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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K/A**

Amendment No. 1

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

Date of report (Date of earliest event reported) August 5, 2008

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**Matrix Service Company**

(Exact Name of Registrant as Specified in Its Charter)

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**DELAWARE**

(State or Other Jurisdiction of Incorporation)

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**001-15461**

(Commission File Number)

**73-1352174**

(IRS Employer Identification No.)

**5100 E Skelly Dr., Suite 700, TULSA, OK**

(Address of Principal Executive Offices)

**74135**

(Zip Code)

**918-838-8822**

(Registrant's Telephone Number, Including Area Code)

**NOT APPLICABLE**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **Explanatory Note**

This Amendment No. 1 to Form 8-K (Form 8-K/A) amends the Current Report on Form 8-K furnished on August 5, 2008 to correct typographical errors in the press release attached to the Form 8-K as Exhibit 99. The press release announced Matrix Service Company's financial results for the fourth quarter and fiscal year ended May 31, 2008.

### **Item 2.02 Results of Operations and Financial Condition.**

On August 5, 2008, Matrix Service Company (the "Company") issued a press release announcing its financial results for the fourth quarter and fiscal year ended May 31, 2008. This Form 8-K/A is being furnished to correct typographical errors contained in the copy of press release attached as Exhibit 99 to the Form 8-K filed on August 5, 2008. Specifically, consolidated gross margins were reported in the copy of the press release attached to the Form 8-K as 12.4% for the quarter ended May 31, 2008, but were actually 12.3%. A correct copy of the press release issued on August 5, 2008 is attached as Exhibit 99 to this Amendment No. 1 to Form 8-K (Form 8-K/A).

The information in this Item 2.02 and Exhibit 99 attached hereto is being furnished pursuant to Item 2.02 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### **Item 9.01 Financial Statements and Exhibits.**

The following exhibit is filed or furnished herewith:

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99                 | Press Release dated August 5, 2008, announcing financial results for the fourth quarter and fiscal year ended May 31, 2008. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Matrix Service Company

Dated: August 8, 2008

By: /s/ Kevin S. Cavanah

Kevin S. Cavanah

Vice President – Accounting & Financial Reporting  
and Principal Accounting Officer

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99                 | Press Release dated August 5, 2008, announcing financial results for the fourth quarter and fiscal year ended May 31, 2008. |



FOR IMMEDIATE RELEASE

**MATRIX SERVICE REPORTS FULLY DILUTED EARNINGS PER SHARE OF \$0.34 IN THE FOURTH QUARTER ENDED MAY 31, 2008 AND RECORD OPERATING INCOME FOR THE THIRD CONSECUTIVE FISCAL YEAR**

*Successful On-Time Delivery of the Third and Final Tank and More Than 99% Complete on the Gulf Coast LNG Project*

**Fourth Quarter Fiscal 2008 Highlights:**

- Revenues increased 9.1% to \$194.1 million from \$177.9 million a year earlier;
- Net income climbed to \$8.9 million from \$1.9 million in the fourth quarter a year ago;
- Gross margins widened to 12.3% from 6.6% for the fourth quarter a year earlier; and
- Fully diluted EPS was \$0.34 per share compared to \$0.08 per share in the same quarter a year ago.

**Fiscal Year 2008 Highlights:**

- Operating income was a record \$34.6 million compared with the previous record operating income of \$33.1 million in fiscal 2007;
- Revenues were a record \$731.3 million, an increase of 14.3% from \$639.8 million for the same period in fiscal 2007;
- Backlog rose from \$460.0 million to a record \$467.3 million, more than fully replacing \$74.0 million of LNG backlog work; and
- Fully diluted EPS was a record \$0.80 per share up from \$0.74 per share a year earlier.

**TULSA, OK – August 5, 2008 – Matrix Service Co. (Nasdaq: MTRX)**, a leading industrial services company, today reported its financial results for the fourth quarter and full fiscal year ended May 31, 2008.

**Fourth Quarter of Fiscal 2008 Results**

Total revenues for the fourth quarter rose 9.1% to \$194.1 million from the \$177.9 million recorded in the fourth quarter of fiscal 2007.

Net income for the fourth quarter of fiscal 2008 was \$8.9 million, or \$0.34 per fully diluted share, which included pre-tax charges of \$0.8 million, or \$0.02 per fully diluted share, resulting from a change in cost estimates on the liquefied natural gas (LNG) construction project in the Gulf Coast Region. Matrix Service was able to deliver the third and final tank to the owner on the required mechanical completion date without incurring significant costs in excess of previous estimates.

Michael J. Bradley, president and chief executive officer of Matrix Service Company, said, "We have good reason to be proud of our performance this year. Fiscal 2008 was a record year for revenues (which increased 14.3% over the prior year), gross profit, operating income, net income, fully diluted earnings per share and backlog despite the challenges we encountered with the LNG project. We are extremely pleased to have delivered all of the tanks on time to our customer and to be in the cleanup stage on our LNG project. We continue to see our ongoing business activity strengthen and our liquidity position remains very strong with a net cash position of \$22.0 million and no borrowings under the revolving credit facility."

Consolidated SG&A expenses increased \$1.7 million to \$9.8 million from \$8.1 million in the same quarter of fiscal 2007. The increase was primarily due to employee-related expenses and facility costs as the Company added key staff to meet the demands of current and expected future growth, including growth anticipated in the Gulf Coast and Eastern regions of the United States and in Western Canada. SG&A expense as a percentage of revenue increased to 5.0% in the fourth quarter of fiscal 2008 compared to 4.6% in the fourth quarter of fiscal year 2007.

EBITDA<sup>(1)</sup> increased to \$16.4 million, from \$5.5 million in the same period last year. Gross margins on a consolidated basis for the current quarter increased to 12.3% from 6.6% reported in the same quarter a year ago. The lower margin in the prior fiscal period included a \$10.9 million pre-tax charge for the LNG construction project.

Construction Services revenues advanced 18.1% to \$121.3 million from \$102.7 million in the same period a year earlier. The \$18.6 million increase was primarily a result of higher Aboveground Storage Tank (AST) revenues, which were \$52.5 million up from \$40.1 million a year-earlier, and higher Specialty revenues, which improved to \$17.3 million from \$11.3 million for the year-earlier period. Construction Services' gross margins improved to 12.3% versus 0.9% due primarily to the \$10.9 million charge taken on the LNG project in the fourth quarter of fiscal 2007.

Repair and Maintenance Services revenues of \$72.8 million were lower than the \$75.2 million reported in the same quarter of 2007. The decrease was primarily due to lower Downstream Petroleum revenues, which decreased from \$31.3 million in the fourth quarter of fiscal 2007 to \$22.4 million in the same period in 2008 due to less demand from our core markets as forecasted, including lower volume of customer call-out and turnaround work. This decline was largely offset by AST revenues which increased 20.8% to \$43.0 million from \$35.6 million in the year-earlier period. This change in the mix of work, which we previously stated was likely to occur, was the primary contributing factor to a decline in gross margins for Repair and Maintenance Services. Gross margins in the fourth quarter of fiscal 2008 were 12.5% as compared to 14.4% earned in the fourth quarter of fiscal 2007.

### **Fiscal Year 2008 Results**

For the fiscal year ended May 31, 2008, consolidated revenues increased 14.3% to \$731.3 million from \$639.8 million recorded in the year-earlier period.

Net income for fiscal year 2008 was \$21.4 million, or \$0.80 per fully diluted share, which included pre-tax charges of \$20.8 million, or \$0.46 per fully diluted share resulting from the Gulf Coast LNG construction project discussed earlier. The results reflect additional pre-tax charges of \$1.5 million related to a contested receivable from a customer who filed bankruptcy in November 2007 and non-recurring employee benefit costs.

EBITDA<sup>(1)</sup> for fiscal year 2008 improved to \$42.9 million, from \$39.9 million in the year earlier period. Consolidated gross margins were 10.3% for both fiscal years. Absent the impact of the LNG construction project and the other special items noted previously, the adjusted gross margin for fiscal 2008 and fiscal 2007 would have been 14.5%<sup>(2)</sup> and 13.0%<sup>(2)</sup>, respectively.

- (1) The Company uses EBITDA (earnings before net interest, income taxes, depreciation and amortization) as part of its overall assessment of financial performance by comparing EBITDA between accounting periods. Matrix believes that EBITDA is used by the financial community as a method of measuring the Company's performance and of evaluating the market value of companies considered to be in similar businesses. EBITDA should not be considered as an alternative to net income or cash provided by operating activities, as defined by accounting principles generally accepted in the United States ("GAAP"). A reconciliation of EBITDA to net income is included at the end of this release.
- (2) Gross margins excluding special items, a non-GAAP financial measure, excludes the impact of the LNG construction project and additional other special items noted for the periods presented that management believes affect the comparison of results. Management also believes that results excluding these items are more comparable to estimates provided by securities analysts and therefore are useful in evaluating operational trends for Matrix Service and its performance relative to its competitors. A reconciliation of gross margins excluding special items to gross margins is included at the end of this press release.

Consolidated SG&A expenses increased \$7.8 million in fiscal 2008 to \$40.6 million from \$32.8 million for fiscal 2007. The increase was primarily due to employee-related expenses and facility costs resulting from the cost of additional hires and related benefits to meet the demands of current and expected future growth domestically and in Western Canada. In addition, fiscal 2008 results also included a pre-tax charge of \$1.0 million related to a contested receivable from a customer who filed bankruptcy in November 2007. SG&A expense as a percentage of revenue increased to 5.6% in fiscal 2008 compared to 5.1% in the prior fiscal year as the 14.3% growth in revenues partially offset the increase in SG&A expenses.

Revenues for the Construction Services segment rose 24.5% to \$455.9 million from \$366.2 million for fiscal 2007. The increase was primarily due to higher Aboveground Storage Tank revenues, which increased 26.4% to \$201.4 million in fiscal 2008 from \$159.3 million a year earlier. The increase was also driven by higher revenues in Downstream Petroleum, which increased 29.5% to \$156.4 million in fiscal 2008 from \$120.8 million a year earlier, and by higher Specialty revenues, which increased 45.7% to \$78.1 million in fiscal 2008 from \$53.6 million a year earlier. These increases were partially offset by lower Electrical and Instrumentation revenues, which fell \$12.4 million. Gross margins in the Construction Services segment were 7.3% compared to 8.1% in the year earlier period due primarily to higher charges taken on the LNG construction project in fiscal 2008 compared to fiscal 2007.

Revenues for Repair and Maintenance Services were \$275.4 million for fiscal 2008 and \$273.7 million for the same period in 2007. The increase was due to higher Aboveground Storage Tank revenues, which rose 34.2% to \$168.0 million from \$125.2 million last fiscal year, and was largely offset by lower Downstream Petroleum revenues, which fell 26.2% to \$89.0 million in fiscal 2008 from \$120.6 million in the prior fiscal year due to less demand in our core markets including a lower volume of turnaround work as expected. In addition, Electrical and Instrumentation revenues fell \$9.5 million to \$18.4 million in fiscal 2008 from \$27.9 million during fiscal 2007. Gross margins widened to 15.3% versus 13.3% a year earlier as the first three quarters of fiscal 2008 included high levels of customer call-out work.

Mr. Bradley added, "New business was robust in fiscal 2008, particularly in Aboveground Storage Tank, in which consolidated year-over-year revenue advanced 30%. Matrix backlog rose to \$467.3 million at May 31, 2008, with new awards of nearly \$739 million in fiscal year 2008. The quality of our backlog improved significantly in fiscal 2008. May 31, 2007 backlog included \$75 million for the LNG project versus just \$1 million for May 31, 2008 backlog. We will continue to focus on controlling risks of new projects as we pursue our growth strategy."

Mr. Bradley continued, "We are maintaining our fiscal 2009 guidance of \$800 million to \$850 million in consolidated revenues, earnings of \$1.35 per fully diluted share to \$1.60 per fully diluted share and SG&A of 5.5% to 6.0% of revenues."

## Conference Call Details

In conjunction with the press release, Matrix Service will host a conference call with Michael J. Bradley, president and CEO, and Thomas E. Long, vice president and CFO. The call will take place at 11:00 a.m. (EDT)/10:00 a.m. (CDT) today and will be simultaneously broadcast live over the Internet at [www.matrixservice.com](http://www.matrixservice.com) or [www.vcall.com](http://www.vcall.com). Please allow extra time prior to the call to visit the site and download the streaming media software required to listen to the Internet broadcast. The online archive of the broadcast will be available within one hour of completion of the live call.

## About Matrix Service Company

Matrix Service Company provides general industrial construction and repair and maintenance services principally to the petroleum, petrochemical, power, bulk storage terminal, pipeline and industrial gas industries.

The Company is headquartered in Tulsa, Oklahoma, with regional operating facilities located in Oklahoma, Texas, California, Michigan, Pennsylvania, Illinois, Washington, and Delaware in the U.S. and in Canada.

This release contains forward-looking statements that are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are generally accompanied by words such as “anticipate,” “continues,” “expect,” “forecast,” “outlook,” “believe,” “estimate,” “should” and “will” and words of similar effect that convey future meaning, concerning the Company’s operations, economic performance and management’s best judgment as to what may occur in the future. Future events involve risks and uncertainties that may cause actual results to differ materially from those we currently anticipate. The actual results for the current and future periods and other corporate developments will depend upon a number of economic, competitive and other influences, including those factors discussed in the “Risk Factors” and “Forward Looking Statements” sections and elsewhere in the Company’s reports and filings made from time to time with the Securities and Exchange Commission. Many of these risks and uncertainties are beyond the control of the Company, and any one of which, or a combination of which, could materially and adversely affect the results of the Company’s operations and its financial condition. We undertake no obligation to update information contained in this release.

## For more information, please contact:

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4 – 4Q Earnings Release – August 5, 2008



**Matrix Service Company**  
**Consolidated Statements of Operations**  
(In thousands, except share and per share data)

|   | Three Months Ended |                 | Twelve Months Ended |                  |
|---|--------------------|-----------------|---------------------|------------------|
|   | May 31,<br>2008    | May 31,<br>2007 | May 31,<br>2008     | May 31,<br>2007  |
|   | (unaudited)        |                 | (unaudited)         |                  |
| Revenues  | \$ 194,120         | \$ 177,921      | \$ 731,301          | \$ 639,846       |
| Cost of revenues                                      | 170,154            | 166,168         | 656,184             | 573,960          |
| Gross profit  | 23,966             | 11,753          | 75,117              | 65,886           |
| Selling, general and administrative expenses          | 9,774              | 8,150           | 40,566              | 32,836           |
| Operating income                                      | 14,192             | 3,603           | 34,551              | 33,050           |
| Other income (expense):                               |                    |                 |                     |                  |
| Interest expense                                      | (130)              | (423)           | (890)               | (2,403)          |
| Interest income                                       | 25                 | 2               | 82                  | 139              |
| Other   | (116)              | 50              | (27)                | 328              |
| Income before income taxes                            | 13,971             | 3,232           | 33,716              | 31,114           |
| Provision for federal, state and foreign income taxes | 5,105              | 1,293           | 12,302              | 11,943           |
| Net income  | <u>\$ 8,866</u>    | <u>\$ 1,939</u> | <u>\$ 21,414</u>    | <u>\$ 19,171</u> |
| Basic earnings per common share                       | \$ 0.34            | \$ 0.08         | \$ 0.81             | \$ 0.83          |
| Diluted earnings per common share                     | \$ 0.34            | \$ 0.08         | \$ 0.80             | \$ 0.74          |
| Weighted average common shares outstanding:           |                    |                 |                     |                  |
| Basic   | 26,028             | 24,609          | 26,427              | 23,056           |
| Diluted   | 26,398             | 27,028          | 26,875              | 26,752           |

5 – 4Q Earnings Release – August 5, 2008

**Matrix Service Company**  
**Consolidated Balance Sheets**  
(In thousands)

|   | May 31,<br>2008<br>(unaudited) | May 31,<br>2007   |
|---|--------------------------------|-------------------|
| <b>Assets</b>   |                                |                   |
| Current assets:   |                                |                   |
| Cash and cash equivalents   | \$ 21,989                      | \$ 9,147          |
| Accounts receivable, less allowances (2008 - \$269; 2007 - \$260)           | 105,858                        | 98,497            |
| Costs and estimated earnings in excess of billings on uncompleted contracts | 49,940                         | 45,634            |
| Inventories   | 4,255                          | 4,891             |
| Deferred income taxes   | 4,399                          | 3,283             |
| Prepaid expenses  | 3,357                          | 2,910             |
| Other current assets  | 809                            | 929               |
| Total current assets  | <u>190,607</u>                 | <u>165,291</u>    |
| Property, plant and equipment at cost:                                      |                                |                   |
| Land and buildings  | 24,268                         | 23,405            |
| Construction equipment  | 47,370                         | 39,958            |
| Transportation equipment  | 16,927                         | 14,380            |
| Furniture and fixtures  | 11,781                         | 10,116            |
| Construction in progress  | 6,712                          | 1,788             |
|   | <u>107,058</u>                 | <u>89,647</u>     |
| Accumulated depreciation  | <u>(49,811)</u>                | <u>(43,654)</u>   |
|   | 57,247                         | 45,993            |
| Goodwill  | 23,329                         | 23,357            |
| Other assets  | 3,410                          | 8,268             |
| Total assets  | <u>\$ 274,593</u>              | <u>\$ 242,909</u> |

6 – 4Q Earnings Release – August 5, 2008

**Matrix Service Company**  
**Consolidated Balance Sheets**  
(In thousands, except share data)

|   | <u>May 31,</u><br><u>2008</u> | <u>May 31,</u><br><u>2007</u> |
|---|-------------------------------|-------------------------------|
|   | <u>(unaudited)</u>            |                               |
| <b>Liabilities and stockholders' equity</b>   |                               |                               |
| Current liabilities:  |                               |                               |
| Accounts payable  | \$ 53,449                     | \$ 52,144                     |
| Billings on uncompleted contracts in excess of costs and estimated earnings   | 48,709                        | 34,243                        |
| Accrued insurance   | 8,451                         | 6,422                         |
| Accrued wages and benefits  | 14,976                        | 15,442                        |
| Income tax payable  | 2,028                         | 956                           |
| Current capital lease obligation  | 1,042                         | 753                           |
| Current portion of acquisition payable  | 111                           | 2,712                         |
| Other accrued expenses  | <u>1,015</u>                  | <u>1,313</u>                  |
| Total current liabilities   | 129,781                       | 113,985                       |
| Long-term capital lease obligation  | 1,000                         | 836                           |
| Deferred income taxes   | 5,112                         | 2,512                         |
| Stockholders' equity:   |                               |                               |
| Common stock - \$.01 par value; 60,000,000 shares Authorized and 27,888,217 shares issued as of May 31, 2008 and 2007 | 279                           | 279                           |
| Additional paid-in capital  | 108,402                       | 104,408                       |
| Retained earnings   | 44,809                        | 23,422                        |
| Accumulated other comprehensive income  | <u>1,584</u>                  | <u>967</u>                    |
|   | 155,074                       | 129,076                       |
| Less: Treasury stock, at cost – 1,825,600 and 1,297,466 shares as of May 31, 2008 and 2007                            | <u>(16,374)</u>               | <u>(3,500)</u>                |
| Total stockholders' equity  | <u>138,700</u>                | <u>125,576</u>                |
| Total liabilities and stockholders' equity  | <u>\$ 274,593</u>             | <u>\$ 242,909</u>             |

7 – 4Q Earnings Release – August 5, 2008

**Results of Operations**  
(In thousands)

|   | <u>Construction<br/>Services</u> | <u>Repair &amp;<br/>Maintenance<br/>Services</u> | <u>Other</u> | <u>Combined<br/>Total</u> |
|---|----------------------------------|--|--------------|---------------------------|
|   | (unaudited)                      |  |              |                           |
| <b>Three Months Ended May 31, 2008</b>  |                                  |  |              |                           |
| Gross revenues                          | \$ 127,050                       | \$ 73,248  | \$ —         | \$200,298                 |
| Less: inter-segment revenues            | 5,757                            | 421  | —            | 6,178                     |
| Consolidated revenues                   | 121,293                          | 72,827   | —            | 194,120                   |
| Gross profit                            | 14,888                           | 9,078  | —            | 23,966                    |
| Operating income                        | 8,783                            | 5,409  | —            | 14,192                    |
| Income before income tax expense        | 8,654                            | 5,317  | —            | 13,971                    |
| Net income                              | 5,488                            | 3,378  | —            | 8,866                     |
| Segment assets                          | 150,174                          | 93,052   | 31,367       | 274,593                   |
| Capital expenditures                    | 2,537                            | 1,279  | 1,376        | 5,192                     |
| Depreciation and amortization expense   | 1,351                            | 992  | —            | 2,343                     |
| <b>Three Months Ended May 31, 2007</b>  |                                  |  |              |                           |
| Gross revenues                          | \$ 105,813                       | \$ 78,015  | \$ —         | \$183,828                 |
| Less: inter-segment revenues            | 3,086                            | 2,821  | —            | 5,907                     |
| Consolidated revenues                   | 102,727                          | 75,194   | —            | 177,921                   |
| Gross profit                            | 923                              | 10,830   | —            | 11,753                    |
| Operating income (loss)                 | (3,554)                          | 7,184  | (27)         | 3,603                     |
| Income (loss) before income tax expense | (3,791)                          | 7,050  | (27)         | 3,232                     |
| Net income (loss)                       | (2,269)                          | 4,225  | (17)         | 1,939                     |
| Segment assets                          | 136,780                          | 98,737   | 7,392        | 242,909                   |
| Capital expenditures                    | 1,536                            | 1,396  | 752          | 3,684                     |
| Depreciation and amortization expense   | 910                              | 895  | —            | 1,805                     |
| <b>Twelve Months Ended May 31, 2008</b> |                                  |  |              |                           |
| Gross revenues                          | \$ 472,696                       | \$ 278,818                                       | \$ —         | \$751,514                 |
| Less: inter-segment revenues            | 16,809                           | 3,404  | —            | 20,213                    |
| Consolidated revenues                   | 455,887                          | 275,414  | —            | 731,301                   |
| Gross profit                            | 33,081                           | 42,036   | —            | 75,117                    |
| Operating income (loss)                 | 8,579                            | 25,997   | (25)         | 34,551                    |
| Income (loss) before income tax expense | 7,950                            | 25,791   | (25)         | 33,716                    |
| Net income (loss)                       | 5,483                            | 15,946   | (15)         | 21,414                    |
| Segment assets                          | 150,174                          | 93,052   | 31,367       | 274,593                   |
| Capital expenditures                    | 9,272                            | 4,363  | 4,667        | 18,302                    |
| Depreciation and amortization expense   | 4,966                            | 3,407  | —            | 8,373                     |
| <b>Twelve Months Ended May 31, 2007</b> |                                  |  |              |                           |
| Gross revenues                          | \$ 376,849                       | \$ 277,556                                       | \$ —         | \$654,405                 |
| Less: inter-segment revenues            | 10,689                           | 3,870  | —            | 14,559                    |
| Consolidated revenues                   | 366,160                          | 273,686  | —            | 639,846                   |
| Gross Profit                            | 29,494                           | 36,392   | —            | 65,886                    |
| Operating income (loss)                 | 11,567                           | 21,556   | (73)         | 33,050                    |
| Income (loss) before income tax expense | 10,394                           | 20,793   | (73)         | 31,114                    |
| Net income (loss)                       | 6,498                            | 12,718   | (45)         | 19,171                    |
| Segment assets                          | 136,780                          | 98,737   | 7,392        | 242,909                   |
| Capital expenditures                    | 6,850                            | 4,319  | 1,951        | 13,120                    |
| Depreciation and amortization expense   | 3,586                            | 2,914  | —            | 6,500                     |

**Segment Revenue from External Customers by Industry Type**  
(In thousands)

|   | <u>Construction<br/>Services</u> | <u>Repair &amp;<br/>Maintenance<br/>Services</u><br>(unaudited) | <u>Total</u>     |
|---|----------------------------------|---|------------------|
| <b>Three Months Ended May 31, 2008</b>  |                                  |   |                  |
| Aboveground Storage Tanks               | \$ 52,538                        | \$ 43,037   | \$ 95,575        |
| Downstream Petroleum                    | 43,580                           | 22,418  | 65,998           |
| Electrical and Instrumentation          | 7,859                            | 7,372   | 15,231           |
| Specialty                               | 17,316                           | —   | 17,316           |
| Total                                   | <u>\$ 121,293</u>                | <u>\$ 72,827</u>  | <u>\$194,120</u> |
| <b>Three Months Ended May 31, 2007</b>  |                                  |   |                  |
| Aboveground Storage Tanks               | \$ 40,138                        | \$ 35,550   | \$ 75,688        |
| Downstream Petroleum                    | 42,501                           | 31,288  | 73,789           |
| Electrical and Instrumentation          | 8,773                            | 8,356   | 17,129           |
| Specialty                               | 11,315                           | —   | 11,315           |
| Total                                   | <u>\$ 102,727</u>                | <u>\$ 75,194</u>  | <u>\$177,921</u> |
| <b>Twelve Months Ended May 31, 2008</b> |                                  |   |                  |
| Aboveground Storage Tanks               | \$ 201,446                       | \$ 167,970  | \$369,416        |
| Downstream Petroleum                    | 156,371                          | 89,001  | 245,372          |
| Electrical and Instrumentation          | 19,975                           | 18,443  | 38,418           |
| Specialty                               | 78,095                           | —   | 78,095           |
| Total                                   | <u>\$ 455,887</u>                | <u>\$ 275,414</u>   | <u>\$731,301</u> |
| <b>Twelve Months Ended May 31, 2007</b> |                                  |   |                  |
| Aboveground Storage Tanks               | \$ 159,274                       | \$ 125,236  | \$284,510        |
| Downstream Petroleum                    | 120,828                          | 120,557   | 241,385          |
| Electrical and Instrumentation          | 32,439                           | 27,893  | 60,332           |
| Specialty                               | 53,619                           | —   | 53,619           |
| Total                                   | <u>\$ 366,160</u>                | <u>\$ 273,686</u>   | <u>\$639,846</u> |

## Non-GAAP Financial Measures

<sup>(1)</sup> EBITDA is a supplemental, non-generally accepted accounting principle (GAAP) financial measure. EBITDA is defined as earnings before net interest expense, taxes, depreciation and amortization. We have presented EBITDA because it is used by the financial community as a method of measuring our performance and of evaluating the market value of companies considered to be in similar businesses. We believe that the line item on our consolidated statements of operations entitled “net income” is the most directly comparable GAAP measure to EBITDA. Since EBITDA is not a measure of performance calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, net earnings as an indicator of operating performance. EBITDA, as we calculate it, may not be comparable to similarly titled measures employed by other companies. In addition, this measure is not necessarily a measure of our ability to fund our cash needs. As EBITDA excludes certain financial information compared with net income, the most directly comparable GAAP financial measure, users of this financial information should consider the type of events and transactions, which are excluded. Our non-GAAP performance measure, EBITDA, has certain material limitations as follows:

- It does not include net interest expense. Because we have borrowed money to finance our operations, interest expense is a necessary and ongoing part of our costs and has assisted us in generating revenue. Therefore, any measure that excludes interest expense has material limitations.
- It does not include taxes. Because the payment of taxes is a necessary and ongoing part of our operations, any measure that excludes taxes has material limitations.
- It does not include depreciation and amortization expense. Because we use capital assets to generate revenue, depreciation and amortization expense is a necessary element of our cost structure. Therefore, any measure that excludes depreciation and amortization expense has material limitations.

### A reconciliation of EBITDA to net income follows:

|                               | Three Months Ended |                 | Twelve Months Ended |                  |
|-------------------------------|--------------------|-----------------|---------------------|------------------|
|                               | May 31, 2008       | May 31, 2007    | May 31, 2008        | May 31, 2007     |
|                               | (In thousands)     |                 | (In thousands)      |                  |
| Net income                    | \$ 8,866           | \$ 1,939        | \$ 21,414           | \$ 19,171        |
| Interest expense, net         | 105                | 421             | 808                 | 2,264            |
| Provision for income taxes    | 5,105              | 1,293           | 12,302              | 11,943           |
| Depreciation and amortization | 2,343              | 1,805           | 8,373               | 6,500            |
| EBITDA                        | <u>\$ 16,419</u>   | <u>\$ 5,458</u> | <u>\$ 42,897</u>    | <u>\$ 39,878</u> |

**Non-GAAP Financial Measures (Continued)**

(2) Revenues, gross profit, gross margins, SG&A and operating income excluding special items, which are non-GAAP financial measures, exclude certain pre-tax charges that management believes affect the comparison of results for the periods presented. Management also believes that results excluding these items are useful in evaluating operational trends for Matrix Service and its performance relative to its competitors.

A reconciliation of these categories excluding special items follows:

|   | <u>Actual</u> | <u>LNG<br/>Construction<br/>Project</u> | <u>Contested<br/>Receivable<br/>Write-off</u> | <u>Non-Recurring<br/>Employee<br/>Benefit Costs</u> | <u>Excluding<br/>Special<br/>Items</u> |
|---|---------------|---|---|---|--|
| <b><u>Three Months Ended May 31, 2008</u></b> |               |   |   |   |  |
| <b>Consolidated</b>                           |               |   |   |   |  |
| Revenues                                      | \$ 194,120    | \$ (12,508)                             | \$ —  | \$ —  | \$ 181,612                             |
| Gross Profit                                  | 23,966        | 754                                     | —   | —   | 24,720                                 |
| Gross Margin %                                | 12.3%         | (6.0%)                                  | —   | —   | 13.6%                                  |
| SG&A  | 9,774         | —                                       | —   | —   | 9,774                                  |
| Operating Income                              | 14,192        | 754                                     | —   | —   | 14,946                                 |
| <b>Construction Services</b>                  |               |   |   |   |  |
| Revenues                                      | \$ 121,293    | \$ (12,508)                             | \$ —  | \$ —  | \$ 108,785                             |
| Gross Profit                                  | 14,888        | 754                                     | —   | —   | 15,642                                 |
| Gross Margin %                                | 12.3%         | (6.0%)                                  | —   | —   | 14.4%                                  |
| SG&A  | 6,105         | —                                       | —   | —   | 6,105                                  |
| Operating Income                              | 8,783         | 754                                     | —   | —   | 9,537                                  |
| <b><u>Three Months Ended May 31, 2007</u></b> |               |   |   |   |  |
| <b>Consolidated</b>                           |               |   |   |   |  |
| Revenues                                      | \$ 177,921    | \$ (8,851)                              | \$ —  | \$ —  | \$ 169,070                             |
| Gross Profit                                  | 11,753        | 10,874                                  | —   | —   | 22,627                                 |
| Gross Margin %                                | 6.6%          | (122.9%)                                | —   | —   | 13.4%                                  |
| SG&A  | 8,150         | —                                       | —   | —   | 8,150                                  |
| Operating Income                              | 3,603         | 10,874                                  | —   | —   | 14,477                                 |
| <b>Construction Services</b>                  |               |   |   |   |  |
| Revenues                                      | \$ 102,727    | \$ (8,851)                              | \$ —  | \$ —  | \$ 93,876                              |
| Gross Profit                                  | 923           | 10,874                                  | —   | —   | 11,797                                 |
| Gross Margin %                                | 0.9%          | (122.9%)                                | —   | —   | 12.6%                                  |
| SG&A  | 4,477         | —                                       | —   | —   | 4,477                                  |
| Operating Income (loss)                       | (3,554)       | 10,874                                  | —   | —   | 7,320                                  |

|   | Actual    | LNG<br>Construction<br>Project | Contested<br>Receivable<br>Write-off | Non-Recurring<br>Employee<br>Benefit Costs | Excluding<br>Special<br>Items |
|---|-----------|--------------------------------|--------------------------------------|--|-------------------------------|
| <b>Twelve Months Ended May 31, 2008</b> |           |                                |                                      |  |                               |
| <b>Consolidated</b>                     |           |                                |                                      |  |                               |
| Revenues                                | \$731,301 | \$ (66,673)                    | \$ —                                 | \$ —                                       | \$664,628                     |
| Gross Profit                            | 75,117    | 20,804                         | —                                    | 500  | 96,421                        |
| Gross Margin %                          | 10.3%     | (31.2%)                        | —                                    | —  | 14.5%                         |
| SG&A                                    | 40,566    | —                              | (975)                                | —  | 39,591                        |
| Operating Income                        | 34,551    | 20,804                         | 975                                  | 500  | 56,830                        |
| <b>Construction Services</b>            |           |                                |                                      |  |                               |
| Revenues                                | \$455,887 | \$ (66,673)                    | \$ —                                 | \$ —                                       | \$389,214                     |
| Gross Profit                            | 33,081    | 20,804                         | —                                    | 290  | 54,175                        |
| Gross Margin %                          | 7.3%      | (31.2%)                        | —                                    | —  | 13.9%                         |
| SG&A                                    | 24,502    | —                              | (975)                                | —  | 23,527                        |
| Operating Income                        | 8,579     | 20,804                         | 975                                  | 290  | 30,648                        |
| <b>Twelve Months Ended May 31, 2007</b> |           |                                |                                      |  |                               |
| <b>Consolidated</b>                     |           |                                |                                      |  |                               |
| Revenues                                | \$639,846 | \$ (45,236)                    | \$ —                                 | \$ —                                       | \$594,610                     |
| Gross Profit                            | 65,886    | 11,367                         | —                                    | —  | 77,253                        |
| Gross Margin %                          | 10.3%     | (25.1%)                        | —                                    | —  | 13.0%                         |
| SG&A                                    | 32,836    | —                              | —                                    | —  | 32,836                        |
| Operating Income                        | 33,050    | 11,367                         | —                                    | —  | 44,417                        |
| <b>Construction Services</b>            |           |                                |                                      |  |                               |
| Revenues                                | \$366,160 | \$ (45,236)                    | \$ —                                 | \$ —                                       | \$320,924                     |
| Gross Profit                            | 29,494    | 11,367                         | —                                    | —  | 40,861                        |
| Gross Margin %                          | 8.1%      | (25.1%)                        | —                                    | —  | 12.7%                         |
| SG&A                                    | 17,927    | —                              | —                                    | —  | 17,927                        |
| Operating Income                        | 11,567    | 11,367                         | —                                    | —  | 22,934                        |