

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Deutsche Bank Trust Company Americas	FORMERLY Bankers Trust Company	02/17/2005	COMPANY: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Goodman Manufacturing Company, L.P.
<b>Street Address:</b>	2550 North Loop West, Suite 400
<b>City:</b>	Houston
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77092
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1371182	GMC
Registration Number:	1739647	GMC
Registration Number:	643601	JANITROL
Registration Number:	1994515	GOODMAN
Registration Number:	2181739	JANITROL

**CORRESPONDENCE DATA**

Fax Number: (713)221-2111  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 713-221-1352  
 Email: ben.tobor@bracepatt.com  
 Correspondent Name: Ben D. Tobor  
 Address Line 1: P.O. Box 61389  
 Address Line 2: Bracewell & Patterson, LLP  
 Address Line 4: Houston, TEXAS 77208-1389

**CH \$140.00 1371182**

NAME OF SUBMITTER:	Ben D. Tobor
Signature:	/bdt/
Date:	03/10/2005
Total Attachments: 3 source=BTC Release 1#page1.tif source=BTC Release 2#page1.tif source=BTC Release 3#page1.tif	

RELEASE OF SECURITY INTEREST

This Release of Security Interest ("Release") is made by Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), having a principal place of business at 60 Wall Street, New York, NY 10005, as Agent ("Secured Party") in favor of Goodman Manufacturing Company, L.P., a Texas limited partnership, Quietflex Manufacturing Company, L.P., a Texas limited partnership, Goodman Company, L.P., a Tennessee limited partnership, American Distributors, Inc., a Texas corporation and GMC Sales Corp., a Texas corporation ("Grantors").

RECITALS

WHEREAS, Secured Party, Grantors and Amana Company, L.P. previously entered into a Trademark Security Agreement ("Trademark Security Agreement"), dated as of September 10, 1997. Secured Party owns a security interest in Grantors' Trademarks (as defined in the Trademark Security Agreement), including but not limited to those U.S. Trademark and Service Mark Applications and Registrations of the Grantors associated with such Trademark Security Agreement that are listed in the attached Exhibit A.

WHEREAS, Secured Party now wishes to terminate its security interest in, and release its liens in, all of Grantors' Trademarks on the terms and conditions set forth herein.

NOW, THEREFORE, subject to the terms, conditions, covenants and provisions of this Release, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party, intending to be legally bound, agrees as follows:

TERMINATION AND RELEASE

Secured Party hereby terminates all liens, security interests, assignments, and other interests of Secured Party in all of Grantors' Trademarks, including, without limitation, its trademarks, service marks, trademark and service mark applications and trade names listed in Exhibit A, which is attached hereto and incorporated herein by reference.

Executed this 17th day of February 2005.

DEUTSCHE BANK TRUST COMPANY AMERICAS


(formerly known as BANKERS TRUST COMPANY)
As Agent

By: Diane F. Rolfe
Name: Diane F. Rolfe
Title: Vice President

By: Carin M. Keegan
Name: Carin M. Keegan
Title: Vice President

STATE OF New York §  
COUNTY OF New York §

Before me, the undersigned Notary Public, in and for the State of New York, personally appeared Diane F. Rolfe, Vice President and Carin Keegan, Vice President of Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), known to me to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of Deutsche Bank Trust Company Americas, in the capacity stated therein.

  
Notary Public in and for the State of New York  
My Commission Expires: 9/13/05

**EXHIBIT A**

**U.S. TRADEMARK AND SERVICE MARK APPLICATIONS/REGISTRATIONS**

<u>Mark</u>	<u>Application/Registration No.</u>
GMC and Design	1,109,288
GMC and Design	1,371,182
HAMILTON ELECTRIC	2,040,968
GMC and Design	1,739,647
JANITROL	643,601
GOODMAN	1,994,515
JANITROL	75/125,392
GMC and Design	2,075,988
JANITROL	2,057,760
FRANKLIN	74/549,499
LIBERTY	74/549,500
QUIETFLEX	2,065,289
QUIETFLEX and Design	2,067,373

**TRADE NAMES**

Trade Name

JANITROL  
FRANKLIN  
GMC  
GOODMAN  
QUIETFLEX