

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                                                                                                                                                                                           |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input checked="" type="checkbox"/>                                                                                                                                                                                                       |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------|-------------------------------------------------------|--|---------------------------------------------------------------------|--|-------------------------------------------------------------|--|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                    | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1a</b> Name of plan<br><u>URS CORPORATION 401(K) RETIREMENT PLAN</u>                                                                                                                                                           | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>11/01/1983</u></td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>94-1381538</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/><u>415-774-2700</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>541330</u></td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ▶ | <u>001</u> | <b>1c</b> Effective date of plan<br><u>11/01/1983</u> |  | <b>2b</b> Employer Identification Number (EIN)<br><u>94-1381538</u> |  | <b>2c</b> Sponsor's telephone number<br><u>415-774-2700</u> |  | <b>2d</b> Business code (see instructions)<br><u>541330</u> |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                          | <u>001</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>11/01/1983</u>                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>94-1381538</u>                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>415-774-2700</u>                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>541330</u>                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>URS CORPORATION</u><br><br><u>600 MONTGOMERY STREET, 26TH FLOOR</u><br><u>SAN FRANCISCO, CA 94111</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.

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 09/23/2014 | REED BRIMHALL                                                |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                   |            | Preparer's telephone number (optional)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |       |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                              |       |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 38883 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 22358 |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 295   |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                                                                                                                                                         |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 14534 |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 37187 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 31    |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 37218 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 35499 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 0     |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |       |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2R 2S 2T 3F 3H                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |       |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |       |

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
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| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2013                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013 |                                                      |     |
| A Name of plan<br>URS CORPORATION 401(K) RETIREMENT PLAN                                   | B Three-digit plan number (PN) ▶                     | 001 |
|                                                                                            |                                                      |     |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>URS CORPORATION                  | D Employer Identification Number (EIN)<br>94-1381538 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| Part I | Service Provider Information (see instructions) |
|--------|-------------------------------------------------|

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

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

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**(b)** Enter name and EIN or address of person who provided you disclosures 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 37 64 65 71            | RECORDKEEPER                                                                                      | 1925567                                                                | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

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

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

**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)

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

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

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

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

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

**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.

| <b>(a)</b> Enter service provider name as it appears on line 2             | <b>(b)</b> Service Codes<br>(see instructions)                                                                                                                            | <b>(c)</b> Enter amount of indirect compensation |
|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|
|                                                                            |                                                                                                                                                                           |                                                  |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation | <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                                  |
|                                                                            |                                                                                                                                                                           |                                                  |
| <b>(a)</b> Enter service provider name as it appears on line 2             | <b>(b)</b> Service Codes<br>(see instructions)                                                                                                                            | <b>(c)</b> Enter amount of indirect compensation |
|                                                                            |                                                                                                                                                                           |                                                  |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation | <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                                  |
|                                                                            |                                                                                                                                                                           |                                                  |
| <b>(a)</b> Enter service provider name as it appears on line 2             | <b>(b)</b> Service Codes<br>(see instructions)                                                                                                                            | <b>(c)</b> Enter amount of indirect compensation |
|                                                                            |                                                                                                                                                                           |                                                  |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation | <b>(e)</b> 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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
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|                                                                          |                               |                                                                                     |

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> 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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>URS CORPORATION 401(K) RETIREMENT PLAN</u>                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>001</u>                    |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>URS CORPORATION</u>                                                                                                                                                                                  |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><br><u>94-1381538</u>                                   |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                               |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                                                                             |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                               |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                        | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                         |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions .....                                                            | <b>1b(1)</b>    | 54431896              | 50203618        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions .....                                                         | <b>1b(2)</b>    | 5244                  | 83575           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other .....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other .....                                                                         | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                      |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans .....                                                                 | <b>1c(8)</b>    | 46627394              | 46983224        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   | 2578820829            | 2981055760      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other .....                                                                            | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 2679885363            | 3078326177      |

**Liabilities**

|                                                                           |           |         |         |
|---------------------------------------------------------------------------|-----------|---------|---------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |         |         |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 462732  | 446342  |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |         |         |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 1023832 | 866650  |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 1486564 | 1312992 |

**Net Assets**

|                                                           |           |            |            |
|-----------------------------------------------------------|-----------|------------|------------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 2678398799 | 3077013185 |
|-----------------------------------------------------------|-----------|------------|------------|

**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) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 58784700   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 165984675  |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 26149942   |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 250919317 |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 1993803    |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 1993803   |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 0         |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (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)  |            | 455004843 |
| (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 <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 707917963 |

**Expenses**

|                                                                                      |       |           |           |
|--------------------------------------------------------------------------------------|-------|-----------|-----------|
| e Benefit payment and payments to provide benefits:                                  |       |           |           |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 324695513 |           |
| (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) |           | 324695513 |
| f Corrective distributions (see instructions) .....                                  | 2f    |           | 27225     |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |           | 44747     |
| h Interest expense .....                                                             | 2h    |           |           |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) |           |           |
| (2) Contract administrator fees .....                                                | 2i(2) |           |           |
| (3) Investment advisory and management fees .....                                    | 2i(3) |           |           |
| (4) Other .....                                                                      | 2i(4) | 6936123   |           |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |           | 6936123   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |           | 331703608 |

**Net Income and Reconciliation**

|                                                          |       |  |           |
|----------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 376214355 |
| l Transfers of assets:                                   |       |  |           |
| (1) To this plan .....                                   | 2l(1) |  | 24636589  |
| (2) From this plan .....                                 | 2l(2) |  | 2236558   |

**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: GRANT THORNTON

(2) EIN: 36-6055558

**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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**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.) .....

**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.) .....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> 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  |          |
| <b>d</b> 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  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>g</b> 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  |          |
| <b>h</b> 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  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>j</b> 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  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>n</b> 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) |
|-----------------------------------------------------------------------|--------------|-------------|
| URS CORPORATION 401K RETIREMENT PLAN FOR SPECIFIED CONTRACT EMPLOYEES | 94-1381538   | 002         |
|                                                                       |              |             |
|                                                                       |              |             |
|                                                                       |              |             |
|                                                                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

|                                                                                         |                                                                    |
|-----------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>URS CORPORATION 401(K) RETIREMENT PLAN</u>                  | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>URS CORPORATION</u> | <b>D</b> Employer Identification Number (EIN)<br><u>94-1381538</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> |
| <b>2</b> 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):<br><br>EIN(s): <u>04-6568107</u> |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

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

- 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 lines (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**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 line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

**URS CORPORATION 401(k) RETIREMENT PLAN**

**FINANCIAL STATEMENTS  
AND  
REPORT OF INDEPENDENT  
CERTIFIED PUBLIC ACCOUNTANTS**

**DECEMBER 31, 2013 and 2012**

## URS CORPORATION 401(k) RETIREMENT PLAN

### Table of Contents

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## **Report of Independent Certified Public Accountants**

Administrative Committee of  
URS Corporation 401(k) Retirement Plan

### **Report on the financial statements**

We were engaged to audit the accompanying financial statements of URS Corporation 401(k) Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### **Management's responsibility for the financial statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for disclaimer of opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 5, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entities meet the requirements of 29 CFR 2520.103-8. The Plan administrator obtained certifications from these entities as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the certified information provided to the Plan administrator is complete and accurate.

### **Disclaimer of opinion**

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Supplementary information**

The supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**Report on form and content in compliance with DOL rules and regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note 5, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Cleveland, Ohio  
September 17, 2014

**URS CORPORATION 401(k) RETIREMENT PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

*(expressed in thousands)*

|                                                                                                           | <b>December 31</b> |              |
|-----------------------------------------------------------------------------------------------------------|--------------------|--------------|
|                                                                                                           | <b>2013</b>        | <b>2012</b>  |
| <b>ASSETS</b>                                                                                             |                    |              |
| <b>Investments, at fair value</b> (Notes 3 and 4)                                                         |                    |              |
| Plan investment in URS Corporation Retirement Plans                                                       |                    |              |
| Master Trust                                                                                              | \$ 2,981,055       | \$ 2,578,821 |
| <b>Receivables</b>                                                                                        |                    |              |
| Notes receivable from participants                                                                        | 46,983             | 46,627       |
| Employer contributions                                                                                    | 50,204             | 54,432       |
| Participant contributions                                                                                 | 84                 | 5            |
| Total receivables                                                                                         | 97,271             | 101,064      |
| <b>Total assets</b>                                                                                       | 3,078,326          | 2,679,885    |
| <b>LIABILITIES</b>                                                                                        |                    |              |
| Due to affiliate plan                                                                                     | 867                | 1,024        |
| Administrative expense payable                                                                            | 446                | 462          |
| <b>Total liabilities</b>                                                                                  | 1,313              | 1,486        |
| Net assets reflecting investments at fair value                                                           | 3,077,013          | 2,678,399    |
| Adjustment from fair value to contract value relating to<br>fully benefit-responsive investment contracts | (4,788)            | (9,934)      |
| <b>Net assets available for benefits</b>                                                                  | \$ 3,072,225       | \$ 2,668,465 |

See accompanying notes to financial statements.

**URS CORPORATION 401(k) RETIREMENT PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
*(expressed in thousands)*

**Year Ended December 31, 2013**

**Investment income**

|                                                   |            |
|---------------------------------------------------|------------|
| Plan interest in URS Corporation Retirement Plans |            |
| Master Trust investment income (Note 4)           | \$ 460,150 |

|                                                              |       |
|--------------------------------------------------------------|-------|
| <b>Interest income on notes receivable from participants</b> | 1,994 |
|--------------------------------------------------------------|-------|

**Contributions**

|              |               |
|--------------|---------------|
| Participants | 165,985       |
| Employer     | 58,784        |
| Rollover     | <u>26,150</u> |

|                     |                |
|---------------------|----------------|
| Total contributions | <u>250,919</u> |
|---------------------|----------------|

**Deductions**

|                               |                |
|-------------------------------|----------------|
| Benefits paid to participants | (324,767)      |
| Administrative expenses       | <u>(6,936)</u> |

|                  |                  |
|------------------|------------------|
| Total deductions | <u>(331,703)</u> |
|------------------|------------------|

|                                                        |               |
|--------------------------------------------------------|---------------|
| <b>Net assets transferred in from affiliated plans</b> | <u>22,400</u> |
|--------------------------------------------------------|---------------|

|                     |         |
|---------------------|---------|
| <b>Net increase</b> | 403,760 |
|---------------------|---------|

Net assets available for benefits

|                   |                  |
|-------------------|------------------|
| Beginning of year | <u>2,668,465</u> |
|-------------------|------------------|

|             |                            |
|-------------|----------------------------|
| End of year | <u><u>\$ 3,072,225</u></u> |
|-------------|----------------------------|

See accompanying notes to financial statements.

# URS CORPORATION 401(k) RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

### NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the URS Corporation 401(k) Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

**General:** The Plan was established on November 1, 1983, to provide retirement benefits for employees of URS Corporation and certain of its affiliates (collectively, the “Company”). The Plan is a defined contribution plan covering all eligible employees who have attained eighteen years of age and are not members of a collective bargaining unit whose employment is governed by a collective bargaining agreement under which retirement benefits were the subject of good faith bargaining, unless the agreement provides for participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The Plan provides for a Plan administrator who is responsible for keeping accurate and complete records with regard to the Plan’s operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and to government regulations, and providing participants with any reports and documents required by law.

**Participant Contributions:** Participants may voluntarily make contributions between 1% and 75% of their annual pre-tax compensation (the “Salary Reduction Contributions”), limited to \$17,500 for the year ended December 31, 2013. Participants who are 50 years of age and over may voluntarily make additional contributions up to \$5,500 (the “Catch-up Contributions”). Catch-up Contributions are counted as part of the 75% limitation on the Salary Reduction Contributions. Participants also may voluntarily make after-tax and Roth elective deferral contributions. If participants are highly-compensated employees, the maximum contribution percentage may be subject to further limitation.

The Plan also provides for an automatic enrollment feature. Eligible employees will be automatically enrolled as participants in the Plan on the first day of the pay period that is as soon as administratively feasible following their “Automatic Enrollment Date.” A participant’s Automatic Enrollment Date is 45 days after the date on which the participant first completes one hour of service. Eligible employees will not be automatically enrolled in the Plan if they affirmatively elect to make deferral contributions at the time and in the manner specified by the Company or elect not to participate in the Plan prior to their Automatic Enrollment Date. A participant’s Salary Reduction Contributions under the automatic enrollment feature will be 1% subject to an annual increase of 1% until either a participant elects to discontinue or change his or her automatic enrollment contributions or such contributions reach 6%.

**Employer Contributions:** The Company may make discretionary contributions to eligible participants. In addition to the Company’s discretionary contributions, certain participants may be eligible to receive Company matching contributions based on the provisions specified in the Plan document, as amended. All discretionary and required employer contributions are subject

to limitations imposed by applicable provisions of the Internal Revenue Code (“IRC”). No discretionary contributions were made to the Plan in 2013.

**Participant Accounts:** Each participant’s account is credited with the participant’s contributions and Company contributions which are directly made to a participant’s account and allocations of (a) certain Company discretionary or required contributions, if any, and (b) Plan investment earnings or losses. Allocations are based on participant earnings or account balances, as defined by the Plan document. Certain administration fees are paid from the participant’s account. The benefit to which a participant is entitled is the benefit that may be provided from the participant’s vested account.

**Vesting:** Participants are immediately vested in their voluntary contributions, rollover contributions, and employer contributions, plus actual earnings thereon. Employer contributions for participants of certain plans merged into the Plan were subject to vesting schedules under those plans; however, active participants’ unvested balances became fully vested upon the mergers.

**Notes Receivable from Participants:** Participants may borrow from their vested account balances provided they meet the Plan’s eligibility requirements. The minimum loan amount is \$1,000 and the maximum amount is the lesser of one-half of the participant’s vested account balance or \$50,000. The duration of the loan is not to exceed five years, except for loans used to finance the purchase of a primary residence. A participant may have no more than two loans outstanding at the same time. Notes receivable from participants bear interest at rates that range from 4.00% to 10.00% and 4.25% to 10.00% at December 31, 2013 and 2012, respectively, which are commensurate with prevailing rates at the time of the loan as determined by the Plan administrator and remain fixed throughout the life of the loan. Loans are collateralized by the borrower’s account balance in the Plan. Principal and interest are paid ratably through payroll deductions.

**Payment of Benefits:** The Plan provides for the distribution of benefits to the participant (or, if applicable, the beneficiary) if the participant (a) attains age 70½ or, (b) upon retirement, death, disability, or termination of employment. Hardship withdrawals, certain in-service withdrawals, and withdrawals of roll-over contributions, as defined in the Plan, are also permitted. Participants may elect to receive their benefits in the form of a lump sum payment, installment payments or a direct rollover distribution to another qualified plan. Participants who separate from service and have vested account balances of less than \$1,000 receive a lump sum distribution in cash as determined by the Plan administrator.

**Forfeited Accounts:** Forfeitures may be used to reduce the Company’s contributions, to pay Plan expenses, and to restore non-vested accounts of employees who are rehired. The balance of unallocated forfeitures at December 31, 2013 and 2012 was approximately \$0 and \$219,000 respectively. Forfeitures used by the Company to reduce the Company’s contributions totaled \$917,000 during the year ended December 31, 2013.

**Unallocated Contribution Funding Accounts:** The Company quarterly funds estimated future required contributions for the participants of one participating affiliate of URS Corporation into an unallocated contribution funding account. The balance of the unallocated contribution funding account at December 31, 2013 and 2012 was approximately \$7.2 million and \$6.9 million, respectively.

**Administrative Expenses:** The Plan's expenses are paid by either the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying Statement of Changes in Net Assets Available for Benefits. In addition, certain investment-related expenses are included in net appreciation of fair value of investments presented in the accompanying Statement of Changes in Net Assets Available for Benefits.

**Investment Options:** Upon enrollment in the Plan, a participant is allowed to direct the investment of his or her account, in one percent increments, into a variety of diversified investment fund options allowed by the Plan. If a participant is automatically enrolled in the Plan and has not selected an investment fund to invest their contributions to the Plan, those contributions will be invested in the Retirement Date Fund closest to the year in which the employee would obtain retirement age. Participants may change their investment options at any time.

The Plan's investments include the URS Stock Fund, a pooled fund which consists of two components: URS Corporation common stock ("URS Stock") and a cash investment fund. Participants with balances in the URS Stock Fund hold units of the pooled fund which are valued each day by determining the quoted market value of the URS Stock plus the cash reserves held in the fund. Participants with current balances in the URS Stock Fund are former participants of the Performance Plan and Employee Stock Ownership Plan of Greiner Engineering, Inc., a wholly-owned subsidiary of the Company. The fair value of URS stock held by the Plan was approximately \$1,520,000 and \$1,213,000 at December 31, 2013 and 2012, respectively. Additional contributions and transfers into the URS Stock Fund are not allowed by the Plan.

**Transfers to and from Affiliated Plans:** On October 11, 2013, net assets of approximately \$846,000 were transferred into the Plan from another affiliated plan of the Company. On December 31, 2013, a defined contribution plan sponsored by one of the Company's business groups was merged into the Plan. The net assets transferred in of \$19.8 million consisted of: \$19.1 million in cash and \$0.7 million in notes receivable from participants.

If during the year the eligibility of an active participant in the Plan or the URS Corporation 401(k) Retirement Plan for Specified Contract Employees (the "SCE Plan") changes, fully vested benefits are transferred to the plan that the participant is eligible to participate in. Those transfers accounted for a net transfer of approximately \$1.8 million into the Plan from the SCE Plan during 2013.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting:** The Plan's financial statements are prepared under the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the

adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

**Use of Estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results may differ from those estimates.

**Investment Valuation and Income Recognition:** Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements under Accounting Standards Codification (“ASC”) 820. Investment income (loss) and realized and unrealized gains or losses are reported as a single amount as Plan interest in investment income of the Master Trust. (See Note 4 for information about the Master Trust.)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in the fair value of investments includes gains and losses on investments bought and sold, as well as held during the year.

**Payment of Benefits:** Benefits are recorded when paid.

**Notes Receivable from Participants:** Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

### NOTE 3 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). When available, the Master Trust and the Plan measure fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

The three levels of the fair value hierarchy under ASC 820 are described as follows:

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|         |                                                                                                                                                                                   |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Master Trust and Plan have the ability to access. |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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|         |                                              |
|---------|----------------------------------------------|
| Level 2 | Inputs to the valuation methodology include: |
|---------|----------------------------------------------|

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- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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|         |                                                                                                     |
|---------|-----------------------------------------------------------------------------------------------------|
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |
|---------|-----------------------------------------------------------------------------------------------------|

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Following is a description of the valuation methodologies used to measure the fair value of assets held within the Master Trust. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds: Valued based on quoted market prices of the fund in active markets.

Synthetic Investment Contracts: Valued at fair value and then adjusted to contract value. Fair value is based on the underlying fixed income securities and contract wrappers. Certain underlying fixed income securities are valued at prices determined using other significant observable inputs such as the quoted prices for similar securities, interest rates, credit risks and others. One component is valued based on quoted market prices of the fund in active markets. The fair value of the contract wrappers represents replacement costs.

Collective Trust Funds and Commingled Pools: Stated at the net asset value (NAV) of shares held at end of year based on the quoted market prices of the underlying assets.

Stocks: Valued at the quoted market price of the security.

Cash and certificates of deposit: Valued at the cash balance held at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Master Trust and the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

#### **NOTE 4 – INTEREST IN MASTER TRUST**

The Plan's investment assets are held in a trust account at Fidelity Management Trust Company ("Trustee") and consist of an undivided interest in an investment account of the URS Corporation Retirement Plans Master Trust ("Master Trust"), a master trust established by URS Corporation and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets with the assets of the SCE Plan for investment and administrative purposes. Although assets of the two retirement plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment

funds to the participating plans. The net investment income (loss) of the Master Trust investment funds is allocated by the Trustee to each participating plan based on that plan's interest in each investment fund, as compared with the total interest of all the participating plans in each investment fund. Investment income (loss) is recognized as earned based on the terms of the investments and the period during which the investments are held by the Master Trust. The Plan's interest in the Master Trust represented approximately 93.6% of the total assets in the Master Trust at December 31, 2013 and 2012.

The following table presents the net assets of the Master Trust as of December 31:

|                                             | <b>2013</b>                     | <b>2012</b>        |
|---------------------------------------------|---------------------------------|--------------------|
|                                             | <i>(expressed in thousands)</i> |                    |
| Investments at fair value                   |                                 |                    |
| Mutual funds                                | \$ 663,242                      | \$ 624,012         |
| Collective trust funds and commingled pools | 1,233,220                       | 1,035,862          |
| Stocks                                      | 840,478                         | 664,464            |
| Synthetic investment contracts              | 394,907                         | 413,660            |
| Cash and certificates of deposit            | <u>53,318</u>                   | <u>21,510</u>      |
|                                             | <u>3,185,165</u>                | <u>2,759,508</u>   |
| Accounts receivable                         |                                 |                    |
| Receivable for securities sold              | <u>3,943</u>                    | <u>19,642</u>      |
| Accounts payable                            |                                 |                    |
| Due to broker for securities purchased      | 3,686                           | 20,979             |
| Operating payables                          | <u>1,876</u>                    | <u>1,803</u>       |
|                                             | <u>5,562</u>                    | <u>22,782</u>      |
| Net assets of Master Trust                  | <u>\$3,183,546</u>              | <u>\$2,756,368</u> |
| Plan interest in Master Trust               | <u>\$2,981,055</u>              | <u>\$2,578,821</u> |

During 2013, the investments in the Master Trust (including investments bought and sold, as well as held during the year) appreciated as shown in the following table:

|                                                |                                 |
|------------------------------------------------|---------------------------------|
|                                                | <i>(expressed in thousands)</i> |
| Net appreciation in fair value of investments: |                                 |
| Mutual funds                                   | \$ 47,774                       |
| Collective trust funds and commingled pools    | 164,406                         |
| Stocks                                         | 233,074                         |
| Other                                          | <u>1,750</u>                    |
| Net appreciation in fair value of investments  | <u>\$ 447,004</u>               |

The following table shows the changes in net assets for the Master Trust for the year ended December 31, 2013:

|                                                |                    |
|------------------------------------------------|--------------------|
| Changes in net assets:                         |                    |
| Net appreciation in fair value of investments. | \$ 447,004         |
| Interest and dividend income                   | <u>38,968</u>      |
| Net investment income                          | 485,972            |
| Net purchases (redemptions)                    | (50,982)           |
| Administrative expenses                        | <u>(7,812)</u>     |
| Increase in net assets                         | <u>\$ 427,178</u>  |
| Net assets:                                    |                    |
| Beginning of year                              | <u>\$2,756,368</u> |
| End of year                                    | <u>\$3,183,546</u> |

The following tables sets forth by level, within the fair value hierarchy, the Master Trust assets at fair value as of December 31, 2013 and 2012:

|                                             | <u>(Level 1)</u> | <u>(Level 2)</u> | <u>(Level 3)</u> | <u>Total</u>     |
|---------------------------------------------|------------------|------------------|------------------|------------------|
| <b>As of December 31, 2013</b>              |                  |                  |                  |                  |
| <i>(expressed in thousands)</i>             |                  |                  |                  |                  |
| Mutual funds                                |                  |                  |                  |                  |
| Fixed income fund                           | \$ 242,577       | \$ --            | \$ --            | \$ 242,577       |
| Mid-cap funds                               | 149,138          | --               | --               | 149,138          |
| Small to mid-cap funds                      | 86,502           | --               | --               | 86,502           |
| Small cap funds                             | 118,673          | --               | --               | 118,673          |
| Emerging markets fund                       | 45,694           | --               | --               | 45,694           |
| International equity funds                  | 14,596           | --               | --               | 14,596           |
| Other                                       | <u>6,062</u>     | <u>--</u>        | <u>--</u>        | <u>6,062</u>     |
| Total mutual funds                          | <u>663,242</u>   | <u>--</u>        | <u>--</u>        | <u>663,242</u>   |
| Stocks                                      |                  |                  |                  |                  |
| Information Technology                      | 157,709          | --               | --               | 157,709          |
| Industrial/Materials                        | 160,858          | --               | --               | 160,858          |
| Consumer Discretionary                      | 165,933          | --               | --               | 165,933          |
| Financial                                   | 98,885           | --               | --               | 98,885           |
| Health Care                                 | 111,301          | --               | --               | 111,301          |
| Energy                                      | 54,225           | --               | --               | 54,225           |
| Consumer Staples                            | 36,290           | --               | --               | 36,290           |
| Telecommunication                           | 25,826           | --               | --               | 25,826           |
| Utilities                                   | 15,512           | --               | --               | 15,512           |
| Company stock                               | 1,520            | --               | --               | 1,520            |
| Other                                       | <u>12,419</u>    | <u>--</u>        | <u>--</u>        | <u>12,419</u>    |
|                                             | <u>840,478</u>   | <u>--</u>        | <u>--</u>        | <u>840,478</u>   |
| Collective trust funds and commingled pools |                  |                  |                  |                  |
| Retirement date funds                       | --               | 918,420          | --               | 918,420          |
| S&P 500 matching fund                       | --               | 250,220          | --               | 250,220          |
| MSCI ACWI matching fund                     | --               | 42,165           | --               | 42,165           |
| US Treasury securities                      | --               | 12,464           | --               | 12,464           |
| Investment grade bonds                      | <u>--</u>        | <u>9,951</u>     | <u>--</u>        | <u>9,951</u>     |
|                                             | <u>--</u>        | <u>1,233,220</u> | <u>--</u>        | <u>1,233,220</u> |

|                                             | <u>(Level 1)</u>    | <u>(Level 2)</u>                | <u>(Level 3)</u> | <u>Total</u>       |
|---------------------------------------------|---------------------|---------------------------------|------------------|--------------------|
| <b>As of December 31, 2013</b> (continued)  |                     |                                 |                  |                    |
| Synthetic investment contracts              |                     | <i>(expressed in thousands)</i> |                  |                    |
| Treasury notes                              | --                  | 115,336                         | --               | 115,336            |
| Corporate bonds                             | --                  | 64,242                          | --               | 64,242             |
| Mortgage bonds                              | --                  | 69,583                          | --               | 69,583             |
| Government bonds                            | --                  | 18,859                          | --               | 18,859             |
| Short-duration bonds                        | --                  | 117,267                         | --               | 117,267            |
| Money market                                | 4,212               | --                              | --               | 4,212              |
| Other                                       | --                  | 292                             | --               | 292                |
| Wrap contract                               | --                  | --                              | 42               | 42                 |
| Cash                                        | 5,074               | --                              | --               | 5,074              |
|                                             | <u>9,286</u>        | <u>385,579</u>                  | <u>42</u>        | <u>394,907</u>     |
| Cash and certificates of deposit            | 53,318              | --                              | --               | 53,318             |
| Total assets at fair value                  | <u>\$ 1,566,324</u> | <u>\$1,618,799</u>              | <u>\$ 42</u>     | <u>\$3,185,165</u> |
|                                             | <u>(Level 1)</u>    | <u>(Level 2)</u>                | <u>(Level 3)</u> | <u>Total</u>       |
| <b>As of December 31, 2012</b>              |                     |                                 |                  |                    |
| Mutual funds                                |                     | <i>(expressed in thousands)</i> |                  |                    |
| Fixed income fund                           | \$ 303,363          | \$ --                           | \$ --            | \$ 303,363         |
| Mid-cap funds                               | 107,785             | --                              | --               | 107,785            |
| Small to mid-cap funds                      | 51,412              | --                              | --               | 51,412             |
| Small cap funds                             | 87,492              | --                              | --               | 87,492             |
| Emerging markets fund                       | 57,174              | --                              | --               | 57,174             |
| International equity funds                  | 12,832              | --                              | --               | 12,832             |
| Other                                       | 3,954               | --                              | --               | 3,954              |
| Total mutual funds                          | <u>624,012</u>      | <u>--</u>                       | <u>--</u>        | <u>624,012</u>     |
| Stocks                                      |                     |                                 |                  |                    |
| Information Technology                      | 124,037             | --                              | --               | 124,037            |
| Industrial/Materials                        | 123,572             | --                              | --               | 123,572            |
| Consumer Discretionary                      | 118,405             | --                              | --               | 118,405            |
| Financial                                   | 105,492             | --                              | --               | 105,492            |
| Health Care                                 | 84,365              | --                              | --               | 84,365             |
| Energy                                      | 39,011              | --                              | --               | 39,011             |
| Consumer Staples                            | 32,468              | --                              | --               | 32,468             |
| Telecommunication                           | 15,548              | --                              | --               | 15,548             |
| Utilities                                   | 11,606              | --                              | --               | 11,606             |
| Company stock                               | 1,213               | --                              | --               | 1,213              |
| Other                                       | 8,747               | --                              | --               | 8,747              |
|                                             | <u>664,464</u>      | <u>--</u>                       | <u>--</u>        | <u>664,464</u>     |
| Collective trust funds and commingled pools |                     |                                 |                  |                    |
| Retirement date funds                       | --                  | 776,108                         | --               | 776,108            |
| S&P 500 matching fund                       | --                  | 189,671                         | --               | 189,671            |
| MSCI ACWI matching fund                     | --                  | 37,287                          | --               | 37,287             |
| US Treasury securities                      | --                  | 20,222                          | --               | 20,222             |
| Investment grade bonds                      | --                  | 12,574                          | --               | 12,574             |
|                                             | <u>--</u>           | <u>1,035,862</u>                | <u>--</u>        | <u>1,035,862</u>   |

|                                            | (Level 1)           | (Level 2)                | (Level 3)     | Total              |
|--------------------------------------------|---------------------|--------------------------|---------------|--------------------|
| <b>As of December 31, 2012</b> (continued) |                     | (expressed in thousands) |               |                    |
| Synthetic investment contracts             |                     |                          |               |                    |
| Treasury notes                             | --                  | 126,487                  | --            | 126,487            |
| Short-duration bonds                       | --                  | 124,173                  | --            | 124,173            |
| Corporate bonds                            | --                  | 61,007                   | --            | 61,007             |
| Mortgage bonds                             | --                  | 59,886                   | --            | 59,886             |
| Government bonds                           | --                  | 23,371                   | --            | 23,371             |
| Money market                               | 16,054              | --                       | --            | 16,054             |
| Other                                      | --                  | 331                      | --            | 331                |
| Wrap contract                              | --                  | --                       | 219           | 219                |
| Cash                                       | <u>2,132</u>        | <u>--</u>                | <u>--</u>     | <u>2,132</u>       |
|                                            | <u>18,186</u>       | <u>395,255</u>           | <u>219</u>    | <u>413,660</u>     |
| Cash and certificates of deposit           | <u>21,510</u>       | <u>--</u>                | <u>--</u>     | <u>21,510</u>      |
| Total assets at fair value                 | <u>\$ 1,328,172</u> | <u>\$1,431,117</u>       | <u>\$ 219</u> | <u>\$2,759,508</u> |

The following table sets forth a summary of changes in fair value of the Master Trust's Level 3 assets for the year ended December 31, 2013:

|                                | <b>Synthetic<br/>Investment<br/>Contracts</b><br>(expressed in<br>thousands) |
|--------------------------------|------------------------------------------------------------------------------|
| Balance at beginning of year   | \$ 219                                                                       |
| Realized and unrealized losses | <u>(177)</u>                                                                 |
| Balance at end of year         | <u>\$ 42</u>                                                                 |

The table below presents additional information for investments whose fair value is estimated using net asset value (NAV) per share as of December 31, 2013 and 2012:

|                                                | Fair Value<br>(in \$000) | Unfunded<br>Commitment | Redemption<br>Frequency | Other<br>Redemption<br>Restrictions | Redemption<br>Notice Period |
|------------------------------------------------|--------------------------|------------------------|-------------------------|-------------------------------------|-----------------------------|
| <b>December 31, 2013</b>                       |                          |                        |                         |                                     |                             |
| Collective trust funds and<br>commingled pools |                          |                        |                         |                                     |                             |
| Retirement date funds <sup>(a)</sup>           | \$918,420                | \$ --                  | Daily                   | None                                | None                        |
| S&P 500 matching fund <sup>(b)</sup>           | 250,220                  | --                     | Daily                   | None                                | None                        |
| MSCI ACWI matching fund <sup>(c)</sup>         | 42,165                   | --                     | Daily                   | None                                | None                        |
| US Treasury securities <sup>(d)</sup>          | 12,464                   | --                     | Daily                   | None                                | None                        |
| Investment grade bonds <sup>(e)</sup>          | 9,951                    | --                     | Daily                   | None                                | None                        |
| <b>December 31, 2012</b>                       |                          |                        |                         |                                     |                             |
| Collective trust funds and<br>commingled pools |                          |                        |                         |                                     |                             |
| Retirement date funds <sup>(a)</sup>           | \$776,108                | \$ --                  | Daily                   | None                                | None                        |
| S&P 500 matching fund <sup>(b)</sup>           | 189,671                  | --                     | Daily                   | None                                | None                        |
| MSCI ACWI matching fund <sup>(c)</sup>         | 37,287                   | --                     | Daily                   | None                                | None                        |
| US Treasury securities <sup>(d)</sup>          | 20,222                   | --                     | Daily                   | None                                | None                        |
| Investment grade bonds <sup>(e)</sup>          | 12,574                   | --                     | Daily                   | None                                | None                        |

(a) Funds invest in a diversified portfolio which seeks to invest in assets of an appropriate risk level for the average investors at various stages in their working lives.

- (b) Fund seeks to provide long-term capital appreciation, closely matching the return of the S&P 500 Index.
- (c) Fund seeks to match the performance of the Morgan Stanley Capital International (MSCI) ACWI ex-US Index.
- (d) Fund seeks to provide inflation protection and long-term total return in excess of the Barclays U.S. 1-10 Year TIPS Index.
- (e) Fund seeks to match the performance and risk of the Barclays Capital U.S Aggregate Bond Index.

#### **NOTE 5 – INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN**

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, no audit procedures were performed with respect to the information certified by the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, and certified by Bank of Oklahoma as of December 31, 2013, except to compare such information to the information included in the accompanying financial statements and supplemental schedule. Bank of Oklahoma was the trustee of the affiliated plan merged into the Plan on December 31, 2013.

Information certified by the Trustee and Bank of Oklahoma includes the fair value of the investments held in the Master Trust and notes receivable from participants included in the accompanying Statements of Net Assets Available for Benefits; interest in investment income (loss) for the Master Trust, and interest income on notes receivable from participants included in the accompanying Statement of Changes in Net Assets Available for Benefits; information regarding the investments held in the Master Trust presented in Note 4; and notes receivable from participants included in Schedule H, Line 4i: Schedule of Assets (Held at End of Year).

#### **NOTE 6 – SYNTHETIC INVESTMENT CONTRACTS**

The Master Trust, in which the Plan's investment assets are held, includes investments in synthetic investment contracts ("SICs"). A liquidity agreement ("wrapper") is entered into for a fee with a financially responsible third party that guarantees a minimum rate of return and provides benefit responsiveness. These companies have Standard and Poor's financial strength ratings of AA- to AAA. There are no reserves currently considered necessary against contract value for credit risk of these companies or otherwise. Contract value, as reported to the Master Trust by the financially responsible third parties, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The fair value of the SICs was determined based on the underlying fixed income securities and contract wrappers as discussed in Note 3. The contract wrappers held in the Master Trust were \$42,000 and \$219,000 at December 31, 2013 and 2012, respectively. The investments in SICs are presented at fair value on the Statements of Net Assets Available for Benefits in the line item "Plan investment in URS Corporation Retirement Plans Master Trust" at December 31, 2013 and 2012. An adjustment is also included in the Statements of Net Assets Available for Benefits, so that ending net assets available for benefits reflect the contract value of the SICs.

The SIC contracts are between the respective issuers thereof and the Master Trust and prohibit the Master Trust from selling or assigning such contracts without issuer consent. Terms of such contracts allow all participant-initiated transactions to occur at contract value. The crediting interest rate is set at the time such contracts are negotiated and, depending on the terms of such

contracts, is fixed through the maturity date or is re-set quarterly, semiannually or annually depending on the performance of the investments being managed. The minimum crediting rate is zero percent. Key factors that could influence future crediting interest rates include, but are not limited to, the following: (1) the level or market interest rates, (2) the amount and timing of participant contributions, transfers and withdrawals into/out of such contracts, (3) the investment returns generated by the fixed income investments that support the contract wrapper, or (4) the duration of the underlying investments supporting such contracts.

There are certain events not initiated by Plan participants that limit the ability of the Master Trust to transact with the issuer of a SIC at its contract value. Specific coverage provided by each SIC may be different for each issuer, and can be found in the individual SIC contracts held by the Master Trust. Examples of such events include: the Plan's failure to qualify under the Internal Revenue Code of 1986 as amended; full or partial termination of the Plan, involuntary termination of employment as a result of a corporate merger, divestiture, spin-off, or other significant business restructuring, which may include early retirement incentive programs or bankruptcy; changes to the administration of the Plan which decreases employee or employer contributions, the establishment of a competing plan by the Plan sponsor, the introduction of a competing investment option, or other Plan amendment that has not been approved by the contract issuers; dissemination of a participant communication that is designed to induce participants to transfer assets from this investment option; events resulting in a material and adverse financial impact on the contract issuer, including changes in the tax code, laws or regulations. The Company does not believe that the occurrence of any of the aforementioned events, which would limit the Master Trust's ability to transact with the issuer of a SIC at its contract value with participants, is probable.

The SICs generally impose conditions on both the Master Trust and the issuer. If an event of default occurs and is not cured, the non-defaulting party may terminate the contract. The following may cause the Master Trust to be in default: a breach of material obligation under the contract; a material misrepresentation; or a material amendment to the Master Trust agreement. The issuer may be in default if it breaches a material obligation under the investment contract; makes a material misrepresentation; has a decline in its long-term credit rating below a threshold set forth in the contract; is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the Master Trust were unable to obtain a replacement investment contract, withdrawing plans may experience losses if the value of the Master Trust's assets no longer covered by the contract is below contract value.

The Master Trust may seek to add additional issuers over time to diversify the Master Trust's exposure to such risk, but there is no assurance the Master Trust may be able to do so. The combination of the default of an issuer and an inability to obtain a replacement agreement could render the Master Trust unable to achieve its objective of maintaining a stable contract value. The terms of an investment contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro-rata, based on the percentage of investments covered by each issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to issuer default (other than a default occurring because of a decline in its rating), the issuer will generally be required to pay to the Master Trust the excess, if any, of contract value over market value on the date of termination.

If a SIC terminates due to a decline in the ratings of the issuer, the issuer may be required to pay to the Master Trust the cost of acquiring a replacement contract (i.e. replacement cost) within the meaning of the contract.

If the contract terminates when the market value equals zero, the issuer will pay the excess of contract value over market value to the Master Trust to the extent necessary for the Master Trust to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice.

The average yield based on actual earnings was approximately 1.24% and 1.49% and the average yield based on interest rate credited to participants was approximately 1.20% and 1.31% at December 31, 2013 and 2012, respectively.

#### **NOTE 7 – RISKS AND UNCERTAINTIES**

The Plan provides for various investment options in any combination from among the investments currently being offered. Investment securities are exposed to various risks, such as interest rate, market fluctuation and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the economic environment in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The underlying securities of the Plan's investments could include securities with contractual cash flows, such as, but not limited to, asset backed securities, collateralized mortgage obligations, and commercial mortgage backed securities and real estate. The value, liquidity and related income of these securities may be particularly sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by real or perceived difficulties of the issuers, changes in interest rates and conditions in financial markets.

#### **NOTE 8 – TAX STATUS**

The Plan received its latest determination letter on March 14, 2013, in which the Internal Revenue Service ("IRS") indicated that the form of the Plan complies with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter, and a request for a new determination letter was submitted in January 2014. The Plan administrator believes the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. Therefore, no provision for federal income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; however, there are

currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

## **NOTE 9 – RELATED PARTY TRANSACTIONS**

The Plan has certain investments that are managed by Fidelity and also holds shares of common stock of URS Corporation. Fidelity is the trustee as defined by the Plan and URS Corporation is the sponsor of the Plan; therefore, these transactions qualify as party-in-interest transactions and are exempt from the prohibited transaction rules of ERISA.

## **NOTE 10 – PLAN TERMINATION**

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

## **NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of the financial statements to Form 5500 as of and for the year ended December 31:

|                                                                                                        | <u>2013</u>                     | <u>2012</u>        |
|--------------------------------------------------------------------------------------------------------|---------------------------------|--------------------|
|                                                                                                        | <i>(expressed in thousands)</i> |                    |
| Net assets available for benefits per financial statements                                             | \$3,072,225                     | \$2,668,465        |
| Reconciling Item:                                                                                      |                                 |                    |
| Adjustment from contract value to fair value relating to fully benefit-responsive investment contracts | <u>4,788</u>                    | <u>9,934</u>       |
| Net assets available for benefits per Form 5500                                                        | <u>\$3,077,013</u>              | <u>\$2,678,399</u> |
| <br>Increase in net assets per financial statements                                                    | <br>\$ 403,760                  |                    |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts at:     |                                 |                    |
| December 31, 2013                                                                                      | 4,788                           |                    |
| December 31, 2012                                                                                      | <u>(9,934)</u>                  |                    |
| <br>Increase in net assets available for benefits per Form 5500                                        | <br><u>\$ 398,614</u>           |                    |

## **NOTE 12 – SUBSEQUENT EVENTS**

The Plan has evaluated subsequent events through September 17, 2014, the date the financial statements were available to be issued.

On May 28, 2014, the Compensation Committee of URS Corporation approved the merger of the Yucca Mountain Savings Plan into the Plan effective September 30, 2014. The participants in the Yucca Mountain Savings Plan will cease to be eligible to participate in the Yucca Plan, and, if eligible, will be able to participate in the Plan effective October 1, 2014.

On July 11, 2014, AECOM Technology Corporation (“AECOM”) and the Company entered into a definitive agreement under which AECOM agreed to acquire all outstanding shares of the Company for a combination of cash and stock. The terms of the definitive agreement have been unanimously approved by the Boards of Directors of both companies. The transaction is subject to certain customary conditions, including receipt of required regulatory approvals, approval by the Company’s stockholders of the merger agreement, and approval by AECOM stockholders of the issuance of AECOM common stock in connection with the transaction. The transaction is currently expected to close in October 2014. In the transaction, the Company’s stockholders, including participants with balances in the URS Stock Fund, will have the right to elect to receive the transaction consideration in cash, stock, or a combination of cash and stock.

## SUPPLEMENTAL SCHEDULE

URS CORPORATION 401(k) RETIREMENT PLAN

EIN 94-1381538  
PLAN NUMBER 001

FORM 5500, SCHEDULE H, LINE 4i  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
AS OF DECEMBER 31, 2013

| (a) (b) Identity of issue, borrower, lessor<br>or similar party | (c) Description of investment including<br>maturity date, rate of interest, collateral,<br>par, or maturity value | (d) Cost** | (e) Current Value   |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|------------|---------------------|
| * Notes Receivable from Participants                            | 4.0% to 10.0%                                                                                                     |            | <u>\$46,983,224</u> |

\*Known party-in-interest

\*\*Cost information is not required for participant-directed investments and, therefore, is not included.

URS CORPORATION 401(k) RETIREMENT PLAN

EIN 94-1381538  
PLAN NUMBER 001

FORM 5500, SCHEDULE H, LINE 4i  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
AS OF DECEMBER 31, 2013

| (a) (b) Identity of issue, borrower, lessor<br>or similar party | (c) Description of investment including<br>maturity date, rate of interest, collateral,<br>par, or maturity value | (d) Cost** | (e) Current Value   |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|------------|---------------------|
| * Notes Receivable from Participants                            | 4.0% to 10.0%                                                                                                     |            | <u>\$46,983,224</u> |

\*Known party-in-interest

\*\*Cost information is not required for participant-directed investments and, therefore, is not included.