

URS E&C HOLDINGS, INC.  
Form 424B3  
December 05, 2013  
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Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-187968

PROSPECTUS

**\$1,000,000,000**

**\$400,000,000 3.850% Senior Notes due 2017,**

**\$600,000,000 5.000% Senior Notes due 2022,**

**Guarantees by Guarantors named herein**

**URS CORPORATION**

**URS FOX US LP**

Offer to exchange our 3.850% Senior Notes due 2017 and our 5.000% Senior Notes due 2022 (CUSIP No. 903243AD5 and 903243AC7, respectively) and the guarantees by the guarantors named herein, which have been registered under the Securities Act of 1933, as amended, for any and all of our outstanding 3.850% Senior Notes due 2017 and our 5.000% Senior Notes due 2022 issued on March 15, 2012 (CUSIP No: 903243AA1 and U9154LAA3, and 903243AB9 and U9154LAB1, respectively) and the guarantees by the guarantors named herein

**The exchange offer and withdrawal rights will expire at 11:59 P.M.,**

**Eastern time, on January 3, 2014 (which date shall be 20 business days after commencement), unless extended.**

We are offering to exchange up to \$400,000,000 aggregate principal amount of our new 3.850% Senior Notes due 2017 (the 2017 notes ) and the guarantees thereof, and up to \$600,000,000 aggregate principal amount of our new 5.000% Senior Notes due 2022 (the 2022 notes ) and the guarantees thereof (CUSIP No. 903243AD5 and 903243AC7, respectively), which have been registered under the Securities Act of 1933, as amended (the Securities Act ), referred to in this prospectus as the new notes, for any and all of our outstanding 3.850% Senior Notes due 2017 and the guarantees thereof, and 5.000% Senior Notes due 2022 and the guarantees thereof, issued on March 15, 2012 (CUSIP No: 903243AA1 and U9154LAA3, and 903243AB9 and U9154LAB1, respectively), which notes are referred to in this prospectus as the old notes. The new notes and the old notes are collectively referred to in this prospectus as the notes.

We issued the old notes and the related guarantees on March 15, 2012 in a transaction not requiring registration under the Securities Act. We are offering you new notes and the related guarantees, with terms substantially identical to those of the old notes and the related guarantees, in exchange for old notes and the related guarantees in order to satisfy our registration obligations from that previous transaction. If you fail to tender your old notes, you will continue to hold unregistered notes that you will not be able to transfer freely.

**See Risk Factors starting on page 7 of this prospectus for a discussion of risks associated with the exchange of old notes for the new notes offered hereby.**

We will exchange new notes for all old notes that are validly tendered and not withdrawn before expiration of the exchange offer. You may withdraw tenders of old notes at any time prior to the expiration of the exchange offer. The exchange procedure is more fully described in The Exchange Offer Procedures for Tendering.

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The terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions and registration rights applicable to the old notes do not apply to the new notes. See [Description of the New Notes](#) for more details on the terms of the new notes.

We will not receive any proceeds from the exchange offer.

There is no established trading market for the new notes or the old notes.

The exchange of old notes for new notes will not be a taxable event for United States federal income tax purposes. See [Certain United States Federal Income Tax Considerations](#).

All broker-dealers must comply with the registration and prospectus delivery requirements of the Securities Act. See [Plan of Distribution](#).

Each broker-dealer that receives new notes for its own account in the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of those new notes. By so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an [underwriter](#) within the meaning of the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where the old notes were acquired by the broker-dealer as a result of market-making activities or other trading activities.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the notes offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

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**SUMMARY**

*This summary highlights selected information from this prospectus and is therefore qualified in its entirety by the more detailed information appearing elsewhere, or incorporated by reference, in this prospectus. It may not contain all the information that is important to you. We urge you to read carefully this entire prospectus and the other documents to which it refers to understand fully the terms of the notes. All references in this prospectus to we, us, our and the Issuers refer to Parent and its subsidiaries on a consolidated basis, including URS Fox US LP and the subsidiaries of Parent that are the guarantors of the notes, collectively. Unless the context requires otherwise, all references to Parent in this section refer solely to URS Corporation and not to its subsidiaries.*

**Our Business**

We are a leading international provider of engineering, construction and technical services. We offer a broad range of program management, planning, design, engineering, construction and construction management, operations and maintenance, and decommissioning and closure services to public agencies and private sector clients around the world. We also are a United States ( U.S. ) federal government contractor in the areas of systems engineering and technical assistance, operations and maintenance, and information technology ( IT ) services. With approximately 54,000 employees in a global network of offices and contract-specific job sites in more than 50 countries, we provide services for federal, infrastructure, oil and gas, power and industrial programs and projects. On May 14, 2012, we completed the acquisition of Flint Energy Services Ltd. ( Flint ), a provider of construction and maintenance services to clients in the oil and gas industry. The operations of Flint have now become our new Oil & Gas Division. The acquisition expanded our presence in the oil and gas market sector, most notably in the North American unconventional oil and gas segments of this market.

Parent was originally incorporated in California in 1957 under its former name Broadview Research Corporation. In 1976, Parent was re-incorporated in Delaware under its current name URS Corporation. Parent’s headquarters and principal executive offices are located at 600 Montgomery Street, 26th Floor, San Francisco, CA 94111-2728, and its telephone number is (415) 774-2700. Parent’s website is located at <http://www.urs.com>. The information on, or linked to, Parent’s website is not a part of, or incorporated by reference into, this prospectus. You can obtain more information about Parent and its business by reading Parent’s Annual Report on Form 10-K/A for the fiscal year ended December 28, 2012 and the other reports filed by Parent with the Commission, which are incorporated by reference herein. See Where You Can Find More Information.

URS Fox US LP, a Delaware limited partnership, is a wholly owned subsidiary of Parent. It was formed on February 29, 2012 solely for the purpose of being a co-issuer of the old notes and will not have any material operations, assets or revenues. The principal executive offices of URS Fox US LP are located at 600 Montgomery Street, 26th Floor, San Francisco, CA 94111-2728, and its primary telephone number is (415) 774-2700.

**The Exchange Offer**

On March 15, 2012, we completed a private offering of \$400,000,000 aggregate principal amount of 3.850% Senior Notes due 2017 and \$600,000,000 aggregate principal amount of 5.000% Senior Notes due 2022. As part of that offering, we and the guarantors entered into a registration rights agreement with the initial purchasers of the old notes in which we agreed, among other things, to deliver this prospectus to you and to complete an exchange offer for the old notes. Below is a summary of the exchange offer.

Old notes	3.850% Senior Notes due 2017 and 5.000% Senior Notes due 2022 originally issued on March 15, 2012 (CUSIP No: 903243AA1 and U9154LAA3, and 903243AB9 and U9154LAB1, respectively).
New notes	Notes of the same series, the issuance of which has been registered under the Securities Act. The terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

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Terms of the offer	We are offering to exchange a like amount of new notes for our old notes in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. In order to be exchanged, an old note must be properly tendered and accepted. All old notes that are validly tendered and not withdrawn will be exchanged. As of the date of this prospectus, there are \$1,000,000,000 aggregate principal amount of old notes outstanding. We will issue new notes promptly after the expiration of the exchange offer.
Expiration time	The exchange offer will expire at 11:59 P.M., Eastern time, on January 3, 2014 (which date shall be 20 business days after commencement), unless extended.
Procedures for tendering	To tender old notes, you must complete and sign a letter of transmittal in accordance with the instructions contained in it and forward it by mail, facsimile or hand delivery, together with any other documents required by the letter of transmittal, to the exchange agent, either with the old notes to be tendered or in compliance with the specified procedures for guaranteed delivery of old notes. Certain brokers, dealers, commercial banks, trust companies and other nominees may also effect tenders by book-entry transfer. Holders of old notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee are urged to contact such person promptly if they wish to tender old notes pursuant to the exchange offer. See The Exchange Offer Procedures for Tendering.
	Letters of transmittal and certificates representing old notes should not be sent to us. Such documents should be sent only to the exchange agent. Questions regarding how to tender and requests for information should be directed to the exchange agent. See The Exchange Offer Exchange Agent.
Acceptance of old notes for exchange; issuance of new notes	Subject to the conditions stated in The Exchange Offer Conditions to the Exchange Offer, we will accept for exchange any and all old notes that are properly tendered in the exchange offer before the expiration time. The new notes will be delivered promptly after the expiration time.
Interest payments on the new notes	The new notes will bear interest from the most recent date through which interest has been paid on the old notes. If your old notes are accepted for exchange, then you will receive interest on the new notes and not on the old notes.
Withdrawal rights	You may withdraw your tender at any time before the expiration time.
Conditions to the exchange offer	The exchange offer is subject to customary conditions. We may assert or waive these conditions in our reasonable discretion. If we materially change the terms of the exchange offer, we will resolicit tenders of the old notes. See The Exchange Offer Conditions to the Exchange Offer for more information.

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Resales of new notes

Based on interpretations by the staff of the Securities and Exchange Commission, or SEC, as detailed in a series of no-action letters issued by the SEC to third parties, we believe that the new notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

you are acquiring the new notes in the ordinary course of your business;

you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in a distribution of the new notes;

you are not an affiliate of ours; and

you are not a broker-dealer that acquired any of its old notes directly from us.

If you fail to satisfy any of the foregoing conditions, you will not be permitted to tender your old notes in the exchange offer and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or other transfer of your old notes unless such sale is made pursuant to an exemption from such requirements.

Each broker or dealer that receives new notes for its own account in exchange for old notes that were acquired as a result of market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any offer to resell, resale or other transfer of the new notes issued in the exchange offer, including the delivery of a prospectus that contains information with respect to any selling holder required by the Securities Act in connection with any resale of the new notes.

See The Exchange Offer Resales of New Notes.

Exchange agent

U.S. Bank National Association is serving as the exchange agent in connection with the exchange offer. The address and telephone and facsimile numbers of the exchange agent are listed under the heading The Exchange Offer Exchange Agent.

Use of proceeds

We will not receive any proceeds from the issuance of new notes in the exchange offer. We will pay all expenses incident to the exchange offer. See Use of Proceeds and The Exchange Offer Fees and Expenses.

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**The New Notes**

The terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions and registration rights applicable to the old notes do not apply to the new notes. The new notes will evidence the same debt as the old notes and will be governed by the same indenture. Where we refer to notes in this prospectus, we are referring to both the old notes and the new notes.

Notes offered Up to \$400,000,000 aggregate principal amount of 3.850% Senior Notes due 2017 and up to \$600,000,000 aggregate principal amount of 5.000% Senior Notes due 2022, which have been registered under the Securities Act. Each series of new notes will be fully fungible with, and consolidated with and form a single series with, the corresponding series of old notes.

Maturity date The 2017 notes will mature on April 1, 2017.

The 2022 notes will mature on April 1, 2022.

Listing We do not intend to apply for listing of the new notes on any securities exchange or for inclusion of the notes in any automated quotation system.

Interest Interest on the 2017 notes will accrue at 3.850% per annum. Interest on the 2022 notes will accrue at 5.000% per annum.

Interest on the notes will be payable semi-annually in cash in arrears on April 1 and October 1 of each year, commencing on April 1, 2014.

Guarantees The notes will be fully and unconditionally guaranteed on a joint and several basis by each of the current and future 100% wholly owned domestic subsidiaries of Parent that are guarantors under Parent's existing credit facility or that are domestic obligors or domestic guarantors, individually or collectively under any other future Indebtedness (as defined in Description of the New Notes Certain Covenants) of Parent or Parent's wholly owned domestic subsidiaries in excess of \$100.0 million. Each guarantee will:

be a senior obligation of that guarantor and rank equally in right of payment with all existing and future senior indebtedness of that guarantor;

be senior in right of payment to all existing and future subordinated indebtedness of that guarantor; and

be effectively subordinated to any secured indebtedness of that guarantor to the extent of the value of the assets of the guarantor that secures such indebtedness.

The notes will be structurally subordinated in right of payment to all indebtedness and other liabilities of Parent's non-guarantor subsidiaries and Parent's foreign subsidiaries.



The guarantee of a subsidiary will, so long as no event of default shall have occurred and be continuing with respect to the new notes, be automatically and unconditionally released and discharged without any action on the part of the trustee or the holders of the new notes in the situations set forth in Description of New Notes Guarantees.

Ranking

The notes will be our senior unsecured obligations and will:

rank equally in right of payment with all of our existing and future senior indebtedness, including Parent's existing credit facility;

rank senior in right of payment with any of our future subordinated indebtedness;

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	<p>be effectively subordinated to any of our future secured indebtedness to the extent of the value of the assets securing such indebtedness;</p> <p>be structurally subordinated to all indebtedness and other liabilities of our subsidiaries that do not guarantee the notes; and</p> <p>be guaranteed as described under Guarantees.</p>
Change of Control	<p>If we experience a Change of Control Triggering Event (as defined in Description of the New Notes Repurchase Upon a Change of Control Triggering Event ), we will be required, unless we have already exercised our option to redeem the notes, to offer to purchase the notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to the date of purchase. See Description of the New Notes Repurchase Upon a Change of Control Triggering Event.</p>
Optional redemption	<p>We may redeem the notes, in whole or in part at any time and from time to time, at a price equal to 100% of the principal amount of the notes to be redeemed plus any accrued and unpaid interest thereon and a make-whole premium. In addition, we may redeem all or a portion of the 2022 notes at any time on or after the date that is three months prior to the maturity date of the 2022 notes, at a redemption price equal to 100% of the principal amount of the 2022 notes to be redeemed. See Description of the New Notes Optional Redemption.</p>
Certain Covenants	<p>The indenture governing the notes contains certain covenants that restrict the ability of the Issuers and certain of Parent s subsidiaries, with certain exceptions, to:</p> <p>merge with or into or sell all or substantially all of such entity s assets to other entities;</p> <p>incur liens on Principal Property (as defined in Description of the New Notes Certain Covenants ); and</p> <p>engage in sale and leaseback transactions with respect to Principal Property.</p> <p>However, at the time of this prospectus, neither we nor Parent s subsidiaries has any property that constitutes a Principal Property as such term is defined in Description of the New Notes Certain Covenants.</p>
Form and denominations	<p>We will issue the new notes in fully registered form, in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Each of the new notes will be represented by one or more global notes registered in the name of a nominee of The Depository Trust Company, or DTC. You will hold a beneficial interest in one or more of the notes through DTC, and DTC and its direct and indirect participants will record your beneficial interest in their books. Except under limited circumstances, we will not issue certificated new notes.</p>
Trustee	<p>U.S. Bank National Association.</p>

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The following table contains Parent and its subsidiaries consolidated ratio of earnings to fixed charges for the periods indicated.

	<b>December 28, 2012</b>	<b>December 30, 2011</b>	<b>Year Ended December 31, 2010</b>	<b>January 1, 2010</b>	<b>January 2, 2009</b>	<b>Nine Months Ended September 27, 2013</b>
	<b>(Dollars in Millions)</b>					
Consolidated ratio of earnings to fixed charges	3.7	0.7	4.3	3.7	2.6	3.5

The ratio of earnings to fixed charges was computed by dividing earnings by fixed charges. For this purpose, fixed charges consist of interest expense, the amortization of debt discount and such portion of rental expense that is attributable to interest expense. Interest component of rental expense is estimated to equal one-third of such expense, which is considered a reasonable approximation of the interest factor. Earnings consist of income before income taxes, reduced by noncontrolling interests in income of consolidated subsidiaries and equity in income of unconsolidated joint ventures plus fixed charges.

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**RISK FACTORS**

We have included discussions of cautionary factors describing risks relating to our business and an investment in our securities in our Annual Report on Form 10-K/A for the year ended December 28, 2012 and Quarterly Reports on Form 10-Q or Form 10-Q/A for the quarterly periods ended March 29, 2013, June 28, 2013 and September 27, 2013, which are incorporated by reference into this prospectus. See "Where You Can Find More Information" for an explanation of how to get copies of these reports. Additional risks related to the new notes are described in this prospectus and may also be described in a prospectus supplement. Before tendering old notes in the exchange offer, you should carefully consider the risk factors we describe in this prospectus and any prospectus supplement and in any report incorporated by reference into this prospectus or such prospectus supplement, including any Annual Report on Form 10-K or Form 10-K/A or Quarterly Report on Form 10-Q or Form 10-Q/A that is incorporated by reference into this prospectus or such prospectus supplement after the date of this prospectus. Any or all of these risk factors could have a material adverse effect on our business, financial condition, results of operations or liquidity. Furthermore, although we discuss key risks in the following risk factor descriptions, additional risks not currently known to us or that we currently deem immaterial also may impair our business. Our subsequent filings with the SEC may contain amended and updated discussions of significant risks. We cannot predict future risks or estimate the extent to which they may affect our financial performance.

**Risks Related to the New Notes**

***Increased leverage may harm our financial condition and results of operations.***

As of September 27, 2013, Parent and its subsidiaries had approximately \$4,818.4 million of total liabilities on a consolidated basis. Parent and its subsidiaries may incur additional indebtedness in the future and, subject to certain limitations, the notes do not restrict future incurrence of indebtedness. Any future increase in Parent's level of indebtedness will have several important effects on Parent's future operations, including, without limitation, the following:

Parent will have additional cash requirements in order to support the payment of interest on its outstanding indebtedness;

increases in Parent's outstanding indebtedness and leverage may increase Parent's vulnerability to adverse changes in general economic and industry conditions, as well as to competitive pressure;

Parent's ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes may be limited;

Parent's flexibility in planning for, or reacting to, changes in its business and its industry may be limited; and

Parent's flexibility to make acquisitions and develop technology may be limited.

Parent's ability to make payments of principal and interest on its indebtedness depends upon the Parent and its subsidiaries' future performance, which will be subject to general economic conditions, industry cycles and financial, business and other factors affecting the Parent and its subsidiaries' consolidated operations, many of which are beyond its control. If the Parent and its subsidiaries are unable to generate sufficient cash flow from operations in the future to service its debt, Parent may be required, among other things, to:

seek additional financing in the debt or equity markets;

refinance or restructure all or a portion of its indebtedness;

sell selected assets;

reduce or delay planned capital expenditures; or

reduce or delay planned operating expenditures.

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Such measures might not be sufficient to enable Parent to service its debt. In addition, any such financing, refinancing or sale of assets might not be available on economically favorable terms or at all.

***The Parent and its subsidiaries' financial performance and other factors could adversely impact our ability to make payments on the notes.***

Our ability to make scheduled payments with respect to our indebtedness, including the notes, will depend in large part on the Parent and its subsidiaries' financial and operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control. Please read this prospectus and the documents incorporated by reference in this prospectus for a discussion of some of the factors that could affect Parent's financial and operating performance.

***The terms of the indenture and the notes provide only limited protection against significant corporate events and other actions we may take that could adversely impact your investment in the notes.***

While the indenture and the notes contain terms intended to provide protection to the holders of the notes upon the occurrence of certain events involving significant corporate transactions, such terms are limited and may not be sufficient to protect your investment in the notes. In addition, the definition of the term "Change of Control Triggering Event" does not cover a variety of transactions (such as acquisitions by us or recapitalizations) that could negatively affect the value of your notes. If Parent were to enter into a significant corporate transaction that would negatively affect the value of the notes but would not constitute a Change of Control Triggering Event, we would not be required to offer to repurchase your notes prior to their maturity.

Furthermore, the indenture for the notes does not:

require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity;

limit our ability to incur indebtedness that is equal in right of payment to the notes;

restrict our ability or the ability of Parent's non-issuer subsidiaries to issue securities or otherwise incur indebtedness that would be senior to Parent's equity interests in us or in Parent's non-issuer subsidiaries and, therefore, rank effectively senior to the notes;

limit our ability or the ability of Parent's non-issuer subsidiaries to service indebtedness;

restrict Parent's ability to repurchase or prepay any other of Parent's securities or other indebtedness; or

restrict Parent's ability to make investments or to repurchase or pay dividends or make other payments in respect of its common stock.

As a result of the foregoing, when evaluating the terms of the notes, you should be aware that the terms of the indenture and the notes do not restrict Parent's ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on your investment in the notes.

***The notes and subsidiary guarantees are effectively subordinated to the indebtedness of Parent's subsidiaries that are not guaranteeing the notes.***

We expect that only certain of Parent's subsidiaries will guarantee our payment obligations on the notes. The right of any subsidiary of Parent that is a guarantor to participate in any distribution of assets of any non-guarantor subsidiary upon that subsidiary's dissolution, winding-up, liquidation, reorganization or otherwise is subject to the prior claims of the creditors of that subsidiary. Therefore, the notes and subsidiary guarantees will be



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effectively subordinated to all indebtedness and other obligations of Parent's non-guarantor subsidiaries (excluding any amounts owed by such subsidiaries to Parent or any subsidiary of Parent that is a guarantor). Parent's non-guarantor subsidiaries are separate legal entities and have no obligations to pay any amounts due on the notes. As of September 27, 2013, Parent's non-guarantor subsidiaries had approximately \$309.4 million of indebtedness outstanding.

***The notes and related guarantees may be subject to prior claims of any secured creditors and, if a default occurs, we and the guarantors may not have sufficient funds to fulfill our obligations under the notes.***

The notes and the related guarantees are our and the guarantors' general senior unsecured obligations, ranking equally with all of our and the guarantors' other existing and future senior unsecured indebtedness, including Parent's existing credit facility. The indenture governing the notes permits us and the guarantors to incur additional secured debt under specified circumstances. In addition, if Parent's corporate family rating or the senior unsecured rating from Moody's Investors Services, Inc. (Moody's) is at or below Ba2 or if Parent's corporate family rating from Standard & Poor's Ratings Services (S&P) is at or below BB, Parent's existing credit facility requires Parent to provide security to the lenders thereunder in the form of all equity interests of domestic borrowers and each subsidiary guarantor's direct subsidiaries, provided that the pledge of first-tier foreign subsidiaries is capped at 65%. Upon Parent's corporate family rating from S&P being above BB and no default having occurred or continuing, such security will be released by the lenders to Parent. If we or the guarantors incur any secured debt, all or a portion of our assets and the assets of such guarantors will be subject to prior claims by secured creditors. In the event of our or such guarantors' bankruptcy, liquidation, reorganization, dissolution or other winding up, assets that secure debt will be available to pay obligations on the notes and the guarantees only after all debt secured by those assets has been repaid in full. Holders of the notes will participate in our or such guarantors' remaining assets ratably with all of our and such guarantors' other unsecured and senior creditors.

***Neither we nor any of Parent's subsidiaries has any properties that currently constitute a Principal Property under the indenture governing the notes.***

The indenture governing the notes contains covenants that restrict our ability, and the ability of certain of Parent's subsidiaries, to incur liens on or engage in sale and leaseback transactions with respect to any Principal Property. However, as of the date of this prospectus, neither we nor any of Parent's subsidiaries has any property that constitutes a Principal Property as such term is defined in Description of the New Notes' Certain Covenants. Accordingly, until we or any of Parent's subsidiaries has property that constitutes Principal Property, these covenants will effectively not restrict us.

***The indenture does not restrict the amount of additional debt that Parent or Parent's subsidiaries may incur.***

The notes and the indenture under which the notes will be issued do not place any limitation on the amount of unsecured debt that may be incurred by Parent or Parent's subsidiaries, including URS Fox US LP. The incurrence of additional debt by Parent or Parent's subsidiaries, including URS Fox US LP, may have important consequences for you as a holder of the notes, including making it more difficult for us to satisfy our obligations with respect to the notes, a loss in the market value of your notes and a risk that the credit rating of the notes is lowered or withdrawn.

***A substantial portion of Parent's operations are conducted through, and a substantial portion of Parent's consolidated assets are held by, Parent's subsidiaries and joint ventures.***

A substantial portion of Parent's consolidated assets are held by its subsidiaries and joint ventures. Accordingly, Parent's ability to service its debt, including the notes, depends partially on the results of operations of Parent's subsidiaries and joint ventures and upon the ability of such subsidiaries and joint ventures to provide Parent with cash, whether in the form of dividends, loans or otherwise, to pay amounts due on Parent's obligations, including the notes. Parent's subsidiaries and joint ventures are separate and distinct legal entities and, except for the subsidiaries which are guaranteeing the notes, have no obligation, contingent or otherwise, to pay any amounts due pursuant to the notes or to make any funds available, whether by dividends, loans, distributions or other payments, and do not guarantee the payment of interest on, or principal of, the notes. In addition, dividends, loans or other distributions to Parent from such subsidiaries or joint ventures may be subject to contractual and other restrictions and are subject to other business considerations.



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***We may not be able to repurchase all of the notes upon a Change of Control Triggering Event in accordance with the indenture, which would result in a default under the notes.***

Upon the occurrence of a Change of Control Triggering Event under the indenture governing the notes, we will be required to offer to repurchase the notes at a price of 101% of the aggregate principal amount of the notes outstanding on the date of such change of control plus accrued and unpaid interest. However, we may not have sufficient funds to repurchase the notes. In addition, our ability to repurchase the notes may be limited by law or the terms of other agreements relating to our indebtedness. The failure to make such repurchase in accordance with the indenture would result in a default under the notes and could result in a default under other indebtedness of Parent and its subsidiaries.

***Ratings of the notes may not reflect all risks of an investment in the notes.***

The notes will be rated by at least two nationally recognized statistical rating organizations. The ratings of the notes will primarily reflect our financial strength and will change in accordance with the rating of our financial strength. Any rating is not a recommendation to purchase, sell or hold any particular security, including the notes. These ratings do not reflect analysis or recommendations as to market price or suitability for a particular investor. In addition, ratings at any time may be lowered or withdrawn in their entirety. The ratings of the notes may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading values of, your notes.

***Federal and state fraudulent transfer laws may permit a court to void any guarantee, and, if that occurs, you may not receive any payments on such guarantee.***

Federal and state fraudulent transfer and conveyance statutes may apply to the incurrence of the guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, a guarantee may be voided as a fraudulent transfer or conveyance if (1) the guarantor incurred or transferred the guarantee with the intent of hindering, delaying or defrauding creditors or (2) the guarantor received less than reasonably equivalent value or fair consideration in return for incurring the guarantee and, in the case of (2) only, one of the following is also true at the time thereof:

the guarantor was insolvent or rendered insolvent by reason of the incurrence of the guarantee;

the incurrence of the guarantee left the guarantor with an unreasonably small amount of capital to carry on its business;

the guarantor intended to, or believed that it would, incur debts beyond its ability to pay as they mature; or

the guarantor was a defendant in an action for money damages, or had a judgment for money damages docketed against it if, in either case, after final judgment, the judgment is unsatisfied.

If a court were to find that the incurrence of a guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the guarantee or subordinate the guarantee to the guarantor's presently existing and future indebtedness, or require the holders of the notes to repay any amounts received with respect to any such guarantee. If it is found that a fraudulent transfer or conveyance has occurred, you may not receive any repayment on the notes with respect to such guarantee.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or retires or redeems equity securities issued by the debtor.

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We cannot be certain of the standards that a court would use to determine whether reasonably equivalent value or fair consideration was received or whether or not a guarantor was solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of its guarantees would not be voided or subordinated to any of its other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

The guarantees will contain a provision intended to limit each guarantor's liability to the maximum amount that it could incur without causing the inurrence of obligations under its guarantee to be a fraudulent transfer. However, this provision may not be effective to protect the guarantees from being voided under fraudulent transfer laws.

*There may be no public trading markets for the notes, which may limit your ability to sell the notes.*

The notes of each series are a new issue of securities for which there is currently no established trading market. A market for such notes may not develop or, if one does develop, it may not be maintained. If a market develops, such notes could trade at prices that may be higher or lower than the initial offering price or the price at which you purchased the notes, depending on many factors, including prevailing interest rates, Parent's financial performance, the amount of indebtedness we have outstanding, the market for similar securities, the redemption, if any, and repayment features of such notes to be sold and the time remaining to maturity of your notes. We have not applied and do not intend to apply for listing the notes of either series on any securities exchange or any automated quotation system. If active markets for the notes fail to develop or be sustained, the trading prices and liquidity of the notes could be adversely affected.

### **Risks Related to the Exchange Offer**

*You may have difficulty selling the old notes you do not exchange.*

If you do not exchange your old notes for new notes in the exchange offer, you will continue to be subject to the restrictions on transfer of your old notes as described in the legend on the global notes representing the old notes. There are restrictions on transfer of your old notes because we issued the old notes under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may offer or sell the old notes only if they are registered under the Securities Act and applicable state securities laws or offered and sold under an exemption from, or in a transaction not subject to, these requirements. We do not intend to register any old notes not tendered in the exchange offer and, upon consummation of the exchange offer, you will not be entitled to any rights to have your untendered old notes registered under the Securities Act. In addition, the trading market, if any, for the remaining old notes will be adversely affected depending on the extent to which old notes are tendered and accepted in the exchange offer.

*Broker-dealers may need to comply with the registration and prospectus delivery requirements of the Securities Act.*

Any broker-dealer that (1) exchanges its old notes in the exchange offer for the purpose of participating in a distribution of the new notes or (2) resells new notes that were received by it for its own account in the exchange offer may be deemed to have received restricted securities and will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction by that broker-dealer. Any profit on the resale of the new notes and any commission or concessions received by a broker-dealer may be deemed to be underwriting compensation under the Securities Act.

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*You may not receive new notes in the exchange offer if the exchange offer procedure is not followed.*

We will issue the new notes in exchange for your old notes only if you tender the old notes and deliver a properly completed and duly executed letter of transmittal and other required documents before expiration of the exchange offer. You should allow sufficient time to ensure timely delivery of the necessary documents. Neither the exchange agent nor we are under any duty to give notification of defects or irregularities with respect to the tenders of old notes for exchange. If you are the beneficial holder of old notes that are registered in the name of your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender in the exchange offer, you should promptly contact the person in whose name your old notes are registered and instruct that person to tender on your behalf.

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**FORWARD-LOOKING STATEMENTS**

The information in this prospectus includes certain forward-looking statements. All statements, other than statements of historical or present facts, that address activities, events, outcomes, business strategies and other matters that we plan, expect, intend, assume, believe, budget, predict, forecast, project, estimate or anticipate (and other similar expressions) will, should or may occur in the future are forward-looking statements. These forward-looking statements represent management's current belief, based on currently available information, as to the outcome and timing of future events. They involve known and unknown risks, uncertainties and other factors—many of which we are unable to predict or control—that may cause our actual results, performance or achievements, or industry results, to be materially different from those expressed or implied by forward-looking statements. Such factors include, but are not limited to, the risks described in the Risk Factors section of this prospectus, Item 1A of Part I of our Annual Report on Form 10-K/A for the fiscal year ended December 28, 2012, Item 1A of Part II of our Quarterly Reports on Form 10-Q/A for the quarters ended March 29, 2013 and June 28, 2013, Item 1A of Part II of our Quarterly Report on Form 10-Q for the quarter ended September 27, 2013 and Forward-Looking Statements under Item 1 of Part I of our Annual Report on Form 10-K/A for the fiscal year ended December 28, 2012.

When considering forward-looking statements, a reader should keep in mind the risk factors and other cautionary statements included and incorporated by reference in this prospectus. Should one or more of the risks and uncertainties described in this prospectus or our Annual Report occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. We specifically disclaim any obligation to update any information contained in a forward-looking statement or any forward-looking statement in its entirety and, therefore, disclaim any resulting liability for potentially related damages.

All forward-looking statements attributable to us are expressly qualified in their entirety by this cautionary statement.

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**USE OF PROCEEDS**

We will not receive proceeds from the issuance of the new notes offered hereby. In consideration for issuing the new notes in exchange for old notes as described in this prospectus, we will receive old notes of like principal amount. The old notes surrendered in exchange for the new notes will be retired and canceled.

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The following table contains Parent and its subsidiaries consolidated ratio of earnings to fixed charges for the periods indicated.

	<b>December 28, 2012</b>	<b>December 30, 2011</b>	<b>Year Ended December 31, 2010</b>	<b>January 1, 2010</b>	<b>January 2, 2009</b>	<b>Nine Months Ended September 27, 2013</b>
	<b>(Dollars in Millions)</b>					
Consolidated ratio of earnings to fixed charges	3.7	0.7	4.3	3.7	2.6	3.5

The ratio of earnings to fixed charges was computed by dividing earnings by fixed charges. For this purpose, fixed charges consist of interest expense, the amortization of debt discount and such portion of rental expense that is attributable to interest expense. Interest component of rental expense is estimated to equal one-third of such expense, which is considered a reasonable approximation of the interest factor. Earnings consist of income before income taxes, reduced by noncontrolling interests in income of consolidated subsidiaries and equity in income of unconsolidated joint ventures plus fixed charges.

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**THE EXCHANGE OFFER**

**Purpose and Effect of the Exchange Offer**

In connection with the sale of the old notes, we and the guarantors entered into a registration rights agreement with the initial purchasers of the old notes, pursuant to which we and the guarantors agreed to file and to use our commercially reasonable efforts to cause to be declared effective by the SEC a registration statement with respect to the exchange of the old notes for the new notes. We are making the exchange offer to fulfill our contractual obligations under that agreement. A copy of the registration rights agreement has been filed as an exhibit to the registration statement of which this prospectus is a part.

Pursuant to the exchange offer, we will issue the new notes in exchange for old notes. The terms of the new notes are identical in all material respects to those of the old notes, except that the new notes (1) have been registered under the Securities Act and therefore will not be subject to certain restrictions on transfer applicable to the old notes and (2) will not have registration rights or provide for any increase in the interest rate related to the obligation to register. See [Description of the New Notes](#) and [Description of the Old Notes](#) for more information on the terms of the respective notes and the differences between them.

We are not making the exchange offer to, and will not accept tenders for exchange from, holders of old notes in any jurisdiction in which an exchange offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction. Unless the context requires otherwise, the term [holder](#) means any person in whose name the old notes are registered on our books or any other person who has obtained a properly completed bond power from the registered holder, or any person whose old notes are held of record by the Depository Trust Company, or DTC, who desires to deliver such old notes by book-entry transfer at DTC.

We make no recommendation to the holders of old notes as to whether to tender or refrain from tendering all or any portion of their old notes pursuant to the exchange offer. In addition, no one has been authorized to make any such recommendation. Holders of old notes must make their own decision whether to tender pursuant to the exchange offer and, if so, the aggregate amount of old notes to tender after reading this prospectus and the letter of transmittal and consulting with their advisers, if any, based on their own financial position and requirements.

**Terms of the Exchange**

Upon the terms and conditions described in this prospectus and in the accompanying letter of transmittal, which together constitute the exchange offer, we will accept for exchange old notes that are properly tendered at or before the expiration time and not withdrawn as permitted below. As of the date of this prospectus, \$400,000,000 aggregate principal amount of 3.850% Senior Notes due 2017 and \$600,000,000 aggregate principal amount of 5.000% Senior Notes due 2022 are outstanding. This prospectus, together with the letter of transmittal, is first being sent on or about the date on the cover page of the prospectus to all holders of old notes known to us. Old notes tendered in the exchange offer must be in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Our acceptance of the tender of old notes by a tendering holder will form a binding agreement between the tendering holder and us upon the terms and subject to the conditions provided in this prospectus and in the accompanying letter of transmittal.

**Expiration, Extension and Amendment**

The expiration time of the exchange offer is 11:59 P.M., Eastern time, on January 3, 2014 (which date shall be 20 business days after commencement). However, we may, in our sole discretion, extend the period of time for which the exchange offer is open and set a later expiration date. The term [expiration time](#) as used herein means the latest time and date to which we extend the exchange offer. If we decide to extend the exchange offer period, we will then delay acceptance of any old notes by giving oral or written notice of an extension to the holders of old notes as described below. During any extension period, all old notes previously tendered will remain subject to the exchange offer and may be accepted for exchange by us. Any old notes not accepted for exchange will be returned to the tendering holder after the expiration or termination of the exchange offer.

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Our obligation to accept old notes for exchange in the exchange offer is subject to the conditions described below under **Conditions to the Exchange Offer**. We may decide to waive any of the conditions in our discretion. Furthermore, we reserve the right to amend or terminate the exchange offer, and not to accept for exchange any old notes not previously accepted for exchange, upon the occurrence of any of the conditions of the exchange offer specified below under the same heading. We will give oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the old notes as promptly as practicable. If we materially change the terms of the exchange offer, we will resolicit tenders of the old notes, file a post-effective amendment to the prospectus and provide notice to you. If the change is made less than five business days before the expiration of the exchange offer, we will extend the offer so that the holders have at least five business days to tender or withdraw. We will notify you of any extension by means of a press release or other public announcement no later than 9:00 A.M., Eastern time, on the first business day after the previously scheduled expiration time.

## **Procedures for Tendering**

### *Valid Tender*

Except as described below, a tendering holder must, prior to the expiration time, transmit to U.S. Bank National Association, the exchange agent, at the address listed under the heading **Exchange Agent** :

a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal; or

if old notes are tendered in accordance with the book-entry procedures listed below, an agent's message.

In addition, a tendering holder must:

deliver certificates, if any, for the old notes to the exchange agent at or before the expiration time; or

deliver a timely confirmation of book-entry transfer of the old notes into the exchange agent's account at DTC, the book-entry transfer facility, along with the letter of transmittal or an agent's message; or

comply with the guaranteed delivery procedures described below.

The term **agent's message** means a message, transmitted