

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent	FORMERLY JPMorgan Chase Bank	12/23/2004	National Banking Association:
RECEIVING PARTY DATA			
Name:	Goodman Company, L.P.		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2057760	JANITROL	
CORRESPONDENCE DATA			
Fax Number:	(212)455-2502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 455-2254		
Email:	ksolomon@stblaw.com		
Correspondent Name:	Robyn Rahbar, Esq		
Address Line 1:	Simpson Thacher & Bartlett LLP		
Address Line 2:	425 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10017		
NAME OF SUBMITTER:	Robyn Rahbar		
Signature:	/rr/		
Date:	01/14/2005		

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Total Attachments: 3

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of December 23, 2004 from JPMorgan Chase Bank, N.A. (formerly known as JPMorgan Chase Bank), as Administrative Agent (the "Administrative Agent") for certain banks and other financial institutions (the "Lenders"), to Goodman Company, L.P., a Delaware corporation with its registered office address as c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

WITNESSETH:

WHEREAS, pursuant to the Security Agreement, dated as of November 21, 2003, made by the Debtors (as defined therein) in favor of the Administrative Agent (the "Security Agreement"), a security interest (the "Security Interest") was granted by the Debtors to the Administrative Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the Security Agreements were recorded in the Trademark Division of the United States Patent and Trademark Office at the reel and frame numbers listed on Schedule A attached hereto; and

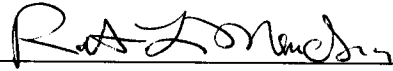
WHEREAS, the Administrative Agent now desires to terminate and release the entirety of its Security Interests in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark collateral pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Administrative Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Debtors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A attached hereto). The term "Trademark" shall have the meaning provided by reference in the Security Agreement.
2. Release of Security Interest. The Administrative Agent hereby terminates, releases and discharges its Security Interests in the Trademark Collateral, and any right, title or interest of the Administrative Agent in such Trademark Collateral shall hereby cease and become void.
3. Further Assurances. The Administrative Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interests contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMorgan Chase Bank, N.A.
(Formerly Known as JPMorgan Chase Bank)

By: 
Name: Robert L. Mendoza
Title: Vice President

Schedule A

Trademark	Trademark No.	Recorded at Reel / Frame #
JANITROL	2,057,760	2881/0333