

1.) CORPORATION NAME:

BECHTEL POWER CORPORATION

DUE DATE: **12/31/2012**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CT CORPORATION SYSTEM
4701 COX RD STE 301
GLEN ALLEN, VA 23060-6802**

SCC ID NO: **F0259533**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	10,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

NV

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: *c/o* TAX DEPT
50 BEALE STREET

CITY/ST/ZIP: SAN FRANCISCO, CA 94105-1813

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME:	MARY W. QUAZZO	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SECRETARY		
ADDRESS:	50 BEALE STREET		
CITY/ST/ZIP/CO:	<i>c/o</i> P.H. RESTIVO SAN FRANCISCO, CA 94105-1813		
NAME:	KIMBERLEY C. SCHAFER	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST SECRETARY		
ADDRESS:	50 BEALE STREET		
CITY/ST/ZIP/CO:	C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813		
NAME:	PEGGY H. RESTIVO	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST CONTROLLER		
ADDRESS:	50 BEALE STREET		
CITY/ST/ZIP/CO:	SAN FRANCISCO, CA 94105-1813		
NAME:	MICHAEL A. ADAMS	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	SR VICE PRES		
ADDRESS:	50 BEALE STREET		
CITY/ST/ZIP/CO:	C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813		
NAME:	MICHAEL C. BAILEY	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	SR VICE PRES		
ADDRESS:	50 BEALE STREET		
CITY/ST/ZIP/CO:	C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813		

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	WILLIAM N. DUDLEY, JR. DIRECTOR 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ALASDAIR I. CATHCART PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	GORDON L. LUSHBAUGH, JR. SR VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	BRIAN P. REILLY SR VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	TOBY J. SEAY SR VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	DONALD ARMSTRONG PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	GREGORY R. ASHLEY PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JOHN K. ATWELL, JR. PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JOSEPH J. BRIGHTMAN PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JOHN K. DESHONG PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	TED C. FEIGENBAUM PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JEFFREY E. GOLDSTEIN PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	KEITH B. HENNESSEY PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JAMES A. IVANY PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ROBERT L. KASPER, JR. PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MARY T. MCLAUGHLIN PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MARK S. SMETHURST PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	M. ANETTE SPARKS PRIN VP & CONTR 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ARTHUR K. STOVER PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	SUNIL TAKYAR PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	LASZLO A. VON LAZAR PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MARK F. ZEIGER PRIN VICE PRES 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	SCOTT D. AUSTIN VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	GLEN P. BROCK VP & ASST SEC 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	FRANK P. CASTRICHINI VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	THOMAS B. JARBOE VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	THOMAS A. LENAGHAN VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	SHARON L. LYON VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	J. MIKE MCLEMORE VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	PARTHO RAYSIRCAR VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ROBERT H. RUBENSTEIN VP & ASST SEC 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	PAUL D. STASZESKY VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JOHN W. STROUD VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	AHMET TOKPINAR VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RICHARD E. GALLAGHER VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MARK W. VOORHIS VICE PRESIDENT 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	KEVIN C. LEADER TREASURER 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	CAROL B. DUKE ASST SECRETARY 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	CHARLES M. FOLTYN ASST SECRETARY 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ELDYNE S. PERROU ASST SECRETARY 50 BEALE STREET C/O P.H. RESTIVO SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

NAME: GARRY B. AICKEN TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: J. PHIL DYSON TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: FRANCIS J. GARDNER TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: NAR P. GOEL TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: DANIEL A. HAGGERTY TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: ROBERT F. KAIN TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: GEORGE A. MURRAY TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: JAMES C. NYGAARD TITLE: ASST SECRETARY ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
NAME: NELLIE LEE TITLE: ASST TREASURER ADDRESS: 50 BEALE STREET C/O P.H. RESTIVO CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94105-1813	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.	
/s/ PEGGY H. RESTIVO SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PEGGY H. RESTIVO, ASST CONTROLLER PRINTED NAME AND CORPORATE TITLE
11/27/2012 DATE	

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.