

Goodman Global Inc  
Form 10-Q/A  
April 05, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

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(Mark one)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File No. 1-32850

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**GOODMAN GLOBAL, INC.**

(Exact name of registrant as specified in our charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)  
2550 North Loop West, Suite 400  
Houston, Texas

20-1932219  
(I.R.S. Employer  
Identification No.)  
77092

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(Address of principal executive offices)

713-861-2500

(Zip Code)

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 9, 2006, the number of shares outstanding of the registrant's common stock, par value \$0.01 per share, was 68,900,859.

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### **Explanatory Note**

This Form 10-Q/A amends the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2006, which was filed on August 10, 2006. The amendment is a result of the restatement of the Company's condensed consolidated financial statements and related financial information for the quarterly periods ended June 30, 2006 and 2005.

The Company is restating its previously filed financial statements and other financial information for the above referenced periods to correct an error related to the Company's derivative accounting treatment under Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended. This error and its effects are described in more detail in Note 2 to the Consolidated Condensed Financial Statements included in Item 1 - Financial Statements.

The Company is also filing an amended Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 to correct the error described above.

All of the information in this Form 10-Q/A is as of August 10, 2006, the date the Company originally filed its Form 10-Q with the Securities and Exchange Commission, and does not reflect any subsequent information or events other than the restatement discussed in Note 2 to the Consolidated Condensed Financial Statements appearing in this Form 10-Q/A. For more recent information, please see the Company's annual report on Form 10-K for the fiscal year ended December 31, 2006. For the convenience of the reader, this Form 10-Q/A sets forth the originally filed Form 10-Q in its entirety. However, the following items have been amended solely as a result of, and to reflect, the restatement, and no other information in the Form 10-Q/A is amended hereby as a result of the restatement:

Part I, Item 1 - Financial Statements

Part I, Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Part I, Item 4 - Controls and Procedures

Part II, Item 6 - Exhibits

The Company is including currently dated Sarbanes-Oxley Act Section 302 and Section 906 certifications of the Chief Executive Officer and Chief Financial Officer that are attached to this Form 10-Q/A as Exhibits 31.1, 31.2 and 32.1.

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**GOODMAN GLOBAL, INC.**

**Form 10-Q**

**For the Three and Six Months Ended June 30, 2006**

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	June 30, 2006	
	(restated, see Note 2) (unaudited)	December 31, 2005
	(in thousands)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 7,317	\$ 23,779
Restricted cash	2,600	2,600
Accounts receivable, net of allowance for doubtful accounts (\$8.8 million in 2006; \$7.8 million in 2005)	281,550	220,123
Inventories	377,255	303,295
Deferred tax assets	19,434	14,089
Other current assets	19,310	12,786
<b>Total current assets</b>	<b>707,466</b>	<b>576,672</b>
Property, plant, and equipment, net	163,317	160,549
Goodwill	391,287	391,287
Identifiable intangibles	412,004	416,437
Deferred tax assets	41,787	46,235
Deferred financing costs	25,319	30,357
<b>Total assets</b>	<b>\$ 1,741,180</b>	<b>\$ 1,621,537</b>
<b>Liabilities and shareholders equity</b>		
Current liabilities:		
Trade accounts payable	\$ 167,817	\$ 156,870
Accrued warranty	59,376	58,068
Other accrued expenses	86,933	105,341
Current portion of long-term debt	3,500	3,500
<b>Total current liabilities</b>	<b>317,626</b>	<b>323,779</b>
Long-term debt, less current portion	885,425	957,875
Revolving credit facility	61,800	
Other long-term liabilities	5,941	6,498
Preferred stock, 9.5% Series A cumulative, par \$.01, 250,000 authorized, 225,570 issued and outstanding as of December 31, 2005		225,570
Common stock, par value \$.01, 275,000,000 shares authorized, 68,900,859 and 47,972,166 issued and outstanding as of June 30, 2006 and December 31, 2005, respectively	689	480
Accumulated other comprehensive income (loss)	(691)	2,088
Additional paid-in capital	461,796	108,073
Retained earnings (deficit)	8,594	(2,826)

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Total shareholders' equity	470,388	107,815
Total liabilities and shareholders' equity	\$ 1,741,180	\$ 1,621,537

*The accompanying notes are an integral part of the consolidated condensed financial statements.*

**Table of Contents****Goodman Global, Inc.****Consolidated Condensed Statements of Income**

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2006	2005	2006	2005
	(restated, see Note 2)		(restated, see Note 2)	
	(unaudited, in thousands, except share and per share data)			
Sales, net	\$ 504,454	\$ 421,134	\$ 885,142	\$ 717,441
Costs and expenses:				
Cost of goods sold	388,038	324,930	682,674	592,830
Selling, general, and administrative expenses	64,682	42,077	110,341	79,534
Depreciation expense	5,781	4,301	11,017	8,545
Amortization expense	2,216	2,400	4,433	4,800
Operating profit	43,737	47,426	76,677	31,732
Interest expense, net	21,899	18,590	41,640	36,724
Other (income) expense, net	6,325	307	6,168	(387)
Earnings (losses) before taxes	15,513	29,143	28,869	(4,605)
Provision for (benefit from) income taxes	5,885	11,015	10,827	(1,773)
Net income (loss)	\$ 9,628	\$ 18,128	\$ 18,042	\$ (2,832)
Less: Preferred stock dividends	730	5,544	6,622	10,889
Net income (loss) available to common shareholders	\$ 8,898	\$ 12,584	\$ 11,420	\$ (13,721)
Net income (loss) per share:				
Basic	\$ 0.13	\$ 0.26	\$ 0.20	\$ (0.29)
Diluted	\$ 0.13	\$ 0.26	\$ 0.19	\$ (0.29)
Average outstanding common shares:				
Basic	68,897,155	47,931,770	58,434,673	47,891,349
Diluted	70,796,111	47,931,770	60,291,940	47,891,349

*The accompanying notes are an integral part of the consolidated condensed financial statements.*

**Table of Contents****Goodman Global, Inc.****Consolidated Condensed Statements of Shareholders' Equity**

	Common Stock	Additional Paid-In Capital	Retained Earnings (Deficit) (unaudited, in thousands)	Accumulated Other Com- prehensive Income (Loss)	Total
			(restated, see note 2)		
Balance at December 31, 2005	\$ 480	\$ 108,073	\$ (2,826)	\$ 2,088	\$ 107,815
Net income			18,042		18,042
Foreign currency translation				836	836
Change in fair value of derivatives, net of tax				(3,615)	(3,615)
Comprehensive income					15,263
Issuance of stock	209	352,052			352,261
Accrued stock options		1,671			1,671
Preferred stock dividends			(6,622)		(6,622)
Balance at June 30, 2006	\$ 689	\$ 461,796	\$ 8,594	\$ (691)	\$ 470,388

*The accompanying notes are an integral part of the consolidated condensed financial statements.*



**Table of Contents****Goodman Global, Inc.****Consolidated Condensed Statements of Cash Flows**

	Six Months Ended	
	June 30, 2006	June 30, 2005
	(restated, see note 2)	
	(unaudited, in thousands)	
<b>Operating activities</b>		
Net income	\$ 18,042	\$ (2,832)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Adjustments to goodwill		(1,058)
Depreciation	11,017	8,545
Amortization	4,433	4,800
Deferred tax provision	(897)	(8,152)
Unrealized loss (gain) on derivatives	5,392	(2,000)
Loss (gain) on disposal of assets	87	(267)
Amortization of inventory step-up in basis		39,586
Amortization of deferred financing costs	5,038	2,722
Compensation expense relating to stock options	1,707	
Changes in operating assets and liabilities, net of effects of acquisition:		
Accounts receivable	(61,427)	(94,604)
Inventories	(73,960)	(59,744)
Other assets	(6,357)	1,464
Accounts payable and accrued expenses	15,188	86,036
Net cash used in operating activities	(81,737)	(25,504)
<b>Investing activities</b>		
Purchases of property, plant, and equipment	(21,391)	(10,465)
Other assets and liabilities		31
Proceeds from sale of assets	13	3,567
Net cash used in investing activities	(21,378)	(6,867)
<b>Financing activities</b>		
Repayments of long-term debt	(72,450)	(1,750)
Working capital adjustment		1,330
Proceeds from sale of common stock		1,210
Proceeds from initial public offering	354,491	
Redemption of preferred stock and accrued dividends	(255,234)	
Transaction costs	(1,954)	(304)
Net borrowings under revolving line facility	61,800	34,865
Net cash provided by financing activities	86,653	35,351
Net increase (decrease) in cash	(16,462)	2,980
Cash at beginning of period	23,779	3,856
Cash at end of period	\$ 7,317	\$ 6,836
Supplementary disclosures of cash flow information		
Cash paid during the period for:		
Interest	\$ 37,231	\$ 33,913

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Income taxes	\$ 31,804	\$ 5,645
Non-cash item: Accrual for purchases of property, plant and equipment	\$ 2,925	\$

*The accompanying notes are an integral part of the consolidated condensed financial statements.*

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**Goodman Global, Inc.**

**Notes to Consolidated Condensed Financial Statements**

**Three and Six Months Ended June 30, 2006**

**(Unaudited)**

**1. Basis of Presentation**

The accompanying unaudited consolidated condensed financial statements of Goodman Global, Inc. (the Company), which owns all of the issued and outstanding stock of Goodman Global Holdings, Inc., a Delaware corporation, have been prepared in accordance with Rule 10-01 of Regulation S-X for interim financial statements required to be filed with the Securities and Exchange Commission and do not include all information and footnotes required by generally accepted accounting principles in the United States for complete financial statements. However, the information furnished herein reflects all normal recurring adjustments, which are, in the opinion of management, necessary for a fair statement of the results for the interim periods. The results of operations for the three and six months ended June 30, 2006 are not necessarily indicative of the results that may be expected for a full year.

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimated. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2005.

The Company follows Statement of Financial Accounting Standards (SFAS) No. 131, *Disclosures about Segments of an Enterprise and Related Information*. As the Company's consolidated financial information is reviewed by the chief decision makers, and the business is managed under one operating and marketing strategy, the Company operates under one reportable segment. Long-lived assets outside the United States have not been significant.

On December 23, 2004, an affiliate of Apollo Management, L.P. (Apollo) acquired our business (the Acquisition). In connection with the Acquisition, affiliates of Apollo, Company senior management and certain trusts associated with members of the Goodman family (the Goodman Trusts) contributed approximately \$477.5 million in cash to the Company in exchange for common and preferred stock.

On April 11, 2006, the Company completed the initial public offering of the Company's common stock. The Company offered 20.9 million shares and selling shareholders sold an additional 6.1 million shares, which included 3.5 million shares sold by selling shareholders pursuant to the exercise of the underwriters' over-allotment option. Before expenses, the Company received proceeds of approximately \$354.5 million. These proceeds were used to redeem all of the Company's outstanding Series A Preferred Stock including associated accrued dividends, to satisfy a \$16.0 million fee resulting from the termination of the Company's management agreement with Apollo and to redeem \$70.7 million of the Company's subsidiary's floating rate notes.

Effective April 4, 2006, the Company's Board of Directors approved a 7.580345-for-1 stock split of the Company's common stock. All periods presented are reflective of the effected stock split.

**Table of Contents****2. Restatement**

In connection with the close for the year ended December 31, 2006, the Company determined that some of its commodity derivatives did not qualify for hedge accounting and, therefore, should be marked to market through the statement of income instead of through accumulated other comprehensive income on the Company's balance sheet. The Company's previously issued financial statements for the three and six months ended June 30, 2006 have been restated to reflect the changes in the fair value of those derivatives in other (income) expense, net.

The following tables summarized the effect of the restatement adjustments on the financial statements as of and for the three and six months ended June 30, 2006 (in thousands, except for per share data).

	<b>Three months ended June 30, 2006</b>	
	<b>Previously Reported</b>	<b>Restated</b>
Other (income) expense, net	\$ (292)	\$ 6,325
Earnings (losses) before taxes	22,130	15,513
Provision for (benefit from) income taxes	8,188	5,885
Net income (loss)	13,942	9,628
Net income (loss) available to common shareholders	13,212	8,898
Basic net income per share	\$ 0.19	\$ 0.13
Diluted net income per share	\$ 0.19	\$ 0.13

	<b>Six months ended June 30, 2006</b>	
	<b>Previously Reported</b>	<b>Restated</b>
Other (income) expense, net	\$ (449)	\$ 6,168
Earnings (losses) before taxes	35,486	28,869
Provision for (benefit from) income taxes	13,130	10,827
Net income (loss)	22,356	18,042
Net income (loss) available to common shareholders	15,734	11,420
Basic net income per share	\$ 0.27	\$ 0.20
Diluted net income per share	\$ 0.26	\$ 0.19

	<b>As of June 30, 2006</b>	
	<b>Previously Reported</b>	<b>Restated</b>
Inventories	\$ 378,023	\$ 377,255
Other current assets	17,007	19,310
Total current assets	705,931	707,466
Deferred tax assets, long term	43,863	41,787
Total assets	1,741,721	1,741,180
Accumulated other comprehensive income (loss)	(4,464)	(691)
Retained earnings	12,908	8,594
Total shareholders' equity	470,929	470,388
Total liabilities and shareholders' equity	\$ 1,741,721	\$ 1,741,180

	<b>Six months ended June 30, 2006</b>	
	<b>Previously Reported</b>	<b>Restated</b>
Operating activities		
Net income (loss)	\$ 22,356	\$ 18,042
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Deferred tax provision	(2,973)	(897)
Unrealized loss (gain) on derivatives		5,392
Inventories	(74,728)	(73,960)

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Other assets	(4,054)	(6,357)
Accounts payable and accrued expenses	\$ 16,807	\$ 15,188

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**3. Significant Balance Sheet Accounts**

**Restricted Cash and Cash Equivalents**

Cash equivalents represent short-term investments with an original maturity of three months or less. At June 30, 2006 and December 31, 2005, the restricted cash pertains to the Company's extended warranty program.

**Inventories**

Inventory costs include material, labor, depreciation, logistics, and plant overhead. The Company's inventory is stated at the lower of cost or market using the first-in, first-out (FIFO) method. As a result of the Acquisition, the Company's 2004 inventory was increased by \$44.0 million to reflect the fair value to the extent of the new investors' ownership of in-process and finished goods inventory. As of June 30, 2005, this fair market value adjustment has been effectively reversed as the related inventory was sold in the first quarter of 2005 and replaced by manufactured inventory valued at cost. The 2005 impact to our statement of income was an increase to our cost of goods sold of \$39.6 million, or \$(0.51) per share, for the six months ended June 30, 2005.

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Inventories consist of the following (in thousands):

	June 30, 2006	December 31, 2005
Raw materials and parts	\$ 34,473	\$ 29,125
Finished goods	342,782	274,170
	<b>\$ 377,255</b>	<b>\$ 303,295</b>

**Property, Plant, and Equipment**

Property, plant and equipment consist of the following (in thousands):

	June 30, 2006	December 31, 2005
Land	\$ 12,162	\$ 12,162
Buildings and improvements	55,627	55,465
Equipment	108,211	83,041
Construction-in-progress	15,740	27,335
	<b>191,740</b>	<b>178,003</b>
Less: Accumulated depreciation	<b>(28,423)</b>	<b>(17,454)</b>
	<b>\$ 163,317</b>	<b>\$ 160,549</b>

**Identifiable Intangible Assets**

Identifiable intangible assets as of June 30, 2006 consist of the following (in thousands):

	Gross	Accumulated Amortization & Impairment	Net
Intangible assets subject to amortization:			
Customer relationships	\$ 291,560	\$ 11,113	\$ 280,447
Technology	15,760	2,403	13,357
Contracts	11,033	11,033	
Total intangible assets subject to amortization	<b>318,353</b>	<b>24,549</b>	<b>293,804</b>
Total indefinite-lived trade names	<b>118,200</b>		<b>118,200</b>
Total identifiable intangible assets	<b>\$ 436,553</b>	<b>\$ 24,549</b>	<b>\$ 412,004</b>

**Accrued Warranty**

A rollforward of the liabilities for warranties consists of the following (in thousands):

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	Six Months	Twelve Months
	Ended	Ended
	June 30, 2006	December 31, 2005
At the beginning of the period	\$ 58,068	\$ 59,479
Current-period accruals	18,623	32,503
Current-period uses	(17,315)	(33,914)
At the end of the period	\$ 59,376	\$ 58,068



**Table of Contents****Other Accrued Expenses**

Other accrued expenses consist of the following significant items (in thousands):

	June 30, 2006	December 31, 2005
Accrued rebates	\$ 25,835	\$ 21,682
Accrued self insurance reserves	17,626	17,970
Dividends payable		23,040
Other	43,472	42,649
	<b>\$ 86,933</b>	<b>\$ 105,341</b>

**4. Stock Compensation Plans**

Subsequent to the Acquisition, the Company adopted the 2004 Stock Option Plan. Under this plan, as amended, 4,798,752 shares of the authorized but unissued shares of common stock of Goodman Global, Inc. have been reserved for issuance. The plan permits the grant of options to purchase shares of common stock to eligible employees, consultants, and directors. As of June 30, 2006, the Company has granted 4.7 million options that vest in installments through 2009. No additional options to purchase shares of common stock will be granted under the 2004 Stock Option Plan. During the first quarter of 2006, the Company amended certain options granted on December 23, 2004; March 1, 2005 and April 18, 2005 to provide that the installment, which would otherwise become vested with respect to the fiscal year 2009 upon attaining certain financial performance targets, became vested upon consummation of the initial public offering which occurred in April of 2006. The amendment also allows for the payment of the exercise price through the surrender of previously owned shares of common stock of Goodman Global, Inc. or by cashless exercise, which will be assisted by a broker.

On February 1, 2006, the Company adopted the 2006 Incentive Award Plan (2006 Plan). Under this plan, 1,895,086 shares of the authorized but unissued shares of common stock of the Company have been reserved for issuance. In addition, shares of common stock that remain available for future option grants under the 2004 Stock Option Plan and shares underlying any existing grants under the 2004 Stock Option Plan that are forfeited will be available for issuance under the 2006 Plan. The plan permits the grant of stock-based compensation awards to eligible employees, consultants and directors. The 2006 Plan provides for a variety of such awards, including non-qualified stock options, incentive stock options (within the meaning of Section 422 of the Internal Revenue Code), stock appreciation rights, restricted stock awards, restricted stock unit awards, deferred stock awards, dividend equivalents, performance share awards, performance stock unit awards, performance-based awards or stock payment awards. As of June 30, 2006, approximately 11,000 shares of restricted stock have been issued under the 2006 Plan. These restricted shares may not be sold or otherwise transferred until restrictions have lapsed, which will occur one year after the date of grant. The weighted average grant date fair value of the restricted shares granted as of June 30, 2006 is \$18.37. Recorded compensation costs for these shares for the three and six months ended June 30, 2006 is not material. As of June 30, 2006, 20,000 options also have been granted under this plan.

A summary of stock option activity for the six months ended June 30, 2006 follows:

	Shares	Weighted Average Exercise Price per Share
Outstanding at December 31, 2005	4,650,894	\$ 6.70
Granted	20,000	\$ 20.10
Exercised		

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Forfeited	(12,697)	\$ 10.79
Outstanding at June 30, 2006	4,658,197	\$ 6.75

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The following table summarizes information about stock options outstanding as of June 30, 2006 (in thousands, except share and per share data):

Range of Exercise Prices Per Share	Number Outstanding	Options Outstanding			Options Exercisable			Aggregate Value
		Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price Per Share	Aggregate Value	
\$5.28 - \$21.80	4,658,197	8.7	\$ 6.75	\$ 39,284	979,280	8.5	\$ 5.28	\$ 9,698

A summary of the status of the Company's nonvested stock options as of June 30, 2006 and changes during the six months ended June 30, 2006 is presented below:

	Shares	Weighted Average Grant Date Fair Value per Share
Nonvested at December 31, 2005	3,671,614	\$ 1.88
Granted	20,000	\$ 8.21
Exercised		
Forfeited	(12,697)	\$ 2.23
<b>Nonvested at June 30, 2006</b>	<b>3,678,917</b>	<b>\$ 1.91</b>

Prior to January 1, 2006, the Company accounted for stock-based compensation under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations (APB No. 25) and had adopted the disclosure-only provisions of Statement of Financial Accounting Standards No. 123 (SFAS No. 123), *Accounting for Stock-Based Compensation*, as amended. Under APB No. 25, no stock-based compensation cost was reflected in net income for grants of stock options to employees because the Company grants stock options with an exercise price equal to the estimated market value of the stock on the date of grant. Effective January 1, 2006, the Company adopted the fair value recognition provisions of SFAS No. 123(R), *Share-Based Payment*, using the modified-prospective-transition method. Under this transition method, compensation cost recognized in 2006 includes:

(a) compensation costs for all share-based payments granted prior to, but not yet vested as of the date of adoption based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation cost for all share-based payments granted subsequent to the date of adoption will be based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123(R). In accordance with SFAS No. 123(R), results of prior periods have not been restated.

As a result of adopting SFAS No. 123(R), the Company recognized compensation expense of \$1.1 million, (\$0.7 million after tax) and \$1.7 million (\$1.1 million after tax), during the three month and six months ended June 30, 2006, respectively, which is included in selling, general and administrative expenses in the accompanying unaudited statement of income for the three and six months ended June 30, 2006. Included in compensation expense for the three and six months ended June 30, 2006 discussed above, is \$0.7 million related to the 381,331 stock options that vested at the consummation of the Company's initial public offering in April of 2006. The adoption had no net effect on the Company's statement of cash flows for the period ended June 30, 2006. The effect on earnings per share on both a basic and fully diluted basis was (\$0.01) and (\$0.02) for the three and six months ended June 30, 2006, respectively.

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The effect on net income and earnings per share, if the Company had applied the fair value recognition provisions of SFAS No. 123 to the options granted under the Company's stock option plan for the three and six months ended June 30, 2005, would have been none and \$0.2 million, net of tax, respectively, and no effect on earnings per share for the three and six months ended June 30, 2005. As of January 1, 2006, the Company adopted SFAS No. 123(R) thereby eliminating pro-forma disclosure for the period subsequent to the adoption. For purposes of this disclosure, the value of the options is estimated using a Black-Scholes-Merton option valuation model and amortized to expense over the options vesting period.

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The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton model using assumptions discussed below. The expected volatility of 20% is based mainly on the volatility of the Company's competitors. The expected term of the options granted of 8 years is based on the time period the options are expected to be outstanding. The risk-free interest rate of 4.5% is based on the U.S. Treasury rate of a note with the expected maturity of the expected term of the options. The Company has not considered a dividend payment in its calculation and believes that forfeitures will not be significant.

As of June 30, 2006, the total compensation cost related to nonvested awards not yet recognized in the statement of income of the Company is \$5.4 million. This amount will be recognized on a weighted average period of 2.7 years.

**5. Comprehensive Income (Loss)**

Comprehensive income (loss) consists of the following (in thousands):

	Three Months		Six Months	
	Ended June 30, 2006	2005	Ended June 30, 2006	2005
Net income (loss)	\$ 9,628	\$ 18,128	\$ 18,042	\$ (2,832)
Change in fair value of derivatives, net of tax	(4,097)	(842)	(3,615)	526
Foreign currency translation adjustment	842	(103)	836	(382)
Comprehensive income (loss)	\$ 6,373	\$ 17,183	\$ 15,263	\$ (2,688)

Accumulated other comprehensive income (loss) consists of the following (in thousands):

	Minimum Pension Liability	Change in Fair Value of Derivatives	Foreign Currency Translation	Total
December 31, 2005	\$ (673)	\$ 2,436	\$ 325	\$ 2,088
Net change through June 30, 2006		(3,615)	836	(2,779)
June 30, 2006	\$ (673)	\$ (1,179)	\$ 1,161	\$ (691)

**6. Earnings Per Share**

Basic earnings per share have been computed using the weighted-average number of common shares outstanding. The average number of outstanding common shares used in computing diluted earnings per share was equal to the average number of outstanding common shares used in computing basic earnings per share plus any incremental shares, primarily from the assumed exercise of stock options issued under the Company's stock option plans that were dilutive for the periods.

The following table sets forth the components used in the computation of basic and diluted earnings per share (in thousands except share data):

	Three Months	Six Months
	Ended June 30,	Ended June 30,

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	2006	2005	2006	2005
Numerator for earnings per share net income (loss) available to common shareholders	\$ 8,898	\$ 12,584	\$ 11,420	\$ (13,721)
Denominator for basic earnings per share	68,897,155	47,931,770	58,434,673	47,891,349
Effects of dilutive options	1,898,956		1,857,267	
Diluted weighted average shares outstanding	70,796,111	47,931,770	60,291,940	47,891,349

**Table of Contents****7. Long-Term Debt**

Long-term debt consists of the following (in thousands):

	June 30, 2006	December 31, 2005
Senior floating rate notes	\$ 179,300	\$ 250,000
Senior subordinated notes	400,000	400,000
Term credit facility	309,625	311,375
Revolving credit facility	61,800	
Current maturities	(3,500)	(3,500)
Total long-term debt, less current maturities	\$ 947,225	\$ 957,875

Goodman Global Holdings, Inc. had unused revolving credit under the revolving credit facility of \$77.8 million at June 30, 2006. Outstanding commercial and standby letters of credit issued under the credit facility totaled \$35.4 million as of June 30, 2006.

All of the existing and future restricted U.S. subsidiaries of Goodman Global Holdings, Inc. (other thanASURECare Corp., a Florida corporation) guarantee its floating rate notes and fixed rate notes. The Company is structured as a holding company and substantially all of its assets and operations are held by its subsidiaries. There are currently no significant restrictions on the ability of Goodman Global Holdings, Inc. to obtain funds from its subsidiaries by dividend or loan. The Company's and the non-guarantor subsidiaries' independent assets, revenues, income before taxes, and operating cash flows in total are less than 3% of the consolidated total. The separate financial statements of the guarantors are not included herein because (i) the subsidiary guarantors of Goodman Global Holdings, Inc. have fully and unconditionally, jointly and severally guaranteed the senior floating rate notes and the senior subordinated notes, and (ii) the aggregate assets, liabilities, earnings, and equity of the subsidiary guarantors is substantially equivalent to the assets, liabilities, earnings, and equity of the Company on a consolidated basis. As a result, the presentation of separate financial statements and other disclosures concerning the subsidiary guarantors is not deemed material.

**8. Derivative Instruments and Hedging Activities**

During the first quarter of 2005, the Company entered into interest rate swaps with a notional amount of \$250.0 million, which expire in 2007 and 2008, to manage variable rate exposure on the term credit facility. These interest rate derivative instruments have been designated as cash flow hedges. For these qualifying hedges, SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities (SFAS No. 133)*, allows changes in the fair market value of these hedged instruments to be reported in accumulated other comprehensive income. The Company has assessed the effectiveness of the transactions that received hedge accounting treatment. Any ineffectiveness, which generally arises from minor differences between the terms of the swap and terms of the underlying hedged debt, would be recorded in other (income) expense, net in the statement of income. Any such differences, for the three and six months ended June 30, 2005 and June 30, 2006 were immaterial.

During the second quarter of 2006, the Company entered into collars for a portion of its 2006 copper supply to substantially reduce the variability of its purchase price for these commodities. These collars, which expire on December 31, 2006, have a notional amount of \$63.2 million and a fair value as a liability of \$7.6 million. The impact of a 10% change in commodity prices would not have a material effect on the statement of operations. These instruments have been designated as cash flow hedges. For these qualifying hedges, SFAS No. 133 allows changes in the fair market value of these hedge instruments to be reported in accumulated other comprehensive income. The Company has assessed the effectiveness of the transactions that receive hedge accounting treatment and any ineffectiveness would be recorded in other (income) expense, net in the statement of income. The ineffectiveness for the three and six months ended June 30, 2006 was a \$0.4 million loss.

Also during the second quarter of 2006, the Company entered into collars for a portion of its 2006 aluminum supply to substantially reduce the variability of its purchase price for this commodity. These collars expire on December 31, 2006 and have a notional amount of \$38.9 million. These collars did not qualify for hedge accounting under SFAS 133 and, therefore, changes in its fair market value totaling \$6.5 million loss were recorded in other (income) expense, net in the statement of income during the three and six months ended June 30, 2006.

During 2005, the Company also entered into a commodity hedge for its 2005 copper supply with the notional amount of \$44.7 million. This hedge expired on December 31, 2005. The fair market value of the contract as of June 30, 2005 was approximately \$2.0 million, resulting in a \$2.0 million reduction to cost of goods sold in the first half of 2005, or \$0.03 per share, in the six months ended June 30, 2005.

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At June 30, 2006, the fair market value of our derivatives was recorded as a liability of \$8.1 million. Included in stockholders' equity, is a loss of \$1.9 million, net of tax, which is expected to be reclassified into earnings within the next twelve months.



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A subsidiary of the Company sponsors a defined benefit plan, which covers union employees hired on or before December 14, 2002 who have both attained age 21 and completed one year of service. Benefits are provided at stated amounts based on years of service, as defined by the plan. Benefits vest after completion of five years of service. The Company's funding policy is to make contributions in amounts adequate to fund the benefits to be provided. Plan assets consist of primarily equity and fixed-income securities.

The Company made a \$0.9 million contribution to the plan during the second quarter of 2006. The Company will make contributions to the plan during the remainder of 2006 of approximately \$1.8 million.

The components of net periodic benefit cost recognized during interim periods are as follows (in thousands):

	Three Months		Six Months	
	Ended June 30, 2006	2005	Ended June 30, 2006	2005
Service cost	\$ 186	\$ 122	\$ 372	\$ 244
Interest cost	410	387	820	774
Expected return on plan assets	(460)	(412)	(920)	(824)
Amortization of prior service cost	20	13	40	26
Amortization of net loss		91		182
	\$ 156	\$ 201	\$ 312	\$ 402

**10. Contingent Liabilities**

In October 2003, the Consumer Product Safety Commission staff issued a preliminary determination that a discontinued design of certain Package Terminal Air Conditioner/Heat Pump (PTAC) units manufactured by one of the Company's subsidiaries presents a substantial product hazard under the Consumer Product Safety Act, requiring corrective action. In September of 2004, the Company implemented a voluntary corrective action plan (CAP) under which the Company will provide a new thermal limit switch to commercial/institutional PTAC owners. Installation of such switch will be at the commercial/institutional owners' expense, except in special and limited circumstance (e.g., financial hardship, etc.). Under the CAP, the Company agreed to pay the cost of installing the replacement switch for any individual homeowner having a PTAC unit in their residence. The Company has established a reserve that it believes to be adequate with respect to this matter based on current evaluations and experience.

In December 2001, over 70 Hispanic workers filed suit against certain subsidiaries of the Company in the U.S. District Court for the Southern District of Texas alleging employment discrimination, retaliation, and violations of the Fair Labor Standards Act. The Equal Employment Opportunity Commission has since intervened in the lawsuit on the plaintiffs' behalf. The Company's insurers have agreed to defend the Company against these allegations and indemnify the Company for any pecuniary losses incurred. The Company does not believe that this litigation will have a material adverse effect on its business.

As part of the equity contribution associated with the sale of the Amana Appliance business in July 2001, the Company agreed to indemnify Maytag for certain product liability, product warranty and environmental claims. In light of these potential liabilities, the Company has purchased insurance that the Company expects will shield it from incurring material costs for such potential claims.

Pursuant to a March 15, 2001 Consent Order with the Florida Department of Environmental Protection, (FDEP), Pioneer Metals, Inc., our subsidiary (Pioneer), is continuing to investigate and pursue, under FDEP oversight, the delineation of groundwater contamination at and around the Pioneer facility in Fort Pierce, Florida. Remediation has not begun. The contamination was discovered through environmental assessments conducted in connection with a Company subsidiary's acquisition of the Fort Pierce facility in 2000, and was reported to FDEP, giving rise to the Consent Order.

The ultimate cost for the investigation, remediation and monitoring of the site cannot be predicted with certainty due to the variables relating to the contamination and the appropriate remediation methodology, the evolving nature of remediation technologies and governmental regulations, and the inability to determine the extent to which contribution will be available from other parties, all of which factors are taken into account to

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the extent possible in estimating potential liability. A reserve appropriate for the probable remediation costs, which are reasonably susceptible to estimation, has been established.

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Based on analyses of currently available information it is probable that costs associated with the site will be \$1.0 million. Therefore, we have reserved \$1.0 million as of June 30, 2006, although it is possible that costs could exceed this amount by up to approximately \$2.8 million. Management believes any liability arising from potential environmental obligations is not likely to have a material adverse effect on our liquidity or financial position as such obligations could be satisfied over a period of years. Nevertheless, future developments could require material changes in the recorded reserve amount.

Notably, this contamination predated Pioneer's involvement with the Fort Pierce facility and Pioneer's operation at this location has not caused or contributed to the contamination. Accordingly, Pioneer is pursuing litigation against former owners of the Fort Pierce facility in an attempt to recover its costs. At this time we cannot estimate probable recoveries from this litigation.

The Company is party to a number of other pending legal and administrative proceedings, and is subject to various regulatory and compliance obligations. The Company believes that these proceedings and obligations will not have a materially adverse effect on its consolidated financial condition, cash flows, or results of operations. To the extent required, the Company has established reserves that it believes to be adequate based on current evaluations and its experience in these types of matters. Nevertheless, an unexpected outcome in any such proceeding could have a material adverse impact on the Company's consolidated results of operations in the period in which it occurs. Moreover, future adverse developments could require material changes in the recorded reserve amounts.

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### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis of our financial condition and results of operations contain forward-looking statements. Although forward-looking statements reflect management's good faith beliefs, they involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the impact of general economic conditions in the regions in which we do business; general industry conditions, including competition and product, raw material and energy prices; changes in exchange rates and currency values; capital expenditure requirements; access to capital markets and the risks and uncertainties described in our Registration Statement on Form S-1, as filed on April 5, 2006, section labeled, Risk Factors.*

#### **Overview**

We participate in the heating, ventilation and air conditioning, or HVAC, industry. We are the second largest domestic manufacturer of residential and light commercial heating and air conditioning products based on unit sales. Founded in 1975 as a manufacturer of flexible duct, we expanded into the broader HVAC manufacturing market in 1982. Since then, we have continually expanded our product offerings and maintained our core competency of manufacturing high-quality products at low costs. Our growth and success can be attributed to our strategy of providing a high-quality, competitively priced product that is designed to be reliable and easy-to-install.

#### **Acquisition**

On December 23, 2004, we were acquired by affiliates of Apollo Management, L.P., or Apollo, our senior management and certain trusts associated with members of the Goodman family. We refer to this transaction as the Acquisition. In connection with the Acquisition, Goodman Global Holdings, Inc., a Texas corporation, which we refer to as the Seller, sold all of its equity interest in its subsidiaries as well as substantially all of its assets and liabilities for \$1,477.5 million plus a working capital adjustment of \$29.8 million. The Acquisition was financed with the net proceeds of a private offering of senior unsecured notes, borrowings under our senior secured credit facilities and \$477.5 million of equity contributions by affiliates of Apollo, the Goodman family trusts and certain members of senior management, which consisted of \$225.0 million of our Series A Preferred Stock and \$252.5 million of our common stock. In connection with the Acquisition, the Goodman family trusts and members of senior management invested approximately \$101.0 million and \$18.2 million, respectively.

The Acquisition was recorded as of December 23, 2004, in accordance with Statement of Financial Accounting Standard, or SFAS, No. 141, *Business Combinations*, and Emerging Issues Task Force, or EITF, 88-16, *Basis in Leveraged Buyout Transactions*. As such, the acquired assets and assumed liabilities have been recorded at fair value for the interests acquired and assumed liabilities by the new investors and at the carrying basis for continuing investors. The acquired assets and assumed liabilities were assigned new book values in the same proportion as the residual interests of the continuing investors and the new interests acquired by the new investors. Under EITF 88-16, we revalued the net assets at the acquisition date to the extent of the new investors' ownership of 79%. The remaining 21% ownership was accounted for at the continuing investors' carrying basis of the company. An adjustment of \$144.6 million to record this effect was included as a reduction of shareholders equity. The excess of the purchase price over the historical basis of the net assets acquired was applied to adjust net assets to their fair market values to the extent of the new investors' 79% ownership, with the remainder of \$339.8 million allocated to goodwill. The increase in basis of the assets will result in non-cash charges in future periods, principally related to the step-up in the value of property, plant and equipment and intangible assets.

As a result of the step-up in the tax basis of assets, we expect to realize a substantial amount of annual tax deductions over the next 14 years.

On April 11, 2006 we completed the initial public offering of our common stock. We offered 20.9 million shares and selling shareholders sold an additional 6.1 million shares, which includes 3.5 million shares sold by selling shareholders pursuant to the exercise of the underwriters over-allotment option. Before expenses, we received proceeds of approximately \$354.5 million. These proceeds were used to redeem all of our outstanding Series A Preferred Stock including associated accrued dividends, to satisfy a \$16.0 million fee resulting from the termination of our management agreement with Apollo and to redeem \$70.7 million of our subsidiary's floating rate notes.

#### **Markets and Sales Channels**

We manufacture and market an extensive line of heating, ventilation and air conditioning products for the residential and light commercial markets in the United States and Canada. These products include split-system air



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conditioners and heat pumps, gas furnaces, package units, air handlers, package terminal air conditioners, evaporator coils and accessories. Essentially all of our products are manufactured and assembled at facilities in Texas, Tennessee and Arizona and are distributed through over 700 distribution points across North America.

Our products are manufactured and marketed primarily under the Goodman<sup>®</sup>, Amana<sup>®</sup> and Quietflex<sup>®</sup> brand names. We position Goodman<sup>®</sup> as a leading residential and light commercial HVAC brand in North America and as the preferred brand for high-quality HVAC equipment at low prices. Our premium Amana<sup>®</sup> branded products include enhanced features such as higher efficiency and quieter operation. Amana<sup>®</sup> is positioned as the great American brand that outlasts the rest, highlighting durability and long-life. Quietflex<sup>®</sup> branded products include flexible duct products that are used primarily in residential HVAC markets.

Our customer relationships include independent distributors, installing dealers, national homebuilders and other national accounts. We sell to dealers primarily through our network of independent distributors and company-operated distribution centers. We sell to our independent distribution channel primarily under inventory consignment arrangements. We focus the majority of our marketing on dealers who install residential and light commercial HVAC products. We believe that the dealer is the key participant in a homeowner's purchasing decision as the dealer is the primary contact for the end user. Given the strategic importance of the dealer, we remain committed to enhancing profitability for this segment of the supply chain while allowing our distributors to achieve their own profit goals. We believe the ongoing focus on the dealer creates loyalty and mutually beneficial relationships between distributors, dealers and us.

### ***Weather, Seasonality and Business Mix***

Weather patterns have historically impacted the demand for HVAC products. For example, hot weather in the spring season causes existing older units to fail earlier in the season, driving customers to accelerate replacement of a unit, which might otherwise be deferred in the case of a late season failure. Similarly, unseasonably mild weather diminishes customer demand for both commercial and residential HVAC replacement and repairs. Weather also impacts installation during periods of inclement weather as fewer units are installed due to dealers being delayed or forced to shut down their operations.

Although there is demand for our products throughout the year, in each of the past three years approximately 55% to 58% of our total sales occurred in the second and third quarters of the fiscal year. Our peak production occurs in the first and the second quarters in anticipation of our peak sales quarters.

### ***Costs***

The principal elements of cost of goods sold in our manufacturing operations are component parts, raw materials, factory overhead, labor, transportation costs and warranty. The principal component parts, which, depending on the product, can approach up to 60% of our cost of goods sold, are compressors and motors. We have long-standing relationships with high-quality component suppliers. The principal raw materials used in our processes are steel, copper and aluminum. In total, we spent over \$212.8 million in 2005 on these raw materials and their cost variability can have a material impact on our results of operations. Shipping and handling costs associated with sales are recorded at the time of the sale. Warranty expense, which is also recorded at the time of sale, is estimated based on historical trends such as incident rates, replacement costs and other factors.

Commodity costs have generally continued to rise. To help offset these escalations, we increased prices up to 7% effective January 1, 2005 and we increased prices 5% effective April 1, 2006 with respect to certain of our products. We believe our price increases will facilitate the recapture of the majority of lost profit margin. A continued high level of commodity prices or further inflation in commodity prices could have a material adverse effect on our results of operations. There can be no assurance that our price increases will not affect demand for our products.

During the second quarter of 2006, we entered into collars for a portion of our 2006 copper usage to reduce the variability of our purchase price for these commodities. These collars, which expire on December 31, 2006, have a notional amount of \$63.2 million. These instruments have been designated as cash flow hedges. For these qualifying hedges, SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, allows changes in the fair market value of these hedge instruments to be reported in accumulated other comprehensive income. We have assessed the effectiveness of the transactions that receive hedge accounting treatment and any ineffectiveness would be recorded in other (income) expense, net in the statement of income. The ineffectiveness for the three and six months ended June 30, 2006 was a \$0.4 million loss.

Also during the second quarter of 2006, the Company entered into collars for a portion of its 2006 aluminum supply to substantially reduce the variability of its purchase price for this commodity. These collars expire on December 31, 2006 and have a notional amount of \$38.9 million. These collars did not qualify for hedge accounting under SFAS 133 and, therefore, changes in its fair market value totaling \$6.5 million loss were recorded in other (income) expense, net in the statement of income during the three and six months ended June 30, 2006.

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Our cost of goods sold for 2005 reflects an increase as a result of the purchase accounting treatment of the step-up in basis of inventory as a result of the Acquisition. Consistent with the requirements of purchase accounting, we adjusted the value of our assets and liabilities to their respective estimated fair values as of December 23, 2004. As a result of these adjustments to our asset basis, in the six months ended June 30, 2005, our cost of goods sold was increased by \$39.6 million as we recognized the non-cash increase in our inventory value.

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Our selling, general and administrative expenses consist of costs incurred to support our marketing, distribution, engineering, information systems, human resources, finance, purchasing, risk management, legal and tax functions. We have historically operated at relatively low levels of SG&A expense as a percentage of sales compared to other large industry participants. Savings from this lean overhead structure allow us to offer an attractive value proposition to our distributors and support our low-priced philosophy throughout the distribution system.

Depreciation expense is primarily impacted by capital expenditure levels. Equipment is depreciated on a straight line over the assets' remaining useful lives.

Interest expense, net consists of interest expense, net of interest income and gains or losses on the related interest rate derivative instruments. In addition, interest expense includes the amortization of the financing costs associated with our long term debt.

Other income (expense), net consists of gains and losses on the disposals of assets and miscellaneous income or expenses.

**Results of Operations**

The following table sets forth, as a percentage of net sales, our statement of operations data for the three and six months ended June 30, 2006 and 2005:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
<b>Consolidated statement of operation data:</b>				
Sales, net	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	76.9%	77.2%	77.1%	82.6%
Selling, general and administrative expenses	12.8%	10.0%	12.5%	11.1%
Depreciation and amortization	1.6%	1.6%	1.7%	1.9%
Operating profit	8.7%	11.2%	8.7%	4.4%
Interest expense, net	4.3%	4.4%	4.7%	5.1%
Other income	1.3%	(0.1)%	0.7%	(0.1)%
Earnings (losses) before taxes	3.1%	6.9%	3.3%	(0.6)%
Provision for (benefit from) income taxes	1.2%	2.6%	1.2%	(0.2)%
Net income (loss)	1.9%	4.3%	2.0%	(0.4)%

**Three Months Ended June 30, 2006 Compared to June 30, 2005**

*Sales, net.* Net sales for the three months ended June 30, 2006, were \$504.5 million, an \$83.4 million, or 19.8%, increase from \$421.1 million for the three months ended June 30, 2005. This sales increase was driven primarily by the shift in product mix to a higher proportion of higher priced 13-and-higher SEER products and to a lesser extent, unit volume growth and the April 1, 2006 price increase. As a result of the federally mandated 13 SEER efficiency that went into effect January 23, 2006, we experienced a shift to higher efficiency products beginning in the first quarter of 2006. In addition, we benefited from the new company-operated distribution centers that were opened in 2005 and the first half of 2006, 17 and nine, respectively, and the maturing of the 22 company-operated distribution centers opened in 2004.

*Cost of goods sold.* Cost of goods sold for the three months ended June 30, 2006, was \$388.0 million, a \$63.1 million, or 19.4%, increase from \$324.9 million for the three months ended June 30, 2005. This increase resulted from a higher sales mix of 13-and-higher SEER products, which have higher unit costs than lower SEER products, an escalation in raw material costs and unit volume growth. Cost of goods sold as a percentage of net sales, decreased from 77.2% for the three months ended June 30, 2005 to 76.9% for the three months ended June 30, 2006. This decrease in cost of goods sold as a percentage of net sales was attributable to the mix shift to 13-and-higher SEER products and our April 1, 2006 price increase, partially offset by the rise in commodity costs.

*Selling, general and administrative expenses.* Selling, general and administrative expenses for the three months ended June 30, 2006, were \$64.7 million, a \$22.6 million, or 53.7%, increase from \$42.1 million for the three months ended June 30, 2005. Selling, general and administrative



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expenses for the three months ended June 30, 2006 included IPO-related expenses. These expenses included costs associated with the termination of the

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management agreement with Apollo and acceleration of stock options for a total of \$16.1 million. Excluding the IPO-related expenses, selling general and administrative expenses increased as a result of our expanding infrastructure, including resources for opening and operating new company-operated distribution centers and higher sales. As a percentage of net sales, excluding the IPO-related expenses, selling, general and administrative expenses were lower for the three months ended June 30, 2006 compared to the three months ended June 30, 2005. This decrease was due to the leveraging of our existing selling, general and administrative infrastructure.

*Depreciation and amortization.* Depreciation and amortization for the three months ended June 30, 2006, was \$8.0 million, a \$1.3 million increase from \$6.7 million for the three months ended June 30, 2005. This increase was primarily due to higher depreciation expense related to recent capital purchases associated with the transition to the federally mandated 13 SEER minimum efficiency requirements and capacity expansion at our production facilities.

*Operating profit.* Operating profit for the three months ended June 30, 2006, was \$43.7 million, a \$3.7 million, or 7.8%, decrease from the operating profit of \$47.4 million reported for the three months ended June 30, 2005. Operating profit for the three months ended June 30, 2006, was negatively impacted by the \$16.1 million IPO-related expenses discussed above. Excluding the IPO-related expenses, operating profit would have increased, primarily due to higher margins from the increased proportion of 13-and-higher SEER products sold, unit volume growth and the price increase mentioned above, partially offset by increases in selling, general and administrative expenses and commodity costs.

*Interest expense, net.* Interest expense, net for the three months ended June 30, 2006, was \$21.9 million, an increase of \$3.3 million from \$18.6 million reported for the three months ended June 30, 2005. Interest expense was higher due to the premium paid for the early pay-down of debt of \$1.4 million and acceleration of deferred financing costs on the debt pay-down as a result of our initial public offering of \$2.3 million and higher interest rates on our subsidiary's floating rate debt outstanding, partially offset by lower outstanding revolving credit facility balances and interest earned on cash received from our initial public offering.

*Other (income) expense, net.* Other (income) expense for the three months ended June 30, 2006, was \$6.3 million, a net change of \$6.6 million from \$(0.3) million reported for the three months ended June 30, 2005. This increase in other expense primarily represents the change in fair value of some of our commodity derivatives that did not qualify for hedge accounting treatment.

*Provision for income taxes.* The income tax provision for the three months ended June 30, 2006, was \$5.9 million, a decrease of \$5.1 million compared to an income tax provision of \$11.0 million for the three months ended June 30, 2005. The effective tax rate for the three months ended June 30, 2006 and June 30, 2005, was 37.0% and 38.5%, respectively. The effective tax rate was lower as a result of recent tax legislation permitting deductions for certain domestic production activities.

**Six Months Ended June 30, 2006 Compared to June 30, 2005**

*Sales, net.* Net sales for the six months ended June 30, 2006, were \$885.1 million, a \$167.7 million, or 23.4%, increase from \$717.4 million for the six months ended June 30, 2005. This sales increase was driven primarily by the shift in product mix to a higher proportion of higher priced 13-and-higher SEER products and unit volume growth and, to a lesser extent, the April 1, 2006 price increase. As a result of the federally mandated 13 SEER minimum efficiency that went into effect January 23, 2006, we experienced a shift to higher efficiency products beginning in the first quarter of 2006. In addition, we benefited from the new company-operated distribution centers that were opened in 2005 and the first half of 2006, 17 and nine, respectively, and the maturing of the 22 company-operated distribution centers opened in 2004.

*Cost of goods sold.* Cost of goods sold for the six months ended June 30, 2006, was \$682.7 million, an \$89.9 million, or 15.2%, increase from \$592.8 million for the six months ended June 30, 2005. The six months ended June 30, 2005 was affected by the non-recurring, non-cash expense of \$39.6 million as a result of the purchase accounting treatment of the step-up in basis of inventory and a \$2.0 million gain on commodity derivatives. Excluding the impact of these items, cost of goods sold increased due to a higher sales mix of 13-and-higher SEER products in 2006, which have higher unit costs than lower SEER products, and an escalation in raw material costs. Cost of goods sold as a percentage of net sales, excluding the impact of these items, decreased for the six months ended June 30, 2006 compared to the six months ended June 30, 2005. This decrease in cost of goods sold as a percentage of net sales was attributable to the mix shift to 13-and-higher SEER products and our April 1, 2006 price increase, partially offset by commodity costs.

*Selling, general and administrative expenses.* Selling, general and administrative expenses for the six months ended June 30, 2006, were \$110.3 million, a \$30.8 million, or 38.7%, increase from \$79.5 million for the six months ended June 30, 2005. Selling, general and administrative expenses for the six months ended June 30, 2006 increased partially due to IPO-related expenses. These expenses included costs associated with the termination of the management agreement with Apollo and acceleration of stock options for a total of \$16.1 million. Excluding the IPO-related expenses, selling general and administrative expenses increased as a result of our expanding infrastructure, including resources for opening and operating new company-operated distribution centers and higher sales. As a percentage of net sales, selling, general and

administrative expenses, excluding the IPO-related

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expenses, decreased for the six months ended June 30, 2006 compared to the six months ended June 30, 2005. The decrease in selling, general and administrative expenses as a percentage of net sales was due to the leveraging of our existing selling, general and administrative infrastructure.

*Depreciation and amortization.* Depreciation and amortization for the six months ended June 30, 2006, was \$15.5 million, a \$2.2 million increase from \$13.3 million for the six months ended June 30, 2005. The increase was primarily due to higher depreciation expense related to recent capital purchases associated with the transition to the federally mandated 13 SEER minimum efficiency requirements and capacity expansion at our production facilities.

*Operating profit.* Operating profit for the six months ended June 30, 2006, was \$76.7 million, a \$45.0 million, or 142.0%, increase from the operating profit of \$31.7 million reported for the six months ended June 30, 2005. Operating profit for the six months ended June 30, 2005, was negatively impacted by the \$39.6 million non-recurring, non-cash charge incurred in connection with the step-up in inventory basis, offset by the \$2.0 million gain on commodity derivatives. Operating profit for the six months ended June 30, 2006, was negatively impacted by the \$16.1 million IPO-related expenses discussed above. Operating profit, excluding these one-time occurrences, would have increased for the six months ended June 30, 2006 as compared to the six months ended June 30, 2005. This increase, excluding the effect of the one-time occurrences, was primarily due to higher margins from increased sales volume and the increased proportion of 13-and-higher SEER products sold, partially offset by escalations in commodity costs and increases in selling, general and administrative expenses.

*Interest expense, net.* Interest expense, net for the six months ended June 30, 2006, was \$41.6 million, an increase of \$4.9 million from \$36.7 million reported for the six months ended June 30, 2005. Interest expense was unfavorably impacted by the \$1.4 million premium paid for the early pay-down of debt resulting from our initial public offering, and the related acceleration of deferred financing costs in the amount of \$2.3 million.

*Other (income) expense, net.* Other (income) expense for the six months ended June 30, 2006, was \$6.2 million, a net change of \$6.6 million from \$(0.4) million reported for the six months ended June 30, 2005. This increase in other expense primarily represents the change in fair value of some of our commodity derivatives that did not qualify for hedge accounting treatment.

*Provision for (benefit from) income taxes.* The income tax provision for the six months ended June 30, 2006, was \$10.8 million, an increase of \$12.6 million compared to an income tax benefit of \$1.8 million for the six months ended June 30, 2005. The effective tax rate for the six months ended June 30, 2006 and June 30, 2005, was 37.0% and 38.5%, respectively. The effective tax rate was lower as a result of recent tax legislation allowing deductions for certain domestic production activities.

## **Liquidity, Capital Resources and Off-balance Sheet Arrangements**

As of June 30, 2006, we had cash and cash equivalents of \$7.3 million and working capital of \$383.4 million, excluding current maturities of long-term debt of \$3.5 million, and the ability to borrow \$77.8 million under our revolving credit facility. We have funded, and expect to continue to fund, operations through cash flows generated by operating activities and borrowings under our revolving credit facility. Based on our current level of operations, we believe that cash flow from operations and available cash, together with available borrowings under our senior secured credit facilities, will be adequate to meet our short-term and long-term liquidity needs over the next 12 to 24 months. Our future liquidity requirements will be for working capital, capital expenditures and general corporate purposes.

*Operating activities.* For the six months ended June 30, 2006, we used \$81.7 million of cash from operations compared to \$25.5 million of cash used by operations for the six months ended June 30, 2005. Cash from operations for the six months ended June 30, 2006 was negatively impacted by higher inventory as a result of the industry shift to the more costly 13-and-higher SEER products and increased commodity costs. Also affecting cash flows from operations were increases in accounts receivable due to the rise in sales volumes, offset by higher net income and higher accounts payable and accrued expenses. Cash used in operations for the six months ended June 30, 2005 resulted from higher accounts receivable and inventories, offset by increases in accounts payable and accrued expenses.

*Investing activities.* For the six months ended June 30, 2006, cash used in investing activities was \$21.4 million compared to \$6.9 million for the six months ended June 30, 2005. This usage was primarily due to capital expenditures of \$21.4 million and \$10.5 million for the six months ended June 30, 2006 and the six months ended June 30, 2005, respectively. The increased capital expenditures for the six months ended June 30, 2006 were attributable primarily to the new product platform projects and capacity expansion within our factories.

*Financing activities.* For the six months ended June 30, 2006, \$86.7 million was provided from financing activities compared to \$35.4 million provided by financing activities for the six months ended June 30, 2005. Financing activities for the six months ended June 30, 2006 was primarily due to proceeds from our initial public offering of \$354.5 million and the borrowing under the revolving credit facility of \$61.8

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million, offset by the redemption of our preferred stock and associated accrued dividends of \$255.2 million, repayments of long-term debt of \$72.5 million and \$2.0 million of initial public offering costs. Amounts borrowed under the revolving credit facility

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were used to meet our increased working capital needs resulting from higher production as this is our peak-cooling season and higher costs of inventory due to the 13 SEER minimum efficiency shift as well as increases in raw material costs. Financing activities for the six months ended June 30, 2005 included the borrowing of \$34.9 million of our revolving credit facility and a working capital adjustment of \$1.3 million, offset by repayments of long-term debt of \$1.8 million.

On April 11, 2006, we completed the initial public offering of our common stock. We offered 20.9 million shares and selling shareholders sold an additional 6.1 million shares, which includes 3.5 million shares sold by selling shareholders pursuant to the exercise of the underwriters over-allotment option. Before expenses, we received proceeds of approximately \$354.5 million. These proceeds were used to redeem all of our outstanding Series A Preferred Stock including associated accrued dividends and to satisfy the fee resulting from the termination of our management agreement with Apollo. An additional amount was used to redeem \$70.7 million of our subsidiary's floating rate notes.

## **Recent Accounting Pronouncements**

Subsequent to the Acquisition, we adopted the 2004 Stock Option Plan. Under this plan, as amended, 4,798,752 shares of the authorized but unissued shares of our common stock have been reserved for issuance. The plan permits the grant of options to purchase shares of common stock to eligible employees, consultants, and directors. As of June 30, 2006, we have granted 4.7 million options that vest in installments through 2009. No additional options to purchase shares of common stock will be granted under the 2004 Stock Option Plan. During the first quarter of 2006, we amended certain options granted on December 23, 2004, March 1, 2005 and April 18, 2005 to provide that the installment, which would otherwise become vested with respect to the fiscal year 2009 upon attaining certain financial performance targets, became vested upon consummation of an initial public offering, which occurred in April of 2006. The amendment also allows for the payment of the exercise price through the surrender of previously owned shares of our common stock or cashless exercise, which will be assisted by a broker.

On February 1, 2006, we adopted the 2006 Incentive Award Plan. Under this plan, 1,895,086 shares of the authorized but unissued shares of our common stock have been reserved for issuance. In addition, shares of common stock that remain available for future option grants under the 2004 Stock Option Plan and shares underlying any existing grants under the 2004 Stock Option Plan that are forfeited will be available for issuance under the 2006 Incentive Award Plan. The plan permits the grant of stock-based compensation awards to eligible employees, consultants and directors. The 2006 Incentive Award Plan provides for a variety of such awards, including non-qualified stock options, incentive stock options (within the meaning of Section 422 of the Internal Revenue Code), stock appreciation rights, restricted stock awards, restricted stock unit awards, deferred stock awards, dividend equivalents, performance share awards, performance stock unit awards, performance-based awards or stock payment awards. As of June 30, 2006, approximately 11,000 shares of restricted stock have been issued under the 2006 Plan. These restricted shares may not be sold or otherwise transferred until restrictions have lapsed, which will occur one year after the date of grant. The weighted average grant date fair value of the restricted shares granted as of June 30, 2006 is \$18.37. Recorded compensation costs for these shares for the three and six months ended June 30, 2006 is not material. As of June 30, 2006, 20,000 options also have been granted under this plan.

Prior to January 1, 2006, we accounted for stock-based compensation under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations (APB No. 25) and had adopted the disclosure-only provisions of Statement of Financial Accounting Standards No. 123 (SFAS No. 123), *Accounting for Stock-Based Compensation*, as amended. Under APB No. 25, no stock-based compensation cost was reflected in net income for grants of stock options to employees because we grant stock options with an exercise price equal to the estimated market value of the stock on the date of grant. Effective January 1, 2006, we adopted the fair value recognition provisions of SFAS No. 123(R), *Share-Based Payment*, using the modified-prospective-transition method. Under this transition method, compensation cost recognized in 2006 includes: (a) compensation costs for all share-based payments granted prior to, but not yet vested as of the date of adoption based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation cost for all share-based payments granted subsequent to the date of adoption will be based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123(R). In accordance with SFAS No. 123(R), results of prior periods have not been restated.

As a result of adopting SFAS No. 123(R), we recognized compensation expense of \$1.1 million (\$0.7 million after tax) and \$1.7 million (\$1.1 million after tax) during the three and six month periods ended June 30, 2006, respectively, which is included in selling, general and administrative expenses (pre-tax) in the accompanying unaudited Consolidated Condensed Statement of Operations for the period ended June 30, 2006. Included in compensation expense for the three and six months ended June 30, 2006 discussed above, is \$0.7 million related to the 381,331 stock options that vested at the consummation of our initial public offering in April of 2006. The adoption had no net effect on our Consolidated Condensed Statements of Cash Flow for the period ended June 30, 2006. The effect on earnings per share on both a basic and fully diluted basis was (\$0.01) and (\$0.02) for the three and six months ended June 30, 2006, respectively.



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The effect on net income and earnings per share if we had applied the fair value recognition provisions of SFAS No. 123 to the options granted under our stock option plan for the three and six months ended June 30, 2005 would have been none and \$0.2 million, net of tax, respectively and no effect on earnings per share. As of January 1, 2006, we adopted SFAS No. 123(R) thereby eliminating pro-forma disclosure for the period subsequent to the adoption. For purposes of this disclosure, the value of the options is estimated using a Black-Scholes-Merton option valuation model and amortized to the expense over the options' vesting period.

As of June 30, 2006, the total compensation cost related to nonvested awards not yet recognized in our Consolidated Condensed Statement of Operations is \$5.4 million. This amount will be recognized on a weighted average period of 2.7 years.

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109* (FIN 48), which clarifies the accounting for uncertainty in income taxes recognized in accordance with FASB Statement No. 109 (SFAS 109). FIN 48 clarifies the application of SFAS 109 by defining criteria that an individual tax position must meet for any part of the benefit of that position to be recognized in the financial statements. Additionally, FIN 48 provides guidance on the measurement, derecognition, classification and disclosure of tax positions, along with accounting for the related interest and penalties. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. Management is currently evaluating the impact the adoption of FIN 48 will have on our financial position, results of operations and cash flows.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are subject to price risk as it relates to our principal raw materials: copper, aluminum and steel. In 2005, we spent over \$212.8 million on these raw materials, and their cost variability can have a material impact on our results of operations. During the second quarter of 2006, we entered into collars for a portion of our 2006 copper and aluminum supply to substantially reduce the variability of our purchase price for these commodities. These collars, which expire on December 31, 2006, have a notional amount of \$102.1 million and a fair value as a liability of \$13.0 million. The impact of a 10% change in commodity prices would not have a material effect on our statement of operations. Our actual results may differ materially from the results discussed above.

We continue to monitor and evaluate the prices of our principal raw materials and may decide to enter into other hedging arrangements in the future.

### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, or the Exchange Act ) that are designed to ensure that information required to be disclosed in Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2006 in connection with the filing of the original Form 10-Q on August 10, 2006. Based upon that evaluation and subject to the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to accomplish their objectives.

Subsequent to the evaluation made in connection with the filing of the original Form 10-Q and in connection with the restatement discussed above in the explanatory note to this Form 10-Q/A and in Note 2 to our Consolidated Condensed Financial Statements and the filing of this Form 10-Q/A, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, reevaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2006. Based upon this evaluation and subject to the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective solely as a result of the restatement.

Our Chief Executive Officer and Chief Financial Officer do not expect that our disclosure controls or our internal controls will prevent all error and all fraud. The design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be considered relative to their cost. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that we have detected all of our control issues and all instances of fraud, if any. The design of any system of controls also is based partly on certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving our



stated goals under all potential future conditions.

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As previously reported, there have been no changes in our internal control over financial reporting that occurred during our fiscal quarter ended June 30, 2006, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Part II. Other Information**

**Item 1. Legal Proceedings**

There have been no material developments in the quarterly period ending June 30, 2006 to the proceedings described in our Registration Statement on Form S-1, as filed April 5, 2006. See Note 9 of the Notes to the Consolidated Condensed Financial Statements for the discussion on legal proceedings.

**Item 1A. Risk Factors**

There have been no material changes to the disclosure related to risk factors made in our Registration Statement on Form S-1, as filed April 5, 2006.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

- 31.1 Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification by the Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 5, 2007

Goodman Global, Inc.

/s/ Lawrence M. Blackburn  
Lawrence M. Blackburn  
Executive Vice President and  
Chief Financial Officer