WS CAPITAL LLC Form SC 13G April 28, 2005

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No.)*

Matrix Service Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

576853105

(CUSIP Number)

April 22, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1 (b)

þ Rule 13d-1 (c)

o Rule 13d-1 (d)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

Person Authorized to Receive Notices and Communications:

Taylor H. Wilson, Esq. Haynes and Boone, LLP 901 Main Street, Suite 3100 Dallas, Texas 75202 (214) 651-5000

13G

CUSIP No	o. 576	853	105	Page 2 of 27
1.			f Reporting Person: I.R.S. Identification Nos. of above persons (entities only): ital, L.L.C.	
2.	Che (a) (b)	o	he Appropriate Box if a Member of a Group:	
3.	SEC	C Use	e Only:	
4.	Citi: Tex		hip or Place of Organization:	
Number		5.	Sole Voting Power: 639,659	
Shares Beneficia Owned Each Reportin	ally by ng	6.	Shared Voting Power:	
Person W	Vith	7.	Sole Dispositive Power: 639,659	
		8.	Shared Dispositive Power:	
9.	Agg 639	rega ,659	ate Amount Beneficially Owned by Each Reporting Person:	
10.	Che o	ck if	f the Aggregate Amount in Row (9) Excludes Certain Shares:	

	3.6%
12.	Type of Reporting Person: HC/OO

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ly):			

	3.6%
12.	Type of Reporting Person: IA/PN

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CUSIP No. 576853105 Page 4 of 27				
1.	Nan Wal	ne of ker (Reporting Person: I mith Capital, L.P.	.R.S. Identification Nos. of above persons (entities only):
2.	Che (a) (b)	o	e Appropriate Box if a Member of a Grou	p:
3.	SEC	! Use	Only:	
4.	Citiz Tex		ip or Place of Organization:	
Number		5.	Sole Voting Power: 46,844	
Shares Beneficia Owned b Each Reportin	illy by ng	6.	Shared Voting Power: 0	
Person W	1th	7.	Sole Dispositive Power: 46,844	
		8.	Shared Dispositive Power:	
9.	Agg 46,8	rega 44	e Amount Beneficially Owned by Each R	eporting Person:
10.	Che o	ck if	the Aggregate Amount in Row (9) Exclud	les Certain Shares:

	0.3%
12.	Type of Reporting Person: PN

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CUSIP No. 576853105 Page 5 of 27				
1.	Nan Wal	ne of ker (Reporting Person: I.R.S. mith Capital (Q.P.), L.P.	Identification Nos. of above persons (entities only):
2.	Che (a) (b)	o	e Appropriate Box if a Member of a Group:	
3.	SEC	C Use	Only:	
4.	Citiz Tex		ip or Place of Organization:	
Number		5.	Sole Voting Power: 246,397	
Shares Beneficia Owned b Each Reportir	illy by ng	6.	Shared Voting Power: 0	
Person W	'ith	7.	Sole Dispositive Power: 246,397	
		8.	Shared Dispositive Power:	
9.	Agg 246,		e Amount Beneficially Owned by Each Repor	ting Person:
10.	Che o	ck if	the Aggregate Amount in Row (9) Excludes C	Pertain Shares:

	Percent of Class Represented by Amount in Row (9): 1.4%
12.	Type of Reporting Person: PN

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CUSIP No	. 576	853	105	Page 6 of 27
1.	Nan Wal	ne of ker S	Reporting Person: I.R.S. Identification Nos. Smith International Fund, Ltd.	of above persons (entities only):
	Che (a) (b)	o	ne Appropriate Box if a Member of a Group:	
3.	SEC	. Use	e Only:	
4.			hip or Place of Organization: 7 irgin Islands	
Number		5.	Sole Voting Power: 346,418	
Shares Beneficia Owned b Each Reportin	illy Dy ng	6.	Shared Voting Power:	
Person W	ıtn	7.	Sole Dispositive Power: 346,418	
		8.	Shared Dispositive Power:	
9.	Agg 346,		te Amount Beneficially Owned by Each Reporting Person:	
10.	Cheo	ck if	the Aggregate Amount in Row (9) Excludes Certain Shares:	
10.		CK II	the Aggregate Amount in Row (9) Excludes Certain Shares:	

	2.0%
12.	Type of Reporting Person: CO

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o. 576	5853	05	Page 7 of 27
Nar WS	ne of V M	Reporting Person: inagement, L.L.C.	I.R.S. Identification Nos. of above persons (entities only):
(a)	o	e Appropriate Box if a Member of a Gro	up:
SEC	C Use	Only:	
		ip or Place of Organization:	
	5.		
ally by i ing	6.	Shared Voting Power:	
Vith	7.		
	8.		
Agg 213	grega ,220	e Amount Beneficially Owned by Each	Reporting Person:
Che o	ck if	the Aggregate Amount in Row (9) Exclu	ades Certain Shares:
	Narr WS Che (a) (b) SEC Citi Tex ally by a ing With Aggg 213	Name of WSV Ma Check the (a) o (b) b SEC Use Citizensh Texas 5. r of (a) (a) (a) (b) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c	Check the Appropriate Box if a Member of a Gro (a) o (b) p SEC Use Only: Citizenship or Place of Organization: Texas 5. Sole Voting Power: 213,220 r of es ally by 6. Shared Voting Power: 0 ing With 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 Aggregate Amount Beneficially Owned by Each 213,220 Check if the Aggregate Amount in Row (9) Exclusive Powers (1) (2) (2) (2) (3) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4

	Percent of Class Represented by Amount in Row (9): 1.2%
12.	Type of Reporting Person: IA/OO

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CUSIP No	. 576	853	105	Page 8 of 27
1.			Reporting Person: I.R.S. Identification Nos. of above persons (entities only): tures Management, L.P.	
2.	Che (a) (b)	0	e Appropriate Box if a Member of a Group:	
3.	SEC	: Use	Only:	
4.	Citiz Texa		nip or Place of Organization:	
Number		5.	Sole Voting Power: 213,220	
Shares Beneficia Owned b Each Reportin	illy Dy ng	6.	Shared Voting Power: 0	
Person W	ith	7.	Sole Dispositive Power: 213,220	
		8.	Shared Dispositive Power: 0	
9.	Agg 213,	rega 220	te Amount Beneficially Owned by Each Reporting Person:	
10.	Cheo	ck if	the Aggregate Amount in Row (9) Excludes Certain Shares:	

	Percent of Class Represented by Amount in Row (9): 1.2%
12.	Type of Reporting Person: HC/PN

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CUSIP No	. 576	853	105	Page 9 of 27
			f Reporting Person: I.R.S. Identification Nos. of above persons (entitie portunity Fund, L.P.	s only):
	Che (a) (b)	o	he Appropriate Box if a Member of a Group:	
3.	SEC	! Use	e Only:	
	Citiz Texa		hip or Place of Organization:	
Number		5.	Sole Voting Power: 61,684	
Shares Beneficia Owned b Each Reportin	lly by lg	6.	Shared Voting Power:	
Person W		7.	Sole Dispositive Power: 61,684	
		8.	Shared Dispositive Power:	
9.	Agg 61,6	rega 84	ate Amount Beneficially Owned by Each Reporting Person:	
10.	Che o	ck if	f the Aggregate Amount in Row (9) Excludes Certain Shares:	

	Percent of Class Represented by Amount in Row (9): 0.4%
12.	Type of Reporting Person: PN

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CUSIP No	576	853	105	Page 10 of 27				
1.	 Name of Reporting Person: UR.S. Identification Nos. of above persons (entities only): WS Opportunity Fund (Q.P.), L.P. 							
2.	Che (a) (b)	o	e Appropriate Box if a Member of a Group:					
3.	SEC	: Use	Only:					
4.	Citiz Texa		nip or Place of Organization:					
Number		5.	Sole Voting Power: 64,350					
Shares Beneficia Owned t Each Reportin	illy Dy ng	6.	Shared Voting Power:					
Person W	ith '	7.	Sole Dispositive Power: 64,350					
		8.	Shared Dispositive Power: 0					
9.	Agg 64,3	rega 50	te Amount Beneficially Owned by Each Reporting Person:					
10.	Cheo	ck if	the Aggregate Amount in Row (9) Excludes Certain Shares:					

	Percent of Class Represented by Amount in Row (9): 0.4%
12.	Type of Reporting Person: PN

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CUSIP No	576	853	105	Page 11 of 27
1.	Nan WS	ne of Opp	Reporting Person: Ortunity Fund International, Ltd. I.R.S. Identification Nos. of above persons (entities only):	
2.	Che (a) (b)	o	e Appropriate Box if a Member of a Group:	
3.	SEC	: Use	Only:	
4.			nip or Place of Organization: Islands	
Number		5.	Sole Voting Power: 87,186	
Shares Beneficia Owned t Each Reportin	illy Dy ng	6.	Shared Voting Power: 0	
Person W	ith	7.	Sole Dispositive Power: 87,186	
		8.	Shared Dispositive Power: 0	
9.	Agg 87,1	rega 86	te Amount Beneficially Owned by Each Reporting Person:	
10.	Cheo	ck if	the Aggregate Amount in Row (9) Excludes Certain Shares:	

Percent of Class Represented by Amount in Row (9): 0.5%

12. Type of Reporting Person: CO

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CUSIP No	. 576	853	05	Page 12 of 27
1.	Nam Reid	ne of IS. V	Reporting Person: I.F. Valker	R.S. Identification Nos. of above persons (entities only):
	Chec (a) (b)	0	e Appropriate Box if a Member of a Group	
3.	SEC	: Use	Only:	
4.	Citiz Unit	zensl ed S	ip or Place of Organization: ates	
Number		5.	Sole Voting Power: 852,878	
Shares Beneficia Owned b Each Reportin	lly by ng	6.	Shared Voting Power: 0	
Person W	ith	7.	Sole Dispositive Power: 852,878	
		8.	Shared Dispositive Power:	
9.	Agg 852,	rega 878	e Amount Beneficially Owned by Each Re	porting Person:
10.	Cheo	ck if	the Aggregate Amount in Row (9) Exclude	s Certain Shares:

	Percent of Class Represented by Amount in Row (9): 4.7%
12.	Type of Reporting Person: HC/IN

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1. Name of Reporting Person: G. Stacy Smith 2. Check the Appropriate Box if a Member of a Group: (a) 0 (b) b 3. SEC Use Only: 4. Citizenship or Place of Organization: United States 5. Sole Voting Power: 852,878 Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 852,878 8. Shared Dispositive Power: 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: 0	CUSIP No	. 576	853	05	Page 13 of 27
(a) 0 (b) p 3. SEC Use Only: 4. Citizenship or Place of Organization: United States 5. Sole Voting Power: 852,878 6. Shared Voting Power: 9. Sole Dispositive Power: 852,878 8. Shared Dispositive Power: 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	1.				R.S. Identification Nos. of above persons (entities only):
4. Citizenship or Place of Organization: United States 5. Sole Voting Power: 852,878 5. Sole Voting Power: 852,878 6. Shared Voting Power: 9. Sole Dispositive Power: 852,878 8. Shared Dispositive Power: 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	2.	(a)	o	e Appropriate Box if a Member of a Group	x:
United States 5. Sole Voting Power: 852,878 5. Sole Voting Power: 852,878 6. Shared Voting Power: 0 7. Sole Dispositive Power: 852,878 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	3.	SEC	: Use	Only:	
Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 852,878 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	4.	Citiz Unit	zensl ed S	ip or Place of Organization: tates	
Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 852,878 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:			5.		
7. Sole Dispositive Power: 852,878 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	Beneficia Owned b Each Reportin	lly by ig	6.		
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 852,878 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	Person w	ith	7.		
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:			8.		
	9.	Agg 852,	rega 878	e Amount Beneficially Owned by Each Re	eporting Person:
	10.		ck if	the Aggregate Amount in Row (9) Exclude	es Certain Shares:

	4.7%
12.	Type of Reporting Person: HC/IN

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CUSIP No	o. 576	853	05	Page 14 of 27	
1.	Nan Patr	ne of ick F	Reporting Person: . Walker	I.R.S. Identification Nos. of above persons (entities only):	
2.	Che (a) (b)	o	e Appropriate Box if a Member of a Gro	oup:	
3.	SEC	C Use	Only:		
4.	Citiz Unit		ip or Place of Organization: ates		
Number		5.	Sole Voting Power: 213,220		
Shares Beneficia Owned Each Reportin Person W	ally by ng	6.	Shared Voting Power: 0		
Person w	viun	7.	Sole Dispositive Power: 213,220		
		8.	Shared Dispositive Power: 0		
9.	Agg 213,	rega ,220	e Amount Beneficially Owned by Each	Reporting Person:	
10.	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: o				

	Percent of Class Represented by Amount in Row (9): 1.2%
12.	Type of Reporting Person: HC/IN

13G

1. Name of Reporting Person: BC Advisors, LLC 2. Check the Appropriate Box if a Member of a Group: (a) 0 (b) p 3. SEC Use Only: 4. Cltizenship or Place of Organization: Texas 5. Sole Voting Power: 213,220 5. Sole Voting Power: 213,220 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	CUSIP No. 576853105 Page 15 of 27					
(a) 0 (b) b 3. SEC Use Only: 4. Citizenship or Place of Organization: Texas 5. Sole Voting Power: 213,220 5. Shares Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	1.	Nam BC	ne of Advi	Reporting Person:	I.R.S. Identification Nos. of above persons (entities only):	
4. Citizenship or Place of Organization: Texas 5. Sole Voting Power: 213,220 Shares Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:		(a)	0	e Appropriate Box if a Member of a Grou	ıp:	
Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	3.	SEC	: Use	Only:		
Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:						
Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:			5.			
 7. Sole Dispositive Power: 213,220 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: 	Beneficia Owned b Each Reportin	ally by ng	6.			
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:	Person W	ıth	7.			
213,22010. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:			8.			
	9.	Agg 213,	rega 220	e Amount Beneficially Owned by Each I	Reporting Person:	
U	10.	Cheo	ck if	the Aggregate Amount in Row (9) Exclu	des Certain Shares:	

	Percent of Class Represented by Amount in Row (9): 1.2%
12.	Type of Reporting Person: HC/CO

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1. Name of Reporting Person: SRB Management, L.P. 2. Check the Appropriate Box if a Member of a Group: (a) 0 (b) þ 3. SEC Use Only: 4. Citizenship or Place of Organization: Texas 5. Sole Voting Power: 213,220 Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Dispositive Power:	CUSIP No. 576853105 Page 16 of 27				
(a) o (b) p 3. SEC Use Only: 4. Citizenship or Place of Organization: Texas 5. Sole Voting Power: 213,220 Number of Shares Beneficially Owned by Each Reporting Person With 6. Shared Voting Power: 0					
4. Citizenship or Place of Organization: Texas 5. Sole Voting Power: 213,220 Number of Shares Beneficially Owned by Each Reporting Person With	(a)	0	he Appropriate Box if a Member of a Group:		
Texas 5. Sole Voting Power: 213,220 Number of Shares Beneficially Owned by Each Reporting Person With 5. Sole Voting Power: 213,220 6. Shared Voting Power: 0	3. SE	C Us	se Only:		
Number of Shares Beneficially Owned by Each Reporting Person With					
Beneficially Owned by Each Reporting Person With		5.			
	Beneficially Owned by Each Reporting	6.			
7. Sole Dispositive Power: 213,220	Person With	7.	*		
8. Shared Dispositive Power: 0		8.			
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 213,220					
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: o		ieck i	f the Aggregate Amount in Row (9) Excludes Certain Shares:		

	1.2%
12.	Type of Reporting Person: IA/PN

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Name of Reporting Person: SRB Greenway Capital, L.P.	I.R.S. Identification Nos	. of above persons (entities only):		
2. Check the Appropriate Box if a Member of a Group:(a) o(b) þ				
3. SEC Use Only:				
Citizenship or Place of Organization: Texas				
5. Sole Voting Power 24,243 Number of				
Shares Beneficially Owned by Each Reporting	er:			
Person With 7. Sole Dispositive Po 24,243	wer:			
8. Shared Dispositive 0	Power:			
9. Aggregate Amount Beneficia 24,243	lly Owned by Each Reporting Person:			
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: o				

	0.1%
12.	Type of Reporting Person: PN

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CUSIP No. 576853105 Page 18 of 27					
1.	Nan SRE	ne of Gre	Reporting Person: I.R.S. Identification Nos. of above the senway Capital (Q.P.), L.P.	e persons (entities only):	
Check the Appropriate Box if a Member of a Group:(a) o(b) þ					
3.	SEC	: Use	Only:		
4.	4. Citizenship or Place of Organization: Texas				
Number		5.	Sole Voting Power: 173,454		
Shares Beneficia Owned b Each Reportin	illy Dy ng	6.	Shared Voting Power:		
Person W	ith	7.	Sole Dispositive Power: 173,454		
		8.	Shared Dispositive Power: 0		
9.	Agg 173,	rega 454	te Amount Beneficially Owned by Each Reporting Person:		
10.	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:				

	Percent of Class Represented by Amount in Row (9): 1.0%
12.	Type of Reporting Person: PN

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CUSIP No. 576853105 Page 19 of 27				
1.	Nan SRE	ne of 3 Gre	Reporting Person: I.R.S. Identification Nos. of above persons (entities only): eenway Offshore Operating Fund, L.P.	
2.	Che (a) (b)	o	ne Appropriate Box if a Member of a Group:	
3.	SEC	C Use	e Only:	
4.			hip or Place of Organization: Islands	
Number		5.	Sole Voting Power: 15,522	
Shares Beneficia Owned Each Reportin	ially by n ing	6.	Shared Voting Power: 0	
Person W	Vith	7.	Sole Dispositive Power: 15,522	
		8.	Shared Dispositive Power: 0	
9.	Agg 15,5		te Amount Beneficially Owned by Each Reporting Person:	
10.	Che o	ck if	the Aggregate Amount in Row (9) Excludes Certain Shares:	

11.

	0.1%
12.	Type of Reporting Person: PN

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CUSIP No. 576853105 Page 20 of 27				
1.	Name of Reporting Person: Steven R. Becker			R.S. Identification Nos. of above persons (entities only):
	Chec (a) (b)	o	e Appropriate Box if a Member of a Group	x:
3.	SEC	'Use	Only:	
4.	Citiz Unti	zensl ed S	ip or Place of Organization: ates	
Number		5.	Sole Voting Power: 213,220	
Shares Beneficia Owned b Each Reportin	lly by lg	6.	Shared Voting Power: 0	
Person W	ıtn	7.	Sole Dispositive Power: 213,220	
		8.	Shared Dispositive Power: 0	
	Agg 213,		e Amount Beneficially Owned by Each Re	eporting Person:
10.	Cheo o	ck if	the Aggregate Amount in Row (9) Exclude	es Certain Shares:

11.

	Percent of Class Represented by Amount in Row (9): 1.2%
12.	Type of Reporting Person: HC/IN

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This Schedule 13G relates to the common stock (Common Stock) of Matrix Service Company acquired by (i) WS Capital, L.L.C., a Texas limited liability company (WS Capital), for the account of (1) Walker Smith Capital, L.P., a Texas limited partnership (WSC), (2) Walker Smith Capital (Q.P.), L.P., a Texas limited partnership (WSCQP), and (3) Walker Smith International Fund, Ltd., a British Virgin Islands exempted company (WS International), (ii) WSV Management, L.L.C., a Texas limited liability company (WSV), for the account of (1) WS Opportunity Fund, L.P., a Texas limited partnership (WSO), (2) WS Opportunity Fund (Q.P.), L.P., a Texas limited partnership (WSOQP), and (3) WS Opportunity Fund International, Ltd., a Cayman Islands exempted company (WSO International), and (iii) BC Advisors, LLC, a Texas limited liability company (BCA), for the account of (1) SRB Greenway Capital, L.P., a Texas limited partnership (SRBGC), (2) SRB Greenway Capital (Q.P.), L.P., a Texas limited partnership (SRBQP), and (3) SRB Greenway Offshore Operating Fund, L.P., a Cayman Islands limited partnership (SRB Offshore). WS Capital is the general partner of WS Capital Management, L.P., a Texas limited partnership (WSC Management), which is the general partner of WSC and WSCQP and the agent and attorney-in-fact for WS International. WSV is the general partner of WS Ventures Management, L.P., a Texas limited partnership (WSVM), which is the general partner of WSO and WSOQP and the agent and attorney-in-fact for WSO International. Reid S. Walker and G. Stacy Smith are principals of WS Capital and WSV, and Patrick P. Walker is a principal of WSV. BCA is the general partner of SRB Management, L.P., a Texas limited partnership (SRB Management), which is the general partner of SRBGC, SRBQP and SRB Offshore. Steven R. Becker is the sole principal of BCA. Pursuant to a letter agreement, Steven R. Becker may collaborate with Reid S. Walker, G. Stacy Smith and Patrick P. Walker on investment strategies from time to time. Each of the reporting persons hereby expressly disclaims membership in a group under Section 13(d) of the Securities Exchange Act of 1934 and the rules and regulations thereunder with respect to the shares of Common Stock reported herein, and this Schedule 13G shall not be deemed to be an admission that any such reporting person is a member of such a group.

Item 1(a) Name of Issuer:

Matrix Service Company

<u>Item 1(b)</u> <u>Address of Issuer s Principal Executive Offices:</u>

10701 E. Ute Street Tulsa, Oklahoma 74116

Item 2(a) Names of Persons Filing:

See Item 1 of each cover page.

<u>Item 2(b)</u> <u>Address of Principal Business Offices:</u>

300 Crescent Court, Suite 1111

Dallas, Texas 75201

Item 2(c) Citizenship:

See Item 4 of each cover page.

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<u>Item 2(d)</u> <u>Title of Class of Securities:</u>

Common Stock

Item 2(e) CUSIP Number:

576853105

<u>Item 3</u> <u>Status of Persons Filing:</u>

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with $\S240.13d-1(b)(1)(ii)(J)$.

<u>Item 4</u> <u>Ownership:</u>

(a) Reid S. Walker and G. Stacy Smith are the beneficial owners of 852,878 shares of Common Stock, which includes (i) 639,659 shares beneficially owned by WS Capital and WSC Management for the accounts of WSC, WSCQP and WS International and (ii) 213,220 shares beneficially owned by WSV and WSVM for the accounts of WSO, WSOQP and WSO International.

Patrick P. Walker is the beneficial owner of 213,220 shares of Common Stock beneficially owned by WSV and WSVM for the accounts of WSO, WSOQP and WSO International.

WS Capital and WSC Management are the beneficial owners of 639,659 shares of Common Stock, which includes (i) 46,844 shares that may be acquired by WSC upon conversion of convertible notes, (ii) 246,397 shares that may be acquired by WSCQP upon conversion of convertible notes and (iii) 346,418 shares that may be acquired by WS International upon conversion of convertible notes.

WSV and WSVM are the beneficial owners of 213,220 shares of Common Stock, which includes (i) 61,684 shares that may be acquired by WSO upon conversion of convertible notes, (ii) 64,350 shares that may be acquired by WSOQP upon conversion of convertible notes and (iii) 87,186 shares that may be acquired by WSO International upon conversion of convertible notes.

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Steven R. Becker is the beneficial owner of 213,220 shares of Common Stock beneficially owned by BCA and SRB Management for the accounts of SRBGC, SRBQP and SRB Offshore. BCA and SRB Management are the beneficial owners of 213,220 shares of Common Stock, which includes (i) 24,243 shares that may be acquired by SRBGC upon conversion of convertible notes, (ii) 173,454 shares that may be acquired by SRBQP upon conversion of convertible notes and (iii) 15,522 shares that may be acquired by SRB Offshore upon conversion of convertible notes.

(b) Percent of class:

See Item 11 of each cover page.

- (c) Number of shares as to which each person has:
 - (i) sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) shared power to dispose or to direct the disposition of:

See Item 8 of each cover page.

Item 5 Ownership of 5% or Less of a Class:

Not applicable.

<u>Item 6</u> Ownership of More than 5% on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

WSC Management is an investment adviser registered with the State of Texas and, as such, has beneficial ownership of the securities held by its clients, WSC, WSCQP and WS International. WS Capital is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are the sole principals of WS Capital, and therefore exercise investment discretion and control with respect to the shares of Common Stock beneficially owned by WSC Management s clients.

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WSV is an investment adviser registered with the State of Texas and is the general partner of WSVM and, as such, has beneficial ownership of the securities held by its clients, WSO, WSOQP and WSO International. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are the sole principals of WSV, and therefore exercise investment discretion and control with respect to the shares of Common Stock beneficially owned by WSV s clients.

SRB Management is an investment adviser registered with the State of Texas and, as such, has beneficial ownership of the securities held by its clients, SRBGC, SRBQP and SRB Offshore. BCA is the general partner of SRB Management. Steven R. Becker is the sole principal of BCA, and therefore exercises investment discretion and control with respect to the shares of Common Stock beneficially owned by SRB Management s clients.

<u>Item 8</u> <u>Identification and Classification of Members of the Group:</u>

Not applicable.

<u>Item 9</u> <u>Notice of Dissolution of Group:</u>

Not applicable.

<u>Item 10</u> <u>Certification:</u>

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 26, 2005

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WALKER SMITH CAPITAL, L.P.

By: WS Capital Management, L.P., its general

partner

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WALKER SMITH CAPITAL (Q.P.), L.P.

By: WS Capital Management, L.P., its general

partner

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WALKER SMITH INTERNATIONAL FUND, LTD.

By: WS Capital Management, L.P., its agent and

attorney-in-fact

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

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WSV MANAGEMENT, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS VENTURES MANAGEMENT, L.P.

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS OPPORTUNITY FUND, L.P.

By: WS Ventures Management, L.P., its general

partner

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS OPPORTUNITY FUND (Q.P.), L.P.

By: WS Ventures Management, L.P., its general

partner

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS OPPORTUNITY FUND INTERNATIONAL, LTD.

By: WS Ventures Management, L.P., its agent and

attorney-in-fact

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

/s/ Reid S. Walker

REID S. WALKER

/s/ G. Stacy Smith

G. STACY SMITH

/s/ Patrick P. Walker

PATRICK P. WALKER

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BC ADVISORS, LLC

By: /s/ Steven R. Becker

Steven R. Becker, Member

SRB MANAGEMENT, L.P.

By: BC Advisors, LLC, its general partner

By: /s/ Steven R. Becker

Steven R. Becker, Member

SRB GREENWAY CAPITAL, L.P.

By: SRB Management, L.P., its general partner By: BC Advisors, LLC, its general partner

By: /s/ Steven R. Becker

Steven R. Becker, Member

SRB GREENWAY CAPITAL (Q.P.), L.P.

By: SRB Management, L.P., its general partnerBy: BC Advisors, LLC, its general partner

By: /s/ Steven R. Becker

Steven R. Becker, Member

SRB GREENWAY OFFSHORE OPERATING FUND, L.P.

By: SRB Management, L.P., its general partnerBy: BC Advisors, LLC, its general partner

By: /s/ Steven R. Becker

Steven R. Becker, Member

/s/ Steven R. Becker

STEVEN R. BECKER

EXHIBITS

Exhibit 1

Joint Filing Agreement, dated April 26, 2005, entered into by and among WS Capital, L.L.C., WS Capital Management, L.P., Walker Smith Capital, L.P., Walker Smith Capital (Q.P.), L.P., Walker Smith International Fund, Ltd., WSV Management, L.L.C., WS Ventures Management, L.P., WS Opportunity Fund, L.P., WS Opportunity Fund (Q.P.), L.P., WS Opportunity Fund International, Ltd., Reid S. Walker, G. Stacy Smith, Patrick P. Walker, BC Advisors, LLC, SRB Management, L.P., SRB Greenway Capital, L.P., SRB Greenway Capital (Q.P.), L.P., SRB Greenway Offshore Operating Fund, L.P. and Steven R. Becker.