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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-Q/A  
(Amendment No. 1)**

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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 December 31, 2004

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File No. 1-13783

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**INTEGRATED ELECTRICAL SERVICES, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1800 West Loop South  
Suite 500  
Houston, Texas**  
(Address of principal executive offices)

**76-0542208**  
(I.R.S. Employer  
Identification No.)

**77027-3233**  
(zip code)

**Registrant's telephone number, including area code: (713) 860-1500**

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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

Indicated by checkmark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act) Yes  No

The number of shares outstanding as of January 31, 2005 of the issuer's common stock was 36,465,865 and of the issuer's restricted voting common stock was 2,605,709.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (the Amendment) amends the Quarterly Report on Form 10-Q for the quarter ended December 31, 2004 of Integrated Electrical Services, Inc. (the Company) solely to correct the allocation of certain selling, general, and administrative (SGA) expenses across the Company's reportable segments associated with reported discontinued operations. Due to the change in allocation of these expenses, the segment disclosure related to continuing operations within Note 5 required adjustment for both the commercial and residential segments. No other adjustments were made within this Amendment.

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## DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q includes certain statements that may be deemed to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the Company’s expectations and involve risks and uncertainties that could cause the Company’s actual results to differ materially from those set forth in the statements. Such risks and uncertainties include, but are not limited to, the inherent uncertainties relating to estimating future operating results or our ability to generate sales, income, or cash flow, potential difficulty in addressing material weaknesses in the Company’s accounting systems that have been identified to the Company by its independent auditors, potential limitations on our ability to access the credit line under our credit facility, litigation risks and uncertainties, fluctuations in operating results because of downturns in levels of construction, incorrect estimates used in entering into and executing contracts, difficulty in managing the operation of existing entities, the high level of competition in the construction industry, changes in interest rates, the general level of the economy, increases in the level of competition from other major electrical contractors, increases in costs of labor, steel, copper and gasoline, limitations on the availability and the increased costs of surety bonds required for certain projects, inability to reach agreements with our surety or co-surety bonding company to provide sufficient bonding capacity, risk associated with failure to provide surety bonds on jobs where we have commenced work or are otherwise contractually obligated to provide surety bonds, loss of key personnel, business disruption and costs associated with the Securities and Exchange Commission investigation and class action litigation, inability to reach agreement for planned sales of assets, business disruption and transaction costs attributable to the sale of business units, costs associated with the closing of business units, unexpected liabilities associated with warranties or other liabilities attributable to the retention of the legal structure of business units where we have sold substantially all of the assets of the business unit, inability to fulfill the terms of the required paydown under the credit facility, difficulty in integrating new types of work into existing subsidiaries, errors in estimating revenues and percentage of completion on contracts, and weather and seasonality. You should understand that the foregoing important factors, in addition to those discussed in our other filings with the Securities and Exchange Commission (“SEC”), including those under the heading “Risk Factors” contained in our annual report on Form 10-K for the fiscal year ended September 30, 2004, could affect our future results and could cause results to differ materially from those expressed in such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this report.

General information about us can be found at [www.ies-co.com](http://www.ies-co.com) under “Investor Relations.” Our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments to those reports, are available free of charge through our website as soon as reasonably practicable after we file them with, or furnish them to, the SEC.

**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(IN THOUSANDS, EXCEPT SHARE INFORMATION)**

|  | September 30,<br>2004 | December 31,<br>2004 |
|--|-----------------------|----------------------|
|  | (Audited)             | (Unaudited)          |
| <b>ASSETS</b>  |                       |                      |
| <b>CURRENT ASSETS:</b>   |                       |                      |
| Cash and cash equivalents  | \$ 22,232             | 31,672               |
| Accounts receivable:   |                       |                      |
| Trade, net of allowance of \$4,160 and \$4,172, respectively   | 219,697               | 209,184              |
| Retainage  | 68,037                | 65,430               |
| Related party  | 33                    | 43                   |
| Costs and estimated earnings in excess of billings on uncompleted contracts  | 37,490                | 37,102               |
| Inventories  | 16,919                | 18,130               |
| Prepaid expenses and other current assets  | 11,802                | 21,642               |
| Assets held for sale associated with discontinued operations   | 53,178                | 29,127               |
|  | <hr/>                 | <hr/>                |
| Total current assets   | 429,388               | 412,330              |
| PROPERTY AND EQUIPMENT, net  | 42,776                | 41,110               |
| GOODWILL, net  | 90,186                | 90,331               |
| OTHER NON-CURRENT ASSETS   | 18,583                | 19,418               |
|  | <hr/>                 | <hr/>                |
| Total assets   | \$ 580,933            | 563,189              |
|  | <hr/>                 | <hr/>                |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                       |                      |
| <b>CURRENT LIABILITIES:</b>  |                       |                      |
| Current maturities of long-term debt   | \$ 43,007             | 26,353               |
| Accounts payable and accrued expenses  | 134,393               | 119,034              |
| Billings in excess of costs and estimated earnings on uncompleted contracts  | 35,197                | 43,224               |
| Liabilities related to assets held for sale associated with discontinued operations                                    | 17,484                | 11,882               |
|  | <hr/>                 | <hr/>                |
| Total current liabilities  | 230,081               | 200,493              |
| LONG-TERM DEBT, net of current maturities  | 15,066                | 6,035                |
| SENIOR CONVERTIBLE NOTES, net  | —                     | 38,676               |
| SENIOR SUBORDINATED NOTES, net   | 173,208               | 173,190              |
| OTHER NON-CURRENT LIABILITIES  | 19,410                | 18,752               |
|  | <hr/>                 | <hr/>                |
| Total liabilities  | 437,765               | 437,146              |
|  | <hr/>                 | <hr/>                |
| <b>COMMITMENTS AND CONTINGENCIES</b>   |                       |                      |
| <b>STOCKHOLDERS' EQUITY:</b>   |                       |                      |
| Preferred stock, \$.01 par value, 10,000,000 shares authorized, none issued and outstanding                            | —                     | —                    |
| Common stock, \$.01 par value, 100,000,000 shares authorized, 38,439,984 shares issued                                 | 385                   | 385                  |
| Restricted voting common stock, \$.01 par value, 2,655,709 shares authorized, 2,605,709 shares issued, and outstanding | 26                    | 26                   |
| Treasury stock, at cost, 2,172,313 and 1,994,120 shares, respectively  | (13,790)              | (12,659)             |
| Unearned restricted stock  | (1,113)               | (854)                |
| Additional paid-in capital   | 429,376               | 428,469              |
| Retained deficit   | (271,716)             | (289,324)            |
|  | <hr/>                 | <hr/>                |
| Total stockholders' equity   | 143,168               | 126,043              |
|  | <hr/>                 | <hr/>                |
| Total liabilities and stockholders' equity   | \$ 580,933            | 563,189              |
|  | <hr/>                 | <hr/>                |

The accompanying notes to condensed consolidated financial statements are an integral part of these financial statements.

**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(IN THOUSANDS, EXCEPT SHARE INFORMATION)**

|   | Three Months Ended<br>December 31, |            |
|---|------------------------------------|------------|
|   | 2003                               | 2004       |
|   | (restated)<br>(Unaudited)          |            |
| Revenues  | \$ 331,559                         | 303,238    |
| Cost of services  | 284,885                            | 268,822    |
| Gross profit  | 46,674                             | 34,416     |
| Selling, general and administrative expenses  | 32,683                             | 36,035     |
| Income/(loss) from operations   | 13,991                             | (1,619)    |
| Other (income)/expense:   |                                    |            |
| Interest expense  | 6,459                              | 8,844      |
| (Gain)/loss on sale of assets   | 7                                  | (36)       |
| Other income, net   | 119                                | 257        |
|   | 6,585                              | 9,065      |
| Income/(loss) from continuing operations before income taxes                            | 7,406                              | (10,684)   |
| Provision/(benefit) for income taxes  | 1,538                              | 299        |
| Net income/(loss) from continuing operations  | 5,868                              | (10,983)   |
| Discontinued operations (Note 2)  |                                    |            |
| Income/(loss) from discontinued operations (including gain on disposal of \$0 and \$86) | 658                                | (6,620)    |
| Provision for income taxes  | 237                                | 5          |
| Net income/(loss) from discontinued operations  | 421                                | (6,625)    |
| Net income (loss)   | \$ 6,289                           | (17,608)   |
| Basic earnings/(loss) per share from continuing operations                              | \$ 0.15                            | (0.28)     |
| Basic earnings/(loss) per share from discontinued operations                            | \$ 0.01                            | (0.17)     |
| Basic earnings/(loss) per share   | \$ 0.16                            | (0.46)     |
| Diluted earnings/(loss) per share from continuing operations                            | \$ 0.15                            | (0.28)     |
| Diluted earnings/(loss) per share from discontinued operations                          | \$ 0.01                            | (0.17)     |
| Diluted earnings/(loss) per share   | \$ 0.16                            | (0.46)     |
| Shares used in the computation of earnings/(loss) per share (Note 4):                   |                                    |            |
| Basic   | 38,273,416                         | 38,665,537 |
| Diluted   | 38,835,737                         | 38,665,537 |

The accompanying notes to condensed consolidated financial statements are an integral part of these financial statements.

**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
**(IN THOUSANDS, EXCEPT SHARE INFORMATION)**

|   | Common Stock      |               | Restricted Voting<br>Common Stock |              | Treasury Stock     |                   | Unearned<br>Restricted<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>(Deficit) | Total<br>Stockholders'<br>Equity |
|---|-------------------|---------------|-----------------------------------|--------------|--------------------|-------------------|---------------------------------|----------------------------------|-----------------------|----------------------------------|
|   | Shares            | Amount        | Shares                            | Amount       | Shares             | Amount            |                                 |                                  |                       |                                  |
| BALANCE, September 30, 2004                   | 38,439,984        | \$ 385        | 2,605,709                         | \$ 26        | (2,172,313)        | \$(13,790)        | \$ (1,113)                      | \$429,376                        | \$(271,716)           | \$ 143,168                       |
| Issuance of stock (unaudited)                 | —                 | —             | —                                 | —            | 8,252              | 52                | —                               | (12)                             | —                     | 40                               |
| Vesting of restricted stock (unaudited)       | —                 | —             | —                                 | —            | 113,275            | 719               | —                               | (719)                            | —                     | —                                |
| Exercise of stock options (unaudited)         | —                 | —             | —                                 | —            | 56,666             | 360               | —                               | (127)                            | —                     | 233                              |
| Non-cash compensation (unaudited)             | —                 | —             | —                                 | —            | —                  | —                 | 259                             | (49)                             | —                     | 210                              |
| Net loss (unaudited)                          | —                 | —             | —                                 | —            | —                  | —                 | —                               | —                                | (17,608)              | (17,608)                         |
| <b>BALANCE, December 31, 2004 (unaudited)</b> | <b>38,439,984</b> | <b>\$ 385</b> | <b>2,605,709</b>                  | <b>\$ 26</b> | <b>(1,994,120)</b> | <b>\$(12,659)</b> | <b>\$ (854)</b>                 | <b>\$428,469</b>                 | <b>\$(289,324)</b>    | <b>\$ 126,043</b>                |

The accompanying notes to condensed consolidated financial statements are an integral part of these financial statements.

**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(IN THOUSANDS)**

|  | Three Months Ended<br>December 31, |                |
|--|------------------------------------|----------------|
|  | 2003                               | 2004           |
|  | (restated)                         | (Unaudited)    |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                                    |                |
| Net income/(loss)  | \$ 6,289                           | (17,608)       |
| Adjustments to reconcile net income to net cash provided by operating activities:          |                                    |                |
| Net loss/(income) from discontinued operations   | (421)                              | 6,625          |
| Bad debt expense   | (513)                              | 734            |
| Depreciation and amortization  | 3,168                              | 3,634          |
| Loss on sale of property and equipment   | 7                                  | (36)           |
| Non-cash compensation expense  | 83                                 | 210            |
| Equity in losses of investment   | 216                                | 264            |
| Impairment to goodwill   | —                                  | 91             |
| Non-cash interest charge for embedded conversion option                                    | —                                  | 2,676          |
| Deferred income tax expense/(benefit)  | (1,391)                            | 183            |
| Changes in operating assets and liabilities, net of the effect of discontinued operations: |                                    |                |
| Accounts receivable  | 10,513                             | 12,669         |
| Inventories  | (1,804)                            | (1,211)        |
| Costs and estimated earnings in excess of billings on uncompleted contracts                | 696                                | 388            |
| Prepaid expenses and other current assets  | 341                                | (9,840)        |
| Other noncurrent assets  | 673                                | 242            |
| Accounts payable and accrued expenses  | (6,685)                            | (16,131)       |
| Billings in excess of costs and estimated earnings on uncompleted contracts                | (38)                               | 8,027          |
| Other current liabilities  | 1                                  | 45             |
| Other noncurrent liabilities   | 34                                 | (660)          |
|  | <u>11,169</u>                      | <u>(9,698)</u> |
| Net cash provided by (used in) continuing operations                                       | 11,169                             | (9,698)        |
| Net cash provided by (used in) discontinued operations                                     | (4,742)                            | 656            |
|  | <u>6,427</u>                       | <u>(9,042)</u> |
| Net cash provided by (used in) operating activities  | 6,427                              | (9,042)        |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                                    |                |
| Proceeds from sales of property and equipment  | 213                                | 56             |
| Investments in securities  | (396)                              | —              |
| Purchases of property and equipment  | (1,326)                            | (1,181)        |
| Net investing activities from discontinued operations                                      | (413)                              | 11,715         |
|  | <u>(1,922)</u>                     | <u>10,590</u>  |
| Net cash provided by (used in) investing activities  | (1,922)                            | 10,590         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                                    |                |
| Borrowings of debt   | 40                                 | 10,000         |
| Borrowings on Senior Convertible Notes   | —                                  | 36,000         |
| Repayments of debt   | (139)                              | (35,701)       |
| Issuance of common stock   | 20                                 | 40             |
| Payments for debt issuance costs   | —                                  | (2,680)        |
| Purchase of treasury stock   | (3,350)                            | —              |
| Proceeds from exercise of stock options  | 2,876                              | 233            |
|  | <u>(553)</u>                       | <u>7,892</u>   |
| Net cash provided by (used in) financing activities  | (553)                              | 7,892          |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>   | <b>3,952</b>                       | <b>9,440</b>   |
| CASH AND CASH EQUIVALENTS, beginning of period   | 40,201                             | 22,232         |
|  | <u>44,153</u>                      | <u>31,672</u>  |
| CASH AND CASH EQUIVALENTS, end of period   | \$44,153                           | 31,672         |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>                                   |                                    |                |
| Cash paid for  |                                    |                |
| Interest   | \$ 210                             | 1,119          |
| Income taxes   | \$ 374                             | 277            |

The accompanying notes to condensed consolidated financial statements are an integral part of these financial statements.



**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2004**  
**(UNAUDITED)**

**1. OVERVIEW**

Integrated Electrical Services, Inc. (the “Company” or “IES”), a Delaware corporation, was founded in June 1997 to create a leading national provider of electrical services, focusing primarily on the commercial and industrial, residential, low voltage and service and maintenance markets.

The accompanying unaudited Condensed Consolidated Financial Statements (the “Financial Statements”) of the Company have been prepared in accordance with accounting principles generally accepted in the United States and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required for complete financial statements, and therefore should be reviewed in conjunction with the financial statements and related notes thereto contained in the Company’s annual report for the year ended September 30, 2004, filed on Form 10-K with the Securities and Exchange Commission. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Actual operating results for the three months ended December 31, 2004 are not necessarily indicative of the results that may be expected for the fiscal year ended September 30, 2005.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

For a description of these policies, refer to Note 2 of the Notes to the Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended September 30, 2004.

**RESTATEMENT OF FINANCIAL STATEMENTS**

Effective for the fiscal year ended September 30, 2004, the Company restated its reported results for the six months ended March 31, 2004 and the years ended September 30, 2002 and 2003 pursuant to having determined that the timing of the recognition of revenue and costs on certain of its long-term construction contracts accounted for under the percentage-of-completion method of accounting and that the accounting for one of its investments warranted such restatement. For a complete description of the restatement, refer to Note 3 of the Company’s 2004 Annual Report on Form 10-K. As a result of the restatement, the following reported results as of and for the three months ended December 31, 2003 have been restated to reflect the revisions indicated:

|   | Three Months Ended<br>December 31, 2003 (Unaudited) |                         |                           |            |
|---|---|-------------------------|---------------------------|------------|
|   | As Reported   | Contract<br>Adjustments | Investment<br>Adjustments |            |
| <b>Statement of Operations Data:</b>                    |   |                         |                           |            |
| Revenues  | \$ 331,196  | \$ 363                  | \$ —                      | \$ 331,559 |
| Cost of services  | 284,838   | 47                      | —                         | 284,885    |
| Gross profit  | 46,358  | 316                     | —                         | 46,674     |
| Selling, general and administrative expenses            | 32,683  | —                       | —                         | 32,683     |
| Income from operations                                  | 13,675  | 316                     | —                         | 13,991     |
| Interest and other expense, net                         | 6,369   | —                       | 216                       | 6,585      |
| Income/(loss) before income taxes                       | 7,306   | 316                     | (216)                     | 7,406      |
| Provision/(benefit) for income taxes                    | 1,499   | 126                     | (87)                      | 1,538      |
| Net income/(loss) from continuing operations            | \$ 5,807  | \$ 190                  | \$ (129)                  | \$ 5,868   |
| Net income from discontinued operations                 | 421   | —                       | —                         | 421        |
| Net income/(loss)                                       | \$ 6,228  | \$ 190                  | \$ (129)                  | \$ 6,289   |
| Basic earnings per share from continuing operations     | \$ 0.15   | \$ 0.00                 | \$ 0.00                   | \$ 0.15    |
| Basic earnings per share from discontinued operations   | \$ 0.01   | \$ 0.00                 | \$ 0.00                   | \$ 0.01    |
| Basic earnings per share                                | \$ 0.16   | \$ 0.00                 | \$ 0.00                   | \$ 0.16    |
| Diluted earnings per share from continuing operations   | \$ 0.15   | \$ 0.00                 | \$ 0.00                   | \$ 0.15    |
| Diluted earnings per share from discontinued operations | \$ 0.01   | \$ 0.00                 | \$ 0.00                   | \$ 0.01    |
| Diluted earnings per share                              | \$ 0.16   | \$ 0.00                 | \$ 0.00                   | \$ 0.16    |

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| Consolidated Balance Sheet (Unaudited)  | December 31, 2003 |                      |                        | As Restated       |
|---|-------------------|----------------------|------------------------|-------------------|
|   | As Reported       | Contract Adjustments | Investment Adjustments |                   |
| <b>Assets:</b>  |                   |                      |                        |                   |
| Cash and cash equivalents   | \$ 44,153         | \$ —                 | \$ —                   | \$ 44,153         |
| Accounts receivable, net  | 278,269           | —                    | —                      | 278,269           |
| Cost and estimated earnings in excess of Billings on uncompleted contracts          | 45,217            | (1,257)              | —                      | 43,960            |
| Inventories   | 17,357            | —                    | —                      | 17,357            |
| Prepaid expenses and other current assets   | 14,461            | —                    | —                      | 14,461            |
| Assets held for sale associated with discontinued operations                        | 69,527            | —                    | —                      | 69,527            |
| Property and equipment, net   | 48,286            | —                    | —                      | 48,286            |
| Goodwill, net   | 169,111           | —                    | —                      | 169,111           |
| Other noncurrent assets   | 27,394            | 50                   | (1,717)                | 25,727            |
| <b>Total assets</b>   | <b>\$ 713,775</b> | <b>\$ (1,207)</b>    | <b>\$ (1,717)</b>      | <b>\$ 710,851</b> |
| <b>Liabilities:</b>   |                   |                      |                        |                   |
| Current maturities of long-term debt  | \$ 186            | \$ —                 | \$ —                   | \$ 186            |
| Accounts payable and accrued expenses   | 115,685           | 47                   | —                      | 115,732           |
| Billings in excess of cost and estimated earnings on uncompleted contracts          | 39,785            | 139                  | —                      | 39,924            |
| Liabilities related to assets held for sale associated with discontinued operations | 13,502            | —                    | —                      | 13,502            |
| Long-term debt, net of current maturities   | 169               | —                    | —                      | 169               |
| Senior subordinated notes, net  | 247,924           | —                    | —                      | 247,924           |
| Other noncurrent liabilities  | 23,110            | (521)                | —                      | 22,589            |
| <b>Total liabilities</b>  | <b>\$ 440,361</b> | <b>\$ (335)</b>      | <b>\$ —</b>            | <b>\$ 440,026</b> |
| Stockholders' equity  | 273,414           | (872)                | (1,717)                | 270,825           |
| <b>Total liabilities and stockholders' equity</b>                                   | <b>\$ 713,775</b> | <b>\$ (1,207)</b>    | <b>\$ (1,717)</b>      | <b>\$ 710,851</b> |

## SUBSIDIARY GUARANTIES

All of the Company's operating income and cash flows are generated by its 100% owned subsidiaries, which are the subsidiary guarantors of the Company's outstanding 9 3/8% senior subordinated notes due 2009 (the "Senior Subordinated 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 Company's ability to obtain funds from its subsidiaries by dividend or loan. The parent holding company's independent assets, revenues, income before taxes and operating cash flows are less than 3% of the consolidated total. The separate financial statements of the subsidiary guarantors are not included herein because (i) the subsidiary guarantors are all of the direct and indirect subsidiaries of the Company; (ii) the subsidiary guarantors have fully and unconditionally, jointly and severally guaranteed the Senior Subordinated Notes; and (iii) 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.

## USE OF ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates are primarily used in the Company's revenue recognition of construction in progress, fair value assumptions in analyzing goodwill impairment, allowance for doubtful accounts receivable, realizability of deferred tax assets and self-insured claims liabilities.

## SEASONALITY AND QUARTERLY FLUCTUATIONS

The results of the Company's operations, primarily from residential construction, are seasonal, dependent upon weather trends, with higher revenues typically generated during the spring and summer and lower revenues during the fall and winter. The commercial and industrial aspect of its business is less subject to seasonal trends, as this work generally is performed inside structures protected

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from the weather. The Company's service business is generally not affected by seasonality. In addition, the construction industry has historically been highly cyclical. The Company's volume of business may be adversely affected by declines in construction projects resulting from adverse regional or national economic conditions. Quarterly results may also be materially affected by gross margins for both bid and negotiated projects, the timing of new construction projects and any acquisitions. Accordingly, operating results for any fiscal period are not necessarily indicative of results that may be achieved for any subsequent fiscal period.

### NEW ACCOUNTING PRONOUNCEMENTS

On December 16, 2004, the Financial Accounting Standards Board ("FASB") issued Statement No. 123 (revised 2004), *Share Based Payment*, ("SFAS 123R"). SFAS 123R requires all share-based payments to employees, including restricted stock grants and grants of employee stock options, to be recognized in income and measured at fair value. Additionally, employee stock purchase programs have increased restrictions to be considered noncompensatory; therefore, most of these plans, formerly accounted for as noncompensatory stock purchase plans, will be required to be measured and recorded at fair value. Fair value is calculated utilizing a stock-option pricing model, where necessary, including specific input assumptions delineated in the standard. SFAS 123R utilizes a "modified grant-date approach" where, regardless of vesting conditions based on service and performance, measurement of the fair value of awards is calculated on the grant date and amortized into income over the requisite service period for all awards that vest. Where vesting of awards does not occur, no compensation cost will be recognized. SFAS 123R also significantly changes the treatment of taxes related to share based payments from that required under SFAS 123 or Accounting Principles Board Opinion No. 25, *Account for Stock Issued to Employees*, ("APB 25"). Through December 31, 2004, the Company has accounted for share-based payments pursuant to APB 25 and provided the requisite pro forma disclosures delineated in SFAS 123 in the notes to the consolidated financial statements. Pursuant to APB 25, the Company has only recognized compensation expense for certain restricted stock grants made in the fiscal years 2002 and 2004; however, no compensation expense has been required to be recognized for any stock option grants nor for the employee stock purchase plan. The Company is required to adopt SFAS 123R effective July 1, 2005 and has two transition options under the new standard; however, the recognition of compensation cost is the same under both options. The Company believes the adoption of SFAS 123R will have a material effect on the consolidated financial results of the Company during the period of adoption, however, the full effect the adoption of SFAS 123R has not been determined as of December 31, 2004.

### STOCK-BASED COMPENSATION

The Company accounts for its stock-based compensation arrangements using the intrinsic value method in accordance with the provisions of APB 25 and related interpretations. Under APB 25, if the exercise price of employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized. The Company's stock options have all been granted with exercise prices at fair value, therefore no compensation expense has been recognized under APB 25 (See Note 6) During the three months ended December 31, 2004, the Company recorded compensation expense of \$0.2 million in connection with a restricted stock award (See Note 6). Additionally, the Company recorded no compensation expense associated with the Employee Stock Purchase Plan which is defined as a non-compensatory plan pursuant to Financial Accounting Standards Board Interpretation No. 44 (See Note 7).

The following table illustrates the effect on net income and earnings per share assuming the compensation costs for the Company's stock option and purchase plans had been determined using the fair value method at the grant dates amortized on a pro rata basis over the vesting period as required under Statement of Financial Accounting Standards ("SFAS") No. 123, *Accounting for Stock-Based Compensation* for the three months ended December 31, 2003 and 2004 (in thousands, except for per share data):

|   | Three months ended<br>December 31, |            |
|---|------------------------------------|------------|
|   | 2003                               | 2004       |
| Net income/(loss), as reported  | \$6,289                            | \$(17,608) |
| Add: Stock-based employee compensation expense included in reported net income/(loss), net of related tax effects                           | 50                                 | 216        |
| Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | 371                                | 178        |
| Pro forma net income/(loss) for SFAS No. 123  | \$5,968                            | \$(17,570) |
| Earnings/(loss) per share:  |                                    |            |
| Basic—as reported   | \$ 0.16                            | \$ (0.46)  |
| Basic—pro forma for SFAS No. 123  | \$ 0.16                            | \$ (0.45)  |
| Earnings/(loss) per share:  |                                    |            |
| Diluted—as reported   | \$ 0.16                            | \$ (0.46)  |
| Diluted—pro forma for SFAS No. 123  | \$ 0.15                            | \$ (0.45)  |

## 2. BUSINESS DIVESTITURES

### *Discontinued Operations*

During October 2004, the Company announced plans to begin a strategic realignment including the planned divestiture of certain underperforming subsidiaries within the Company's commercial segment, and those that rely heavily on surety bonding for obtaining a significant portion of their projects. During November 2004, the Company's management committed to a plan to complete the divestiture of these companies by the end of fiscal 2005. This plan included management actively seeking potential buyers of the selected companies among other activities necessary to complete the sales. Management expects to be able to sell all considered subsidiaries at their respective fair market values at the date of sale determined by a reasonably accepted valuation method. Management does not foresee any significant changes in the plan, nor anticipates events requiring withdrawal from the plan. The discontinued operations disclosures include only those identified subsidiaries qualifying for discontinued operations treatment for the periods presented; therefore, other subsidiaries included in the Company's divestiture plan will be included in future periods as they qualify for discontinued operations treatment. Depreciation expense associated with discontinued operations for the three months ended December 31, 2003 and 2004 was \$0.3 and \$0.1, respectively.

During the fiscal first quarter ended December 31, 2004, the Company completed the sale of all the net assets of three of its operating subsidiaries for \$11.8 million in cash. These operating subsidiaries were located in the South and West regions and primarily provided electrical contracting services for the commercial segment. The sale generated an after-tax gain of \$0.4 million and has been recognized in the fiscal first quarter 2005 as discontinued operations in the consolidated income statement and the prior year's fiscal first quarter 2004 results of operations have been reclassified. Summarized financial data for discontinued operations are outlined below:

|   | Three Months Ended<br>December 31, |                      |
|---|------------------------------------|----------------------|
|   | 2003                               | 2004                 |
| Revenues  | \$ 28,647                          | \$ 20,296            |
| Gross profit  | \$ 4,253                           | \$ 2,780             |
| Pretax income/(loss)  | \$ 658                             | \$ (6,625)           |
|   | Balance as of                      |                      |
|   | September<br>30, 2004              | December<br>31, 2004 |
| Accounts receivable, net  | \$ 31,544                          | \$ 18,036            |
| Inventory   | 5,738                              | 5,029                |
| Costs and estimated earnings in excess of billings on uncompleted contracts | 4,326                              | 1,721                |
| Other current assets  | 1,505                              | 1,586                |
| Property and equipment, net   | 2,085                              | 1,201                |
| Goodwill, net   | 7,900                              | 1,554                |
| Other noncurrent assets   | 80                                 | —                    |
| Total assets  | \$ 53,178                          | \$ 29,127            |
| Accounts payable and accrued liabilities                                    | \$ 15,092                          | \$ 10,309            |
| Billings in excess of costs and estimated earnings on uncompleted contracts | 2,392                              | 1,573                |
| Total liabilities   | 17,484                             | 11,882               |
| Net assets  | \$ 35,694                          | \$ 17,245            |

### *Goodwill Impairment Associated with Discontinued Operations*

During the fiscal first quarter ended December 31, 2004, the Company recorded a goodwill impairment charge of \$6.2 million related to the identification of certain subsidiaries for disposal by sale prior to the end of the fiscal second quarter 2005. This impairment charge is included in the net loss from discontinued operations caption in the statement of operations. The impairment charge was calculated based on the assessed fair value ascribed to the subsidiaries identified for disposal less the net book value of the assets related to those subsidiaries. The fair value utilized in this calculation was the same as that discussed in the preceding paragraph addressing the impairment of discontinued operations. Where the fair value did not exceed the net book value of a subsidiary including goodwill, the goodwill balance was impaired as appropriate. This impairment of goodwill was determined prior to the disclosed calculation of any additional impairment of the identified subsidiary disposal group as required pursuant to Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. As of December 31, 2004, the Company had only sold a portion of the subsidiaries included in its divestiture plan; therefore, the Company utilized

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estimated gross proceeds to calculate the fair values associated with the goodwill impairment charge. The Company does not expect any significant differences between those estimates and the actual proceeds to be received upon the sale of the subsidiaries, nor expects any significant effect on the goodwill impairment charge taken.

### *Impairment Associated with Discontinued Operations*

During the fiscal first quarter ended December 31, 2004, the Company recorded an impairment charge of \$0.7 million related to the identification of certain subsidiaries for disposal by sale prior to the end of the fiscal second quarter 2005. The impairment was calculated as the difference between the fair values, less costs to sell, assessed at the date the companies individually were selected for sale and their respective net book values after all other adjustments had been recorded. In determining the fair value for the disposed assets and liabilities, the Company evaluated past performance, expected future performance, management issues, bonding requirements, market forecasts and the carrying value of such assets and liabilities and received a fairness opinion from an independent consulting and investment banking firm in support of this determination for certain of the subsidiaries included in the assessment. The impairment charge was related to subsidiaries included in the commercial and industrial segment of the Company's operations (see Note 5).

## **3. DEBT**

### *Credit Facility*

On February 27, 2004, the Company amended and restated the \$125.0 million revolving credit facility to a \$125.0 million revolving credit facility and a \$50.0 million term loan led by Bank One, NA. The Company used the proceeds from the term loan and available cash to redeem \$75.0 million principal amount of the Company's long term bonds. Since February 27, 2004, and through December 10, 2004, the Company amended the credit facility four times. The amendments reduced the facility commitment, provided for covenants or waivers that permitted the Company to file the Form 10-Q for the quarter ended June 30, 2004 on or before December 15, 2004, permitted the Company to issue senior convertible notes, specified mandatory debt reduction amounts by quarter, adjusted and redefined financial covenants on a monthly basis beginning December 31, 2004, increased pricing, established the borrowing base at 70 percent of qualifying receivables and permit the Company to release certain collateral related to bonded jobs to companies providing surety bonding. These amendments required the payments of fees upon their execution. These fees are capitalized as deferred financing costs and amortized over the life of the facility. The credit facility, as amended, matures on January 13, 2006. The Company has the ability to extend the facility until January 12, 2007 upon the payment of a fee if certain financial conditions are met. The term loan of the credit facility is due by September 30, 2005. At December 31, 2004, the term loan had outstanding borrowings of \$26.9 million. Amounts borrowed under the credit facility, as amended, bear interest at an annual rate of the bank's prime rate plus two percent. Fees of one percent per annum are assessed on the outstanding credit facility commitments as of the beginning of each quarter beginning January 1, 2005. The Company's direct and indirect subsidiaries guarantee the repayment of all amounts due under the facility and the facility is secured by a first perfected security interest in all the assets of the Company and those subsidiaries, including all of the outstanding capital shares of the capital stock of those subsidiaries. Among other restrictions, the financial covenants include minimum EBITDA, as defined in the credit agreement, requirements for core and all operations, a maximum senior secured debt to EBITDA ratio and a minimum interest coverage ratio.

As of December 31, 2004, the Company was in compliance with all financial covenants as they pertain to the Credit Facility, as amended.

As of December 31, 2004, the Company had \$26.9 million outstanding under the term loan portion of its Credit Facility, and \$6.0 million outstanding under the revolving credit line portion of its Credit Facility, letters of credit outstanding under its Credit Facility of \$37.0 million, and available borrowing capacity under its Credit Facility of \$38.7 million. As a result of the change in the Company's total capacity under the Credit Facility, as amended, pursuant to Emerging Issues Task Force Issue 98-14, *Debtor's Accounting for Changes in Line-of-Credit or Revolving-Debt Arrangements*, the Company recorded additional interest expense of \$0.3 million related to the write off of deferred financing costs incurred prior to effecting the fourth amendment to the Credit Facility discussed above. This amount is included in interest expense related to the results of operations for the three months ended December 31, 2004.

### *Senior Subordinated Notes*

The Company has outstanding two different issues of senior subordinated notes with similar terms. The notes bear interest at 9<sup>3</sup>/<sub>8</sub>% and will mature on February 1, 2009. Interest is paid on the notes on February 1 and August 1 of each year. The notes are unsecured senior subordinated obligations and are subordinated to all other existing and future senior indebtedness. The notes are guaranteed on a senior subordinated basis by all the Company's subsidiaries. Under the terms of the notes, the Company is required to comply with various affirmative and negative covenants including (1) restrictions on additional indebtedness, and (2) restrictions on liens, guarantees and dividends. During the year ended September 30, 2004, the Company redeemed \$75.0 million principal amount of its senior subordinated notes, paying a call premium of 4.7%, or \$3.5 million. This premium along with a write off of previously capitalized deferred financing costs of \$1.6 million was recorded as a loss in other income and expense. At December 31, 2004, the

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Company had \$172.9 million in outstanding senior subordinated notes. The Company failed to timely file its June 30, 2004 Form 10-Q resulting in defaults under the indenture relating to the Company's subordinated debt and senior secured credit facility. The Company has since cured all defaults under both its subordinated debt and its senior secured credit facility.

### *Senior Convertible Notes*

On November 24, 2004, the Company entered into a purchase agreement for a private placement of \$36.0 million aggregate principal amount of its 6.5% Senior Convertible Notes due 2014. Investors in the notes agreed to a purchase price equal to 100% of the principal amount of the notes. The investors have an option to purchase up to an aggregate of \$14 million in additional notes on or before the later to occur of the 90th day after the closing date and the fifth business day after the Company's next annual meeting of stockholders. The notes require payment of interest semi-annually in arrears at an annual rate of 6.5%, have a stated maturity of November 1, 2014, constitute senior unsecured obligations of the Company, are guaranteed on a senior unsecured basis by the Company's significant domestic subsidiaries, and are convertible at the option of the holder under certain circumstances into shares of the Company's common stock at an initial conversion price of \$3.25 per share, subject to adjustment. On November 1, 2008, the Company has the option to redeem the Senior Convertible Notes, subject to certain conditions. The total number of shares of common stock deliverable upon conversion of the notes is limited to approximately 9.4 million shares (including approximately 1.9 million treasury shares), absent receipt of stockholder approval of the issuance of additional shares. Subject to certain conditions, to the extent that more shares would otherwise be issuable upon conversions of notes, the Company will be required to settle such conversions in cash by paying the value of the stock into which the notes would otherwise be convertible. The net proceeds from the sale of the notes were used to prepay a portion of the Company's senior secured Credit Facility and for general corporate purposes. The notes, the guarantees and the shares of common stock issuable upon conversion of the notes to be offered have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and, unless so registered, the securities may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The senior convertible notes are a hybrid instrument comprised of two components: (1) a debt instrument and (2) certain embedded derivatives. The embedded derivatives include the portion of the notes that currently settle in cash, the potential liquidated damages in the form of an increased coupon if stockholder approval on the issuance of additional shares is not obtained and a fundamental change occurs and the value of the redemption premium that may be due in the event the Company redeems the notes prior to the stated maturity. In accordance with the guidance that Statement of Financial Accounting Standards No. 133, as amended, *Accounting for Derivative Instruments and Hedging Activities*, ("SFAS 133") and Emerging Issues Task Force Issue No. 00-19, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock* ("EITF 00-19") provide, the embedded derivatives must be removed from the debt host and accounted for separately as a derivative instrument. These derivative instruments will be marked-to-market each reporting period. The calculation of the fair value of the conversion option was performed utilizing the Black-Scholes option pricing model with the following assumptions effective as of December 31, 2004: expected dividend yield of 0.00%, expected stock price volatility of 40.00%, weighted average risk free interest rate of 3.32% and an expected term of four to ten years. The valuation of the other embedded derivatives was derived by other valuation methods, including present value measures and binomial models. The initial value of the embedded derivatives were \$1.4 million. As of December 31, 2004, a mark to market loss of \$2.7 million was recorded to reflect the increase in the fair value of the derivatives to \$4.0 million. The Company also recorded accretion into interest expense related to the original value of this derivative and as additional debt.

Debt consists of the following (in thousands):

|   | September 30,<br>2004 | December 31,<br>2004 |
|---|-----------------------|----------------------|
| Secured Credit Facility and term loan with a group of lending institutions, due February 27, 2008, with a weighted average interest rate of 7.25% | \$ 57,929             | \$ 32,289            |
| Senior Convertible Notes, due November 1, 2014, bearing interest at 6.5% with an effective interest rate of 6.5%                                  | —                     | 36,000               |
| Senior Subordinated Notes, due February 1, 2009, bearing interest at 9.375% with an effective interest rate of 9.50%                              | 62,885                | 62,885               |
| Senior Subordinated Notes, due February 1, 2009, bearing interest at 9.375% with an effective interest rate of 10.00%                             | 110,000               | 110,000              |
| Other   | 144                   | 99                   |
| <b>Total debt</b>   | <b>230,958</b>        | <b>241,273</b>       |
| Less—short-term debt and current maturities of long-term debt   | (42,995)              | (26,353)             |
| Less—unamortized discount on Senior Subordinated Notes  | (2,307)               | (2,175)              |
| Add—fair value of embedded derivatives  | —                     | 2,676                |
| Add—fair value of terminated interest rate hedge  | 2,630                 | 2,480                |
| <b>Total long-term debt</b>   | <b>\$ 188,286</b>     | <b>\$ 217,901</b>    |

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**4. EARNINGS PER SHARE**

The following table reconciles the numerators and denominators of the basic and diluted earnings per share for the three months ended December 31, 2003 and 2004 (in thousands, except share data):

|   | Three Months Ended<br>December 31, |             |
|---|------------------------------------|-------------|
|   | 2003                               | 2004        |
|   | (restated)                         |             |
| <b>Numerator:</b>                           |                                    |             |
| Net income/(loss)                           | \$ 6,289                           | \$ (17,608) |
| <b>Denominator:</b>                         |                                    |             |
| Weighted average shares outstanding—basic   | 38,273,416                         | 38,665,537  |
| Effect of dilutive stock options            | 562,321                            | —           |
| Weighted average shares outstanding—diluted | 38,835,737                         | 38,665,537  |
| <b>Earnings/(loss) per share:</b>           |                                    |             |
| Basic                                       | \$ 0.16                            | \$ (0.46)   |
| Diluted                                     | \$ 0.16                            | \$ (0.46)   |

For the three months ended December 31, 2003 and 2004, stock options of 2.3 million and 3.2 million representing common stock shares, respectively, were excluded from the computation of diluted earnings per share because the options exercise prices were greater than the average market price of the Company's common stock. Additionally, 3.9 million common shares related to the senior convertible notes were excluded from the computation of diluted earnings per share due to the anti-dilutive effect of adding the related interest charges for the period back to net income for the quarter ended December 31, 2004.

**5. OPERATING SEGMENTS**

The Company follows SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information (SFAS 131)." Certain information is disclosed, per SFAS 131, based on the way management organizes financial information for making operating decisions and assessing performance.

The Company's reportable segments are strategic business units that offer products and services to two distinct customer groups. They are managed separately because each business requires different operating and marketing strategies. These segments, which contain different economic characteristics, are managed through geographical regions.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on income from operations of the respective business units prior to home office expenses. Management allocates costs between segments for selling, general and administrative expenses, goodwill impairment, depreciation expense, capital expenditures and total assets.

Segment information for the three months ended December 31, 2003 and 2004 is as follows (in thousands):

|                                       | Three Months Ended<br>December 31, 2003 |             |            |            |
|---------------------------------------|---|-------------|------------|------------|
|                                       | (restated)                              |             |            |            |
|                                       | Commercial<br>and Industrial            | Residential | Corporate  | Total      |
| Revenues                              | \$ 268,597                              | \$ 62,962   | \$ —       | \$331,559  |
| Cost of services                      | 235,888                                 | 48,997      | —          | 284,885    |
| Gross profit                          | 32,709                                  | 13,965      | —          | 46,674     |
| Selling, general and administrative   | 20,408                                  | 7,047       | 5,228      | 32,683     |
| Income (loss) from operations         | \$ 12,301                               | \$ 6,918    | \$ (5,228) | \$ 13,991  |
| <i>Other data:</i>                    |   |             |            |            |
| Depreciation and amortization expense | \$ 2,445                                | \$ 176      | \$ 547     | \$ 3,168   |
| Capital expenditures                  | 771                                     | 245         | 626        | 1,642      |
| Total assets                          | 497,046                                 | 109,254     | 104,551    | 710,851    |
|                                       | Three Months Ended<br>December 31, 2004 |             |            |            |
|                                       | Commercial<br>and Industrial            | Residential | Corporate  | Total      |
| Revenues                              | \$ 232,834                              | \$ 70,404   | \$ —       | \$303,238  |
| Cost of services                      | 211,936                                 | 56,886      | —          | 268,822    |
| Gross profit                          | 20,898                                  | 13,518      | —          | 34,416     |
| Selling, general and administrative   | 21,594                                  | 6,836       | 7,605      | 36,035     |
| Income (loss) from operations         | \$ (696)                                | \$ 6,682    | \$ (7,605) | \$ (1,619) |

| <i>Other data:</i>                    |    |         |    |         |    |        |    |         |
|---------------------------------------|----|---------|----|---------|----|--------|----|---------|
| Depreciation and amortization expense | \$ | 1,957   | \$ | 191     | \$ | 1,486  | \$ | 3,634   |
| Capital expenditures                  |    | 701     |    | 58      |    | 379    |    | 1,138   |
| Total assets                          |    | 377,676 |    | 105,329 |    | 80,184 |    | 563,189 |

The Company does not have significant operations or long-lived assets in countries outside of the United States.



## **6. 1999 INCENTIVE COMPENSATION PLAN**

In November 1999, the Board of Directors adopted the 1999 Incentive Compensation Plan (the “1999 Plan”). The 1999 Plan authorizes the Compensation Committee of the Board of Directors or the Board of Directors to grant employees of the Company awards in the form of options, stock appreciation rights, restricted stock or other stock based awards. The Company has up to 5.5 million shares of common stock authorized for issuance under the 1999 Plan.

In December 2003, the Company granted a restricted stock award of 242,295 shares under its 1999 Plan to certain employees. This award vests in equal installments on December 1, 2004 and 2005, provided the recipient is still employed by the Company. The market value of the stock on the date of grant for this award was \$2.0 million, which is recognized as compensation expense over the related two year vesting period. During the three months ended December 31, 2003 and 2004, the Company amortized \$0.1 million and \$0.3 million, respectively, to expense in connection with this award. On December 1, 2004, 113,275 restricted shares vested under this award and were issued out of treasury stock. During the period December 1, 2003 through November 30, 2004, 15,746 shares of those originally awarded were forfeited.

## **7. EMPLOYEE STOCK PURCHASE PLAN**

The Company has an Employee Stock Purchase Plan (the “ESPP”), which provides for the sale of common stock to participants as defined at a price equal to the lower of 85% of the Company’s closing stock price at the beginning or end of the option period, as defined. The ESPP is intended to qualify as an “Employee Stock Purchase Plan” under Section 423 of the Internal Revenue Code of 1986, as amended. In the three months ended December 31, 2003 and 2004, no shares were issued under the ESPP, respectively.

## **8. COMMITMENTS AND CONTINGENCIES**

The Company and its subsidiaries are involved in various legal proceedings that have arisen in the ordinary course of business. While it is not possible to predict the outcome of such proceedings with certainty and it is possible that the results of legal proceedings individually or cumulatively may materially adversely affect us, in the opinion of the Company, all such proceedings are either adequately covered by insurance or financial reserves or, if not so covered, should not ultimately result in any liability which would have a material adverse effect on the financial position, liquidity or results of operations of the Company. The Company expenses routine legal costs related to such proceedings as incurred.

On August 20, 2004, August 23, 2004, September 10, 2004, September 15, 2004, and October 4, 2004, Corinne Orem, Elaine English, Park Partners, L.P., Jack Zimny, and James Elmore, respectively, each filed a putative class action complaint against IES, and certain of our officers and directors, in the United States District Court for the Southern District of Texas, alleging that the defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and seeking a class determination for purchasers of IES stock between November 10, 2003 and August 13, 2004. The complaints seek unspecified amounts of compensatory damages, interest and costs, including legal fees. On November 19, 2004, these cases were consolidated. A motion to appoint a lead plaintiff is pending before the Court, and once an appointment is made, the plaintiff will have sixty days to file a consolidated amended complaint. Defendants will have sixty days from the filing of this consolidated amended complaint to respond.

On September 3, 2004, Chris Radek filed a shareholder derivative action in the District Court of Harris County, Texas naming Herbert R. Allen, Richard L. China, William W. Reynolds, Britt Rice, David A. Miller, Ronald P. Badie, Donald P. Hodel, Alan R. Sielbeck, C. Byron Snyder, Donald C. Trauscht, and James D. Woods as individual defendants and IES as nominal defendant. In this derivative action, the plaintiff makes substantially similar claims as made in the putative class action complaints, and adds common law claims against the individual defendants. The complaint in the shareholder derivative actions seeks unspecified amounts of damages, interest and costs, including legal fees. By agreement, the Defendants will not respond to this action until the plaintiff files an amended petition.

The Company intends to vigorously contest these actions. However, because they are at an early stage, it is premature at this time to predict liability or to estimate the damages, or the range of damages, if any, that we might incur in connection with these actions. An adverse outcome in these actions could have a material adverse effect on our business, consolidated financial condition, results of operations or cash flows.

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Some of the Company's customers require the Company to post letters of credit as a means of guaranteeing performance under its contracts and ensuring payment by the Company to subcontractors and vendors. If the customer has reasonable cause to effect payment under a letter of credit, the Company would be required to reimburse its creditor for the letter of credit. Depending on the circumstances surrounding a reimbursement to its creditor, the Company may have a charge to earnings in that period. To date the Company has not had a situation where a customer has had reasonable cause to effect payment under a letter of credit. At December 31, 2004, \$1.3 million of the Company's outstanding letters of credit were to collateralize its customers.

Some of the underwriters of the Company's casualty insurance program require it to post letters of credit as collateral. This is common in the insurance industry. To date the Company has not had a situation where an underwriter has had reasonable cause to effect payment under a letter of credit. At December 31, 2004, \$30.7 million of the Company's outstanding letters of credit were to collateralize its insurance program.

Many of the Company's customers require us to post performance and payment bonds issued by a surety. Those bonds guarantee the customer that the Company will perform under the terms of a contract and that it will pay its subcontractors and vendors. In the event that the Company fails to perform under a contract or pay subcontractors and vendors, the customer may demand the surety to pay or perform under the Company's bond. The Company's relationship with its sureties is such that it will indemnify the sureties for any expenses they incur in connection with any of the bonds they issue on the Company's behalf. To date, the Company has not incurred significant expenses to indemnify its sureties for expenses they incurred on the Company's behalf. As of December 31, 2004, the Company's cost to complete projects covered by surety bonds was approximately \$176.9 million and utilized a combination of \$17.7 million in cash and letters of credit totaling \$22.7 million to collateralize its bonding program.

In April 2000, the Company committed to invest up to \$5.0 million in EnerTech Capital Partners II L.P. (EnerTech). EnerTech is a private equity firm specializing in investment opportunities emerging from the deregulation and resulting convergence of the energy, utility and telecommunications industries. Through December 31, 2004, the Company had invested \$3.5 million under the Company's commitment to EnerTech. The carrying value of this EnerTech investment at September 30, 2004 and December 31, 2004 was \$3.0 million and \$3.0 million, respectively. This investment is accounted for on the cost basis of accounting and accordingly, the Company does not record unrealized losses for the EnerTech investment that it believes are temporary in nature. As of December 31, 2004, the unrealized losses related to the Company's share of the EnerTech fund amounted to approximately \$0.8 million, which it believes are temporary in nature. If facts arise that lead the Company to determine that such unrealized losses are not temporary, the Company will write down the investment in EnerTech through a charge to other expense during the period of such determination.

## **9. SUBSEQUENT EVENTS**

### *Discontinued Operations*

Subsequent to December 31, 2004, the Company sold substantially all the net assets of three commercial business units for total proceeds of \$7.8 million. These business units were included in the Company's aforementioned plan (see Note 2) to divest certain identified subsidiaries. These business units had combined revenues of \$10.1 million and \$10.8 million and operating losses of \$0.6 million and \$4.4 million for the three months ended December 31, 2003 and 2004, respectively. The results of operations from these three business units are included in the results from discontinued operations in the statement of operations for the three months ended December 31, 2003 and 2004.

#### ITEM 4. CONTROLS AND PROCEDURES

(a) **Disclosure controls and procedures.** An evaluation was performed under the supervision and with the participation of the Company's management, including the CEO and the CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2004. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were not effective, as of December 31, 2004. Based upon that evaluation, the Company took the following steps to improve the functioning of its disclosure controls:

- Changed the reporting relationships of regional controllers, so that they report directly to IES' chief accounting officer and have a direct line of communication to the chief accounting officer and the disclosure committee.
- Conducted further follow up of the investigation of accounting matters related to the identified material weaknesses at the direction and under the supervision of the Audit Committee.
- Provided accounting briefings to subsidiary management to clarify and strengthen management's understanding of the Company's revenue recognition policies and the reporting by subsidiaries of revenue and write-downs on contracts.
- Expanded the form of certification used for subsidiary presidents and controllers so that exceptions are identified to the chief accounting officer and the disclosure committee to permit further review and gathering of information and more timely disclosure.

The conclusion that the Company's disclosure controls and procedures were not effective as of December 31, 2004, was based on the identification of two material weaknesses in internal control in August 2004, for which remediation is still ongoing, and follow up items to the external investigation by special counsel that extended past December 31, 2004.

(b) **Internal Controls.** During the fourth quarter of fiscal 2004, IES conducted an evaluation of the financial results relating to certain projects at one of its subsidiaries. Following the internal investigation, the Company's Audit Committee engaged special counsel to conduct an investigation of those matters. The special investigation has been concluded, and the Company believes that the issues regarding its financial results were not widespread. The issues at one subsidiary related to (1) a series of large contracts accounted for on a percentage of completion basis in which actual costs projected to be incurred exceeded the original projected costs, but appropriate adjustments were not reflected, (2) general and administrative costs recorded to a particular contract that did not relate to that contract and (3) the recognition of revenue related to the recording of incorrect margin on a particular long-term contract. The issues at another subsidiary related to incorrectly recorded revenues attributable to a large project that were not detected as part of the Company's normal closing process. The aggregate amount of the issues at these two subsidiaries is approximately \$5.7 million.

As a result of the above matters, the independent auditors of IES advised the Company that they would not be able to complete their procedures in accordance with AU 722, "Interim Financial Information," on the Company's third quarter results. They advised IES that until the audit of its fiscal year 2004 financial statements was completed, they would be unable to complete their procedures in accordance with AU 722 on third quarter results. The reasons for the delay were the two material weaknesses identified by the independent auditors as described below and concerns that the size of the adjustments taken for the items identified above, coupled with any other adjustments that may have been identified in the course of the audit, could have resulted in a requirement to restate prior periods.

In response to the issues identified above, by letter dated August 12, 2004, Ernst & Young, IES' independent auditors, issued a letter to IES advising the Company that they had identified two deficiencies in the design of internal controls that are material weaknesses:

- First, at one subsidiary, certain administrative costs were inappropriately recorded as additional contract costs on a large cost-plus contract, which resulted in the deferral of expenses and overstatement of revenues for the first quarter of fiscal 2002. Additionally, the subsidiary recorded margin on that same contract of up to 8% when the contract only allowed for costs plus a maximum of 6%.
- Second, the Company recorded an additional \$4.3 million in adjustments to contract cost, reversal of revenue and other issues. The auditors concluded that the Company's lack of timely updating of estimated costs to complete contracts and lack of monitoring revenue recognition policies was a deficiency and material weakness.

To address the issues described above, IES' management made the policy, training, controls and organizational changes described below:

- IES is reviewing its internal controls by to improve the functioning of internal controls and address the potential deficiencies and weaknesses.

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- The number of reporting regions was reduced, and a new “rapid response” team was created to step in and assist subsidiaries experiencing difficulties to accelerate corrective measures.
- Implementation of new and significantly expanded training programs for employees responsible for financial reporting.
- The form of certification used for subsidiary presidents and controllers was revised and expanded.
- Reporting relationships were changed so that regional controllers report directly to IES’ chief accounting officer and have a direct line of communication to the chief accounting officer.
- A centralized accounting system has been implemented at 90 percent of the Company’s subsidiaries as of December 2004. This accounting system permits remote access and increased oversight of the accounting records at each subsidiary location. The increased automation of the revenue reporting process has strengthened the Company’s internal controls.
- IES is in the process of implementing policies to require additional support in narrative or other form to document probable collection of larger aged accounts receivable. Under the revised policy, evidence required to recognize revenue will be a written or oral change order or notice to proceed.
- IES is in the process of clarifying and improving its accounting policies, including its policies regarding revenue recognition, ethics compliance and contract documentation, and providing the policies in language and format that are more readily usable.
- IES increased its regional and corporate monitoring procedures including consolidated five quarter fade reviews, troubled contract reviews, revenues at risk analysis and increased involvement from regional and corporate accounting in significant judgments.
- IES will continue to leverage the capabilities of its Forefront reporting system, improve the documentation of the cost to complete calculation and formalize the process for monthly work in process review meetings.

At December 31, 2004, the Company does not believe that the material weakness relating to the timely updating of estimated costs to complete contracts has been remediated. The company expects that further training, process improvement, and monitoring of compliance with the Company’s revenue recognition policies is required to fully remediate this material weakness. The Company’s auditors concur that these steps are required to fully remediate the material weakness and include their suggestions. IES believes these changes allow it to better enforce controls and detect potential issues more quickly in the future.

### **ITEM 6. EXHIBITS**

- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Herbert R. Allen, Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of David A. Miller, Chief Financial Officer
- 32.1 Section 1350 Certification of Herbert R. Allen, Chief Executive Officer
- 32.2 Section 1350 Certification of David A. Miller, Chief Financial Officer

**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**

**SIGNATURES**

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, who has signed this report on behalf of the Registrant and as the principal financial officer of the Registrant.

INTEGRATED ELECTRICAL SERVICES, INC.

Date: February 15, 2005

By: \_\_\_\_\_ /s/ DAVID A. MILLER

**David A. Miller**  
**Senior Vice President**  
**and Chief Financial Officer**

## CERTIFICATION

I, Herbert R. Allen, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Integrated Electrical Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 15, 2005

/s/ HERBERT R. ALLEN

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Herbert R. Allen  
Chief Executive Officer

## CERTIFICATION

I, David A. Miller, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Integrated Electrical Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 15, 2005

/s/ DAVID A. MILLER

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David A. Miller  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Integrated Electrical Services, Inc. (the "Company") on Form 10-Q/A for the period ending December 31, 2004 (the "Report"), I, Herbert R. Allen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ HERBERT R. ALLEN

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Herbert R. Allen  
Chief Executive Officer

February 15, 2005



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Integrated Electrical Services, Inc. (the "Company") on Form 10-Q/A for the period ending December 31, 2004 (the "Report"), I, David A. Miller, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ DAVID A. MILLER

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David A. Miller  
Chief Financial Officer

February 15, 2005