

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2010
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>DEFINED BENEFIT PLAN OF FLUOR CORPORATION AND PARTICIPATING SUBSIDIARIES</u>	1b Three-digit plan number (PN) ► <u>005</u> 1c Effective date of plan <u>07/01/1948</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>FLUOR CORPORATION</u> <u>6700 LAS COLINAS BOULEVARD</u> <u>IRVING, TX 75039</u>	2b Employer Identification Number (EIN) <u>33-0927079</u> 2c Sponsor's telephone number <u>469-398-7000</u> 2d Business code (see instructions) <u>237990</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2011</u>	<u>GLENN GILKEY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2011</u>	<u>GLENN GILKEY</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FLUOR CORPORATION 6700 LAS COLINAS BOULEVARD IRVING, TX 75039	3b Administrator's EIN 33-0927079 3c Administrator's telephone number 469-398-7000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	33183
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	12585
b Retired or separated participants receiving benefits.....	6b	4643
c Other retired or separated participants entitled to future benefits.....	6c	13156
d Subtotal. Add lines 6a , 6b , and 6c	6d	30384
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	741
f Total. Add lines 6d and 6e	6f	31125
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4554

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1B 1C 1G 3H 3J

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
(2) ☐ **I** (Financial Information – Small Plan)
(3) ☐ **A** (Insurance Information)
(4) ☒ **C** (Service Provider Information)
(5) ☒ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>DEFINED BENEFIT PLAN OF FLUOR CORPORATION AND PARTICIPATING SUBSIDIARIES</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FLUOR CORPORATION</u>	D Employer Identification Number (EIN) <u>33-0927079</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>582414654</u>
b Actuarial value	2b <u>582414654</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>5055</u> <u>129923550</u>
b For terminated vested participants	3b <u>13091</u> <u>160316325</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>11341968</u>
(2) Vested benefits	3c(2) <u>229128892</u>
(3) Total active	3c(3) <u>16100</u> <u>240470860</u>
d Total	3d <u>34246</u> <u>530710735</u>
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.67</u> %
6 Target normal cost	6 <u>39058572</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/23/2011</u>
Signature of actuary	Date
<u>JASON C. NADDELL</u>	<u>11-06523</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	<u>704-338-5260</u>
Firm name	Telephone number (including area code)
<u>201 SOUTH COLLEGE STREET, SUITE 1910</u> <u>CHARLOTTE, NC 28244</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	28331856	110145919
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	28331856	7623331
9	Amount remaining (Item 7 minus item 8).....	0	102522588
10	Interest on item 9 using prior year's actual return of <u>16.51</u> %		16926479
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>8.27</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	119449067

Part III	Funding percentages		
14	Funding target attainment percentage.....	14	87.23 %
15	Adjusted funding target attainment percentage.....	15	109.74 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	96.15 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls		
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)
12/20/2010	10000000		
09/07/2011	11000000		
09/12/2011	50000		
Totals ▶			18(b)
			21050000
18(c)			0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:			
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	19305584
20 Quarterly contributions and liquidity shortfalls:			
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No			
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No			
c If 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 67
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	39058572
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	46516719	7828396
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	46886968
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	27581384
36 Additional cash requirement (item 34 minus item 35).....	36	19305584
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	19305584
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan DEFINED BENEFIT PLAN OF FLUOR CORPORATION AND PARTICIPATING SUBSIDIARIES	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 FLUOR CORPORATION	D Employer Identification Number (EIN) 33-0927079	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	NONE	1453000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON

53-0181292

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	157000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ERNST AND YOUNG

31-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	60000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan DEFINED BENEFIT PLAN OF FLUOR CORPORATION AND PARTICIPATING SUBSIDIARIES	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 FLUOR CORPORATION	D Employer Identification Number (EIN) 33-0927079	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	11050000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	582470000	618050000
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	582470000	629100000

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	56000	56000
k Total liabilities (add all amounts in lines 1g through 1j)	1k	56000	56000

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	582414000	629044000
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	21050000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		21050000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		61406000
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		82456000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	32954000	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		32954000
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	217000	
(2) Contract administrator fees	2i(2)	1453000	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1202000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2872000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		35826000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		46630000
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		30000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☐ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>DEFINED BENEFIT PLAN OF FLUOR CORPORATION AND PARTICIPATING SUBSIDIARIES</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FLUOR CORPORATION</u>	D Employer Identification Number (EIN) <u>33-0927079</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-1561860</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>610</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☒ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 19% Investment-Grade Debt: 71% High-Yield Debt: 0% Real Estate: 1% Other: 9%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☒ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

AUDITED FINANCIAL STATEMENTS

Defined Benefit Plan of Fluor Corporation
and Participating Subsidiaries
Years ended December 31, 2010 and 2009
With Report of Independent Auditors

Ernst & Young LLP



Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Index to Audited Financial Statements

Years ended December 31, 2010 and 2009

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Report of Independent Auditors

The Investment Committee
Defined Benefit Plan of Fluor Corporation
and Participating Subsidiaries

We have audited the accompanying statements of net assets available for benefits of the Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the net assets available for benefits of the Plan at December 31, 2010, and the changes in the net assets available for benefits for the year then ended, and the financial status of the Plan at December 31, 2009, and the changes in its financial status for the year then ended, in conformity with accounting principles generally accepted in the United States.

Ernst & Young LLP

October 3, 2011

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Statements of Net Assets Available for Benefits

	December 31,	
	2010	2009
	<i>(In thousands)</i>	
Assets		
Investments:		
Investments in Fluor Corporation Master Trust – at fair value	\$ 618,050	\$ 582,470
Company contributions receivable	11,050	-
Total assets	<u>629,100</u>	<u>582,470</u>
Liabilities		
Accrued expenses	56	56
Net assets available for benefits	<u><u>\$ 629,044</u></u>	<u><u>\$ 582,414</u></u>

See accompanying notes.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Statements of Changes in Net Assets Available for Benefits

	Year ended December 31,	
	2010	2009
	<i>(In thousands)</i>	
Additions (deductions) in net assets		
Company contributions	\$ 21,050	\$ -
Share in net investment income of Master Trust	61,406	83,705
Benefits, terminations and withdrawals	(32,954)	(25,534)
Administrative expenses	(2,872)	(2,852)
Net increase in net assets available for benefits	46,630	55,319
Net assets available for benefits:		
Beginning of year	582,414	527,095
End of year	<u>\$ 629,044</u>	<u>\$ 582,414</u>

See accompanying notes.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements

December 31, 2010 and 2009

1. Description of the Plan

General

The Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries (the Plan) is a noncontributory defined benefit plan sponsored by Fluor Corporation (Fluor or the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan consists of various plans, including a cash balance plan for salaried employees (the Defined Retirement Plan), an active defined benefit plan for hourly employees (the Craft Plan) and various frozen defined benefit pension plans.

The following provides only general information about the Plan. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

Hourly employees are eligible for the Craft Plan after 1,000 hours of service during a calendar year. Participants in the Craft Plan are entitled to monthly pension benefits, beginning at normal retirement age (65), based on the employee's accrued benefit, which shall be equal to \$24 per month for every benefit credit earned. Benefit credits are earned for each calendar year, beginning with 1989, which an employee works at least 1,000 hours. Participants' benefits are fully vested after earning five years of vesting credits, as defined by the Craft Plan. Early retirement is available at age 55 provided the participant has at least 10 years of vesting credits, as defined by the Craft Plan.

Effective January 1, 2010, the Defined Retirement Plan was closed to new hires and to current or past participants who are rehired after more than a five-year separation of service. Participants in the Defined Retirement Plan are entitled to monthly pension benefits, beginning at normal retirement age (65), based on the employee's accrued benefit, which shall be equal to the equivalent actuarial value of the accumulated "pay credit" and the "interest credit." Pay credits are based on the employee's age, compensation and length of service. Interest credits are the greater of 3% or the average yield of the one-year U.S. Treasury securities. Participants are fully vested after three years of eligible service.

If certain requirements are met, the Plan provides for payment of benefits upon retirement, disability or death. Benefits, terminations and withdrawals are recorded when paid.

The Plan is managed by Fluor's Global Benefits, Administrative and Investment Committees (collectively, the Committees). The Global Benefits Committee is responsible for plan design and funding strategies, including corporate contributions. The Administrative Committee interprets the Plan's documents and administers the Plan on behalf of participants. The Investment Committee establishes investment policies and objectives, including the investment portfolio diversification and risk concentration guidelines, and monitors investment activity and ongoing investment performance. The Investment Committee may appoint professional investment managers to manage the investment accounts of the Fluor Corporation Master Trust (the Master Trust) in accordance with ERISA requirements and the Investment Committee's guidelines.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The Master Trust Agreement requires that The Northern Trust Company (the Trustee), either directly or indirectly, hold the Plan's assets in a master trust and administer and distribute those assets in accordance with the Plan and the instructions of the Committees, or their designees.

Plan Termination

Fluor has the right at any time to amend, in whole or in part, any or all provisions of the Plan, and to terminate the Plan. Upon complete or partial termination of the Plan, the accrued benefits of each participant shall become nonforfeitable to the extent then funded. In the event of complete termination, the assets of the Plan shall be allocated in accordance with ERISA, generally as follows:

- a. Benefits to participants, who began receiving or were eligible to receive benefits at least three years before plan termination, based upon plan provisions in effect five years prior to termination.
- b. All other benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC).
- c. All other vested benefits under the Plan not guaranteed by the PBGC.
- d. All other accrued benefits.

Whether participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefits and also may depend on the financial condition of Fluor and the level of benefits guaranteed by the PBGC, as well as the priority of those benefits.

Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS) dated March 18, 2004, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan's Administrative Committee has indicated that it will take the appropriate steps, should any be necessary, to maintain the Plan's qualified status.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2007.

2. Summary of Significant Accounting Policies

Investments

The Plan's investments (Fluor DB Investments) are commingled with the investments of various other employee benefit plans sponsored by Fluor and its participating subsidiaries in the Master Trust. The Fluor DB Investments are stated at fair value as follows:

Investments in government securities, bonds and corporate equity securities are valued at the last reported sale price on the last business day of the Plan year. Securities not traded on the last business day are valued at the last reported bid price. The estimated fair value of the investments in the common or collective trusts represents the underlying net asset value of the shares or units of such funds as determined by the issuer. Investments in limited partnerships are valued at net asset value as determined and reported by the general partners of the partnerships and represent the Plan's proportionate share of the estimated fair value of the underlying net assets of the limited partnerships. The Plan has substantially funded all of its original commitments to these limited partnerships. A majority of these limited partnerships are in the process of being liquidated and the timing of the liquidations are based on the sales of the underlying investments. Due to the current market conditions, there is no specific timing of when the investments will be sold and proceeds subsequently distributed to the partners.

Derivative instruments are recorded at their fair values, with changes in fair values reported under share in net investment income of Master Trust in the statements of changes in net assets available for benefits in accordance with Accounting Standards Codification (ASC) 815, "Derivatives and Hedging." Derivative instruments are estimated by obtaining quotes from brokers. Derivatives in the Master Trust consist of foreign exchange forward contracts, futures and swaps. Foreign exchange forwards are used to manage risks related to exposures in foreign currency. Interest rate swaps and interest rate and equity futures are used to gain exposure to certain asset classes or to manage risk inherent within certain investments. The Master Trust may also invest in options, caps, floors, mortgage derivatives and structured notes. The gains (losses) associated with these derivatives for the years ended December 31, 2010 and 2009 are disclosed in *Note 5* and are included in "Other" under "Net appreciation in fair value of investments" in *Note 3*.

The Plan's swap arrangements have terms that are market-based and are conducted with high quality counterparties. Subject to certain thresholds, cash collateral is received or paid daily based on the mark to market unrealized gains or losses. The cash collateral received and paid and related swaps are recorded in the Master Trust as other assets and liabilities. Cash collateral received or paid is excluded from the Fair Value Measurements footnote. There were no amounts of cash collateral received or paid by the Plan at December 31, 2010 and 2009, respectively.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

Purchases and sales of investments are recorded on the trade date. Realized gains or losses on sales, redemptions, or distributions of investments are based upon each investment manager's average historical cost. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risks and Uncertainties

The Master Trust invests in various investment securities. These investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The Master Trust's concentrations of credit risk are dictated by the Plan's provisions, as well as those of ERISA. The Investment Committee believes that no significant concentrations of credit risk exist in Fluor DB Investments at December 31, 2010 and 2009, except as disclosed in *Note 4*.

Estimated fair values of investments in limited partnerships may differ significantly from what their values would have been had a ready market for such investments existed because of the inherent uncertainty of valuation in the absence of readily ascertainable fair values.

Funding Policy

Actuarial valuations (*Note 6*) are obtained each year to determine the level of contributions by Fluor necessary to provide for anticipated benefits when combined with existing assets and anticipated earnings of the Plan's assets.

The Plan utilizes the projected unit credit method as the actuarial cost method to determine the Plan's annual funding requirements. Any contribution is based on amounts necessary to meet or exceed the minimum amount required by ERISA. The Plan is in compliance with ERISA's minimum funding requirements.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassification

Certain 2009 amounts relating to bonds and corporate equity securities in *Note 3* to the financial statements have been reclassified into U.S. and Non-U.S. categories to conform to the 2010 presentation.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, "Improving Disclosures about Fair Value Measurements." ASU 2010-06 requires additional disclosures regarding fair value measurements, amends disclosures about postretirement benefit plan assets and provides

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

clarification regarding the level of disaggregation of fair value disclosures by investment class. The ASU is effective for interim and annual reporting periods beginning after December 15, 2009, except for certain Level 3 activity disclosure requirements, which will be effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, its adoption did not affect the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU 2011-04, "Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs." ASU 2011-04 amended ASC 820, "Fair Value Measurements and Disclosures," to converge the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. Master Trust

Investments

The Master Trust – Fluor manages the Fluor DB Investments and the Fluor Corporation Salaried Employees' Savings Investment Plan and the TRS 401(k) Retirement Plan (collectively, the Fluor DC Investments). The Fluor DB Investments are presented as a single master trust investment account. The Fluor DB Investments held by the Master Trust are valued at fair value or estimated fair value as described in *Note 2*.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The net assets at fair value of the Master Trust consist of the following as of December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Assets		
Fluor DC Investments	\$ 2,644,953	\$ 2,377,530
Fluor DB Investments	<u>618,050</u>	<u>582,470</u>
Net Assets of the Fluor Corporation Master Trust – at fair value	3,263,003	2,960,000
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(17,540)</u>	<u>1,831</u>
Net Assets of the Fluor Corporation Master Trust	<u>\$ 3,245,463</u>	<u>\$ 2,961,831</u>

Net investment income for the Master Trust is as follows for the years ended December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Net investment income		
Fluor DC Investments	\$ 304,216	\$ 319,195
Fluor DB Investments	<u>61,406</u>	<u>83,705</u>
Total net investment income	<u>\$ 365,622</u>	<u>\$ 402,900</u>

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The Fluor DB Investments

The following were the net assets of the Fluor DB Investments held by the Plan as of December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Assets		
U.S. government securities	\$ 41,782	\$ 39,497
Non-U.S. government securities	8,377	10,449
Securities lending arrangements:		
Corporate equity securities	1,195	914
Corporate bonds	788	-
Government securities	272	-
Securities lending collateral – non-cash	2,303	947
Bonds:		
U.S. bonds	234,596	240,483
Non-U.S. bonds	63,404	60,120
Common or collective trusts	68,943	69,585
Limited partnerships	19,596	20,702
Foreign currency and cash	35,355	8,006
Corporate equity securities:		
U.S. corporate equity securities	95,205	88,458
Non-U.S. corporate equity securities	20,661	37,461
Foreign currency exchange contracts	21,689	8,407
Due from brokers for securities sold	2,410	1,706
Investment income receivable	5,265	5,595
Other	20,676	5,019
Total assets	<u>642,517</u>	<u>597,349</u>
Liabilities		
Foreign currency exchange contracts	(21,521)	(8,371)
Due to brokers for securities purchased	(643)	(5,561)
Obligation to return collateral – non-cash	(2,303)	(947)
Total liabilities	<u>(24,467)</u>	<u>(14,879)</u>
Net assets of the Fluor DB Investments – at fair value	<u>\$ 618,050</u>	<u>\$ 582,470</u>

Securities Lending Program

The Master Trust has a securities lending program with the Trustee whereby the Trustee is authorized to lend securities owned by the Master Trust (other than Fluor common stock and securities excluded from lending from time to time by the Master Trust) to a select number of qualified borrowers (generally national and international brokerage firms). Pursuant to the securities lending program agreement (Agreement), security borrowers are authorized to use borrowed securities to settle trades and are obligated to return the securities to the Master Trust. All borrowed securities are secured by collateral held by the Trustee, which has a fair value no less than 102% of

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

the fair market value of the borrowed securities at all times. The collateral received under the securities lending program is held in U.S. government securities, U.S. corporate equity securities and U.S. bonds. The Master Trust is fully indemnified by the Trustee against any losses incurred as a result of borrower default. Securities lending income, net, for the Fluor DB Investments of approximately \$29,000 and \$37,000 was earned by the Plan under the Agreement during the years ended December 31, 2010 and 2009, respectively.

Net Investment Income

The following is a summary of the net investment income for the Fluor DB Investments for the years ended December 31:

	2010	2009
	<i>(In thousands)</i>	
Net appreciation in fair value of investments		
U.S. government securities	\$ 1,524	\$ 973
Corporate equity securities	15,140	37,194
Bonds	15,224	30,627
Mutual funds	82	(1,572)
Common or collective trusts	7,126	4,151
Limited partnerships	395	(1,968)
Other	2,447	(2,169)
Total net appreciation	41,938	67,236
Securities lending income	39	50
Interest	19,881	16,075
Dividends	2,104	2,382
Other (loss) income	(279)	273
Securities lending expense	(10)	(13)
Investment management expenses	(2,267)	(2,298)
Total net investment income	\$ 61,406	\$ 83,705

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

4. Fair Value Measurements

The following table presents, for each of the fair value hierarchy levels required under ASC 820, the Fluor DB Investments financial assets and liabilities that are measured at fair value, on a recurring basis, as of December 31:

(In thousands)	2010				2009			
	Fair Value Measurements Using				Fair Value Measurements Using			
	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets								
U.S. government securities ⁽¹⁾	\$ 42,054	\$ —	\$ 42,054	\$ —	\$ 39,497	\$ —	\$ 39,497	\$ —
Non-U.S. government securities	8,377	—	8,377	—	10,449	—	10,449	—
Securities lending collateral – non-cash	2,303	—	2,303	—	947	—	947	—
Bonds:								
U.S. bonds ⁽¹⁾	235,384	—	235,384	—	240,483	—	240,483	—
Non-U.S. bonds	63,404	—	63,404	—	60,120	—	60,120	—
Common or collective trusts:								
BlackRock – long-term credit bond fund	63,125	—	63,125	—	66,760	—	66,760	—
Northern Trust – government institutional select portfolio fund	5,818	—	5,818	—	2,825	—	2,825	—
Limited partnerships – equity securities	19,596	—	—	19,596	20,702	—	—	20,702
Corporate equity securities:								
U.S. corporate equity securities ⁽¹⁾	96,400	96,351	49	—	89,372	89,372	—	—
Non-U.S. corporate equity securities	20,661	20,661	—	—	37,461	37,461	—	—
Foreign currency exchange contracts	21,689	—	21,689	—	8,407	—	8,407	—
Other	20,676	—	20,676	—	5,019	38	4,981	—
Liabilities								
Foreign currency exchange contracts	\$ 21,521	\$ —	\$ 21,521	\$ —	\$ 8,371	\$ —	\$ 8,371	\$ —
Obligation to return collateral – non-cash	2,303	—	2,303	—	947	—	947	—

⁽¹⁾ Amounts include securities on loan under the securities lending program discussed in Note 3.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) for the years ended December 31:

	Limited Partnerships	
	2010	2009
	(In thousands)	
Balance at beginning of year	\$ 20,702	\$ 23,375
Realized gains	825	297
Unrealized losses	(348)	(2,549)
Purchases, sales, issuances, and settlements, net	(1,583)	(421)
Balance at end of year	\$ 19,596	\$ 20,702

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

5. Derivative Financial Instruments

As of December 31, 2010, the Plan had gross notional amounts outstanding of \$42,949,000 for foreign currency exchange contracts with various foreign currencies primarily in Euro, GDP and Yen and \$25,000,000 for swap contracts. The Plan also had gross notional amounts outstanding of \$38,784,000 for futures contracts consisting of U.S. interest rate contracts and equity contracts in various foreign currencies, primarily in Euro, GDP and Yen. As of December 31, 2009, the Plan had total gross notional amounts outstanding of \$16,865,000 for foreign currency exchange contracts, \$32,539,000 for futures contracts, which consist mainly of 10-year U.S. Treasury notes, and \$26,100,000 for swap contracts. These derivative instruments are settled daily and the fair value for futures and swap contracts is reported in due from or to brokers for securities sold or purchased under Fluor DB Investment assets in *Note 3*.

The following table presents the gains (losses) from Fluor DB Investments derivative activities, by type of derivative, for the years ended December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Foreign currency exchange contracts	\$ 480	\$ (476)
Futures contracts	(2,300)	(5,454)
Swaps contracts	<u>4,180</u>	<u>3,916</u>
	<u>\$ 2,360</u>	<u>\$ (2,014)</u>

6. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died and present employees or their beneficiaries. Accumulated benefits are based on certain factors such as years of benefit service, age and final average salary at date of separation for retired or terminated employees, date of death for deceased and at valuation date for active employees.

The actuarial present value of accumulated plan benefits, determined by the Plan's actuary, is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used to determine the actuarial present value of accumulated plan benefits at December 31, 2009, were: (a) mortality, using the RP-2000 Combined Healthy Mortality Tables for males and females, (b) disability and separation rates consistent with historical experience, (c) retirement and termination rates based on an experience study performed in 2010 and (d) an interest discount rate of 7.50%.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The actuarial present value of accumulated plan benefits of the Plan as of December 31, 2009, is as follows:

	<i>(In thousands)</i>
Vested benefits:	
Participants currently receiving payments	\$ 121,648
Other participants	357,955
Total vested benefits	479,603
Non-vested benefits	10,667
Total actuarial present value of accumulated plan benefits	<u>\$ 490,270</u>

The major changes in actuarial present value of accumulated plan benefits are as follows for the year ended December 31, 2009:

	<i>(In thousands)</i>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 462,590
Increase (decrease) during the year attributable to:	
Benefits accumulated	34,857
Actuarial gains	(4,212)
Decrease in the discount period	36,351
Benefits paid	(25,534)
Plan amendment	(368)
Change of assumptions	(13,414)
Net increase	27,680
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 490,270</u>

The change of assumptions in the table above is primarily related to changes in the retirement and termination rates for certain participants.

7. Related-Party Transactions

Certain Plan investments in the common or collective trust accounts and corporate debt securities are managed by Northern Trust Investments, Inc. (Northern Trust), an affiliate of the Trustee and BlackRock (an investment manager) both of whom have fiduciary responsibility to the Plan. These investments qualify as party-in-interest transactions. Fluor DB investments for the common or collective trust and corporate debt for Northern Trust and BlackRock amounted to approximately \$6,602,000 and \$63,125,000, respectively, as of December 31, 2010. Fluor DB investments for the common or collective trust and corporate debt and equity securities for Northern Trust and BlackRock amounted to approximately \$3,597,000 and \$67,364,000, respectively, as of December 31, 2009. All of the party-in-interest transactions noted above are exempt from the prohibited transaction rules.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

Investments managed by BlackRock represented 10% and 12% of the Fluor DB Investments as of December 31, 2010 and 2009, respectively. Investments managed by Northern Trust represented approximately 1% of the Fluor DB Investments as of December 31, 2010 and 2009.

8. Subsequent Events

On September 2, 2011, the Executive Committee of the Fluor Corporation Board of Directors approved the amendment of the Plan to freeze the accrual of future Company contributions to eligible participants under the Defined Retirement Plan on December 31, 2011. Interest credits on accumulated benefits as of December 31, 2011 will continue to accrue in accordance with the terms of the plan.

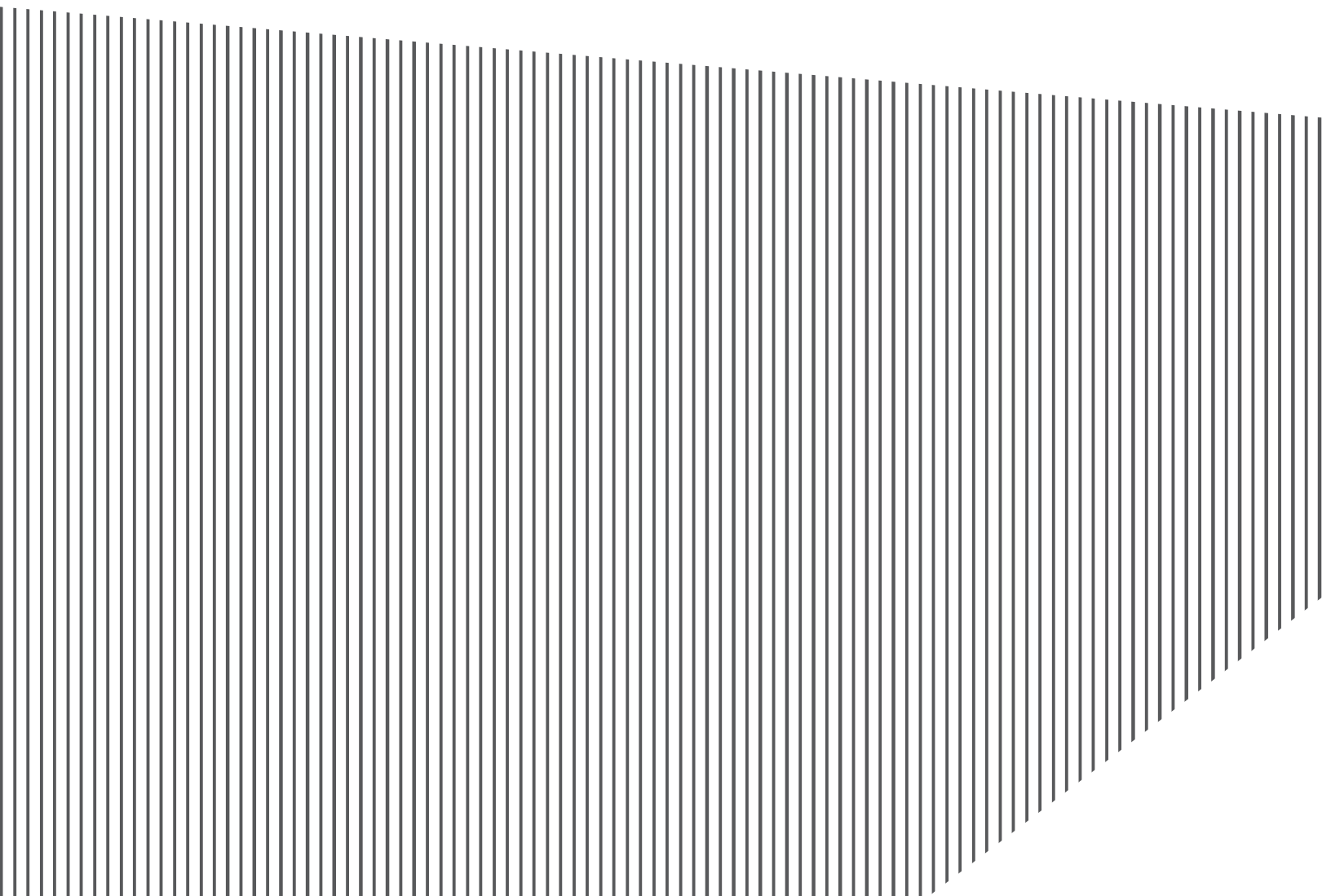
No other subsequent events were identified by Plan management through October 3, 2011, the date the financial statements were available to be issued.

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SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan DB Plan of Fluor Corp. and Participating Subsidiaries	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Fluor Corporation	D Employer Identification Number (EIN) 33-0927079	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a	582,414,654	
b Actuarial value.....	2b	582,414,654	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	5,055	129,923,550
b For terminated vested participants	3b	13,091	160,316,325
c For active participants:			
(1) Non-vested benefits.....	3c(1)		11,341,968
(2) Vested benefits.....	3c(2)		229,128,892
(3) Total active	3c(3)	16,100	240,470,860
d Total.....	3d	34,246	530,710,735
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.67 %	
6 Target normal cost.....	6	39,058,572	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>9/23/2011</u> Date
Signature of actuary Jason C. Naddell Type or print name of actuary Towers Watson Delaware Inc. 201 South College Street, Suite 1910 Charlotte NC 28244 Address of the firm		11-06523 Most recent enrollment number (704) 338-5260 Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2010
v.092308.1

(b) Prefunding balance

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
5.03 %2nd segment:
6.73 %3rd segment:
6.82 %☐ N/A, full yield curve used**b** Applicable month (enter code)**21b**

4

22 Weighted average retirement age**22**

67

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 0**30** Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0**Part VIII Minimum required contribution for current year****31** Target normal cost, adjusted, if applicable (see instructions) **31** 39,058,572**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

46,516,719

7,828,396

b Waiver amortization installment**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)**34**

46,886,968

Carryover balance

Prefunding balance

Total balance

35 Balances used to offset funding requirement

0

27,581,384

27,581,384

36 Additional cash requirement (item 34 minus item 35)**36**

19,305,584

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)**37**

19,305,584

38 Interest-adjusted excess contributions for current year (see instructions)**38**

0

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)**39**

0

40 Unpaid minimum required contribution for all years**40**

0

AUDITED FINANCIAL STATEMENTS

Defined Benefit Plan of Fluor Corporation
and Participating Subsidiaries
Years ended December 31, 2010 and 2009
With Report of Independent Auditors

Ernst & Young LLP



Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Index to Audited Financial Statements

Years ended December 31, 2010 and 2009

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Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009.....	3
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Report of Independent Auditors

The Investment Committee
Defined Benefit Plan of Fluor Corporation
and Participating Subsidiaries

We have audited the accompanying statements of net assets available for benefits of the Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the net assets available for benefits of the Plan at December 31, 2010, and the changes in the net assets available for benefits for the year then ended, and the financial status of the Plan at December 31, 2009, and the changes in its financial status for the year then ended, in conformity with accounting principles generally accepted in the United States.

Ernst & Young LLP

October 3, 2011

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Statements of Net Assets Available for Benefits

	December 31,	
	2010	2009
	<i>(In thousands)</i>	
Assets		
Investments:		
Investments in Fluor Corporation Master Trust – at fair value	\$ 618,050	\$ 582,470
Company contributions receivable	<u>11,050</u>	<u>-</u>
Total assets	<u>629,100</u>	<u>582,470</u>
Liabilities		
Accrued expenses	56	56
Net assets available for benefits	<u><u>\$ 629,044</u></u>	<u><u>\$ 582,414</u></u>

See accompanying notes.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Statements of Changes in Net Assets Available for Benefits

	Year ended December 31,	
	2010	2009
	<i>(In thousands)</i>	
Additions (deductions) in net assets		
Company contributions	\$ 21,050	\$ -
Share in net investment income of Master Trust	61,406	83,705
Benefits, terminations and withdrawals	(32,954)	(25,534)
Administrative expenses	(2,872)	(2,852)
Net increase in net assets available for benefits	46,630	55,319
Net assets available for benefits:		
Beginning of year	582,414	527,095
End of year	<u>\$ 629,044</u>	<u>\$ 582,414</u>

See accompanying notes.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements

December 31, 2010 and 2009

1. Description of the Plan

General

The Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries (the Plan) is a noncontributory defined benefit plan sponsored by Fluor Corporation (Fluor or the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan consists of various plans, including a cash balance plan for salaried employees (the Defined Retirement Plan), an active defined benefit plan for hourly employees (the Craft Plan) and various frozen defined benefit pension plans.

The following provides only general information about the Plan. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

Hourly employees are eligible for the Craft Plan after 1,000 hours of service during a calendar year. Participants in the Craft Plan are entitled to monthly pension benefits, beginning at normal retirement age (65), based on the employee's accrued benefit, which shall be equal to \$24 per month for every benefit credit earned. Benefit credits are earned for each calendar year, beginning with 1989, which an employee works at least 1,000 hours. Participants' benefits are fully vested after earning five years of vesting credits, as defined by the Craft Plan. Early retirement is available at age 55 provided the participant has at least 10 years of vesting credits, as defined by the Craft Plan.

Effective January 1, 2010, the Defined Retirement Plan was closed to new hires and to current or past participants who are rehired after more than a five-year separation of service. Participants in the Defined Retirement Plan are entitled to monthly pension benefits, beginning at normal retirement age (65), based on the employee's accrued benefit, which shall be equal to the equivalent actuarial value of the accumulated "pay credit" and the "interest credit." Pay credits are based on the employee's age, compensation and length of service. Interest credits are the greater of 3% or the average yield of the one-year U.S. Treasury securities. Participants are fully vested after three years of eligible service.

If certain requirements are met, the Plan provides for payment of benefits upon retirement, disability or death. Benefits, terminations and withdrawals are recorded when paid.

The Plan is managed by Fluor's Global Benefits, Administrative and Investment Committees (collectively, the Committees). The Global Benefits Committee is responsible for plan design and funding strategies, including corporate contributions. The Administrative Committee interprets the Plan's documents and administers the Plan on behalf of participants. The Investment Committee establishes investment policies and objectives, including the investment portfolio diversification and risk concentration guidelines, and monitors investment activity and ongoing investment performance. The Investment Committee may appoint professional investment managers to manage the investment accounts of the Fluor Corporation Master Trust (the Master Trust) in accordance with ERISA requirements and the Investment Committee's guidelines.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The Master Trust Agreement requires that The Northern Trust Company (the Trustee), either directly or indirectly, hold the Plan's assets in a master trust and administer and distribute those assets in accordance with the Plan and the instructions of the Committees, or their designees.

Plan Termination

Fluor has the right at any time to amend, in whole or in part, any or all provisions of the Plan, and to terminate the Plan. Upon complete or partial termination of the Plan, the accrued benefits of each participant shall become nonforfeitable to the extent then funded. In the event of complete termination, the assets of the Plan shall be allocated in accordance with ERISA, generally as follows:

- a. Benefits to participants, who began receiving or were eligible to receive benefits at least three years before plan termination, based upon plan provisions in effect five years prior to termination.
- b. All other benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC).
- c. All other vested benefits under the Plan not guaranteed by the PBGC.
- d. All other accrued benefits.

Whether participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefits and also may depend on the financial condition of Fluor and the level of benefits guaranteed by the PBGC, as well as the priority of those benefits.

Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS) dated March 18, 2004, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan's Administrative Committee has indicated that it will take the appropriate steps, should any be necessary, to maintain the Plan's qualified status.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2007.

2. Summary of Significant Accounting Policies

Investments

The Plan's investments (Fluor DB Investments) are commingled with the investments of various other employee benefit plans sponsored by Fluor and its participating subsidiaries in the Master Trust. The Fluor DB Investments are stated at fair value as follows:

Investments in government securities, bonds and corporate equity securities are valued at the last reported sale price on the last business day of the Plan year. Securities not traded on the last business day are valued at the last reported bid price. The estimated fair value of the investments in the common or collective trusts represents the underlying net asset value of the shares or units of such funds as determined by the issuer. Investments in limited partnerships are valued at net asset value as determined and reported by the general partners of the partnerships and represent the Plan's proportionate share of the estimated fair value of the underlying net assets of the limited partnerships. The Plan has substantially funded all of its original commitments to these limited partnerships. A majority of these limited partnerships are in the process of being liquidated and the timing of the liquidations are based on the sales of the underlying investments. Due to the current market conditions, there is no specific timing of when the investments will be sold and proceeds subsequently distributed to the partners.

Derivative instruments are recorded at their fair values, with changes in fair values reported under share in net investment income of Master Trust in the statements of changes in net assets available for benefits in accordance with Accounting Standards Codification (ASC) 815, "Derivatives and Hedging." Derivative instruments are estimated by obtaining quotes from brokers. Derivatives in the Master Trust consist of foreign exchange forward contracts, futures and swaps. Foreign exchange forwards are used to manage risks related to exposures in foreign currency. Interest rate swaps and interest rate and equity futures are used to gain exposure to certain asset classes or to manage risk inherent within certain investments. The Master Trust may also invest in options, caps, floors, mortgage derivatives and structured notes. The gains (losses) associated with these derivatives for the years ended December 31, 2010 and 2009 are disclosed in *Note 5* and are included in "Other" under "Net appreciation in fair value of investments" in *Note 3*.

The Plan's swap arrangements have terms that are market-based and are conducted with high quality counterparties. Subject to certain thresholds, cash collateral is received or paid daily based on the mark to market unrealized gains or losses. The cash collateral received and paid and related swaps are recorded in the Master Trust as other assets and liabilities. Cash collateral received or paid is excluded from the Fair Value Measurements footnote. There were no amounts of cash collateral received or paid by the Plan at December 31, 2010 and 2009, respectively.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

Purchases and sales of investments are recorded on the trade date. Realized gains or losses on sales, redemptions, or distributions of investments are based upon each investment manager's average historical cost. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risks and Uncertainties

The Master Trust invests in various investment securities. These investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The Master Trust's concentrations of credit risk are dictated by the Plan's provisions, as well as those of ERISA. The Investment Committee believes that no significant concentrations of credit risk exist in Fluor DB Investments at December 31, 2010 and 2009, except as disclosed in *Note 4*.

Estimated fair values of investments in limited partnerships may differ significantly from what their values would have been had a ready market for such investments existed because of the inherent uncertainty of valuation in the absence of readily ascertainable fair values.

Funding Policy

Actuarial valuations (*Note 6*) are obtained each year to determine the level of contributions by Fluor necessary to provide for anticipated benefits when combined with existing assets and anticipated earnings of the Plan's assets.

The Plan utilizes the projected unit credit method as the actuarial cost method to determine the Plan's annual funding requirements. Any contribution is based on amounts necessary to meet or exceed the minimum amount required by ERISA. The Plan is in compliance with ERISA's minimum funding requirements.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassification

Certain 2009 amounts relating to bonds and corporate equity securities in *Note 3* to the financial statements have been reclassified into U.S. and Non-U.S. categories to conform to the 2010 presentation.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, "Improving Disclosures about Fair Value Measurements." ASU 2010-06 requires additional disclosures regarding fair value measurements, amends disclosures about postretirement benefit plan assets and provides

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

clarification regarding the level of disaggregation of fair value disclosures by investment class. The ASU is effective for interim and annual reporting periods beginning after December 15, 2009, except for certain Level 3 activity disclosure requirements, which will be effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, its adoption did not affect the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU 2011-04, "Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs." ASU 2011-04 amended ASC 820, "Fair Value Measurements and Disclosures," to converge the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. Master Trust

Investments

The Master Trust – Fluor manages the Fluor DB Investments and the Fluor Corporation Salaried Employees' Savings Investment Plan and the TRS 401(k) Retirement Plan (collectively, the Fluor DC Investments). The Fluor DB Investments are presented as a single master trust investment account. The Fluor DB Investments held by the Master Trust are valued at fair value or estimated fair value as described in *Note 2*.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The net assets at fair value of the Master Trust consist of the following as of December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Assets		
Fluor DC Investments	\$ 2,644,953	\$ 2,377,530
Fluor DB Investments	<u>618,050</u>	<u>582,470</u>
Net Assets of the Fluor Corporation Master Trust – at fair value	3,263,003	2,960,000
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(17,540)</u>	<u>1,831</u>
Net Assets of the Fluor Corporation Master Trust	<u>\$ 3,245,463</u>	<u>\$ 2,961,831</u>

Net investment income for the Master Trust is as follows for the years ended December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Net investment income		
Fluor DC Investments	\$ 304,216	\$ 319,195
Fluor DB Investments	<u>61,406</u>	<u>83,705</u>
Total net investment income	<u>\$ 365,622</u>	<u>\$ 402,900</u>

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The Fluor DB Investments

The following were the net assets of the Fluor DB Investments held by the Plan as of December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Assets		
U.S. government securities	\$ 41,782	\$ 39,497
Non-U.S. government securities	8,377	10,449
Securities lending arrangements:		
Corporate equity securities	1,195	914
Corporate bonds	788	-
Government securities	272	-
Securities lending collateral – non-cash	2,303	947
Bonds:		
U.S. bonds	234,596	240,483
Non-U.S. bonds	63,404	60,120
Common or collective trusts	68,943	69,585
Limited partnerships	19,596	20,702
Foreign currency and cash	35,355	8,006
Corporate equity securities:		
U.S. corporate equity securities	95,205	88,458
Non-U.S. corporate equity securities	20,661	37,461
Foreign currency exchange contracts	21,689	8,407
Due from brokers for securities sold	2,410	1,706
Investment income receivable	5,265	5,595
Other	20,676	5,019
Total assets	<u>642,517</u>	<u>597,349</u>
Liabilities		
Foreign currency exchange contracts	(21,521)	(8,371)
Due to brokers for securities purchased	(643)	(5,561)
Obligation to return collateral – non-cash	(2,303)	(947)
Total liabilities	<u>(24,467)</u>	<u>(14,879)</u>
Net assets of the Fluor DB Investments – at fair value	<u>\$ 618,050</u>	<u>\$ 582,470</u>

Securities Lending Program

The Master Trust has a securities lending program with the Trustee whereby the Trustee is authorized to lend securities owned by the Master Trust (other than Fluor common stock and securities excluded from lending from time to time by the Master Trust) to a select number of qualified borrowers (generally national and international brokerage firms). Pursuant to the securities lending program agreement (Agreement), security borrowers are authorized to use borrowed securities to settle trades and are obligated to return the securities to the Master Trust. All borrowed securities are secured by collateral held by the Trustee, which has a fair value no less than 102% of

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

the fair market value of the borrowed securities at all times. The collateral received under the securities lending program is held in U.S. government securities, U.S. corporate equity securities and U.S. bonds. The Master Trust is fully indemnified by the Trustee against any losses incurred as a result of borrower default. Securities lending income, net, for the Fluor DB Investments of approximately \$29,000 and \$37,000 was earned by the Plan under the Agreement during the years ended December 31, 2010 and 2009, respectively.

Net Investment Income

The following is a summary of the net investment income for the Fluor DB Investments for the years ended December 31:

	2010	2009
	<i>(In thousands)</i>	
Net appreciation in fair value of investments		
U.S. government securities	\$ 1,524	\$ 973
Corporate equity securities	15,140	37,194
Bonds	15,224	30,627
Mutual funds	82	(1,572)
Common or collective trusts	7,126	4,151
Limited partnerships	395	(1,968)
Other	2,447	(2,169)
Total net appreciation	41,938	67,236
Securities lending income	39	50
Interest	19,881	16,075
Dividends	2,104	2,382
Other (loss) income	(279)	273
Securities lending expense	(10)	(13)
Investment management expenses	(2,267)	(2,298)
Total net investment income	\$ 61,406	\$ 83,705

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

4. Fair Value Measurements

The following table presents, for each of the fair value hierarchy levels required under ASC 820, the Fluor DB Investments financial assets and liabilities that are measured at fair value, on a recurring basis, as of December 31:

(In thousands)	2010				2009			
	Fair Value Measurements Using				Fair Value Measurements Using			
	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets								
U.S. government securities ⁽¹⁾	\$ 42,054	\$ —	\$ 42,054	\$ —	\$ 39,497	\$ —	\$ 39,497	\$ —
Non-U.S. government securities	8,377	—	8,377	—	10,449	—	10,449	—
Securities lending collateral – non-cash	2,303	—	2,303	—	947	—	947	—
Bonds:								
U.S. bonds ⁽¹⁾	235,384	—	235,384	—	240,483	—	240,483	—
Non-U.S. bonds	63,404	—	63,404	—	60,120	—	60,120	—
Common or collective trusts:								
BlackRock – long-term credit bond fund	63,125	—	63,125	—	66,760	—	66,760	—
Northern Trust – government institutional select portfolio fund	5,818	—	5,818	—	2,825	—	2,825	—
Limited partnerships – equity securities	19,596	—	—	19,596	20,702	—	—	20,702
Corporate equity securities:								
U.S. corporate equity securities ⁽¹⁾	96,400	96,351	49	—	89,372	89,372	—	—
Non-U.S. corporate equity securities	20,661	20,661	—	—	37,461	37,461	—	—
Foreign currency exchange contracts	21,689	—	21,689	—	8,407	—	8,407	—
Other	20,676	—	20,676	—	5,019	38	4,981	—
Liabilities								
Foreign currency exchange contracts	\$ 21,521	\$ —	\$ 21,521	\$ —	\$ 8,371	\$ —	\$ 8,371	\$ —
Obligation to return collateral – non-cash	2,303	—	2,303	—	947	—	947	—

⁽¹⁾ Amounts include securities on loan under the securities lending program discussed in Note 3.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) for the years ended December 31:

	Limited Partnerships	
	2010	2009
	(In thousands)	
Balance at beginning of year	\$ 20,702	\$ 23,375
Realized gains	825	297
Unrealized losses	(348)	(2,549)
Purchases, sales, issuances, and settlements, net	(1,583)	(421)
Balance at end of year	\$ 19,596	\$ 20,702

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

5. Derivative Financial Instruments

As of December 31, 2010, the Plan had gross notional amounts outstanding of \$42,949,000 for foreign currency exchange contracts with various foreign currencies primarily in Euro, GDP and Yen and \$25,000,000 for swap contracts. The Plan also had gross notional amounts outstanding of \$38,784,000 for futures contracts consisting of U.S interest rate contracts and equity contracts in various foreign currencies, primarily in Euro, GDP and Yen. As of December 31, 2009, the Plan had total gross notional amounts outstanding of \$16,865,000 for foreign currency exchange contracts, \$32,539,000 for futures contracts, which consist mainly of 10-year U.S. Treasury notes, and \$26,100,000 for swap contracts. These derivative instruments are settled daily and the fair value for futures and swap contracts is reported in due from or to brokers for securities sold or purchased under Fluor DB Investment assets in *Note 3*.

The following table presents the gains (losses) from Fluor DB Investments derivative activities, by type of derivative, for the years ended December 31:

	<u>2010</u>	<u>2009</u>
	<i>(In thousands)</i>	
Foreign currency exchange contracts	\$ 480	\$ (476)
Futures contracts	(2,300)	(5,454)
Swaps contracts	<u>4,180</u>	<u>3,916</u>
	<u>\$ 2,360</u>	<u>\$ (2,014)</u>

6. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died and present employees or their beneficiaries. Accumulated benefits are based on certain factors such as years of benefit service, age and final average salary at date of separation for retired or terminated employees, date of death for deceased and at valuation date for active employees.

The actuarial present value of accumulated plan benefits, determined by the Plan's actuary, is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used to determine the actuarial present value of accumulated plan benefits at December 31, 2009, were: (a) mortality, using the RP-2000 Combined Healthy Mortality Tables for males and females, (b) disability and separation rates consistent with historical experience, (c) retirement and termination rates based on an experience study performed in 2010 and (d) an interest discount rate of 7.50%.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

The actuarial present value of accumulated plan benefits of the Plan as of December 31, 2009, is as follows:

	<i>(In thousands)</i>
Vested benefits:	
Participants currently receiving payments	\$ 121,648
Other participants	357,955
Total vested benefits	479,603
Non-vested benefits	10,667
Total actuarial present value of accumulated plan benefits	<u>\$ 490,270</u>

The major changes in actuarial present value of accumulated plan benefits are as follows for the year ended December 31, 2009:

	<i>(In thousands)</i>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 462,590
Increase (decrease) during the year attributable to:	
Benefits accumulated	34,857
Actuarial gains	(4,212)
Decrease in the discount period	36,351
Benefits paid	(25,534)
Plan amendment	(368)
Change of assumptions	(13,414)
Net increase	27,680
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 490,270</u>

The change of assumptions in the table above is primarily related to changes in the retirement and termination rates for certain participants.

7. Related-Party Transactions

Certain Plan investments in the common or collective trust accounts and corporate debt securities are managed by Northern Trust Investments, Inc. (Northern Trust), an affiliate of the Trustee and BlackRock (an investment manager) both of whom have fiduciary responsibility to the Plan. These investments qualify as party-in-interest transactions. Fluor DB investments for the common or collective trust and corporate debt for Northern Trust and BlackRock amounted to approximately \$6,602,000 and \$63,125,000, respectively, as of December 31, 2010. Fluor DB investments for the common or collective trust and corporate debt and equity securities for Northern Trust and BlackRock amounted to approximately \$3,597,000 and \$67,364,000, respectively, as of December 31, 2009. All of the party-in-interest transactions noted above are exempt from the prohibited transaction rules.

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries

Notes to Financial Statements (continued)

Investments managed by BlackRock represented 10% and 12% of the Fluor DB Investments as of December 31, 2010 and 2009, respectively. Investments managed by Northern Trust represented approximately 1% of the Fluor DB Investments as of December 31, 2010 and 2009.

8. Subsequent Events

On September 2, 2011, the Executive Committee of the Fluor Corporation Board of Directors approved the amendment of the Plan to freeze the accrual of future Company contributions to eligible participants under the Defined Retirement Plan on December 31, 2011. Interest credits on accumulated benefits as of December 31, 2011 will continue to accrue in accordance with the terms of the plan.

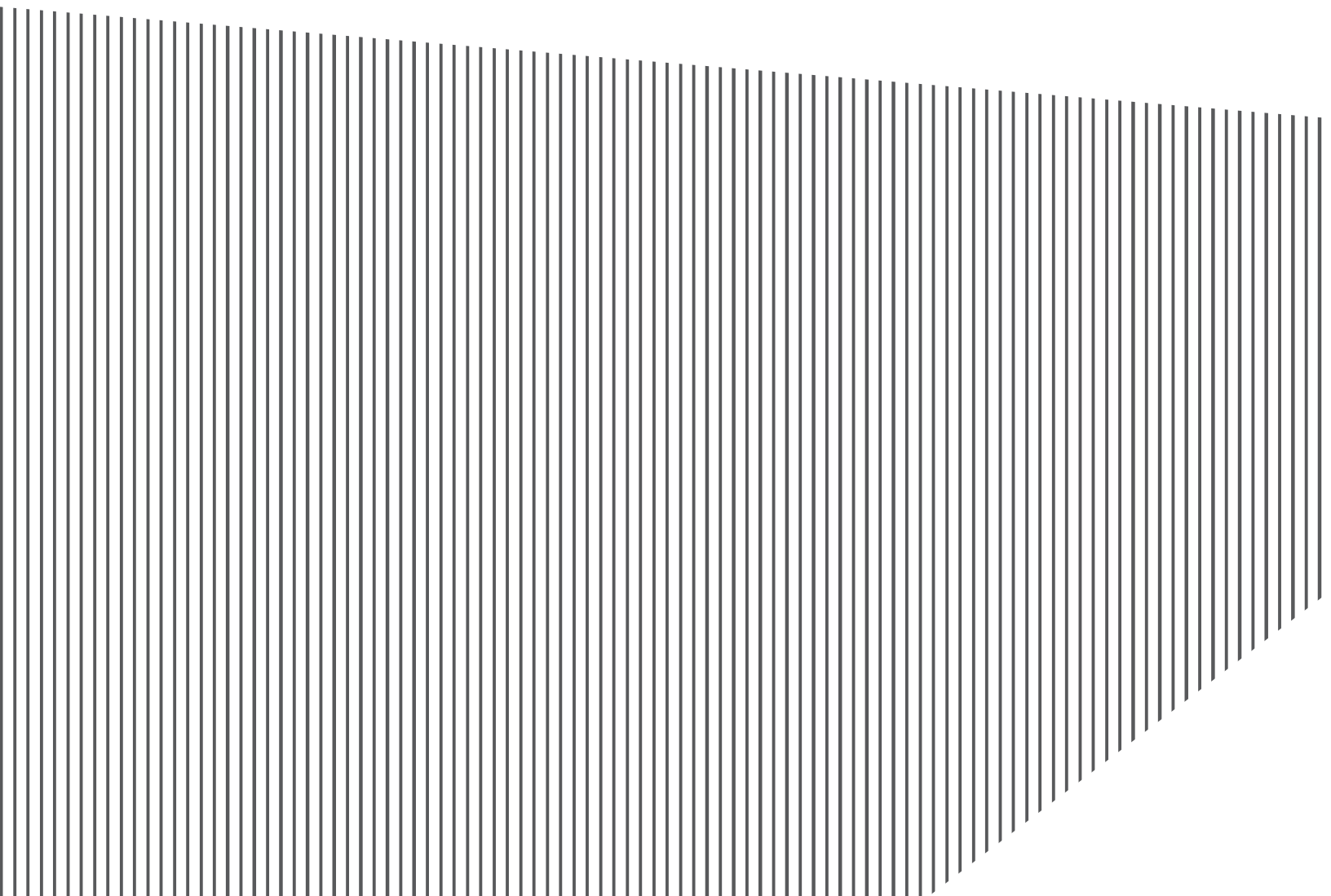
No other subsequent events were identified by Plan management through October 3, 2011, the date the financial statements were available to be issued.

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SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fluor Corporation
EIN/PN	33-0927079/005
Plan Name	Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
Valuation Date	January 1, 2010
Enrolled Actuary	Jason Naddell
Enrollment Number	11-06523

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2010

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
EIN / PN: 33-0927079 / 005
Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS (cont.)

Attachment to 2010 Schedule SB (Form 5500)

EIN : 33-0927079

PN : 005

Response to Item 22

Defined Benefit Plan of Fluor Corporation
And Participating Subsidiaries

Assumed Retirement Age Calculation for Active Participants

Salaried (DRP)

(A) Retirement Age	(B) Probability of Active Participant Attaining Retirement Age (A) *	(C) Probability of Retirement at Age (A) Given that Active Participant Attains Retirement Age (A).	(D) (A) x (B) x (C)
55	1.000	0.025	1.375
56	0.975	0.025	1.365
57	0.951	0.025	1.355
58	0.927	0.025	1.344
59	0.904	0.025	1.333
60	0.881	0.025	1.322
61	0.859	0.050	2.620
62	0.816	0.050	2.530
63	0.775	0.050	2.442
64	0.737	0.075	3.535
65	0.681	0.125	5.536
66	0.596	0.125	4.918
67	0.522	0.125	4.369
68	0.456	0.100	3.104
69	0.411	0.100	2.834
70	0.370	0.150	3.882
71	0.314	0.150	3.347
72	0.267	0.150	2.885
73	0.227	0.150	2.486
74	0.193	0.150	2.142
75	0.164	1.000	12.303

Active Participants Weighted Average Retirement Age (DRP): 67.028

Hourly (Craft)

(A) Retirement Age	(B) Probability of Active Participant Attaining Retirement Age (A) *	(C) Probability of Retirement at Age (A) Given that Active Participant Attains Retirement Age (A).	(D) (A) x (B) x (C)
55	1.000	0.010	0.550
56	0.990	0.010	0.554
57	0.980	0.010	0.559
58	0.970	0.010	0.563
59	0.951	0.025	1.417
60	0.937	0.025	1.405
61	0.913	0.050	2.785
62	0.866	0.150	8.066
63	0.737	0.075	3.484
64	0.682	0.075	3.274
65	0.631	0.250	10.252
66	0.473	0.225	7.027
67	0.347	0.275	6.757
68	0.266	0.275	4.972
69	0.193	0.125	1.653
70	0.169	0.250	2.952
71	0.126	0.250	2.248
72	0.066	0.250	1.708
73	0.071	0.250	1.298
74	0.053	0.250	0.987
75	0.040	1.000	3.002

Active Participants Weighted Average Retirement Age (Craft): 65.522

	(A) Number of Participants	(B) Weighted Average Retirement Age	(C) ((A) x Total (A)) / (B)
Active Participants - DRP	11,371	67.028	47.338
Active Participants - Craft	4,729	65.522	19.245
Total	16,100		66.584

Overall Weighted Average Retirement Age: 66.584

Schedule SB Item 22: 67

* No decrements other than retirement are assumed to be in effect.

Plan Name:
EIN / PN:
Plan Sponsor:

Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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Fluor Corporation

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

Other than the prescribed changes in the discount rate and mortality, the following other changes in assumptions were made as part of this valuation:

- The retirement rates for DRP were changed based upon an experience study performed in 2010:

Age	Old Assumption	Current Assumption
55	0.025	0.025
56	0.025	0.025
57	0.025	0.025
58	0.025	0.025
59	0.025	0.025
60	0.050	0.025
61	0.050	0.050
62	0.150	0.050
63	0.050	0.050
64	0.050	0.075
65	0.200	0.125
66	0.200	0.125
67	0.200	0.125
68	0.200	0.100
69	0.200	0.100
70	1.000	0.150
71	1.000	0.150
72	1.000	0.150
73	1.000	0.150
74	1.000	0.150
75	1.000	1.000

- The retirement rates for Craft were changed based upon an experience study performed in 2010:

Age	Old Assumption	Current Assumption
55	0.025	0.010
56	0.025	0.010
57	0.025	0.010
58	0.025	0.010
59	0.025	0.025
60	0.050	0.025
61	0.050	0.050
62	0.150	0.150
63	0.050	0.075
64	0.050	0.075
65	0.200	0.250
66	0.200	0.225
67	0.200	0.275
68	0.200	0.275

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Age	Old Assumption	Current Assumption
69	0.200	0.125
70	1.000	0.250
71	1.000	0.250
72	1.000	0.250
73	1.000	0.250
74	1.000	0.250
75	1.000	1.000

- The termination rates for DRP were changed based upon an experience study performed in 2010:

Age	Less than 2 years of Service		2 years of Service or More	
	Old Assumption	Current Assumption	Old Assumption	Current Assumption
20	0.400	0.400	0.300	0.350
25	0.250	0.200	0.150	0.200
30	0.175	0.220	0.150	0.175
35	0.150	0.220	0.120	0.150
40	0.150	0.220	0.120	0.125
45	0.150	0.220	0.120	0.120
50	0.150	0.220	0.120	0.110
55	0.150	0.220	0.150	0.100

- The termination rates for Craft (3 years of service or more) were changed based upon an experience study performed in 2010:

Age	3 years of Service or More	
	Old Assumption	Current Assumption
20	0.300	0.450
25	0.300	0.400
30	0.275	0.350
35	0.250	0.300
40	0.225	0.275
45	0.175	0.275
50	0.175	0.250
55	0.225	0.250

- The administrative expense assumption was changed to \$3,650,000, added to the normal cost. The prior year's assumption was \$3,500,000.

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Acturial Assumptions and Methods

Plan Sponsor

Fluor Corporation

EIN/PN

33-0927079/005

Discount Rates

Current plan year PPA effective interest rate: 6.67%

Three Segment Rates

Applicable month: September 2009

Transition election: N/A

Prior plan year PPA effective interest rate: 8.27%

Assumed Cost of Living Adjustments

0.00%

Compensation Increases

4.00%

Plan Compensation

Compensation assumed paid in the current year beginning on the valuation date is the current annual rate of pay, adjusted to reflect the timing of pay increases during the year.

Future Increases in Social Security

Not applicable.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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SCHEDULE SB ATTACHMENTS

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Interest Credit on Cash Balance Accounts

3.75% per year, compounded annually

Expected Long-Term Return on Assets

7.50%

Administrative Expenses

The amount included in the FY 2010 Expense is \$3,650,000

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Mortality

For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement from Active Service

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below:

Salaried (DRP) Retirement Rates	
Age	Annual Rate of Retirement
55 - 60	.025
61 - 63	.050
64	.075
65 - 67	.125
68 - 69	.100
70 - 74	.150
75	1.000

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Hourly (Craft) Retirement Rates	
Age	Annual Rate of Retirement
55 - 58	.010
59 - 60	.025
61	.050
62	.150
63 - 64	.075
65	.250
66	.225
67 - 68	.275
69	.125
70 - 74	.250
75	1.000

Retirement from Vested Terminated Status

Non-DRP: Pensions are assumed to commence at age 63.

Salaried (DRP): Currently active employees who are expected to terminate prior to being eligible to retire are assumed to elect to receive their pension at age 62.

Current DRP vested terminated participants are assumed to elect to receive their pension at age 62. If the current value of their cash balance is less than \$1,000, they are assumed to elect to receive their pension immediately.

Representative Termination Rates

Termination rates vary by age and service and are different for hourly and salaried employees.

Hourly (Craft) Representative Termination Rates		
Age	Annual Rate of Years of Service	
	Less than 3	3 or more
Under 20	.500	.450
25	.500	.400
30	.500	.350
35	.500	.300
40	.500	.275
45	.500	.275
50	.500	.250
55	.500	.250
60	.500	.250

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Salaried (DRP) Representative Termination Rates		
Age	Annual Rate of Years of Service	
	Less than 2	2 or more
20	.400	.350
25	.200	.200
30	.220	.175
35	.220	.150
40	.220	.125
45	.220	.120
50	.220	.110
55	.220	.100
60	.220	.100
65	.220	.100

Representative Disability Rates

Disability rates vary by age and are different for hourly and salaried employees.

The rates at which participants become disabled by age are shown below:

Hourly (Craft) Representative Disability Rates	
Age	Annual Rate of Retirement
20	.00030
25	.00030
30	.00030
35	.00030
40	.00030
45	.00030
50	.00100
55	.00200
60	.00500
65	.00000

Salaried (DRP) - None

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 70% of eligible participants are assumed to be married and male spouses are assumed to be 5 years older than female spouses.

Form of Payment

Salaried participants are assumed to elect the lump sum option. All other participants are assumed to elect the normal form.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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SCHEDULE SB ATTACHMENTS

Employees

It was assumed that there will be no new or rehired employees.

Asset Method

Under this method, valuation assets are equal to the market value of assets as of the valuation date plus the discounted present value of contributions expected to be made after the valuation date at the prior plan year effective PPA interest rate.

Participant Data

All employee and pensioner data as of the census date was provided by Hewitt Associates.

Benefits not Included in Valuation

We believe that we have reflected all significant Plan provisions in this valuation.

Nature of Actuarial Calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Principal Plan Provisions

Sub-Plan

Fluor Daniel Craft Employees' Pension Plan, Including Certain Frozen plans

Plan Sponsor

Fluor Corporation

Effective Date

The plan was originally effective January 1, 1989.

Eligibility

Hourly Craft employees who have completed 1,000 hours of service.

Service

Eligibility Service: The number of years (commencing with the partial year April 1, 1981 through December 31, 1981) during which year the employee has been credited with at least 1,000 hours of service.

Benefit Service: The number of years commencing after December 31, 1988 during which year the employee has been credited with at least 1,000 hours of service.

Retirement Dates

Normal: First day of the month following the employee's 65th birthday.

Early: First day of any month after the employee reaches age 55 and completes 10 years of Eligibility service, but before age 65.

Disability: A Participant who becomes totally and permanently disabled prior to his normal retirement date may retire immediately on a disability pension after 5 years of Eligibility service.

Retirement Benefits

Normal: Monthly benefit equal to \$24 for each year of Benefit service.

Early: The normal pension accrued to the early retirement date, reduced by ½ of 1% for each full month that the early retirement date precedes the normal retirement date.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Disability: The disability retirement Pension shall be equal to the Participant's Accrued Benefit.

Termination Benefits

On termination of employment after 5 years of eligibility service, an employee is entitled to receive a deferred vested benefit determined as for normal retirement, based on benefit service at date of termination. The deferred vested pension is payable without reduction beginning at age 65; reduced benefits may be payable prior to age 65.

Surviving Spouse's Pension

If a participant dies in active service after attainment of age 50 and completion of 5 years of eligibility service, a pension is payable to a surviving spouse, if any, provided the participant and spouse have been married for at least 1 year prior to the participant's death.

The spouse's pension is payable immediately for the lifetime of the spouse and is equal to 50% of the reduced early pension in the form of a 50% joint and survivor annuity accrued to date of death.

Deferred Spouse's Pension

If a participant dies (i) in active service after 5 years of eligibility service but before becoming eligible for an immediate surviving spouse's pension, or (ii) dies after termination of employment with 5 years of eligible service but before benefit commencement, a deferred spouse's pension is payable to the surviving spouse.

The spouse's pension is payable at the earliest date the participant would have been entitled to receive a pension and is equal to 50% of the reduced early pension in the form of a 50% joint and survivor annuity accrued to date of death.

Employee Contributions

They are not required or permitted.

Substantive Commitments

No substantive commitments other than the above plan provisions have been included.

Changes in Plan Provisions since Last Actuarial Valuation

The lump-sum death benefit for a full-time employee was removed.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Sub-Plan

Fluor Corporation Employees' Defined Retirement Plan

Plan Sponsor

Fluor Corporation

Effective Date

The plan was originally effective January 1, 1999.

Eligibility

Salaried employees who have one year of service. Closed to new entrants effective January 1, 2010.

Compensation

Base pay, excluding commissions, bonuses, overtime and other irregular, infrequent or non-recurring payments.

Service

Service is counted from an employee's date of hire. An employee shall receive service for a full calendar month if they work at least one day in the calendar month.

Retirement Dates

Normal: First day of the month following the employee's 65th birthday.

Early: Based on the following age-plus-service criteria:

Age	Years of Continuous Service	
	Immediately Preceding Retirement	
60 – 64	5	
59	8	
58	11	
57	13	
56	14	
55	15	
Any age	30	

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Disability: A Participant who becomes totally and permanently disabled prior to his normal retirement date may retire immediately on a disability pension regardless of service.

Retirement Benefits

Normal: The Accumulated Contributions Account converted to an annuity.

Early: The Accumulated Contributions Account converted to an annuity.

Disability: The disability retirement Pension shall be equal to the Participant's Accrued Benefit.

Accumulated Contributions Account

Equals the sum of the Contribution Credit and the Interest Credit.

Contribution Credit: Contributions are credited monthly and are equal to a percentage of a Participant's compensation. The percentage is equal to the sum of 2% plus one-fifteenth of one percent for each "Point" in excess of twenty-five. Points equal the sum of a Participant's age and service as of the beginning of the year.

Interest Credit: Interest is credited to each Participant's account on a monthly basis. The annual interest rate equals the average of the annual yields on 1-year Treasury constant maturities for the months of October, November, and December of the previous calendar year. Effective January 1, 2009, the interest credit may be no less than 3% per year.

Termination Benefits

Five years of service (three years of service for any Participant who completes at least one hour of service on or after January 1, 2008), including service before January 1, 1999.

Accumulated Contributions Account, converted to an annuity commencing at normal retirement. A participant may elect to receive a pension commencing on and after eligibility for early retirement but prior to normal retirement. During the period in which payments are deferred, the account continues to earn interest credits.

Death Benefits Before Retirement

Upon the death of an active or terminated vested participant, a pension is payable to his beneficiary.

If the participant was single or has a non-spouse beneficiary, the beneficiary will receive the account balance in a lump sum.

If the participant was married and has elected his spouse as the beneficiary, the surviving spouse will receive a lifetime annuity based on the account balance. The spouse may instead elect a lump-sum payment or may postpone payments until the participant would have reached age 65.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Employee Contributions

They are not required or permitted.

Substantive Commitments

No substantive commitments other than the above plan provisions have been included.

Changes in Plan Provisions since Last Actuarial Valuation

Sub-plan is closed to new entrants effective January 1, 2010.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
EIN / PN: 33-0927079 / 005
Plan Sponsor: Fluor Corporation

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2010
Defined Retirement Plan Participants – Age and Service Distribution

- 1 Ages and service totals for purposes of determining category are based on exact (not rounded) values.
- 2 The Plan has one year wait prior to participation; however, these participants were transferred from Craft.
- 3 Excludes 1,079 employees on leave of absence.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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 Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Cash Balance Plans as of January 1, 2010

Years of Credited Service																					
Under 1			1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over		
Attained Age	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	
Under 25	0		225	1,376	1		0		0		0		0		0		0		0		
25 - 29	0		930	2,462	65	6,398	1		0		0		0		0		0		0		
30 - 34	0		508	2,959	202	10,422	56	15,917	2		0		0		0		0		0		
35 - 39	0		462	3,678	187	12,232	199	22,004	52	25,020	5		0		0		0		0		
40 - 44	0		404	4,360	201	15,945	169	24,667	125	33,858	89	35,746	1		0		0		0		
45 - 49	0		459	5,169	191	18,514	172	25,868	167	34,414	213	42,521	48	47,638	4		0		0		
50 - 54	0		416	5,876	224	20,199	219	31,779	195	38,035	280	46,456	220	58,119	88	62,468	12		0		
55 - 59	1		363	7,483	193	24,124	157	35,667	136	39,605	235	50,490	216	61,160	235	70,723	137	79,846	1		
60 - 64	0		219	8,360	162	30,880	126	39,663	98	44,495	178	51,666	150	61,943	153	72,933	128	86,022	28	84,607	
65 - 69	0		68	9,304	49	31,901	46	39,326	39	43,459	49	56,844	51	52,195	53	80,383	40	77,835	21	93,563	
70 & Over	0		12		8		10		8		14		13		11		8		8		

1 Counts may differ from DRP Age and Service exhibit since some participants do not have a cash balance account.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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 Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Craft as of January 1, 2010 Fluor Daniel Craft Plan Participants – Age and Service Distribution

Years of Credited Service																					
Under 1				1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	
Under 25	0		290		7		0		0		0		0		0		0		0		
25 - 29	0		372		62		4		0		0		0		0		0		0		
30 - 34	0		399		96		38		3		0		0		0		0		0		
35 - 39	0		426		105		35		20		1		0		0		0		0		
40 - 44	0		396		124		70		31		11		0		0		0		0		
45 - 49	0		390		141		96		40		14		0		0		0		0		
50 - 54	0		325		134		85		52		40		0		0		0		0		
55 - 59	1		209		104		73		48		46		1		0		0		0		
60 - 64	1		106		69		48		33		37		0		0		0		0		
65 - 69	0		22		20		15		14		5		0		0		0		0		
70 & Over	0		9		4		7		2		2		0		0		0		0		

- 1 Ages and service totals for purposes of determining category are based on exact (not rounded) values.
- 2 Excludes 46 employees on leave of absence.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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 Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25 Change in Methods

Change in Valuation Software:

In accordance with 1.430(d)-1(g)(3)(ii)(A), automatic approval has been granted for the first plan year for which all the provisions of 1.430(d)-1, 1.430(f)-1, 1.430(g)-1, 1.430(i)-1, and 1.436-1 are reflected of any changes to funding methods permitted by the Pension Protection Act. 2010 is the first plan year for which all of these provisions were reflected, and thus all funding method changes are automatically approved.

Change in Interest Rate Methodology:

The effective interest rate was derived from the 3-segment rate with September as the look-back month. The prior valuation based the effective interest rate upon the full yield curve.

Plan Name: Defined Benefit Plan of Fluor Corporation and Participating Subsidiaries
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Plan Sponsor: Fluor Corporation

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32 Schedule of Amortization Bases as of January 1, 2010

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1 Shortfall	01/01/2010	46,516,719	7	46,516,719	7,828,396
Total				46,516,719	7,828,396

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