

GENDELL JEFFREY L ET AL
Form SC 13D/A
June 29, 2004

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D*
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Comfort Systems USA, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

199908104
(CUSIP Number)

Jeffrey L. Gendell
55 Railroad Avenue, 3rd Floor, Greenwich, Connecticut 06830 (203) 769-2000
(Name, address and telephone number of person
authorized to receive notices and communications)

June 25, 2004
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("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).

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)
Tontine Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (7) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 915,760

EACH (9) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER
915,760

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
915,760

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
2.4%

(14) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)
Tontine Management, L.L.C.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	(7) SOLE VOTING POWER	-0-
SHARES	-----	-----
BENEFICIALLY	(8) SHARED VOTING POWER	915,760
OWNED BY	-----	-----
EACH	(9) SOLE DISPOSITIVE POWER	-0-
REPORTING	-----	-----
PERSON WITH	(10) SHARED DISPOSITIVE POWER	915,760
	-----	-----
	(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	915,760
	-----	-----
	(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** []	-----
	-----	-----
	(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	2.4%
	-----	-----
	(14) TYPE OF REPORTING PERSON **	OO
	-----	-----

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY) Tontine Associates, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

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(3) SEC USE ONLY

(4) SOURCE OF FUNDS **
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (7) SOLE VOTING POWER
SHARES ----- -0-
BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY ----- -0-
EACH (9) SOLE DISPOSITIVE POWER
REPORTING ----- -0-
PERSON WITH (10) SHARED DISPOSITIVE POWER
----- -0-
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
----- -0-
(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
----- 0%

(14) TYPE OF REPORTING PERSON **
----- IA

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)
Tontine Overseas Associates, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS **
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (7) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 529,940

EACH (9) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER
529,940

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 529,940

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%

(14) TYPE OF REPORTING PERSON **
IA

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)
Jeffrey L. Gendell

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS ** PF, OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

NUMBER OF	(7)	SOLE VOTING POWER	60,000
SHARES			
BENEFICIALLY	(8)	SHARED VOTING POWER	1,445,700
OWNED BY			
EACH	(9)	SOLE DISPOSITIVE POWER	60,000
REPORTING			
PERSON WITH	(10)	SHARED DISPOSITIVE POWER	1,445,700
	(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,505,700
	(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **	[]
	(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	3.9%
	(14)	TYPE OF REPORTING PERSON **	IN

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Item 1. Security and Issuer.

The Schedule 13D filed on August 29, 2003 (the "Schedule 13D") relates to the common stock, par value \$0.01 (the "Common Stock") of Comfort Systems USA, Inc. (the "Company"). The Company's principal executive offices are located at 777 Post Oak Boulevard; Suite 500; Houston, Texas 77056 is hereby further amended and restated by this Amendment Number One to the Schedule 13D as follows:

Item 2. Identity and Background.

- (a) This statement is filed by:
 - (i) Tontine Partners, L.P., a Delaware limited partnership ("TP"), with respect to the shares of Common Stock directly owned by it;
 - (ii) Tontine Management, L.L.C., a Delaware limited liability company ("TM"), with respect to the shares of Common Stock directly owned by TP;
 - (iii) Tontine Associates, L.L.C., a Delaware limited liability company ("TA"), which serves as the investment manager to certain managed accounts, with respect to the shares of Common Stock directly owned by the managed accounts
 - (iv) Tontine Overseas Associates, L.L.C., a Delaware limited liability company ("TOA"), which serves as the investment manager to Tontine

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Overseas Fund, Ltd., a company organized under the laws of the Cayman Islands ("TOF"), and to certain managed accounts, with respect to the shares of Common Stock directly owned by TOF and the managed accounts;

- (v) Mr. Jeffrey L. Gendell with respect to the shares of Common Stock directly owned by TP, TOF, the managed accounts and Mr. Gendell, individually.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

- (b) The address of the principal business and principal office of TP, TM, TA and TOA is 55 Railroad Avenue, 3rd Floor, Greenwich, Connecticut 06830. The business address of Mr. Gendell is 55 Railroad Avenue, 3rd Floor, Greenwich, Connecticut 06830.
- (c) The principal business of TP is serving as a private investment limited partnership. The principal business of TM is serving as general partner to TP. The principal business of TA and TOA is that of an investment adviser engaging in the purchase and sale of securities on behalf of clients.
Mr. Gendell serves as the managing member of TM, TA and TOA.
- (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

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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) TP is a limited partnership organized under the laws of the State of Delaware. Each of TM, TA and TOA is a limited liability company organized under the laws of the State of Delaware. Mr. Gendell is a United States citizen.

Item 3. Source and Amount of Funds and Other Consideration.

The net investment cost (including commissions, if any) of the shares of Common Stock directly owned by TP, TOF, the managed accounts and Mr. Gendell is approximately \$4,468,510. TM, TA and TOA do not directly own any shares of Common Stock.

The shares of Common Stock purchased by TP, TOF and the managed accounts were purchased with working capital and on margin. The shares of Common Stock purchased by Mr. Gendell were purchased with personal funds and on margin. TP, TOF, the managed accounts and Mr. Gendell conduct their margin transactions with UBS Securities LLC, on such firm's usual terms and conditions. All or part of the shares of Common Stock directly owned by TP, TOF, the managed accounts and Mr. Gendell may from time to time be pledged with one or more banking

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institutions or brokerage firms as collateral for loans made by such bank(s) or brokerage firm(s) to TP, TOF, the managed accounts and Mr. Gendell as the case may be. Such loans bear interest at a rate based upon the broker's call rate from time to time in effect. Such indebtedness may be refinanced with other banks or broker-dealers.

Item 4. Purpose of the Transaction.

Not Applicable.

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Item 5. Interest in Securities of the Issuer.

A. Tontine Partners, L.P.

(a) Aggregate number of shares beneficially owned: 915,760
Percentage: 2.4% The percentages used herein and in the rest of Item 5 are calculated based upon the 38,453,799 shares of Common Stock issued and outstanding as of April 29, 2004, as reflected in the Company's Form 10Q for the quarter ended March 30, 2004.

- (b) 1. Sole power to vote or direct vote: -0-
2. Shared power to vote or direct vote: 915,760
3. Sole power to dispose or direct the disposition: -0-
4. Shared power to dispose or direct the disposition: 915,760

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by TP in the Common Stock within the last sixty days, which were all in the open market, are set forth in Schedule A and are incorporated by reference.

(d) 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. Mr. Gendell is the managing member of TM and in that capacity directs its operations.

(e) Not applicable.

B. Tontine Management, L.L.C.

(a) Aggregate number of shares beneficially owned: 915,760
Percentage: 2.4%

- (b) 1. Sole power to vote or direct vote: -0-
2. Shared power to vote or direct vote: 915,760
3. Sole power to dispose or direct the disposition: -0-
4. Shared power to dispose or direct the disposition: 915,760

(c) TM did not enter into any transactions in the Common Stock of the Company within the last sixty days. The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock within the last sixty days on behalf of TP, which were all in the open market, are set forth in Schedule A and are incorporated by reference.

(d) Not applicable.

(e) Not applicable.

C. Tontine Associates, L.L.C.

(a) Aggregate number of shares beneficially owned: -0-
Percentage: 0%

- (b) 1. Sole power to vote or direct vote: -0-
2. Shared power to vote or direct vote: -0-
3. Sole power to dispose or direct the disposition: -0-
4. Shared power to dispose or direct the disposition: -0-

(c) TA did not enter into any transactions in the Common Stock of

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the Company within the last sixty days.

(d) Each of the clients of TA has the power to direct the receipt of dividends from or the proceeds of the sale of such shares.

(e) Not applicable.

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D. Tontine Overseas Associates, L.L.C.

(a) Aggregate number of shares beneficially owned: 529,940

Percentage: 1.4%

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 529,940

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 529,940

(c) TOA did not enter into any transactions in the Common Stock of the Company within the last sixty days. The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock within the last sixty days on behalf of TOF, which were all in the open market, are set forth in Schedule B and are incorporated by reference.

(d) 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.

(e) Not applicable.

E. Jeffrey L. Gendell

(a) Aggregate number of shares beneficially owned: 1,505,700

Percentage: 3.9%

(b) 1. Sole power to vote or direct vote: 60,000

2. Shared power to vote or direct vote: 1,445,700

3. Sole power to dispose or direct the disposition: 60,000

4. Shared power to dispose or direct the disposition:
1,445,700

(c) Mr. Gendell did not enter into any transactions in the Common Stock of the Company within the last sixty days. The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock within the last sixty days on behalf of TP and TOF, which were all in the open market, are set forth in Schedules A and B, respectively, and are incorporated by reference.

(d) Not applicable.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Other than the Joint Acquisition Statement attached as Exhibit 1 hereto, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company, including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits.

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There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended.

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SIGNATURES

After reasonable 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: June 29, 2004

/s/ JEFFREY L. GENDELL

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

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Schedule A

Tontine Partners, L.P.

Date of Transaction	Number of Shares Purchased/ (Sold)	Price Per Share (including commissions, if any)
06/25/04	(73,000)	\$6.16

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Schedule B

Tontine Overseas Associates, L.L.C. - TOF/Managed Accounts

Price Per Share

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Date of Transaction	Number of Shares Purchased/(Sold)	(including commissions, if any)
06/25/04	(677,000)	\$6.16

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EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13D-1(k)1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: June 29, 2004

/s/ JEFFREY L. GENDELL

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