URS

VIA email to: rule-comments@sec.gov

October 15, 2010

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

RE: File No. 4-608

Dear Staff Member:

URS Corporation (NYSE: URS) is 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 major United States ("U.S.") federal government contractor in the areas of systems engineering and technical assistance, construction and operations and maintenance. We have more than 46,500 employees in a global network of offices and contract-specific job sites in more than 30 countries.

URS Corporation appreciates the opportunity to provide its comments and views with regards to specific topics derived from the Commission's Workplan as detailed in Release No. 33-9134 ("the Release").

As noted in our comment letter submitted on the Commission's Roadmap for the Potential Use of Financial Statements Prepared in Accordance with International Financial Reporting Standards ("IFRS") by U.S. Issuers dated April 8, 2009, we are generally supportive of the Commission's goal of enhancing comparability amongst global issuers through the issuance and adoption of a single-set of high-quality global accounting standards. However, although we agree that there are significant benefits from having a common platform upon which companies can report and investors can compare financial information, it is imperative that the complexity of the change to IFRS and the associated costs are not underestimated and are heavily weighted in determining a transition date in the event that the Commission moves forward with mandating the use of IFRS for financial reporting for U.S. issuers. A conversion to IFRS will not only require changes in accounting policies, but will also greatly impact contractual arrangements, regulatory compliance, business processes as well as the need to make significant and time-consuming changes to our business and financial information systems. We believe that companies will need, at minimum, two to three years to plan and execute the changes necessary to our internal processes and procedures, including our ERP systems, prior to the mandatory transition date in order to capture accounting and other data required to comply with IFRS standards. Additionally, given that the conversion process will require a significant investment in both time and dollars, we believe that it would be unwise to impose the costs of such conversion on public companies any time in the near future given that most companies are in the midst of a slow recovery phase resulting from the recent significant economic recession. As a result, the timeline would need to provide for a six- to seven-year window from the date of decision to convert (assuming late 2011) to the first reporting period under IFRS. We strongly believe that the earliest date for implementation would be 2017.

The following is a more detailed discussion regarding the specific items posed for comment in the Release.

Contractual Arrangements

Many of our contracts often, either explicitly or implicitly, require reporting under U.S. GAAP or include metrics that are based upon current U.S. GAAP reporting. For example, URS Corporation has a credit facility that is governed by loan documents requiring reporting under U.S. GAAP. In the event that IFRS is incorporated into the financial reporting system for U.S. issuers, all financial covenant calculations and target levels will have to be examined to ensure they are still measuring comparable financial performance. URS Corporation also has several international credit facilities that will be subject to the same process as that for the domestic credit facilities.

Also, because URS Corporation is required to maintain a credit rating, similar to lenders, credit rating agencies will need to modify how they measure financial performance across their client bases. This is not a process we can influence, due to the independent nature of the agencies; however, we believe it is likely that approaches used by lenders will also be used by the rating agencies.

From time to time, we may enter into certain commercial arrangements such as acquisition agreements containing purchase price adjustments and/or earn-out provisions that are dependent upon the calculation of non-IFRS accounting ratios. In addition, performance-based employee stock incentive awards may be based on non-IFRS accounting definitions. The obligations in these types of agreements generally run for multiple years and therefore, the adoption of different accounting standards without a five- to six-year transition period could cause disruption to both parties to these agreements since the change could either help or hurt each party's ability to meet their obligations.

Corporate Governance; Stock Exchange Listing Requirements

Corporate governance and listing requirements could be impacted by the transition to IFRS. Due to ever increasing pressure from stockholders and regulatory officials, it is more important than ever to ensure that a public company retains a high caliber board of directors. Public companies are required to have at least one "audit committee financial expert" to serve on its Audit Committee. In addition, the Audit Committee members should demonstrate general competence in accounting and financial reporting. It is very possible that a transition to IFRS could jeopardize the standing of existing members of the Audit Committee who are unlikely to have expertise in both U.S.GAAP and IFRS. It may also jeopardize future recruiting of new members to the board of directors or assignments of members to the Audit Committee. Any failure to retain or expand a board of directors to comply with U.S. securities exchange and statutory requirements could subject a company to scrutiny from stockholders, government regulators as well as the plaintiff's bar.

Additionally, the Sarbanes-Oxley Act requires management to assess the effectiveness of the issuer's internal controls over financial reporting. Because U.S. GAAP and IFRS may differ substantially at the transition date, management will have to reassess the effectiveness of its internal controls both before and after the IFRS conversion which may create unanticipated issues if the conversion to IFRS does not have a gradual long-term transition period.

Therefore, we believe that such impacts can only be mitigated by a reasonable transition period.

OTHER

We are also concerned about the effect on the application of the U.S. Federal Acquisition Regulation ("FAR") by the Defense Contract Audit Agency, the Defense Contract Management Agency, and the myriad of other agencies that contract with and regulate U.S. Government contractors who currently use U.S. GAAP as the underlying premise of their cost and other regulatory determinations.

For instance, U.S. Government contractors must formally disclose their cost accounting practices to the government. All contractor responses to government *Requests for Proposals* ("RFPs") must be prepared in accordance with the entity's disclosed cost accounting practices. The disclosed cost accounting practices include references to how indirect costs are allocated to final cost objectives. Final cost objectives generally include "Cost-Plus" ("CP"), Time-and-Materials ("T&M") and Fixed-Priced contracts. The formal accounting disclosures referred to above reflect the activities that comprise an allocation pool and the basis over which the allocation pool is allocated. In many cases, the allocation basis includes a contract's pro rata-share of revenue recognized, inventory and fixed assets. It is important to note that many federal contracts are long-term in nature (three to five years). As such, a contractor's backlog is based on contract pricing that reflects cost accounting assumptions developed in the past. Adoption of the IFRS standards by U.S. Government contractors will change the amounts contractors recognize for revenue, inventory and fixed-asset values. This adoption will cause a shift in how indirect expenses are allocated to a contractor's portfolio of contracts. This shift could cause an adverse economic impact to contractors if, as a result of the change, more indirect expense is allocated away from CP contracts to contracts wherein the contract value is set, such as FP and T&M contracts, which would result in less service hours available to be performed under these particular contracts, and thus, reduced results for the U.S. Government customer.

Additionally, whenever a contractor makes a change in its cost accounting practices, the contractor must obtain approval from the U.S. Government. Generally, the contractor is required to complete a cost impact analysis, which details the impact to the U.S. Government caused by the change. The impact could potentially be viewed as a "desirable change" as outlined in FAR 30.603-2 since the Company would adopt the practice in order to comply with IFRS. In the event that the U.S. Government does not deem the conversion to IFRS as a "desirable change," they would not allow for any increased costs resulting from changes in the contractor's cost accounting practices.

Finally, costs associated with transitioning to IFRS may be unallowable (not subject to reimbursement) as they may not be perceived to benefit the U.S. Government. Additionally, any other additional costs necessary to convert to IFRS may put the company at a competitive disadvantage from a cost or pricing standpoint. For example, if private, (not publically listed) U.S. Government contractors would not be required to convert to IFRS, they would not incur conversion costs described above, which would result in a lower overall cost structure for such contractors compared to those U.S. Government contractors who are required to convert to IFRS.

In closing, in the event that the Commission ultimately chooses conversion to IFRS, delaying the mandatory date for such a conversion until 2017 or later will provide the necessary time for companies to assess the impact, develop a plan and ultimately implement a resolution with regards to an issuer's compliance with contractual arrangements, corporate governance requirements as well as other company specific issues in a measured and efficient manner.

We thank the Commission for providing us with the opportunity to comment on the Work Plan.

With every good wish,

Reed N. Brimhall

Reed N. Brimhall
Vice President, Controller,
and Chief Accounting Officer