UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(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, 2009

OR

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

For the transition period from to

Commission file number: 1-13011

COMFORT SYSTEMS USA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	**76-0526487**
(State or other jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

777 Post Oak Boulevard
Suite 500
Houston, Texas 77056
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(713) 830-9600**

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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer o Accelerated filer ☒ Non-accelerated filer o

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

The number of shares outstanding of the issuer's common stock, as of July 28, 2009 was 38,342,230.

COMFORT SYSTEMS USA, INC.
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FOR THE QUARTER ENDED JUNE 30, 2009

COMFORT SYSTEMS USA, INC.

CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share Amounts)

	December 31, 2008	June 30, 2009 (Unaudited)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 117,015	$ 120,415
Accounts receivable, less allowance for doubtful accounts of $5,250 and $6,554, respectively	266,602	257,077
Other receivables	6,156	5,806
Inventories	11,350	10,179
Prepaid expenses and other	23,399	27,251
Costs and estimated earnings in excess of billings	19,123	16,321
Assets related to discontinued operations	1,544	438
Total current assets	445,189	437,487
PROPERTY, PLANT AND EQUIPMENT, net	35,650	35,000
GOODWILL	90,940	95,666
IDENTIFIABLE INTANGIBLE ASSETS, net	16,281	14,551
MARKETABLE SECURITIES	8,423	6,534
OTHER NONCURRENT ASSETS	2,009	1,536
Total assets	$ 598,492	$ 590,774
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	$ —	$ —
Current maturities of notes to former owners	1,336	1,018
Accounts payable	98,190	84,972
Accrued compensation and benefits	46,623	38,075
Billings in excess of costs and estimated earnings	97,505	100,211
Income taxes payable	1,011	1,012
Accrued self-insurance expense	25,360	25,989
Other current liabilities	27,963	29,933
Liabilities related to discontinued operations	397	—
Total current liabilities	298,385	281,210
LONG-TERM DEBT, NET OF CURRENT MATURITIES	—	—
NOTES TO FORMER OWNERS, NET OF CURRENT MATURITIES	9,363	7,972
OTHER LONG-TERM LIABILITIES	4,273	4,996
Total liabilities	312,021	294,178
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, $.01 par, 5,000,000 shares authorized, none issued and outstanding	—	—
Common stock, $.01 par, 102,969,912 shares authorized, 41,123,365 and 41,123,365 shares issued, respectively	411	411
Treasury stock, at cost, 2,453,245 and 2,740,635 shares, respectively	(27,069)	(29,338)
Additional paid-in capital	328,621	325,628
Accumulated other comprehensive income (loss)	(326)	(252)
Retained earnings (deficit)	(15,166)	147
Total stockholders' equity	286,471	296,596
Total liabilities and stockholders' equity	$ 598,492	$ 590,774

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

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
REVENUES	$ 353,349	$ 300,349	$ 647,157	$ 580,623
COST OF SERVICES	285,937	242,028	526,773	467,149
Gross profit	67,412	58,321	120,384	113,474
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	43,000	41,276	83,319	84,462
(GAIN) LOSS ON SALE OF ASSETS	(97)	5	(128)	3
Operating income	24,509	17,040	37,193	29,009
OTHER INCOME (EXPENSE):				
Interest income	547	148	1,484	375
Interest expense	(410)	(308)	(668)	(645)
Other	52	9	158	2
Other income (expense)	189	(151)	974	(268)
INCOME BEFORE INCOME TAXES	24,698	16,889	38,167	28,741
INCOME TAX EXPENSE	9,529	6,491	14,820	11,221
INCOME FROM CONTINUING OPERATIONS	15,169	10,398	23,347	17,520
DISCONTINUED OPERATIONS:				
Operating income (loss), net of income tax (expense) benefit of $(39), $60, $(100), and $133	24	(207)	87	(387)
Estimated loss on disposition, net of tax of $—, $—, $—, and $—	—	(93)	—	(93)
NET INCOME	$ 15,193	$ 10,098	$ 23,434	$ 17,040
INCOME PER SHARE:				
Basic—				
Income from continuing operations	$ 0.38	$ 0.27	$ 0.59	$ 0.46
Discontinued operations—				
Income (loss) from operations	—	(0.01)	—	(0.01)
Estimated loss on disposition	—	—	—	—
Net income	$ 0.38	$ 0.26	$ 0.59	$ 0.45
Diluted—				
Income from continuing operations	$ 0.38	$ 0.27	$ 0.58	$ 0.45
Discontinued operations—				
Income (loss) from operations	—	(0.01)	—	(0.01)
Estimated loss on disposition	—	—	—	—
Net income	$ 0.38	$ 0.26	$ 0.58	$ 0.44
SHARES USED IN COMPUTING INCOME PER SHARE:				
Basic	39,634	38,136	39,737	38,207
Diluted	40,359	38,533	40,422	38,610
DIVIDENDS PER SHARE	$ 0.045	$ 0.045	$ 0.090	$ 0.090

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

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In Thousands, Except Share Amounts)

		Stockholders' Equity							
	Comprehensive Income	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Total Stockholders' Equity
BALANCE AT DECEMBER 31, 2007		41,123,365	$ 411	(781,415)	$ (9,973)	$ 336,996	$ —	$ (64,856)	$ 262,578
Comprehensive Income:									
Net income	$ 49,690	—	—	—	—	—	—	49,690	49,690
Unrealized loss on marketable securities, net of tax	(326)	—	—	—	—	—	(326)	—	(326)
Comprehensive Income	$ 49,364	—	—	—	—	—	—	—	—
Issuance of Stock:									
Issuance of shares for options exercised including tax benefit		—	—	514,658	6,566	(2,789)	—	—	3,777
Issuance of restricted stock		—	—	201,309	2,485	(2,485)	—	—	—
Shares received in lieu of tax withholding payment on vested restricted stock		—	—	(39,100)	(513)	—	—	—	(513)
Stock-based compensation expense		—	—	—	—	3,851		—	3,851
Forfeiture of unvested restricted stock		—	—	(8,288)	(93)	93	—		
Tax benefit from vesting of restricted stock		—	—	—	—	89	—	—	89
Dividends		—	—	—	—	(7,134)	—	—	(7,134)
Share repurchase		—	—	(2,340,409)	(25,541)	—	—	—	(25,541)
BALANCE AT DECEMBER 31, 2008		41,123,365	411	(2,453,245)	(27,069)	328,621	(326)	(15,166)	286,471
Comprehensive Income:									
Net income (unaudited)	$ 17,040	—	—	—	—	—	—	17,040	17,040
Unrealized income on marketable securities, net of tax (unaudited)	74	—	—	—	—	—	74	—	74
Comprehensive Income (unaudited)	$ 17,114								
Issuance of Stock:									
Issuance of shares for options exercised including tax benefit (unaudited)		—	—	124,450	1,346	(730)	—	—	616
Issuance of restricted stock (unaudited)		—	—	241,857	2,652	(2,652)	—	—	—
Shares received in lieu of tax withholding payment on vested restricted stock (unaudited)		—	—	(45,559)	(456)	—	—	—	(456)
Stock-based compensation expense (unaudited)		—	—	—	—	2,062	—	—	2,062
Forfeiture of unvested restricted stock (unaudited)		—	—	(7,038)	(76)	76	—	—	—
Tax benefit from vesting of restricted stock (unaudited)		—	—	—	—	(14)	—	—	(14)
Dividends (unaudited)		—	—	—	—	(1,735)	—	(1,727)	(3,462)
Share repurchase (unaudited)		—	—	(601,100)	(5,735)	—	—	—	(5,735)
BALANCE AT JUNE 30, 2009 (unaudited)		41,123,365	$ 411	(2,740,635)	$(29,338)	$ 325,628	$ (252)	$ 147	$ 296,596

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

COMFORT SYSTEMS USA, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

	Three Months Ended June 30, 2008	Three Months Ended June 30, 2009	Six Months Ended June 30, 2008	Six Months Ended June 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income	$ 15,193	$ 10,098	$ 23,434	$ 17,040
Adjustments to reconcile net income to net cash provided by operating activities—				
Estimated loss on disposition of discontinued operations	—	93	—	93
Amortization of identifiable intangible assets	1,135	959	1,843	1,802
Depreciation expense	2,206	2,381	4,038	4,816
Bad debt expense	297	1,722	376	2,110
Deferred tax (benefit) expense	(19)	(1,793)	279	(2,047)
Amortization of debt financing costs	27	27	54	54
(Gain) loss on sale of assets	(103)	6	(133)	4
Stock-based compensation expense	1,441	778	2,080	2,062
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures—				
(Increase) decrease in—				
Receivables	(25,030)	(11,935)	(18,726)	7,870
Inventories	(737)	401	(763)	1,131
Prepaid expenses and other current assets	5,830	(733)	2,591	(1,100)
Costs and estimated earnings in excess of billings	(3,319)	1,189	(6,282)	2,799
Other noncurrent assets	(1,204)	(60)	1,191	(34)
Increase (decrease) in—				
Accounts payable and accrued liabilities	25,018	8,192	7,981	(18,865)
Billings in excess of costs and estimated earnings	7,209	12,173	7,548	2,735
Other long-term liabilities	(885)	386	502	(519)
Net cash provided by operating activities	27,059	23,884	26,013	19,951
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchases of property, plant and equipment	(4,253)	(2,662)	(7,005)	(4,434)
Proceeds from sales of property and equipment	37	99	117	174
Proceeds from businesses sold	6	44	116	306
Sale of marketable securities	7,575	1,000	7,575	2,000
Purchases of marketable securities	—	—	(18,525)	—
Cash paid for acquisitions and intangible assets, net of cash acquired	(4,667)	(3,849)	(27,885)	(3,849)
Net cash used in investing activities	(1,302)	(5,368)	(45,607)	(5,803)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net borrowings on revolving line of credit	—	—	—	—
Payments on other long-term debt	(5,233)	(667)	(5,233)	(1,709)
Payments of dividends to shareholders	(1,798)	(1,718)	(3,601)	(3,453)
Share repurchase program and shares received in lieu of tax withholding	(6,414)	(4,211)	(10,255)	(6,191)
Excess tax benefit of stock-based compensation	93	72	89	154
Proceeds from exercise of options	467	274	471	451
Net cash used in financing activities	(12,885)	(6,250)	(18,529)	(10,748)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	12,872	12,266	(38,123)	3,400
CASH AND CASH EQUIVALENTS, beginning of period— continuing and discontinued operations	88,636	108,149	139,631	117,015
CASH AND CASH EQUIVALENTS, end of period— continuing and discontinued operations	$ 101,508	$ 120,415	$ 101,508	$ 120,415

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

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2009

(Unaudited)

1. Business and Organization

Comfort Systems USA, Inc., a Delaware corporation, provides comprehensive heating, ventilation and air conditioning ("HVAC") installation, maintenance, repair and replacement services within the mechanical services industry. We operate primarily in the commercial, industrial and institutional HVAC markets, and perform most of our services within office buildings, retail centers, apartment complexes, manufacturing plants, and healthcare, education and government facilities. In addition to standard HVAC services, we provide specialized applications such as building automation control systems, fire protection, process cooling, electronic monitoring and process piping. Certain locations also perform related activities such as electrical service and plumbing. Approximately 55% of our consolidated 2009 revenues are attributable to installation of systems in newly constructed facilities, with the remaining 45% attributable to maintenance, repair and replacement services. The following service activities account for our consolidated 2009 revenues: HVAC 77%, plumbing 15%, building automation control systems 3%, and other 5%. These service activities are within the mechanical services industry which is the single industry segment we serve.

2. Summary of Significant Accounting Policies

Basis of Presentation

These interim statements should be read in conjunction with the historical Consolidated Financial Statements and related notes of Comfort Systems included in the Annual Report on Form 10-K as filed with the Securities and Exchange Commission ("SEC") for the year ended December 31, 2008 (the "Form 10-K").

There were no significant changes in accounting policies of the company during the current period. For a description of the significant accounting policies of the company, refer to Note 2 of Notes to Consolidated Financial Statements of Comfort Systems in the Form 10-K.

The accompanying unaudited consolidated financial statements were prepared using generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and applicable rules of Regulation S-X of the SEC. Accordingly, these financial statements do not include all the footnotes required by generally accepted accounting principles for complete financial statements, and should be read in conjunction with the Form 10-K. We believe all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature. The results of operations for interim periods are not necessarily indicative of the results for the full fiscal year.

Cash Flow Information

We consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Cash paid for interest for continuing operations for the three months ended June 30, 2008 and 2009 was approximately $0.4 million and $0.2 million, respectively. There was no cash paid for interest for discontinued operations for the three and six months ended June 30, 2008 and 2009. Cash paid for income taxes for continuing operations for the three months ended June 30, 2008 and 2009 was

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

2. Summary of Significant Accounting Policies (Continued)

approximately $9.4 million and $11.0 million, respectively. Cash paid for income taxes for discontinued operations for both the three months ended June 30, 2008 and 2009 was less than approximately $0.1 million. Cash paid for interest for both the six months ended June 30, 2008 and 2009 was approximately $0.5 million. Cash paid for income taxes for continuing operations the six months ended June 30, 2008 and 2009 was approximately $10.1 million and $12.7 million, respectively. Cash paid for income taxes for discontinued operations for both the six months ended June 30, 2008 and 2009 was less than approximately $0.1 million.

Segment Disclosure

Our activities are within the mechanical services industry which is the single industry segment we serve. Under Statement 131, "Disclosures About Segments of an Enterprise and Related Information," each operating subsidiary represents an operating segment and these segments have been aggregated, as the operating units meet all of Statement 131's aggregation criteria.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, revenues and expenses and disclosures regarding contingent assets and liabilities. Actual results could differ from those estimates. The most significant estimates used in our financial statements affect revenue and cost recognition for construction contracts, the allowance for doubtful accounts, self-insurance accruals, deferred tax assets, warranty accruals, and the quantification of fair value for reporting units in connection with our goodwill impairment testing.

Income Taxes

We file a consolidated return for federal income tax purposes. Income taxes are provided for under the liability method in accordance with Statement of Financial Standards No. 109, "Accounting for Income Taxes," which takes into account differences between financial statement treatment and tax treatment of certain transactions. Deferred tax assets represent the tax effect of activity that has been reflected in the financial statements but which will not be deductible for tax purposes until future periods. Deferred tax liabilities represent the tax effect of activity that has been reflected in the financial statements but which will not be taxable until future periods.

We regularly evaluate valuation allowances established for deferred tax assets for which future realization is uncertain each quarter. Estimations of required valuation allowances include estimates of future taxable income. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the activity underlying these assets becomes deductible. We consider projected future taxable income and tax planning strategies in making this assessment. If actual future taxable income is less than the estimates, we may not realize all or a portion of the recorded deferred tax assets.

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

2. Summary of Significant Accounting Policies (Continued)

Financial Instruments

Our financial instruments consist of cash and cash equivalents, marketable securities, accounts receivable, other receivables, accounts payable, notes to former owners and a revolving credit facility. We believe that the carrying values of these instruments on the accompanying balance sheets approximate their fair values.

We consider our marketable securities as available-for-sale as defined in Statement 115, "Accounting for Certain Investments in Debt and Equity Securities" ("Statement 115"). These investments are recorded at fair value and are classified as marketable securities in the accompanying consolidated balance sheet as of June 30, 2009. The changes in fair values, net of applicable taxes, are recorded as unrealized gains (losses) as a component of accumulated other comprehensive income (loss) in stockholders' equity.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements" ("Statement 157"), effective for fiscal years beginning after November 15, 2007. Statement 157 provides guidance for using fair value to measure assets and liabilities. The statement applies whenever other standards require (or permit) assets or liabilities to be measured at fair value. The statement does not expand the use of fair value in any new circumstances. On February 12, 2008, the FASB issued FASB Staff Position No. 157-2, "Effective Date of FASB Statement No. 157" ("FSP 157-2") that amends Statement 157 to delay the effective date for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. FSP 157-2 defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008. We adopted Statement 157 on January 1, 2008 for financial assets and liabilities measured on a recurring basis. We adopted FSP 157- 2 on January 1, 2009 for financial assets and liabilities measured on a nonrecurring basis. There was no impact upon adoption of Statement 157 or FSP 157-2 on the consolidated financial statements; however, we were required to provide additional disclosure regarding marketable securities, goodwill and intangible assets.

In December 2007, the FASB issued Statement 141R (revised 2007), "Business Combinations," ("Statement 141R") which establishes principles for how the acquirer recognizes and measures in the financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. This statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. Statement 141R was effective for us beginning January 1, 2009. The portions of the statement that relate to business combinations completed before the effective date will not have and are not expected to have a material impact on our consolidated financial statements. However, our adoption of Statement 141R will significantly impact our accounting and reporting for future acquisitions, principally as a result of: (i) expanded requirements to value acquired assets, liabilities and contingencies at their fair values; and (ii) the requirement that acquisition-related transaction and

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

2. Summary of Significant Accounting Policies (Continued)

restructuring costs be expensed as incurred rather than capitalized as a part of the cost of the acquisition.

In June 2008, the FASB issued FSP Emerging Issues Task Force (EITF) 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities." This FSP provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are participating securities and shall be included in the computation of both basic and diluted earnings per share. We adopted this FSP on January 1, 2009. There was no significant impact upon adoption of this FSP.

In May 2009, the FASB issued Statement No. 165, "Subsequent Events" ("Statement 165"). Statement 165 requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date. Statement 165 is effective for interim or annual financial periods ending after June 15, 2009 and was adopted by the Company in the second quarter of 2009. There was no significant impact upon the adoption of this Statement 165.

Reclassifications

Certain reclassifications have been made in prior period financial statements to conform to current period presentation. These reclassifications have not resulted in any changes to previously reported net income for any periods.

Subsequent Events

The Company has evaluated subsequent events through the time of filing these financial statements with the SEC on July 30, 2009.

3. Fair Value Measurements

Statement 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

- Level 1—defined as observable inputs such as quoted prices in active markets;
- Level 2—defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3—defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

3. Fair Value Measurements (Continued)

The assets measured at fair value on a recurring basis subject to the disclosure requirements of Statement 157 as of June 30, 2009 are as follows (in thousands):

		Fair Value Measurements at Reporting Date Using		
	Balance, June 30, 2009	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 120,415	$ 120,415	$ —	$ —
Auction rate securities	$ 7,534	$ —	$ 925	$ 6,609

Cash and cash equivalents consist primarily of highly rated money market funds at a variety of well-known institutions with original maturities of three months or less. The original cost of these assets approximates fair value due to their short term maturity.

As of June 30, 2009, our marketable securities consisted of $7.5 million of auction rate securities, which are variable rate debt instruments, having long-term maturities (with final maturities up to October 2034), but whose interest rates are designed to reset through an auction process, at intervals ranging from seven to 35 days. We had investments in marketable securities of $9.4 million as of December 31, 2008. All of our auction rate securities are high quality municipal obligations which have high investment grade ratings or otherwise are backed by high investment grade rated insurance agencies. During the first six months of 2009, we sold $2.0 million of these auction rate securities at face value. During July 2009, we were informed that an additional $1.0 million will be sold during the third quarter of 2009; this is included in "Prepaid Expenses and Other" in our consolidated balance sheet. The remaining $6.5 million has been classified as a noncurrent asset on the consolidated balance sheet as we have the intent and ability to hold these securities until the market for auction rate securities stabilizes or until the issuer refinances the underlying security.

The auction events for some of these instruments failed during 2008 due to events in the credit markets. As a result of the temporary declines in fair value for our auction rate securities, which we attribute to liquidity issues rather than credit issues, we recorded an unrealized loss of $0.3 million, net of tax of less than $0.1 million, to accumulated other comprehensive income (loss) as of June 30, 2009. Our analysis of the fair values of these securities considered, among other items, the creditworthiness of the counterparty, the timing of expected future cash flows, and the possibility that a discount may be required if we choose to sell the securities in the absence of a successful auction. These securities were also compared, when possible, to other observable market data with similar characteristics.

As of June 30, 2009 we continue to collect interest when due on all of our auction rate securities. Any future fluctuation in fair value related to these instruments that we deem to be temporary, including any recoveries of previous write-downs, would be recorded to accumulated other comprehensive income (loss). If we determine that any future valuation adjustment was other than temporary, we would record a charge to earnings as appropriate.

We measure certain assets, including our goodwill and intangible assets at a fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be other-than-

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

3. Fair Value Measurements (Continued)

temporarily impaired. During the six months ended June 30, 2009, we did not recognize any other-than-temporary impairments on those assets required to be measured at fair value on a nonrecurring basis.

4. Acquisitions

We completed various acquisitions in 2008 which were not material individually or in the aggregate. Additional contingent purchase price ("earn-out") has been and will be paid if certain acquisitions achieve predetermined profitability targets. The total purchase price for these acquisitions was $68.9 million, including $4.7 million in earn-outs that were recorded during the first half of 2009. There were no acquisitions in the first half of 2009. Our consolidated balance sheets include preliminary allocations of the purchase price to the assets acquired and liabilities assumed based on estimates of fair value, pending completion of final valuation and purchase price adjustments. The results of operations of these acquisitions are included in our consolidated financial statements from their respective acquisition dates.

5. Discontinued Operations

We sold a small operating company in June 2009. This company's after-tax income of $0.1 million for the first six months of 2008 and after-tax loss of $0.4 million for the first six months of 2009 have been reported in discontinued operations under "Operating income (loss), net of income tax (expense) benefit." We recorded a loss on the sale of this company of $0.1 million in the second quarter of 2009. This loss has been reported in discontinued operations under "Estimated loss on disposition, net tax."

Our consolidated statements of operations and the related earnings per share amounts have been restated to reflect the effects of this discontinued operation. No interest expense was allocated to this discontinued operation.

Revenues and pretax income (loss) related to this company in 2008 and 2009 were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
Revenues	$ 1,748	$ 779	$3,645	$1,795
Pre-tax income (loss)	$ 63	$ (267)	$ 187	$ (520)

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

6. Long-Term Debt Obligations

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

	December 31, 2008	June 30, 2009
Revolving credit facility	$ —	$ —
Notes to former owners	10,699	8,990
Total debt	10,699	8,990
Less—current maturities of notes to former owners	1,336	1,018
Total long-term portion of debt	$ 9,363	$ 7,972

We have a $100.0 million senior credit facility (the "Facility") provided by a syndicate of banks which is available for borrowings and letters of credit. The Facility expires in February 2012 and is secured by the capital stock of our current and future subsidiaries. As of June 30, 2009 the total of the Facility was $100.0 million, with no outstanding borrowings, $43.1 million in letters of credit outstanding, and $56.9 million of credit available.

We have a choice of two interest rate options for borrowings under the Facility; these rates are floating rates determined by the broad financial markets, meaning they can and do move up and down from time to time. We estimate that the interest rate applicable to the borrowings under the Facility would be approximately 1.6% as of June 30, 2009. Commitment fees are payable on the portion of the revolving loan capacity not in use for borrowings or letters of credit at any given time. These fees range from 0.20%-0.30% per annum, based on the ratio of debt to Credit Facility Adjusted EBITDA, as defined in the credit agreement.

The Facility contains financial covenants defining various financial measures and the levels of these measures with which we must comply. The Facility's principal financial covenants include:

Leverage Ratio—The Facility requires that the ratio of our total indebtedness less cash and cash equivalents to our Credit Facility Adjusted EBITDA not exceed 2.50. The leverage ratio as of June 30, 2009 was 0.11.

Fixed Charge Coverage Ratio—The Facility requires that the ratio of Credit Facility Adjusted EBITDA, less non-financed capital expenditures, tax provision, dividends and amounts used to repurchase stock to the sum of interest expense and scheduled principal payments be at least 1.50. Capital expenditures, tax provision, dividends and stock repurchase payments are defined under the Facility for purposes of this covenant to be amounts for the four quarters ending as of any given quarterly covenant compliance measurement date. The calculation of the fixed charge coverage ratio excludes acquisitions, stock repurchases and the payment of cash dividends, at any time that the Leverage Ratio does not exceed 1.0. The fixed charge coverage ratio as of June 30, 2009 was 19.95.

Other Restrictions—The Facility permits acquisitions of up to $25.0 million per transaction, or $50.0 million in the aggregate. However, these limitations only apply when the Leverage Ratio is greater than 1.0.

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

6. Long-Term Debt Obligations (Continued)

While the Facility's financial covenants do not specifically govern capacity under the Facility, if our debt level under the Facility at a quarter-end covenant compliance measurement date were to cause us to violate the Facility's debt-to-Credit Facility Adjusted EBITDA covenant, our borrowing capacity under the Facility and the favorable terms that we currently enjoy could be negatively impacted by the lenders.

We are in compliance with all the financial covenants as of June 30, 2009.

Notes to Former Owners

We issued subordinated notes to the former owners of acquired companies, as part of the consideration used to acquire these companies. These notes had an outstanding balance of $9.0 million as of June 30, 2009, of which $1.0 million is current as of June 30, 2009 and bear interest, payable annually, at a weighted average interest rate of 5.8%.

7. Commitments and Contingencies

Claims and Lawsuits

We are subject to certain legal and regulatory claims, including lawsuits arising in the normal course of business. We maintain various insurance coverages to minimize financial risk associated with these claims. We have estimated and provided accruals for probable losses and related legal fees associated with certain of its litigation in the accompanying consolidated financial statements. While we cannot predict the outcome of these proceedings, in management's opinion and based on reports of counsel, any liability arising from these matters individually and in the aggregate will not have a material effect on our operating results or financial condition, after giving effect to provisions already recorded.

In addition to the matters described above, we have accrued $5.7 million as of June 30, 2009 for potential and asserted backcharges from several customers of our large multi-family operation based in Texas. The related expense was included in "Cost of Services" prior to 2009 and the accrual is included in "Other Current Liabilities." We believe these accruals reflect a probable outcome with respect to such backcharges and potential backcharges, however, if we are not successful in resolving these disputes, we may in the future experience a material adverse effect on our operating results.

The following table shows the remaining backcharges as of June 30, 2009 (in thousands):

Balance at December 31, 2008	$5,838
Additions	—
Utilization	(169)
Balance at June 30, 2009	$5,669

Surety

Many customers, particularly in connection with new construction, require us to post performance and payment bonds issued by a financial institution known as a surety. If we fail to perform under the

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

7. Commitments and Contingencies (Continued)

terms of a contract or to pay subcontractors and vendors who provided goods or services under a contract, the customer may demand that the surety make payments or provide services under the bond. We must reimburse the surety for any expenses or outlays it incurs. To date, we are not aware of any losses to our sureties in connection with bonds the sureties have posted on our behalf, and do not expect such losses to be incurred in the foreseeable future.

Surety market conditions remain challenging as a result of significant losses incurred by many sureties in recent periods, both in the construction industry as well as in certain larger corporate bankruptcies. As a result, less bonding capacity is available in the market and terms have become more restrictive. Further, under standard terms in the surety market, sureties issue bonds on a project-by-project basis, and can decline to issue bonds at any time. Historically, approximately 25% to 30% of our business has required bonds. While we have strong surety relationships to support our bonding needs, current market conditions as well as changes in the sureties' assessment of our operating and financial risk could cause the sureties to decline to issue bonds for our work. If that were to occur, the alternatives include doing more business that does not require bonds, posting other forms of collateral for project performance such as letters of credit or cash, and seeking bonding capacity from other sureties. We would likely also encounter concerns from customers, suppliers and other market participants as to our creditworthiness. While we believe our general operating and financial characteristics, including a significant amount of cash on our balance sheet, would enable us to ultimately respond effectively to an interruption in the availability of bonding capacity, such an interruption would likely cause our revenues and profits to decline in the near term.

Self-Insurance

We are substantially self-insured for worker's compensation, employer's liability, auto liability, general liability and employee group health claims, in view of the relatively high per-incident deductibles we absorb under our insurance arrangements for these risks. Losses up to deductible amounts are estimated and accrued based upon known facts, historical trends and industry averages. Loss estimates associated with the larger and longer-developing risks, such as worker's compensation, auto liability and general liability, are reviewed by a third-party actuary quarterly. Our self-insurance arrangements currently are as follows:

Worker's Compensation—The per-incident deductible for worker's compensation is $500,000. Losses above $500,000 are determined by statutory rules on a state-by-state basis, and are fully covered by excess worker's compensation insurance.

Employer's Liability—For employer's liability, the per incident deductible is $500,000. We are fully insured for the next $500,000 of each loss, then have a single, aggregate excess loss insurance policy that covers losses up to $50 million across both these risk areas (as well as general liability and auto liability noted below).

General Liability—For general liability, the per incident deductible is $500,000. We are fully insured for the next $500,000 of each loss, then have a single, aggregate excess loss insurance policy that covers losses up to $50 million across both these risk areas (as well as employer's liability and auto liability noted below).

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

7. Commitments and Contingencies (Continued)

Auto Liability—For auto liability, the per incident deductible is $500,000. We are fully insured for the next $1.5 million of each loss, then have a single, aggregate excess loss insurance policy that covers losses up to $50 million.

Employee Medical—We have two medical plans. The deductible for employee group health claim is $300,000 per person, per policy (calendar) year for one plan and $150,000 per person, per policy (calendar) year for the other plan. Insurance then covers any responsibility for medical claims in excess of the deductible amount.

Our $50 million of aggregate excess loss coverage above applicable per-incident deductibles represents one policy limit that applies to all lines of risk; we do not have a separate $50 million of excess loss coverage for each of general liability, employer's liability and auto liability.

8. Stockholders' Equity

Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted EPS is computed considering the dilutive effect of stock options and contingently issuable restricted stock.

There were approximately 2,000 options and 0.6 million of anti-dilutive stock options that were excluded from the calculation of diluted EPS for the three months ended June 30, 2008 and 2009, respectively. There were approximately 0.2 million and 0.6 million of anti-dilutive stock options that were excluded from the calculation of diluted EPS for the six months ended June 30, 2008 and 2009, respectively.

The following table reconciles the number of shares outstanding with the number of shares used in computing basic and diluted earnings per share for each of the periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
Common shares outstanding, end of period(a)	41,123	38,006	41,123	38,006
Effect of using weighted average common shares outstanding	(1,489)	130	(1,386)	201
Shares used in computing earnings per share—basic	39,634	38,136	39,737	38,207
Effect of shares issuable under stock option plans based on the treasury stock method	657	383	642	395
Effect of contingently issuable restricted stock	68	14	43	8
Shares used in computing earnings per share—diluted	40,359	38,533	40,422	38,610

(a) Excludes 0.3 million and 0.4 million shares of unvested contingently issuable restricted stock outstanding as of June 30, 2008 and 2009, respectively.

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2009

(Unaudited)

8. Stockholders' Equity (Continued)

Share Repurchase Program

On March 29, 2007, our Board of Directors (the "Board") approved a stock repurchase program to acquire up to one million shares of our outstanding common stock. As of December 31, 2008, the Board approved extensions of the program to cover an additional 2.9 million shares. During the first quarter of 2009, the Board approved an extension of the program to cover an additional 0.5 million shares. Since the inception of the repurchase program, the Board has approved 4.4 million shares to be repurchased.

The share repurchases will be made from time to time at our discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Board may modify, suspend, extend or terminate the program at any time. We repurchased 601,100 shares during the six months ended June 30, 2009, at an average price of $9.54 per share. Since the inception of the program in 2007, we have repurchased a cumulative total of 3.8 million shares as of June 30, 2009, at an average price of $11.14 per share.

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

The following discussion should be read in conjunction with our historical Consolidated Financial Statements and related notes thereto included elsewhere in this Form 10-Q and the Annual Report on Form 10-K as filed with the Securities and Exchange Commission for the year ended December 31, 2008 (the "Form 10-K"). This discussion contains "forward-looking statements" regarding our business and industry within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on our current plans and expectations and involve risks and uncertainties that could cause our actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual results to differ include risks set forth in "Item 1A. Company Risk Factors" included in our Form 10-K. The terms "Comfort Systems," "we," "us," or "the Company," refer to Comfort Systems USA, Inc. or Comfort Systems USA, Inc. and its consolidated subsidiaries, as appropriate in the context.

Introduction and Overview

We are a national provider of comprehensive HVAC installation, maintenance, repair and replacement services within the mechanical services industry. The services we provide address a very broad need, as air is circulated through almost all commercial, industrial and institutional buildings virtually year-round. We operate primarily in the commercial, industrial and institutional HVAC markets and perform most of our services within office buildings, retail centers, apartment complexes, manufacturing plants, and healthcare, education and government facilities. In addition to standard HVAC services, we provide specialized applications such as building automation control systems, fire protection, process cooling, electronic monitoring and process piping. Certain locations also perform related activities such as electrical service and plumbing.

Nature and Economics of Our Business

Approximately 86% of our revenues are earned on a project basis for installation of HVAC systems in newly constructed facilities or for replacement of HVAC systems in existing facilities. Customers hire us to ensure such systems deliver specified or generally expected heating, cooling, conditioning and circulation of air in a facility. This entails installing core system equipment such as packaged heating and air conditioning units, or in the case of larger facilities, separate core components such as chillers, boilers, air handlers, and cooling towers. We also typically install connecting and distribution elements such as piping and ducting. Our responsibilities usually require conforming the systems to pre-established engineering drawings and equipment and performance specifications, which we frequently participate in establishing. Our project management responsibilities include staging equipment and materials to project sites, deploying labor to perform the work, and coordinating with other service providers on the project, including any subcontractors we might use to deliver our portion of the work.

When competing for project business, we usually estimate the costs we will incur on a project, then propose a bid to the customer that includes a contract price and other performance and payment terms. Our bid price and terms are intended to cover our estimated costs on the project and provide a profit margin to us commensurate with the value of the installed system to the customer, the risk that project costs or duration will vary from estimate, the schedule on which we will be paid, the opportunities for other work that we might forego by committing capacity to this project, and other costs that we incur more broadly to support our operations but which are not specific to the project. Typically customers will seek bids from competitors for a given project. While the criteria on which customers select the winning bid vary widely and include factors such as quality, technical expertise, on-time performance, post-project support and service, and company history and financial strength, we believe that price is the most influential factor for most customers in choosing an HVAC installation and service provider.

After a customer accepts our bid, we generally enter into a contract with the customer that specifies what we will deliver on the project, what our related responsibilities are, and how much and when we will be paid. Our overall price for the project is typically set at a fixed amount in the contract, although changes in project specifications or work conditions that result in unexpected additional work are usually subject to additional payment from the customer via what are commonly known as change orders. Project contracts typically provide for periodic billings to the customer as we meet progress milestones or incur cost on the project. Project contracts in our industry also frequently allow for a small portion of progress billings or contract price to be withheld by the customer until after we have completed the work, typically for six months. Amounts withheld under this practice are known as retention or retainage.

Labor and overhead costs account for the majority of our cost of service. Accordingly, labor management and utilization have the most impact on our project performance. Given the fixed price nature of much of our project work, if our initial estimate of project costs is wrong or we incur cost overruns that cannot be recovered in change orders, we can experience reduced profits or even significant losses on fixed price project work. We also perform some project work on a cost-plus or a time and materials basis, under which we are paid our costs incurred plus an agreed-upon profit margin. These margins are typically less than fixed-price contract margins because there is less risk of unrecoverable cost overruns in cost-plus or time and materials work.

As of June 30, 2009, we had 4,148 projects in process. Our average project takes six to nine months to complete, with an average contract price of approximately $480,000. Our projects generally require working capital funding of equipment and labor costs. Customer payments on periodic billings generally do not recover these costs until late in the job. Our average project duration together with typical retention terms as discussed above generally allow us to complete the realization of revenue and earnings in cash within one year. We have what we believe is a well-diversified distribution of revenues across end-use sectors that we believe reduces our exposure to negative developments in any given sector. Because of the integral nature of HVAC and related controls systems to most buildings, we have the legal right in almost all cases to attach liens to buildings or related funding sources when we have not been fully paid for installing systems, except with respect to some government buildings. The service work that we do, which is discussed further below, usually does not give rise to lien rights.

We also perform larger HVAC projects. As of June 30, 2009, we had 7 projects in process with a contract price of between $15 and $30 million, 19 projects between $10 million and $15 million, 53 projects between $5 million and $10 million, and 242 projects between $1 million and $5 million. Taken together, projects with contract prices of $1 million or more totaled $1,306.0 million of aggregate contract value as of June 30, 2009, or approximately 66%, out of a total contract value for all projects in progress of $1,990.1 million. Generally, projects closer in size to $1 million will be completed in one year or less. It is unusual for us to work on a project that exceeds two years in length.

In addition to project work, approximately 14% of our revenues represent maintenance and repair service on already-installed HVAC and controls systems. This kind of work usually takes from a few hours to a few days to perform. Prices to the customer are usually based on the equipment and materials used in the service as well as technician labor time. We usually bill the customer for service work when it is complete, typically with payment terms of up to thirty days. We also provide maintenance and repair service under ongoing contracts. Under these contracts, we are paid regular monthly or quarterly amounts and provide specified service based on customer requirements. These agreements typically cover periods ranging from one to three years and are cancelable on 30 to 60 days notice.

A relatively small but growing portion of our revenues comes from national and regional account customers. These customers typically have multiple sites, and contract with us to perform maintenance and repair service. These contracts may also provide for us to perform new or replacement systems installation. We operate a national call center to dispatch technicians to sites requiring service. We perform the majority of this work with our own employees, with the balance being subcontracted to third parties that meet our performance qualifications. We will also typically use proprietary information systems to maintain information on the customer's sites and equipment, including performance and service records, and related cost data. These systems track the status of ongoing service and installation work, and may also monitor system performance data. Under these contractual relationships, we usually provide consolidated billing and credit payment terms to the customer.

Profile and Management of Our Operations

We manage our 41 operating units based on a variety of factors. Financial measures we emphasize include profitability, and use of capital as indicated by cash flow and by other measures of working capital principally involving project cost, billings and receivables. We also monitor selling, general, administrative and indirect project support expense, backlog, workforce size and mix, growth in revenues and profits, variation of actual project cost from original estimate, and overall financial performance in comparison to budget and updated forecasts. Operational factors we emphasize include project selection, estimating, pricing, management and execution practices, labor utilization, safety, training, and the make-up of both existing backlog as well as new business being pursued, in terms of project size, technical application and facility type, end-use customers and industries, and location of the work.

Most of our operations compete on a local or regional basis. Attracting and retaining effective operating unit managers is an important factor in our business, particularly in view of the relative uniqueness of each market and operation, the importance of relationships with customers and other market participants such as architects and consulting engineers, and the high degree of competition and low barriers to entry in most of our markets. Accordingly, we devote considerable attention to operating unit management quality, stability, and contingency planning, including related considerations of compensation, and non-competition protection where applicable.

Economic and Industry Factors

As an HVAC and building controls services provider, we operate in the broader nonresidential construction services industry and are affected by trends in this sector. While we do not have operations in all major cities of the United States, we believe our national presence is sufficiently large that we experience trends in demand for and pricing of our services that are consistent with trends in the national nonresidential construction sector. As a result, we monitor the views of major construction sector forecasters along with macroeconomic factors they believe drive the sector, including trends in gross domestic product, interest rates, business investment, employment, demographics, and the general fiscal condition of federal, state and local governments. Although nonresidential construction activity has demonstrated periods of both significant growth and decline, it has grown at a compound annual rate of approximately 4.2% over the last twenty-five years.

Spending decisions for building construction, renovation and system replacement are generally made on a project basis, usually with some degree of discretion as to when and if projects proceed. With larger amounts of capital, time, and discretion involved, spending decisions are affected to a significant degree by uncertainty, particularly concerns about economic and financial conditions and trends. We have experienced periods of time, when economic weakness caused a significant slowdown in decisions to proceed with installation and replacement project work.

Operating Environment and Management Emphasis

Nonresidential building construction and renovation activity, as reported by the federal government, declined over the three year period of 2001 to 2003 and expanded moderately during 2004 and 2005, and was strong during 2006 and 2007. During the decline and through 2003, we responded to market challenges by pursuing work in sectors less affected by this downturn, such as government, educational, and healthcare facilities, and by establishing marketing initiatives that take advantage of our size and range of expertise. We also responded to declining gross profits over those years by reducing our selling, general, and administrative expenses, and our indirect project and service overhead costs. We believe our efforts in these areas partially offset the decline in our profitability over that period. We have experienced notable improvements in both industry activity as well as our own results since 2004.

As discussed at greater length in "Results of Operations" below, we have seen declining activity levels in our industry since late 2008 and we expect price competition to continue to be strong, as local and regional competitors respond cautiously to changing conditions. We will continue our efforts to find the more active sectors in our markets, and to increase our regional and national account business. Our primary emphasis for 2009 will be on execution and cost control, and on maintaining activity levels that will permit us to earn reasonable profits while preserving our core workforce. We have increased our focus on project qualification, estimating, pricing and management, and on service performance.

As a result of our continued strong emphasis on cash flow, our debt outstanding under our revolving credit facility is zero, and we have substantial uncommitted cash balances, as discussed further in "Liquidity and Capital Resources" below. We have a credit facility in place with considerably less restrictive terms than those of our previous facilities; this facility does not expire until February 2012. We have strong surety relationships to support our bonding needs, and we believe our relationships with the surety markets are positive in light of our strong current results and financial position. We have generated positive free cash flow in each of the last ten calendar years and will continue our emphasis in this area. We believe that the relative size and strength of our balance sheet and surety support as compared to most companies in our industry represent competitive advantages for us.

Critical Accounting Policies

In response to the Commission's Release No. 33-8040, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies," we identified our critical accounting policies based upon the significance of the accounting policy to our overall financial statement presentation, as well as the complexity of the accounting policy and our use of estimates and subjective assessments. We have concluded that our most critical accounting policy is our revenue recognition policy. As discussed elsewhere in this report, our business has two service functions: (i) installation, which we account for under the percentage of completion method, and (ii) maintenance, repair and replacement, which we account for as the services are performed, or in the case of replacement, under the percentage of completion method. In addition, we identified other critical accounting policies related to our allowance for doubtful accounts receivable, the recording of our self-insurance liabilities, valuation of deferred tax assets and the assessment of goodwill impairment. These accounting policies, as well as others, are described in Note 2 to the Consolidated Financial Statements included in our Form 10-K.

Percentage of Completion Method of Accounting

Approximately 86% of our revenues were earned on a project basis and recognized through the percentage of completion method of accounting. Under this method as provided by American Institute of Certified Public Accountants Statement of Position 81-1, "Accounting for Performance of Construction-Type and Certain Production-Type Contracts," contract revenue recognizable at any time during the life of a contract is determined by multiplying expected total contract revenue by the percentage of contract costs incurred at any time to total estimated contract costs. More specifically, as part of the negotiation and bidding process in which we engage in connection with obtaining installation contracts, we estimate our contract costs, which include all direct materials (exclusive of rebates), labor and subcontract costs and indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation costs. These contract costs are included in our results of operations under the caption "Cost of Services." Then, as we perform under those contracts, we measure such costs incurred, compare them to total estimated costs to complete the contract, and recognize a corresponding proportion of contract revenue. Labor costs are considered to be incurred as the work is performed. Subcontract labor is recognized as the work is performed, but is generally subjected to approval as to milestones or other evidence of completion. Non-labor project cost consists of purchased equipment, prefabricated materials and other materials. Purchased equipment on our projects is substantially produced to job specifications and is a value added element to our work. The costs are considered to be incurred when title is transferred to us, which typically is upon delivery to the worksite. Prefabricated materials, such as ductwork and piping, are generally performed at our shops and recognized as contract costs when fabricated for the unique specifications of the job. Other materials cost are not significant and are generally recorded when delivered to the worksite. This measurement and comparison process requires updates to the estimate of total costs to complete the contract, and these updates may include subjective assessments.

Our contracts typically provide for a schedule of billings or invoices to the customer based on reaching agreed-upon milestones or as we incur costs. The schedules for such billings usually do not precisely match the schedule on which we incur costs. As a result, contract revenues recognized in the statement of operations can and usually do differ from amounts that can be billed or invoiced to the customer at any point during the contract. Amounts by which cumulative contract revenues recognized on a contract as of a given date exceed cumulative billings to the customer under the contract are reflected as a current asset in our balance sheet under the caption "Costs and estimated earnings in excess of billings." Amounts by which cumulative billings to the customer under a contract as of a given date exceed cumulative contract revenues recognized on the contract are reflected as a current liability in our balance sheet under the caption "Billings in excess of costs and estimated earnings."

The percentage of completion method of accounting is also affected by changes in job performance, job conditions, and final contract settlements. These factors may result in revisions to estimated costs and, therefore, revenues. Such revisions are frequently based on further estimates and subjective assessments. We recognize these revisions in the period in which they are determined. If such revisions lead us to conclude that we will recognize a loss on a contract, the full amount of the estimated ultimate loss is recognized in the period we reach that conclusion, regardless of the percentage of completion of the contract.

Revisions to project costs and conditions can give rise to change orders under which the customer agrees to pay additional contract price. Revisions can also result in claims we might make against the customer to recover project variances that have not been satisfactorily addressed through change orders with the customer. Except in certain circumstances, we do not recognize revenues or margin based on change orders or claims until they have been agreed upon with the customer. The amount of revenue associated with unapproved change orders and claims is currently immaterial. Variations from estimated project costs could have a significant impact on our operating results, depending on project size, and the recoverability of the variation via additional customer payments.

Accounting for Allowance for Doubtful Accounts

We are required to estimate the collectibility of accounts receivable and provide an allowance for doubtful accounts for receivable amounts we believe we will not ultimately collect. This requires us to make certain judgments and estimates involving, among others, the creditworthiness of the customer, our prior collection history with the customer, ongoing relationships with the customer, the aging of past due balances, our lien rights, if any, in the property where we performed the work, and the availability, if any, of payment bonds applicable to our contract. These estimates are re-evaluated and adjusted as additional information is received.

Accounting for Self-Insurance Liabilities

We are substantially self-insured for worker's compensation, employer's liability, auto liability, general liability and employee group health claims in view of the relatively high per-incident deductibles we absorb under our insurance arrangements for these risks. Losses up to deductible amounts are estimated and accrued based upon known facts, historical trends and industry averages. Loss estimates associated with the larger and longer-developing risks—worker's compensation, auto liability and general liability—are reviewed by a third party actuary quarterly. We believe these accruals are adequate. However, insurance liabilities are difficult to estimate due to unknown factors, including the severity of an injury, the determination of our liability in proportion to other parties, timely reporting of occurrences, ongoing treatment or loss mitigation, general trends in litigation recovery outcomes and the effectiveness of safety and risk management programs. Therefore, if actual experience differs from the assumptions and estimates used for recording the liabilities, adjustments may be required and would be recorded in the period that such experience becomes known.

Accounting for Deferred Tax Assets

We regularly evaluate valuation allowances established for deferred tax assets for which future realization is uncertain. We perform this evaluation quarterly. Estimations of required valuation allowances include estimates of future taxable income. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the activity underlying these assets becomes deductible. We consider projected future taxable income and tax planning strategies in making this assessment. If actual future taxable income differs from our estimates, we may not realize deferred tax assets to the extent we have estimated.

Recoverability of Goodwill and Identifiable Intangible Assets

Goodwill is the excess of purchase cost over the fair value of the net assets of acquired businesses. In accordance with Statement of Financial Accounting Standards ("SFAS") No. 142 "Goodwill and Other Intangibles," ("Statement 142") we do not amortize goodwill. Statement 142 requires us to assess our goodwill asset amounts for impairment each year, and more frequently if circumstances suggest an impairment may have occurred. Impairment must be reflected when the value of a given business unit in excess of its tangible net assets falls below the goodwill asset balance carried for that unit on our books. If other business units have had increases in the value of their respective goodwill balances, such increases may not be recorded under Statement 142. Accordingly, such increases may not be netted against impairments at other business units. The requirements for assessing whether goodwill assets have been impaired involve market-based information. This information, and its use in assessing goodwill, entails some degree of subjective assessment.

We currently perform our annual impairment testing as of October 1 and any impairment charges resulting from this process are reported in the fourth quarter. We segregate our operations into reporting units based on the degree of operating and financial independence of each unit and our related management of them. We perform our annual goodwill impairment testing at the reporting unit level. We have 41 reporting units of which 26 reporting units have a goodwill balance. These reporting units are tested for impairment by comparing each unit's fair value to its carrying value. The fair value of each reporting unit was estimated using a discounted cash flow model combined with market valuation approaches. Significant estimates and assumptions are used in assessing the fair value of reporting units. These estimates and assumptions involved future cash flows, growth rates, discount rates, weighted average cost of capital and estimates of market valuations for each of the reporting units.

Statement 142 also requires that identifiable intangible assets with finite lives be amortized over their useful lives. Changes in strategy and/or market condition, may result in adjustments to recorded intangible asset balances.

Results of Operations (in thousands):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2008	%	2009	%	2008	%	2009	%
Revenues	$353,349	100.0%	$300,349	100.0%	$647,157	100.0%	$580,623	100.0%
Cost of services	285,937	80.9%	242,028	80.6%	526,773	81.4%	467,149	80.5%
Gross profit	67,412	19.1%	58,321	19.4%	120,384	18.6%	113,474	19.5%
Selling, general and administrative expenses	43,000	12.2%	41,276	13.7%	83,319	12.9%	84,462	14.5%
(Gain) loss on sale of assets	(97)	—	5	—	(128)	—	3	—
Operating income	24,509	6.9%	17,040	5.7%	37,193	5.7%	29,009	5.0%
Interest income (expense), net	137	—	(160)	(0.1)%	816	0.1%	(270)	—
Other income	52	—	9	—	158	—	2	—
Income before income taxes	24,698	7.0%	16,889	5.6%	38,167	5.9%	28,741	5.0%
Income tax expense	9,529		6,491		14,820		11,221	
Income from continuing operations	15,169	4.3%	10,398	3.5%	23,347	3.6%	17,520	3.0%
Discontinued operations—								
Operating results, net of tax	24		(207)		87		(387)	
Estimated loss on disposition, net of tax	—		(93)		—		(93)	
Net income	$ 15,193		$ 10,098		$ 23,434		$ 17,040	

Revenues—Revenues decreased $53.0 million, or 15.0% to $300.3 million for the second quarter of 2009 compared to the same period in 2008. Approximately 20.7% of the decrease in revenues related to same store activity offset by 5.7% increase from 2008 acquisitions. The same store revenue decrease stemmed primarily from reduced activity in the nonresidential markets throughout the United States especially in healthcare (approximately $17.7 million) and office buildings (approximately $15.9 million) as well as continued decreases in the multi-family sector (approximately $21.4 million). These decreases were partially offset by increased activity in the religious and not-for-profit sector (approximately $5.1 million). We have seen decreased activity, primarily in our central Arizona operation, resulting from a significant decrease in that market resulting in limited new projects and from the planned downsizing of our large multi-family operation based in Texas.

Revenues for the first six months of 2009 decreased $66.5 million, or 10.3%, to $580.6 million as compared to the same period in 2008. Approximately 15.3% of the decrease in revenues related to same store activity offset by 5.0% increase from 2008 acquisitions. The same store decrease stemmed primarily from decreased activity in the nonresidential markets throughout the United States especially in office buildings (approximately $30.7 million) and healthcare (approximately $22.7million). There has been decreased activity in our multi-family sector (approximately $38.4 million) as a result of our planned downsizing of our large multi-family operation based in Texas. We have seen decreased activity, primarily in our central Arizona and Alabama operations resulting from the closeout of several large projects as well as a decline in market activity in both markets.

Backlog reflects revenues still to be recognized under contracted or committed installation and replacement project work. Project work generally lasts less than one year. Service agreement revenues and service work and short duration projects which are generally billed as performed do not flow through backlog. Accordingly, backlog represents only a portion of our revenues for any given future period, and it represents revenues that are likely to be reflected in our operating results over the next six to twelve months. As a result, we believe the predictive value of backlog information is limited to indications of general revenue direction over the near term, and should not be interpreted as indicative of ongoing revenue performance over several quarters.

Backlog as of June 30, 2009 was $639.8 million a 10.7% decrease from March 31, 2009 backlog of $716.6 million. The sequential decrease of 10.7% was primarily related to our northern Maryland, northern Virginia and central Florida operations. On a same store basis, backlog as of June 30, 2009 was $589.1 million, as compared to $778.2 million from June 30, 2008. The year-over-year decrease is primarily related to the planned downsizing our large multi-family location based in Texas. In addition, backlog decreased at our northern Virginia, central Arizona, and central Florida operations due to the close out of several jobs and a decline in market activity.

Following the three-year period of industry activity declines from 2001-2003 noted previously, we saw modest year-over-year revenue increases at our ongoing operations beginning in mid-2003 and continuing throughout 2008. Based on our backlog and forecasts from industry construction analysts, we expect that activity levels in our industry are likely to decrease throughout 2009, particularly in the area of new construction.

We continue to experience a noticeable amount of price competition in our markets, which restrains our ability to profitably increase revenues.

Gross Profit—Gross profit decreased $9.1 million, or 13.5%, to $58.3 million for the second quarter of 2009 as compared to the same period in 2008. As a percentage of revenues, gross profit increased from 19.1% in 2008 to 19.4% in 2009. The increase in gross profit percentage resulted primarily from higher profitability at our central Florida operation (approximately $1.5 million), as well as improved results at our northern Florida operation (approximately $1.0 million), and at our northern Maryland operation (approximately $0.9 million). These increases were partially offset by decreased activity at our large multi-family operation based in Texas (approximately $2.0 million).

Gross profit for the first six months of 2009 decreased $6.9 million, or 5.7% to $113.5 million, as compared to the same period in 2008. As a percentage of revenues, gross profit increased from 18.6% in 2008 to 19.5% in 2009. The increase in gross profit percentage for the first six months of 2009 resulted primarily from higher profitability at our Central Florida operation (approximately $4.2 million), as well as improved profitability at our northern Maryland operation (approximately $1.9 million) and at our northern Florida operation (approximately $1.5 million). These increases were partially offset by decreased activity at our Arizona operations (approximately $2.0 million) and at our large multi-family operation based in Texas (approximately $1.3 million).

Selling, General and Administrative Expenses ("SG&A")—SG&A decreased $1.7 million, or 4.0% for the second quarter of 2009 as compared to the same period in 2008. Approximately 10.1% of the decrease is due to overhead reductions offset by a 6.1% increase from both a 2008 acquisition and an increase in bad debt expense of $1.4 million. As a percentage of revenues, SG&A increased from 12.2% in 2008 to 13.7% in 2009 due to a lower 2009 revenue base. SG&A increased $1.1 million, or 1.4%, to $84.5 million for the first six months ended June 30, 2009 as compared to the same period in 2008. Approximately 4.7% of the increase is due to both a 2008 acquisition and an increase in bad debt expense of $1.7 million. These increases were offset by a decrease of 3.3%, primarily related to overhead reductions. As a percentage of revenues, SG&A increased from 12.9% for the first six months of 2008 to 14.5% for the first six months of 2009 due to a lower 2009 revenue base.

Interest Income (Expense), Net—Interest income decreased $0.4 million for the second quarter of 2009 as compared to the same period in 2008. Interest income decreased $1.1 million for the first half of 2009 as compared to the first half of 2008. The decrease is due to lower interest rates in 2009.

Income Tax Expense—Our year to date effective tax rate for 2009 was 39.0%, as compared to 38.9% in 2008. One component of the increase in the effective tax rate for 2009 is primarily due to an increase in tax reserves. Adjustments to tax reserves are analyzed and adjusted quarterly as events occur to warrant such changes. Adjustments to tax reserves are a component of the effective tax rate. We currently estimate our effective tax rate for 2009 will be between 38% and 40%.

Outlook—We expect that developing weakness in the underlying environment for non-residential activity will affect 2009 activity levels in our industry compared to 2008. Our backlog while still at solid levels by historical standards has been declining. Our primary emphasis for 2009 will be on execution including a focus on cost controls and efficient project and service performance at the unit level. Based on our backlog and the weakening economic conditions for our industry, we expect continued profitability in 2009, but we expect lower profitability than we achieved in 2008 as conditions weaken throughout the year.

***Liquidity and Capital Resources*:**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
	(in thousands)			
Cash provided by (used in):				
Operating activities	$ 27,059	$23,884	$ 26,013	$ 19,951
Investing activities	$ (1,302)	$ (5,368)	$(45,607)	$ (5,803)
Financing activities	$(12,885)	$ (6,250)	$(18,529)	$(10,748)
Free cash flow:				
Cash used in operating activities	$ 27,059	$23,884	$ 26,013	$ 19,951
Purchases of property and equipment	(4,253)	(2,662)	(7,005)	(4,434)
Proceeds from sales of property and equipment	37	99	117	174
Free cash flow	$ 22,843	$21,321	$ 19,125	$ 15,691

Cash Flow—We define free cash flow as cash provided by operating activities less customary capital expenditures, plus the proceeds from asset sales. Positive free cash flow represents funds available to invest in significant operating initiatives, to acquire other companies, or to reduce a company's outstanding debt or equity. If free cash flow is negative, additional debt or equity is generally required to fund the outflow of cash. Free cash flow may be defined differently by other companies.

Our business does not require significant amounts of investment in long-term fixed assets. The substantial majority of the capital used in our business is working capital that funds our costs of labor and installed equipment deployed in project work until our customers pay us. Customary terms in our industry allow customers to withhold a small portion of the contract price until after we have completed the work, typically for six months. Amounts withheld under this practice are known as retention or retainage. Our average project duration together with typical retention terms generally allow us to complete the realization of revenue and earnings in cash within one year. Accordingly, we believe free cash flow, by encompassing both profit margins and the use of working capital over our approximately one year working capital cycle, is an effective measure of operating effectiveness and efficiency. We have included free cash flow information here for this reason, and because we are often asked about it by third parties evaluating us. However, free cash flow is not considered under generally accepted accounting principles to be a primary measure of an entity's financial results, and accordingly free cash flow should not be considered an alternative to operating income, net income, or amounts shown in our consolidated statements of cash flows as determined under generally accepted accounting principles.

For the three months ended June 30, 2009, we had free cash flow of $21.3 million as compared to free cash flow of $22.8 million in 2008. For the six months ended June 30, 2009, we had free cash flow of $15.7 million, as compared to free cash flow of $19.1 million for the first six months of 2008. These decreases are a result of lower earnings.

As of June 30, 2009, our marketable securities consisted of $7.5 million of auction rate securities, which are variable rate debt instruments, having long-term maturities, but whose interest rates are designed to reset through an auction process, at intervals ranging from seven to 35 days. We had $9.4 million investments in marketable securities as of December 31, 2008. All of our auction rate securities are high quality direct municipal obligations which have high investment grade ratings or otherwise are backed by high investment grade rated insurance agencies. In February 2008, liquidity issues in the global credit markets caused auctions representing some of the auction rate securities we hold to fail because the amount of securities offered for sale exceeded the bids. As a result, the liquidity of our remaining auction rate securities has diminished, and we expect that this decreased liquidity for our auction rate securities will continue as long as the present depressed global credit market environment persists, or until issuers refinance and replace these securities with other instruments. As a result of the temporary declines in fair value for our auction rate securities, which we attribute to liquidity issues rather than credit issues, we recorded an unrealized loss of $0.3 million, net of tax of less than $0.1 million, to accumulated other comprehensive income (loss) as of June 30, 2009. Our analysis of the fair values of these securities considered, among other items, the creditworthiness of the counterparty, the timing of expected future cash flows, and the possibility that a discount may be required if we choose to sell the securities in the absence of a successful auction. These securities were also compared, when possible, to other observable market data with similar characteristics.

As a result of the current situation in the auction markets, our ability to liquidate our investment in auction rate securities and fully recover the carrying value of our investment in the near term may be limited or impossible. If in the future the issuers are unable to successfully close future auctions and their credit ratings deteriorate and if we determine that any future valuation adjustment was other than temporary, we may be required to record an impairment charge on these investments. Because the tax exempt interest rates on these bonds are relatively attractive, we believe that we may be able to liquidate our investment without significant loss in the foreseeable future; however, it could take until the final maturity of the underlying notes (up to October 2034) to be repaid. Based on our expected operating cash flows, and our other sources of cash, we do not anticipate the potential lack of liquidity on these investments will affect our ability to execute our current business plan. During July 2009, we were informed that an additional $1.0 million will be sold during the third quarter of 2009; this is included in "Prepaid Expenses and Other" in our consolidated balance sheet.

As of December 31, 2008, the Board approved extensions of the program to cover an additional 2.9 million shares. During the first quarter of 2009, the Board approved an extension of the program to cover an additional 0.5 million shares. Since the inception of the repurchase program, the Board has approved 4.4 million shares to be repurchased.

The share repurchases will be made from time to time at our discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Board may modify, suspend, extend or terminate the program at any time. We repurchased 601,100 shares during the six months ended June 30, 2009, at an average price of $9.54 per share. Since the inception of the repurchase program in 2007, we have repurchased a cumulative total of 3.8 million shares as of June 30, 2009, at an average price of $11.14 per share.

Credit Facility—On February 20, 2007, we entered into a $100.0 million senior credit facility (the "Facility") provided by a syndicate of banks. The Facility is available for borrowings and letters of credit and will expire in February 2012. The Facility is secured by the capital stock of our current and future subsidiaries. As of June 30, 2009, the total of the Facility was $100.0 million, with no outstanding borrowings, $43.1 million in letters of credit outstanding, and $56.9 million of credit available.

We have a choice of two interest rate options for borrowings under the Facility; these rates are floating rates determined by the broad financial markets, meaning they can and do move up and down from time to time. Excluding the amortization of debt financing and arrangement cost, we estimate that the interest rate applicable to the borrowings under the Facility would be approximately 1.6% as of June 30, 2009. Commitment fees are payable on the portion of the capacity not in use for borrowings or letters of credit at any given time. These fees range from 0.20%-0.30% per annum, based on the ratio of debt to Credit Facility Adjusted EBITDA.

The Facility contains financial covenants defining various financial measures and the levels of these measures with which we must comply. The Facility's principal financial covenants include:

Leverage Ratio—The Facility requires that the ratio of our total indebtedness less cash and cash equivalents to our Credit Facility Adjusted EBITDA not exceed 2.50. The leverage ratio as of June 30, 2009 was 0.11.

Fixed Charge Coverage Ratio—The Facility requires that the ratio of Credit Facility Adjusted EBITDA, less non-financed capital expenditures, tax provision, dividends and amounts used to repurchase stock to the sum of interest expense and scheduled principal payments be at least 1.50. Capital expenditures, tax provision, dividends and stock repurchase payments are defined under the Facility for purposes of this covenant to be amounts for the four quarters ending as of any given quarterly covenant compliance measurement date. The calculation of the fixed charge coverage ratio excludes acquisitions, stock repurchases and the payment of cash dividends, at any time that the Leverage Ratio does not exceed 1.0. The fixed charge coverage ratio as of June 30, 2009 was 19.95.

Other Restrictions—The Facility permits acquisitions of up to $25.0 million per transaction, or $50.0 million in the aggregate. However, these limitations only apply when the Leverage Ratio is greater than 1.0.

While the Facility's financial covenants do not specifically govern capacity under the Facility, if our debt level under the Facility at a quarter-end covenant compliance measurement date were to cause us to violate the Facility's debt-to-Credit Facility Adjusted EBITDA covenant, our borrowing capacity under the Facility and the favorable terms that we currently enjoy could be negatively impacted by the lenders.

We are in compliance with all the financial covenants as of June 30, 2009.

Notes to Former Owners—We issued subordinated notes to the former owners of acquired companies, as part of the consideration used to acquire these companies. These notes had an outstanding balance of $9.0 million, of which $1.0 million is current as of June 30, 2009. These notes bear interest, payable annually, at a weighted average interest rate of 5.8%.

Off-Balance Sheet Arrangements and Other Commitments—As is common in our industry, we have entered into certain off-balance sheet arrangements in the ordinary course of business that result in risks not directly reflected in our balance sheets. Our most significant off-balance sheet transactions include liabilities associated with noncancelable operating leases. We also have other off-balance sheet obligations involving letters of credit and surety guarantees.

We enter into noncancelable operating leases for many of our facility, vehicle and equipment needs. These leases allow us to conserve cash by paying a monthly lease rental fee for use of facilities, vehicles and equipment rather than purchasing them. At the end of the lease, we have no further obligation to the lessor. If we decide to cancel or terminate a lease before the end of its term, we would typically owe the lessor the remaining lease payments under the term of the lease.

Certain of our vendors require letters of credit to ensure reimbursement for amounts they are disbursing on our behalf, such as to beneficiaries under our self-funded insurance programs. We have also occasionally used letters of credit to guarantee performance under our contracts and to ensure payment to our subcontractors and vendors under those contracts. The letters of credit we provide are actually issued by our lenders through the Facility as described above. A letter of credit commits the lenders to pay specified amounts to the holder of the letter of credit if the holder demonstrates that we have failed to perform specified actions. If this were to occur, we would be required to reimburse the lenders. Depending on the circumstances of such a reimbursement, we may also have to record a charge to earnings for the reimbursement. Absent a claim, there is no payment or reserving of funds by us in connection with a letter of credit. However, because a claim on a letter of credit would require immediate reimbursement by us to our lenders, letters of credit are treated as a use of the Facility's capacity just the same as actual borrowings. Claims against letters of credit are rare in our industry. To date we have not had a claim made against a letter of credit that resulted in payments by a lender or by us. We believe that it is unlikely that we will have to fund claims under a letter of credit in the foreseeable future.

Many customers, particularly in connection with new construction, require us to post performance and payment bonds issued by a financial institution known as a surety. If we fail to perform under the terms of a contract or to pay subcontractors and vendors who provided goods or services under a contract, the customer may demand that the surety make payments or provide services under the bond. We must reimburse the sureties for any expenses or outlays they incur. To date, we are not aware of any losses to our sureties in connection with bonds the sureties have posted on our behalf, and we do not expect such losses to be incurred in the foreseeable future.

Surety market conditions are currently challenging as a result of significant losses incurred by many sureties in recent periods, both in the construction industry as well as in certain larger corporate bankruptcies. As a result, less bonding capacity is available in the market and terms have become more restrictive. Further, under standard terms in the surety market, sureties issue bonds on a project-by-project basis, and can decline to issue bonds at any time. Historically, approximately 25% to 30% of our business has required bonds. While we have strong surety relationships to support our bonding needs, current market conditions as well as changes in our sureties' assessment of our operating and financial risk could cause our sureties to decline to issue bonds for our work. If that were to occur, our alternatives include doing more business that does not require bonds, posting other forms of collateral for project performance such as letters of credit or cash, and seeking bonding capacity from other sureties. We would likely also encounter concerns from customers, suppliers and other market participants as to our creditworthiness. While we believe our general operating and financial characteristics, including a significant amount of cash on our balance sheet, would enable us to ultimately respond effectively to an interruption in the availability of bonding capacity, such an interruption would likely cause our revenues and profits to decline in the near term.

The following recaps the future maturities of our contractual obligations as of June 30, 2009 (in thousands):

	Twelve Months Ended June 30,						
	2010	2011	2012	2013	2014	Thereafter	Total
Liabilities—Notes to former owners	$ 1,018	$ 6,597	$1,375	$ —	$ —	$ —	$ 8,990
Operating lease obligations	$ 9,550	7,920	7,063	5,990	4,057	6,468	41,048
Interest payable	$ 509	293	10	—	—	—	812
Total	$11,077	$14,810	$8,448	$5,990	$4,057	$ 6,468	$50,850

Absent any significant commitments of capital for items such as capital expenditures, acquisitions, dividends and share repurchases, it is reasonable to expect us to continue to maintain excess cash on our balance sheet. Therefore, we assumed that we would continue our current status of not utilizing any borrowings under our revolving credit facility.

As of June 30, 2009, we also have $43.1 million letter of credit commitments, of which $42.5 million will expire in 2009 and $0.6 million will expire in 2010. The substantial majority of these letters of credit are posted with insurers who disburse funds on our behalf in connection with our worker's compensation, auto liability and general liability insurance program. These letters of credit provide additional security to the insurers that sufficient financial resources will be available to fund claims on our behalf, many of which develop over long periods of time, should we ever encounter financial duress. Posting of letters of credit for this purpose is a common practice for entities that manage their self-insurance programs through third-party insurers as we do. While most of these letter of credit commitments expire in 2009, we expect nearly all of them, particularly those supporting our insurance programs, will be renewed annually.

Other than the operating lease obligations noted above, we have no significant purchase or operating commitments outside of commitments to deliver equipment and provide labor in the ordinary course of performing project work.

Outlook—We have generated positive net free cash flow for the last ten calendar years, much of which occurred during challenging economic and industry conditions. We also expect to have significant borrowing capacity under our credit facility and we continue to have substantial uncommitted cash balances. We believe these factors will provide us with sufficient liquidity to fund our operations for the foreseeable future.

Cyclicality and Seasonality

Historically, the construction industry has been highly cyclical. As a result, our volume of business may be adversely affected by declines in new installation and replacement projects in various geographic regions of the United States during periods of economic weakness.

The HVAC industry is subject to seasonal variations. Specifically, the demand for new installation and replacement is generally lower during the winter months (the first quarter of the year) due to reduced construction activity during inclement weather and less use of air conditioning during the colder months. Demand for HVAC services is generally higher in the second and third calendar quarters due to increased construction activity and increased use of air conditioning during the warmer months. Accordingly, we expect our revenues and operating results generally will be lower in the first and fourth calendar quarters.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements" ("Statement 157"), effective for fiscal years beginning after November 15, 2007. Statement 157 provides guidance for using fair value to measure assets and liabilities. The statement applies whenever other standards require (or permit) assets or liabilities to be measured at fair value. The statement does not expand the use of fair value in any new circumstances. On February 12, 2008, the FASB issued FASB Staff Position No. 157-2, "Effective Date of FASB Statement No. 157" ("FSP 157-2") that amends Statement 157 to delay the effective date for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. FSP 157-2 defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008. We adopted Statement 157 on January 1, 2008 for financial assets and liabilities measured on a recurring basis. We adopted FSP 157- 2 on January 1, 2009 for financial assets and liabilities measured on a nonrecurring basis. There was no impact upon adoption of Statement 157 or FSP 157-2 on the consolidated financial statements; however, we were required to provide additional disclosure regarding marketable securities, goodwill and intangible assets. In December 2007, the FASB issued

Statement 141R (revised 2007), "Business Combinations," ("Statement 141R") which establishes principles for how the acquirer recognizes and measures in the financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. This statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. Statement 141R was effective for us beginning January 1, 2009. The portions of the statement that relate to business combinations completed before the effective date will not have a material impact on our consolidated financial statements. However, our adoption of Statement 141R will significantly impact our accounting and reporting for future acquisitions, principally as a result of (i) expanded requirements to value acquired assets, liabilities and contingencies at their fair values; and (ii) the requirement that acquisition-related transaction and restructuring costs be expensed as incurred rather than capitalized as a part of the cost of the acquisition.

In June 2008, the FASB issued FSP Emerging Issues Task Force (EITF) 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities." This FSP provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are participating securities and shall be included in the computation of both basic and diluted earnings per share. We adopted this FSP on January 1, 2009. There was no significant impact upon adoption of this FSP.

In May 2009, the FASB issued Statement No. 165, "Subsequent Events" ("Statement 165"). Statement 165 requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date. Statement 165 is effective for interim or annual financial periods ending after June 15, 2009. We adopted this Statement during the second quarter of 2009. There was no significant impact upon the adoption of this Statement 165. We have evaluated subsequent events through the time of filing these financial statements with the SEC on July 30, 2009.

ITEM 3. ***Quantitative and Qualitative Disclosures about Market Risk***

We are exposed to market risk primarily related to potential adverse changes in interest rates as discussed below. We are actively involved in monitoring exposure to market risk and continue to develop and utilize appropriate risk management techniques. We are not exposed to any other significant financial market risks including commodity price risk, foreign currency exchange risk or interest rate risks from the use of derivative financial instruments. We do not use derivative financial instruments.

We have limited exposure to changes in interest rates under our revolving credit facility. We have a debt facility under which we may borrow funds in the future. We do not currently foresee any borrowing needs. Our debt with fixed interest rates consists of notes to former owners of acquired companies.

The following table presents principal amounts (stated in thousands) and related average interest rates by year of maturity for our debt obligations and their indicated fair market value at June 30, 2009:

	Twelve Months Ended June 30,						Fair
	2010	2011	2012	2013	2014	Thereafter	Value
Fixed Rate Debt	$1,018	$6,597	$1,375	$—	$—	$ —	$8,990
Average Interest Rate	6.0%	5.8%	5.5%	—	—	—	5.8%

As of June 30, 2009, our marketable securities consisted of $7.5 million of auction rate securities, which are variable rate debt instruments, having long-term maturities, but whose interest rates are designed to reset through an auction process, at intervals ranging from seven to 35 days. We had $9.4 million in investments of marketable securities as of December 31, 2008. All of our auction rate securities are high quality direct municipal obligations which have high investment grade ratings or otherwise are backed by high investment grade rated insurance agencies. In February 2008, liquidity issues in the global credit markets caused auctions representing some of the auction rate securities we hold to fail because the amount of securities offered for sale exceeded the bids. As a result, the liquidity of our auction rate securities has diminished, and we expect that this decreased liquidity for our auction rate securities will continue as long as the present depressed global credit market environment persists, or until issuers refinance and replace these securities with other instruments. As a result of the temporary declines in fair value for our auction rate securities, which we attribute to liquidity issues rather than credit issues, we recorded an unrealized loss of $0.3 million, net of tax of less than $0.1 million, to accumulated other comprehensive income (loss) as of June 30, 2009. Our analysis of the fair values of these securities considered, among other items, the creditworthiness of the counterparty, the timing of expected future cash flows, and the possibility that a discount may be required if we choose to sell the securities in the absence of a successful auction. These securities were also compared, when possible, to other observable market data with similar characteristics.

As a result of the current situation in the auction markets, our ability to liquidate our investment in auction rate securities and fully recover the carrying value of our investment in the near term may be limited or impossible. If in the future the issuers are unable to successfully close future auctions and their credit ratings deteriorate and if we determine that any future valuation adjustment was other than temporary, we may be required to record an impairment charge on these investments. Because the tax exempt interest rates on these bonds are relatively attractive, we believe that we may be able to liquidate our investment without significant loss in the foreseeable future; however, it could take until the final maturity of the underlying notes (up to October 2034) to be repaid. Based on our expected operating cash flows, and our other sources of cash, we do not anticipate the potential lack of liquidity on these investments will affect our ability to execute our current business plan.

We measure certain assets, including our goodwill and intangible assets at a fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be other-than-temporarily impaired. During the six months ended June 30, 2009, we did not recognize any other-than-temporary impairments on those assets required to be measured at fair value on a nonrecurring basis.

ITEM 4. *Controls and Procedures*

Evaluation of Disclosure Controls and Procedures

Our executive management is responsible for ensuring the effectiveness of the design and operation of our disclosure controls and procedures. We carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) are effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15(d)-15(f) under the Securities Exchange Act of 1934) during the three months ended June 30, 2009 that have materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

COMFORT SYSTEMS USA, INC.

PART II—OTHER INFORMATION

Item 1. *Legal Proceedings*

We are subject to certain claims and lawsuits arising in the normal course of business. We maintain various insurance coverages to minimize financial risk associated with these claims. We have estimated and provided accruals for probable losses and related legal fees associated with certain of our litigation in our consolidated financial statements. While we cannot predict the outcome of these proceedings, in our opinion and based on reports of counsel, any liability arising from these matters individually and in the aggregate will not have a material effect on our operating results or financial condition, after giving effect to provisions already recorded.

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

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

On March 29, 2007, our Board of Directors (the "Board") approved a stock repurchase program to acquire up to one million shares of our outstanding common stock. As of December 31, 2008, the Board approved extensions of the program to cover an additional 2.9 million shares. During the first quarter of 2009, the Board approved an extension of the program to cover an additional 0.5 million shares. Since the inception of the repurchase program, the Board has approved 4.4 million shares to be repurchased.

The share repurchases will be made from time to time at our discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Board may modify, suspend, extend or terminate the program at any time. We repurchased 601,100 shares during the six months ended June 30, 2009, at an average price of $9.54 per share. We have repurchased a cumulative total of 3.8 million shares as of June 30, 2009, at an average price of $11.14 per share.

During the quarter ended June 30, 2009, we purchased our common shares in the following amounts at the following average prices:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 1—April 30	32,900	$ 10.58	3,436,409	962,600
May 1—May 31	294,400	$ 9.39	3,730,809	668,200
June 1—June 30	70,600	$ 9.57	3,801,409	597,600
	397,900	$ 9.52	3,801,409	597,600

Under our restricted share plan, employees may elect to have us withhold common shares to satisfy minimum statutory federal, state and local tax withholding obligations arising on the vesting of restricted stock awards and exercise of options. When we withhold these shares, we are required to remit to the appropriate taxing authorities the market price of the shares withheld, which could be deemed a purchase of the common shares by us on the date of withholding. During the quarter ended June 30, 2009, we withheld common shares to satisfy these tax withholding obligations as follows:

Period	Number of Shares Purchased	Average Price Paid Per Share
April 1—April 30	27,441	$ 10.50
May 1—May 31	14,628	$ 9.06
June 1—June 30	—	$ —
	42,069	$ 10.00

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

The Company held its annual meeting of stockholders in Houston, Texas on May 15, 2009, which meeting was duly noticed in the Company's Proxy Statement dated April 15, 2009. All of the Company's incumbent directors were elected by a majority of the outstanding shares eligible to vote with respect to such election, each for a term expiring at the next annual meeting. Out of a potential of 38,718,499 Common Stock outstanding, William F. Murdy had 35,081,464 shares voted in favor of election, with 1,119,552 withheld. Darcy G. Anderson had 35,742,158 shares voted in favor of election, with 458,858 shares withheld. Herman E. Bulls had 35,739,568 shares voted in favor of election, with 461,448 shares withheld. Alfred J. Giardinelli, Jr. had 35,772,590 shares voted in favor of election, with 428,426 shares withheld. Alan P. Krusi had 35,742,158 shares voted in favor of election, with 458,858 shares withheld. Franklin Myers had 35,742,032 shares voted in favor of election, with 458,984 shares withheld. James H. Schultz had 35,770,317 shares voted in favor of election, with 430,699 shares withheld. Robert D. Wagner, Jr. had 35,772,090 shares voted in favor of election, with 428,926 shares withheld.

The selection of Ernst & Young LLP as the Company's independent auditors for the year 2009 was ratified by the following vote: 36,109,214 votes for; 60,895 votes against; and 30,904 abstentions.

Item 6. ***Exhibits***

(a) Exhibits.

3.1	Amended and Restated Bylaws of Comfort Systems USA, Inc. (incorporated by reference to Exhibit 3.1 of Form 8-K filed May 19, 2009).
10.1	Schedules and Exhibits to Amended and Restated Senior Credit Facility dated February 20, 2007.
10.2	Form of Indemnification Agreement (incorporated by reference to Exhibit 3.1 of Form 8-K filed May 19, 2009).
31.1	Rule 13a-14(a) Certification of William F. Murdy pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Rule 13a-14(a) Certification of William George pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Section 1350 Certification of William F. Murdy pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Section 1350 Certification of William George pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

COMFORT SYSTEMS USA, INC.

July 30, 2009	By:	/s/ WILLIAM F. MURDY
		William F. Murdy *Chairman of the Board and* *Chief Executive Officer*
July 30, 2009	By:	/s/ WILLIAM GEORGE
		William George *Executive Vice President and* *Chief Financial Officer*
July 30, 2009	By:	/s/ JULIE S. SHAEFF
		Julie S. Shaeff *Senior Vice President and* *Chief Accounting Officer*

Exhibit 10.1

Schedules and Exhibits

Exhibit 2.1	Revolving Note	
Exhibit 2.2(b)	Borrowing Notice	
Exhibit 2.3(c)	Continuation/Conversion Notice	
Exhibit 2.8	Intentionally Left Blank	
Exhibit 6.2(b)	Certificate Accompanying Financial Statements	
Exhibit 10.5	Assignment and Acceptance Agreement	
Schedule 1.1(a)	Existing Liens	
Schedule 3.1	Lenders Schedule	
Schedule 4.1	Security Documents	
Schedule 5	Disclosure Schedule	
	Section 5.6	Material Adverse Effect
	Section 5.7	Material Restrictions
	Section 5.9	Litigation
	Section 5.10	Labor Disputes and Acts of God
	Section 5.11	ERISA Disclosures
	Section 5.12	Environmental and Other Laws
	Section 5.13	Names and Places of Business
	Section 5.14	Subsidiaries
Schedule 7.1	Existing Indebtedness	

EXHIBIT 2.1

AMENDED AND RESTATED REVOLVING NOTE

Houston, Texas February _____, 2007

FOR VALUE RECEIVED, the undersigned, Comfort Systems USA, Inc., a Delaware corporation (herein called "Borrower"), hereby promises to pay to the order of ____ (herein called "Lender"), the principal sum equal to its Revolving Loan Commitment as set forth in the Credit Agreement (as hereinafter defined), or, if greater or less, the aggregate unpaid principal amount of the Revolving Loans made by Lender to Borrower pursuant to the terms of the Credit Agreement (as hereinafter defined), together with interest on the unpaid principal balance thereof as set forth in the Credit Agreement, both principal and interest payable as herein provided in lawful money of the United States of America at the offices of Agent under the Credit Agreement, or at such other place within Houston, Harris County, Texas, as from time to time may be designated by the holder of this Note.

This Note (a) is issued and delivered under that certain Amended and Restated Credit Agreement of even date herewith among Borrower, Wachovia Bank, N.A., as Lead Arranger and Administrative Agent, and the lenders (including Lender) referred to therein (herein, as from time to time supplemented, amended or restated, called the "Credit Agreement"), and is a "Note" as defined therein, (b) is subject to the terms and provisions of the Credit Agreement, which contains provisions for payments and prepayments hereunder and acceleration of the maturity hereof upon the happening of certain stated events, and (c) is secured by and entitled to the benefits of certain Security Documents (as identified and defined in the Credit Agreement). Payments on this Note shall be made and applied as provided in the Credit Agreement. Reference is hereby made to the Credit Agreement for a description of certain rights, limitations of rights, obligations and duties of the parties hereto and for the meanings assigned to terms used and not defined herein and to the Security Documents for a description of the nature and extent of the security thereby provided and the rights of the parties thereto.

Notwithstanding the foregoing paragraph and all other provisions of this Note, in no event shall the interest payable hereon, whether before or after maturity, exceed the maximum amount of interest which, under applicable Law, may be contracted for, charged, or received on this Note, and this Note is expressly made subject to the provisions of the Credit Agreement which more fully set out the limitations on how interest accrues hereon. In the event applicable Law provides for an interest ceiling under Chapter 303 of the Texas Finance Code (the "Texas Finance Code") as amended, for that day, the ceiling shall be the "weekly ceiling" as defined in the Texas Finance Code and shall be used in this Note for calculating the Highest Lawful Rate and for all other purposes. The term "applicable law" as used in this Note shall mean the laws of the State of Texas or the laws of the United States, whichever laws allow the greater interest, as such laws now exist or may be changed or amended or come into effect in the future.

If this Note is placed in the hands of an attorney for collection after default, or if all or any part of the indebtedness represented hereby is proved, established or collected in any court or in any bankruptcy, receivership, debtor relief, probate or other court proceedings, Borrower and

all endorsers, sureties and guarantors of this Note jointly and severally agree to pay reasonable attorneys' fees and collection costs to the holder hereof in addition to the principal and interest payable hereunder.

Borrower and all endorsers, sureties and guarantors of this Note hereby severally waive demand, presentment, notice of demand and of dishonor and nonpayment of this Note, protest, notice of protest, notice of intention to accelerate the maturity of this Note, declaration or notice of acceleration of the maturity of this Note, diligence in collecting, the bringing of any suit against any party and any notice of or defense on account of any extensions, renewals, partial payments or changes in any manner of or in this Note or in any of its terms, provisions and covenants, or any releases or substitutions of any security, or any delay, indulgence or other act of any trustee or any holder hereof, whether before or after maturity.

This Note and the rights and duties of the parties hereto shall be governed by the Laws of the State of Texas (without regard to principles of conflicts of law), except to the extent the same are governed by applicable federal Law.

This indebtedness evidenced by this Note is given in partial renewal, extension and restatement of (but not in extinguishment or novation of) the Prior Indebtedness, as defined and described in the Credit Agreement.

COMFORT SYSTEMS USA, INC.

By: ______________________________
Name: ______________________________
Title: ______________________________

EXHIBIT 2.2(b)

BORROWING NOTICE

Reference is made to that certain Amended and Restated Credit Agreement dated as of February _____, 2007 (as from time to time amended, the "Agreement"), by and among Comfort Systems USA, Inc. ("Borrower"), Wachovia Bank, N.A., as Lead Arranger and Administrative Agent, and certain financial institutions ("Lenders"). Terms which are defined in the Agreement are used herein with the meanings given them in the Agreement. Borrower hereby requests a Borrowing of new Revolving Loans to be advanced pursuant to Section 2.2(a) of the Agreement as follows:

Aggregate amount of Borrowing:	$____________________
Type of Loans in Borrowing:	____________________
Date on which Revolving Loans are to be advanced:	____________________
Length of Interest Period for Eurodollar Loans (1, 2, 3, or 6 months):	_________ months
If combined with existing Revolving Loans see attached Continuation/Conversion Notice.	

To induce Lenders to make such Revolving Loans, Borrower hereby represents, warrants, acknowledges, and agrees to and with Agent and each Lender that:

(a) The officer of Borrower signing this instrument is the duly elected, qualified and acting officer of Borrower as indicated below such officer's signature hereto having all necessary authority to act for Borrower in making the request herein contained.

(b) The representations and warranties of Borrower set forth in the Agreement and the other Loan Documents are true and correct in all material respects (without duplication of materiality qualifiers contained therein) on and as of the date hereof (except to the extent that the facts on which such representations and warranties are based have been changed by the extension of credit under the Agreement), with the same effect as though such representations and warranties had been made on and as of the date hereof, except for any such representation or warranty that expressly applies to a specified earlier date, in which case such representation or warranty shall have been true in all material respects on and as of such earlier date.

(c) There does not exist on the date hereof any condition or event which constitutes a Default which has not been waived in writing as provided in Section 10.1(a) of the Agreement; nor will any such Default exist upon Borrower's receipt and application of the Loans requested hereby. Borrower will use the Loans hereby requested in compliance with Section 2.4 of the Agreement.

(d) Except to the extent waived in writing as provided in Section 10.1(a) of the Agreement, each Restricted Person has performed and complied with all agreements and conditions in the Agreement required to be performed or complied with by such Restricted

Person on or prior to the date hereof, and each of the conditions precedent to Advances contained in the Agreement remains satisfied.

(e) Intentionally Left Blank.

(f) The Loan Documents have not been modified, amended or supplemented by any unwritten representations or promises, by any course of dealing, or by any other means not provided for in Section 10.1(a) of the Agreement. The Agreement and the other Loan Documents are hereby ratified, approved, and confirmed in all respects.

The officer of Borrower signing this instrument hereby certifies that, to the best of his knowledge after due inquiry, the above representations, warranties, acknowledgments, and agreements of Borrower are true, correct and complete.

IN WITNESS WHEREOF, this instrument is executed as of ____________, 20__.

COMFORT SYSTEMS USA, INC.

By: ______________________________
Name:

Title: ______________________

EXHIBIT 2.3(c)

CONTINUATION/CONVERSION NOTICE

Reference is made to that certain Amended and Restated Credit Agreement dated as of February _____, 2007 (as from time to time amended, the "Agreement"), by and among Comfort Systems USA, Inc. ("Borrower"), Wachovia Bank, N.A., as Lead Arranger and Administrative Agent, and the lenders referred to therein ("Lenders"). Terms which are defined in the Agreement are used herein with the meanings given them in the Agreement.

Borrower hereby requests a Conversion or Continuation of existing Loans into a new Borrowing pursuant to Section 2.3 of the Agreement as follows:

Existing Borrowing(s) to be continued or converted:

$ ____________ of Eurodollar Loans with Interest Period ending _________________
$ ____________ of Base Rate Loans

If being combined with new Loans, $ ____________ of new Loans to be advanced on ____________

Aggregate amount of Borrowing: $ ____________

Type of Loans in new Borrowing: ____________

Date of Continuation or Conversion: ____________

Length of Interest Period for Eurodollar Loans (1, 2, 3, or 6 months): _____________ months

IN WITNESS WHEREOF this instrument is executed as of ______________.

COMFORT SYSTEMS USA, INC.

By: ______________________
Name: ______________________
Title: ______________________

EXHIBIT 2.8

INTENTIONALLY LEFT BLANK

EXHIBIT 6.2(b)

CERTIFICATE ACCOMPANYING
FINANCIAL STATEMENTS

Reference is made to that certain Amended and Restated Credit Agreement dated as of February _____, 2007 (as from time to time amended, the "Agreement"), by and among Comfort Systems USA, Inc. ("Borrower"), Wachovia Bank, N.A., as Lead Arranger and Administrative Agent, and certain financial institutions ("Lenders"), which Agreement is in full force and effect on the date hereof. Terms which are defined in the Agreement are used herein with the meanings given them in the Agreement.

This Certificate is furnished pursuant to Section 6.2(b) of the Agreement. Together herewith Borrower is furnishing to Agent and each Lender s the [audited/unaudited] financial statements of Borrower (the "Financial Statements") as at ____________ (the "Reporting Date"). Borrower hereby represents, warrants, and acknowledges to Agent and each Lender that:

(a) the officer of Borrower signing this instrument is the duly elected, qualified and acting ____________ of Borrower and as such is Borrower's chief financial officer;

(b) the Financial Statements are fair and complete in all material respects and satisfy the requirements of the Agreement;

(c) attached hereto is a schedule of calculations showing Borrower's compliance as of the Reporting Date with the requirements of Section 7.11 of the Agreement *[and Borrower's non-compliance as of such date with the requirements of Section ____________ of the Agreement];

(d) on the Reporting Date Borrower was, and on the date hereof Borrower is, in full compliance with the disclosure requirements of Section 6.2 of the Agreement, and no Default otherwise existed on the Reporting Date or otherwise exists on the date of this instrument *[except for Default(s) under Section(s) ____________ of the Agreement, which *[is/are] more fully described on a schedule attached hereto].

The officer of Borrower signing this instrument hereby certifies that he has reviewed the Loan Documents and the Financial Statements and has otherwise undertaken such inquiry as is in his opinion necessary to enable him to express an informed opinion with respect to the above.

IN WITNESS WHEREOF, this instrument is executed as of ____________, 20____.

Comfort Systems USA, Inc.

By: ____

EXHIBIT 10.5

ASSIGNMENT AND ACCEPTANCE

Reference is made to the Amended and Restated Credit Agreement dated as of February _____, 2007 (the “Credit Agreement”) among Comfort Systems USA, Inc., a Delaware corporation (the “Borrower”), the Lenders (as defined in the Credit Agreement) and Wachovia Bank, N.A., as Lead Arranger and Administrative Agent for the Lenders (the “Agent”). Terms defined in the Credit Agreement are used herein with the same meaning.

The “Assignor” and the “Assignee” referred to on Schedule 1 agree as follows:

1. The Assignor hereby sells and assigns to the Assignee, without recourse and without representation or warranty except as expressly set forth herein, and the Assignee hereby purchases and assumes from the Assignor, an interest in and to the Assignor’s rights and obligations under the Credit Agreement and the other Loan Documents as of the date hereof equal to the percentage interest specified on Schedule 1 of all outstanding rights and obligations under the Credit Agreement and the other Loan Documents. After giving effect to such sale and assignment, the Assignee’s Commitment and the amount of the Loans owing to the Assignee will be as set forth on Schedule 1.

2. The Assignor (i) represents and warrants that it is the legal and beneficial owner of the interest being assigned by it hereunder and that such interest is free and clear of any adverse claim; (ii) makes no representation or warranty and assumes no responsibility with respect to any statements, warranties or representations made in or in connection with the Loan Documents or the execution, legality, validity, enforceability, genuineness, sufficiency or value of the Loan Documents or any other instrument or document furnished pursuant thereto; (iii) makes no representation or warranty and assumes no responsibility with respect to the financial condition of any Restricted Person or the performance or observance by any Restricted Person of any of its obligations under the Loan Documents or any other instrument or document furnished pursuant thereto; and (iv) attaches the Note held by the Assignor and requests that Agent exchange such Note for new Notes payable to the order of the Assignee in an amount equal to the Commitment assumed by the Assignee pursuant hereto and to the Assignor in an amount equal to the Commitment retained by the Assignor, if any, as specified on Schedule 1.

3. The Assignee (i) confirms that it has received a copy of the Credit Agreement, together with copies of the financial statements referred to in Section 6.2 thereof and such other documents and information as it has deemed appropriate to make its own credit analysis and decision to enter into this Assignment and Acceptance; (ii) agrees that it will, independently and without reliance upon Agent, the Assignor or any other Lender and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under the Credit Agreement; (iii) confirms that it is an Eligible Assignee; (iv) appoints and authorizes Agent to take such action as Agent on its behalf and to exercise such powers and discretion under the Credit Agreement as are delegated to Agent by the terms thereof, together with such powers and discretion as are reasonably incidental thereto; (v) agrees that it will perform in accordance with their terms all of the obligations that by the terms

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of the Credit Agreement are required to be performed by it as a Lender; and (vi) attaches any required U.S. Internal Revenue Service forms.

4. Following the execution of this Assignment and Acceptance, it will be delivered to Agent for acceptance and recording by Agent and (unless an Event of Default shall have occurred and be continuing) acceptance by Borrower. The effective date for this Assignment and Acceptance (the “Effective Date”) shall be the date of acceptance hereof by Agent and, unless an Event of Default shall have occurred and be continuing, Borrower, unless otherwise specified on Schedule 1.

5. Upon such acceptance and recording by Agent, as of the Effective Date, (i) the Assignee shall be a party to the Credit Agreement and, to the extent provided in this Assignment and Acceptance, have the rights and obligations of a Lender thereunder and (ii) the Assignor shall, to the extent provided in this Assignment and Acceptance, relinquish its rights and be released from its obligations under the Credit Agreement. Upon such acceptance and recording by Agent, from and after the Effective Date, Agent shall make all payments under the Credit Agreement and the Notes in respect of the interest assigned hereby (including, without limitation, all payments of principal, interest and commitment fees with respect thereto) to the Assignee. The Assignor and Assignee shall make all appropriate adjustments in payments under the Credit Agreement and the Notes for periods prior to the Effective Date directly between themselves.

6. This Assignment and Acceptance shall be governed by, and construed in accordance with, the Laws of the State of Texas.

7. This Assignment and Acceptance may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of Schedule 1 to this Assignment and Acceptance by telecopier shall be effective as delivery of a manually executed counterpart of this Assignment and Acceptance.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused Schedule 1 to this Assignment and Acceptance to be executed by their officers thereunto duly authorized as of the date specified thereon.

SCHEDULE 1
to
ASSIGNMENT AND ACCEPTANCE

Percentage interest assigned: ______________________________%

Assignee's Revolving Loan Commitment: $ ______________

Aggregate outstanding principal amount of Revolving Loans assigned: $ ______________

Principal amount of Revolving Note payable to Assignee: $ ______________

Principal amount of Revolving Note payable to Assignor: $ ______________

Effective Date (if other than date of acceptance by Agent): *______, 20____

[NAME OF ASSIGNOR], as Assignor

By: ______________________________
Title: ______________________________
Dated: ______________________, 20 ______

[NAME OF ASSIGNEE], as Assignee

By: ______________________________
Title: ______________________________

Domestic Lending Office:

Eurodollar Lending Office:

____

* This date should be no earlier than five Business Days after the delivery of this Assignment and Acceptance to Agent.

Accepted [and Approved] **
this ___ day of ___________, 20

Wachovia Bank, N.A.

By: ______________________________
Title: ______________________________

[Approved this ____ day
of ____________, 20____

[NAME OF BORROWER]

By: ______________________________]**
Title:

____

** Required if the Assignee is an Eligible Transferee solely by reason of subsection (b) of the definition of "Eligible Transferee".

SCHEDULE 1.1(A)

EXISTING LIENS

Debtor	Jurisdiction	Filing Number	Filing Date	Secured Party
Accurate Air Systems, L.P.	Texas	95-00073962	04/14/95	HT Financial Corp. dba Vical Financial
Accurate Air Systems, L.P.	Texas	00-756074	01/20/00	HT Financial Corp dba Vical Financial
Accurate Air Systems, L.P.	Texas	05-00016690	01/14/05	HT Financial Corp dba Vical Financial
Accurate Air Systems, L.P.	Texas	04-0051134644	12/16/03	US Bancorp
Atlas Comfort Systems USA, L.P. (f/k/a Atlas Air Conditioning, L.P.)	Texas	30002699594	9/25/02	Inter-tel Leasing, Inc.
Atlas Comfort Systems USA, L.P.	Texas	05-0034118375	11/03/05	Inter-tel Leasing, Inc.
Atlas Comfort Systems USA, L.P.	Texas	06-0035384544	10/25/06	US Bancorp
Atlas Comfort Systems USA, L.P.	Texas	06-0038714039	11/27/06	US Bancorp
Atlas Comfort Systems USA, L.P.	Texas	06-0041092860	12/19/06	Inter-Tel Leasing, Inc.
Batchelor's Mechanical Contractors, Inc.	Alabama	04-0972077	12/17/04	Beard Equipment Company
Batchelor's Mechanical Contractors, Inc.	Alabama	05-0060985	01/24/05	Beard Equipment Company
California Comfort Systems USA, Inc.	California	04-7007236776	11/24/04	Employment Development Department
Comfort Systems USA, Inc.	Delaware	10923560	8/13/01	Pullman Bank and Trust Company
Comfort Systems USA, Inc.	Delaware	20326656	01/14/02	Pacific Rim Capital, Inc.
Comfort Systems USA, Inc.	Delaware	20654099	02/22/02	Pullman Bank and Trust Company
Comfort Systems USA, Inc.	Delaware	62628436	07/31/06	Pullman Bank and Trust Company
Comfort Systems USA, Inc.	Delaware	30438237	1/27/03	Ford Motor Credit Co.
Comfort Systems USA, Inc.	Delaware	40458184	2/19/04	Citicorp Leasing, Inc.
Comfort Systems USA, Inc.	Florida	200202820287	12/11/02	Liberty North America Corporation
Comfort Systems USA, Inc.	Indiana	200200006843530	6/29/02	Ford Motor Credit Co.

Debtor	Jurisdiction	Filing Number	Filing Date	Secured Party
Comfort Systems USA, Inc.	Texas	20036050096	7/3/02	Ford Motor Credit Co.
Comfort Systems USA (Bristol), Inc.	Delaware	11204911	09/21/01	The Cit Group/Equipment
Comfort Systems USA (Bristol), Inc.	Delaware	32720319	10/07/03	Greene County Bank
Comfort Systems USA (Bristol), Inc.	Texas	20030770988	5/20/02	Farmers State Bank
Comfort Systems USA G.P., Inc.	Delaware	10923560	08/13/01	Pullman Bank and Trust Company
Comfort Systems USA G.P., Inc.	Delaware	20326656	01/14/02	Pacific Rim Capital, Inc.
Comfort Systems USA G.P., Inc.	Delaware	20654099	02/22/02	Pullman Bank and Trust Company
Comfort Systems USA G.P., Inc.	Delaware	62628436	07/31/06	Pullman Bank and Trust Company
Comfort Systems USA G.P., Inc.	Delaware	22295701	09/09/02	US Bancorp
Comfort Systems USA G.P., Inc.	Delaware	30438237	01/27/03	Ford Motor Credit Co
Comfort Systems USA G.P., Inc.	Delaware	40458184	02/19/04	Citicorp Leasing, Inc.
Comfort Systems USA (Hartford), Inc.	Delaware	52376490	08/02/05	The City Group/Equipment Financing, Inc.
Comfort Systems USA (Southeast), Inc.	Delaware	62475481	07/18/06	Thompson Tractor Co., Inc.
Comfort Systems USA (Pasadena), L.P. (f/k/a United Environmental Services, L.P.)	Texas	30008112429	11/14/02	IOS Capital, LLC
Comfort Systems USA (Western Michigan), Inc.	Michigan	D937345	07/23/02	New Equipment Leasing Inc.
Comfort Systems USA (Western Michigan), Inc.	Michigan	2003056075-1	3/25/03	New Equipment Leasing Inc.
Helm Corporation	Colorado	20012028540	04/12/01	Citicorp Vendor Finance Inc.
Helm Corporation	Colorado	2006F033790	04/07/06	Citicorp Vendor Finance Inc.
North American Mechanical, Inc.	Delaware	53961126	12/21/05	Rhyme Business Products
Quality Air Heating and Cooling, Inc.	Michigan	D960195	09/30/02	Ervin Leasing Company
Salmon & Alder, LLC	Utah	01-707637	02/27/01	The City Group/Equipment Financing Inc.
S.I. Goldman Company, Inc.	Delaware	31620932	05/23/03	Canon Financial Services, Inc.
S.I. Goldman Company, Inc.	Delaware	31841157	06/13/03	Canon Financial Services, Inc.

Debtor	Jurisdiction	Filing Number	Filing Date	Secured Party
S.I. Goldman Company, Inc.	Delaware	50011917	01/03/05	Safeco Credit Co. Inc.
S.M. Lawrence Co., Inc.	Tennessee	101031279	05/23/01	Nikon Inc. Instrument Group
Tri-City Mechanical, Inc.	Arizona	200513584560	04/01/05	Marlin Leasing Corp
Western Building Services, Inc.	Colorado	2004F123574	11/09/04	Dell Financial Services, L.P.

SCHEDULE 3.1

LENDERS SCHEDULE

Domestic Lending Office	Eurodollar Lending Office	Percentage Share	Revolving Loan Commitment
Wachovia Bank, N.A. 2800 Post Oak Blvd., Suite 3400 Houston, Texas 77056 Telephone: (713) 402-3614	Same	25%	$ 25,000,000
Capital One, N.A. 5718 Westheimer, Suite 600 Houston, Texas 77057 Telephone: (713) 435-5024 Fax: (713) 706-5499	Same	25%	$ 25,000,000
Bank of Texas, N.A. 5 Houston Center 1401 McKinney, Suite 1650 Houston, Texas 77010 Telephone: (713) 289-5855 Fax: (713) 289-5825	Same	25%	$ 25,000,000
Bank of Scotland 565 Fifth Avenue New York, NY 10017 Telephone: (212) 450-0837 Fax: (212)479-2806	Same	25%	$ 25,000,000

SCHEDULE 4.1

SECURITY DOCUMENTS

1. Amended and Restated Security Agreement by and among Borrower and its subsidiaries and Wachovia Bank, N.A., as Lead Arranger and Administrative Agent.

2. Amended and Restated Pledge Agreement by and among Borrower and its subsidiaries and Wachovia Bank, N.A., as Lead Arranger and Administrative Agent.

3. Assignment of Notes and Liens dated as of February 20, 2007 (the "Assignment of Prior Credit Documents") among Capital One, N.A., formerly known as Hibernia National Bank, as agent and lender, Bank of Texas, Bank of Scotland, First Bank & Trust and RZB Finance LLC, as lenders, and Wachovia Bank, N.A., as administrative agent and lender, Bank of Texas, N.A., Bank of Scotland and Capital One, N.A., as lenders, and Borrower.

4. Intercreditor Agreement dated as of October 23, 2003 among Federal Insurance Company, an Indiana corporation, Arch Insurance Company, a Missouri corporation, and Bank of Texas, N.A., as amended by the First Amendment to Intercreditor Agreement dated as of March 1, 2005, as amended by the Second Amendment to Intercreditor Agreement dated as of June 30, 2005, as assigned to the Prior Agent pursuant to the Assignment of Notes and Liens dated June 30, 2005 among Bank of Texas, N.A., the Prior Agent and the Borrower, as amended by the Third Amendment to Intercreditor Agreement dated as of September 29, 2006, as amended by the Fourth Amendment to Intercreditor Agreement dated as of February 20, 2007, and as assigned to Wachovia Bank, N.A., as Lead Arranger and Administrative Agent, pursuant to the Assignment of Prior Credit Documents.

SECTION 5.6 to SCHEDULE 5

Material Adverse Effect

NONE

SECTION 5.7 to SCHEDULE 5

Material Restrictions

NONE

SECTION 5.9 to SCHEDULE 5

Litigation

NONE

SECTION 5.10 to SCHEDULE 5

Labor Disputes and Acts of God

NONE

SECTION 5.11 to SCHEDULE 5

ERISA Plans and Liabilities

ERISA Plans

Comfort Systems USA, Inc. 401(k)
Comfort Systems USA Section 125 Plan
Comfort Systems USA Health Plan
Comfort Systems USA Basic and Voluntary Life Insurance Plan
Comfort Systems USA Basic and Voluntary Accidental Death and Dismemberment Plan
Comfort Systems USA Long Term Disability Income Benefit Plan
Comfort Systems USA Short Term Disability Income Benefit Plan
Woodcock & Armani Mechanical Contractors Health Plan
ABJ Fire Protection Health Plan
Eastern Heating & Cooling Health Plan
MJ Mechanical Health Plan

SECTION 5.12 to SCHEDULE 5

Environmental and Other Laws

NONE

SECTION 5.13 to SCHEDULE 5

Names and Places of Business

ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES
ACI Mechanical, Inc.	Principal Place of Business	3116 S. Duff Avenue, Ames, Iowa 50010		CS35 Acquisition
ARC Comfort Systems USA, Inc.	Principal Place of Business	777 Post Oak Blvd., Suite 500, Houston, TX 77056	1110 East Douglas Ave. Visailia, CA 93292	American Refrigeration Contractors; MDC Service Corporation Superior Mechanical Systems, Inc. CS17 Acquisition Corp. Comfort Systems USA (Central California), Inc.
Accurate Air Systems, L.P.	Principal Place of Business	9745 Bent Oak Drive, Houston, Texas 77040		
Accu-Temp GP, Inc.	Principal Place of Business	777 Post Oak Blvd Suite 500, Houston, Texas 77056		
Accu-Temp LP, Inc.	Principal Place of Business	777 Post Oak Blvd Suite 500, Houston, Texas 77056		

AirTemp, Inc.	Principal Place of Business	11 Wallace Avenue, South Portland, Maine 04106		
Atlas-Accurate Holdings, L.L.C.	Principal Place of Business	777 Post Oak Blvd. Suite 500, Houston, Texas 77056		
Atlas Comfort Systems USA, L.P.	Principal Place of Business	4133 Southerland, Houston, Texas 77092		Atlas Air Conditioning Company, L.P.
	Satellite	10693 Wakeman Drive, Manassas, Virginia 20110		
	Satellite	1225 E. Crosby Road, Suite B-14, Carrollton, Texas 75006		
	Satellite	17745 Ashley Drive, Suite B, Panama City Beach, Florida 32413		
	Satellite	340 East Shelbourne Avenue, Las Vegas, Nevada 89123		Atlas Comfort Systems Nevada Comfort Systems USA Las Vegas
	Satellite	620 Magnolia avenue, Suite E, Ontario, California 91762		
Batchelor’s Mechanical Contractors, Inc.	Principal Place of Business	3110 Old Shell Road, Mobile, Alabama 36607		
BCM Controls Corporation	Principal Place of Business	19 Wheeling Avenue, Woburn, Massachusetts 01801		

ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES
California Comfort Systems USA, Inc.	Principal Place of Business	9750 Distribution Avenue, San Diego, California 92121	650 Alpine Way Escondido, CA 92029 4660 Viewridge Ave. San Diego, CA 92123	Golden State Mechanical, Inc. Helm Corporation San Diego Weather Engineering, Inc. RMC2 Mechanical Systems, Inc.
Climate Control, Inc.	Principal Place of Business	1057 Bill Tuck Highway, So Boston, Virginia 24592		CS43 Acquistion Corp. Comfort Systems USA (Raleigh), Inc. CCI Systems, Inc. Comfort Systems USA (South Boston), Inc.
Comfort Systems USA (Arkansas), Inc.	Principal Place of Business	4806 Rixey Road, North Little Rock, Arkansas 72117		CS16 Acquisition Corp. River City Mechanical, Inc.
	Satellite	1915 North Shiloh, Fayetteville, Arkansas 72704		
Comfort Systems USA (Atlanta), Inc.	Principal Place of Business	2275 Northwest Parkway Rd., Suite 105, Bldg.3, Marietta, Georgia 30067		H & M Mechanical, Inc.
Comfort Systems USA (Baltimore), Inc.	Principal Place of Business	2105 Emmorton Park Road, Suite 104, Edgewood, Maryland 21040		CS49 Acquisition Corp.
Comfort Systems USA (Bristol), Inc.	Principal Place of Business	294 Blevins Blvd., Bristol, Virginia 24203-0757		Fred Hayes Heating & Air Conditioning Fred Hayes Mechanical Contractors
Comfort Systems USA (Carolinas), Inc.	Principal Place of Business	6600-A North Park Blvd., Charlotte, North Carolina 28216		
Comfort Systems USA (Florida), Inc.	Principal Place of Business	799 Bennett Drive, Longwood, Florida 32750		The Drake Corporation All Temp Services Air Masters of Tampa Bay
Comfort Systems USA (Hartford), Inc.	Principal Place of Business	50 Baker Hollow Road Ste. A, Windsor, Connecticut 06095		Comfort Systems USA Energy Services The Harvey Robbin Company MBS Acquisition Corp.
Comfort Systems USA (Intermountain), Inc.	Principal Place of Business	2035 S. Milestone Drive, Salt Lake City, Utah 84104		Air Pro Heating & Air Conditioning CSI/Bonneville Contract Services Freeway Heating & Air Conditioning Pond Plumbing & Heating Salmon & Alder
Comfort Systems USA National Accounts LLC	Principal Place of Business	2655 Fortune Circle West, Suite E-F, Indianapolis, Indiana 46241		Accu-Temp, LLC Comfort Systems USA National Service Organization, Inc. CS33 Acquisition Corp.
Comfort Systems USA (Ohio), Inc.	Principal Place of Business	30300 Bruce Industrial Parkway, Solon, Ohio 44139		Comfort Systems USA (Cleveland), Inc. Tech Heating and Air Conditioning, Inc.

ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES
	Satellite	2874 E. Kemper Road, Sharonville, Ohio 45241		
	Satellite	3080 South Tech Blvd, Miamisburg, Ohio 45342		
	Satellite	670 K Lakeview Plaza Blvd., Worthington, Oh 43085		
Comfort Systems USA (Pasadena), L.P.	Principal Place of Business	777 Post Oak Blvd., Suite 500, Houston, TX 77056	4107 New West Drive Pasadena, TX 77507 85 IH10 North, Ste 110 Beaumont, TX 77707	United Environmental Services, L.P.
Comfort Systems USA (Southeast), Inc.	Principal Place of Business	435 Corday Street, Pensacola, Florida 32503		Gulfside Mechanical, Inc. Neel Mechanical Contractors, Inc. CS22 Acquisition Corp.
	Satellite	250 Commercial Drive, Thomasville, Georgia 31757		
	Satellite	255 Southgate Road, Dothan, Alabama 36301		
	Satellite	4251 Alden Drive, Mobile, Alabama 36693		
	Satellite	4518 Val North Drive, Valdosta, Georgia 31602		
Comfort Systems USA (Syracuse), Inc.	Principal Place of Business	6500 New Venture Gear Drive, East Syracuse, New York 13057		Armani Plumbing & Mechanical ABJ Fire Protection Company Woodcock & Associates Woodcock & Armani
Comfort Systems USA (Texas), L.P.	Principal Place of Business	777 Post Oak Blvd. Suite 500, Houston, Texas 77056		
Comfort Systems USA G.P., Inc.	Principal Place of Business	777 Post Oak Blvd. Suite 500, Houston, Texas 77056		
Comfort Systems USA (Twin Cities), Inc.	Principal Place of Business	777 Post Oak Blvd, Suite 500, Houston, TX 77056	2611 Hamiline Avenue North, Suite 150 Roseville, MN 55113	EDS Energy Development Services
Comfort Systems USA (Western Michigan), Inc.	Principal Place of Business	777 Post Oak Blvd. Suite 500, Houston, Texas 77056	421 North Lafayette St. Greenville, MI 48838	River City Mechanical, Inc. Troost Service Co. H & H Plumbing. Heating & Hardware
CS53 Acquisition Corp.	Principal Place of Business	777 Post Oak Blvd. Suite 500, Houston, Texas 77056		
Design Mechanical, Incorporated	Principal Place of Business	168 CTC Blvd. Suite D, Louisville, Colorado 80027		Colorado Plumbing Services DMI Acquisition Corp.
Design Mechanical, Inc.	Satellite	P.O. Box 3070, 210 Marmot Lane, Suite B5 & B8, Eagle, Colorado 81631-3070		
Eastern Heating & Cooling, Inc.	Principal Place of Business	880 Broadway, Albany, New York 12207-1316		

ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES
Eastern Refrigeration Co., Inc.	Principal Place of Business	880 Broadway, Albany, New York 12207-1316		
Granite State Holdings Company, Inc.	Principal Place of Business	777 Post Oak Blvd, Suite 500, Houston, Texas 77056		
Granite State Plumbing & Heating LLC	Principal Place of Business	10 N. Riverdale Road, Weare, New Hampshire 03281		
	Satellite	26 Waterford Place, Gilford, New Hampshire 03249		
H&M Mechanical, Inc.	Principal Place of Business	135 Belcher Drive, Pelham, Alabama 35124 P.O. Box 36397 Birmingham, AL 35236		Comfort Systems USA (Atlanta), Inc. CS31 Acquisition Corp Helm Corporation H&M Plumbing Company, Inc. H&M Mechanical Contractors, Inc.
Helm Corporation	Principal Place of	168 CTC Blvd. Suite D, Louisville, Colorado		

	Business	80027		
Hess Mechanical Corporation	Principal Place of Business	9600 Fallard Court, Upper Marlboro, Maryland 20772-6703		CS12 Acquisition Corp.
Hudson River Heating and Cooling, Inc.	Principal Place of Business	10 Airline Drive Suite 205, Albany, New York 12205		
H-VAC Supply, L.L.C.	Principal Place of Business	P.O. Box 4956, Suite 1134, Caguas, Puerto Rico 00726-4956		
HydroKool, L.L.C.	Principal Place of Business	6875 W. Galveston, Chandler, Arizona 85226		
J&J Mechanical, Inc.	Principal Place of Business	3405 Robards Court, Louisville, Kentucky 40218	4006 South Brook Street Louisville, KY 40218	CS54 Acquisition Corp.
James Air Conditioning Enterprise Inc.	Principal Place of Business	P.O. Box 4956 Ste 1134, Caguas, Puerto Rico 00726-4956 Caguas, PR 00726-4956 Carr #1KM -23 HM.O B.O. , Rio Guaynbabo, PR 00970		
Martin Heating, Inc.	Principal Place of Business	2035 S. Milestone Drive, Salt Lake City, Utah 84104	1655 W. High School Rd. Jackson Hole, WY 83001	
Mechanical Technical Services, L.P.	Principal Place of Business	9601 Dessau Road, Bldg 3, Suite 303, Austin, Texas 78754		MTECH FHN Enterprises, Ltd.

ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES
MJ Mechanical Services, Inc.	Principal Place of Business	2040 Military Road, Tonawanda, New York 14150		JM State Refrigeration MJ Acquistion Corp. Vastola Heating & Air Conditioning
MJ Mechanical Services, Inc.	Satellite	300 Fire Tower Drive, Tonawanda, New York 14150		
North American Mechanical, Inc.	Principal Place of Business	6135 North American Lane, De Forest, Wisconsin 53532		CS13 Acquisition Corp.
Quality Air Heating and Cooling, Inc.	Principal Place of Business	3395 Kraft Avenue, SE, Grand Rapids, Michigan 49512		Control Logic Precision Services, Inc.
	Satellite	2306 Winters Drive, Portage, Michigan 49002		
Quality Professional Employer Organization LLC	Principal Place of Business	3395 Kraft Avenue, SE, Grand Rapids, Michigan 49512		
S.I. Goldman Company, Inc.	Principal Place of Business	799 Bennett Drive, Longwood, Florida 32750		CS14 Acqustion Corp. Central Construction Mechanical Service Group
	Satellite	320 Melody Lane, Casselberry, Florida 32707		
S.M. Lawrence Co., Inc.	Principal Place of Business	245 Preston Street, Jackson, Tennessee 38301		CEL, Inc. Casey Electric
	Satellite	667 Chaney Drive, Collierville, Tennessee 38017		
SA Associates, Inc.	Principal Place of Business	777 Post Oak Blvd., Suite 500, Houston, TX 77056		Salmon & Alder Associates
Salmon & Alder, LLC	Principal Place of Business	777 Post Oak Blvd., Suite 500, Houston, TX 77056		
Seasonair, Inc.	Principal Place of Business	16001-A Industrial Drive, Gaithersburg, Maryland 20877		
Sheren Plumbing & Heating, Inc.	Principal Place of Business	3801 Rennie School Road, Traverse City, Michigan 49684		CS9 Acquisition Corp.
Temp-Right Service, Inc.	Principal Place of Business	101 North Catlin, Missoula, Montana 59801		Carson Brothers TRS Acquistion Corp.l C.B. Inc.
	Satellite	Carson Brothers, 1639 MT Highway 35, Kalispell, Montana 59901		
The Capital Refrigeration Company	Principal Place of Business	619 E. Jefferson Street, Montgomery, Alabama 36104		CS37 Acquisition Corp.
	Satellite	480 North Dean Road-Unit G-3, Auburn, Alabama 36830		
Tri-City Mechanical, Inc.	Principal Place of Business	6875 W. Galveston, Chandler, Arizona 85226		

ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES

	Satellite	3250 S. Dodge Blvd #7, Tucson, Arizona 85713	3450 S. Broadmont Blvd., Suite 100 Tucson, AZ 85713	Dave's Refrigeration & Heating Corp. Tri-City Acquisition Corp.
Western Building Services, Inc.	Principal Place of Business	800 E. 64th Avenue Ste 17, Denver, Colorado 80229		Colorado Plumbing Service B.E.S.T. HVAC Western Energy Services, Inc.

SECTION 5.14 to SCHEDULE 5

Subsidiaries

COMFORT SYSTEMS USA, INC. - SUBSIDIARIES

ENTITY NAME	DOMESTIC JURISDICTION	FORMATION DATE
ACI Mechanical, Inc.	Delaware	06/26/1998
ARC Comfort Systems USA, Inc.	Delaware	03/17/1998
Accurate Air Systems, L.P.	Texas	07/23/1981
Accu-Temp GP, Inc.	Delaware	05/21/1998
Accu-Temp LP, Inc.	Delaware	05/20/1998
AirTemp, Inc.	Delaware	10/15/1998
Atlas-Accurate Holdings, L.L.C.	Delaware	12/28/1998
Atlas Comfort Systems USA, L.P.	Texas	06/28/1983
Batchelor's Mechanical Contractors, Inc.	Alabama	03/16/1981
BCM Controls Corporation	Massachusetts	10/03/1984
California Comfort Systems USA, Inc.	California	05/18/1983
Climate Control, Inc.	Delaware	09/17/1998
Comfort Systems USA (Arkansas), Inc.	Delaware	03/17/1998
Comfort Systems USA (Atlanta), Inc.	Georgia	01/25/2005
Comfort Systems USA (Baltimore), Inc.	Delaware	10/15/1998
Comfort Systems USA (Bristol), Inc.	Delaware	08/25/1997
Comfort Systems USA (Carolinas), Inc.	Delaware	06/09/2006
Comfort Systems USA (Florida), Inc.	Florida	10/04/1976
Comfort Systems USA (Hartford), Inc.	Delaware	08/25/1997
Comfort Systems USA (Intermountain), Inc.	Utah	05/06/1969
Comfort Systems USA National Accounts LLC	Indiana	07/28/1998
Comfort Systems USA (Ohio), Inc.	Ohio	10/10/1979
Comfort Systems USA (Pasadena), L.P.	Texas	12/29/1999
Comfort Systems USA (Southeast), Inc.	Delaware	03/24/1998
Comfort Systems USA (Syracuse), Inc.	New York	03/08/1965
Comfort Systems USA (Texas), L.P.	Texas	08/14/1998
Comfort Systems USA G.P., Inc.	Delaware	08/12/1998
Comfort Systems USA (Twin Cities), Inc.	Minnesota	08/01/2001
Comfort Systems USA (Western Michigan), Inc.	Michigan	07/21/1989
CS53 Acquisition Corp.	Delaware	01/26/1999
Design Mechanical, Incorporated	Delaware	10/30/1997
Eastern Heating & Cooling, Inc.	New York	12/19/1988
Eastern Refrigeration Co., Inc.	New York	01/30/1990
Granite State Holdings Company, Inc.	Delaware	11/02/2005
Granite State Plumbing & Heating LLC	Delaware	07/31/2001
H&M Mechanical, Inc.	Delaware	06/25/1998
Helm Corporation	Colorado	10/26/1972
Hess Mechanical Corporation	Delaware	03/17/1998
Hudson River Heating and Cooling, Inc.	Delaware	08/19/2005
H-VAC Supply, L.L.C.	Puerto Rico	10/18/06

ENTITY NAME	DOMESTIC JURISDICTION	FORMATION DATE
Hydro-Kool, L.L.C.	Delaware	03/16/2006
J&J Mechanical, Inc.	Kentucky	02/10/1981
James Air Conditioning Enterprise Inc.	Puerto Rico	07/02/1991
Martin Heating, Inc.	Wyoming	03/15/2000
Mechanical Technical Services, L.P.	Texas	08/31/1999
MJ Mechanical Services, Inc.	Delaware	12/12/1997
North American Mechanical, Inc.	Delaware	03/17/1998
Quality Air Heating and Cooling, Inc.	Michigan	09/10/1980
Quality Professional Employer Organization LLC	Delaware	12/01/2004

S.I. Goldman Company, Inc.	Delaware	03/17/1998
S.M. Lawrence Co., Inc.	Tennessee	03/08/1973
SA Associates, Inc.	Utah	03/27/1984
Salmon & Alder, LLC	Utah	07/08/1996
Seasonair, Inc.	Maryland	10/28/1966
Sheren Plumbing & Heating, Inc.	Delaware	01/26/1999
Temp-Right Service, Inc.	Delaware	09/25/1997
The Capital Refrigeration Company	Delaware	08/06/1998
Tri-City Mechanical, Inc.	Arizona	12/23/1977
Western Building Services, Inc.	Colorado	06/12/1980

SCHEDULE 7.1

Existing Indebtedness

NONE

Exhibit 31.1

**RULE 13a-14(a) CERTIFICATION IN
ACCORDANCE WITH SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, William F. Murdy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Comfort Systems USA, Inc. (the "Company")

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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) 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) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) 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

(d) 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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5. The registrant's other certifying officers 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 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.

Dated: July 30, 2009

By: /s/ William F. Murdy
William F. Murdy
Chairman of the Board and Chief Executive Officer

RULE 13a-14(a) CERTIFICATION IN ACCORDANCE WITH SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William George, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Comfort Systems USA, Inc. (the "Company");

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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) 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

(d) 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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5. The registrant's other certifying officers 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 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.

Dated: July 30, 2009

By: /s/ William George
William George
Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

I, William F. Murdy, Chairman of the Board and Chief Executive Officer of Comfort Systems USA, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

The Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2009 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 30, 2009

By: /s/ William F. Murdy
William F. Murdy
Chairman of the Board and Chief Executive Officer

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* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

I, William George, Executive Vice President and Chief Financial Officer of Comfort Systems USA, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

The Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2009 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 30, 2009

By: /s/ William George
William George
Executive Vice President and Chief Financial Officer

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* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.