

No. C 46497	Annual Report Form 1999 Due No Later Than November 30,		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 ** FINAL NOTICE **	Mailing Address - Please Correct, if Not Correct BECHTEL POWER CORPORATION M. E. MARTELLO 50 BEALE STREET SAN FRANCISCO CA 94105		C T CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE ID 83701 3. Organized Under the Laws of: NV C 46497													
4. Corporations: Enter Names and Business 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="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;">SEE ATTACHED</td> </tr> </tbody> </table>					Office held	Name	Street or P.O. Address	City	State	Zip	SEE ATTACHED					
Office held	Name	Street or P.O. Address	City	State	Zip											
SEE ATTACHED																
5. <u>New</u> Registered Agent Signature		6. Signature <u>M.E. Martello</u> Date <u>10/18/99</u> Name (Typed or Printed) <u>M.E. MARTELLO</u> Title <u>Assistant Controller</u> (Authorized Officer)														

ISSUED: 10-01-1999

3461

BECHTEL POWER CORPORATION
FEIN 94-2173840

Directors

BECHTEL, R. P.	Chairman and Director
ZACCARIA, ADRIAN	President and Director
CARTER, J. D.	Executive Vice President and Director
MCINTIRE, L. A.	Senior Vice President and Director
PROCTOR, G. C.	Senior Vice President, Controller and Director
WOLLEN, W. F.	Senior Vice President, Secretary and Director

Officers

DUDLEY, W. N.	Senior Vice President
MCGUINN, J. F.	Senior Vice President
OGILVIE, J. S.	Senior Vice President
BOOTH, S. W.	Principal Vice President and Treasurer
BRANNEN, D. L.	Principal Vice President
DALMASSO, E. J.	Principal Vice President
GURUN, K. H.	Principal Vice President and Assistant Secretary
HAVILAND, R. W.	Principal Vice President
HESS, K. G.	Principal Vice President
JACKSON, R. W.	Principal Vice President
LAMB, R. C.	Principal Vice President
LEE, K. Y.	Principal Vice President
MARSH, F. B.	Principal Vice President
MORETON, M. B.	Principal Vice President
NARULA, R. G.	Principal Vice President
NUTWELL, JR., G. P.	Principal Vice President
OLOFSON, P. J. P.	Principal Vice President and Assistant Secretary
REILLY, B. P.	Principal Vice President
REINSCH, E. J.	Principal Vice President
SIEGEL, J. R.	Principal Vice President
WALKER, D. M.	Principal Vice President
BECKMAN, A. K.	Vice President
GALLAGHER, R. E.	Vice President and Assistant Secretary
GETTLER, M. W.	Vice President
KENNEDY, G. W.	Vice President
MIEHE, G. R.	Vice President
RUTGERS, J. A.	Vice President
BIRO, S. A.	Assistant Secretary
CHANDLER, CLIVE	Assistant Secretary
DAW, M. N.	Assistant Secretary
GODWIN, R. J.	Assistant Secretary
GOEL, N. P.	Assistant Secretary
HO, M. B.	Assistant Secretary
JACKSON, S. C.	Assistant Secretary
MARTELLO, M. E.	Assistant Controller
NAKAMURA, J. R.	Assistant Secretary
QUAZZO, M. W.	Assistant Secretary
RUBENSTEIN, R. H.	Assistant Secretary
TOBLER, R. D.	Assistant Secretary
TORRENTE, C. A.	Assistant Secretary
WEST, W. W.	Assistant Secretary

Board of Directors

Authorized: 15

Vacancies: 9

Quorum: 5

COMMUNICATIONS TO ANY OF THE ABOVE DIRECTORS AND OFFICERS MAY BE ADDRESSED
IN c/o M. E. MARTELLO AT 50 BEALE STREET, SAN FRANCISCO, CALIFORNIA 94105-1895