

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY AGREEMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Goodman Company, L.P.	12/23/2004
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Street Address:</b>	P.O. Box 2558
<b>City:</b>	Houston
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77252
<b>PROPERTY NUMBERS Total: 6</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	D372767
Patent Number:	5142895
Patent Number:	D329283
Patent Number:	5222552
Patent Number:	5284041
Patent Number:	5337590
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(212)455-2502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(212) 455-2254
<b>Email:</b>	ksolomon@stblaw.com
<b>Correspondent Name:</b>	Robyn Rahbar, Esq
<b>Address Line 1:</b>	Simpson Thacher & Bartlett LLP
<b>Address Line 2:</b>	425 Lexington Avenue
<b>Address Line 4:</b>	New York, NEW YORK 10017
<b>NAME OF SUBMITTER:</b>	Robyn Rahbar

OP \$240.00 D372767

**PATENT**

**Total Attachments: 25**

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GRANT OF  
SECURITY INTEREST IN PATENT RIGHTS

THIS GRANT OF SECURITY INTEREST IN PATENT RIGHTS ("Agreement"), dated as of December 23, 2004 is made by GOODMAN GLOBAL, INC., a Delaware corporation ("Holdings"), GOODMAN GLOBAL HOLDINGS, INC., a Delaware corporation (the "Borrower"), each Subsidiary of Holdings identified herein as a party (each a "Subsidiary Party") (collectively the "Pledgors"), in favor of JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Administrative Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of December 23, 2004 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Pledgors, GOODMAN GLOBAL HOLDINGS, INC., a Delaware corporation ("Holdings"), the Lenders, the Administrative Agent, UBS SECURITIES LLC, as Syndication Agent, and CREDIT SUISSE FIRST BOSTON, acting through its Cayman Islands branch, as Documentation Agent, J.P. MORGAN SECURITIES INC. and UBS SECURITIES LLC, as Joint Lead Arrangers. Capitalized terms not defined herein shall have the meanings ascribed to them in the Credit Agreement.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Pledgors have executed and delivered a Guarantee and Collateral Agreement, dated as of December 23, 2004, in favor of the Administrative Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, the Pledgors pledged and granted to the Administrative Agent for the benefit of the Administrative Agent and the Lenders a continuing security interest in all Intellectual Property, including the Patents; and

WHEREAS, the Pledgors have duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Pledgors agree, for the benefit of the Administrative Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Collateral Agreement.

SECTION 2. Grant of Security Interest. The Pledgors hereby pledge and grant a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assign, transfer and convey, the Patents that such Pledgors now have or at any time in the future may acquire (including, without limitation, those items listed on Schedule A hereto), as collateral security, to the Administrative Agent for the benefit of the Administrative Agent and the Lenders to secure payment, performance and observance of the Obligations.

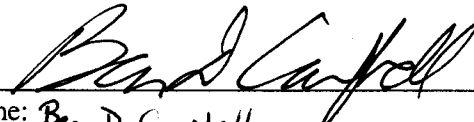
SECTION 3. Purpose. This Agreement has been executed and delivered by the Pledgors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Administrative Agent and the Lenders in connection with the Collateral Agreement and is expressly subject to the terms and conditions thereof. The Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Pledgors do hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Patents granted hereby are more fully set forth in the Credit Agreement and the Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

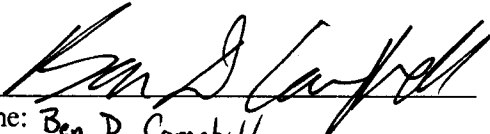
SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

GOODMAN GLOBAL, INC.

By:   
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary and  
General Counsel

GOODMAN GLOBAL HOLDINGS, INC.

By:   
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary  
and General Counsel

GOODMAN APPLIANCE HOLDING COMPANY

By: Ben D. Campbell  
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary  
and General Counsel

GOODMAN CANADA, L.L.C.

By: Ben D. Campbell  
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary  
and General Counsel

GOODMAN COMPANY, L.P.

By: GOODMAN HOLDING COMPANY, its  
General Partner

By: Ben D. Campbell  
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary  
and General Counsel

GOODMAN DISTRIBUTION, INC.

By: Ben D. Campbell  
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary  
and General Counsel

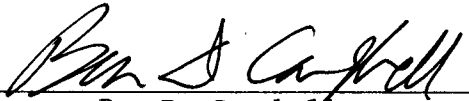
GOODMAN HOLDING COMPANY

By: Ben D. Campbell  
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary  
and General Counsel

GOODMAN HOLDING COMPANY, L.L.C.

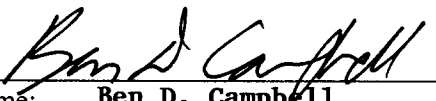
By: Ben D. Campbell  
Name: Ben D. Campbell  
Title: Executive Vice President, Secretary  
and General Counsel

GOODMAN II HOLDINGS COMPANY, L.L.C.

By:   
Name: **Ben D. Campbell**  
Title: **Executive Vice President, Secretary  
and General Counsel**

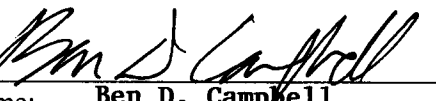
GOODMAN MANUFACTURING COMPANY, L.P.

By: GOODMAN HOLDING COMPANY, its  
General Partner

By:   
Name: **Ben D. Campbell**  
Title: **Executive Vice President, Secretary  
and General Counsel**


GOODMAN MANUFACTURING I LLC

By: GOODMAN GLOBAL HOLDINGS, INC., its  
Sole Member


By:   
Name: **Ben D. Campbell**  
Title: **Executive Vice President, Secretary  
and General Counsel**

GOODMAN MANUFACTURING II LLC

By: GOODMAN GLOBAL HOLDINGS, INC., its  
Sole Member

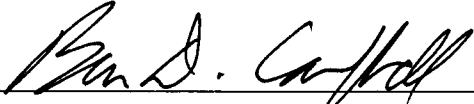
By:   
Name: **Ben D. Campbell**  
Title: **Executive Vice President, Secretary  
and General Counsel**

GOODMAN SALES COMPANY

By:   
Name: **Ben D. Campbell**  
Title: **Executive Vice President, Secretary  
and General Counsel**

NITEK ACQUISITION COMPANY, L.P.


By: GOODMAN HOLDING COMPANY, its  
General Partner

By: 

Name: **Ben D. Campbell**

Title: **Executive Vice President, Secretary  
and General Counsel**


PIONEER METALS INC.

By: 

Name: **Ben D. Campbell**

Title: **Executive Vice President, Secretary  
and General Counsel**

QUIETFLEX HOLDING COMPANY

By: 

Name: **Ben D. Campbell**

Title: **Executive Vice President, Secretary  
and General Counsel**

QUIETFLEX MANUFACTURING COMPANY, L.P.

By: QUIETFLEX HOLDING COMPANY, its  
General Partner

By: 

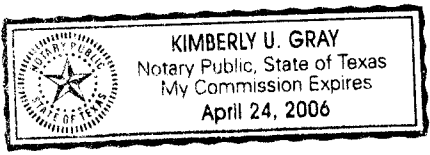
Name: **Ben D. Campbell**

Title: **Executive Vice President, Secretary  
and General Counsel**



STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On the 23<sup>rd</sup> day of December, 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EVP, Sec. + Gen. Counsel of GOODMAN GLOBAL, INC., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the EVP, Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

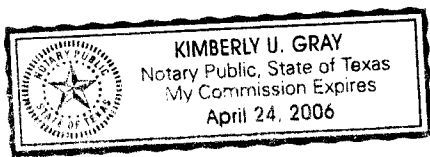


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
COUNTY OF HARRIS )<sup>ss</sup>

On the 23<sup>rd</sup> day of December, 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EVP, Sec. + Gen. Coun of Goodman Global Holdings, INC., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the EVP, SEC. + Gen. Coun in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

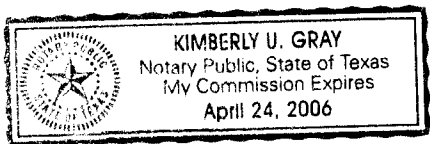


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EV, Sec. + Gen. Counsel of GOODMAN APPLIANCE HOLDING COMPANY, a Texas corporation; who, being duly sworn, did depose and say that she/he is the EV, Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

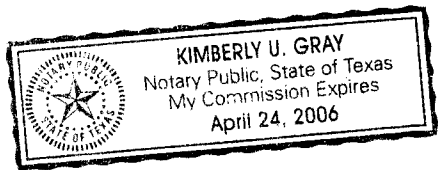


*Kimberly U. Gray*  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss

On the 23<sup>rd</sup> day of December 2004, before me personally came BEND. CAMPBELL who is personally known to me to be the EVP, Sec. + Gen. Coun. of Goodman Canada, L.L.C., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the EVP, Sec. + Gen. Coun. in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.



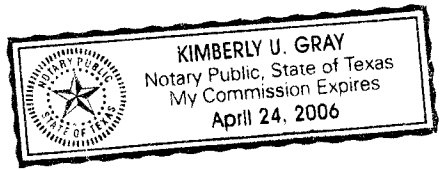
*Kimberly U. Gray*  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben O. Campbell, who is personally known to me to be the EVP, Sec. + Gen Counsel of GOODMAN HOLDING COMPANY, a Texas corporation, the general partner of GOODMAN COMPANY, L.P., a Delaware limited partnership; who, being duly sworn, did depose and say that she/he is the EVP, Sec. Gen Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

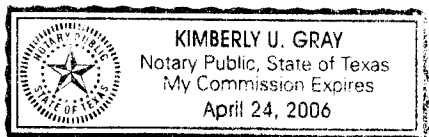
Kimberly U. Gray  
Notary Public



(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
COUNTY OF HARRIS )<sup>SS</sup>

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EVP, Sec. + Gen. Counsel of GOODMAN DISTRIBUTION, INC., a Texas corporation; who, being duly sworn, did depose and say that she/he is the EVP, Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

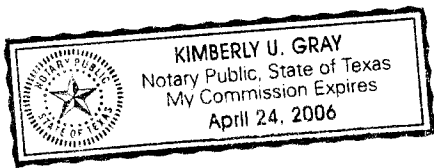


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF Texas )  
COUNTY OF Harris ) ss

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EXP. Sec. + Gen. Counsel of GOODMAN HOLDING COMPANY, a Texas corporation; who, being duly sworn, did depose and say that she/he is the EXP. Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

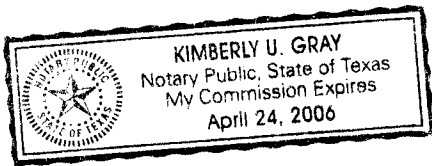


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the VP. Sec. + Gen. Counsel of GOODMAN HOLDING COMPANY, L.L.C., a Delaware limited liability company; who, being duly sworn, did depose and say that she/he is the VP. Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.



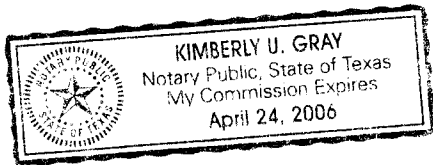
Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)



STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the  EVP. Sec. + Gen. Counsel  of GOODMAN II HOLDINGS COMPANY, L.L.C., a Delaware limited liability company; who, being duly sworn, did depose and say that she/he is the  EVP. Sec. + Gen. Counsel  in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

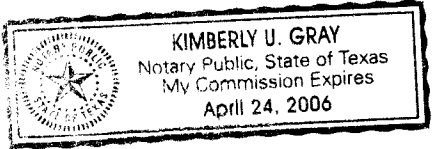


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EVP. Sec. + Gen. Counsel of GOODMAN HOLDING COMPANY, a Texas corporation, the general partner of GOODMAN MANUFACTURING COMPANY, L.P., a Texas limited partnership; who, being duly sworn, did depose and say that she/he is the EVP. Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

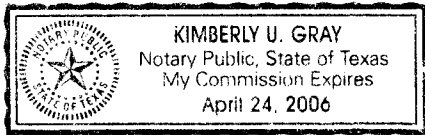


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On the 23rd day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EVP. Sec. + Gen. Counsel of GOODMAN GLOBAL HOLDINGS, INC., a Delaware corporation, the sole member of GOODMAN MANUFACTURING I LLC, a Delaware limited liability company; who, being duly sworn, did depose and say that she/he is the EVP. Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

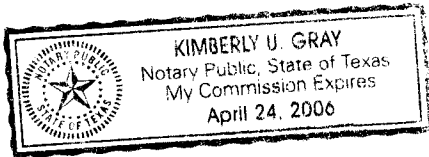


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Notary Public

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STATE OF TEXAS )  
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COUNTY OF HARRIS )

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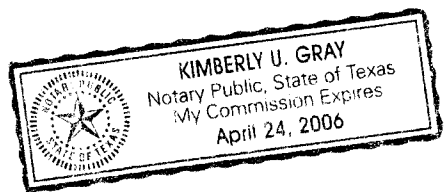


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell who is personally known to me to be the EVP. Sec. + Gen. Counsel of GOODMAN SALES COMPANY, a Texas corporation; who, being duly sworn, did depose and say that she/he is the EVP. Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

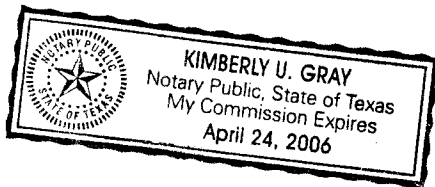


Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EVP. Sec + Gen. Counsel of GOODMAN HOLDING COMPANY, a Texas corporation, the general partner of NITEK ACQUISITION COMPANY, L.P., a Texas limited partnership; who, being duly sworn, did depose and say that she/he is the EVP. Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.



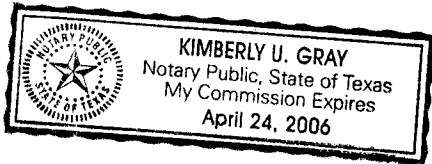
Kimberly U. Gray  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EXP. Sec + Gen. Counsel of PIONEER METALS INC., a Florida corporation; who, being duly sworn, did depose and say that she/he is the EXP. Sec + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Kimberly U. Gray  
Notary Public

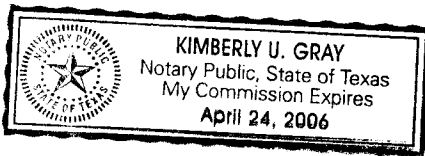


(PLACE STAMP AND SEAL ABOVE)

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss

On the 23<sup>rd</sup> day of December 2004, before me personally came Ben D. Campbell, who is personally known to me to be the EVP. Sec. + Gen. Counsel of QUIETFLEX HOLDING COMPANY, a Delaware corporation; who, being duly sworn, did depose and say that she/he is the EVP. Sec. + Gen. Counsel in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Kimberly U. Gray  
Notary Public



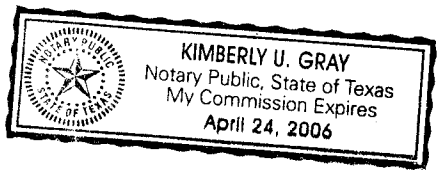
(PLACE STAMP AND SEAL ABOVE)



STATE OF TEXAS )  
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COUNTY OF HARRIS )


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Kimberly U. Gray  
Notary Public



(PLACE STAMP AND SEAL ABOVE)

JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By:   
Name: ROBERT L. MENDOZA  
Title: VICE PRESIDENT

## SCHEDULE A

### U.S. Patents

#### Patents:

Country	Patent No.	Value	Issue Date	Holder
United States	(Design) 29/038,521	D372,767	8/13/2010	Goodman Company
United States	07/351,991	5,142,895	9/ 1/2009	Goodman Company
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United States	(Provisional) 60/534,064		1/2/2005	Quietflex Manufacturing Company
United States	(Provisional) 60/537,771		1/20/2005	Quietflex Manufacturing Company

#### Patent Licenses:

None.