

0772 CH2M HILL

6060 S. Willow Drive
Greenwood Village, CO 80111-5142
P.O. Box 22508
Denver, CO 80222-0508
Tel 303.771.0900
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August 12, 2002

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

Mr. Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

**Re: Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

Dear Secretary Katz:

Enclosed on behalf of the Principal Executive Officer and Principal Financial Officer of CH2M HILL Companies, Ltd. pursuant to Order No. 4-460 of the Securities and Exchange Commission (June 27, 2002), please find one (1) original and one (1) copy of each of the following documents:

1. Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and
2. Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.

Please return a date stamped copy of the correspondence in the enclosed self-addressed stamped envelope.

Sincerely,

A handwritten signature in cursive script that reads "Margaret B. McLean".

Margaret B. McLean
International & Securities Counsel
CH2M HILL Companies, Ltd.

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Mr. Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Samuel H. Iapalucci, Principal Financial Officer of CH2M HILL Companies, Ltd., state and attest that:

- (1) To the best of my knowledge, based upon a review of the Covered Reports (as defined below) of CH2M HILL Companies, Ltd., and, except as corrected or supplemented in a subsequent covered report:
 - no Covered Report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no Covered Report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Audit Committee of CH2M HILL Companies, Ltd.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "Covered Report":
 - 2001 Form 10-K of CH2M HILL Companies, Ltd.
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of CH2M HILL Companies, Ltd. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Sincerely,

CH2M HILL Companies, Ltd.

Samuel H. Iapalucci, Principal Financial Officer

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STATE OF COLORADO
COUNTY OF ARAPAHOE

Subscribed and sworn to before me this 12th day of August, 2002.

Notary Public

My commission expires: March 8, 2003