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

500428563

Fax Number: (949)720-0182

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

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

PATENT

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NAME OF SUBMITTER:	Sandra P. Thompson
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STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

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

Secured Parties

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

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

CORONA CA 92883 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

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FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 08/12/02)

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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) <u>Tangible Property</u>. 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) <u>Contracts</u>. 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) <u>Books and Records</u>. All books, records, leases and other documents, of whatever kind or character, relating to Debtor's Business Operations;
- (e) <u>Payments</u>. All reserves, deferred payments, deposits, refunds, cost savings, letters of credit and payments of any kind relating to the Debtor's Business Operations;
- (f) <u>Claims</u>. 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) <u>Insurance</u>. 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) <u>Proceeds</u>. 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

Patent No. 5,950,707	Issue Date September 14, 1999	Title 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
Application No.	Filing Date	<u>Title</u>
Application No. 10/793,182	Filing Date March 3, 2004	Title HEAT EXCHANGER HAVING POWDER COATED ELEMENTS
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Page 1 of 1

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Filling 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.

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PATENT

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ADDENDUM TO UCC-1 FINANCING STATEMENT

DEBTOR:

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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) <u>Tangible Property</u>. All existing and future goods and tangible personal property wherever tocated 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) <u>Contracts</u>. 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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kind or character, relating to Debtor's Business Operations; Payments. All reserves, deferred payments, deposits, refunds, cost savings,

Books and Records. All books, records, leases and other documents, of whatever

(d)

- letters of credit and payments of any kind relating to the Debtor's Business Operations;
- 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;
- 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;
- 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

Patent No. 5,950,707	Issue Date September 14, 1999	<u>Title</u> 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
Application No.	Filing Date	<u>Title</u>
<u>Application No.</u> 10/793,182	Filing Date March 3, 2004	Title HEAT EXCHANGER HAVING POWDER COATED ELEMENTS
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