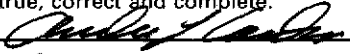


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| No. C-78341 | Annual Report Form 1996 <i>Due No Later Than November 30,</i> | | 2. Registered Agent and Office NOT A P.O. BOX | | | | | | | | | | | | | |
| Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE * | 1. Mailing Address - Please Correct, If Not Correct | | STEPHEN G. HANKS MORRISON-KNUDSEN PLAZA BOISE ID 83729 | | | | | | | | | | | | | |
| | MORRISON KNUDSEN CORPORATION KAY PERKINS, PARALEGAL MORRISON-KNUDSEN PLAZA BOX 73 BOISE ID 83729 | | 3. Organized Under the Laws of: DE C 78341 | | | | | | | | | | | | | |
| 4. Corporations: Enter Names and Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> <tr> <td colspan="6" style="text-align:center">PLEASE SEE ATTACHED LIST OF DIRECTORS AND OFFICERS</td> </tr> </table> | | | | | <u>Office held</u> | <u>Name</u> | <u>Street or P.O. Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> | PLEASE SEE ATTACHED LIST OF DIRECTORS AND OFFICERS | | | | | |
| <u>Office held</u> | <u>Name</u> | <u>Street or P.O. Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> | | | | | | | | | | | |
| PLEASE SEE ATTACHED LIST OF DIRECTORS AND OFFICERS | | | | | | | | | | | | | | | | |
| *Morrison Knudsen's operating groups serve the world's environmental, heavy civil, industrial, mining, operations & maintenance, power, process & transportation markets as | | | | | | | | | | | | | | | | |
| 5. an engineer and constructor. NATURE OF BUSINESS GENERAL & CIVIL HEAVY CONSTRUCTION | | 6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <u></u> Date <u>8/20/96</u> Name (Printed) <u>Andrea L. Cardon</u> Title <u>Asst. Secretary</u> | | | | | | | | | | | | | | |

ISSUED: 07-06-1996

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Morrison Knudsen Corporation (a Delaware corporation)
Directors* and Officers

Date: 08/20/96
rpt02

| TITLE | NAME | BUSINESS ADDRESS | DATE OF ELECTION | |
|--------------------------------------------------------------|--------------------------|---------------------------------------------------------------------------|------------------|----------|
| | | | DIRECTOR | OFFICER |
| Vice President and Treasurer | Douglas L. Brigham | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 10/06/94 |
| Vice President - Business Management and Controller | Gregg A. Crockett | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 09/08/95 |
| Deputy Controller | Peter Nicholas Forbini | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 12/16/93 |
| | *Lindsay E. Fox | Linfox Group 1 Bowen Crescent Melbourne, Australia 3004 | 02/07/92 | |
| Executive Vice President, Chief Legal Officer & Secretary | Stephen Grant Hanks | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 03/08/95 |
| | *Christopher B. Hemmeter | Hemmeter Enterprises 1700 Lincoln, 49th Floor Denver, CO 80203-4549 | 11/04/88 | |
| Vice President - Human Resources | Alvia L. Henderson | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 07/27/95 |
| Senior Vice President | Thomas Frederick Kealey | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 10/06/94 |
| | *Peter S. Lynch | 82 Devonshire Street Boston, MASS 02109 | 11/04/88 | |
| | *Robert A. McCabe | 444 Madison Street Suite 2103 New York, NY 10022 | 02/15/85 | |
| | *Robert S. Miller, Jr. | | 04/01/95 | |
| | *Gerard R. Roche | 245 Park Avenue 32nd Floor New York, NY 10167 | 08/02/90 | |

Morrison Knudsen Corporation (a Delaware corporation)
Directors* and Officers

Date: 08/20/96
rpt02

| TITLE | NAME | BUSINESS ADDRESS | DATE OF ELECTION | |
|---------------------------------------------------------|-------------------------|-------------------------------------------------------------------------------------------------|------------------|----------|
| | | | DIRECTOR | OFFICER |
| | *John W. Rogers, Jr. | 307 North Michigan Avenue Suite 500 Chicago, IL 60601 | 02/05/93 | |
| Vice President - Government and Public Affairs | Charles W. Simpson | Morrison Knudsen Corporation 555 13th St NW, Suite 410 W. Tower Washington, DC 20004-1109 | | 02/09/96 |
| Executive Vice President and Chief Financial Officer | Denis Michael Slavich | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 03/08/95 |
| President and Chief Executive Officer | *Robert Allen Tinstman | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | 03/08/95 | 03/08/95 |
| Senior Vice President | Thomas H. Zarges | MK-Ferguson Plaza 1500 West 3rd Street Cleveland, OH 44113-1406 | | 07/27/95 |
| Assistant Secretary | Richard Dennis Parry | Morrison Knudsen Corporation P. O. Box 73 Boise, ID 83729 | | 05/13/94 |
| Assistant Secretary | Jonathan Marc Robertson | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 04/23/93 |
| Assistant Treasurer | Lisa Hamric Ross | Morrison Knudsen Plaza P. O. Box 73 Boise, ID 83729 | | 09/08/95 |