

MATRIX SERVICE CO
Form 10-Q/A
February 18, 2005
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended November 30, 2004

or

Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File number 001-15461

MATRIX SERVICE COMPANY

(Exact name of registrant as specified in its charter)

Edgar Filing: MATRIX SERVICE CO - Form 10-Q/A

DELAWARE
(State of incorporation)

73-1352174
(I.R.S. Employer Identification No.)

10701 E. Ute St., Tulsa, Oklahoma 74116-1517

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (918) 838-8822

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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 an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of January 5, 2005, there were 19,285,276 shares of the Company's common stock, \$0.01 par value per share, issued and 17,328,326 shares outstanding.

Table of Contents

INDEX

	<u>PAGE NO.</u>
PART I	
<u>FINANCIAL INFORMATION</u>	
ITEM 1. <u>Financial Statements (Unaudited)</u>	
<u>Consolidated Statements of Income for the Three and Six Months Ended November 30, 2004 and 2003</u>	2
<u>Consolidated Balance Sheets as of November 30, 2004 and May 31, 2004</u>	3
<u>Consolidated Statements of Cash Flow for the Six Months Ended November 30, 2004 and 2003</u>	5
<u>Consolidated Statements of Changes in Stockholders' Equity for the Six Months Ended November 30, 2004 and 2003</u>	7
<u>Notes to Consolidated Financial Statements</u>	8
ITEM 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	21
PART II	
<u>OTHER INFORMATION</u>	
ITEM 6. <u>Exhibits</u>	36
<u>Signature</u>	36

Table of Contents

EXPLANATORY NOTE

This Form 10-Q/A is being filed as Amendment No. 1 to our Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2004 to revise Part 1, Items 1 and 2 in the original Form 10-Q. The amendment:

adds a discussion of the mandatory prepayment provisions included in the November 30, 2004 Amendment to the Company's credit facility;

revises the discussion of the Company's current expectations regarding compliance with the financial covenants included in its credit agreement and adds a discussion of the potential ramifications to the Company in the event it is unable to comply with the covenants included in its credit agreement; and

includes a discussion of recent trends in accounts receivable and costs in excess of billings to explain why accounts receivable and costs in excess of billings balances have not declined in proportion to the decline in revenues in recent periods.

This Amendment No. 1 to our Quarterly Report on Form 10-Q/A amends and restates Items 1 and 2 of Part 1 of our original Quarterly Report on Form 10-Q. Except as described above, the information included in Items 1 and 2 of Part I have not been updated to reflect events or developments which may have occurred subsequent to November 30, 2004.

Table of Contents

PART I

FINANCIAL INFORMATION

ITEM 1. Financial Statements

Matrix Service Company

Consolidated Statements of Income

(in thousands, except share and per share data)

	Three Months Ended		Six Months Ended	
	November 30,		November 30,	
	(unaudited)		(unaudited)	
	2004	2003	2004	2003
Revenues	\$ 113,522	\$ 170,913	\$ 198,461	\$ 329,675
Cost of revenues	102,554	157,835	180,779	303,517
Gross profit	10,968	13,078	17,682	26,158
Selling, general and administrative expenses	7,756	7,194	14,889	14,002
Restructuring, impairment and abandonment	(27)	54	148	