

INTEGRATED ELECTRICAL SERVICES INC

Form S-4/A

August 05, 2013

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As filed with the Securities and Exchange Commission on August 5, 2013

Registration No. 333-188182

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

AMENDMENT NO. 4

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)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>1731</b> (Primary Standard Industrial Classification Code Number) <b>5433 Westheimer Road, Suite 500</b>  <b>Houston, Texas 77056</b>  <b>(713) 860-1500</b>	<b>76-0542208</b> (I.R.S. Employer Identification Number)
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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Gail Makode**  
  
**Senior Vice President, General Counsel and Secretary**  
  
**5433 Westheimer Road, Suite 500**  
  
**Houston, Texas 77056**  
  
**(713) 860-1500**

(Name, address, including zip code, and telephone number, including area code of agent for service)

*Copies to:*

<b>G. Michael O Leary</b>  <b>George Vlahakos</b>  <b>Andrews Kurth LLP</b>  <b>600 Travis, Suite 4200</b>  <b>Houston, Texas 77002</b>  <b>(713) 220-4200</b>	<b>Michael P. Moore</b>  <b>MISCOR Group, Ltd.</b>  <b>Chief Executive Officer and President</b>  <b>800 Nave Road, SE</b>  <b>Massillon, Ohio 44646</b>  <b>(330) 830-3500</b>	<b>Molly Z. Brown</b>  <b>Sean T. Peppard</b>  <b>Ulmer &amp; Berne LLP</b>  <b>1660 West 2nd Street, Suite 1100</b>  <b>Cleveland, Ohio 44113</b>  <b>(216) 583-7240</b>
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**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions to closing of the proposed merger described herein.

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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 register additional securities for an offering pursuant to Rule 462(b) 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. "

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. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this joint proxy statement/prospectus is not complete and may be changed. Integrated Electrical Services, Inc. may not distribute or issue the shares of Integrated Electrical Services Inc. common stock being registered pursuant to this registration statement until the registration statement filed with the Securities and Exchange Commission, of which this joint proxy statement/prospectus is a part, is effective. This joint proxy statement/prospectus is not an offer to distribute these securities and Integrated Electrical Services, Inc. is not soliciting offers to receive these securities in any state where such offer or distribution is not permitted.**

**SUBJECT TO COMPLETION, DATED AUGUST 5, 2013**

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

To the Stockholders of Integrated Electrical Services, Inc. and the Shareholders of MISCOR Group, Ltd.:

On March 13, 2013, Integrated Electrical Services, Inc. ( IES ) and MISCOR Group, Ltd. ( MISCOR ) entered into an Agreement and Plan of Merger, as amended by the First Amendment to Agreement and Plan of Merger, dated as of July 10, 2013 (the merger agreement ), providing for the acquisition of MISCOR by IES. Pursuant to the merger agreement, IES and MISCOR agreed that, subject to the satisfaction of certain closing conditions (including the approval by each company's stockholders), MISCOR will merge with and into IES Subsidiary Holdings, Inc., a wholly-owned subsidiary of IES ( Merger Sub ), with Merger Sub surviving the merger as the surviving corporation, a direct, wholly-owned subsidiary of IES.

The merger agreement provides that at the effective time of the merger, each outstanding share of MISCOR common stock (other than shares held by MISCOR shareholders who do not vote in favor of the adoption of the merger agreement and who are entitled to and properly demand appraisal rights in accordance with Indiana law and shares to be canceled pursuant to the terms of the merger agreement) will be converted into the right to receive merger consideration comprised of, at the election of the holder, either: (1) a per share dollar amount (the Cash Consideration ), which amount shall not be less than \$1.415 (the Minimum Cash Consideration ), equal to the quotient obtained by dividing (x) the difference between \$24.0 million and the amount of MISCOR's Net Debt (as defined in the merger agreement) and (y) the number of shares of MISCOR common stock outstanding as of the fifteenth business day prior to the closing date, including shares issuable upon the exercise of outstanding options and warrants; or (2) a number of shares of IES common stock (the Stock Consideration ) equal to a fraction (the Exchange Ratio ), the numerator of which is the Cash Consideration and the denominator of which is the volume-weighted average of the sale prices per share of IES common stock (the VWAP ) for the 60 consecutive trading days ending with the fifteenth business day prior to the closing date (the IES Common Stock Value ); *provided, however*, that if the IES Common Stock Value is less than \$4.024 per share or greater than \$6.036 per share (the VWAP Collar ), then the IES Common Stock Value will be \$4.024 per share or \$6.036 per share, respectively.

MISCOR shareholders have the right to elect to receive all Cash Consideration, all Stock Consideration or a mix of Cash Consideration and Stock Consideration; *provided, however*, that the aggregate Cash Consideration to be paid in connection with the merger shall not exceed a threshold, as described in the merger agreement (the Maximum Cash Amount ), equal to the product obtained by multiplying (x) the Cash Consideration by (y) 50% of the number of MISCOR common shares outstanding immediately prior to the effective time of the merger. Based on the estimates and assumptions described in the joint proxy statement/prospectus, IES and MISCOR do not anticipate reaching the Maximum Cash Amount. As such, IES and MISCOR do not expect that any MISCOR shareholder electing to receive Cash Consideration will receive Stock Consideration in lieu of Cash Consideration.

The IES board of directors has determined that the merger is advisable and in the best interests of IES and its stockholders and recommends that the stockholders of IES approve the issuance of shares of IES common stock in the merger. No stockholder vote is required for Merger Sub to adopt the merger agreement and consummate the transactions contemplated thereby, other than the vote of IES acting as the sole stockholder of Merger Sub.

The MISCOR board of directors has determined that the merger and the merger agreement are in the best interests of MISCOR and its shareholders. The board of directors of MISCOR recommends that MISCOR shareholders approve the adoption of the merger agreement and the golden parachute compensation proposal.

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**Your vote is very important.** We cannot complete the transaction unless, among other things, the holders of IES common stock vote to approve the issuance of shares of IES common stock in the merger and the holders of

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MISCOR common stock vote to adopt the merger agreement. Each of IES and MISCOR will hold a special meeting of stockholders to vote on proposals related to the merger. The special meetings of stockholders will be held at the date, time and location set forth below. Regardless of whether you plan to attend your company's special meeting, please take the time to submit your proxy by completing and mailing the enclosed proxy card or, in the case of MISCOR, by using the telephone or Internet procedures provided to you. If your shares of IES common stock or MISCOR common stock are held in street name, you must instruct your broker how to vote those shares.

**For IES stockholders:**

September 12, 2013 at 9:00 a.m. Central Time at the IES corporate office located at 5433 Westheimer Road, Suite 500, Houston, Texas 77056.

**For MISCOR shareholders:**

September 12, 2013 at 10:00 a.m. Eastern Daylight Time at the MISCOR corporate office located at 800 Nave Road, SE, Massillon, Ohio 44646.

**The IES board of directors recommends that IES stockholders vote FOR the issuance of shares of IES common stock in the merger.**

*Before casting your vote, please take the time to review carefully this joint proxy statement/prospectus, including the section entitled Risk Factors beginning on page 30 for a discussion of the risks relating to the merger.*

**The MISCOR board of directors recommends that MISCOR shareholders vote FOR the adoption of the merger agreement.**

Shares of IES common stock trade on the NASDAQ Global Select Market under the symbol IESC. Shares of MISCOR common stock trade on the OTCQB under the symbol MIGL.

Sincerely,

James M. Lindstrom  
*Chairman of the Board of Directors, President*

*and Chief Executive Officer*  
Integrated Electrical Services, Inc.

Michael P. Moore  
*Chief Executive Officer and President*

MISCOR Group, Ltd.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or has passed upon the adequacy or accuracy of the disclosure in this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated August , 2013, and is first being mailed to IES stockholders and MISCOR shareholders on or about August , 2013.

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**INTEGRATED ELECTRICAL SERVICES, INC.**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To be held on September 12, 2013**

Notice is hereby given that a special meeting of the stockholders of Integrated Electrical Services, Inc., a Delaware corporation ( IES ), will be held on September 12, 2013, at 9:00 a.m., Central Time, at the IES corporate office located at 5433 Westheimer Road, Suite 500, Houston, Texas 77056 (the IES Meeting ) for the following purposes:

1. to approve the issuance of shares of IES common stock to the shareholders of MISCOR Group, Ltd. ( MISCOR ) in connection with the merger of MISCOR with and into IES Subsidiary Holdings, Inc., a wholly-owned subsidiary of IES ( Merger Sub ), with Merger Sub surviving the merger as the surviving corporation, a direct, wholly-owned subsidiary of IES, as set forth in the Agreement and Plan of Merger, dated as of March 13, 2013, by and among IES, MISCOR and Merger Sub, as amended by the First Amendment to Agreement and Plan of Merger, dated as of July 10, 2013, copies of which are attached as Annex A to the joint proxy statement/prospectus accompanying this notice;
2. to approve the adjournment or postponement of the IES Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the foregoing proposal; and
3. to transact any other business as may properly come before the IES Meeting or any adjournments or postponements thereof. Attached to this notice is a joint proxy statement/prospectus setting forth information with respect to these proposals and certain other information. Pursuant to the registration statement, of which the joint proxy statement/prospectus forms a part, IES is registering 2,943,767 shares of IES common stock together with the associated preferred stock purchase rights that may be issued to MISCOR shareholders in connection with the merger. If the Merger Consideration Determination Date (as defined below) had occurred on July 24, 2013, it is estimated that the Exchange Ratio would have been 0.311 and IES would have issued 2,745,158 shares of IES common stock to MISCOR shareholders, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 of the joint proxy statement/prospectus, which assumptions will not be definitively determined until the fifteenth business day prior to the closing date (the Merger Consideration Determination Date ). The actual value of the consideration and the number of shares of IES common stock to be issued may differ from this example, given that these amounts will not be determined until the Merger Consideration Determination Date has passed and MISCOR shareholders have made their elections. Based on these assumptions, and assuming a volume-weighted average of the sales prices per share of IES common stock (the VWAP ) for the 60 consecutive trading days ending with the Merger Consideration Determination Date of either \$4.024 or \$6.036 (the bottom and the top, respectively, of the VWAP Collar used to calculate the Exchange Ratio), it is estimated that the Exchange Ratio would have been 0.368 or 0.245, respectively, and IES would have issued 3,249,918 or 2,163,668 shares of IES common stock, respectively.

The IES board of directors has fixed the close of business on August 5, 2013 as the record date for the determination of stockholders entitled to notice of and to vote at the IES Meeting or any adjournment or postponement thereof. Only holders of record of IES common stock at the close of business on the record date are entitled to notice of and to vote at the IES Meeting.

The IES board of directors recommends that you vote **FOR** the issuance of shares of IES common stock in the merger and **FOR** the adjournment or postponement of the IES Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies. In considering the recommendation of the IES board of directors, you should be aware that certain directors of IES have personal interests that may motivate them to support the merger.

**Your vote is important. Regardless of whether you plan to attend the IES Meeting, please sign, date and return the enclosed proxy card as promptly as possible in the envelope provided, using the procedures in the voting instructions provided to you.** Your proxy may be revoked at any time prior to the time it is voted at the IES Meeting.



By Order of the Board of Directors

James M. Lindstrom  
*Chairman of the Board of Directors, President and Chief  
Executive Officer*

Houston, Texas

August , 2013

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**MISCOR GROUP, LTD.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To Be Held On September 12, 2013**

Notice is hereby given that a special meeting of the shareholders of MISCOR Group, Ltd., an Indiana corporation ( MISCOR ), will be held on September 12, 2013, at 10:00 a.m., Eastern Daylight Time, at the MISCOR corporate office located at 800 Nave Road, SE, Massillon, Ohio 44646 (the MISCOR Meeting ) for the following purposes:

1. to adopt the Agreement and Plan of Merger, dated as of March 13, 2013, by and among Integrated Electrical Services, Inc. ( IES ), MISCOR and IES Subsidiary Holdings, Inc., a wholly-owned subsidiary of IES ( Merger Sub ), as amended by the First Amendment to Agreement and Plan of Merger, dated as of July 10, 2013 (the merger agreement ), copies of which are attached as Annex A to the joint proxy statement/prospectus accompanying this notice, pursuant to which MISCOR will merge with and into Merger Sub, with Merger Sub surviving the merger as the surviving corporation, a direct, wholly-owned subsidiary of IES;
2. to approve on an advisory (non-binding) basis the golden parachute compensation that may be paid to MISCOR s executive officers in connection with the merger (which is referred to as the merger-related named executive officer compensation proposal);
3. to approve the adjournment or postponement of the MISCOR Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the foregoing proposals; and
4. to transact any other business as may properly come before the MISCOR Meeting or any adjournments or postponements thereof. Attached to this notice is a joint proxy statement/prospectus setting forth information with respect to these proposals and certain other information. Pursuant to the merger agreement, each MISCOR shareholder will have the right to elect to receive all cash consideration, all stock consideration or a mix of cash and stock consideration, subject to an aggregate maximum cash amount equal to approximately 50% of the total consideration to be received by MISCOR shareholders in the merger, or \$8.7 million, based on certain estimates and assumptions described in the joint proxy statement/prospectus. While, based on the election indications received from MISCOR s significant shareholders, it is not anticipated that the aggregate cash consideration will exceed the maximum cash amount, if the aggregate cash consideration were to exceed the maximum cash amount, MISCOR shareholders electing to receive cash consideration would receive stock consideration, in lieu of cash consideration, for a portion of their shares, based on a pro rata selection process described in the joint proxy statement/prospectus.

The MISCOR board of directors has fixed the close of business on August 5, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the MISCOR Meeting or any adjournment or postponement thereof. Only holders of record of MISCOR common stock at the close of business on the record date are entitled to notice of and to vote at the MISCOR Meeting or any adjournment or postponement thereof.

The MISCOR board of directors recommends that you vote **FOR** the adoption of the merger agreement, **FOR** the approval of the merger-related named executive officer compensation proposal and **FOR** the adjournment or postponement of the MISCOR Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies. In considering the recommendation of the MISCOR board of directors, you should be aware that certain directors and executive officers of MISCOR have interests in the transactions contemplated by the merger agreement that may be different from, or in addition to, the interests of MISCOR shareholders generally.

**Your vote is important. Regardless of whether you plan to attend the MISCOR Meeting, please sign, date and return the enclosed proxy card as promptly as possible in the envelope provided or submit your proxy by telephone or via the Internet, using the procedures in the voting instructions provided to you.** Your proxy may be revoked at any time prior to the time it is voted at the MISCOR Meeting.

By Order of the Board of Directors

Michael P. Moore

*President and Chief Executive Officer*

Massillon, Ohio

August , 2013

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**ADDITIONAL INFORMATION**

IES and MISCOR are each required to make certain filings with the Securities and Exchange Commission (the SEC). You can obtain any of the documents filed by IES and MISCOR with the SEC without charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers.

Integrated Electrical Services, Inc.  
5433 Westheimer Road, Suite 500  
Houston, Texas 77056  
Attention: Investor Relations  
Telephone number: (713) 860-1500  
<http://www.ies-corporate.com>

MISCOR Group, Ltd.  
800 Nave Road, SE  
Massillon, Ohio 44646  
Attention: Investor Relations  
Telephone number: (330) 830-3500  
<http://www.miscor.com>

**To receive timely delivery of the requested documents in advance of the applicable special meeting, you should make your request no later than August 28, 2013.**

You can also obtain free copies of the documents filed by IES and MISCOR with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov). You may also read and copy any reports, statements or other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC's website for additional information on its public reference room.

Information contained on the IES and MISCOR websites and any other website is not incorporated by reference herein. All information in this joint proxy statement/prospectus concerning IES has been furnished by IES. All information in this joint proxy statement/prospectus concerning MISCOR has been furnished by MISCOR. IES has represented to MISCOR, and MISCOR has represented to IES, that the information furnished by and concerning it is true and complete in all material respects.

**ABOUT THIS DOCUMENT**

This document, which forms part of a registration statement on Form S-4 filed with the SEC by IES (File No. 333-188182), constitutes a prospectus of IES under Section 5 of the Securities Act of 1933, as amended (the Securities Act), with respect to the shares of IES common stock to be issued to MISCOR shareholders in the merger pursuant to the merger agreement. This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), (1) with respect to the IES Meeting, at which IES stockholders will be asked to consider and vote upon certain proposals, including a proposal to approve the issuance of shares of IES common stock in the merger and (2) with respect to the MISCOR Meeting, at which MISCOR shareholders will be asked to consider and vote upon certain proposals, including a proposal to adopt the merger agreement.

You should rely only on the information contained in this document. No one has been authorized to provide you with information that is different from that contained in this document.

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Annex C Opinion of Western Reserve Partners LLC

Annex D Chapter 44 of the Indiana Business Corporation Law

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS**

**Important Information and Risks:** *The following are brief answers to some questions that you may have regarding the IES Meeting and the MISCOR Meeting and the proposals being considered at the meetings. IES and MISCOR urge you to read and consider carefully the remainder of this joint proxy statement/prospectus, including the Risk Factors beginning on page 30 and the attached Annexes, because the information in this section does not provide all of the information that might be important to you.*

**Your vote is very important. You are encouraged to submit a proxy as soon as possible.**

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: You are receiving this joint proxy statements/prospectus in connection with the proposed merger of MISCOR with and into Merger Sub, with Merger Sub surviving the merger as the surviving corporation, a direct, wholly-owned subsidiary of IES. The terms of the merger are governed by the Agreement and Plan of Merger, dated as of March 13, 2013, by and among IES, MISCOR and Merger Sub, as amended by the First Amendment to Agreement and Plan of Merger, dated as of July 10, 2013 (the merger agreement), copies of which are attached as Annex A to this joint proxy statement/prospectus.

As a condition to completion of the merger, the IES stockholders and MISCOR shareholders must approve certain proposals related to the merger. At the IES Meeting, IES stockholders will be asked to approve the issuance of shares of IES common stock in the merger. At the MISCOR Meeting, MISCOR shareholders will be asked to adopt the merger agreement and the merger-related named executive compensation proposal.

**Q: When and where will the IES Meeting take place?**

A: The IES Meeting will be held on September 12, 2013 at 9:00 a.m., Central Time, at the IES corporate office located at 5433 Westheimer Road, Suite 500, Houston, Texas 77056.

**Q: When and where will the MISCOR Meeting take place?**

A: The MISCOR Meeting will be held on September 12, 2013 at 10:00 a.m., Eastern Daylight Time, at the MISCOR corporate office located at 800 Nave Road, SE, Massillon, Ohio 44646.

**Q: Who can attend and vote at the stockholders meetings?**

A: **IES:** The record date for the IES Meeting is August 5, 2013. All IES stockholders of record as of the close of business on August 5, 2013 are entitled to receive notice of and to vote at the IES Meeting. As of July 30, 2013, the latest practicable date prior to the record date, there were 15,105,846 shares of IES common stock outstanding and entitled to vote at the IES Meeting.

**MISCOR:** The record date for the MISCOR Meeting is August 5, 2013. All MISCOR shareholders of record as of the close of business on August 5, 2013 are entitled to receive notice of and to vote at the MISCOR Meeting. As of July 30, 2013, the latest practicable date prior to the record date, there were 11,684,987 shares of MISCOR common stock outstanding and entitled to vote at the MISCOR Meeting.

**Q: What proposals are to be considered and voted upon at the IES Meeting and the MISCOR Meeting?**

**A: IES:** IES stockholders are being asked to consider and vote on:

- (1) the issuance of shares of IES common stock in the merger, and
- (2) a proposal to approve the adjournment or postponement of the IES Meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of IES common stock in the merger.

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These proposals are more fully described in the section **Proposals Being Submitted to a Vote at the IES Meeting**, beginning on page 246.

**MISCOR:** MISCOR shareholders are being asked to consider and vote on:

- (1) the adoption of the merger agreement,
- (2) a proposal to approve on an advisory (non-binding) basis the merger-related named executive officer compensation to be paid to MISCOR's executive officers in connection with the merger, and
- (3) a proposal to approve the adjournment or postponement of the MISCOR Meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement.

These proposals are more fully described in the section **Proposals Being Submitted to a Vote at the MISCOR Meeting**, beginning on page 247.

**Q: How does the IES board of directors recommend that IES stockholders vote?**

A: The IES board of directors recommends that IES stockholders vote FOR the issuance of shares of IES common stock in the merger. The IES board of directors also recommends that IES stockholders vote FOR the adjournment or postponement of the IES Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies. In considering the recommendation of the IES board of directors, you should be aware that certain directors of IES have personal interests that may motivate them to support the merger.

For a more complete description of the recommendations of the IES board of directors, see **Special Factors Recommendation of the IES Board of Directors and Its Reasons for the Merger**, beginning on page 67.

**Q: How does the MISCOR board of directors recommend that MISCOR shareholders vote?**

A: The MISCOR board of directors unanimously recommends that MISCOR shareholders vote FOR the proposal to adopt the merger agreement and FOR the approval of the merger-related named executive officer compensation proposal. The MISCOR board of directors also recommends that MISCOR shareholders vote FOR the adjournment or postponement of the MISCOR Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies. In considering the recommendation of the MISCOR board of directors, you should be aware that certain directors and executive officers of MISCOR have interests in the transactions contemplated by the merger agreement that may be different from, or in addition to, the interests of MISCOR shareholders generally.

For a more complete description of the recommendations of the MISCOR board of directors, see **Special Factors Recommendation of the MISCOR Board of Directors and Its Reasons for the Merger**, beginning on page 67.

**Q: What are the votes required to approve each of the IES and MISCOR proposals related to the merger?**

A: **IES:** Under the NASDAQ listing rules, the issuance of shares of IES common stock in the merger must be approved by the affirmative vote of the holders of a majority of the votes cast at a meeting at which a majority of the outstanding shares of IES common stock as of the

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record date are present in person or by proxy. This stockholder vote is required under the NASDAQ listing rules because Tontine directly or indirectly owns greater than a 5% interest in both IES and MISCOR and the issuance of shares of IES common stock in the merger could result in an increase in outstanding IES common stock immediately prior to the completion of the merger of 5% or more.

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If an IES stockholder attends but fails to vote on the issuance of shares of IES common stock in the merger, or if an IES stockholder abstains, the presence of the IES stockholder will be counted for purposes of a quorum, but will not constitute a vote cast. Abstentions and broker non-votes will not be counted either in favor of or against approval of the issuance of shares of IES common stock in the merger at the IES Meeting. Please see "What votes are required to satisfy the IES and MISCOR Minority Approval conditions to the completion of the merger?" below for a discussion of the vote required to satisfy the IES Minority Approval condition.

If the IES Meeting had been held on July 24, 2013, the directors, executive officers and affiliates of IES would have beneficially owned and been entitled to vote approximately 8,935,236 shares of IES common stock (including the 8,562,409 shares of IES common stock owned by Tontine), collectively representing approximately 59.2% of the shares of IES common stock that would have been outstanding and entitled to vote on that date.

**MISCOR:** Under the Indiana Business Corporation Law (the "IBCL"), adoption of the merger agreement must be approved by the affirmative vote of the holders of a majority of the outstanding MISCOR common stock entitled to vote as of the record date. Accordingly, if a MISCOR shareholder fails to vote at the MISCOR Meeting, fails to return a proxy or abstains, that will have the same effect as a vote against adoption of the merger agreement. Broker non-votes will also have the same effect as a vote against adoption of the merger agreement. Please see "What votes are required to satisfy the IES and MISCOR Minority Approval conditions to the completion of the merger?" below for a discussion of the vote required to satisfy the MISCOR Minority Approval condition.

If the MISCOR Meeting had been held on July 24, 2013, the directors, executive officers and affiliates of MISCOR would have beneficially owned and been entitled to vote approximately 8,665,132 shares of MISCOR common stock (including the 5,833,332 shares of MISCOR common stock owned by Tontine and assuming that all 67,000 outstanding options held by MISCOR's directors and executive officers were exercised prior to the record date for such MISCOR Meeting), collectively representing approximately 73.7% of the shares of MISCOR common stock that would have been outstanding and entitled to vote on that date.

**Q: What votes are required to satisfy the IES and MISCOR Minority Approval conditions to the completion of the merger?**

A: **IES:** Pursuant to the merger agreement, as a condition to the completion of the merger, the holders of fifty percent (50%) or more of all of the issued and outstanding shares of IES common stock entitled to vote (excluding shares held by certain affiliates of IES and MISCOR), shall not have voted against IES' proposal to issue shares of IES common stock in the merger. Accordingly, such holders must not affirmatively vote against the issuance of shares of IES common stock in the merger. Abstentions and broker non-votes will not be counted either in favor of or against the proposal to issue shares of IES common stock in the merger for the purpose of determining satisfaction of the IES Minority Approval.

The 8,562,409 shares of IES common stock held by affiliates of Tontine Capital Management, L.L.C., which represented approximately 56.7% of the shares of IES common stock issued and outstanding as of July 24, 2013, will be excluded in determining whether the IES Minority Approval has been received. If the IES Meeting had been held on July 24, 2013, in order for IES to receive IES Minority Approval, no more than 3,265,175, or 49.9%, of the remaining 6,543,437 shares of IES common stock that would have been outstanding and entitled to vote on that date could have been voted against IES' proposal to issue shares of IES common stock in the merger.

Any or all of the conditions to the completion of the merger, including IES Minority Approval, may, to the extent permitted by applicable law, be waived in writing in whole or in part by either IES or MISCOR.



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**MISCOR:** Pursuant to the merger agreement, as a condition to the completion of the merger, the holders of fifty percent (50%) or more of all of the issued and outstanding shares of MISCOR common stock entitled to vote (excluding shares held by certain affiliates of IES and MISCOR), shall not have voted against MISCOR's proposal to adopt the merger agreement. Accordingly, such holders must not affirmatively vote against the adoption of the merger agreement. Abstentions and broker non-votes will not be counted either in favor of or against the proposal to adopt the merger agreement for the purpose of determining satisfaction of the MISCOR Minority Approval.

The 8,572,132 shares of MISCOR common stock held by Mr. Martell and affiliates of Tontine Capital Management, L.L.C., which represented approximately 73.4% of the shares of MISCOR common stock issued and outstanding as of July 24, 2013, will be excluded in determining whether the MISCOR Minority Approval has been received. If the MISCOR Meeting had been held on July 24, 2013, in order for MISCOR to receive MISCOR Minority Approval, no more than 1,555,927, or 49.9%, of the remaining 3,111,855 shares of MISCOR common stock that would have been outstanding and entitled to vote on that date could have been voted against MISCOR's proposal to adopt the merger agreement.

Any or all of the conditions to the completion of the merger, including MISCOR Minority Approval, may, to the extent permitted by applicable law, be waived in writing in whole or in part by either IES or MISCOR.

**Q: What is golden parachute compensation and why am I being asked to vote on it?**

A: Under certain rules adopted by the SEC, MISCOR must seek an advisory (non-binding) vote of MISCOR shareholders on golden parachute compensation. Golden parachute compensation is certain compensation that is tied to or based on the merger and that will or may be paid by MISCOR or IES to the MISCOR named executive officers in connection with the merger. The proposal regarding golden parachute compensation is referred to in this joint proxy statement/prospectus as the merger-related named executive officer compensation proposal.

**Q: What vote is required to approve the merger-related named executive officer compensation proposal?**

A: The affirmative vote of holders of at least a majority of the shares of MISCOR common stock present in person or represented by proxy at the MISCOR Meeting and entitled to vote is required to approve the merger-related named executive officer compensation proposal. Accordingly, if a MISCOR shareholder abstains from voting on the merger-related named executive officer compensation proposal, it will have the same effect as a vote AGAINST the proposal. Alternatively, if a MISCOR shareholder who holds his or her shares in street name through a broker, bank or other holder of record fails to give voting instructions to that broker, bank or other holder of record, or if a MISCOR shareholder otherwise fails to vote his or her shares, it will have no effect on the proposal.

**Q: What will happen if MISCOR shareholders do not approve the merger-related named executive officer compensation proposal?**

A: Approval of the merger-related named executive officer compensation proposal is not a condition to completion of the merger. The vote with respect to the proposal is an advisory vote and will not be binding on MISCOR or IES. If the merger agreement is adopted by MISCOR shareholders and the merger is completed, the merger-related named executive officer compensation may be paid to MISCOR's named executive officers even if MISCOR shareholders fail to approve the proposal as long as the otherwise applicable conditions to payment are satisfied. For a more detailed description of the merger-related named executive officer compensation and the terms and conditions applicable for payment of such compensation to be triggered, please see Proposals Being Submitted to a Vote at the MISCOR Meeting Proposal No. 2: Approval, by Non-Binding Advisor Vote, of Merger-Related Named Executive Officer Compensation Golden Parachute Compensation beginning on page 247.

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**Q: What is the vote required to approve the proposals to adjourn or postpone the special meetings?**

A: **IES:** The affirmative vote of a majority of the votes cast at the IES Meeting is required to approve the proposal to adjourn or postpone the IES Meeting.

If an IES stockholder attends but fails to vote on the proposal to adjourn or postpone the IES Meeting, as discussed above, or if an IES stockholder abstains, the presence of the IES stockholder will be counted for purposes of a quorum, but will not constitute a vote cast. Abstentions and broker non-votes will not be counted either in favor of or against approval of the proposal to adjourn or postpone the IES Meeting.

**MISCOR:** The affirmative vote of a majority of the votes cast at the MISCOR Meeting is required to approve the proposal to adjourn or postpone the MISCOR Meeting.

If a MISCOR shareholder attends but fails to vote on the proposal to adjourn or postpone the MISCOR Meeting, as discussed above, or if a MISCOR shareholder abstains, the presence of the MISCOR shareholder will be counted for purposes of a quorum, but will not constitute a vote cast. Abstentions and broker non-votes will not be counted either in favor of or against approval of the proposal to adjourn or postpone the MISCOR Meeting.

**Q: What is required to establish a quorum at each of the meetings?**

A: **IES:** The presence in person or by proxy of holders of at least a majority of the shares of IES common stock issued and outstanding and entitled to vote at the IES Meeting will constitute a quorum. Abstentions and broker non-votes will be counted in determining whether a quorum is present at the IES Meeting.

**MISCOR:** The presence in person or by proxy of holders of at least a majority of the MISCOR common stock issued and outstanding and entitled to vote at the MISCOR Meeting will constitute a quorum. Abstentions and broker non-votes will be counted in determining whether a quorum is present at the MISCOR Meeting.

**Q: How do I vote my shares?**

A: After you have carefully read this joint proxy statement/prospectus, please respond by completing, signing and dating your proxy card and returning it in the enclosed postage-paid envelope as soon as possible or, if you are a MISCOR shareholder, submit your proxy by telephone or via the Internet, as described under "The MISCOR Meeting Proxy Voting by Holders of Record," beginning on page 125. Please refer to your proxy card or the information forwarded by your broker, bank or other nominee to see which options are available to you. MISCOR's Internet and telephone proxy submission procedures are designed to authenticate stockholders and to allow you to confirm that your instructions have been properly recorded.

The method you use to submit a proxy will not limit your right to vote in person at the IES Meeting or the MISCOR Meeting, as applicable, if you later decide to attend the meeting. If your shares of IES common stock or MISCOR common stock are held in the name of a broker, bank or other nominee, you must obtain a proxy, executed in your favor, from the holder of record, to be able to vote in person at the applicable stockholders' meeting.

**Q: How will my shares be voted?**

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A: **IES:** All shares of IES common stock entitled to vote and represented by properly completed proxies received prior to the IES Meeting, and not revoked, will be voted at the IES Meeting as instructed on the proxies.

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Except as indicated in the next Q&A with respect to shares held in street name, *if you properly complete and sign your proxy card but do not indicate how your shares should be voted on a proposal, the shares of IES common stock represented by your proxy will be voted as the IES board of directors recommends* and, therefore, will be voted FOR the issuance of shares of IES common stock in the merger and FOR the adjournment or postponement of the IES Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of such proposals.

**MISCOR:** All MISCOR common stock entitled to vote and represented by properly completed proxies received prior to the MISCOR Meeting, and not revoked, will be voted at the MISCOR Meeting as instructed on the proxies.

Except as indicated in the next Q&A with respect to shares held in street name, *if you properly complete and sign your proxy card but do not indicate how your MISCOR common stock should be voted on a proposal, the MISCOR common stock represented by your proxy will be voted as the MISCOR board of directors recommends* and, therefore, will be voted FOR the adoption of the merger agreement, FOR the approval of the merger-related named executive officer compensation proposal and FOR the adjournment or postponement of the MISCOR Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of such proposals.

**Q: If my shares are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me in connection with the approval of the merger agreement and the issuance of shares of IES common stock in the merger?**

A: No. Your broker, bank or other nominee will NOT be able to vote your shares of IES or MISCOR common stock held in street name on either the IES proposal to approve the issuance of shares of IES common stock in the merger or the MISCOR proposal to adopt the merger agreement, as applicable, unless you instruct your broker, bank or other nominee how to vote. Please follow the voting instructions provided by your broker, bank or other nominee. *Please note that you may not vote shares held in street name by returning a proxy card directly to IES or MISCOR or by voting in person at your stockholders meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee.*

If you are an IES stockholder and you do not instruct your broker or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the proposal to approve the issuance of shares of IES common stock in the merger, and your vote will not be cast in favor of this proposal.

If you are a MISCOR shareholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the proposal to adopt the merger agreement, which will have the same effect as a vote AGAINST the adoption of the merger agreement.

You should therefore provide your broker, bank or other nominee with instructions as to how to vote your shares of IES or MISCOR common stock, as applicable.

**Q: If, as a MISCOR shareholder, I do not favor adoption of the merger agreement, what are my rights?**

A: Holders of MISCOR common stock who do not vote in favor of adoption of the merger agreement will be entitled to exercise appraisal rights in connection with the merger, and, if such rights are properly demanded and perfected and not withdrawn or lost and the merger is completed, such shareholders will be entitled to obtain payment for the judicially determined fair value of their shares of MISCOR common stock.



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MISCOR shareholders who wish to seek appraisal of their shares are urged to seek the advice of counsel with respect to the availability of appraisal rights. A MISCOR shareholder who (1) delivers to MISCOR, before the shareholder vote is taken at the MISCOR Meeting, written notice of the shareholder's intent to demand payment in cash for shares owned if the merger is effectuated and (2) does not vote the shareholder's shares in favor of the merger will not receive the merger consideration. The shareholder will instead be entitled to assert dissenters' rights and seek an appraisal of his or her shares, unless the shareholder fails to take the steps prescribed by Chapter 44 of the IBCL to perfect such shareholder's dissenters' rights. Upon consummation of the merger and receipt of a payment demand, former MISCOR shareholders who have complied with all statutory requirements will be paid the fair value of their shares as of the time immediately before the merger. The full text of Chapter 44 of the IBCL is attached as Annex D to this joint proxy statement/prospectus.

For more information on appraisal rights, see Appraisal Rights beginning on page 154. MISCOR shareholders who wish to seek appraisal of their shares are in any case urged to seek the advice of counsel with respect to the availability of appraisal rights.

**Q: Are IES stockholders entitled to appraisal rights?**

A: Holders of IES common stock will not have the right to seek appraisal of the fair value of their shares of IES common stock.

**Q: Can I change my vote after I deliver my proxy?**

A: **Yes.** You may change your vote at any time before your proxy is voted at the IES Meeting or the MISCOR Meeting, as applicable. You can do this in any of the three following ways:

by sending a written notice to the Secretary of IES or MISCOR, as applicable, in time to be received before the IES Meeting or the MISCOR Meeting, as applicable, stating that you would like to revoke your proxy;

by completing, signing, dating and submitting to the Secretary of IES or MISCOR, as applicable, a later proxy card or, if you are a MISCOR shareholder, by submitting a later proxy via the Internet or by telephone (before 11:59 p.m. Eastern Daylight Time on the day before the MISCOR Meeting), in which case your later-submitted proxy will be recorded and your earlier proxy revoked; or

if you are a holder of record, or if you hold a proxy in your favor executed by a holder of record, by attending the applicable stockholders' meeting and voting in person.

Simply attending the IES Meeting or the MISCOR Meeting, as applicable, without voting will not revoke your proxy or change your vote.

If your shares of IES common stock or MISCOR common stock are held in an account at a broker, bank or other nominee and you desire to change your vote, you should contact your broker, bank or other nominee.

**Q: If I am a MISCOR shareholder, should I send in my stock certificates with my proxy card?**

A: **No.** Please **DO NOT** send your MISCOR stock certificates with your proxy card. After the merger is completed, you will be sent a letter of transmittal with detailed written instructions for exchanging your MISCOR common stock certificates for the merger consideration. If your shares of MISCOR common stock are held in street name by your broker, bank or other nominee, you will receive instructions from

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your broker, bank or other nominee as to how to effect the surrender of your street name shares in exchange for the merger consideration.

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**Q: What should I do if I receive more than one set of voting materials for the IES Meeting or the MISCOR Meeting?**

A: You may receive more than one set of voting materials for the IES Meeting or the MISCOR Meeting and the materials may include multiple proxy cards or voting instruction cards. For example, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record registered in more than one name, you will receive more than one proxy card. **Please complete, sign, date and return each proxy card and voting instruction card that you receive according to the instructions on it or, if you are a MISCOR holder of record, submit a proxy by telephone or via the Internet for each proxy card you receive.**

**Q: Can I submit my proxy by telephone or the Internet?**

A: **IES:** No. Holders of record of IES common stock may not submit their proxies by telephone or by the Internet. See The IES Meeting Proxy Voting by Holders of Record, beginning on page 120.

**MISCOR:** Yes. Holders of record of MISCOR common stock may submit their proxies by telephone or via the Internet. See The MISCOR Meeting Proxy Voting by Holders of Record, beginning on page 125.

**Q: How do I elect the form of consideration that I wish to receive in the merger?**

A: The election form and other appropriate and customary transmittal materials will be mailed to MISCOR shareholders of record as of the close of business on the record date for the MISCOR Meeting at the same time as this joint proxy statement/prospectus is mailed. The election form will allow each MISCOR shareholder (other than a holder of Dissenting Shares) to specify the number of shares of MISCOR common stock with respect to which such holder elects to receive Cash Consideration and the number of shares of MISCOR common stock with respect to which such holder elects to receive Stock Consideration. A copy of the election form is attached as Exhibit 99.3 to the registration statement of which this joint proxy statement/prospectus forms a part.

The election must be made prior to the election deadline. Unless extended or otherwise agreed upon by IES and MISCOR, the election deadline will be 5:00 p.m., New York time, on the later of (i) the 33rd day following the date the election form is mailed to MISCOR shareholders, (ii) the fifth business day following the dissemination of the joint press release disclosing the final determination of the Cash Consideration and the Exchange Ratio and (iii) such other date and time on which IES and MISCOR shall agree. IES and MISCOR will make a public announcement if the election deadline is extended. IES and MISCOR will also make a public announcement upon the receipt of election forms reflecting either (i) the election of Stock Consideration by more than 50% of the issued and outstanding shares of MISCOR common stock or (ii) the election of Cash Consideration in excess of the Maximum Cash Amount.

If a MISCOR shareholder does not make an election to receive Cash Consideration or Stock Consideration, the election form is not received by the exchange agent by the election deadline, the forms of election are improperly completed and/or are not signed, or the certificates representing MISCOR common stock or other documentation are not included with the election form, such shareholder will be deemed not to have made an election. Any MISCOR shareholder that does not make a valid election will be deemed to have elected to receive, and will be paid, Stock Consideration; *provided, however*, that if the IES Common Stock Value is less than \$4.024, then such shareholder will be deemed to have elected to receive, and will be paid, subject to the Maximum Cash Amount, Cash Consideration. If the Merger Consideration Determination Date had occurred on July 24, 2013, the default election would have been Stock Consideration, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date.

Any MISCOR shareholder that does not intend to make a valid election should still vote their shares of MISCOR common stock at the MISCOR Meeting either in person or by proxy.



**Q: Who can answer my questions?**

A: If you have any questions about how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus, the enclosed proxy card, voting instructions or the election form, please contact:

**Banks and Brokers call toll-free: (800) 579-1639**

**IES stockholders of record call toll-free: (800) 937-5449**

**MISCOR shareholders of record call toll-free: (877) 830-4936**

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**SUMMARY**

*The following is a summary that highlights information contained in this joint proxy statement/prospectus. This summary may not contain all of the information that is important to you. For a more complete description of the merger agreement and the transactions contemplated by the merger agreement, IES and MISCOR encourage you to read carefully this entire joint proxy statement/prospectus, including the attached Annexes and the Risk Factors beginning on page 30.*

**The Companies**

***Integrated Electrical Services, Inc.***

IES is a leading provider of infrastructure services to the residential, commercial and industrial industries as well as for data centers and other mission critical environments. IES operates primarily in the electrical infrastructure markets, with a corporate focus on expanding into other markets through strategic acquisitions or investments. Originally established as IES in 1997, it is a Delaware corporation providing services from 56 domestic locations as of March 31, 2013. IES is headquartered in Houston, Texas, and maintains an executive office in Greenwich, Connecticut. IES operations are organized into three principal business segments, based upon the nature of its current products and services:

**Communications** Nationwide provider of products and services for mission critical infrastructure, such as data centers, of large corporations.

**Residential** Regional provider of electrical installation services for single-family housing and multi-family apartment complexes.

**Commercial & Industrial** Provider of electrical design, construction and maintenance services to the commercial and industrial markets in various regional markets and nationwide in certain areas of expertise, such as the power infrastructure market.

IES common stock is traded on the NASDAQ under the symbol IESC. IES principal executive offices are located at 5433 Westheimer Road, Suite 500, Houston, Texas 77056, and its telephone number is (713) 860-1500.

***MISCOR Group, Ltd.***

MISCOR is a provider of maintenance and repair services including engine parts and components to industrial services and rail services. MISCOR began operations in July 2000 with the purchase of the operating assets of an electric motor and magnet shop in South Bend, Indiana. Through acquisitions and internal growth, MISCOR expanded the nature of its operations as well as its geographic presence, which now includes locations in Indiana, Alabama, Ohio, West Virginia and California.

MISCOR operates primarily in two business segments:

**Industrial Services** Providing maintenance and repair services to several industries including electric motor repair and rebuilding; maintenance and repair of electro-mechanical components for the wind power industry; and the repairing, manufacturing and remanufacturing of industrial lifting magnets for the steel and scrap industries. To supplement its service offerings, MISCOR also provides on-site maintenance services and custom and standardized industrial maintenance training programs.

**Rail Services** Manufacturing and rebuilding power assemblies, engine parts, and other components related to large diesel engines, and providing locomotive maintenance, remanufacturing and repair services for the rail industry.

MISCOR common stock is traded in the OTCQB under the symbol MIGL. MISCOR's principal executive offices are located at 800 Nave Road, SE, Massillon, Ohio 44646, and its telephone number is (330) 830-3500.



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***IES Subsidiary Holdings, Inc.***

Merger Sub is a direct, wholly-owned subsidiary of IES. Merger Sub, a Delaware corporation, was formed on March 6, 2013, solely for the purpose of effecting the merger. Merger Sub has not conducted any business operations other than activities incidental to its formation and in connection with the transactions contemplated by the merger agreement.

The principal executive offices of Merger Sub are located at 5433 Westheimer Road, Suite 500, Houston, Texas 77056, and its telephone number is (713) 860-1500.

**The Merger Agreement** (see page 138)

IES and MISCOR have agreed to combine their businesses pursuant to the merger agreement described in this joint proxy statement/prospectus, subject to the requisite stockholder approvals and other conditions. Under the terms of the merger agreement, MISCOR will merge with and into Merger Sub, with Merger Sub surviving the merger as the surviving corporation, a direct, wholly-owned subsidiary of IES. The merger agreement, as amended, is attached as Annex A to this joint proxy statement/prospectus and is incorporated by reference herein. IES and MISCOR encourage you to read the merger agreement in its entirety because it is the legal document that governs the merger.

**Risk Factors** (see page 30)

There are risks associated with the merger and the operations of IES and IES common stock after the merger. These risks are more fully described in Risk Factors, beginning on page 30.

***Risk Factors Relating to the Merger***

Among the risk factors relating to the merger are the following:

the merger consideration is subject to fluctuation based upon MISCOR's Net Debt as of the Merger Consideration Determination Date and the 60-day VWAP of IES common stock ending on the Merger Consideration Determination Date;

any delay in completing the merger may reduce the benefits expected to be obtained from the merger;

the failure to complete the merger could negatively impact the stock price and the future business and financial results of IES and MISCOR;

the rights of MISCOR shareholders who become stockholders of IES in the merger will be governed by IES' certificate of incorporation and bylaws, which are different in some respects from the MISCOR articles of incorporation and bylaws; and

the directors and executive officers of MISCOR have personal interests that may motivate them to support or approve the merger.

***Risk Factors Relating to IES Following the Merger***

Among the risk factors relating to IES after the merger are the following:

IES may experience difficulties in integrating MISCOR's business and could fail to realize potential benefits of the merger; and

IES will have increased debt after the merger, which could have a material adverse effect on its financial health and limit its future operations.

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***Risk Factors Relating to IES Common Stock Following the Merger***

Among the risk factors relating to IES common stock after the merger are the following:

the price of IES common stock will continue to fluctuate after the merger and may be affected differently from the separate factors that currently affect the prices of IES common stock and MISCOR common stock; and

the market value of IES common stock could decline if large amounts of IES common stock are sold following the merger.

**Merger Consideration** (see page 138)

At the effective time of the merger, each outstanding share of MISCOR common stock (other than shares held by MISCOR shareholders who do not vote in favor of the adoption of the merger agreement and who are entitled to and properly demand appraisal rights in accordance with Indiana law ( Dissenting Shares ) and shares to be canceled pursuant to the terms of the merger agreement) will be converted into the right to receive merger consideration comprised of, at the election of the holder, either: (1) a per share dollar amount (the Cash Consideration ), which amount shall not be less than \$1.415 (the Minimum Cash Consideration ), equal to the quotient obtained by dividing (x) the difference between \$24.0 million and the amount of MISCOR's Net Debt (as defined in the merger agreement) and (y) the number of shares of MISCOR common stock outstanding as of the fifteenth business day prior to the closing date (the Merger Consideration Determination Date ), including shares issuable upon the exercise of outstanding options and warrants; or (2) a number of shares of IES common stock (the Stock Consideration ) equal to a fraction (the Exchange Ratio ), the numerator of which is the Cash Consideration and the denominator of which is the volume-weighted average of the sale prices per share of IES common stock (the VWAP ) for the 60 consecutive trading days ending with the Merger Consideration Determination Date (the IES Common Stock Value ); *provided, however*, that if the IES Common Stock Value is less than \$4.024 per share or greater than \$6.036 per share (the VWAP Collar ), then the IES Common Stock Value will be \$4.024 per share or \$6.036 per share, respectively. Notwithstanding the foregoing, the aggregate Cash Consideration to be paid in connection with the merger shall not exceed a threshold, as described in the merger agreement (the Maximum Cash Amount ), equal to the product obtained by multiplying (x) the Cash Consideration by (y) 50% of the number of shares of MISCOR common stock outstanding immediately prior to the effective time of the merger.

If the Merger Consideration Determination Date had occurred on July 24, 2013, it is estimated that each MISCOR shareholder would have the right to receive, subject to the terms of the merger agreement, at his or her election, either \$1.48 in cash or 0.311 shares of IES common stock for each share of MISCOR common stock issued and outstanding, subject to the Maximum Cash Amount, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date. See Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 for further discussion of these assumptions and a sensitivity analysis related to the potential consideration that may be received by MISCOR shareholders. The actual value of the consideration and the number of shares of IES common stock to be issued may differ from this example, given that these amounts will not be determined until the Merger Consideration Determination Date has passed and MISCOR shareholders have made their elections.

The formula for calculation of the merger consideration was designed to effect a fixed enterprise value for MISCOR of approximately \$24 million, but to provide for adjustment of the purchase price to reflect MISCOR's Net Debt at a time as close as possible to the closing date (because of the uncertainty in MISCOR's projected debt levels due to its ongoing pay-down of debt). This formula benefits MISCOR shareholders by providing for higher total consideration in the event that MISCOR generates cash and pays down debt prior to closing. Pursuant to the merger agreement, MISCOR does not have a right to terminate the transaction if the market price of IES common stock falls to a value such that the per share consideration to be received by MISCOR

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shareholders electing to receive Stock Consideration could be valued at less than \$1.415, which is the minimum per share consideration to be received by MISCOR shareholders electing to receive Cash Consideration.

The inclusion of both cash and stock components of the merger consideration reflects the intent of IES management to balance the following objectives: preserving available liquidity at IES for financial flexibility; meeting internal liquidity requirements and those under IES credit facility; limiting dilution of IES existing stockholders; and offering MISCOR shareholders the opportunity to continue to participate in the future potential growth of MISCOR's business and IES through their ownership of IES common stock. Based on these objectives, if the merger consideration had been limited to only Cash Consideration, IES management and the IES board of directors may not have been able to recommend a purchase of MISCOR that would require utilization of approximately \$24 million in available liquidity. IES management also determined that it would be in the best interest of IES and its stockholders to limit the cash component of the merger consideration to the Maximum Cash Amount in order to manage liquidity at IES within the constraints noted above and provide certainty as to the maximum liquidity impact of the transaction on IES. Further, IES management considered that it would be in the best interest of MISCOR's shareholders to limit the cash component of the merger consideration to the Maximum Cash Amount, in order to meet the criteria for treatment of the consideration as non-taxable to MISCOR shareholders for U.S. federal income tax purposes.

The following chart illustrates the relative value of Stock Consideration to Cash Consideration at varying VWAP values and at two different levels of Cash Consideration: (i) \$1.48 per share, which is the estimated Cash Consideration as of July 24, 2013, based on the pro forma assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date, and (ii) \$1.415 per share, which is the Minimum Cash Consideration as provided in the merger agreement. For purposes of calculating the value of the Stock Consideration, it is assumed that the market price of IES common stock is equal to the VWAP. The market price of IES common stock may be more or less than the VWAP on the Merger Consideration Determination Date or the closing date of the transaction. Please see Variables Impacting the Amount of Merger Consideration beginning on page 16 and Risk Factors Relating to the Merger. The estimated per share Cash Consideration and Stock Consideration are based on certain estimates, judgments and assumptions that may change or prove to be incorrect on page 31. The highlighted rows represent the VWAP values that are within the VWAP Collar.

**Per Share Value of Stock Consideration v. Cash Consideration**

VWAP	Pro Forma		Minimum	
	Consideration Scenario		Cash Consideration Scenario	
	Stock Consideration	Cash Consideration	Stock Consideration	Cash Consideration
\$3.000	\$ 1.10	\$ 1.48	\$ 1.055	\$ 1.415
\$3.420	\$ 1.25	\$ 1.48	\$ 1.203	\$ 1.415
\$3.500	\$ 1.28	\$ 1.48	\$ 1.231	\$ 1.415
\$3.620	\$ 1.33	\$ 1.48	\$ 1.273	\$ 1.415
\$3.820	\$ 1.40	\$ 1.48	\$ 1.343	\$ 1.415
\$4.000	\$ 1.47	\$ 1.48	\$ 1.407	\$ 1.415
\$4.024	\$ 1.48	\$ 1.48	\$ 1.415	\$ 1.415
\$4.500	\$ 1.48	\$ 1.48	\$ 1.415	\$ 1.415
\$5.000	\$ 1.48	\$ 1.48	\$ 1.415	\$ 1.415
\$5.500	\$ 1.48	\$ 1.48	\$ 1.415	\$ 1.415
\$6.000	\$ 1.48	\$ 1.48	\$ 1.415	\$ 1.415
\$6.036	\$ 1.48	\$ 1.48	\$ 1.415	\$ 1.415
\$6.340	\$ 1.55	\$ 1.48	\$ 1.486	\$ 1.415
\$6.500	\$ 1.59	\$ 1.48	\$ 1.524	\$ 1.415
\$6.640	\$ 1.62	\$ 1.48	\$ 1.557	\$ 1.415
\$7.000	\$ 1.71	\$ 1.48	\$ 1.641	\$ 1.415





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The following chart utilizes the values illustrated in the chart above to show the value of the Stock Consideration as a percentage of the Cash Consideration.

**Value of Stock Consideration as a Percentage of Cash Consideration**

VWAP	Pro Forma Consideration Scenario	Minimum Cash Consideration Scenario
\$3.000	74.6%	74.6%
\$3.420	85.0%	85.0%
\$3.500	87.0%	87.0%
\$3.620	90.0%	90.0%
\$3.820	94.9%	94.9%
\$4.000	99.4%	99.4%
\$4.024	100.0%	100.0%
\$4.500	100.0%	100.0%
\$5.000	100.0%	100.0%
\$5.500	100.0%	100.0%
\$6.000	100.0%	100.0%
\$6.036	100.0%	100.0%
\$6.340	105.0%	105.0%
\$6.500	107.7%	107.7%
\$6.640	110.0%	110.0%
\$7.000	116.0%	116.0%

The preceding charts assumes valuation of per share consideration based upon a range of potential VWAP values at the Merger Consideration Determination Date. However, the market value of IES common stock may fluctuate between the Merger Consideration Determination date and the date of receipt of the Stock Consideration by MISCOR shareholders in the merger. The pro forma consideration values are based upon the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, including Cash Consideration of \$1.48 per share, which assumptions will not be definitively determined until the Merger Consideration Determination Date. The highlighted rows represent the VWAP values that fall within the VWAP Collar.

The following graph illustrates IES stock performance since July 1, 2012 and VWAP performance since July 31, 2012.

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**Impact of Maximum Cash Amount**

Each MISCOR shareholder will have the right to elect to receive all Cash Consideration, all Stock Consideration or a mix of Cash Consideration and Stock Consideration, subject to the Maximum Cash Amount, which is equal to approximately 50% of the total consideration to be received by MISCOR shareholders in the merger. If the aggregate amount of cash that would be paid upon conversion of the shares of MISCOR common stock for which MISCOR shareholders elect to receive Cash Consideration collectively, including, in the event that the IES Common Stock Value is less than \$4.024, all shares of MISCOR common stock for which a valid election was not made (the Cash Election Shares), is greater than the Maximum Cash Amount, then the exchange agent shall select from among the Cash Election Shares, by a pro rata selection process, a sufficient number of shares (the Stock Designation Shares) such that the aggregate amount of cash that will be paid in the merger in respect of the Cash Election Shares that are not Stock Designation Shares equals as closely as practicable the Maximum Cash Amount, and the Stock Designation Shares shall be converted into the right to receive the Stock Consideration. Any MISCOR shareholder that does not make a valid election with respect to such holder's MISCOR common stock shall be deemed to have elected to receive the Stock Consideration; *provided, however*, that if the IES Common Stock Value is less than \$4.024, then such shareholder will be deemed to have elected to receive, and will be paid, subject to the Maximum Cash Amount, Cash Consideration. If the Merger Consideration Determination Date had occurred on July 24, 2013, the default election would have been Stock Consideration, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date.

If the aggregate amount of cash that would be paid upon conversion of the Cash Election Shares is greater than the Maximum Cash Amount, then the determination of which Cash Election Shares will be designated as Stock Designation Shares will be made by the exchange agent. The determination of the number of Stock Designation Shares to be allocated to each MISCOR shareholder will be made by multiplying the number of Cash Election Shares held by such MISCOR shareholder by a fraction, the numerator of which is (x) the number of all Cash Election Shares less 50% of the number of shares of MISCOR common stock outstanding immediately prior to the effective time of the merger, and the denominator of which is (y) the number of all Cash Election Shares.

As of July 24, 2013, Tontine and Mr. Martell owned 49.9% and 23.4% of the outstanding MISCOR common stock, respectively. Mr. Martell and representatives of Tontine have each engaged in non-binding discussions with representatives of MISCOR and IES regarding their intentions to elect to receive Stock Consideration and/or Cash Consideration in the merger. If Tontine's and Mr. Martell's elections are consistent with their non-binding indications, it would result in the election of sufficient Stock Consideration to avoid triggering the Maximum Cash Amount and thereby limiting the Cash Consideration available to unaffiliated MISCOR shareholders in the merger.

Tontine has indicated that it intends to elect to receive Stock Consideration for 100% of its shares of MISCOR common stock, subject to the exercise of fiduciary duties in the management of its funds and other factors. Similarly, Mr. Martell has indicated that he intends to elect to receive Stock Consideration for not less than 500,000 shares and not more than 1,500,000 shares of MISCOR common stock, depending on certain factors and considerations. Based on these non-binding indications, it is anticipated that, at a minimum, 54% of the shares of MISCOR common stock outstanding as of July 24, 2013 will elect to receive Stock Consideration in the merger.

The non-binding indications provided by Tontine and Mr. Martell impacted the assumption made in the pro forma financial statements that MISCOR shareholders holding approximately 75% of MISCOR's issued and outstanding common stock (as of the Merger Consideration Determination Date) will elect to receive Stock Consideration and that MISCOR shareholders holding approximately 25% of MISCOR's issued and outstanding common stock (as of such date) will elect to receive Cash Consideration. A sensitivity analysis related to this assumption is also provided in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2.

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If the Merger Consideration Determination Date had occurred on July 24, 2013, it is estimated that the Maximum Cash Amount would have been approximately \$8.7 million and that holders of up to approximately 5.9 million shares of MISCOR common stock could have elected to, and would have, received Cash Consideration in the merger, in each case based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date. Based on these assumptions, if the Merger Consideration Determination Date had occurred on July 24, 2013, the aggregate amount of cash that would be paid upon conversion of the Cash Election Shares would be less than the Maximum Cash Amount, and no shares of MISCOR common stock for which a cash election was made would have received shares of IES common stock in lieu of cash.

**Assumptions Underlying Calculations of Estimated Merger Consideration and Estimated Ownership of IES Common Stock Following Completion of the Merger**

The calculation of estimated per share Cash Consideration and Stock Consideration, as of July 24, 2013, and the calculations of estimated ownership of IES common stock following completion of the merger are based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date. These assumptions include the following:

MISCOR's total debt outstanding at July 24, 2013 of \$6.614 million may better reflect MISCOR's anticipated Net Debt as of the Merger Consideration Determination Date than MISCOR's Net Debt for the 30-day period ended as of July 24, 2013 of \$5.994 million;

the total number of MISCOR equity units outstanding as of July 24, 2013 (excluding any out-of-the-money options) is reflective of the total number of shares of MISCOR common stock, including shares issuable upon the exercise of outstanding options and warrants, that will be outstanding as of the Merger Consideration Determination Date;

estimated cash consideration per share equal to (x) the difference between \$24.0 million and MISCOR's debt balance as of July 24, 2013 (see the first bullet above) divided by (y) the number of MISCOR equity units outstanding as of July 24, 2013 (see the second bullet above);

the closing price of IES common stock, as reported on the NASDAQ on July 24, 2013, of \$4.75 per share may better reflect the anticipated VWAP of IES common stock for the 60-day period ending on the Merger Consideration Determination Date than the VWAP of IES common stock for the 60-day period ending on July 24, 2013 of \$5.1616;

an estimated exchange ratio equal to (x) the estimated cash consideration of \$1.48 per share (see the third bullet above), divided by (y) the closing price of IES common stock, as reported on the NASDAQ on July 24, 2013 (see the fourth bullet above); and

15,105,846 shares of IES common stock will be outstanding immediately prior to the effective time of the merger.

In making these calculations, it has also been assumed that MISCOR shareholders holding approximately 75% of MISCOR's issued and outstanding common stock (as of the Merger Consideration Determination Date) will elect to receive Stock Consideration and that MISCOR shareholders holding approximately 25% of MISCOR's issued and outstanding common stock (as of such date) will elect to receive Cash Consideration. This is IES management's best estimate at this time, which is based, in part, on the expectation (based on Tontine's and Mr. Martell's non-binding election indications) that Tontine will elect to receive Stock Consideration for 100% of its MISCOR common stock (or 49.9% of MISCOR's outstanding common stock as of July 24, 2013) and Mr. Martell will elect to receive Stock Consideration for between 18.3% and 54.8% of his MISCOR common stock (or between 4.2% and 12.7% of MISCOR's outstanding common stock as of July 24, 2013). Please see Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 for further discussion of, and a sensitivity analysis related to, this assumption. Please also see "Impact of Maximum Cash Amount" beginning on page 14.



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All assumptions are based on IES management's best estimates at this time. Actual amounts may vary from these estimates based on, among other factors, (i) the number of MISCOR equity units for which Cash Consideration is elected and the number of MISCOR equity units for which Stock Consideration is elected, (ii) the IES Common Stock Value, (iii) if the IES Common Stock Value is outside of the VWAP Collar on the Consideration Determination Date, (iv) the market price of IES common stock on the closing date, and (v) fluctuations in MISCOR's Net Debt prior to the Merger Consideration Determination Date. Please see Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 for sensitivity disclosures related to certain of the assumptions described above.

**Variables Impacting the Amount of Merger Consideration**

As described above, the Cash Consideration and Stock Consideration to be received by MISCOR shareholders in the merger are subject to numerous variables, which are subject to fluctuation and will not be determined until the Merger Consideration Determination Date. The most significant of these variables are the amount of MISCOR's Net Debt and the market price of IES common stock.

*The amount of MISCOR's Net Debt.* The total consideration that IES will pay to MISCOR shareholders in the merger is based on an agreed transaction value for MISCOR of approximately \$24.0 million (the Transaction Value), less MISCOR's Net Debt for the 30-day period ending on the Merger Consideration Determination Date (as reduced, the Adjusted Transaction Value). As of July 24, 2013, MISCOR's Net Debt (for the 30-day period ending on that date), was approximately \$5.994 million. However, circumstances could result in Net Debt increasing above or decreasing below its current levels, which would affect the total consideration paid to MISCOR shareholders in the merger. MISCOR estimates that its Net Debt as of the Merger Consideration Determination Date could range from \$7.300 million to \$5.500 million.

*The market price of IES common stock.* The Stock Consideration to be received by MISCOR shareholders will be calculated based on the VWAP of IES common stock over the 60-day period ending on the Merger Consideration Determination Date (which is referred to herein as the IES Common Stock Value), and not the actual market price of IES common stock on the closing date. As a result, the market value of the shares of IES common stock received by MISCOR shareholders electing to receive Stock Consideration in the merger may be greater than or less than the IES Common Stock Value used to calculate the per share Stock Consideration. As a result, the total consideration received by MISCOR shareholders in the merger may be greater than or less than the Adjusted Transaction Value, depending on (i) the percentage of MISCOR shareholders that elect to receive the Stock Consideration, (ii) the IES Common Stock Value as determined on the Merger Consideration Determination Date and the difference between the IES Common Stock Value and the VWAP Collar in calculating the per share Stock Consideration and (iii) the market price of IES common stock on the closing date.

The market price of IES common stock could be impacted by numerous factors (as more fully described in Risk Factors beginning on page 30) and could decline if, among other things, any amount of IES common stock is sold. On February 21, 2013, pursuant to a registration rights agreement with Tontine, IES filed a shelf registration statement (as amended, the Shelf Registration Statement) to register all of Tontine's shares of IES common stock. The Shelf Registration Statement was declared effective on June 18, 2013. For so long as it remains effective, Tontine will have the ability to resell any or all of the shares of IES common stock included in the Shelf Registration Statement from time to time in one or more offerings, as described in the Shelf Registration Statement and in any prospectus supplement filed in connection with an offering pursuant to the Shelf Registration Statement. IES has received no indication from Tontine that it intends to resell any securities pursuant to the Shelf Registration Statement prior to the closing of the merger, nor has Tontine made any such sale pursuant to the Shelf Registration Statement to date. For additional information on the Shelf Registration Statement, please see IES Management's Discussion and Analysis of Financial Condition and Results of Operations Controlling Shareholder beginning on page 190.

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Should Tontine sell or otherwise dispose of all or a portion of its position in IES, a change in ownership of IES could occur. A change in ownership, as defined by Internal Revenue Code Section 382, could reduce the availability of IES net operating losses ( NOLs ) for federal and state income tax purposes. For additional information on IES NOL position, please see Business of IES Net Operating Loss Carry Forward beginning on page 161, IES Management s Discussion and Analysis of Financial Condition and Results of Operations Controlling Shareholder beginning on page 190 and Risk Factors Relating to IES Business and Operations Availability of net operating losses may be reduced by a change in ownership on page 39.

**Preferred Stock Purchase Rights** (see page 128)

On January 24, 2013, the IES board of directors declared a dividend of one preferred share purchase right for each outstanding share of IES common stock. The dividend was payable to the stockholders of record as of the close of business on February 19, 2013. Each preferred share purchase right represents a right to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.01 per share, of IES at a price of \$20.00. Each share of IES common stock issued as Stock Consideration in the merger will include one preferred share purchase right.

**Treatment of MISCOR Stock Options and Other Equity Awards** (see page 143)

The treatment of stock options and restricted share awards outstanding under the MISCOR stock plans is discussed under the heading The Merger Agreement Treatment of MISCOR Stock Options and Other Equity Awards beginning on page 143.

**Recommendation of the IES Board of Directors** (see page 67)

The IES board of directors, based on the recommendation of the disinterested members of the IES board of directors, (1) has determined that the merger agreement and the transactions contemplated by the merger agreement, including the issuance of shares of IES common stock in the merger, are advisable and in the best interests of IES and its stockholders, (2) has approved the merger and the merger agreement and (3) recommends that the stockholders of IES approve the issuance of shares of IES common stock in the merger. No stockholder vote is required for Merger Sub to adopt the merger agreement and consummate the transactions contemplated by the merger agreement, other than the vote of IES acting as the sole stockholder of Merger Sub.

The IES board of directors recommends that IES stockholders vote **FOR** the issuance of shares of IES common stock in the merger and **FOR** the adjournment or postponement of the IES Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies. In considering the recommendation of the IES board of directors, you should be aware that certain directors of IES have personal interests that may motivate them to support the merger.

**Recommendation of the MISCOR Board of Directors** (see page 62)

The special committee of the MISCOR board of directors (the Special Committee ) and the MISCOR board of directors, (1) have determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of MISCOR and its shareholders, as well as its stakeholders, in accordance with the requirements of Indiana law, (2) have approved the merger agreement, the merger and the other transactions contemplated thereby, (3) have directed that the merger agreement be submitted for adoption by the MISCOR shareholders at the MISCOR Meeting and (4) hereby recommend that the MISCOR shareholders adopt the merger agreement.

The MISCOR board of directors hereby recommends that MISCOR shareholders vote **FOR** the adoption of the merger agreement, **FOR** the approval of the merger-related named executive officer compensation proposal and **FOR** the adjournment or postponement of the MISCOR Meeting to a later date or dates, if necessary or appropriate,

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to solicit additional proxies. In considering the recommendation of the MISCOR board of directors, you should be aware that certain directors and executive officers of MISCOR have interests in the transactions contemplated by the merger agreement that may be different from, or in addition to, the interests of MISCOR shareholders generally.

**Opinions of Financial Advisers** (see pages 74 and 83)

***Opinion of IES Financial Adviser***

In connection with the merger, IES financial advisor, Stifel, Nicolaus & Company, Incorporated ( Stifel ) delivered a written opinion, dated March 11, 2013, to the IES board of directors as to the fairness, as of such date, from a financial point of view, to IES, of the merger consideration to be paid by IES to holders of MISCOR common stock in the merger pursuant to the merger agreement. The full text of Stifel s written opinion, dated March 11, 2013, which describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken, is attached as Annex B to this joint proxy statement/prospectus. Stifel received a fee of \$250,000 upon the delivery of its opinion that is not contingent upon consummation of the merger. IES has also agreed to reimburse Stifel for certain of its expenses incurred in connection with Stifel s engagement. Stifel will not receive any payment or compensation contingent upon the successful consummation of the merger. **Stifel s opinion was provided for the information of, and directed to, the IES board of directors for its information and assistance in connection with its consideration of the financial terms of the merger. Stifel s opinion does not constitute a recommendation to the IES board of directors as to how the board of directors should vote on the merger or to any holder of IES or MISCOR common stock as to how any such holder should vote at any stockholders meeting at which the merger is considered, or whether or not any stockholder of IES should enter into a voting, stockholders , or affiliates agreement with respect to the merger, or exercise any dissenters or appraisal rights that may be available to such stockholder or whether or to what extent a shareholder of MISCOR should elect to receive Cash Consideration or Stock Consideration. In addition, Stifel s opinion does not compare the relative merits of the merger with any other alternative transactions or business strategies which may have been available to IES and does not address the underlying business decision of the IES board of directors or IES to proceed with or effect the merger. Stifel was not requested to, and did not, explore alternatives to the merger or solicit the interest of any other parties in pursuing transactions with IES.**

***Opinion of MISCOR s Financial Adviser***

In connection with the merger, MISCOR s financial advisor, Western Reserve Partners LLC ( Western Reserve ) delivered a written opinion dated March 13, 2013, to the MISCOR board of directors as to the fairness to MISCOR shareholders other than IES and its affiliates (including Tontine), from a financial point of view and as of the date of the opinion, of the Minimum Cash Consideration to be paid by IES to such stockholders in the merger of \$1.415 per share assuming that all of MISCOR s shareholders elect to receive Cash Consideration.

The full text of Western Reserve s written opinion, dated March 13, 2013, is attached as Annex C to this joint proxy statement/prospectus. Holders of MISCOR common stock are encouraged to read the opinion carefully in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the scope of the review undertaken. Western Reserve received an aggregate fee of \$221,496.50 for its services in connection with the proposed merger, a portion of which was paid throughout Western Reserve s engagement as a retainer, and a portion of which was payable upon the rendering of its opinion. MISCOR has also agreed to reimburse Western Reserve for certain of its expenses incurred in connection with Western Reserve s engagement. Western Reserve will not receive any payment or compensation contingent upon the successful consummation of the merger. **Western Reserve s opinion was provided to the MISCOR board of directors in connection with its evaluation of the consideration to be paid by IES to the holders of MISCOR common shares in the merger, does not address any other aspect of the proposed merger and does not constitute a recommendation to any holder of MISCOR common stock as to how the shareholder should vote or act on any matter relating to the merger.**

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Western Reserve's opinion does not address the fairness to MISCOR shareholders of the Stock Consideration or a mix of Cash Consideration and Stock Consideration.

#### **MISCOR Request for Opinion on Minimum Cash Consideration**

Prior to the MISCOR board of directors voting on the transaction, MISCOR sought an opinion from Western Reserve. Western Reserve offered its opinion as to the fairness to MISCOR shareholders (other than IES and its affiliates) of the Minimum Cash Consideration, because MISCOR and Western Reserve understood that:

When the transaction was structured, it was expected that MISCOR's unaffiliated shareholders would elect to receive predominantly Cash Consideration. While MISCOR shareholders are offered the option of stock or cash and certain MISCOR shareholders are expected to elect to receive Stock Consideration, the MISCOR board of directors also felt that many MISCOR shareholders would elect Cash Consideration. The opinion was limited to MISCOR shareholders other than IES and its affiliates, including Tontine. These MISCOR shareholders represent an amount of MISCOR common stock that, if exchanged for cash, would not exceed the Maximum Cash Amount because Tontine and Mr. Martell are expected in the aggregate to elect to receive Stock Consideration for between approximately 54% to 62% of the outstanding MISCOR common stock.

As a result of the non-binding election indications from Tontine and Mr. Martell, described under **Impact of Maximum Cash Amount** beginning on page 14, MISCOR and Western Reserve expected that any MISCOR shareholder who chose to receive Cash Consideration could expect to receive it. Furthermore, the non-binding indications from Tontine and Mr. Martell were consistent with the expectations of both MISCOR and Western Reserve that investment funds, such as Tontine, would elect to receive Stock Consideration, desiring to avoid gains and remain invested, while large shareholders, like Mr. Martell, would prefer to divest over a period of time when liquid shares are available.

While the VWAP Collar was intended to reduce uncertainty as to the value of Stock Consideration, it was believed by the MISCOR board of directors that MISCOR shareholders desiring certainty would elect to receive Cash Consideration. MISCOR believed, based in part on discussions held in the summer of 2012 between the MISCOR board of directors and Western Reserve in connection with earlier negotiations with IES, that the VWAP Collar at 20% above and below the then-current trading price of IES common stock was reasonable from the perspective of industry standards. MISCOR was also advised by its legal advisor, Tuesley Hall & Konopa, that the VWAP Collar was reasonable for the size and confines of the transaction.

On July 10, 2013, IES, MISCOR and Merger Sub amended the merger agreement so as to reduce uncertainty as to the minimum consideration to be received by MISCOR shareholders who do not make a valid election with respect to all or any portion of their shares of MISCOR common stock. Pursuant to the amendment, any MISCOR shareholder that does not make a valid election will be deemed to have elected to receive, and will be paid, Stock Consideration; *provided, however*, that if the IES Common Stock Value is less than \$4.024, then such shareholder will be deemed to have elected to receive, and will be paid, subject to the Maximum Cash Amount, Cash Consideration.

#### **Ownership of IES After the Merger**

If the Merger Consideration Determination Date had occurred on July 24, 2013, current IES stockholders would own in the aggregate approximately 94.8% of the combined corporation (including the shares of IES common stock to be issued to Tontine in the merger), based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date, and assuming 15,105,846 shares of IES common stock outstanding immediately prior to the effective time of the merger. This amount may vary





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depending on the actual number of shares of MISCOR common stock outstanding at the effective time of the merger, the actual Exchange Ratio, and the number of MISCOR shareholders who elect to receive Stock Consideration in the merger. Consequently, IES stockholders, as a general matter, will have less influence over the management and policies of IES than they currently exercise over the management and policies of IES. See Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 for further discussion of these assumptions and a sensitivity analysis related to the potential consideration that may be received by MISCOR shareholders.

**Share Ownership of Directors and Executive Officers of IES**

As of the close of business on July 24, 2013, the latest practicable date prior to the record date, the directors and executive officers of IES and their affiliates beneficially owned and were entitled to vote approximately 406,916 shares of IES common stock, collectively representing approximately 2.69% of the shares of IES common stock outstanding and entitled to vote on that date. The issuance of shares of IES common stock in the merger must be approved by the affirmative vote of the holders of a majority of the votes cast at the IES Meeting, including the votes cast by the directors and officers of IES and their affiliates. The shares of IES common stock owned by the directors and executive officers of IES will also be considered in determining satisfaction of the IES Minority Approval condition.

**Share Ownership of Directors and Executive Officers of MISCOR**

As of the close of business on July 24, 2013, the latest practicable date prior to the record date, the directors and executive officers of MISCOR and their affiliates beneficially owned and were entitled to vote approximately 2,764,800 shares of MISCOR common stock (excluding the 67,000 outstanding options held by MISCOR's directors and executive officers), collectively representing approximately 23.7% of the MISCOR common stock outstanding and entitled to vote on that date. The adoption of the merger agreement must be approved by the affirmative vote of the holders of a majority of the outstanding MISCOR common stock entitled to vote as of the record date, including the votes cast by the directors and officers of MISCOR and their affiliates. The MISCOR common stock owned by the directors and executive officers of MISCOR, other than Mr. Martell, will also be considered in determining satisfaction of the MISCOR Minority Approval condition.

**Interests of Directors, Executive Officers and Affiliates of MISCOR in the Merger** (see page 92)

In considering the recommendation of the MISCOR board of directors with respect to the merger agreement, MISCOR shareholders should be aware that certain members of the MISCOR board of directors and certain of MISCOR's executive officers have interests in the transactions contemplated by the merger agreement that may be different from, or in addition to, the interests of MISCOR shareholders generally. These interests may include, among other things, the following:

the accelerated vesting of, and payment of the merger consideration with respect to, shares of MISCOR restricted stock and stock options held by MISCOR's executive officers and certain directors;

arrangements that all current and former MISCOR directors and officers will be indemnified by IES with respect to acts or omissions by them in their capacities as directors and officers of MISCOR prior to the effective time of the merger;

the expected employment of all members of MISCOR management team, including the executive officers of MISCOR, by the surviving corporation after the merger;

the assumption of Mr. Moore's employment agreement by the surviving corporation, pursuant to the terms of the merger agreement; and

as of March 12, 2013, Mr. Martell held approximately 23.4% of the outstanding shares of MISCOR common stock. Mr. Martell's holdings were obtained in transactions exempt from registration from the Securities Act and are not subject to registration rights.

Accordingly, the merger consideration, in the

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form of Stock Consideration and/or Cash Consideration, presents a liquidity event of particular value to Mr. Martell. For this reason, Mr. Martell chose to abstain from the MISCOR board of director's vote on the merger. MISCOR's other directors and the MISCOR officers may also gain value from receiving merger consideration and the liquidity event it presents.

It is anticipated, based on current discussions between the companies, that all members of MISCOR's management team, including the executive officers of MISCOR, will continue with the surviving corporation following completion of the merger. While IES has not entered, and does not anticipate entering, into new employment agreements with any of MISCOR's executive officers, the surviving corporation will assume Mr. Moore's employment agreement following completion of the merger. After the merger, MISCOR's then-existing management team will be employed by the surviving corporation, which will be a wholly-owned subsidiary of IES. It is anticipated that Michael Moore and Marc Valentin, each of whom currently serves as an executive officer of MISCOR, will also serve as executive officers of Merger Sub, which we refer to as the surviving corporation, following completion of the merger.

The MISCOR board of directors was aware of these interests and considered them, among other matters, in making its recommendation. See Special Factors Recommendation of the MISCOR Board of Directors and Its Reasons for the Merger, beginning on page 62.

The table below presents information regarding the maximum estimated value of total merger consideration that each director, executive officer and affiliate of MISCOR will receive as a result of the merger, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, including the assumptions that Mr. Martell will elect Stock Consideration for 1,000,000 shares of his MISCOR common stock (the mid-point of his non-binding indication), Tontine will elect 100% Stock Consideration, and the directors and executive officers of MISCOR (other than Mr. Martell) will elect 50% Cash Consideration and 50% Stock Consideration. The table below assumes that the Merger Consideration Determination Date occurred on July 24, 2013. The actual value of the consideration and the number of shares of IES common stock to be issued may differ from this example, given that these amounts will not be determined until the Merger Consideration Determination Date has passed and MISCOR shareholders have made their elections. For additional information, please see Special Factors Interests of Directors and Executive Officers of MISCOR in the Merger Restricted Stock and Stock Options beginning on page 92.

	Restricted Stock Awards Merger Consideration			Stock Option Awards Merger Consideration			Common Stock Merger Consideration			
	Unvested Shares	Cash	Estimated Value of Shares of IES Common Stock	Unvested Shares	Cash	Estimated Value of Shares of IES Common Stock	Shares Owned	Cash	Estimated Value of Shares of IES Common Stock	Maximum Estimated Value of Total Merger Consideration
<i>Directors:</i>										
John A. Martell		\$ 0	\$ 0		\$ 0	\$ 0	2,738,800	\$ 2,567,355	\$ 1,476,510	\$ 4,043,865
Michael P. Moore	13,000	\$ 9,597	\$ 9,597	60,000	\$ 44,295	\$ 44,295		\$ 0	\$ 0	\$ 107,785
William Schmuhl, Jr.		\$ 0	\$ 0		\$ 0	\$ 0	10,000	\$ 7,383	\$ 7,383	\$ 14,765
Michael Topa		\$ 0	\$ 0		\$ 0	\$ 0		\$ 0	\$ 0	\$ 0
<i>Executive Officers:</i>										
Marc Valentin	3,000	\$ 2,215	\$ 2,215	7,000	\$ 5,168	\$ 5,168		\$ 0	\$ 0	\$ 14,765
Directors & Executive Officers	16,000	\$ 11,812	\$ 11,812	67,000	\$ 49,463	\$ 49,463	2,748,800	\$ 2,574,738	\$ 1,483,893	\$ 4,181,180
<i>Beneficial Owners</i>										
Jeffrey L. Gendell/Tontine		\$ 0	\$ 0		\$ 0	\$ 0	5,833,332	\$ 0	\$ 8,612,972	\$ 8,612,972
Directors, Executive Officers & Beneficial Owners	16,000	\$ 11,812	\$ 11,812	67,000	\$ 49,463	\$ 49,463	8,582,132	\$ 2,574,738	\$ 10,096,865	\$ 12,794,152

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If the Merger Consideration Determination Date had occurred on July 24, 2013, MISCOR's directors and executive officers would own in the aggregate approximately 1.8% of the shares of IES common stock outstanding after the merger and Tontine and MISCOR's directors and executive officers would together own in the aggregate approximately 60.0% of the shares of IES common stock outstanding after the merger (including the shares of IES common stock owned by Tontine prior to the merger), in each case, based on the assumptions described above and assuming 15,105,846 shares of IES common stock outstanding immediately prior to the effective time of the merger. The transaction is not expected to result in Mr. Martell becoming a 5% beneficial owner of IES.

**Interests of Tontine in IES and MISCOR** (see pages 96 and 97)

### ***Share Ownership***

As of July 24, 2013, Tontine owned approximately 49.9% of MISCOR's outstanding common shares and approximately 56.7% of the outstanding shares of IES common stock.

### ***Board and Management Representation***

*MISCOR Board Representation.* MISCOR has granted Tontine the right to appoint members to the MISCOR board of directors as follows:

if Tontine or its affiliates hold at least 10% of MISCOR's outstanding common shares, Tontine has the right to appoint one member of the MISCOR board of directors;

if Tontine or its affiliates hold at least 20% of MISCOR's outstanding common shares, and the MISCOR board of directors consists of five or fewer directors, Tontine has the right to appoint one member of the MISCOR board of directors; and

if Tontine or its affiliates hold at least 20% of MISCOR's outstanding common shares, and the MISCOR board of directors consists of six or more directors, Tontine has the right to appoint two members of the MISCOR board of directors.

The MISCOR board of directors currently consists of four directors. MISCOR has also agreed that, for as long as Tontine has the right to appoint directors, the number of directors on the MISCOR board of directors will not exceed seven. Tontine has not appointed a director to the MISCOR board of directors.

In addition to Tontine's right to appoint directors, MISCOR also granted Tontine the right to have a representative attend all meetings of the MISCOR board of directors, the boards of directors of MISCOR's subsidiaries and their respective committees, for so long as Tontine or its affiliates continue to hold at least 10% of MISCOR's outstanding common shares. Mr. Lindstrom periodically attended the MISCOR board meetings as a representative of Tontine, while he was employed at Tontine; however, neither Mr. Lindstrom nor any representative of Tontine has attended a MISCOR board meeting since August 10, 2011.

Mr. Martell has granted Tontine an irrevocable proxy to vote his shares of MISCOR common stock for the election to the MISCOR board of directors of Tontine's designees.

*IES Board Representation.* David B. Gendell, who is the brother of Jeffrey Gendell (the founder and managing member of Tontine) and an employee of Tontine Associates, L.L.C., has served as a member of the IES board of directors since February 2012. Mr. Gendell was not appointed to the IES board of directors pursuant to or in connection with any agreement or understanding between IES and Tontine.

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#### ***Interests of Tontine Following Completion of the Merger***

Following completion of the merger, Tontine is expected to own an estimated 58.0% of the outstanding shares of IES common stock, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2.

In connection with the merger, Tontine will not receive any rights with respect to representation on the IES board of directors or within IES management. Following completion of the merger, each of MISCOR's executive officers and directors will resign as directors and officers of MISCOR, pursuant to the terms of the merger agreement, and Tontine's right to appoint members to the MISCOR board of directors and its board observer rights with respect to meetings of the MISCOR board of directors will terminate.

#### **Listing of Shares of IES Common Stock; Removal and Deregistration of Shares of MISCOR Common Stock** (see page 101)

IES will use its reasonable best efforts to notify the NASDAQ of the shares of IES common stock to be issued in the merger prior to the effective time of the merger in accordance with the NASDAQ listing rules. Under the merger agreement, MISCOR is required to cooperate with IES with respect to such notice to facilitate providing notification as required pursuant to NASDAQ rules. Approval of the listing on the NASDAQ of the shares of IES common stock to be issued in the merger is not required pursuant to the NASDAQ listing rules and therefore is not a condition to each party's obligation to complete the merger. If the merger is completed, the MISCOR common stock will be removed from OTCQB and deregistered under the Exchange Act.

#### **Appraisal Rights in the Merger** (see page 154)

MISCOR shareholders who wish to seek appraisal of their shares are urged to seek the advice of counsel with respect to the availability of dissenters' rights.

A MISCOR shareholder who delivers to MISCOR, before the shareholders vote is taken at the MISCOR Meeting, written notice of the shareholder's intent to demand payment in cash for shares owned if the merger is effectuated and does not vote the shareholder's shares in favor of the merger will not receive the merger consideration. The shareholder will instead be entitled to assert dissenters' rights and seek an appraisal of its shares, unless the shareholder fails to take the steps prescribed by Chapter 44 of the IBCL to perfect such shareholder's dissenters' rights. Upon consummation of the merger and receipt of a payment demand, former MISCOR shareholders who have complied with all statutory requirements will be paid the fair value of the shares as of the time immediately before the merger. The full text of Chapter 44 of the IBCL is attached as Annex D to this joint proxy statement/prospectus.

Holders of IES common stock will not have the right to seek appraisal of the fair value of their shares of IES common stock.

#### **Conditions to the Completion of the Merger** (see page 144)

A number of conditions must be satisfied or waived, where legally permissible, before the proposed merger can be consummated. These include, among others:

IES receiving stockholder approval of the issuance of shares of IES common stock in the merger;

MISCOR receiving stockholder approval of adoption of the merger agreement;

the holders of fifty percent (50%) or more of all of the issued and outstanding shares of IES common stock entitled to vote (excluding shares held by certain affiliates of IES and MISCOR), shall not have voted against IES' proposal to issue shares of IES common stock in the merger (the IES Minority Approval);



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the holders of fifty percent (50%) or more of all of the issued and outstanding shares of MISCOR common stock entitled to vote (excluding shares held by certain affiliates of IES and MISCOR), shall not have voted against MISCOR's proposal to adopt the merger agreement (the "MISCOR Minority Approval");

the registration statement of which this joint proxy statement/prospectus forms a part being declared effective by the SEC;

the absence of any statute, order or injunction prohibiting the merger;

IES filing the listing of additional shares notification with NASDAQ with respect to the IES common stock to be issued to MISCOR shareholders in the merger;

no Person (other than Tontine) becoming, in the reasonable determination of the IES board of directors, an Acquiring Person (as defined in the Rights Agreement) as a result of the merger;

receiving all other required regulatory approvals, other than approvals the absence of which would not have a material adverse effect;

the number of Dissenting Shares not exceeding 5% of the outstanding shares of MISCOR common stock immediately prior to the effective time of the merger;

receipt of a legal opinion by MISCOR regarding the tax treatment of the merger;

receiving all other required regulatory approvals, other than approvals the absence of which would not have a material adverse effect; and

agreement among the parties on the calculation of MISCOR's Net Debt. While IES and MISCOR have previously agreed on the methodology that will be used to calculate Net Debt, they may, nonetheless, reach differing conclusions as to the inputs to be used in the calculation. It is anticipated, however, that using a 30-day measurement period to calculate Net Debt will help to moderate the impact of any such differences.

Neither IES nor MISCOR can assure you when or if all or any of the conditions to the merger will be either satisfied or waived or whether the merger will occur as intended.

Pursuant to the terms of the merger agreement, each of IES and MISCOR may waive in writing in whole or in part any or all of such party's conditions to completion of the merger, provided that those requirements that are a condition to both IES and MISCOR's completion of the merger, including the IES Minority Approval and MISCOR Minority Approval, must be waived in writing by both parties. In the event that either the IES Minority Approval or the MISCOR Minority Approval is not received, IES and MISCOR may determine, based on the facts as they then exist, that waiver of such conditions is in the best interest of IES, MISCOR and their respective stockholders. Neither IES nor MISCOR intends to re-solicit stockholder approval in the event that either party waives a material condition to completion of the merger, except as may be required by the merger agreement with respect to MISCOR's receipt of an opinion of its tax counsel, as described under "Material U.S. Federal Income Tax Consequences of the Merger" Material U.S. Federal Income Tax Consequences of the Merger to MISCOR Shareholders beginning on page 134. As of July 24, 2013, neither IES nor MISCOR anticipated waiving any condition to its obligation to complete the merger.

**No Solicitation** (see page 147)



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The merger agreement prohibits MISCOR from soliciting alternative transactions other than during the limited period that began on the date of the merger agreement and ended at 12:01 a.m. (EST) on April 13, 2013 (the Solicitation Period ). Following the Solicitation Period, MISCOR is not permitted to:

solicit, initiate, encourage or facilitate any inquiries, offers or proposals that constitute, or are reasonably likely to lead to, another acquisition proposal;

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engage in discussions or negotiations with, or furnish or disclose any non-public information or data relating to itself or any of its subsidiaries to, any person that has made or may be considering making another acquisition proposal;

approve, endorse or recommend another acquisition proposal; or

enter into any agreement in principle, letter of intent, arrangement, understanding or other contract relating to another acquisition proposal.

Notwithstanding the foregoing, and subject to certain additional limitations and conditions, before receipt of the requisite approval by its stockholders, MISCOR may engage in negotiations with a third party making an unsolicited, bona fide, written acquisition proposal, provided that:

the MISCOR board of directors concludes in good faith that such proposal is, or is reasonably likely to lead to, a superior proposal and that the failure to take such action is reasonably likely to be inconsistent with its fiduciary duties;

MISCOR provides IES written notice of such alternative proposal within 24 hours of receipt thereof, which notice shall include the identity of the person or entity making the proposal and any material terms and conditions thereof;

MISCOR enters into a confidentiality agreement with such person, with terms that are no more favorable to such person than those contained in IES confidentiality agreement with MISCOR; and

MISCOR promptly provides IES with a copy of the confidentiality agreement and copies of any non-public information disclosed to such person (and not previously disclosed to IES).

In addition, subject to certain additional limitations and conditions, before receipt of the requisite approval by its stockholders, the board of directors of MISCOR may withdraw its recommendation or declaration of advisability of the merger agreement if the board of directors determines in good faith that a failure to change its recommendation is reasonably likely to be inconsistent with its fiduciary duties to the MISCOR shareholders, subject to payment of the termination fees set forth in the merger agreement.

**Termination of the Merger Agreement** (see page 151)

The merger agreement may be terminated and the merger may be abandoned at any time prior to the effective time of the merger by mutual written consent of IES and MISCOR. The merger agreement may be terminated by written notice at any time prior to the effective time of the merger in any of the following ways:

by either IES or MISCOR (provided the terminating party is not the cause of the failure or action described) if:

the merger is not completed by October 31, 2013, unless extended pursuant to the merger agreement (the Termination Date );

any governmental authority has issued an order, decree or ruling or taken any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the merger or making the consummation of the merger illegal and such order, decree, ruling or other action will have become final and nonappealable;

the IES stockholders fail to approve the issuance shares of IES common stock in the merger or the MISCOR shareholders fail to adopt the merger agreement;

IES or MISCOR fails to receive IES Minority Approval or MISCOR Minority Approval, respectively;

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by IES if:

MISCOR has materially breached any of its representations and warranties or has failed to comply in any material respects with any of its covenants or other agreements, which breach or failure is incapable of being cured by the Termination Date, or has not been cured within 20 days following receipt of written notice thereof (the Cure Period) from IES;

MISCOR has breached its no-solicitation covenant in any material respect, the MISCOR board of directors (or any committee thereof) has withdrawn or changed adversely its recommendation of the merger, MISCOR or its subsidiaries has entered into another acquisition agreement or MISCOR has publicly announced its intention to take any of the foregoing actions; or

there has been a material adverse effect with respect to MISCOR that is incapable of being cured by the Termination Date or within the Cure Period.

by MISCOR if:

IES or Merger Sub has materially breached any of their representations and warranties or failed to comply in any material respect with any of its covenants or other agreements, which breach or failure is incapable of being cured by the Termination Date or within the Cure Period;

prior to the adoption of the merger agreement by the MISCOR shareholders, MISCOR receives a superior proposal and the MISCOR board of directors withdraws or changes adversely its recommendation of the merger or MISCOR or its subsidiaries enter into another acquisition agreement, provided that MISCOR complies in all material respects with the provisions of the merger agreement applying to dealing with the superior proposal; or

there has been a material adverse effect with respect to IES that is incapable of being cured by the Termination Date or within the Cure Period.

See The Merger Agreement Termination of the Merger Agreement and Termination Fees, beginning on page .

**Termination Fees and Expenses** (see page 152)

In the event of a termination of the merger agreement under the following circumstances, MISCOR will be required to pay IES a termination fee in the amount of \$250,000:

either IES or MISCOR terminates the merger agreement due to:

the failure of the MISCOR shareholders to adopt the merger agreement;

the failure of IES to receive IES Minority Approval;

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the failure of MISCOR to receive MISCOR Minority Approval;

the MISCOR board of directors withdrawing or changing adversely its recommendation of the merger or MISCOR or any of its subsidiaries entering into another acquisition agreement; or

the failure of the merger to be completed by the Termination Date; or

IES terminates the merger agreement due to:

MISCOR's failure to timely cure or inability to cure a material breach of any of its representations and warranties;

MISCOR's failure to timely cure or inability to cure its failure to comply in any material respect with any of its covenants or other agreements; or

MISCOR's breach of its no-solicitation covenant in any material respect.

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If, within 365 days of a termination of the merger agreement as a result of MISCOR's failure to receive shareholder approval of the merger or MISCOR Minority Approval, MISCOR consummates an alternative transaction with any person or entity that submitted an alternative transaction prior to termination of the merger agreement (regardless of whether such alternative transaction was the basis for termination of the merger agreement), MISCOR will be required to pay IES an additional fee of \$500,000 (which will result in a combined termination fee of \$750,000).

In the event of a termination of the merger agreement as a result of the failure of the IES stockholders to approve the issuance of shares of IES common stock in the merger or the failure of IES to receive the IES Minority Approval, IES will be required to reimburse MISCOR for its out-of-pocket and documented expenses incurred in connection with the merger in an amount not to exceed \$250,000.

### **Material U.S. Federal Income Tax Consequences (see page 134)**

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code (the Code) for U.S. federal income tax purposes, and the closing is conditioned upon the receipt by MISCOR of an opinion from Ulmer & Berne LLP, counsel to MISCOR, to the effect that the merger so qualifies. This discussion of U.S. federal income tax consequences assumes that the merger will be consummated as described in the merger agreement and this joint proxy statement/prospectus. In the opinion of Ulmer & Berne LLP, the merger will be treated for U.S. federal income tax purposes as a reorganization qualifying under the provisions of Section 368(a) of the Code. If the merger qualifies as such a reorganization, the material U.S. federal income tax consequences of the merger to U.S. holders of MISCOR common stock will be as follows:

If you exchange all of your shares of MISCOR common stock for cash in the merger, you generally will recognize capital gain or loss equal to the difference between the amount of cash received with respect to your MISCOR common stock and your tax basis in the stock surrendered.

If you exchange all of your shares of MISCOR common stock for shares of IES common stock in the merger, you will not recognize any gain or loss with respect to your MISCOR common stock, except to the extent of any cash you may receive in lieu of fractional shares of IES common stock.

If you exchange your shares of MISCOR common stock for a combination of cash and IES common stock in the merger, you generally will recognize gain (but not loss) with respect to your MISCOR common stock. The gain you recognize generally will equal the lesser of (1) the excess of the sum of the cash and the fair market value of the shares of IES common stock received with respect to your MISCOR common stock over your tax basis in the shares surrendered, and (2) the amount of cash received with respect to your MISCOR common stock.

For further information, please refer to Material U.S. Federal Income Tax Consequences of the Merger. The United States federal income tax consequences described above may not apply to all holders of MISCOR common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

### **Accounting Treatment (see page 100)**

In accordance with accounting principles generally accepted in the United States of America (GAAP), the merger will be accounted for as an acquisition of a business. IES will record net tangible and identifiable intangible assets acquired and liabilities assumed from MISCOR at their respective fair values at the date of the completion of the merger. Any excess of the purchase price, which will equal the market value at the date of the completion of the merger, of the IES common stock and cash issued as consideration for the merger over the net fair value of such assets and liabilities will be recorded as goodwill.



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The financial condition and results of operations of IES after completion of the merger will reflect MISCOR's balances and results after completion of the merger but will not be restated retroactively to reflect the historical financial condition or results of operations of MISCOR. The earnings of IES following the completion of the merger will reflect acquisition accounting adjustments, including the effect of changes in the carrying value for assets and liabilities on depreciation and amortization expense. Goodwill will not be amortized but will be tested for impairment at least annually, and all assets including goodwill will be tested for impairment when certain indicators are present. If, in the future, IES determines that tangible or intangible assets (including goodwill) are impaired, IES would record an impairment charge at that time.

**Regulatory Approvals (see page 100)**

As of the date of this joint proxy statement/prospectus, neither IES nor MISCOR is required to make filings or to obtain approvals or clearances from any antitrust regulatory authorities in the United States to consummate the merger. IES must comply with applicable federal and state securities laws in connection with the issuance of shares of IES common stock to MISCOR's shareholders.

**Payment of Dividends (see page 110)**

Neither IES nor MISCOR has ever paid a cash dividend on its common stock.

***IES***

IES does not anticipate paying cash dividends on its common stock in the foreseeable future. Any future determination as to the payment of dividends will be made at the discretion of the IES board of directors and will depend upon IES' operating results, financial condition, capital requirements, general business conditions and other factors that the IES board of directors deems relevant. IES is also restricted under its revolving credit facility from paying cash dividends.

On January 24, 2013, the IES board of directors declared a dividend of one preferred share purchase right for each outstanding share of IES common stock. The dividend was payable to the stockholders of record as of the close of business on February 19, 2013. Each preferred share purchase right represents a right to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.01 per share, of IES at a price of \$20.00. Each share of IES common stock issued as Stock Consideration in the merger will include one preferred share purchase right.

***MISCOR***

The merger agreement generally provides that MISCOR may not declare, set aside or pay any dividend prior to the effective time of the merger or the termination of the merger agreement.

**Financing of the Merger (see page 157)**

IES' obligation to complete the merger is not conditioned upon its obtaining financing. In order to finance some or all of the cash component of the merger consideration, the repayment of outstanding MISCOR debt and the transaction expenses associated with the merger, IES expects to utilize its existing cash balances and incur incremental indebtedness of up to \$10.0 million under its revolving credit facility with Wells Fargo. See Financing of the Merger, beginning on page 157.



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**Comparison of Rights of IES Stockholders and MISCOR Shareholders** (see page 158)

IES is incorporated under the laws of the State of Delaware and the rights of the stockholders of IES are currently, and at the completion of the merger will continue to be, governed by the Delaware General Corporation Law (the "DGCL"). MISCOR is incorporated under the laws of the State of Indiana. Accordingly, the rights of the shareholders of MISCOR are currently governed by the IBCL; however, if the merger is completed, MISCOR shareholders will become stockholders of IES, and their rights will be governed by the DGCL, the certificate of incorporation of IES and the bylaws of IES. The rights of IES stockholders contained in the certificate of incorporation and bylaws of IES differ from the rights of MISCOR shareholders under the articles of incorporation and bylaws of MISCOR, as more fully described under the section entitled "Comparison of Rights of IES Stockholders and MISCOR Shareholders," beginning on page 158.

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**RISK FACTORS**

*Before deciding how to vote, you should carefully consider the risks described below, in addition to the risks and uncertainties and all other information contained in this joint proxy statement/prospectus, including the matters addressed under Cautionary Statement Concerning Forward-Looking Statements, beginning on page 117. You should also consider the other information in this joint proxy statement/prospectus.*

**Risk Factors Relating to the Merger**

*The total consideration that IES will pay to MISCOR shareholders in the merger is based on numerous factors which are subject to fluctuation.*

The Cash Consideration and Stock Consideration to be received by MISCOR shareholders in the merger, as described below, are based on numerous factors which are subject to fluctuation and will not be determined until the fifteenth business day prior to the closing date of the merger (the Merger Consideration Determination Date ).

The total consideration that IES will pay to MISCOR shareholders in the merger is based on an agreed Transaction Value for MISCOR of approximately \$24 million, less MISCOR's Net Debt, which is referred to herein as the Adjusted Transaction Value. As of July 24, 2013, MISCOR's Net Debt (for the 30-day period ending on that date), was approximately \$5.994 million. However, circumstances could result in Net Debt increasing above or decreasing below its current levels, which would affect the total consideration paid to MISCOR shareholders in the merger, as both the Cash Consideration and the Stock Consideration are based, in part, on the Adjusted Transaction Value.

At the effective time of the merger, each outstanding share of MISCOR common stock (other than Dissenting Shares and shares to be canceled pursuant to the terms of the merger agreement) will be converted into the right to receive merger consideration comprised of, at the election of the holder, either: (1) Cash Consideration of not less than \$1.415 per share, equal to the quotient obtained by dividing (x) the difference between \$24.0 million and the amount of MISCOR's Net Debt and (y) the number of shares of MISCOR common stock outstanding as of the Merger Consideration Determination Date, including shares issuable upon the exercise of outstanding options and warrants; or (2) Stock Consideration equal to a fraction, the numerator of which is the Cash Consideration and the denominator of which is the IES Common Stock Value; *provided, however*, that if the IES Common Stock Value is less than \$4.024 per share or greater than \$6.036 per share (the VWAP Collar ), then the IES Common Stock Value will be \$4.024 per share or \$6.036 per share, respectively. Pursuant to the merger agreement, MISCOR does not have a right to terminate the transaction if the market price of IES common stock falls to a value such that the per share consideration to be received by MISCOR shareholders electing to receive Stock Consideration could be valued at less than \$1.415, which is the minimum per share consideration to be received by MISCOR shareholders electing to receive Cash Consideration.

As of July 24, 2013, MISCOR had 11,684,987 shares of common stock issued and outstanding. Prior to the Merger Consideration Determination Date, the number of outstanding shares of MISCOR common stock is expected to increase to up to 11,775,066 shares, as the result of the exercise of 90,079 outstanding in-the-money warrants or option, which will adversely affect the total consideration paid to MISCOR shareholders in the merger, as (i) the Cash Consideration is based, part, on the number of shares of MISCOR common stock outstanding on the Merger Consideration Determination Date and (ii) the Stock Consideration is based, in part, on the amount of Cash Consideration.

*The Exchange Ratio used to determine the number of shares of IES common stock into which each share of MISCOR common stock will be convertible will fluctuate due to fluctuations in the market value of IES common stock.*

The number of shares of IES common stock into which each share of MISCOR common stock will be convertible at the effective time of the merger will be based on the Exchange Ratio, the denominator of which is the 60-day

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VWAP of IES common stock ending with the Merger Consideration Determination Date. As such, the number of shares of IES common stock constituting the Stock Consideration that MISCOR shareholders may elect to receive in the merger will depend, in part, on the market value of IES common stock. The market price per share of IES common stock and MISCOR common stock will fluctuate between the date of this prospectus and the completion of the merger. Therefore, MISCOR shareholders cannot be sure of the number of shares of IES common stock that they will receive. In addition, because the Exchange Ratio will be determined using a period that ends fifteen business days prior to the closing date of the merger, the number of shares of IES common stock to be issued will likely be different than it would be if the price on the closing date were to be used.

***The estimated per share Cash Consideration and Stock Consideration are based on certain estimates, judgments and assumptions that may change or prove to be incorrect.***

If the Merger Consideration Determination Date had occurred on July 24, 2013, it is estimated that each MISCOR shareholder would have the right to receive, subject to the terms of the merger agreement, at his or her election, either \$1.48 in cash or 0.311 shares of IES common stock for each share of MISCOR common stock issued and outstanding, subject to the Maximum Cash Amount, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date. The actual value of the consideration and the number of shares of IES common stock to be issued may differ from this example, given that these amounts will not be determined until the Merger Consideration Determination Date has passed and MISCOR shareholders have made their elections.

Because the calculations of per share Cash Consideration and Stock Consideration are based on multiple factors, such as the amount of MISCOR's Net Debt, the number of shares of MISCOR common stock outstanding, the IES Common Stock Value and application of the VWAP Collar, that, pursuant to the terms of the merger agreement, will not be definitively determined until the fifteenth business day prior to the closing date of the merger, certain assumptions with respect to these factors must be made in order to provide IES stockholders and MISCOR shareholders with estimates of the consideration to be received by MISCOR shareholders in the merger. These assumptions, which are described in detail in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, are based on management's best estimates and, as such, may change or prove to be incorrect. Actual amounts may vary from these estimates based on, among other factors, (i) the percentage of MISCOR common stock for which Cash Consideration is elected and the percentage of MISCOR common stock for which Stock Consideration is elected, (ii) the VWAP of IES common stock for the 60 consecutive trading days ending on the Merger Consideration Determination Date, (iii) the IES Common Stock Value falling outside of the VWAP Collar, (iv) the market price of IES common stock on the closing date, and (v) fluctuations in MISCOR's Net Debt prior to the Merger Consideration Determination Date. If any of the estimates or assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements prove to be materially incorrect, the per share Cash Consideration and Stock Consideration to be received by MISCOR shareholders in connection with the merger could vary materially from the estimates of such consideration set forth herein.

***MISCOR shareholders electing to receive Cash Consideration may, as a result of the cap on the aggregate Cash Consideration to be received by MISCOR shareholders pursuant to the merger agreement, receive a form or combination of consideration different from the form they elect.***

While each MISCOR shareholder may elect to receive consideration consisting of all Cash Consideration, all Stock Consideration, or a mix of Cash Consideration and Stock Consideration, the aggregate Cash Consideration to be received by MISCOR shareholders pursuant to the merger agreement shall not exceed a threshold, as described in the merger agreement (the Maximum Cash Amount), which is an amount equal to the product obtained by multiplying (x) the Cash Consideration by (y) 50% of the number of shares of MISCOR common stock outstanding immediately prior to the effective time of the merger. Accordingly, if the aggregate amount of cash that would be paid upon conversion of the shares of MISCOR common stock for which MISCOR

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shareholders elect to receive Cash Consideration, including, in the event that the IES Common Stock Value is less than \$4.024, all shares of MISCOR common stock for which a valid election was not made (collectively, the Cash Election Shares ), is greater than the Maximum Cash Amount, then the exchange agent will select from among the Cash Election Shares, by a pro rata selection process, a sufficient number of shares (the Stock Designation Shares ) such that the aggregate amount of cash that will be paid in the merger in respect of the Cash Election Shares that are not Stock Designation Shares equals as closely as practicable the Maximum Cash Amount, and the Stock Designation Shares shall be converted into the right to receive the Stock Consideration. As a result, MISCOR shareholders that make a valid election to receive all or a portion of their merger consideration in the form of Cash Consideration may not receive merger consideration entirely in the form elected.

***If you are a MISCOR shareholder and you tender shares of MISCOR common stock to make an election, you will not be able to sell those shares unless you revoke your election prior to the election deadline.***

If you are a MISCOR shareholder and want to elect to receive Cash Consideration, Stock Consideration, or a mix of Cash Consideration and Stock Consideration under the merger agreement, you must deliver your stock certificates (or follow the procedures for guaranteed delivery) and a properly completed and signed election form to the exchange agent. You will not be able to sell any shares of MISCOR common stock that you have delivered under this arrangement unless you revoke your election before the election deadline by providing written notice to the exchange agent. If you do not revoke your election, you will not be able to liquidate your investment in MISCOR common stock for any reason until you receive Cash Consideration and/or Stock Consideration pursuant to the merger agreement or until the merger agreement is terminated pursuant to its terms. In the time between delivery of your shares and the closing of the merger or termination of the merger agreement, the market prices of MISCOR common stock and IES common stock may increase or decrease, and you might otherwise want to sell your shares of MISCOR common stock to gain access to cash, make other investments, or reduce the potential for a decrease in the value of your investment.

***The date that MISCOR shareholders will receive their merger consideration is uncertain.***

The completion of the merger is subject to certain governmental approvals and the satisfaction or waiver of certain other conditions. While it is currently anticipated that the merger will be completed promptly following the meeting of IES stockholders to approve the issuance of shares of IES common stock (assuming such approval) and the meeting of MISCOR shareholders to approve and adopt the merger agreement (assuming such approval and adoption), the completion date might be later than expected due to delays in satisfying such conditions. Accordingly, we cannot provide MISCOR shareholders with a definitive date on which they will receive the merger consideration.

***IES and MISCOR may waive any or all of the conditions to completion of the merger, including receipt of IES Minority Approval, receipt of MISCOR Minority Approval and MISCOR's receipt of the opinion of its tax counsel.***

Pursuant to the terms of the merger agreement, each of IES and MISCOR may waive in writing in whole or in part any or all of such party's conditions to completion of the merger, provided that those requirements that are a condition to both IES and MISCOR's completion of the merger, including the IES Minority Approval and MISCOR Minority Approval, must be waived in writing by both parties. In the event that either IES Minority Approval or MISCOR Minority Approval is not received, IES and MISCOR may determine, based on the facts as they then exist, that waiver of such conditions is in the best interest of IES, MISCOR and their respective stockholders. However, neither IES nor MISCOR intends to re-solicit stockholder approval in the event that either party waives a material condition to completion of the merger, except as may be required by the merger agreement with respect to MISCOR's receipt of an opinion of its tax counsel, as described under Material U.S. Federal Income Tax Consequences of the Merger Material U.S. Federal Income Tax Consequences of the Merger to MISCOR Shareholders beginning on page 135. In the event that IES and/or MISCOR waive a material condition to completion of the merger, such as

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receipt of IES Minority Approval, receipt of MISCOR Minority Approval or MISCOR's receipt of the opinion of its tax counsel, IES stockholders and MISCOR shareholders will not be afforded all of the procedural protections contemplated by the merger agreement and discussed in this joint proxy statement/prospectus.

*Any delay in completing the merger and integrating the businesses may reduce the benefits expected to be obtained from the merger.*

The merger is subject to a number of conditions that are beyond the control of IES and MISCOR and that may prevent, delay, or otherwise materially adversely affect its completion. See Merger Agreement Conditions to Completion of the Merger. Neither IES nor MISCOR can predict whether or when the conditions to closing will be satisfied. Any delay in completing the merger and integrating the businesses may reduce the benefits that IES and MISCOR expect to achieve in the merger.

*The merger may not be completed on a timely basis or at all. Failure to complete the merger could negatively impact the stock price and the future business and financial results of IES and MISCOR.*

Neither IES nor MISCOR can assure you that the merger agreement will be adopted by the MISCOR shareholders, that the issuance of the shares of IES common stock will be approved by the IES stockholders, or that the other conditions to the completion of the merger will be satisfied. In addition, both IES and MISCOR have the right to terminate the merger agreement under certain conditions. If the merger is not completed, neither IES nor MISCOR will receive any of the expected benefits of the merger and will be subject to risks and/or liabilities, including the following:

failure to complete the merger might be followed by a decline in the market price of MISCOR common stock and/or IES common stock;

MISCOR will be required to pay IES termination fees that range from \$250,000 to \$750,000 if the merger agreement is terminated under certain conditions;

IES will be required to reimburse MISCOR for its out-of-pocket and documented expenses incurred in connection with the merger, in an amount not to exceed \$250,000, if the merger agreement is terminated under certain conditions;

certain costs relating to the merger (such as legal and accounting fees) will be payable by IES and by MISCOR regardless of whether the merger is completed; and

the proposed merger may disrupt the businesses of IES and MISCOR and distract their respective management and employees from day-to-day operations, because work related to the merger (including integration planning) requires substantial time and resources, which could otherwise have been devoted to other business opportunities for the benefit of the respective companies.

If the merger is not completed, these risks and liabilities may materially adversely affect IES and MISCOR's business, financial results, financial condition, and stock price.

In addition, there can be no assurance that IES will be successful in obtaining expected financing. Although financing is not a condition to closing of the merger, if IES were not able to obtain the expected financing, or not able to obtain the financing on commercially reasonable terms, it may not receive required third party consents to complete the merger or otherwise might not be able to complete the merger.

*The rights of MISCOR shareholders who become IES stockholders in the merger will be governed by IES certificate of incorporation and bylaws.*

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MISCOR shareholders who receive shares of IES common stock in the merger will become IES stockholders. As such, MISCOR shareholder rights will become subject to the Delaware General Corporation Law and they will be governed by IES certificate of incorporation and bylaws, rather than MISCOR's articles of incorporation and

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bylaws. As a result, there will be material differences between the current rights of MISCOR shareholders, as compared to the rights they will have as IES stockholders. For more information, see *Comparison of Rights of IES Stockholders and MISCOR Shareholders*, beginning on page 158.

*Some of the directors and executive officers of MISCOR may have personal interests that differ from those of MISCOR's shareholders and may motivate them to support or approve the merger.*

Some of the directors of MISCOR who have recommended the merger to MISCOR shareholders and the executive officers of MISCOR who provided information to the MISCOR board of directors relating to the merger have employment, indemnification and/or severance benefit arrangements, rights to acceleration of restricted stock awards, and rights to ongoing indemnification and insurance that provide them with interests in the merger. Any of these arrangements or benefits may cause these individuals to have interests that may differ from those of the other MISCOR shareholders. The benefits that would result from the merger may have influenced these directors in approving the merger and these executive officers in supporting the merger.

If you are a MISCOR shareholder, you should consider these interests when you consider the recommendation of the MISCOR board of directors that you vote for the adoption of the merger agreement. As a result of these interests, these directors and executive officers may be more likely to support the merger than they would if they did not have these interests. For a discussion of the interests of directors and executive officers in the merger, see *Special Factors - Interests of Directors and Executive Officers of MISCOR in the Merger*, beginning on page 92.

*The merger agreement limits MISCOR's ability to pursue an alternative to the merger.*

The merger agreement prohibits MISCOR from soliciting alternative transactions other than during the limited period that began on the date of the merger agreement and continued until 12:01 a.m. (EST) on the thirty-first day thereafter. See *The Merger Agreement - Conditions to the Completion of the Merger* on page 144. Additionally, pursuant to the terms of the merger agreement, before (i) the MISCOR board of directors changes its recommendation regarding the merger as a result of its receipt of an acquisition proposal, (ii) the MISCOR board of directors recommends an alternative transaction, or (iii) MISCOR enters into an alternative transaction, MISCOR must, among other things, allow IES a four-business day period to make a revised proposal. These provisions limit MISCOR's ability to pursue offers from third parties that could result in greater value to its shareholders.

MISCOR's obligation to pay a termination fee may also discourage a third party from pursuing an alternative transaction proposal. Under the merger agreement, MISCOR will be required to pay IES termination fees that range from \$250,000 to \$750,000 if the merger agreement is terminated under certain conditions. If a termination fee is payable, the payment of this fee could have material and adverse consequences on MISCOR's financial condition.

**Risk Factors Relating to IES Following the Merger**

*IES may experience difficulties in integrating MISCOR's business and could fail to realize potential benefits of the merger.*

Achieving the anticipated benefits of the merger will depend in part upon whether IES is able to integrate MISCOR's business in an efficient and effective manner. IES may not be able to accomplish this integration process smoothly or successfully. The difficulties of combining the two companies' businesses potentially will include, among other things:

geographically separated organizations and possible differences in corporate cultures and management philosophies;

significant demands on management resources, which may distract management's attention from day-to-day business;

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differences in the disclosure systems, compliance requirements, accounting systems, and accounting controls and procedures of the two companies, which may interfere with the ability of IES to make timely and accurate public disclosure; and

the demands of managing new locations, new personnel and new lines of business acquired from MISCOR in the merger. Any inability to realize the potential benefits of the merger, as well as any delays in integration, could have an adverse effect upon the revenues, level of expenses and operating results of the combined company, which may adversely affect the value of IES common stock following the merger.

***Failure to retain key employees of MISCOR could adversely affect IES following the merger.***

IES performance following the merger could be adversely affected if it is unable to retain certain key employees of MISCOR, which may adversely affect the value of IES common stock following the merger. The loss of the services of one or more of these key employees, including Michael P. Moore, Marc Valentin and James I. DePew, could adversely affect IES future operating results because of their experience and knowledge of the business of MISCOR. IES does not currently have any agreements with MISCOR's senior management regarding their continued employment following the merger.

***IES and MISCOR will incur substantial costs in connection with the merger.***

IES and MISCOR expect to incur a number of non-recurring transaction fees and other costs associated with completing the merger and combining the operations of the two companies, including legal and accounting fees and potential expenses related to shareholder litigation. Based on current estimates, it is anticipated that aggregate fees and expenses incurred or expected to be incurred by IES, MISCOR and Merger Sub in connection with the merger will total approximately \$2 million. Many of these fees and expenses will be incurred regardless of whether the merger is consummated. Additional unanticipated costs may also be incurred in the integration of the businesses of IES and MISCOR. If the total costs and indebtedness incurred in completing the merger exceed estimates, the financial results of the combined company may be materially adversely affected, which may adversely affect the value of IES common stock following the merger.

***The issuance of shares of IES common stock to MISCOR shareholders in the merger will dilute the ownership interests of current IES stockholders.***

After the merger, each IES stockholder will have the same number of shares of IES common stock that the stockholder held immediately prior to the merger. However, because IES will be issuing new shares of IES common stock to MISCOR shareholders in the merger, each share of IES common stock outstanding immediately prior to the merger will represent a smaller percentage of the aggregate number of shares of IES common stock outstanding after the merger, and current IES stockholders will own a significantly smaller percentage of the combined company than they currently own of IES. As a result, the relative percentage ownership interest of current IES stockholders with respect to earnings, voting, liquidation value, book value and market value will be reduced in proportion to the number of shares held by MISCOR shareholders who elect to receive Stock Consideration in the merger and could be further reduced based on the final determination of the Exchange Ratio used to calculate the amount of Stock Consideration to be received by such shareholders. If the merger fails to produce the results that IES and MISCOR anticipate, the acquisition may not be accretive to IES stockholders on a per share basis.

If the Merger Consideration Determination Date had occurred on July 24, 2013, current IES stockholders would own in the aggregate approximately 94.8% of the combined corporation (including the shares of IES common stock to be issued to Tontine in the merger), based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination, and assuming 15,105,846 shares of IES



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common stock outstanding immediately prior to the effective time of the merger. Consequently, IES stockholders, as a general matter, will have less influence over the management and policies of IES than they currently exercise over the management and policies of IES. See Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 for further discussion of these assumptions and a sensitivity analysis related to the potential consideration that may be received by MISCOR shareholders.

*IES expects to incur additional debt in connection with the merger, which could impact its financial condition and results of operations.*

While IES' obligation to complete the merger is not conditioned upon its obtaining financing, IES expects to obtain financing to fund some or all of the cash component of the merger consideration, the repayment of outstanding MISCOR debt and the transaction expenses associated with the merger (the Merger Payments). On April 10, 2013, IES entered into a commitment letter with Wells Fargo Bank, National Association (Wells Fargo), pursuant to which Wells Fargo committed to provide IES, subject to the satisfaction of certain conditions precedent, a new amortizing term loan in a principal amount of up to \$14 million under IES' revolving credit facility with Wells Fargo. Proceeds of the new term loan will be used only to (i) fund Merger Payments, (ii) refinance IES' existing \$5 million term loan with Wells Fargo under its revolving credit facility, and (iii) as otherwise may be permitted by Wells Fargo. The commitment letter was amended on July 10, 2013 to extend its termination to October 31, 2013 to correspond to the termination date of the merger agreement as amended.

The final size and terms of the new term loan, as well as any draw made by IES thereunder, will depend on, among other things, IES' liquidity at closing and its funding obligations in connection with the Merger Payments, including (i) the aggregate Cash Consideration to be paid to MISCOR shareholders in connection with the merger and (ii) MISCOR's debt outstanding at the closing date of the merger. As of July 24, 2013, MISCOR's Net Debt (for the 30-day period ending on that date), was approximately \$5.994 million. MISCOR estimates that its Net Debt as of the Merger Consideration Determination Date could range from \$7.300 million to \$5.500 million. In order to finance some or all of the Merger Payments, IES expects to utilize its existing cash balances and incur incremental indebtedness of up to \$10.0 million under the Acquisition Term Loan.

IES' increased debt could impact its financial condition and results of operations. In particular, it could:

require IES to dedicate an increased portion of its cash flow from operations to payments on its indebtedness, thereby reducing the availability of its cash flow to fund working capital, capital expenditures, acquisitions, other debt service requirements and other general corporate purposes;

place IES at a competitive disadvantage compared to its competitors that have less debt; and

limit IES' ability to borrow additional funds.

Subject to the considerations described above, IES' total debt at closing is expected to be approximately \$14.0 million. See Financing of the Merger, beginning on page 157.

*The Unaudited Pro Forma Condensed Combined Financial Statements are based on numerous estimates, judgments and assumptions which are subject to change.*

The merger is reflected in the Unaudited Pro Forma Condensed Combined Financial Statements and related notes beginning on page F-2 as being accounted for under the acquisition method of accounting. Under the acquisition method, the total estimated purchase price for the MISCOR transaction will be measured at the closing date of the merger using the market price of IES common stock at that time. Therefore, this may result in a per-share equity value that is different from that assumed for purposes of preparing the Unaudited Pro Forma Condensed Combined Financial Statements. The assets and liabilities of MISCOR have been measured at fair value based on various preliminary estimates using assumptions that IES management believes are reasonable based on the information currently available. Use of different estimates and judgments could yield materially different results. There are limitations on the type of information that can be exchanged between MISCOR and IES at this time. Until the merger is complete, IES will not have complete access to all relevant information.



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The process for estimating the fair values of identifiable intangible assets and certain tangible assets requires the use of significant estimates and assumptions, including estimating future cash flows. The excess of the purchase price over the estimated amounts of identifiable assets and liabilities of MISCOR as of the effective date of the merger will be allocated to Goodwill. The purchase price allocation is subject to finalization of IES' analysis of the fair value of the assets and liabilities of MISCOR as of the effective date of the merger. Accordingly, the purchase price allocation in the Unaudited Pro Forma Condensed Combined Financial Statements is preliminary and will be adjusted upon completion of the final valuations. Such adjustments could be material.

### **Risk Factors Relating to IES Common Stock Following the Merger**

*The price of IES common stock will continue to fluctuate after the merger and may be affected differently from the separate factors that currently affect the prices of IES common stock and MISCOR common stock.*

Holders of MISCOR common stock have the right to elect to receive IES common stock in the merger. IES' results of operations, as well as the price of IES common stock following the merger, may be affected differently from those factors currently separately affecting IES' or MISCOR's results of operations and the prices of IES common stock and MISCOR common stock.

*The market value of IES common stock could decline if large amounts of IES common stock are sold following the merger.*

Following the merger, stockholders of IES and former shareholders of MISCOR will own interests in a combined company operating an expanded business with more assets and a different mix of liabilities. Current holders of IES and MISCOR common stock may not wish to continue to invest in the additional operations of the combined company, or for other reasons may wish to dispose of some or all of their interests in the combined company. On February 21, 2013, pursuant to a registration rights agreement with Tontine, IES filed a shelf registration statement (as amended, the Shelf Registration Statement) to register all of Tontine's shares of IES common stock. The Shelf Registration Statement was declared effective on June 18, 2013. For so long as it remains effective, Tontine will have the ability to resell any or all of the shares of IES common stock included in the Shelf Registration Statement from time to time in one or more offerings, as described in the Shelf Registration Statement and in any prospectus supplement filed in connection with an offering pursuant to the Shelf Registration Statement. IES has received no indication from Tontine that it intends to resell any securities pursuant to the Shelf Registration Statement prior to the closing of the merger, nor has Tontine made any such sale pursuant to the Shelf Registration Statement to date. If, following the merger, large amounts of IES common stock are sold, the price of IES common stock could decline. For additional information on the Shelf Registration Statement, please see IES Management's Discussion and Analysis of Financial Condition and Results of Operations Controlling Shareholder beginning on page 190.

### **Risk Factors Relating to MISCOR's Business and Operations**

*MISCOR's ability to execute its business plan will be impaired if it does not retain key employees.*

MISCOR is highly dependent on the efforts and abilities of its senior management and key staff performing technical development, operations, customer support, and sales and marketing functions. These employees are not obligated to continue their employment with MISCOR and may leave at any time. MISCOR does not have key person life insurance policies for any of its officers or other employees. The loss of the technical knowledge and management and industry expertise that would result in the event members of MISCOR's senior management team leave MISCOR could delay the execution of MISCOR's business strategy and divert management resources. MISCOR's business also could be adversely affected if any member of management or any other of MISCOR's key employees were to join a competitor or otherwise compete with MISCOR.

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***MISCOR faces numerous competitors that have greater financial and other competitive resources than MISCOR has, which could hurt MISCOR's ability to compete effectively.***

The markets in which MISCOR does business are highly competitive. MISCOR does not expect the level of competition it faces to be reduced in the future. An increase in competitive pressures in these markets or MISCOR's failure to compete effectively may result in pricing reductions, reduced gross margins, and loss of market share. Many of MISCOR's competitors have longer operating histories, greater name recognition, more customers, and significantly greater financial, marketing, technical, and other competitive resources than MISCOR has. The combined corporation presents the opportunity to leverage MISCOR's combined resources to improve financial results. However, MISCOR's competitors may still be able to adapt more quickly to new technologies and changes in customer needs, or to devote greater resources to the development, promotion, and sale of their products and services. While MISCOR believes that its overall product and service offerings distinguish it from its competitors, these competitors could develop new products or services that could directly compete with MISCOR's products and services.

***Changes in operating factors that are beyond MISCOR's control could hurt MISCOR's operating results.***

MISCOR's operating results may fluctuate significantly in the future as a result of a variety of factors, many of which are beyond management's control. These factors include the costs of new technology; the relative speed and success with which MISCOR can acquire customers for its products and services; capital expenditures for equipment; sales, marketing, and promotional activities expenses; changes in its pricing policies, suppliers, and competitors; changes in operating expenses; increased competition in the markets it serves; and other general economic and seasonal factors. Adverse changes in one or more of these factors could hurt MISCOR's operating results.

***MISCOR may be required to conduct environmental remediation activities, which could be expensive and inhibit the growth of our business and MISCOR's ability to maintain its profitability.***

MISCOR is subject to a number of environmental laws and regulations, including those concerning the handling, treatment, storage, and disposal of hazardous materials. These environmental laws generally impose liability on present and former owners and operators, transporters and generators of hazardous materials for remediation of contaminated properties. MISCOR believes that its businesses are operating in compliance in all material respects with applicable environmental laws, many of which provide for substantial penalties for violations. MISCOR cannot assure you that future changes in such laws, interpretations of existing regulations or the discovery of currently unknown problems or conditions will not require substantial additional expenditures. In addition, if MISCOR does not comply with these laws and regulations, it could be subject to material administrative, civil or criminal penalties, or other liabilities. MISCOR may also be required to incur substantial costs to comply with current or future environmental and safety laws and regulations. Any such additional expenditures or costs that MISCOR may incur would hurt its operating results.

***Certain raw materials and other materials purchased for MISCOR's operations have been and may continue to be subject to sudden and significant price increases that MISCOR may not be able to pass along to its customers. This could have an adverse effect on MISCOR's ability to maintain its profitability.***

MISCOR purchase a wide range of commodities and other materials such as copper, aluminum, steel and petroleum-based materials as raw materials and for consumption in its operations. Some of these materials have been and may continue to be subject to sudden and significant price increases. Depending on competitive pressures and customer resistance, MISCOR may not be able to pass on these cost increases to its customers. This would reduce MISCOR's gross profit margins and would, in turn, make it more difficult for MISCOR to maintain our profitability.

***The current changing economic environment poses significant challenges for MISCOR.***

Although general economic conditions have improved, the current economic environment continues to present challenges and uncertainties due to macroeconomic circumstances due to the U.S. debt ceiling and European

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sovereign debt as well as concerns over reduced economic growth in the European Union, which could have unexpected consequences to the U.S. economy. While MISCOR has very limited exposure to Europe and the financial markets, it is nevertheless affected by general economic trends. Many of MISCOR's customers depend on the availability of credit to purchase MISCOR's electrical and mechanical products. Continued uncertainties or the return of constrained credit market conditions could have adverse effects on MISCOR's customers, which would adversely affect MISCOR's financial condition and results of operations. This continued uncertainty in economic conditions coupled with the on-going weak national economic recovery could have an adverse effect on MISCOR's revenue and profits.

### **Risk Factors Relating to IES Business and Operations**

#### ***Existence of a controlling shareholder.***

A majority of IES' common stock is owned by Tontine. As of July 24, 2013, Tontine owned approximately 56.7% of the outstanding shares of IES common stock. As a result, Tontine can control most of IES' affairs, including the election of its directors, who in turn appoint executive management, and can control any action requiring the approval of stockholders, including the adoption of amendments to IES' corporate charter and approval of any potential merger or sale of all or substantially all assets, divisions, or of IES itself. This control also gives Tontine the ability to bring matters to a stockholder vote that may not be in the best interest of IES' other stockholders or stakeholders. Additionally, Tontine is in the business of investing in companies and may, from time to time, acquire and hold interests in businesses that compete directly or indirectly with IES or act as its suppliers or customers.

#### ***Availability of net operating losses may be reduced by a change in ownership.***

A change in ownership, as defined by Section 382 of the Internal Revenue Code of 1986, as amended, could reduce the availability of IES' NOLs for federal and state income tax purposes. Should Tontine sell or otherwise dispose of all or a portion of its position in IES, a change in ownership could occur. A change in ownership could also result from the purchase of common stock by an existing or a new 5% shareholder as defined by Section 382 of the Internal Revenue Code. As of September 30, 2012, IES had approximately \$452 million of federal NOLs that are available to use to offset taxable income, inclusive of NOLs from the amortization of additional tax goodwill. As of September 30, 2012, IES had approximately \$313 million of federal NOLs that are available to use to offset taxable income, exclusive of NOLs from the amortization of additional tax goodwill. Should a change in ownership occur, all NOLs incurred prior to the change in ownership would be subject to limitations imposed by Section 382 of the Internal Revenue Code, which would substantially reduce the amount of NOLs currently available to offset taxable income.

#### ***The highly competitive nature of IES' industries could affect its profitability by reducing its profit margins.***

The industries in which IES competes are highly fragmented and are served by many small, owner-operated private companies. There are also several large private regional companies and a small number of large public companies from which IES faces competition in these industries. In the future, IES could also face competition from new competitors entering these markets because certain segments, such as its electrical contracting services, have a relatively low barrier for entry while other segments, such as its services for mission critical infrastructure, have attractive dynamics. Some of IES' competitors offer a greater range of services, including mechanical construction, facilities management, plumbing and heating, ventilation and air conditioning services. Competition in IES' markets depends on a number of factors, including price. Some of its competitors may have lower overhead cost structures and may, therefore, be able to provide services comparable to IES' at lower rates than IES does. If IES is unable to offer its services at competitive prices or if it has to reduce its prices to remain competitive, IES' profitability would be impaired.

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***Backlog may not be realized or may not result in profits.***

Customers often have no obligation under IES contracts to assign or release work to IES, and many contracts may be terminated on short notice. Reductions in backlog due to cancellation of one or more contracts by a customer or for other reasons could significantly reduce the revenue and profit IES actually receives from contracts included in backlog. In the event of a project cancellation, IES may be reimbursed for certain costs but typically has no contractual right to the total revenues reflected in its backlog.

***IES use of percentage-of-completion accounting could result in a reduction or elimination of previously reported profits.***

A significant portion of IES revenues are recognized using the percentage-of-completion method of accounting, utilizing the cost-to-cost method. This method is used because management considers expended costs to be the best available measure of progress on these contracts. The percentage-of-completion accounting practice IES uses results in IES recognizing contract revenues and earnings ratably over the contract term in proportion to its incurrence of contract costs. The earnings or losses recognized on individual contracts are based on estimates of contract revenues, costs and profitability. Contract losses are recognized in full when determined to be probable and reasonably estimable and contract profit estimates are adjusted based on ongoing reviews of contract profitability. Further, a portion of IES contracts contain various cost and performance incentives. Penalties are recorded when known or finalized, which generally occurs during the latter stages of the contract. In addition, IES records cost recovery claims when it believes recovery is probable and the amounts can be reasonably estimated. Actual collection of claims could differ from estimated amounts and could result in a reduction or elimination of previously recognized earnings. In certain circumstances, it is possible that such adjustments could be significant.

***The availability and cost of surety bonds affects IES ability to enter into new contracts and its margins on those engagements.***

Many of IES customers require IES to post performance and payment bonds issued by a surety. Those bonds guarantee the customer that IES will perform under the terms of a contract and that IES will pay subcontractors and vendors. IES obtains surety bonds from one primary surety provider; however, there is no commitment from this provider to guarantee IES ability to issue bonds for projects as they are required. IES ability to access this bonding capacity is at the sole discretion of its surety provider.

***Due to seasonality and differing regional economic conditions, its results may fluctuate from period to period.***

IES business is subject to seasonal variations in operations and demand that affect the construction business, particularly in the Residential and Commercial & Industrial segments. Untimely weather delay from rain, heat, ice, cold or snow can not only delay IES work but can negatively impact its schedules and profitability by delaying the work of other trades on a construction site. IES quarterly results may also be affected by regional economic conditions that affect the construction market. Accordingly, IES performance in any particular quarter may not be indicative of the results that can be expected for any other quarter or for the entire year. Additionally, cost increases in construction materials such as steel, aluminum, copper and lumber can alter the rate of new construction.

***The estimates IES uses in placing bids could be materially incorrect. The use of incorrect estimates could result in losses on a fixed price contract. These losses could be material to IES business.***

IES currently generates, and expects to continue to generate, more than half of its revenues under fixed price contracts. The cost of fuel, labor and materials, including copper wire, may vary significantly from the costs IES originally estimates. Variations from estimated contract costs along with other risks inherent in performing fixed price contracts may result in actual revenue and gross profits for a project differing from those we originally estimated and could result in losses on projects. Depending upon the size of a particular project, variations from estimated contract costs can have a significant impact on IES operating results.

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**SPECIAL FACTORS**

*The following is a description of the material aspects of the merger. While IES and MISCOR believe that the following description covers the material terms of the merger, the description may not contain all of the information that is important to IES stockholders and MISCOR shareholders. IES and MISCOR encourage their respective stockholders to carefully read this entire joint proxy statement/prospectus, including the merger agreement attached as Annex A to this joint proxy statement/prospectus and incorporated herein by reference, for a more complete understanding of the merger.*

**Background of the Merger**

IES board of directors and management regularly evaluate strategies to improve returns on capital and generation of free cash flow in an effort to increase shareholder value. Among other such strategies, IES focuses on acquiring or investing in similar stand-alone platform companies based in North America or acquiring businesses that strategically fit within IES existing business segments. While IES may use acquisitions to build its presence in the electrical infrastructure industry, it also considers potential acquisitions in other industries. IES looks to acquisitions in other industries as a means of expanding into new end markets and diversifying its revenue and profit streams.

In evaluating potential acquisition candidates, the IES board of directors relies on a set of focused investment criteria, which include, among other characteristics:

significant market share in niche industries and low technological and/or product obsolescence risk;

proven management with a willingness to continue post-acquisition;

established market position and sustainable advantage;

high returns on invested capital; and

strong cash flow characteristics.

In addition to the above characteristics, the board of directors and management of IES place particular emphasis on identifying and acquiring businesses that will not inhibit the value of IES significant net operating loss carry forwards ( NOLs ). IES has experienced substantial operating losses, and under the Internal Revenue Code of 1986, as amended (the Code ), and rules promulgated by the Internal Revenue Service, IES may carry forward these losses in certain circumstances to offset any current and future earnings and, thus, reduce its federal income tax liability, subject to certain requirements and restrictions. As of September 30, 2012, IES had approximately \$452 million of federal NOLs that are available to use to offset taxable income, inclusive of NOLs from the amortization of additional tax goodwill, and approximately \$313 million of federal NOLs that are available to use to offset taxable income, exclusive of NOLs from the amortization of additional tax goodwill.

The MISCOR board of directors has, over the years, engaged with MISCOR s senior management in considering various strategic transactions in light of MISCOR s performance and prospects and to maximize value in light of competitive, economic, and other developments. These discussions have, from time to time, developed into negotiations with third parties regarding potential business combinations.

In 2010, MISCOR divested three of its five subsidiaries. MISCOR sold its Construction and Engineering Services subsidiaries Martell Electric and Ideal in February to MISCOR s founder and Chairman of the MISCOR board of directors, John Martell and his wife, Bonnie Martell. The next month, MISCOR completed the sale of its subsidiary American Motive Power, Inc. In each of these transactions, Western Reserve participated as financial advisor to MISCOR. MISCOR also explored the sale of HKEC until deciding in December 2011 to no longer list HKEC as held for sale.





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Upon his appointment as interim Chief Executive Officer of IES on June 30, 2011, James Lindstrom, who was also then serving as Chairman of the IES board of directors, began evaluating opportunities for potential profit improvement. Mr. Lindstrom and members of IES management identified acquisitions as a means to add diversified revenue and profit streams to mitigate IES' exposure to the cyclicity of the construction industry. While they determined that IES' acquisition capabilities were limited by its market capitalization, availability of cash and debt financing, availability of equity financing due to potential NOL limitations and ongoing internal operational challenges at the time, IES pursued opportunities to acquire businesses subject to these constraints.

During the summer of 2011, Mr. Lindstrom identified MISCOR as an acquisition target that could be potentially acquired within IES' financial capabilities and also provide additional profitability. From 2006 until October 2011, Mr. Lindstrom was an employee of Tontine Associates, L.L.C. ( "TA" ), an affiliate of Tontine, and in such capacity had followed several companies in, and had become very familiar with, the electrical services industry. One such company with which Mr. Lindstrom had particular familiarity was MISCOR, a portfolio holding of Tontine. Pursuant to the agreements by which Tontine initially acquired its ownership interests in MISCOR, MISCOR granted Tontine board observer rights with respect to meetings of the MISCOR board of directors. While Mr. Lindstrom was at TA, he regularly attended these meetings, on behalf of Tontine.

Mr. Lindstrom considered MISCOR to be an attractive acquisition target due to its focus on industrial electromechanical services as well as its size, financial performance, profitability and potential synergies. Mr. Lindstrom also viewed MISCOR as an attractive target because of its relatively low market capitalization, which would allow IES to acquire MISCOR using its limited financial resources, and because, due to Tontine's significant ownership of MISCOR, to the extent that IES was issuing stock as consideration in the transaction, IES could potentially issue stock to Tontine without contributing to an ownership change under applicable tax law that could limit its ability to use its NOLs. While IES management and the IES board considered Tontine's holdings in MISCOR to be an attractive aspect of the acquisition because of the benefit that all IES shareholders would receive in connection with preserving IES' NOLs, they did not actively seek to acquire businesses owned by Tontine, and the IES board has not discussed acquisitions of other businesses in which Tontine has an ownership interest. IES management briefly considered acquisition of another business in which Tontine has an ownership interest but did not pursue it given that it did not meet the other acquisition criteria for IES.

In light of these considerations, in July of 2011, Mr. Lindstrom contacted Mr. Martell to informally discuss the companies, their potential synergies and the benefits that a business combination could provide both companies and their shareholders. The benefits and synergies discussed by Mr. Martell and Mr. Lindstrom in July 2011 included: (a) cross-selling opportunities for both companies, where each could sell products and services to the other's customer base; (b) the IES footprint, which could provide an expanded presence for Magnetech; (c) IES would have access to additional services through MISCOR - including apparatus repair services and predictive and preventative maintenance services - which IES could add to its current service offerings; and (d) IES, because of its size, would have improved access to capital to help assist potential growth and expansion opportunities for MISCOR. At the conclusion of the call, Messrs. Lindstrom and Martell agreed that the companies should enter into a confidentiality agreement after which further discussions regarding a potential transaction could be conducted.

On July 14, 2011, IES and MISCOR executed a confidentiality agreement (the "Initial Confidentiality Agreement" ), pursuant to which the companies agreed to share the information necessary to evaluate a potential transaction. Later that day, representatives of IES' and MISCOR's management teams gathered telephonically to engage in introductory discussions regarding the companies and explore potential synergies.

Following the July 2011 execution of the Initial Confidentiality Agreement, Mr. Lindstrom determined that he should no longer attend meetings of the MISCOR board of directors on behalf of Tontine. The final meeting that Mr. Lindstrom attended on behalf of Tontine was held in August 2011. The meeting, which Mr. Lindstrom attended telephonically, had no agenda items related to the potential transaction between IES and MISCOR or any other strategic considerations regarding a potential sale of MISCOR, nor did the MISCOR board of directors engage in any discussions regarding these items during the meeting.

**Table of Contents****Index to Financial Statements*****Overview of Timeline and Valuation***

The discussion that follows reviews the negotiations and other details between the parties. In order to better provide a context to the written offers made by the parties, we have provided charts illustrating the valuation metrics considered by the companies at the time that the indications of interest and written offers were made. While the IES board generally considered fundamental financial performance of MISCOR in evaluating offer prices, the MISCOR board generally considered premium to trading value in its evaluation. As such, in the case of the first chart, we have shown a comparison between MISCOR's EBITDA, which was a key valuation metric for IES, and the offer prices discussed by the parties, and in the case of the second chart, we have shown a comparison between MISCOR's stock price, which was a key valuation metric for MISCOR, and the offer prices discussed by the parties.

The indications of interest submitted by IES reflected a variety of valuation metrics, including discounted cash flow analysis, accretion/dilution analysis and comparable company analysis. While market premiums were considered, they were not a significant factor for the IES board. Over the duration of negotiations, MISCOR continued to experience improved financial performance and reduced debt levels. As a result, and although the enterprise value offer price increased on an absolute basis over that time, from IES's perspective, MISCOR's strengthened financial profile and increased profitability resulted in improved pricing for IES relative to certain valuation metrics, such as the ratio of Enterprise Value to EBITDA for the prior twelve months, which declined in the period as shown in the table below.

Description	Date	Enterprise Value (\$ in mm)	Price Per Share	% Premium	Enterprise Value to LTM EBITDA (1)
Initial Indication of Interest	September 2, 2011	\$ 16.0 - \$17.2	\$ 0.50 - \$0.60	85.2%	8.6x
Second Indication of Interest	February 28, 2012	\$ 17.9 - \$19.1	\$ 0.80 - \$0.90	128.6%	5.1x
Third Indication of Interest	May 9, 2012	\$ 18.2	\$ 0.90	42.9%	4.3x
Third Indication of Interest revised counteroffer	May 15, 2012	\$ 19.5	\$ 1.00	33.3%	4.6x
Signed Merger Agreement	March 13, 2013	\$ 24.0	\$ 1.47 - \$1.57	17.6%	5.1x

(1) Enterprise Value to EBITDA is based on the midpoint of the Enterprise Value offer range

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In an effort to ensure that they achieved fair value for unaffiliated shareholders, MISCOR's board of directors and its financial advisors consistently worked to achieve merger consideration consistent with the trading value of the stock for a deal with a strategic partner. The following chart shows the MISCOR stock price and the written offers made by IES to MISCOR. While MISCOR considered multiple measures of value, including enterprise value and EBITDA, as the following chart illustrates, the offer prices between the parties were correlated with the stock price of MISCOR common stock.

<sup>1</sup> For each offer involving an estimated price-per-share range, the chart plots the price per share in the middle of the estimated range. The variation in the premium to the MISCOR share price was in part due to volatility in MISCOR's stock price on the OTCQB. For example, on May 2, 2012, after MISCOR filed its quarterly report on Form 10-Q, reporting a 13.1% increase in net revenues and continued profitability, MISCOR's stock price moved up sharply from a prior close at \$0.40 per share to close at \$0.75 per share on volume of 98,014 shares. Two weeks later, on May 16, 2012, MISCOR's share price climbed from a previous close of \$.75 to \$.95 per share. Likewise, on July 26, 2012, while IES had proposed a price per share of \$1.04 and MISCOR had countered with an enterprise value equivalent to a price per share of \$1.12, MISCOR's share price unexpectedly moved up from its previous close of \$1.01 to \$1.16 on volume of only 3,150 shares. By March 6 – March 12, 2013, MISCOR stock traded at \$1.30. As negotiations developed, MISCOR (by May 2012) had transitioned to a valuation formula for the merger based upon enterprise value. As the following discussion illustrates, initially the parties had difficulty coming to agreement on the formula, with MISCOR seeking an adjustment to the consideration for the reduction of Net Debt. Eventually, the parties came to agreement on this as well as on the adjustment mechanism allowing for an increase in the Merger Consideration to be received by MISCOR shareholders based upon reduction of Net Debt because MISCOR was in the process of gradually paying down debt. The following discussion provides further detail on the development of the transaction.

***Timeline Details***

On July 27, 2011, Mr. Lindstrom, along with William Fiedler and Terry Freeman, who were then-serving as IES' General Counsel and Chief Financial Officer, respectively, presented to the IES board of directors in a special telephonic board meeting an overview of the background and business of MISCOR as well as summary information regarding a potential investment in or other business relationship with MISCOR, including a potential acquisition of MISCOR. The IES board of directors reviewed a proposed transaction structure involving issuance of IES stock and assumption of MISCOR's debt, as well as acquisition multiples and a discounted cash flow analysis of MISCOR. The IES board of directors discussed the financial benefits associated with the

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transaction, including potential earnings accretion, which the board of directors considered valuable given IES' focus on increasing earnings as it emerged from the recession and was refocusing its priorities away from construction and towards service-based revenues such as those MISCOR offered. The IES board of directors also discussed its process for reviewing a potential transaction with MISCOR. Following this discussion, the IES board of directors authorized Mr. Lindstrom and John E. Welsh III, an independent member of the IES board of directors, to continue discussions with MISCOR to ascertain whether it was an appropriate time to consider a potential transaction and whether such a transaction could potentially be structured so as to be mutually beneficial to IES and its stockholders, on the one hand, and MISCOR and its shareholders, on the other hand. The IES board of directors also determined that, in light of Mr. Lindstrom's employment with Tontine and its ownership interest in both IES and MISCOR, a lead director should be appointed to lead future board meetings concerning the potential transaction. Mr. Welsh was then appointed to serve as lead director.

On or about July 29, 2011, Mr. Lindstrom, on behalf of IES, and Mr. Martell, on behalf of MISCOR, spoke by telephone and informally discussed IES' potential interest in acquiring MISCOR at an enterprise value of approximately \$16 million, which would yield approximately \$0.50 per share of MISCOR common stock. On July 30, 2011, Mr. Martell consulted with representatives of Western Reserve regarding a market valuation of MISCOR. That same day, the MISCOR board of directors conducted a special meeting by telephone to inform the MISCOR board of directors about and discuss preliminarily IES' expression of interest. After reviewing IES' proposed terms and Western Reserve's advice, the MISCOR board of directors authorized Mr. Martell to continue preliminary discussions with IES.

During August 2011, IES conducted further diligence on the potential transaction and prepared a preliminary financial analysis of the transaction, which supported a MISCOR enterprise value range of \$16 million to \$17.2 million, or \$0.50 to \$0.60 per share of MISCOR common stock.

On September 2, 2011, the IES board of directors held a special telephonic board meeting, with representatives of IES management in attendance, to review a draft of and to discuss certain matters related to a non-binding indication of interest (the Initial Indication of Interest), in which IES would propose to acquire MISCOR for an enterprise value of \$16 million to \$17.2 million, or \$0.50 to \$0.60 per share. Based on the financial analysis prepared by IES management, internal management projections, introductory discussions on July 14, 2011, MISCOR's publicly available information and the information presented at the board's July 27, 2011 meeting, the IES board of directors, with Mr. Lindstrom abstaining, approved the proposed transaction consideration set forth in the Initial Indication of Interest and authorized IES management to deliver the Initial Indication of Interest to the MISCOR board of directors.

On September 6, 2011, Mr. Fiedler, on behalf of IES, sent the Initial Indication of Interest to Michael Moore, Chief Executive Officer of MISCOR, and the MISCOR board of directors, as directed by the IES board of directors on September 2, 2011. Pursuant to the Initial Indication of Interest, IES proposed a business combination of IES and MISCOR with an aggregate equity value of \$5.9 million to \$7.1 million, or \$0.50 to \$0.60 per share (based upon 11,785,826 shares of MISCOR common stock then-issued and outstanding), and assuming debt outstanding of not more than \$10.1 million, which implied a total enterprise value of \$16 million to \$17.2 million. At the midpoint of the range, the offer represented a 104% premium to MISCOR's then-current stock price of \$0.27 per share. IES proposed that the transaction be effected by a merger of a newly-created subsidiary of IES with MISCOR, with the surviving entity being a wholly-owned subsidiary of IES. IES also proposed that the merger consideration be paid in shares of IES common stock; however, it was noted that the IES board of directors was open to discussing adding a cash component to the merger consideration if it was of interest to the MISCOR board of directors.

On September 12, 2011, the MISCOR board of directors held a special telephonic meeting to review the Initial Indication of Interest. Following a discussion of the Initial Indication of Interest, the potential transaction with IES and the prospects for MISCOR as a stand-alone business, the MISCOR board of directors concluded that the offer should be declined, believing additional shareholder value could be created as MISCOR continued to

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execute its growth initiatives and pay down outstanding debt. Shortly thereafter, Mr. Martell informed Mr. Lindstrom that the MISCOR board of directors had rejected the proposal set forth in the Initial Indication of Interest as not sufficiently compelling to proceed with a transaction, and the discussions between IES and MISCOR were terminated.

On October 3, 2011, upon his appointment as IES Chief Executive Officer and President (having served in such capacities on an interim basis since June 2011), Mr. Lindstrom terminated his employment with TA, an affiliate of Tontine.

Between October 2011 and December 2011, Mr. Martell and Mr. Lindstrom spoke occasionally to discuss their respective company's operations and financial performance. As a result of MISCOR's significant restructuring, changes in senior leadership and refocused strategic plan, the three months ended September 30, 2011, marked MISCOR's third consecutive quarter of profitability after nine consecutive quarters of operating losses.

As MISCOR's stock price and financial performance improved, IES management continued to evaluate the benefits and terms of a potential business combination with MISCOR. As a result of this evaluation, following the substantial completion by IES of its fiscal year end reporting and proxy process and the completion of MISCOR's debt refinancing, Mr. Lindstrom, on behalf of IES, called Mr. Martell on or about January 3, 2012, to express IES's renewed interest in exploring a potential business combination with MISCOR given IES's continued focus on acquisitions as a means to grow IES and continued belief that MISCOR represented an attractive acquisition candidate, particularly given the financial improvement and profitability reported in MISCOR's most recent quarterly report. Mr. Martell was receptive to reopening discussions regarding a potential transaction, and shortly thereafter, the companies again began to engage in discussions and exchange information under the Initial Confidentiality Agreement.

On February 8, 2012, IES retained Periculum Capital Company, LLC (Periculum), an independent third-party financial advisor and FINRA registered broker dealer, to provide financial analysis and advisory services with respect to a potential transaction between IES and MISCOR. As Periculum had recently been appointed as a refinancing advisor to IES in connection with an amendment to IES's revolving credit facility, and as such was already familiar with IES's operational and financial status and prospects, IES management believed that Periculum was well-positioned to advise IES with respect to a potential transaction with MISCOR.

On February 9, 2012, following a regularly scheduled meeting, the IES board of directors convened, with no members of IES management other than Mr. Lindstrom present, to discuss and consider additional information and financial analysis developed by IES management with respect to MISCOR and a potential business combination. During the meeting, the IES board of directors considered the perceived increase in MISCOR's value as a result of the improvements in MISCOR's financial performance and its decreased debt levels. In particular, the IES board of directors considered MISCOR's improved business results and the fact that MISCOR's debt had decreased by over \$1.1 million in the five months following IES's Initial Indication of Interest. Based on the information presented, the IES board of directors discussed and were informed that IES management intended to send MISCOR a second non-binding indication of interest with revised terms, including an increase in the offered consideration.

On February 28, 2012, Mr. Lindstrom, on behalf of IES, sent a second indication of interest (the Second Indication of Interest) to Mr. Martell. Pursuant to the Second Indication of Interest, IES proposed a transaction with an aggregate equity value of \$9.4 million to \$10.6 million, or \$0.80 to \$0.90 per share (based upon 11,785,826 shares of MISCOR common stock then-issued and outstanding), and assuming debt outstanding of not more than \$8.5 million, which implied a total enterprise value of \$17.9 million to \$19.1 million. At the midpoint of the range, the offer represented a 143% premium to MISCOR's then-current stock price of \$0.35 per share. IES proposed that the merger consideration be paid as a combination of shares of IES common stock and cash and, subject to certain tax considerations, anticipated offering each MISCOR shareholder the opportunity to elect the percentage of its consideration to be received in each form. IES also noted that, following the transaction, it anticipated using a

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combination of internal funds and new financing to pay off MISCOR's outstanding debt. In addition, IES requested that the parties enter into a 90-day exclusive-dealing arrangement to provide the time necessary to undertake due diligence and work toward a mutually acceptable definitive agreement.

Shortly thereafter, in early March 2012, Mr. Martell, on behalf of MISCOR, contacted Mr. Lindstrom to express interest in IES's revised offer and to schedule a meeting to discuss a possible transaction between the companies.

On March 13, 2012, Mr. Martell, Mr. Moore, Mr. Lindstrom, representatives of management of both MISCOR and IES, including Robert Lewey, IES's recently-appointed Chief Financial Officer, and representatives of Periculum and Western Reserve, financial advisors to IES and MISCOR, respectively, met at MISCOR's offices in Massillon, Ohio, to discuss their respective companies, their respective financial performance, possible synergies, the potential transaction and the proposal set forth in the Second Indication of Interest. The parties reviewed each of their financial statements and notes and also discussed customer needs, demands, and geography and the ability of the combination to allow for growth of the MISCOR products and services. During this visit, IES was also given the opportunity to tour MISCOR's facilities and learn more about its operations. Following the March 13, 2012 meeting, Mr. Lindstrom and representatives of MISCOR's management spoke by telephone on several occasions regarding additional information that IES would need to review in order to fully evaluate MISCOR and a possible transaction between the companies.

In late March 2012, IES retained Crowe Horwath LLP, a third-party accounting and consulting firm, to assist in due diligence related to accounting and financial analysis of MISCOR and the proposed transaction. Following the review of initial documents provided by MISCOR in response to IES's requests, on April 11, 2012, representatives of IES provided MISCOR with a formal due diligence request list and a preliminary timeline for a possible transaction. Soon thereafter, MISCOR began providing IES with the additional requested documentation and information, and IES management continued its diligence of MISCOR.

Shortly thereafter, on April 3, 2012, MISCOR executed an engagement letter with Western Reserve providing that Western Reserve would advise the MISCOR board of directors on the financial aspects of the potential transaction. Due to Western Reserve's involvement in the exploration of the transaction at an earlier date, MISCOR's directors felt the firm was well-suited to advising the company.

On May 3, 2012, Mr. Lindstrom and IES directors David Gendell and Donald Luke traveled to MISCOR's offices in Massillon, Ohio, where MISCOR's management presented an overview of MISCOR to Messrs. Luke and Gendell. In addition, the parties discussed the benefits of a potential business combination between IES and MISCOR, including potential sales synergies between MISCOR and IES's industrial division, potential cost savings from duplicative back office synergies and greater access to capital for MISCOR to make long-term investments in its business. Mr. Gendell, who was appointed to the IES board of directors on February 28, 2012, is an employee of Tontine and the brother of Jeffrey Gendell, the founder and managing member of Tontine, which owned approximately 56.7% of the outstanding common stock of IES and 49.9% of the outstanding common stock of MISCOR as of July 24, 2013.

On May 8, 2012, during a regularly scheduled meeting, the IES board of directors discussed matters related to management's due diligence findings to date. During the meeting, IES management also presented the IES board of directors with management's financial projections and valuation analyses, which were developed with assistance from Periculum and updated to reflect continued improvements in MISCOR's financial performance, and due diligence information and summary reports gathered by IES management. The financial analysis section of the board materials included income statement and cash flow projections as well as discounted cash flow, accretion and dilution, and premiums paid valuation analyses. After reviewing the revised financial analyses, and having the opportunity to ask questions of and engage in a discussion with management regarding the information provided, the IES board of directors discussed the proposed transaction structure and price and considered the merits of revising the non-binding offer made to MISCOR in the Second Indication of Interest. Based on the information gathered and reviewed to date, the IES board of directors determined that a third non-

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binding indication of interest, reflecting an enterprise value of \$18.2 million, or \$0.90 per share, should be sent to MISCOR (the Third Indication of Interest ). The IES board of directors also determined that pricing and structural terms would need to be established prior to conducting additional diligence.

Prior to adjournment of the meeting, the IES board of directors discussed potential governance measures related to the board's consideration of the proposed transaction, including, specifically, whether a special committee should be appointed to review all information regarding, and make a recommendation to the full board with respect to, the proposed transaction. After considering the facts and any conflicts that members of the IES board of directors might be perceived to have with respect to the proposed transaction, the IES board of directors determined to forego the formation of a special committee. In reaching its determination, the IES board of directors considered the following: Mr. Gendell's business and personal relationships with Tontine; Mr. Lindstrom's prior business relationship with Tontine; the fact that Mr. Gendell would not be present for or participate in any board discussions or negotiations regarding the proposed transaction; and the fact that Mr. Gendell and Mr. Lindstrom would each abstain from voting on matters related to the proposed transaction, each as described below.

In lieu of forming a special committee, each of Mr. Lindstrom, based on his prior employment with Tontine, and David Gendell, based on his current employment with Tontine and his familial relationship with Jeffrey Gendell, founder and managing member of Tontine, determined that he would abstain from voting on matters related to any proposed transaction with MISCOR. Notwithstanding that determination, the IES board of directors concluded that Mr. Lindstrom's prior business relationship with Tontine should not preclude him from participating in board discussions and, as IES Chief Executive Officer and President, negotiations with MISCOR regarding the proposed transaction. In making this determination, the IES board of directors considered the fact that, as of May 2012, Mr. Lindstrom had not been employed by Tontine for a period of seven months and maintained only insignificant holdings in Tontine's funds, which holdings Mr. Lindstrom subsequently liquidated in December 2012. However, in light of David Gendell's current business and familial relationships with Tontine, the IES board of directors determined that it would be best if he recused himself from future board discussions and deliberations involving MISCOR and the proposed transaction; provided that he would be permitted to attend, but would recuse himself immediately following, any presentations by IES management and outside advisors with respect to the proposed transaction.

In accordance with the corporate governance measures adopted by the IES board at its May 8, 2012 meeting, David Gendell played no role in negotiations between IES and MISCOR or deliberations of the IES board of directors regarding the transaction. His role on the board during discussions of the transaction was limited to being present during presentations of management. In addition, Mr. Gendell will not receive any direct benefit from the transaction. However, he may indirectly benefit from the transaction through his holdings in the Tontine funds that hold shares of common stock of IES and MISCOR.

From time to time during IES' evaluation of the potential business combination, certain members of IES' management team and board of directors spoke with David Gendell and Jeffrey Gendell, who, as the managing member of the Tontine funds, is deemed to be the beneficial owner of Tontine's holdings in IES and MISCOR, regarding the potential benefits to be derived from the proposed transaction and structural considerations of a potential transaction. Items discussed with Jeffrey Gendell include updates on the status of the transaction, the possibility of a voting agreement, as further described below, corporate governance procedures relating to the interests of minority shareholders in IES, such as the IES Minority Approval, and the forms of consideration to be offered in the transaction and the potential election of stock consideration by Tontine. During these discussions, all these parties (as well as MISCOR) supported IES' and MISCOR's separate efforts to conduct an independent evaluation of each other and the proposed transaction. All parties consistently expressed a view that any potential transaction should be in the best interests of each of the respective companies and their respective shareholders.

On May 9, 2012, Mr. Lindstrom, on behalf of IES, sent to Mr. Martell the Third Indication of Interest, reflecting IES' proposal to acquire MISCOR for \$0.90 per share, based, in part, on MISCOR's balance sheet as of March 31, 2012, and the projections provided to the IES board of directors on December 30, 2011. The offer represented a

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43% premium to MISCOR's then-current stock price of \$0.63 per share. Pursuant to the proposal, MISCOR's aggregate equity value and the amount of consideration per share of MISCOR common stock would be determined at the latest practicable time prior to the signing of a definitive agreement, and the merger consideration would be payable in cash, shares of IES common stock, or a mixture of both, at the election of each MISCOR shareholder, with no cap on the amount of cash payable in connection with the transaction. Pursuant to the Third Indication of Interest, IES' execution of a definitive transaction agreement would be conditioned on each of MISCOR's major shareholders, directors and executive officers, including Tontine, entering into voting agreements, pursuant to which such shareholders and insiders would agree to support the proposed transaction and vote their shares of MISCOR common stock in favor of the transaction at the MISCOR Meeting. The Third Indication of Interest also contained certain additional terms, including provisions related to confidentiality and exclusivity.

On May 9, 2012, MISCOR held its Annual Meeting, after which the MISCOR board of directors held a meeting to briefly discuss the IES proposal and the role of Western Reserve in assisting the MISCOR board of directors with evaluation of the proposal. Later that same day, Mr. Martell and Mr. Moore held a conference call with MISCOR's counsel and financial advisors to discuss IES' Third Indication of Interest. On May 10, 2012, the MISCOR board of directors conducted another telephonic board meeting to discuss and authorize Western Reserve to speak with Periculum regarding a possible counter-proposal with a valuation for MISCOR based on enterprise value rather than price per share. Thereafter, on May 10, 2012, in response to IES' Third Indication of Interest, Western Reserve, on behalf of MISCOR, contacted Periculum to relay that the MISCOR board of directors was seeking a total enterprise value of \$20.5 million, or \$1.10 per share.

The MISCOR board of directors preferred that the merger consideration be based upon a fixed enterprise value rather than a fixed price per share because MISCOR was in the process of gradually paying down debt. MISCOR proposed a formula that would fix the enterprise value of MISCOR, with any decrease in Net Debt benefiting the MISCOR shareholders by causing the merger consideration to increase dollar-for-dollar as the debt decreased, which IES management agreed would be in the interest of IES shareholders given the benefit of providing certainty around the enterprise value of MISCOR.

On May 11, 2012, on behalf of the IES board of directors, Periculum contacted Western Reserve to convey that the IES board of directors could not support a transaction at the price proposed by the MISCOR board of directors in its counteroffer of May 10, 2012, which represented a 75% premium to the then-current market value of MISCOR's common stock.

On May 15, 2012, the MISCOR board of directors held a special telephonic meeting to renew its discussions regarding the proposed transaction with IES. After discussions among the board members and consultation with Western Reserve, the MISCOR board of directors determined that an enterprise value of \$19.5 million represented a fair transaction price and, therefore, determined to instruct Western Reserve as to its revised counteroffer of approximately \$1.00 per share or \$19.5 million enterprise value. Following the meeting, Western Reserve, on behalf of MISCOR, advised IES that MISCOR had revised its counteroffer to an enterprise value of \$19.5 million, or approximately \$1.00 per share, which represented a 33% premium to the then-current market value of MISCOR's common stock.

On May 21, 2012, the MISCOR board of directors conducted a conference call with MISCOR's legal counsel, Tuesley Hall Konopa, which firm served as general business counsel for MISCOR, and Calfee Halter & Griswold LLP, which firm served as securities counsel for MISCOR, and MISCOR's financial advisor, Western Reserve, to discuss further the proposal set forth in IES' Third Indication of Interest. The conference call included a discussion about mitigating any risk presented by recent volatility in the MISCOR common stock price, the expectation being that an announcement would calm the trading volatility and allow the MISCOR common share price to settle on a more stable value. MISCOR decided to include in its proposal a request for a press release because there had been considerable trading in the MISCOR common stock, relative to typical market volumes and trading prices. After discussion with MISCOR's legal advisors, including Tuesley Hall Konopa and Calfee Halter & Griswold LLP, the MISCOR board of directors concluded to include a request for a press release in MISCOR's response to IES' Third Indication of Interest.



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On May 23, 2012, Western Reserve, on behalf of MISCOR, submitted to Periculum, on behalf of IES, a revised draft of IES Third Indication of Interest (the MISCOR Response ), reflecting the \$19.5 million enterprise value previously relayed to IES, with price-per-share to be calculated by subtracting MISCOR s projected total debt on the day of closing from the enterprise value and dividing the remainder by the total number of outstanding shares.

On May 24, 2012, Western Reserve and James Lewis, former MISCOR General Counsel and current partner with Tuesley Hall Konopa, legal advisor to MISCOR, participated in a conference call with Periculum and Andrews Kurth LLP, legal advisor to IES, to discuss the MISCOR Response and counterproposal. Specifically, the parties discussed both (a) how MISCOR would define enterprise value and Net Debt as referenced in its counter proposal, and (b) reasons behind MISCOR s request that the parties jointly issue a press release following the execution of the interim letter agreement, and IES suggested reasons not to issue a press release at that time. IES management was not comfortable announcing execution of the interim letter agreement due to the risk that a definitive merger agreement would not be executed due to issues that had not been resolved as well as uncertainty regarding potential issues that may arise in connection with the documentation of a definitive merger agreement.

On May 25, 2012, Mr. Martell, on behalf of MISCOR, and Mr. Lindstrom, on behalf of IES, together with their respective legal and financial advisors, participated in a conference call to discuss the MISCOR Response and various matters related thereto. Specifically, the parties discussed (a) whether Net Debt would need to be fixed as of the date of the interim letter agreement or could continue to float; (b) whether there would be voting agreements in place with Tontine and Mr. Martell; and (c) whether a press release was advisable in light of the volatility in MISCOR s stock price.

On May 30, 2012, the IES board of directors held a special telephonic meeting, with Periculum and Andrews Kurth in attendance, to review and discuss management s updated due diligence findings, the MISCOR Response, MISCOR s year-to-date performance, revised financial analyses, which were developed with assistance from Periculum, and the anticipated timeline of the proposed transaction with MISCOR. The financial analysis section of the board materials included income statement and cash flow projections as well as well discounted cash flow and accretion and dilution valuation analyses. During the meeting, the IES board of directors also continued its prior discussion of potential governance measures, such as the formation of a special committee, to be taken in connection with the proposed transaction. The board of directors affirmed the decisions made during the May 8, 2012 board meeting regarding the roles of Messrs. Lindstrom and Gendell and the formation of a special committee. Following this discussion, and in accordance with this decision, Mr. Gendell recused himself from the meeting to allow the board to continue its discussion regarding the proposed transaction. Thereafter, in light of the MISCOR Response, and after reviewing management s and Periculum s revised financial analyses, and having the opportunity to ask questions of and engage in a discussion with management and Periculum regarding their updated analyses, the IES board of directors discussed revising the Third Indication of Interest to increase its proposed consideration for MISCOR. Based on the information gathered and reviewed to date, the IES board of directors, with Messrs. Lindstrom and Gendell abstaining (the members of the IES board of directors, other than Messrs. Lindstrom and Gendell, being referred to herein as the disinterested members ), determined that a revised Third Indication of Interest (the Revised Third Indication of Interest ) should be sent to MISCOR proposing an enterprise value of \$19.5 million based on their view that MISCOR s counteroffer of this amount fell within IES valuation range for MISCOR. Prior to concluding the meeting, the IES board of directors discussed the importance of obtaining a fairness opinion and the process of selecting a fairness opinion provider. After discussion, the IES board of directors, with Messrs. Lindstrom and Gendell abstaining, authorized IES management to engage Houlihan Lokey, Inc. ( Houlihan ), an independent third-party financial advisor, to prepare and provide the IES board of directors an opinion as to the fairness to IES and its stockholders of the consideration to be paid to MISCOR shareholders in the proposed transaction.

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On May 30, 2012, Mr. Lindstrom, on behalf of IES, sent the Revised Third Indication of Interest to Mr. Martell, pursuant to which IES proposed to proceed with discussions based on a total enterprise value of \$19.5 million, or approximately \$1.00 per share, which represented an 11% premium to MISCOR's then-current stock price of \$0.90 per share. All other material terms of the Third Indication of Interest remained unchanged.

On May 31, 2012, the MISCOR board of directors held a special meeting, including counsel and financial advisors, to discuss and consider the Revised Third Indication of Interest. During this meeting, the law firm of Tuesley Hall Konopa advised the MISCOR board of directors on its fiduciary duties with respect to shareholders, employees, customers, and other stakeholders in the company when evaluating a potential sale of the business under Indiana law. Under Indiana law, a director may, in considering the best interests of the corporation, consider the effects of any action on shareholders, employees, suppliers, and customers of the corporation, and communities in which officers or other facilities of the corporation are located, and any other factors the director considers pertinent. The MISCOR board of directors evaluated the Revised Third Indication of Interest and voted to approve its execution and moving forward with due diligence.

On June 4, 2012, Andrews Kurth, at the request and on behalf of IES, sent Tuesley Hall Konopa a first draft of a definitive merger agreement reflecting the proposed merger of MISCOR with and into a to-be-formed subsidiary of IES, with the subsidiary surviving the merger as a wholly-owned subsidiary of IES.

On June 5, 2012, Western Reserve, on behalf of MISCOR, sent to IES and Periculum a formal due diligence request outlining certain information that MISCOR would need to review in order to conduct appropriate due diligence on IES.

On June 7, 2012, Mr. Martell and Mr. Moore, along with Marc Valentin, MISCOR's Chief Accounting Officer, and James DePew, MISCOR's Corporate Secretary and Director of Quality and H.S.E., met with Mr. Lindstrom and certain members of IES management at IES's office in Houston, Texas, to conduct diligence on IES and discuss the proposed transaction and the benefits of a potential combination. IES management gave an overview of IES's organization, financial performance, and corporate strategy. IES management described each of IES's business units, introduced the senior leadership team of IES's Commercial and Industrial businesses to the MISCOR representatives and discussed potential synergies. In response to questions from MISCOR's representatives, the group discussed IES's organizational structure and management philosophy.

On June 14, 2012, IES retained Houlihan to prepare and provide the IES board of directors an opinion as to the fairness to IES and its stockholders of the consideration to be paid to MISCOR shareholders in the proposed transaction. Also on June 14, 2012, the MISCOR board of directors reviewed and suggested changes to a draft revision of the merger agreement through a series of emails.

On June 19, 2012, the MISCOR board of directors reviewed and approved a revised draft of the merger agreement, which Tuesley Hall Konopa, on behalf of MISCOR, sent to Andrews Kurth, on behalf of IES.

On June 27, 2012, representatives of Andrews Kurth sent to representatives of Tuesley Hall Konopa a third draft of the merger agreement. This version did not include a definite price per share but instead included a placeholder, pending agreement as to projected debt at closing. It included a collar for the exchange ratio, set 20% above and below the volume-weighted average of IES's market price to protect shareholders from volatility in the stock price. It also had a non-solicitation (no-shop clause) and a flat termination fee of \$975,000. At this stage, other less material terms were also being modified and discussed, such as the list of knowledge persons, how material adverse effect would be defined, limits on conduct of business pending closing, and covenants regarding protections for current MISCOR employees.

On June 29, 2012, MISCOR retained Ulmer & Berne LLP ( Ulmer & Berne ) to advise the company on federal securities law requirements.

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On July 5, 2012, representatives of Tuesley Hall Konopa sent to representatives of Andrews Kurth a fourth draft of the merger agreement. This version inserted a definite price of \$1.12 per share, modified the non-solicitation paragraph to allow other discussions with third parties who may make unsolicited inquiries, and reduced termination fees to \$360,000 plus a \$240,000 additional fee if MISCOR consummated a merger transaction with a third party under certain circumstances. Less material terms were also modified.

On July 11, 2012, representatives of Andrews Kurth sent to representatives of Tuesley Hall Konopa a fifth draft of the merger agreement including price-per-share of \$1.04, tightened the non-solicitation provision, and reverted back to the \$975,000 termination fee reflecting IES view of comparable termination fees based on other transactions with similar enterprise values, along with a shorter list of less material changes.

On July 17, 2012, representatives of Tuesley Hall Konopa sent to representatives of Andrews Kurth a sixth draft of the merger agreement that included a price-per-share of \$1.12, a two-tiered termination fee of \$360,000 or \$600,000, depending upon the circumstances of termination, which reflected MISCOR's view that fees should reflect those in comparable transactions with similar equity values, and certain shareholder protections that the parties agreed to include such as a 30-day Go Shop clause and a Majority of the Minority clause.

On July 19, 2012, representatives of IES and MISCOR, along with representatives from Andrews Kurth, Tuesley Hall Konopa, Western Reserve and Periculum, participated in a conference call to discuss certain material unresolved terms of the merger agreement, including the structure of the consideration to be paid to MISCOR shareholders and the amount of termination fees. However, ultimately, the call concluded without any agreement or any further terms of a potential combination due to lack of agreement on the amount of the termination fee and the structure and amount of the consideration for the transaction.

MISCOR sought a termination fee that was in the market range for similar deals so that the amount of the fee would not unreasonably inhibit potential suitors after the merger agreement was signed and announced. Based on the advice of Tuesley Hall Konopa and Western Reserve, the MISCOR board of directors requested a termination fee equal to 2-4% of the equity component of the consideration, valued at approximately \$13.2 million, yielding a termination fee in the range of \$264,000 to \$528,000. IES sought a termination fee that was in the market range for similar deals so that the amount of the fee would allow IES to recoup some of its deal-related expenses, which, including legal, accounting and banking fees, were projected to approach \$1 million. Based on the advice of Periculum and Andrews Kurth, the IES board of directors requested a termination fee of approximately 5% of the total consideration of \$19.5 million, yielding a termination fee of approximately \$975,000.

MISCOR sought a total consideration amount that represented a reasonable premium to the market price. On July 19, 2012, MISCOR's share price opened at \$1.00 and closed that day at \$1.01 on volume of 21,000 shares. Considering the fact that MISCOR's stock price had hovered at or around \$1.00 since the middle of May 2012, MISCOR took the position that \$1.12 per share represented a reasonable 12% premium to that market price. With respect to the structure of the consideration, based on the recommendation of Tuesley Hall Konopa, the MISCOR board believed that a 20-25% collar on the exchange ratio was essential to protect against the upward fluctuation in IES's share price, which, at the time, the MISCOR board believed was likely to rise considerably from its then-current price of \$2.81. IES sought a total consideration based on 60- or 90-day trading averages and believed that its \$1.04 offer was a considerable premium to those averages. IES did not believe that a collar on the exchange ratio was necessary because the exchange ratio was based on a 60-day volume-weighted average, not the price on a single day.

At this point in the negotiations, the advisors on each side were instructed to resolve all of the legal and technical issues, leaving outstanding business matters, such as dollar amounts, for representatives from each company to handle in end-stage negotiations.

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On July 21, 2012, the MISCOR board of directors conducted a telephonic meeting, including counsel from Tuesley Hall Konopa and financial advisors from Western Reserve, to discuss and consider open issues with respect to the proposed merger agreement, including consideration, solicitation, structure of the majority-of-the-minority approval, and the termination fee. With respect to price-per-share, Western Reserve advised the MISCOR board of directors that a price of \$1.12 per share was the minimum price that would be fair and appropriate due to trading prices of MISCOR common stock since May 2012. By way of background, MISCOR's common stock experienced significant increases between May and July 2012. These increases commenced following MISCOR's issuance of its quarterly report on Form 10-Q on May 2, 2012. During May 2012, MISCOR's common stock price climbed from \$0.40 on May 1, 2012, to between \$0.50 to \$0.75 on May 2, 2012, and on May 16 and 17, the share price rose again to \$1.02. Between June 4, 2012 and July 21, 2012, MISCOR's common stock traded consistently between \$1.00 and \$1.04. Upon the advice of Western Reserve and Tuesley Hall Konopa, the MISCOR board of directors resolved to propose a final offer of \$1.12 per share with a 25% collar, a \$650,000 termination fee and other terms. In determining the final offer, the MISCOR board of directors considered enterprise value and EBITDA and the fact that the trading activity during June and July 2012 had hovered around \$1.00, as well as its financial advisor's advice.

On July 23, 2012, Mr. Lindstrom, on behalf of IES, called Mr. Moore to discuss the companies' impasse regarding the price per share to be paid to MISCOR shareholders and termination fees. Messrs. Lindstrom and Moore discussed the potential for increasing the price per share to \$1.12 but, in exchange, removing the collar from the share exchange ratio.

On July 26, 2012, Mr. Lindstrom and Mr. Martell discussed by telephone certain features of the current proposal. Also on July 26, 2012, members of the MISCOR board of directors exchanged e-mails on the merits of the latest proposal, especially the need for a collar with respect to the share exchange ratio, and issues regarding termination fee tiers.

On July 27, 2012, the IES board of directors, other than Mr. Gendell, held a special telephonic meeting during which it discussed certain matters related to the proposed transaction, including the draft merger agreement and a potential voting agreement between IES and Tontine, in which Tontine would commit to voting in favor of the transaction in order to ensure that IES and MISCOR would receive the stockholder approvals necessary to effect the transaction.

On July 27, 2012, MISCOR's stock price increased to \$1.80 per share and then declined to \$1.20 per share on total volume of 9,860 shares. The MISCOR board of directors conducted a meeting by conference call, including counsel from Tuesley Hall Konopa and advisors from Western Reserve. The MISCOR board of directors agreed that even though fairness of the transaction should be viewed with respect to 60- or 90-day trading averages, in light of the market moves it would be necessary to wait several days to observe where MISCOR's stock price settled. Following the MISCOR board meeting, Mr. Martell called Mr. Lindstrom and advised him that, in light of recent fluctuations in the market price of MISCOR common stock, the MISCOR board of directors believed it would be necessary to postpone further discussions for a few days while the market for MISCOR's stock stabilized. Mr. Lindstrom advised Mr. Martell due to the extended timeline of the acquisition process, substantial resources dedicated to the acquisition process and potential other investment opportunities for IES that the IES board of directors was prepared to terminate discussions unless MISCOR delivered a firm counter-offer before July 30, 2012.

On July 28, 2012, the MISCOR board of directors conducted another conference call, including counsel and financial advisors. After discussion of all open issues, the MISCOR board of directors agreed to extend a proposal to IES based on the terms approved by the MISCOR board of directors at the July 27, 2012 board meeting plus an additional requirement that IES agree to indemnify the MISCOR board of directors and MISCOR's executive officers regarding any challenge to the corporate action.

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On July 29, 2012, Western Reserve, on behalf of the MISCOR board of directors, contacted Periculum to relay the material terms of MISCOR's revised proposal, which included increasing the price per share to \$1.12 but, in exchange, removing the collar from the share exchange ratio. During the call, Western Reserve also informed Periculum that the MISCOR board of directors would require indemnification from IES in connection with the transaction.

On July 30, 2012, Mr. Lindstrom, Mr. Martell, and representatives of Andrews Kurth, Tuesley Hall Konopa, Periculum, and Western Reserve participated in a conference call. During the conference call, Andrews Kurth, on behalf of IES, informed MISCOR that IES would not agree to the requested indemnification because it would expose IES stockholders to additional risk and was not customary.

On July 31, 2012, the MISCOR board of directors conducted a special meeting by conference call, including counsel and financial advisors. Mr. Martell advised that MISCOR and IES were at an impasse, and while IES management was amenable to MISCOR's other proposed terms, it could not recommend to the IES board of directors acceptance of the MISCOR board of directors' request for indemnification. The MISCOR board of directors agreed to put the transaction on hold and move forward with filing MISCOR's quarterly report on Form 10-Q with the plan that, once the stock price settled down after release of the Form 10-Q, the MISCOR board of directors would revisit the willingness of MISCOR to proceed.

At the end of July 2012, IES management again considered the possibility of entering into voting agreements with IES's significant stockholders. After further consideration and discussion, IES management determined that such voting agreements would not be in the best interest of IES or its stockholders if they contained provisions relating to indemnification of the stockholders, which could expose IES's resources to additional risk.

In early August 2012, Western Reserve contacted Periculum regarding certain other strategic buyers that were, according to Western Reserve, interested in MISCOR. However, no particular details were provided, and after learning of the information, the IES board of directors determined not to make any changes to its most recent offer price of \$1.12 per MISCOR share.

On August 15, 2012, Mr. Lindstrom and Mr. Martell spoke by telephone. Mr. Lindstrom advised Mr. Martell that IES was preparing to send a letter terminating discussions with MISCOR regarding the proposed transaction. However, in hopes of reaching agreement on certain principal terms, Mr. Lindstrom requested that MISCOR provide a final revised draft of the merger agreement reflecting the minimum terms that MISCOR would be willing to accept.

On August 17, 2012, the MISCOR board of directors conducted a conference call, including counsel and financial advisors, to discuss the pricing of the deal and other terms. Thereafter, via conference call, Western Reserve, on behalf of MISCOR, communicated the terms of a revised offer to Periculum. At Periculum's request, on August 21, 2012, representatives of Tuesley Hall Konopa sent Andrews Kurth a revised draft of the merger agreement, which reflected a price per share of \$1.30, no collar on the exchange ratio, a 30-day go shop period, approval of a majority of the minority of MISCOR shareholders, and a three-tiered termination fee ranging from \$400,000 to \$800,000, depending on the reason for termination.

On August 22, 2012, following an informal review of and discussions by the IES board of directors, other than Mr. Gendell, regarding the terms of MISCOR's revised proposal, representatives of Andrews Kurth sent Tuesley Hall Konopa a revised draft of the merger agreement with a blank price term to represent continuing discussions regarding price, but otherwise accepting MISCOR's proposed changes, including the conditions that a majority of the minority stockholders of MISCOR and IES not vote against the merger agreement and the issuance of shares of IES common stock in the merger, respectively.

Later in the day on August 22, 2012, after having the opportunity to review IES's revised draft of the merger agreement, representatives of IES and MISCOR's respective management teams held a telephonic conference

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call to discuss MISCOR's interim performance and forecast for the remainder of 2012. During the call, Mr. Martell, on behalf of MISCOR, informed IES that the MISCOR board of directors would not be willing to accept any offer less than \$1.30 per share without a collar (which represented an 8% premium to the then-current market value of MISCOR's common stock of \$1.20) or \$1.25 per share with a collar (which represented a 4% premium to the then-current market value of MISCOR's common stock). Hours later, Mr. Lindstrom, on behalf of IES, sent a Notice of Termination of the Interim Letter Agreement to Mr. Martell via email terminating discussions between the parties due to MISCOR's increased consideration expectations and improving investment alternatives for IES.

Following termination of discussions between IES and MISCOR, the IES board of directors also determined that it would no longer require Houlihan Lokey's services with respect to the proposed fairness opinion. As such, IES and Houlihan terminated their engagement with respect to the MISCOR transaction shortly thereafter.

On August 29, 2012, at its regularly scheduled quarterly meeting, the MISCOR board of directors reviewed the termination of the IES transaction and considered whether to pursue other strategic alternatives. The MISCOR board also discussed whether it would be prudent to solicit other potential buyers or merger candidates, possibly through a formal marketing or auction process. The MISCOR board of directors, however, decided to focus instead on improving operating results.

From September through December 2012, Mr. Martell and Mr. Lindstrom spoke periodically by phone to discuss changes in the electrical industry and their respective companies. During one such call, on November 21, 2012, Mr. Martell suggested to Mr. Lindstrom that the MISCOR board of directors might be willing to restart negotiations based on a \$26 million enterprise value. However, Mr. Lindstrom elected not to formally respond to the offer based on his concerns that the requested consideration was not reflective of MISCOR's value.

On December 6, 2012, during a regularly scheduled meeting, the IES board of directors, other than Mr. Gendell, discussed MISCOR's interest in resuming discussions regarding a potential acquisition and Mr. Lindstrom provided an update to the board on his recent discussions with Mr. Martell regarding the same. After noting that discussions with MISCOR were preliminary, including the timing and pricing of a potential transaction, Mr. Lindstrom briefly reviewed MISCOR's recent operating performance with the board. Thereafter, Mr. Gendell joined the meeting, and as part of its regular strategic review, the IES board of directors discussed IES's overall acquisition strategy and reviewed a wide range of investment opportunities that had been evaluated during the previous three months by IES management but had not proceeded beyond the initial evaluation stage. The opportunities reviewed included 27 other private and public companies ranging in size from approximately \$2 million to \$350 million in revenues. The opportunities evaluated included companies both within the electrical industry and in other industries unrelated to IES's existing businesses. The board of directors also reviewed various acquisition sourcing tactics utilized by management.

On December 18, 2012, in pursuit of elevated corporate governance standards, the MISCOR board of directors conducted a special meeting to discuss potential protective measures to be taken by the MISCOR board of directors in connection with its consideration of a potential transaction with IES. Due to certain factors, including Tontine's common ownership of MISCOR and IES, Mr. Martell's significant ownership in MISCOR, and Mr. Moore's dual capacity as a director and Chief Executive Officer and President, the MISCOR board of directors decided to form a special committee (the Special Committee), consisting of the board's two independent directors, William J. Schmuhl, Jr. and Michael Topa, with Mr. Schmuhl as Chair, to evaluate strategic alternatives, including renewing discussions with IES. The Special Committee was granted the authority to negotiate the terms of the merger agreement, to recommend for or against MISCOR approving the merger agreement and entering into the merger, and to explore alternative transactions. The MISCOR board of directors formed the Special Committee to ensure the independent review of the merger agreement and the transactions related to the merger. Pursuant to the authority delegated to the Special Committee by the MISCOR board of directors, the Special Committee, in consultation with MISCOR's management and its financial and legal

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advisors, thereafter conducted MISCOR's negotiation of the merger agreement, on behalf of MISCOR, and oversaw MISCOR's due diligence and solicitation processes.

During December 2012, each of Mr. Martell and Mr. Lindstrom continued to evaluate the long-term value of a transaction between IES and MISCOR. On or around December 31, 2012, Mr. Lindstrom and Mr. Martell engaged in another discussion regarding a possible business combination between IES and MISCOR and affirmed each other's interest in continuing discussions without reference to the specific timing or pricing of a potential transaction.

On February 5, 2013, at a regularly scheduled meeting, the IES board of directors discussed as part of its regular strategic review a number of strategic options for growth for IES, including non-acquisition related strategies related to organic growth and opportunities to increase profitability at IES's three principal business segments and capital deployment through acquisitions as a general strategy, as well as investment criteria for potential acquisitions. In evaluating organic growth strategies, the IES board of directors discussed further developing capabilities concerning project execution, human capital investment, cost containment and recurring revenue. In evaluating potential acquisition candidates, IES management reiterated its criteria to the board of directors to invest in businesses with, among other characteristics: significant market share in niche industries and low technological and/or product obsolescence risk, proven management with a willingness to continue post acquisition, established market position and sustainable advantage, high returns on invested capital, and strong cash flow characteristics. Shortly thereafter, Messrs. Lindstrom and Martell spoke briefly about the possibility of resuming discussions on a potential transaction and again affirmed their mutual interest in continuing discussions, without reference to the specific timing or pricing of a potential transaction. Subsequently, on February 15, 2013, John Martell contacted Jeffrey Gendell to confirm that voting agreements would not be sought by either IES or MISCOR, and as such, indemnification would not be sought by Tontine in connection with a potential transaction involving the two companies. In the course of Mr. Martell's discussion with Jeffrey Gendell, he also confirmed Tontine's support for the companies pursuing a potential transaction.

On February 21, 2013, Mr. Schmuhl, in his capacity as Chair of the MISCOR Special Committee, sent Mr. Lindstrom an email to inform him of the formation of the MISCOR Special Committee to evaluate the potential transaction with IES and that Mr. Schmuhl was serving as Chair of the Special Committee. The email also indicated, among other things, that MISCOR would be willing to proceed with a business combination at an enterprise value of \$26 million, which, based on MISCOR's debt outstanding as of December 31, 2012 of \$7.2 million, represented an offer price per share of \$1.61, or a 24% premium to the then-current market value of MISCOR's common stock of \$1.30.

On the same date the email was sent, Mr. Lindstrom informed Mr. Schmuhl that he could not recommend to IES's board of directors a business combination with MISCOR at an enterprise value of \$26 million, particularly in view of MISCOR's recent financial performance against its budget. Mr. Lindstrom then informed Mr. Schmuhl that, based on his review of MISCOR's most recent financial and operational data, he was willing to consider recommending to the IES board of directors a transaction at an enterprise value in the range of \$23.5 million to \$24 million. The same day, after concluding the call with Mr. Lindstrom, Mr. Schmuhl sent an email to other members of the MISCOR board advising them of the key terms of the counterproposal extended by Mr. Lindstrom.

On February 24, 2013, the MISCOR board of directors met to discuss the recent proposal and counter-proposal between the Special Committee and Mr. Lindstrom.

On February 25, 2013, Mr. Lindstrom and Mr. Schmuhl spoke telephonically. During the call, Mr. Schmuhl expressed the MISCOR board of directors' willingness to consider a transaction with, among other things, an enterprise value of \$24 million and a 20% collar on the exchange ratio. Mr. Lindstrom conveyed his willingness to recommend a business combination at that value and on the terms discussed and committed to convene the IES board of directors for discussion. Thereafter, on February 25, 2013, Mr. Schmuhl, on behalf of the Special

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Committee, requested that Tuesley Hall Konopa begin preparing a revised draft of the merger agreement to reflect the terms of the tentative agreement. Ulmer & Berne continued to advise MISCOR on the requirements of the federal securities laws. Mr. Schmuhl also discussed the need for and preparation of a fairness opinion with MISCOR's financial advisors.

On February 28, 2013, in light of the time that had elapsed since termination of the companies' prior negotiations in August 2012, IES and MISCOR determined it was prudent to, and did, enter into a second confidentiality agreement, effective as of February 22, 2013, pursuant to which MISCOR began providing IES with the financial and operational information necessary to support its proposal. Also on February 28, 2013, Andrews Kurth and Tuesley Hall Konopa again began revising and exchanging drafts of the merger agreement, to reflect the revised transaction terms then under consideration by IES and MISCOR.

On March 1, 2013, Mr. Lindstrom convened a special meeting of the IES board of directors to discuss the revised terms of the proposed transaction and IES management's recommendation to proceed with transaction at an enterprise value of \$24 million and a price per share to be calculated subject to MISCOR's Net Debt. Assuming that MISCOR's anticipated Net Debt at closing of the transaction would be between \$6.5 million and \$5.5 million, the offer price per share would be between \$1.50 and \$1.58, which would represent a 13% to 20% premium to the then-current market value of MISCOR's common stock of \$1.32 per share. During the meeting, IES management presented to the IES board of directors the results of due diligence conducted since the resumption of discussions with MISCOR in February 2013 and the risks and benefits of the potential transaction.

The IES board of directors discussed the following key benefits of the potential transaction:

MISCOR's management, who had demonstrated a willingness to stay post-transaction;

the financial performance of MISCOR and the opportunity for further operational improvements;

favorable industry trends for MISCOR, including rail equipment investments, increased infrastructure spending and the growing market for outsourced industrial services;

the fact that the transaction provided an opportunity to diversify away from the cyclical construction environment by acquiring a business with recurring maintenance and repair work;

the fact that IES currently did not service, repair or manufacture electro-mechanical components and power assemblies that MISCOR offered;

IES' enhanced access to MISCOR's end markets, which include industrial, utility, energy and transportation industries;

potential electro-mechanical sales synergies with IES' industrial locations;

a favorable projected annual return on invested capital compared to alternative available investments;

the expectation that the transaction would be accretive to earnings per share for IES shareholders; and



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the expectation that the transaction would enhance future investment capacity by not only increasing debt capacity but also by preserving IES' capacity to issue shares of common stock in the future without limiting its ability to utilize its NOLs in that, due to the significant ownership of MISCOR by an affiliate of IES, IES' issuance of common stock to fund the MISCOR acquisition is not expected to trigger an ownership change under applicable tax law that could have the effect of limiting its NOLs.

Key risks of the potential transaction that were discussed by the IES board of directors at the meeting included MISCOR's customer concentration with Union Pacific, Inc. and CSX, Inc., the loss of either or both of which could have a material adverse effect on MISCOR, although the IES board of directors had no reason to believe that either customer would leave; the fact that MISCOR competes against large original equipment manufacturers in its rail services segment, many of which have longer operating histories, more customers, and greater financial, marketing, technical, and other competitive resources than MISCOR; and below average peer

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financial performance in MISCOR's industrial services segment, which raised concerns about MISCOR's ability to compete effectively in this segment. The IES board of directors also discussed risks and corporate governance related to Tontine's ownership interests in both companies.

During the meeting, management also provided the IES board of directors with an updated financial analysis of the transaction. The IES board of directors, other than Mr. Gendell, discussed the items presented and determined that management should continue discussions with MISCOR regarding a potential transaction. In addition, the board again discussed the importance and benefits of obtaining a fairness opinion in connection with the proposed transaction and reviewed with IES management several potential fairness opinion providers, including Stifel, an independent third-party financial advisor. With Messrs. Lindstrom and Gendell abstaining, the IES board of directors delegated to IES management the authority to engage one of the investment banks discussed to prepare a fairness opinion in connection with the proposed transaction. Based on the IES board of directors' directive, on March 7, 2013, IES management engaged Stifel, on behalf of the IES board of directors, to prepare the fairness opinion in connection with the proposed transaction. Stifel was selected because of its experience and reputation with transactions of this nature and transactions in MISCOR's industry more specifically. As directed by the IES board of directors, Stifel's engagement was limited to providing an opinion as to the fairness, from a financial point of view, to IES of the consideration to be paid to MISCOR shareholders in connection with the merger. The IES board of directors did not request that Stifel, and Stifel did not, explore alternatives to the merger, solicit the interest of any other parties in pursuing transactions with IES or consider the use of, or the impact of the merger on, IES' NOLs.

Between March 1, 2013 and March 11, 2013, IES continued to conduct due diligence with respect to MISCOR and the proposed transaction, with particular focus on updating its internal financial analyses to reflect MISCOR's latest interim financial information and revised forecasts. As part of these due diligence efforts, on March 6 and 7, 2013, members of IES management visited MISCOR's offices in Massillon, Ohio to discuss MISCOR's operating performance and to review the audit work papers prepared by BDO USA, LLP, MISCOR's independent registered public accounting firm. During this period, IES also began providing Stifel with the documentation and information necessary to prepare its opinion. In addition, IES and MISCOR, through their respective legal counsels, continued to negotiate and revise the merger agreement and participate in conference calls with members of each companies' respective management teams to gather additional information regarding MISCOR's business and operations.

On March 8, 2013, during its regularly scheduled quarterly meeting, the MISCOR board of directors discussed the most recent version of the merger agreement.

On March 11, 2013, the IES board of directors attended a special telephonic meeting to discuss the proposed MISCOR transaction, the material terms of which included a total transaction value of \$24 million and a price per share to be calculated subject to MISCOR's Net Debt. At the meeting, Stifel formally presented its opinion to the IES board of directors and members of IES management that as of such date, the merger consideration to be paid by IES to holders of MISCOR common stock in the merger, pursuant to the merger agreement, was fair, from a financial point of view, to IES. Following Stifel's presentation, the IES board of directors discussed and reviewed with Stifel the materials presented by Stifel and the financial analyses contained therein. Following a thorough evaluation of, and discussion with Stifel regarding, its opinion and the supplemental information provided, the IES board of directors, excluding Mr. Gendell (who excused himself from the meeting following Stifel's presentation), discussed the proposed transaction structure and price and considered the conclusions and assumptions set forth in Stifel's opinion. Based on the information reviewed and presented, the IES board of directors determined that a formal vote should be taken with respect to the proposed transaction. The IES board of directors, with Messrs. Lindstrom and Gendell abstaining, formally approved and recommended the merger agreement and the issuance of shares of IES common stock to MISCOR shareholders in connection with the proposed transaction in accordance with the formula set forth in the merger agreement.

On March 12, 2013, the MISCOR board of directors held a special telephonic meeting, including its legal advisors, Tuesley Hall Konopa and Ulmer & Berne, and financial advisor, Western Reserve. Western Reserve

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presented its opinion that the Cash Consideration to be received by the shareholders of MISCOR (other than IES and its affiliates, including Tontine) pursuant to the proposed merger agreement is fair, from a financial perspective. The MISCOR board of directors also discussed the benefits of the transaction, namely: (a) the expected synergy between the companies, given the common customer base and lack of direct competition between IES and MISCOR, (b) the expectation that MISCOR's power services and transformer businesses should grow given that IES has a significant customer base in those areas, (c) the enhanced ability to expand through acquisitions, given IES's resources, and (d) the decreased administrative expenses associated with not being a separate public reporting entity. The MISCOR board of directors also discussed that the Special Committee approved the transaction and recommended it for approval by the MISCOR board of directors.

Prior to the vote, Mr. Martell had informed the MISCOR board of directors that he would abstain from the board of directors' vote in light of his significant ownership interest in MISCOR. Mr. Martell held approximately 23.4% of the outstanding shares of MISCOR as of March 12, 2013. Mr. Martell's holdings were obtained in transactions exempt from registration under the Securities Act of 1933, and are not subject to registration rights. Accordingly, the merger consideration, in the form of stock and/or cash, presents a liquidity event of particular value to Mr. Martell. For this reason, Mr. Martell chose to abstain from the MISCOR board of directors vote on the merger.

After careful consideration, at a special meeting held on March 12, 2013, the voting members of the MISCOR board of directors, upon recommendation by the MISCOR Special Committee, unanimously determined that the merger agreement and the other transactions contemplated by the merger agreement were advisable and in the best interests of MISCOR and its shareholders and stakeholders, including employees, vendors and customers, approved the merger agreement, the merger and the transactions contemplated thereby and directed that the merger agreement be submitted for adoption by the MISCOR shareholders at the MISCOR Meeting.

On March 13, 2013, the parties signed the merger agreement, which reflected an enterprise value of approximately \$24 million and a price per share that was then-estimated to be in the range of \$1.48 to \$1.57 per share, or an 18% to 26% premium to the then-current market value of MISCOR's common stock of \$1.25, but that, pursuant to the merger agreement, would not be less than \$1.415 per share.

On March 13, 2013, following the issuance of a joint press release announcing IES' and MISCOR's execution of the merger agreement, MISCOR's Special Committee, along with MISCOR's management and counsel, participated in a conference call with Western Reserve regarding plans for their joint management of the go shop period. Following a joint effort by MISCOR and Western Reserve to identify parties, Western Reserve contacted 29 parties approved by the MISCOR board of directors to pursue solicitations of offers. On March 16, 2013, MISCOR's Special Committee met telephonically and agreed that, after their execution of a confidentiality agreement, interested parties would receive a process letter and certain non-public information before their submission of a company acquisition proposal. The Special Committee would then review any proposal or indication of interest and determine whether it was appropriate to provide additional due diligence information. IES would be given access to any additional diligence information that MISCOR provided to other prospective buyers. Four parties signed confidentiality agreements and received the initial due diligence package.

On March 27, 2013, MISCOR's Special Committee received from Western Reserve an indication of interest for the acquisition of MISCOR by a third party (the Third Party Indication). The Third Party Indication, which did not constitute an offer, proposed an enterprise value of \$27 million for MISCOR (which MISCOR understood to be subject to a net debt adjustment), but this valuation was highly contingent and subject to revision, depending on the results of the interested party's extensive due diligence, which, in addition to document review, was to include conference calls and on-site meetings with MISCOR management. On March 28, 2013, MISCOR's Special Committee consulted with members of management and counsel and evaluated the Third Party Indication. In accordance with the terms of the merger agreement, MISCOR's counsel also shared the Third Party Indication with counsel for IES. On March 29, 2013, MISCOR's Special Committee held a conference call with counsel to discuss strategy for responding to the Third Party Indication. The Special Committee agreed to provide equal access to due diligence materials to the interested party, with the exception that some materials in

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the data room would need to be removed or redacted in light of competitive concerns because, unlike with IES, the interested party was a direct competitor of MISCOR's Magnetech subsidiary. On April 8, 2013, the remaining interested party notified MISCOR through its financial advisor, Western Reserve, that it was not interested in further pursuing an acquisition of MISCOR, because of its determination that HKEC demonstrated the strongest financial performance of MISCOR's business segments and the fact that rail services were not core to the interested party's operations. On April 13, 2013, the go-shop solicitation period expired, without any competing offers being received by MISCOR.

On July 3, 2013, Mr. Lindstrom and Mr. Schmuhl spoke telephonically regarding a potential amendment to the merger agreement. Mr. Schmuhl notified Mr. Lindstrom that, based on recent downward pressure on the market price of IES common stock and in consideration of the Special Committee's desire to provide MISCOR shareholders who do not make a valid election to receive either Stock Consideration or Cash Consideration with greater certainty regarding the minimum value of the consideration to be received in the merger, the MISCOR Special Committee would be considering at a meeting later that day whether to start a dialogue with IES to provide some downside protection to shareholders with non-election shares. Mr. Schmuhl initially indicated that he thought this would require an amendment to the default provisions for shareholders that do not complete their election forms. At the end of the call, Mr. Schmuhl indicated that MISCOR may seek an amendment to the merger agreement to provide that any MISCOR shareholder who does not make a valid election with respect to all or any portion of such shareholder's shares will be deemed to have elected to receive Stock Consideration for such shares for which a valid election has not been made only in the event that the IES Common Stock Value is equal to or greater than \$4.024 (which is the bottom of the VWAP Collar). Mr. Lindstrom informed Mr. Schmuhl that IES would consider any amendment proposed by the MISCOR Special Committee. In light of timing considerations, Messrs. Lindstrom and Schmuhl also agreed to consider whether the merger agreement should be amended to extend the termination date beyond August 31, 2013.

On July 3, 2013, the MISCOR board of directors held a meeting, with representatives of Tuesley Hall Konopa and Ulmer & Berne present. Mr. Schmuhl began the meeting by reviewing his conversation with Mr. Lindstrom. The MISCOR board of directors then discussed the potential for downside risk due to the VWAP collar and considered amending the default election provisions to mitigate that risk. The MISCOR board of directors also discussed the Special Committee's authority. Following a motion, the MISCOR board of directors voted to affirm the Special Committee's authority to direct discussions with IES and to authorize the Special Committee to take any action necessary for an amendment to the merger agreement to provide some downside protection to shareholders who do not complete their election forms.

Later on July 3, 2013, the MISCOR Special Committee held a meeting and directed MISCOR's counsel, Ulmer & Berne, to discuss with counsel for IES, Andrews Kurth, an amendment to the merger agreement that addressed these issues. Between July 3 and July 8, 2013, counsel for MISCOR and IES shared draft language regarding the proposed amendment to the merger agreement, including the change in the deemed election provision and the extension of the termination date. On July 8, 2013, IES and MISCOR tentatively reached agreement as to the draft amendment, subject to review and approval by the MISCOR Special Committee and each company's board of directors. The draft amendment would extend the termination date to October 31, 2013 and provide that any MISCOR shareholder who did not make a valid election with respect to all or any portion of such shareholder's shares would be deemed to have elected to receive Stock Consideration for such shares for which a valid election had not been made only in the event that the IES Common Stock Value was equal to or greater than \$4.024.

On July 9, 2013, the MISCOR board of directors held a special telephonic meeting, including its legal advisors, Tuesley Hall Konopa and Ulmer & Berne, and its financial advisor, Western Reserve, to discuss the proposed amendment to the merger agreement. At the beginning of the meeting, Western Reserve provided assurances that the change to the merger agreement would not impact their opinion as to the fairness of the Minimum Cash Consideration, as of March 13, 2013. Following these assurances by Western Reserve, MISCOR's securities counsel, Ulmer & Berne reviewed the timeline expectations and the need for a later termination date. The board of directors then temporarily adjourned, while the Special Committee convened and discussed the

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recommendations of MISCOR's financial and legal advisors and unanimously decided to recommend the amendment to the merger agreement to the MISCOR board of directors.

Later on July 9, 2013, the MISCOR board of directors reconvened. At the beginning of the meeting, Mr. Schmuhl reported the Special Committee's unanimous recommendation that the MISCOR board of directors approve the amendment to the merger agreement, including an extension of the termination date to October 31, 2013, and a revision to the default provisions for MISCOR shareholders who do not complete their election forms. After careful consideration, the members of the MISCOR board of directors, upon recommendation by the Special Committee, determined that the amendment was advisable and in the best interests of MISCOR and its shareholders and stakeholders, including employees, vendors and customers, approved the amendment and directed that the merger agreement, as amended by the amendment, be submitted for adoption by the MISCOR shareholders at the MISCOR Meeting. Mr. Martell voted against the amendment to the merger agreement due to the extension of the termination date. Although Mr. Martell had abstained from voting for or against the merger agreement when it was presented to MISCOR's board of directors for approval in March 2013, Mr. Martell chose not to abstain but to vote against the proposed amendment. Mr. Martell explained that, while he supported the merger agreement and the proposed revision to the default election provisions, he felt strongly that the termination date should not be extended into October. Mr. Martell believed that an extension to September 30 would be more than adequate, and that additional delay would increase expense to the Company, continue distraction of management from operational issues, and pose unnecessary risk to completing the transaction.

Thereafter, on July 9, 2013, Mr. Lindstrom convened a special telephonic meeting of the IES board of directors, with representatives of Andrews Kurth and Stifel in attendance, to discuss the terms of, and IES management's recommendation to proceed with, the proposed amendment. After Stifel confirmed that the amendment would not result in the withdrawal of its opinion, the IES board of directors, excluding Mr. Gendell (who then excused himself from the meeting), discussed the proposed amendment and the potential impacts thereof. Based on these discussions and the assurances provided by Stifel, the IES board of directors, with Messrs. Lindstrom and Gendell abstaining, formally approved the amendment and directed that the merger agreement, as amended by the amendment, be submitted for adoption by the IES shareholders at the IES Meeting.

On July 10, 2013, the parties signed the First Amendment to Agreement and Plan of Merger.

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**Recommendation of the MISCOR Board of Directors and Its Reasons for the Merger**

On March 12, 2013, the MISCOR board of directors held a special telephonic meeting, including its legal advisors, Tuesley Hall Konopa and Ulmer & Berne, and financial advisor, Western Reserve. Western Reserve presented its opinion that the Cash Consideration to be received by the shareholders of MISCOR (other than IES and its affiliates, including Tontine) pursuant to the proposed merger agreement is fair, from a financial perspective. The MISCOR board of directors also discussed other benefits of the transaction, namely: (a) the expected synergy between the companies, given the common customer base and lack of direct competition between IES and MISCOR, (b) the expectation that MISCOR's power services and transformer businesses should grow given that IES has a significant customer base in those areas, (c) the enhanced ability to expand through acquisitions, given IES' resources, and (d) the decreased administrative expenses associated with not being a separate public reporting entity. The MISCOR board of directors also discussed that the Special Committee unanimously approved the transaction and recommended it for approval by the MISCOR board of directors.

Prior to the vote, Mr. Martell had informed the MISCOR board of directors that he would abstain from the board of directors' vote in light of his significant ownership interest in MISCOR. As of March 12, 2013, Mr. Martell held approximately 23.4% of the outstanding shares of MISCOR common stock. Mr. Martell's holdings were obtained in transactions exempt from registration from the Securities Act and are not subject to registration rights. Accordingly, the merger consideration, in the form of Stock Consideration and/or Cash Consideration, presents a liquidity event of particular value to Mr. Martell. For this reason, Mr. Martell chose to abstain from the vote on the merger.

After careful consideration, at a special meeting held on March 12, 2013, the voting members of the MISCOR board of directors, upon the unanimous recommendation by the MISCOR Special Committee, unanimously determined that the merger agreement and the other transactions contemplated by the merger agreement were advisable and in the best interests of MISCOR and its shareholders and stakeholders, including employees, vendors and customers, approved the merger agreement, the merger and the transactions contemplated thereby and directed that the merger agreement and the transactions contemplated thereby be submitted for adoption by the MISCOR shareholders at the MISCOR Meeting. The MISCOR board of directors recommends that MISCOR shareholders vote FOR adoption of the merger agreement.

The MISCOR board of directors believes this transaction to be substantively and procedurally fair to unaffiliated shareholders based on the following facts that its diligence revealed:

IES is a strategic buyer with growth potential;

the merger will allow the combined company to offer more products and services to IES' and MISCOR's existing customer base;

the merger will allow the combined company to serve customers in geographic areas where MISCOR does not currently have a presence;

the \$24 million Enterprise Value assigned to MISCOR reflects an EBITDA multiple of 5.7x (based on the last twelve months as of February 2013);

the MISCOR board of directors voted to approve the merger (with Mr. Martell abstaining);

the structure of the merger requires approval of the holders of a majority of the outstanding MISCOR common stock and satisfaction of the MISCOR Minority Approval condition; and

the merger represents a liquidity event for unaffiliated shareholders.

*Terms of the Merger Agreement and Merger Consideration*

In reaching its determination to approve and recommend the merger agreement for adoption by the MISCOR stockholders, the MISCOR Special Committee and board of directors consulted with management as well as Western Reserve, MISCOR's financial advisor, and MISCOR's legal counsel, Tuesley Hall Konopa and Ulmer

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& Berne. In view of the wide variety of factors considered in connection with the merger, the MISCOR board of directors did not consider it practicable to assign relative weights to the specific material factors it considered in reaching its decision. In addition, individual members of the MISCOR board of directors may have given different weight to different factors. The MISCOR board of directors considered this information and these factors as a whole and, overall, considered the relevant information and factors to be favorable to, and in support of its recommendation.

The MISCOR board of directors considered the following factors as generally supporting its decision to recommend that MISCOR stockholders approve the adoption of the merger agreement:

The Cash Consideration being paid to shareholders is based upon an assumed enterprise value, as defined in the merger agreement, of MISCOR of \$24 million, less Net Debt, which represents the average over the thirty-day period ending on the Merger Consideration Determination Date of the sum of MISCOR's funded debt and other debt, not including ordinary trade payables; divided by the number of shares of MISCOR common stock outstanding on the Merger Consideration Determination Date.

As of March 11, 2013, MISCOR's Net Debt (for the 30-day period ending on that date), was approximately \$7.2 million, and MISCOR estimated that its Net Debt as of the Merger Consideration Determination Date could range from \$6.5 million to \$5.5 million.

The terms of the merger agreement provide for a per share floor for the Cash Consideration of not less than \$1.415 per share.

The MISCOR board of directors did not specifically demand termination or walk-away rights in the event that IES's common stock was trading below the VWAP Collar. The MISCOR board of directors viewed the VWAP Collar as beneficial to those shareholders who would be considering whether to elect shares instead of cash, insofar as it reduced uncertainty as to the Exchange Ratio given the potential fluctuation in the market price of IES common stock between the election date and the closing date. From the MISCOR board of directors' perspective, even if the IES Common Stock Value later dropped below the VWAP Collar, the person electing shares would know in advance before making an election what the Exchange Ratio would be. A MISCOR shareholder desiring to avoid the risk of equity ownership was expected to elect to receive Cash Consideration.

The MISCOR board of directors did obtain termination rights in the event of (i) a material adverse effect on IES that IES is unable to cure within 20 days of MISCOR's written notice to IES of such material adverse effect, (ii) a failure to obtain the MISCOR Minority Approval or (iii) the lack of an effective Registration Statement by the termination date.

The merger agreement provides that up to 50% of the merger consideration may be paid in the form of cash.

Subject to the Maximum Cash Amount and provided no MISCOR shareholder (other than Tontine) becomes a 5% or more holder of IES common stock as a result of the merger, there is no cap on the number of shares of IES common stock to be received by MISCOR shareholders in the transaction (subject to fractional share provisions).

The transaction is expected to be treated as a tax-free reorganization under the Code.

The number of shares of IES common stock to be issued in the merger will be based, in part, on the volume-weighted average of the sale prices per share of IES common stock for the 60 consecutive trading days ending with the Merger Consideration Determination



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Date.

The MISCOR board of directors has received the opinion of Western Reserve to the effect that, as of the date of such opinion, the Minimum Cash Consideration of \$1.415 per share to be received by the holders of MISCOR common stock (other than IES and its affiliates (including Tontine)) in the merger is fair, from a financial point of view, to such holders.

IES will apply to list the shares of IES common stock to be issued to MISCOR shareholders as Stock Consideration in the merger on NASDAQ.

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Inclusion of a go shop clause providing MISCOR the right to solicit, initiate or encourage the submission of a company acquisition proposal and to participate in discussions or negotiations regarding the same for a period of 31 days after execution of the merger agreement (or until April 13, 2013).

IES agreed to comply with the obligations of MISCOR following the effective time of the merger to indemnify its directors and officers in effect immediately prior to the effective time. IES further agreed that the organizational documents of the surviving corporation shall contain provisions with respect to indemnification that are at least as favorable to the indemnified parties as those contained in the MISCOR charter documents, as in effect on the date of execution of the merger agreement, which provisions shall not, for a period of six years from the effective time of the merger, be amended, repealed, or otherwise modified in a manner that would adversely affect the rights thereunder of individuals who, immediately prior to the effective time, were directors, officers, employees, or agents of MISCOR. Furthermore, the surviving corporation shall maintain MISCOR's officers' and directors' liability insurance policies and fiduciary insurance policies in effect on March 13, 2013.

The absence of any material adverse effect and certain other changes at IES since September 30, 2012.

The merger agreement provides for standard closing conditions, and aside from stockholder approval and filings with the SEC, it did not appear to contain any conditions to the closing of the merger that would be expected to result in a significant delay in completing the merger.

### ***Strategic and Other Considerations***

The other strategic alternatives reasonably available to shareholders, as considered by the MISCOR board, were (1) proceeding forward as a standalone public company, or (2) looking for another candidate to buy or merge with the corporation. The IES transaction was deemed more favorable to shareholders than either of these, for the following reasons.

If MISCOR would proceed forward as a standalone public company, it would continue to bear the considerable administrative (legal and accounting) expense of being a small public company, which has limited the corporation's profitability particularly since it reduced its scale by divesting several subsidiary companies in 2009 and 2010. MISCOR would also likely remain listed on the OTCQB, which limits investment and shareholder liquidity when compared with NASDAQ. As a smaller company, MISCOR's ability to grow through acquisitions would be extremely limited. For these reasons, the MISCOR board believed that a sale or merger would be in the best interests of shareholders.

MISCOR's board had consulted with Western Reserve, an investment bank that has significant familiarity with the company with experience going back to 2008. Through discussions with Western Reserve, MISCOR's board believed that the corporation would have greater value to a strategic buyer than to a financial buyer. Moreover, a strategic buyer would more likely retain the integrated combination of manufacturing and services businesses, which would be favored by other stakeholders including the corporation's employees.

Since 2008, MISCOR's board had participated in preliminary discussions with several possible strategic merger candidates. From this process, as well as through discussions with Western Reserve, MISCOR's board learned about which features of a potential merger candidate might best fit with the strengths of MISCOR's business. From its due diligence with respect to IES, MISCOR's board believed that IES would be a strategic fit providing potential for growth that MISCOR was not likely to find among other potential market candidates.

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In addition to the factors listed above, the MISCOR board of directors considered the following strategic and other factors:

The adequacy of the merger consideration and the other value provided to MISCOR shareholders, which the MISCOR board of directors viewed as favorable, including:

the fully-diluted share value provided by the \$1.415 Minimum Cash Consideration provides an approximate \$16.7 million transaction equity value, and

an EBITDA multiple of 5.7x based on a last twelve months (LTM) February 2013 EBITDA.

The importance of scale in the increasingly competitive market environments in which MISCOR operates, and the potential for the merger to enhance MISCOR's ability to compete effectively in those environments, including by accelerating sales force efficiency and effectiveness, realizing savings on raw materials costs, and reducing administrative costs. For example:

In the increasingly competitive market environments in which MISCOR operates, both with respect to its electric-equipment service business, and also its magnet and diesel-engine-component manufacturing businesses, larger organizations have certain advantages, particularly if they have a national footprint. In sales and marketing, national organizations can more quickly publicize and promote product and service developments, reducing the time from innovation to sale. Large organizations with similar operating segments—such as electrical service, a common denominator across MISCOR and IES—can realize savings on raw materials, such as copper wire, when purchased in bulk. And large organizations can achieve administrative efficiencies by spreading certain costs including legal, human resources, employee benefits and accounting expenses, across a larger organization.

With respect to its electric-equipment service business in particular, competitive pressure compelled MISCOR to increase its service center footprint to become a truly national provider. National service organizations appeal to national customers, who prefer to engage one national provider rather than multiple regional providers. MISCOR's board believed that this would require adding at least four to six additional service centers. A merger with IES would facilitate such expansion, allowing for possible co-location in IES' current facilities where MISCOR does not currently have a service center nearby, such as Arizona, Colorado, Nebraska, North Carolina, Oregon, and Texas. IES, because of its size, also has better access to capital to facilitate any additional expansion. MISCOR's board did not see such expansion a realistic near-term option for organic growth or acquisition through MISCOR's standalone strategic plan, given MISCOR's limited capacity for capital investment.

The current and future landscape of the industries in which MISCOR and IES operate, and in light of the financial and competitive challenges facing these industries, the likelihood that the combined company would be better positioned to overcome these challenges if the expected strategic and financial benefits of the transaction were fully realized.

MISCOR's board of directors compared the execution risks and benefits of achieving MISCOR's standalone strategic plan with the risks and benefits of the merger. Based on the MISCOR board's evaluation of the uncertainties associated with MISCOR's standalone strategic plan, the MISCOR board of directors believes that the merger offers a unique and valuable opportunity to combine with a strategic partner that has relevant industry knowledge and connections, for example in the wind power arena, that create exiting opportunities for long-term value creation for MISCOR's shareholders.

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The MISCOR board of directors view that the merger agreement and the transaction contemplated by the merger agreement were more favorable to MISCOR's shareholders than the other strategic alternatives reasonably available to the MISCOR shareholders.

While MISCOR and IES share a similar customer base, the different geographic density of the MISCOR and IES customers combined with the strength of IES' customer base present potential

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growth opportunities for the combined corporation and for MISCOR's business following the merger. These synergies provide potential for MISCOR to market its technology and skill sets more effectively to a broader group of customers.

The MISCOR shareholders would own approximately 15.4% of the combined corporation (including the shares of IES common stock to be issued to Tontine in the merger, as reflected in the beneficial ownership table set forth in Comparative Market Price and Dividend Data Holders of IES Common Stock ), based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date, and assuming 15,105,846 shares of IES common stock outstanding immediately prior to the effective time of the merger. As a result, the MISCOR shareholders would benefit from the future performance of the combined corporation and the other strengths of the combined corporation.

The transaction provides a liquidity event opportunity for both the MISCOR shareholders electing to receive Cash Consideration as well as those that elect to receive Stock Consideration, due to the liquidity of IES common stock. The MISCOR board of directors also found it appealing that this transaction gives MISCOR shareholders the option to choose the opportunity to align themselves with a financially larger and stronger entity with the resulting greater opportunity for capital appreciation.

The MISCOR board of directors' discussions with Tuesley Hall Konopa and Ulmer & Berne regarding the terms and conditions of the merger agreement and the fiduciary duties of the MISCOR board of directors in considering the merger.

The extensive efforts by MISCOR and its financial and legal advisors to negotiate the financial and other terms and conditions of the merger agreement.

The financial and other terms and conditions of the merger agreement, as reviewed by the MISCOR board of directors, and the fact that such terms and conditions were the product of extensive negotiations between the parties.

The fact that the merger agreement permits MISCOR to terminate the agreement in the event that the MISCOR board of directors (or any committee thereof) makes a company adverse recommendation change or company acquisition proposal recommendation or MISCOR enters into a company acquisition agreement, subject to certain terms and conditions, including compliance with the non-solicitation provisions of the agreement following expiration of the go-shop period on April 13, 2013.

The fact that a vote of the MISCOR shareholders on the merger is required under Indiana law and that the MISCOR shareholders who do not vote in favor of the merger will have the right to dissent from the merger and to demand appraisal of the fair value of their shares under Indiana law.

The fact that IES common stock price had steadily risen from a 52-week low of \$2.57 per share in June 2012 to \$5.95 per share as of March 12, 2013.

At their option, MISCOR shareholders can elect to receive either the Cash Consideration, which will not be less than \$1.415 per share, the Stock Consideration, which will be calculated based on the Exchange Ratio, or a mix of the Cash Consideration and the Stock Consideration.

***Risks and Challenges of the Merger***

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The MISCOR board of directors also considered the following potential risks related to the merger with IES, but concluded that the anticipated benefits from the merger with IES were likely to outweigh these risks:

fluctuations in the amount of MISCOR's Net Debt and the value of IES common stock could reduce the merger consideration that MISCOR shareholders receive;

the cap on Cash Consideration may prevent MISCOR shareholders from receiving their preferred form of merger consideration;

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the election process requires MISCOR shareholders to tender their shares of MISCOR common stock, which will temporarily reduce the liquidity of their investment;

the conditions precedent to the merger make the extent of its benefits to MISCOR shareholders, and the date on which MISCOR shareholders will receive their merger consideration, uncertain;

MISCOR shareholders who receive shares of IES common stock as all or part of their merger consideration may have their rights as shareholders adversely affected by provisions of the DGCL and IES' certificate of incorporation and bylaws;

the merger agreement limits MISCOR's ability pursue alternative strategic transactions;

MISCOR will incur substantial transaction costs associated with the merger, even if the merger does not take place;

MISCOR's directors and executive officers have incentives related to the merger that may cause their interests to differ from those of MISCOR shareholders;

IES may not be able to integrate MISCOR's business as successfully as it expects or achieve the synergies and cost savings expected;

IES may not be able to retain MISCOR's key employees or replace them with equally qualified individuals;

the market's reaction to the merger could cause the price of IES common stock to decline, regardless of the results of IES' efforts to integrate MISCOR's business;

the price of IES common stock may fluctuate due to variables that either do not currently affect the price of MISCOR common stock or affect MISCOR common stock differently from IES common stock;

the fact that the cash portion of the merger consideration will be taxable for U.S. federal income tax purposes to those MISCOR shareholders who are U.S. persons and elect to receive any Cash Consideration; and

other matters described under "Risk Factors," beginning on page 30.

Although the preceding list of factors considered is not intended to be exhaustive, in the judgment of the MISCOR board of directors, the potential benefits of the merger outweigh the risks and the potential disadvantages. In view of the variety of factors considered in connection with its evaluation of the proposed merger and the terms of the merger agreement, the MISCOR board of directors did not quantify or assign relative weight to the factors considered in reaching its conclusion. Rather, the MISCOR board of directors views its recommendation as being based on the totality of the information presented to and considered by it. In addition, individual MISCOR directors may have given different weight to different factors.

The MISCOR board of directors is not aware of any firm offers made by a third party to acquire MISCOR during the past two years.

### **Recommendation of the IES Board of Directors and Its Reasons for the Merger**

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After careful consideration, at a special meeting held on March 11, 2013, the disinterested members of the IES board of directors unanimously determined that the merger agreement and the transactions contemplated by the merger agreement, including the issuance of shares of IES common stock in the merger, are advisable and in the best interests of IES and its stockholders and approved the merger and the merger agreement. The IES board of directors recommends that IES stockholders vote FOR the issuance of shares of IES common stock in the merger.



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***Terms of the Merger Agreement and Merger Consideration***

In reaching its decision to approve the merger agreement and recommending the issuance of shares of IES common stock in the merger, the disinterested members of the IES board of directors considered the following factors relating to the terms of the merger agreement:

the form of the merger consideration, which consists of a limited amount of cash and a limited aggregate number of shares of IES common stock and, therefore, permits IES to project its expected capital structure and indebtedness immediately following the merger;

the written opinion of Stifel to the IES board of directors, dated March 11, 2013, that, as of such date and based upon and subject to the assumptions, qualifications and limitations set forth in such opinion, the merger consideration to be paid by IES to the holders of MISCOR common stock was fair, from a financial point of view (the full text of Stifel's written opinion is set forth in Annex B to this joint proxy statement/prospectus and should be carefully read in its entirety in conjunction with the information contained in "Opinion of IES Financial Adviser"), as well as the financial analyses performed by Stifel in connection with its fairness opinion and reviewed with the IES board of directors;

the structure of the merger transaction, which is not taxable to IES or its stockholders;

the expectation that the merger will preserve, and accelerate the utilization of, IES' significant net operating loss tax carryforwards ("NOLs"), in that the issuance of the Stock Consideration in connection with the merger is not expected to cause a change of control of IES under Section 382 of the Code which, if it were to occur, would significantly limit IES' utilization of its NOLs;

the expected availability of financing from Wells Fargo, which provides IES the ability to borrow the funds necessary to pay the cash component of the merger consideration, repay outstanding MISCOR debt and pay expenses relating to the merger; and

the fact that, aside from stockholder approval and filings with the SEC, there did not appear to be any conditions to closing in the merger agreement that would be expected to result in a significant delay in completing the merger.

***Strategic and Other Considerations***

The IES board of directors believes that the transaction will deliver strategic and financial benefits to IES and will create long-term value for IES stockholders. In reaching this determination, the IES board of directors considered the following key factors related to the transaction:

***Improved Financial Profile***

The transaction will diversify IES' revenues and operating income, thereby reducing its exposure to the cyclical nature of the commercial and residential construction industries, in that:

IES currently does not service, repair or manufacture the electro-mechanical components and power assemblies that MISCOR offers,

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the transaction will increase IES' exposure to MISCOR's non-construction-related-end-markets, which include industrial, utility, energy and transportation industries,

the transaction will provide IES with exposure to a new customer base, including some of the leading Class I railroads, steel producers and chemical manufacturers in the United States, and

on a pro forma basis for the twelve months ended September 30, 2012, MISCOR would contribute to the combined company \$49.0 million of revenue, or 9.7% of combined revenue, and \$3.3 million of operating income, or 113.0% of combined operating income;

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The transaction is expected to be accretive to IES' earnings and operating cash flow per share, net of acquisition costs and without assuming cost savings or revenue synergies, based upon IES' financial projections and the structuring assumptions described in Notes 3 and 5 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 (which, with respect to Note 3, will not be definitively determined until the Merger Consideration Determination Date);

The transaction is expected to provide potential for enhanced future earnings and growth prospects when compared to IES' prospects as a smaller company on a stand-alone basis;

The transaction is expected to help improve IES' operating performance by increasing IES' scale, improving overall profitability and margins, and providing access to new end markets and customers; and

The transaction is expected to further progress IES towards its goal of generating above average returns on invested capital, in that, even without assuming cost savings or projecting revenue synergies, the valuation of MISCOR relative to its expected earnings and ongoing capital requirements generates an above average return on invested capital.

*Utilization of NOLs*

The transaction is expected to preserve, and accelerate the utilization of, IES' significant NOLs, as described above, which, with respect to federal NOLs, was approximately \$453 million at September 30, 2012.

*Execution of Acquisition Strategy*

The transaction is expected to improve IES' credit profile and overall access to capital, thereby expanding its future acquisition capabilities; and

The transaction will allow IES to grow strategically through acquisition, which the IES board of directors believes is advantageous relative to the challenges of sustainable, organic growth in IES' divisions that are exposed to construction cycles.

The IES board of directors also considered the following factors related to compatibility of IES' and MISCOR's respective businesses and assets:

the complementary nature of IES' and MISCOR's electrical businesses;

MISCOR's domestic and international geographic footprint and customer base, which has no major customer or competitive overlaps with that of IES;

MISCOR's strong historical reputation for service, repair and manufacturing of electro-mechanical components and power assemblies;

MISCOR's historical financial performance;

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MISCOR's favorable industry trends, including with respect to rail equipment investments, increased infrastructure spending, and the growing market for outsourced industrial services;

the opportunity to retain both MISCOR's proven management team, which is expected to continue to run and operate the business following completion of the merger, as well as substantially all of MISCOR's non-executive management employees, many of whom have skills and experience needed by IES and are expected to continue their employment with the combined company; and

IES and MISCOR's similar focus on accountability.

It is anticipated, based on current discussions between the companies, that all members of MISCOR's management team, including the executive officers of MISCOR, will continue with the surviving corporation following completion of the merger. While IES has not entered, and does not anticipate entering, into new

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employment agreements with any of MISCOR's executive officers, the surviving corporation will assume Mr. Moore's employment agreement following completion of the merger. After the merger, MISCOR's then-existing management team will be employed by the surviving corporation, which will be a wholly-owned subsidiary of IES. It is anticipated that Michael Moore and Marc Valentin, each of whom currently serves as an executive officer of MISCOR, will also serve as executive officers of Merger Sub, which we refer to as the surviving corporation, following completion of the merger.

In reaching its determination to approve the merger, the disinterested members of the IES board of directors also considered the following factors:

the expectation that IES would be the acquirer of MISCOR for generally accepted accounting purposes, and that IES's accounting policies would remain the same for the combined company;

IES's management team's successful track record of operating and improving standalone businesses;

the historical and current market prices of IES and MISCOR common stock, as well as the financial analyses and presentations prepared by Stifel;

although the number of shares of IES common stock to be issued in the merger may fluctuate until fifteen business days prior to the closing date and the aggregate value of the shares to be issued may fluctuate prior to closing as the result of fluctuations in the market price of IES common stock, ultimately, the maximum number of shares of IES common stock to be issued in the merger is fixed; and

the risks and investment returns associated with pursuing alternative acquisitions and potential uses of capital, including the following:

risks related to the probability and ability to close the acquisition;

the purchase price relative to IES's resources and relative to the valuation of the investment;

the IES board of directors' familiarity with the investment, its operations and end markets relative to businesses and industries with which the board was not as familiar;

IES's ability to issue shares of IES common stock to fund the investment without triggering a change of control under applicable tax law that could limit its NOLs, in contrast to the MISCOR merger, where the issuance of IES common stock is not expected to trigger such a change of control due to the significant ownership of MISCOR by an affiliate of IES, Tontine;

risks associated with expanding IES's existing operations into new end markets; and

lower investment returns associated with alternative investments.

*Risks of the Merger*

The disinterested members of the IES board of directors also considered the following potential risks related to the merger with MISCOR, but concluded that the anticipated benefits from the merger with MISCOR were likely to outweigh these risks:

the Exchange Ratio used to determine the number of shares of IES common stock into which each share of MISCOR common stock will be convertible will fluctuate due to fluctuations in the market value of IES common stock;

the issuance of shares of IES common stock to MISCOR shareholders in the merger will dilute the ownership interests of current IES stockholders;

any delay in completing the merger and integrating the businesses may reduce the benefits expected to be obtained by IES from the merger;

the merger may not be completed on a timely basis or at all, and failure to complete the merger could negatively impact IES stock price and the future business and financial results;

IES may experience difficulties in integrating MISCOR's business and could fail to realize potential benefits of the merger;

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failure to retain key employees of MISCOR could adversely affect IES following the merger;

IES and MISCOR will incur substantial costs in connection with the merger, which will be incurred regardless of whether the merger is consummated;

the price of IES common stock will continue to fluctuate after the merger and may be affected differently from the separate factors that currently affect the prices of IES common stock and MISCOR common stock; and

the market value of IES common stock could decline if large amounts of IES common stock are sold following the merger.

In addition, the disinterested members of the IES board of directors considered potential risks related to MISCOR's business, including customer concentration, competition with original equipment manufacturers in MISCOR's rail services segment, and below average peer financial performance in MISCOR's industrial services segment. The disinterested members of the IES board also considered corporate governance related to Tontine's ownership interest in both companies.

The preceding risks and factors considered is not intended to be exhaustive. After due consideration of the potential benefits and risks and other information, the disinterested members of the IES board of directors determined, in their judgment, that the merger is in the best interests of IES and its stockholders. The disinterested members of the IES board of directors did not quantify or assign relative weight to the factors considered in reaching their conclusion but approved the merger based on the totality of the information they reviewed and considered. Individual directors may have given different weight to different factors.

**Certain Financial Projections Utilized by IES Board of Directors and IES Financial Advisors**

***Financial Projections Related to IES***

IES does not, as a matter of course, publicly disclose forecasts or internal projections as to future performance, earnings or other results due to the unpredictability of the underlying assumptions and estimates. In connection with the discussions regarding the proposed transactions, IES management prepared, however, certain unaudited financial projections regarding IES' forecasted operating results for fiscal years 2013 through 2017 (referred to in this joint proxy statement/prospectus as the "IES management case"). IES provided the IES management case to IES' board of directors, its financial advisors and MISCOR.

The inclusion of any financial projections or assumptions in this joint proxy statement/prospectus should not be regarded as an indication that IES or its board of directors considered, or now considers, these projections to be a reliable predictor of future results. You should not place undue reliance on the unaudited financial projections contained in this joint proxy statement/prospectus. Please read carefully "Important Information About the Unaudited Financial Projections" beginning on page 73.

IES uses a variety of financial measures that are not in accordance with GAAP, including EBITDA, as supplemental measures to evaluate its operational performance. While IES believes that these non-GAAP financial measures provide useful supplemental information, there are limitations associated with the use of these non-GAAP financial measures. These non-GAAP financial measures are not prepared in accordance with GAAP, are not reported by all of IES' competitors and may not be directly comparable to similarly titled measures of IES' competitors due to potential differences in the exact method of calculation.

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The following tables summarize the IES management case prepared by IES as described above, as used by IES board of directors for purposes of its consideration of the transactions and by Stifel for purposes of its financial analyses:

*IES Management Case (dollars in millions)*

	Year ended September 30, 2013	Year ended September 30, 2014	Year ended September 30, 2015	Year ended September 30, 2016	Year ended September 30, 2017
<b>Revenue</b>	\$ 498.8	\$ 525.5	\$ 565.3	\$ 587.9	\$ 611.4
<b>EBITDA<sup>(1)</sup></b>	\$ 9.4	\$ 11.1	\$ 15.9	\$ 16.5	\$ 17.1
<b>Net Income</b>	\$ 4.2	\$ 6.6	\$ 11.2	\$ 12.1	\$ 12.9

- (1) For purposes of the IES Management Case, EBITDA is defined as income (loss) from operations, plus depreciation expense, amortization expense and equity compensation expense. For the year ended September 30, 2013, EBITDA and Net Income also include the add back of the expense for the reserve related to the receivable from a former surety and any other non-recurring expenses, such as acquisition related expenses.

***Financial Projections Related to MISCOR***

In connection with the discussions regarding the proposed transactions, IES provided certain unaudited financial projections regarding MISCOR's forecasted operating results for fiscal years 2013 through 2017 (referred to in this joint proxy statement/prospectus as the MISCOR management case). IES provided the MISCOR case to IES board of directors and its financial advisors. In developing the MISCOR management case, IES management considered a number of factors, including forecasts provided by, and discussions with, MISCOR management, analysis of industry trends and peer performance outlook, and a desire to take a conservative view on future growth and profitability improvements. As a result, IES MISCOR management case may differ from the projections used by MISCOR's management, board of directors and financial advisors.

The following tables summarize the MISCOR case prepared by IES as described above, as used by IES board of directors for purposes of its consideration of the transactions and by Stifel for purposes of its financial analyses:

*MISCOR Management Case (dollars in millions)*

	Year ended December 31, 2012	Year ended December 31, 2013	Year ended December 31, 2014	Year ended December 31, 2015	Year ended December 31, 2016	Year ended December 31, 2017
<b>Revenue</b>	\$ 49.7	\$ 52.7	\$ 54.0	\$ 55.3	\$ 56.7	\$ 58.1
<b>EBITDA<sup>(1)</sup></b>	\$ 4.7	\$ 5.5	\$ 5.7	\$ 5.8	\$ 6.0	\$ 6.1
<b>Net Income</b>	\$ 4.2	\$ 3.1	\$ 3.5	\$ 3.7	\$ 3.6	\$ 3.4

- (1) For purposes of the MISCOR Management Case, EBITDA is defined as income (loss) from operations, plus depreciation expense and amortization expense.

**Certain Financial Projections Utilized by MISCOR's Board of Directors and MISCOR's Financial Advisors*****Financial Projections Related to MISCOR***

MISCOR does not, as a matter of course, publicly disclose forecasts or internal projections as to future performance, earnings or other results due to the unpredictability of the underlying assumptions and estimates. In connection with the discussions regarding the proposed transactions, MISCOR provided certain unaudited financial projections regarding MISCOR's forecasted operating results for fiscal years 2013 through 2017



(referred to in this joint proxy statement/prospectus as the MISCOR management forecast ). In developing the

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MISCOR management forecast, MISCOR management considered a number of factors, including analysis of industry trends and peer performance outlook. As a result, MISCOR's management forecast may differ from the projections used by IES' management, board of directors and financial advisors.

The inclusion of any financial projections or assumptions in this joint proxy statement/prospectus should not be regarded as an indication that MISCOR or its board of directors considered, or now considers, these projections to be a reliable predictor of future results. You should not place undue reliance on the unaudited financial projections contained in this joint proxy statement/prospectus. Please read carefully **Important Information About the Unaudited Financial Projections** beginning on page 73.

MISCOR uses a variety of financial measures that are not in accordance with GAAP, including EBITDA, as supplemental measures to evaluate its operational performance. While MISCOR believes that these non-GAAP financial measures provide useful supplemental information, there are limitations associated with the use of these non-GAAP financial measures. These non-GAAP financial measures are not prepared in accordance with GAAP, are not reported by all of MISCOR's competitors and may not be directly comparable to similarly titled measures of MISCOR's competitors due to potential differences in the exact method of calculation.

The following table was prepared by MISCOR management and provided to its financial advisors as well as to IES' management. Historical, audited financial statements through 2012, unaudited 2013 YTD financial statements, management's operating projections through 2015 and financial projections for fiscal years 2016 and 2017 were utilized and reviewed as the basis for the financial advisors' analysis. The forecast represents year-over-year performance for a five-year period, forecasting a 5% growth rate each year.

*MISCOR Management Forecast (dollars in thousands):*

	Year ended December 31, 2013	Year ended December 31, 2014	Year ended December 31, 2015	Year ended December 31, 2016	Year ended December 31, 2017
<b>Revenue</b>	\$ 52,675	\$ 59,425	\$ 63,719	\$ 66,905	\$ 70,250
<b>EBITDA<sup>(1)</sup></b>	\$ 6,643	\$ 9,337	\$ 10,824	\$ 11,700	\$ 12,636
<b>Net Income</b>	\$ 4,421	\$ 7,324	\$ 7,645	\$ 6,588	\$ 7,149
<b>Total Assets</b>	\$ 26,349	\$ 31,482	\$ 39,427	\$ 46,287	\$ 53,722
<b>Total Liabilities and Equity</b>	\$ 26,349	\$ 31,482	\$ 39,427	\$ 46,287	\$ 53,722

- (1) For purposes of the MISCOR Management Forecast, EBITDA is defined as income (loss) from operations, plus interest expense, depreciation and amortization expense and income tax expense.

**Important Information About the Unaudited Financial Projections**

While the unaudited financial projections summarized above in the sections titled **Certain Financial Projections Utilized by IES' Board of Directors and IES' Financial Advisors** beginning on page 71 and **Certain Financial Projections Utilized by MISCOR's Board of Directors and MISCOR's Financial Advisor** beginning on page 72 were prepared in good faith and based on information available at the time of preparation, no assurance can be made regarding future events. The estimates and assumptions underlying the unaudited financial projections involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions that may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among others, risks and uncertainties described under **Risk Factors** and **Cautionary Statements Regarding Forward-Looking Statements** beginning on pages 30 and 117 respectively, all of which are difficult to predict and many of which are beyond the control of IES and MISCOR, respectively, and will be beyond the control of the combined corporation. There can be no assurance that the underlying assumptions will prove to be accurate or that the projected results will be realized, and actual results will likely differ, and may differ materially, from those reflected in the unaudited financial projections, whether or not the transactions are completed. As a result, the unaudited financial projections cannot be considered a reliable predictor of future operating results, and this information should not be relied on as such.

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The unaudited financial projections were prepared solely for internal use by IES or MISCOR, as the case may be, and not with a view toward public disclosure or with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial data, published guidelines of the SEC regarding forward-looking statements and the use of non-GAAP measures or GAAP. In the view of IES management and MISCOR management, the respective forecasts prepared by them were prepared on a reasonable basis based on the best information available to IES management and MISCOR management, respectively, at the time of their preparation. The unaudited financial projections, however, are not fact and should not be relied upon as being necessarily indicative of future results, and readers of this joint proxy statement/prospectus are cautioned not to place undue reliance on this information. None of the unaudited financial projections reflect any impact of the transactions.

All of the unaudited financial projections summarized in this section were prepared by and are the responsibility of the management of IES or MISCOR, as the case may be. No independent registered public accounting firm has examined, compiled or otherwise performed any procedures with respect to the prospective financial information contained in these financial forecasts and, accordingly, no independent registered public accounting firm has expressed any opinion or given any other form of assurance with respect thereto and no independent registered public accounting firm assumes any responsibility for the prospective financial information. The reports of the independent registered public accounting firms included in this joint proxy statement/prospectus relate to the historical financial information of IES and MISCOR, respectively. Such reports do not extend to the unaudited financial projections and should not be read to do so.

By including in this joint proxy statement/prospectus a summary of certain of the unaudited financial projections regarding the operating results of IES and MISCOR, neither IES, MISCOR nor any of their respective representatives has made or makes any representation to any person regarding the ultimate performance of IES or MISCOR compared to the information contained in the financial projections. The unaudited financial projections cover multiple years and such information by its nature becomes less predictive with each succeeding year. Neither IES, MISCOR nor, following completion of the transactions, the combined company undertakes any obligation, except as required by law, to update or otherwise revise the unaudited financial projections contained in this joint proxy statement/prospectus to reflect circumstances existing since their preparation or to reflect the occurrence of unanticipated events or to reflect changes in general economic or industry conditions, even in the event that any or all of the underlying assumptions are shown to be in error.

**Opinion of IES Financial Adviser**

IES has engaged Stifel to provide a fairness opinion in connection with the merger. In connection with this engagement, the IES board of directors requested that Stifel evaluate the fairness, as of the date of such opinion, from a financial point of view, to IES, of the merger consideration to be paid by IES to holders of MISCOR common stock in the merger pursuant to the merger agreement. On March 11, 2013, at a meeting of the IES board of directors held to evaluate the merger, Stifel rendered to the board an oral opinion, confirmed by delivery of a written opinion dated March 11, 2013, to the effect that, as of such date and based on and subject to the matters described in its opinion, the aggregate merger consideration to be paid by IES to the holders of MISCOR common stock in the merger was fair to IES, from a financial point of view.

The full text of Stifel's written opinion, dated March 11, 2013, which describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference in its entirety. **Stifel's opinion was provided for the information of, and directed to, the IES board of directors for its information and assistance in connection with its consideration of the financial terms of the merger. Stifel's opinion does not constitute a recommendation to the IES board of directors as to how the board of directors should vote on the merger or to any holder of IES or MISCOR common stock as to how any such holder should vote at**

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any stockholders' meeting at which the merger is considered, or whether or not any stockholder of IES should enter into a voting, stockholders', or affiliates' agreement with respect to the merger, or exercise any dissenters' or appraisal rights that may be available to such stockholder or whether or to what extent a shareholder of MISCOR should elect to receive Cash Consideration or Stock Consideration. In addition, Stifel's opinion does not compare the relative merits of the merger with any other alternative transactions or business strategies which may have been available to IES and does not address the underlying business decision of the IES board of directors or IES to proceed with or effect the merger. Stifel was not requested to, and did not, explore alternatives to the merger or solicit the interest of any other parties in pursuing transactions with IES. This summary of Stifel's opinion is qualified in its entirety by reference to the full text of its opinion.

In connection with its opinion, Stifel, among other things:

discussed the merger and related matters with IES' counsel and reviewed a draft copy of the merger agreement dated March 8, 2013;

reviewed the audited consolidated financial statements of MISCOR contained in its Annual Reports on Form 10-K for the three years ended December 31, 2012, with 2012 being in draft form, and unaudited consolidated financial statements of MISCOR contained in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012;

reviewed the audited consolidated financial statements of IES contained in its Annual Reports on Form 10-K for the three years ended September 30, 2012 and the unaudited consolidated financial statements of IES contained in its Quarterly Report on Form 10-Q for the quarter ended December 31, 2012;

reviewed and discussed with IES' management certain other publicly available information concerning IES and MISCOR;

reviewed certain non-public information concerning IES, including internal financial analyses and forecasts prepared by its management and held discussions with IES' senior management, including with respect to estimates of certain cost savings, operating synergies, merger charges, the pro forma financial impact of the merger on IES and recent developments;

reviewed certain non-public information concerning MISCOR, including internal financial analyses and forecasts prepared by its management and held discussion with MISCOR's senior management regarding recent developments;

reviewed and analyzed certain publicly available information concerning the terms of selected merger and acquisition transactions that Stifel considered relevant to its analysis;

reviewed and analyzed certain publicly available financial and stock market data relating to selected public companies that Stifel deemed relevant to its analysis;

reviewed the reported prices and trading activity of the equity securities of each of MISCOR and IES;

conducted such other financial studies, analyses and investigations and considered such other information as Stifel deemed necessary or appropriate for purposes of its opinion; and

took into account Stifel's assessment of general economic, market and financial conditions and its experience in other transactions, as well as its experience in securities valuations and its knowledge of MISCOR's and IES' industries generally.

In connection with its review, Stifel relied upon and assumed, without independent verification, the accuracy and completeness of all of the financial and other information that was provided to Stifel by or on behalf of MISCOR or IES, or that was otherwise reviewed by Stifel, and did not assume any responsibility for independently verifying any of such information. With respect to the financial forecasts supplied to Stifel by MISCOR and IES

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(including, without limitation, potential cost savings and operating synergies realized by a potential acquirer and MISCOR's projected Net Debt), Stifel assumed, at the direction of MISCOR, that such financial forecasts were reasonably prepared on the basis reflecting the best currently available estimates and judgments of the management of MISCOR and IES, as applicable, as to the future operating and financial performance of MISCOR and IES, as applicable, and that they provided a reasonable basis upon which Stifel could form its opinion. Stifel relied on this projected information without independent verification or analyses and did not in any respect assume any responsibility for the accuracy or completeness thereof.

Stifel also assumed that there were no material changes in the assets, liabilities, financial condition, results of operations, business or prospects of either MISCOR or IES, or the number of shares of MISCOR common stock on a fully diluted basis, in each case since the date of the last financial statements of each company made available to Stifel. Stifel also assumed, without independent verification and with the consent of the IES board of directors, that the aggregate allowances for loan losses set forth in the respective financial statements of MISCOR and IES are in the aggregate adequate to cover all such losses. Stifel did not make or obtain any independent evaluation, appraisal or physical inspection of either MISCOR's or IES's assets or liabilities, the collateral securing any of such assets or liabilities, or the collectability of any such assets nor did Stifel review loan or credit files of MISCOR or IES, nor was Stifel furnished with any such evaluation or appraisal. Estimates of values of companies and assets do not purport to be appraisals or necessarily reflect the prices at which companies or assets may actually be sold. Because such estimates are inherently subject to uncertainty, Stifel assumed no responsibility for their accuracy.

Stifel's opinion was limited to whether the merger consideration to be paid by IES to the holders of MISCOR common stock in the merger was fair, as of March 11, 2013, to IES, from a financial point of view, and did not address any other terms, aspects or implications of the merger including, without limitation, the form or structure of the merger, any consequences of the merger on IES, its stockholders, creditors or otherwise, or any terms, aspects or implications of any voting, support, stockholder or other agreements, arrangements or understandings contemplated or entered into in connection with the merger or otherwise. Stifel's opinion also did not consider, address or include: (i) any other strategic alternatives currently (or which have been or may be) contemplated by IES's board of directors or IES; (ii) the legal, tax or accounting consequences of the merger on IES; (iii) the fairness of the amount or nature of any compensation to any officers, directors or employees of IES or MISCOR, or any class of such persons; (iv) the fairness of the merger or the amount or nature of the merger consideration to any particular stockholder of IES (specifically including Tontine and its affiliates), which are or may be stockholders of IES and MISCOR); (v) whether IES has sufficient cash, available lines of credit or other sources of funds to enable it to pay the Cash Consideration component of the merger consideration to the holders of shares of MISCOR common stock at the closing of the merger; or (vi) the election by holders of shares of MISCOR common stock to receive the Stock Consideration or the Cash Consideration, or any combination thereof, or the actual allocation of the merger consideration between the Stock Consideration and the Cash Consideration among holders of shares of MISCOR common stock (including, without limitation, any re-allocation of the merger consideration pursuant to the merger agreement). Furthermore, Stifel did not express any opinion as to the prices, trading range or volume at which IES's securities will trade following public announcement or consummation of the merger.

Stifel's opinion was necessarily based on economic, market, financial and other conditions as they existed on, and on the information made available to Stifel by or on behalf of IES or its advisors, or information otherwise reviewed by Stifel, as of the date of its opinion. It is understood that subsequent developments may affect the conclusion reached in Stifel's opinion and that Stifel does not have any obligation to update, revise or reaffirm its opinion. Further, Stifel expressed no opinion or view as to any potential effects of volatility in the credit, financial and stock markets on MISCOR, IES or the merger. Stifel also assumed that the merger would be consummated substantially on the terms and conditions described in the merger agreement, without any waiver of material terms or conditions by MISCOR or any other party and without any adjustment to the merger consideration (other than as expressly contemplated by the merger agreement), and that obtaining any necessary regulatory approvals or satisfying any other conditions for consummation of the merger will not have an adverse

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effect on MISCOR, IES or the merger. Stifel assumed that the merger will be consummated in a manner that complies with the applicable provisions of the Securities Act, the Exchange Act, and all other applicable federal and state statutes, rules and regulations. Stifel further assumed that IES relied upon the advice of its counsel, independent accountants and other advisors (other than Stifel) as to all legal, financial reporting, tax, accounting and regulatory matters with respect to IES, the merger and the merger agreement.

This summary is not a complete description of Stifel's opinion or the financial analyses performed and factors considered by Stifel in connection with its opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances; therefore, a financial opinion is not readily susceptible to summary description. Stifel arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole, and did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis for purposes of its opinion. Accordingly, Stifel believes that its analyses and this summary must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying Stifel's analyses and opinion.

In performing its analyses, Stifel considered industry performance, general business, economic, market and financial conditions and other matters existing as of the date of its opinion, many of which are beyond MISCOR's control and are not necessarily indicative of current market conditions. No company, business or transaction used in the analyses is identical to MISCOR or the merger, and an evaluation of the results of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, business segments or transactions analyzed.

The assumptions and estimates contained in Stifel's analyses and the ranges of valuations resulting from any particular analysis are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than those suggested by its analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold or acquired. Accordingly, the assumptions and estimates used in, and the results derived from, Stifel's analyses are inherently subject to substantial uncertainty.

Stifel was not requested to, and it did not, recommend the specific consideration payable in the merger. The type and amount of consideration payable in the merger were determined through negotiation between MISCOR and IES and was approved by the disinterested members of the IES board of directors. The decision to enter into the merger agreement was solely that of the disinterested members of the IES board of directors. Stifel's opinion and financial analysis was only one of many factors considered by the IES board of directors in its evaluation of the merger and should not be viewed as determinative of the views of the IES board of directors or IES management with respect to the merger or the merger consideration.

**The following is a summary of the material financial analyses reviewed with the IES board of directors in connection with the delivery of Stifel's opinion dated March 11, 2013. The financial analyses summarized below include information presented in tabular format. In order to fully understand Stifel's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Stifel's financial analyses.**

#### *Financial Analysis Related to MISCOR*

**Selected Company Analysis.** Based on public and other available information, Stifel calculated MISCOR's implied enterprise value (which Stifel defined as fully diluted market capitalization, plus total debt less cash and

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cash equivalents) and MISCOR's implied fully diluted equity value, in each case, using multiples of last twelve months ( LTM ) earnings before interest, taxes, stock-based compensation, depreciation and amortization, or EBITDA, and projected calendar year ( CY ) 2013 EBITDA and net income, which multiples were implied by the estimated enterprise values and equity values, and projected EBITDA and net income of the selected companies listed below. LTM and projected CY 2013 information for MISCOR was provided by IES management. Projections for the selected companies were based upon First Call Consensus estimates, publicly available investment banking research and public filings.

Industrial Specialty Contractor	Equity Value	Enterprise Value	EBITDA		Net Income CY 2013P	EPS CY 2013P
			LTM	CY 2013P		
			(\$ in millions, except per share figures)			
The Babcock & Wilcox Company	\$ 3,256.8	\$ 2,805.5	\$ 351.0	\$ 435.1	\$ 263.1	\$ 2.30
Graham Corp.	\$ 238.6	\$ 183.7	\$ 12.3	\$ 20.5	\$ 11.9	\$ 1.11
Global Power Equipment Group Inc.	\$ 309.6	\$ 277.7	\$ 24.1	\$ 31.3	\$ 16.4	\$ 0.94
Integrated Electrical Services, Inc.	\$ 85.3	\$ 69.4	\$ 7.9	NA	NA	NA
Matrix Service Company	\$ 435.2	\$ 405.5	\$ 42.1	\$ 61.7	\$ 29.4	\$ 1.07
MYR Group, Inc.	\$ 511.6	\$ 491.7	\$ 79.9	\$ 88.9	\$ 37.8	\$ 1.81
Pike Electric Corporation	\$ 515.1	\$ 720.2	\$ 105.8	\$ 91.3	\$ 23.4	\$ 0.65

The following table sets forth the multiples indicated by this analysis:

Enterprise Value to:	First	Median	Mean	Third
	Quartile			Quartile
LTM EBITDA	7.4x	8.8x	9.4x	10.6x
CY 2013 Projected ( P ) EBITDA	6.5x	7.2x	7.4x	8.6x
<b>Equity Value to:</b>				
CY 2013P net income	13.8x	17.4x	17.3x	20.9x

The multiples derived from the implied estimated enterprise values and equity values, and applicable EBITDA and net income of the companies listed above, were calculated using data that excluded all extraordinary items and non-recurring charges.

The ranges of implied MISCOR per share equity values below were each calculated based on a range of EBITDA or net income multiples in the first quartile to third quartile of the multiples derived by Stifel for the selected companies listed above. In each case, Stifel multiplied these ranges of EBITDA multiples by MISCOR's actual or estimated EBITDA, as applicable, to calculate enterprise value, and subtracted MISCOR's net debt position (calculated as total debt less cash and cash equivalents) to derive equity value. Using the Treasury Stock Method, Stifel then derived MISCOR's implied per share equity value. Stifel also multiplied these ranges of EBITDA multiples by MISCOR's actual or estimated net income, as applicable, to calculate equity value. Using the Treasury Stock Method to calculate MISCOR's fully diluted shares outstanding, Stifel then derived MISCOR's implied per share equity value.

Enterprise Value to:	Low	High
	LTM EBITDA	\$ 2.35
CY 2013P EBITDA	\$ 2.43	\$ 3.44
<b>Equity Value to:</b>		
CY 2013P Net Income	\$ 3.59	\$ 5.41

Stifel noted that the value of the per share consideration to be received by holders of MISCOR common stock pursuant to the merger was assumed to be \$1.57.

Although no company utilized in the selected company analysis is identical to MISCOR, the selected companies were chosen because they are publicly traded companies that operate in a similar industry as MISCOR and have





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lines of business and financial and operating characteristics similar to MISCOR. Using its professional judgment, Stifel determined that these selected companies were the most appropriate for this analysis. Stifel did not identify any other companies for this purpose. In evaluating comparable companies, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond MISCOR's control, such as the impact of competition on its business and the industry generally, industry growth and the absence of any adverse material change in MISCOR's financial condition and prospects or the industry or in the financial markets in general. Mathematical analysis (such as determining the average or median) is not in itself a meaningful method of using peer group data.

**Selected Transactions Analysis.** Based on public and other available information, Stifel calculated MISCOR's implied enterprise value based on multiples of LTM EBITDA, implied by the fourteen (14) acquisitions of companies listed below in the specialty contractor industry announced since January 1, 2010. The acquisitions reviewed in this analysis were the following:

Effective Date	Acquirer	Target	Enterprise Value (\$ in millions)	LTM EBITDA
Announced	Energy Capital Partners	EnergySolutions, Inc.	\$ 1,100.0	\$ 155.9
Announced	KS International, LLC	Michael Baker Corporation	\$ 167.6	\$ 34.7
2/13/2013	Chicago Bridge & Iron Company N.V.	The Shaw Group Inc.	\$ 3,288.8	\$ 165.4
12/28/2012	Clean Harbors, Inc.	Safety-Kleen, Inc.	\$ 1,250.0	\$ 147.7
7/11/2012	DXP Enterprises, Inc.	HSE Integrated Ltd.	\$ 80.8	\$ 15.7
5/16/2012	Insight Equity	Flanders Corporation	\$ 192.5	\$ 11.8
5/14/2012	URS Corporation	Flint Energy Services Limited	\$ 1,488.7	\$ 134.5
5/8/2012	Wabash National Corp.	Walker Group Holdings LLC	\$ 364.0	\$ 52.8
11/10/2011	CH2M Hill Europe Limited	Halcrow Holdings Ltd.	\$ 356.9	\$ 20.0
8/2/2011	Aegion Corporation	Hockway Ltd.	\$ 6.1	\$ 0.9
6/30/2011	Aegion Corporation	CRTS, Inc.	\$ 39.0	\$ 3.8
11/12/2010	Primoris Services Corporation	Rockford Corporation	\$ 92.5	\$ 10.0
7/13/2010	The Churchill Corporation	Seacliff Construction Corp.	\$ 315.0	\$ 38.8
7/1/2010	Willbros Group Inc.	InfrastruX Group, Inc.	\$ 480.0	\$ 15.9

The following table sets forth the multiples indicated by this analysis:

Enterprise Value to:	First Quartile	Median	Mean	Third Quartile
LTM EBITDA	6.8 x	7.6x	7.8x	9.1x

The ranges of implied MISCOR per share equity values below were each calculated based on a range of EBITDA multiples in the first quartile to third quartile of the multiples derived by Stifel for the selected transaction listed above. In each case, Stifel multiplied this range of EBITDA multiples by MISCOR's actual EBITDA to calculate enterprise value, and subtracted MISCOR's net debt position to derive equity value. Using the Treasury Stock Method to calculate MISCOR's fully diluted shares outstanding, Stifel then derived MISCOR's implied per share equity value.

Enterprise Value to:	Low	High
LTM EBITDA	\$ 2.11	\$ 3.02

Stifel noted that the value of the per share consideration to be received by holders of MISCOR common stock pursuant to the Merger was assumed to be \$1.57.

While no transaction used in the selected precedent transactions analysis is identical to the merger and no company that participated in the selected precedent transactions analysis is identical to MISCOR, Stifel chose



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such transactions based on, among other things, a review of transactions involving companies in the specialty contractor industry announced since January 1, 2010, Stifel's knowledge about MISCOR, the industries in which MISCOR operates, the geographical and operational nature of MISCOR's business and the similarity of the applicable target companies in the selected precedent transactions to MISCOR with respect to the size, mix, margins and other characteristics of their businesses. Accordingly, an analysis of the results of the foregoing is not mathematical; rather it involves complex considerations and judgments concerning differences in financial and operating characteristics of the target companies and other factors that could affect the public trading value of the companies and the transactions to which MISCOR and the merger are being compared.

**Premiums Paid Analysis.** Stifel reviewed the consideration paid in the forty (40) majority acquisitions of U.S. target companies announced between January 1, 2012 and March 8, 2013 with transaction values ranging between \$0 and \$100 million. Stifel calculated the premium paid in each of these transactions over each applicable target company's closing stock price on the last trading day prior to announcement of the acquisition offer or the date that knowledge of a potential transaction became public. In addition, Stifel calculated the implied premium to each target company's average stock price five (5) days prior to the announcement date, and the implied premium to the average stock price thirty (30) days prior to the announcement date.

	Premium One Day prior to Announcement	Premium Five Days prior to Announcement	Premium 30 Days prior to Announcement
3rd Quartile	62.8%	61.9%	67.4%
Mean	44.7%	44.3%	47.1%
Median	40.3%	41.2%	41.6%
1st Quartile	20.2%	24.8%	25.0%

With respect to each of the analyses above, Stifel noted that the premiums implied by the proposed acquisition by IES were 21.1%, 19.6% and 25.0%, respectively, for the one day, one week and one month periods prior to the date of the Stifel opinion.

Using a reference range of first quartile to third quartile for each time period listed above, Stifel performed a premiums paid analysis using the closing prices per share of MISCOR's common stock for the periods 1-day, 5-days and 30-days prior to March 8, 2013. This analysis indicated a range of implied value per share of MISCOR common stock of approximately \$1.56 to \$2.13. Stifel noted that the value of the per share consideration to be received by holders of MISCOR common stock pursuant to the merger was assumed to be \$1.57.

**Discounted Cash Flow Analysis.** Stifel performed a discounted cash flow analysis of MISCOR based on the forecasts prepared by the management of IES through 2017. Stifel estimated the terminal value of the projected cash flows by applying terminal multiples to IES estimated 2017 EBITDA for MISCOR, which multiples ranged from 6.9x to 7.9x. This range of terminal multiples was selected based on a review of MISCOR's and other companies current and historical trading multiples reviewed in connection with the companies identified under the caption Selected Company Analysis. Stifel then discounted the cash flows projected through 2017 and the terminal value to present values using discount rates from 14.7% to 16.7%, which were derived based on the capital asset pricing model and a range of pre-tax cost of debt figures and debt/capitalization. This analysis indicated a range of aggregate values, which were then decreased by MISCOR's Net Debt of \$7.2 million, to calculate a range of equity values. These equity values were then divided by fully diluted shares outstanding to calculate implied equity values per share ranging from \$2.24 to \$2.70. Stifel noted that the value of the per share consideration to be received by holders of MISCOR common stock pursuant to the merger was \$1.57. A discounted cash flow analysis was included because it is a widely used valuation methodology, but the results of such methodology are highly dependent upon the numerous assumptions that must be made, including terminal multiples and discount rates.

Stifel's analysis did not purport to be indicative of actual future results and did not purport to reflect the prices at which MISCOR common stock may trade in the public markets.

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As a portion of the consideration to be received by holders of MISCOR common stock in the merger would consist of shares of IES common stock, Stifel performed the financial analyses summarized below in order to derive the implied per share equity reference ranges for IES, against which Stifel compared the per share closing price of IES common stock on March 8, 2013.

**Selected Company Analysis.** Based on public and other available information, Stifel calculated IES implied enterprise value (which Stifel defined as fully diluted market capitalization, plus total debt less cash and cash equivalents) and IES implied fully diluted equity value, in each case, using multiples of last twelve months ( LTM ) earnings before interest, taxes, stock-based compensation, depreciation and amortization, or EBITDA , and projected calendar year ( CY ) 2013 EBITDA and net income, which multiples were implied by the estimated enterprise values and equity values, and projected EBITDA and net income of the selected companies listed below. LTM and projected CY 2013 information for IES was provided by IES management. Projections for the selected companies were based upon First Call Consensus estimates, publicly available investment banking research and public filings.

General Specialty Contractor	Equity Value	Enterprise Value	EBITDA		Net Income CY 2013P	EPS CY 2013P
			LTM	CY 2013P		
(\$ in millions, except per share figures)						
Comfort Systems USA Inc.	\$ 479.6	\$ 463.2	\$ 42.4	\$ 45.8	\$ 14.8	\$ 0.39
EMCOR Group Inc.	\$ 2,683.6	\$ 2,240.4	\$ 304.7	\$ 331.1	\$ 159.9	\$ 2.36
MYR Group, Inc.	\$ 511.6	\$ 491.7	\$ 79.9	\$ 88.9	\$ 37.8	\$ 1.81
Pike Electric Corporation	\$ 515.1	\$ 720.2	\$ 105.8	\$ 91.3	\$ 23.4	\$ 0.65
Primoris Services Corporation	\$ 1,042.8	\$ 1,038.7	\$ 130.1	\$ 151.4	\$ 68.4	\$ 1.30

The following table sets forth the multiples indicated by this analysis:

Enterprise Value to:	First	Median	Mean	Third
	Quartile			Quartile
LTM EBITDA	6.8x	7.4x	7.8x	8.0x
CY 2013 Projected ( P ) EBITDA	6.8x	6.9x	7.4x	7.9x
<b>Equity Value to:</b>				
CY 2013P net income	15.6x	16.8x	20.3x	22.5x

The multiples derived from the implied estimated enterprise values and equity values, and applicable EBITDA and net income of the companies listed above, were calculated using data that excluded all extraordinary items and non-recurring charges.

The ranges of implied IES per share equity values below were each calculated based on a range of EBITDA or net income multiples in the first quartile to third quartile of the multiples derived by Stifel for the selected companies listed above. In each case, Stifel multiplied these ranges of EBITDA multiples by IES actual or estimated EBITDA, as applicable, to calculate enterprise value, and subtracted IES net debt position (calculated as total debt less cash and cash equivalents) to derive equity value. Using the Treasury Stock Method, Stifel then derived IES implied per share equity value. Stifel also multiplied these ranges of EBITDA multiples by IES actual or estimated net income, as applicable, to calculate equity value. Using the Treasury Stock Method to calculate IES fully diluted shares outstanding, Stifel then derived IES implied per share equity value.

Enterprise Value to:	Low	High
	LTM EBITDA	\$ 4.66
CY 2013P EBITDA	\$ 5.35	\$ 6.06
<b>Equity Value to:</b>		
CY 2013P Net Income	\$ 4.21	\$ 5.16



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Stifel noted that the per share closing price of IES common stock on March 8, 2013 was \$5.72.

Although no company utilized in the selected company analysis is identical to IES, the selected companies were chosen because they are publicly traded companies that operate in a similar industry as IES and have lines of business and financial and operating characteristics similar to IES. Using its professional judgment, Stifel determined that these selected companies were the most appropriate for this analysis. Stifel did not identify any other companies for this purpose. In evaluating comparable companies, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond IES' control, such as the impact of competition on its business and the industry generally, industry growth and the absence of any adverse material change in IES' financial condition and prospects or the industry or in the financial markets in general. Mathematical analysis (such as determining the average or median) is not in itself a meaningful method of using peer group data.

**Discounted Cash Flow Analysis.** Stifel performed a discounted cash flow analysis of IES based on the forecasts prepared by the management of IES through 2017. Stifel estimated the terminal value of the projected cash flows by applying terminal multiples to IES' estimated 2017 EBITDA for IES, which multiples ranged from 6.3x to 7.3x. This range of terminal multiples was selected based on a review of MISCOR's and other companies' current and historical trading multiples reviewed in connection with the companies identified under the caption "Selected Company Analysis." Stifel then discounted the cash flows projected through 2017 and the terminal value to present values using discount rates from 14.6% to 16.6%, which were derived based on the capital asset pricing model and a range of pre-tax cost of debt figures and debt/capitalization ratios. This analysis indicated a range of aggregate values, which were then increased by IES' net cash of \$16.0 million, to calculate a range of equity values. These equity values were then divided by fully diluted shares outstanding to calculate implied equity values per share ranging from \$6.65 to \$7.62. Stifel noted that the per share closing price of IES common stock on March 8, 2013 was \$5.72. A discounted cash flow analysis was included because it is a widely used valuation methodology, but the results of such methodology are highly dependent upon the numerous assumptions that must be made, including terminal multiples and discount rates.

Stifel's analysis did not purport to be indicative of actual future results and did not purport to reflect the prices at which IES common stock may trade in the public markets.

### ***Conclusion***

Based upon the foregoing analyses and the assumptions and limitations set forth in full in the text of Stifel's opinion letter, Stifel was of the opinion that, as of March 11, 2013, the consideration to be paid by IES to holders of MISCOR common stock in the merger pursuant to the merger agreement was fair, from a financial point of view, to IES.

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to a partial analysis or summary description. In arriving at its opinion, Stifel considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor considered by it. Stifel believes that the summary provided and the analyses described above must be considered as a whole and that selecting portions of these analyses, without considering all of them, would create an incomplete view of the process underlying Stifel's analyses and opinion; therefore, the range of valuations resulting from any particular analysis described above should not be taken to be Stifel's view of the actual value of MISCOR.

### ***Miscellaneous***

Stifel acted as financial advisor to the IES board of directors and received a fee of \$250,000 upon the delivery of its opinion that is not contingent upon consummation of the merger (the "Opinion Fee"). IES has also agreed to reimburse Stifel for certain of its expenses incurred in connection with Stifel's engagement. Stifel will not receive any payment or compensation contingent upon the successful consummation of the merger. In addition,

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IES has agreed to indemnify Stifel for certain liabilities arising out of its engagement. In the ordinary course of business, Stifel and its clients may transact in the equity securities of MISCOR or IES and may at any time hold a long or short position in such securities. There are no material relationships that existed during the two years prior to the date of Stifel's opinion or that are mutually understood to be contemplated in which any compensation was received or is intended to be received by Stifel as a result of the relationship between Stifel and any party to the merger. Stifel may seek to provide investment banking services to IES in the future, for which Stifel would seek customary compensation. Stifel has consented in writing to the inclusion of its opinion as an annex to this joint proxy statement/prospectus.

**Opinion of MISCOR's Financial Adviser**

Western Reserve rendered its opinion to MISCOR's board of directors that, as of March 13, 2013, and based upon and subject to the factors and assumptions set forth in its opinion, the Cash Consideration of \$1.415 per share of MISCOR common stock to be paid to the holders of such shares is fair from a financial point of view to such holders. The opinion of Western Reserve was necessarily based on economic, market, tax, legal and other conditions as in effect on, and the information made available to it as of March 13, 2013.

**The full text of Western Reserve's written opinion, dated March 13, 2013, which sets forth, among other things, the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken in connection with the opinion, is attached as Annex C to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference in its entirety. The summary of Western Reserve's opinion is qualified in its entirety by reference to the full text of the opinion. Western Reserve's opinion, the issuance of which was approved by Western Reserve's internal valuation and fairness opinion committee, was provided to the MISCOR board of directors in connection with its evaluation of the proposed transaction contemplated by the merger agreement and was limited to the fairness, from a financial point of view, as of the date of the opinion, to the MISCOR shareholders of the Cash Consideration to be received by the shareholders of MISCOR (other than other than IES and its affiliates (including Tontine)). Western Reserve's opinion does not address any other aspect of the transaction, including the tax consequences of the transaction to MISCOR, IES or the shareholders of MISCOR or IES, the underlying business decision of MISCOR to effect the transaction, the relative merits of the transaction as compared to any alternative business strategies that might exist for MISCOR or the effect of any other transactions in which MISCOR may engage, and does not constitute a recommendation to the shareholders of MISCOR or stockholders of IES as to how to vote at any stockholders meetings held in connection with the transaction. Western Reserve's opinion expressly assumes that all of MISCOR's shareholders, other than IES and its affiliates (including Tontine), elect to receive Cash Consideration and therefore expresses no opinion as to what the value of IES's shares actually will be when issued or the price at which IES's shares will trade at any time.**

In connection with this opinion, Western Reserve has made such reviews, analyses and inquiries as deemed necessary and appropriate under the circumstances. Western Reserve also took into account its assessment of general economic, market and financial conditions, as well as its experience in securities and business valuation and with respect to similar transactions. Western Reserve's procedures, investigations, and financial analysis with respect to the preparation of this opinion included, but were not limited to, the following: (i) a draft of the merger agreement, dated March 12, 2013, which Western Reserve understood to be in substantially final form; (ii) publicly available information and SEC filings related to MISCOR, including the 2012 and 2011 Annual Reports on Form 10-K and the Quarterly Report on Form 10-Q of MISCOR for the third fiscal quarter ended September 30, 2012; (iii) certain other internal information, primarily financial in nature, including internal 2012 financial estimates and financial projections for fiscal years 2013 through 2015, concerning the business and operations of MISCOR, as furnished to Western Reserve by MISCOR for purposes of our analyses; (iv) financial projections for fiscal years 2016 and 2017 that were reviewed and approved by management of MISCOR; (v) publicly available information with respect to certain other companies that Western Reserve believes to be comparable to MISCOR and the historical trading price and volume of such other companies' securities;



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(vi) publicly available information concerning the nature and terms of certain other transactions that Western Reserve considered relevant to its inquiry; (vii) certain valuation and comparative analyses, using generally accepted valuation and analytical techniques, that Western Reserve deemed relevant; (viii) Western Reserve's analysis of MISCOR's historical share price performance and trading volume; (ix) visits to MISCOR's facilities and interviews with the management of MISCOR relating to its current and projected operations and financial condition; and (x) such other data and information Western Reserve judged necessary or appropriate to render its opinion.

Western Reserve's opinion addressed only the fairness, from a financial point of view, to the shareholders of MISCOR (other than other than IES and its affiliates (including Tontine)) of the Cash Consideration to be received by such holders in the merger, expressly assumed that all of MISCOR's shareholders, other than IES and its affiliates (including Tontine), elect to receive Cash Consideration and did not address any other aspect or implication of the merger or any other agreement, arrangement or understanding entered into in connection with the merger or otherwise including, without limitation, the fairness of the amount or nature of, or any other aspect relating to, any compensation to any officers, directors or employees of any party to the merger, or class of such persons, relative to the merger consideration or otherwise.

In Western Reserve's review and analysis and in arriving at its opinion, Western Reserve has assumed and relied upon the accuracy and completeness of all of the financial and other information provided to it or publicly available and has assumed and relied upon as fact that all information supplied and representations made by MISCOR management regarding MISCOR and the merger are substantially accurate in all respects material to Western Reserve's analysis, and has assumed and relied upon the representations and warranties of MISCOR and IES contained in the merger agreement. Western Reserve has not been engaged to, and has not independently attempted to, verify any of such information. Western Reserve has assumed that information supplied and representations made by MISCOR management regarding MISCOR and the merger are substantially accurate in all respects material to Western Reserve's analysis. Western Reserve has also relied upon the management of MISCOR as to the reasonableness and achievability of the financial and operating projections (and the assumptions and bases therefor) provided to Western Reserve and, with MISCOR's consent, Western Reserve has assumed that such projections were reasonably prepared and reflect the best currently available estimates and judgments of MISCOR. Western Reserve was not engaged to assess the reasonableness or achievability of such projections or the assumptions on which they were based, and expressed no view as to such projections or assumptions. Also, Western Reserve did not conduct an appraisal of any of the assets, properties or facilities of MISCOR.

Western Reserve was not asked to, nor did it, offer any opinion as to the material terms of the merger agreement or the form of the merger. In rendering its opinion, Western Reserve assumed, with MISCOR's consent, that the final executed form of the merger agreement did not differ in any material respect from the last draft that Western Reserve received. In addition, Western Reserve assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained, all other conditions to the merger as set forth in the merger agreement will be satisfied, and that the merger will be consummated on a timely basis in the manner contemplated by the merger agreement. Western Reserve did not solicit, nor was it asked to solicit, third party interest in any transaction involving MISCOR prior to the rendering of this opinion.

It should be noted that Western Reserve's opinion is necessarily based upon economic and market conditions and other circumstances existing on, and information made available as of, the date of the opinion as they could be evaluated on that date and does not address any matters subsequent to such date. Western Reserve has assumed that all of the conditions required to implement the merger will be satisfied, that the merger will be completed in accordance with the merger agreement without any material amendments thereto or any material waivers or delays of any terms or conditions thereof, and that all governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained without any adverse effect on MISCOR or the consummation of the merger. Also, Western Reserve's opinion does not address either MISCOR's or IES's underlying business decision to effect the merger or any other terms of the merger agreement. In addition, it should be noted that although subsequent developments may affect this opinion, Western Reserve does not have any obligation to update, revise or reaffirm its opinion.

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In preparing its opinion to the MISCOR board of directors, Western Reserve performed a variety of analyses, including those described below. The preparation of a fairness opinion is a complex process involving various quantitative and qualitative judgments and determinations with respect to the financial, comparative and other analytic methods employed and the adaptation and application of those methods to the unique facts and circumstances presented. As a consequence, neither Western Reserve's opinion nor the analyses underlying its opinion are readily susceptible to partial analysis or summary description. Western Reserve arrived at its opinion based on the results of all analyses undertaken by it and assessed as a whole and did not draw, in isolation, specific conclusions from any individual analysis, analytic method or factor, but subjectively factored its observations from all of these analyses into its qualitative assessment of the Cash Consideration. Accordingly, Western Reserve believes that its analyses must be considered as a whole and that selecting portions of its analyses, analytic methods and factors, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying its analyses and opinion. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before March 13, 2013, and is not necessarily indicative of current market conditions.

No company, business or transaction used in Western Reserve's analyses for comparative purposes is identical to MISCOR or the proposed merger. While the results of each analysis were taken into account in reaching its overall conclusion with respect to fairness, Western Reserve did not make separate or quantifiable judgments regarding individual analyses. The implied reference range values indicated by Western Reserve's analyses are illustrative and not necessarily indicative of actual values nor predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, any analyses relating to the value of assets, businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold, which may depend on a variety of factors, many of which are beyond MISCOR's control and the control of Western Reserve. Much of the information used in, and accordingly the results of, Western Reserve's analyses are inherently subject to substantial uncertainty.

#### *Historical Stock Trading Analyses*

Western Reserve reviewed historical closing prices and trading volumes of MISCOR common stock and noted the following:

MISCOR common stock traded at a 52-week high closing price of \$1.38 per share on March 3, 2013, and a 52-week low closing price of \$0.31 per share on March 27, 2012;

Between January 1, 2009 and March 12, 2013, MISCOR common stock closed below the Cash Consideration of \$1.415 per share 99.6% of the time, on a weighted average price basis; and

The Cash Consideration of \$1.415 per share represents premiums of 8.8%, 10.0%, and 16.0% to MISCOR's 1-day, 30-day volume-weighted average, and 60-day volume-weighted average closing share prices, respectively.

#### *Book Value Analysis*

Western Reserve analyzed MISCOR's net book value and net tangible book value utilizing MISCOR's unaudited financial reports for the four week period ending February 24, 2013. Western Reserve calculated MISCOR's net book value and net tangible book value to be \$1.22 per fully diluted share of MISCOR common stock and \$0.70 per fully diluted share of MISCOR common stock, respectively. The Cash Consideration of \$1.415 per share of MISCOR common stock fell above this range.

#### *Premiums Paid Analysis*

To assess the share price premium offered to MISCOR shareholders, Western Reserve reviewed the premiums paid for public target transactions within the Industrial NAIC codes valued less than \$250 million that were

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completed since January 1, 2006. Western Reserve calculated the premium paid in each transaction by comparing the announced transaction value per share to the target company's stock price four weeks prior to the announcement of the transaction. Western Reserve selected a range around the median premium paid for the public target transactions and applied it to MISCOR's share price 30 days prior to announcing the merger. This analysis indicated the following valuation range for MISCOR's share price; Cash Consideration of \$1.415 per share of MISCOR common stock fell within this range:

Four-Week Median Stock Price Premiums Paid:	21.8%	
MISCOR share price 30 days prior to announcing merger	\$ 1.15	
Selected Premium Range	20.0%	25.0%
Selected Valuation Range	\$ 1.38	\$ 1.44

*Reference Public Companies Analysis*

In order to assess how the public market values shares of publicly traded companies that have operating characteristics similar to those of MISCOR, Western Reserve reviewed and compared the financial and operating performance of publicly traded companies within the Industrial and Rail Services markets. The Industrial Services group was comprised of five publicly traded companies focused on providing industrial, specialty contracting and engineering services to the metals, infrastructure and other general industrial markets. The Rail Services group was comprised of three publicly traded companies that focused on manufacturing products and components and providing specialty services that serve the rail industry. The selected companies were selected because they had publicly traded equity securities and were deemed to be similar to MISCOR in one or more respects including the nature of their business, size, diversification, financial performance and geographic concentration. No specific numeric or other similar criteria were used to select the selected companies and all criteria were evaluated in their entirety without application of definitive qualifications or limitations to individual criteria. As a result, a significantly larger or smaller company with substantially similar lines of businesses and business focus may have been included while a similarly sized company with less similar lines of business and greater diversification may have been excluded. Western Reserve identified a sufficient number of companies for purposes of its analysis but may not have included all companies that might be deemed comparable to MISCOR.

Western Reserve analyzed these two groups, recognizing MISCOR's separate operating segments. The groups were comprised of the following companies:

Industrial Services	Rail Services
Dycom Industries Inc.	American Railcar Industries
EMCOR Group Inc.	Greenbrier Companies
Harsco Corporation	Westinghouse Air Brake Technologies Corporation
MYR Group, Inc.	
Primoris Services Corporation	

None of the companies used in this analysis is identical or directly comparable to MISCOR. Accordingly, an evaluation of the results of this analysis is not entirely mathematical. Rather, this analysis involves complex considerations and judgments concerning differences in financial and operating characteristics of the selected companies and other factors that could affect the public trading value of the selected companies.

Western Reserve examined reference company enterprise values as a multiple of trailing 12 months EBITDA to arrive at its valuation of MISCOR. For each of the selected companies, Western Reserve calculated the applicable company's ratio of total enterprise value as of March 12, 2013 to its EBITDA as of the trailing 12 months period ending as of the end of the period covered by the applicable company's most recently filed annual report on Form 10-K or quarterly report on Form 10-Q ( LTM EBITDA ). Enterprise value ( EV ) is calculated as the market value of the company's equity (as of March 12, 2013); plus the value of the company's indebtedness, minority interest and preferred stock; minus the company's cash and cash equivalents.

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(\$ in millions)

Company	Enterprise Value	LTM	
		EBITDA	EV/LTM EBITDA
<i>Industrial Services:</i>			
Dycom Industries Inc.	\$ 1,100	\$ 140	7.9x
EMCOR Group Inc.	\$ 2,175	\$ 305	7.1x
Harsco Corporation	\$ 2,929	\$ 458	6.4x
MYR Group, Inc.	\$ 481	\$ 80	6.0x
Primoris Services Corporation	\$ 1,041	\$ 136	7.7x
<i>Median EV/LTM EBITDA Multiple</i>			<i>7.1x</i>
<i>Rail Services:</i>			
American Railcar Industries	\$ 1,037	\$ 145	7.1x
Greenbrier Companies	\$ 1,088	\$ 152	7.2x
Westinghouse Air Brake Technologies Corporation	\$ 4,816	\$ 436	11.0x

*Median EV/LTM EBITDA Multiple* *7.2x*

Western Reserve blended the median EV / LTM EBITDA multiple of the Industrial and Rail Services groups based on the percentage of gross profit each of MISCOR's operating segments generated during fiscal year 2012. Based on its professional judgment and after considering, among other things, applicable discounts for differences in size, growth, profitability, liquidity and customer concentration between the Company and the reference public companies, as well as applicable equity control premiums to account for value not implicit in the reference companies public minority share valuations, Western Reserve utilized an adjusted EV / EBITDA valuation range of approximately 4.9x to 5.9x EV / trailing 12 months EBITDA (trailing 12 months as of February 24, 2013). This implied a valuation range of per share values for MISCOR of \$1.13 to \$1.50. The Cash Consideration of \$1.415 per share of MISCOR common stock fell within this range.

The following table summarizes this analysis:

Trading Multiples Analysis:		
		Weight
Industrial Services Median EV/EBITDA Multiple	7.1x	56%
Rail Services Median EV/EBITDA Multiple	7.2x	44%
Reference Companies Blended Median EV/EBITDA Multiple	7.1x	
Comparability Discount Relative to Size, Growth, Profitability, Customer Concentration	(25.0%)	
Adjusted Reference Companies EV/EBITDA Multiple	5.4x	
Adjusted Multiple Range (+/- 0.5x)	4.9x	5.9x
Applied Discount for Illiquidity (15%)	(0.7x)	(0.9x)
Applied Premium for Control Share Valuation (20%)	0.8x	1.0x
Adjusted EV / EBITDA Valuation Multiple Range	4.9X	5.9X
<i>*multiples do not add due to rounding</i>		
<i>Implied Equity Value per Fully Diluted Share</i>	<i>\$ 1.13</i>	<i>\$ 1.50</i>

Western Reserve also examined reference company enterprise values as a multiple of their three-year average EBITDA to supplement the Reference Public Company Analysis. For each of the selected companies, Western Reserve calculated the applicable company's ratio of total enterprise value as of March 12, 2013 to the average EBITDA of the last three fiscal years covered by the applicable company's filed annual reports on Form 10-K (Average EBITDA).



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(\$ in millions)

Company	Enterprise Value	Average EBITDA	EV/Average EBITDA
<i>Industrial Services:</i>			
Dycom Industries Inc.	\$ 1,100	\$ 105	10.5x
EMCOR Group Inc.	\$ 2,175	\$ 208	7.8x
Harsco Corporation	\$ 2,929	\$ 479	6.1x
MYR Group, Inc.	\$ 481	\$ 56	8.6x
Primoris Services Corporation	\$ 1,041	\$ 117	8.9x
<i>Median EV/Avg. EBITDA Multiple</i>			9.4x
<i>Rail Services:</i>			
American Railcar Industries	\$ 1,037	\$ 69	15.0x
Greenbrier Companies	\$ 1,088	\$ 106	10.2x
Westinghouse Air Brake Technologies Corporation	\$ 4,816	\$ 338	14.2x

*Median EV/Avg. EBITDA Multiple*

14.2x

Western Reserve blended the median EV / Average EBITDA multiple of the Industrial and Rail Services groups based on the percentage of gross profit each of MISCOR's operating segments generated during fiscal year 2012. Western Reserve then utilized the median EV / Average EBITDA multiple and, based on its professional judgment, applied the same discounts used in its EV / LTM EBITDA analysis above to derive an adjusted median range of 7.9x to 8.9x. Western Reserve multiplied MISCOR's Average EBITDA to the discounted median range and subtracted MISCOR's average net debt over fiscal years 2010, 2011 and 2012 to derive a range of implied equity values for shares of MISCOR common stock. On a per share basis, the valuation range was between \$0.87 and \$1.08. The Cash Consideration of \$1.415 per share of MISCOR common stock fell above this range.

The following table summarizes this analysis:

Trading Multiples Analysis:		
		Weight
Industrial Services Median EV/EBITDA Multiple	8.6x	56%
Rail Services Median EV/EBITDA Multiple	14.2x	44%
Reference Companies Blended Median EV/EBITDA Multiple	11.1x	
Comparability Discount Relative to Size, Growth, Profitability, Customer Concentration	(25.0%)	
Adjusted Reference Companies EV/EBITDA Multiple	8.3x	
Adjusted Multiple Range (+/- 0.5x)	7.8x	8.8x
Applied Discount for Illiquidity (15%)	(1.2x)	(1.3x)
Applied Premium for Control Share Valuation (20%)	1.3x	1.5x
Adjusted EV / EBITDA Valuation Multiple Range	7.9X	8.9X
<i>*multiples do not add due to rounding</i>		
Implied Equity Value per Fully Diluted Share	\$ 0.87	\$ 1.08

*Reference M&A Transaction Analysis:*

Western Reserve compared MISCOR to target companies involved in control sale transactions. Using publicly available information and, in one instance, Western Reserve's proprietary data, Western Reserve reviewed and compared multiples paid in 14 precedent transactions with announcement dates ranging from February 2006 to May 2012 for purposes of its analysis, as shown in the table below. Similar to the Reference Public Companies Analysis, Western Reserve examined acquisitions of both Industrial Services and Rail Services companies.



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Announcement	Target	Acquirer
<b>Industrial Services:</b>		
May 2012	Taylor & Goodman Limited	Peja Producten B.V.
April 2011	Mccaine Electric Ltd.	Churchill Corp.
July 2010	Seacliff Construction Corp.	Churchill Corp.
June 2010	Castle Support Services PLC	Sulzer (UK) Holdings Limited
April 2009	Lockerbie & Hole Inc.	Aecon Group Inc.
February 2008	Electro-Mec, Inc.	Integrated Power Services
February 2006	Dowding and Mills plc	North Atlantic Value Fund and Starlight Investments

**Rail Services:**

April 2012	Cudahy Car Shop, Inc.	Watco Companies, LLC
February 2011	Waycross Railcar	CF Rail Service
November 2010	DTE Rail Services, Inc.	FreightCar America Inc.
December 2010	Portec Rail Products Inc.	Foster Thomas, Inc.
August 2010	Electro-Motive Diesel, Inc.	Progress Rail Services Corporation
January 2010	American Railcar Industries, Inc.	Icahn Enterprises, L.P.
March 2008	American Allied Railway Equipment Co., Inc.	Greenbrier Rail Services, LLC

None of the acquired companies used in this analysis are identical or directly comparable to MISCOR. Accordingly, an evaluation of the results of this analysis was not entirely mathematical. Rather, this analysis involves complex considerations and judgments concerning these transactions and how they could be viewed relative to the proposed merger.

Western Reserve examined enterprise values as a multiple of EBITDA in conducting this analysis. Western Reserve calculated these multiples by dividing the acquired company's enterprise value by its most recent trailing 12 months EBITDA prior to the transaction. Western Reserve blended the median EV / LTM EBITDA multiples of the Industrial and Rail Services groups based on the percentage of gross profit each of MISCOR's operating segments generated during fiscal year 2012.

Based on its professional judgment and after considering, among other things, applicable discounts for differences in size, growth and profitability between the Company and the reference transaction target companies, Western Reserve utilized an adjusted valuation range of 4.4x to 5.4x EV / EBITDA. This analysis implied a fully diluted per share valuation range of \$0.96 to \$1.32. The Cash Consideration of \$1.415 per share of MISCOR common stock fell above this range.

The following table summarizes this analysis:

Reference M&A Transaction Analysis:		
		Weight
Industrial Services Median EV/EBITDA Multiple	5.8x	56%
Rail Services Median EV/EBITDA Multiple	5.8x	44%
Reference M&A Transaction Analysis Blended Median EV/EBITDA Multiple		
	5.8x	
Comparability Discount Relative to Size, Growth, and Profitability		
		(15.0%)
Adjusted Reference Transaction Analysis EV / EBITDA Multiple		
		4.9x
Adjusted EV/EBITDA Multiple Range (+/- 0.5x)		
	4.4x	5.4x
Implied Equity Value per Fully Diluted Share		
	\$ 0.96	\$ 1.32



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Based on its analysis of MISCOR's financial projections for the years ending 2013 through 2017, Western Reserve performed two discounted cash flow analyses, one that assessed MISCOR's equity value under a status quo scenario (as per discussions with and guidance from MISCOR's management) and one that assessed MISCOR's equity value under a go-private scenario. In both scenarios, Western Reserve discounted to a present value MISCOR's projected stream of free cash flows for the years 2013 through 2017 (using MISCOR's management projections) and for an estimated terminal value, each adjusted for certain projected non-cash items (such as depreciation and amortization), tax assumptions, projected capital expenditures and projected changes in net non-cash working capital. Based on its professional judgment and after taking into consideration, among other things, an estimate of the weighted average cost of capital ( WACC ) for the Referenced Public Companies, an equity size premium related to the Company's market capitalization and a Company-specific risk premium, the discounted cash flow analysis was conducted based on an estimated weighted average cost of capital for MISCOR of 33.0%. Western Reserve calculated the estimated terminal value of MISCOR at the end of the forecast period by applying a Gordon Growth Model calculation and, based on its professional judgment, a 3.0% perpetuity growth rate on MISCOR's 2018 free cash flow and a discount factor of 33.0%. In both scenarios, Western Reserve conducted a sensitivity analysis using a WACC range of 30.0% to 36.0% and a perpetuity growth rate range of 2.0% to 4.0%, in addition to using the Company's net debt balance as of February 24, 2013 of \$7,340.

The following table summarizes this analysis:

Discounted Cash Flow Analysis:		
	Industrial Services	Rail Services
Estimated Weighted Average Cost of Capital		
Estimate WACC of Reference Public Companies	8.1%	10.1%
Equity Size Premium	12.1%	12.1%
Company Specific Risk Premium	15.0%	15.0%
<b>WACC (assuming 70% Equity/30% Debt Capital Structure)</b>	<b>31.6%</b>	<b>33.6%</b>
Assumed Range of Costs of Capital	30%	36%
Assumed Range of Perpetuity Growth Rates	2.0%	4.0%
<i>Implied Equity Value per Fully Diluted Share</i>		
<i>Status Quo Scenario</i>	\$ 1.31	\$ 1.45
<i>Go-Private Scenario</i>	\$ 1.03	\$ 1.16

Under the status quo scenario, MISCOR's projected cash flows were based on the assumption that MISCOR would continue realizing the full benefits of its net operating loss carryforwards ( NOLs ), estimated to be \$17.2 million and generally expiring through 2030. The status quo sensitivity analysis suggested a range of per share values for MISCOR common stock of \$1.31 to \$1.45. Under the go-private scenario, MISCOR's projected cash flows were adjusted assuming that MISCOR had effected a transaction that changed the Company's ownership base by at least 50% (as would occur under the proposed merger), and, as such, would under applicable tax law, be limited on an annual basis to realize only a portion of its NOLs totaling \$544 per year through their expiration. The go private sensitivity analysis suggested a range of per share values for MISCOR common stock of \$1.03 to \$1.16. The Cash Consideration of \$1.415 per share of MISCOR common stock fell within the suggested range under the status quo scenario and above the range under the go private scenario.

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*Leveraged Buyout Analysis*

Western Reserve performed a leveraged acquisition analysis in order to ascertain the price at which an acquisition of MISCOR would be attractive to a potential financial buyer. Western Reserve performed this analysis using MISCOR's projections and based the analysis on the following assumptions:

a buyer of MISCOR would be able use MISCOR's trailing 12 month EBITDA as of February 24, 2013 ( LTM February 2013 EBITDA ) as a basis to raise debt capital;

total indebtedness of \$10.5 million, comprised of senior term debt (1.5x LTM February 2013 EBITDA), and subordinated debt (1.0x LTM February 2013 EBITDA)

a range of projected EBITDA exit multiples in 2017 of 5.25x to 5.75x; and

an equity investment that would achieve a rate of return of at least 25.0%.

Based on these assumptions, Western Reserve generated a range of likely equity investments, which implied a leveraged acquisition price per share range for MISCOR common stock of \$1.25 to \$1.43. The Cash Consideration of \$1.415 per share of MISCOR common stock fell within the implied range.

*Miscellaneous*

The summary set forth above describes the principal analyses performed by Western Reserve in connection with its opinion delivered to the MISCOR board of directors on March 13, 2013. The preparation of a fairness opinion involves various determinations as to the most appropriate and relevant methods of financial analysis and the application of these methods to the particular circumstances and, therefore, the analyses underlying the opinion are not readily susceptible to summary description. Each of the analyses conducted by Western Reserve was carried out in order to provide a different perspective on the proposed merger transaction and add to the total mix of information available. Western Reserve did not form a conclusion as to whether any individual analysis, considered in isolation, supported or failed to support an opinion as to fairness from a financial point of view. Rather, in reaching its conclusion, Western Reserve considered the results of the analyses in light of each other and ultimately reached its opinion based upon the results of all analyses taken as a whole. Except as indicated above, Western Reserve did not place particular reliance or weight on any individual analysis, but instead concluded that its analyses, taken as a whole, support its determination. Accordingly, notwithstanding the separate factors summarized above, Western Reserve believes that its analyses must be considered as a whole and that selecting portions of its analysis and the factors considered by it, without considering all analyses and factors, could create an incomplete or misleading view of the evaluation process underlying its opinion. In performing its analyses, Western Reserve made numerous assumptions with respect to industry performance, business and economic conditions and other matters. The analyses performed by Western Reserve are not necessarily indicative of actual value or future results, which may be significantly more or less favorable than suggested by the analyses.

Western Reserve was not requested to, and it did not, recommend the specific consideration payable in the merger. The type and amount of consideration payable in the merger were determined through negotiation between MISCOR and IES and was approved by the Special Committee of the MISCOR board of directors and the MISCOR board of directors.

MISCOR agreed to pay Western Reserve an aggregate fee of \$221,496.50 for its services in connection with the proposed merger, a portion of which was paid throughout Western Reserve's engagement as a retainer, and a portion of which was payable upon the rendering of its opinion. MISCOR has also agreed to reimburse Western Reserve for certain of its expenses incurred in connection with Western Reserve's engagement and to indemnify Western Reserve against certain liabilities, including liabilities under the federal securities laws.



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Western Reserve has in the past provided investment banking services to MISCOR, for which Western Reserve has received compensation, including having acted as financial advisor to MISCOR in connection with MISCOR's dispositions of its American AMP Rail Services Canada Inc. and American Motive Power Inc. subsidiaries and its Construction and Engineering Services operating segment.

Western Reserve was first engaged by MISCOR in October 2008 to assist MISCOR in refinancing its existing debt and raising capital to pursue future acquisitions. MISCOR paid Western Reserve a retainer fee of \$25,000 for its services in connection with this engagement and reimbursed Western Reserve for certain of its expenses incurred.

Western Reserve was later engaged by MISCOR in July 2009 to advise MISCOR in the sale of American Motive Power, Inc. and HK Engine Components, LLC. In December 2009, and March 2010, MISCOR completed the sale of American AMP Rail Services Canada Inc. and the sale of American Motive Power, Inc., respectively. In December 2011, MISCOR announced its intention to end the sale process for HK Engine Components. MISCOR paid Western Reserve a retainer fee of \$25,000 for its services in connection with this engagement and reimbursed Western Reserve for certain of its expenses incurred.

In December 2009, MISCOR engaged Western Reserve to opine on the divestiture of its Construction and Engineering Services segment, which was completed in February 2010. MISCOR paid Western Reserve a fee of \$75,000 for its services in rendering the opinion and also reimbursed Western Reserve for certain of its expenses incurred in connection with this engagement.

Western Reserve is actively involved in the investment banking business and regularly undertakes the valuation of investment securities in connection with public offerings, private placements, business combinations and similar transactions.

### **Interests of Directors and Executive Officers of MISCOR in the Merger**

In considering the recommendation of the Special Committee and the MISCOR board of directors with respect to the merger agreement, MISCOR shareholders should be aware that some of MISCOR's directors and executive officers have interests in the merger and have arrangements that may be different from, or in addition to, those of the MISCOR shareholders generally. These interests and arrangements may create potential conflicts of interest. Under Indiana law, a conflict of interest transaction is not voidable by a corporation solely because of a director's direct or indirect interest in that transaction if the board or committee of the board had knowledge of the director's interest when, in light of all other material facts, it approved the transaction. The Special Committee and the MISCOR board of directors were aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement.

### ***Restricted Stock and Stock Options***

Certain of MISCOR's directors and its executive officers will benefit from the lapse of restrictions on shares of restricted common stock, and the payment of the merger consideration in respect of such shares in the merger, as described under "The Merger Agreement Treatment of MISCOR Stock Options and Other Equity Awards" beginning on page 143.

The following table sets forth the following information for each of MISCOR's directors and executive officers:

the number of shares of MISCOR unvested restricted common stock held by each such person;

the aggregate cash payment that will be made to each such person as consideration for shares of MISCOR restricted common stock upon the consummation of the merger;

the estimated value of IES common stock to be received by each such person as consideration for shares of MISCOR restricted common stock upon the consummation of the merger;



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the number of MISCOR unvested stock options held by each such person;

the aggregate cash payment that will be made to each such person as consideration for shares of MISCOR common stock resulting from the exercise of stock options upon the consummation of the merger;

the estimated value of IES common stock to be received by each such person as consideration for shares of MISCOR common stock resulting from the exercise of stock options upon the consummation of the merger;

the number of shares of MISCOR common stock held by each such person;

the aggregate cash payment that will be made to each such person as consideration for shares of MISCOR common stock upon the consummation of the merger;

the estimated value of IES common stock to be received by each such person as consideration for shares of MISCOR common stock upon the consummation of the merger; and

the maximum estimated value of total merger consideration to be received by each such person in the merger.

The information presented in the table is based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, under which: (i) the Merger Consideration Determination Date is July 24, 2013, (ii) Net Debt is \$6.614 million, (iii) 11,684,987 shares of MISCOR common stock are issued and outstanding, (iv) the IES Common Stock Value is \$4.75 per share, and (v) a market price of \$4.75 per share for IES common stock, the closing price reported on the NASDAQ Global Market System on July 24, 2013. Additionally, the information presented in the table assumes that each named executive officer (other than Mr. Martell, whose election regarding the merger consideration is explained in the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements) elected to receive fifty percent (50%) of his merger consideration as Cash Consideration and fifty percent (50%) as Stock Consideration (which is MISCOR's best estimate based upon the expectation that each named executive officer will elect to receive an as of yet undetermined combination of Cash Consideration and Stock Consideration in the merger). The assumed values described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements will not be definitively determined until the Merger Consideration Determination Date. See Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 for further discussion of these assumptions and a sensitivity analysis related to the potential consideration that may be received by MISCOR shareholders. The actual value of the consideration and the number of shares of IES common stock to be issued may differ from this example, given that these amounts will not be determined until the Merger Consideration Determination Date has passed and MISCOR shareholders have made their elections.

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	Restricted Stock Awards			Stock Option Awards			Common Stock			
	Unvested Shares	Merger Consideration (2)		Unvested Shares	Merger Consideration (2)		Shares Owned	Merger Consideration (2)		
Cash		Common Stock	Cash		Common Stock	Cash		Common Stock	Estimated Value of Shares of IES	
<i>Directors:</i>										
John A. Martell		\$ 0	\$ 0		\$ 0	\$ 0	2,738,800	\$ 2,567,355	\$ 1,476,510	\$ 4,043,865
Michael P. Moore (1)	13,000	\$ 9,597	\$ 9,597	60,000	\$ 44,295	\$ 44,295		\$ 0	\$ 0	\$ 107,785
William Schmuhl, Jr.		\$ 0	\$ 0		\$ 0	\$ 0	10,000	\$ 7,383	\$ 7,383	\$ 14,765
Michael Topa		\$ 0	\$ 0		\$ 0	\$ 0		\$ 0	\$ 0	\$ 0
<i>Executive Officers:</i>										
Marc Valentin	3,000	\$ 2,215	\$ 2,215	7,000	\$ 5,168	\$ 5,168		\$ 0	\$ 0	\$ 14,765

- (1) Mr. Moore also serves as MISCOR's President and Chief Executive Officer.
- (2) At the effective time of the merger, each outstanding share of MISCOR common stock (other than Dissenting Shares and shares to be canceled pursuant to the terms of the merger agreement) will be converted into the right to receive merger consideration comprised of, at the election of the holder, either: (1) Cash Consideration of not less than \$1.415 per share, equal to the quotient obtained by dividing (x) the difference between \$24.0 million and the amount of MISCOR's Net Debt and (y) the number of shares of MISCOR common stock outstanding as of the Merger Consideration Determination Date, including shares issuable upon the exercise of outstanding options and warrants; and/or (2) Stock Consideration equal to a fraction, the numerator of which is the Cash Consideration and the denominator of which is the IES Common Stock Value; *provided, however*, that if the IES Common Stock Value is less than \$4.024 per share or greater than \$6.036 per share, then the IES Common Stock Value will be \$4.024 per share or \$6.036 per share, respectively.

***Severance Arrangements of MISCOR Executive Officers***

No MISCOR executive officers are entitled to severance benefits in connection with the consummation of the merger.

***Employment Agreements***

*Michael P. Moore.* On June 14, 2010, MISCOR entered into an employment agreement with Michael P. Moore, MISCOR's Chief Executive Officer and President, for an initial one-year term. Upon the expiration of the initial one-year term, the agreement automatically extended for successive one-year periods unless (i) at least three months written notice of termination or intent to renegotiate is given by either party prior to the end of the initial term or any anniversary date thereafter, or (ii) the agreement is earlier terminated due to Mr. Moore's termination of employment, retirement, death, or disability.

Under the agreement and subsequent amendments thereto, Mr. Moore receives an annual base salary of \$185,400. He is eligible to receive an annual incentive bonus of up to 40% of his base salary, payable once per year. The incentive bonus will be based on certain performance criteria set forth in the agreement. MISCOR also provides Mr. Moore with a car allowance of \$750 per month and a company fuel card. Mr. Moore also received options to purchase 50,000 shares of MISCOR's common stock granted under MISCOR's 2005 Stock Option Plan and 10,000 shares of restricted stock granted under MISCOR's Restricted Stock Purchase Plan.

Mr. Moore is entitled to receive the following severance benefits if his employment is terminated due to his death or disability, is terminated by MISCOR for Cause (as defined in the agreement), or is terminated by him without Good Reason (as defined in the agreement): his unpaid base salary through the date of termination (plus accrued vacation time), and MISCOR will continue to honor any vested obligations under MISCOR's benefit plans applicable to him.

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If Mr. Moore's employment is terminated by MISCOR without Cause or is terminated by him for Good Reason, then he will receive his unpaid base salary through the end of the month during which termination occurs (plus accrued vacation time), plus base salary for six months. MISCOR also will maintain for Mr. Moore, for six months, all employee benefit plans in which he was entitled to participate immediately prior to his termination, and MISCOR will pay up to \$10,000 of outplacement services costs on behalf of Mr. Moore.

Mr. Moore's employment agreement requires MISCOR to ensure that any successor or assign (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of MISCOR will expressly, absolutely and unconditionally assume and agree to perform Mr. Moore's employment agreement in the same manner and to the same extent that MISCOR would be required to perform it if no such succession or assignment had taken place. Any failure to obtain such agreement prior to the effectiveness of any such succession or assignment is considered a material breach of the employment agreement by MISCOR. The merger agreement provides for the assumption of Mr. Moore's employment agreement by the surviving corporation.

Mr. Moore is bound by noncompetition and nonsolicitation provisions that restrict him from competing with or soliciting customers or employees of MISCOR or any of its subsidiaries or affiliated entities for up to a maximum of six months following the date of his termination of employment. The agreement also imposes confidentiality restrictions on Mr. Moore and requires the compulsory assignment to MISCOR of all intellectual property produced by him during the term of his agreement and for one year after his termination.

*Marc Valentin.* Mr. Valentin was promoted to Chief Accounting Officer on January 4, 2011, effective January 1, 2011, under a letter agreement appointing him as Controller effective October 25, 2010. Under that agreement, he is paid \$105,000/year, increased to \$128,000 per year subsequent to December 31, 2012, and is eligible for a 20% bonus based on achievement of mutually agreed criteria. He participates in MISCOR benefit plans and is entitled to three weeks of paid vacation.

### ***Continuing Employment with IES***

While the surviving corporation will assume Mr. Moore's employment agreement, IES does not anticipate entering into written agreements with MISCOR's senior management regarding its continued employment following the merger.

### ***Liquidity Event Presented by Merger***

As of March 13, 2013, Mr. Martell held approximately 23.4% of the outstanding shares of MISCOR common stock. Mr. Martell's holdings were obtained in transactions exempt from registration from the Securities Act and are not subject to registration rights. Accordingly, the merger consideration, in the form of stock and/or cash, presents a liquidity event of particular value to Mr. Martell. For this reason, Mr. Martell chose to abstain from the MISCOR board of director's vote on the merger. MISCOR's other directors and the MISCOR officers may also gain value from receiving merger consideration and the liquidity event it presents.

### ***Indemnification and Insurance***

The merger agreement provides that, for a period of six years from the effective time of the merger, IES will cause the surviving corporation in the merger, to indemnify, defend and hold harmless, to the fullest extent permitted by applicable law, current and former, officers, directors and fiduciaries of MISCOR and any of its subsidiaries in their capacities as directors and officers to the fullest extent permitted by law for claims and expenses occurring at or before the effective time of the merger. The same provisions of the merger agreement also require IES to cause the surviving corporation to pay the expenses of the indemnified person in advance of the final disposition of any claim made against the indemnified person during such six-year period.

In addition, the merger agreement provides that IES will cause the organizational documents of the surviving corporation to contain provisions with respect to indemnification that are at least as favorable to as those



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contained in the certificate of incorporation and bylaws of each of MISCOR and its subsidiaries in effect as of the date of the merger agreement, and shall comply with any indemnification agreements between MISCOR and its subsidiaries and their respective current and former directors, officers and fiduciaries. IES and the surviving corporation may not, for a period of six years from the effective time of the merger, amend, repeal or otherwise modify, unless required by law, any such provisions in any manner that would adversely affect the rights under such provisions of any indemnitee, and all rights to indemnification thereunder in respect of any claim asserted or made within such period shall continue until the final disposition or resolution of such claim.

For a period of six years after the effective time of the merger, the surviving corporation will also maintain liability insurance for directors and officers with respect to claims arising from actions or omissions that occurred at or prior to the effective time of the merger. The surviving corporation may substitute policies of at least the same coverage and amounts containing terms no less advantageous to such former directors or officers from insurance carriers with financial strength ratings equal to or greater than the financial strength rating of MISCOR's current insurance carrier and, such substitution shall not result in gaps or lapses of coverage with respect to matters occurring prior to the effective time. However, the surviving corporation will not be obligated to make annual premium payments for this insurance to the extent that the premiums exceed 250% of the per annum rate of the premium currently paid by MISCOR for similar insurance as of the date of the merger agreement. In the event that the annual premium for this insurance exceeds the maximum amount, the surviving corporation will purchase as much coverage per policy year as reasonably practicable for the maximum amount. IES will have the right to cause the coverage to be extended under the insurance by obtaining a six year tail policy on terms and conditions no less advantageous than the existing insurance policy.

**Relationship with Tontine**

As of July 24, 2013, MISCOR and IES were owned 49.9% and 56.7%, respectively, by Tontine, and following completion of the merger, Tontine will own an estimated 58.0% of the outstanding shares of IES common stock, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2. The following is an overview of the material relationships between Tontine and IES and MISCOR, respectively. For additional information, please see Background of the Merger beginning on page 41.

***Relationship between IES and Tontine***

The shares of IES common stock owned by Tontine were acquired through open market purchases and private placements of IES common stock, including those shares issued to Tontine pursuant to IES's Second Amended Joint Plan of Reorganization, dated May 12, 2006 (the Plan). The shares of IES common stock issued pursuant to the Plan were issued pursuant to Section 1145 of the Bankruptcy Code, which exempts the issuance of securities from the registration requirements of the Securities Act.

On July 16, 2006, IES entered into a Stock Purchase Agreement with Tontine Capital Overseas Master Fund, L.P. (TMF), pursuant to which IES issued shares of IES common stock to TMF in a transaction that was exempt from the registration requirements of the Securities Act. The shares of IES common stock owned by Tontine are currently, at Tontine's request, being registered for resale pursuant to a Registration Rights Agreement, dated May 12, 2006 (as amended, the Registration Rights Agreement), by and between IES, Tontine and Southpoint Master Fund, L.P. (Southpoint). The Registration Rights Agreement was amended by that certain First Amendment to Registration Rights Agreement, dated September 11, 2007, by and among IES and Tontine following Tontine's acquisition of Southpoint's registrable shares, which transaction was exempt from the registration requirements of the Securities Act.

The Registration Rights Agreement requires IES to file a shelf registration statement upon the written request of the holders of at least 10% of the registrable securities (as defined in the Registration Rights Agreement) and to use commercially reasonable efforts to cause such registration statement to be declared effective by the SEC

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within 120 days of such request. To comply with this requirement, on February 21, 2013, IES filed a registration statement on Form S-1 (Reg. No. 333- 186786) concerning such shares. The registration statement is currently under review by the SEC. At any time that a shelf registration statement is not effective, the holders of at least 10% of the registrable securities may require that IES effect a registration of such securities (a Demand Registration ); *provided, however*, that IES will not be required to effect more than two Demand Registrations unless it is eligible to effect such registrations on Form S-3, in which event there are no limitations on the number of Demand Registrations that may be requested. In the event that IES proposes to file a registration statement on its own behalf or on behalf of its security holders for the general registration of securities, the holders of registrable securities will have an opportunity to have their registrable securities included in such registration statement.

On December 12, 2007, IES entered into a Note Purchase Agreement with Tontine Capital Partners, L.P. ( TCP ), pursuant to which, on December 12, 2007, IES sold Tontine \$25.0 million aggregate principal amount of IES 11% Senior Subordinated Notes due 2013 (the Tontine Note ). The Note Purchase Agreement contained customary representations and warranties of the parties and indemnification provisions whereby IES agreed to indemnify Tontine against certain liabilities. The Tontine Note was not registered under the Securities Act and was sold to Tontine on a private placement, which transaction was exempt from the registration requirements of the Securities Act. The Tontine Note bore interest at 11% per annum and was due on May 15, 2013.

On April 30, 2010, IES prepaid \$15.0 million of principal on the Tontine Note, and on May 1, 2010, Tontine assigned the Tontine Note to Tontine Capital Overseas Master Fund II, L.P. ( TCP2 ). On February 13, 2013, IES prepaid the remaining \$10.0 million of principal on the Tontine Note, plus accrued interest. The Tontine Note was an unsecured obligation of IES and its subsidiary borrowers, contained no financial covenants or restrictions on dividends or distributions to stockholders, and was subordinated to IES revolving credit facility with Wells Fargo.

On March 29, 2012, IES entered into a sublease agreement with Tontine Associates, L.L.C. ( TA ), an affiliate of Tontine, for corporate office space in Greenwich, Connecticut. The lease extends from April 1, 2012 through March 31, 2014, with monthly payments due in the amount of \$6,000. The lease has terms at market rates and payments by IES are at a rate consistent with that paid by TA to its landlord.

Mr. Lindstrom has served as IES Chief Executive Officer and President since October 2011 and has served as Chairman of the IES board of directors since February 2011. Mr. Lindstrom previously served as IES interim Chief Executive Officer and President since June 2011. Mr. Lindstrom was an employee of TA from 2006 until October 2011.

David B. Gendell has served as a member of the IES board of directors since February 2012. Mr. Gendell, who is the brother of Jeffrey Gendell, the founder and managing member of Tontine, is also an employee of TA.

***Relationship between MISCOR and Tontine***

***January 2007 Private Equity Financing***

On January 18, 2007, MISCOR sold an aggregate of 2,500,000 shares of its common stock (after giving effect to the 25-for-1 reverse stock split of MISCOR common stock, which became effective on January 14, 2008 (the Reverse Stock Split ) to Tontine for an aggregate purchase price of \$12.5 million, or \$5.00 per share, pursuant to a securities purchase agreement dated as of the same date (the Initial Securities Purchase Agreement ). MISCOR used the proceeds from the sale to repay approximately \$10.0 million of senior secured debt and for general working capital purposes. Before MISCOR issued shares to Tontine, Mr. Martell, MISCOR s Chairman of the Board and former President and Chief Executive Officer, beneficially owned 66.9% of MISCOR s outstanding common stock. Mr. Martell s shares represented 46.9% of the outstanding shares of MISCOR common stock immediately after the sale and 23.2% as of December 17, 2012. In connection with the sale, MISCOR granted various rights to Tontine, as described below.

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*Board Designee(s).* MISCOR granted Tontine the right to appoint members to the MISCOR board of directors as follows:

if Tontine or its affiliates hold at least 10% of MISCOR's outstanding common stock, Tontine has the right to appoint one member of the MISCOR board of directors;

if Tontine or its affiliates hold at least 20% of MISCOR's outstanding common stock, and the MISCOR board of directors consists of five or fewer directors, Tontine has the right to appoint one member of the MISCOR board of directors; and

if Tontine or its affiliates hold at least 20% of MISCOR's outstanding common stock, and the MISCOR board of directors consists of six or more directors, Tontine has the right to appoint two members of the MISCOR board of directors.

The MISCOR board of directors currently consists of four directors. MISCOR also agreed that, for as long as Tontine has the right to appoint directors pursuant to the Initial Securities Purchase Agreement, the number of directors on the MISCOR board of directors will not exceed seven. Tontine has not appointed a director to the MISCOR board of directors.

*Board Observer.* In addition to Tontine's right to appoint directors, MISCOR also granted Tontine the right to have a representative attend all meetings of the MISCOR board of directors, the boards of directors of MISCOR's subsidiaries and their respective committees, for so long as Tontine or its affiliates continue to hold at least 10% of MISCOR's outstanding common stock. A representative of Tontine periodically attended these meetings in the past, but no Tontine representative has done so since August 10, 2011.

*Future Offerings.* MISCOR granted Tontine the right to participate in future equity offerings to allow Tontine to maintain its percentage of ownership, on a fully diluted basis, of MISCOR common stock immediately prior to any such offering.

*Future Acquisitions.* The MISCOR board of directors adopted resolutions approving any future acquisition by Tontine and its affiliates of up to 30% of MISCOR's common stock, on a fully diluted basis, so that Tontine and its affiliates are not subject to the anti-takeover provisions of the Business Combinations Chapter of the IBCL. MISCOR also agreed not to revoke these resolutions and to use its best efforts to ensure that any future acquisitions by Tontine of up to 30% of MISCOR's outstanding common stock, on a fully diluted basis, are not subject to any anti-takeover laws and regulations or any anti-takeover provisions in its or MISCOR's subsidiaries' organizational documents. Tontine agreed to obtain written approval from the MISCOR board of directors before acquiring in excess of 30% of MISCOR's common stock, on a fully diluted basis, except in the case of an increase in Tontine's percentage ownership due to a redemption or repurchase of any of MISCOR's common stock, or in the case where Tontine inadvertently acquires in excess of 30% of MISCOR's common stock, on a fully diluted basis.

*Martell Proxy.* In connection with this transaction, Mr. Martell granted Tontine a proxy to vote his shares of MISCOR common stock for the election to the MISCOR board of directors of Tontine's designees and to enforce Tontine's rights with respect to future acquisitions of MISCOR common stock. In conjunction with the November 2007 Private Equity Financing, Mr. Martell granted Tontine a restated irrevocable proxy as described below.

*Registration Rights.* MISCOR did not register the issuance of the shares of common stock to Tontine with the SEC under the Securities Act, in reliance on exemptions from the registration requirements of the Securities Act. TCP and TCOMF are accredited investors, as that term is defined in Rule 501 of Regulation D, and the issuance of these securities was exempt from registration under the Securities Act in reliance on Section 4(2) thereof, relating to offers of securities by an issuer not involving any public offering, and Rule 506 of Regulation D. MISCOR and Tontine entered into the Initial Registration Rights Agreement, pursuant to which MISCOR agreed to register for resale the shares issued to Tontine. To comply with this requirement, MISCOR filed a registration statement concerning such shares with the SEC on July 13, 2007, which the SEC declared effective on September 2, 2008.

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*November 2007 Private Equity Financing*

On November 30, 2007, MISCOR sold 3,333,332 shares (after giving effect to the Reverse Stock Split) of its common stock to Tontine for an aggregate purchase price of \$20.0 million, or \$6.00 per share (after giving effect to the Reverse Stock Split), pursuant to a securities purchase agreement dated as of the same date (the "New Securities Purchase Agreement"). Prior to this private placement, Tontine owned approximately 33.2% of MISCOR's issued and outstanding shares of common stock. MISCOR used \$16.7 million of the proceeds from the sale to finance the cash portion of the purchase price of all of the issued and outstanding membership interest units of 3-D Service, Ltd. ("3-D"). In addition, MISCOR paid off the outstanding balance under its revolving credit facility of \$2.2 million, with the remaining proceeds to be used for general working capital purposes. Before MISCOR issued the shares to Tontine under the New Securities Purchase Agreement, Mr. Martell beneficially owned 37.9% of MISCOR's outstanding common stock. His shares represented 32.0% of MISCOR's outstanding common stock immediately after the sale and 23.2% as of December 17, 2012. Tontine owned 52.5% of MISCOR's outstanding common stock immediately after the sale and 49.5% as of December 17, 2012.

*Board Designee(s).* Pursuant to the New Securities Purchase Agreement, MISCOR and Tontine affirmed the provisions of the Initial Securities Purchase Agreement relating to Tontine's rights to appoint directors to the MISCOR board of directors and limitations on the size of the MISCOR board of directors. See "January 2007 Private Equity Financing Transaction Board Designee(s)" above.

*Board Observer.* Pursuant to the New Securities Purchase Agreement, MISCOR and Tontine affirmed the provisions of the Initial Securities Purchase Agreement related to Tontine's board observation rights.

*Future Offerings.* Pursuant to the New Securities Purchase Agreement, MISCOR and Tontine affirmed the provisions of the Initial Securities Purchase Agreement, granting Tontine the right to participate in future equity offerings to allow Tontine to maintain its percentage of ownership, on a fully diluted basis, of MISCOR common stock immediately prior to any such offering.

*Future Acquisitions.* Pursuant to the New Securities Purchase Agreement, MISCOR's Board adopted resolutions approving any future acquisition by Tontine and its affiliates of up to 50% of MISCOR's common stock, on a fully diluted basis, so that Tontine and its affiliates are not subject to the anti-takeover provisions of the IBCL's Business Combinations Chapter. MISCOR also agreed not to revoke these resolutions and to use its best efforts to ensure that any future acquisitions by Tontine of up to 50% of MISCOR's outstanding common stock, on a fully diluted basis, are not subject to any anti-takeover laws and regulations or any anti-takeover provisions in its or MISCOR's subsidiaries' organizational documents. Tontine agreed to obtain written approval from the MISCOR board of directors before acquiring in excess of 50% of MISCOR's common stock, on a fully diluted basis, except in the case of an increase in Tontine's percentage ownership due to a redemption or repurchase of any of MISCOR's common stock, or in the case where Tontine inadvertently acquires in excess of 50% of MISCOR's common stock, on a fully diluted basis.

*Martell Proxy.* Pursuant to the New Securities Purchase Agreement, Mr. Martell has granted Tontine a restated irrevocable proxy to vote his shares of MISCOR common stock for the election to the MISCOR board of directors of Tontine's designees and to enforce Tontine's rights with respect to certain future acquisitions of MISCOR common stock, each as described above.

*Registration Rights.* MISCOR did not register the issuance of the shares of common stock to Tontine with the SEC under the Securities Act, in reliance on exemptions from the registration requirements of the Securities Act. TCP and TCOMF are accredited investors, as that term is defined in Rule 501 of Regulation D, and the issuance of these securities was exempt from registration under the Securities Act in reliance on including Section 4(2) thereof, relating to offers of securities by an issuer not involving any public offering, and Rule 506 of Regulation D. MISCOR entered into the Amended and Restated Registration Rights Agreement with Tontine pursuant to which MISCOR has agreed to register for resale the shares issued to Tontine. To comply with this requirement, MISCOR filed a registration statement on Form S-1 (Reg. No. 333-185603) concerning such shares on December 21, 2012. The SEC declared such registration statement effective on February 14, 2013.

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*Tontine Schedule 13D Filing.* As reported in a Schedule 13D filed by Tontine on March 10, 2010, Tontine may dispose of its shares of MISCOR common stock at any time and, from time to time, in the open market, through dispositions in kind to parties holding an ownership interest in TCP, TCOMF and/or TCOMF II, or otherwise. In addition, TCOMF II may obtain shares of MISCOR common stock through open market purchases, transfers from other Tontine entities, or otherwise. As discussed in this joint proxy statement/prospectus, because Tontine's rights to nominate directors, to appoint representatives to observe meetings of the MISCOR board of directors, and to require MISCOR to limit the size of its board of directors are dependent on Tontine's ownership of a certain aggregate percentage of MISCOR common stock, the disposition of Tontine's equity interests in MISCOR may result in changes to the size and/or composition of the MISCOR board of directors.

**Regulatory Matters**

***Antitrust Approvals***

As of the date of this joint proxy statement/prospectus, neither IES nor MISCOR is required to make filings or to obtain approvals or clearances from any antitrust regulatory authorities in the United States to consummate the merger. IES must comply with applicable federal and state securities laws in connection with the issuance of shares of IES common stock to MISCOR's stockholders and the filing of this joint proxy statement/prospectus with the SEC. As of the date hereof, the registration statement of which this joint proxy statement/prospectus is a part has not become effective.

***Regulatory Procedures***

The merger may be subject to certain regulatory requirements of other municipal, state, federal and foreign governmental agencies and authorities, including those relating to the offer and sale of securities. IES and MISCOR are currently working to evaluate and comply in all material respects with these requirements, as appropriate, and do not currently anticipate that they will hinder, delay or restrict completion of the merger.

It is possible that one or more of the regulatory approvals required to complete the merger will not be obtained on a timely basis or at all. In addition, it is possible that any of the governmental entities with which filings are made may seek regulatory concessions as conditions for granting approval of the merger. Under the merger agreement, IES and MISCOR have each agreed to take all actions and do all things necessary to complete the merger, including to obtain required approvals, except that no party to the merger agreement is required to sell any business or assets to obtain such approvals. See "The Merger Agreement" Covenants, beginning on page 146.

Although IES and MISCOR do not expect regulatory authorities to raise any significant objections to the merger, IES and MISCOR cannot be certain that all required regulatory approvals will be obtained or that these approvals will not contain terms, conditions or restrictions that would be detrimental to IES or the combined corporation after the effective time of the merger.

**Accounting Treatment**

The merger will be accounted for as an acquisition of a business. IES will record net tangible and identifiable intangible assets acquired and liabilities assumed from MISCOR at their respective fair values at the date of the completion of the merger. Any excess of the purchase price, which will equal the market value at the date of the completion of the merger, of the IES common stock and cash issued as consideration for the merger over the net fair value of such assets and liabilities will be recorded as goodwill.

The financial condition and results of operations of IES after completion of the merger will reflect MISCOR's balances and results after completion of the merger but will not be restated retroactively to reflect the historical financial condition or results of operations of MISCOR. The earnings of IES following the completion of the merger will reflect acquisition accounting adjustments, including the effect of changes in the carrying value for

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assets and liabilities on depreciation and amortization expense. Goodwill will not be amortized but will be tested for impairment at least annually, and all assets including goodwill will be tested for impairment when certain indicators are present. If, in the future, IES determines that tangible or intangible assets (including goodwill) are impaired, IES would record an impairment charge at that time.

**Listing of IES Common Stock**

IES will use its reasonable best efforts to properly notify NASDAQ of the listing of additional shares of IES common stock to be issued upon the completion of the merger. No approval of the listing of the shares of IES common stock to be issued in the merger is required by NASDAQ.

**Deregistration of MISCOR Common Stock**

If the merger is completed, MISCOR common stock will be deregistered under the Exchange Act and will cease to be traded on the OTCQB.

**Restrictions on Sales of Shares of IES Common Stock Received in the Merger**

The shares of IES common stock to be issued in the merger will be registered under the Securities Act and will be freely transferable, except for shares of IES common stock issued to any person who may be deemed to be an affiliate of IES under the Securities Act following the closing of the merger. Such persons may not sell any of the shares of IES common stock received by them in connection with the merger except pursuant to:

an effective registration statement under the Securities Act covering the resale of those shares;

an exemption provided by Rule 144 under the Securities Act; or

any other applicable exemption under the Securities Act.

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The following table shows selected historical consolidated financial data for IES as of and for the periods presented. The financial data as of, and for the years ended, September 30, 2012, 2011 and 2010 are derived from IES audited consolidated financial statements for those periods. The financial data as of, and for the years ended, September 30, 2009 and 2008 are derived from IES unaudited consolidated financial statements for those periods, which reflect the impact of discontinued operations. The financial data as of, and for the six months ended, March 31, 2013 and 2012 are derived from IES unaudited consolidated financial statements for those periods. IES management believes that the interim unaudited consolidated financial statements have been prepared on a basis consistent with its audited financial statements and include all normal and recurring adjustments necessary for a fair presentation of the results for each interim period. Operating results for the six months ended March 31, 2013 are not necessarily indicative of the results that may be expected for the full year.

The information in the following table is only a summary and is not indicative of the results of future operations of IES. You should read the following information together with IES Management's Discussion and Analysis of Financial Condition and Results of Operations beginning on page 168 of this joint proxy statement/prospectus and IES audited consolidated financial statements for the fiscal years ended September 30, 2012 and 2011 and unaudited consolidated financial statements for the three and six months ended March 31, 2013 and 2012, beginning on pages F-22 and F-59, respectively. See also the pro forma information included elsewhere in this joint proxy statement/prospectus regarding the proposed merger with MISCOR.

	Six Months Ended March 31,		Years Ended September 30,				
	2013	2012	2012	2011	2010	2009 (unaudited)	2008
(in thousands, except share and per share data)							
<b>Statement of Operations Data</b>							
Continuing Operations:							
Revenues	\$ 249,259	\$ 216,606	\$ 456,115	\$ 406,141	\$ 382,431	\$ 516,124	\$ 597,766
Cost of services	215,283	189,624	398,063	361,757	326,939	422,507	496,390
Gross Profit	33,976	26,982	58,052	44,384	55,492	93,617	101,376
Selling, general and administrative expenses	31,528	27,091	58,609	63,321	74,251	95,750	99,648
Gain on sale of Assets	(40)	(155)	(168)	(6,555)	(128)	(339)	(7)
Asset impairment				4,804			
Restructuring charges					763	7,407	4,598
(Loss) Income from Operations	2,488	46	(389)	(17,186)	(19,394)	(9,201)	(2,863)
Other (income) expense:							
Interest expense, net	930	1,073	2,290	2,210	3,271	4,094	6,529
Other expense (income), net	1,696	(64)	(62)	(7)	(18)	1,829	(746)
Interest and other expense, net	2,626	1,009	2,228	2,203	3,253	5,923	5,783
(Loss) income from operations before income taxes	(138)	(963)	(2,617)	(19,389)	(22,647)	(15,124)	(8,646)
Provision (benefit) for income taxes	168	32	38	172	(36)	495	2,436
Net (loss) income from continuing operations	(306)	(995)	(2,655)	\$ (19,561)	\$ (22,611)	\$ (15,619)	\$ (11,082)
Discontinued Operations:							
Income (loss) from discontinued operations	(290)	(5,940)	(9,158)	(18,288)	(8,539)	(3,246)	9,126
Provision (benefit) for income taxes	(6)	218	(11)	(26)	5	68	(221)

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Net (loss) income from discontinued operations	(284)	(6,158)	(9,147)	(18,262)	(8,544)	(3,314)	9,347
Net income (loss)	\$ (590)	\$ (7,153)	\$ (11,802)	\$ (37,823)	\$ (31,155)	\$ (18,933)	\$ (1,735)
<b>Per Share Data:</b>							
Basic (loss) earnings per share:							
Continuing operations	\$ (0.02)	\$ (0.07)	\$ (0.18)	\$ (1.35)	\$ (1.57)	\$ (1.09)	\$ (0.74)
Discontinued operations	(0.02)	(0.42)	(0.63)	(1.26)	(0.59)	(0.23)	0.63
Total	\$ (0.04)	\$ (0.49)	\$ (0.81)	\$ (2.61)	\$ (2.16)	\$ (1.32)	\$ (0.12)
Diluted (loss) earnings per share:							
Continuing operations	\$ (0.02)	\$ (0.07)	\$ (0.18)	\$ (1.35)	\$ (1.57)	\$ (1.09)	\$ (0.74)
Discontinued operations	(0.02)	(0.42)	(0.63)	(1.26)	(0.59)	(0.23)	0.62
Total	\$ (0.04)	\$ (0.49)	\$ (0.81)	\$ (2.61)	\$ (2.16)	\$ (1.32)	\$ (0.12)
Shares used to calculate loss per share:							
Basic	14,855,313	14,603,693	14,625,776	14,493,747	14,409,368	14,331,614	14,938,619
Diluted	14,855,313	14,603,693	14,625,776	14,493,747	14,409,368	14,331,614	15,025,023



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	March 31, 2013	2012	2011	September 30, 2010	2009	2008
	(in thousands)					
<b>Balance Sheet Data</b>						
Cash and cash equivalents	\$ 13,458	\$ 18,729	\$ 35,577	\$ 32,924	\$ 64,174	\$ 64,709
Restricted cash	7,052	7,155				
Working capital	41,533	43,001	61,721	82,202	119,099	125,581
Total assets	153,253	164,713	180,244	207,860	270,653	320,538
Total debt	6,455	10,480	10,498	11,256	28,687	29,644

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The following table shows MISCOR's selected historical consolidated financial data for MISCOR as of and for the periods presented. The financial data as of and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 are derived from MISCOR's audited consolidated financial statements for those periods. The financial data as of and for the three months ended March 31, 2013 and April 1, 2012 are derived from MISCOR's unaudited consolidated financial statements for those periods. MISCOR's management believes that the interim unaudited consolidated financial statements have been prepared on a basis consistent with its audited financial statements and include all normal and recurring adjustments necessary for a fair presentation of the results for each interim period.

The information in the following table is only a summary and is not indicative of the results of future operations of IES. You should read the following information together with MISCOR Management's Discussion and Analysis of Financial Condition and Results of Operations beginning on page 229 of this joint proxy statement/prospectus and MISCOR's audited consolidated financial statements for the fiscal years ended December 31, 2012 and 2011 and unaudited consolidated financial statements for the three months ended March 31, 2013 and April 1, 2012, beginning on pages F-93 and F-115, respectively. See also the pro forma information included elsewhere in this joint proxy statement/prospectus regarding the proposed merger with IES.

	Three Months Ended		Years Ended December 31,				
	March 31, 2013	April 1, 2012	2012	2011	2010	2009	2008
(in thousands, except share and per share data)							
<b>Statement of Operations Data:</b>							
Revenues	\$ 11,441	\$ 12,478	\$ 49,702	\$ 45,887	\$ 40,782	\$ 31,390	\$ 61,499
Cost of revenues	8,917	9,450	37,832	36,443	33,835	28,701	48,994
Gross profit	2,524	3,028	11,870	9,444	6,947	2,689	12,505
Selling, general and administrative expenses	2,578	2,014	8,796	8,247	17,344	10,991	12,610
Income (loss) from operations	(54)	1,014	3,074	1,197	(10,397)	(8,302)	(105)
Other (income) expense:							
Interest expense	71	193	737	969	902	1,018	795
Other (income) expense	(6)	(9)	24	(426)	178	(610)	(102)
Total other (income) expense	65	184	761	543	1,080	408	693
Income (loss) before income taxes	(119)	830	2,313	654	(11,477)	(8,710)	(798)
Provision (benefit) for income taxes	5	15	(1,863)				101
Income (loss) from continuing operations	(124)	815	4,176	654	(11,477)	(8,710)	(899)
Loss from discontinued operations					(412)	(11,758)	(556)
Net income (loss)	\$ (124)	\$ 815	\$ 4,176	\$ 654	\$ (11,889)	\$ (20,468)	\$ (1,455)
Basic and Diluted earnings (loss) per common share	\$ (0.01)	\$ 0.07	\$ 0.35	\$ 0.06	\$ (1.01)	\$ (1.74)	\$ (0.12)

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Basic weighted average number of common shares	11,683,987	11,785,826	11,785,750	11,785,826	11,788,185	11,775,245	11,647,828
Diluted weighted average number of common shares	11,683,987	11,785,826	12,050,500	11,785,826	11,788,185	11,775,245	11,647,828

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	As of March 31, 2013	As of April 1, 2012	2012	2011	As of December 31,			2008
				(in thousands)				
<b>Balance Sheet Data:</b>								
Total assets	\$ 26,298	\$ 24,764	\$ 26,445	\$ 24,784	\$ 27,176	\$ 48,170	\$ 78,790	
Current liabilities	9,940	9,163	9,829	9,760	14,332	22,003	26,398	
Long-term liabilities	1,895	4,303	2,029	4,541	3,015	4,421	9,635	
Total liabilities	11,835	13,466	11,858	14,301	17,347	26,424	36,033	
Total stockholders equity	14,463	11,298	14,587	10,483	9,829	21,746	42,757	
Total liabilities and stockholders equity	26,298	24,764	26,445	24,784	27,176	48,170	78,790	

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The following selected unaudited pro forma condensed combined statements of operations data of IES for the year ended September 30, 2012 and for the six months ended March 31, 2013 have been prepared to give effect to the merger, as if the merger had occurred on October 1, 2011. The unaudited pro forma condensed combined balance sheet data as of March 31, 2013 of IES has been prepared to give effect to the merger as if the merger had occurred on March 31, 2013.

The following selected unaudited pro forma condensed combined financial information is not necessarily indicative of the results that might have occurred had the merger taken place on October 1, 2011 for statements of operations purposes, and on March 31, 2013 for balance sheet purposes, and is not intended to be a projection of future results. The selected unaudited pro forma condensed combined financial information does not reflect the effect of asset dispositions, if any, or revenue, cost or other operating synergies that may result from the merger, nor does it reflect the effects of any financing, liquidity or other balance sheet repositioning that may be undertaken (except for the financing directly related to the merger) in connection with or subsequent to the merger. Future results may vary significantly from the results reflected because of various factors, including those discussed in Risk Factors beginning on page 30. The following selected unaudited pro forma condensed combined statements of operations and balance sheet data has been derived from, and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Financial Statements and related notes beginning on page F-2.

	<b>Six Months Ended March 31, 2013</b>	<b>Year Ended September 30, 2012</b>
	<b>(in thousands, except per share amounts) (unaudited)</b>	
<b>Statements of Operations Data:</b>		
Revenues	\$ 272,840	\$ 505,098
Income from operations	\$ 3,941	\$ 2,989
Net income from continuing operations	\$ 849	\$ 357
Earnings per common share:		
Basic	\$ 0.05	\$ 0.02
Diluted	\$ 0.05	\$ 0.02

	<b>As of March 31, 2013 (in thousands) (unaudited)</b>
<b>Balance Sheet Data:</b>	
Cash and cash equivalents	\$ 12,497
Goodwill	\$ 15,102
Total assets	\$ 184,828
Total debt	\$ 16,455
Total stockholders' equity	\$ 65,252

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The following table summarizes earnings (loss) from continuing operations per share data for IES and MISCOR on a historical basis and for IES on a pro forma condensed combined basis and book value per share data for IES and MISCOR on a historical basis and for IES on a pro forma condensed combined basis, after giving effect to the merger. It has been assumed for purposes of the pro forma condensed combined financial information provided below that the merger was completed on October 1, 2011 for statements of operations purposes, and on March 31, 2013 for the pro forma book value per share data.

The historical basic and diluted earnings (loss) from continuing operations per share information has been derived from the IES and MISCOR consolidated financial statements presented elsewhere in this joint proxy statement/prospectus. The unaudited pro forma condensed combined basic and diluted earnings (loss) from continuing operations per share information has been derived from the unaudited pro forma condensed combined statements of operations presented elsewhere in this joint proxy statement/prospectus.

The historical book value per share at period end information has been derived from the IES and MISCOR consolidated financial statements presented elsewhere in this joint proxy statement/prospectus.

You should read the information below in conjunction with the financial statements and accompanying notes of IES and MISCOR beginning on page F-20 and F-91, respectively, and with the unaudited pro forma condensed combined financial information included in the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2.

<b>For the Year Ended September 30, 2012</b>	<b>IES</b>	<b>MISCOR</b>
<b>Basic earnings (loss) from continuing operations per share</b>		
Historical (1)	\$ (0.18)	\$ 0.17
Pro forma (2)	\$ 0.02	N/A
Pro forma equivalent (3)	\$ 0.01	N/A
<b>Diluted earnings (loss) from continuing operations per share</b>		
Historical (1)	\$ (0.18)	\$ 0.16
Pro forma (2)	\$ 0.02	N/A
Pro forma equivalent (3)	\$ 0.01	N/A
<b>Book value per share at period end</b>		
Historical (4)	\$ 3.55	\$ 1.09
Pro forma	N/A	N/A
Pro forma equivalent	N/A	N/A
 <b>For the Six Months Ended March 31, 2013</b>		
<b>Basic and diluted earnings (loss) from continuing operations per share</b>		
Historical (1)	\$ (0.02)	\$ 0.15
Pro forma (2)	\$ 0.05	N/A
Pro forma equivalent (3)	\$ 0.01	N/A
<b>Book value per share at period end</b>		
Historical (4)	\$ 3.51	\$ 1.24
Pro forma (5)	\$ 3.66	N/A
Pro forma equivalent (3)	\$ 1.14	N/A

- (1) Historical basic and diluted earnings (loss) from continuing operations per share data is derived or computed from the historical financial statements of IES and MISCOR for the respective periods.
- (2) Pro forma basic and diluted earnings (loss) from continuing operations per share data is derived from the respective unaudited pro forma condensed combined statements of operations included elsewhere in this proxy statement/prospectus.

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- (3) Pro forma equivalent amounts are calculated by multiplying the respective unaudited pro forma per share amounts by the estimated Exchange Ratio of 0.311, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date.
- (4) Historical book value per share is computed by dividing historical stockholders' equity by the historical number of shares of common stock outstanding at the end of the respective periods.
- (5) Pro forma book value per share at period end is calculated by dividing the unaudited pro forma condensed combined book value at March 31, 2013 giving effect to the merger by the pro forma number of shares outstanding, assuming the merger was completed on March 31, 2013.

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IES common stock trades on the NASDAQ under the symbol IESC. MISCOR common stock trades in the OTCQB under the symbol MIGL.

The following table presents the closing prices for shares of IES common stock and MISCOR common stock on March 12, 2013, the last trading day before the public announcement of the execution of the merger agreement by IES and MISCOR, and July 24, 2013, the latest practicable trading day before the date of this joint proxy statement/prospectus. The table also presents the merger consideration equivalent proposed for each share of MISCOR common stock, on a fully-diluted basis. If the closing date of the merger had been on the dates indicated below, MISCOR shareholders would have received, at their election, either the amount of Cash Consideration or Stock Consideration presented below for each share of MISCOR common stock held by them, subject to the Maximum Cash Amount.

Although the merger agreement provides that the Cash Consideration per share of MISCOR common stock shall not be less than \$1.415 per share, the number of shares of IES common stock constituting Stock Consideration to be received by MISCOR shareholders will depend on the market value IES common stock. The market price per share of IES common stock and MISCOR common stock will fluctuate between the date of this joint proxy statement/prospectus and the completion of the merger, and thus no assurance can be given concerning the market price per share of IES common stock or MISCOR common stock before the completion of the merger or the market price per share of IES common stock after the completion of the merger. Pursuant to the merger agreement, MISCOR does not have a right to terminate the transaction if the market price of IES common stock falls to a value such that the per share consideration to be received by MISCOR shareholders electing to receive Stock Consideration could be valued at less than \$1.415, which is the minimum per share consideration to be received by MISCOR shareholders electing to receive Cash Consideration. We urge you to obtain current market prices for IES common stock and MISCOR common stock before you vote on the merger and before electing the form of merger consideration you wish to receive. See The Merger Agreement Merger Consideration, beginning on page 138.

	<b>IES Common Stock</b>	<b>MISCOR Common Stock</b>	<b>Cash Consideration per Share of MISCOR Common Stock</b>	<b>Stock Consideration per Share of MISCOR Common Stock</b>
March 12, 2013	\$ 5.95	\$ 1.30	\$ 1.46	0.246
July 24, 2013	\$ 4.75	\$ 1.49	\$ 1.48	0.311

**Historical Market Prices**

IES common stock trades on the NASDAQ under the symbol IESC. MISCOR common stock became eligible to trade on the OTC Bulletin Board on August 1, 2006, under the symbol MCGL. During March 2011, MISCOR common stock ceased to be eligible for trading on the OTC Bulletin Board, and is currently trading in the OTCQB under the symbol MIGL.

The table below sets forth, for each of the four quarters in the fiscal years ended September 30, 2012 and 2011 and for the first three quarters in the fiscal year ending September 30, 2013:

the high and low sale prices per share of IES common stock as reported on the NASDAQ; and

the range of high and low bid prices per share of MISCOR common stock as reported on the OTCQB for the periods indicated. Sales price information for MISCOR common stock consists of quotations by dealers making a market in MISCOR common stock and may not necessarily represent actual transactions. As a result, the sales price information for MISCOR common stock reflects inter-dealer prices without any mark-ups, mark-downs or



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commissions. In addition, trading in MISCOR common stock is limited in volume and may not be a reliable indication of its market value. The historical market prices of MISCOR common stock are presented in conformity with IES' September 30 year end date.

Fiscal Years ended September 30	IES Common Stock		MISCOR Common Stock	
	High	Low	High	Low
2013 First Quarter	\$ 5.80	\$ 3.90	\$ 1.20	\$ 1.00
Second Quarter	\$ 6.50	\$ 4.30	\$ 1.47	\$ 1.07
Third Quarter	\$ 6.49	\$ 3.38	\$ 1.49	\$ 1.42
Fourth Quarter <sup>(1)</sup>	\$ 5.39	\$ 4.37	\$ 1.49	\$ 1.37
2012 First Quarter	\$ 2.80	\$ 1.85	\$ 0.45	\$ 0.27
Second Quarter	\$ 4.74	\$ 1.85	\$ 0.44	\$ 0.28
Third Quarter	\$ 4.60	\$ 2.74	\$ 1.04	\$ 0.31
Fourth Quarter	\$ 5.00	\$ 2.81	\$ 1.80	\$ 1.00
2011 First Quarter	\$ 3.80	\$ 3.14	\$ 0.35	\$ 0.14
Second Quarter	\$ 4.38	\$ 3.41	\$ 0.35	\$ 0.11
Third Quarter	\$ 3.50	\$ 3.11	\$ 0.48	\$ 0.15
Fourth Quarter	\$ 3.36	\$ 1.88	\$ 0.38	\$ 0.27

(1) Reflects trading activity through July 24, 2013.

**Dividends**

Neither IES nor MISCOR has ever paid a cash dividend on its common stock.

IES does not anticipate paying cash dividends on IES common stock in the foreseeable future. IES expects that it will utilize all available earnings generated by its operations and borrowings under its revolving credit facility with Wells Fargo for the development and operation of its business, to retire existing debt, to repurchase its common stock, or to acquire or invest in other businesses. Any future determination as to the payment of dividends will be made at the discretion of the IES board of directors and will depend upon IES' operating results, financial condition, capital requirements, general business conditions and other factors that the IES board of directors deems relevant. IES is also restricted under its revolving credit facility from paying cash dividends.

On January 24, 2013, the IES board of directors declared a dividend of one preferred share purchase right for each outstanding share of IES common stock. The dividend was payable to the stockholders of record as of the close of business on February 19, 2013. Each preferred share purchase right represents a right to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.01 per share, of IES at a price of \$20.00. Each share of IES common stock issued as Stock Consideration in the merger will include one preferred share purchase right.

The merger agreement generally provides that MISCOR may not declare, set aside or pay any dividend prior to the effective time of the merger or the termination of the merger agreement. In addition, MISCOR's existing credit facility limits MISCOR's ability to make restricted payments, which include dividend payments.

The market value of the IES common stock that will be issued in the merger will not be known at the time MISCOR shareholders vote to adopt the merger agreement or at the time IES stockholders vote to approve the issuance of shares of IES common stock in the merger. The above table shows only a historical comparison. IES stockholders and MISCOR shareholders are encouraged to obtain current market quotations for shares of IES and MISCOR common stock and to review carefully the other information contained in this joint proxy statement/prospectus in considering whether to approve the applicable merger proposals. See the section entitled "Where You Can Find Additional Information" on page 250.

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**MISCOR Common Stock Outstanding**

As of July 24, 2013, the latest practicable date prior to the record date, there were 11,684,987 shares of MISCOR common stock outstanding and approximately 65 shareholders of record. MISCOR common shares were held by approximately 472 beneficial owners as of such date. In addition, as of that date we had outstanding:

warrants to acquire up to 8,079 shares of MISCOR common stock at fixed exercise price at \$0.25 per share; and

options issued under the MISCOR 2005 Stock Option Plan to acquire 82,000 shares of MISCOR common stock at exercise prices ranging from \$0.35 to \$10.13 per share.

The number of shares of MISCOR common stock issuable upon exercise of the warrants, as well as the respective fixed exercise and conversion prices, are subject to adjustment as provided in the applicable securities and related agreements.

**MISCOR Securities Authorized for Issuance Under Equity Compensation Plans**

*2005 Stock Option Plan.* MISCOR's board of directors adopted the 2005 Stock Option Plan in August 2005, and it was later approved by MISCOR's shareholders. The plan provides for the grant of incentive stock options, within the meaning of Section 422 of the Internal Revenue Code, and non-statutory stock options to MISCOR's executive employees who are materially responsible for the management and operation of its business, and to its directors.

A total of 200,000 shares of MISCOR common stock are reserved for issuance under the plan. This number is subject to adjustment as a result of a stock split, combination of shares, recapitalization, merger or other transaction resulting in a change in MISCOR's shares. If any option expires or is otherwise terminated, unexercised shares subject to the option become available for future option grants under the plan. Dividends on shares purchased under the plan are payable when, as and if declared by the MISCOR board of directors.

The plan is administered by the MISCOR board of directors or a committee of the board designated for that purpose. The grants described below were approved by the MISCOR full board of directors, which has since designated the Compensation Committee of the MISCOR board of directors to act as administrator of the plan. The administrator has the power to determine the persons eligible to participate in the plan and the terms of each option, including the exercise price, the number of shares subject to the option, whether the option is an incentive stock option or a non-statutory option, and the duration of the option.

The plan provides that no option may have duration longer than five years, and that an outstanding option may be deemed cancelled upon, or within certain prescribed periods after, termination of employment or removal as a director, as applicable, depending on the reason for such termination or removal. In addition, after a change in control of MISCOR, options granted under the plan will be immediately exercisable in full, and any option holder employed as of the date of the change of control will have 30 days after such date to exercise his or her option. The plan defines a change of control as any merger or consolidation of MISCOR the result of which is that holders of MISCOR's voting capital stock hold less than 50% of the voting capital stock of the surviving entity, the sale, lease or transfer of all or substantially all of our assets, or approval by MISCOR shareholders of a plan of liquidation or dissolution of MISCOR. The proposed acquisition of MISCOR by IES qualifies as a change of control under the plan. Pursuant to the merger agreement, all outstanding MISCOR stock options became vested upon execution of the merger agreement under the terms of the plan and may be exercisable in full. Consistent with the plan and the merger agreement, the MISCOR board of directors shall select and give notice to all holders of MISCOR stock options of the dates between which such options may be exercised. Any MISCOR stock options not exercised by the ending date shall be cancelled by MISCOR.

During 2011, no options were granted under the plan. During 2012, options to acquire 31,000 shares of MISCOR common stock were granted under the plan. As of December 31, 2012, options to acquire a total of 220,000

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options have been granted to participants, of which 138,000 have been forfeited or exercised, leaving 118,000 shares available for future option grants under the plan.

*Restricted Stock Purchase Plan.* The MISCOR board of directors adopted the 2005 Restricted Stock Purchase Plan in August 2005, and it became effective as of September 30, 2005. The purpose of the plan is to attract and retain directors, officers and key employees of MISCOR and instill in them a personal financial interest in causing the equity of MISCOR to grow throughout their careers. We intend on accomplishing these goals by giving eligible directors, officers and key employees the opportunity to purchase shares of MISCOR's common stock under the plan. We believe this provides participants in the plan with an increased incentive to work for the success of MISCOR and promotes our long term interests and those of the participants. The Compensation Committee of the MISCOR board of directors administers the plan.

The MISCOR board of directors has reserved 100,000 shares of MISCOR common stock for issuance under the plan. If the shares of common stock are increased, decreased, or changed into or exchanged for a different number or kind of shares of stock or other securities of MISCOR or another corporation as a result of a stock split, stock dividend, combination of shares, or any other change or exchange for other securities by reclassification, reorganization, redesignation, merger, consolidation, recapitalization, or otherwise, then the number of shares reserved under the plan will be adjusted to reflect such action. If MISCOR repurchases shares issued under the plan pursuant to restrictions imposed on the shares, the repurchased shares will become available for future issuance under the plan.

The plan will continue indefinitely, provided that the MISCOR board of directors may terminate the plan at any time as it deems advisable. However, the plan may not be terminated to affect any right or obligation created under the plan prior to such termination, unless the affected person consents.

Those directors, officers and key employees of MISCOR and of each of MISCOR's subsidiaries who are designated by the Compensation Committee for participation in the plan are eligible to be issued rights to purchase shares of restricted stock under the plan. If a participant's employment is terminated within three years after the shares are purchased for any reason other than death or disability, the participant must sell the restricted shares back to the company for the original price, which may be zero. If a participant's employment is terminated during the three-year restriction period as a result of death or disability, or after the expiration of the restriction period for any reason, the participant must sell the restricted shares back to MISCOR at their fair market value (which generally will be equal to an average of the closing bid and asked prices of MISCOR's common stock as quoted on the NASD's OTC Bulletin Board or Pink Sheets for the five days immediately preceding the date of termination of employment). In the event of a sale of MISCOR or MISCOR's liquidation, the foregoing restrictions will lapse. Any other transfer or attempted transfer of a participant's shares except as described above will be null and void. The plan defines a sale of MISCOR as the sale of all of MISCOR's capital stock (whether by direct sale or through a merger, share exchange or other business combination) or the sale of substantially all of MISCOR's assets.

Immediately prior to the effective time of the merger, each share of MISCOR restricted stock shall be immediately vested and become free of such conditions or restrictions and the holder shall be entitled to receive the merger consideration upon surrender of the MISCOR certificates representing such MISCOR common stock.

During 2011, no shares of restricted stock were granted under the plan. During 2012, 12,000 shares of restricted stock were granted under the plan. As of December 31, 2012, 58,700 shares of restricted stock have been granted to participants, of which 30,700 were forfeited, and 6,000 shares were repurchased, leaving 78,000 shares available for future offers and issuance under the plan.

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## Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a))
2005 Stock Option Plan	82,000	\$ 0.47	118,000
2005 Restricted Stock Purchase Plan	22,000	\$ 0.01	78,000
<b>Total</b>	<b>104,000</b>	<b>\$ 0.37</b>	<b>196,000</b>

 **Holders of IES Common Stock**

At the close of business on July 24, 2013, the latest practicable date prior to the record date for the determination of stockholders of IES entitled to receive notice of, and to vote at, the IES Meeting or any adjournments or postponements thereof, there were approximately 382 record holders of IES common stock and 15,105,846 shares of IES common stock issued and outstanding.

As of July 24, 2013, 15,105,846 shares of IES common stock were issued and outstanding. The following table reflects the anticipated effect of the issuance of shares of IES common stock in the merger with respect to the beneficial ownership of IES common stock as of July 24, 2013 by:

each person who is known by IES to own beneficially 5% or more of the outstanding shares of IES common stock;

IES named executive officers;

IES current directors; and

all of IES executive officers and directors as a group.

Except as otherwise indicated, the person or entities listed below have sole voting and investment power with respect to all shares of IES common stock beneficially owned by them, except to the extent this power may be shared with a spouse. Unless otherwise indicated, the address of each stockholder listed below is 5433 Westheimer, Suite 500, Houston, Texas 77056.

Name of Beneficial Owner	Shares of IES Common Stock Beneficially Owned Prior to the Merger		Shares of IES Common Stock Beneficially Owned After the Merger <sup>(14)</sup>	
	Number	Percentage	Number	Percentage

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Joseph L. Dowling III <sup>(1)</sup>	18,299	*	18,299	*
David B. Gendell <sup>(2)</sup>	20,050	*	20,050	*
Joe D. Koshkin <sup>(3)</sup>	6,126	*	6,126	*
James M. Lindstrom <sup>(4)</sup>	247,989	1.64%	247,989	1.39%
Donald L. Luke <sup>(5)</sup>	48,275	*	48,275	*
William L. Fiedler <sup>(6)</sup>	3,298	*	3,298	*
Terry L. Freeman <sup>(7)</sup>	30,791	*	30,791	*
Robert W. Lewey <sup>(8)</sup>	53,677	*	53,677	*
Gail D. Makode <sup>(9)</sup>	12,500	*	12,500	*
Directors and executive officers as a group <sup>(10)</sup>	406,916	2.69%	406,916	2.28%
Jeffrey L. Gendell <sup>(11)(12)</sup>	8,562,409	56.68%	10,376,575	58.13%
Royce & Associates, LLC <sup>(13)</sup>	1,468,628	9.72%	1,468,628	8.23%

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\* Less than one percent.

- (1) Includes 18,299 Phantom Stock Units that convert to shares of IES common stock when Mr. Dowling leaves the Board for any reason.
- (2) Includes 20,050 Phantom Stock Units that convert to shares of IES common stock when Mr. Gendell leaves the Board for any reason.
- (3) Includes 6,126 Phantom Stock Units that convert to shares of IES common stock when Mr. Koshkin leaves the Board for any reason.
- (4) Includes 8,309 Phantom Stock Units that convert to shares of IES common stock when Mr. Lindstrom leaves the Board for any reason and 200,000 shares of IES common stock issued pursuant to restricted stock grants subject to tenure vesting, of which 100,002 are vested.
- (5) Includes 39,323 Phantom Stock Units which convert to shares of IES common stock when Mr. Luke leaves the Board for any reason.
- (6) Reflects beneficial ownership of Mr. Fiedler, who was an NEO during fiscal 2012, at the time that his employment with the Company terminated on August 31, 2012.
- (7) Reflects beneficial ownership of Mr. Freeman, who was an NEO during fiscal 2012, at the time that his employment with the Company terminated on January 20, 2012.
- (8) Includes 25,561 shares of Common Stock issued pursuant to restricted stock grants subject to tenure vesting, of which 12,613 are vested.
- (9) Includes 12,500 shares of Common Stock issued pursuant to restricted stock grants subject to tenure vesting, of which none are vested.
- (10) Does not include Messrs. Fiedler and Freeman, each of whose employment with IES terminated in 2012.
- (11) According to a Schedule 13D/A filed on July 21, 2011, Jeffrey L. Gendell is the managing member of Tontine Capital Management, L.L.C., a Delaware limited liability company ( TCM ), the general partner of Tontine Capital Partners, L.P., a Delaware limited partnership ( TCP ). Mr. Gendell is the managing member of Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ( TCO ), the general partner of Tontine Capital Overseas Master Fund, L.P., a Cayman Islands limited partnership( TMF ). Mr. Gendell is the managing member of Tontine Management, L.L.C., a Delaware limited liability company ( TM ), the general partner of Tontine Partners, L.P., a Delaware limited partnership ( TP ). Mr. Gendell is the managing member of Tontine Asset Associates, L.L.C., a Delaware limited liability company ( TAA ), the general partner of Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ( TCP2 ). Mr. Gendell is the managing member of Tontine Overseas Associates, L.L.C.; a Delaware limited liability company ( TOA ). TCM and TCP share voting and dispositive power of 3,099,291 shares of IES common stock. TMF and TCO share voting and dispositive power of 863,097 shares of IES common stock. TM and TP share voting and dispositive power of 2,637,092 shares of IES common stock. TAA and TCP2 share voting and dispositive power of 1,477,646 shares of IES common stock. TOA has sole voting and dispositive power of 477,367 shares of IES common stock. Mr. Gendell has sole voting and dispositive power of 7,916 shares of IES common stock and shared voting and dispositive power of 8,554,493 shares of IES common stock.

The principal business of TMF, TCP, TP and TCP2 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 TCO is serving as the general partner of TMF. The principal business of TM is serving as the general partner of TP. The principal business of TOA is managing its assets. The principal business of TAA is serving as the general partner of TCP2. The address of the principal business and principal office of each of the above entities, as well as Mr. Gendell, is One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830.

The shares reported herein were purchased with working capital and on margin. The margin transactions are with UBS Securities LLC and were made on such firm's usual terms and conditions. All or part of these shares may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such bank(s) or brokerage firm(s) to the respective entities reporting the ownership. 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.

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All the foregoing shares may be deemed to be beneficially owned by Mr. Gendell. Mr. Gendell disclaims beneficial ownership of the IES common stock reported above for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, or interest in the profits of such entities. The address of the principal business and principal office of each of the above entities, as well as Mr. Gendell, is One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830.

- (12) The number of shares of IES common stock deemed to be beneficially owned by Mr. Gendell after the merger assumes (i) that Mr. Gendell elects to receive stock consideration in exchange for all 5,833,332 shares of MISCOR common stock deemed to be beneficially owned by Mr. Gendell and (ii) an Exchange Ratio of 0.311, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2.
- (13) According to a Schedule 13G filed on February 4, 2013, Royce & Associates, LLC, a New York corporation, whose address is 745 Fifth Avenue, New York, New York 10151, has the sole voting and dispositive power for 1,468,628 shares of IES common stock. The Schedule 13G states that Royce & Associates is an Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940.
- (14) The shares of IES common stock beneficially owned after the merger are based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date.

 **Holders of MISCOR Common Stock**

At the close of business on July 24, 2013, the latest practicable date prior to the record date for the determination of shareholders of MISCOR entitled to receive notice of, and to vote at, the MISCOR Meeting or any adjournments or postponements thereof, there were approximately 65 record holders of MISCOR common and 11,684,987 shares of MISCOR common stock issued and outstanding.

As of July 24, 2013, 11,684,987 shares of MISCOR common stock were issued and outstanding. The following table reflects the beneficial ownership of MISCOR common stock as of July 24, 2013 by:

each person who is known by MISCOR to own beneficially 5% or more of the outstanding shares of MISCOR common stock;

MISCOR's current directors; and

all of MISCOR's directors and executive officers as a group.

Name of Beneficial Owner	Shares of MISCOR Common Stock Beneficially Owned Prior to the Merger <sup>(1)</sup>		Total Number of Shares	Percent of Class <sup>(3)</sup>
	Sole Voting and Investment Power	Shared Voting and Investment Power <sup>(2)</sup>		
<b>Directors Who are Not Named Executive Officers</b>				
William J. Schmuhl, Jr.	10,000		10,000	*
John A. Martell <sup>(4)</sup>		2,738,800	2,738,800	23.4%
Michael D. Topa				*
<b>Executive Officers</b>				
Michael P. Moore <sup>(5)</sup>	73,000		73,000	*
Marc Valentin <sup>(6)</sup>	10,000		10,000	*
Directors and executive officers as a group <sup>(4)(5)(6)</sup>	93,000	2,738,800	2,831,800	24.1%
<b>Other 5% Beneficial Owners</b>				
Jeffrey L. Gendell <sup>(7)</sup>	5,833,332	2,738,800	8,572,132	73.4%





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- \* Represents less than 1.0% of the outstanding shares of MISCOR common stock calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. See footnote (3) below.
- (1) Includes shares personally owned of record and shares that, under applicable regulations, are considered to be otherwise beneficially owned.
  - (2) Includes shares over which the listed person is legally entitled to share voting or dispositive power by reason of joint ownership, trust, or other contract or property right and shares held by spouses, children, or other relatives over whom the listed person may have influence by reason of relationship.
  - (3) Based on, for each shareholder, 11,684,987 shares of MISCOR common stock issued and outstanding as of July 24, 2013 plus, with respect to certain beneficial owners, the number of shares issuable upon exercise of stock options described herein.
  - (4) In connection with the purchase by Tontine Capital Partners, L.P. and Tontine Capital Overseas Master Fund, L.P. (collectively, the Tontine Funds ) of shares of MISCOR common stock, Mr. Martell granted to the Tontine Funds a limited irrevocable proxy to vote his shares of common stock in connection with certain matters described under Special Factors Relationship with Tontine Relationship between MISCOR and Tontine. On all other matters, Mr. Martell has sole voting power with respect to these shares. Mr. Martell has sole investment power with respect to these shares.
  - (5) Includes option to purchase 10,000 restricted shares with a four-year cliff vesting for \$0.35 per share should Mr. Moore continue as a MISCOR employee, options to purchase 60,000 shares of MISCOR common stock with four-year cliff vesting for \$0.35 per share and 3,000 shares of MISCOR common stock with a three-year restriction purchased through MISCOR s 2005 Restricted Stock Purchase Plan for \$0.01 per share.
  - (6) Includes options to purchase 7,000 shares of MISCOR common stock with four-year cliff vesting should Mr. Valentin continue as a MISCOR employee at an exercise price of \$0.35 per share and 3,000 shares of MISCOR common stock with a three-year restriction purchased through our 2005 Restricted Stock Purchase Plan for \$0.01 per share.
  - (7) Includes 4,666,666 shares of MISCOR common stock directly owned by TCP, 1,001,081 shares of common stock directly owned by TMF, and 165,585 shares of common stock directly owned by TCP2. TCM is the general partner of TCP, TCO is the general partner of TMF, and TAA is the general partner of TCP2. Mr. Gendell is the managing member of TCM, TCO, and TAA and in such capacity has voting and investment control over the shares of MISCOR common stock owned by TCP, TMF, and TCP2. Also includes 2,738,800 shares of common stock held by John A. Martell with respect to which Mr. Martell granted to the Tontine Funds a limited irrevocable proxy to vote such in connection with certain matters described under Special Factors Relationship with Tontine Relationship between MISCOR and Tontine. The address of the principal business and principal office of each of the above entities, as well as Mr. Gendell, is One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830.

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**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus contains certain statements that constitute forward-looking statements (as defined in Section 27A of the Securities Act and Section 21E of the Exchange Act), within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which reflect IES and MISCOR's expectations regarding future events. Forward-looking statements are opinions, forecasts, projections, future plans or other statements other than statements of historical fact and are generally identified by words such as expect, anticipate, estimate, intend, may, will, could, would, should, predict, potential, plan, project, likely, believe, target, goal, seek or the like and other similar expressions. The forward-looking statements involve substantial risks and uncertainties that could significantly affect expected results, and actual future results and stockholder values of the Company, MISCOR and the combined company could differ materially from those described in these statements. Such forward-looking statements include, but are not limited to, statements about the expected value of the merger consideration, benefits of the business combination transaction involving the Company and MISCOR, including future financial and operating results, accretion to the Company's earnings per share arising from the transaction, the expected amount and timing of cost savings and operating synergies, whether and when the transactions contemplated by the merger agreement will be consummated, the new combined company's business strategy, plans, market and other expectations, objectives, intentions and other statements that are not historical facts.

These statements are based upon current expectations and estimates of the respective management of IES and MISCOR, and neither IES nor MISCOR can give any assurance that such expectations will prove to be correct. These statements are only predictions and are not guarantees of performance. These statements are subject to numerous risks and uncertainties that could cause actual outcomes and results to be materially different from those projected or anticipated. In addition to the risks described under Risk Factors beginning on page 30, the following factors, among others, could cause actual results to be materially different from those expressed or implied by any forward-looking statements:

the inability to consummate the merger;

the inability to achieve, or difficulties and delays in achieving, synergies and cost savings relating to the merger;

difficulties and delays in obtaining consents and approvals that are conditions to the completion of the merger;

the ability of IES and MISCOR to enter into, and the terms of, future contracts;

the impact of governmental laws and regulations;

the adequacy of sources of liquidity;

the ability of IES to retain certain employees key to the ongoing success of the combined company and the availability of other skilled personnel;

the effect of litigation, claims and contingencies, including those that have been filed by certain MISCOR shareholders;

the inability to carry out plans and strategies as expected;

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the ability to maintain relationships with MISCOR's customers, Union Pacific, Inc. and CSX, Inc., and for MISCOR to remain competitive against large original equipment manufacturers in its rail service segment;

future capital expenditures and refurbishment, repair and upgrade costs;

delays in refurbishment and upgrade projects;

the sufficiency of funds for required capital expenditures, working capital and debt service;

liabilities under laws and regulations protecting the environment; and

the impact of purchase accounting.

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Actual results and plans could differ materially from those expressed in any forward-looking statements if underlying assumptions prove incorrect, or if there occurs one or more of the risks or uncertainties described elsewhere in this joint proxy statement/prospectus.

You are cautioned not to place undue reliance on the forward-looking statements made in this joint proxy statement/prospectus or by representatives of IES or MISCOR. These statements speak only as of the date hereof or, in the case of statements made by representatives of IES or MISCOR, on the date those statements are made. All forward-looking statements, expressed or implied, included in this joint proxy statement/prospectus, and all subsequent written and oral forward-looking statements concerning the merger, the combined company or any other matter addressed in this joint proxy statement/prospectus and attributable to IES, MISCOR or any person acting on behalf of either company, are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

Except as otherwise required by applicable law, IES and MISCOR disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section. See also [Where You Can Find More Information](#), beginning on page 250.

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**THE IES MEETING**

*This section contains information from IES for IES stockholders about the IES Meeting. Together with this joint proxy statement/prospectus, IES is also sending a notice of the IES Meeting and a form of proxy that is being solicited by the IES board of directors for use at the IES Meeting. The information and instructions contained in this section are addressed to IES stockholders only, and all references to you in this section should be understood to be addressed to IES stockholders.*

**Date, Time, Place and Purposes of the IES Meeting**

The IES Meeting will be held on September 12, 2013, at 9:00 a.m., Central Time, at the IES corporate office located at 5433 Westheimer Road, Suite 500, Houston, Texas 77056 for the following purposes:

1. to approve the issuance of shares of IES common stock to the MISCOR shareholders in connection with the merger of MISCOR with and into Merger Sub, with Merger Sub surviving the merger as the surviving corporation, a direct, wholly-owned subsidiary of IES, as set forth in the merger agreement, a copy of which is attached as Annex A to the joint proxy statement/prospectus (Proposal No. 1);
2. to approve the adjournment or postponement of the IES Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the foregoing proposal (Proposal No. 2); and
3. to transact any other business as may properly come before the IES Meeting or any adjournments or postponements thereof.

*The approval of Proposal No. 1 is a condition to the completion of the merger. Accordingly, if IES stockholders wish to support the merger, they must approve Proposal No. 1.*

The IES board of directors recommends that IES stockholders vote **FOR** Proposal No. 1 and Proposal No. 2. In considering the recommendation of the IES board of directors, you should be aware that certain directors of IES have personal interests that may motivate them to support the merger.

For the reasons for these recommendations, see The Merger Recommendation of the IES Board of Directors and Its Reasons for the Merger, beginning on page 67.

**Who Can Vote at the IES Meeting**

Only holders of record of IES common stock at the close of business on August 5, 2013, the record date for the IES Meeting, are entitled to notice of and to vote at the IES Meeting. On July 24, 2013, the latest practicable date prior to the record date, there were 15,105,846 shares of IES common stock outstanding and entitled to be voted at the IES Meeting held by approximately 382 stockholders of record. A majority of these shares, present in person or represented by proxy, is necessary to constitute a quorum. Each share of IES common stock is entitled to one vote at the IES Meeting.

**Votes Required for Approval**

The affirmative vote of the holders of a majority of the votes cast by IES stockholders entitled to vote at the IES Meeting, at which a quorum is present, is required to approve Proposal No. 1, the issuance of shares of IES common stock in the merger.

The affirmative vote of a majority of the votes cast at the IES Meeting is required to approve Proposal No. 2, the adjournment or postponement of the IES Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies.

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Pursuant to the merger agreement, as a condition to the completion of the merger, IES must also receive the IES Minority Approval, which requires that 50% or more of the votes cast by IES stockholders entitled to vote at the IES Meeting (excluding shares held by certain affiliates of IES and MISCOR) shall not have been voted against

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IES proposal to issue shares of IES common stock in the merger. Any or all of the conditions to the completion of the merger, including the IES Minority Approval, may, to the extent permitted by applicable law, be waived in writing in whole or in part by either IES or MISCOR.

Abstentions and broker non-votes will not be counted either in favor of or against Proposals No. 1 or 2, nor will they be counted either in favor or against Proposal No. 1 for the purpose of determining satisfaction of the IES Minority Approval.

### **Share Ownership of Directors and Executive Officers of IES**

As of the close of business on July 24, 2013, the latest practicable date prior to the record date, the directors and executive officers of IES and their affiliates beneficially owned and were entitled to vote approximately 406,916 shares of IES common stock, collectively representing approximately 2.69% of the shares of IES common stock outstanding and entitled to vote on that date.

### **Quorum**

A quorum will be present at the IES Meeting if a majority of all the shares of IES common stock issued and outstanding on the IES record date and entitled to vote at the IES Meeting are present in person or represented by proxy at the IES Meeting. Abstentions and broker non-votes will be treated as present at the IES Meeting for purposes of determining the presence or absence of a quorum for the transaction of all business.

### **Adjournments**

If a quorum of IES stockholders is not present in person or represented by proxy at the IES Meeting, the IES Meeting may be adjourned by IES stockholders holding a majority of IES common stock present or represented at the meeting until a quorum is present or represented. In addition, if the adjournment proposal is approved, adjournments or postponements of the IES Meeting may be made for the purpose of soliciting additional proxies in favor of Proposal No. 1. No proxy that is voted against Proposal No. 1 will be voted in favor of adjournment or postponement of the IES Meeting for the purpose of soliciting additional proxies.

### **Manner of Voting**

We refer to a stockholder who holds IES common stock in the stockholder's own name (as opposed to being held in the name of their broker, bank or other nominee) as a holder of record. Holders of record may vote in person at the IES Meeting or by proxy. IES recommends that holders of record vote by proxy even if they plan to attend the IES Meeting. Holders of record can always revoke their proxy and change their votes at the IES Meeting.

### **Proxy Voting by Holders of Record**

Voting instructions are attached to your proxy card. If you properly submit your proxy to IES in time to vote, one of the individuals named as your proxy will vote your shares at the IES Meeting as you have directed. You may vote for or against any or all of the proposals submitted at the IES Meeting or abstain from voting.

If you are a holder of record, please vote your proxy by mail as provided below. Your submission of proxy authorizes James M. Lindstrom and Gail D. Makode, and each of them, as proxies, each with the power to appoint his or her substitute, to represent and vote your shares.

To submit your proxy by mail:

Mark, sign and date your proxy card and return it in the postage-paid envelope provided, or

Return it to Integrated Electrical Services, Inc., c/o Secretary, 5075 Westheimer, Suite 890, Houston, Texas 77056.  
Only the latest dated proxy received from you will be voted at the IES Meeting.





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#### **Voting of Shares Held in Street Name**

If your shares of IES common stock are not held in your own name but rather by your broker, bank or another nominee, we refer to your shares as being held in street name by your nominee. If your shares are held in street name, you must instruct your nominee how to vote your shares.

Your nominee may send to you a separate voting instruction form asking you for your voting instructions. If you do not receive a request for voting instructions from your nominee well in advance of the IES Meeting, IES recommends that you directly contact your nominee to determine how to cause your shares to be voted as you wish.

Unless you give voting instructions, your nominee **will not vote your shares** on the proposal with respect to the issuance of shares of IES common stock in the merger or any other matter that comes before the IES Meeting. Your shares held in street name will, however, be counted for purposes of determining whether a quorum is present at the IES Meeting.

If you wish to attend the IES Meeting and personally vote your shares held in street name, you must obtain a legally sufficient proxy from your nominee authorizing you to vote your shares held in street name.

#### **How Proxies Will Be Voted**

All shares of IES common stock entitled to vote and represented by properly completed proxies received prior to the IES Meeting (unless properly revoked) will be voted at the IES Meeting as instructed on the proxies.

If holders of record who submit a properly completed proxy do not indicate how their shares of IES common stock should be voted on a matter, the shares of IES common stock represented by their proxy will be voted (unless properly withdrawn) as the IES board of directors recommends and therefore will be voted:

**FOR** the proposal to issue shares of IES common stock in the merger, and

**FOR** the proposal to adjourn or postpone the IES Meeting to a later date or date, if necessary or appropriate, to allow for the solicitation of additional proxies.

Any proxy that is voted against Proposal No. 1 will also be voted against adjournment or postponement of the IES Meeting for the purpose of soliciting additional proxies.

#### **Revoking a Proxy**

You may revoke your proxy at any time prior to its exercise by:

submitting a new proxy card bearing a later date;

giving written notice of the revocation to IES corporate secretary before the IES meeting; or

attending the IES Meeting and voting in person.

Your attendance at the IES Meeting in person without voting will not automatically revoke your proxy. If you revoke your proxy during the meeting, this will not affect any vote previously taken. If you hold shares in street name and you desire to revoke your proxy, you should follow the instructions provided by your nominee.

**Solicitation of Proxies and Expenses**

IES and MISCOR will each pay one-half of the expenses incurred in connection with the printing and mailing of this joint proxy statement/prospectus. IES will also request brokers, banks and other nominees holding shares of IES

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common stock beneficially owned by others to send this joint proxy statement/prospectus to, and obtain proxies from, the beneficial owners of such shares and will reimburse them for their reasonable expenses in so doing.

American Stock Transfer & Trust Company, LLC ( AST ), IES transfer agent and registrar, may also solicit proxies from holders of record of IES common stock for customary fees. Solicitation of proxies by mail may be supplemented by telephone, email and other electronic means, advertisements and personal solicitations by the directors, officers and employees of IES. No additional compensation will be paid to IES directors, officers or employees for their solicitation efforts.

**Questions About Voting or the IES Meeting**

If you have any questions or need further assistance in voting your shares, please contact the following:

brokers, banks and other nominees call Broadridge (toll-free) at 1-800-579-1639, and

holders of record of IES common stock call AST Shareholder Services (toll-free) at 1-800-937-5449.

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**THE MISCOR MEETING**

*This section contains information from MISCOR for MISCOR shareholders about the MISCOR Meeting. Together with this joint proxy statement/prospectus, MISCOR is also sending a notice of the MISCOR Meeting and a form of proxy that is being solicited by the MISCOR board of directors for use at the MISCOR Meeting. The information and instructions contained in this section are addressed to MISCOR shareholders only, and all references to you in this section should be understood to be addressed to MISCOR shareholders.*

**Date, Time, Place and Purposes of the MISCOR Meeting**

The MISCOR Meeting will be held on September 12, 2013, at 10:00 a.m., Eastern Daylight Time, at the MISCOR corporate office located at 800 Nave Road, SE, Massillon, Ohio 44646, for the following purposes:

1. to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, pursuant to which MISCOR will merge with and into Merger Sub, with Merger Sub surviving the merger as the surviving corporation, a direct, wholly-owned subsidiary of IES, and approve the transactions contemplated thereby (Proposal No. 1);
2. to approve on an advisory (non-binding) basis the golden parachute compensation to be paid to MISCOR's executive officers in connection with the merger (which is referred to as the merger-related named executive officer compensation proposal) (Proposal No. 2);
3. to approve the adjournment or postponement of the MISCOR Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the foregoing proposal (Proposal No. 3); and

4. to transact any other business as may properly come before the MISCOR Meeting or any adjournments or postponements thereof. The MISCOR board of directors unanimously recommends that MISCOR shareholders vote **FOR** Proposal No. 1, Proposal No. 2 and Proposal No. 3. In considering the recommendation of the MISCOR board of directors, you should be aware that certain directors and executive officers of MISCOR have interests in the transactions contemplated by the merger agreement that may be different from, or in addition to, the interests of MISCOR shareholders generally.

For the reasons for these recommendations, see The Merger Recommendation of the MISCOR Board of Directors and Its Reasons for the Merger, beginning on page 62.

**Who Can Vote at the MISCOR Meeting**

Only holders of record of MISCOR common stock at the close of business on August 5, 2013, the MISCOR record date, are entitled to notice of, and to vote at, the MISCOR Meeting. As of July 24, 2013, the latest practicable date prior to the record date, there were 11,684,987 shares of MISCOR common stock outstanding and entitled to vote at the MISCOR Meeting, held by approximately 472 beneficial owners and approximately 65 stockholders of record. A majority of these shares, present in person or represented by proxy, is necessary to constitute a quorum. Each share of MISCOR common stock is entitled to one vote at the MISCOR Meeting.

**Votes Required for Approval**

A majority of the outstanding shares of MISCOR common stock entitled to vote as of the record date must be cast in favor of Proposal No. 1, adoption of the merger agreement, for it to be approved. Abstentions and broker non-votes will have the same effect as a vote **against** Proposal No. 1.

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The affirmative vote of a majority of the votes cast at the MISCOR Meeting by MISCOR shareholders entitled to vote thereon is required to approve the (non-binding) advisory vote on Proposal No. 2, the merger-related named

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executive officer compensation proposal. Because the vote on Proposal No. 2 is advisory, it will not be binding on MISCOR, and failure to receive the vote required for approval will not in itself change MISCOR's obligations to make the merger-related named executive compensation. Abstentions and broker non-votes will not be counted either in favor of or against Proposal No. 2.

The affirmative vote of a majority of votes cast at the MISCOR Meeting and entitled to vote thereon is required to approve Proposal No. 3, the adjournment or postponement of the MISCOR Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies. Abstentions and broker non-votes will not be counted either in favor of or against Proposal No. 3.

Pursuant to the merger agreement, as a condition to completion of the merger, MISCOR must also receive the MISCOR Minority Approval, which requires that 50% or more of the votes cast by MISCOR shareholders entitled to vote at the MISCOR Meeting (excluding shares held by certain affiliates of IES and MISCOR) shall not have been voted against MISCOR's proposal to adopt of the merger agreement. Abstentions and broker non-votes will not be counted either in favor of or against Proposal No. 1 for the purpose of determining satisfaction of the MISCOR Minority Approval. Any or all of the conditions to the completion of the merger, including the MISCOR Minority Approval, may, to the extent permitted by applicable law, be waived in writing in whole or in part by either IES or MISCOR.

### **Share Ownership of Directors and Executive Officers of MISCOR**

As of the close of business on July 24, 2013, the latest practicable date prior to the record date, the directors and executive officers of MISCOR and their affiliates beneficially owned and were entitled to vote approximately 2,764,800 shares of MISCOR common stock, collectively representing approximately 23.7% of the shares of MISCOR common stock outstanding and entitled to vote on that date.

### **Quorum**

A quorum will be present at the MISCOR Meeting if a majority of all the shares of MISCOR common stock issued and outstanding on the record date and entitled to vote at the MISCOR Meeting are present in person or represented by proxy at the MISCOR Meeting. Abstentions and broker non-votes will be treated as present at the MISCOR Meeting for purposes of determining the presence or absence of a quorum for the transaction of all business.

### **Adjournments**

If a quorum is not present in person or represented by proxy at the MISCOR Meeting, the Chairman of the MISCOR board of directors or MISCOR shareholders holding a majority of the MISCOR common stock present at the MISCOR Meeting have the power to adjourn the meeting from time to time, without notice other than an announcement at the MISCOR meeting. In addition, the MISCOR Meeting may be adjourned or postponed for the purpose of soliciting additional proxies in favor of Proposal No. 1 by a majority of the votes cast, without regard to broker non-votes or abstentions. However, no proxy that is voted against Proposal No. 1 will be voted in favor of adjournment or postponement of the MISCOR Meeting for the purpose of soliciting additional proxies.

### **Manner of Voting**

We refer to stockholders who hold their MISCOR common stock in their own name (as opposed to being held in the name of their broker, bank or other nominee) as holders of record. Holders of record may vote in person at the MISCOR Meeting or by proxy. MISCOR recommends that holders of record vote by proxy even if they plan to attend the MISCOR Meeting. Holders of record can always revoke their proxy and change their votes at the MISCOR Meeting.

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**Proxy Voting by Holders of Record**

Voting instructions are attached to your proxy card. If you properly submit your proxy to MISCOR in time to vote, one of the individuals named as your proxy will vote your shares at the MISCOR Meeting as you have directed. You may vote for or against any or all of the proposals submitted at the MISCOR Meeting or abstain from voting.

If you are a holder of record, there are three ways to vote your proxy: by telephone, by Internet or by mail. Your submission of proxy authorizes William J. Schmuhl, Jr. and Michael Topa, and each of them, as proxies, each with the power to appoint his substitute, to represent and vote your shares.

**To submit your proxy by Telephone call Toll-Free to 1-800-690-6903:**

Use any touch-tone telephone to vote your proxy 24 hours a day, seven days a week until 11:59 p.m. (New York City Time) on September 11, 2013.

Please have your proxy card available and follow the simple instructions the voice prompt provides.

**To submit your proxy by Internet visit <http://www.proxyvote.com>:**

Use the Internet to vote your proxy 24 hours a day, seven days a week until 11:59 p.m. (New York City Time) on September 11, 2013.

Please have your proxy card available and follow the simple instructions to obtain your records and create an electronic ballot.

**To submit your proxy by mail:**

Mark, sign and date your proxy card and return it in the postage-paid envelope provided, or

Return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Only the latest dated proxy received from you, whether by mail, telephone or internet, will be voted at the MISCOR Meeting. If you submit your proxy by telephone or Internet, please do not mail your proxy form.

**Voting of Shares Held in Street Name**

If your shares of MISCOR common stock are not held in your own name but rather by your broker, bank or another nominee, we refer to your shares as being held in street name by your nominee. If your shares are held in street name you must instruct your nominee how to vote your shares.

Your nominee may send to you a separate voting instruction form asking you for your voting instructions. If you do not receive a request for voting instructions from your nominee well in advance of the MISCOR Meeting, MISCOR recommends that you directly contact your nominee to determine how to cause your shares to be voted as you wish. Your nominee may permit you to instruct the voting of your shares electronically using the telephone or Internet.

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Unless you give voting instructions, your nominee **will not vote your shares** on the proposal to adopt the merger agreement. Shares held in street name but not voted will have the same effect as a vote **against** adoption of the merger agreement. We therefore urge you to provide voting instructions to your nominee. Your shares held in street name will, however, be counted for purposes of determining whether a quorum is present at the MISCOR Meeting, if your shares are represented at the MISCOR Meeting by your nominee.

### **How Proxies Will Be Voted**

All shares of MISCOR common stock entitled to vote and represented by properly completed proxies received prior to the MISCOR Meeting (unless properly revoked) will be voted at the MISCOR Meeting as instructed on the proxies.



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If holders of record who submit a properly completed proxy do not indicate how their shares of MISCOR common stock should be voted on a matter, the shares of MISCOR common stock represented by their proxy will be voted (unless properly withdrawn) as the MISCOR board of directors recommends and therefore will be voted:

**FOR** the proposal adopt the merger agreement and approve the transaction contemplated thereby;

**FOR** the merger-related named executive officer compensation proposal; and

**FOR** the proposal to adjourn or postpone the MISCOR Meeting to a later date or date, if necessary or appropriate, to allow for the solicitation of additional proxies.

Any proxy that is voted against Proposal No. 1 will also be voted against adjournment or postponement of the MISCOR Meeting for the purpose of soliciting additional proxies.

### **Revoking a Proxy**

You may revoke your proxy at any time prior to its exercise by:

submitting a new proxy card bearing a later date, or submitting a new proxy by telephone or through the Internet;

giving written notice of the revocation to MISCOR's corporate secretary before the MISCOR meeting; or

attending the MISCOR Meeting and voting in person.

Your attendance at the MISCOR Meeting in person without voting will not automatically revoke your proxy. If you revoke your proxy during the meeting, this will not affect any vote previously taken. If you hold shares in street name and you desire to revoke your proxy, you should follow the instructions provided by your nominee.

### **Tabulation of the Votes**

MISCOR has appointed Broadridge Investor Communications, Inc. ( Broadridge ) to serve as the Inspector of Election for the MISCOR Meeting. Broadridge will independently tabulate affirmative and negative votes and abstentions.

### **Solicitation of Proxies and Expenses**

IES and MISCOR will each pay one-half of the expenses incurred in connection with the printing and mailing of this joint proxy statement/prospectus. MISCOR will also request brokers, banks and other nominees holding shares of MISCOR common stock beneficially owned by others to send this joint proxy statement/prospectus to, and obtain proxies from, the beneficial owners of such shares and will reimburse them for their reasonable expenses in so doing.

Broadridge, MISCOR's stock transfer agent and registrar, may also solicit proxies from holders of record of MISCOR common stock for customary fees. Solicitation of proxies by mail may be supplemented by telephone, email and other electronic means, advertisements and personal solicitations by the directors, officers and employees of MISCOR. No additional compensation will be paid to MISCOR's directors, officers or employees for their solicitation efforts.

**Questions About Voting or the MISCOR Meeting**

If you have any questions or need further assistance in voting your shares, please call Broadridge at the following numbers:

**brokers, banks and other nominees call** your Broadridge representative or broker; and

**holders of record of MISCOR common stock call (toll-free) 1-877-830-4936.**

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**DESCRIPTION OF CAPITAL STOCK OF IES**

**General**

IES authorized capital stock consists of 100,000,000 shares of common stock, par value \$0.01 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share. As of July 24, 2013, 15,105,846 shares of IES common stock were issued and outstanding and no shares of preferred stock were issued and outstanding.

The following summary of the terms and provisions of IES common stock and preferred stock does not purport to be complete and is qualified in its entirety by reference to IES Second Amended and Restated Certificate of Incorporation, as amended, its Bylaws and its Tax Benefit Protection Plan Agreement, dated as of January 28, 2013 (the Rights Agreement), between IES and American Stock Transfer & Trust Company, LLC, as Rights Agent. The terms of IES capital stock may also be affected by the DGCL.

**Common Stock and Restricted Common Stock**

The holders of IES common stock are entitled to one vote for each share on all matters voted upon by IES stockholders, including the election of directors. IES common stockholders are not entitled to vote cumulatively for the election of directors. Holders of a majority of the shares of IES common stock entitled to vote in any election of IES directors may elect all of the directors standing for election.

Subject to the rights of any then-outstanding shares of preferred stock, holders of IES common stock are entitled to participate in dividends declared in the discretion of the IES board of directors out of funds legally available therefor. IES has never paid cash dividends on its common stock, and it does not anticipate paying cash dividends on its common stock in the foreseeable future. Any future determination as to the payment of dividends will be made at the discretion of the IES board of directors and will depend upon IES operating results, financial condition, capital requirements, general business conditions and other factors that the IES board of directors deems relevant. IES is also restricted under its revolving credit facility from paying cash dividends.

Holders of IES common stock are entitled to share ratably in the net assets of IES upon liquidation after payment or provision for all liabilities and any preferential liquidation rights of any preferred stock then outstanding. Holders of IES common stock have no preemptive rights to purchase shares of IES common stock. Shares of IES common stock are not subject to any redemption provisions and are not convertible into any other securities of IES. All outstanding shares of IES common stock are fully paid and non-assessable.

Each outstanding share of IES common stock includes one preferred stock purchase right issued under the Rights Agreement, which is summarized below.

IES common stock is listed on the NASDAQ under the symbol IESC.

**Preferred Stock**

Preferred stock may be issued from time to time by the IES board of directors as shares of one or more classes or series. Subject to the provisions of IES Second Amended and Restated Certificate of Incorporation and limitations prescribed by law, the IES board of directors is expressly authorized to adopt resolutions to issue the shares, to fix the number of shares and to change the number of shares constituting any series, and to provide for or change the voting powers, designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, including dividend rights (including whether dividends are cumulative), dividend rates, terms of redemption (including sinking fund provisions), redemption prices, conversion rights and liquidation preferences of the shares constituting any class or series of the preferred stock, in each case without any further action or vote by the IES stockholders.

One of the effects of undesignated preferred stock may be to enable the IES board of directors to render more difficult or to discourage an attempt to obtain control of IES by means of a tender offer, proxy contest, merger or

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otherwise, and thereby to protect the continuity of IES management. The issuance of shares of preferred stock pursuant to the IES board of directors authority described above may adversely affect the rights of the holders of IES common stock. For example, preferred stock that IES issues may rank prior to IES common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of IES common stock. Accordingly, the issuance of shares of preferred stock may discourage bids for IES common stock at a premium or may otherwise adversely affect the market price of IES common stock.

**Series A Junior Participating Preferred Stock**

On January 24, 2013, the IES board of directors declared a dividend of one preferred share purchase right (a right) for each outstanding share of IES common stock. The dividend was payable to the stockholders of record as of the close of business on February 19, 2013 (the record date). Each right represents a right to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.01 per share (the Series A Preferred Stock), of IES at a price of \$20.00 (the Purchase Price). The following summary of the rights does not purport to be complete and is qualified in its entirety by reference to that certain Tax Benefit Protection Plan Agreement, dated as of January 28, 2013 (the Rights Agreement), between IES and American Stock Transfer & Trust Company, LLC, as Rights Agent. The Board of Directors adopted the Rights Agreement in an effort to protect stockholder value by attempting to protect against a possible limitation on IES ability to use its net operating loss carry forwards (the NOLs) to reduce potential future federal income tax obligations.

*Distribution Date; Acquiring Persons, Transfer of Rights.* Initially, the rights will be attached to all common stock certificates (or book entry shares) representing shares of IES common stock then outstanding, and no separate right certificates will be distributed. Subject to certain exceptions specified in the Rights Agreement, the rights will separate from the common stock and a distribution date will occur upon the earlier of (i) ten (10) days following a public announcement that a person or group of affiliated or associated persons (an Acquiring Person) has acquired, or obtained the right to acquire, beneficial ownership of 4.95% or more of the outstanding shares of IES common stock (the Stock Acquisition Date) and (ii) ten (10) business days following the commencement of, or the first public announcement of a person's intention to commence, a tender offer or exchange offer that would result in a person or group beneficially owning 4.95% or more of the outstanding shares of IES common stock. The definition of Acquiring Person excludes any Exempt Person (as defined below) and any person who would become an Acquiring Person solely as a result of an Exempt Transaction (as defined below). Until the distribution date, (i) the rights will be evidenced by the common stock certificates (or book entry shares in respect of the common stock) and will be transferred with and only with such common stock certificates (or book entry shares in respect of the common stock), (ii) new common stock certificates (or book entry shares in respect of the common stock) after the record date will contain a notation incorporating the Rights Agreement by reference and, with respect to any uncertificated book entry shares issued after the record date, proper notice will be provided that incorporates the Rights Agreement by reference and (iii) the surrender for transfer of any certificates for common stock (or book entry shares of common stock) outstanding will also constitute the transfer of the rights associated with the common stock represented by such certificate or book entry shares.

As soon as practicable after the distribution date, right certificates will be mailed to holders of record of IES common stock as of the close of business on the distribution date. Thereafter, the separate right certificates alone will represent the rights. Except as otherwise determined by the IES board of directors, only shares of IES common stock issued prior to the distribution date will be issued with rights.

*Exempt Persons.* The following persons are Exempt Persons as defined under the Rights Agreement:

(i) Any person who, together with its affiliates and associates, is the beneficial owner of IES common stock, options and/or warrants exercisable for shares of common stock representing 4.95% or more of the shares of IES common stock outstanding on January 24, 2013 will be an Exempt Person. However, any such person will no longer be treated as an Exempt Person and will be deemed an Acquiring Person if such person, together with its

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affiliates and associates, thereafter becomes the beneficial owner of securities representing a percentage of the outstanding IES common stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of IES common stock beneficially owned by such person at any time since January 24, 2013, excluding increases in percentage ownership of IES common stock attributable to any (x) grant or adjustment of an equity compensation award to such person by IES or (y) repurchase or redemption of IES common stock by IES.

(ii) In addition, any person who, together with its affiliates and associates, becomes the beneficial owner of IES common stock, options and/or warrants exercisable for shares of IES common stock representing 4.95% or more of the shares of IES common stock then outstanding because of a reduction in the number of outstanding shares of IES common stock as the result of a purchase of common stock by IES or any of its subsidiaries will also be an Exempt Person. However, any such person will no longer be treated as an Exempt Person and will be deemed an Acquiring Person if such person, together with its affiliates and associates, thereafter becomes the beneficial owner of a percentage of the outstanding IES common stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of the outstanding IES common stock beneficially owned by such person at any time since such person first beneficially owned 4.95% or more of the common stock, excluding increases in percentage ownership of IES common stock attributable to any (x) grant or adjustment of an equity compensation award to such person by IES or (y) repurchase or redemption of shares of common stock by IES.

(iii) In addition, any person who, together with its affiliates and associates, is the beneficial owner of IES common stock, options and/or warrants exercisable for shares of IES common stock representing 4.95% or more of the outstanding IES common stock, and whose beneficial ownership is determined by the IES board of directors, in its sole discretion, (x) not to jeopardize or endanger the unrestricted availability to IES of its tax benefits or (y) to be in the best interests of IES, will be an Exempt Person. However, any such person shall no longer be treated as an Exempt Person and will be deemed an Acquiring Person if (A) such person, together with its affiliates and associates, thereafter becomes the beneficial owner of a percentage of IES common stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of IES common stock beneficially owned by such person at any time since such person first beneficially owned 4.95% or more of the common stock, excluding increases in beneficial ownership of IES common stock attributable to any (I) grant or adjustment of an equity compensation award to such person by IES or (II) repurchase or redemption of common stock by IES, or (B) the IES board of directors, in its sole discretion, determines that such person's beneficial ownership (together with its affiliates and associates) may jeopardize or endanger the unrestricted availability to IES of its tax benefits or not be in the best interests of IES.

A purchaser, assignee or transferee of shares of IES common stock (or options or warrants exercisable for IES common stock) from an Exempt Person will not thereby become an Exempt Person, except that a transferee who receives IES common stock as a bequest or inheritance from the estate of an Exempt Person shall be an Exempt Person so long as such transferee continues to be the beneficial owner of 4.95% or more of the then outstanding shares of IES common stock.

*Exempt Transactions.* The following transactions shall be Exempt Transactions under the Rights Agreement: any transaction that the IES board of directors determines, in its sole discretion, is exempt from the Rights Agreement, which determination shall be made in the sole and absolute discretion of the IES board of directors prior to the date of such transaction, including, without limitation, if the IES board of directors determines that (i) neither the beneficial ownership of shares of IES common stock by any person, directly or indirectly, as a result of such transaction nor any other aspect of such transaction would jeopardize or endanger the unrestricted availability to IES of its tax benefits or (ii) such transaction is otherwise in the best interests of IES. In granting an exemption for an Exempt Transaction, the IES board of directors may require any person who would otherwise be an Acquiring Person to make certain representations or undertakings or to agree that any violation or attempted violation of such representations or undertakings will result in such consequences and subject the person to such conditions as the IES board of directors may determine in its sole discretion, including that any such violation shall result in such person becoming an Acquiring Person.

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*Exercisability; Expiration.* The rights are not exercisable until the distribution date and will expire on the earliest of (i) the close of business on December 31, 2017, (ii) the close of business on December 31, 2015 if stockholder approval of the Rights Agreement has not been received by or on such date, (iii) adjournment of the third annual meeting of stockholders of IES after the date of the Rights Agreement if stockholder approval of the Rights Agreement has not been received by such date, (iv) the repeal of Section 382 of the Internal Revenue Code of 1986, as amended (the Code), and any successor statute or any other change of law if, as a result of such change of law, the IES board of directors determines that the Rights Agreement is no longer necessary or desirable for the preservation of certain tax benefits, and (v) the beginning of the first taxable year of IES to which the IES board of directors determines that certain tax benefits may not be carried forward. At no time will the rights have any voting power.

If, an Acquiring Person becomes the beneficial owner of 4.95% or more of the outstanding shares of IES common stock, each holder of a right will thereafter have the right to receive, upon exercise, IES common stock (or, in certain circumstances, cash, property or other securities of IES), having a value equal to two times the exercise price of the right. The exercise price is the Purchase Price times the number of shares of IES common stock associated with each right (initially, one). Notwithstanding any of the foregoing, following the occurrence of an Acquiring Person becoming such (a Flip-In Event), all rights that are, or (under certain circumstances specified in the Rights Agreement) were, beneficially owned by any Acquiring Person will be null and void. However, rights are not exercisable following the occurrence of a Flip-In Event until such time as the rights are no longer redeemable by IES as set forth below.

For example, at an exercise price of \$20.00 per right, each right distributed in respect of shares of IES common stock not owned by an Acquiring Person (or by certain related parties) following a Flip-In Event would entitle its holder to purchase \$40.00 worth of IES common stock (or other consideration, as noted above) for \$20.00. If the common stock at the time of exercise had a market value per share of \$4.00 per share, the holder of each valid right would be entitled to purchase 10 shares of IES common stock for \$20.00.

Until a right is exercised, the holder thereof, as such, will have no rights as a shareholder of IES, including, without limitation, the right to vote or to receive dividends. While the distribution of the rights will not be taxable to shareholders or to IES, shareholders may, depending upon the circumstances, recognize taxable income in the event that the rights become exercisable for IES common stock (or other consideration) as set forth above or in the event the rights are redeemed.

*Anti-Dilution Provisions.* The Purchase Price payable, and the number of shares of Series A Preferred Stock or other securities or property issuable, upon exercise of the rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Series A Preferred Stock, (ii) if holders of the Series A Preferred Stock are granted certain rights or warrants to subscribe for Series A Preferred Stock or convertible securities at less than the then-current market price of the Series A Preferred Stock, or (iii) upon the distribution to holders of the Series A Preferred Stock of evidences of indebtedness or assets (excluding regular quarterly cash dividends) or of subscription rights or warrants (other than those referred to above).

With certain exceptions, no adjustments in the Purchase Price will be required until cumulative adjustments amount to at least 1% of the Purchase Price. No fractional shares will be issued and, in lieu thereof, an adjustment in cash will be made based on the market price of the Series A Preferred Stock on the last trading date prior to the date of exercise.

*Exchange.* At any time after the Stock Acquisition Date, the IES board of directors may exchange the rights (other than rights owned by an Acquiring Person), in whole or in part, at an exchange ratio equal to one (1) share of IES common stock per right (subject to adjustment).

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*Redemption.* At any time until ten (10) days following the Stock Acquisition Date, IES may redeem the rights in whole, but not in part, at a price of \$0.001 per right. Immediately upon action by the IES board of directors ordering redemption of the rights, the rights will terminate and the only right of the holders of rights will be to receive the \$0.001 redemption price.

*Amendments.* Other than those provisions relating to the principal economic terms of the rights, any of the provisions of the Rights Agreement may be amended by the IES board of directors prior to the distribution date. After the distribution date, the provisions of the Rights Agreement may be amended by the IES board of directors in order to cure any ambiguity, to make changes which do not adversely affect the interests of holders of rights (excluding the interests of any Acquiring Person), or to shorten or lengthen any time period under the Rights Agreement; *provided, however*, that no amendment to lengthen the time period governing redemption shall be made at such time as the rights are not redeemable.

**Statutory Business Combination Provision**

IES is subject to the provisions of Section 203 of the Delaware General Corporation Law. Section 203 provides, with certain exceptions, that a Delaware corporation may not engage in any of a broad range of business combinations with a person or an affiliate, or associate of such person, who is an interested stockholder for a period of three years from the date that such person became an interested stockholder unless: (1) the transaction resulting in a person becoming an interested stockholder, or the business combination, is approved by the Board of Directors of the corporation before the person becomes an interested stockholder, (2) upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced (excluding shares owned by persons who are both officers and directors of the corporation, and shares held by certain employee stock ownership plans) or (3) on or after such time the business combination is approved by the board of directors and authorized at a meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder. Under Section 203, an interested stockholder is defined as any person who is the owner of 15% or more of the outstanding voting stock of the corporation or an affiliate or associate of the corporation and who became the owner of 15% or more of the outstanding voting stock of the corporation at any time within the three-year period immediately prior to the date on which it is sought to be determined whether such person is an interested stockholder.

A corporation may, at its option, exclude itself from the coverage of Section 203 by amending its certificate of incorporation or bylaws, by action of its stockholders, to exempt itself from coverage. IES has not adopted such an amendment to IES Second Amended and Restated Certificate of Incorporation or Bylaws. As of July 24, 2013, Tontine, the controlling shareholder of IES common stock, owned 56.7% of IES common stock. However, as the transaction which resulted in Tontine becoming an interested stockholder was approved by the IES board of directors, Tontine is exempt from application of Section 203.

**Limitation on Directors Liability**

Pursuant to IES Second Amended and Restated Certificate of Incorporation and Delaware law, IES directors are not liable to IES or its stockholders for monetary damages for breach of fiduciary duty, except for liability in connection with a breach of the duty of loyalty, for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, for dividend payments or stock repurchases illegal under Delaware law or any transaction in which a director has derived an improper personal benefit. IES has entered into indemnification agreements with certain of its directors and executive officers that indemnify those persons to the fullest extent permitted by IES Second Amended and Restated Certificate of Incorporation, its Bylaws and the DGCL. IES has also obtained directors and officers liability insurance. Insofar as indemnification for liabilities arising under the Securities Act 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 SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

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**Amended and Restated Certificate of Incorporation and Bylaw Provisions**

IES Second Amended and Restated Certificate of Incorporation and Bylaws include provisions that may have the effect of discouraging, delaying or preventing a change in control of IES or an unsolicited acquisition proposal that an IES stockholder might consider favorable, including a proposal that might result in the payment of a premium over the market price for the shares held by IES stockholders. These provisions are summarized in the following paragraphs.

*Supermajority Voting.* IES Second Amended and Restated Certificate of Incorporation requires the approval of the holders of at least 75% of the then-outstanding shares of IES capital stock entitled to vote thereon and the approval of the holders of at least 75% of the then-outstanding shares of each class of stock voting separately as a class on, among other things, certain amendments to IES Second Amended and Restated Certificate of Incorporation. The IES board of directors may amend, alter, change or repeal IES Bylaws, or adopt new Bylaws by the affirmative vote of a majority of the IES board of directors at any meeting and without the assent or vote of the IES stockholders. The Bylaws may be also be altered, amended or repealed, or new Bylaws may be adopted, upon the affirmative vote of holders of at least a majority of the shares of IES common stock entitled to vote thereon.

*Authorized but Unissued or Undesignated Capital Stock.* IES authorized capital stock consists of 100,000,000 shares of common stock and 10,000,000 shares of preferred stock. As of July 24, 2013, 15,105,846 shares of IES common stock were issued and outstanding and no shares of preferred stock were issued and outstanding. The authorized but unissued (and in the case of preferred stock, undesignated) stock may be issued by the IES board of directors in one or more transactions. In this regard, IES Second Amended and Restated Certificate of Incorporation grants the IES board of directors broad power to establish the rights and preferences of authorized and unissued preferred stock. The issuance of shares of preferred stock pursuant to the authority granted to the IES board of directors, as described above, could decrease the amount of earnings and assets available for distribution to holders of IES common stock and adversely affect the rights and powers, including voting rights, of such holders and may also have the effect of delaying, deferring or preventing a change in control of IES. The IES board of directors does not currently intend to seek stockholder approval prior to any issuance of preferred stock, unless otherwise required by law.

*Special Meeting of Stockholders.* IES Bylaws provide that special meetings of IES stockholders may only be called by (1) the Chairman of the board of directors upon the written request of the board of directors pursuant to a resolution approved by a majority of the board of directors or (2) upon the receipt of the written request of the holders of at least 25% of the outstanding shares of IES common stock.

*Stockholder Action by Written Consent.* IES Second Amended and Restated Certificate of Incorporation and Bylaws generally provide that any action required or permitted by IES stockholders must be effected at a duly called annual or special meeting of the stockholders and may not be effected by any written consent of the stockholders.

*Notice Procedures.* IES Bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as director and amendments to IES Second Amended and Restated Certificate of Incorporation or Bylaws to be brought before annual meetings of the IES stockholders. These procedures provide that notice of such stockholder proposals must be timely given in writing to IES corporate secretary prior to the annual meeting. Generally, to be timely, notice must be received at IES principal executive offices not less than 80 days prior to an annual meeting (or if fewer than 90 days notice or prior public disclosure of the date of the annual meeting is given or made by IES, not later than the tenth day following the date on which the notice of the date of the annual meeting was mailed or such public disclosure was made). The notice must contain certain information specified in the Bylaws, including a brief description of the business desired to be brought before the annual meeting and certain information concerning the stockholder submitting the proposal.



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**Rights Agreement**

On January 28, 2013, the IES board of directors adopted the Rights Agreement in an effort to protect stockholder value by attempting to protect against a possible limitation on IES' ability to use NOLs to reduce potential future federal income tax obligations. IES has experienced and may experience in the future substantial operating losses, and under the Code and rules promulgated by the Internal Revenue Service, IES may carry forward these losses in certain circumstances to effect any current and future earnings and thus reduce IES' federal income tax liability, subject to certain requirements and restrictions. To the extent that the NOLs do not otherwise become limited, IES believes that it will be able to carry forward a significant amount of NOLs, and therefore these NOLs could be a substantial asset to IES. However, if IES experiences an ownership change, as defined in Section 382 of the Code, its ability to use the NOLs will be substantially limited, and the timing of the usage of the NOLs could be substantially delayed, which could therefore significantly impair the value of that asset.

The Rights Agreement is designed to deter an acquisition of IES common stock in excess of a threshold amount that could trigger a change of control within the meaning of Section 382 of the Code. The Rights Agreement is designed to effectively dilute the ownership of any Acquiring Person through the offering of rights to IES' other shareholders that could be exercised upon the Acquiring Person's acquisition of IES common stock in excess of the threshold amount. There can be no assurance that the Rights Agreement will be effective in deterring a change of control or protecting the NOLs. For additional information on the rights and the Rights Agreement, see Series A Junior Participating Preferred Stock above.

**Transfer Agent and Registrar**

The transfer agent and registrar for IES common stock is American Stock Transfer & Trust Company, LLC.

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**MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER**

The following discussion addresses the material United States federal income tax consequences of the merger to U.S. holders (as defined below) of MISCOR common stock. The discussion is based on the Internal Revenue Code of 1986, as amended, Treasury regulations, administrative rulings and judicial decisions, all as currently in effect and all of which are subject to change (possibly with retroactive effect) and to differing interpretations, and is the opinion of Andrews Kurth LLP and Ulmer & Berne LLP insofar as it sets forth specific legal conclusions under U.S. federal income tax law. The opinions of counsel are included as exhibits to the registration statement of which this proxy statement/prospectus forms a part.

This discussion applies only to U.S. holders (as defined below) that hold their MISCOR common stock as a capital asset within the meaning of Section 1221 of the Code, each of which we refer to in this document as a holder. Further, this discussion does not address all aspects of United States federal taxation that may be relevant to a particular stockholder in light of its personal circumstances or to stockholders subject to special treatment under the United States federal income tax laws, including:

banks or trusts,

tax-exempt organizations,

insurance companies,

dealers in securities or foreign currency,

traders in securities who elect to apply a mark-to-market method of accounting,

pass-through entities and investors in such entities,

foreign persons,

holders that exercise appraisal rights,

regulated investment companies and real estate investment trusts,

broker-dealers,

holders liable for the alternative minimum tax,

holders that have a functional currency other than the U.S. dollar,

holders who received their MISCOR common stock through the exercise of employee stock options, through a tax-qualified retirement plan or otherwise as compensation, and

holders who hold MISCOR common stock as part of a hedge, straddle, constructive sale, conversion transaction or other integrated investment.

In addition, the discussion does not address any alternative minimum tax or any state, local or foreign tax consequences of the merger, nor does it address any tax consequences arising under the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010.

For purposes of this discussion, a U.S. holder is a beneficial owner of MISCOR common stock who is, for U.S. federal income tax purposes: (i) an individual who is a citizen or resident of the United States; (ii) a corporation or other entity taxable as a corporation created or organized under the laws of the United States or any of its political subdivisions; (iii) an estate that is subject to U.S. federal income tax on its income regardless of its source; or (iv) a trust (A) if a U.S. court is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust or (B) that has made a valid election to be treated as a United States person for U.S. federal income tax purposes.

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This discussion does not address the tax treatment of partnerships (or entities or arrangements that are treated as partnerships for United States federal income tax purposes) or persons that hold their MISCOR common stock through partnerships or other pass-through entities for U.S. federal income tax purposes. If a partnership, including any entity or arrangement treated as a partnership for U.S. federal income tax purposes, holds shares of MISCOR common stock, the U.S. federal income tax treatment of a partner in such partnership will depend upon the status of the partner and the activities of the partnership. Such partners and partnerships should consult their own tax advisors regarding the particular tax consequences of the merger to them.

Each holder of MISCOR common stock should consult its tax advisor with respect to the particular tax consequences of the merger to such holder.

**Tax Opinion**

The completion of the merger is conditioned upon the delivery by tax counsel to MISCOR of its opinion dated the closing date of the merger to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and that the merger agreement constitutes a plan of reorganization within the meaning of Section 368 of the Code. This opinion condition will not be waivable after the MISCOR shareholders have approved the proposal to adopt the merger agreement if such waiver would require further stockholder approval to be obtained, unless further approval of the MISCOR shareholders is obtained with appropriate disclosure. MISCOR does not intend to waive this opinion condition to its obligation to consummate the merger. If the conclusions in the tax opinion delivered at closing are materially different than the opinion described herein, IES and MISCOR will recirculate this joint proxy statement/prospectus and resolicit the shareholder votes of MISCOR. Further, if MISCOR does waive this opinion condition after the registration statement of which this joint proxy statement/prospectus is a part is declared effective by the SEC, and if the U.S. federal income tax consequences of the merger to you have materially changed, IES and MISCOR will recirculate the joint proxy statement/prospectus and resolicit the shareholder votes of MISCOR.

The tax opinion will be based on certain facts, representations, covenants and assumptions, including representations of IES and MISCOR. If any of the representations or assumptions upon which such opinion is based are inconsistent with the actual facts, the United States federal income tax consequences of the merger could be adversely affected. This opinion is not binding on the Internal Revenue Service or the courts, and neither IES nor MISCOR intends to request a ruling from the Internal Revenue Service regarding the U.S. federal income tax consequences of the merger. Therefore, while the merger is conditioned upon the delivery by tax counsel to MISCOR of its opinion that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code, no assurance can be given that the Internal Revenue Service will not assert, or that a court would not sustain, a position contrary to any of those set forth below.

**Material U.S. Federal Income Tax Consequences of the Merger to MISCOR Shareholders**

The following discussion regarding the U.S. federal income tax consequences of the merger assumes that the merger will be consummated as described in the merger agreement and this joint proxy statement/prospectus. In the opinion of Ulmer & Berne LLP, the merger will be treated for U.S. federal income tax purposes as a reorganization qualifying under the provisions of Section 368(a) of the Code. If the merger is treated as a reorganization within the meaning of Section 368(a) of the Code, the merger will have the following U.S. federal income tax consequences.

*Exchange Solely for Cash.* If, pursuant to the merger, a holder exchanges all of the shares of MISCOR common stock actually owned by it solely for cash, that holder will recognize gain or loss equal to the difference between the amount of cash received and its adjusted tax basis in the shares of MISCOR common stock surrendered, which gain or loss will be long-term capital gain or loss if the holder's holding period with respect to the MISCOR common stock surrendered is more than one year at the effective time of the merger. Long-term capital gains of non-corporate taxpayers are subject to reduced rates of taxation. The deductibility of capital losses is

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subject to limitations. Although the law is unclear, if, however, the holder constructively owns shares of MISCOR common stock that are exchanged for shares of IES common stock in the merger or otherwise owns shares of IES common stock actually or constructively after the merger, the consequences to that holder may be similar to the consequences described below under the heading Exchange for IES Common Stock and Cash, except that the amount of consideration, if any, treated as a dividend may not be limited to the amount of that holder's gain.

*Exchange Solely for IES Common Stock.* If, pursuant to the merger, a holder exchanges all of the shares of MISCOR common stock actually owned by it solely for shares of IES common stock, that holder will not recognize any gain or loss except in respect of cash received instead of a fractional share of IES common stock (as discussed below). The aggregate adjusted tax basis of the shares of IES common stock received in the merger (including fractional shares deemed received and redeemed as described below) will be equal to the aggregate adjusted tax basis of the shares of MISCOR common stock surrendered for the IES common stock, and the holding period of the IES common stock (including fractional shares deemed received and redeemed as described below) will include the period during which the shares of MISCOR common stock were held.

*Exchange for IES Common Stock and Cash.* If, pursuant to the merger, a holder exchanges all of the shares of MISCOR common stock actually owned by it for a combination of IES common stock and cash, the holder will recognize gain (but not loss) in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the IES common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of MISCOR common stock surrendered) and (2) the amount of cash received pursuant to the merger (excluding any cash received in lieu of a fractional share of IES common stock). For this purpose, gain or loss must be calculated separately for each identifiable block of shares surrendered in the exchange, and a loss realized on one block of shares may not be used to offset a gain realized on another block of shares. Holders should consult their tax advisors regarding the manner in which cash and IES common stock should be allocated among different blocks of MISCOR common stock. Any recognized gain will be long-term capital gain if the holder's holding period with respect to the MISCOR common stock surrendered is more than one year at the effective time of the merger. If, however, the cash received has the effect of the distribution of a dividend, the gain will be treated as a dividend to the extent of the holder's ratable share of accumulated earnings and profits as calculated for United States federal income tax purposes. See Possible Treatment of Cash as a Dividend below.

The aggregate tax basis of IES common stock received (including fractional shares deemed received and redeemed as described below) by a holder that exchanges its shares of MISCOR common stock for a combination of IES common stock and cash pursuant to the merger will be equal to the aggregate adjusted tax basis of the shares of MISCOR common stock surrendered for IES common stock and cash, reduced by the amount of cash received by the holder pursuant to the merger (excluding any cash received instead of a fractional share of IES common stock) and increased by the amount of gain (including any portion of the gain that is treated as a dividend as described below but excluding any gain or loss resulting from the deemed receipt and redemption of fractional shares described below), if any, recognized by the holder on the exchange. The holding period of the IES common stock (including fractional shares deemed received and redeemed as described below) will include the holding period of the shares of MISCOR common stock surrendered.

*Possible Treatment of Cash as a Dividend.* Any gain recognized by a holder may be treated as a dividend for U.S. federal income tax purposes to the extent of the holder's ratable share of MISCOR's accumulated earnings and profits. In general, the determination of whether the gain recognized in the exchange will be treated as capital gain or has the effect of a distribution of a dividend depends upon whether and to what extent the exchange reduces the holder's deemed percentage stock ownership of IES. For purposes of this determination, the holder is treated as if it first exchanged all of its shares of MISCOR common stock solely for IES common stock and then IES immediately redeemed, which we refer to in this document as the deemed redemption, a portion of the IES common stock in exchange for the cash the holder actually received. The gain recognized in the deemed redemption will be treated as capital gain if the deemed redemption is (1) substantially disproportionate with respect to the holder or (2) not essentially equivalent to a dividend.

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The deemed redemption will generally be substantially disproportionate with respect to a holder if the percentage described in (2) below is less than 80% of the percentage described in (1) below. Whether the deemed redemption is not essentially equivalent to a dividend with respect to a holder will depend upon the holder's particular circumstances. At a minimum, however, in order for the deemed redemption to be not essentially equivalent to a dividend, the deemed redemption must result in a meaningful reduction in the holder's deemed percentage stock ownership of IES. That determination requires a comparison of (1) the percentage of the outstanding stock of IES that the holder is deemed actually and constructively to have owned immediately before the deemed redemption and (2) the percentage of the outstanding stock of IES that is actually and constructively owned by the holder immediately after the deemed redemption. In applying the above tests, a holder may, under the constructive ownership rules, be deemed to own stock that is owned by other persons or stock underlying a holder's option to purchase in addition to the stock actually owned by the holder.

The IRS has ruled that a stockholder in a publicly held corporation whose relative stock interest is minimal (e.g., less than 1%) and who exercises no control with respect to corporate affairs is generally considered to have a meaningful reduction if that stockholder has a relatively minor (e.g., approximately 3%) reduction in its percentage stock ownership under the above analysis; accordingly, the gain recognized in the exchange by such a stockholder would be treated as capital gain.

These rules are complex and dependent upon the specific factual circumstances particular to each holder. Consequently, each holder that may be subject to these rules should consult its tax advisor as to the application of these rules to the particular facts relevant to such holder.

*Cash Received Instead of a Fractional Share.* A holder who receives cash instead of a fractional share of IES common stock will be treated as having received such fractional share and then as having received such cash in redemption of the fractional share. Gain or loss generally will be recognized based on the difference between the amount of cash received instead of the fractional share and the portion of the holder's aggregate adjusted tax basis of the shares of MISCOR common stock surrendered which is allocable to the fractional share. Such gain or loss generally will be long-term capital gain or loss if the holding period for such shares of MISCOR common stock is more than one year at the effective time of the merger. Long-term capital gains of non-corporate taxpayers are subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations.

*Certain Tax Reporting Rules.* Under applicable Treasury regulations, significant holders of MISCOR stock will be required to comply with certain reporting requirements. A MISCOR shareholder should be viewed as a significant holder if, immediately before the merger, such holder held 5% or more, by vote or value, of the total outstanding MISCOR common stock. Significant holders generally will be required to file a statement with the holder's U.S. federal income tax return for the taxable year that includes the consummation of the merger. That statement must set forth the holder's tax basis in, and the fair market value of, the shares of MISCOR common stock surrendered pursuant to the merger (both as determined immediately before the surrender of shares), the date of the merger, and the name and employer identification number of IES, MISCOR, and Merger Sub, and the holder will be required to retain permanent records of these facts. You should consult your tax advisor as to whether you may be treated as a significant holder.

*Information Reporting and Backup Withholding.* Payments of cash pursuant to the merger may, under certain circumstances, be subject to information reporting and backup withholding unless the recipient provides proof of an applicable exemption or furnishes its taxpayer identification number, and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld under the backup withholding rules are not an additional tax and will be allowed as a refund or credit against such holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

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**THE MERGER AGREEMENT**

*The following summary describes material provisions of the merger agreement, which is attached as Annex A to this proxy statement/prospectus and is incorporated by reference herein. The provisions of the merger agreement are complicated and not easily summarized. This summary may not contain all of the information about the merger agreement that is important to you. You are encouraged to carefully read the merger agreement in its entirety for a more complete understanding of the terms and conditions of the merger.*

*The merger agreement and the following summary have been included to provide you with information regarding the terms of the merger agreement and the transactions described in this proxy statement/prospectus. The representations and warranties in the merger agreement are made as of a specified date, are tools used to allocate risk between the parties, are subject to contractual standards of knowledge and materiality, and are modified or qualified by information contained in the parties' public filings and in the disclosure schedules exchanged by the parties. Business and operational information regarding IES and MISCOR can be found elsewhere in this proxy statement/prospectus.*

**Structure of the Merger**

Subject to the conditions of the merger agreement, MISCOR will merge with and into Merger Sub, with Merger Sub surviving the merger as the surviving corporation, a wholly-owned subsidiary of IES. Upon the effectiveness of the merger, the separate corporate existence of MISCOR will cease.

**Effective Time of the Merger**

The closing of the merger and the other transactions contemplated by the merger agreement are expected to occur, subject to the satisfaction or waiver of all closing conditions, promptly following the IES Meeting and the MISCOR Meeting. The merger will become effective immediately when the certificate of merger is accepted for filing by the Secretary of State of Delaware (or such later time as set forth in the certificate of merger and agreed to by the parties). In this joint proxy statement/prospectus, the time when the merger becomes effective is referred to as the effective time of the merger.

**Merger Consideration**

***General***

At the effective time of the merger, each outstanding share of MISCOR common stock (other than Dissenting Shares and shares to be canceled pursuant to the terms of the merger agreement) will be converted into the right to receive merger consideration comprised of, at the election of the holder, either: (1) Cash Consideration of not less than \$1.415 per share, equal to the quotient obtained by dividing (x) the difference between \$24.0 million and the amount of MISCOR's Net Debt and (y) the number of shares of MISCOR common stock outstanding as of the Merger Consideration Determination Date, including shares issuable upon the exercise of outstanding options and warrants; or (2) Stock Consideration equal to a fraction, the numerator of which is the Cash Consideration and the denominator of which is the IES Common Stock Value; *provided, however*, that if the IES Common Stock Value is less than \$4.024 per share or greater than \$6.036 per share, then the IES Common Stock Value will be \$4.024 per share or \$6.036 per share, respectively.

If the Merger Consideration Determination Date had occurred on July 24, 2013, it is estimated that each MISCOR shareholder would have the right to receive, subject to the terms of the merger agreement, at his or her election, either \$1.48 in cash or 0.311 shares of IES common stock for each share of MISCOR common stock issued and outstanding, subject to the Maximum Cash Amount, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date. See Note 3 to the

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Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2 for further discussion of these assumptions and a sensitivity analysis related to the potential consideration that may be received by MISCOR shareholders. The actual value of the consideration and the number of shares of IES common stock to be issued may differ from this example, given that these amounts will not be determined until the Merger Consideration Determination Date has passed and MISCOR shareholders have made their elections.

Pursuant to the merger agreement, MISCOR does not have a right to terminate the transaction if the market price of IES common stock falls to a value such that the per share consideration to be received by MISCOR shareholders electing to receive Stock Consideration could be valued at less than \$1.415, which is the minimum per share consideration to be received by MISCOR shareholders electing to receive Cash Consideration. For a discussion of the relative value of the Stock Consideration and the Cash Consideration, see Summary Merger Consideration beginning on page 11.

***Proration of Cash Consideration***

MISCOR shareholders have the right to elect to receive all Cash Consideration, all Stock Consideration or a mix of Cash Consideration and Stock Consideration, *provided, however*, that the aggregate Cash Consideration to be paid in the merger shall not exceed a threshold (the Maximum Cash Amount) equal to the product obtained by multiplying (x) the Cash Consideration by (y) 50% of the number of shares of MISCOR common stock outstanding immediately prior to the effective time of the merger. If the aggregate amount of cash that would be paid upon conversion of the shares of MISCOR common stock with respect to which MISCOR shareholders elect to receive Cash Consideration, including, in the event that the IES Common Stock Value is less than \$4.024, all shares of MISCOR common stock for which a valid election was not made (collectively, the Cash Election Shares), is greater than the Maximum Cash Amount, then the exchange agent shall select from among the Cash Election Shares, by a pro rata selection process, a sufficient number of shares (the Stock Designation Shares) such that the aggregate amount of cash that will be paid in the merger in respect of the Cash Election Shares that are not Stock Designation Shares equals as closely as practicable the Maximum Cash Amount, and the Stock Designation Shares shall be converted into the right to receive the Stock Consideration. See Risk Factors Risks Relating to the Merger MISCOR shareholders electing to receive Cash Consideration may, as the result of the cap on the aggregate Cash Consideration to be received by MISCOR shareholders pursuant to the merger agreement, receive a form or combination of consideration different from the form they elect.

If the aggregate amount of cash that would be paid upon conversion of the Cash Election Shares is greater than the Maximum Cash Amount, then the exchange agent will determine, on a pro rata basis, which Cash Election Shares will be designated as Stock Designation Shares. The number of Stock Designation Shares to be allocated to each MISCOR shareholder will be determined by multiplying the number of Cash Election Shares held by such MISCOR shareholder by a fraction, the numerator of which is (x) the number of all Cash Election Shares less 50% of the number of shares of MISCOR common stock outstanding immediately prior to the effective time of the merger, and the denominator of which is (y) the number of all Cash Election Shares.

If the Merger Consideration Determination Date had occurred on July 24, 2013, it is estimated that the Maximum Cash Amount would have been approximately \$8.7 million and that holders of up to approximately 5.9 million shares of IES Common Stock could have elected to receive, and would have received, Cash Consideration in the merger, in each case based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date. Based on these assumptions, if the Merger Consideration Determination Date had occurred on July 24, 2013, the aggregate amount of cash that would be paid upon conversion of the Cash Election Shares would be less than the Maximum Cash Amount, and no shares of MISCOR common stock for which a cash election was made would have received shares of IES common stock in lieu of cash.

***Distributions***

If, between the date of the merger agreement and the effective time of the merger, the shares of MISCOR common stock or IES common stock are changed into a different number or class of shares by reason of any



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stock split, combination, merger, consolidation, reorganization or other similar transaction, or any distribution of shares of MISCOR common stock or IES common stock shall be declared with a record date within that period, appropriate adjustments will be made to the per share Stock Consideration and per share Cash Consideration to have the same economic effect as was contemplated by the merger agreement prior to giving effect of such event.

#### ***No Fractional Shares***

No fractional shares of IES common stock will be issued to any holder of MISCOR common stock in connection with the merger. IES will convert into cash to the nearest whole cent each fractional share that would otherwise be issued. No interest will be paid or accrued on cash payable in lieu of fractional shares of IES common stock. Further, no fractional share will be entitled to vote or have any other rights of an IES stockholder.

#### **Election Procedures**

##### ***General***

The election form and other appropriate and customary transmittal materials will be mailed to MISCOR shareholders of record as of the close of business on the record date for the MISCOR Meeting, at the same time as this joint proxy statement/prospectus is mailed or as IES and MISCOR may otherwise agree. IES will make election forms available upon reasonable request to persons who become MISCOR shareholders after the record date for the MISCOR Meeting but before the election deadline described below.

The election form will allow each MISCOR shareholder (other than a holder of Dissenting Shares) to specify (i) the number of shares of MISCOR common with respect to which such holder elects to receive the Cash Consideration, (ii) the number of shares of MISCOR common stock with respect to which such holder elects to receive the Stock Consideration or (iii) that such holder makes no election with respect to such holder's MISCOR common stock ( Non-Election Shares ). The election must be made prior to the election deadline. Unless extended or otherwise agreed upon by IES and MISCOR, the election deadline will be 5:00 p.m., New York time, on the later of (i) the 33rd day following the date the election form is mailed to MISCOR shareholders, (ii) the fifth business day following the dissemination of the joint press release disclosing the final determination of the Cash Consideration and the Exchange Ratio and (iii) such other date and time on which IES and MISCOR shall agree. IES and MISCOR will make a public announcement if such election deadline has been extended.

To make a valid election, each MISCOR shareholder must submit a properly completed form of election so that it is actually received by the exchange agent at or prior to the election deadline. A form of election will be properly completed only if accompanied by certificates, if any, which represent such shareholder's shares of MISCOR common stock covered by the election form (or the guaranteed delivery of such certificates) or, in case of book-entry shares, any additional documents specified by the procedures set forth in the election form.

If a MISCOR shareholder does not make an election to receive Cash Consideration or Stock Consideration, the election form is not received by the exchange agent by the election deadline, the forms of election are improperly completed and/or are not signed, or the certificates representing MISCOR common stock or other documentation are not included with the election form, such shareholder will be deemed not to have made an election. Any MISCOR shareholder that does not make a valid election will be deemed to have elected to receive, and will be paid Stock Consideration; *provided, however*, that if the IES Common Stock Value is less than \$4.024, then such shareholder will be deemed to have elected to receive, and will be paid, subject to the Maximum Cash Amount, Cash Consideration. If the Merger Consideration Determination Date had occurred on July 24, 2013, the default election would have been Stock Consideration, based on the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, which assumptions will not be definitively determined until the Merger Consideration Determination Date.

Any election form may be revoked or changed by a shareholder submitting such election form prior to the election deadline. If the election is so revoked prior to the election deadline, the shares of MISCOR common stock represented by such election form will become Non-Election Shares and IES will return the certificates, if

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any, representing MISCOR common stock without charge to the revoking shareholder upon request, unless such shareholder properly makes a subsequent election. The exchange agent will have reasonable discretion to determine, in good faith, whether any election, revocation or change has been properly or timely made and to disregard immaterial defects in the election forms. None of IES, MISCOR or Merger Sub or the exchange agent will have any obligation to notify MISCOR shareholders of any defects in an election form.

### ***Appraisal Rights***

A MISCOR shareholder who delivers to MISCOR, before the shareholder vote is taken at the MISCOR Meeting, written notice of the shareholder's intent to demand payment in cash for shares owned if the merger is effectuated and does not vote the shareholder's shares in favor of the merger will be entitled to assert dissenters' rights in accordance with Chapter 44 of the IBCL. The shareholder's shares will not be converted into the right to receive any merger consideration, but instead such shareholder shall be paid the fair value of the shares as of the time immediately before the merger pursuant to the provisions of Chapter 44 of the IBCL. The full text of Chapter 44 of the IBCL is attached as Annex D to this joint proxy statement/prospectus.

If the merger agreement is adopted by the MISCOR shareholders at the MISCOR Meeting, MISCOR must mail a written notice of dissenters' rights to each dissenting shareholder satisfying the above conditions within ten (10) days after the MISCOR Meeting at which shareholder approval was received. For a shareholder to perfect its dissenters' rights, the shareholder must (a) demand payment for the shareholder's shares of MISCOR common stock, (b) certify whether the shareholder acquired beneficial ownership of the shares of MISCOR common stock before March 13, 2013, and (c) deposit the shareholder's certificates representing shares of MISCOR common stock in accordance with the terms of the notice to dissenters. A MISCOR shareholder who fails to take these steps by the date set forth in the notice to dissenters will not be entitled to payment for the shareholder's shares through the dissenters' rights process and will be considered to have voted his or her shares in favor of the merger.

Upon consummation of the merger and receipt of a payment demand, IES, on behalf of MISCOR, will pay each dissenting shareholder who has complied with all statutory requirements and the notice to dissenters, and who acquired beneficial ownership of the shares of MISCOR common stock before March 13, 2013, MISCOR's estimate of the fair value of the shares as of the time immediately before the merger, excluding any appreciation in value in anticipation of the merger unless exclusion would be inequitable.

For those dissenters who became beneficial owners of shares of MISCOR common stock on or after March 13, 2013, MISCOR will provide its estimate of fair value upon consummation of the merger, but may withhold payment of the fair value of the shares until the dissenting shareholder agrees to accept it in full satisfaction of the dissenting shareholder's demand or until MISCOR is otherwise directed by a court of competent jurisdiction.

### **Conversion of Shares; Exchange of Certificates**

The conversion of shares of MISCOR common stock into the right to receive the merger consideration will occur automatically at the effective time of the merger. As soon as reasonably practicable after the effective time of the merger, American Stock Transfer & Trust Company, LLC, as exchange agent, will exchange certificates formerly representing shares of MISCOR common stock for the merger consideration each holder is entitled to receive pursuant to the merger agreement.

### ***Exchange Procedures***

Promptly following the effective time of the merger, IES will deposit with the exchange agent certificates representing the number of shares of IES common stock to be issued and the aggregate amount of cash to be paid as merger consideration.

As soon as reasonably practicable after the effective time of the merger, IES will cause Merger Sub to send a letter of transmittal to each person who was a record owner of MISCOR common stock at the effective time of the merger. This mailing will contain instructions on how to surrender certificates formerly representing shares of MISCOR common stock in exchange for the merger consideration the holder is entitled to receive under the merger agreement.

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Upon surrender to the exchange agent of a certificate of MISCOR common stock for cancelation, together with a properly completed and executed letter of transmittal and such other documents as may reasonably be required, the holder of such certificate of MISCOR common stock will be entitled to receive, in accordance with that holder's election or non-election, as the case may be, a certificate representing the number of shares of IES common stock and/or the cash that such holder has the right to receive pursuant to the merger agreement, any cash in lieu of fractional shares and any distributions to which the holder thereof is entitled pursuant to the merger agreement, and such certificate for MISCOR common stock will be canceled.

Until each certificate of MISCOR common stock is surrendered, such certificate or book entry share will be deemed at any time after the effective time of the merger to represent only the right to receive the merger consideration upon the surrender of such certificate, any cash in lieu of fractional shares and any distributions to which the holder thereof is entitled pursuant to the merger agreement, without interest.

***Lost Stock Certificates***

If a certificate formerly representing shares of MISCOR common stock has been lost, stolen or destroyed, the exchange agent will issue the merger consideration properly payable under the merger agreement upon receipt of an affidavit as to that loss, theft or destruction, and, if required by IES or the exchange agent, the posting of a bond in such reasonable amount as IES or the exchange agent will direct as indemnity, with such assurances as the exchange agent may reasonably require.

***Distributions with Respect to Unexchanged MISCOR Common Stock***

MISCOR shareholders prior to the effective time of the merger will not be paid any distributions on shares of IES common stock declared or made after the effective time of the merger until they surrender their shares of MISCOR common stock to the exchange agent (upon a holder's surrender of all of such holder's certificates representing, or formerly representing, shares of MISCOR common stock, that holder will receive any accrued but unpaid distribution, without interest, to which that holder is entitled in connection with the merger consideration).

***Withholding Taxes***

Each of IES, Merger Sub and the exchange agent will be entitled to deduct and withhold from the merger consideration payable to any MISCOR shareholder the amounts it is required to deduct and withhold under the Code or any state, local or foreign tax law. Withheld amounts will be treated for all purposes as having been paid to the MISCOR shareholders from whom they were withheld.

***Transfer Books***

After the effective time of the merger, there will be no transfers on the stock transfer books of MISCOR of any shares of MISCOR common stock. Certificates of MISCOR common stock presented to Merger Sub after the effective time of the merger will be canceled and exchanged for the merger consideration payable in respect of such certificates, any cash in lieu of fractional shares and any distributions to which the holders thereof are entitled pursuant to the merger agreement, without interest.

***Termination of Exchange Fund***

Any portion of the merger consideration, payable pursuant to the merger agreement and made available to the exchange agent, that remains unclaimed by holders of MISCOR common stock for one year after the effective time of the merger will be returned to Merger Sub upon demand. Thereafter, a holder of MISCOR common stock must look only to Merger Sub for payment of the merger consideration to which that holder is entitled under the terms of the merger agreement. Any amounts remaining unclaimed by holders of MISCOR common stock

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immediately prior to the date upon which payment of such amounts would otherwise escheat to or become the property of any governmental authority will become the property of Merger Sub free and clear of all claims or interests of any person previously entitled thereto.

### **Treatment of MISCOR Stock Options and Other Equity Awards**

The following summarizes the treatment of MISCOR stock options and other equity awards held by MISCOR employees:

#### ***Stock Options***

All outstanding options to purchase MISCOR common stock will be exercisable in full. The MISCOR board of directors shall select and give notice to the holders of such outstanding options, if any, of the beginning and ending dates between which such options may be exercised. Any options not exercised during the prescribed period will be canceled.

#### ***Restricted Shares***

Each outstanding share of MISCOR common stock that is subject to a restriction or other condition under the MISCOR stock plans will be immediately vested and become free of such conditions or restrictions and will be treated in the merger equally with each share of MISCOR common stock that is not subject to any such restrictions or conditions.

### **Representations and Warranties**

The merger agreement contains representations and warranties made by each of the parties regarding aspects of their respective businesses, financial condition and structure, as well as other facts pertinent to the merger. MISCOR has made representations and warranties to IES and Merger Sub with respect to each of, and IES and Merger Sub have made representations and warranties to MISCOR with respect to certain of, the following subject matters:

corporate existence, good standing, corporate authority and qualification to conduct business;

authorization to enter into and carry out the obligations under the merger agreement and the enforceability of the merger agreement;

capitalization;

compliance with laws and permits;

violations of, or consents required pursuant to, any contract, agreement or applicable law;

SEC filings;

litigation;

taxes;

employee benefit plans;

labor matters;

environmental matters;

material contracts;

intellectual property;

ownership and condition of assets;

insurance;

improper payments;

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undisclosed liabilities; and

state takeover statutes.

Certain representations and warranties of IES, MISCOR and Merger Sub are qualified as to materiality or as to material adverse effect, which generally means the existence of any material change that, individually or in the aggregate (1) would reasonably be expected to prevent, materially delay or materially impair the ability of such party to complete the merger or (2) has had or caused or would reasonably be expected to have or cause a material adverse effect on the assets, properties, business, results of operations or financial condition of the party and its subsidiaries, taken as a whole.

The definition of material adverse effect includes numerous exceptions and carve-outs, including the following:

changes that affect generally the industry in which the party and its subsidiaries operate;

changes in the economy or the financial, securities or credit markets in the U.S. or elsewhere in the world;

changes to the extent directly resulting from the announcement of the execution of the merger agreement or the consummation or pendency of the merger;

fluctuations in the price or trading volume of shares of any trading stock of such party;

changes in applicable law or GAAP, unless such disproportionately affects such party and its subsidiaries, taken as a whole, relative to other industry participants;

changes resulting from any failure to take any action expressly prohibited by the merger agreement;

changes resulting from expenses incurred in connection with the merger agreement;

any claim made or brought by any holder of MISCOR common stock arising out of or related to the merger agreement, the merger or any of the transactions contemplated by the merger agreement; or

changes resulting from any failure of internal or analysts estimates or projections.

### **Conditions to the Completion of the Merger**

The completion of the merger is subject to various conditions. While it is anticipated that all of these conditions will be satisfied, there can be no assurance as to whether or when all of the conditions will be satisfied or, where permissible, waived.

Pursuant to the terms of the merger agreement, each of IES and MISCOR may waive in writing in whole or in part any or all of such party's conditions to completion of the merger, provided that those requirements that are a condition to both IES and MISCOR's completion of the merger, including the IES Minority Approval and MISCOR Minority Approval, must be waived in writing by both parties. In the event that either the IES Minority Approval or the MISCOR Minority Approval is not received, IES and MISCOR may determine, based on the facts as

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they then exist, that waiver of such conditions is in the best interest of IES, MISCOR and their respective stockholders. Neither IES nor MISCOR intend to re-solicit stockholder approval in the event that either party waives a material condition to completion of the merger, except as may be required by the merger agreement with respect to MISCOR's receipt of an opinion of its tax counsel, as described under Material U.S. Federal Income Tax Consequences of the Merger to MISCOR Shareholders beginning on page 135. As of July 24, 2013, neither IES or MISCOR anticipated waiving any condition to its obligation to complete the merger.

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***Conditions to Each Party's Obligations***

The obligation of MISCOR, on the one hand, and IES and Merger Sub, on the other hand, to complete the merger is subject to the satisfaction or waiver of the following conditions:

IES receiving stockholder approval of the issuance of shares of IES common stock in the merger;

MISCOR receiving shareholder approval of the adoption of the merger agreement;

IES receiving IES Minority Approval;

MISCOR receiving MISCOR Minority Approval;

the registration statement of which this joint proxy statement/prospectus forms a part being declared effective by the SEC;

the absence of any statute, order or injunction prohibiting the merger;

IES filing the listing of additional shares notification with NASDAQ with respect to the IES common stock to be issued to MISCOR shareholders in the merger;

no Person (other than affiliates of Tontine Capital Management, L.L.C. that own IES common stock) becoming, in the reasonable determination of the IES board or directors, an Acquiring Person (as defined in the Rights Agreement) as a result of the merger; and

receiving all other required regulatory approvals, other than approvals the absence of which would not have a material adverse effect on the surviving corporation.

The obligation of MISCOR, on the one hand, and IES and Merger Sub, on the other hand, to complete the merger is also subject to the satisfaction or waiver of the following additional conditions:

certain of the other party's representations, including, but not limited to, representations and warranties with respect to corporate authority and capitalization, must be true and correct in all respects, even if their failure to be so would not have a material adverse effect;

the remainder of the other party's representations and warranties must be true and correct, except for any failures of such representations and warranties to be so true and correct as would not, individually or in the aggregate, not have a material adverse effect;



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material compliance by the other party with all of its covenants and its delivery of a certificate certifying such compliance; and

absence of a material adverse effect with respect to the other party.

### ***Additional Conditions to MISCOR's Obligations***

The obligation of MISCOR to complete the merger is subject to the satisfaction or waiver of the following additional conditions:

receiving a legal opinion regarding the tax treatment of the merger; and

IES having delivered to the exchange agent satisfactory transfer instructions.

### ***Additional Conditions to the Obligation of IES and Merger Sub***

The obligation of IES and Merger Sub to complete the merger is subject to the satisfaction or waiver of the additional following conditions:

the number of Dissenting Shares not exceeding 5% of the outstanding shares of MISCOR common stock immediately prior to the effective time of the merger; and

agreement among the parties on the calculation of MISCOR's Net Debt.

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IES and MISCOR may fail to reach agreement as to the calculation of Net Debt as a result of their inability to agree on the amounts of debt outstanding during the 30-day Net Debt measurement period or application of the methodologies used to calculate Net Debt.

**Covenants**

***Conduct of Business Pending the Merger***

MISCOR has agreed that, during the period from the date of the merger agreement until the effective time of the merger or until the earlier termination of the merger agreement, except as disclosed in its disclosure letter, expressly permitted by the merger agreement or agreed to in writing by IES (whose consent will not be unreasonably withheld, delayed or conditioned):

it will, and will cause its subsidiaries to, carry on its business in all material respects in the usual, regular and ordinary course, in substantially the same manner as theretofore conducted, and use its commercially reasonable efforts consistent with past practices and policies to:

preserve intact its present business organizations and goodwill;

keep available the services of its present executive officers, directors and key employees; and

preserve its relationships with customers, suppliers, agents and creditors; and

it will not, and will cause its subsidiaries not to:

amend its certificate or articles of incorporation, bylaws, certificate of formation, certificate of organization, certificate of limited partnership, limited liability company agreement, operating agreement, partnership agreement or other governing or organizational documents;

adjust, split, combine, reclassify or dispose of any of MISCOR's outstanding equity interests (as defined in the merger agreement);

declare, set aside or pay any dividends or other distributions with respect to any equity interests;

issue, grant or sell, or agree to issue, grant or sell, any equity interests, including capital stock, change its capitalization from that which exists on the date of the merger agreement, issue, sell, award or grant any rights, options or warrants to acquire MISCOR's equity interests, or any conversion rights with respect to MISCOR's equity interests, or enter into or amend any agreements with any holder of MISCOR's equity interests with respect to holding, voting or disposing of such equity interest;

purchase, redeem or otherwise acquire any of MISCOR's outstanding equity interests;

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merge or consolidate with, or sell, transfer, lease, sublease or otherwise dispose of all or a substantial portion of its assets;

liquidate, wind-up, dissolve or adopt any plan to liquidate, wind-up or dissolve (or suffer any liquidation or dissolution) (other than direct or indirect wholly-owned Subsidiaries);

acquire or agree to acquire by merger, consolidation or otherwise the business of any person or a division thereof;

sell, transfer or otherwise dispose of, or mortgage, pledge or otherwise encumber, any common stock of any other person;

make any loans, advances or capital contributions to, or investments in, any person;

terminate or amend any of MISCOR's material contracts or waive or assign any of its rights under any its material contracts in a manner that would be materially adverse to MISCOR, or enter into any material contract other than customer or vendor contracts entered into in the ordinary course of business;

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incur or assume any indebtedness;

enter into any additional contracts, benefit plans or agreements; or make or agree to make any material changes to any existing contracts, benefit plans or agreements; grant any increase in the compensation or benefits payable to any officer; grant any increase in the compensation or benefits payable to any non-officer; or adopt, enter into, amend or otherwise increase, or accelerate the payment or vesting of any amounts, benefits or rights payable or accrued under any benefit plan;

with respect to any former, present or future representative, increase any compensation or benefits payable to such representative or enter into, amend, modify or extend any employment or consulting agreement or benefit plan with of for such representative;

create, incur, assume or permit to exist any lien on any of its properties or assets;

make or rescind any material election relating to taxes, settle or compromise any material claim, action, litigation, proceeding, arbitration or investigation relating to taxes, or change in any material respect any of its methods of reporting any items for tax purposes from those employed in the preparation of MISCOR's tax returns for the most recent taxable year for which a tax return has been filed;

make or commit to make capital expenditures exceeding \$250,000 in the aggregate;

take any action that is reasonably likely to materially delay or impair the ability of MISCOR to consummate the transactions contemplated by the merger agreement;

enter into any new line of business;

enter into any contract that subjects or will subject IES or Merger Sub to any non-compete or similar restriction;

enter into any contract the effect of which is or will be to grant a third party any right or potential right of license to any material intellectual property;

except as may be required as a result of a change in GAAP, change any of the material accounting principles, estimates, or practices used;

compromise, settle or grant any waiver or release related to any litigation or proceeding;

engage in any transaction or enter into any agreement with any affiliate; or

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enter into any contract or obligation with respect to any of the foregoing.

### ***Access to Information Personnel and Information***

Subject to certain exceptions, during the period from the date of the merger agreement until the effective time of the merger or the earlier termination of the merger agreement, IES and MISCOR and their respective subsidiaries will provide each other reasonable access to their facilities, assets, employees, representatives, contracts, permits, books and records and copies of these materials, as applicable. The parties will also provide each other a copy of any report or communication with the SEC related to the merger.

### ***No Solicitation of Alternative Transactions***

During the period from the date of the merger agreement until the effective time of the merger or the earlier termination of the merger agreement, subject to the limited exceptions described below, MISCOR will not, and will cause its subsidiaries and representatives not to:

solicit, initiate, encourage or facilitate any inquiries, offers or proposals that constitute, or are reasonably likely to lead to, another acquisition proposal;

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engage in any discussions or negotiations with, furnish or disclose any non-public information relating to itself or any of its subsidiaries to any person that has made or may be considering making another acquisition proposal;

approve, endorse or recommend another acquisition proposal; or

enter into any agreement in principle, letter of intent, arrangement, understanding or other contract relating to another acquisition proposal.

Except as permitted below, neither MISCOR nor any of its subsidiaries may engage in any solicitations, discussions or negotiations with any person with respect to another acquisition proposal.

Nothing in the merger agreement prevents MISCOR, prior to obtaining its required shareholder approval, from doing any of the following, provided its board of directors, acting in good faith, has determined after consultation with its outside legal counsel and financial advisors, that (i) the acquisition proposal is reasonably likely to result in a superior proposal (as defined in the merger agreement) and (ii) the failure to take such action would be reasonably likely to be inconsistent with the board of director's fiduciary duties to MISCOR shareholders:

engaging in discussions or negotiations with, or disclosing information to, a third party who has made a bona fide written and unsolicited acquisition proposal, but only so long as the MISCOR board of directors, acting in good faith, has also determined that the conditions of the proposal are all reasonably capable of being satisfied in a timely manner and the third party executes a confidentiality agreement with material terms that are no more favorable to the third party than those contained in the confidentiality agreement between IES and MISCOR;

subject to provisions requiring notification to IES of the existence of a superior proposal and negotiating in good faith exclusively with IES for four business days to enable IES to submit a revised offer, (a) recommending, adopting, approving or submitting to its shareholders, or proposing publicly to recommend, adopt, approve or submit to its shareholders, another acquisition proposal, or (b) entering into any agreement related to another acquisition proposal, provided that, prior to taking either of these actions, MISCOR concurrently terminates the merger agreement; or

subject to provisions requiring notification to IES of the existence of a superior proposal and negotiating in good faith exclusively with IES for four business days to enable IES to submit a revised offer, withdrawing or amending (or publicly proposing to withdraw or amend) the approval, recommendation or declaration of advisability by its board of directors of the merger or the other transactions contemplated by the merger agreement.

MISCOR has agreed that, within 24 hours of receiving any unsolicited bona fide written acquisition proposal from a third party, it will notify IES of such acquisition proposal, the identity of the third party making such acquisition proposal and the material terms of such acquisition proposal. MISCOR has agreed to keep IES informed as to any changes to acquisition proposals and to provide IES with a copy of any material correspondence with any third party regarding another acquisition proposal.

Nothing contained in the no-solicitation provisions of the merger agreement prohibits MISCOR or its board of directors from taking and disclosing to MISCOR's shareholders a position with respect to another acquisition proposal pursuant to Rule 14d-9 and 14e-2(a) under the Exchange Act or from making any similar disclosure, in either case to the extent required by applicable law.

***Stockholders Meetings***

Promptly after the registration statement of which this joint proxy statement/prospectus forms a part is declared effective by the SEC, each of IES and MISCOR will take all action necessary to give notice of and hold the IES Meeting and the MISCOR Meeting, respectively. The MISCOR board of directors will recommend the adoption of the merger agreement to its shareholders, and the IES board of directors will recommend to its stockholders the approval of the issuance of shares of IES common stock in the merger.



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***Registration Statement***

IES and MISCOR will cooperate and promptly prepare the registration statement of which this joint proxy statement/prospectus forms a part and file the same with the SEC as soon as practicable after the date of the merger agreement and in any event not later than 45 days after the date of the merger agreement.

IES and MISCOR, subject to certain exceptions, have agreed that the registration statement of which this joint proxy statement/prospectus forms a part (at the time it becomes effective) and this joint proxy statement/prospectus (at the time it is first mailed to stockholders) will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading.

The registration statement of which this joint proxy statement/prospectus forms a part, or any amendment or supplement thereto, will not be filed or disseminated to MISCOR shareholders without the prior approval of both IES and MISCOR.

***Stock Exchange Listing***

IES will prepare and submit to the NASDAQ, as soon as practicable, a listing of additional shares notification or other appropriate documentation covering the shares of IES common stock to be issued in the merger.

***Additional Arrangements***

Each of IES and MISCOR has also agreed to do the following:

take all actions necessary to enable the closing to occur as soon as reasonably practicable;

provide to the other party such information and reasonable assistance as the other party may reasonably request in connection with its preparation of any regulatory filings;

take all action to cause the covenants and conditions in the merger agreement to be performed or satisfied as soon as practicable;

use its reasonable best efforts to avoid the entry of, or to have vacated or terminated, any decree, order, ruling or injunction that would restrain, prevent or delay the closing, and if any order, decree, ruling, injunction or other action has been taken by a governmental authority that would restrain, enjoin or otherwise prohibit, delay or prevent closing, use its reasonable best efforts to have the action declared ineffective as soon as practicable; and

promptly notify each other of any communication concerning the merger or the merger agreement from any governmental authority, permit the other party to review in advance any proposed communication to any governmental authority concerning the merger or the merger agreement, allow the other party to participate in any substantive meeting with any governmental authority relating to any filing or inquiry concerning the merger or the merger agreement, and provide the other party's counsel with copies of all correspondence, filings and communications between it and any governmental authority with respect to the merger or the merger agreement.

However, nothing contained in the merger agreement will be interpreted so as to require any party or its subsidiaries or affiliates, without such party's written consent, to sell, license, dispose of, hold separate or operate in any specified manner any of its businesses or assets. Further, nothing contained in the merger agreement will give either party, directly or indirectly, the right to control the operations of the other party.





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***Section 16 Matters***

Prior to the effective time of the merger, IES and MISCOR will take all required actions to cause any dispositions of shares of MISCOR common stock (or derivatives thereof) or acquisitions of IES common stock (or derivatives thereof) resulting from the transactions contemplated by the merger agreement by each individual who is subject to the reporting requirements of Section 16(a) of the Exchange Act, to be exempt from Section 16(b) of the Exchange Act under Rule 16b-3 promulgated under the Exchange Act.

***Public Announcements***

Subject to certain exceptions, IES and MISCOR will consult with each other before issuing any press release, making any other public statement or scheduling any press conference or conference call with investors or analysts with respect to the merger agreement and the transactions contemplated thereunder. Neither IES nor MISCOR will issue any press release or make any other public statements concerning the merger without first providing the other party with a copy of such release or statement and obtaining the consent of the other party to such release or statement (which consent shall not be unreasonably withheld).

***Notification Requirements***

Each of IES and Merger Sub, on the one hand, and MISCOR, on the other hand, will give prompt notice to the other party of any occurrence that would be reasonably expected to result in the inaccuracy of a representation or warranty or any failure by such party to comply with or satisfy any covenant, condition or agreement to be complied with under the terms of the merger agreement.

***Expenses***

Subject to certain exceptions, each party will pay its own expenses relating to the preparing, entering into, and carrying out of the merger agreement and the consummation of the transactions contemplated thereunder, except that IES and MISCOR will equally share all fees and expenses incurred for printing this joint proxy statement/prospectus.

***Directors and Officers Insurance and Indemnification***

The merger agreement provides that, for a period of six years from the effective time of the merger, IES will cause Merger Sub, to indemnify, defend and hold harmless, to the fullest extent permitted by applicable law, current and former, officers, directors and fiduciaries of MISCOR and any of its subsidiaries in their capacities as directors and officers for claims and expenses occurring at or before the effective time of the merger. The same provisions of the merger agreement also require IES to cause Merger Sub to pay the expenses of the indemnified person in advance of the final disposition of any claim made against the indemnified person during such six-year period.

In addition, the merger agreement provides that IES will cause the organizational documents of Merger Sub to contain provisions with respect to indemnification that are at least as favorable to as those contained in the certificate of incorporation and bylaws of each of MISCOR and its subsidiaries in effect as of the date of the merger agreement, and shall comply with any indemnification agreements between MISCOR and its subsidiaries and their respective current and former directors, officers and fiduciaries. IES and Merger Sub may not, for a period of six years from the effective time of the merger, amend, repeal or otherwise modify, unless required by law, any such provisions in any manner that would adversely affect the rights under such provisions of any indemnitee, and all rights to indemnification thereunder in respect of any claim asserted or made within such period shall continue until the final disposition or resolution of such claim.

For a period of six years after the effective time of the merger, Merger Sub will also maintain liability insurance for directors and officers with respect to claims arising from actions or omissions that occurred at or prior to the effective time of the merger. Merger Sub may substitute policies of at least the same coverage and amounts containing terms no less advantageous to such former directors or officers from insurance carriers with financial

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strength ratings equal to or greater than the financial strength rating of MISCOR's current insurance carrier and, such substitution shall not result in gaps or lapses of coverage with respect to matters occurring prior to the effective time of the merger. However, Merger Sub will not be obligated to make annual premium payments for this insurance to the extent that the premiums exceed 250% of the per annum rate of the premium currently paid by MISCOR for similar insurance as of the date of the merger agreement. In the event that the annual premium for this insurance exceeds the maximum amount, Merger Sub will purchase as much coverage per policy year as reasonably practicable for the maximum amount. IES will have the right to cause the coverage to be extended under the insurance by obtaining a six year tail policy on terms and conditions no less advantageous than the existing insurance policy.

### ***Employee Matters***

If and to the extent permitted by the IES employee benefit plans, IES will give MISCOR employees full credit for their years of service with MISCOR or MISCOR's subsidiaries and past participation in MISCOR benefit plans for purposes of eligibility and vesting (excluding benefit accruals) under all employee benefit plans maintained by IES to the same extent and for the same purpose as such employee was entitled before the effective time of the merger. IES will give MISCOR employees credit toward deductibles and out-of-pocket requirements for any payments made during the current year under the MISCOR employee benefit plans.

Merger Sub and its subsidiaries will honor, without modification, all contracts, agreements, collective bargaining agreements and commitments that apply to any current or former employee or director of MISCOR.

### ***MISCOR Board of Directors and Executive Officers***

At or prior to the closing of the merger, MISCOR will deliver to IES written resignations of all members of the board of directors and all officers of MISCOR and each of its subsidiaries, with such resignations to be effective as of the effective time of the merger.

### ***Determination of MISCOR's Net Debt***

At least twelve business days prior to the closing date of the merger, MISCOR will deliver to IES a certificate certifying to and setting forth the calculation of MISCOR's Net Debt, and IES will have three business days after delivery of such certificate to object to the calculation of Net Debt set forth therein. IES and MISCOR will negotiate in good faith to resolve any such objections and agree to a final calculation of Net Debt. Promptly after reaching such agreement, IES and MISCOR will issue a joint press release disclosing the final determinations of the Cash Consideration and the Exchange Ratio.

### **Termination of the Merger Agreement and Termination Fees**

#### ***Termination of the Merger Agreement***

The merger agreement may be terminated by written notice at any time prior to the effective time of the merger in any of the following ways:

by mutual written consent of IES and MISCOR;

by either IES or MISCOR (provided the terminating party is not the cause of the failure or action described) if:

the merger is not completed by October 31, 2013, unless extended pursuant to the merger agreement (the Termination Date);

any governmental authority has issued an order, decree or ruling or taken any other action permanently prohibiting the consummation of the merger or making the merger illegal and such order, decree or ruling or other action will have become final and nonappealable;

the IES stockholders fail to approve the issuance shares of IES common stock in the merger;

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the MISCOR shareholders fail to adopt the merger agreement;

IES fails to receive IES Minority Approval; or

MISCOR fails to receive MISCOR Minority Approval;

by IES if:

there has been a material breach by MISCOR of any of its representations and warranties that is incapable of being cured by the Termination Date, or has not been cured within 20 days following receipt of written notice of the breach from IES;

MISCOR has failed to comply in any material respect with any of its covenants or other agreements, and such failure is incapable of being cured by the Termination Date, or has not been cured within 20 days following receipt of written notice of the failure from IES;

MISCOR has breached its no-solicitation covenant in any material respect, the MISCOR board of directors has withdrawn or changed adversely its recommendation of the merger, MISCOR or any of its subsidiaries has entered into another acquisition agreement, or MISCOR has publicly announced its intention to take any of the forgoing actions; or

there has been a material adverse effect with respect to MISCOR that is incapable of being cured by the Termination Date, or has not been cured within 20 days following receipt of written notice of the material adverse effect from IES.

by MISCOR if:

there has been a material breach by IES or Merger Sub of any of their representations and warranties that is incapable of being cured by the Termination Date, or has not been cured within 20 days following receipt of written notice of the breach from MISCOR;

IES or Merger Sub has failed to comply in any material respect with any of its covenants or other agreements, and such failure is incapable of being cured by the Termination Date, or has not been cured within 20 days following receipt of written notice of the failure from MISCOR;

prior to the adoption of the merger agreement by the MISCOR shareholders, MISCOR receives a superior proposal and the MISCOR board of directors withdraws or changes adversely its recommendation of the merger or MISCOR or its subsidiaries enter into another acquisition agreement, provided that MISCOR complies in all material respects with the provisions of the merger agreement applicable to the treatment of superior proposal; or

there has been a material adverse effect with respect to IES that is incapable of being cured by the Termination Date, or has not been cured within 20 days following receipt of written notice of the material adverse effect from MISCOR.

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Pursuant to the merger agreement, MISCOR does not have a right to terminate the transaction if the market price of IES common stock falls to a value such that the per share consideration to be received by MISCOR shareholders electing to receive Stock Consideration could be valued at less than \$1.415, which is the minimum per share consideration to be received by MISCOR shareholders electing to receive Cash Consideration.

### *Termination Fees and Expenses*

In the event of a termination of the merger agreement under the following circumstances, MISCOR will be required to pay IES a termination fee in the amount of \$250,000:

either IES or MISCOR terminates the merger agreement due to:

the failure of the MISCOR shareholders to adopt the merger agreement;

the failure of IES to receive IES Minority Approval;

the failure of MISCOR to receive MISCOR Minority Approval;

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the MISCOR board of directors withdrawing or changing adversely its recommendation of the merger or MISCOR or any of its subsidiaries entering into another acquisition agreement; or

the failure of the merger to be completed by the Termination Date; or

IES terminates the merger agreement due to:

MISCOR's failure to timely cure or inability to cure a material breach of any of its representations and warranties;

MISCOR's failure to timely cure or inability to cure its failure to comply in any material respect with any of its covenants or other agreements; or

MISCOR's breach of its no-solicitation covenant in any material respect.

In addition, MISCOR will be required to pay IES a topping fee in the amount of \$500,000 (in addition to the \$250,000 termination fee described above), if, within 365 days of a termination of the merger agreement as a result of MISCOR's failure to receive shareholder approval of the merger or MISCOR Minority Approval, MISCOR consummates an alternative transaction with any person or entity that submitted an alternative transaction prior to termination of the merger agreement (regardless of whether such alternative transaction was the basis for termination of the merger agreement).

In the event of a termination of the merger agreement as a result of the failure of the IES stockholders to approve the issuance of shares of IES common stock in the merger or the failure of IES to receive the IES Minority Approval, IES will be required to reimburse MISCOR for its out-of-pocket and documented expenses incurred in connection with the merger in an amount not to exceed \$250,000.

***Effect of Termination***

In the event of the termination of the merger agreement as described above, the merger agreement will become null and void and there will be no liability on the part of IES or Merger Sub, on the one hand, or MISCOR, on the other hand, except as described above under Termination Fees and Expenses, and with respect to the requirement to comply with the terms of the confidentiality agreement executed between IES and MISCOR as well as other specified provisions in the merger agreement, including those related to confidentiality, filings and communications with the SEC and payment of expenses, provided that no party will be relieved from any liability with respect to any willful or intentional breach of any representation, warranty, covenant, agreement or other obligation under the merger agreement.

**Waiver**

IES and Merger Sub, on the one hand, and MISCOR, on the other hand, may at any time before the effective time of the merger, to the extent legally allowed:

extend the time for the performance of any of the obligations or the other acts of the other parties;

waive any inaccuracies in the representations and warranties contained in the merger agreement or in any document delivered pursuant to the merger agreement; and

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waive performance of any of the covenants or agreements, or satisfaction of any of the conditions, contained in the merger agreement.

### **Amendment**

IES and Merger Sub, on the one hand, and MISCOR, on the other hand, may amend the merger agreement by joint written agreement at any time before or after approval by the MISCOR shareholders. However, after the approval of the merger agreement by the MISCOR shareholders, no amendment may be made without first obtaining further approval of the MISCOR shareholders where such amendment would materially adversely affect the rights of the MISCOR shareholders or require further approval by the MISCOR shareholders under applicable law.



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**APPRAISAL RIGHTS**

Under Indiana law, MISCOR shareholders will have dissenters' rights with respect to the merger. If you are a MISCOR shareholder and you (or your broker or other street name record holder acting on your behalf) follow the procedures set forth in Chapter 44 of the Indiana Business Corporation Law (the IBCL) these rights will entitle you to receive the fair value of your shares of MISCOR common stock rather than having your shares converted into the right to receive the Cash Consideration and/or the Stock Consideration pursuant to the merger agreement. Attached as Annex D to this joint proxy statement/prospectus is a copy of the full text of Chapter 44 of the IBCL, as it is in effect as of the date of this proxy statement/prospectus, which prescribes the procedures for the exercise of dissenters' rights and for determining the fair value of shares of MISCOR common stock.

**MISCOR shareholders electing to exercise dissenters' rights must comply with the provisions of Chapter 44 of the IBCL in order to perfect their rights. IES and MISCOR will require strict compliance with the statutory procedures.**

The following is intended as a brief summary of the material provisions of the Indiana statutory procedures required to be followed by a MISCOR shareholder in order to dissent from the merger and perfect the shareholder's dissenters' rights. This summary, however, is not a complete statement of all applicable requirements and is qualified in its entirety by reference to Chapter 44 of the IBCL.

**Under Chapter 44 of the IBCL, a MISCOR shareholder of record for the MISCOR Meeting who desires to assert dissenters' rights must (1) deliver to MISCOR, before the shareholder vote is taken, written notice of the shareholder's intent to demand payment in cash for shares owned if the merger is effectuated, and (2) not vote the shareholder's shares in favor of adoption of the merger agreement, either in person or by proxy.** A record shareholder, such as a broker, who holds MISCOR common stock as a nominee for others, may assert dissenters' rights with respect to the shares held for one or more beneficial shareholder, while not exercising such right for other beneficial shareholders. A record shareholder may assert dissenters' rights as to fewer than all shares registered in the shareholder's name only if the shareholder dissents (in accordance with the provisions of Chapter 44 of the IBCL) with respect to all of the shares beneficially owned by any one person, and the shareholder notifies MISCOR in writing of the name and address of each person on whose behalf the shareholder, as record shareholder, is asserting dissenters' rights.

Shareholders who wish to be eligible to assert dissenters' rights may send their written notice to MISCOR Group, Ltd., 800 Nave Road, SE, Massillon, Ohio 44646, Attention: Corporate Secretary; the method of delivery of this written notice is at the risk of the shareholder, because the notice must actually be received by MISCOR prior to the shareholder vote being taken.

If the merger agreement is adopted by the MISCOR shareholders at the MISCOR Meeting, MISCOR must mail or deliver a written notice of dissenters' rights to each dissenting shareholder satisfying the above conditions within ten (10) days after the MISCOR Meeting at which shareholder approval was received. The notice to dissenting shareholders must:

1. state where the payment demand must be sent and where and when certificates for certificated shares must be deposited;
2. inform holders of uncertificated shares to what extent transfer of the shares will be restricted after the payment demand is received;
3. supply a form for demanding payment that includes the date of the first announcement to news media or to shareholders of the terms of the proposed merger, which was March 13, 2013, and require that the dissenting shareholder certify whether or not that shareholder acquired beneficial ownership of the shares before that date;

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4. set a date by which MISCOR must receive the payment demand, which date may not be fewer than thirty (30) nor more than sixty (60) days after the date the notice to dissenters is delivered; and

5. be accompanied by a copy of Chapter 44 of the IBCL.

Any MISCOR shareholder who is sent a notice to dissenters must then (a) demand payment for his or her MISCOR common stock, (b) certify whether he or she acquired beneficial ownership of the MISCOR common stock before March 13, 2013 (any such shareholder, a

Pre-Announcement Shareholder ) and (c) deposit his or her certificates representing MISCOR common stock in accordance with the terms of the notice to dissenters. A MISCOR shareholder who fails to take these steps by the date set forth in the notice to dissenters will not be entitled to payment for his or her shares through the dissenters' rights process and will be considered to have voted his or her shares in favor of the merger.

A MISCOR shareholder who desires to exercise dissenters' rights concerning the merger but who does not comply with the preliminary conditions described above will not be entitled to exercise dissenters' rights. Shareholders who execute and return the enclosed proxy, but do not specify a choice on the merger proposal will be deemed to have voted in favor of the proposal to adopt the merger agreement and, accordingly, to have waived their dissenters' rights, unless the shareholder revokes the proxy before it is voted and satisfies the other requirements of Chapter 44 of the IBCL.

Upon consummation of the merger and receipt of a payment demand, IES, on behalf of MISCOR, will pay each dissenting shareholder who has complied with all statutory requirements and the notice to dissenters, and who was a Pre-Announcement Shareholder, MISCOR's estimate of the fair value of the shares as of the time immediately before the merger, excluding any appreciation in value in anticipation of the merger unless exclusion would be inequitable. Payment must be accompanied by MISCOR's most recent year-end and interim financial statements, a statement of MISCOR's estimate of the fair value of MISCOR common stock, and a statement of the dissenting shareholder's right to demand payment under IBCL Section 23-1-44-18.

For those dissenters who became beneficial owners of shares of MISCOR common stock on or after March 13, 2013, MISCOR will provide its estimate of fair value upon consummation of the merger, but may withhold payment of the fair value of the shares until the dissenting shareholder agrees to accept it in full satisfaction of the dissenting shareholder's demand or until MISCOR is otherwise directed by a court of competent jurisdiction.

If the dissenting shareholder believes the amount estimated or paid on behalf of MISCOR is less than the fair value for his or her shares of MISCOR common stock or if IES and MISCOR fail to make payment to the dissenting shareholder within sixty (60) days after the date set for demanding payment, the dissenting shareholder may notify MISCOR in writing of the shareholder's own estimate of the fair value of his or her shares of MISCOR common stock and demand payment of his or her estimate (less the amount of any payment made by IES for the shares of MISCOR common stock to the dissenting shareholder). Demand for payment must be made in writing within thirty (30) days after IES, on behalf of MISCOR, has made payment for the dissenting shareholder's shares of MISCOR common stock or has offered to pay its estimate of fair value for the dissenting shareholder's shares of MISCOR common stock. MISCOR will not give further notice to the dissenting shareholder of this deadline. A dissenting shareholder who fails to make the demand within this time waives the right to demand payment for the shareholder's shares of MISCOR common stock.

MISCOR can elect to agree with the dissenting shareholder's fair value demand, but if a demand for payment remains unsettled, IES, on behalf of MISCOR, must commence an appraisal proceeding in the circuit or superior court of Dubois County, Indiana within sixty (60) days after receiving the payment demand from the dissenting shareholder and petition the court to determine the fair value of the shares of MISCOR common stock. If MISCOR fails to commence the appraisal proceeding within the sixty (60) day period, MISCOR (or IES, on behalf of MISCOR) must pay each dissenting shareholder whose demand remains unsettled the amount demanded. MISCOR must make all dissenting shareholders whose demands remain unsettled parties to the appraisal proceeding and all parties must be served a copy of the petition. The court may appoint one or more

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persons as appraisers to receive evidence and recommend a decision on the question of fair value. Each dissenting shareholder made a party to the appraisal proceeding is entitled to judgment for the amount, if any, by which the court finds the fair value of the dissenting shareholder's shares of MISCOR common stock, plus interest, exceeds the amount paid by IES.

The court will determine all costs of the appraisal proceeding, including the reasonable compensation and expenses of appraisers appointed by the court, and will assess these costs against the parties in amounts the court finds equitable. The court may also assess the fees and expenses of counsel and experts for the respective parties, in amounts the court finds equitable, against MISCOR if the court finds that MISCOR did not substantially comply with Chapter 44 of the IBCL or against either MISCOR or a dissenting shareholder if the court finds that the party against whom the fees and expenses are assessed acted arbitrarily, vexatiously or not in good faith with respect to the rights provided by Chapter 44 of the IBCL.

If MISCOR and IES do not consummate the merger within sixty (60) days after the date set in the notice to dissenters for demanding payment and depositing certificates of shares of MISCOR common stock, MISCOR will return the deposited certificates. If, after returning the deposited certificates, MISCOR and IES consummate the merger, MISCOR will send a new notice to dissenters and repeat the payment demand process.

Every MISCOR shareholder who does not deliver a notice of intent to demand payment for his or her shares of MISCOR common stock as described above, or who votes in favor of the proposal to adopt the merger agreement, will have no right to dissent and to demand payment of the fair value of the shareholder's shares of MISCOR common stock as a result of the merger. Voting against the proposal to adopt the merger agreement does not in itself constitute the notice of intent to demand payment required by Chapter 44 of the IBCL.

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IES' obligation to complete the merger is not conditioned upon its obtaining financing. IES expects, however, to obtain financing for some or all of the cash component of the merger consideration, the repayment of outstanding MISCOR debt and the transaction expenses associated with the merger (the Merger Payments).

IES is party to a Credit and Security Agreement (the Credit Agreement), for a \$30 million revolving credit facility (as amended, the Credit Facility) with Wells Fargo Bank, National Association (Wells Fargo). In February 2013, IES entered into an amendment of the Credit Facility that extended the term to August 9, 2016 and pursuant to which Wells Fargo provided IES with a \$5 million term loan (the Wells Fargo Term Loan).

On April 10, 2013, IES entered into a commitment letter with Wells Fargo, pursuant to which Wells Fargo committed to provide IES, subject to the satisfaction of certain conditions precedent, a new amortizing term loan in a principal amount of up to \$14 million (the Acquisition Term Loan) under the Credit Facility. Upon entering into the commitment letter, IES incurred an amendment fee in the amount of \$37,500.

The Acquisition Term Loan, which will mature on August 9, 2016, will be fully reserved from availability under the Credit Facility and will be subject to principal reduction on a 48-month straight-line amortization. The Acquisition Term Loan will bear interest at a per annum rate equal to the average Daily Three Month LIBOR plus 5.00% for the first year; thereafter, the margin will be determined based on the following grid:

Average Liquidity	LIBOR Spread
< \$20 million	5.00%
<sup>3</sup> \$20 million but < \$30 million	4.50%
<sup>3</sup> \$30 million	4.00%

Proceeds of the Acquisition Term Loan may be used only to (i) fund Merger Payments, (ii) refinance the Wells Fargo Term Loan, and (iii) as otherwise may be permitted by Wells Fargo. Except as specified in the Acquisition Term Loan, all other terms, conditions and provisions of the Acquisition Term Loan shall be as set forth in IES' Credit Agreement.

The final size and terms of the Acquisition Term Loan, as well as any draw made by IES thereunder, will depend on, among other things, IES' liquidity at closing and its funding obligations in connection with the Merger Payments, including (i) the aggregate Cash Consideration to be paid to MISCOR shareholders in connection with the merger and (ii) MISCOR's debt outstanding at the closing date of the merger. As of July 24, 2013, MISCOR's Net Debt (for the 30-day period ending on that date), was approximately \$5.994 million. MISCOR estimates that its Net Debt as of the Merger Consideration Determination Date could range from \$7.300 million to \$5.500 million.

In order to finance some or all of the Merger Payments, IES expects to utilize its existing cash balances and incur incremental indebtedness of up to \$10.0 million under the Acquisition Term Loan.

Subject to the considerations described above, IES' total debt at closing is expected to be approximately \$14.0 million.

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**COMPARISON OF RIGHTS OF IES STOCKHOLDERS AND MISCOR SHAREHOLDERS**

*As a result of the merger, the MISCOR shareholders may become stockholders of IES. As IES stockholders, their rights will be governed by the DGCL and by IES' certificate of incorporation and bylaws.*

*The following is a summary of the material differences between the rights of IES stockholders and the rights of MISCOR shareholders under each company's respective certificate of incorporation, as amended, and bylaws, as amended. While IES and MISCOR believe that this summary covers the material differences between the two, this summary may not contain all of the information that is important to you. This summary is not intended to be a complete discussion of the respective rights of IES and MISCOR shareholders and is qualified in its entirety by reference to the DGCL, IBCL and the various documents of IES and MISCOR that are referred to in this summary. You should carefully read this entire joint proxy statement/prospectus and the other documents referred to in this joint proxy statement/prospectus for a more complete understanding of the differences between being a stockholder of IES and being a shareholder of MISCOR. IES has filed copies of its articles of incorporation, as amended, and bylaws, as amended, with the SEC, and such documents are exhibits to the registration statement of which this joint proxy statement/prospectus forms a part. IES will send copies of these documents to you upon your request. MISCOR will also send copies of its documents referred to herein to you upon your request. See the section entitled "Where You Can Find More Information," beginning on page 250.*

**Authorized Capital**

**IES.** The total number of authorized shares of capital stock of IES is 110,000,000, consisting of 100,000,000 shares of common stock, par value \$0.01 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share. As of July 24, 2013, 15,105,846 shares of common stock were issued and outstanding and no shares of preferred stock were issued and outstanding. 100,000 shares of IES' preferred stock has been designated as Series A Junior Participating Preferred Stock, of which none are issued and outstanding.

**MISCOR.** The total number of authorized shares of capital stock of MISCOR is 20,800,000, consisting of 20,000,000 shares of common stock without par value and 800,000 shares of preferred stock without par value. As of July 24, 2013, 11,684,987 shares of common stock (including 22,000 shares of restricted stock) were issued and outstanding and no shares of preferred stock were issued and outstanding.

**Number and Election of Directors**

**IES.** IES' certificate of incorporation and bylaws provide that the number of members of the board of directors shall be fixed from time to time by the board of directors but shall not be less than one nor more than fifteen persons. The IES board of directors currently has 5 members. Directors are elected by a plurality of votes of the shares present in person or by proxy and entitled to vote on the election of directors. In addition, the preferred stockholders may elect additional directors in certain situations in accordance with IES' Certificate of Designations of the Series A Junior Participating Preferred Stock.

**MISCOR.** The MISCOR board of directors currently has 4 members. The MISCOR articles of incorporation and bylaws provide that the board of directors will consist of a number of directors, not less than one, as set from time to time by resolution adopted by a majority of the board of directors. If and whenever the board of directors has not specified the number of directors, the number shall be five. Directors are elected by a plurality of votes of the shares present in person or by proxy and entitled to vote on the election of directors. The directors are divided into three classes. The members of each class are elected for a term of three years (unless a shorter period is specified) and until their successors are elected and qualified. One class of directors is elected annually. Tontine has the right to appoint members to MISCOR's board of directors as follows:

if Tontine or its affiliates hold at least 10% of MISCOR's outstanding common stock, Tontine has the right to appoint one member of MISCOR's board of directors;

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if Tontine or its affiliates hold at least 20% of MISCOR's outstanding common stock, and MISCOR's board of directors consists of five or fewer directors, Tontine has the right to appoint one member of MISCOR's board of directors; and

if Tontine or its affiliates hold at least 20% of MISCOR's outstanding common stock, and MISCOR's board of directors consists of six or more directors, Tontine has the right to appoint two members of MISCOR's board of directors.

MISCOR also agreed that, for as long as Tontine has the right to appoint directors, the number of directors on MISCOR's board of directors will not exceed seven. Tontine has not appointed a director to MISCOR's board of directors.

### **Stockholders Meetings and Provisions for Notices**

**IES.** The IES bylaws provide that special meetings of stockholders may only be called by (1) the Chairman of the board of directors upon the written request of the board of directors pursuant to a resolution approved by a majority of the board of directors or (2) upon the receipt of the written request of the holders of at least 25% of the outstanding shares of common stock.

The IES bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as director and amendments to IES' certificate of incorporation or bylaws to be brought before annual meetings of stockholders. These procedures provide that notice of such stockholder proposals must be timely given in writing to IES' secretary prior to the annual meeting. Generally, to be timely, notice must be received at IES' principal executive offices not less than 80 days prior to an annual meeting (or if fewer than 90 days notice or prior public disclosure of the date of the annual meeting is given or made by IES, not later than the tenth day following the date on which the notice of the date of the annual meeting was mailed or such public disclosure was made). The notice must contain certain information specified in IES' bylaws, including a brief description of the business desired to be brought before the annual meeting and certain information concerning the stockholder submitting the proposal.

**MISCOR.** The MISCOR's articles of incorporation provide that a special meeting of shareholders may be called only by the Chairman of the board of directors or pursuant to a resolution adopted by a majority of the total number of directors. Shareholders are not authorized to call a special meeting.

The MISCOR bylaws establish advance notice procedures with regard to shareholder proposals relating to business to be brought before annual meetings of shareholders. These procedures provide that notice of such shareholder proposals must be timely given in writing to MISCOR's secretary prior to the annual meeting. Generally, to be timely, notice must be received at MISCOR's principal executive offices not less than 120 days prior to an annual meeting (or if fewer than 130 days' notice or prior public disclosure of the date of the annual meeting is given or made by MISCOR, not later than the tenth day following the date on which the notice of the date of the annual meeting was mailed or such public disclosure was made). The notice must contain certain information specified in MISCOR's bylaws, including a brief description of the business desired to be brought before the annual meeting and certain information concerning the shareholder submitting the proposal.

### **Voting by Stockholders**

**IES.** The IES bylaws state that unless otherwise provided by applicable law, the certificate of incorporation, or the bylaws, all matters other than election of directors will be approved if the votes cast in favor of the matter exceed the votes cast opposing matter. The IES bylaws state that subject to the rights of the holders of preferred stock, directors will generally be elected by a plurality of the votes cast.

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**MISCOR.** The MISCOR bylaws state that, unless otherwise provided by applicable law, the articles of incorporation, or the bylaws, all matters other than election of directors will be decided by the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on that matter. Subject to the rights of the holders of preferred stock and Tontine, directors will generally be elected by a plurality of the votes cast.

### **Amendment of Certificate of Incorporation**

**IES.** IES certificate of incorporation requires the approval of the holders of at least 75% of the then-outstanding shares of IES capital stock entitled to vote thereon and the approval of the holders of at least 75% of the then-outstanding shares of each class of stock voting separately as a class on, among other things, certain amendments to IES certificate of incorporation. Any amendment to IES certificate of incorporation not requiring approval as mentioned in the foregoing, requires the affirmative vote of the holders of at least a majority of the then outstanding shares entitled to vote thereon and the affirmative vote of the holders of at least a majority of the then outstanding shares of each class of stock of IES voting separately as a class.

**MISCOR.** Generally, amendments to MISCOR's articles of incorporation must be approved by a majority vote of MISCOR's board of directors and also by a majority of our outstanding voting shares. However, to amend certain provisions of MISCOR's articles of incorporation, including those pertaining to MISCOR's directors and to certain business combination transactions, approval by at least 80% of the outstanding voting shares is required.

### **Amendment of Bylaws**

**IES.** Under the IES bylaws and certificate of incorporation, IES board of directors may amend, alter, change or repeal IES bylaws, or adopt new bylaws by the affirmative vote of a majority of the board of directors at any meeting and without the assent or vote of the stockholders. The bylaws may be also be altered, amended or repealed, or new bylaws may be adopted, upon the affirmative vote of holders of at least a majority of the shares of common stock entitled to vote thereon.

**MISCOR.** Under the MISCOR bylaws and articles of incorporation, the affirmative vote of a majority of the Full Board is required to adopt, amend, alter, or repeal the bylaws. The Full board is the total number of directors if there are no vacancies.

### **Exchange Listing of Common Stock**

**IES.** IES common stock is listed on the NASDAQ Global Select Market under the symbol IESC, and the rights of IES stockholders are determined in part by the NASDAQ listing requirements.

**MISCOR.** MISCOR common stock is traded on the OTCQB under the symbol MIGL.

**Table of Contents****Index to Financial Statements****BUSINESS OF IES**

Integrated Electrical Services, Inc., a Delaware corporation, is a leading provider of infrastructure services to the residential, commercial and industrial industries as well as for data centers and other mission critical environments. IES operates primarily in the electrical infrastructure markets, with a corporate focus on expanding into other markets through strategic acquisitions or investments. Originally established as IES in 1997, IES provides services from IES 56 domestic locations as of March 31, 2013. Its operations are organized into three business segments, based upon the nature of its products and services (more complete descriptions follow):

**Communications** Nationwide provider of products and services for mission critical infrastructure, such as data centers, of large corporations.

**Residential** Regional provider of electrical installation services for single-family housing and multi-family apartment complexes.

**Commercial & Industrial** Provider of electrical design, construction, and maintenance services to the commercial and industrial markets in various regional markets and nationwide in certain areas of expertise, such as the power infrastructure market.

The table below describes the percentage of IES total revenues attributable to each of IES three segments over each of the last three years and during the six months ended March 31, 2013 and 2012:

	Six Months Ended March 31,		2012		2012		Years Ended September 30,		2010	
	2013		2012		2012		2011		2010	
	\$	%	\$	%	\$	%	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)									
Communications	\$ 71,925	28.9%	\$ 53,591	24.7%	\$ 121,492	26.6%	\$ 83,615	20.6%	\$ 69,171	18.1%
Residential	75,349	30.2%	58,900	27.2%	129,974	28.5%	114,732	28.2%	115,947	30.3%
Commercial & Industrial	101,985	40.9%	104,115	48.1%	204,649	44.9%	207,794	51.2%	197,313	51.6%
Total Consolidated	\$ 249,259	100.0%	\$ 216,606	100.0%	\$ 456,115	100.0%	\$ 406,141	100.0%	\$ 382,431	100.0%

For additional financial information by segment, see Note 11, Operating Segments in the notes to IES audited consolidated financial statements for the fiscal year ended September 30, 2012 and Note 6, Operating Segments in the notes to IES unaudited consolidated financial statements for the six months ended March 31, 2013.

**Net Operating Loss Carry Forward**

IES and certain of its subsidiaries have a federal NOL of approximately \$452 million at September 30, 2012, including approximately \$139 million resulting from the additional amortization of goodwill. A change in ownership, as defined by Internal Revenue Code Section 382, could reduce the availability of net operating losses for federal and state income tax purposes. Should Tontine, IES controlling shareholder, sell or otherwise dispose of all or a portion of its position in IES, a change in ownership could occur. In addition a change in ownership could result from the purchase of common stock by an existing or a new 5% shareholder as defined by Internal Revenue Code Section 382. Should a change in ownership occur, all net operating losses incurred prior to the change in ownership would be subject to limitation imposed by Internal Revenue Code Section 382, which would substantially reduce the amount of NOL currently available to offset taxable income. For more information on IES NOLs and the Rights Agreement adopted by the IES board of directors, see IES Management's Discussion and Analysis of Financial Condition and Results of Operations Controlling Shareholder beginning on page 190.





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#### **Operating Segments**

##### ***Communications***

###### ***Business Description***

Originally established in 1984, IES Communications segment is a leading provider of network infrastructure products and services for data centers and other mission critical environments. Services offered include the design, installation and maintenance of network infrastructure for the financial, medical, hospitality, government, high-tech manufacturing, educational and information technology industries. IES also provides the design and installation of audio/visual, telephone, fire, wireless and intrusion alarm systems as well as design/build, service and maintenance of data network systems. A significant portion of IES Communications revenue is generated from long-term, repeat customers, some of whom use IES as a preferred provider for major projects. IES performs services across the United States from its ten offices, which includes its Communications headquarters located in Tempe, Arizona, allowing dedicated onsite maintenance teams at IES customers sites.

In 2010, IES Communications segment was separated from its Commercial & Industrial segment to form a new operating segment. The decision to report Communications as a separate segment was made as IES changed its internal reporting structure and the segment gained greater significance as a percentage of consolidated revenues, gross profit and operating income. Moreover, the Communications segment was identified as a separate and specific part of future strategic growth plans of IES.

###### ***Sales and Marketing***

IES primarily specializes in installations of communication systems, and site and national account support for the mission critical infrastructure of Fortune 500 corporations. IES sales strategy relies on a concentrated business development effort, with centralized corporate marketing programs and direct end-customer communications and relationships. Due to the mission critical nature of the facilities IES services, IES end-customers significantly rely upon IES past performance record, technical expertise and specialized knowledge. IES long-term strategy is to improve its position as a preferred mission critical solutions and services provider to large national corporations and strategic local companies. Key elements of IES long-term strategy include continued investment in its employees technical expertise and expansion of its onsite maintenance and recurring revenue model.

###### ***Competition***

IES competition consists of both small, privately owned contractors who have limited access to capital and large public companies. IES competes on quality of service and/or price, and seeks to emphasize its long history of delivering high quality solutions to its customers.

##### ***Residential***

###### ***Business Description***

IES Residential business provides electrical installation services for single-family housing and multi-family apartment complexes and CATV cabling installations for residential and light commercial applications. In addition to IES core electrical construction work, the Residential segment also provides services for the installation of residential solar power, smart meters, and electric car charging stations, both for new construction and existing residences. The Residential division is made up of 32 total locations, which includes the headquarters in Houston. These division locations geographically cover Texas, the Sun-Belt, and the Western and Mid-Atlantic regions of the United States, including Hawaii.

###### ***Sales and Marketing***

Demand for IES Residential services is highly dependent on the number of single-family and multi-family home starts in the markets it serves. Although IES operates in multiple states throughout the Sun-Belt, Mid-Atlantic

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and western regions of the United States, the majority of its segment revenues are derived from services provided in the state of Texas. IES sales efforts include a variety of strategies, including a concentrated focus on national homebuilders and multi-family developers and a local sales strategy for single and multi-family housing projects. IES cable, solar and electric car charging station revenues are typically generated through industry-specific third parties to which it acts as a preferred provider of installation services.

IES long-term strategy is to continue to be the leading national provider of electrical services to the residential market. Although the key elements of its long-term strategy include a continued focus on maintaining a low and variable cost structure and cash generation, during the housing downturn IES modified its strategy by expanding into markets less exposed to national building cycles, such as solar panel and electric car charging installations. As IES begins to experience increased activity in the residential sector, it is prepared to increase its scale to support an increase in activity.

#### *Competition*

IES competition primarily consists of small, privately owned contractors who have limited access to capital. IES believes that it has a competitive advantage over these smaller competitors due to its key employees long-standing customer relationships, its financial capabilities, and its local market knowledge and competitive pricing. There are few barriers to entry for IES electrical contracting services in the residential markets.

#### ***Commercial & Industrial***

##### *Business Description*

IES Commercial & Industrial segment is one of the largest providers of electrical contracting services in the United States. The division offers a broad range of electrical design, construction, renovation, engineering and maintenance services to the commercial and industrial markets. The Commercial & Industrial division consists of 19 total locations, which includes the division headquarters in Houston, Texas. These locations geographically cover Texas, Nebraska, Colorado, Oregon and the Mid-Atlantic region.

Services include the design of electrical systems within a building or complex and procurement and installation of wiring and connection to power sources, end-use equipment and fixtures, as well as contract maintenance. IES focuses on projects that require special expertise, such as design-and-build projects that utilize the capabilities of its in-house experts, or projects which require specific market expertise, such as transmission and distribution projects. IES also focuses on service, maintenance and certain renovation and upgrade work, which tends to be either recurring or have lower sensitivity to economic cycles, or both. IES provides services for a variety of projects, including: office buildings, manufacturing facilities, data centers, chemical plants, refineries, wind farms, solar facilities and municipal infrastructure and health care facilities. IES utility services consist of overhead and underground installation and maintenance of electrical and other utilities transmission and distribution networks, installation and splicing of high-voltage transmission and distribution lines, substation construction and substation and right-of-way maintenance. IES maintenance services generally provide recurring revenues that are typically less affected by levels of construction activity. Service and maintenance revenues are derived from service calls and routine maintenance contracts, which tend to be recurring and less sensitive to short-term economic fluctuations.

##### *Sales and Marketing*

Demand for IES Commercial & Industrial services is driven by construction and renovation activity levels, economic growth, and availability of bank lending. Certain of IES industrial projects have longer cycle times than its typical Commercial & Industrial services and may follow the economic trends with a lag. IES sales focus varies by location, but is primarily based upon regional and local relationships with general contractors and a demonstrated expertise in certain industries, such as transmission and distribution.

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IES long-term strategy has been modified over the past two years due to the downturn in the construction industry. IES long-term strategy is to be the preferred provider of electrical services in the markets where it has demonstrated expertise or are a local market leader. Key elements of IES long-term strategy include leveraging its expertise in certain niche markets, expansion of its service and maintenance business and maintaining its focus on its returns on risk adjusted capital.

#### *Competition*

The electrical infrastructure services industry is generally highly competitive and includes a number of regional or small privately-held local firms. There are few barriers to entry for IES electrical contracting services in the commercial and industrial markets, which limits its advantages when competing for projects. Industry expertise, project size, location and past performance will determine IES bidding strategy, the level of involvement from competitors and its level of success in winning awards. IES primary advantages vary by location and market, but mostly are based upon local individual relationships with key employees or a demonstrated industry expertise. Additionally, due to the size of many of IES projects, its financial resources help it compete effectively against local competitors.

#### *Industry Overview*

Given the diverse end markets of IES Commercial & Industrial customers, which include both commercial buildings, such as offices, healthcare facilities and schools, and industrial projects, such as power, chemical, refinery and heavy manufacturing facilities, IES is subject to many trends within the construction industry. In general, demand for IES Commercial & Industrial services is driven by construction and renovation activity levels, economic growth, and availability of bank lending. Due to economic, technological or other factors there can be no assurance that construction and demand will continue to increase.

According to the September 2012 McGraw Hill Outlook, commercial construction is forecasted to increase approximately 11% in 2013 driven by improvements in the retail, warehouse, office and hotel sectors during 2013. According to the McGraw Hill Outlook, institutional building construction is forecasted to slightly increase 0.3% in 2013, turning positive for the first time in four years as state finances are finally showing signs of stabilizing.

Public works construction is forecasted to rise 5% in 2013 after three years of decline while electric utility construction activity is forecasted to drop 20% in 2013, according to the McGraw Hill Outlook. The increase in public works construction is expected to come from a rebound in highway and bridge construction, which was impacted by a reduction in federal funding and tight fiscal conditions for state and local governments over the past two years, and some increased activity for rail projects. Although electric utility construction activity is expected to decrease in 2013, according to the McGraw Hill Outlook, the projected \$35 billion of spending is still a high level by historical standards.

#### **Discontinued Operations**

IES is focused on return on capital and cash flow to maximize long-term shareholder value. As a result, beginning in 2011, IES increased its focus on a number of initiatives to return it to profitability (the 2011 Restructuring Plan). Included in these initiatives was the closure or sale of a number of facilities within IES Commercial & Industrial segment and one location in its Communications segment. During 2011, IES initiated the sale or closure of all or portions of its Commercial facilities in Arizona, Florida, Iowa, Maryland, Massachusetts, Nevada and Texas, its Industrial facility in Louisiana, and its Communications facility in Maryland. IES has substantially concluded the closure of these facilities as of September 30, 2012. Results from operations of these facilities for the years ended September 30, 2012, 2011, and 2010 are presented in IES Consolidated Statements of Operations as discontinued operations. For further discussion of discontinued operations, please refer to Note 17, Discontinued Operations in the notes to IES Consolidated Financial Statements, included in IES Annual Report on Form 10-K for fiscal year ended September 30, 2012. The 2011 Restructuring Plan is more fully described on page F-35.

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#### **Safety Culture**

Performance of IES contracting and maintenance services exposes it to unique potential hazards associated specifically with the electrical contracting industry. In light of these risks, IES is resolute in its commitment to safety and maintaining a strong safety culture, which is reflected in its safety program and the significant reductions in loss time cases and OSHA recordable incidents over the past ten years. IES employs full-time regional safety managers, under the supervision of its full-time Vice President of Safety. IES seeks to maintain standardized safety policies, programs, procedures and personal protection equipment within each segment, including programs to train new employees, which apply to employees new to the industry and those new to IES. To further emphasize IES commitment to safety, it has also tied management incentives to specific safety performance results.

#### **Risk Management and Insurance**

IES ability to post surety bonds provides it with an advantage over competitors that are smaller or have fewer financial resources. IES believes that the strength of its balance sheet, as well as a good relationship with its bonding provider, enhances its ability to obtain adequate financing and surety bonds.

The primary risks in IES operations include bodily injury, property damage and construction defects. IES maintains automobile, general liability and construction defect insurance for third party health, bodily injury and property damage and workers compensation coverage, which it considers appropriate to insure against these risks. IES third-party insurance is subject to deductibles for which it establishes reserves.

#### **Customers**

IES has a diverse customer base. During the twelve-month periods ended September 30, 2012, 2011 and 2010, no single customer accounted for more than 10% of IES revenues. IES will continue to emphasize developing and maintaining relationships with its customers by providing superior, high-quality service. Management at each of its segments is responsible for determining sales strategy and sales activities.

#### **Backlog**

Backlog is a measure of revenue that IES expects to recognize from work that has yet to be performed on uncompleted contracts, and from work that has been contracted but has not started. Backlog is not a guarantee of future revenues, as contractual commitments may change. As of September 30, 2012, IES backlog was approximately \$234.1 million compared to \$174.5 million as of September 30, 2011. This increase is primarily due to expanded operations within IES Residential and Communications segments, which increased 28.6% and 20.2%, respectively. Backlog at IES Commercial & Industrial segment increased by 9.2% in fiscal year 2012.

#### **Seasonality and Quarterly Fluctuations**

Results of operations from IES Residential segment are more seasonal, depending on weather trends, with typically higher revenues generated during spring and summer and lower revenues during fall and winter. The Communications and Commercial & Industrial segments of IES business is less subject to seasonal trends, as work generally is performed inside structures protected from the weather. IES service and maintenance business is generally not affected by seasonality. In addition, the construction industry has historically been highly cyclical. IES volume of business may be adversely affected by declines in construction projects resulting from adverse regional or national economic conditions. Quarterly results may also be materially affected by the timing of new construction projects. Accordingly, operating results for any fiscal period are not necessarily indicative of results that may be achieved for any subsequent fiscal period.

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#### **Regulations**

IES operations are subject to various federal, state and local laws and regulations, including:

licensing requirements applicable to electricians;

building and electrical codes;

regulations relating to worker safety and protection of the environment;

regulations relating to consumer protection, including those governing residential service agreements; and

qualifications of IES business legal structure in the jurisdictions where IES does business.

Many state and local regulations governing electricians require permits and licenses to be held by individuals. In some cases, a required permit or license held by a single individual may be sufficient to authorize specified activities for all IES electricians who work in the state or county that issued the permit or license. It is IES policy to ensure that, where possible, any permits or licenses that may be material to its operations in a particular geographic area are held by multiple employees within that area.

IES believes it has all licenses required to conduct its operations and is in compliance with applicable regulatory requirements. Failure to comply with applicable regulations could result in substantial fines or revocation of its operating licenses or an inability to perform government work.

#### **Capital Facilities**

During fiscal year 2012, IES maintained two credit facilities, as described in IES Management's Discussion and Analysis of Financial Condition and Results of Operations below. For a discussion of IES capital resources, see IES Management's Discussion and Analysis of Financial Condition and Results of Operations below.

#### **Financing Information**

For information on IES financial information by segment, see Note 11, Business Segments in the notes to IES audited consolidated financial statements for the fiscal year ended September 30, 2012, which are incorporated by reference herein.

#### **Employees**

At March 31, 2013, IES had 2,693 employees. IES is not a party to any collective bargaining agreements with its employees. IES believes that its relationship with its employees is strong.

#### **Locations**

As of March 31, 2013, IES had 56 domestic locations serving the United States. In addition to IES executive and corporate offices, it had ten locations within its Communications business, 28 locations within its Residential business and 18 locations within its Commercial & Industrial business. This diversity helps to reduce IES exposure to unfavorable economic developments in any given region.

#### **Available Information**

## Edgar Filing: INTEGRATED ELECTRICAL SERVICES INC - Form S-4/A

General information about IES can be found on IES' website at [www.ies-corporate.com](http://www.ies-corporate.com) under Investors. IES files its interim and annual financial reports, as well as other reports required by the Exchange Act, with the SEC.

IES' annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments and exhibits to those reports are available free of charge through its website as soon as it is reasonably practicable after it files them with, or furnishes them to, the SEC. You may also contact IES' Investor

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Relations department and they will provide you with a copy of these reports. The materials that IES files with the SEC are also available free of charge through the SEC website at *www.sec.gov*. You may also read and copy these materials at the SEC's Public Reference Room at 100 F Street, NE., Washington, D.C. 20549. Information on the operation of the Public Reference Room is available by calling the SEC at 1 800 SEC 0330.

In addition to the Code of Ethics for Financial Executives, IES has adopted a Code of Business Conduct and Ethics for directors, officers and employees (the Legal Compliance and Corporate Policy Manual), and established Corporate Governance Guidelines and adopted charters outlining the duties of IES' Audit, Human Resources and Compensation and Nominating/Governance Committees, copies of which may be found on its website. Paper copies of these documents are also available free of charge upon written request to IES. IES has designated an audit committee financial expert as that term is defined by the SEC. Further information about this designee may be found in the Proxy Statement for the 2013 Annual Meeting of Stockholders of IES.

**PROPERTY OF IES**

At September 30, 2012, IES maintained branch offices, warehouses, sales facilities and administrative offices at 61 locations. Substantially all of IES' facilities are leased. IES leases its executive office located in Greenwich, Connecticut and its corporate office located in Houston, Texas. IES believes that its properties are adequate for its present needs, and that suitable additional or replacement space will be available as required.

**IES LEGAL PROCEEDINGS**

From time to time IES is a party to various claims, lawsuits and other legal proceedings that arise in the ordinary course of business. IES maintains various insurance coverages to minimize financial risk associated with these proceedings. None of these proceedings, separately or in the aggregate, are expected to have a material adverse effect on IES' financial position, results of operations or cash flows. With respect to all such proceedings, IES records reserves when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. IES expenses routine legal costs related to these proceedings as they are incurred.

The following is a discussion of IES' significant legal matters:

**Ward Transformer Site**

One of IES' subsidiaries has been identified as one of more than 200 potentially responsible parties ( PRPs ) with respect to the clean-up of an electric transformer resale and reconditioning facility, known as the Ward Transformer Site, located in Raleigh, North Carolina. The facility built, repaired, reconditioned and sold electric transformers from approximately 1964 to 2005. IES did not own or operate the facility but a subsidiary that IES acquired in January 1999 is believed to have sent transformers to the facility during the 1990s. During the course of its operation, the facility was contaminated by Polychlorinated Biphenyls ( PCBs ), which also have been found to have migrated off the site. Based on IES' investigation to date, there is evidence to support IES' defense that IES' subsidiary contributed no PCB contamination to the site.

Four PRPs have commenced clean-up of on-site contaminated soils under an Emergency Removal Action pursuant to a settlement agreement and Administrative Order on Consent entered into between the four PRPs and the U.S. Environmental Protection Agency ( EPA ) in September 2005. IES is not a party to that settlement agreement or Order on Consent. In April 2009, two of these PRPs, Carolina Power and Light Company and Consolidation Coal Company, filed suit against IES and most of the other PRPs in the U.S. District Court for the Eastern District of North Carolina (Western Division) to contribute to the cost of the clean-up.



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In addition to the on-site clean-up, the EPA has selected approximately 50 PRPs to which it sent a Special Notice Letter in late 2008 to organize the clean-up of soils off site and address contamination of groundwater and other miscellaneous off-site issues. IES was not a recipient of that letter. On January 8, 2013, the EPA held a meeting to discuss potential settlement of its costs associated with the site. The meeting included a number of the defendants, as well as other PRPs not currently in the litigation. IES was invited to attend this meeting and counsel for IES attended. The EPA notified all parties that they must indicate by March 15, 2013 whether they will participate in settlement discussions. This settlement is separate from the 2009 litigation filed by PRPs against IES and others. IES notified the EPA that it intends to participate in the settlement discussions. IES intends to present to the EPA the evidence developed in the 2009 suit to support the argument that IES did not contribute PCB contamination to the site. IES has tendered a demand for indemnification to the former owner of the acquired corporation that may have transacted business with the facility. As of March 31, 2013, IES had not recorded a reserve for this matter, as it believes the likelihood of its responsibility for damages is not probable and a potential range of exposure is not estimable.

### **Hamilton Wage and Hour**

On August 29, 2012, IES was served with a wage and hour suit seeking class action certification. On December 4, 2012, IES was served with a second suit, which included the same allegations but different named plaintiffs. On June 24, 2013, the Company was served with a third lawsuit, again alleging the same claims but with different plaintiffs. Each of these cases is among several others filed by Plaintiffs' attorney against contractors working in the Port Arthur Motiva plant on various projects over the last few years. The claims are based on alleged failure to compensate for time spent bussing to and from the plant, donning safety wear and other activities. It does not appear IES will face significant exposure for any unpaid wages. In a separate earlier case based on the same allegations, a federal district court ruled that the time spent traveling on the busses is not compensable. In early January 2013, the U.S. Court of Appeals for the Fifth Circuit upheld the district court's ruling finding no liability for wages for time spent bussing into the facility. IES' investigation indicates that all other activities alleged either were inapplicable to IES' employees or took place during times for which IES' employees were compensated. IES has filed responsive pleadings and, following initial discovery, will seek dismissal of the case through summary judgment. As of March 31, 2013, IES had not recorded a reserve for this matter, as IES believes the likelihood of its responsibility for damages is not probable and a potential range of exposure is not estimable.

## **IES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

You should read the following discussion and analysis of IES' financial condition and results of operations in conjunction with IES' audited consolidated financial statements for the fiscal years ended September 30, 2012 and 2011 and unaudited consolidated financial statements for the three and six months ended March 31, 2013 and 2012, beginning on pages F-22 and F-59, respectively. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to the risk factors discussed in the Risk Factors section of this joint proxy statement/prospectus. Actual results may differ materially from those contained in any forward-looking statements.

### **Executive Overview**

IES, a Delaware corporation, is a leading provider of infrastructure services to the residential, commercial and industrial industries as well as for data centers and other mission critical environments. IES operates primarily in the electrical infrastructure markets, with a corporate focus on expanding into other markets through strategic acquisitions or investments. Please refer to Business of IES of this joint proxy statement/prospectus for a discussion of IES' services and corporate strategy. As of July 24, 2013, the latest practicable date prior to the record date, there were 382 holders of record of IES common stock.

**Table of Contents****Index to Financial Statements****Results of Operations for the Fiscal Years Ended September 30, 2012, 2011 and 2010**

IES reports its operating results across three operating segments: Communications, Residential and Commercial & Industrial. Expenses associated with IES Corporate office are classified as a fourth segment. The following table presents selected historical results of operations of IES and subsidiaries.

	2012		Years Ended September 30, 2011		2010	
	\$	%	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)					
Revenues	\$ 456,115	100.0%	\$ 406,141	100.0%	\$ 382,431	100.0%
Cost of services	398,063	87.3%	361,757	89.1%	326,939	85.5%
Gross profit	58,052	12.7%	44,384	10.9%	55,492	14.5%
Selling, general and administrative expenses	58,609	12.8%	63,321	15.6%	74,251	19.4%
Gain on sale of assets	(168)	%	(6,555)	(1.6)%	(128)	%
Asset impairment		%	4,804	1.2%		%
Restructuring charges		%		%	763	0.2%
Loss from operations	(389)	(0.1)%	(17,186)	(4.3)%	(19,394)	(5.1)%
Interest and other expense, net	2,228	0.5%	2,203	0.5%	3,253	0.9%
Loss from continuing operations before income taxes	(2,617)	(0.6)%	(19,389)	(4.8)%	(22,647)	(6.0)%
Provision (benefit) for income taxes	38	%	172	%	(36)	%
Net loss from continuing operations	(2,655)	(0.6)%	(19,561)	(4.8)%	(22,611)	(6.0)%
Net loss from discontinued operations before income taxes	(9,158)	(2.0)%	(18,288)	(4.5)%	(8,539)	(2.2)%
(Benefit) provision for income taxes	(11)	%	(26)	%	5	%
Net loss from discontinued operations	(9,147)	(2.0)%	\$ (18,262)	(4.5)%	\$ (8,544)	(2.2)%
Net loss	\$ (11,802)	1.4%	\$ (37,823)	(0.3)%	\$ (31,155)	(3.8)%

Consolidated revenues for the year ended September 30, 2012 were \$50.0 million greater than for the year ended September 30, 2011, an increase of 12.3%.

The \$13.7 million increase in IES consolidated gross profit for the year ended September 30, 2012, as compared to the year ended September 30, 2011, was primarily the result of company-wide concerted efforts to return the organization to profitability. IES organization as a whole, and each segment individually, was successful in executing projects, and managing costs to maximize gross profits. IES overall gross profit percentage increased to 12.7% during the year ended September 30, 2012 as compared to 10.9% during the year ended September 30, 2011.

Selling, general and administrative expenses include costs not directly associated with performing work for IES customers. These costs consist primarily of compensation and benefits related to corporate, division and branch management, occupancy and utilities, training, professional services, information technology costs, consulting fees, travel and certain types of depreciation and amortization. IES allocates certain corporate selling, general and administrative costs across its segments as it believes this more accurately reflects the costs associated with operating each segment.

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During the year ended September 30, 2012, IES' selling, general and administrative expenses were \$58.6 million, a decrease of \$4.7 million, or 7.4%, as compared to the year ended September 30, 2011. Included in the year ended September 30, 2012 is \$0.9 million of severance attributable to the departures of IES' former CFO and its former Senior Vice President and General Counsel. Included in year ended September 30, 2011 is \$2.9 million of

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accelerated amortization attributable to the discontinuance of certain software and \$1.3 million of severance attributable to the former CEO's departure.

During the year ended September 30, 2011, IES' results of operations included a gain on sale of a non-strategic facility of \$6.8 million, partially offset by \$4.8 million in asset impairments with no comparable charges in the current year.

***Communications******2012 Compared to 2011***

	Years Ended September 30,			
	2012		2011	
	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)			
Revenue	\$ 121,492	100.0%	\$ 83,615	100.0%
Gross Profit	18,204	15.0%	12,473	14.9%
Selling, general and administrative expenses	13,431	11.1%	9,578	11.5%

**Revenue.** IES' Communications segment revenues increased \$37.9 million during the year ended September 30, 2012, a 45.3% increase compared to the year ended September 30, 2011. This increase is primarily due to an increase in data center projects and high tech manufacturing projects during 2012, along with IES' establishment of an operation in San Diego, California. IES believes the expansion of technology, cloud computing and increased demands for consumer focused data storage and collection, has led to an increase in demand for additional data center capacity. Revenues attributable to data centers were \$38.9 million for the year ended September 30, 2012 compared to \$29.9 million for the year ended September 30, 2011. The increase in high tech manufacturing projects is related to a major expansion by a high tech manufacturer in the greater Phoenix, Arizona area. Revenues from high tech manufacturing projects were \$28.1 million during the year ended September 30, 2012, and \$9.4 million during the year ended September 30, 2011. Although the growth in data center and high tech manufacturing projects was significant for the year ended September 30, 2012, there can be no assurance that this level of business or growth will continue, as a significant amount of IES' project work is awarded through a competitive bid process. Revenue from the establishment of IES San Diego operations increased overall revenue by \$10.5 million for the year ended September 30, 2012.

**Gross Profit.** IES' Communications segment's gross profit during the year ended September 30, 2012 increased \$5.7 million, or 46.0%, as compared to the year ended September 30, 2011. The increase in gross profit is attributable to a higher volume of contract revenues as noted in the revenue analysis above. Overall gross profit as a percentage of revenue remained unchanged during 2012. Exclusive of IES' San Diego operations, which were established in the fourth quarter of 2011, gross profit increased 0.9%.

**Selling, General and Administrative Expenses.** IES' Communications segment's selling, general and administrative expenses increased \$3.9 million, or 40.2%, during the year ended September 30, 2012 compared to the year ended September 30, 2011. Selling, general and administrative expenses as a percentage of revenues in the Communication segment decreased to 11.1% of segment revenue during the year ended September 30, 2012. The increase in selling, general and administrative expenses is primarily due to a \$1.2 million legal settlement reserve. Additionally, IES incurred higher expenses associated with its expansion of facilities in Southern California, including litigation expenses, increased staff in response to revenue growth, and to a lesser extent, incentive awards for achieving specific performance goals.

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	Years Ended September 30,			
	2011		2010	
	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)			
Revenue	\$ 83,615	100.0%	\$ 69,171	100.0%
Gross Profit	12,473	14.9%	12,411	17.9%
Selling, general and administrative expenses	9,578	11.5%	7,298	10.6%

*Revenue.* IES Communications segment revenues increased \$14.4 million during the year ended September 30, 2011, a 20.9% increase compared to the year ended September 30, 2010. This increase is primarily due to an increase in data center projects and national account activity. IES believes the expansion of technology, cloud computing and increased demands for consumer focused data storage and collection have led to an increase in demand for additional data center capacity. Revenues attributable to data centers were \$29.9 million for the year ended September 30, 2011 compared to \$18.4 million for the year ended September 30, 2010. National accounts are used within this segment to describe customers who have multiple mission critical facilities throughout the United States; IES provides a wide range of project and maintenance services to these customers. Revenues from IES national accounts were \$21.5 million during the year ended September 30, 2011, and \$12.8 million during the year ended September 30, 2010. Although the growth in data center and national account projects was significant for the year ended September 30, 2011, there can be no assurance that this level of business or growth will continue, as substantially all of IES project work is awarded through a competitive bid process.

*Gross Profit.* IES Communications segment's gross profit during the year ended September 30, 2011 increased \$0.1 million, as compared to the year ended September 30, 2010. Gross profit as a percent of revenue decreased to 14.9% in 2011, compared to 17.9% in 2010. The decrease in gross profit percentage is attributed to increased competition driving down margin rates on individual contracts when compared to 2010.

*Selling, General and Administrative Expenses.* IES Communications segment's selling, general and administrative expenses increased \$2.3 million, or 31.2%, during the year ended September 30, 2011 compared to the year ended September 30, 2010. Selling, general and administrative expenses as a percentage of revenues in the Communication segment increased to 11.5% of segment revenue during the year ended September 30, 2011. The increase can be attributed to higher expenses associated with IES expansion of facilities in San Diego, and to a lesser extent, incentive awards for achieving specific performance goals.

**Residential***2012 Compared to 2011*

	Years Ended September 30,			
	2012		2011	
	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)			
Revenue	\$ 129,974	100.0%	\$ 114,732	100.0%
Gross Profit	20,700	15.9%	18,690	16.3%
Selling, general and administrative expenses	19,703	15.2%	18,441	16.1%

*Revenue.* IES Residential segment revenues increased \$15.3 million during the year ended September 30, 2012, an increase of 13.3% as compared to the year ended September 30, 2011. Revenues for IES multi-family construction increased by \$4.2 million. In 2012, multi-family industry starts were attributed to improved demand for rental housing. Rental housing demand was partially driven by the deferral of purchases of single family homes due to continued restrictive lending practices for single family purchases, an uncertain job market and

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lower apartment vacancy rates. Single family construction revenues increased by \$11.6 million, primarily in the Texas markets. IES entered into the solar installation market during fiscal 2012, resulting in revenues of \$9.5 million. Included in IES' fiscal 2011 balance are revenues attributable to a non-core electrical distribution facility, totaling \$13.1 million. IES sold this business in February 2011, and as such, no revenues from this facility are included in its fiscal 2012 balance.

*Gross Profit.* During the year ended September 30, 2012, IES' Residential segment experienced a \$2.0 million, or 10.8%, increase in gross profit as compared to the year ended September 30, 2011. Gross margin percentage in the Residential segment decreased to 15.9% during the year ended September 30, 2012. IES attributes much of the increase in Residential's gross margin primarily to the higher volume of single family projects.

*Selling, General and Administrative Expenses.* IES' Residential segment experienced a \$1.3 million, or 6.8%, increase in selling, general and administrative expenses during the year ended September 30, 2012 compared to the year ended September 30, 2011. Selling, general and administrative expenses as a percentage of revenues in the Residential segment decreased to 15.2% of segment revenue during the year ended September 30, 2012. IES attributes much of the increase in Residential selling, general and administrative expenses primarily to increased incentives and its expansion into the solar installation market.

*2011 Compared to 2010*

	Years Ended September 30,			
	2011		2010	
	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)			
Revenue	\$ 114,732	100.0%	\$ 115,947	100.0%
Gross Profit	18,690	16.3%	23,525	20.3%
Selling, general and administrative expenses	18,441	16.1%	23,736	20.5%

*Revenue.* IES' Residential segment revenues decreased \$1.2 million during the year ended September 30, 2011, a decrease of 1.0% as compared to the year ended September 30, 2010. Approximately \$4.4 million of this decrease is primarily attributable to the sale of a non-core electrical distribution facility in February 2011. Revenues for IES' multi-family construction increased by \$10.7 million as multi-family industry project starts increased to 195,000 units from 154,000 units in 2010. In 2011, multi-family industry starts were attributed to improved demand for rental housing. Rental housing demand was partially driven by the deferral of purchases of single family homes due to more restrictive lending practices for single family purchases, an uncertain job market and lower apartment vacancy rates. Single family construction revenues declined by \$6.6 million, partially due to the end in tax stimulus for new home buyers, more restrictive lending practices and an uncertain job market. Nationwide demand for single-family homes declined, particularly in markets such as Southern California, Arizona, Nevada, Texas and Georgia.

*Gross Profit.* During the year ended September 30, 2011, IES' Residential segment experienced a \$4.8 million, or 20.6%, reduction in gross profit as compared to the year ended September 30, 2010. Gross margin percentage in the Residential segment decreased to 16.1% during the year ended September 30, 2011. IES attributes much of the decline in Residential's gross margin to increased competition and increased costs of materials creating lower margins in both single-family and multi-family construction. As IES' contracts provide for fixed prices, near term increases in costs for raw materials, such as copper, steel and fuel can significantly erode the margins which currently exist in the highly competitive residential construction marketplace. For example, copper prices are particularly volatile. During the year ended September 30, 2011, commodity prices for copper ranged from \$3.15 to \$4.62 per pound. The average spot price for copper was \$4.13 per pound during the twelve months ended September 30, 2011, an increase of 29.0% over the prior twelve month period.

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*Selling, General and Administrative Expenses.* IES Residential segment experienced a \$5.3 million, or 22.3%, reduction in selling, general and administrative expenses during the year ended September 30, 2011 compared to the year ended September 30, 2010. Selling, general and administrative expenses as a percentage of revenues in the Residential segment declined to 16.1% of segment revenue during the year ended September 30, 2011. IES attributes much of the decline in Residential selling, general and administrative expenses to lower management and incentive compensation expense.

***Commercial & Industrial******2012 Compared to 2011***

	Years Ended September 30,			
	2012		2011	
	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)			
Revenue	\$ 204,649	100.0%	\$ 207,794	100.0%
Gross Profit	19,148	9.4%	13,221	6.4%
Selling, general and administrative expenses	17,166	8.4%	21,788	10.5%

*Revenue.* Revenues in IES Commercial & Industrial segment decreased \$3.2 million during the year ended September 30, 2012, a decrease of 1.5% compared to the year ended September 30, 2011. IES Commercial & Industrial segment is impacted not only by industry construction trends, but also specific industry and local economic trends. Impacts from these trends on IES revenues may be delayed due to the long lead time of its projects. IES revenues were also impacted by a refocusing of its business development strategy on projects within its demonstrated areas of expertise and with increased margin expectations. Projects in all sectors remain subject to delays or cancelation with little advance notice. In many of IES Commercial & Industrial markets, it continues to experience increased competition from new entrants, including residential contractors or contractors from other geographic markets.

*Gross Profit.* IES Commercial & Industrial segment's gross profit during the year ended September 30, 2012 increased \$5.9 million, or 44.8%, as compared to the year ended September 30, 2011. Commercial & Industrial's gross margin percentage increased to 9.4% during the year ended September 30, 2012, primarily due to improved execution of projects in all locations. Although the competitive market that has existed during the prolonged recession has continued to depress project bid margins, IES has begun to experience some reprieve. In 2011, IES experienced margin erosion and project difficulties due to a combination of project management turnover, projects outside IES historical area of expertise, and delays in receipt of material and labor productivity, all of which significantly increased its cost on those projects. In 2012, IES focused its efforts on winning projects within its areas of expertise, and significantly reduced the project inefficiencies due to delay and labor turnover.

*Selling, General and Administrative Expenses.* IES Commercial & Industrial segment's selling, general and administrative expenses during the year ended September 30, 2012 decreased \$4.6 million, or 21.2%, compared to the year ended September 30, 2011. Selling, general and administrative expenses as a percentage of revenues in the Commercial & Industrial segment decreased to 8.4% of segment revenue during the year ended September 30, 2012. This decrease is primarily attributed to the consolidation of back offices in several locations late in fiscal 2011.

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2011 Compared to 2010

	Years Ended September 30,		2010	
	2011		2010	
	\$	%	\$	%
	(Dollars in thousands, Percentage of revenues)			
Revenue	\$ 207,794	100.0%	\$ 197,313	100.0%
Gross Profit	13,221	6.4%	19,556	9.9%
Selling, general and administrative expenses	21,788	10.5%	29,047	14.7%

*Revenue.* Revenues in IES Commercial & Industrial segment increased \$10.5 million during the year ended September 30, 2011, an increase of 5.3% compared to the year ended September 30, 2010. IES Commercial & Industrial segment is impacted not only by industry construction trends, but also specific industry and local economic trends. Impacts from these trends on IES revenues may be delayed due to the long lead time of its projects. According to McGraw Hill, total nonresidential building starts in the United States, in terms of millions of square feet, decreased 13% in 2010 and was unchanged in 2011. IES Industrial projects experienced revenue increases while its Commercial projects were essentially unchanged as the rate of decline for most industry sectors has begun to stabilize. Revenues from IES Industrial projects increased by \$10.7 million, during the year ended September 30, 2011, as compared to the year ended September 30, 2010, primarily due to a project at a refinery in Southeast Texas. Although the growth in Industrial projects were significant for the year over year comparison for the period ended September 30, 2011, there can be no assurance that this level of business or growth will continue, as substantially all of IES project work is awarded through a competitive bid process.

*Gross Profit.* IES Commercial & Industrial segment's gross profit during the year ended September 30, 2011 decreased \$6.3 million, or 32.4%, as compared to the year ended September 30, 2010. Commercial & Industrial's gross margin percentage decreased to 6.4% during the year ended September 30, 2011, primarily due to lower margin construction projects and operating difficulties in several locations. The competitive market that has existed during the prolonged recession continued to depress project bid margins. In addition, IES experienced margin erosion and project difficulties due to a combination of project management turnover, projects outside IES historical area of expertise, and delays in receipt of material and labor productivity, all of which significantly increased IES cost on those projects. In many of IES Commercial markets, it continued to experience increased competition from new entrants, including residential contractors or contractors from other geographic markets.

*Selling, General and Administrative Expenses.* IES Commercial & Industrial segment's selling, general and administrative expenses during the year ended September 30, 2011 decreased \$7.3 million, or 25.0%, compared to the year ended September 30, 2010. Selling, general and administrative expenses as a percentage of revenues in the Commercial & Industrial segment declined to 10.5% of segment revenue during the year ended September 30, 2011. The reduction is attributed primarily to the reduction of office personnel, and reduction in discretionary spending.

***Restructuring Charges***

In the first quarter of IES 2009 fiscal year, IES began a restructuring program (the 2009 Restructuring Plan) that was designed to consolidate operations within its three segments. In connection with the 2009 Restructuring Plan, IES incurred pre-tax restructuring charges, including severance benefits and facility consolidations and closings, of \$0.8 million during the year ended September 30, 2010. Costs incurred related to IES Commercial & Industrial segment were \$0.7 million and costs related to its Corporate office were \$0.1 million for the year ended September 30, 2010.

In the second quarter of IES 2011 fiscal year, it began the 2011 Restructuring Plan that was designed to consolidate operations within its Commercial & Industrial business. Pursuant to the 2011 Restructuring Plan, IES planned to either sell or close certain underperforming facilities within its Commercial & Industrial operations.



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The 2011 Restructuring Plan was a key element of IES' commitment to return IES to profitability. The results of operations for these facilities has now been re-classified as discontinued operations for the current and prior periods.

The facilities directly affected by the 2011 Restructuring Plan were in several locations throughout the country, including Arizona, Florida, Iowa, Louisiana, Massachusetts, Nevada and Texas. These facilities were selected due to current and future business prospects and the extended time frame needed to return the facilities to a profitable position. Restructuring expenses in respect of the 2011 Restructuring Plan totaling \$5.0 million, including \$1.2 million and \$3.8 million for the years ended September 30, 2012 and 2011, respectively, were comprised of severance costs, lease terminations, and external consulting and management services. IES has recognized substantially all costs related to the 2011 Restructuring Plan as of September 30, 2012. IES will continue to incur professional fees in conjunction with the finalization of facility closure in fiscal year 2013.

Expenses related to the 2009 Restructuring Plan are classified as restructuring charges within IES' Consolidated Statements of Operations for the year ended September 30, 2010. Expenses related to the 2011 Restructuring Plan are included in the net loss from discontinued operations within IES' Consolidated Statements of Operations for the years ended September 30, 2012 and 2011.

The following table presents the elements of costs incurred for both the 2011 and 2009 Restructuring Plans:

	Years Ended September 30,		
	2012	2011	2010
	(In thousands)		
Severance compensation	\$ (62)	\$ 1,455	\$ 644
Consulting and other charges	1,099	1,531	119
Lease termination costs	133	799	
Total restructuring charges	\$ 1,170	\$ 3,785	\$ 763

***Interest and Other Expense, net***

	Years Ended September 30,		
	2012	2011	2010
	(In thousands)		
Interest expense	\$ 1,755	\$ 1,940	\$ 3,175
Deferred financing charges	569	338	338
Total interest expense	2,324	2,278	3,513
Interest income	(34)	(68)	(242)
Other (income) expense, net	(62)	(7)	(18)
Total interest and other expense, net	\$ 2,228	\$ 2,203	\$ 3,253

During the year ended September 30, 2012, IES incurred interest expense of \$1.8 million primarily comprised of the Tontine Term Loan (as defined in Working Capital below) and the Insurance Financing Agreements (as defined in Working Capital below), an average letter of credit balance of 8.8 million under the 2006 Credit Facility (as defined in Working Capital below) and an average unused line of credit balance of \$29.7 million. This compares to interest expense of \$1.9 million for the year ended September 30, 2011, on a debt balance primarily comprised of the Tontine Term Loan and the Insurance Financing Agreements, an average letter of credit balance of \$12.7 million under the 2006 Credit Facility and an average unused line of credit balance of \$38.9 million.

For the years ended September 30, 2012 and 2011, IES earned interest income of \$34 thousand and \$68 thousand, respectively, on the average Cash and Cash Equivalents balances of 26.1 million and \$29.9 million, respectively.



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IES provision for income taxes decreased from of \$0.2 million for the year ended September 30, 2011 to \$38 thousand for the year ended September 30, 2012. The decrease is mainly attributable to an increase in the reversal of unrecognized tax benefits, resulting in a \$0.2 million decrease in the income tax expense. IES provided a valuation allowance for the federal tax benefit resulting from the loss of operations for the years ended September 30, 2012 and 2011, respectively. As a result, IES did not recognize any net benefit for federal taxes for the years ended September 30, 2012 and 2011.

IES provision for income taxes increased from a benefit of \$36 thousand for the year ended September 30, 2010 to an expense of \$0.2 million for the year ended September 30, 2011. The increase is mainly attributable to a decrease in the reversal of unrecognized tax benefits, resulting in a \$0.1 million increase in the income tax expense. IES provided a valuation allowance for the federal tax benefit resulting from the loss of operations for the years ended September 30, 2011 and 2010, respectively. As a result, IES did not recognize any net benefit for federal taxes for the years ended September 30, 2011 and 2010.

**Results of Operations for the Three Months and Six Months Ended March 31, 2013 and March 31, 2012**

IES reports its operating results across three operating segments: Communications, Residential and Commercial & Industrial. Expenses associated with IES Corporate office are classified as a fourth segment. The following table presents selected historical results of operations of IES and subsidiaries.

	<b>Three Months Ended March 31,</b>			
	<b>2013</b>		<b>2012</b>	
	<b>(Dollars in thousands, Percentage of revenues)</b>			
Revenues	\$ 121,995	100.0%	\$ 107,608	100.0%
Cost of services	105,999	86.9%	93,819	87.2%
Gross profit	15,996	13.1%	13,789	12.8%
Selling, general and administrative expenses	16,606	13.6%	14,407	13.4%
Gain on sale of assets	(21)	%	(19)	%
Income from operations	(589)	(.05)%	599	0.6%
Interest and other expense, net	298	0.2%	536	0.5%
Income from continuing operations before income taxes	(887)	(0.7)%	(1,135)	(1.1)%
Provision (benefit) for income taxes	53	%	51	%
Net income from continuing operations	(940)	0.7%	(1,186)	(1.1)%
Net loss from discontinued operations before income taxes	(152)	(0.1)%	(2,214)	(2.1)%
(Benefit) provision for income taxes	9	%	31	%
Net loss from discontinued operations	(161)	(0.1)%	(2,245)	(2.1)%
Net income (loss)	\$ (1,101)	(0.6)%	\$ (3,431)	1.0%

Consolidated revenues for the three months ended March 31, 2013 were \$14.4 million greater than for the three months ended March 31, 2012, an increase of 13.4%. The increase in revenues resulted from a higher volume of projects and service revenues throughout IES as economic conditions improved year over year, particularly within IES Residential segment, and increased activity from multiple large projects in IES Communications segment during the three months ended March 31, 2013.

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The \$2.2 million increase in IES consolidated gross profit for the three months ended March 31, 2013, as compared to the three months ended March 31, 2012, was primarily the result of increased profitability in IES

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Communications division, offset by decreased profitability in IES Commercial & Industrial division. IES overall gross profit percentage increased to 13.1% during the three months ended March 31, 2013 as compared to 12.8% during the three months ended March 31, 2012.

Selling, general and administrative expenses include costs not directly associated with performing work for IES customers. These costs consist primarily of compensation and benefits related to corporate, division and branch management, occupancy and utilities, training, professional services, information technology costs, consulting fees, travel and certain types of depreciation and amortization. IES allocates certain corporate selling, general and administrative costs across its segments as IES believes this more accurately reflects the costs associated with operating each segment.

During the three months ended March 31, 2013, IES selling, general and administrative expenses were \$16.6 million, an increase of \$2.2 million, or 15.3%, as compared to the three months ended March 31, 2012. The increase in selling, general and administrative expenses resulted from costs associated with increased staffing in response to revenue growth in IES Residential and Communications divisions and incentive awards incurred in conjunction with specific profitability-based performance goals. Additionally, IES incurred \$0.9 million in acquisition related costs pertaining to the asset purchase agreement with a group of entities operating under the name of the Acro Group: Residential Renewable Technologies, Inc., Energy Efficiency Solar, Inc. and Lonestar Renewable Technologies Acquisition Corp. (collectively, the Acro Group) and the merger agreement with MISCOR during the three months ended March 31, 2013. Similar costs were not incurred during the three months ended March 31, 2012.

	<b>Six Months Ended March 31,</b>			
	<b>2013</b>		<b>2012</b>	
	<b>(Dollars in thousands, Percentage of revenues)</b>			
Revenues	\$ 249,259	100.0%	\$ 216,606	100.0%
Cost of services	215,283	86.4%	189,624	87.5%
<b>Gross profit</b>	<b>33,976</b>	<b>13.6%</b>	<b>26,982</b>	<b>12.5%</b>
Selling, general and administrative expenses	31,528	12.6%	27,091	12.5%
Gain on sale of assets	(40)	%	(155)	(0.1)%
Income from operations	2,488	1.0%	46	0.1%
Interest and other expense, net	2,626	1.1%	1,009	0.5%
Income from continuing operations before income taxes	(138)	(0.1)%	(963)	(0.4)%
Provision (benefit) for income taxes	168	0.1%	32	%
Net income from continuing operations	(306)	(0.2)%	(995)	(0.4)%
Net loss from discontinued operations before income taxes	(290)	(0.1)%	(5,940)	(2.7)%
(Benefit) provision for income taxes	(6)	%	218	0.1%
Net loss from discontinued operations	(284)	(0.1)%	(6,158)	(2.8)%
Net income (loss)	\$ (590)	(0.1)%	\$ (7,153)	2.3%

Consolidated revenues for the six months ended March 31, 2013 were \$32.7 million greater than for the six months ended March 31, 2012, an increase of 15.1%. The increase in revenues resulted from a higher volume of projects and service revenues throughout IES as economic conditions improved year over year, particularly within IES Residential segment, and increased activity from multiple large projects in IES Communications segment during the six months ended March 31, 2013.



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The \$7.0 million increase in IES consolidated gross profit for the six months ended March 31, 2013, as compared to the six months ended March 31, 2012, was primarily the result of increased profitability in IES Communications division, offset by decreased profitability in IES Commercial or Industrial division. IES overall gross profit percentage increased to 13.6% during the six months ended March 31, 2013 as compared to 12.5% during the six months ended March 31, 2012.

Selling, general and administrative expenses include costs not directly associated with performing work for IES customers. These costs consist primarily of compensation and benefits related to corporate, division and branch management, occupancy and utilities, training, professional services, information technology costs, consulting fees, travel and certain types of depreciation and amortization. IES allocates certain corporate selling, general and administrative costs across IES segments as IES believe this more accurately reflects the costs associated with operating each segment.

During the six months ended March 31, 2013, IES selling, general and administrative expenses were \$31.5 million, an increase of \$4.4 million, or 16.4%, as compared to the six months ended March 31, 2012. The increase in selling, general and administrative expenses resulted from costs associated with increased staffing in response to revenue growth in IES Residential and Communications divisions and incentive awards incurred in conjunction with specific profitability-based performance goals. Additionally, IES incurred \$0.9 million in acquisition related costs pertaining to the asset purchase agreement with the Acro Group, and the merger agreement with MISCOR during the six months ended March 31, 2013. Similar costs were not incurred during the six months ended March 31, 2012.

***Communications***

	<b>Three Months Ended March 31,</b>			
	<b>2013</b>		<b>2012</b>	
	<b>(Dollars in thousands, Percentage of revenues)</b>			
Revenue	\$ 31,806	100.0%	\$ 28,430	100.0%
Gross Profit	5,831	18.3%	4,056	14.3%
Selling, general and administrative expenses	3,301	10.4%	3,165	11.1%

*Revenue.* IES Communications segment revenues increased \$3.4 million during the three months ended March 31, 2013, a 11.9% increase compared to the three months ended March 31, 2012. This increase is primarily due to increased activity from multiple large data center and high tech manufacturing projects during the three months ended March 31, 2013. The expansion of technology, cloud computing and increased demands for consumer focused data storage and collection has led to an increase in demand for additional data center capacity. Revenues attributable to data centers were \$10.1 million for the quarter ended March 31, 2013 compared to \$7.3 million for the quarter ended March 31, 2012. Revenues from high tech manufacturing projects were \$9.2 million during the quarter ended March 31, 2013, compared to \$8.1 million during the quarter ended March 31, 2012. Although the growth in data center and high tech manufacturing projects continued to be significant for the quarter ended March 31, 2013, and IES continues to bid on significant project opportunities, IES does not necessarily expect this level of business or growth will continue, as IES large size project work is periodically awarded.

*Gross Profit.* IES Communications segment's gross profit during the three months ended March 31, 2013 increased \$1.8 million, or 43.8%, as compared to the three months ended March 31, 2012. Gross profit as a percentage of revenue increased 4.0% to 18.3% for the quarter ended March 31, 2013, due primarily to the increased productivity from data center and high tech manufacturing projects, and, to a lesser extent, increased supplier rebates during the three months ended March 31, 2013.

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*Selling, General and Administrative Expenses.* IES Communications segment's selling, general and administrative expenses increased \$0.1 million, or 4.3%, during the three months ended March 31, 2013 compared to the three months ended March 31, 2012. Selling, general and administrative expenses as a percentage of revenues in the Communication segment decreased 0.7% to 10.4% of segment revenue during the quarter ended March 31, 2013. While higher expenses associated with IES increased staffing in response to revenue growth and incentive awards for achieving specific performance goals increased for the three months ended March 31, 2013, selling, general and administrative expenses as a percent of revenue decreased. During the three months ended March 31, 2012, IES experienced higher selling, general and administrative costs in its San Diego operations, due primarily to legal fees. These legal costs were not duplicated in the three months ended March 31, 2013.

	<b>Six Months Ended March 31,</b>			
	<b>2013</b>		<b>2012</b>	
	<b>(Dollars in thousands, Percentage of revenues)</b>			
Revenue	\$ 71,925	100.0%	\$ 53,591	100.0%
Gross Profit	13,063	18.2%	7,621	14.2%
Selling, general and administrative expenses	6,860	9.5%	5,875	11.0%

*Revenue.* IES Communications segment revenues increased \$18.3 million during the six months ended March 31, 2013, a 34.2% increase compared to the six months ended March 31, 2012. This increase is primarily due to increased activity from multiple large data center and high tech manufacturing projects during the six months ended March 31, 2013. The expansion of technology, cloud computing and increased demands for consumer focused data storage and collection has led to an increase in demand for additional data center capacity. Revenues attributable to data centers were \$23.9 million for the six months ended March 31, 2013 compared to \$17.4 million for the six months ended March 31, 2012. Revenues from high tech manufacturing projects were \$20.8 million during the six months ended March 31, 2013, compared to \$10.9 million during the six months ended March 31, 2012. Although the growth in data center and high tech manufacturing projects continued to be significant for the six months ended March 31, 2013, and IES continues to bid on significant project opportunities, IES does not necessarily expect this level of business or growth will continue, as IES large size project work is periodically awarded.

*Gross Profit.* IES Communications segment's gross profit during the six months ended March 31, 2013 increased \$5.4 million, or 71.4%, as compared to the six months ended March 31, 2012. Gross profit as a percentage of revenue increased 4.0% to 18.2% for the six months ended March 31, 2013, due primarily to increased productivity from data center and high tech manufacturing projects, and, to a lesser extent, increased supplier rebates during the six months ended March 31, 2013.

*Selling, General and Administrative Expenses.* IES Communications segment's selling, general and administrative expenses increased \$1.0 million, or 16.8%, during the six months ended March 31, 2013 compared to the six months ended March 31, 2012. Selling, general and administrative expenses as a percentage of revenues in the Communication segment decreased 1.5% to 9.5% of segment revenue during the six months ended March 31, 2013. While higher expenses associated with IES increased staffing in response to revenue growth and incentive awards for achieving specific performance goals increased for the six months ended March 31, 2013, selling, general and administrative expenses as a percent of revenue decreased. During the six months ended March 31, 2012, IES experienced higher selling, general and administrative costs in its San Diego operations, due primarily to legal fees. These legal costs were not duplicated in the six months ended March 31, 2013.



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	<b>Three Months Ended March 31,</b>			
	<b>2013</b>		<b>2012</b>	
	<b>(Dollars in thousands, Percentage of revenues)</b>			
Revenue	\$ 39,344	100.0%	\$ 29,628	100.0%
Gross Profit	6,780	17.2%	4,531	15.3%
Selling, general and administrative expenses	6,412	16.3%	4,532	15.3%

*Revenue.* IES Residential segment revenues increased \$9.7 million during the three months ended March 31, 2013, an increase of 32.8% as compared to the three months ended March 31, 2012. Revenues for IES multi-family construction increased by \$6.1 million during the quarter ended March 31, 2013, as overall market conditions have continued to improve. Multi-family construction projects were primarily driven by increased demand for rental housing in Texas and throughout the eastern region. Single family construction revenues increased by \$5.1 million, primarily in Texas where the economy has experienced continued growth and population expansion. Revenue was impacted to a lesser degree by decreases in solar installations and increases in service activity.

*Gross Profit.* During the three months ended March 31, 2013, IES Residential segment experienced a \$2.2 million, or 49.6%, increase in gross profit as compared to the three months ended March 31, 2012. Gross margin percentage in the Residential segment increased 1.9% to 17.2% during the three months ended March 31, 2013. IES attributes much of the increase in Residential's gross margin to the higher volume of both single family and multi-family projects offset by increased labor cost and delays in solar installations. Gross margin was negatively impacted 0.2% by increased overall labor costs, and 1.2% from the solar division due to a delay in the third party financing from individual solar installation contracts. At the date of the Acro Group asset acquisition, installation contracts had been executed with end use customers, with the expectation of funding to be provided by the existing third party funding source. The existing third party funding source was unwilling or unable to provide funding for these pending contracts. IES was required to find an additional funding source and renegotiate installation contracts previously executed. As such, IES experienced delays in installations and lower associated revenues, while it continued to incur salaries and indirect costs, thus reducing overall gross margin.

*Selling, General and Administrative Expenses.* IES Residential segment experienced a \$1.9 million, or 41.5%, increase in selling, general and administrative expenses during the three months ended March 31, 2013 compared to the three months ended March 31, 2012. Selling, general and administrative expenses as a percentage of revenues in the Residential segment increased 1.0% to 16.3% of segment revenue during the three months ended March 31, 2013. Much of the increased selling, general and administrative expenses is attributed to increased staffing, amortization due to the Acro asset acquisition, and incentive payments associated with revenue growth, as well as increased staffing and operational costs associated with the asset acquisition of solar operations by IES Renewable Energy, LLC ( IES Renewable ) from the Acro Group.

	<b>Six Months Ended March 31,</b>			
	<b>2013</b>		<b>2012</b>	
	<b>(Dollars in thousands, Percentage of revenues)</b>			
Revenue	\$ 75,349	100.0%	\$ 58,900	100.0%
Gross Profit	12,886	17.1%	9,179	15.6%
Selling, general and administrative expenses	11,640	15.4%	8,946	15.2%

*Revenue.* IES Residential segment revenues increased \$16.4 million during the six months ended March 31, 2013, an increase of 27.9% as compared to the six months ended March 31, 2012. Revenues for IES multi-family construction increased by \$9.4 million during the six months ended March 31, 2013, as overall market conditions have continued to improve. Multi-family construction projects were primarily driven by the increased

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demand for rental housing in Texas and throughout the eastern region. Single family construction revenues increased by \$9.2 million, primarily in Texas where the economy has experienced continued growth and population expansion. Revenue was impacted to a lesser degree by decreases in solar and increases in service.

*Gross Profit.* During the six months ended March 31, 2013, IES Residential segment experienced a \$3.7 million, or 40.4%, increase in gross profit as compared to the six months ended March 31, 2012. Gross margin percentage in the Residential segment increased 1.5% to 17.1% during the six months ended March 31, 2013. IES attributes much of the increase in Residential's gross margin to the higher volume of both single family and multi-family projects offset by increased labor cost and delays in solar installations. Gross margin was negatively impacted 1.4% by increased overall labor costs, and 0.3% from the solar division due to a delay in the third party financing from individual solar installation contracts. At the date of the Acro Group asset acquisition, installation contracts had been executed with end use customers, with the expectation of funding to be provided by the existing third party funding source. The existing third party funding source was unwilling or unable to provide funding for these pending contracts. IES was required to find an additional funding source and renegotiate installation contracts previously executed. As such, IES experienced delays in installations and lower associated revenues, while it continued to incur salaries and indirect costs, thus reducing overall gross margin.

*Selling, General and Administrative Expenses.* IES Residential segment experienced a \$2.7 million, or 30.1%, increase in selling, general and administrative expenses during the six months ended March 31, 2013 compared to the six months ended March 31, 2012. Selling, general and administrative expenses as a percentage of revenues in the Residential segment increased 0.2% to 15.4% of segment revenue during the six months ended March 31, 2013. Much of the increased selling, general and administrative expenses is attributed to increased staffing and incentive payments associated with revenue growth, as well as increased staffing and operational costs associated with the asset acquisition of solar operations by IES Renewable from the Acro Group.

***Commercial & Industrial***

**Three Months Ended March 31,**  
**2013**                      **2012**  
**(Dollars in thousands, Percentage of**  
**revenues)**

Revenue	\$ 50,845	100.0%	\$ 49,550	100.0%
Gross Profit	3,385	6.7	5,200	10.5%
Selling, general and administrative expenses	3,609	7.1	4,506	9.1%

*Revenue.* Revenues in IES Commercial & Industrial segment increased \$1.3 million during the three months ended March 31, 2013, an increase of 2.6% compared to the three months ended March 31, 2012. IES Commercial & Industrial segment is impacted not only by industry construction trends, but also specific industry and local economic trends. Impacts from these trends on IES revenues may be delayed due to the long lead time of IES projects. IES revenues are also impacted by a refocusing of its business development strategy on projects within IES demonstrated areas of expertise and with increased margin expectations that started in mid-2011. During the period ended March 31, 2013, IES has started to experience improved industrial markets and other commercial markets, while certain commercial markets remain under sustained pressure due to a low level of activity and increased competition.

*Gross Profit.* IES Commercial & Industrial segment's gross profit during the three months ended March 31, 2013 decreased \$1.8 million, or 34.9%, as compared to the three months ended March 31, 2012. Commercial & Industrial's gross margin percentage decreased 3.8% to 6.7% during the three months ended March 31, 2013. The decrease in margin was primarily due to the recognition of higher projected costs on a significant commercial project that commenced in 2009 and is scheduled to be completed in early 2014. The higher costs are due to lower productivity rates than originally estimated and are anticipated to continue for the remainder of the project. These projected costs resulted in a lower anticipated gross profit percentage on the project and a reduction in gross profit recognized to date. In addition, IES is pursuing cost recovery, which, if successful, could have a positive impact on the profitability of this project. To date, IES is unable to reasonably quantify the

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likelihood of its success in recovering these costs. While IES expects the project to be completed in an acceptable and profitable manner, the project is outside of the maximum size and duration criteria within IES risk management parameters that were implemented in mid-2011. Offsetting the impact of this commercial project were improvements in project execution on multiple commercial and industrial projects. While IES has experienced some reprieve in project bid margins, particularly in its industrial branches, the competitive market that has existed during the prolonged recession has continued to constrain significant increases in project bid margins in most commercial markets.

*Selling, General and Administrative Expenses.* IES Commercial & Industrial segment's selling, general and administrative expenses during the three months ended March 31, 2013 decreased \$0.9 million, or 19.9%, compared to the three months ended March 31, 2012. Selling, general and administrative expenses as a percentage of revenues in the Commercial & Industrial segment decreased 2.0% during the three months ended March 31, 2013, reflective of improved management of overhead costs and scaled operations.

	<b>Six Months Ended March 31,</b>			
	<b>2013</b>		<b>2012</b>	
	<b>(Dollars in thousands, Percentage of revenues)</b>			
Revenue	\$ 101,985	100.0%	\$ 104,115	100.0%
Gross Profit	8,027	7.9	10,190	9.8%
Selling, general and administrative expenses	7,345	7.2	8,607	8.3%

*Revenue.* Revenues in IES Commercial & Industrial segment decreased \$2.1 million during the six months ended March 31, 2013, a decrease of 2.0% compared to the six months ended March 31, 2012. IES Commercial & Industrial segment is impacted not only by industry construction trends, but also specific industry and local economic trends. Impacts from these trends on IES revenues may be delayed due to the long lead time of IES projects. IES revenues are also impacted by a refocusing of its business development strategy on projects within IES demonstrated areas of expertise and with increased margin expectations that started in mid-2011. During the period ended March 31, 2013, IES has started to experience improved industrial markets and certain commercial markets, while certain commercial markets remain under sustained pressure due to a low level of activity and increased competition.

*Gross Profit.* IES Commercial & Industrial segment's gross profit during the six months ended March 31, 2013 decreased \$2.2 million, or 21.2%, as compared to the six months ended March 31, 2012. Commercial & Industrial's gross margin percentage decreased 1.9% to 7.9% during the six months ended March 31, 2013. The decrease in margin was primarily due to the recognition of higher projected costs on a significant commercial project that commenced in 2009 and is scheduled to be completed in early 2014. The higher costs are due to lower productivity rates than originally estimated and are anticipated to continue for the remainder of the project. These projected costs resulted in a lower anticipated gross profit percentage on the project and a reduction in gross profit recognized to date. In addition, IES is pursuing cost recovery, which, if successful, could have a positive impact on the profitability of this project. To date, IES is unable to reasonably quantify the likelihood of its success in recovering these costs. While IES expects the project to be completed in an acceptable and profitable manner, the project is outside of the maximum size and duration criteria within IES risk management parameters that were implemented in mid-2011. Offsetting the impact of this commercial project were improvements in project execution on multiple commercial and industrial projects. While IES has experienced some reprieve in project bid margins, particularly in its industrial branches, the competitive market that has existed during the prolonged recession has continued to constrain significant increases in project bid margins in most commercial markets.

*Selling, General and Administrative Expenses.* IES Commercial & Industrial segment's selling, general and administrative expenses during the six months ended March 31, 2013 decreased \$1.3 million, or 14.7%, compared to the six months ended March 31, 2012. Selling, general and administrative expenses as a percentage of revenues in the Commercial & Industrial segment decreased 1.1% during the six months ended March 31, 2013, reflective of improved management of overhead costs and scaled operations.

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In the second quarter of IES' 2011 fiscal year, IES began the 2011 Restructuring Plan that was designed to consolidate operations within IES Commercial & Industrial business. Pursuant to the 2011 Restructuring Plan, IES planned to either sell or close certain underperforming facilities within its Commercial & Industrial operations. The 2011 Restructuring Plan was a key element of IES' commitment to return IES to profitability. The results of operations related to the 2011 Restructuring Plan are included in the net loss from discontinued operations within IES Consolidated Statements of Operations for the years ended September 30, 2012 and 2011.

The facilities directly affected by the 2011 Restructuring Plan were in several locations throughout the country, including Arizona, Florida, Iowa, Louisiana, Massachusetts, Nevada and Texas. These facilities were selected due to their business prospects at that time and the extended time frame needed to return the facilities to a profitable position. As part of IES' restructuring charges within IES' Commercial & Industrial segment IES recognized \$(4) thousand and \$69 thousand in severance costs, \$47 thousand and \$483 thousand in consulting services, and \$0 and \$48 in costs related to lease terminations for the six months ended March 31, 2013 and 2012, respectively.

The following table presents the elements of costs incurred for the 2011 Restructuring Plan:

	<b>Six Months Ended March 31, 2013      2012 (In thousands)</b>	
Severance compensation	\$ (4)	\$ 1,455
Consulting and other charges	61	1,531
Lease termination costs		799
 Total restructuring charges	 \$ 57	 \$ 3,785

***Interest and Other (Income) Expense, net***

	<b>Three Months Ended March 31, 2013      2012 (In thousands)</b>	
Interest expense	\$ 322	\$ 504
Deferred financing charges	127	39
 Total Interest expense	 449	 543
 Interest income	 113	 (8)
Other (income) expense, net	(38)	1
 Total interest and other expense, net	 298	 536

During the three months ended March 31, 2013, IES incurred interest expense of \$322 thousand primarily comprised of interest expense from the Tontine Term Loan (as defined in Working Capital below), the Wells Fargo Term Loan (as defined in Working Capital below) the Insurance Financing Agreements (as defined in Working Capital below), an average letter of credit balance of \$7.2 million under the 2012 Credit Facility (as defined in Working Capital below) and an average unused line of credit balance of \$22.6 million. This compares to interest expense of \$504 thousand for the three months ended March 31, 2012, on a debt balance primarily comprised of the Tontine Term Loan, the Wells Fargo Term Loan, the Insurance Financing Agreements, an average letter of credit balance of \$8.8 million under the 2006 Credit Facility (as defined in

Working Capital below) and an average unused line of credit balance of \$31.2 million.

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For the three months ended March 31, 2013 and 2012, IES earned interest income of \$4 thousand and \$8 thousand, respectively, on the average Cash and Cash Equivalents balances of \$16.1 million and \$17.5 million, respectively. IES received \$109 in conjunction with a legal settlement within its Commercial and Industrial segment.

	Six Months Ended March 31,	
	2013	2012
	(In thousands)	
Interest expense	\$ 794	\$ 1,126
Deferred financing charges	261	(38)
<b>Total Interest expense</b>	<b>1,055</b>	<b>1,088</b>
Interest income	(125)	(15)
Other (income) expense, net	1,696	(64)
<b>Total interest and other expense, net</b>	<b>2,626</b>	<b>1,009</b>

During the six months ended March 31, 2013, IES incurred interest expense of \$794 thousand primarily comprised of interest expense from the Tontine Term Loan, the Wells Fargo Term Loan, the Insurance Financing Agreements, an average letter of credit balance of \$7.7 million under the 2012 Credit Facility and an average unused line of credit balance of \$22.1 million. This compares to interest expense of \$1.1 million for the six months ended March 31, 2012, on a debt balance primarily comprised of the Tontine Term Loan, the Wells Fargo Term Loan, the Insurance Financing Agreements, an average letter of credit balance of \$8.8 million under the 2006 Credit Facility and an average unused line of credit balance of \$39.4 million.

For the six months ended March 31, 2013 and 2012, IES earned interest income of \$16 thousand and \$15 thousand, respectively, on the average Cash and Cash Equivalents balances of \$17.6 million and \$19.6 million, respectively. IES received \$109 in conjunction with a legal settlement within its Commercial & Industrial segment.

During the six months ended March 31, 2013, IES fully reserved for an outstanding receivable for a settlement agreement with a former surety. The surety has failed to make payments in accordance with the settlement agreement, and has proposed a modified payment structure to satisfy the debt. IES concluded that collectability was not probable as of December 31, 2012, and has recorded a reserve for the entire balance of \$1.7 million. The reserve was recorded as other expense within IES Consolidated Statements of Comprehensive Income.

*Sale of Non-Strategic Manufacturing Facility*

On November 30, 2010, a subsidiary of IES sold substantially all the assets and certain liabilities of a non-strategic manufacturing facility engaged in manufacturing and selling fabricated metal buildings housing electrical equipment, such as switchgears, motor starters and control systems, to Siemens Energy, Inc. As part of this transaction, Siemens Energy, Inc. also acquired certain real property where the fabrication facilities are located from another subsidiary of IES. The purchase price of \$10.1 million was adjusted to reflect working capital variances. The transaction was completed on December 10, 2010 at which time IES recognized a gain of \$6.8 million.

*Sale of Non-Core Electrical Distribution Facility*

On February 28, 2011, Key Electrical Supply, Inc., a wholly owned subsidiary of IES, sold substantially all the assets and certain liabilities of a non-core electrical distribution facility engaged in distributing wiring, lighting, electrical distribution, power control and generators for residential and commercial applications to Elliot Electric Supply, Inc. The purchase price of \$6.7 million was adjusted to reflect working capital variances. The loss on this transaction was immaterial.



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***Provision for Income Taxes***

IES provision for income taxes increased from \$51 thousand for the three months ended March 31, 2012 to an expense of \$53 thousand for the three months ended March 31, 2013. A reliable estimate of the estimated annual effective tax rate cannot be determined. Therefore, IES is using year to date income tax expense to determine the income tax provision for the three months ended March 31, 2013.

IES provision for income taxes increased from \$32 thousand for the six months ended March 31, 2012 to \$0.2 million for the six months ended March 31, 2013. The increase is mainly attributable to an increase federal tax expense and an increase in state tax expense. A reliable estimate of the annual effective tax rate cannot be determined. Therefore, IES is using year to date income tax expense to determine the income tax provision for the six months ended March 31, 2013.

**Working Capital**

During the six months ended March 31, 2013, working capital decreased by \$1.4 million from September 30, 2012, reflecting a \$14.8 million decrease in current assets and an \$13.4 million decrease in current liabilities during the period.

During the six months ended March 31, 2013, IES current assets decreased by \$14.9 million, or 10.1%, to \$132.5 million, as compared to \$147.4 million as of September 30, 2012. Cash and cash equivalents decreased by \$5.4 million during the six months ended March 31, 2013 as compared to September 30, 2012, primarily due to a \$5.0 million cash payment to satisfy the Tontine Term Loan. The current trade accounts receivables, net, decreased by \$3.5 million at March 31, 2013, as compared to September 30, 2012. Days sales outstanding ( DSOs ) decreased to 59 as of March 31, 2013 from 67 as of September 30, 2012. The improvement was driven predominantly by increased collection efforts. While the rate of collections may vary, IES secured position, resulting from its ability to secure liens against IES customers overdue receivables, reasonably assures that collection will occur eventually to the extent that IES security retains value. Inventory decreased \$3.0 million inventory during the six months ended March 31, 2013 compared to September 30, 2012, due primarily to the completion of large projects within IES Communications division. IES also experienced a \$1.8 million decrease in retainage during the six months ended March 31, 2013 compared to September 30, 2012.

During the six months ended March 31, 2013, IES total current liabilities decreased by \$13.4 million to \$91.0 million, compared to \$104.4 million as of September 30, 2012. During the six months ended March 31, 2013, accounts payable and accrued expenses decreased \$2.1 million. Billings in excess of costs decreased by \$5.0 million during the six months ended March 31, 2013 compared to September 30, 2012. Finally, current maturities of long-term debt decreased by \$6.3 million during the six ended March 31, 2013 compared to September 30, 2012 primarily due to the repayment of the Tontine Term Loan.

***Surety***

Many customers, particularly in connection with new construction, require IES to post performance and payment bonds issued by a surety. These bonds provide a guarantee to the customer that IES will perform under the terms of IES contract and that IES will pay its subcontractors and vendors. If IES fails to perform under the terms of its contract or to pay subcontractors and vendors, the customer may demand that the surety make payments or provide services under the bond. IES must reimburse the sureties for any expenses or outlays they incur on its behalf. To date, IES has not been required to make any reimbursements to its sureties for bond-related costs.

As is common in the surety industry, sureties issue bonds on a project-by-project basis and can decline to issue bonds at any time. IES believes that its relationships with its sureties will allow IES to provide surety bonds as they are required. However, current market conditions, as well as changes in IES sureties assessment of IES operating and financial risk, could cause its sureties to decline to issue bonds for its work. If IES sureties decline



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to issue bonds for its work, IES alternatives would include posting other forms of collateral for project performance, such as letters of credit or cash, seeking bonding capacity from other sureties, or engaging in more projects that do not require surety bonds. In addition, if IES is awarded a project for which a surety bond is required but IES is unable to obtain a surety bond, the result could be a claim for damages by the customer for the costs of replacing IES with another contractor.

As of March 31, 2013, the estimated cost to complete IES bonded projects was approximately \$59.9 million. IES believe the bonding capacity presently provided by IES sureties is adequate for its current operations and will be adequate for its operations for the foreseeable future. On May 7, 2013, IES entered into a new surety agreement with affiliates of Suremerica Surety Underwriting Services, LLC. As of March 31, 2013, IES utilized \$1 million of cash (as is included in Other Non-Current Assets in IES Consolidated Balance Sheet) as collateral for certain of IES previous bonding programs.

***The 2012 Revolving Credit Facility***

On August 9, 2012, IES entered into a Credit and Security Agreement (the Credit Agreement), for a \$30.0 million revolving credit facility (the 2012 Credit Facility) with Wells Fargo Bank, National Association (Wells Fargo). The 2012 Credit Facility originally matured on August 9, 2015, unless earlier terminated. On February 12, 2013, IES entered into an amendment of its 2012 Credit Facility with Wells Fargo (the Amendment). The Amendment extends the term of the 2012 Credit Facility to August 9, 2016 and adds IES Renewable as a borrower on the 2012 Credit Facility. In addition, pursuant to the Amendment, Wells Fargo provided IES with a \$5.0 million term loan.

The 2012 Credit Facility contains customary affirmative, negative and financial covenants. The 2012 Credit Facility requires that IES maintains a fixed charge coverage ratio of not less than 1.0:1.0 at any time that its aggregate amount of unrestricted cash and cash equivalents on hand plus Excess Availability (as defined in the Credit Agreement) is less than \$20.0 million or Excess Availability is less than \$7.5 million.

Borrowings under the 2012 Credit Facility may not exceed a borrowing base that is determined monthly by IES lenders based on available collateral, primarily certain accounts receivables and inventories. Under the terms of the 2012 Credit Facility, amounts outstanding other than amounts outstanding on the Wells Fargo Term Loan bear interest at a per annum rate equal to a Daily Three Month LIBOR (as defined in the Credit Agreement), plus an interest rate margin, which is determined quarterly, based on the following thresholds:

Level	Thresholds	Interest Rate Margin
I	Liquidity £ \$20.0 million at any time during the period; or  Excess Availability £ \$7.5 million at any time during the period; or  Fixed charge coverage ration <1.0:1.0	4.00 percentage points
II	Liquidity >\$20.0 million at all times during the period; and  Liquidity £ \$30.0 million at any time during the period; and  Excess Availability >\$7.5 million; and  Fixed charge coverage ratio <sup>3</sup> 1.0:1.0	3.50 percentage points
III	Liquidity >\$30.0 million at all times during the period	3.00 percentage points

While borrowings under the Wells Fargo Term Loan bear interest at a per annum rate equal to Daily Three Month LIBOR plus 6.00%, IES and Wells Fargo intend to enter into an interest rate swap, whereby IES will cause the interest rate for borrowings under the Wells Fargo Term Loan to be fixed at 7.00% per annum. Interest is payable in monthly installments over a 24-month period. IES may prepay the Wells Fargo Term Loan in part or in whole prior to its stated maturity upon the payment of the outstanding principal amount, accrued but unpaid interest and prepayment fees.

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In addition, under the 2012 Credit Facility, IES is charged monthly in arrears for (1) an unused commitment fee of 0.50% per annum, (2) a collateral monitoring fee ranging from \$1 thousand to \$2 thousand, based on the then-applicable interest rate margin, (3) a letter of credit fee based on the then-applicable interest rate margin and (4) certain other fees and charges as specified in the Credit Agreement.

The 2012 Credit Facility is guaranteed by IES subsidiaries and secured by first priority liens on substantially all of IES subsidiaries existing and future acquired assets, exclusive of collateral provided to IES surety providers. The 2012 Credit Facility also restricts IES from paying cash dividends and places limitations on its ability to repurchase IES common stock. The 2012 Credit Facility requires that IES extend the maturity date of or refinance the Tontine Term Loan prior to or at February 15, 2013. On February 13, 2013, IES prepaid the remaining \$10.0 million of principal on the Tontine Term Loan plus accrued interest with existing cash on hand and proceeds from the Wells Fargo Term Loan.

At March 31, 2013, IES had \$16.5 million available to IES under the 2012 Credit Facility, \$7.1 million in outstanding letters of credit with Wells Fargo and no outstanding borrowings outside the Wells Fargo Term Loan. The terms surrounding the 2012 Credit Facility agreement with Wells Fargo require that IES cash collateralize 100% of its letter of credit balance. As such, IES has \$7.1 million classified as restricted cash within the Balance Sheet as of March 31, 2013.

At March 31, 2013, IES was subject to the financial covenant under the 2012 Credit Facility requiring that IES maintain a fixed charge coverage ratio of not less than 1.0:1.0 at any time that IES aggregate amount of unrestricted cash and cash equivalents on hand plus Excess Availability is less than \$20.0 million or Excess Availability is less than \$7.5 million. As of March 31, 2013, IES aggregate amount of unrestricted cash and cash equivalents on hand plus Excess Availability was in excess of \$20.0 million and Excess Availability was in excess of \$7.5 million; had IES not met these thresholds at March 31, 2013, IES would not have met the required 1.0:1.0 fixed charge coverage ratio test.

While IES expects to meet its financial covenants, in the event that IES is not able to meet the covenants of its 2012 Credit Facility in the future and are unsuccessful in obtaining a waiver from IES lenders, IES expects to have adequate cash on hand to fully collateralize IES outstanding letters of credit and to provide sufficient cash for ongoing operations.

*Commitment Letter for Acquisition Term Loan*

On April 10, 2013, IES entered into a commitment letter with Wells Fargo, pursuant to which Wells Fargo committed to provide IES, subject to the satisfaction of certain conditions, a new amortizing term loan in a principal amount of up to \$14 million (the Acquisition Term Loan) under the 2012 Credit Facility in order to finance the Merger Payments. The commitment letter was amended on July 10, 2013 to extend its termination to October 31, 2013 to correspond to the termination date of the merger agreement as amended.

Upon entering into the commitment letter, IES incurred an amendment fee in the amount of \$37,500. The Acquisition Term Loan, which will mature on August 9, 2016, will be fully reserved from availability under the 2012 Credit Facility and will be subject to principal reduction on a 48-month straight-line amortization. The Acquisition Term Loan will bear interest at a per annum rate equal to the average Daily Three Month LIBOR plus 5.00% for the first year; thereafter, the margin will be determined based on the following grid:

Average Liquidity	LIBOR Spread
< \$20 million	5.00%
≥ \$20 million but < \$30 million	4.50%
≥ \$30 million	14.00%

Proceeds of the Acquisition Term Loan may be used only to (i) fund Merger Payments, (ii) refinance the Wells Fargo Term Loan, and (iii) as otherwise may be permitted by Wells Fargo. Except as specified in the Acquisition

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Term Loan, all other terms, conditions and provisions of the Acquisition Term Loan shall be as set forth in the Credit Agreement.

***The 2006 Revolving Credit Facility***

On May 12, 2006, IES entered into a Loan and Security Agreement (the "Loan and Security Agreement"), for a revolving credit facility (as amended, the "2006 Credit Facility") with Bank of America, N.A. and certain other lenders. Under the terms of the amended 2006 Credit Facility, the size of the facility was \$40.0 million and the maturity date was November 12, 2012. On August 9, 2012, the amended 2006 Credit Facility was replaced by the 2012 Credit Facility.

Under the terms of the amended 2006 Credit Facility, IES was required to cash collateralize all of its letters of credit issued by the banks. The cash collateral was added to the borrowing base calculation at 100% throughout the term of the agreement. The 2006 Credit Facility required that IES maintain a fixed charge coverage ratio of not less than 1.0:1.0 at any time that its aggregate amount of unrestricted cash on hand plus availability was less than \$25.0 million and, thereafter, until such time as IES' aggregate amount of unrestricted cash on hand plus availability had been at least \$25.0 million for a period of 60 consecutive days. The amended Agreement also called for cost of borrowings of 4.0% over LIBOR per annum. Cost for letters of credit was the same as borrowings and also included a 25 basis point fronting fee. In connection with the most recent amendment to the 2006 Credit Facility, IES incurred an amendment fee of \$0.1 million which, together with unamortized balance of the prior amendment was amortized using the straight line method through August 30, 2012.

The 2006 Credit Facility was guaranteed by IES' subsidiaries and secured by first priority liens on substantially all of IES' subsidiaries' existing and future acquired assets, exclusive of collateral provided to IES' surety providers. The 2006 Credit Facility contained customary affirmative, negative and financial covenants. The 2006 Credit Facility also restricted IES from paying cash dividends and placed limitations on IES' ability to repurchase its common stock.

Borrowings under the 2006 Credit Facility could not exceed a borrowing base that was determined monthly by IES' lenders based on available collateral, primarily certain accounts receivables and inventories. Under the terms of the 2006 Credit Facility in effect as of August 30, 2012, interest for loans and letter of credit fees was based on IES Total Liquidity, which is calculated for any given period as the sum of average daily availability for such period plus average daily unrestricted cash on hand for such period as follows:

	<b>Annual Interest Rate for</b>	
<b>Total Liquidity</b>	<b>Annual Interest Rate for Loans</b>	<b>Letters of Credit</b>
Greater than or equal to \$60.0 million	LIBOR plus 3.00% or Base Rate plus 1.00%	3.00% plus 0.25% fronting fee
Greater than \$40.0 million and less than \$60.0 million	LIBOR plus 3.25% or Base Rate plus 1.25%	3.25% plus 0.25% fronting fee
Less than or equal to \$40.0 million	LIBOR plus 3.50% or Base Rate plus 1.50%	3.50% plus 0.25% fronting fee

At March 31, 2013, IES had \$0 in outstanding letters of credit with Bank of America.

For the three months ended March 31, 2013, IES paid no interest for loans under the 2006 Credit Facility and had a weighted average interest rate, including fronting fees, of 3.49% for letters of credit. In addition, IES was charged monthly in arrears (1) an unused commitment fee of 0.50%, and (2) certain other fees and charges as specified in the Loan and Security Agreement, as amended.

As of August 9, 2012, IES was subject to the financial covenant under the 2006 Credit Facility requiring that IES maintains a fixed charge coverage ratio of not less than 1.0:1.0 at any time that its aggregate amount of unrestricted cash on hand plus availability is less than \$25.0 million and, thereafter, until such time as its

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aggregate amount of unrestricted cash on hand plus availability has been at least \$25.0 million for a period of 60 consecutive days. As of August 9, 2012, IES Total Liquidity was in excess of \$25.0 million.

#### ***The Tontine Term Loan***

On December 12, 2007, IES entered into the Tontine Term Loan, a \$25.0 million senior subordinated loan agreement, with Tontine, which IES terminated and prepaid in full subsequent to the first quarter of fiscal 2013, as further described below.

The Tontine Term Loan bore interest at 11.0% per annum and was due on May 15, 2013. Interest was payable quarterly in cash or in-kind at IES option. Any interest paid in-kind would bear interest at 11.0% in addition to the loan principal. The Tontine Term Loan was subordinated to the 2012 Credit Facility. The Tontine Term Loan was an unsecured obligation of IES and its subsidiary borrowers and contained no financial covenants or restrictions on dividends or distributions to stockholders. The Tontine Term Loan was amended on August 9, 2012 in connection with IES entering into the 2012 Credit Facility. The amendment did not materially impact IES obligations under the Tontine Term Loan.

On April 30, 2010, IES prepaid \$15.0 million of principal on the Tontine Term Loan. On May 1, 2010, Tontine assigned the Tontine Term Loan to Tontine Capital Overseas Master Fund II, L.P., also a related party. Pursuant to its terms, IES was permitted to repay the Tontine Term Loan at any time prior to the maturity date at par, plus accrued interest without penalty within the restrictions of the 2012 Credit Facility. On February 13, 2013, IES repaid the remaining \$10.0 million of principal on the Tontine Term Loan, plus accrued interest, with existing cash on hand and proceeds from the Wells Fargo Term Loan.

#### ***Capital Lease***

IES leases certain equipment under agreements, which are classified as capital leases and included in property, plant and equipment. Amortization of this equipment for the three and six months ended March 31, 2013 and 2012 was \$46 thousand and \$91 thousand.

#### ***Insurance Financing Agreements***

From time to time, IES elects to finance its commercial insurance policy premiums over a term equal to or less than the term of the policy (each, an Insurance Financing Agreement). The terms of the Insurance Financing Agreements for fiscal year 2013 were for twelve months with an interest rate range of 1.99% to 2.75%. The Insurance Financing Agreements were collateralized by the gross unearned premiums on the respective insurance policies plus any payments for losses claimed under the policies and are subject to an intercreditor agreement with Wells Fargo. The remaining balance due on the Insurance Financing Agreements at March 31, 2013 was \$1.5 million. The remaining balance due on the Insurance Financing Agreements at March 31, 2012 was \$1.4 million.

#### **Liquidity and Capital Resources**

As of March 31, 2013, IES had cash and cash equivalents of \$13.5 million, working capital of \$40.4 million, \$7.1 million of letters of credit and \$16.5 million of available capacity under its 2012 Credit Facility. IES anticipates that the combination of cash on hand, cash flows and available capacity under its 2012 Credit Facility will provide sufficient cash to enable IES to meet its working capital needs, debt service requirements and capital expenditures for property and equipment through the next twelve months. IES ability to generate cash flow is dependent on many factors, including demand for its services, the availability of projects at margins acceptable to IES, the ultimate collectability of IES receivables, and IES ability to borrow on its 2012 Credit Facility, if needed. IES was not required to test its covenants under its 2012 Credit Facility during the period. Had IES been required to test its covenants, IES would have failed at March 31, 2013.

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IES continues to closely monitor the financial markets and general national and global economic conditions. To date, IES has experienced no loss or lack of access to its invested cash or cash equivalents; however, IES can provide no assurances that access to its invested cash and cash equivalents will not be impacted in the future by adverse conditions in the financial markets.

#### ***Operating Activities***

IES cash flow from operations is not only influenced by cyclicalities, demand for its services, operating margins and the type of services IES provides, but can also be influenced by working capital needs such as the timing of its receivable collections. Working capital needs are generally lower during IES fiscal first and second quarters due to the seasonality that IES experiences in many regions of the country.

Operating activities provided net cash of \$1.1 million during the six months ended March 31, 2013, as compared to \$7.8 million of net cash used in the six months ended March 31, 2012. IES used substantially less cash to reduce its accounts payable and accrued expenses, and IES utilized inventory on hand. This production of cash was offset by a significant reduction in cash collected from accounts receivable and an increase in underbillings during the six months ended March 31, 2013.

#### ***Investing Activities***

In the six months ended March 31, 2013, net cash from investing activities used \$0.9 million as compared to \$1.0 million of net cash used by investing activities in the six months ended March 31, 2012. Investing activities in the six months ended March 31, 2013 was comprised primarily of \$0.8 million used in conjunction with the asset purchase agreement with the Acro Group within IES Residential segment, expanding IES solar division. Investing activities in the six months ended March 31, 2012 was entirely comprised of capital expenditures.

#### ***Financing Activities***

Financing activities used net cash of \$5.5 million in the six months ended March 31, 2013 compared to \$9.0 million used in the six months ended March 31, 2012. Financing activities in the six months ended March 31, 2013 included \$5.0 million to repay the Tontine Term Loan and \$0.4 million used to purchase treasury stock to satisfy payroll tax obligations. Financing activities in the six months ended March 31, 2012 included an increase of \$8.8 million in restricted cash to satisfy the requirements of IES 2012 Credit Facility.

#### ***Bonding Capacity***

At March 31, 2013, IES had adequate surety bonding capacity under its surety agreements. IES ability to access this bonding capacity is at the sole discretion of IES surety providers. As of March 31, 2013, the expected cumulative cost to complete for projects covered by IES surety providers was \$59.9 million. IES believes it has adequate remaining available bonding capacity to meet its current needs, subject to the sole discretion of IES surety providers. On May 7, 2013, IES entered into a new surety agreement with affiliates of Suremerica Surety Underwriting Services, LLC.

#### ***Controlling Shareholder***

On July 21, 2011, Tontine filed an amended Schedule 13D indicating its ownership level of 57.4% of IES outstanding common stock. While Tontine is subject to restrictions under federal securities laws on sales of its shares as an affiliate, Tontine is party to a Registration Rights Agreement with IES under which it has the ability, subject to certain restrictions, to demand registration of its shares in order to permit unrestricted sales of those shares. On February 20, 2013, pursuant to the Registration Rights Agreement, Tontine delivered a request to IES for registration of all of its shares of IES common stock, and on February 21, 2013, IES filed a shelf registration

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statement (as amended, the Shelf Registration Statement ) to register Tontine's shares. The Shelf Registration Statement was declared effective by the SEC on June 18, 2013. For so long as it remains effective, Tontine will have the ability to resell any or all of the shares of IES common stock included in the Shelf Registration Statement from time to time in one or more offerings, as described in the Shelf Registration Statement and in any prospectus supplement filed in connection with an offering pursuant to the Shelf Registration Statement. IES has received no indication from Tontine that it intends to resell any securities pursuant to the Shelf Registration Statement prior to closing of the merger, nor has Tontine made any such sales pursuant to the Shelf Registration Statement to date.

Should Tontine sell or otherwise dispose of all or a portion of its position in IES, a change in ownership could occur. A change in ownership, as defined by Internal Revenue Code Section 382, could reduce the availability of net operating losses for federal and state income tax purposes. As of September 30, 2012 IES had approximately \$452 million of federal NOLs that are available to use to offset taxable income, inclusive of NOLs from the amortization of additional tax goodwill. As of September 30, 2012 IES had approximately \$313 million of federal NOLs that are available to use to offset taxable income, exclusive of NOLs from the amortization of additional tax goodwill. On January 28, 2013, IES implemented a tax benefit protection plan (the NOL Rights Plan ) that was designed to deter an acquisition of IES stock in excess of a threshold amount that could trigger a change of control within the meaning of Internal Revenue Code Section 382. The NOL Rights Plan was filed as an Exhibit to IES Current Report on Form 8-K filed with the SEC on January 28, 2013 and any description thereof is qualified in its entirety by the terms of the NOL Rights Plan. There can be no assurance that the NOL Rights Plan will be effective in deterring a change of control or protecting the NOLs. Furthermore, a change in control would trigger the change of control provisions in a number of IES material agreements, including its 2012 Credit Facility, bonding agreements with IES sureties and certain employment contracts with certain officers and employees of IES.

On April 30, 2010, IES prepaid \$15.0 million of the original \$25.0 million principal outstanding on the Tontine Term Loan; accordingly at December 31, 2012, \$10.0 million remained outstanding under the Tontine Term Loan, which was scheduled to mature on May 15, 2013. On February 13, 2013, IES repaid the remaining \$10.0 million of principal on the Tontine Term Loan, plus accrued interest, with existing cash on hand and proceeds from the Wells Fargo Term Loan. Pursuant to its terms, IES was permitted to repay the Tontine Term Loan at any time prior to the maturity date at par, plus accrued interest without penalty within the restrictions of the 2012 Credit Facility.

On March 29, 2012, IES entered into a sublease agreement with Tontine Associates, LLC, an affiliate of IES controlling shareholder, for corporate office space in Greenwich, Connecticut. The lease extends from April 1, 2012 through March 31, 2014, with monthly payments due in the amount of \$6 thousand. The lease has terms at market rates and payments by IES are at a rate consistent with that paid by Tontine Associates, LLC to its landlord.

James M. Lindstrom has served as Chief Executive Officer and President of IES since October 3, 2011. Mr. Lindstrom previously served in such capacities on an interim basis since June 2011 and has served as Chairman of the IES Board of Directors since February 2011. Mr. Lindstrom was an employee of Tontine from 2006 until October 2011.

David B. Gendell has served as a member of IES Board of Directors since February 2012. Mr. Gendell, who is the brother of Jeffrey Gendell, the founder and managing member of Tontine, is also an employee of Tontine.

**Off-Balance Sheet Arrangements and Contractual Obligations**

As is common in IES industry, it has entered into certain off-balance sheet arrangements that expose it to increased risk. IES significant off-balance sheet transactions include commitments associated with non-cancelable operating leases, letter of credit obligations, firm commitments for materials and surety guarantees.

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IES enters into non-cancelable operating leases for many of its vehicle and equipment needs. These leases allow IES to retain its cash when it does not own the vehicles or equipment, and IES pays a monthly lease rental fee. At the end of the lease, IES has no further obligation to the lessor. IES may cancel or terminate a lease before the end of its term. Typically, IES would be liable to the lessor for various lease cancellation or termination costs and the difference between the fair market value of the leased asset and the implied book value of the leased asset as calculated in accordance with the lease agreement.

Some of IES' customers and vendors require IES to post letters of credit as a means of guaranteeing performance under IES' contracts and ensuring payment by IES to subcontractors and vendors. If IES' customer has reasonable cause to effect payment under a letter of credit, IES would be required to reimburse IES' creditor for the letter of credit. At December 31, 2012, \$0.7 million of IES' outstanding letters of credit were to collateralize IES' customers and vendors.

Some of the underwriters of IES' casualty insurance program require IES to post letters of credit as collateral, as is common in the insurance industry. To date, IES has not had a situation where an underwriter has had reasonable cause to effect payment under a letter of credit. At March 31, 2013, \$0.2 million of IES' outstanding letters of credit were to collateralize its insurance programs.

From time to time, IES may enter into firm purchase commitments for materials such as copper wire and aluminum wire, among others, which IES expects to use in the ordinary course of business. These commitments are typically for terms less than one year and require IES to buy minimum quantities of materials at specified intervals at a fixed price over the term. As of March 31, 2013, IES did not have any open purchase commitments.

Many of IES' customers require it to post performance and payment bonds issued by a surety. Those bonds guarantee the customer that IES will perform under the terms of a contract and that IES will pay subcontractors and vendors. In the event that IES fails to perform under a contract or pay subcontractors and vendors, the customer may demand the surety to pay or perform under its bond. IES' relationship with its sureties is such that it will indemnify the sureties for any expenses they incur in connection with any of the bonds they issue on its behalf. To date, IES have not incurred any costs to indemnify IES' sureties for expenses they incurred on its behalf.

As of March 31, 2013, IES' future contractual obligations due by September 30 of each of the following fiscal years include (in thousands) (1):

	Less than 1 year	1 - to 3 Years	3 to 5 Years	More Than 5 Years	Total
Long-term debt obligations	\$ 2,752	\$ 3,542	\$	\$	\$ 6,294
Operating lease obligations	\$ 1,826	\$ 4,573	\$ 1,613	\$ 751	\$ 8,763
Capital lease obligations	\$ 159	\$ 26	\$	\$	\$ 185
Total	\$ 4,737	\$ 8,141	\$ 1,613	\$ 751	\$ 15,242

(1) The tabular amounts exclude the interest obligations that will be created if the debt and capital lease obligations are outstanding for the periods presented.

IES' other commitments expire by September 30 of each of the following fiscal years (in thousands):

	2013	2014	2015	Thereafter	Total
Standby letters of credit	\$ 2,450	\$ 4,602	\$	\$	\$ 7,052
Other commitments	\$	\$	\$	\$	\$
Total	\$ 2,450	\$ 4,602	\$	\$	\$ 7,052





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Management is actively involved in monitoring exposure to market risk and continues to develop and utilize appropriate risk management techniques. IES exposure to significant market risks includes fluctuations in commodity prices for copper, aluminum, steel and fuel. Commodity price risks may have an impact on IES results of operations due to the fixed price nature of many of its contracts. IES is also exposed to interest rate risk with respect to its outstanding debt obligations on the 2012 Credit Facility and the Wells Fargo Term Loan. For additional information see Cautionary Statement Concerning Forward-Looking Statements on page 117 of this joint proxy statement/prospectus.

**Commodity Risk**

IES exposure to significant market risks includes fluctuations in commodity prices for copper, aluminum, steel and fuel. Commodity price risks may have an impact on IES results of operations due to fixed nature of many of its contracts. Over the long-term, IES expects to be able to pass along a portion of these costs to its customers, as market conditions in the construction industry will allow.

**Interest Rate Risk**

IES is also exposed to interest rate risk, with respect to its outstanding revolving debt obligations as well as its letters of credit.

The following table presents principal or notional amounts and related interest rates by fiscal year of maturity for IES debt obligations at March 31, 2013 (Dollar amounts in thousands):

	2013	2014	2015	2016	2017	Thereafter	Total
Debt Obligations Fixed Rate:							
Capital Lease (22%)	\$ 159	\$ 26	\$	\$	\$	\$	\$ 185
Fair Value of Debt:							
Fixed Rate	\$ 147	\$ 23	\$	\$	\$	\$	\$ 170

**IES DIRECTORS**

IES Amended and Restated Certificate of Incorporation (the Certificate of Incorporation) and bylaws provide that the number of members of the IES board of directors (the Board) shall be fixed from time to time by the Board but shall not be less than one nor more than fifteen persons. The Board has set the number of directors at five. Directors hold office until the next annual meeting of stockholders and until their successors have been elected and qualified. Vacancies may be filled by recommendation from the Nominating and Governance Committee and a majority vote by the remaining directors.

Each director with an asterisk next to his name is independent in accordance with IES Corporate Governance Guidelines and the rules and regulations of the NASDAQ and the SEC. The business address and phone number for each of IES directors, other than Messrs. Lindstrom and Gendell, are 5433 Westheimer Road, Suite 500, Houston, Texas 77056 and (713) 860-1500, respectively. The business address and phone number for Messrs. Lindstrom and Gendell are One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830 and (203) 992-1111, respectively.

**Joseph L. Dowling III\***

Director since 2012

Mr. Dowling, 49, has served since June 2013 as the Chief Investment Officer of Brown University, where he is responsible for the University's \$3 billion endowment. In addition, since 1998, he has served as the founder and managing member of Narragansett Asset Management, LLC, a private investment partnership located in Stamford, Connecticut. From its formation in 1998 through 2006, Narragansett managed funds for institutions,

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pension funds and college endowments. Since 2006, Narragansett has focused on managing Mr. Dowling's personal capital and that of a select group of strategic investors. Prior to forming Narragansett, Mr. Dowling worked at The First Boston Corporation, Tudor Investments, and Oracle Partners, L.P. Mr. Dowling is a member of the Advisory Board of Ferrer Freeman & Company, LLC, a private equity firm providing growth capital to healthcare companies. The Nominating/Governance Committee believes that Mr. Dowling is qualified to serve on the Board given his extensive experience in public and private investing and finance.

**David B. Gendell\***

Director since 2006

Mr. Gendell, 52, is currently an employee of Tontine Associates, LLC, an affiliate of IES's majority stockholder, where he focuses on investment opportunities in industrial, manufacturing and basic materials companies. From 2006 to 2010, he served on the Board of Directors of Neenah Enterprises, one of the largest independent, publicly-traded foundries in the United States. Mr. Gendell has also held senior positions at several venture-backed startups. He was President and Chief Operating Officer of Homserv, LLC, a privately-held data aggregator focused on real estate transactions. Prior to that, he served as President and Chief Operating Officer of Cogent Design Inc., a privately-held practice management software system. He also currently serves on the Board of Advisors of the Duke Global Health Institute. The Nominating/Governance Committee believes that Mr. Gendell is qualified to serve on the Board given his extensive experience in public and private investing and finance.

**Joe D. Koshkin\***

Director since 2013

Mr. Koshkin, 66, has worked as an independent financial consultant offering financial and advisory services to a diverse group of clients since 2006. Mr. Koshkin retired as a partner from PriceWaterhouseCoopers in 2006 after a 34-year career with the firm. During his career at PriceWaterhouseCoopers, he served as the partner in charge of the firm's North America Engineering and Construction Industry practice. He also served as a senior client service partner advising clients on technical accounting, Securities and Exchange Commission issues, Sarbanes-Oxley compliance, risk management, and mergers and acquisitions. From June 2010 to July 2011, Mr. Koshkin served as a director and a member of the audit committee of Sterling Bancshares. Mr. Koshkin is a Certified Public Accountant in Texas and is a member in good standing with the AICPA and TSCPA. The Nominating/Governance Committee believes that Mr. Koshkin is qualified to serve on the Board given his extensive experience extensive experience with corporate finance, financial reporting, and tax, and his experience as a director and audit committee member of a publicly held company.

**James M. Lindstrom**

Director since 2010

Mr. Lindstrom, 40, has been President and Chief Executive Officer of IES since October 3, 2011. He previously served as Interim President and Chief Executive Officer of IES since June 30, 2011. From February 2006 until October 3, 2011, he was an employee of Tontine Associates, LLC, a private investment fund and an affiliate of Tontine. From 2003 to 2006, Mr. Lindstrom was Chief Financial Officer of Centru Financial Corporation, a regional financial services company and had prior experience in private equity, investment banking and operations. Mr. Lindstrom served as a director of Broadwind Energy, Inc. from October 2007 to May 2010 and has served as a board observer on multiple public and private boards. The Nominating/Governance Committee believes that Mr. Lindstrom is qualified to serve on the Board due to his extensive experience in public and private investing, prior executive roles and the knowledge and experience he brings as IES's President and Chief Executive Officer.

**Donald L. Luke\***

Director since 2005

Mr. Luke, 76, was Chairman and Chief Executive Officer of American Fire Protection Group, Inc., a private company involved in the design, fabrication, installation and service of products in the fire sprinkler industry from 2001 until April 2005. From 1997 to 2000, Mr. Luke was President and Chief Operating Officer of Encompass Services (construction services) and its predecessor company GroupMac. Mr. Luke held a number of key positions in product development, marketing and executive management in multiple foreign and domestic publicly traded companies. Mr. Luke also previously served on the board of directors of American Fire



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Protection Group, Inc. and currently serves as a director of Cable Lock, Inc., which manages the affiliated Olshan Foundation Repair companies. The Nominating/Governance Committee believes that Mr. Luke is qualified to serve on the Board given his extensive experience as an officer and director of a diverse group of consolidator public companies, including electrical contractors.

**IES EXECUTIVE OFFICERS**

Certain information with respect to each executive officer is as follows. The business address and phone number for each of IES executive officers, other than Mr. Lindstrom and Ms. Makode, are 5433 Westheimer Road, Suite 500, Houston, Texas 77056 and (713) 860-1500, respectively. The business address and phone number for Mr. Lindstrom and Ms. Makode are One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830 and (203) 992-1111, respectively.

*James M. Lindstrom*, 40, has served as President and Chief Executive Officer of IES since October 3, 2011. He previously served as Interim President and Chief Executive Officer of IES since June 30, 2011. Mr. Lindstrom was an employee at Tontine Associates, LLC, a private investment fund and an affiliate of IES controlling shareholder Tontine from 2006 to October 3, 2011. From 2003 to 2006, Mr. Lindstrom was Chief Financial Officer of Centru Financial Corporation, a regional financial services company, and had prior experience in private equity and investment banking. Mr. Lindstrom served as a director of Broadwind Energy, Inc. from October 2007 to May 2010 and has served as a board observer on multiple public and private boards.

*Terry L. Freeman*, 62, served as Senior Vice President and Chief Financial Officer of IES from March 2010 until his resignation on January 20, 2012. From December 2005 until he joined IES, Mr. Freeman was an independent business consultant. From 1997 until December 2005, Mr. Freeman served as Chief Financial Officer of Metals USA, a metal service company that served OEM manufacturers, contractors and metal fabrication businesses, in several senior financial roles, most recently serving as Senior Vice President and Chief Financial Officer. From 1990 to 1997, Mr. Freeman held the positions of Corporate Controller and Director of Financial Reporting at Maxxam, Inc., a diversified holding company with sales in excess of \$2.3 billion. From 1980 to 1990, he served in senior audit positions at Arthur Andersen & Company and at Deloitte & Touche. He also served in the U. S. Army.

*William L. Fiedler*, 55, served as Senior Vice President, General Counsel and Secretary of IES from March 2009 until his resignation on August 31, 2012. From October 1999 through February 2009, Mr. Fiedler served as Senior Vice President, General Counsel and Secretary of NetVersant Solutions, Inc., a privately-owned communications infrastructure company. From November 1997 through October 1999, Mr. Fiedler was Senior Vice President, General Counsel and Secretary of LandCare USA Inc., a publicly traded commercial landscaping company. From February 1994 through October 1997, Mr. Fiedler was Vice President, General Counsel and Secretary of Allwaste, Inc., a publicly traded industrial service company, and from February 1990 through January 1994, was Senior Counsel of Allwaste. Prior to that, Mr. Fiedler held the position of Chief Legal and Compliance Officer of Sentra Securities Corporation, a NASD registered broker-dealer.

*Robert W. Lewey*, 51, has served as Senior Vice President and Chief Financial Officer since January 20, 2012. From 2001 to 2006 and since 2007, Mr. Lewey served as Director of Tax, Vice President, Tax and Treasurer for IES. From 2006 to 2007, he served as Vice President, Tax for Sulzer US Holdings, Inc. From 1995 to 2001, Mr. Lewey served as Vice President, Tax for Metamor Worldwide, Inc., a leading provider of information technology solutions. Mr. Lewey began his career with Deloitte & Touche.

*Gail D. Makode*, 37, has served as Senior Vice President, General Counsel and Corporate Secretary since October 2012. Ms. Makode was previously General Counsel and Member of the Board at MBIA Insurance Corporation and Chief Compliance Officer of MBIA Inc. Prior to MBIA, Ms. Makode served as vice president and counsel for Deutsche Bank AG, and before that, was an associate at Cleary, Gottlieb, Steen & Hamilton, where she specialized in public and private securities offerings and mergers and acquisitions.

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*Heather M. Sahrbeck*, 41, served as Senior Vice President, General Counsel and Corporate Secretary on an interim basis until her resignation on November 1, 2012. Ms. Sahrbeck joined IES in May 2012 as corporate counsel. From 2000 to 2008, she served as a vice president and associate general counsel at Goldman, Sachs & Co. Prior to joining Goldman Sachs, Ms. Sahrbeck was employed by Davis Polk & Wardwell LLP, where she specialized in securities offerings and mergers and acquisitions.

IES has adopted a Code of Ethics for Executives that applies to IES Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer. The Code of Ethics may be found on IES website at [www.ies-corporate.com](http://www.ies-corporate.com). If IES makes any substantive amendments to the Code of Ethics or grant any waiver, including any implicit waiver, from a provision of the code to IES Chief Executive Officer, Chief Financial Officer or Chief Accounting Officer, IES will disclose the nature of such amendment or waiver on its website or in a report on Form 8-K. Paper copies of these documents are also available free of charge upon written request to IES.

**IES BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD**

**Stockholder Communications with the Board of Directors**

Stockholders who wish to communicate directly with the Board may do so by writing to Integrated Electrical Services, Inc. Board of Directors, c/o Corporate Secretary, Integrated Electrical Services, Inc., One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830. Stockholders may also communicate directly with individual directors by addressing their correspondence accordingly. Interested parties may make any concerns known to non-management directors by contacting IES Ethics Line at 1-800-347-9550.

IES has adopted a Code of Ethics for Financial Executives and a code of business conduct and ethics for all directors, officers and employees which has been memorialized as part of IES Legal Compliance and Corporate Policy Manual. Each of these documents can be found in the Corporate Governance section of IES website at <http://www.ies-corporate.com>. The Manual is also available in print to any stockholder who requests it by contacting Gail D. Makode, Senior Vice President, General Counsel, and Corporate Secretary, Integrated Electrical Services, Inc., One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830.

**Corporate Governance Guidelines**

IES management and Board are committed to conducting business consistent with good corporate governance practices. To this end, the Board has established a set of Corporate Governance Guidelines which reflect its view of how to help achieve this goal. These guidelines, which may be amended and refined from time to time, are outlined below and may also be found in the Corporate Governance section of IES website at <http://www.ies-corporate.com>. The guidelines are also available in print to any stockholder who requests them by contacting Gail D. Makode, Senior Vice President, General Counsel and Corporate Secretary, Integrated Electrical Services, Inc., One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830.

**Directors**

***Core Competencies of the Board***

In order to adequately perform the general corporate oversight responsibilities assumed by the Board, the Board as a whole should possess the following competencies:

*Accounting & Finance* The Board should have one or more members who are experienced in accounting and finance matters.

*Management* In order to *oversee* IES management team, the Board should have one or more directors who have experience as a Chief Executive Officer, a Chief Operating Officer or possess similar significant operating experience.

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*Industry Knowledge* While the theory of management is important, it is essential that the Board have one or more members with extensive hands-on practical relevant industry-specific knowledge.

*Long-Range Strategy* In addition to monitoring IES performance in the present, the Board should have one or more members with the skills to look to the future and provide direction for stability and growth.

*Track Record* The Board should have one or more members who have achieved prominence and strong reputations in their respective professions.

### ***Independence of the Board***

A majority of the Board shall be independent of management. An independent director must meet the standards imposed by the SEC and NASDAQ.

### **Committees**

The Board has established the Audit, Human Resources and Compensation, and Nominating/ Governance Committees to assist in the performance of its functions of overseeing the management and affairs of IES. The Audit, Human Resources and Compensation, and Nominating/Governance Committees are composed entirely of independent directors under current NASDAQ standards, have written charters, and have the authority to retain and compensate counsel and experts. Copies of the charters may be found in the Corporate Governance section of IES website, <http://www.ies-corporate.com>. The charters are also available in print to any stockholder who requests them by contacting Gail D. Makode, Senior Vice President, General Counsel and Corporate Secretary, Integrated Electrical Services, Inc., One Sound Shore Drive, Suite 304, Greenwich, Connecticut 06830.

### **CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS OF IES**

IES has adopted a written Related Person Transaction Policy that addresses the reporting, review and approval or ratification of transactions with related persons. IES recognizes that related person transactions can involve potential or actual conflicts of interest and pose the risk that they may be, or be perceived to have been, based on considerations other than the IES best interest. Accordingly, as a general matter, IES seeks to avoid such transactions. However, IES recognizes that in some circumstances transactions between related persons and IES may be incidental to the normal course of business or provide an opportunity that is in the best interests of IES to pursue or that is not inconsistent with the best interests of IES and where it is not efficient to pursue an alternative transaction. The policy therefore is not designed to prohibit related person transactions; rather, it is intended to provide for timely internal reporting of such transactions and appropriate review, oversight and public disclosure of them.

The policy supplements the provisions of IES Legal Compliance and Conflict of Interest Policy concerning potential conflict of interest situations. With respect to persons and transactions subject to the policy, the procedures for reporting, oversight and public disclosure apply. With respect to all other potential conflict of interest situations, the provisions of the IES Legal Compliance and Conflict of Interest Policy continue to apply.

The policy applies to the following persons (each a Related Person and, collectively, Related Persons ):

Each director or executive officer of IES;

Any nominee for election as a director of IES;

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Any security holder who is known to IES to own of record or beneficially more than five percent of any class of IES voting securities; and

Any immediate family member of any of the foregoing persons.

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A transaction participated in by IES with a company or other entity that employs a Related Person or is controlled by a Related Person, or in which a Related Person has an ownership of financial interest material to such Related Person, shall be considered a transaction with a Related Person for purposes of the policy. For purposes of the policy, related person transaction means a transaction or arrangement or series of transactions or arrangements in which IES participates (whether or not IES is a party) and a Related Person has a direct or indirect interest material to such Related Person. A transaction in which a subsidiary or any other company controlled by IES participates shall be considered a transaction in which IES participates.

Except as otherwise provided in the policy, including any delegation of review and approval authority, (i) any director, director nominee or executive officer who intends to enter into a related person transaction shall disclose the intention and all material facts with respect to the transaction to the Audit Committee of the Board and (ii) any officer or employee of IES who intends to cause it to enter into any related person transaction shall disclose that intention and all material facts with respect to the transaction to his or her superior, who shall be responsible for seeing that such information is reported to the Audit Committee. If a member of the Audit Committee has an interest in a related person transaction and, after such Audit Committee member excusing himself or herself from consideration of the transaction, there would be fewer than two members of the Audit Committee available to review the transaction who do approve the transaction, the transaction shall be reviewed by an ad hoc committee of at least two independent directors designated by the Board (which shall be considered the Audit Committee for this purpose).

The Audit Committee will review all related person transactions and approve such transactions in advance of such transaction being given effect. At the discretion of the Audit Committee, consideration of a related person transaction may be submitted to the Board. All related person transactions shall be publicly disclosed to the extent and in the manner required by applicable legal requirements and listing standards. The Audit Committee may determine that public disclosure shall be made even where it is not so required, if the Audit Committee considers such disclosure to be in the best interests of IES and its stockholders.

On December 12, 2007, IES entered into a Note Purchase Agreement with Tontine Capital Partners, L.P. ( TCP ), pursuant to which, on December 12, 2007, IES sold Tontine \$25.0 million aggregate principal amount of IES 11% Senior Subordinated Notes due 2013 (the Tontine Note ). The Note Purchase Agreement contained customary representations and warranties of the parties and indemnification provisions whereby IES agreed to indemnify Tontine against certain liabilities. The Tontine Note was not registered under the Securities Act and was sold to Tontine on a private placement, which transaction was exempt from the registration requirements of the Securities Act. The Tontine Note bore interest at 11% per annum and was due on May 15, 2013.

On April 30, 2010, IES prepaid \$15.0 million of principal on the Tontine Note, and on May 1, 2010, Tontine assigned the Tontine Note to Tontine Capital Overseas Master Fund II, L.P. ( TCP2 ). On February 13, 2013, IES prepaid the remaining \$10.0 million of principal on the Tontine Note, plus accrued interest. The Tontine Note was an unsecured obligation of IES and its subsidiary borrowers, contained no financial covenants or restrictions on dividends or distributions to stockholders, and was subordinated to IES revolving credit facility with Wells Fargo.

On March 29, 2012, IES entered into a sublease agreement with Tontine Associates, LLC, an affiliate of Tontine, for corporate office space in Greenwich, Connecticut. The lease extends from April 1, 2012 through March 31, 2014, with monthly payments due in the amount of \$6,000. The lease has terms at market rates and payments by IES are at a rate consistent with that paid by Tontine Associates, LLC to its landlord.



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**IES EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

*The Role of the Compensation Committee*

The Human Resources and Compensation Committee (referred to in this section as the Committee) of the Board of Directors, which is comprised entirely of independent directors, is responsible for ensuring that IES executive compensation policies and programs are competitive within the markets in which IES competes for talent and reflect the investment interests of IES stockholders. The Committee reviews and approves the compensation levels and benefits programs for Named Executive Officers (NEOs).

The Committee has from time to time consulted with Meridian Compensation Partners, L.L.C. (Meridian), an independent compensation consultant, regarding specific elements of the IES compensation program, such as the competitiveness of the compensation structure and pay levels of the NEOs. In this role, Meridian reports directly to the Committee. The NEOs are the executives who appear in the compensation tables of this Proxy Statement.

The NEOs in this joint proxy statement/prospectus are:

James M. Lindstrom, President and Chief Executive Officer

Robert W. Lewey, Senior Vice President and Chief Financial Officer

William L. Fiedler, former Senior Vice President and General Counsel

Terry L. Freeman, former Senior Vice President and Chief Financial Officer

Heather M. Sahrbeck, former Senior Vice President and General Counsel

IES Human Resources Department staff, General Counsel, Chief Executive Officer and controlling shareholder Tontine provide additional analysis and counsel as requested by the Committee. You can learn more about the Committee's purpose, responsibilities, and structure by reading the Committee's charter, which can be found in the Corporate Governance section of IES website at <http://www.ies-corporate.com>.

The following is a more detailed discussion of the results of the actions taken by the Committee in fiscal year 2012 and first quarter of fiscal year 2013 and the reasons for such actions.

*Compensation Objectives*

All of the IES compensation and benefits for the NEOs, as described below, are focused on the primary objectives of attracting, retaining and motivating the highly talented individuals who will engage in the behaviors necessary to enable IES to succeed while upholding IES values in a highly competitive marketplace.

At IES 2011 annual meeting of stockholders (the 2011 Annual Meeting), IES was required, pursuant to Section 14A of the Exchange Act, to seek a non-binding advisory vote of stockholders to approve the compensation awarded to IES NEOs. At the 2011 Annual Meeting, IES stockholders approved, on a non-binding advisory basis, the compensation awarded to its NEOs for fiscal year 2010, as disclosed pursuant to Item 402 of Regulation S-K. The Committee has considered the result of this stockholder vote in setting compensation policies and making compensation decisions for fiscal years 2011 and 2012. At the 2011 Annual Meeting, IES stockholders also determined, on a non-binding advisory basis, that the stockholder vote on executive compensation should be held once every three years Under the Compensation Committee's

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supervision, in fiscal year 2012, IES implemented a compensation program, which is comprised of salary, benefits, and incentive opportunity, and is intended to achieve the following objectives:

*Be competitive.* The program design and levels are set considering the practices of similar companies with which IES competes for talent.

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*Drive results.* The program emphasizes variable, at-risk incentive award opportunities, which are payable only if specified goals are achieved and include a balance of short-term and long-term incentive opportunities. The largest part of the incentive award for NEOs in fiscal year 2012 was focused on equity grants with short-term or no time-based restrictions and that are based on achievement of critical near-term goals which IES believes will significantly impact the long-term performance of IES. IES also has in the past provided, and may from time to time in the future provide, long-term equity incentive award opportunities which depend on its performance and which vest over multiple years. In light of the long-term equity incentive awards that currently remain outstanding for NEOs, and given the current environment, as IES seeks to stabilize its near-term performance, the Committee believes it is appropriate to offer awards that align the financial incentives of executives with the near-term goals of stockholders. Therefore, IES has implemented an incentive program that provides opportunities for discretionary equity awards based on achievement of critical near-term goals, long-term equity incentive awards and annual cash incentive awards based on individual and IES performance. In total, these at-risk incentives traditionally represent approximately 60%-75% of the NEOs' targeted total direct compensation, with base salary representing the remaining 25-40%.

*Reward individual performance.* Salary, annual cash incentive awards and equity incentive awards are based on an individual's job level and performance against specified financial, operational, strategic or safety goals (as appropriate to the individual's position). The Committee also considers IES performance, the desired pay relationships among executive employees and market practices.

*Emphasize stock ownership.* Incentive awards are delivered as equity and/or cash awards to senior executives. The Board of Directors has established stock ownership guidelines for the NEOs to encourage managing from a stockholder's perspective. The NEOs are expected to own IES common stock with a value equal to between two to three times their annual base salaries. For additional information, please see Executive Stock Ownership Guidelines below.

The Committee believes these principles will reward and incentivize management to deliver on near-term and long-term business objectives and increase stockholder value over time, while helping IES attract and retain top executive talent.

*Compensation Elements*

Presented below are the key characteristics of the primary elements of the NEOs' compensation.

**Compensation Element**

*Base Pay (Fixed)*

**Key Characteristics**

Fixed component of pay based on an individual's skills, responsibilities, experience and performance

*Annual Incentive Award (Variable at-risk )*

NEOs, as well as all other salaried employees, are eligible for annual increases based on performance and/or changes in job responsibilities.

Variable component of pay; may include cash and/or equity.

*Short-term Incentives (Variable at-risk )*

Reward for achieving specified financial, operational, strategic, safety and individual goals.

Variable component of pay; may include cash and/or equity.

Reward for achieving critical near-term business goals.



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**Compensation Element**

**Key Characteristics**

*Executive Benefits & Perquisites*

NEOs are eligible to participate in certain programs that are part of IES' broad-based total compensation program. For additional information, please see "Perquisites" below.

*Other Benefits (Health and welfare)*

NEOs are eligible to participate in benefits programs that are available to substantially all salaried employees which provide for basic life, disability and health insurance needs.

Compensation elements are either cash-based, partly or solely equity-based (and have a value which is at least partly related to the price of IES common stock) or are comprised of other benefits.

*Market Benchmarking*

IES benchmarks its executive compensation programs against those of a group of companies with which it competes for executive talent (the "Survey Group"). The Survey Group was revised in 2010 and is compiled based on input from Meridian. The composition is reviewed by the Committee annually and consists of thirteen "Industry Peer Group" and "General Industry" companies. They were selected from the electrical contracting services industry as well as other construction-related industries, as IES competes across industries for executive talent. The companies comprising the Survey Group are:

Comfort Systems U.S.A., Inc.

Dycom Industries, Inc.

MasTec, Inc.

Pike Electric Corporation

Furmanite Corp.

Englobal Corp.

Matrix Service Company

Team, Inc.

Aegion Corporation

Powell Industries

MYR Group

Primoris Services Corp.

Willbros Group, Inc.

The Committee, in developing total compensation for each executive officer, considers the median compensation levels of the Survey Group for similar jobs giving due consideration to individual elements. An individual executive's base salary, annual cash incentive and equity incentives are established after considering the following factors:

IES performance against financial measures, including net income, earnings before interest and taxes, total stockholder return, revenues, cash flow, operating income, cost management discipline and safety performance.

IES performance relative to goals approved by the Committee.

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Individual performance versus personal performance goals and contributions to IES performance.

Business climate, economic conditions and other factors.

Stockholder input.

The CEO develops pay recommendations for IES executive officers, including the NEOs other than the CEO, based on market data, IES performance relative to goals approved by the Committee, individual performance versus personal goals, individual contributions to IES performance and market conditions. The CEO receives assistance with compensation analysis from IES Human Resources Department as well as the compensation consultant.

The Committee reviews and approves all compensation elements for the executive officers and sets the compensation of the CEO, after receiving advice from the compensation consultant, if appropriate. The compensation consultant provides advice to the Committee after reviewing market data, compensation levels and general trends in executive compensation. The Committee also has discretionary authority to increase or decrease recommended compensation for the CEO.

In addition to benchmarking compensation levels, the Committee also reviews tally sheets for the NEOs, modeling all aspects of compensation (base salary, annual cash incentive awards, short-term equity incentives, benefits and perquisites), which are utilized as the targeted overall compensation level.

#### *Risk Analysis*

The Committee analyzes risk with respect to IES compensation programs on an annual basis. The Committee's risk assessment for fiscal year 2012 concluded that IES compensation programs do not create risks that are reasonably likely to have a material adverse effect on IES. In reaching this conclusion, the Committee considered the following: (i) balanced performance targets, where no one metric is excessively weighted; (ii) IES clawback policy, as described under Severance and Employment Agreements below; (iii) IES executive stock ownership guidelines, as described under Executive Stock Ownership Guidelines below; (iv) performance metrics that are uniformly applied to executives; and (v) annual incentives that do not allow for unlimited payouts.

#### *Compensation Actions Taken by the Committee based on Fiscal Year 2012 Results*

After careful consideration of IES results in fiscal year 2012, the Committee took the following compensation actions during the first quarter of fiscal year 2013:

**Base Salary** The Committee agreed to award targeted salary increases as a reflection of fiscal year 2012 results and a review of market data. These increases included an increase in the CEO's salary from \$390,000 to \$500,000 and in the CFO's salary from \$290,000 to \$325,000, in each case effective as of January 1, 2013.

**Annual Cash Incentive Award** The Committee approved annual discretionary awards for the CEO and other NEOs based on fiscal year 2012 results as described below.

#### *Base Pay*

The Committee evaluates the CEO's performance annually in light of established corporate and personal goals and objectives. NEO salary levels and adjustments are recommended by the CEO and reviewed and approved by the Committee. Changes in base salary for the CEO and the NEOs are based on responsibility, the external market for similar jobs, the individual's current salary compared to the market and success in achieving business results.





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On September 28, 2011, the Committee approved the Annual Incentive Plan for fiscal year 2012 (the 2012 Plan). As with the Annual Incentive Award for fiscal year 2011, the 2012 Plan provides for an incentive compensation pool for certain key employees and officers of IES, based on specified performance criteria. For fiscal year 2012, the plan was based on achievement of prescribed levels of IES consolidated annual net income, adjusted to exclude income or losses from operations in markets IES has elected to exit, as more fully described in IES Annual Report on Form 10-K for the fiscal year ended September 30, 2012, or other unusual items as determined by the Committee (the 2012 Adjusted Consolidated Net Income). Pursuant to the 2012 Plan, Messrs. Lindstrom, Fiedler and Lewey and Ms. Sahrbeck, who replaced Mr. Fiedler as Senior Vice President, General Counsel and Corporate Secretary effective September 1, 2012, were eligible to receive the amounts set forth below if the corresponding levels of 2012 Adjusted Consolidated Net Income were achieved for fiscal year 2012. Incentive awards were to be adjusted ratably for net income amounts that fell between net income levels above \$0.6 million, net of incentives paid to all participants, and in the case of Mr. Fiedler and Ms. Sahrbeck, for partial year employment.

Executive	Fiscal Year 2012 Adjusted Consolidated Net Income(1)					
	<\$0.2 MM	\$0.2 MM	\$0.6 MM	\$0.8 MM	\$1.5 MM	>\$1.5 MM
James M. Lindstrom	\$ -0-	\$ 97,500	\$ 195,000	\$ 390,000	\$ 780,000	\$ 780,000
William L. Fiedler(2)	\$ -0-	\$ 37,500	\$ 75,000	\$ 150,000	\$ 300,000	\$ 300,000
Robert W. Lewey(3)	\$ -0-	\$ 36,250	\$ 72,500	\$ 145,000	\$ 290,000	\$ 290,000
Heather M. Sahrbeck(4)	\$ -0-	\$ 22,500	\$ 45,000	\$ 90,000	\$ 180,000	\$ 180,000

- (1) Net of incentives paid to all participants.
- (2) Mr. Fiedler's employment with IES terminated on August 31, 2012. Under the terms of the Severance Plan (described below) governing his termination, he was entitled to receive a prorated portion of his annual performance-based awards at the time any such awards were granted to the other NEOs.
- (3) Mr. Lewey assumed the position of Senior Vice President and Chief Financial Officer on January 20, 2012.
- (4) Ms. Sahrbeck assumed the position of Senior Vice President, General Counsel and Corporate Secretary on September 1, 2012 and her employment with IES terminated on November 1, 2012.

Mr. Freeman, pursuant to his employment agreement with IES, described further below in Severance and Employment Agreements, was entitled to receive a prorated portion of his annual performance based awards at the time any such awards were granted to the other NEOs. The Committee determined that Mr. Freeman's eligibility for a performance-based award would be based on the 2012 Plan eligibility available to Mr. Lewey, the current CFO.

At the Committee's discretion, the final awards were subject to adjustment downward or upward in amounts not to exceed 50 percent of the award based upon the individual's performance considerations. The performance review of Mr. Lindstrom was based upon the attainment of individual goals and objectives established for Mr. Lindstrom as discussed below. The other NEOs were reviewed based upon their performance in assisting Mr. Lindstrom in his efforts. The Committee had the sole discretion to increase or decrease the annual incentive award made to the CEO. The Committee had the right, in its sole discretion, to reduce or eliminate the amount otherwise payable based upon individual performance or any other factors the Committee deems appropriate.

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*Fiscal Year 2012 Goals and Objectives*

On December 5, 2011, the CEO recommended, and the Committee approved, the following goals and objectives to be used by the Committee when determining the discretionary element of the fiscal year 2012 annual incentive awards discussed above. These goals and objectives were established based on three primary factors:

*Financial Performance.*

Financial performance measures were based on consolidated annual net income and earnings per share. Primary focus was to return IES to profitability and to generate appropriate risk-adjusted returns on capital.

Financial incentives for NEOs and other corporate executive management were tied to IES consolidated performance. Incentives for other executive officers, managers and operating division personnel were tied to both their respective operating company and/or organizational unit results.

Strengthen IES balance sheet.

*Safety Performance.*

Safety performance targets were based on IES Total Recordable Incident Rate (TRIR) for the fiscal year.

The safety performance targets for NEOs and other corporate executive management were tied to IES consolidated TRIR. Safety performance targets for other executive officers, managers and operating division personnel were tied to the TRIR of both their respective operating company and organizational unit.

Maintain and enhance IES safety culture.

*Business/Personal Objectives.*

Other performance criteria in the form of personal objectives were established for each executive officer in line with IES fiscal year 2012 plan, including the following:

Setting the tone at the top for achieving highest level of ethical conduct

Improved financial control environment

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Leadership/successor development

Assure adequate liquidity and risk mitigation to support current operations

### *Fiscal Year 2012 Annual Incentive Plan Awards*

Based on a review of fiscal year 2012 financial results and in light of the disparity between IES' negative consolidated net income for fiscal year 2012 and its positive 2012 Adjusted Consolidated Net Income, each as presented in its Annual Report on Form 10-K for the fiscal year ended September 30, 2012, the Committee determined that neither consolidated net income for 2012 Adjusted Consolidated Net Income accurately reflected its assessment of management performance. The Committee instead identified the following criteria as more relevant to its assessment in the context of management's primary objective of stabilizing results and returning IES to profitability: IES' progress on critical near-term strategic goals, including refinancing of its credit facility, IES' improvement in overall financial performance from the prior fiscal year, and each NEO's performance against the safety and business/personal objectives outlined above. The Committee then assessed the performance of each of Mr. Lindstrom, Mr. Lewey and Ms. Sahrbeck against these objectives and determined to award each of them 50% of the maximum eligible award under the 2012 Plan, representing 100% of their target awards, in light of their direct involvement in achieving these objectives and, in particular, the credit facility refinancing, and, in its discretion, the Committee adjusted downward by an additional 50% the awards

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available to Messrs. Freeman and Fiedler in light of their more limited involvement during the fiscal year in achieving these objectives. As a result, the Committee awarded annual cash incentive awards to Mr. Lindstrom of \$390,000, to Mr. Fiedler of \$68,750, to Mr. Freeman of \$26,847, to Mr. Lewey of \$145,000 and to Ms. Sahrbeck of \$37,500, reflecting these performance adjustments and a ratable adjustment for partial year employment, in the cases of Messrs. Fiedler and Freeman and Ms. Sahrbeck.

*Fiscal Year 2013 Annual Incentive Plan*

On December 5, 2012, the Committee approved the Annual Incentive Plan for fiscal year 2013 (the 2013 Plan ). As with the 2012 Plan, the 2013 Plan provides for an incentive compensation pool for certain key employees and officers of IES, based on specified performance criteria. For fiscal year 2013, the awards may be made either in cash, equity or a combination thereof, at the Committee's discretion, and are based (1) 75% on achievement of the financial goals outlined below for fiscal year 2013 and (2) 25% on the achievement of the personal goals outlined below for fiscal year 2013. Pursuant to the 2013 Plan, Mr. Lindstrom, Mr. Lewey and Ms. Makode, who assumed the position of Senior Vice President, General Counsel and Corporate Secretary on October 16, 2012, are eligible to receive target awards, respectively, between \$0 and a maximum of \$500,000, \$0 and a maximum of \$162,500 and \$0 and a maximum of \$120,000, corresponding to the level of performance achieved with respect to these goals for fiscal year 2013, with the maximum award representing 100% performance with respect to the financial and personal goals outlined below. The Committee believes that there is a greater than 50% probability that the NEOs will receive the maximum available award under the 2013 Plan.

The performance review of the NEOs is based upon the attainment of individual goals and objectives established as discussed below. The Committee has the sole discretion to increase or decrease the annual incentive award made to the CEO. The Committee has the right, in its sole discretion, to reduce or eliminate the amount otherwise payable based upon individual performance or any other factors the Committee deems appropriate.

*Fiscal Year 2013 Goals and Objectives*

On December 5, 2012, the CEO recommended, and the Committee approved, the following goals and objectives to be used by the Committee when determining awards under the 2013 Plan.

**Financial Goals:** Reflecting a primary focus on returning IES to profitability and generating appropriate cash flow, financial performance measures for NEOs are based (1) 50% on fiscal year 2013 consolidated annual net income and (2) 50% on fiscal year 2013 consolidated annual operating cash flow less capital expenditures. Each such financial measure may be considered on an adjusted basis, in the sole discretion of the Committee, to reflect unusual items during the fiscal year.

**Business/Personal Goals:** The following business/personal goals and objectives were established for each NEO:

*James M. Lindstrom*

Ensure behavior consistent with established values of integrity and safety

Oversee acquisition program

Further development of IES succession planning program

Further development of IES strategic and capital plan and promotion of human capital investment program across IES

*Robert W. Lewey*

Support acquisition program

Develop financial and operational targets with divisional leadership

Ensure financial reporting integrity

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*Gail D. Makode*

Further enhancement of IES risk management program and framework

Lead governance and legal resources on strategic transactions

Promote a culture of integrity, ethics and compliance

*Additional Short-Term Incentives*

IES compensation program emphasizes variable, at-risk incentive award opportunities, which are payable only if specified goals are achieved and which include both short-term and long-term incentive opportunities. In addition to the annual incentive awards described above, which may take the form of cash or equity, IES provides short-term equity or cash incentive awards for NEOs based on achievement of critical near-term goals which IES believes will significantly impact the long-term performance of IES. IES also has in the past provided, and may from time to time in the future provide, long-term equity incentive award opportunities which depend on IES performance and which vest over multiple years. In light of the long-term equity incentive awards that currently remain outstanding, and given the current environment, as IES seeks to stabilize its near-term performance, the Committee believes it is appropriate to offer additional awards that align the financial incentives of executives with the near-term goals of stockholders. Therefore, IES has implemented an incentive program that includes short-term incentive award opportunities, on a discretionary basis, based on achievement of critical near-term goals which drive long-term stockholder value. These awards generally are made in equity form and have short-term or no time-based restrictions to strengthen the alignment of the incentive with achievement of the identified near-term goals.

*Fiscal Year 2012 Additional Short-Term Incentives*

On August 9, 2012, the Committee approved the grant of phantom stock units ( PSUs ) pursuant to IES 2006 Equity Incentive Plan, as amended and restated (the Plan ), to Messrs. Lindstrom and Lewey and two other officers. The Committee granted a target amount of 50,000 and 25,000 PSUs to Messrs. Lindstrom and Lewey, respectively, and an aggregate target amount of 15,000 PSUs to the two other officers. These awards were subject to attainment by IES of a target cash and cash equivalents (including restricted cash and without an adjustment to working capital) balance at fiscal year-end 2012 (a Cash Target ) of \$20 million. Failure to meet a Cash Target of \$20 million, but attainment of a Cash Target of \$15 million, would result in a 50% payment of the PSUs, and failure to attain a Cash Target of \$15 million would result in no payment. Payment of the PSUs would be in the form of an equal amount of shares of the IES common stock to be vested and delivered on December 6, 2012. As a result of IES attainment of a Cash Target of \$20 million, the Committee approved on December 5, 2012 the immediate vesting of 100% of the PSUs on December 6, 2012.

*Long-Term Equity Incentives*

While the incentive portion of IES compensation program for NEOs is focused primarily on annual cash and discretionary short-term equity incentive compensation due to IES focus on near-term stabilization of performance, IES maintains a Long-Term Incentive Plan ( LTIP ), which IES has used to promote long-term performance in the past and may use from time to time in the future. IES made no grants under its LTIP during fiscal year 2012.

The LTIP was established on November 12, 2007 for certain IES officers and the officers of certain of its subsidiaries to foster and promote the long term financial success of IES and increase stockholder value by (a) strengthening IES ability to develop, maintain and retain effective senior management; (b) motivating superior performance by means of long-term performance related incentives linked to business performance; (c) encouraging and providing for ownership interests in IES by its senior management; (d) attracting and retaining qualified senior management personnel by providing incentive compensation opportunities competitive

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with comparable companies; and (e) enabling senior management to participate in the long-term financial growth and financial success of IES. To the extent that awards are granted under the LTIP, performance periods will commence on October 1st of each applicable fiscal year. The Committee may, in its sole discretion, establish the duration of any future performance period, provided such period may not be less than one year.

To the extent that new awards are granted under the LTIP, the Committee will establish in writing the performance goals for the next performance period, which may include any of the following performance criteria (either alone or in any combination) as the Committee may determine: return on net assets, sales, net asset turnover, cash flow, cash flow from operations, operating profit, net operating profit, income from operations, operating margin, net income margin, net income, return on total assets, return on gross assets, return on total capital, earnings per share, working capital turnover, economic value added, stockholder value added, enterprise value, receivables growth, earnings to fixed charges ratios, safety performance, customer satisfaction, customer service, or developing and/or implementing action plans or strategies. The foregoing criteria shall have any reasonable definitions that the Committee may specify at the time such criteria are adopted. Any such performance criterion or combination of such criteria may apply to a participant's award opportunity in its entirety, or to any designated portion or portions of the award opportunity, as the Committee may specify.

Each executive that participates in the LTIP is entitled to an award each year in which a grant is made based on a percentage of his or her annualized base salary in effect on the first day of the performance period. Up to one half of the award is payable as a retention component in the form of restricted IES common stock, restricted share units, stock appreciation rights or stock options, which vest three years from the grant date or as otherwise set forth in the grant. Upon vesting, retention-based restricted share units are convertible into IES common stock or cash, as determined by the Committee at the time of vesting. The remaining one-half of the award may be in the form of restricted share units or a cash bonus which vesting is based on the achievement of a predetermined performance goal(s) over a prescribed performance period. Upon vesting, such performance-based restricted share units are convertible into restricted IES common stock or the right to receive cash, as determined by the Committee at the time of grant. Restricted IES common stock issued on conversion of performance-based restricted share units vests one year following the end of the performance period. Cash remitted on conversion of performance-based restricted share units is payable to the participants one year following the end of the performance period. All shares of restricted IES common stock, restricted share units, stock appreciation rights and stock options granted under the LTIP are pursuant to the Plan. Upon vesting and delivery of restricted IES common stock or cash, the awardees are taxed at applicable income tax rates and IES receives a corresponding tax deduction.

*The 2010 Retention Grant*

For fiscal year 2010, in recognition of the importance of retaining senior management and key personnel and, with the assistance of Meridian, the Committee made grants of restricted IES common stock under the Plan to certain senior management and other key personnel. The grants vest in full on the second anniversary of the grant date. The basis of the grant awards and the selection of participants were to:

enhance retention

increase stock ownership by senior management and key personnel

focus on incentivizing the executives and other key personnel who are critical to leading IES through this challenging business and operating environment.

On September 28, 2010, the Committee made grants of restricted IES common stock to Messrs. Freeman and Fiedler of 23,500 and 14,200 shares, respectively, as well as 167,900 shares to an additional 20 individuals. Other than those previously forfeited, these shares vested in full on September 28, 2012.

*The 2011 LTIP Grant*

On December 16, 2010, the Committee made grants of restricted IES common stock to Messrs. Freeman and Fiedler of 12,000 and 10,000 shares, respectively, as well as 178,000 shares to an additional 22 individuals.





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Unless previously forfeited, these shares vest as to the first one-third on December 16, 2011, as to the second one-third on December 16, 2012 and as to the last one-third on December 16, 2013. Upon their termination of employment with IES on January 20, 2012 and August 31, 2012, respectively, certain of Mr. Freeman's and Mr. Fiedler's outstanding restricted shares were vested, as described under Option Exercises and Stock Vested in Fiscal Year 2012 below.

*The 2011 New Hire Grants*

At the time he assumed the position of Interim President and Chief Executive Officer on June 30, 2011, Mr. Lindstrom received a grant of 100,000 shares of restricted IES common stock, which vest in thirds on December 16, 2011, December 16, 2012 and December 16, 2013. On October 3, 2011, when Mr. Lindstrom assumed the position of President and Chief Executive Officer on a permanent basis, he was granted an additional 100,000 shares of restricted IES common stock, which vest in thirds on the first, second and third anniversaries of the grant date. Both grants (together, the 2011 New Hire Grants) were made under the 2006 Equity Incentive Plan.

*The 2012 New Hire Grant*

On October 15, 2012, the Committee made a grant of restricted IES common stock to Ms. Makode of 12,500 shares in connection with her appointment as Senior Vice President, General Counsel and Secretary. The grant was made under the 2006 Equity Incentive Plan. Unless previously forfeited, these shares vest as to the first one-third on October 15, 2013, as to the second one-third on October 15, 2014 and as to the last one-third on October 15, 2015.

*Compensation and Awards made by the Compensation Committee*

Set forth below is information regarding compensation earned by or paid or awarded to the following NEOs during the year ended September 30, 2012: (i) James M. Lindstrom, who is IES Chairman, President and Chief Executive Officer; (ii) Robert W. Lewey, who is IES Senior Vice President and Chief Financial Officer, (iii) William L. Fiedler, who is IES former Senior Vice President, General Counsel and Corporate Secretary; (iv) Terry L. Freeman, who is IES former Senior Vice President and Chief Financial Officer and (v) Heather M. Sahrbeck, who, during part of fiscal year 2012, was IES Senior Vice President and General Counsel. Information relating to fiscal year 2012 equity incentive awards is described under Short-Term Equity Incentives and Long-Term Equity Incentives above.

*Chief Executive Officer*

James M. Lindstrom has served as IES President and Chief Executive Officer since October 3, 2011, prior to which he served as IES Interim President and Chief Executive Officer since June 30, 2011. As Interim President and Chief Executive Officer, Mr. Lindstrom's base salary was \$25,000 per month, and upon assuming the position of President and Chief Executive Officer on a permanent basis, his base annualized salary was adjusted to \$390,000 (a reduction of \$220,000 from that of his immediate predecessor), due to the overall economic environment and IES specific financial condition. Upon assuming the position of Interim President and Chief Executive Officer, he also received the first of the 2011 New Hire Grants and upon assuming the position of President and Chief Executive Officer on a permanent basis, he received the second of the 2011 New Hire Grants. Mr. Lindstrom also received an annual incentive award for fiscal year 2012 of \$390,000 and received, in connection with achievement of certain of IES financial targets, a grant of 50,000 PSUs under the 2006 Equity Incentive Plan which vested on December 6, 2012, as further described under Additional Short-Term Incentives above.

*Chief Financial Officer*

Robert W. Lewey has served as IES Senior Vice President and Chief Financial Officer since January 20, 2012. During fiscal year 2012 his annual base salary was \$290,000. Mr. Lewey received an annual incentive award for

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fiscal year 2012 of \$145,000 and received, in connection with achievement of certain of IES financial targets, a grant of 25,000 PSUs which vested on December 6, 2012, as further described under Additional Short-Term Incentives above.

*Former Senior Vice President, General Counsel and Corporate Secretary*

William L. Fiedler served as IES Senior Vice President, General Counsel and Corporate Secretary from March 2009 until August 31, 2012. His annualized base salary for fiscal year 2012 was \$300,000. He did not receive a salary increase for calendar year 2012. Upon his termination of employment Mr. Fiedler received payments pursuant to the terms of the Severance Plan, described below, including an award under the Annual Incentive Plan of \$68,750. For additional information, please see Severance and Employment Agreements below.

*Former Chief Financial Officer*

Terry L. Freeman served as IES Senior Vice President and Chief Financial Officer from March 2010 until January 20, 2012. During fiscal year 2012, Mr. Freeman's base annual salary was \$350,000. He did not receive a salary increase for calendar year 2012. Upon his termination of employment, Mr. Freeman received payments pursuant to the terms of his employment agreement, described below, including an award under the Annual Incentive Plan of \$26,847. For additional information, please see Severance and Employment Agreements below.

*Former Senior Vice President, General Counsel and Corporate Secretary*

Heather M. Sahrbeck served as IES Senior Vice President, General Counsel and Corporate Secretary on an interim basis from September 1, 2012 until November 1, 2012. Her annualized base salary for fiscal year 2012 was \$180,000. Subsequent to her termination of employment, Ms. Sahrbeck received an annual cash incentive award of \$37,500, as described under Annual Cash Incentive Awards above.

*401(k) and Deferred Compensation Plan*

IES provides all employees the opportunity to participate in a 401(k) plan. Under the Integrated Electrical Services, Inc. Retirement Savings Plan (the 401(k) Plan), IES has historically matched 50% of the first 5% that an employee contributes to the 401(k) Plan on a pre-tax basis. However, in order for the 401(k) Plan to comply with nondiscrimination requirements of Section 401(k) of the Internal Revenue Code, beginning in 2008, highly compensated employees (HCEs) became subject to a maximum contribution limit of 4% of their base annual earnings. On February 15, 2009, IES suspended the employer matching contribution to the 401(k) Plan as part of its cost cutting initiatives.

In order to further assist NEOs and certain other HCEs in saving for retirement, IES also provides an elective Deferred Compensation Plan. The Deferred Compensation Plan allows participants to voluntarily defer the receipt of salary (maximum deferral of 75%) and earned annual incentive awards (maximum deferral of 75%).

In October 2007, the Committee amended the Deferred Compensation Plan to provide a IES matching component effective for deferrals made beginning January 1, 2008 for selected employees, which includes the NEOs. Each participant who elects to make deferrals of eligible compensation to the Deferred Compensation Plan was eligible to receive a matching contribution equal to 25% of the first 10% of a participant's annual base salary deferrals into the Deferred Compensation Plan. Effective February 15, 2009, IES instituted a suspension of the employer matching contribution to the IES Deferred Compensation Plan as part of its cost cutting initiatives.

Details about NEO participation in the Deferred Compensation Plan and accumulated balances are presented under Nonqualified Deferred Compensation below. The NEOs' accumulated balances disclosed under Nonqualified Deferred Compensation represent voluntary deferrals of earned compensation, not matching contributions by IES.

**Table of Contents****Index to Financial Statements***Other Benefits*

Some NEOs, along with certain other executives, are provided with a limited number of perquisites and additional benefits that are part of IES broad-based total compensation program. An item is not a perquisite if it is integrally and directly related to the performance of the executive's duties. An item is a perquisite if it confers a direct or indirect benefit that has a personal aspect, without regard to whether it may be provided for some business reason or for the convenience of IES, unless it is generally available on a non-discriminatory basis to all employees.

During fiscal year 2012, IES provided some or all of the following perquisites to the NEOs, all of which are quantified in the Summary Compensation Table and All Other Compensation table below.

Monthly auto allowance of \$1,500, subject to normal payroll taxes, was provided to Messrs. Freeman and Fiedler. This benefit is not part of Mr. Lindstrom's, Mr. Lewey's or Ms. Sahrbeck's compensation.

Executive physical examination. IES believes it benefits from this perquisite by encouraging its executive officers to protect their health.

IES match under its non-qualified Deferred Compensation Plan. The Deferred Compensation Plan provides a 25 percent match on the first 10 percent of a participant's annual base salary deferrals, which vests following three years of service with IES. As noted above, IES instituted a suspension of its matching contribution to the Deferred Compensation Plan on February 15, 2009. No matching contribution was made to executives for fiscal year 2012.

The Committee annually reviews the perquisites and additional benefits provided to executive officers as part of their overall review of executive compensation. The Committee has determined the perquisites to be within the appropriate range of competitive compensation practices. Details about the NEOs' perquisites, including the fiscal year 2012 cost to IES, are shown in the All Other Compensation column of the Summary Compensation Table and in the accompanying narrative.

*Executive Stock Ownership Guidelines*

In October 2007, the Board of Directors, upon the Committee's recommendation, adopted Stock Ownership Guidelines (the Guidelines) for NEOs to ensure that they have a meaningful economic stake in IES. The Guidelines are designed to satisfy an individual executive's need for portfolio diversification, while maintaining management stock ownership at levels significant enough to assure IES stockholders of management's commitment to value creation.

The Committee will annually review each executive's compensation and stock ownership levels for adherence to the Guidelines and to consider potential modifications of or exceptions to the Guidelines. The Guidelines currently recommend that the following executives have direct ownership of IES common stock in at least the following amounts:

<b>Officer Position</b>	<b>Multiple of Salary</b>
Chief Executive Officer	3X
All Other NEOs	2X

The Guidelines encourage each executive to comply with the Guidelines no later than five years after either the October 8, 2007 Board approval of the Guidelines or the date the executive is appointed to a position subject to the Guidelines, whichever is later. IES common stock ownership by the NEOs has not reached the levels recommended in the Guidelines.

For purposes of the Guidelines, stock ownership includes IES common stock beneficially owned (including IES common stock owned by immediate family members) and deferred stock not yet delivered. Performance share grants are not counted for purposes of the Guidelines.



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**Tax Considerations**

***Deductibility Cap on Executive Compensation***

Under the U.S. federal income tax law, IES cannot take a tax deduction for certain compensation paid in excess of \$1 million to its executive officers. The Committee considers tax implications to IES as one of many factors in its compensation decisions and attempts to structure compensation and awards to preserve tax deductibility. The Committee may choose, however, to provide compensation that may not be deductible if it believes such payments are necessary to achieve IES' compensation objectives and to protect stockholder interests.

***Golden Parachute Taxes***

Under certain circumstances, payments received by IES' executive officers as a result of a change in control may be subject to excise taxes and may not be fully deductible. The Committee considered the possible effects of these taxes in developing the Executive Officer Severance Benefit Plan described under "Severance and Employment Agreements" below.

***Section 409A***

During fiscal year 2012, the Committee continued to monitor the regulatory developments under Internal Revenue Code Section 409A, which was enacted as part of the American Jobs Creation Act of 2004. Section 409A imposes additional limitations on non-qualified deferred compensation plans in order to insure their full compliance with the Act prior to December 31, 2008, the expiration of the transition period. IES believes all of its benefit plans substantially conform to the requirements of Section 409A.

**Payments Upon a Change in Control**

For information concerning payments upon the termination of the NEOs, including upon certain triggering events, please see "Severance and Employment Agreements" below.

**Human Resources and Compensation Committee Report**

The Committee believes that the executive compensation and policies provide the necessary incentives to properly align executive performance and the interests of the stockholders.

The Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

**Members of the Human Resources and Compensation Committee**

Joseph L. Dowling III, Chairman

David B. Gendell

Donald L. Luke

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The following table displays the total compensation earned by the NEOs in fiscal years 2010, 2011 and 2012:

**2012 Summary Compensation Table**

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)	Non-Equity Incentive		Total (\$)
						Plan Compensation (\$)	All Other Compensation (\$)(2)	
James M. Lindstrom(3)	2012	422,500		143,500		390,000	29,383	985,383
President & Chief Executive Officer	2011	75,000		321,000			19,241	415,241
Robert W. Lewey(4)	2012	277,500		71,750		145,000		494,250
William L. Fiedler(5)	2012	292,307				68,750	374,255	751,812
Senior Vice President &	2011	275,208		34,900			18,000	328,108
General Counsel	2010	265,000	38,552	49,842			28,469	381,863
Terry L. Freeman(6)	2012	108,814				26,847	428,255	569,916
Former Senior Vice	2011	350,000		41,880			18,000	409,880
President & Chief Financial Officer	2010	178,650	50,000	157,482			9,188	395,320
Heather M. Sahrbeck	2012	75,000				37,500		112,500
Former Senior Vice President and General Counsel								

- (1) This column represents the aggregate grant date fair value of awards of restricted IES common stock granted during the applicable fiscal years, computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 12 in the notes to IES Consolidated Financial Statements, included in IES Annual Report on Form 10-K for fiscal year ended September 30, 2012.
- (2) All Other Compensation for fiscal year 2012 is detailed in All Other Compensation Table below.
- (3) On October 3, 2011, Mr. Lindstrom received a stock award of 100,000 shares of restricted IES common stock, which vest in thirds on October 3, 2012, October 3, 2013 and October 3, 2014. (grant date fair value of \$200,000). On August 9, 2012, Mr. Lindstrom received a phantom stock award of 50,000 shares of restricted IES common stock, which vest on December 6, 2012. (grant date fair value of \$143,500).
- (4) On August 9, 2012, Mr. Lewey received a phantom stock award of 25,000 shares of restricted IES common stock, which vest on December 6, 2012. (grant date fair value of \$71,750).
- (5) Includes severance payments made to Mr. Fiedler in connection with the termination of his employment with IES on August 31, 2012. For additional information, please see Severance and Employment Agreements below.
- (6) Includes severance payments made to Mr. Freeman in connection with the termination of his employment with IES on August 31, 2012. For additional information, please see Severance and Employment Agreements below.

**All Other Compensation**

The table below details the compensation information found in the Summary Compensation Table under the All Other Compensation column.

Name and Principal Position	Auto Allowance (\$)	Commuting Expenses (\$)	Executive Wellness Physical (\$)	401(K) Company Match (\$)	Deferred Compensation		Total (\$)
					Company Match (\$)	Other (\$)	
James M. Lindstrom		29,383(1)					29,383

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Robert W. Lewey			
William L. Fiedler	16,500	374,255(2)	390,755
Terry L. Freeman	6,000	425,255(2)	434,255
Heather M. Sahrbeck			

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- (1) Reflects the cost of air and ground transportation incurred in connection with commuting to and from IES headquarters, together with related hotel expenses, prior to the leasing of office space in Greenwich, Connecticut.
- (2) Reflects the amounts due to Mr. Fiedler upon his termination on August 31, 2012 under the terms of the Executive Officer Severance Benefit Plan and to Mr. Freeman upon his termination on January 20, 2012 as severance under the terms of his employment agreement.

**Grants of Plan Based Awards in Fiscal Year 2012**

The following table sets forth specific information with respect to each equity grant made to an NEO under a IES plan in fiscal year 2012.

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Awards: Number of Underlying Securities Options (#)	Exercise or Base Price of Option Awards (\$/Share)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)				
James M. Lindstrom	8/9/2012(1)	8/9/2012				50,000		143,500	
Robert W. Lewey	8/9/2012(2)	8/9/2012				25,000		71,750	
William L. Fiedler									
Terry L. Freeman									
Heather M. Sahrbeck									

- (1) Closing Share Price on 8/9/12 was \$2.87
- (2) Closing Share Price on 8/9/12 was \$2.87

**Outstanding Equity Awards at 2012 Fiscal Year End**

The following table sets forth specific information with respect to unexercised options, unvested IES common stock and equity incentive plan awards outstanding as of September 30, 2012 for each NEO.

Name	Option Awards				Stock Awards		
	Number of Securities Underlying Unexercised Options (#)		Option Exercise Price (\$)		Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have not Vested (\$)(1)
James M. Lindstrom	Exercisable	Unexercisable				216,666	985,830



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Robert W. Lewey	3,334	6,666	3.24	7/20/21	33,832	153,936
William L. Fiedler						
Terry L. Freeman						
Heather M. Sahrbeck						

(1) Closing Share Price on September 28, 2012 was \$4.55.

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The following table sets forth, on an aggregate basis, specific information with respect to each exercise of stock options, SARs and similar instruments, and each vesting of stock, including restricted stock, restricted IES common stock units and similar instruments, for each NEO during fiscal year 2012.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
James M. Lindstrom(1)	33,334	66,668
Robert W. Lewey(2)	10,500	37,417
Terry L. Freeman(3)	17,313	46,226
William L. Fiedler(4)	19,165	52,578
Heather M. Sahrbeck		

- (1) On December 16, 2011, Mr. Lindstrom vested 33,334 shares of restricted IES common stock (\$2.00 per share).
- (2) On December 16, 2011, Mr. Lewey vested 2,166 shares of restricted IES common stock (\$2.00 per share). On July 20, 2012, Mr. Lewey vested 3,334 shares of restricted IES common stock (\$3.10 per share). On September 28, 2012, Mr. Lewey vested 5,000 shares of restricted IES common stock (\$4.55 per share).
- (3) Upon his termination on January 20, 2012, Mr. Freeman vested 17,313 shares of restricted IES common stock (\$2.67 per share).
- (4) On December 16, 2011, Mr. Fiedler vested 3,334 shares of restricted IES common stock (\$2.00 per share). Upon his termination on August 31, 2012, Mr. Fiedler vested 15,831 shares of restricted IES common stock (\$2.90 per share).

**Nonqualified Deferred-Compensation**

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
James M. Lindstrom					
Robert W. Lewey					
William L. Fiedler					
Terry L. Freeman					
Heather M. Sahrbeck					

In order to further assist NEOs and certain other executives in saving for retirement, IES also provides an elective Deferred Compensation Plan. The Deferred Compensation Plan allows participants to voluntarily defer the receipt of salary (maximum deferral of 75%) and earned annual incentive awards (maximum deferral of 75%).

The Plan allows for distributions to commence after retirement or after a specific future year, even if the specific future year is later or earlier than the retirement date. Distributions may be paid either in a lump sum or in equal annual installments up to 10 years based on the employee's initial election as to the time and form of payment. If installments were elected, the unpaid balance will continue to accumulate gains and losses based on the employee's investment selections. Investment options mirror the 401(k) Plan. Investment choices are self-directed and may be changed at any time by the participant.

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On October 9, 2007, the Committee amended the Deferred Compensation Plan to provide an IES matching component effective for deferrals made beginning January 1, 2008 to selected employees, including NEOs. Each participant who elects to make deferrals of eligible compensation to the Elective Deferral Plan will receive a matching contribution equal to 25% of the first 10% of the participant's base salary deferrals into the Deferred Compensation Plan. Effective February 15, 2009, IES instituted a suspension of the matching contributions as part of its cost cutting initiatives.

**Severance and Employment Agreements**

***Introduction***

While IES historically entered into employment agreements with its executive officers, including the NEOs, on January 23, 2012, the Committee adopted an Executive Officer Severance Benefit Plan (the Severance Plan) to rationalize all NEO employment arrangements by requesting that all NEOs relinquish their rights pursuant to existing employment agreements. All NEOs were subject to the Severance Plan other than Mr. Freeman, whose employment terminated prior to enactment of the Severance Plan and who was subject to the terms of his employment agreement, as further described below. The Committee annually reviews the Severance Plan to determine its continuing need as well as the amount and nature of compensation potentially payable in the event a change in control or in the event that other provisions are triggered.

When executive positions become available, IES may search for potential replacements not only within IES but also in the marketplace, with the assistance of placement firms. Since prospective candidates from outside IES are often already employed, they must be recruited and the total compensation offered must satisfy the need to incentivize and reward the individual. Additionally, IES finds that, in light of variable economic conditions, prospective executives are often also looking for an element of security, which will ensure a source of income in the event that their employment is terminated without Cause (as defined in the Severance Plan).

The risk of unemployment is heightened in the event of a Change of Control (as defined in the Severance Plan) of IES, since the limited number of executive positions often results in terminations due to non-cost effective duplication. Thus, in order for IES to recruit the best possible executives, the Severance Plan provides for the mutual benefit of IES and the executive. Income, under the Severance Plan, is comprised of the same elements of compensation as IES' ongoing compensation program discussed above, which includes base salary, annual cash incentives, equity incentives, benefits and, in certain circumstances, perks such as car allowances. The only employment agreement that IES has entered into with any of IES' NEOs is described in more detail below.

The Severance Plan also includes a clawback provision which permits IES, in the event the Dodd-Frank Wall Street Reform and Consumer Protection Act requires an executive to repay IES' erroneously awarded amounts of incentive compensation, to recoup such amount by reducing the severance pay or benefit otherwise due the executive under the Severance Plan.

The following information provides more detail concerning the specific terms and conditions of the Severance Plan and Mr. Freeman's employment agreement and describes the approximate value of the payments that may result if the executives were to terminate employment. The actual amounts to be paid can only be determined at the time of an executive's separation from IES. Thus, as disclosed herein, the amounts of compensation payable assume that such terminations were effective as of September 30, 2012 and include amounts earned through such time. However, in the case of Mr. Fielder, the amount of compensation payable is provided as of August 31, 2012, the effective date of his termination. Information with respect to Mr. Freeman is provided in a separate table which follows.

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Name	Termination Without Cause	Termination Without Cause	Death or Disability (\$)
	or For Good Reason After Change in Control (\$)(1)	or For Good Reason Prior to Change in Control (\$)	
<b>James M. Lindstrom, President and Chief Executive Officer</b>			
Bonus for year of Separation(2)	390,000	-0-	-0-
Cash Severance(3)	780,000	390,000	-0-
Unvested and Accelerated Stock Options	-0-	-0-	-0-
Unvested and Accelerated Restricted Stock(4)	985,830	366,534	985,830
Executive Outplacement Assistance(5)	20,000	20,000	-0-
Health Care Benefits(6)	15,875	15,875	15,875
<b>Total</b>	<b>2,191,705</b>	<b>805,044</b>	<b>1,001,705</b>
<b>Robert W. Lewey, Senior Vice President and Chief Financial Officer</b>			
Bonus for year of Separation(2)	145,000	-0-	-0-
Cash Severance(3)	580,000	290,000	-0-
Unvested and Accelerated Stock Options	8,732	861	-0-
Unvested and Accelerated Restricted Stock(4)	153,936	68,058	153,936
Executive Outplacement Assistance(5)	20,000	20,000	-0-
Health Care Benefits(6)	15,223	15,223	15,223
<b>Total</b>	<b>922,891</b>	<b>170,020</b>	<b>169,159</b>
<b>William L. Fielder, Former Senior Vice President, General Counsel and Secretary</b>			
Bonus for year of Separation(2)	150,000	-0-	-0-
Cash Severance(3)	600,000	300,000	-0-
Unvested and Accelerated Stock Options	-0-	-0-	-0-
Unvested and Accelerated Restricted Stock(4)	30,330	10,110	30,330
Executive Outplacement Assistance(5)	20,000	20,000	-0-
Health Care Benefits(6)	14,121	14,121	14,121
<b>Total</b>	<b>814,451</b>	<b>344,231</b>	<b>44,451</b>
<b>Heather Sahrbeck, Former Senior Vice President, General Counsel and Secretary</b>			
Bonus for year of Separation(2)	150,000	-0-	-0-
Cash Severance(3)	360,000	180,000	-0-
Unvested and Accelerated Stock Options	-0-	-0-	-0-
Unvested and Accelerated Restricted Stock(4)	-0-	-0-	-0-
Executive Outplacement Assistance(5)	20,000	20,000	-0-
Health Care Benefits(6)	-0-	-0-	-0-
<b>Total</b>	<b>530,000</b>	<b>200,000</b>	<b>-0-</b>

- (1) Termination by IES without Cause or by the covered executive for Good Reason on or within 12 months following a Change in Control event.
- (2) Prior to a Change in Control, the amount of any annual bonus is as determined by the Compensation Committee and payable at the same time that annual bonuses for such fiscal year is paid to other similar executives of IES. On or after a Change in Control, a lump sum payment equal to two (2) times the greater of the most recent (i) annual bonus paid to the covered executive or (ii) covered executive's annual bonus opportunity, payable on the sixtieth (60th) day following termination. The annual bonus opportunities for Messrs. Lindstrom,

Lewey, Fiedler and Sahrbeck are calculated in accordance with the 2012 Plan.

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- (3) Prior to a Change in Control, continued payment of base salary then in effect for 12 months immediately following the date of termination. On or after a Change in Control, continued payment of base salary then in effect for 24 months immediately following the date of termination.
- (4) Reflects the value of unvested shares of restricted IES common stock held on September 30, 2012 that experience accelerated vesting due to termination of employment.
- (5) Reflects the approximate cost of outplacement services for 12 months following termination, not to exceed \$20,000. Mr. Fiedler and IES agreed that in lieu of outplacement services, he would be paid \$20,000 in consideration for providing consulting services to IES pursuant to a Consulting Agreement entered into with IES on August 31, 2012.
- (6) Reflects the approximate cost to provide health care continuation benefits to the covered executive and his eligible dependents under COBRA for the lesser of (i) for 12 months following termination or (ii) until the covered executive's COBRA coverage terminates.

***Terry L. Freeman***

On January 20, 2012, Mr. Freeman's employment with IES terminated. As such, Mr. Freeman was not subject to the Severance Plan, and the payments made to Mr. Freeman upon termination were governed by his employment agreement with IES.

On March 29, 2010 (the Effective Date), IES entered into an employment agreement with Mr. Freeman. The agreement had no definitive term and was terminable at any time and for any reason, at the option of either Mr. Freeman or IES, upon written notice to the other party. Pursuant to the terms of the agreement Mr. Freeman served as a Senior Vice President and Chief Financial Officer of IES.

The agreement provides for (i) an annual base salary of \$350,000 (which could be increased in the sole discretion of the Committee), (ii) an annual bonus with a target opportunity of 75% of annual base salary (the Annual Bonus Opportunity) for fiscal year 2010, prorated, and thereafter as determined by the Committee and (iii) a signing bonus of \$50,000. Mr. Freeman was also eligible to participate in IES LTIP.

If Mr. Freeman terminated his employment for Good Reason (as defined below) or if his employment was terminated by IES without Cause (as defined below) he was entitled to receive: (i) continued payment of base salary then in effect for 12 months immediately following the date of termination, (ii) any unpaid annual bonus that has been earned for the immediately preceding fiscal year plus the current year annual bonus, prorated based upon the percentage of the fiscal year that shall have elapsed through the date of termination to the extent performance objectives have been met, (iii) IES paid COBRA coverage, an automobile allowance of \$1,500 per month and outplacement services (reasonable in amount but not to exceed \$20,000) for 12 months immediately following the date of such termination or until Mr. Freeman obtained comparable employment, whichever is shorter, and (iv) a prorated amount of unvested equity awards under all equity plans for awards granted prior to September 24, 2010. The vesting proration period was to be calculated as the percentage of the vesting period for each unvested equity award in which he was actively employed.

Effective September 24, 2010, IES and Mr. Freeman entered into the first amendment to his employment agreement. The amendment changed the amount of awards that vest upon termination of employment for Good Reason or by IES without Cause to result in (i) a prorated amount of his then outstanding cash incentive awards and equity based awards granted after September 24, 2010, other than an annual bonus or a cash incentive award or an equity based award the payment of which is dependent upon the achievement of performance objectives during a performance period that has not ended, and (ii) a prorated portion of each performance award then outstanding, if any, which shall vest at the end of the performance period applicable to such award, but only if and to the extent the performance objectives have been achieved. In addition, in the event the Dodd-Frank Wall Street Reform and Consumer Protection Act required Mr. Freeman to repay IES erroneously awarded amounts of incentive compensation, he agreed to repay such amounts promptly.

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Mr. Freeman was subject to non-compete and non-solicit restrictive covenants during the employment term and for a period of one year (or two years if terminated by IES for Cause or if he resigns without Good Reason) following the termination of his employment. Mr. Freeman was also subject to restrictive covenants prohibiting disclosure of confidential information and intellectual property of IES.

When Mr. Freeman's employment with IES terminated on January 20, 2012, he became entitled to the payments and benefits outlined in the table below.

Name	Termination Without Cause or For Good Reason Prior to Change in Control (\$)
Terry L. Freeman, Senior Vice President and Chief Financial Officer	
Bonus for year of Separation(1)	26,847
Cash Severance	350,000
Unvested and Accelerated Stock Options(2)	-0-
Unvested and Accelerated Restricted Stock(3)	46,226
Tax Reimbursement	-0-
Auto Allowance	18,000
Executive Outplacement Assistance(4)	20,000
Health Care Benefits(5)	10,815
Total	471,888

- (1) Mr. Freeman, pursuant to his employment agreement with IES, was entitled to receive a prorated portion of his annual performance based awards at the time any such awards were granted to the other NEOs. The Committee determined that Mr. Freeman's eligibility for a performance-based award would be based on the 2012 Plan eligibility available to Mr. Lewey, the current CFO.
- (2) Mr. Freeman had no stock options.
- (3) Reflects the value of 17,313 shares of restricted IES common stock that vested upon his termination without cause. The closing price of the IES common stock on January 20, 2012 was \$2.67 per share.
- (4) Mr. Freeman and the IES agreed that in lieu of outplacement services, he would be paid \$20,000 in consideration for providing consulting services to IES pursuant to a Consulting Agreement entered into with IES on January 20, 2012.
- (5) Reflects cost to provide health care continuation benefits to executive under COBRA for 12 months following termination.

***Definitions***

The following definitions are used in the Severance Plan and Mr. Freeman's amended employment agreement described above.

**Cause** means (i) the executive's gross negligence in the performance or intentional nonperformance of any of the executive's material duties and responsibilities to IES or a participating affiliate; (ii) the executive's dishonesty, theft, embezzlement or fraud with respect to the business, property, reputation or affairs of IES or a participating affiliate; (iii) the executive's conviction of, or a plea of other than not guilty to, a felony or a misdemeanor involving moral turpitude; (iv) the executive's confirmed drug or alcohol abuse that materially affects the executive's service or violates IES or a participating affiliate's drug or alcohol abuse policy; (v) the executive's violation of a material IES or a participating affiliate's personnel or similar policy, such policy having been made available to the executive by IES or a participating affiliate; or (vi) the executive's having committed any material violation of any federal or state law regulating securities (without having relied on the advice of IES' attorney) or having been the subject of any final order, judicial or administrative, obtained or





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issued by the Securities and Exchange Commission, for any securities violation involving fraud, including, without limitation, any such order consented to by the executive in which findings of facts or any legal conclusions establishing liability are neither admitted nor denied.

Cause in the agreement entered into with Mr. Freeman is defined in similar terms except it also includes the executive's willful and material breach of the employment agreement if not cured within ten days after receipt of a notice, and it includes a cure period for any act in clause (i) above.

Good Reason in Mr. Freeman's agreement is essentially defined as:

Any material reduction in his position, authority or Base Salary,

Any relocation of IES corporate office that is more than 50 miles from his primary location of work, or

IES breach of a material term of the agreement.

All of the above are valid reasons only if IES fails to cure such event within 30 days after receipt from him of written notice of the event which constitutes Good Reason and he must give IES written notice of the event by the 60th day following its occurrence.

A Change in Control is defined in the agreements as follows:

Any person or persons acting together which would constitute a group for purposes of Section 13(d) of the Exchange Act, other than Tontine Capital Partners L.P. and its affiliates, IES or any subsidiary, shall beneficially own (as defined in Rule 13d-3 of the Exchange Act) directly or indirectly, at least 50% of the ordinary voting power of all classes of capital stock of IES entitled to vote generally in the election of the Board, or

Current directors shall cease for any reason to constitute at least a majority of the members of the Board (Current Directors means, as of the date of determination, any person who (i) was a member of the Board on the date that IES Joint Plan of Reorganization under Chapter 11 of the United States Bankruptcy Code became effective or (ii) was nominated for election or was elected by the Board with the affirmative vote of a majority of the current directors who were members of the Board at the time of such nomination or election) or at any meeting of stockholders of IES called for the purpose of electing directors, a majority of the persons nominated by the Board for election as directors shall fail to be elected; or

The consummation of a sale, lease, exchange or other disposition in one transaction or a series of transactions of all or substantially all of the assets of IES; or

A transaction shall not constitute a Change in Control if its sole purpose is to change the state of IES incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held IES securities immediately before such transaction.

### **Director Compensation**

Directors who are employees of IES or any of its subsidiaries, do not receive a retainer or fees for service on the Board or any committees. Each non-employee director receives a \$40,000 annual retainer, paid after the annual stockholder meeting. The Chairman of the Human Resources and Compensation Committee and the Chairman of the Nominating/Governance Committee each receive an additional annual retainer of \$10,000 and the Chairman of the Audit Committee receives an additional annual retainer of \$25,000. Each of these retainers is also paid

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quarterly. In addition, each director receives an annual retainer of \$5,000 for each Committee on which the director serves other than as Chairman. Effective in the third fiscal quarter of fiscal year 2012, the directors elected to receive 50% of their retainers in shares of IES common stock and 50% in cash.

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Each year, in addition to the annual retainers described above, upon their election or re-election to the Board at an annual stockholders meeting, each director will receive a grant of Phantom Stock Units ( Units ) pursuant to the Plan. The number of Units granted to each director is determined by dividing \$25,000 by the closing price of the IES common stock on the last trading day immediately preceding the annual stockholder meeting. The Units will convert to IES common stock on the date the director leaves the Board, for any reason. Each director will receive a grant for his or her subsequent periods of service on the Board, provided that he or she is re-elected at subsequent annual stockholder meetings. Directors are also reimbursed for reasonable out-of-pocket expenses incurred in attending Board and committee meetings and for their reasonable expenses related to the performance of their duties as directors. The following table reflects the amounts paid to each individual non-employee director who served on the Board in fiscal year 2012. These amounts reflect immaterial corrections to the fees earned or paid in cash and the stock awards earned during fiscal year 2012.

Name	Fees Earned		Non-Equity Incentive			Total
	Paid in	Stock	Option	Plan	All Other	
	Cash (\$)(1)	Awards (\$)(1)(2)(3)	Awards (\$)	Compensation (\$)	Compensation (\$)	
Charles H. Beynon	51,254	41,244	-0-	-0-	-0-	92,498
Joseph L. Dowling III	17,088	38,743	-0-	-0-	-0-	55,831
David B. Gendell	15,836	37,495	-0-	-0-	-0-	53,331
Donald L. Luke	43,755	38,743	-0-	-0-	-0-	82,498
John E. Welsh III	42,503	37,495	-0-	-0-	-0-	79,998

- (1) Represents cash fees earned during the fiscal year ended September 30, 2012.
- (2) Represents the aggregate grant date fair value of awards of Phantom Stock Units earned during the fiscal year ended September 30, 2012, computed in accordance with FASB ASC Topic 718. Each Phantom Stock Unit converts into one share of IES common stock when the respective director leaves the Board for any reason. Assumptions used in the calculation of these amounts are included in Note 12 in the notes to IES Consolidated Financial Statements, included in IES Annual Report on Form 10-K for fiscal year ended September 30, 2012.
- (3) As of September 30, 2012, and including post-fiscal-year-end grants made in respect of fees earned in fiscal year 2012, each non-employee director held the following aggregate number of Phantom Stock Units: Mr. Beynon 22,093; Mr. Welsh 20,997; Mr. Dowling 10,396; Mr. Gendell 10,031; Mr. Luke 31,362.

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**BUSINESS OF MISCOR**

MISCOR began operations in July 2000 with the purchase of the operating assets of an electric motor and magnet shop in South Bend, Indiana. Through acquisitions and internal growth, MISCOR expanded the nature of its operations as well as its geographic presence, which now includes locations in Indiana, Alabama, Ohio, West Virginia, and California. In April 2004, MISCOR reorganized its operations into a holding company structure, forming Magnetech Integrated Services Corp. to act as the parent company. In September 2005, MISCOR changed its name from Magnetech Integrated Services Corp. to MISCOR Group, Ltd.

Between 2005 and September 2008, MISCOR made a series of acquisitions allowing it to enter into Rail Services and expand its Construction and Engineering Services and Industrial Services businesses. Following experiences in the financial crisis, MISCOR decided to reorient its growth strategy and to intensify its focus on industrial and utility services. In December 2009, MISCOR announced an overall restructuring plan, which it has completed. This plan included the divestiture of MISCOR's subsidiaries in the Rail Services and CES segments to allow for alignment of its operations with its long-term vision and its focus on industrial and utility services. As part of this restructuring, MISCOR divested (i) AMP Canada in December 2009; (ii) its CES subsidiaries, Martell Electric and Ideal, in February 2010; and (iii) AMP in March 2010. In December of 2011, MISCOR announced its intentions to no longer have HKEC, the subsidiary representing its Rail Services segment, as held for sale. While MISCOR sees HKEC as outside of its business strategy focusing on industrial and utility services, MISCOR does see significant value in HKEC and believes it would not obtain the appropriate value for this business if it were to be sold.

Following completion of the sale of the CES subsidiaries and AMP in the first quarter of 2010, MISCOR has since operated primarily in two business segments:

**Industrial Services** Providing maintenance and repair services to several industries including electric motor repair and rebuilding; maintenance and repair of electro-mechanical components for the wind power industry; and the repairing, manufacturing, and remanufacturing of industrial lifting magnets for the steel and scrap industries. To supplement its service offerings, MISCOR also provides on-site maintenance services and custom and standardized industrial maintenance training programs.

**Rail Services** Manufacturing and rebuilding power assemblies, engine parts, and other components related to large diesel engines, and providing locomotive maintenance, remanufacturing, and repair services for the rail industry.

**Business Strategy**

MISCOR's objective is to be a leading provider of integrated mechanical and electrical products and services to industry. To achieve that objective, MISCOR intends to structure itself in order to capitalize on long-term growth opportunities in the wind power and the utility markets as well as the heavy industry market.

**Employees**

At December 31, 2012, MISCOR had 269 employees, of which 67 were salaried and 202 were hourly employees. At that date, approximately 12% of MISCOR's employees were covered by two collective bargaining agreements, one of which expired during August 2011 (and has not been renewed although the parties continue to operate under its terms), with the other expiring in December 2014. MISCOR believes its relations with its employees are good.

**Segment Information**

In December 2009, MISCOR announced an overall restructuring plan, which it has completed. This plan included the divestiture of MISCOR's subsidiaries in the Rail Services and CES segments to allow for alignment of its operations with its long-term vision and its focus on industrial and utility services. Accordingly, MISCOR divested its interest in: (i) AMP Canada in December 2009; (ii) its CES subsidiaries, Martell Electric and Ideal,



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in February 2010; and (iii) AMP in March 2010. It was MISCOR's original intent to sell HKEC, the subsidiary comprising its Rail Services segment. However, in December of 2011, MISCOR announced its intentions to no longer have HKEC listed as held for sale. While MISCOR sees HKEC as outside of its business strategy focusing on industrial and utility services, it does see significant value in HKEC and believes it would not obtain the appropriate value for this business, if it were to be sold. As a result of the divestitures, MISCOR operates in two business segments: Industrial Services and Rail Services.

**Segment Performance**

The following table summarizes financial information concerning our three reportable segments as of and for the years ended December 31, 2012 and 2011 and the three months ended March 31, 2013 and April 1, 2012 (amounts in thousands).

	For the three months ended		For the years ended	
	March 31, 2013	April 1, 2012	December 31, 2012	December 31, 2011
<b>Revenues:</b>				
Industrial Services	\$ 7,089	\$ 8,225	\$ 32,174	\$ 33,849
Rail Services	4,352	4,253	17,528	12,038
Corporate Elimination				
Consolidated	\$ 11,441	\$ 12,478	\$ 49,702	\$ 45,887
<b>Gross Profit:</b>				
Industrial Services	\$ 1,350	\$ 1,820	\$ 6,578	\$ 6,720
Rail Services	1,174	1,208	5,292	2,724
Corporate Elimination				
Consolidated	\$ 2,524	\$ 3,028	\$ 11,870	\$ 9,444
<b>Net income (loss):</b>				
Industrial Services	\$ (323)	\$ 244	\$ (250)	\$ 44
Rail Services	647	740	3,238	1,264
Corporate Elimination	(448)	(169)	1,188	(654)
Consolidated	\$ (124)	\$ 815	\$ 4,176	\$ 654
<b>Total assets:</b>				
Industrial Services	\$ 18,429	\$ 19,755	\$ 18,951	\$ 20,396
Rail Services	4,885	3,987	4,681	3,643
Corporate	2,984	1,022	2,813	745
Consolidated	\$ 26,298	\$ 24,764	\$ 26,445	\$ 24,784

Following is additional information regarding MISCOR's three business segments through March 31, 2013.

*Corporate Segment*

MISCOR's Corporate segment represents shared services provided to and on behalf of the Industrial Services and Rail Services Segments. These services include, but are not limited to, executive management, accounting, environmental, finance, human resources, marketing, safety, and sales.

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All corporate expenses, with the exception of depreciation, interest, federal income taxes, and other income and expense are allocated back to the Industrial Services and Rail Services segments.

#### ***Industrial Services Segment***

MISCOR has organized its Industrial Services segment into one primary business group. This group provides on-site and off-site maintenance and repair services for electro-mechanical equipment.

#### ***Business Strategy***

MISCOR seeks to continue to strengthen and broaden its position as a provider of maintenance service and repair, industrial education and training, and complimentary services to the industries it serves throughout the United States. In addition, MISCOR's strategy is to expand into other geographic markets with respect to the remanufacture and repair services for renewable wind generation facilities and wind generators. To achieve these objectives, MISCOR is pursuing the following business strategies:

Strengthen competitive position in the growing market for outsourcing industrial services. MISCOR believes that participants in the steel, power generation and other industries it serves, in an effort to remain competitive, will increasingly rely on independent contractors to provide maintenance and repair services. MISCOR intends to expand its capabilities to provide its customers an outsourcing solution.

Expand its presence in industries with long-term growth potential, including the wind energy, utility, and heavy industry markets.

#### ***Principal Products, Services, Markets and Distribution***

MISCOR's Industrial Services segment provides maintenance and repair services for both alternating current (AC) and direct current (DC) electro-mechanical devices; including breakers, generators, magnets, motors, transformers, and switchgear. MISCOR's customers operate in a broad range of major industries, including the steel, railroad, marine, petrochemical, pulp and paper, wind energy, mining, automotive, and power generation industries.

The Industrial Services segment accounted for approximately 65% and 74% of total consolidated revenues for the years ended December 31, 2012 and 2011, respectively.

#### ***Marketing and Customers***

The products and services comprising MISCOR's Industrial Services segment are marketed principally by personnel based at its seven locations and independent sales representatives. MISCOR believe that these locations are situated to facilitate timely responses to its customers' needs, which is an important feature of its services. No customer of MISCOR's Industrial Services Segment accounted for more than 10% of its consolidated revenues for the years ended December 31, 2012 and 2011.

#### ***Raw Materials***

The principal raw materials used in MISCOR's Industrial Services segment are copper, raw steel, and various flexible materials. Certain raw materials are obtained from a number of commercial sources at prevailing prices, and MISCOR does not depend on any single supplier for any substantial portion of raw materials. MISCOR sources its copper and raw steel from across the country via multiple sources. The cost to deliver copper and raw steel can limit the geographic areas from which MISCOR can obtain this material. MISCOR attempts to minimize this risk by stocking adequate levels of key components. However, it may encounter problems at times in obtaining the raw materials necessary to conduct its business.



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#### *Competition*

The level of competition MISCOR faces varies depending on the electro-mechanical device and the region of the country. While MISOCR tends to compete with various original equipment manufacturers, such as General Electric Company, most of its primary competitors are local electro-mechanical maintenance and repair service shops within their specific region of the United States.

Participants in MISCOR's industry compete primarily on the basis of service, quality, timeliness, and price. In general, competition stems from other outside service contractors and customers' in-house maintenance departments. MISOCR believes it has competitive advantages over most service contractors due to the quality, training and experience of its technicians, its regional service capability and the broad range of services it provides, as well as the technical support and manufacturing capabilities supporting its service network.

#### *Foreign Sales*

MISCOR's Industrial Services segment derives a portion of its revenues from foreign customers. Foreign sales for the years ended December 31, 2012 and 2011 were approximately \$745,000 or 2.3%, and \$600,000, or 1.8%, of the total revenues of this segment, respectively. Revenues from sales to foreign customers for the Industrial Services segment are denominated in U.S. dollars.

#### *Backlog*

At May 31, 2013, the backlog of MISCOR's Industrial Services segment was approximately \$2.634 million compared to \$4.600 million as of December 31, 2012, and \$4.700 million at December 31, 2011. Backlog represents the amount of revenue that MISCOR expects to realize from work to be performed on uncompleted contracts, work in progress, time and material work orders, and from contractual agreements upon which work has not commenced. The decline in its backlog is due to the timing of orders received from its customers. Contracts included in backlog may have provisions which permit cancellation or delay in their performance by the customer, and there can be no assurance that any work orders included in backlog will not be modified, canceled or delayed.

#### *Working Capital*

With respect to MISCOR's Industrial Services segment, its customers typically compensate it for services performed upon completion of a given project or on an agreed upon progress payment schedule for larger projects. Therefore, MISCOR must have sufficient working capital to permit it to undertake its services and to carry the appropriate inventory level of spare parts and equipment throughout the duration of a project. For further discussion of MISCOR's working capital and borrowing facilities, see MISCOR Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources for the Years Ended December 31, 2012 and 2011.

#### *Seasonality and Quarterly Fluctuations*

MISOCR's revenues from the Industrial Services segment may be affected by the timing of scheduled outages at its industrial customers' facilities and by weather conditions with respect to projects conducted outdoors, but the effects of seasonality on revenues in its industrial services business are insignificant. The effects of seasonality may be offset by the timing of large individual contracts, particularly if all or a substantial portion of the contracts fall within a one- to two-quarter period. Accordingly, MISCOR's quarterly results may fluctuate and the results of one fiscal quarter may not be representative of the results of any other quarter or of the full fiscal year.

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#### ***Rail Services Segment***

##### *Business Strategy*

In March 2005, MISCOR acquired certain assets related to the diesel engine operations of Hatch & Kirk, Inc. located in Hagerstown, Maryland and Weston, West Virginia. This acquisition launched the Rail Services Group and the diesel engine components business of MISCOR's Rail Services segment, which is conducted through HKEC.

In December 2009, MISCOR announced its plan to sell its HKEC subsidiary in order to focus on its core industrial services operations. Due to favorable results from its ongoing profit improvement plan and restructuring activities, in December 2011, MISCOR assessed the classification of HKEC and found it to be in MISCOR's best interest to forego selling HKEC. While MISCOR sees HKEC as non-core to its business model, it does see significant value in HKEC and believes it would not obtain the appropriate value for this business, if it were to be sold in today's economic environment.

##### *Principal Products, Services, Markets and Distribution*

HKEC manufactures and remanufactures power assemblies for large diesel engines used in the rail, marine, and power industries. HKEC also engineers, manufactures and sells other related components parts for these large engines. HKEC customers include companies that use, manufacture, or distribute diesel engines and related components for the railroad, utilities, maritime, and offshore drilling industries.

HKEC accounted for approximately 35% and 26% of total consolidated revenues for the years ended December 31, 2012 and 2011, respectively.

##### *Marketing and Customers*

The products and services comprising HKEC are marketed principally by personnel based at its two locations and independent sales representatives. Two customers accounted for more than 10% of HKEC's sales during the year ended December 31, 2012. These two customers accounted for 78% and 68% of HKEC's sales for the years ended December 31, 2012 and 2011, respectively. Union Pacific, Inc. accounted for 40% and CSX, Inc., accounted for 38% of HKEC's revenues during the year ended December 31, 2012. During the year ended December 31, 2011, only one customer accounted for more than 10% of HKEC's sales. CSX, Inc. accounted for 59% of HKEC's revenues for that period. The loss of either of these customers would have a material adverse effect on MISCOR.

##### *Raw Materials*

The principal raw materials used in MISCOR's diesel engine components business are scrap and raw steel, aluminum, alloys, and molds. Certain raw materials are obtained from a number of commercial sources at prevailing prices, and MISCOR does not depend on any single supplier for any substantial portion of raw materials. However, it is sometimes difficult to obtain adequate quantities of scrap steel and alloys at competitive prices. MISCOR attempts to minimize this risk by stocking adequate levels of key components. However, MISCOR encountered, and may continue to encounter, problems at times in obtaining the raw materials necessary to conduct its diesel engine components business.

##### *Competition*

MISCOR's two largest competitors in the diesel engine components market are General Electric and the former Electro Motive Diesel division of Caterpillar Corporation. MISCOR believes that its HKEC subsidiary is the largest supplier of diesel engine components in the United States that is not an original equipment manufacturer, based on revenues for the year ended December 31, 2012. There are a number of smaller competitors.

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Participants in this industry compete primarily on the basis of service, quality, timeliness, and price. In general, competition stems from other outside service contractors and customers in-house maintenance departments.

*Foreign Sales*

For the years ended December 31, 2012 and 2011, HKEC's foreign sales were \$3.008 million, or 17%, of total segment revenues, and \$2.400 million, or 20%, of total segment revenues, respectively. There are no sales denominated in currencies other than the U.S. dollar.

*Backlog*

At May 31, 2013, the backlog of HKEC was approximately \$2.634 million compared to \$3.200 million at December 31, 2012, and \$3.100 million at December 31, 2011. The fluctuations are due to contracts in place with CSX, Inc. and Union Pacific, Inc. Backlog represents the amount of revenue that MISCOR expects to realize from work to be performed on uncompleted contracts, work in progress, time and material work orders, and from contractual agreements upon which work has not commenced. Contracts included in backlog may have provisions which permit cancellation or delay in their performance by the customer, and there can be no assurance that any work orders included in backlog will not be modified, canceled, or delayed.

*Working Capital*

For its product sales, HKEC's customers typically pay within 30 to 60 days from the date of shipment, while some foreign customers typically pay within 90 days. HKEC's customers typically compensate us for services performed upon completion of a given project. Therefore, HKEC is required to have sufficient working capital to permit it to undertake its services and to carry the appropriate inventory level of spare parts and equipment throughout the duration of a project. For further discussion of MISCOR's working capital and borrowing facilities, see MISCOR Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources for the Years Ended December 31, 2012 and 2011.

*Seasonality and Quarterly Fluctuations*

The effects of seasonality on revenues for HKEC are insignificant. The effects of seasonality may be offset by the timing of a large individual contract, particularly if all or a substantial portion of the contracts fall within a one- to two-quarter period. Nevertheless, HKEC's quarterly results may fluctuate and the results of one fiscal quarter may not be representative of the results of any other quarter or of the full fiscal year.

**PROPERTY OF MISCOR**

As of March 31, 2013 and December 31, 2012, MISCOR conducted its business from nine locations in the United States. MISCOR leases facilities in Hammond and Merrillville, Indiana; Hagerstown, Maryland; Boardman and Massillon, Ohio; Huntington, West Virginia; and Visalia, California. MISCOR's leases have terms expiring at various times through November 2017, with annual base rental payments ranging from \$61 to \$566. MISCOR also leased a facility in South Bend, Indiana that served as the previous site of its corporate office before its move to Massillon, Ohio, but that lease obligation expired in May 2012; MISCOR discontinued a month-to-month lease obligation in July 2012. MISCOR owns its facilities in Weston, West Virginia and Saraland, Alabama.

MISCOR's Hagerstown, Maryland and Weston, West Virginia facilities are used in the Rail Services segment. The other facilities are used in the Industrial Services segment of MISCOR's business. MISCOR maintains its executive offices at MISCOR's Massillon, Ohio facility.

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MISCOR believes that its existing facilities are adequate to meet current requirements and that suitable additional or substitute space would be available on commercially reasonable terms as needed to accommodate any expansion of its operations.

MISCOR leases its Hammond, Indiana, and Boardman, Ohio facilities from companies controlled by its Chairman under agreements expiring in August 2015. Renewal options are available for each property. MISCOR leases the Hagerstown, Maryland facility from a partnership, one partner of which is vice president of HKEC, under an agreement expiring in July 2016. MISCOR leases the Massillon, Ohio facility from a partnership, one partner of which is a former officer of MIS, under an agreement expiring in November 2017. MISCOR leases its Merrillville, Indiana, Huntington, West Virginia, and Visalia, California facilities from unrelated parties under agreements expiring before November 2016. Total rent expense for all facility leases was approximately \$1.388 million and \$1.226 million for the years ended December 31, 2012 and 2011, respectively, including \$0.968 million and \$1.020 million, respectively to related parties.

**MISCOR LEGAL PROCEEDINGS**

MISCOR is periodically involved in ordinary routine litigation incidental to its business. In MISCOR's opinion, there are no material pending legal proceedings the resolution of which is expected to have a material adverse effect on its consolidated results of operations, cash flows, or financial position.

**MISCOR DIRECTORS AND EXECUTIVE OFFICERS**

The names of MISCOR's directors and executive officers and their ages, positions, and biographies as of December 31, 2012, are set forth below. MISCOR's executive officers are appointed by, and serve at the discretion of, the MISCOR board of directors. There are no family relationships among any of MISCOR's directors and executive officers. The MISCOR board of directors did not select any current director or executive officer pursuant to any arrangement or understanding between a current director and any other person. The business address and phone number for each of MISCOR's officers and directors is 800 Nave Road, SE, Massillon, Ohio 44646 and (330) 830-3500, respectively.

*William J. Schmuhl, Jr.*, 69, has been a director of MISCOR and a member of the Compensation Committee of the MISCOR board of directors since October 2005. Since August 2001, Mr. Schmuhl has been a member of the teaching faculty in the Mendoza College of Business at the University of Notre Dame. He also serves as Chairman of the Board of Directors of Heywood Williams USA, Inc., a manufacturer and distributor of products for the manufactured housing and recreational vehicle industries, where he has served since 1996. Mr. Schmuhl is also a director of JSJ Corporation, a manufacturer of automotive parts, furniture, and specialty products, and Rieth-Riley Construction Co., Inc., a paving contractor. Mr. Schmuhl chairs the audit committees of the boards of directors of JSJ Corporation and Rieth-Riley Construction Co., Inc. Mr. Schmuhl served as a director of Heywood Williams Group, PLC, a UK-based specialty distributor, until November 2009. He is an attorney and certified public accountant.

*John A. Martell*, 57, is the founder of MISCOR, has been Chairman of the MISCOR board of directors since April 2004, and was Chief Executive Officer and President from April 2004 until February 3, 2010. Mr. Martell is currently the President and owner of Martell Electric, LLC ( Martell Electric ). Mr. Martell was Chief Executive Officer of MISCOR's subsidiary Magnetech Industrial Services, Inc. from November 2001 until February 3, 2010, and President of MISCOR's subsidiary HK Engine Components, LLC from February 2005 until February 3, 2010. On February 3, 2010, MISCOR sold its Construction and Engineering Services business, consisting of Ideal Consolidated, Inc., of which Mr. Martell had been President since October 2008, and Martell Electric, of which Mr. Martell had been President since December 2001, to Mr. Martell and his wife. Mr. Martell is registered as a Professional Engineer in Indiana and Michigan.

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*Michael D. Topa*, 56, joined MISCOR in May 2009 as MISCOR's treasury consultant and was MISCOR's interim Chief Financial Officer from June 2009 until his resignation effective December 31, 2010. Mr. Topa was appointed to serve as a member of the MISCOR board of directors on January 21, 2010. Currently, Mr. Topa is CFO of Towne Air Freight, Inc., a leading asset-light provider of premium air cargo ground transportation services and logistics management solutions, headquartered in South Bend, Indiana.

*Michael P. Moore*, 56, joined MISCOR on June 14, 2010, and serves as President and Chief Executive Officer of MISCOR Group Ltd., Magnetech Industrial Services, and HK Engine Components and was appointed to the MISCOR board of directors in 2011. He formerly served as president of Emerald Performance Materials, a Lubrizol divestiture and leading supplier of niche chemicals to the automotive, food, textile, and other industrial and consumer markets with annual revenues of approximately \$400 million. Mr. Moore has extensive experience in manufacturing services, operations, and business having held a variety of senior positions in Lubrizol, Noveon, and BF Goodrich.

*Marc Valentin*, CPA, CGMA, 45, joined MISCOR in October of 2010 as Corporate Controller and was promoted to Chief Accounting Officer on January 4, 2011, effective January 1, 2011. Prior to joining MISCOR, from 2007 to 2010, Mr. Valentin served as the Vice President of Finance for Maverick Corporate Management, LLC, a Smithville, Ohio fabricator of steel products for agriculture, energy, and food processing. From 2004 to 2007, he served as Senior Vice President and Chief Financial Officer of National Bancshares Corporation/First National Bank of Orrville, Ohio, a community bank. From 1996 to 2004, Mr. Valentin served as Business Unit Controller of Bekaert Corporation/Contours, Ltd., an Orrville, Ohio manufacturer of cold-drawn and cold-rolled wire products. Mr. Valentin has served as a director on a number of not-for-profit boards in Medina and Wayne counties of Northeast Ohio, including Hospice of Wayne County, Ohio, the Orrville Chamber of Commerce, and Dunlap Memorial Hospital. Mr. Valentin is a certified public accountant licensed in the State of Ohio.

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**MISCOR MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATION**

**Overview**

MISCOR began operations in July 2000 with the purchase of the operating assets of an electric motor and magnet shop in South Bend, Indiana. Through acquisitions and internal growth, MISCOR expanded the nature of its operations as well as its geographic presence, which now includes locations in Indiana, Alabama, Ohio, West Virginia, and California.

Following completion of the sale of the CES subsidiaries and AMP in the first quarter of 2010, MISCOR has since operated primarily in two business segments:

**Industrial Services** Providing maintenance and repair services to several industries including electric motor repair and rebuilding; maintenance and repair of electro-mechanical components for the wind power industry; and the repairing, manufacturing, and remanufacturing of industrial lifting magnets for the steel and scrap industries. To supplement its service offerings, MISCOR also provides on-site maintenance services and custom and standardized industrial maintenance training programs.

**Rail Services** Manufacturing and rebuilding power assemblies, engine parts, and other components related to large diesel engines, and providing locomotive maintenance, remanufacturing, and repair services for the rail industry.

MISCOR's objective is to be a leading provider of integrated mechanical and electrical products and services to industry. To achieve that objective, MISCOR intends to structure itself in order to capitalize on long-term growth opportunities in the wind power and the utility markets as well as the heavy industry market. As of July 24, 2013, the latest practicable date prior to the record date, there were 65 holders of record of MISCOR common stock. For additional information on the business of MISCOR, please refer to **Business of MISCOR** of this joint proxy statement/prospectus.

**Recent Developments**

In December 2012, MISCOR entered into a new credit agreement (the **PNC Credit Agreement**) with PNC Bank, National Association ( **PNC Bank** ) which established a \$6.5 million line of credit note (the **Line of Credit** ) and a \$2.5 million term note (the **Term Note**, and, together with the Line of Credit, the **PNC Credit Facility** ). The PNC Credit Facility replaced MISCOR's previous credit facility with Wells Fargo (the **Wells Fargo Credit Facility** ). Initial borrowings under the PNC Credit Facility were used to repay outstanding obligations under the Wells Fargo Credit Facility and to pay off MISCOR's outstanding subordinated debt. MISCOR believes that the more favorable terms under the PNC Credit Facility compared to those in the Wells Fargo Credit Facility primarily reflect its improved financial and operating results and MISCOR's enhanced liquidity, as well as more favorable conditions in the credit markets. The PNC Credit Facility allows MISCOR to significantly reduce its borrowing rates compared to the rates under the Wells Fargo Credit Facility and its subordinated debt, as well as its banking fees. The PNC Credit Agreement contains certain financial and other covenants. In the event MISCOR is unable to achieve the results required in its covenants, MISCOR may have future debt covenant violations and the lender could claim a default and demand repayment. If PNC Bank demands immediate repayment of the outstanding borrowings under the PNC Credit Facility, MISCOR does not currently have means to repay or refinance the amounts that would be due. If demanded, and if MISCOR were unable to repay or refinance the amounts due under the PNC Credit Facility, PNC Bank could exercise its contractual remedies, including foreclosing on substantially all of MISCOR's assets, which MISCOR pledges as collateral to secure its obligations under the PNC Credit Facility.

During 2012, MISCOR continued to focus its efforts to maintain the generation of positive operating cash flow, pay off its subordinated debt and extend or refinance the Wells Fargo Credit Facility. MISCOR continues its efforts to enhance its future cash flows and to improve profitability. These improvements include efforts to collect accounts receivable at a faster rate, decrease inventory levels, improve operating margins, and negotiate extended terms with its vendors.



**Table of Contents****Index to Financial Statements****Financing Matters**

On December 24, 2012, MISCOR executed the PNC Credit Agreement with PNC Bank, which established the Line of Credit and the Term Note. Initial borrowings under the PNC Credit Facility were used to repay outstanding obligations under the Wells Fargo Credit Facility, and to pay off MISCOR's outstanding subordinated debt. The PNC Credit Facility enabled MISCOR to reduce its borrowing rates for its long-term debt.

The Line of Credit allows for borrowings up to the lesser of (i) \$6.5 million; and (ii) an amount equal to the sum of 85% of eligible accounts receivable and 50% of eligible inventory. Additionally, the Line of Credit allows for Letter(s) of Credit in the aggregate at any time outstanding not to exceed \$1.5 million. The Line of Credit bears interest at a rate per annum equal to the Daily LIBOR Rate plus the applicable LIBOR Margin, which is a function of the ratio of Funded Debt to Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA). From December 24, 2012 until the Funded Debt to EBITDA ratio is determined from MISCOR's consolidated financial statements for the period ending March 31, 2013, the applicable LIBOR Margin will be 2.75%. Once the Funded Debt to EBITDA ratio is determined, the applicable LIBOR Margin and Unused Commitment Fee will be adjusted as of the first day of the second month following the end of each calendar quarter as set forth in the table below:

Funded Debt/EBITDA	LIBOR Margin	Unused Commitment Fee
Greater than or equal to 2.50:1.00	Default	Default
Greater than or equal to 1.75:1.00 and less than 2.50:1.00	2.25%	0.20%
Greater than or equal to 1.00:1.00 and less than 1.75:1.00	1.75%	0.20%
Less than 1.00:1.00	1.25%	0.20%

The expiration date of this Line of Credit is December 24, 2014.

The Term Note provided as part of the PNC Credit Facility is for the amount of \$2.5 million, together with interest accruing on the outstanding principal balance from December 24, 2012. The Term Note bears interest at a rate per annum equal to the Daily LIBOR Rate plus the applicable LIBOR Margin, which is a function of MISCOR's ratio of Funded Debt to EBITDA. From December 24, 2012 until the Funded Debt to EBITDA ratio is determined from MISCOR's consolidated financial statements for the period ending March 31, 2013, the applicable LIBOR Margin will be 3.00%. Once the Funded Debt to EBITDA ratio is determined, the applicable LIBOR Margin will be adjusted as of the first day of the second month following the end of each calendar quarter as set forth in the table below:

Funded Debt/EBITDA	LIBOR Margin
Greater than or equal to 2.50:1.00	Default
Greater than or equal to 1.75:1.00 and less than 2.50:1.00	2.50%
Greater than or equal to 1.00:1.00 and less than 1.75:1.00	2.00%
Less than 1.00:1.00	1.50%

MISCOR is obligated to make equal monthly installments of approximately \$42,000, commencing on January 24, 2013, and continuing on the same day of each month thereafter. Interest shall be payable at the same time as the principal payments. Any outstanding principal and accrued interest shall be due and payable in full on December 24, 2017.

Terms of the PNC Credit Facility require MISCOR to meet two financial covenants:

1. Maintain as of the end of each fiscal quarter, on a rolling four quarters basis, a ratio of Funded Debt to EBITDA of less than or equal to 2.50 to 1.00 at close and at December 31, 2012; and 2.25 to 1.00 at December 31, 2013 and thereafter; and
2. Maintain as of the end of each fiscal quarter, on a rolling four quarters basis, a Fixed Charge Coverage Ratio of greater than or equal to 1.25 to 1.00.





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In connection with establishing the PNC Credit Facility, MISCOR paid total closing fees of \$8,000 and entered into a Security Agreement in favor of PNC Bank, which granted PNC Bank a security interest in all of MISCOR's assets. Additionally, MISCOR's subsidiaries Magnetech Industrial Services, Inc. (MIS) and HKEC each entered into both a Security Agreement (also granting PNC Bank a security interest in all their assets, including certain equipment and fixtures) and a Guaranty Agreement in favor of PNC Bank.

Initial borrowings under the Line of Credit and Term Note were used to pay off all borrowings under the Wells Fargo Credit Facility and all subordinated debt of MISCOR owed to John A. Martell, BDeWees, Inc., and XGen III, Ltd. Accordingly, on December 24, 2012, MISCOR made payments to BDeWees Inc., XGen III Ltd., and John A. Martell in the amounts of \$0.763 million, \$0.763 million, and \$0.653 million, respectively.

Before MISCOR established the PNC Credit Facility, MISCOR's primary lender was Wells Fargo under the Wells Fargo Credit Facility. Over the course of 2010, 2011, and 2012, MISCOR entered into a series of amendments to the Credit and Security Agreement with Wells Fargo, as well as several letter agreements with Wells Fargo. These amendments and letter agreements extended the duration of the Wells Fargo Credit Facility and allowed MISCOR to pursue certain business initiatives and manage its relationships with its subordinated creditors without breaching its agreement with Wells Fargo. Additionally, Wells Fargo agreed to adjust or waive certain covenants and restrictions. For these accommodations, MISCOR paid Wells Fargo total fees of \$0.100 million in 2010 and \$50,000 in 2011.

**Prior Financing Transactions Involving Tontine**

For a description of certain financing transactions that MISCOR has entered into with Tontine, please see Special Factors Relationship with Tontine Relationship between MISCOR and Tontine beginning on page 97.

**Operating Results**

***Year Ended December 31, 2012 Compared to Year Ended December 31, 2011***

*Revenues.* Total revenues increased by \$3.815 million, or 8.3%, to \$49.702 million in 2012 from \$45.887 million in 2011. This increase is comprised of a \$2.661 million, or 8.7%, decrease in service revenues and a \$6.476 million, or 42.5%, increase in product sales. Industrial Services revenues decreased by \$1.675 million, or 5.0%, while revenues for Rail Services increased \$5.490 million, or 45.6%. The decrease in the service revenues represents lower demand for these services in the market place, specifically field service. The increase in product sales is primarily related to demand for engine components produced by MISCOR's HKEC unit.

*Gross Profit.* Total gross profit in 2012 was \$11.870 million, or 23.9%, of total revenues compared to \$9.444 million, or 20.6%, of total revenues in 2011. This represents an increase of \$2.426 million, or 25.7%. This increase is comprised of a \$2.039 million, or 35.4%, decrease in gross profit related to service revenues and \$4.465 million, or 121.4%, increase in gross profit related to product sales. Industrial Services gross profit decreased by \$142,000, or 2.1%, while gross profit for Rail Services increased \$2.568 million, or 94.3%. Gross profit declined proportionally less than the revenue decline for both service revenues and Industrial Services, as MISCOR was able to improve its operational efficiencies and eliminate cost and redundant processes. However, gross profit associated with service revenues was negatively impacted by a number of large quoted jobs not achieving optimal efficiencies. Product sales gross profit increased due to price increases, volume increases, and MISCOR's ability to eliminate costs and improve operational efficiencies.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses, increased to \$8.796 million in 2012 from \$8.247 million in 2011. This represents an increase of \$549,000, or 6.7%. Selling expenses were 5.8% of total revenues in 2012 and 5.5% of total revenues 2011. Overall, selling expenses increased \$375,000, or 15%, to \$2.877 million in 2012 from \$2.502 million in 2011. This increase is primarily attributed to increasing the number of salesmen in Industrial Services and increased commission expense in Rail Services.

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Selling expenses for Industrial Services were 6.9% of Industrial Services revenues in 2012 and 5.7% of Industrial Services revenues in 2011. Selling expenses for Rail Services were 3.3% of Rail Services revenues in 2012 and 4.4% of Rail Services revenues in 2011. General and administrative expenses increased \$174,000, or 3.0%, to \$5.919 million in 2012 from \$5.745 million in 2011. The increase in general and administrative expenses is attributed to increased consulting expenses. General and administrative expenses were 11.9% and 12.5% of total revenues for 2012 and 2011, respectively. General and administrative expenses for Industrial Services were 13.8% of Industrial Service revenues for 2012 and 13.8% of Industrial Services revenues for 2011. General and administrative expenses for Rail Services were 8.3% of Rail Services revenues for 2012 and 8.4% of Rail Services revenues for 2011.

*Income from Operations.* Income from operations improved \$1.877 million from \$1.197 million in 2011 to \$3.074 million in 2012. This improvement is directly attributable to increased gross profit as a result of increased product sales. Industrial Services generated loss from operations of \$71,000 in 2012. This is a decline of \$179,000, or 165.7%, from income from Industrial Services of \$108,000 in 2011. Rail Services generated income from operations of \$3.252 million in 2012, an improvement of \$2.044 million, or 169.2%, from income from operations of \$1.208 million in 2011.

*Interest Expense and Other Expense (Income).* Interest expense decreased by \$232,000, or 23.9%, to \$737,000 in 2012 from \$969,000 in 2011. This reduction is the result of MISCOR's reduced level of high cost subordinated debt and the benefits of the credit facility MISCOR renegotiated with Wells Fargo in 2011. Other expense increased \$450,000 to \$24,000 of expense in 2012 from \$426,000 of income in 2011. The increase in other expense is predominantly attributed to the recovery in various legal matters and a \$100,000 non-refundable deposit which was recognized as income when a potential buyer of HKEC did not complete a transaction during 2011.

*Income Tax Benefit.* Prior to December 31, 2012, the amount of objectively-measured negative evidence related to cumulative losses in the most recent three-year period outweighed the available positive evidence regarding the realization of MISCOR's deferred tax assets. By the end of 2012, cumulative taxable losses were offset by recent operating performance, which included positive results for both 2011 and 2012. The improvement in profitability has been driven by the complete refinancing of MISCOR's debt with significant reductions in borrowing costs and improved operational performance through restructuring and cost controls. The historical factors that drive the minimal cumulative loss have reduced significantly because of the significant reduction in finance costs through the refinancing, and MISCOR's aligned cost structure results in the more likely than not realization of certain of the deferred future tax benefits. Hence, MISCOR recorded a \$1.942 million income tax benefit in 2012 for the reversal of a portion of the valuation allowance previously established against the deferred tax assets, reflecting the portion of the deferred tax assets it reasonably estimates to be realized in 2013. Due to economic uncertainty beyond the immediate future, MISCOR has not reversed the valuation allowance in excess of \$1.942 million.

*Net Income.* Net income was \$4.176 million in 2012 as compared to \$654,000 in 2011. This is an increase of \$3.522 million, or 538.5%. The improvement is due to the increase in income from operations, as well as the income tax benefit associated with the partial reversal of valuation allowances previously established against deferred tax assets, as described above.

**Table of Contents****Index to Financial Statements***Earnings Before Interest Expense, Income Taxes, Depreciation, and Amortization ( EBITDA )*

Consolidated EBITDA increased by \$1.071 million from \$3.644 million for the year ended December 31, 2011 to \$4.715 million for the year ended December 31, 2012. The increase in Consolidated EBITDA is primarily a result of increased profitability during the year ended December 31, 2012. See *Operating Results* above for details of the increase in profitability.

	Year Ended December 31, (Amounts in 000s)	
	2012	2011
EBITDA		
Net income	\$ 4,176	\$ 654
Reduction:		
Income Taxes	(1,863)	
Add back:		
Interest Expense	737	969
Depreciation and amortization	1,665	2,021
EBITDA(1)	\$ 4,715	\$ 3,644

- (1) EBITDA represents earnings before interest expense, income taxes, depreciation, and amortization. MISCOR management believes EBITDA is useful in evaluating MISCOR's operating performance compared to that of other companies in MISCOR's industry because the calculation of EBITDA generally eliminates the effects of financing and income taxes and the accounting effects of capital spending and acquisitions. MISCOR management believes EBITDA is useful to investors to assist them in getting a more accurate picture of MISCOR's results from operations.

However, EBITDA is not a recognized measurement under generally accepted accounting principles ( GAAP ) and when analyzing MISCOR's operating performance, readers should use EBITDA in addition to, and not as an alternative for, net income as determined in accordance with GAAP. Because not all companies use identical calculations, MISCOR's presentation of EBITDA may not be comparable to similarly titled measures of other companies. Furthermore, EBITDA is not intended to be a measure of free cash flow for MISCOR management's discretionary use, as it does not consider certain cash requirements such as tax and debt service payments. The amounts shown for EBITDA also differ from the amounts calculated under similarly titled definitions in MISCOR's debt instruments, which are further adjusted to reflect certain other cash and non-cash charges and are used to determine compliance with financial covenants and MISCOR's ability to engage in certain activities, such as incurring additional debt and making certain restricted payments.

***Year Ended December 31, 2011 Compared to Year Ended December 31, 2010***

**Revenues.** Total revenues attributed to continuing operations increased by \$5.105 million or 12.5% to \$45.887 million in 2011 from \$40.782 million in 2010. This increase is comprised of a \$2.360 million or 8.3% increase in service revenues and a \$2.745 million or 22.0% increase in product sales. Industrial Services revenues increased by \$0.781 million or 2.4%, while revenues for the Rail Services increased \$3.612 million or 42.9%. The increase in the service revenues represents a concerted effort to re-establish MISCOR in the market place, as well as a general economic recovery in the markets it serves, resulting in increases in volume and selling price. The increase in product sales is primarily related to demand for engine components produced by MISCOR's HKEC unit.

**Gross Profit.** Total gross profit in 2011, attributed to continuing operations, was \$9.444 million or 20.6% of total revenues compared to \$6.947 million or 17.0% of total revenues in 2010. This represents an increase of \$2.497 million or 36.1%. This increase is comprised of a \$1.323 million or 29.8% increase in service revenues and \$1.174 million or 47.3% in product sales. Industrial Services gross profit increased by \$1.002 million or 17.5%, while gross profit for the Rail Services increased \$1.620 million or 146.7%. In all cases, service revenue and product sales gross profit increased due to MISCOR's ability to eliminate costs and improve operational

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efficiencies. Included as a reduction against gross profit in 2011 is a \$0.183 million charge related to 2010 depreciation on HKEC. In 2010, HKEC was held-for-sale and accordingly no depreciation was taken. Based on MISCOR's decision to not sell HKEC, MISCOR was required to record depreciation for 2010 during the year ended December 31, 2011.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses excluding goodwill impairment in 2010, attributed to continuing operations decreased to \$8.247 million in 2011 from \$9.513 million in 2010. Selling expenses were 5% of total revenues in 2011 and 7% of total revenues 2010. Selling expenses for Industrial Services were 6% of Industrial Services revenues in 2011 and 7% of Industrial Services revenues in 2010. Selling expenses for Rail Services were 4% of Rail Services revenues and 6% of Rail Services revenues in 2010. General and administrative expenses decreased 13% to \$5.744 million in 2011 from \$6.591 million in 2010. This decrease in expenditures was accomplished through reduced staffing, reduced consulting fees, spending freezes, closure of MISCOR's South Bend, Indiana, corporate office, and reduced bad debts. General and administrative expenses were 12% and 17% of total revenues for 2011 and 2010, respectively. General and administrative expenses for Industrial Services were 14% of Industrial Service revenues for 2011 and 15% of Industrial Services revenues for 2010. General and administrative expenses for Rail Services were 8% of Rail Services revenues in 2011 and 12% of Rail Service revenues in 2010.

*Goodwill Impairment.* During 2010, there was \$7.831 million of goodwill impairment charges related to the Industrial Services segment. This charge represents the write down of goodwill in the amount of the excess of the previous carrying value of goodwill over the implied fair value of goodwill.

*Income (Loss) from Operations.* Income from operations improved \$1.594 million from (\$10.397 million) in 2010 to \$1.197 million in 2011. This improvement is directly attributable to increased gross profit, reduced selling, general and administrative expenses, and the goodwill impairment charge during the year ended December 31, 2010. Industrial Services generated a loss from operations of \$0.401 million in 2011. This is an improvement of \$9.173 million from a loss from operations of \$9.574 million in 2010. Rail Services generated income from operations of \$1.264 million in 2011 or an improvement of \$1.659 million from loss from operations of \$0.395 million in 2010.

*Interest Expense and Other Expense (Income).* Interest expense increased in 2011 to \$0.969 million from \$0.902 million in 2010. Although MISCOR is carrying significantly less debt on its books and was able to renegotiate its credit facility with Wells Fargo, effectively reducing the interest rate by approximately 39%, the interest related to certain of MISCOR's subordinated debt increased during November 2010, thus, MISCOR felt the full effects of this increase during 2011. For 2011, MISCOR reported other income of \$0.426 million, compared to other expense of \$0.178 million for 2010, as 2011 included the recovery in various legal matters and a \$0.100 million non-refundable deposit which was recognized as income when a potential buyer of HKEC did not complete a transaction.

*Income (Loss) from Continuing Operations.* Net income was \$0.654 million in 2011 and net loss was (\$11.477 million) in 2010. The improvement is due to the increase in income from operations, as described above.

*Provision for Income Taxes.* MISCOR has experienced tax net operating losses in each year since it commenced operations. MISCOR is uncertain as to whether it will be able to utilize these tax losses before they expire. Accordingly, MISCOR has provided a valuation allowance for the income tax benefits associated with these net future tax benefits which primarily relates to cumulative net operating losses, until such time profitability is reasonably assured and it becomes more-likely-than-not that MISCOR will be able to utilize such tax benefits.

*Loss from Discontinued Operations.* For 2010, MISCOR's CES segment and the AMP portion of its Rail Services segment have been classified as discontinued operations. Net loss from discontinued operations was \$0 in 2011 versus a net loss of \$0.412 million in 2010. During 2011, MISCOR did not have any discontinued operations. The loss in 2010 is due to the operating loss associated with these businesses, partially offset by realized gains of \$0.314 million upon the sale of those businesses.

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*Net Income (Loss).* Net income was \$0.654 million in 2011 and net loss was (\$11.889 million) in 2010. As indicated above, the improvement year over year is due to improved gross margins; reduced expenditures related to selling, general and administrative expenses; the goodwill impairment charge during 2010; and the elimination of losses related to divested businesses.

***Three Months Ended March 31, 2013 Compared to Three Months Ended April 1, 2012***

*Revenues.* Total revenues decreased by \$1.037 million or 8.3% to \$11.441 million for the three months ended March 31, 2013 from \$12.478 million for the three months ended April 1, 2012. This decrease is comprised of a \$0.88 million or 12.7% decrease in service revenues and a \$0.155 million or 2.8% decrease in product sales. Industrial Services revenues decreased by \$1.136 million or 13.8%, while revenues for the Rail Services segment increased \$0.099 million or 2.3%. The decrease in the service revenues represents low demand in the market place, primarily due to customer fiscal cliff concerns during the first half of the three months ended March 31, 2013. The increase in product sales is primarily related to demand for engine components produced by MISCOR's Rail Services unit.

*Gross Profit.* Total gross profit for the three months ended March 31, 2013 was \$2.524 million or 22.1% of total revenues compared to \$3.028 million or 24.3% of total revenues for the three months ended April 1, 2012. This represents a decrease of \$0.504 million or 16.6%. The decrease is comprised of a decline in gross profits of \$0.385 million or 38.0% in service revenues and a decrease in gross profits of \$0.119 million or 5.9% in product sales. Industrial Services gross profit decreased by \$0.470 million or 25.8%, while gross profit for the Rail Services decreased \$0.034 million or 2.8%. The decline in gross profits associated with service revenues is due to a decline in sales volume for the three months ended March 31, 2013. Additionally, as a result of a soft market, MISCOR was required to reduce its selling price, and consequentially its gross profit, on various projects, in order to obtain the projects. Although product sales reflected a slight increase in sales, gross profit decreased due to mix of customer sales, as MISCOR experienced an increase in sales for lower gross profit customers.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses attributed to operations increased to \$2.578 million for the three months ended March 31, 2013 from \$2.014 million for the three months ended April 1, 2012. This is an increase of \$0.564 million or 28.0%. Selling expenses were \$0.725 million or 6.3% of total revenues for the three months ended March 31, 2013 and \$0.726 million or 5.8% of total revenues for the three months ended April 1, 2012. While selling expenses remained constant for the three months ended March 31, 2013, when compared to the three months ended April 1, 2012, commissions declined as a result of the decline in sales. However these savings were offset by recruiting fees incurred to hire additional sales personnel. Selling expenses for Industrial Services were \$0.545 million or 7.7% of Industrial Services revenue for the three months ended March 31, 2013 and \$0.569 million or 6.9% of Industrial Services revenues for the three months ended April 1, 2012. Selling expenses for Rail Services were \$0.157 million or 3.6% of Rail Services revenues for the three months ended March 31, 2013 and \$0.148 million or 3.5% of Rail Services revenues for the three months ended April 1, 2012. General and administrative expenses increased \$0.565 million or 43.9% to \$1.853 million for the three months ended March 31, 2013 from \$1.288 million for the three months ended April 1, 2012. This increase is due to professional fees incurred related to the preparation, processing and filing of MISCOR's Form S-1 registration statement with the Securities and Exchange Commission, and professional fees incurred related to its pending merger with IES. General and administrative expenses were 16.2% and 10.3% of total revenues for three months ended March 31, 2013 and April 1, 2012, respectively. General and administrative expenses for Industrial Services were 15.7% of Industrial Service revenues for the three months ended March 31, 2013 and 11.8% of Industrial Services revenues for the three months ended April 1, 2012. General and administrative expenses for Rail Services were 8.5% of Rail Services revenues for the three months ended March 31, 2013 and 7.5% of Rail Service revenues for the three months ended April 1, 2012.

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*Income (Loss) from Operations.* Income from operations declined \$1.068 million from \$1.014 million for the three months ended April 1, 2012 to a loss of \$0.054 million for the three months ended March 31, 2013. The decline is directly attributable to decreased sales and gross profit and increased general and administrative expenses, as explained above, for the three months ended March 31, 2013. Industrial Services generated a loss from operations of \$0.323 million for the three months ended March 31, 2013. This is a decline of \$0.567 million from income from operations of \$0.244 million for the three months ended April 1, 2012. Rail Services generated income from operations of \$0.647 million for the three months ended March 31, 2013 or a decline of \$0.093 million from income from operations of \$0.740 million for the three months ended April 1, 2012.

*Interest Expense and Other Expense (Income).* Interest expense decreased for the three months ended March 31, 2013 to \$0.071 million from \$0.193 million for the three months April 1, 2012. This reduction is the result of MISCOR entering into a new credit facility with PNC in December 2012 and no longer maintaining any high-cost subordinated debt. Other Income decreased \$0.003 million to \$0.006 million for the three months ended March 31, 2013 from \$0.009 million of income for the three months ended April 1, 2012.

*Provision for Income Taxes.* Prior to the fourth quarter of fiscal 2012, the amount of objectively-measured negative evidence related to cumulative losses in the most recent three-year period outweighed the available positive evidence regarding the realization of MISCOR's deferred tax assets. By the end of 2012, cumulative taxable losses were offset by recent operating performance, which included positive results for both 2011 and 2012. The improvement in profitability has been driven by the complete refinancing of MISCOR's debt with significant reductions in borrowing costs and improved operational performance through restructuring and cost controls. The historical factors that drive the minimal cumulative loss have reduced significantly because of the significant reduction in finance costs through the refinancing, and MISCOR's aligned cost structure results in the more likely than not realization of certain of the deferred future tax benefits. Hence, MISCOR recorded a \$1.942 million income tax benefit in fourth quarter 2012 for the reversal of valuation allowances previously established against the deferred tax assets. Due to economic uncertainty beyond the immediate future, MISCOR has reversed \$1.942 million of the valuation allowance, which it reasonably estimates to be realized in 2013. At March 31, 2013, MISCOR believed that the income tax benefit recognized in 2012 was appropriate.

*Net Income (Loss).* Net loss was \$0.124 million for the three months ended March 31, 2013 compared to net income of \$0.815 million for the three months ended April 1, 2012. This is a decrease of \$0.939 million or 115.2%. As indicated above, the decline year over year is due to reduced level of sales, reduced gross margins, and increased expenditures related to general and administrative expenses.

**Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization ( EBITDA )**

EBITDA decreased by \$1.084 million from \$1.433 million for the three months ended April 1, 2012 to \$0.349 million for the three months ended March 31, 2013. The primary decrease in EBITDA is a result of decreased profitability during the three months ended March 31, 2013 versus the three months ended April 1, 2012.

	Three months ended	
	March 31, 2013	April 1, 2012
	(Amounts in 000s)	
EBITDA Consolidated		
Net income (loss)	\$ (124)	\$ 815
Add back:		
Interest Expense	71	193
Depreciation and amortization	397	410
Income Taxes	5	15
EBITDA (1)	\$ 349	\$ 1,433

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- (1) EBITDA represents earnings before interest expense, income taxes, depreciation and amortization. MISCOR's management believes EBITDA is useful in evaluating MISCOR's operating performance compared to that of other companies in MISCOR's industry because the calculation of EBITDA generally eliminates the effects of financing and income taxes and the accounting effects of capital spending and acquisitions. MISCOR believes EBITDA is useful to investors to assist them in getting a more accurate picture of MISCOR's results from operations.

However, EBITDA is not a recognized measurement under GAAP and when analyzing MISCOR's operating performance, readers should use EBITDA in addition to, and not as an alternative for, net income as determined in accordance with GAAP. Because not all companies use identical calculations, MISCOR's presentation of EBITDA may not be comparable to similarly titled measures of other companies. Furthermore, EBITDA is not intended to be a measure of free cash flow for MISCOR's management's discretionary use, as it does not consider certain cash requirements such as tax and debt service payments. The amounts shown for EBITDA also differ from the amounts calculated under similarly titled definitions in MISCOR's debt instruments, which are further adjusted to reflect certain other cash and non-cash charges and are used to determine compliance with financial covenants and MISCOR's ability to engage in certain activities, such as incurring additional debt and making certain restricted payments.

**Liquidity and Capital Resources**

***Years Ended December 31, 2012 and 2011***

Working capital increased by \$636,000, or 23.1%, from \$2.750 million at December 31, 2011 to \$3.386 million at December 31, 2012. Affecting working capital was a \$791,000 increase in accounts receivable. Although MISCOR's collection efforts improved during 2012, accounts receivable increased due to higher customer sales during the fiscal year ended December 31, 2012 as compared to the fiscal year ended December 31, 2011. Accounts payable decreased by \$715,000 due to decreased volume of inventory purchases. This decrease in inventory is a result of using inventory on hand, and a concerted effort to reduce the levels of inventory MISCOR carries. During the year ended December 31, 2012, MISCOR made payments of \$3.982 million to subordinated debt holders.

There are no capital commitments as of December 31, 2012.

The 2012 operating income reflects increased gross profits due to improved selling prices, efficiencies, and various cost elimination measures. MISCOR is continually looking at measures to improve the production efficiencies of its services and products, as well as identifying more cost effective vendors and developing long-term relationships with vendors. Selling, general, and administrative costs increased, primarily attributed to an increase in the number of salesmen in the Industrial Services segment, increased commissions paid in Rail Services segment and various one-time consulting projects incurred during the current year.

MISCOR's net income for the year ended December 31, 2012 of \$4.176 million included \$1.665 million of depreciation and amortization, as compared to its net income for the year ended December 31, 2011 of \$0.654 million, which included \$2.021 million of depreciation and amortization.

Net cash provided by operating activities was \$2.051 million for the year ended December 31, 2012 compared to net cash provided by operating activities of \$2.643 million in 2011. The decrease, year-over-year, in net cash provided by operating activities is primarily due to an increase in accounts receivable and a decrease in accounts payable.

During 2012, although, accounts receivable increased when comparing balances at December 31, 2012 to December 31, 2011, MISCOR was able to continue to reduce past due accounts receivable. MISCOR also reduced its accounts payable as it continued to pay its vendors within agreed upon terms, thus eliminating delays in receipt of necessary materials and parts, which MISCOR has experienced in the past. This improvement has allowed MISCOR to eliminate manufacturing inefficiencies and has allowed MISCOR to deliver services and products to customers on a timely basis.



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During the years ended December 31, 2012 and 2011, net cash utilized by investing activities was \$734,000 and \$261,000, respectively. In 2012, net cash utilized consisted of \$749,000 for capital expenditures, which included new equipment and leasehold improvements for the new leased facility in Huntington, West Virginia. In 2011, net cash utilized by investing activities included \$279,000 for capital expenditures. Prior to the PNC Credit Facility, Wells Fargo specifically restricted MISCOR's levels of capital spending. Under the PNC Credit Facility, there are no such specific restrictions.

During the year ended December 31, 2012, MISCOR utilized \$1.317 million in financing activities, which primarily reflected \$3.982 million of repayments to MISCOR's subordinated debt holders. Additionally, MISCOR made \$972,000 of repayments to Wells Fargo for the machinery and equipment term loan. Offsetting this was a new \$2.500 million term loan with PNC Bank and net borrowings of \$1.283 million under revolving lines of credit. During the year ended December 31, 2011, MISCOR utilized \$2.382 million in financing activities, which primarily reflected \$2.548 million of repayments to MISCOR's subordinated debt holders.

As of December 31, 2012, MISCOR had \$2.379 million of availability on its revolving credit facility with PNC Bank.

***Years Ended December 31, 2011 and 2010***

Working capital increased by \$3.875 million or 344% from (\$1.125 million) at December 31, 2010, to \$2.750 million at December 31, 2011. Affecting working capital was a reduction in accounts receivable. MISCOR achieved this reduction, as it became more focused on collecting accounts receivable from its customers. Additionally contributing to its increase in working capital, was MISCOR's ability to renegotiate and extend its subordinated debt agreements, pay down outstanding vendor invoices, and generate positive cash flows from operating activities. During the year ended December 31, 2011, MISCOR made payments of \$1.671 million to subordinated debt holders.

The 2011 operating income reflects increased gross profits due to improved efficiencies and various cost elimination measures. MISCOR is continually looking at measures to improve the production efficiencies of its services and products, as well as identifying more cost effective vendors and developing long-term relationships with vendors. Selling, general and administrative costs declined at a significant rate due to staffing cuts, elimination of consultants, and the elimination of MISCOR's South Bend, Indiana, corporate office.

MISCOR's net income for the year ended December 31, 2011, of \$0.654 million included \$2.021 million of depreciation and amortization. During the year ended December 31, 2010, net loss included \$7.831 million of goodwill write-off, \$1.881 million of depreciation and amortization, \$0.379 million note receivable write-off, and \$0.314 million related to the gain on the disposal of discontinued operations.

Net cash provided by operating activities was \$2.643 million for the year ended December 31, 2011, compared to net cash provided by operating activities of \$0.347 million for the same period in 2010. This increase is primarily due to MISCOR generating income and collecting its receivables faster, offset by paying its vendors faster.

During 2011, MISCOR was able to continue to reduce past due, as well as its total accounts payable balance. Unlike previous years, with the ability to consistently pay vendors in a timely manner, MISCOR was able to obtain credit from many vendors which in the past were reluctant to provide credit. This helped eliminate delays in receipt of necessary materials and parts. This improvement has allowed MISCOR to eliminate manufacturing inefficiencies, and has allowed MISCOR the ability to deliver services and products to customers on a timely basis.

During the years ended December 31, 2011, and December 31, 2010, net cash (utilized) provided by investing activities was (\$0.261 million) and \$0.777 million, respectively. In 2011, net cash utilized consisted of \$0.279 million for capital expenditures. In 2010, net cash provided consisted of \$0.735 million realized from the divestiture of MISCOR's CES segment, which was formerly comprised of Martell Electric and Ideal, and \$0.176 million realized from the proceeds from asset sales. This was offset, partially, by capital expenditures of \$0.134 million.

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During the year ended December 31, 2011, MISCOR utilized \$2.382 million in financing activities which primarily reflected repayment of short-term debt in the amount of \$0.824 million and long-term debt of \$2.548 million. The repayment of short-term and long-term debt includes \$1.718 million of repayments to MISCOR's subordinated debt holders. These repayments were offset by an increase in new borrowings in the amount of \$1.072 million, through a new term loan with Wells Fargo. In 2010, MISCOR utilized \$1.124 million in financing activities which primarily reflected repayment of long-term debt.

As of December 31, 2011, MISCOR had \$2.439 million of outstanding borrowings and \$2.100 million of availability under its revolving credit facility with Wells Fargo. Based upon current expectations, MISCOR believes MISCOR has adequate liquidity to meet its needs for the next twelve months.

As of December 31, 2011, MISCOR's total outstanding subordinated debt was \$3.983 million.

### ***Three Months Ended March 31, 2013 and April 1, 2012***

At March 31, 2013, MISCOR had \$3.342 million of working capital, a decline of \$0.044 million as compared to December 31, 2012. The decrease in working capital is primarily due to reduced accounts receivable, and an increase in accounts payable, offset by an increase in inventory. The increase in accounts payable at March 31, 2013 is a direct result of increased purchasing activity during March 2013, to support second quarter sales efforts.

Net cash provided by operating activities was \$1.085 million for the three months ended March 31, 2013 compared to \$0.115 million for the three months ended April 1, 2012. This increase is primarily due to increased accounts payable and a reduction in accounts receivable, as a result of increased efforts to collect accounts receivable combined with lower sales volume.

For the three months ended March 31, 2013, net cash flows utilized by investing activities increased by \$0.054 million to \$0.188 million compared to \$0.134 million for the three months ended April 1, 2012. The increase in capital spending is due to MISCOR's need to put a new roof on its Weston, West Virginia facility.

Net cash provided (utilized) by financing activities decreased by \$0.916 million to a utilization of \$0.897 million as of March 31, 2013 as compared to cash provided of \$0.019 million as of April 1, 2012. This decrease is directly attributed to paying off a \$0.917 million capital lease, in February 2013, related to MISCOR's Visalia, California facility.

During 2013, MISCOR will continue to focus its efforts to maintain the generation of positive operating cash flows and to increase the overall level of profitable sales. MISCOR continues to make significant investments to the Industrial Services sales team, adding more sales personnel and implementing a customer relationship management tool.

As of March 31, 2013, MISCOR did not have any material commitments for capital expenditures.

### **Off-Balance Sheet Transactions**

As of March 31, 2013 and December 31, 2012 and 2011, MISCOR did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

### **Critical Accounting Policies and Estimates**

MISCOR believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

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*Principles of consolidation* The consolidated financial statements include the accounts of MISCOR and its wholly-owned subsidiaries, Magnetech Industrial Services, Inc. ( MIS ) and HKEC. All significant intercompany balances and transactions have been eliminated.

*Use of estimates* The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires MISCOR management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates are required in accounting for inventory costing, asset valuations, costs to complete, and depreciation. Actual results could differ from those estimates.

*Accounts receivable and allowance for doubtful accounts* MISCOR carries accounts receivable at sales value less an allowance for doubtful accounts. MISCOR periodically evaluates accounts receivable and establishes an allowance for doubtful accounts based on a combination of specific customer circumstances, credit conditions, and the history of write-offs and collections. MISCOR evaluates items on an individual basis when determining accounts receivable write-offs. MISCOR's policy is to not charge interest on trade receivables after the invoice becomes past due. A receivable is considered past due if payment has not been received within agreed upon invoice terms.

*Inventory* MISCOR values inventory at the lower of cost or market. Cost is determined by the first-in, first-out method. MISCOR periodically reviews its inventories and makes provisions as necessary for estimated obsolescence and slow-moving goods. The amount of such markdown is equal to the difference between cost of inventory and the estimated market value based upon assumptions about future demands, selling prices, and market conditions.

*Other intangible assets* Other intangible assets consisting mainly of customer relationships and a technical library, were all determined to have a definite life and are amortized over the shorter of the estimated useful life or contractual life of these assets, which range from 15 to 20 years. These intangible assets are being amortized under the straight-line method. Amortization expense for the other intangible assets was \$419,000 and \$430,000 for the years ended December 31, 2012 and 2011, respectively. Intangible assets with definite useful lives are periodically reviewed to determine if facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances do exist, the recoverability of intangible assets is assessed by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets.

*Long-lived assets* MISCOR performs reviews for impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss is recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. When impairment is identified, the carrying amount of the asset is reduced to its estimated fair value. Assets to be disposed of are recorded at the lower of net book value or fair market value less cost to sell at the date management commits to a plan of disposal.

*Revenue recognition* Revenue consists primarily of sales and service of industrial magnets, electric motors, electrical power distribution systems, and diesel power assemblies. Product sales revenue is recognized when products are shipped and both title and risk of loss transfer to the customer. Service revenue is recognized when all work is completed and the customer's property is returned. For services to a customer's property provided at MISCOR's site, property is considered returned when the customer's property is shipped back to the customer and risk of loss transfers to the customer. For service to a customer's property provided at the customer's site, property is considered returned upon completion of work. However, for service sales in which the contract price exceeds \$75,000 and takes longer than 13 weeks to complete, MISCOR utilizes the percentage of completion methodology for revenue recognition.

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*Warranty costs* MISCOR warrants workmanship after the sale of its products and services, generally for a period of one year. An accrual for warranty costs is recorded based upon the historical level of warranty claims and MISCOR management's estimates of future costs. Warranty expense (recovery) was \$171,000 and \$(69,000) for the years ended December 31, 2012 and 2011, respectively.

*Income taxes* MISCOR accounts for income taxes using the asset and liabilities method. MISCOR classifies interest and penalties, if any, associated with its uncertain tax positions as a component of income tax expense. There were no interest or penalties recorded for the years ended December 31, 2012 and 2011.

In recording deferred income tax assets, MISCOR considers whether it is more likely than not that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those deferred income tax assets would be realizable. As of December 31, 2011, MISCOR had a full valuation allowance against its net deferred tax assets. MISCOR considers the scheduled reversal of deferred income tax liabilities and projected future taxable income for this determination. For the year ended December 31, 2012, MISCOR reversed \$1.942 million of the valuation allowance, reflecting the portion of the deferred tax assets that it reasonably estimates to be realized in 2013. Due to economic uncertainty beyond the immediate future, MISCOR has not reversed the valuation allowance in excess of \$1.942 million. MISCOR will continue to assess the valuation allowance against deferred income tax assets considering all available information obtained in future reporting periods. If MISCOR continues to achieve profitable operations in the future, it may reverse an additional portion of the valuation allowance in an amount at least sufficient to eliminate any tax provision in that period. The valuation allowance has no impact on MISCOR's net operating loss (NOL) position for tax purposes, and if MISCOR generates taxable income in future periods prior to expiration of such NOLs, it will be able to use its NOLs to offset taxes due at that time.

MISCOR is subject to audits by various taxing authorities, and those audits may result in proposed assessments where the ultimate resolution results in MISCOR owing additional taxes. MISCOR is required to establish reserves when it believes there is uncertainty with respect to certain positions and it may not succeed in realizing the tax benefit. MISCOR believes that its tax return positions are appropriate and supportable under relevant tax law. MISCOR has evaluated its tax positions for items of uncertainty and have determined that its tax positions are highly certain. MISCOR believes the estimates and assumptions used to support its evaluation of tax benefit realization are reasonable. Accordingly, no adjustments have been made to the consolidated financial statements for the years ended December 31, 2012 and 2011.

*Stock based compensation* MISCOR accounts for stock based compensation in accordance with *Accounting Standards Codification 718, Compensation - Stock Compensation* (ASC 718). ASC 718 requires the cost of all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based upon their fair values at grant date, or the date of later modification, over the requisite service period. In addition, ASC 718 requires unrecognized cost related to options vesting after the initial adoption to be recognized in the financial statements over the remaining requisite service period.

*New Accounting Standards.*

MISCOR does not expect the adoption of recently issued accounting pronouncements to have a significant impact on its results of operations, financial position, or cash flow.

**Table of Contents****Index to Financial Statements****CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS OF MISCOR**

Transactions and relationships that involve directors, officers, or other related persons and that constitute a conflict with MISCOR's interests are prohibited. The MISCOR board of directors must approve any exceptions to this policy. Any transaction between MISCOR and a related person must be made or entered into on terms that are no less favorable to MISCOR than those that MISCOR can obtain from unaffiliated third parties. In addition, all material affiliated transactions and loans and any forgiveness of loans must be approved by a majority of those MISCOR directors who do not have an interest in the transactions and who had access, at MISCOR's expense, to MISCOR's legal counsel or to independent legal counsel.

In connection with related party transactions, the MISCOR board of directors or a committee of the MISCOR board of directors may engage independent consultants to provide opinions regarding fair market value or fairness of the transaction to MISCOR.

It is anticipated that Michael Moore and Marc Valentin, each of whom currently serves as an executive officer of MISCOR, will also serve as executive officers of Merger Sub, which we refer to as the surviving corporation, following completion of the merger. Neither Mr. Moore nor Mr. Valentin is party to any related person transaction with MISCOR.

**MISCOR EXECUTIVE COMPENSATION****Executive Compensation**

The following table presents information for compensation awarded to, earned by, or paid to the named executive officers for MISCOR's fiscal years ended December 31, 2012 and 2011.

**Summary Compensation Table for 2012 and 2011**

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) <sup>1</sup>	Option Awards (\$) <sup>1</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>2</sup>	Other Compensation (\$)	Total (\$)
Michael P. Moore President and Chief Executive Officer	2012	\$ 185,156	\$ 30	\$ 1,113	\$ 18,000	\$ 9,783 <sup>3</sup>	\$ 214,082
	2011	\$ 180,000				\$ 9,556 <sup>3</sup>	\$ 189,556
Marc Valentin, CPA, CGMA Chief Accounting Officer	2012	\$ 105,000	\$ 30	\$ 779	\$ 10,000		\$ 115,809
	2011	\$ 105,000					\$ 105,000

- (1) Represents the aggregate grant date fair value computed in accordance with *Financial Accounting Standards Board Accounting Standards Codification 718, Compensation - Stock Compensation ( FASB ASC Topic 718 )*. Because the stock and option awards are subject to vesting conditions, the values shown are based on the probable outcome of these conditions. MISCOR has made certain assumptions in determining the fair value of the stock and option awards. MISCOR discusses these assumptions under the captions 2005 Stock Option Plan and 2005 Restricted Stock Purchase Plan in Note I to MISCOR's financial statements, which are included in MISCOR's Annual Report on Form 10-K for this fiscal year ended December 31, 2012.
- (2) Represents awards made by the MISCOR board of directors to each individual, based on the individuals employment agreements.
- (3) Includes automobile allowance of \$9,783 in 2012 and \$9,556 in 2011.

**Option Grants**

On February 29, 2012, Mr. Moore received options to purchase 10,000 shares of MISCOR common stock granted under MISCOR's 2005 Stock Option Plan. On February 29, 2012, Mr. Valentin received options to purchase 7,000 shares of MISCOR common stock granted under MISCOR's 2005 Stock Option Plan.

There were no option grants awarded during 2011.



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***Restricted Stock Grants***

On December 18, 2012, Messrs. Moore and Valentin each received rights to purchase 3,000 shares of restricted stock for \$0.01 per share granted under MISCOR's 2005 Restricted Stock Purchase Plan. Both Mr. Moore and Mr. Valentin exercised these rights on December 21, 2012.

There were no restricted stock grants awarded during 2011.

***Equity Compensation Plans***

*2005 Stock Option Plan.* MISCOR's board of directors adopted the 2005 Stock Option Plan in August 2005, and it was later approved by MISCOR's shareholders. The Plan provides for the grant of incentive stock options, within the meaning of Section 422 of the Internal Revenue Code, and non-statutory stock options to MISCOR's executive employees who are materially responsible for the management and operation of MISCOR's business and to MISCOR's directors.

A total of 200,000 shares of common stock (post-Reverse Stock Split) are reserved for issuance under the Plan. This number is subject to adjustment as a result of a stock split, combination of shares, recapitalization, merger, or other transaction resulting in a change in MISCOR's shares. If any option expires or is otherwise terminated, unexercised shares subject to the option become available for future option grants under the Plan. Dividends on shares purchased under the Plan are payable when, and if, declared by the MISCOR board of directors.

The Plan is administered by MISCOR's board of directors or a committee of the board designated for that purpose. The grants described above were approved by MISCOR's board of directors, which has since designated the Compensation Committee of the Board to act as administrator of the Plan. The administrator has the power to determine the persons eligible to participate in the Plan and the terms of each option, including the exercise price, the number of shares subject to the option, whether the option is an incentive stock option, or a non-statutory option, and the duration of the option.

The Plan provides that no option may have duration longer than five years and that an outstanding option may be deemed cancelled upon, or within certain prescribed periods after, termination of employment or removal as a director, as applicable, depending on the reason for such termination or removal. In addition, after a change in control of MISCOR, options granted under the Plan will be immediately exercisable in full, and any option holder employed as of the date of the change of control will have 30 days after such date to exercise his or her option. The Plan defines a change of control as any merger or consolidation of MISCOR the result of which is that holders of MISCOR voting capital stock hold less than 50% of the voting capital stock of the surviving entity, the sale, lease or, transfer of all or substantially all of MISCOR's assets, or approval by MISCOR's shareholders of a plan of liquidation or dissolution of MISCOR.

As of December 31, 2012, options to acquire a total of 220,000 shares have been granted to participants, of which 138,000 have been forfeited, leaving 118,000 shares available for future option grants under the Plan. During 2011, no options were granted under the Plan.

*Restricted Stock Purchase Plan.* MISCOR's board of directors adopted the 2005 Restricted Stock Purchase Plan in August 2005, and it became effective as of September 30, 2005. The purpose of the Plan is to attract and retain directors, officers, and key employees of MISCOR and instill in them a personal financial interest in causing the equity of MISCOR to grow throughout their careers. MISCOR intends on accomplishing these goals by giving eligible directors, officers, and key employees the opportunity to purchase shares of MISCOR's common stock under the Plan. MISCOR believes this provides participants in the plan with an increased incentive to work for the success of MISCOR and promotes MISCOR's long term interests and those of the participants. The Compensation Committee of MISCOR's Board administers the Plan.

The Board has reserved 100,000 shares of MISCOR common stock for issuance under the Plan. If the shares of MISCOR common stock are increased, decreased, or changed into or exchanged for a different number or kind of shares of stock or other securities of MISCOR or another corporation as a result of a stock split, stock dividend,

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combination of shares, or any other change or exchange for other securities by reclassification, reorganization, redesignation, merger, consolidation, recapitalization, or otherwise, then the number of shares reserved under the Plan will be adjusted to reflect such action. If MISCOR repurchases shares issued under the Plan pursuant to restrictions imposed on the shares, the repurchased shares will become available for future issuance under the Plan.

The Plan will continue indefinitely, provided that the MISCOR board of directors may terminate the Plan at any time as it deems advisable. However, the Plan may not be terminated to affect any right or obligation created under the Plan prior to such termination, unless the affected person consents.

Those directors, officers, and key employees of MISCOR and of each of MISCOR's subsidiaries who are designated by the Compensation Committee for participation in the Plan are eligible to be issued shares of restricted stock under the Plan. If a participant's employment is terminated within three years after the shares are purchased for any reason other than death or disability, the participant must sell the restricted shares back to the company for the original price, which may be zero. If a participant's employment is terminated during the three-year restriction period as a result of death or disability or after the expiration of the restriction period for any reason, the participant must sell the restricted shares back to MISCOR at their fair market value (which generally will be equal to an average of the closing bid and asked prices of MISCOR's common stock as quoted on the OTCQB for the five days immediately preceding the date of termination of employment). In the event of a sale of MISCOR or MISCOR's liquidation, the foregoing restrictions will lapse. Any other transfer or attempted transfer of a participant's shares except as described above will be null and void. The Plan defines a sale of MISCOR as the sale of all of MISCOR's capital stock (whether by direct sale or through a merger, share exchange, or other business combination) or the sale of substantially all of MISCOR's assets.

As of December 31, 2012, 58,700 shares of restricted stock were granted to participants under the Plan, of which 30,700 were forfeited and 6,000 shares were repurchased, leaving 78,000 shares available for future offers and issuance under the Plan. During 2011, no shares of restricted stock were granted to participants under the Plan. During 2011 no shares of restricted stock were granted under the Plan.

**Outstanding Equity Awards at Fiscal Year End 2012**

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable <sup>1</sup>	Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>1</sup>	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) <sup>2</sup>	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>5</sup>
Michael P. Moore	25,000	60,000	\$ 0.35	6/18/15 <sup>6</sup>	13,000 <sup>3</sup>	\$ 13,390
Marc Valentin, CPA, CGMA		7,000	\$ 0.35	2/28/16	3,000 <sup>4</sup>	\$ 3,090

- (1) Represents options awarded under the 2005 Stock Option Plan by the Compensation Committee of the MISCOR board of directors. The options may be deemed cancelled upon, or within certain prescribed periods after, termination of employment, depending on the reason for such termination. In the event of any change in control of MISCOR, options granted under the plan become immediately exercisable in full, and any option holder employed as of the date of the change of control will have 30 days after such date to exercise his or her option. The options are exercisable in 25% cumulative increments on and after the first four anniversaries of their grant date.
- (2) Under the 2005 Restricted Stock Purchase Plan, shares of restricted stock may be forfeited during the three-year period after purchase upon a termination of employment for any reason other than death or disability.
- (3) Represents 10,000 and 3,000 shares issued pursuant to an accepted offer to purchase such shares at a nominal price equal to \$0.025 per share and \$0.01 per share, respectively, under the 2005 Restricted Stock Purchase Plan. Dividends are payable on these shares when, and if, declared by the MISCOR board of directors. The transfer and forfeiture restrictions applicable to these shares lapse on the third anniversary of the date the restricted shares were initially purchased.





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- (4) Represents shares issued pursuant to an accepted offer to purchase such shares at a nominal price equal to \$0.01 per share under the 2005 Restricted Stock Purchase Plan. Dividends are payable on these shares when, and if, declared by the MISCOR board of directors. The transfer and forfeiture restrictions applicable to these shares lapse on the third anniversary of the date the restricted shares were initially purchased.
- (5) Based on the \$1.03 closing price of MISCOR common stock on December 31, 2012.
- (6) In addition to the 50,000 options expiring on June 18, 2015, Mr. Moore also holds 10,000 options expiring February 28, 2016.

***Employee Stock Purchase Plan***

MISCOR's board of directors adopted the Employee Stock Purchase Plan as of January 1, 2007, and it became effective on March 23, 2007. The Plan, which is tax qualified, was approved by MISCOR's shareholders, and is administered by the Compensation Committee of MISCOR's board of directors. The purpose of the Plan is to provide a benefit and retention incentive to eligible employees by providing them with the opportunity to purchase shares of MISCOR common stock at a discounted price. All of MISCOR and MISCOR subsidiaries' employees are eligible to participate in the Plan, other than any employee who is employed for less than six months, works less than 20 hours per week, or is an officer who is also a highly compensated employee within the meaning of the Internal Revenue Code.

MISCOR's board of directors reserved 640,000 shares of MISCOR common stock for issuance under the Plan, subject to adjustment if the number of outstanding shares of common stock changes due to any reorganization, recapitalization, stock split, stock dividend, combination or exchange of shares, merger, consolidation, or similar transaction. MISCOR may issue up to 64,000 shares under the Plan during any calendar year. The Plan will terminate on December 31, 2016 or, if earlier, when participants have purchased all of the shares reserved for issuance under the Plan.

Eligible employees elect to participate in the Plan through regular payroll deductions, on an after-tax basis, of between 2% and 8% of total compensation. The annual maximum deduction per employee is \$5,000. Each quarter, MISCOR offers shares to eligible employees under the Plan. At the end of each offering period, MISCOR uses all the contributions in the participating employees' respective accounts to purchase common stock at a price equal to 90% of the fair market value of the stock on the first day of the offering period or last day of the offering period, whichever is less. After each offering period the purchased shares are issued to the respective participating employees, who have all the rights and privileges of a shareholder with respect to such shares.

MISCOR issued zero (0) shares of MISCOR common stock to participating employees for payroll deductions withheld during 2011 and 2012. While 558,867 shares remain available for issuance under the Plan, MISCOR suspended indefinitely the operation of, and employee participation in, the Plan on September 30, 2009.

***401(k) Plan***

In 2002, the MISCOR board of directors adopted the Magnetech 401(k) Plan for non-union employees, which is intended to be a tax-qualified defined contribution plan under Sections 401(a) and 401(k) of the Internal Revenue Code. Under the terms of the Plan, eligible employees may elect to contribute up to 75% of their eligible compensation as salary deferral contributions to the Plan, subject to certain statutorily prescribed limits. In addition, eligible employees may elect to contribute an additional amount of their eligible compensation as a catch-up contribution to the Plan, provided that such eligible employees are anticipated to reach age 50 before the end of the applicable year and subject to certain statutorily prescribed limits.

The Plan also permits, but does not require, that MISCOR makes discretionary matching contributions. MISCOR made discretionary matching contributions to the Plan in 2008. Because the Plan is a tax-qualified plan, MISCOR can generally deduct contributions to the Plan when made, and such contributions are not taxable to participants until distributed from the Plan. Pursuant to the terms of the Plan, participants may direct the trustees to invest their accounts in selected investment options.

MISCOR also has adopted a 401(k) plan for union employees.

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**PROPOSALS BEING SUBMITTED TO A VOTE AT THE IES MEETING**

Each share of IES common stock outstanding as of the record date for the IES Meeting of August 5, 2013, is entitled to one vote on each of the following proposals:

**Proposal No. 1: APPROVAL OF THE ISSUANCE OF SHARES OF IES COMMON STOCK IN THE MERGER**

At the IES Meeting, as previously described in this joint proxy statement/prospectus, IES stockholders will be asked to approve the issuance of shares of IES common stock to the shareholders of MISCOR Group, Ltd. in connection with the merger of MISCOR Group, Ltd with and into IES Subsidiary Holdings, Inc., a wholly-owned subsidiary of IES, as set forth in the Agreement and Plan of Merger, dated March 13, 2013, by and among IES, MISCOR Group, Ltd. and IES Subsidiary Holdings, Inc., a copy of which is attached as Annex A to the joint proxy statement/prospectus.

**Vote Required**

The affirmative vote of the holders of a majority of votes cast at the IES Meeting at which a majority of the outstanding shares of IES common stock are present in person or represented by proxy will be required for approval of IES Proposal No. 1. Abstentions and broker non-votes will not be counted either in favor of or against approval of IES Proposal No. 1.

**Board Recommendation**

*The IES board of directors recommends that the IES stockholders vote FOR IES Proposal No. 1 to approve the issuance of shares of IES common stock in the merger.* In considering the recommendation of the IES board of directors, you should be aware that certain directors of IES have personal interests that may motivate them to support the merger.

**Proposal No. 2: APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE IES MEETING**

IES is asking its stockholders to vote on a proposal to adjourn or postpone the IES Meeting, if necessary or appropriate, in order to allow for the solicitation of additional proxies.

**Vote Required**

The affirmative vote of a majority of the votes cast on this matter is required to adjourn or postpone the IES Meeting, if necessary or appropriate, in order to allow for the solicitation of additional proxies. Abstentions and broker non-votes will not be counted either in favor of or against approval of IES Proposal No. 2.

**Board Recommendation**

*The IES board of directors recommends a vote FOR IES Proposal No. 2 to approve the adjournment or postponement of the IES Meeting, if necessary or appropriate, to solicit additional proxies. Proxies will be voted FOR adjournment or postponement unless a stockholder gives other instructions on the proxy card.*

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**PROPOSALS BEING SUBMITTED TO A VOTE AT THE MISCOR MEETING**

Each share of MISCOR common stock outstanding as of the record date for the MISCOR Meeting of August 5, 2013, is entitled to one vote on each of the following proposals:

**Proposal No. 1: ADOPTION OF THE MERGER AGREEMENT**

At the MISCOR Meeting, as previously described in this joint proxy statement/prospectus, MISCOR shareholders will be asked to adopt the Agreement and Plan of Merger, dated as of March 13, 2013, by and among Integrated Electrical Services, Inc., MISCOR Group, Ltd. and IES Subsidiary Holdings, Inc. a copy of which is attached as Annex A to the joint proxy statement/prospectus, pursuant to which MISCOR Group, Ltd. will merge with and into IES Subsidiary Holdings, Inc., a wholly-owned subsidiary of IES.

**Vote Required**

A majority of the outstanding MISCOR common stock entitled to vote must be cast in favor of MISCOR Proposal No. 1 for it to be approved. Abstentions and broker non-votes will have the same effect as a vote against the MISCOR Proposal No. 1.

**Board Recommendation**

*The MISCOR board of directors unanimously recommends that the MISCOR shareholders vote FOR MISCOR Proposal No. 1 to adopt the merger agreement.* In considering the recommendation of the MISCOR board of directors, you should be aware that certain directors and executive officers of MISCOR have interests in the transactions contemplated by the merger agreement that may be different from, or in addition to, the interests of MISCOR shareholders generally.

**Proposal No. 2:**

**APPROVAL, BY NON-BINDING ADVISORY VOTE, OF MERGER-RELATED**

**NAMED EXECUTIVE OFFICER COMPENSATION**

At the MISCOR Meeting, as previously described in this joint proxy statement/prospectus, MISCOR shareholders will be asked to approve on an advisory (non-binding) basis the golden parachute compensation to be paid to MISCOR's executive officers in connection with the merger (which is referred to as the merger-related named executive officer compensation proposal).

The following sets forth the information required by Item 402(t) of Regulation S-K regarding the compensation for each named executive officer of MISCOR that is based on or otherwise relates to the merger and related transactions. This compensation is referred to as golden parachute compensation by the applicable Securities and Exchange Commission rules, and in this section such term is used to describe the merger-related named executive compensation payable. The golden parachute compensation payable to these individuals is subject to a non-binding advisory vote of MISCOR's shareholders, as described in this section below.

**Golden Parachute Compensation**

Under Michael Moore's employment agreement, in the event of a Change of Control (as defined therein), MISCOR is not required to compensate Mr. Moore. Accordingly, the merger does not trigger any compensation or benefits for Mr. Moore under his employment agreement with MISCOR. Mr. Valentin does not have an employment agreement with MISCOR. Thus, none of the MISCOR named executive officers is expected to receive any severance payment or benefits in connection with the consummation of the merger. The only consideration that they are expected to receive relates to their shares of restricted stock or stock options, which are either already vested and owned or will vest as a result of the merger.

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The following table sets forth the amount of payments and benefits in connection with the merger that each MISCOR named executive officer may receive based on, or otherwise related to, the merger, assuming the effective time of the merger was July 24, 2013 (the latest practicable date) and each named executive officer elected to receive fifty percent (50%) of his merger consideration as Cash Consideration and fifty percent (50%) as Stock Consideration (which is MISCOR's best estimate based upon the expectation that each named executive officer will elect to receive an as of yet undetermined combination of Cash Consideration and Stock Consideration in the merger). Because of these assumptions, which may or may not occur, the actual amount of payments and benefits that a named executive officer may receive may differ materially from the amounts set forth in the table and footnotes below. For additional details regarding the terms of the amounts quantified below, see Interests of Directors and Executive Officers of MISCOR in the Merger.

Name	Golden Parachute Compensation						Total (\$)
	Cash (\$)	Equity(1) (\$)	Pension/ NQDC (\$)	Perquisites/ benefits (\$)	Tax reimbursement (\$)	Other (\$)	
Michael P. Moore		\$ 107,785 <sup>(2)</sup>					\$ 107,785
Marc Valentin		\$ 14,765 <sup>(3)</sup>					\$ 14,765

- (1) At the effective time of the merger, each outstanding share of MISCOR common stock (other than Dissenting Shares and shares to be canceled pursuant to the terms of the merger agreement) will be converted into the right to receive merger consideration comprised of, at the election of the holder, either: (1) a per share dollar amount (the Cash Consideration), which amount shall not be less than \$1.415, equal to the quotient obtained by dividing (x) the difference between \$24.0 million and the amount of MISCOR's Net Debt (as defined in the merger agreement) and (y) the number of shares of MISCOR common stock outstanding as of the fifteenth business day prior to the closing date; and/or (2) a number of shares of IES common stock (the Stock Consideration) equal to a fraction, the numerator of which is the Cash Consideration and the denominator of which is the 60-day VWAP of IES common stock ending with the fifteenth business day prior to the closing date (the IES Common Stock Value); provided, however, that if the IES Common Stock Value is less than \$4.024 per share or greater than \$6.036 per share, then the IES Common Stock Value will be \$4.024 per share or \$6.036 per share, respectively. Under the assumptions described in Note 3 to the Unaudited Pro Forma Condensed Combined Financial Statements beginning on page F-2, for the purpose of calculating the merger consideration as of July 24, 2013: (1) Net Debt is equal to \$6.614 million; (2) 11,684,987 shares of MISCOR common stock are outstanding; and (3) the IES Common Stock Value is \$4.75. Accordingly, the Cash Consideration would have been approximately \$1.48 per share of MISCOR common stock, and the Stock Consideration would have had a value of approximately \$1.48 per share of MISCOR common stock. The actual value of the consideration and the number of shares of IES common stock to be issued may differ from this example, given that these amounts will not be determined until the Merger Consideration Determination Date has passed and MISCOR shareholders have made their elections.
- (2) This amount includes Cash Consideration of approximately \$9,597 and Stock Consideration with a value of approximately \$9,597 resulting from the accelerated vesting of 13,000 shares of restricted stock under MISCOR's Restricted Stock Purchase Plan as well as Cash Consideration of approximately \$44,295 and Stock Consideration with a value of approximately \$44,295 resulting from the accelerated vesting and exercise of options to purchase 60,000 shares of MISCOR common stock under MISCOR's 2005 Stock Option Plan. The accelerated vesting of Mr. Moore's restricted stock and stock option awards are single-trigger benefits tied to the consummation of the merger.
- (3) This amount includes Cash Consideration of approximately \$2,215 and Stock Consideration with a value of approximately \$2,215 resulting from the accelerated vesting of 3,000 shares of restricted stock under MISCOR's Restricted Stock Purchase Plan as well as Cash Consideration of approximately \$5,168 and Stock Consideration with a value of approximately \$5,168 resulting from the accelerated vesting and exercise of options to purchase 7,000 shares of MISCOR common stock under MISCOR's 2005 Stock Option Plan. The accelerated vesting of Mr. Valentin's restricted stock and stock option awards are single-trigger benefits tied to the consummation of the merger.

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For additional information about agreements and understandings of MISCOR and its named executive officers concerning compensation that is based on or otherwise relates to the merger and related transactions, and the aggregate total of all such compensation that may become payable to or on behalf of such executive officers, see Special Factors Interests of MISCOR Directors and Executive Officers in the Merger beginning on page 92.

Section 951 of the Dodd-Frank Act and Rule 14a-21(c) under the Exchange Act require that MISCOR seek a non-binding advisory vote from its shareholders to approve certain golden parachute compensation that its named executive officers will or may receive from MISCOR in connection with the merger and related transactions. The proposal gives MISCOR shareholders the opportunity to express their views on the compensation that may become payable to or on behalf of MISCOR's named executive officers in connection with the merger agreement. Accordingly, MISCOR is asking its shareholders to approve, by non-binding advisory vote, the payments to its named executive officers as described in this section.

The advisory vote on the merger-related payments proposal is a vote separate and apart from the vote on the adoption of the merger agreement. Accordingly, you may vote to approve the adoption of the merger agreement and vote not to approve the merger-related named executive compensation proposal and vice versa. Because the vote on the merger-related named executive compensations proposal is advisory only, it will not be binding on either MISCOR or IES. Accordingly, if the merger agreement is adopted and the merger and related transactions are completed, the merger-related named executive compensation that is contractually required to be paid by MISCOR to its named executive officers may become payable, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding advisory vote of MISCOR shareholders.

**Vote Required**

A majority of the votes cast at the MISCOR Meeting by MISCOR shareholders entitled to vote thereon must be cast in favor of MISCOR Proposal No. 2 for it to be approved. Because the vote on Proposal No. 2 is advisory, it will not be binding on MISCOR, and failure to receive the vote required for approval will not in itself change MISCOR's obligations to make the merger-related named executive compensation. Abstentions and broker non-votes will not be counted either in favor of or against Proposal No. 2.

**Board Recommendation**

*The MISCOR board of directors unanimously recommends that the MISCOR shareholders vote FOR MISCOR Proposal No. 2 to approve on a non-binding advisory basis the merger-related named executive officer compensation that may be payable to MISCOR's executive officers in connection with the merger.*

**Proposal No. 3: APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE MISCOR MEETING**

MISCOR is asking its shareholders to vote on a proposal to adjourn or postpone the MISCOR Meeting, if necessary or appropriate, in order to allow for the solicitation of additional proxies.

**Vote Required**

The affirmative vote of a majority of the votes cast on this matter is required to adjourn or postpone the MISCOR Meeting, if necessary or appropriate, in order to allow for the solicitation of additional proxies. Abstentions and broker non-votes will not be counted either in favor of or against approval of MISCOR Proposal No. 3.

**Board Recommendation**

*The MISCOR board of directors unanimously recommends a vote FOR MISCOR Proposal No. 3 to approve the adjournment or postponement of the MISCOR Meeting, if necessary or appropriate, to solicit additional proxies. Proxies will be voted FOR adjournment or postponement unless a shareholder gives other instructions on the proxy card.*

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Set forth below are the estimated fees and expenses incurred or expected to be incurred by IES, MISCOR and Merger Sub in connection with the merger. With the exception of the filing fees, the amounts set forth below are estimates.

Financial Advisor Fees and Expenses	\$ 536,500
Legal Fees	884,000
Accounting Fees	377,000
Solicitation, Printing and Mailing Costs	250,000
Filing Fees	2,281
Exchange Agent Fees	16,000
Miscellaneous	20,000
 Total	 \$ 2,085,781

**LEGAL MATTERS**

The validity of the shares of IES common stock to be issued in the merger will be passed upon for IES by Andrews Kurth LLP, Houston, Texas. Certain tax matters will be passed upon for IES by Andrews Kurth, LLP, Houston, Texas. Certain tax matters will be passed upon for MISCOR by Ulmer & Berne LLP.

**EXPERTS**

The consolidated financial statements of IES at September 30, 2012 and 2011, and for each of the three years in the period ended September 30, 2012, included in this joint proxy statement/prospectus, which is referred to and made a part of this registration statement, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of MISCOR Group, Ltd. and its subsidiaries as of December 31, 2012 and 2011 and for the years then ended included in this joint proxy statement/prospectus have been so included in reliance on the report of BDO USA, LLP, an independent registered public accounting firm, appearing elsewhere herein, given on the authority of said firm as experts in auditing and accounting.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

IES and MISCOR each file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other information with the SEC. IES and MISCOR shareholders may read and copy these reports, statements or other information filed by either IES or MISCOR at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC filings of IES and MISCOR are also available to the public from commercial document retrieval services and at the website maintained by the SEC at <http://www.sec.gov>. IES stockholders and MISCOR shareholders also may obtain certain of these documents at IES' website, [www.ies-corporate.com](http://www.ies-corporate.com) and at MISCOR's website, [www.miscor.com](http://www.miscor.com). Information contained on the IES and MISCOR websites is expressly not incorporated by reference into this joint proxy statement/prospectus.

IES has filed a registration statement on Form S-4 to register with the SEC the shares of IES common stock to be issued to MISCOR shareholders in the merger. This joint proxy statement/prospectus forms a part of that

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registration statement and constitutes a prospectus of IES, as well as a proxy statement of IES and MISCOR for their respective meetings. As allowed by SEC rules, this joint proxy statement/prospectus, which is part of the registration statement, does not contain all the information IES and MISCOR shareholders can find in the registration statement or the exhibits to the registration statement. For further information about IES or MISCOR, please refer to the registration statement including the exhibits.

IES and MISCOR incorporate by reference the following Annexes attached to this joint proxy statement/prospectus:

the merger agreement attached as Annex A;

the opinion of Stifel attached as Annex B;

the opinion of Western Reserve attached hereto as Annex C; and

Section 23-1-44 et seq. of the Indiana Business Corporation Law attached hereto as Annex D.

IES has supplied all information contained in this joint proxy statement/prospectus relating to IES and Merger Sub, and MISCOR has supplied all information contained in this joint proxy statement/prospectus relating to MISCOR. IES has represented to MISCOR, and MISCOR has represented to IES, that the information furnished by and concerning it is true and complete in all material respects.

IES stockholders and MISCOR shareholders can obtain any of the documents filed by IES and MISCOR with the SEC free of charge by requesting them in writing or by telephone from the appropriate company at:

Integrated Electrical Services, Inc.

5433 Westheimer Road, Suite 500

Houston, Texas 77056

Attention: Investor Relations

Telephone number: (713) 860-1500

***<http://www.ies-corporate.com>***

MISCOR Group, Ltd.

800 Nave Road, SE

Massillon, Ohio 44646

Attention: Investor Relations

Telephone number: (330) 830-3500

***<http://www.miscor.com>***

In order for IES stockholders and MISCOR shareholders to receive timely delivery of the documents in advance of the applicable special meeting, requests for documents should be received by IES or MISCOR, as applicable, no later than August 28, 2013.

IES and MISCOR have not authorized anyone to give any information or make any representation about the merger or their companies that is different from, or in addition to, that contained in this joint proxy statement/prospectus. Therefore, if anyone does give you information of this sort, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint proxy statement/prospectus or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy statement/prospectus does not extend to you. The information contained in this joint proxy statement/prospectus is accurate only as of the date of this joint proxy statement/prospectus unless the information specifically indicates that another date applies.





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**MISCOR SHAREHOLDER PROPOSALS**

MISCOR's annual meeting of shareholders is typically held in the spring of each year. If the merger is completed, MISCOR will not hold the 2013 annual meeting of shareholders. In MISCOR's proxy statement for its 2012 annual meeting of shareholders, held on May 9, 2012, MISCOR disclosed that any MISCOR shareholder who desires to include a proposal in the proxy statement for the 2013 annual meeting was required to deliver it so that it was received by MISCOR no later than December 20, 2012, which is 120 calendar days prior to April 18, 2013, the expected date of the 2013 annual meeting.

In MISCOR's proxy statement for its 2012 annual meeting of shareholders, MISCOR also disclosed that any MISCOR shareholder who wishes to present a proposal at the 2013 annual meeting of shareholders or to nominate one or more persons for the election as directors and the proposal is not intended to be included in the related proxy statement and form of proxy, the shareholder must submit the proposal in writing at least 120 days before the meeting date in accordance with MISCOR's by-laws. In general, MISCOR's by-laws provide that notice should be sent to the attention of MISCOR's Secretary at MISCOR's executive offices. If MISCOR gives notice of or publicly discloses the meeting date less than 130 days before the meeting, a shareholder proposal or director nomination will be considered timely if we receive written notice of the proposal or director nomination no later than 10 days after we mailed notice of or publicly disclosed the meeting date.

Any proposal to conduct other business submitted for the proxy materials will be subject to the rules and regulations of the SEC concerning shareholder proposals. Pursuant to MISCOR's by-laws and the rules and regulations of the SEC, the notice stating a desire to nominate any person for election as a director of MISCOR must contain the following items:

the shareholder's name, record address, and beneficial ownership of shares of our common stock;

the name of each person to be nominated;

the name, age, business address, residential address, and principal occupation or employment of each nominee;

each nominee's signed consent to serve as a director of MISCOR, if elected;

the number of shares of our common stock beneficially owned by each nominee;

a description of all arrangements and understandings between the shareholder and nominee pursuant to which the nomination is to be made; and

any other information concerning the nominee that would be required in a proxy statement soliciting proxies for the election of the nominee under the rules of the SEC.

The notice of a proposal to conduct other business must contain the shareholder's name, record address, and beneficial ownership of shares of our common stock; a brief description of the proposal and the reasons for presenting the proposal at the meeting; and any material interest of the shareholder in the proposal.

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**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

The unaudited pro forma condensed combined statements of income for the six months ended March 31, 2013 and for the year ended September 30, 2012 combines the historical consolidated statements of income of Integrated Electrical Services, Inc. ( IES ), MISCOR Group Ltd. ( MISCOR ) and Lonestar Renewable Technologies Corp ( Acro or Lonestar ), giving effect to the Transactions (as defined herein) as if they had occurred on October 1, 2011. The unaudited pro forma condensed combined balance sheet as of March 31, 2013 combines the historical consolidated balance sheets of IES and MISCOR, giving effect to the Transactions (except the February 15, 2013 acquisition of certain Acro assets) as if they had occurred on March 31, 2013. The historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial statements to give pro forma effect to events that are (1) directly attributable to the Transactions, (2) factually supportable, and (3) with respect to the statements of operations, expected to have a continuing impact on the combined results. The unaudited pro forma condensed combined financial information should be read in conjunction with the accompanying notes to the unaudited pro forma condensed combined financial statements. In addition, the unaudited pro forma condensed combined financial information was based on and should be read in conjunction with the:

Separate historical financial statements of IES for the year ended September 30, 2012, which are included herein;

Separate historical financial statements of MISCOR for the period ended September 30, 2012, which are not included herein;

Separate historical financial statements of IES for the period ended March 31, 2013, which are included herein;

Separate historical financial statements of MISCOR for the year ended December 31, 2012, which are included herein;

Separate historical financial statements of MISCOR for the period ended March 31, 2013, which are included herein; and

Separate historical financial statements of Acro for the year ended December 31, 2012 which are included herein.

IES' fiscal year end is September 30, 2012, whereas MISCOR and Acro's fiscal year end is December 31, 2012. In order to calculate the historical results for MISCOR and Acro in the unaudited pro forma condensed combined statement of income for the six months ended March 31, 2013, we have deducted the nine months ended September 30, 2012 from the twelve months ended December 31, 2012 and added this to the three months ended March 31, 2013. For the year ended September 30, 2012, we have added the nine months ended September 30, 2012 to the three months ended December 31, 2011.

The unaudited pro forma condensed combined statements of operations are presented on a standalone and combined basis.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only. The unaudited pro forma condensed combined information is not necessarily indicative of what the combined company's financial position or results of operations actually would have been had the Transactions been completed as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company.

The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting under U.S. generally accepted accounting principles, and the applicable regulations of the SEC. All material transactions between IES and Acro during the periods presented in the unaudited pro forma

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condensed combined financial statements have been eliminated. There were no transactions between IES and MISCOR for elimination purposes. IES has been treated as the acquirer in the Transactions for accounting purposes. The acquisition accounting is dependent upon certain valuations and other studies that have yet to progress to a stage where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments are preliminary and have been made solely for the purpose of providing this unaudited pro forma condensed combined financial information. Differences between these preliminary estimates and the final acquisition accounting will occur, and these differences could have a material impact on the accompanying unaudited pro forma condensed combined financial statements and the combined company's future results of operations and financial position.

The unaudited pro forma condensed combined financial information does not reflect any cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the merger, the costs to integrate the operations of IES, MISCOR and the Acro assets, or the costs necessary to achieve these cost savings, operating synergies and revenue enhancements.

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**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**

As of March 31, 2013

(In thousands)

ASSETS	IES	MISCOR	Pro Forma Adjustments (Note 5)	Pro Forma Combined
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents	\$ 13,458	\$	\$ 10,000 <sup>(e)</sup> (10,961) <sup>(Note 3)</sup>	\$ 12,497
Restricted cash	7,052			7,052
Accounts receivable:				
Trade	72,745	6,223		78,968
Retainage	15,205			15,205
Inventories	12,109	5,902		18,011
Costs and estimated earnings in excess of billings on uncompleted contracts	6,647			6,647
Assets held for sale	1,110			1,110
Prepaid expenses and other current assets	4,257	1,157		5,414
<b>Total current assets</b>	<b>132,583</b>	<b>13,282</b>	<b>(961)</b>	<b>144,904</b>
LONG-TERM RECEIVABLE, net	213			213
PROPERTY AND EQUIPMENT, net	5,720	4,824	1,840 <sup>(d)</sup>	12,384
GOODWILL	8,574		6,528 <sup>(Note 4)</sup>	15,102
INTANGIBLE ASSETS, net	808	6,181	(2,081) <sup>(c)</sup>	4,908
OTHER NON-CURRENT ASSETS, net	5,355	2,011	(149) <sup>(Note 4)</sup> 100 <sup>(e)</sup>	7,317
<b>Total assets</b>	<b>\$ 153,253</b>	<b>\$ 26,298</b>	<b>\$ 5,277</b>	<b>\$ 184,828</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>				
<b>CURRENT LIABILITIES:</b>				
Current maturities of long-term debt	\$ 4,163	\$ 4,437	\$ (4,437) <sup>(a)</sup> 2,500 <sup>(e)</sup>	\$ 6,663
Accounts payable and accrued expenses	66,667	5,503	660 <sup>(c)</sup> 100 <sup>(e)</sup> 807 <sup>(g)</sup>	73,737
Billings in excess of costs and estimated earnings on uncompleted contracts	20,220			20,220
<b>Total current liabilities</b>	<b>91,050</b>	<b>9,940</b>	<b>(370)</b>	<b>100,620</b>
LONG-TERM DEBT	2,292	1,895	7,500 <sup>(e)</sup> (1,895) <sup>(a)</sup>	9,792
LONG-TERM DEFERRED TAX LIABILITY	285		2,273 <sup>(Note 4)</sup>	2,558
OTHER NON-CURRENT LIABILITIES	6,606			6,606
<b>Total liabilities</b>	<b>100,233</b>	<b>11,835</b>	<b>7,508</b>	<b>119,576</b>
<b>STOCKHOLDERS EQUITY:</b>				
Preferred stock				

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Common stock	154	59,346	(59,346) <sup>(a)</sup>	181
			27 <sup>(Note 3)</sup>	
Treasury stock, at cost	(2,839)	(74)	74 <sup>(a)</sup>	(2,839)
Additional paid-in capital	162,590		13,012 <sup>(Note 3)</sup>	175,602
Accumulated other comprehensive income	27			27
Retained deficit	(106,912)	(44,809)	(807) <sup>(g)</sup>	(107,719)
			44,809 <sup>(a)</sup>	
Total stockholders' equity	53,020	14,463	(2,231)	65,252
Total liabilities and stockholders' equity	\$ 153,253	\$ 26,298	\$ 5,277	\$ 184,828

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.

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## INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

## MISCOR Acquisition

For the six months ended March 31, 2013

(In thousands, except share and per share amounts)

	IES	MISCOR	Pro Forma Adjustments (Note 5)	Pro Forma Combined
Revenues	\$ 249,259	\$ 23,581	\$	\$ 272,840
Cost of services	215,283	18,703	(552) <sup>(d)</sup>	233,844
			410 <sup>(d)</sup>	
Gross profit	33,976	4,878	142	38,996
Selling, general and administrative expenses	31,528	4,745	(253) <sup>(c)</sup>	35,095
			130 <sup>(c)</sup>	
			(69) <sup>(d)</sup>	
			44 <sup>(d)</sup>	
			(1,030) <sup>(g)</sup>	
Gain on sale of assets	(40)			(40)
Income from operations	2,488	133	1,320	3,941
Interest and other (income) expense				
Interest expense	1,055	252	(252) <sup>(e)</sup>	1,319
			264 <sup>(e)</sup>	
Interest income	(125)			(125)
Other (income) expense, net	1,696	6		1,702
Interest and other expense, net	2,626	258	12	2,896
(Loss) income from operations before income taxes	(138)	(125)	1,308	1,045
Provision (benefit) for income taxes	168	(1,858)	1,886 <sup>(f)</sup>	196
Net (loss) income from continuing operations	\$ (306)	\$ 1,733	\$ (578)	\$ 849
Earnings (loss) per share from continuing operations				
Basic	\$ (0.02)			\$ 0.05
Diluted	\$ (0.02)			\$ 0.05
Shares used in the computation of earnings (loss) per share				
Basic	14,855,313		2,745,158 <sup>(Note 3)</sup>	17,600,471
Diluted	14,855,313		2,745,158 <sup>(Note 3)</sup>	17,703,817 <sup>(h)</sup>

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.



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## INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

For the six months ended March 31, 2013

## Acro Acquisition

(In thousands, except share and per share amounts)

	IES	Acro	Pro Forma Adjustments (Note 5)	Pro Forma Combined
Revenues	\$ 249,259	\$ 4,186	\$ (878) <sup>(b)</sup>	\$ 252,567
Cost of services	215,283	2,734	(878) <sup>(b)</sup>	217,139
Gross profit	33,976	1,452		35,428
Selling, general and administrative expenses	31,528	2,885	62 <sup>(c)</sup>	34,192
			(283) <sup>(g)</sup>	
Gain on sale of assets	(40)			(40)
Income (loss) from operations	2,488	(1,433)	221	1,276
Interest and other (income) expense				
Interest expense	1,055	696	(696) <sup>(e)</sup>	1,055
Interest income	(125)			(125)
Other (income) expense, net	1,696	1,126		2,822
Interest and other expense, net	2,626	1,822	(696)	3,752
(Loss) income from operations before income taxes	(138)	(3,255)	917	(2,476)
Provision (benefit) for income taxes	168		(26) <sup>(f)</sup>	142
Net (loss) income from continuing operations	\$ (306)	\$ (3,255)	\$ 943	\$ (2,618)
Earnings (loss) per share from continuing operations				
Basic	\$ (0.02)			\$ (0.18)
Diluted	\$ (0.02)			\$ (0.18)
Shares used in the computation of earnings (loss) per share				
Basic	14,855,313			14,855,313
Diluted	14,855,313			14,855,313

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.

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## INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

For the six months ended March 31, 2013

Combined

(In thousands, except share and per share amounts)

	IES	MISCOR	Acro	Pro Forma Adjustments (Note 5)	Pro Forma Combined
Revenues	\$ 249,259	\$ 25,581	\$ 4,186	\$ (878) <sup>(b)</sup>	\$ 276,148
Cost of services	215,283	18,703	2,734	(878) <sup>(b)</sup>	235,700
				(552) <sup>(d)</sup>	
				410 <sup>(d)</sup>	
Gross profit	33,976	4,878	1,452	142	40,448
Selling, general and administrative expenses	31,528	4,745	2,885	(253) <sup>(c)</sup>	37,759
				192 <sup>(c)</sup>	
				(69) <sup>(d)</sup>	
				44 <sup>(d)</sup>	
				(1,313) <sup>(g)</sup>	
Gain on sale of assets	(40)				(40)
Income (loss) from operations	2,488	133	(1,433)	1,541	2,727
Interest and other (income) expense					
Interest expense	1,055	252	696	(948) <sup>(e)</sup>	1,319
				264 <sup>(e)</sup>	
Interest income	(125)				(125)
Other (income) expense, net	1,696	6	1,126		2,828
Interest and other expense, net	2,626	258	1,822	(684)	4,022
(Loss) income from operations before income taxes	(138)	(125)	(3,255)	2,225	(1,293)
Provision (benefit) for income taxes	168	(1,858)		1,860 <sup>(f)</sup>	170
Net (loss) income from continuing operations	\$ (306)	\$ 1,733	\$ (3,255)	\$ 365	\$ (1,463)
Earnings (loss) per share from continuing operations					
Basic	\$ (0.02)				\$ (0.08)
Diluted	\$ (0.02)				\$ (0.08)
Shares used in the computation of earnings (loss) per share					
Basic	14,855,313			2,745,158 <sup>(Note3)</sup>	17,600,471
Diluted	14,855,313			2,745,158 <sup>(Note3)</sup>	17,600,471

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.



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## INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

For the year ended September 30, 2012

## MISCOR Acquisition

(In thousands, except share and per share amounts)

	IES	MISCOR	Pro Forma Adjustments (Note 5)	Pro Forma Combined
Revenues	\$ 456,115	\$ 48,983	\$	\$ 505,098
Cost of services	398,063	37,495	(1,449) <sup>(d)</sup>	434,930
			821 <sup>(d)</sup>	
Gross profit	58,052	11,488	628	70,168
Selling, general and administrative expenses	58,609	8,963	(422) <sup>(c)</sup>	67,347
			260 <sup>(c)</sup>	
			(150) <sup>(d)</sup>	
			87 <sup>(d)</sup>	
Gain on sale of assets	(168)			(168)
Income (loss) from operations	(389)	2,525	853	2,989
Interest and other (income) expense				
Interest expense	2,324	787	(787) <sup>(e)</sup>	2,852
			528 <sup>(e)</sup>	
Interest (income)	(34)			(34)
Other (income), net	(62)	(162)		(224)
Interest and other expense (income), net	2,228	625	(259)	2,594
Income (loss) from operations before income taxes	(2,617)	1,900	1,112	395
Provision (benefit) for income taxes	38		<sup>(f)</sup>	38
Net (loss) income from continuing operations	\$ (2,655)	\$ 1,900	\$ 1,112	\$ 357
Earnings (loss) per share from continuing operations				
Basic	\$ (0.18)			\$ 0.02
Diluted	\$ (0.18)			\$ 0.02
Shares used in the computation of earnings (loss) per share				
Basic	14,625,776		2,745,158 <sup>(Note3)</sup>	17,370,934
Diluted	14,625,776		2,745,158 <sup>(Note3)</sup>	17,492,809 <sup>(h)</sup>

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.

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## INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

For the year ended September 30, 2012

## Acro Acquisition

(In thousands, except share and per share amounts)

	IES	Acro	Pro Forma Adjustments (Note 5)	Pro Forma Combined
Revenues	\$ 456,115	\$ 14,824	\$(8,596) <sup>(b)</sup>	\$ 462,343
Cost of services	398,063	10,019	(8,596) <sup>(b)</sup>	399,486
Gross profit	58,052	4,805		62,857
Selling, general and administrative expenses	58,609	8,462	147 <sup>(c)</sup>	67,218
Gain on sale of assets	(168)	1,297		1,129
Income (loss) from operations	(389)	(4,954)	(147)	(5,490)
Interest and other (income) expense				
Interest expense	2,324	400	(400) <sup>(e)</sup>	2,324
Interest (income)	(34)	(126)		(160)
Other (income), net	(62)	(524)		(586)
Interest and other expense (income), net	2,228	(250)	(400)	1,578
Income (loss) from operations before income taxes	(2,617)	(4,704)	253	(7,068)
Provision (benefit) for income taxes	38	1	<sup>(f)</sup>	39
Net (loss) income from continuing operations	\$ (2,655)	\$ (4,705)	\$ 253	\$ (7,107)
Earnings (loss) per share from continuing operations				
Basic	\$ (0.18)			\$ (0.49)
Diluted	\$ (0.18)			\$ (0.49)
Shares used in the computation of earnings (loss) per share				
Basic	14,625,776			14,625,776
Diluted	14,625,776			14,625,776

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.

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## INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

## UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

For the year ended September 30, 2012

Combined

(In thousands, except share and per share amounts)

	IES	MISCOR	Acro	Pro Forma Adjustments (Note 5)	Pro Forma Combined
Revenues	\$ 456,115	\$ 48,983	\$ 14,824	\$ (8,596) <sup>(b)</sup>	\$ 511,326
Cost of services	398,063	37,495	10,019	(8,596) <sup>(b)</sup>	436,353
				(1,449) <sup>(d)</sup>	
				821 <sup>(d)</sup>	
Gross profit	58,052	11,488	4,805	628	74,973
Selling, general and administrative expenses	58,609	8,963	8,462	(422) <sup>(c)</sup>	75,956
				407 <sup>(c)</sup>	
				(150) <sup>(d)</sup>	
				87 <sup>(d)</sup>	
Gain on sale of assets	(168)		1,297		1,129
Income (loss) from operations	(389)	2,525	(4,954)	706	(2,112)
Interest and other (income) expense					
Interest expense	2,324	787	400	(1,187) <sup>(e)</sup>	2,852
				528 <sup>(e)</sup>	
Interest (income)	(34)		(126)		(160)
Other (income), net	(62)	(162)	(524)		(748)
Interest and other expense (income), net	2,228	625	(250)	(659)	1,944
Income (loss) from operations before income taxes	(2,617)	1,900	(4,704)	1,365	(4,056)
Provision (benefit) for income taxes	38		1	<sup>(f)</sup>	39
Net (loss) income from continuing operations	\$ (2,655)	\$ 1,900	\$ (4,705)	\$ 1,365	\$ (4,095)
Earnings (loss) per share from continuing operations					
Basic	\$ (0.18)				\$ (0.24)
Diluted	\$ (0.18)				\$ (0.24)
Shares used in the computation of earnings (loss) per share					
Basic	14,625,776			2,745,158 <sup>(Note3)</sup>	17,370,934
Diluted	14,625,776			2,745,158 <sup>(Note3)</sup>	17,370,934

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.



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**INTEGRATED ELECTRICAL SERVICES, INC.**

**Notes to Unaudited Pro Forma Condensed Combined Financial Statements**

**(All Dollar Amounts in Thousands Except Per Share Amounts)**

**Note 1: Description of Transactions**

*MISCOR*

On March 13, 2013, IES and MISCOR entered into a definitive merger agreement pursuant to which, subject to the terms and conditions set forth in the agreement and discussed below, MISCOR will merge with and into IES Subsidiary Holdings, Inc., a wholly-owned subsidiary of IES ( Merger Sub ), with Merger Sub surviving the merger as the surviving corporation, a wholly-owned subsidiary of IES. At the effective time of the merger, all outstanding MISCOR options, warrants and restricted stock will immediately vest into MISCOR common stock, and IES will issue, subject to the terms of the merger agreement, at the election of each MISCOR shareholder, shares of IES common stock or cash for each share of MISCOR common stock issued and outstanding, subject to the Maximum Cash Amount (as described in Note 3 to these unaudited pro forma condensed combined financial statements). At the time of this filing, it is expected by IES management that MISCOR shareholders holding approximately 75% of MISCOR s issued and outstanding common stock (as of the Merger Consideration Determination Date, as defined below) will elect to receive shares of IES common stock in the merger and that MISCOR shareholders holding approximately 25% of MISCOR s issued and outstanding common stock (as of such date) will elect to receive cash consideration. See Note 3 to these unaudited pro forma condensed combined financial statements for a discussion of the facts underlying this assumption.

Based on the assumptions described in Note 3 to these unaudited pro forma condensed combined financial statements, which assumptions will not be definitively determined until the fifteenth business day prior to the closing date of the merger (the Merger Consideration Determination Date ), each MISCOR shareholder will have the right to receive, subject to the terms of the merger agreement, at his or her election, either \$1.48 in cash or 0.311 shares of IES common stock for each share of MISCOR common stock issued and outstanding, subject to the sensitivity assumptions set forth herein. See Note 3 to these unaudited pro forma condensed combined financial statements for further discussion of these assumptions and a sensitivity analysis related to the potential consideration that may be received by MISCOR shareholders.

*Acro*

On February 8, 2013, IES Renewable Energy, LLC ( IES Renewable ), an indirect wholly-owned subsidiary of IES, entered into an asset purchase agreement with a group of entities operating under the name of the Acro Group: Residential Renewable Technologies, Inc., Energy Efficiency Solar, Inc. and Lonestar Renewable Technologies Acquisition Corp. (collectively, the Acro Group ). Pursuant to the terms of the asset purchase agreement, IES agreed to acquire certain assets in connection with the Acro Group s turn-key residential solar integration business (the Acquired Assets ). The Acquired Assets include, but are not limited to, assets relating to the Acro Group s solar installation sales and marketing platform and the backlog of contracts entered into by the Acro Group with residential solar customers, which provide for the payment of sales and marketing fees in connection with the sale, installation and third-party financing of residential solar equipment. The transaction closed on February 15, 2013 (the Closing Date ).

Following consummation of the transaction, IES Residential, Inc. ( IES Residential ), a wholly-owned subsidiary of IES, began offering full-service residential solar integration services, including design, procurement, permitting, installation, financing services through third parties and warranty services for residential customers. IES Residential had previously provided solar installation subcontracting services to the Acro Group, and as of February 8, 2013, was owed \$3,800 for subcontracting services provided up to that date (such balance, as of the day prior to the Closing Date, the Accounts Receivable Balance ).



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Total consideration received by the Acro Group for the Acquired Assets consists of (i) IES Residential's release of the Accounts Receivable Balance, (ii) payment by IES Renewable to the Acro Group of a percentage of future gross revenue generated from the Acquired Assets in an amount not to exceed \$2,000 over the 12-month period beginning the first full month following the Closing Date, subject to certain reductions as described in the asset purchase agreement, and (iii) \$828 representing amounts paid by IES Residential, to the Acro Group to fund certain of its operating expenses between January 4, 2013 and the Closing Date.

On February 21, 2013, an affiliate of the Acro Group, Acro Energy Technologies, Inc. (the Debtor) filed a petition under Chapter 7 of the United States Code with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the bankruptcy case). The Debtor was not party to the asset purchase agreement or otherwise involved in the Acro asset transaction. As such, the bankruptcy case is not anticipated to have an impact on the asset purchase agreement, the transactions contemplated thereunder or the Acquired Assets.

According to Note 5 to the Consolidated Financial Statements of Lonestar Renewable Technologies Corp. (referred to herein as Acro or Lonestar) for the years ended December 31, 2012 and 2011, on May 13, 2011, Lonestar granted collateral security on all of its assets and the assets of two of its subsidiaries to four individuals (the Secured Parties) who had advanced sums and other financial accommodations to Lonestar. Thereafter, on June 19, 2012, the Secured Parties assigned their collateral security rights to Residential Renewable Technologies, Inc. (Residential), and Lonestar assigned all of its assets to Residential, which agreed to lease the assets to Energy Efficiency Solar, Inc., a subsidiary of Lonestar, for a monthly lease payment of \$1.00.

The financial statements of Lonestar for the year ending December 31, 2012 do not appear to reflect the transfer of assets to Residential. The assets and operations acquired by IES are fully included in the financial statements of Lonestar, thus precluding the necessity to include the financial statements of Residential. Residential is a party to the asset purchase agreement because it owned certain assets acquired by IES.

Both the MISCOR transaction and the Acro asset acquisition are significant and, as such, are presented separately in the unaudited pro forma condensed combined financial statements. The combination of the MISCOR transaction and the Acro asset acquisition is referred to as the Transactions in the notes to these unaudited pro forma condensed combined financial statements.

**Note 2: Basis of Presentation**

The Transactions are reflected in the unaudited pro forma condensed combined financial statements as being accounted for under the acquisition method of accounting. Under the acquisition method, the total estimated purchase price for the MISCOR transaction as described in Note 3 will be measured at the closing date of the MISCOR transaction using the quoted market price of IES common stock at that time which may be different than the VWAP as defined and discussed further in Note 3. Therefore, this may result in a per-share equity value that is different from that assumed for purposes of preparing these unaudited pro forma condensed combined financial statements. The assets and liabilities of MISCOR and Acro have been measured at fair value based on various preliminary estimates using assumptions that IES management believes are reasonable utilizing information currently available. Use of different estimates and judgments could yield materially different results. There are limitations on the type of information that can be exchanged between MISCOR and IES at this time. Until the MISCOR acquisition is complete, IES will not have complete access to all relevant information.

The process for estimating the fair values of identifiable intangible assets and certain tangible assets requires the use of significant estimates and assumptions, including estimating future cash flows. The excess of the estimated purchase consideration over the estimated amounts of identifiable assets and liabilities of MISCOR and Acro as of the effective date of the acquisitions have been allocated to Goodwill. The purchase price allocation is subject to finalization of IES analysis of the fair value of the assets and liabilities of MISCOR and Acro as of the

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effective dates of the Transactions. Accordingly, the purchase price allocation in the unaudited pro forma condensed combined financial statements is preliminary and will be adjusted upon completion of the final valuations. Such adjustments could be material.

In accordance with the SEC's rules and regulations, the unaudited pro forma condensed combined financial statements do not reflect any cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the Transactions or the costs to integrate the operations of IES, MISCOR and Acro or the costs necessary to achieve these cost savings, operating synergies and revenue enhancements.

IES is performing a detailed review of MISCOR's accounting policies. As a result of this review, IES may identify differences between the accounting policies that, when conformed, could have a material impact on the consolidated financial statements of the combined company.

Certain reclassifications have been made to the historical presentation of MISCOR and Acro to conform to the presentation used in the unaudited pro forma condensed combined financial statements. Upon consummation of the MISCOR transaction, further review of MISCOR's financial statements may result in additional revisions to MISCOR's classifications to conform to IES' presentation.

### **Note 3: Estimate of Consideration Expected to be Transferred**

#### *MISCOR*

The following is a preliminary estimate of the consideration expected to be transferred to effect the acquisition of MISCOR. Pursuant to the merger agreement, the aggregate cash consideration to be paid in connection with the merger shall not exceed a threshold (the "Maximum Cash Amount") equal to the product obtained by multiplying (x) the per share cash consideration by (y) 50% of the number of shares of MISCOR common stock outstanding immediately prior to the effective time of the merger. The Maximum Cash Amount will be equal to approximately 50% of the total consideration received by MISCOR shareholders in the merger.

One of the variables incorporated in the unaudited pro forma financial statements for the MISCOR transaction is the assumption of IES management that MISCOR shareholders holding approximately 75% of MISCOR's issued and outstanding common stock (as of the Merger Consideration Determination Date) will elect to receive shares of IES common stock in the merger and that MISCOR shareholders holding approximately 25% of MISCOR's issued and outstanding common stock (as of such date) will elect to receive cash consideration. This is IES management's best estimate at this time, which is based, in part, on the expectation that Tontine will elect to receive stock consideration for 100% of its MISCOR common stock (or 49.9% of MISCOR's outstanding common stock as of July 24, 2013) and John Martell will elect to receive stock consideration for between 18.3% and 54.8% of his MISCOR common stock (or between 4.2% and 12.7% of MISCOR's outstanding common stock as of July 24, 2013).

Mr. Martell and representatives of Tontine have each engaged in non-binding discussions with representatives of MISCOR and IES regarding their intentions to elect to receive sufficient stock consideration in the merger to avoid triggering the Maximum Cash Amount and, thereby, limiting the cash consideration available to unaffiliated MISCOR shareholders in the merger.

Tontine has indicated that it intends to take stock consideration for 100% of its MISCOR common stock, subject to the exercise of fiduciary duties in the management of its funds and other factors. Similarly, Mr. Martell has indicated that he intends to exchange at least 500,000 shares and up to 1,500,000 shares of MISCOR common stock for IES common stock (or between 18.3% and 54.8% of his shares of MISCOR common stock as of July 24, 2013), depending on certain factors and considerations. Based on these non-binding indications, IES management anticipates (as described above) that, at a minimum, 54% of the MISCOR common stock outstanding as of July 24, 2013 will elect to receive stock consideration in the merger.

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The table below shows the sensitivity of using the floor, which assumes a 50% split between cash consideration and stock consideration, and the ceiling, which assumes 100% stock consideration.

	Sensitivity Assumptions:		
	50% Stock 50% Cash	75% Stock 25% Cash	100% Stock
Total estimate of consideration expected to be transferred <sup>(b)(e)</sup>	\$ 24,000	\$ 24,000	\$ 24,000
Less: MISCOR debt balance at July 24, 2013 <sup>(b)(g)</sup>	\$ 6,614	\$ 6,614 <sup>(f)</sup>	\$ 6,614
Equals: Estimate of consideration after MISCOR debt balance	\$ 17,386	\$ 17,386	\$ 17,386
Allocation to: Estimated cash consideration <sup>(b)</sup>	\$ 8,693	\$ 4,347 <sup>(f)</sup>	\$
Allocation to: IES common stock equity consideration <sup>(b)(e)</sup>	\$ 8,693	\$ 13,039 <sup>(h)</sup>	\$ 17,386
Number of shares of MISCOR common stock (including shares of restricted stock) outstanding as of July 24, 2013	11,684,987	11,684,987	11,684,987
Plus: Number of MISCOR stock options outstanding as of July 24, 2013	82,000	82,000	82,000
Plus: Number of MISCOR warrants outstanding as of July 24, 2013	8,079	8,079	8,079
Equals: Total MISCOR equity units as of July 24, 2013 <sup>(a)</sup>	11,775,066	11,775,066	11,775,066
MISCOR equity units electing to receive stock consideration <sup>(b)</sup>	5,887,533	8,831,300	11,775,066
Estimated cash consideration per share <sup>(i)</sup>	\$ 1.48	\$ 1.48	\$ 1.48
IES common stock share price on July 24, 2013 <sup>(b)(d)</sup>	\$ 4.75	\$ 4.75	\$ 4.75
IES shares expected to be issued as stock consideration <sup>(b)</sup>	1,830,105	2,745,158	3,660,211
Estimated exchange ratio <sup>(b)(c)</sup>	0.311	0.311	0.311
Pro forma earnings per share for the year ended September 30, 2012 MISCOR only	\$ 0.02	\$ 0.02	\$ 0.02
Pro forma earnings per share for the period ended March 31, 2013 MISCOR only	\$ 0.05	\$ 0.05	\$ 0.05

- (a) Assumes for purposes of these unaudited pro forma condensed combined financial statements that the total number of MISCOR equity units outstanding as of July 24, 2013 is reflective of the total number of MISCOR equity units that will be outstanding as of the Merger Consideration Determination Date.
- (b) Actual amounts may vary from these estimates based on, among other factors, (i) the number of MISCOR equity units for which cash consideration is elected and the number of MISCOR equity units for which stock consideration is elected, (ii) the volume-weighted average of the sale prices per share of IES common stock for the 60 consecutive trading days ending on the Merger Consideration Determination Date (the IES Common Stock Value), (iii) if the IES Common Stock Value is greater than \$6.036 per share or less than \$4.024 per share (the VWAP Collar) on the Consideration Determination Date, (iv) the market price of IES common stock on the closing date, (v) fluctuations in MISCOR's Net Debt prior to the Merger Consideration Determination Date, and (vi) the number of MISCOR stock options and warrants actually exercised. See sensitivity disclosures below.
- (c) Estimated exchange ratio equal to (x) the estimated cash consideration of \$1.48 per share (see footnote (i) below), divided by (y) the closing price of IES common stock, as reported on the NASDAQ Global Market System on July 24, 2013 (see footnote (d) below).
- (d) Assumes for purposes of these unaudited pro forma condensed combined financial statements that the closing price of IES common stock, as reported on the NASDAQ Global Market System on July 24, 2013, of \$4.75 per share may better reflect the anticipated VWAP of IES common stock for the 60-day period ending on the Merger Consideration Determination Date than the VWAP of IES common stock for the 60-day period ending on July 24, 2013 of \$5.1616. Keeping all other factors unchanged, using the VWAP of IES common stock for the 60-day period ended on July 24, 2013, in lieu of the market price of IES common stock at July 24, 2013, in the calculation of estimated consideration set forth in the table above would result

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in a decrease in consideration of approximately \$1,040, which would be recorded as a decrease to Goodwill in the unaudited pro forma condensed combined balance sheet.

- (e) The estimated consideration expected to be transferred related to the MISCOR acquisition reflected in these unaudited pro forma condensed combined financial statements does not purport to represent what the actual consideration transferred will be when the transaction is completed. The fair value of the shares of IES common stock to be issued as part of the consideration transferred is required to be measured on the closing date of the transaction at the then-current market price of IES common stock. This requirement will likely result in a per-share equity component different from what has been assumed in these unaudited pro forma condensed combined financial statements and that difference may be material.

A \$1.00 increase in the closing price per share for IES common stock, as reported on the NASDAQ Global Market system on July 24, 2013 (see footnote (d) above) would not have a material impact on the overall consideration because a market price of \$5.75 per share would be within the VWAP Collar. A \$1.00 decrease in the closing price per share for IES common stock, as reported on the NASDAQ Global Market system on July 24, 2013 would be below the VWAP floor of \$4.024. This would result in approximately \$900 in lower overall consideration which would be recorded against Goodwill. The total consideration for the MISCOR acquisition may be higher or lower than \$24,000 as a result of the fluctuations in the factors described in footnote (b) above, including, specifically, if the IES Common Stock Value is outside of the VWAP Collar. Given that this information is not yet available to IES, these unaudited pro forma condensed combined financial statements assume that total consideration will be \$24,000.

- (f) Cash adjustment in unaudited pro forma condensed combined balance sheet is \$10,961.
- (g) Assumes for purposes of these unaudited pro forma condensed combined financial statements that MISCOR's total debt outstanding at July 24, 2013 of \$6,614 may better reflect MISCOR's anticipated Net Debt as of the Merger Consideration Determination Date than MISCOR's Net Debt for the 30-day period ended as of July 24, 2013 of \$5,994. Net Debt, as defined in the merger agreement, is a 30-day average of the sum of MISCOR's funded debt and other debt, not including ordinary trade payables. Keeping all other factors unchanged, using MISCOR's Net Debt for the 30-day period ended July 24, 2013, in lieu of MISCOR's total debt outstanding as of July 24, 2013, in the calculation of estimated consideration set forth in the table above would result in an increase in consideration after the MISCOR debt balance of approximately \$620, which would be recorded as an increase to Goodwill in the unaudited pro forma condensed combined balance sheet.
- (h) Allocation on the unaudited pro forma condensed combined balance sheet between Common Stock and APIC is \$27 and \$13,012, respectively, based on par value of \$0.01.
- (i) Estimated cash consideration per share equal to (x) the difference between \$24,000 and MISCOR's debt balance as of July 24, 2013 (see footnote (g) above) divided by (y) the number of MISCOR equity units outstanding as of July 24, 2013 (see footnote (a) above).

**Table of Contents****Index to Financial Statements****Note 4: Preliminary Purchase Price Allocation**

The following is a preliminary estimate of the assets acquired and liabilities assumed by IES in the MISCOR acquisition, reconciled to the estimate of consideration expected to be transferred:

	<b>MISCOR</b>
Estimate of consideration expected to be transferred (see Note 3)	\$ 24,000
Book value of net assets (liabilities) acquired at March 31, 2013	\$ 14,463
Plus: Debt at March 31, 2013 repaid in connection with the transaction	6,332
Equals: Adjusted book value of net assets acquired	20,795
Fair value and deferred tax adjustments to (see Note 5):	
Intangible assets <sup>(c)</sup>	(2,081)
Fixed assets <sup>(d)</sup>	1,840
Deferred tax assets <sup>(f)</sup>	(149)
Deferred tax liabilities <sup>(f)</sup>	(2,273)
Unfavorable leases <sup>(c)</sup>	(660)
Goodwill	6,528
Total fair value and deferred tax adjustments	3,205
Fair value of net assets acquired	\$ 24,000

**Note 5: Adjustments to Unaudited Pro Forma Condensed Combined Financial Statements**

(a) *Liabilities and Equity Not Acquired:* Based on the terms of the MISCOR purchase agreement, MISCOR outstanding debt will be retired commensurate with the merger. The unaudited pro forma condensed combined financial statements have been adjusted to remove such debt as well as historical MISCOR equity at the respective historical carrying values.

(b) *Intercompany Eliminations:* Reflects the elimination of revenue and cost of services in connection with historical services provided by IES to Acro and related Acro cost for these services as if the entities were combined as of October 1, 2011 for the unaudited pro forma condensed combined statements of operations. There were no related transactions between IES and MISCOR for elimination purposes.

(c) *Intangible Assets:* The fair value of identifiable intangible assets is determined primarily using the income approach, which requires a forecast of all of the expected future cash flows either through the use of the relief-from-royalty method or the multi-period excess earnings method. Some of the more significant assumptions inherent in the development of intangible asset values include: the amount and timing of projected future cash flows, the discount rate selected to measure the risks inherent in the future cash flows, and the assessment of the asset's life cycle, as well as other factors. However, for purposes of these unaudited pro forma condensed combined financial statements, using certain high-level assumptions, the fair value of the identifiable intangible assets, the related amortization expense and their weighted-average useful lives have been estimated as follows:

	Carrying Value	Estimated Fair Value	Step Up (Down)	Weighted Average Estimated Useful Life	Amortization Expense	
					Year Ended September 31, 2012	Six Months Ended March 31, 2013
<b>MISCOR</b>						

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Trademarks	\$	\$ 1,200	\$ 1,200	Indefinite	\$	\$
Technical library	513	400	(113)	20 Years	20	10
Customer relationships	5,668	2,500	(3,168)	6.8 Years	369	184
Unfavorable leases		(660)	(660)	5.1 Years	(129)	(64)
Total MISCOR, net <sup>(2)</sup>	\$ 6,181	\$ 3,440	\$ (2,741)		\$ 260	\$ 130

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	Carrying Value	Estimated Fair Value	Step Up (Down)	Weighted Average Estimated Useful Life	Amortization Expense	
					Year Ended September 31, 2012	Period Ended February 14, 2013
<b>Acro</b>						
Backlog	\$	\$ 350	\$ 350	5 Months	\$ <sup>(1)</sup>	\$ <sup>(1)</sup>
Covenant not-to-compete		140	140	3 Years	47	23 <sup>(3)</sup>
Developed technology		400	400	4 Years	100	50 <sup>(3)</sup>
<b>Total Acro, net<sup>(2)</sup></b>		<b>890</b>	<b>890</b>		<b>147</b>	<b>73</b>
<b>Total MISCOR and Acro, net</b>	<b>\$ 6,181</b>	<b>\$ 4,330</b>	<b>\$ (1,851)</b>		<b>\$ 407</b>	<b>\$ 203<sup>(3)</sup></b>

(1) Note that subsequent amortization of the new backlog intangible asset recorded at fair value is expected to be less than 12 months. As this does not have a continuing impact, the unaudited pro forma condensed combined statements of operations do not include this amortization expense.

(2) MISCOR fair value adjustments, excluding unfavorable leases, is \$(2,081).

(3) Note that amortization expense of \$11 was recorded subsequent to the acquisition of Acro. This amount was excluded from the as calculated pro forma interest expense for the period.

Historical MISCOR amortization of \$253 and \$422 for the six months ended March 31, 2013 and the year ended September 30, 2012, respectively, is derecognized in the unaudited pro forma statements of operations.

These preliminary estimates of fair value and estimated useful life will likely be different from the final acquisition accounting, and the difference could have a material impact on the accompanying unaudited pro forma condensed combined financial statements. Once IES has full access to the specifics of MISCOR's intangible assets, additional insight will be gained that could impact: (i) the estimated total value assigned to intangible assets and (ii) the estimated weighted average useful life of each category of intangible assets. The estimated intangible asset values and their useful lives could be impacted by a variety of factors that may become known to IES only upon access to the additional information and/or changes in such factors that may occur prior to the effective time of the transaction.

(d) *Fixed Assets:* For purposes of these unaudited pro forma condensed combined financial statements, IES has estimated the fair values of MISCOR fixed assets set forth below. This estimate of fair value is preliminary and subject to change once IES has sufficient information as to the specific types, nature, age, condition and location of MISCOR fixed assets. The below table calculates the MISCOR step up adjustment and related depreciation expense recorded in the accompanying unaudited pro forma condensed combined financial statements:

	Carrying Value	Estimated Fair Value	Step Up (Down)	Remaining Useful Life (in years)	Depreciation Expense	
					Year Ended September 31, 2012	Six Months Ended March 31, 2013
<b>MISCOR</b>						
Land	\$ 250	\$ 250	\$	N/A	\$ N/A	\$ N/A
Buildings	1,319	1,550	231	20	78	39
Leasehold improvements	231	301	70	3	100	50
Machinery and equipment	1,937	2,778	841	7	397	198
Construction in process <sup>(1)</sup>	124	308	184	N/A	<sup>(1)</sup>	<sup>(1)</sup>
Vehicles		46	46	3	15	8
Office & computer equipment	963	1,431	468	4.5	318	159
<b>Total MISCOR</b>	<b>\$ 4,824</b>	<b>\$ 6,664</b>	<b>\$ 1,840</b>		<b>\$ 908</b>	<b>\$ 454</b>

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Allocated to cost of services	821	410
Allocated to SG&A	87	44

- (1) Carrying value expected to approximate fair value for construction in process and is not depreciated consistent with IES accounting policies.

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Historical MISCOR depreciation of \$621 (\$552 cost of services and \$69 selling, general and administrative) and \$1,599 (\$1,449 cost of services and \$150 selling, general and administrative) for the six months ended March 31, 2013 and the year ended September 30, 2012, respectively, was derecognized in the unaudited pro forma condensed combined statements of operations.

(e) *Debt and Interest:* Based on the terms of the asset purchase agreement with Acro, none of the historical Acro debt was assumed by IES in the transaction. As such, there is an adjustment in the unaudited pro forma condensed combined statements of operations to remove the interest related to this debt as it will not have a continuing impact.

Based on the terms of the definitive merger agreement, the MISCOR debt will be assumed in the transaction by IES. Simultaneous with the closing of the MISCOR transaction, IES expects to refinance the assumed debt with a new \$10,000 fixed rate term loan with Wells Fargo which is expected to bear interest at 5.03% per annum. Approximately \$2,500 is due within the first year and \$7,500 thereafter. Debt issue costs are estimated at \$100, which are expected to be amortized over approximately 4 years. To reflect this refinancing and the related deal terms, there is an adjustment to remove the historical debt and related interest expense in the unaudited pro forma condensed combined financial statements. A summary of the pro forma adjustment to interest expense is as follows:

<b>Year Ended September 30, 2012</b>	<b>MISCOR</b>	<b>Acro</b>	<b>Total</b>
Annual interest expense on new term loan		\$	
	\$ 503		\$ 503
Annual amortization of debt issue costs	25		25
<b>Total annual pro forma interest expense</b>	<b>528</b>		<b>528</b>
Historical annual interest expense	787	400	1,187
<b>Net pro forma adjustment to interest expense</b>	<b>\$ 259</b>	<b>\$ 400</b>	<b>\$ 659</b>

<b>Six Months Ended March 31, 2013</b>	<b>MISCOR</b>	<b>Acro</b>	<b>Total</b>
Pro forma interest expense on new term loan	\$ 251	\$	\$ 251
Annual amortization of debt issue costs	13		13
<b>Total pro forma interest expense</b>	<b>264</b>		<b>264</b>
Less: Historical interest expense	252	696	948
<b>Net pro forma adjustment to interest expense</b>	<b>\$ 12</b>	<b>\$ (696)</b>	<b>\$ (684)</b>

*(f) Deferred taxes:*

In assessing the recovery of net operating loss carryforwards, IES considers whether it is more likely than not that some portion or all of net operating loss carryforwards will be realized. The realization of net operating loss carryforwards is dependent upon the generation of taxable income during the periods the net operating loss carryforwards may be utilized. In assessing the likelihood of future taxable income, considerably more weight is placed upon historical results and less weight on future projections when there is negative evidence such as cumulative pretax loss in recent years. IES believes the future benefits of the Transactions are not of sufficient weight to offset the historical cumulative pretax loss generated by IES. Accordingly, IES has provided a valuation allowance for the net operating loss carryforward resulting from the pretax loss for year ended September 30, 2012. The effect of the net operating loss carryforward results in actual income tax expense from the pro forma adjustment differing from income tax expense computed by applying the statutory corporate tax rate. No income tax expense or benefit was recorded in the unaudited pro forma condensed combined statement of operations for the year ended September 30, 2012 as a result of the pro forma adjustments.



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For the six month period ended March 31, 2013, MISCOR recognized an income tax benefit of \$1,942 related to reducing a valuation allowance for the utilization of future net operating loss carryforwards. IES believes on a combined basis it is not more likely than not that this is recoverable and has provided for \$1,942 pro forma adjustment to reverse the income tax benefit of the valuation allowance adjustment. Additionally, IES recorded a \$82 income tax benefit due to the effect of the pro forma adjustment resulting in a net pro forma income tax provision adjustment of \$1,860. A net pro forma income tax provision of \$1,886 is applicable to MISCOR and a net pro forma income tax benefit of \$26 is applicable to Acro. The net operating loss carryforward results in actual income tax expense from the pro forma adjustment differing from income tax expense computed by applying the statutory corporate tax rate.

*MISCOR*

A summary of MISCOR deferred tax assets and deferred tax liabilities is as follows (in thousands):

	Deferred Tax Assets	Valuation Allowance	Deferred Tax Liabilities	Total
Historical MISCOR balances as of March 31, 2013	\$ 11,035	\$ (9,093)	\$	\$ 1,942
Pro forma Adjustments:				
To confirm MISCOR presentation to IES	837		(837)	
Revaluation of trademarks			(480)	(480)
Revaluation of customer relationships and technical library	1,350			1,350
Recharacterization of goodwill as non-deductible	(1,949)			(1,949)
Revaluation of property and equipment			(692)	(692)
Unfavorable operating leases			(264)	(264)
Adjust Valuation Allowance		(387)		(387)
Total pro forma adjustments	238 <sup>(1)</sup>	(387) <sup>(1)</sup>	(2,273)	(2,422)
Pro forma deferred taxed related to MISCOR	\$ 11,273	\$ (9,480)	\$ (2,273)	\$ (480)

(1) Net adjustment is \$149 as shown in Note 4.

A valuation allowance of \$9,480 is provided for the deferred tax assets. IES believes \$1,793 of deferred tax assets will be offset by deferred tax liabilities. The remaining deferred tax liability of \$480 is related to an indefinite lived intangible asset. For purposes of these unaudited pro forma condensed combined financial statements, deferred tax assets are provided at the 35% U.S. federal statutory income tax rate and 5% state blended income tax rate.

*Acro*

Since the Acro transaction was taxable, no deferred taxes were recorded as the tax bases and financial reporting bases are revalued in the same manner.

(g) Reflects an estimate of the future costs of \$807 directly attributable to the Transactions, including advisory and legal fees that are recorded as an adjustment to the unaudited pro forma condensed combined balance sheet only. These amounts will be expensed as incurred in the future and are not reflected in the unaudited pro forma condensed combined statement of operations because they have not yet been incurred for accompanying periods presented and they will not have a continuing impact. We incurred expenses of \$1,313 in the period ended March 31, 2013, which is the amount of direct, incremental costs for the MISCOR and Acro transactions recorded in these historical financial statements. Of these amounts incurred, \$1,030 related to the MISCOR acquisition, while \$283 related to the Acro asset acquisition. There were no such expenditures incurred in the year ended September 30, 2012. For pro forma purposes, these expenditures have been removed from the unaudited pro forma condensed combined statements of operations as they will not have a continuing impact.



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(h) For the six months ended March 31, 2013 and the year ended September 30, 2012, for the MISCOR transaction, IES on a pro forma basis has income from continuing operations. Therefore, 14,958,659 and 14,747,651 shares are the diluted number of shares, respectively, before issuing 2,745,158 pro forma shares in connection with the transaction, which in total, equal 17,703,817 and 17,492,809 shares, respectively.

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**INTEGRATED ELECTRICAL SERVICES, INC.**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of

Integrated Electrical Services, Inc.

We have audited the accompanying consolidated balance sheets of Integrated Electrical Services, Inc. and subsidiaries ( the Company ) as of September 30, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Integrated Electrical Services, Inc. and subsidiaries at September 30, 2012 and 2011, and the consolidated results of their operations and their cash flows for each of the three years in the period ended September 30, 2012, in conformity with U.S. generally accepted accounting principles.

/s/ ERNST & YOUNG LLP

Houston, Texas

December 14, 2012

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	Years Ended September 30,	
	2012	2011
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 18,729	\$ 35,577
Restricted cash	7,155	
Accounts receivable:		
Trade, net of allowance of \$1,788 and \$2,704, respectively	76,259	85,728
Retainage	17,004	17,944
Inventories	15,141	8,443
Costs and estimated earnings in excess of billings on uncompleted contracts	8,180	9,963
Assets held for sale	1,110	
Prepaid expenses and other current assets	3,807	2,840
<b>Total current assets</b>	<b>147,385</b>	<b>160,495</b>
LONG-TERM RECEIVABLE, net of allowance of \$0 and \$59, respectively	259	200
PROPERTY AND EQUIPMENT, net	6,480	8,016
GOODWILL	4,446	4,446
OTHER NON-CURRENT ASSETS, net	6,143	7,087
<b>Total assets</b>	<b>\$ 164,713</b>	<b>\$ 180,244</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Current maturities of long-term debt	\$ 10,456	\$ 209
Accounts payable and accrued expenses	68,673	78,980
Billings in excess of costs and estimated earnings on uncompleted contracts	25,255	19,585
<b>Total current liabilities</b>	<b>104,384</b>	<b>98,774</b>
LONG-TERM DEBT, net of current maturities	24	10,289
LONG-TERM DEFERRED TAX LIABILITY	285	284
OTHER NON-CURRENT LIABILITIES	6,863	6,596
<b>Total liabilities</b>	<b>111,556</b>	<b>115,943</b>
<b>STOCKHOLDERS EQUITY:</b>		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, none issued and outstanding		
Common stock, \$0.01 par value, 100,000,000 shares authorized; 15,407,802 and 15,407,802 shares issued and 14,977,400 and 14,956,473 outstanding, respectively	154	154
Treasury stock, at cost, 430,402 and 451,329 shares, respectively	(4,546)	(5,595)
Additional paid-in capital	163,871	164,262
Retained deficit	(106,322)	(94,520)



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Total stockholders' equity	53,157	64,301
Total liabilities and stockholders' equity	\$ 164,713	\$ 180,244

The accompanying notes are an integral part of these Consolidated Financial Statements.

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**Table of Contents****Index to Financial Statements****INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES****Consolidated Statements of Operations****(In Thousands, Except Share Information)**

	Years Ended September 30,		
	2012	2011	2010
Revenues	\$ 456,115	\$ 406,141	\$ 382,431
Cost of services	398,063	361,757	326,939
Gross profit	58,052	44,384	55,492
Selling, general and administrative expenses	58,609	63,321	74,251
Gain on sale of assets	(168)	(6,555)	(128)
Asset impairment		4,804	
Restructuring charges			763
Loss from operations	(389)	(17,186)	(19,394)
Interest and other (income) expense:			
Interest expense	2,324	2,278	3,513
Interest income	(34)	(68)	(242)
Other income, net	(62)	(7)	(18)
Interest and other expense, net	2,228	2,203	3,253
Loss from operations before income taxes	(2,617)	(19,389)	(22,647)
Provision (benefit) for income taxes	38	172	(36)
Net loss from continuing operations	\$ (2,655)	\$ (19,561)	\$ (22,611)
Discontinued operations (Note 17)			
Loss from discontinued operations	(9,158)	(18,288)	(8,539)
(Benefit) provision for income taxes	(11)	(26)	5
Net loss from discontinued operations	(9,147)	(18,262)	(8,544)
Net loss	\$ (11,802)	\$ (37,823)	\$ (31,155)
Loss per share:			
Continuing operations	\$ (0.18)	\$ (1.35)	\$ (1.57)
Discontinued operations	\$ (0.63)	\$ (1.26)	\$ (0.59)
Basic	\$ (0.81)	\$ (2.61)	\$ (2.16)
Diluted loss per share:			
Continuing operations	\$ (0.18)	\$ (1.35)	\$ (1.57)
Discontinued operations	\$ (0.63)	\$ (1.26)	\$ (0.59)

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Diluted	\$ (0.81)	\$ (2.61)	\$ (2.16)
Shares used in the computation of loss per share			
Basic	14,625,776	14,493,747	14,409,368
Diluted	14,625,776	14,493,747	14,409,368

The accompanying notes are an integral part of these Consolidated Financial Statements.

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## INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES

## Consolidated Statements of Stockholders' Equity

(In Thousands, Except Share Information)

	Common Stock		Treasury Stock		APIC	Accumulated Other Comprehensive Income (Loss)	Retained Deficit	Total Stockholders Equity
	Shares	Amount	Shares	Amount				
BALANCE, September 30, 2009	15,407,802	\$ 154	(790,061)	\$ (14,097)	\$ 170,732	\$ (70)	\$ (25,542)	\$ 131,177
Restricted stock grant			221,486	807	(807)			
Forfeiture of restricted stock			(38,000)	(217)	217			
Acquisition of treasury stock			(27,323)	(170)	(2)			(172)
Non-cash compensation					1,370			1,370
Unrealized loss on marketable securities, net of tax						(18)		(18)
Net loss							(31,155)	(31,155)
BALANCE, September 30, 2010	15,407,802	\$ 154	(633,898)	\$ (13,677)	\$ 171,510	\$ (88)	\$ (56,697)	\$ 101,202
Restricted stock grant			333,616	4,595	(4,595)			
Forfeiture of restricted stock			(130,258)	(450)	450			
Acquisition of treasury stock			(20,789)	3,937	(4,009)			(72)
Non-cash compensation					907			907
Unrealized loss on marketable securities, net of tax						88		88
Net loss							(37,823)	(37,823)
BALANCE, September 30, 2011	15,407,802	\$ 154	(451,329)	\$ (5,595)	\$ 164,263	\$	\$ (94,520)	\$ 64,302
Restricted stock grant			107,500	1,322	(1,322)			
Forfeiture of restricted stock			(32,277)	(92)	92			
Acquisition of treasury stock			(54,296)	(181)				(181)
Non-cash compensation					838			838
Net loss							(11,802)	(11,802)
BALANCE, September 30, 2012	15,407,802	\$ 154	(430,402)	\$ (4,546)	\$ 163,871	\$	\$ (106,322)	\$ 53,157

The accompanying notes are an integral part of these Consolidated Financial Statements.

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**INTEGRATED ELECTRICAL SERVICES, INC. AND SUBSIDIARIES**

**Consolidated Statements of Cash Flows**

**(In Thousands)**

	Years Ended September 30,		
	2012	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	\$ (11,802)	\$ (37,823)	\$ (31,155)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Bad debt expense	(858)		