

INTEGRATED ELECTRICAL SERVICES INC
Form S-4/A
July 24, 2001

1

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 24, 2001
Registration No. 333-65160

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT No. 1
TO

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTEGRATED ELECTRICAL SERVICES, INC. *
(exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

1731
(Primary Standard Industrial Classification Code Number)

(I.R.S. E

1800 WEST LOOP SOUTH
SUITE 500
HOUSTON, TEXAS 77027
(713) 860-1500
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

JOHN F.
EXECUTIVE VICE
GENERAL
1800 WEST LOOP
HOUSTON, T
(713) 8
(Name, address, i
and telephone n
area code, of ag

Copy to:
DAVID P. OELMAN, ESQ.
VINSON & ELKINS L.L.P.
2300 FIRST CITY TOWER
1001 FANNIN STREET
HOUSTON, TEXAS 77002-6760
713-758-3708
713-615-5861 (FAX)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the effective date of this Registration Statement

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this Form is filed to registered additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

* Includes certain subsidiaries of Integrated Electrical Services, Inc. identified on the following pages.

2

TABLE OF ADDITIONAL REGISTRANTS

UNDER REGISTRATION STATEMENT ON FORM S-4

The following subsidiaries of Integrated Electrical Services, Inc. are co-registrants under this registration statement for the purpose of providing guarantees, if any, of payments on debt securities registered hereunder:

1st Group Telecommunications, Inc. (f/k/a Bryant Acquisition Corporation)	Delaware	7429
Ace Electric, Inc.	Georgia	5812
Aladdin Ward Electric & Air, Inc.	Florida	5921
Amber Electric, Inc.	Florida	5918
Anderson & Wood Construction Co., Inc.	Delaware	7429
ARC Electric, Incorporated	Delaware	7605
B. Rice Electric LP	Texas	7606
Bachofner Electric, Inc.	Delaware	7605
Bartley & Devary Electric, Inc.	Delaware	7429
Bear Acquisition Corporation	Delaware	7429
Bexar Electric Company, Ltd.	Texas	7427
Brink Electric Construction Co.	South Dakota	4603

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Britt Rice Electric, Inc.	Delaware	7606
Britt Rice Holdings LLC	Arizona	5222
Britt Rice Management LLC	Arizona	7606
Bryant Electric Company, Inc.	North Carolina	5610
BW Consolidated, Inc.	Nevada	7417
BW/BEC, Inc.	Texas	7428
BW/BEC, L.L.C.	Nevada	8608
Canova Electrical Contracting, Inc.	Delaware	7429
Carroll Holdings LLC	Arizona	7429
Carroll Management LLC	Arizona	7429
Carroll Systems LP	Texas	7606

PAGE 1 OF 5

3

Carroll Systems, Inc. (f/k/a Pan American Acquisition Corporation)	Delaware	7605
Charles P. Bagby Co., Inc.	Alabama	6307
Collier Electric Company, Inc.	Florida	7429
Commercial Electrical Contractors, Inc.	Delaware	7605
Cross State Electric, Inc.	California	9536
Cypress Electrical Contractors, Inc.	Delaware	7210
Daniel Electrical Contractors, Inc.	Florida	5926
Daniel Electrical of Treasure Coast, Inc.	Florida	6505
Davis Electrical Constructors, Inc.	South Carolina	5704
Delco Electric, Inc.	Delaware	7315
DKD Electric Company, Inc.	New Mexico	8502
Electro-Tech, Inc.	Nevada	8802
EMC Acquisition Corporation	Delaware	7429
Ernest P. Breaux Electrical, Inc.	Delaware	7429
Federal Communications Group, Inc.	Delaware	8504

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Florida Industrial Electric, Inc.	Florida	5935
General Partner, Inc.	Alabama	6310
Goss Electric Company, Inc.	Delaware	7605
H.R. Allen, Inc.	South Carolina	5706
Hatfield Reynolds Electric Company (f/k/a Hatfield Electric, Inc.)	Arizona	8605
Haymaker Electric, Ltd.	Alabama	6310
Holland Electrical Systems, Inc.	Delaware	7605
Houston Stafford Holdings, LLC	Arizona	5220
Houston-Stafford Electric, Inc.	Texas	7417
Houston-Stafford Electrical Contractors, LP	Texas	5220
Houston-Stafford Management LLC	Arizona	5220
Howard Brothers Electric Co., Inc.	Delaware	7605
I.C.G. Electric, Inc.	Delaware	7429

PAGE 2 OF 5

4

ICS Holdings LLC	Arizona	
ICS Integrated Communication Services LP	Texas	5221
IES Communications Group, Inc. (f/k/a IES Communications Inc.)	Delaware	7606
IES Contractors Holdings LLC	Arizona	5221
IES Contractors LP	Texas	5221
IES Contractors Management LLC	Arizona	5221
IES Electrical Group, Inc. (f/k/a Integrated Communication Services, Inc.)	Delaware	5221
IES Holdings, LLC	Arizona	5220
IES Management, LP	Texas	7605
IES Residential Group, Inc.	Delaware	7606
IES Specialty Lighting, Inc. (f/k/a Modern Acquisition Corporation)	Delaware	7315

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IES Ventures Inc.	Delaware	7606
Innovative Electric Company, Inc. (f/k/a Thurman & O'Connell Corp.)	Kentucky	6111
Integrated Electrical Finance, Inc.	Texas	7605
Integrated Electrical Services, Inc.	Delaware	7605
Intelligent Building Solutions, Inc.	Delaware	7429
J.W. Gray Electric Company, Inc.	Delaware	7605
J.W. Gray Electrical Contractors, LP	Texas	5220
J.W. Gray Holdings, LLC	Arizona	5220
J.W. Gray Management, LLC	Arizona	5220
Kayton Electric, Inc.	Nebraska	4706
Key Electrical Supply, Inc.	Texas	7602
Linemen, Inc. (d/b/a California Communications)	Delaware	7429
Mark Henderson, Incorporated	Delaware	7605
Menninga Electric, Inc.	Delaware	7605
Midlands Electrical Contractors, Inc.	Delaware	7429
Mid-States Electric Company, Inc.	Delaware	6217
Mills Electric LP	Texas	5220

PAGE 3 OF 5

5

Mills Electrical Contractors, Inc.	Texas	7513
Mills Electrical Holdings, LLC	Arizona	5220
Mills Management LLC	Arizona	5220
Mitchell Electric Company, Inc.	Arizona	8601
M-S Systems, Inc.	Tennessee	6214
Murray Electrical Contractors, Inc.	Delaware	7429
Muth Electric, Inc.	South Dakota	4603
NBH Holding Co., Inc. (f/k/a DKD Acquisition Corporation)	Delaware	8504

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Neal Electric LP	Texas	7606
Neal Electric Management LLC (f/k/a ICS Management LLC)	Arizona	5221
New Technology Electrical Contractors, Inc.	Delaware	7429
Newcomb Electric Company, Inc.	Delaware	7606
Pan American Electric Company, Inc., a New Mexico	New Mexico	7426
Pan American Electric, Inc.	Tennessee	6209
Paulin Electric Company, Inc.	Delaware	6106
Pollock Electric, Inc.	Texas	7600
Pollock Summit Electric, LP	Texas	7605
Pollock Summit Holdings, Inc.	Arizona	5220
PrimeNet, Inc. (f/k/a Stuttts Acquisition Corporation)	Delaware	7429
Primo Electric Company (f/k/a Hamer Electric Acquisition, Inc.)	Delaware	7429
Putzel Electrical Contractors, Inc.	Delaware	7606
Raines Electric Co., Inc.	Delaware	7605
Raines Electric LP	Texas	5221
Raines Holdings LLC	Arizona	5221
Raines Management LLC	Arizona	5221
RKT Electric, Inc.	Delaware	7605
Rockwell Electric, Inc.	Delaware	7605
Rodgers Electric Company, Inc.	Washington	9110

PAGE 4 OF 5

6

Ron's Electric, Inc.	Delaware	7429
Spectrol, Inc.	Delaware	7605
Spoor Electric, Inc. (d/b/a SEI Electrical Contractor)	Florida	7428

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Summit Electric of Texas, Incorporated	Texas	7602
T&H Electrical Corporation	Delaware	7605
Tech Electric Co., Inc.	Delaware	7429
Tesla Power (Nevada), Inc.	Nevada	7606
Tesla Power and Automation, LP	Texas	7605
Tesla Power G.P., Inc.	Texas	7606
Tesla Power Properties, LP	Texas	7605
Thomas Popp & Company	Ohio	3111
Valentine Electrical, Inc.	Delaware	7429
Wolfe Electric Co., Inc.	Delaware	7429
Wright Electrical Contracting, Inc.	Delaware	6312

PAGE 5 OF 5

7

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

8

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Subsection (a) of section 145 of the General Corporation Law of the State of Delaware empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably

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incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been made to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145 in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; that indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; and empowers the corporation to purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

Section 102(b)(7) of the General Corporation Law of the State of Delaware provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director provided that such provision shall not eliminate or limit the liability of a director (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits. The following exhibits are filed herewith pursuant to the requirements of Item 601 of Regulation S-K:

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Exhibit No. -----	Description -----
3.1	Amended and Restated Certificate of Incorporation as amended. (Incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (File No. 333-38715) of the Company).
3.2*	Bylaws, as amended.
4.2	Indenture, dated January 28, 1999, by and among Integrated Electrical Services, Inc. and the subsidiaries named therein and State Street Bank and Trust Company covering up to \$150,000,000 9 3/8% Senior Subordinated Notes due 2009. (Incorporated herein by reference to Exhibit 4.2 to Post-Effective Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-50031) of the Company).
4.3*	Indenture, dated as of May 29, 2001 by and among Integrated Electrical Services, Inc., the subsidiaries name therein and State Street Bank and Trust Company.
4.4	Form of Integrated Electrical Services, Inc. 9 3/8% Senior Subordinated Note due 2009 (Series A) (Included in Exhibit A to Exhibit 4.2 to Post-Effective Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-50031) of the Company).
4.5	Form of Integrated Electrical Services, Inc. 9 3/8% Senior Subordinated Note due 2009 (Series B) (Included in Exhibit A to Exhibit 4.2 to Post-Effective Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-50031) of the Company).
4.6*	Form of Integrated Electrical Services, Inc. 9[]% Senior Subordinated Note due 2009 (Series C) (Included in Exhibit A to the Indenture, dated as of May 29, 2001, filed herewith as Exhibit 4.3)
4.7*	Exchange and Registration Rights Agreement dated as of May 29, 2001 by and between Integrated Electrical Services, Inc. and the initial purchasers named therein.
5.1*	Opinion of Vinson & Elkins L.L.P. regarding the validity of the securities being registered.
10.1+	Form of Employment Agreement (Incorporated herein by reference to Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333-38715) of the Company).
10.2	Form of Officer and Director Indemnification Agreement (Incorporated herein by reference to Exhibit 10.2 to the Registration Statement on Form S-1 (File No. 333-38715) of the Company).
10.3+	Integrated Electrical Services, Inc. 1997 Stock Plan, as amended. (Incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999).
10.4+	Integrated Electrical Services, Inc. 1997 Directors Stock Plan (Incorporated herein by reference to Exhibit 16.4 of the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
10.5	Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A., including Guaranty, Pledge Agreement, Security Agreement, form of promissory note, and form of swing line note. (Incorporated herein by reference to Exhibit 10.5 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-50031) of the Company).
10.6	Amendment No. 1 dated September 30, 1998, to the Credit Agreement dated July 30, 1998, among the Company, the

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- Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K/A for the year ended September 30, 1998).
- 10.7 Amendment No. 2 dated January 18, 1999, to the Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.7 to Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (Reg. No. 333-50031) of the Company).
- 10.8 Amendment No. 3 dated August 19, 1999, to the Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
- 10.9 Amendment No. 4 dated March 31, 2000, to the Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).
- 10.10+ Employment Agreement between the Company and H. David Ramm dated March 20, 2000 (Incorporated herein by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).

II-2

10

- 10.11+ Integrated Electrical Services, Inc. 1999 Incentive Compensation Plan (Incorporation herein by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
- 10.12* Credit Agreement dated as of May 22, 2001 among Integrated Electrical Services, Inc., as borrower, the financial institutions named therein, as banks, Credit Lyonnais and the Bank of Nova Scotia, as syndication agents, Toronto Dominion (Texas), Inc., as documentation agent and The Chase Manhattan Bank, as administrative agent.
- 12* Ratio of Earnings to Fixed Charges.
- 21.1 List of Subsidiaries (Incorporated herein by reference to Exhibit 21.1 of the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
- 23.1* Consent of Arthur Andersen LLP
- 23.7* Consent of Vinson & Elkins L.L.P.
- 24.1* Power of Attorney.
- 25.1* Statement of Eligibility on Form T-1 of State Street Bank and Trust Company.
- 99.1* Form of Letter of Transmittal.

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- 99.2* Form of Letter to Clients.
- 99.3* Form of Letter to Registered Holders and DTC Participants.
- 99.4* Form of Notice of Guaranteed Delivery.

* Previously filed.

+ Management contract or compensatory plan or arrangement.

(b) Financial Statement Schedules. Incorporated herein by reference to Item 8 of our annual report on Form 10-K for the year ended September 30, 2000, as amended.

ITEM 22. UNDERTAKINGS

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Each registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed

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with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(c) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; and

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) To respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(6) To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in this Registration Statement when it became effective.

II-3

11

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

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INTEGRATED ELECTRICAL SERVICES, INC.

By: /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Executive Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

Signature -----	Capacity -----
* ----- H. David Ramm	President, Chief Executive Officer and Director (Principal Executive Officer)
* ----- William W. Reynolds	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Vice President, Treasurer and Chief Accounting Officer (Principal Accounting Officer)
* ----- C. Byron Snyder	Chairman of the Board of Directors
* ----- Herbert R. Allen	Director
* ----- Richard L. China	Director
* ----- John A. Cosentino, Jr.	Director
* ----- Donald Paul Hodel	Director
* ----- Robert C. Kelly	Director
* ----- Ben L. Mueller	Director

Signature -----	Capacity -----
* ----- Richard Muth	Director
----- Alan R. Sielbeck	Director
* ----- Richard L. Tucker	Director
* ----- Bob Weik	Director
* ----- Jim P. Wise	Director
* ----- James D. Woods	Director

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

DKD ELECTRIC COMPANY, INC.
NBH HOLDING CO., INC. (F/K/A DKD ACQUISITION CORPORATION)
POLLOCK SUMMIT HOLDINGS, INC.

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TESLA POWER (NEVADA), INC.

BY: /s/ ADRIANNE HORNE

ADRIANNE HORNE
CHIEF EXECUTIVE OFFICER AND DIRECTOR

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
/s/ ADRIANNE HORNE ----- Adrienne Horne	Chief Executive Officer and Director (Principal Executive, Financial and Accounting Officer)

14

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

BRITT RICE ELECTRIC, INC.
BRYANT ELECTRIC COMPANY, INC.
BW CONSOLIDATED, INC.
BW/BEC, INC.
CROSS STATE ELECTRIC, INC.
CYPRESS ELECTRICAL CONTRACTORS, INC.
DAVIS ELECTRICAL CONSTRUCTORS, INC.
ELECTRO-TECH, INC.
ERNEST P. BREAUX ELECTRICAL, INC.
H.R. ALLEN, INC.
HOUSTON-STAFFORD ELECTRIC, INC.
HOWARD BROTHERS ELECTRIC CO., INC.
I.C.G. ELECTRIC, INC.
INNOVATIVE ELECTRIC COMPANY, INC.
(F/K/A THURMAN & O'CONNELL CORP.)
J.W. GRAY ELECTRIC COMPANY, INC.
KEY ELECTRICAL SUPPLY, INC.
MITCHELL ELECTRIC COMPANY, INC.
PAN AMERICAN ELECTRIC COMPANY, INC.,
NEW MEXICO
PAN AMERICAN ELECTRIC, INC.
PAULIN ELECTRIC COMPANY, INC.

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RKT ELECTRIC, INC.
ROCKWELL ELECTRIC, INC.
SPECTROL, INC.
SPOOR ELECTRIC, INC.
(D/B/A SEI ELECTRICAL CONTRACTOR)
T&H ELECTRICAL CORPORATION
TECH ELECTRIC CO., INC.
WRIGHT ELECTRICAL CONTRACTING, INC.

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

15

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- Ben L. Mueller	Director

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

16

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston,

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State of Texas, on the 23rd day of July, 2001.

1ST GROUP TELECOMMUNICATIONS, INC.
(F/K/A BRYANT ACQUISITION CORPORATION)
ACE ELECTRIC, INC.
ALADDIN WARD ELECTRIC & AIR, INC.
AMBER ELECTRIC, INC.
ANDERSON & WOOD CONSTRUCTION CO., INC.
BACHOFNER ELECTRIC, INC.
BRINK ELECTRIC CONSTRUCTION CO.
CARROLL SYSTEMS, INC.
(F/K/A PAN AMERICAN ACQUISITION CORPORATION)
CHARLES P. BAGBY CO., INC.
COLLIER ELECTRIC COMPANY, INC.
DANIEL ELECTRICAL CONTRACTORS, INC.
DANIEL ELECTRICAL OF TREASURE COAST, INC.
FEDERAL COMMUNICATIONS GROUP, INC.
FLORIDA INDUSTRIAL ELECTRIC, INC.
GENERAL PARTNER, INC.
GOSS ELECTRIC COMPANY, INC.
HOLLAND ELECTRICAL SYSTEMS, INC.
INTELLIGENT BUILDING SOLUTIONS, INC.
KAYTON ELECTRIC, INC.
LINEMEN, INC. (D/B/A CALIFORNIA COMMUNICATIONS)
MARK HENDERSON, INCORPORATED
MENNINGA ELECTRIC, INC.
MIDLANDS ELECTRICAL CONTRACTORS, INC.
MURRAY ELECTRICAL CONTRACTORS, INC.
MUTH ELECTRIC, INC.
NEW TECHNOLOGY ELECTRICAL CONTRACTORS, INC.
PRIMENET, INC.
(F/K/A STUTTS ACQUISITION CORPORATION)
PUTZEL ELECTRICAL CONTRACTORS, INC.
RODGERS ELECTRIC COMPANY, INC.
RON'S ELECTRIC, INC.
WOLFE ELECTRIC CO., INC.

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

17

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer and Director (Principal Executive Officer)
*	Chief Financial Officer

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William W. Reynolds (Principal Financial Officer)

* Chief Accounting Officer

Neil J. DePascal, Jr. (Principal Accounting Officer)

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

18

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

ARC ELECTRIC, INCORPORATED
BARTLEY & DEVARY ELECTRIC, INC.
BEAR ACQUISITION CORPORATION
CANOVA ELECTRICAL CONTRACTING, INC.
COMMERCIAL ELECTRICAL CONTRACTORS, INC.
DELCO ELECTRIC, INC.
EMC ACQUISITION CORPORATION
HATFIELD REYNOLDS ELECTRIC COMPANY
(F/K/A HATFIELD ELECTRIC, INC.)
IES COMMUNICATIONS GROUP, INC.
(F/K/A IES COMMUNICATIONS INC.)
IES ELECTRICAL GROUP, INC.
(F/K/A INTEGRATED COMMUNICATION SERVICES, INC.)
IES RESIDENTIAL GROUP, INC.
IES SPECIALTY LIGHTING, INC.
(F/K/A MODERN ACQUISITION CORPORATION)
IES VENTURES INC.
INTEGRATED ELECTRICAL FINANCE, INC.
MID-STATES ELECTRIC COMPANY, INC.
MILLS ELECTRICAL CONTRACTORS, INC.
M-S SYSTEMS, INC.
NEWCOMB ELECTRIC COMPANY, INC.
POLLOCK ELECTRIC, INC.
PRIMO ELECTRIC COMPANY
(F/K/A HAMER ELECTRIC ACQUISITION, INC.)
RAINES ELECTRIC CO., INC.
SUMMIT ELECTRIC OF TEXAS, INCORPORATED
TESLA POWER G.P., INC.
THOMAS POPP & COMPANY
VALENTINE ELECTRICAL, INC.

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

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19

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Director

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

20

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

BRITT RICE MANAGEMENT LLC
HOUSTON-STAFFORD MANAGEMENT LLC
J.W. GRAY MANAGEMENT, LLC

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- Ben L. Mueller	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

21

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

CARROLL MANAGEMENT LLC

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

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SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer and Manager (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* /s/ WILLIAM W. REYNOLDS -----	
William W. Reynolds Attorney-In-Fact	

22

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

IES CONTRACTORS MANAGEMENT LLC
MILLS MANAGEMENT LLC
NEAL ELECTRIC MANAGEMENT LLC
(F/K/A ICS MANAGEMENT LLC)
RAINES MANAGEMENT LLC

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE

CAPACITY

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----- * ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
----- * ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
----- * ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
----- * ----- John F. Wombwell	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

23

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

BRITT RICE HOLDINGS LLC
BW/BEC, L.L.C.
CARROLL HOLDINGS LLC
HOUSTON STAFFORD HOLDINGS, LLC
ICS HOLDINGS LLC
IES CONTRACTORS HOLDINGS LLC
IES HOLDINGS, LLC
J.W. GRAY HOLDINGS, LLC
MILLS ELECTRICAL HOLDINGS, LLC
RAINES HOLDINGS LLC

BY: /s/ ADRIANNE HORNE

ADRIANNE HORNE
CHIEF EXECUTIVE OFFICER AND MANAGER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

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SIGNATURE -----	CAPACITY -----
/s/ ADRIANNE HORNE ----- Adrienne Horne	Chief Executive Officer and Manager (Principal Executive, Financial and Accounting Officer)

24

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

B. RICE ELECTRIC LP

BY: BRITT RICE MANAGEMENT LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)

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*

Manager

Ben L. Mueller

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

25

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

BEXAR ELECTRIC COMPANY LTD.

BY: BW/BEC, INC.,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE

CAPACITY

*

H. David Ramm

Chief Executive Officer
(Principal Executive Officer)

*

William W. Reynolds

Chief Financial Officer
(Principal Financial Officer)

*

Neil J. DePascal, Jr.

Chief Accounting Officer
(Principal Accounting Officer)

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*

Director

Ben L. Mueller

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

26

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

CARROLL SYSTEMS LP

BY: CARROLL MANAGEMENT LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE

CAPACITY

*

Chief Executive Officer and Manager
(Principal Executive Officer)

H. David Ramm

*

Chief Financial Officer
(Principal Financial Officer)

William W. Reynolds

*

Chief Accounting Officer
(Principal Accounting Officer)

Neil J. DePascal, Jr.

* /s/ WILLIAM W. REYNOLDS

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William W. Reynolds
Attorney-In-Fact

27

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

HAYMAKER ELECTRIC, LTD

BY: GENERAL PARTNER, INC.,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer and Director (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

HOUSTON-STAFFORD ELECTRICAL CONTRACTORS LP

BY: HOUSTON-STAFFORD MANAGEMENT LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- Ben L. Mueller	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

ICS INTEGRATED COMMUNICATIONS SERVICES LP

BY: NEAL ELECTRIC MANAGEMENT LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

IES CONTRACTORS LP

BY: IES CONTRACTORS MANAGEMENT LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

IES MANAGEMENT LP

BY: INTEGRATED ELECTRICAL FINANCE, INC.,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

J.W. GRAY ELECTRICAL CONTRACTORS LP

BY: J.W. GRAY MANAGEMENT, LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended,

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the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

MILLS ELECTRIC LP

BY: MILLS MANAGEMENT LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Manager
* /s/ WILLIAM W. REYNOLDS ----- William W. Reynolds Attorney-In-Fact	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

NEAL ELECTRIC LP

BY: BW/BEC, INC.,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- Ben L. Mueller	Director
* /s/ WILLIAM W. REYNOLDS ----- William W. Reynolds Attorney-In-Fact	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston,

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State of Texas, on the 23rd day of July, 2001.

POLLOCK SUMMIT ELECTRIC LP

BY: POLLOCK ELECTRIC, INC.,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

BY: SUMMIT ELECTRIC OF TEXAS, INCORPORATED,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds
Attorney-In-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

RAINES ELECTRIC LP

BY: RAINES MANAGEMENT LLC,
ITS GENERAL PARTNER

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

SIGNATURE -----	CAPACITY -----
* ----- H. David Ramm	Chief Executive Officer (Principal Executive Officer)
* ----- William W. Reynolds	Chief Financial Officer (Principal Financial Officer)
* ----- Neil J. DePascal, Jr.	Chief Accounting Officer (Principal Accounting Officer)
* ----- John F. Wombwell	Manager

* /s/ WILLIAM W. REYNOLDS

William W. Reynolds

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Attorney-In-Fact

37

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 23rd day of July, 2001.

TESLA POWER AND AUTOMATION, LP
TESLA POWER PROPERTIES, LP

BY: TESLA POWER, GP INC.,
THE GENERAL PARTNER OF EACH RESPECTIVE ENTITY

BY: /s/ WILLIAM W. REYNOLDS

WILLIAM W. REYNOLDS
CHIEF FINANCIAL OFFICER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated.

Table with 2 columns: SIGNATURE and CAPACITY. Rows include H. David Ramm (Chief Executive Officer), William W. Reynolds (Chief Financial Officer), Neil J. DePascal, Jr. (Chief Accounting Officer), and John F. Wombwell (Director).

* /s/ WILLIAM W. REYNOLDS

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William W. Reynolds
Attorney-In-Fact

38

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
3.1	Amended and Restated Certificate of Incorporation as amended. (Incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (File No. 333-38715) of the Company).
3.2*	Bylaws, as amended.
4.2	Indenture, dated January 28, 1999, by and among Integrated Electrical Services, Inc. and the subsidiaries named therein and State Street Bank and Trust Company covering up to \$150,000,000 9 3/8% Senior Subordinated Notes due 2009. (Incorporated herein by reference to Exhibit 4.2 to Post-Effective Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-50031) of the Company).
4.3*	Indenture, dated as of May 29, 2001 by and among Integrated Electrical Services, Inc., the subsidiaries name therein and State Street Bank and Trust Company.
4.4	Form of Integrated Electrical Services, Inc. 9 3/8% Senior Subordinated Note due 2009 (Series A) (Included in Exhibit A to Exhibit 4.2 to Post-Effective Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-50031) of the Company).
4.5	Form of Integrated Electrical Services, Inc. 9 3/8% Senior Subordinated Note due 2009 (Series B) (Included in Exhibit A to Exhibit 4.2 to Post-Effective Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-50031) of the Company).
4.6*	Form of Integrated Electrical Services, Inc. 9[]% Senior Subordinated Note due 2009 (Series C) (Included in Exhibit A to the Indenture, dated as of May 29, 2001, filed herewith as Exhibit 4.3)
4.7*	Exchange and Registration Rights Agreement dated as of May 29, 2001 by and between Integrated Electrical Services, Inc. and the initial purchasers named therein.
5.1*	Opinion of Vinson & Elkins L.L.P. regarding the validity of the securities being registered.
10.1+	Form of Employment Agreement (Incorporated herein by reference to Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333-38715) of the Company).
10.2	Form of Officer and Director Indemnification Agreement (Incorporated herein by reference to Exhibit 10.2 to the Registration Statement on Form S-1 (File No. 333-38715) of the Company).
10.3+	Integrated Electrical Services, Inc. 1997 Stock Plan, as amended. (Incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999).
10.4+	Integrated Electrical Services, Inc. 1997 Directors Stock Plan (Incorporated herein by reference to Exhibit 16.4 of

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- the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
- 10.5 Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A., including Guaranty, Pledge Agreement, Security Agreement, form of promissory note, and form of swing line note. (Incorporated herein by reference to Exhibit 10.5 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-50031) of the Company).
- 10.6 Amendment No. 1 dated September 30, 1998, to the Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K/A for the year ended September 30, 1998).
- 10.7 Amendment No. 2 dated January 18, 1999, to the Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.7 to Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (Reg. No. 333-50031) of the Company).
- 10.8 Amendment No. 3 dated August 19, 1999, to the Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
- 10.9 Amendment No. 4 dated March 31, 2000, to the Credit Agreement dated July 30, 1998, among the Company, the Financial Institutions named therein and NationsBank of Texas, N.A. (Incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).
- 10.10+ Employment Agreement between the Company and H. David Ramm dated March 20, 2000 (Incorporated herein by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).
- 39
- 10.11+ Integrated Electrical Services, Inc. 1999 Incentive Compensation Plan (Incorporation herein by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
- 10.12* Credit Agreement dated as of May 22, 2001 among Integrated Electrical Services, Inc., as borrower, the financial institutions named therein, as banks, Credit Lyonnais and the Bank of Nova Scotia, as syndication agents, Toronto Dominion (Texas), Inc., as documentation agent and The Chase Manhattan Bank, as administrative agent.
- 12* Ratio of Earnings to Fixed Charges.
- 21.1 List of Subsidiaries (Incorporated herein by reference to Exhibit 21.1 of the Company's Annual Report on Form 10-K for the year ended September 30, 2000).
- 23.1* Consent of Arthur Andersen LLP

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- 23.7* Consent of Vinson & Elkins L.L.P.
- 24.1* Power of Attorney.
- 25.1* Statement of Eligibility on Form T-1 of State Street Bank and Trust Company.
- 99.1* Form of Letter of Transmittal.
- 99.2* Form of Letter to Clients.
- 99.3* Form of Letter to Registered Holders and DTC Participants.
- 99.4* Form of Notice of Guaranteed Delivery.

* Previously filed.

+ Management contract or compensatory plan or arrangement.

(b) Financial Statement Schedules. Incorporated herein by reference to Item 8 of our annual report on Form 10-K for the year ended September 30, 2000, as amended.