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AUG 12 2002

August 9, 2002

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Attention: Mr. Jonathan G. Katz, Secretary

Ladies and Gentlemen:

Enclosed pursuant to File No. 4-460: Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 please find the Statements Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings for Mr. Joseph M. Ivey, the Principal Executive Officer, and Mr. Darren B. Miller, the Principal Financial Officer, of Encompass Services Corporation.

Please acknowledge receipt of this transmittal letter and its enclosures by stamping the extra copy of this letter and returning it in the enclosed business reply envelope.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Gray H. Muzzy', written in dark ink.

Gray H. Muzzy

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**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER
AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS
AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Darren B. Miller state and attest that:

1. To the best of my knowledge, based upon a review of the covered reports of ENCOMPASS SERVICES CORPORATION, a Texas corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

2. I have reviewed the contents of this statement with the Company's audit committee.

3. In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report of Encompass Services Corporation on Form 10-K for fiscal year ended December 31, 2001, filed on March 14, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Encompass Services Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

By: *Darren B. Miller*
Name: Darren B. Miller
Title: Sr. Vice President & Chief Financial Officer

Date: August 9, 2002

Subscribed and sworn to before me this 9th day of August, 2002

Terri J. Allbright
Notary Public
My Commission Expires: 1-22-05

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