

Edgar Filing: INTEGRATED ELECTRICAL SERVICES INC - Form SC 13D/A

INTEGRATED ELECTRICAL SERVICES INC  
Form SC 13D/A  
January 11, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13D  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(a) \*

(Amendment No. 2)

INTEGRATED ELECTRICAL SERVICES, INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

45811E 30 1  
(CUSIP Number)

Jeffrey L. Gendell  
55 Railroad Avenue  
Greenwich, Connecticut 06830  
(Name, address and telephone number of person authorized to  
receive notices and communications)

January 3, 2007  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [X]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following pages)

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(Page 1 of 15 Pages)

CUSIP No. 45811E 30 1

13D

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1 NAMES OF REPORTING PERSONS. Tontine Capital  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSON (ENTITIES ONLY)  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
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3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS: OO  
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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):  
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6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
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7 SOLE VOTING POWER:  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER:  
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9 SOLE DISPOSITIVE POWER:  
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10 SHARED DISPOSITIVE POWER:  
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
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14 TYPE OF REPORTING PERSON: PN  
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1 NAMES OF REPORTING PERSONS. Tontine Capital

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I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSON (ENTITIES ONLY)

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
3	SEC USE ONLY
4	SOURCE OF FUNDS: <span style="float: right;">OO</span>
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORGANIZATION:
7	SOLE VOTING POWER:
8	SHARED VOTING POWER:
9	SOLE DISPOSITIVE POWER:
10	SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	TYPE OF REPORTING PERSON: <span style="float: right;">OO</span>

CUSIP No. 45811E 30 1

13D

1	NAMES OF REPORTING PERSONS. <span style="float: right;">Tontine Partner</span> I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
3	SEC USE ONLY

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4	SOURCE OF FUNDS:	OO
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	
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6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
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NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY		
EACH REPORTING		
PERSON WITH		
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	8	SHARED VOTING POWER:
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	9	SOLE DISPOSITIVE POWER:
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	10	SHARED DISPOSITIVE POWER:
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
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14	TYPE OF REPORTING PERSON:	PN
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CUSIP No. 45811E 30 1		13D
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1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)	Tontine Managem
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
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3	SEC USE ONLY	
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4	SOURCE OF FUNDS:	OO
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	
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6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
-----		
	7	SOLE VOTING POWER:

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NUMBER OF  
SHARES  
  
BENEFICIALLY  
OWNED BY  
  
EACH  
REPORTING  
  
PERSON WITH

----- 8 -----	SHARED VOTING POWER:
----- 9 -----	SOLE DISPOSITIVE POWER:
----- 10 -----	SHARED DISPOSITIVE POWER:
----- 11 -----	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:
----- 12 -----	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
----- 13 -----	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
----- 14 -----	TYPE OF REPORTING PERSON: <span style="float: right;">00</span>

CUSIP No. 45811E 30 1

13D

----- 1 -----	NAMES OF REPORTING PERSONS. <span style="float: right;">Tontine Oversea</span> I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)
----- 2 -----	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
----- 3 -----	SEC USE ONLY
----- 4 -----	SOURCE OF FUNDS: <span style="float: right;">00</span>
----- 5 -----	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
----- 6 -----	CITIZENSHIP OR PLACE OF ORGANIZATION:
----- 7 -----	SOLE VOTING POWER:

NUMBER OF  
SHARES  
  
BENEFICIALLY  
OWNED BY  
  
EACH  
REPORTING

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PERSON WITH

8	SHARED VOTING POWER:
9	SOLE DISPOSITIVE POWER:
10	SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	TYPE OF REPORTING PERSON: IA, OO

CUSIP No. 45811E 30 1

13D

1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) <span style="float: right;">Tontine Capital</span>
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
3	SEC USE ONLY
4	SOURCE OF FUNDS: WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORGANIZATION:

NUMBER OF  
SHARES  
  
BENEFICIALLY  
OWNED BY  
  
EACH  
REPORTING  
PERSON WITH

7	SOLE VOTING POWER:
8	SHARED VOTING POWER:
9	SOLE DISPOSITIVE POWER:

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 10 SHARED DISPOSITIVE POWER:  
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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:  
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
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 14 TYPE OF REPORTING PERSON: OO  
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CUSIP No. 45811E 30 1

13D

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 1 NAMES OF REPORTING PERSONS. Tontine Capital  
 I.R.S. IDENTIFICATION NOS.  
 OF ABOVE PERSON (ENTITIES ONLY)  
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
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 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS: WC  
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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEM 2(d) OR 2(e):  
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 6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
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7 SOLE VOTING POWER:  
 NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

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 8 SHARED VOTING POWER:  
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 10 SHARED DISPOSITIVE POWER:  
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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:  
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
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14	TYPE OF REPORTING PERSON:	IA, OO
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CUSIP No. 45811E 30 1		13D
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1	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)	Jeffrey L. Gend
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
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3	SEC USE ONLY	
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4	SOURCE OF FUNDS:	OO
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	
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6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
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NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY		
EACH REPORTING		
PERSON WITH		
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	8	SHARED VOTING POWER:
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	10	SHARED DISPOSITIVE POWER:
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
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14	TYPE OF REPORTING PERSON:	IN
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This Amendment No. 2 to Schedule 13D with respect to Integrated Electrical Services, Inc. is being filed by Tontine Capital Partners, L.P., Tontine Capital Management, L.L.C., Tontine Partners, L.P., Tontine Management, L.L.C., Tontine Overseas Associates, L.L.C., Tontine Capital Overseas GP, L.L.C., Tontine Capital Overseas Master Fund, L.P., and Jeffrey L. Gendell (collectively, the "Reporting Persons") to amend the Schedule 13D (the "Schedule 13D") originally filed by certain of the Reporting Persons on May 18, 2006, as amended. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule 13D.

## ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, par value of \$.01 per share (the "Common Stock"), of Integrated Electrical Services, Inc. (the "Company"). The principal executive office of the Company is 1800 West Loop South, Suite 500, Houston, Texas 77027.

## ITEM 2. IDENTITY AND BACKGROUND.

- (a) This statement is filed by:
  - (i) Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), with respect to the shares of Common Stock directly owned by it;
  - (ii) Tontine Capital Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TCM"), with respect to the shares of Common Stock directly owned by TCP;
  - (iii) Tontine Partners, L.P., a Delaware limited partnership ("TP"), with respect to the shares of Common Stock directly owned by it;
  - (iv) Tontine Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TM"), with respect to the shares of Common Stock directly owned by TP;
  - (v) Tontine Overseas Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TOA"), which serves as investment manager to Tontine Overseas Fund, Ltd., a company organized under the laws of the Cayman Islands ("TOF"), with respect to the shares of Common Stock owned by TOF;
  - (vi) Tontine Capital Overseas Master Fund, L.P., a Cayman Islands limited partnership ("TMF"), with respect to the shares of Common Stock directly owned by it;
  - (vii) Tontine Capital Overseas GP, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TCO"), with respect to the shares of Common Stock owned by TMF; and
  - (viii) Jeffrey L. Gendell ("Mr. Gendell"), with respect to the shares of Common Stock owned directly by Mr. Gendell, TCP, TP, TOF and TMF.

Any disclosures herein with respect to persons other than the Reporting Persons

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are made on information and belief after making inquiry to the appropriate party.

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(b) The address of the principal business and principal office of each of Reporting Person is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(c) The principal business of each of TCP and TP is serving as a private investment limited partnership. The principal business of TCM is serving as the general partner of TCP. The principal business of TM is serving as the general partner of TP. The principal business of TCO is serving as the general partner of TMF. The principal business of TOA is that of an investment advisor engaging in the purchase and sale of securities on behalf of its clients. Mr. Gendell serves as the managing member of TCM, TM, TOA and TCO.

(d) None of the Reporting Persons, has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) TCP is a limited partnership organized under the laws of the State of Delaware. TCM is a limited liability company organized under the laws of the State of Delaware. TP is a limited partnership organized under the laws of the State of Delaware. TM is a limited liability company organized under the laws of the State of Delaware. TOA is a limited liability company organized under the laws of the State of Delaware. TMF is a limited partnership organized under the laws of Cayman Islands. Mr. Gendell is a United States citizen.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Pursuant to the Company's Second Amended Joint Plan of Reorganization, dated March 17, 2006, as confirmed on April 26, 2006 by the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, 5,030,013 shares of Common Stock were issued to certain of the Reporting Persons in exchange for their old common stock of the Company and their 9 (3)/8% Senior Subordinated Notes of the Company due 2009.

On July 17, 2006 TMF purchased 58,072 shares Common Stock from the Company for a purchase price of \$1,000,000.00 in cash pursuant to the Stock Purchase Agreement (as defined below). TMF used its working capital to purchase such shares.

On August 16, 2006 TMF purchased 60,500 shares Common Stock on the NASDAQ for a purchase price of \$841,742.55. TMF used its working capital to purchase such shares.

On August 17, 2006 TMF purchased 91,300 shares Common Stock on the NASDAQ for a purchase price of \$1,372,239.00. TMF used its working capital to purchase such shares.

On January 3, 2007 TOF purchased 115,300 shares Common Stock on the NASDAQ for a purchase price of \$2,077,706.00. TOF used its working capital to purchase such shares.

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On January 3, 2007 TMF purchased 40,000 shares Common Stock on the NASDAQ for a purchase price of \$720,800.00. TMF used its working capital to purchase such shares.

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ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons acquired the shares of Common Stock for investment purposes. The Reporting Persons may acquire additional securities of the Company or dispose of securities of the Company at any time and from time to time in the open market or otherwise. An affiliate of the Reporting Persons serves on the board of directors of the Company.

Although the foregoing represents the range of activities presently contemplated by the Reporting Persons with respect to the Company, it should be noted that the possible activities of the Reporting Persons are subject to change at any time. Except as set forth above, none of the Reporting Persons has any present plans or proposals which relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. The Reporting Persons beneficially own the number of shares of the Common Stock listed below, representing approximately the percentage of the outstanding shares of Common Stock set forth opposite such number. The percentages used herein are calculated based upon 15,345,470 shares of Common Stock outstanding, as disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2006.

Name	Number of Shares	Percent of Class
Tontine Capital Partners, L.P.	3,023,691	1
Tontine Capital Management L.L.C.	3,023,691	1
Tontine Partners, L.P.	1,945,992	1
Tontine Management, L.L.C.	1,945,992	1
Tontine Overseas Associates, L.L.C.	167,714	
Tontine Capital Overseas Master Fund, L.P.	249,872	
Tontine Capital Overseas GP, L.L.C.	249,872	
Jeffrey L. Gendell	5,395,185	3

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this statement on Schedule 13D and (ii) Item 5(a) hereof are incorporated herein by reference.

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(c) During the past 60 days, the Reporting Persons effected the following transactions in the Common Stock:

Person -----	Date of Transaction -----	Amount of Securities -----	Price per Share -----	Where and How Effecte -----
Tontine Overseas Fund, Ltd.	1/3/07	115,300	\$18.02	NASDAQ (purc
Tontine Capital Overseas Master Fund, L.P.	1/3/07	40,000	\$18.02	NASDAQ (purc

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(d) TCM, the general partner of TCP, has the power to direct the affairs of TCP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. TM, the general partner of TP, has the power to direct the affairs of TP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. TCO, the general partner of TMF, has the power to direct the affairs of TMF, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCM, TM and TCO and in that capacity directs each of their operations. Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds of the sale of such shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

On July 17, 2006 TMF purchased 58,072 shares Common Stock from the Company for a purchase price of \$1,000,000 in cash, pursuant to a Stock Purchase Agreement dated July 16, 2006 between the Company and TMF (the "Stock Purchase Agreement"). The purchase price per share was based on the closing price of the Common Stock quoted on the Nasdaq Stock Market on July 14, 2006. The proceeds of the sale were and will be used by the Company to invest \$1,000,000 in Energy Photovoltaics, Inc., a company in which the Company held, prior to this investment, and continues to hold a minority investment. The foregoing summary of the Stock Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to Exhibit 1, which is incorporated by reference herein.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Stock Purchase Agreement, dated July 16, 2006, by and between Tontine Capital Overseas Master Fund, L.P. and Integrated Electrical Services, Inc. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 17, 2006).

2. Joint Filing Agreement, dated as of August 24, 2006, by and among Tontine Capital Partners, L.P., Tontine Capital Management L.L.C., Tontine Partners, L.P., Tontine Management, L.L.C., Tontine Overseas Associates, L.L.C., Tontine Capital Overseas GP, L.L.C., Tontine Capital Overseas Master Fund, L.P. and Jeffrey L. Gendell. (Incorporated by reference to Amendment No. 1 to this

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Schedule 13D).

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SIGNATURES

After due inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 11, 2007

/s/ Jeffrey L. Gendell

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Jeffrey L. Gendell, individually, and as managing member of Tontine Capital Management, L.L.C., general partner of Tontine Capital Partners, L.P., and as managing member of Tontine Management, L.L.C., general partner of Tontine Partners, L.P., and as managing member of Tontine Overseas Associates, L.L.C., and as managing member of Tontine Capital Overseas GP, L.L.C., general partner of Tontine Capital Overseas Master Fund, L.P.

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EXHIBIT INDEX

Exhibit Number	Description
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Exhibit 1	Stock Purchase Agreement, dated July 16, 2006, by and between Tontine Capital Overseas Master Fund, L.P. and Integrated Electrical Services, Inc. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 17, 2006).
Exhibit 2	Joint Filing Agreement, dated as of August 24, 2006, by and among Tontine Capital Partners, L.P., Tontine Capital Management L.L.C., Tontine Partners, L.P., Tontine Management, L.L.C., Tontine Overseas Associates, L.L.C., Tontine Capital Overseas GP, L.L.C., Tontine Capital Overseas Master Fund, L.P. and Jeffrey L. Gendell. (Incorporated by reference to Amendment No. 1 to this Schedule 13D).