

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 March 31, 2009

OR

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

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

Commission file number: 1-13011

**COMFORT SYSTEMS USA, INC.**

(Exact name of registrant as specified in its charter)

<b>DELAWARE</b>	<b>76-0526487</b>
(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 is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

The number of shares outstanding of the issuer's common stock, as of April 28, 2009 was 38,676,366.

**COMFORT SYSTEMS USA, INC.**  
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**FOR THE QUARTER ENDED MARCH 31, 2009**

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## PART I—FINANCIAL INFORMATION

## Item 1—Financial Statements

## COMFORT SYSTEMS USA, INC.

## CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share Amounts)

	December 31, 2008	March 31, 2009 (Unaudited)
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 117,015	\$ 108,149
Accounts receivable, less allowance for doubtful accounts of \$5,260 and \$5,506, respectively	267,498	247,305
Other receivables	6,157	5,270
Inventories	11,629	10,899
Prepaid expenses and other	23,409	24,696
Costs and estimated earnings in excess of billings	19,223	17,613
Total current assets	444,931	413,932
PROPERTY, PLANT AND EQUIPMENT, net	35,908	35,153
GOODWILL	90,940	94,605
IDENTIFIABLE INTANGIBLE ASSETS, net	16,281	15,459
MARKETABLE SECURITIES	8,423	7,479
OTHER NONCURRENT ASSETS	2,009	1,778
Total assets	\$ 598,492	\$ 568,406
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Current maturities of long-term debt	\$ —	\$ —
Current maturities of notes to former owners	1,336	1,018
Accounts payable	98,400	80,310
Accrued compensation and benefits	46,741	33,617
Billings in excess of costs and estimated earnings	97,510	88,072
Income taxes payable	1,011	3,899
Accrued self-insurance expense	25,376	25,910
Other current liabilities	28,011	31,039
Total current liabilities	298,385	263,865
LONG-TERM DEBT, NET OF CURRENT MATURITIES	—	—
NOTES TO FORMER OWNERS, NET OF CURRENT MATURITIES	9,363	8,639
OTHER LONG-TERM LIABILITIES	4,273	4,628
Total liabilities	312,021	277,132
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 2,398,328 shares, respectively	(27,069)	(26,174)
Additional paid-in capital	328,621	325,551
Accumulated other comprehensive income (loss)	(326)	(290)
Retained earnings (deficit)	(15,166)	(8,224)
Total stockholders' equity	286,471	291,274
Total liabilities and stockholders' equity	\$ 598,492	\$ 568,406

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	
	March 31,	
	2008	2009
REVENUES	\$295,705	\$281,290
COST OF SERVICES	242,285	226,088
Gross profit	53,420	55,202
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	40,640	43,489
GAIN ON SALE OF ASSETS	(30)	(2)
Operating income	12,810	11,715
OTHER INCOME (EXPENSE):		
Interest income	936	227
Interest expense	(258)	(337)
Other	106	(7)
Other income (expense)	784	(117)
INCOME BEFORE INCOME TAXES	13,594	11,598
INCOME TAX EXPENSE	5,353	4,656
NET INCOME	\$ 8,241	\$ 6,942
INCOME PER SHARE:		
Basic	\$ 0.21	\$ 0.18
Diluted	\$ 0.20	\$ 0.18
SHARES USED IN COMPUTING INCOME PER SHARE:		
Basic	39,839	38,279
Diluted	40,484	38,687
DIVIDENDS PER SHARE	\$ 0.045	\$ 0.045

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)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
BALANCE AT DECEMBER 31, 2007	41,123,365	\$ 411	(781,415)	\$ (9,973)	\$ 336,996	\$ —	\$ (64,856)	\$ 262,578
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)
Unrealized loss on marketable securities, net of tax	—	—	—	—	—	(326)	—	(326)
Net income	—	—	—	—	—	—	49,690	49,690
BALANCE AT DECEMBER 31, 2008	41,123,365	411	(2,453,245)	(27,069)	328,621	(326)	(15,166)	286,471
Issuance of Stock:								
Issuance of shares for options exercised including tax benefit (unaudited)	—	—	49,750	545	(275)	—	—	270
Issuance of restricted stock (unaudited)	—	—	211,857	2,330	(2,330)	—	—	—
Shares received in lieu of tax withholding payment on vested restricted stock (unaudited)	—	—	(3,490)	(35)	—	—	—	(35)
Stock-based compensation expense (unaudited)	—	—	—	—	1,284	—	—	1,284
Tax benefit from vesting of restricted stock (unaudited)	—	—	—	—	(14)	—	—	(14)
Dividends (unaudited)	—	—	—	—	(1,735)	—	—	(1,735)
Share repurchase (unaudited)	—	—	(203,200)	(1,945)	—	—	—	(1,945)
Unrealized income on marketable securities, net of tax (unaudited)	—	—	—	—	—	36	—	36
Net income (unaudited)	—	—	—	—	—	—	6,942	6,942
BALANCE AT MARCH 31, 2009 (unaudited)	41,123,365	\$ 411	(2,398,328)	\$ (26,174)	\$ 325,551	\$ (290)	\$ (8,224)	\$ 291,274

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	
	March 31,	
	2008	2009
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 8,241	\$ 6,942
Adjustments to reconcile net income to net cash used in operating activities—		
Amortization of identifiable intangible assets	708	843
Depreciation expense	1,832	2,435
Bad debt expense	79	388
Deferred tax (benefit) expense	298	(254)
Amortization of debt financing costs	27	27
Gain on sale of assets	(30)	(2)
Stock-based compensation expense	639	1,284
Changes in operating assets and liabilities, net of effects of acquisitions—		
(Increase) decrease in—		
Receivables, net	6,304	19,805
Inventories	(26)	730
Prepaid expenses and other current assets	(1,898)	(367)
Costs and estimated earnings in excess of billings	(2,963)	1,610
Other noncurrent assets	1,054	26
Increase (decrease) in—		
Accounts payable and accrued liabilities	(17,037)	(27,057)
Billings in excess of costs and estimated earnings	339	(9,438)
Other long-term liabilities	1,387	(905)
Net cash used in operating activities	<u>(1,046)</u>	<u>(3,933)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(2,752)	(1,772)
Proceeds from sales of property and equipment	80	75
Proceeds from businesses sold	110	262
Purchases of marketable securities	(18,525)	—
Sales of marketable securities	—	1,000
Cash paid for acquisition and intangible assets, net of cash acquired	(23,218)	—
Net cash used in investing activities	<u>(44,305)</u>	<u>(435)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net borrowings on revolving line of credit	—	—
Payments on other long-term debt	—	(1,042)
Payments of dividends to shareholders	(1,803)	(1,735)
Share repurchase program and shares received in lieu of tax withholding	(3,830)	(1,980)
Excess tax benefit of stock-based compensation	(15)	82
Proceeds from exercise of options	4	177
Net cash used in financing activities	<u>(5,644)</u>	<u>(4,498)</u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b><u>(50,995)</u></b>	<b><u>(8,866)</u></b>
CASH AND CASH EQUIVALENTS, beginning of year	139,631	117,015
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 88,636</u>	<u>\$ 108,149</u>

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

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 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 54% of our consolidated 2009 revenues are attributable to installation of systems in newly constructed facilities, with the remaining 46% attributable to maintenance, repair and replacement services. The following service activities account for our consolidated 2009 revenues: HVAC—77%, plumbing—16%, building automation control systems—3%, and other—4%. 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 our accounting policies during the current period except for the adoption of FSP Emerging Issues Task Force (EITF) 03-6-1 "Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities," as further discussed below. For a description of our significant accounting policies, refer to Note 2 of Notes to Consolidated Financial Statements of Comfort Systems included 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.

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

**2. Summary of Significant Accounting Policies (Continued)**

Cash paid for interest for the three months ended March 31, 2008 and 2009 was approximately \$0.1 million and \$0.3 million, respectively. Cash paid for income taxes for the three months ended March 31, 2008 and 2009 was approximately \$0.7 million and \$1.7 million, respectively.

***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, marketable securities, 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 Accounting 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. We perform this evaluation 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.

***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.

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

**2. Summary of Significant Accounting Policies (Continued)**

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 March 31, 2009. The changes in fair values, net of applicable taxes, are recorded as unrealized gains (losses) as a component of accumulated other comprehensive income 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 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.

## COMFORT SYSTEMS USA, INC.

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

## 2. Summary of Significant Accounting Policies (Continued)

*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.

## 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.

The assets measured at fair value on a recurring basis subject to the disclosure requirements of Statement 157 as of March 31, 2009 are as follows (in thousands):

	Balance, March 31, 2009	Fair Value Measurements at Reporting Date Using		
		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	\$ 108,149	\$ 108,149	\$ —	\$ —
Auction rate Securities	\$ 8,479	\$ —	\$ 925	\$ 7,554

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 March 31, 2009, our marketable securities consisted of \$8.5 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 quarter, we sold \$1.0 million of these auction rate securities at face value. An additional \$1.0 million has been sold in April 2009; this is included in "Prepaid Expenses and Other" in our consolidated balance sheet. The remaining \$7.5 million has been classified as a noncurrent asset on

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

**3. Fair Value Measurements (Continued)**

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, to accumulated other comprehensive income (loss). 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 March 31, 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-temporarily impaired. During the three months ended March 31, 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") will be paid if certain acquisitions achieve predetermined profitability targets. The total purchase price for these acquisitions was \$67.7 million, including \$3.5 million in earn-outs that were recorded during the first quarter of 2009. There were no acquisitions in the first quarter 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.

## COMFORT SYSTEMS USA, INC.

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

**5. Long-Term Debt Obligations**

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

	December 31, 2008	March 31, 2009
Revolving credit facility	\$ —	\$ —
Notes to former owners	10,699	9,657
<b>Total debt</b>	<b>10,699</b>	<b>9,657</b>
Less—current maturities of notes to former owners	(1,336)	(1,018)
<b>Total long-term portion of debt</b>	<b>\$ 9,363</b>	<b>\$ 8,639</b>

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 March 31, 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 1.75% as of March 31, 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. We are in compliance with all the financial covenants as of March 31, 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 \$9.7 million, of which \$1.0 million is current as of March 31, 2009 and bear interest, payable annually, at a weighted average interest rate of 5.8%.

**6. 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

## COMFORT SYSTEMS USA, INC.

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

**6. Commitments and Contingencies (Continued)**

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 March 31, 2009 for potential and asserted backcharges from several customers of our large multi-family operation based in Texas. The related expense is included in "Cost of Services" 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 March 31, 2009 (in thousands):

	<u>Balance at December 31, 2008</u>	<u>Additions</u>	<u>Utilization</u>	<u>Balance at March 31, 2009</u>
Three months ended March 31, 2009	\$ 5,838	\$ —	\$ (169)	\$ 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 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 enjoyed a longstanding relationship with our primary surety and have another surety to further 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.

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

**6. Commitments and Contingencies (Continued)**

*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 employers liability and auto liability noted below).

*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.

**7. 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 0.4 million and 0.6 million anti-dilutive stock options that were excluded from the calculation of diluted EPS for the three months ended March 31, 2008 and 2009, respectively.

## COMFORT SYSTEMS USA, INC.

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

(Unaudited)

## 7. Stockholders' Equity (Continued)

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	
	March 31,	
	2008	2009
Common shares outstanding, end of period(a)	39,703	38,186
Effect of using weighted average common shares outstanding	136	93
Shares used in computing earnings per share—basic	39,839	38,279
Effect of shares issuable under stock option plans based on the treasury stock method	626	406
Effect of contingently issuable restricted stock	19	2
Shares used in computing earnings per share—diluted	40,484	38,687

(a) Excludes 0.5 million and 0.5 million shares of unvested contingently issuable restricted stock outstanding as of March 31, 2008 and 2009, respectively.

**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 203,200 shares during the three months ended March 31, 2009, at an average price of \$9.57 share. We have repurchased a cumulative total of 3.4 million shares as of March 31, 2009, at an average price of \$11.33 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 87% 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 March 31, 2009, we had 3,730 projects in process. Our average project takes six to nine months to complete, with an average contract price of approximately \$530,000. 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 March 31, 2009, we had 8 projects in process with a contract price of between \$15 and \$30 million, 18 projects between \$10 million and \$15 million, 66 projects between \$5 million and \$10 million, and 235 projects between \$1 million and \$5 million. Taken together, projects with contract prices of \$1 million or more totaled \$1,388.8 million of aggregate contract value as of March 31, 2009, or approximately 70%, out of a total contract value for all projects in progress of \$1,973.9 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 13% 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 42 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 has expanded moderately during

2004 and 2005, and was strong during 2006 through 2008. 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 health care 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 further under "Results of Operations" below.

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 a second surety to further 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.

As discussed at greater length in "Results of Operations" below, we have seen increased activity levels in our industry since 2004 until the present. 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, rather than on growth. We plan to continue our involvement in multi-family work; however, we have decided to focus a portion of our resources away from this work and we expect that as a result, the portion of our work that is multi-family will diminish somewhat in the future. In addition to the work we have done on our underperforming units, we have increased our focus on project qualification, estimating, pricing and management, and on service performance.

### ***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 87% 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 for 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. These reporting units are tested for impairment by comparing the 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 March 31,			
	2008		2009	
Revenues	\$295,705	100.0%	\$281,290	100.0%
Cost of services	242,285	81.9%	226,088	80.4%
Gross profit	53,420	18.1%	55,202	19.6%
Selling, general and administrative expenses	40,640	13.7%	43,489	15.5%
Gain on sale of assets	(30)	—	(2)	—
Operating income	12,810	4.3%	11,715	4.2%
Interest income (expense), net	678	0.2%	(110)	0.0%
Other income	106	—	(7)	—
Income before income taxes	13,594	4.6%	11,598	4.1%
Income tax expense	5,353		4,656	
Net income	<u>\$ 8,241</u>	2.8%	<u>\$ 6,942</u>	2.5%

*Revenues*—Revenues decreased \$14.4 million, or 4.9% to \$281.3 million for the first quarter of 2009 compared to the same period in 2008. Approximately 15.3% of the decrease in revenues related to same store activity offset by a 10.4% increase from 2008 acquisitions. The same store revenue decrease stemmed primarily from reduced activity in the nonresidential facilities markets throughout the United States especially in office buildings (approximately \$15.5 million) as well as continued decreases in the multi-family sector (approximately \$17.6 million). These decreases were partially offset by increased activity in the education sector (approximately \$4.3 million). We have seen decreased activity, primarily in our Central Arizona and Alabama operations resulting from increased competition and the close out of several jobs and from the planned downsizing of our large multi-family operation based in Texas.

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 March 31, 2009 was \$716.9 million, a 4.7% decrease from December 31, 2008 backlog of \$752.4 million. The sequential decrease was primarily due to decreases at our Central Arizona and Central Florida operations. On a same store basis, backlog as of March 31, 2009 was \$665.6 million, a decrease of 18.0% from March 31, 2008 backlog of \$811.3 million. The year-over-year decrease is due to the planned downsizing of our large multi-family operation based in Texas and decreases at our Central Arizona, Northwest Virginia, and Central Florida operations.

Following the three-year period of industry activity declines from 2001-2003 noted previously, we saw 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 in 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 increase revenues.

*Gross Profit*—Gross profit increased \$1.8 million, or 3.3%, to \$55.2 million for the first quarter of 2009 as compared to the same period in 2008, primarily due to our 2008 acquisitions. As a percentage of revenues, gross profit for 2009 was 19.6%, up from 18.1% in 2008. The increase in gross profit percentage resulted primarily from higher profitability at our Central Florida operation (approximately \$2.7 million) and improved results at our Northeast Maryland operation (\$1.0 million). These increases were partially offset by decreased activity at our Southern Arizona operation (\$1.1 million).

*Selling, General and Administrative Expenses ("SG&A")*—SG&A increased \$2.8 million, or 7.0% for the first quarter of 2009 as compared to the same period in 2008, primarily related to our 2008 acquisitions. As a percentage of revenues, SG&A increased from 13.7% in 2008 to 15.5% in 2009 due to a lower 2009 revenue base.

*Interest Income, Net*—Interest income, net was \$0.7 million for the first quarter of 2008 and interest expense, net was \$0.1 million for the first quarter of 2009, respectively. The net decrease in interest income was primarily due to lower interest rates in 2009.

*Income Tax Expense*—Our effective tax rate for 2009 was 40.1%, as compared to 39.4% in 2008. The effective tax rate for the first quarter of 2008 is lower than 2009 due to a change in expected tax expense in certain jurisdictions. 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 that 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 continues to be at solid levels but 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 expect lower profitability than we achieved in 2008.

#### Liquidity and Capital Resources:

	Three Months Ended	
	March 31,	
	2008	2009
	(in thousands)	
<b>Cash provided by (used in):</b>		
Operating activities	\$ (1,046)	\$ (3,933)
Investing activities	\$ (44,305)	\$ (435)
Financing activities	\$ (5,644)	\$ (4,498)
<b>Free cash flow:</b>		
Cash used in operating activities	\$ (1,046)	\$ (3,933)
Purchases of property and equipment	(2,752)	(1,772)
Proceeds from sales of property and equipment	80	75
<b>Free cash flow</b>	<b>\$ (3,718)</b>	<b>\$ (5,630)</b>

*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. The negative free cash flow for the three months ended March 31, 2008 and 2009 were funded entirely by existing cash balances.

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 March 31, 2009, we had negative free cash flow of \$5.6 million as compared to negative free cash flow of \$3.7 million in 2008. These negative amounts are primarily due to the funding of year end compensation accruals. The decrease in free cash flow is primarily due to a decrease in overbillings.

As of March 31, 2009, our marketable securities consisted of \$8.5 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, to accumulated other comprehensive income (loss). 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. In April 2009, we sold \$1.0 million of these auction rate securities at face value.

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 203,200 shares for the three months ended March 31, 2009, at an average price of \$9.57 per share. We have repurchased a cumulative total of 3.4 million shares as of March 31, 2009, at an average price of \$11.33 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 March 31, 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 costs, we estimate the interest rate applicable to the borrowings under the Facility would be approximately 1.75% as of March 31, 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. We are in compliance with all the financial covenants as of March 31, 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 \$9.7 million, of which \$1.0 million is current as of March 31, 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 enjoyed a longstanding relationship with our primary surety and we have added another surety to further 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 March 31, 2009 (in thousands):

	Twelve Months Ended March 31,					Thereafter	Total
	2010	2011	2012	2013	2014		
Liabilities—Notes to former owners	\$1,018	\$6,598	\$2,041	\$ —	\$ —	\$ —	\$ 9,657
Interest payable	\$ 522	\$ 391	\$ 29	\$ —	\$ —	\$ —	\$ 942
Operating lease obligations	\$9,642	\$7,192	\$6,328	\$5,420	\$3,843	\$ 7,009	\$39,434

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 loan.

As of March 31, 2009, we also have \$43.1 million letter of credit commitments, all of which expire in 2009. 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 all 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 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.

### 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 March 31, 2009:

	Twelve Months Ended March 31,						Fair Value
	2010	2011	2012	2013	2014	Thereafter	
Fixed Rate Debt	\$1,018	\$6,598	\$2,041	\$—	\$—	\$—	\$9,657
Average Interest Rate	6.0%	5.8%	5.5%	—	—	—	5.8%

As of March 31, 2009, our marketable securities consisted of \$8.5 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, to accumulated other comprehensive income (loss). 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 three months ended March 31, 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(b) under the Securities Exchange Act of 1934) as of the end of the most recent fiscal quarter. 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) 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 defined in Rules 13a-15(f) and 15(d)-15(f) under the Securities Exchange Act of 1934) during the fiscal quarter ended March 31, 2009 that have materially affected, or are reasonably likely to materially affect, our 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. Recent Sales of Unregistered Securities****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 203,200 shares for the three months ended March 31, 2009, at an average price of \$9.57 per share. We have repurchased a cumulative total of 3.4 million shares as of March 31, 2009, at an average price of \$11.33 per share.

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</u>
January 1—January 31	33,900	\$ 10.33	3,234,209	618,450
February 1—February 28	41,300	\$ 10.10	3,275,509	577,150
March 1—March 31	128,000	\$ 9.20	3,403,509	995,500
	203,200	\$ 9.57	3,403,509	995,500

In addition, 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 March 31, 2009, we withheld common shares to satisfy these tax withholding obligations as follows:

<u>Period</u>	<u>Number of Shares</u>	<u>Average Price</u>
January 1—January 31	3,490	\$ 10.10
February 1—February 28	—	\$ —
March 1—March 31	—	\$ —
	<u>3,490</u>	<u>\$ 10.10</u>

**Item 6. Exhibits**

(a) Exhibits.

- 10.1 Summary of 2009 Incentive Compensation Plan.
- 10.2 Form of Comfort Systems USA, Inc. Performance Restricted Stock Award—dated March 26, 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.

April 30, 2009

By:           /s/ WILLIAM F. MURDY          

William F. Murdy  
*Chairman of the Board and  
Chief Executive Officer*

April 30, 2009

By:           /s/ WILLIAM GEORGE          

William George  
*Executive Vice President and  
Chief Financial Officer*

April 30, 2009

By:           /s/ JULIE S. SHAEFF          

Julie S. Shaeff  
*Senior Vice President and  
Chief Accounting Officer*



**SUMMARY OF 2009 INCENTIVE COMPENSATION PLAN**

On March 26, 2009, the Compensation Committee of the Board of Directors of Comfort Systems USA, Inc. (the "Compensation Committee") adopted the 2009 Senior Management Annual Performance Plan, and authorized certain equity grants under the Company's Long-term Incentive Plan. The Named Executive Officers are Mr. William F. Murdy, Chairman of the Board of Directors and Chief Executive Officer; Mr. William George, III, Executive Vice President and Chief Financial Officer; Mr. Brian E. Lane, Executive Vice President and Chief Operating Officer; Mr. Thomas N. Tanner, Executive Vice President—Corporate Development; and Ms. Julie S. Shaeff, Senior Vice President and Chief Accounting Officer.

*2009 Incentive Compensation Plan for Executive Officers*

The annual incentive compensation for the Named Executive Officers is provided under a shareholder approved plan intended to satisfy the requirements for deductibility of performance-based compensation under Section 162(m) of the Internal Revenue Code. The plan consists of two distinct elements. The first element of the plan rewards the senior executives of the Company for obtaining certain earnings per share ("EPS") target thresholds (the "Objective Bonus"). The second element of the plan rewards the achievement of certain performance metrics individualized for each executive (the "Subjective Bonus").

For the Objective Bonus, the Committee has set a bonus range based on a target that is correlated with the Company's annual EPS. The range for the Objective Bonus for Messrs. Murdy, George, Lane and Tanner will be 40 percent to 150 percent of 90 percent of their respective annual base salaries. For Ms. Shaeff the range for the Objective Bonus will be 40 percent to 150 percent of 30 percent of her annual base salary. The Objective Bonus is zero until a certain EPS threshold is met, it then scales from 40 percent to 100 percent on a straight-line basis as it moves from 75% of the EPS target to 100% of the EPS target. Should the Company's performance exceed the EPS target, it then scales from 100 percent to 150 percent on a straight-line basis as it moves from 100% of the EPS target to 155% of the EPS target. With regard to the Subjective Bonus, each executive is reviewed individually and at the sole discretion of the Committee is awarded a bonus within a set range of potential outcomes based on a percentage of annual base salary. For Messrs. Murdy, George, Lane, and Tanner, the range is 0 to 100 percent of 10 percent of annual base salary; for Ms. Shaeff, the range is 0 to 100 percent of 20 percent of annual base salary.

*Long-term Incentive Plan Grants*

The Committee further determined grants under the Company's Long-term Incentive Plan. These grants were determined based on the closing price of the Company's common stock on March 26, 2009, the date the Committee met to approve the grants. These grants consisted of an award of performance stock as well as a grant of options. The performance stock is tenure as well as performance based; it is granted on a three-year equal vesting schedule, and vests only if the Company meets certain performance requirements prior to each of the three vesting periods. If the performance threshold is met, the performance stock awards vest on a sliding scale from 0 to 100 percent of the portion of the award scheduled to vest on a straight-line basis. The number of shares vesting may also be reduced by the Compensation Committee on a discretionary basis. The option grants vest on a three-year schedule and do not have a performance vesting requirement.

The 2009 awards were granted to the following executives for the purpose of providing an incentive for those individuals to work for the Company's long-term success: Mr. Murdy was granted 59,216 shares of performance stock and 49,347 options. Messrs. George and Tanner were granted 25,994 shares of performance stock and 21,662 options respectively. Mr. Lane was granted 23,267 shares of performance stock and 19,389 options. Ms. Shaeff was granted 10,330 shares of performance stock and 8,608 options.

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**COMFORT SYSTEMS USA, INC.**  
2006 Equity Incentive Plan  
Performance Restricted Stock Award Agreement

Comfort Systems USA, Inc.  
777 Post Oak Blvd, Suite 500  
Houston, Texas 77056

Ladies and Gentlemen:

The undersigned ("Employee") (i) acknowledges that he or she has received an award (the "Award") of performance restricted stock from Comfort Systems USA, Inc., a Delaware corporation (the "Company"), under the Company's 2006 Equity Incentive Plan (the "Plan"), subject to the terms set forth below and in the Plan; (ii) further acknowledges receipt of a copy of the Plan as in effect on the date hereof; and (iii) agrees with the Company as follows:

1. *Effective Date.* This Agreement shall take effect as [Date], which is the date of grant of the Award.
  2. *Shares Subject to Award.* The Award consists of [Number] shares (the "Shares") of common stock of the Company ("Stock"). Employee's rights to the Shares are subject to the restrictions described in this Agreement and the Plan (which is incorporated herein by reference with the same effect as if set forth herein in full) in addition to such other restrictions, if any, as may be imposed by law. In the event that any provision of this Agreement is inconsistent with the terms of the Plan, the terms of the Plan shall govern.
  3. *Meaning of Certain Terms.* Except as otherwise expressly provided in this Agreement, all terms used herein shall have the same meaning as in the Plan. The term "vest" as used herein with respect to any Share means the lapsing of the restrictions described herein and in the Plan with respect to such Share, which entitles Employee to transfer the Share and to retain such Share after a termination of employment.
  4. *Nontransferability of Shares.* The Shares acquired by Employee pursuant to this Agreement shall not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of until such time as they become vested under Section 7 of this Agreement.
  5. *Forfeiture Risk.* Except as provided in Section 7(c) of this Agreement, if Employee ceases to be employed by the Company and its subsidiaries for any reason, including death, any then unvested Shares acquired by Employee hereunder shall be immediately forfeited upon such termination with no consideration due to Employee. Employee hereby (i) appoints the Company as his or her attorney-in-fact to take such actions as may be necessary or appropriate to effectuate a transfer of the record ownership of any such Shares that are unvested and forfeited hereunder, (ii) agrees to deliver to the Company, as a precondition to the issuance of any certificate or certificates with respect to unvested Shares hereunder, one or more stock powers, endorsed in blank, with respect to such Shares, and (iii) agrees to sign such other powers and take such other actions as the Company may reasonably request to accomplish the transfer or forfeiture of any unvested Shares that are forfeited hereunder.
  6. *Retention of Certificates.* Any certificates representing unvested Shares shall be held by the Company. Employee agrees that the Company may give stop transfer instructions to the depository to ensure compliance with the provisions hereof.
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7. *Vesting of Shares.* The Shares acquired hereunder shall vest in accordance with the provisions of this Section 7 and applicable provisions of the Plan, as follows:

- (a) (i) If the Committee determines that, for the prior 12-month period preceding the first scheduled vesting date set forth in Section 7(b) herein, the Company did not have positive earnings from its continuing operations, all as determined and reported in accordance with generally accepted accounting principles in the Company's regularly-prepared financial statements, excluding the following non-cash items: (A) good will impairment; (B) write-off of debt costs; (C) restructuring charges; and (D) any cumulative effect of a change in accounting principles, Employee shall immediately and irrevocably forfeit all of the Shares with no consideration due to Employee.
- (ii) If the Committee determines that for the 12-month period prior to the date that such Shares are scheduled to vest under Section 7(b) herein the Company's prior 36-month performance did not achieve 60% of the average 3-year trailing EBITDA or EPS target (whichever the case may be) as set by the Committee under the average of the Company's prior 3-year Senior Management Incentive Programs, then Employee shall immediately and irrevocably forfeit all of the Shares scheduled to vest on such date with no consideration due to Employee.
- (iii) If in the 12-month period preceding a scheduled vesting date under Section 7(b), the Company achieved between 60% to 80% of the average 3-year trailing EBITDA or EPS target (whichever the case may be) as set by the Committee under the average of the Company's prior 3-year Senior Management Incentive Programs, then Employee shall immediately and irrevocably forfeit Shares proportionately based on a scale where 60% or less equals 0% of Shares retained by Employee and 80% or greater equals 100% of Shares retained by Employee; and all Shares not forfeited pursuant to the aforementioned scale shall vest on such vesting date.

- (b) Subject to Section 7(a) above and Sections 7(c) and 7(d) below, and provided that Employee is then, and since the date of grant has continuously been, employed by the Company or its subsidiaries, then the Shares shall vest as follows:

[<sup>1</sup>/3 of Number] on May 15, [2010];

[<sup>1</sup>/3 of Number] on April 1, [2011]; and

[<sup>1</sup>/3 of Number] on April 1, [2012].

*provided, however,* that, notwithstanding anything to the contrary in Section 7(a) above or this Section 7(b), any unvested Shares that have not earlier been forfeited shall vest immediately in the event of (i) a "Change in Control," as defined in Employee's change in control agreement, if any, with the Company, or (ii) if Employee and Company have not entered into a change in control agreement, in the event the Company experiences a "Change in Control" as defined herein.

- (c) Notwithstanding anything to the contrary in Section 7(b) above, if Employee retires from the Company at a time when the sum of his or her age in whole years and his or her years of service with the Company (as determined in a manner consistent with the method used for purposes of determining vesting under the Comfort Systems USA, Inc. 401(k) Plan) is at least 75, Employee shall be deemed to satisfy the continuous employment condition set forth in Section 7(b) on each vesting date following retirement. The number of Shares that vest will in all cases be determined in accordance with the provisions of Section 7(a) above.
- (d) Notwithstanding anything to the contrary in Sections 7(a), 7(b), or 7(c) above, the Committee may, in its sole discretion, reduce the number of Shares vesting on any date pursuant to this Award, and may cause any unvested Shares under this Award to be forfeited, based on the individual performance of Employee as compared with specific
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individual goals, which may be based on objective or nonobjective factors related to Employee's performance.

8. *Legend.* Any certificates representing unvested Shares shall be held by the Company, and any such certificate shall contain a legend substantially in the following form:

THE TRANSFERABILITY OF THIS CERTIFICATE AND THE SHARES OF STOCK REPRESENTED HEREBY ARE SUBJECT TO THE TERMS AND CONDITIONS (INCLUDING FORFEITURE) OF THE COMPANY'S 2006 EQUITY INCENTIVE PLAN AND A PERFORMANCE RESTRICTED STOCK AWARD AGREEMENT ENTERED INTO BETWEEN THE REGISTERED OWNER AND COMFORT SYSTEMS USA, INC. COPIES OF SUCH PLAN AND AGREEMENT ARE ON FILE IN THE OFFICES OF COMFORT SYSTEMS USA, INC.

As soon as practicable following the vesting of any such Shares the Company shall cause a certificate or certificates covering such Shares to be delivered to Employee.

9. *Voting Rights; Dividends, etc.* As of the date of grant, Employee shall have the right to vote the Shares (to the same extent as any other holder of Stock), and the right, subject to this Section 9, to receive dividends on the Shares, unless and until the Shares are forfeited as provided for in Section 7 of this Agreement. Unless the Committee determines otherwise, payment of any cash dividend, additional shares of Stock, any other securities of the Company and any other property distributed with respect to the Shares shall be deferred until the Shares vest and are no longer subject to forfeiture under the terms of this Agreement (and shall be subject to forfeiture upon forfeiture under Section 7 above of any unvested Shares to which such deferred dividends relate). The dividends or distributions allocable to the Shares shall be paid or delivered to the Participant on the vesting date for the Shares to which the dividends or distributions relate, but only to the extent such Shares vest under the terms of this Agreement.
10. *Sale of Vested Shares.* Employee understands that he or she will be free to sell any Share only once it has vested, subject to (i) satisfaction of any applicable tax withholding requirements with respect to the vesting or transfer of such Share; (ii) the completion of any administrative steps (for example, but without limitation, the transfer of certificates) that the Company may reasonably impose; and (iii) applicable company policies and the requirements of federal and state securities laws.
11. *Certain Tax Matters.* Employee expressly acknowledges the following:
- a. Employee has been advised to confer promptly with a professional tax advisor to consider whether Employee should make a so-called "83(b) election" with respect to the Shares. Any such election, to be effective, must be made in accordance with applicable regulations and within thirty (30) days following the grant date of this Award. The Company has made no recommendation to Employee with respect to the advisability of making such an election.
  - b. The award or vesting of the Shares acquired hereunder, and the payment of dividends with respect to such shares, may give rise to "wages" subject to withholding. Employee expressly acknowledges and agrees that his or her rights hereunder are subject to his or her satisfaction of any applicable tax withholdings associated with such award, vesting or payment by: (i) delivering cash (including check, money order or wire transfer made payable to the order of the Company), (ii) having the Company withhold a portion of the Shares to be delivered hereunder having a Fair Market Value equal to the minimum tax withholding amount for such taxes, or (iii) delivering to the Company shares of Stock having a Fair Market Value equal to the minimum tax withholding amount for such taxes.
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12. *Definition: Change in Control.* For the purpose of Section 7(b)(ii) herein, a "Change in Control" shall be deemed to have occurred if:
- a. any person (including any "person" within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended, and more than one person acting as a group), other than the Company, or an employee benefit plan of the Company, or any entity controlled by either, acquiring directly or indirectly the beneficial ownership of any voting security of the Company and if immediately after such acquisition such person is, directly or indirectly, the beneficial owner of voting securities representing 50% or more of the total voting power of all of the then-outstanding voting securities of the Company, provided that if any one person, or more than one person acting as a group, owned more than 50% of the total fair market value or total voting power of Company stock as of the date of this Agreement, the acquisition of additional stock by the same person or persons shall not be deemed to be a Change in Control;
  - b. the date a majority of the following individuals are replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Company's Board of Directors before the date of the appointment or election: (i) the individuals who, as of the date hereof, constitute the Board of Directors of the Company (the "Original Directors"); (ii) the individuals who thereafter are elected to the Board of Directors of the Company and whose election, or nomination for election, to the Board of Directors of the Company was approved by a vote of at least two-thirds of the Original Directors then still in office (such directors becoming "Additional Original Directors" immediately following their election); and (iii) the individuals who are elected to the Board of Directors of the Company and whose election, or nomination for election, to the Board of Directors of the Company was approved by a vote of at least two-thirds of the Original Directors and Additional Original Directors then still in office (such directors also becoming "Additional Original Directors" immediately following their election); or
  - c. any one person, or more than one person acting as a group, acquiring (or who has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to or more than 50% of the total gross fair market value of the assets of the Company immediately before such acquisition or acquisitions.
13. *Non-Competition Agreement.* Employee will not, during the period of employment by or with the Company, and for a period of twelve (12) months immediately following the termination of employment, for any reason whatsoever, directly or indirectly, on his or her own behalf or on behalf of or in conjunction with any other person, company, partnership, corporation or business of whatever nature:
- a. engage, as an officer, director, shareholder, owner, partner, joint venturer, or in a managerial capacity, whether as an employee, independent contractor, consultant or advisor, or as a sales representative, or make guarantee loans or invest, in or for any business engaged in the business of mechanical contracting services, including heating, ventilation and air conditioning, plumbing, fire protection, piping and electrical and related services ("Services") in competition with the Company or any of its affiliates within seventy-five (75) miles of where the Company or any affiliated operation or subsidiary conducts business if within the preceding two (2) years Employee has had responsibility for, or material input or participation in, the management or operation of such other operation or subsidiary;
  - b. call upon any person who is, at that time, an employee of the Company or any of its affiliates in a technical, managerial or sales capacity for the purpose or with the intent of enticing such employee away from or out of the employ of the Company or any affiliate;
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- c. call upon any person or entity which is at that time, or which has been within two (2) years prior to that time, a customer of the Company or any affiliate for the purpose of soliciting or selling Services; or
- d. call upon any prospective acquisition candidate, on Employee's own behalf or on behalf of any competitor, which acquisition candidate either was called upon Employee on behalf of the Company or any affiliate or was the subject of an acquisition analysis made by Employee on behalf of the Company or any affiliate for the purpose of acquiring such acquisition candidate.

Notwithstanding the above, the foregoing agreements and covenants shall not be deemed to prohibit Employee from acquiring as an investment not more than one percent (1%) of the capital stock of a competing business whose stock is traded on a national securities exchange or on an over-the-counter or similar market. It is specifically agreed that the period during which the agreements and covenants of Employee made in this Section 13 shall be effective shall be computed by excluding from such computation any time during which Employee is in violation of any provision of this Section 13.

- 14. *Remedies in the Event of Breach.* If the Company determines that Employee is not in compliance with the agreements and covenants set forth in Section 13 above, and such non-compliance has not been authorized in advance in a specific written waiver from the Company, the Committee may, without limiting other remedies that may be available to the Company, cause all or any portion of the Award to be forfeited, whether or not previously vested, and may require Employee to remit or deliver to the Company the amount of any consideration received by Employee upon the sale of any Shares delivered under the Award. Employee acknowledges and agrees that the calculation of damages from a breach of the foregoing agreements and covenants would be difficult to calculate accurately and that the remedies provided for herein are reasonable and not a penalty. Employee further agrees not to challenge the reasonableness of this provision even if the Company rescinds or withholds the delivery of Shares hereunder or withholds any amount otherwise payable to Employee as an offset to effectuate the foregoing.
- 15. *Entire Agreement.* The Plan and this Agreement constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and Employee with respect to the subject matter hereof.

Very truly yours,

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[NAME]

The foregoing Performance Restricted Stock Award Agreement is hereby accepted:

**COMFORT SYSTEMS USA, INC.**

By:

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Signature

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[NAME]

Its:

[TITLE]

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**RULE 13a-14(a) CERTIFICATION IN  
ACCORDANCE WITH SECTION 302  
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 that:

1. I have reviewed this quarterly report on Form 10-Q of 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.
  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
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(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: April 30, 2009

By: /s/ WILLIAM F. MURDY

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William F. Murdy  
*Chairman of the Board and  
Chief Executive Officer*

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**RULE 13a-14(a) CERTIFICATION IN  
ACCORDANCE WITH SECTION 302  
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 that:

1. I have reviewed this quarterly report on Form 10-Q of 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.
  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
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- (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: April 30, 2009

By: /s/ WILLIAM GEORGE

William George  
*Executive Vice President and  
Chief Financial Officer*

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**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 March 31, 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: April 30, 2009

By: /s/ WILLIAM F. MURDY

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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.

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**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 March 31, 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: April 30, 2009

By: /s/ WILLIAM GEORGE

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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.

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