

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
CONVEYING PARTY DATA	
Name	Execution Date
PARAGON AIRHEATER TECHNOLOGIES, LLC.	12/19/2007
RECEIVING PARTY DATA	
Name:	TURNER DEVELOPMENT, LLC.
Street Address:	461 N. Carlisle Place
City:	Orange
State/Country:	CALIFORNIA
Postal Code:	92869-6020
PROPERTY NUMBERS Total: 6	
Property Type	Number
Patent Number:	5950707
Patent Number:	5881799
Patent Number:	6789605
Application Number:	10793182
Patent Number:	7059386
Patent Number:	7231958
CORRESPONDENCE DATA	
Fax Number:	(949)720-0182
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(949) 760-1121
Email:	patent@buchalter.com
Correspondent Name:	Sandra P. Thompson
Address Line 1:	18400 Von Karman Avenue, Suite 800
Address Line 4:	Irvine, CALIFORNIA 92612
ATTORNEY DOCKET NUMBER:	P1801-0001

CH \$240.00 5950707

NAME OF SUBMITTER:

Sandra P. Thompson

Total Attachments: 10

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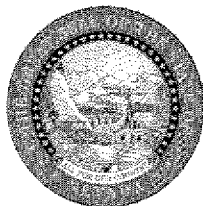
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STATE OF NEVADA



ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Filing Acknowledgement

December 14, 2007

Job Number
U20071214-0057

Initial Filing Number
2007041120-9

Filing Description
Initial Financing Statement

Document Filing Number
2007041120-9

Date/Time of Filing
12-14-2007 10:41 AM

Debtors

PARAGON AIRHEATER
TECHNOLOGIES, LLC, A NEVADA
LIMITED LIABILITY COMPANY
24143 TEMESCAL CANYON RD., STE.
B
CORONA CA 92883 USA

Secured Parties

TURNER DEVELOPMENT, LLC
461 N CARLISLE PLACE
ORANGE CA 92869-6020 USA

The attached document(s) were filed with the Nevada Secretary of State, Uniform Commercial Code Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Nevada Secretary of State
Chris Thomann
Filing Officer

UCC DIVISION:
Tracy Gillespie, Supervisor
200 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-5630

PATENT
REEL: 020288 FRAME: 0844

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

BUCHALTER NEMER
ATTN.: Anne Danley
18400 VON KARMAN AVENUE, STE. 800
IRVINE, CALIFORNIA 92612

Filed in the office of *[Signature]* Document Number
2007041120-9
 Filing Date and Time
12/14/2007 10:41 AM
 Ross Miller
 Secretary of State
 State of Nevada

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
PARAGON AIRHEATER TECHNOLOGIES, LLC, a Nevada limited liability company

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

24143 TEMESCAL CANYON RD., STE. B **CORONA** **CA** **92883** **USA**

14. SEE INSTRUCTIONS ADDL INFO RE ORGANIZATION DEBTOR 14a. TYPE OF ORGANIZATION 14b. JURISDICTION OF ORGANIZATION 14c. ORGANIZATIONAL ID #, if any

20-2223917 **DEBTOR** **LLC** **NEVADA** **LLC1297-2005** NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

24. SEE INSTRUCTIONS ADDL INFO RE ORGANIZATION DEBTOR 24a. TYPE OF ORGANIZATION 24b. JURISDICTION OF ORGANIZATION 24c. ORGANIZATIONAL ID #, if any

NONE

3. SECURED PARTY'S NAME (by NAME or TOTAL ASSIGNEE or ASSIGNOR(S)) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
TURNER DEVELOPMENT, LLC

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

461 N CARLISLE PLACE **ORANGE** **CA** **92869-6070** **USA**

4. This FINANCING STATEMENT covers the following collateral:

Please see Addendum attached hereto as Exhibit "A" and incorporated herein by this reference.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSOR/LESSOR	CONSIGNEE/CONSIGNOR	BAILEY/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. OFFICIAL FILER REFERENCE DATA	7. CHECK TO REQUEST SEARCH REPORT (S) OF DEBTOR(S) (Additional Fees)	AS Debtors	Debtor 1	Debtor 2		

ADDENDUM TO UCC-1 FINANCING STATEMENT

DEBTOR: **PARAGON AIRHEATER TECHNOLOGIES, LLC**
a Nevada limited liability company

SECURED PARTY: **TURNER DEVELOPMENT, LLC**
a California limited liability company

Item No. 4 (cont'd):

The following described property and any and all proceeds thereof, whether Debtor now or hereafter acquires any right, title, or interest in, on, about, or concerning the same ("Collateral"):

(a) Tangible Property. All existing and future goods and tangible personal property wherever located and used or useable by Debtor in connection with the operation of the business, whether under the name Paragon Airheater Technologies, LLC, or otherwise, (generally herein "Business Operations"), including, but not limited to, all retail stock of any nature, furniture, furnishings, fittings, materials, supplies, equipment and fixtures, machinery, tools; and all renewals or replacements thereof or articles in substitution thereof;

(b) General Intangibles. All general intangibles relating to design, development, manufacture, operation, management and use of the operation by Debtor of its business, including, but not limited to, (i) all names under which or by which the business may at any time be operated or-known, all rights to carry on business under any such names or any variant thereof, all trademarks, trade-names, and all goodwill in any way relating to the business (including, but not limited to, common law trademarks, including Power Replacement, Duramax, Duracoat, PowerCoat), (ii) all copyrights, patents, permits, licenses, approvals, consents, authorizations, franchises and agreements applied for (in this case include the applications for same), issued or obtained in connection with Business Operations (including, but not limited to, those United States issued Letters Patents and applications for Letters Patents in the United States as described in Schedule A attached hereto and incorporated by reference herein), (iii) all materials prepared for filing or filed with any governmental agency, and (iv) all rights under any contract in connection with the development, design, use, operation, management and manufacture of the various items in the course of Business Operations;

(c) Contracts. All Contract Rights, purchase orders, service, engineering, consulting, leasing, and other contracts of any nature as such may be modified, amended, or supplemented from time to time; and all of Debtor's present and future rights to receive payments of money, property or services, accounts receivable, deposit accounts, chattel paper, notes, drafts, contract rights, instruments, general intangibles and principal, interest and payments due on account of goods sold, services rendered, loans made or credit extended, together with title or interest in all documents evidencing or securing the same;

(d) Books and Records. All books, records, leases and other documents, of whatever kind or character, relating to Debtor's Business Operations;

(e) Payments. All reserves, deferred payments, deposits, refunds, cost savings, letters of credit and payments of any kind relating to the Debtor's Business Operations;

(f) Claims. All proceeds and claims arising on account of any damage to the Collateral and all causes of action and recoveries for any loss or diminution in the value of the Collateral;

(g) Insurance. All policies of, and proceeds resulting from, insurance relating to the Debtor and its Business Operations or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;

(h) Revenue. All fees, income, rents, issues, deposits, receipts, profits and proceeds, earnings, royalties, revenue, and security deposits and accounts receivable which, after the date hereof and while any portion of the indebtedness secured hereby remains unpaid, may accrue from said collateral described herein, whether now due, past due, or to become due;

(i) Proceeds. All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the collateral as it is herein defined.

SCHEDULE A

<u>Patent No.</u>	<u>Issue Date</u>	<u>Title</u>
5,950,707	September 14, 1999	IMPROVED SEALING ELEMENT FOR A REGENERATIVE HEAT EXCHANGER
5,881,799	March 16, 1999	PERIMETER SEALING ELEMENT FOR REGENERATIVE HEAT EXCHANGER
6,789,605	September 14, 2004	SEALING ELEMENT FOR A REGENERATIVE HEAT EXCHANGER
<u>Application No.</u>	<u>Filing Date</u>	<u>Title</u>
10/793,182	March 3, 2004	HEAT EXCHANGER HAVING POWDER COATED ELEMENTS
7,059,386 B1	June 13, 2006	SEALING ELEMENT FOR A REGENERATIVE HEAT EXCHANGER
7,231,958 B1	June 19, 2007	REINFORCED SEALING ELEMENT



SECRETARY OF STATE
STATE OF CALIFORNIA

UCC Filing Acknowledgement

12/24/2007

Page 1 of 1

CORPORATE RESEARCH SOLUTIONS, INC.
515 CONGRESS AVE STE 2300
AUSTIN TX 78701

3 or more	\$20.00
pages:	
Special	\$6.00
Handling Fee:	
Total Fee:	\$26.00

The California Secretary of State's Office has received and filed your document. The information below reflects the data that was indexed in our system. Please review the information for accuracy. Included is an image of the filed document to assist you in your review. If you find a potential error, please notify the UCC Section at the number listed below at your earliest convenience.

Filing Type: **Financing Statement**

File Date: **12/19/2007**

File Time: **08:00**

Filing Number: **07-7141333493**

Lapse Date: **12/19/2012**

Debtor(s):

ORGANIZATION

**PARAGON AIRHEATER TECHNOLOGIES, LLC, A NEVADA
LIMITED LIABILITY COMPANY**

**24143 TEMESCAL CANYON RD., STE. B CORONA CA USA
92883**

Secured Party(ies):

ORGANIZATION

TURNER DEVELOPMENT, LLC

461 N CARLISLE PLACE ORANGE CA USA 92869-6020

Filing by the Secretary of State is not conclusive proof that all conditions for securing priority have been met. Ensuring that accurate information is on the document to be filed is the responsibility of the filing party. If this filing is challenged, the Secretary of State does not guarantee that the filing is legally sufficient to secure priority under UCC Article 9 and expressly disclaims any liability for failure of the filing party to secure priority resulting from the information contained in the filed document, or the lack of information on the filed document.

UCC FINANCING STATEMENT


FOLLOW INSTRUCTIONS (front and back) CAREFULLY

07-7141333493

12/19/2007 08:00

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)



CRS
Corporate Research
Solutions, Inc.

980 9th St., 16th Floor
Sacramento, CA
95814
Acct. # 11157257



FILED

CALIFORNIA
SECRETARY OF STATE

SOS



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UCC 1 FILING

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a ORGANIZATION'S NAME
PARAGON AIRHEATER TECHNOLOGIES, LLC, a Nevada limited liability company

OR

1b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

24143 TEMESCAL CANYON RD., STE. B CORONA CA 92883 USA

20. SEE INSTRUCTIONS ADDL INFO RE ORGANIZATION DEBTOR **21. TYPE OF ORGANIZATION** **22. JURISDICTION OF ORGANIZATION** **23. ORGANIZATIONAL ID #, if any**

20-2223917 DEBTOR LLC NEVADA LLC1297-2005 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a ORGANIZATION'S NAME

OR

2b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

20. SEE INSTRUCTIONS ADDL INFO RE ORGANIZATION DEBTOR **24. TYPE OF ORGANIZATION** **22. JURISDICTION OF ORGANIZATION** **23. ORGANIZATIONAL ID #, if any**

NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR/S) - insert only one secured party name (3a or 3b)

3a ORGANIZATION'S NAME
TURNER DEVELOPMENT, LLC

OR

3b INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

461 N CARLISLE PLACE ORANGE CA 92869-6020 USA

4. This FINANCING STATEMENT covers the following collateral:

Please see Addendum attached hereto as Exhibit "A" and incorporated herein by this reference.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (for records) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtors (if applicable)		As Debtors	Debtor 1	Debtor 2	

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

ADDENDUM TO UCC-1 FINANCING STATEMENT

DEBTOR: **PARAGON AIRHEATER TECHNOLOGIES, LLC**
a Nevada limited liability company

SECURED PARTY: **TURNER DEVELOPMENT, LLC**
a California limited liability company

Item No. 4 (cont'd):

The following described property and any and all proceeds thereof, whether Debtor now or hereafter acquires any right, title, or interest in, on, about, or concerning the same ("Collateral"):

(a) **Tangible Property.** All existing and future goods and tangible personal property wherever located and used or useable by Debtor in connection with the operation of the business, whether under the name Paragon Airheater Technologies, LLC, or otherwise, (generally herein "Business Operations"), including, but not limited to, all retail stock of any nature, furniture, furnishings, fittings, materials, supplies, equipment and fixtures, machinery, tools; and all renewals or replacements thereof or articles in substitution thereof;

(b) **General Intangibles.** All general intangibles relating to design, development, manufacture, operation, management and use of the operation by Debtor of its business, including, but not limited to, (i) all names under which or by which the business may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, all trademarks, trade names, and all goodwill in any way relating to the business (including, but not limited to, common law trademarks, including Power Replacement, Duramax, Duracoat, PowerCoat), (ii) all copyrights, patents, permits, licenses, approvals, consents, authorizations, franchises and agreements applied for (in this case include the applications for same), issued or obtained in connection with Business Operations (including, but not limited to, those United States issued Letters Patents and applications for Letters Patents in the United States as described in Schedule A attached hereto and incorporated by reference herein), (iii) all materials prepared for filing or filed with any governmental agency, and (iv) all rights under any contract in connection with the development, design, use, operation, management and manufacture of the various items in the course of Business Operations;

(c) **Contracts.** All Contract Rights, purchase orders, service, engineering, consulting, leasing, and other contracts of any nature as such may be modified, amended, or supplemented from time to time; and all of Debtor's present and future rights to receive payments of money, property or services, accounts receivable, deposit accounts, chattel paper, notes, drafts, contract rights, instruments, general intangibles and principal, interest and payments due on account of goods sold, services rendered, loans made or credit extended, together with title or interest in all documents evidencing or securing the same;

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(d) Books and Records. All books, records, leases and other documents, of whatever kind or character, relating to Debtor's Business Operations;

(e) Payments. All reserves, deferred payments, deposits, refunds, cost savings, letters of credit and payments of any kind relating to the Debtor's Business Operations;

(f) Claims. All proceeds and claims arising on account of any damage to the Collateral and all causes of action and recoveries for any loss or diminution in the value of the Collateral;

(g) Insurance. All policies of, and proceeds resulting from, insurance relating to the Debtor and its Business Operations or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;

(h) Revenue. All fees, income, rents, issues, deposits, receipts, profits and proceeds, earnings, royalties, revenue, and security deposits and accounts receivable which, after the date hereof and while any portion of the indebtedness secured hereby remains unpaid, may accrue from said collateral described herein, whether now due, past due, or to become due;

(i) Proceeds. All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the collateral as it is herein defined.

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SCHEDULE A

<u>Patent No.</u>	<u>Issue Date</u>	<u>Title</u>
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