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Jun 02 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F96000003030 (1)

1. Corporation Name

BECHTEL INFRASTRUCTURE CORPORATION

Principal Place of Business

PO BOX 193965  
SAN FRANCISCO CA 94119-3965

Mailing Address

PO BOX 183965  
SAN FRANCISCO CA 94119-3965



3. Date Incorporated or Qualified

06/17/1996

3a. Date of Last Report

First Report

4. FEI Number

94-3155230

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

\$5.00 May Be  
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes No

2. Principal Place of Business

21 50 Beale Street

Suite, Apt. #, etc.

22 c/o Tax Dept.

City & State

23 San Francisco, Calif.

Zip

24 94105

Country

25 U.S.A.

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

Zip

29

Country

30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE VSD

NAME WOOLEN, W F

STREET ADDRESS 50 Beale Street

CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE P

NAME BELL, W C

STREET ADDRESS 50 Beale Street

CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE V

NAME BAXTER, R L

STREET ADDRESS 50 Beale Street

CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE V

NAME CAIN, F J

STREET ADDRESS 50 Beale Street

CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE V

NAME SPINK, C M

STREET ADDRESS 50 Beale Street

CITY-ST-ZIP SAN FRANCISCO CA 94105

TITLE V

NAME UNRUH, V P

STREET ADDRESS 50 Beale Street

CITY-ST-ZIP SAN FRANCISCO CA 94105

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE V

1.2 NAME Almuti, A.M.

1.3 STREET ADDRESS 50 Beale Street

1.4 CITY-ST-ZIP San Francisco, California 94105

2.1 TITLE V

2.2 NAME Douglas, S. L.

2.3 STREET ADDRESS 50 Beale Street

2.4 CITY-ST-ZIP San Francisco, California 94105

3.1 TITLE V

3.2 NAME Coddard, K.A.

3.3 STREET ADDRESS 50 Beale Street

3.4 CITY-ST-ZIP San Francisco, California 94105

4.1 TITLE V

4.2 NAME Mason, Ralph

4.3 STREET ADDRESS 50 Beale Street

4.4 CITY-ST-ZIP San Francisco, California 94105

5.1 TITLE V

5.2 NAME Bell, Jr.

5.3 STREET ADDRESS 50 Beale Street

5.4 CITY-ST-ZIP San Francisco, California 94105

6.1 TITLE V

6.2 NAME McMillen, D. G.

6.3 STREET ADDRESS 50 Beale Street

6.4 CITY-ST-ZIP San Francisco, California 94105

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

M.E. MARTELLO

Assistant Controller

(Authorized Officer)

4/14/97

(415) 768-3500

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Daytime Phone

CR2E034 (9/96)

**BECHTEL INFRASTRUCTURE CORPORATION****BINFRA****DIRECTORS AND OFFICERS****Entity Code: N5**

GUNTHER, D. J.	Chairman and Director
BELL, W. C.	President and Director
WOLLEN, W. F.	Senior Vice President and Director
JOHNSTONE, JR., R. C.	Director
SPINK, C. M.	Senior Vice President
UNRUH, V. P.	Senior Vice President and Treasurer
ALMUTI, A. M.	Vice President
BELL, J. R.	Vice President
DOUGLAS, S. L.	Vice President
GODDARD, K. A.	Vice President
MASON, RALPH	Vice President
MCMILLEN, D. G.	Vice President
MYLAR, R. G.	Vice President
SAADE, M. J.	Vice President
SMALL, W. H.	Vice President
THOMAS, G. C.	Vice President
TURPIN, F. G.	Vice President
WRIGHTSON, S. P.	Vice President
DERSHEIMER, ANN	Controller and Assistant Treasurer
OGDEN, S. P.	Secretary
MARTELLO, M. E.	Assistant Controller
NAKAMURA, J. R.	Assistant Secretary

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**Board of Directors**

Authorized	4
Vacancies	0
Quorum	2

**Communications to any of the above Directors and Officers may be addressed  
in c/o M. E. Martello at 50 Beale Street, San Francisco, CA 94105**