

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 100376 / June 18, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-21610

In the Matter of
Fluor Corporation,
Respondent.

: NOTICE OF PROPOSED PLAN OF
: DISTRIBUTION AND OPPORTUNITY
: FOR COMMENT
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ADMINISTRATIVE PROCEEDING
File No. 3-21612

In the Matter of
Jon Eric Best,
Respondent.

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ADMINISTRATIVE PROCEEDING
File No. 3-21613

In the Matter of
James F. Brittain,
Respondent.

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ADMINISTRATIVE PROCEEDING
File No. 3-21614

In the Matter of
Robin K. Chopra, CA,
Respondent.

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ADMINISTRATIVE PROCEEDING
File No. 3-21615

In the Matter of :
: **Bradley R. Scott,** :
: :
Respondent. :

ADMINISTRATIVE PROCEEDING
File No. 3-21616

In the Matter of :
: **Kent N. Smith,** :
: :
Respondent. :

Notice is hereby given, pursuant to Rule 1103 of the United States Securities and Exchange Commission’s (the “Commission”) Rules on Fair Fund and Disgorgement Plans (the “Commission’s Rules”), 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan of distribution (the “Proposed Plan”) for the distribution of monies paid in the above-captioned matter.

On September 6, 2023, the Commission issued six separate, but related settled orders (collectively, the “Orders”) against Fluor Corporation (“Fluor”),¹ Jon Eric Best (“Best”),² James F. Brittain (“Brittain”),³ Robin K. Chopra, CA (“Chopra”),⁴ Bradley R. Scott (“Scott”),⁵ and

¹ Order Instituting Cease-and-Desist Proceedings, Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order, Exchange Act Rel. No. 98292 (Sept. 6, 2023) (Admin. Proc. File No. 3-21610).

² Order Instituting Cease-and-Desist Proceedings, Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order, Exchange Act Rel. No. 98293 (Sept. 6, 2023) (Admin. Proc. File No. 3-21612).

³ Order Instituting Cease-and-Desist Proceedings, Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order, Exchange Act Rel. No. 98294 (Sept. 6, 2023) (Admin. Proc. File No. 3-21613).

⁴ Order Instituting Cease-and-Desist Proceedings, Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order, Exchange Act Rel. No. 98295 (Sept. 6, 2023) (Admin. Proc. File No. 3-21614).

⁵ Order Instituting Cease-and-Desist Proceedings, Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order, Exchange Act Rel. No. 98296 (Sept. 6, 2023) (Admin. Proc. File No. 3-21615).

Kent N. Smith (“Smith”)⁶ (collectively, the “Respondents”). In the Orders, the Commission found that Fluor and five former and current officers and employees improperly accounted for two large-scale, fixed-price construction projects. Fluor bid on these projects, relying on overly optimistic cost and timing estimates. Following each project’s contract award, Fluor experienced cost overruns that worsened over time. Yet, Fluor failed to maintain a system of internal accounting controls sufficient to account for these contracts in accordance with U.S. Generally Accepted Accounting Principles (GAAP). These failings resulted in inaccurate books and records and ultimately in materially misstated financial statements included in periodic reports filed with the Commission.

In their respective Orders, the Commission ordered Fluor to pay \$14,500,000; Best to pay \$15,000; Brittain to pay \$25,000; Chopra to pay \$15,000; Scott to pay \$25,000; and Smith to pay \$20,000 in civil money penalties to the Commission, for a collective total of \$14,600,000.00. In each of the Orders, the Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalties collected can be distributed to harmed investors. In the Order against Fluor, the Commission ordered that the Fair Fund created may be combined with or receive funds from proceedings arising out of the same conduct that is the subject of the order; and in each of the other Orders, the Commission ordered that the Fair Fund created may be combined with the Fair Fund created in the Order against Fluor.

Respondents have substantially paid in full.⁷ In accordance with the Orders, the \$14,599,980.00 collected from the Respondents has been combined (collectively, the “Fair Fund”) and deposited in a Commission-designated account at the U.S. Department of the Treasury for distribution to harmed investors. Any additional funds collected from the Respondents pursuant to the Orders, along with any accrued interest will be added to the Fair Fund.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested persons are advised that they may obtain a copy of the Plan from the Commission’s public website at <http://www.sec.gov/litigation/fairfundlist.htm>. Interested persons may also obtain a written copy of the Proposed Plan by submitting a written request to Amy A. Sumner, United States Securities and Exchange Commission, Byron Rogers Federal Office Building, 1961 Stout Street, Suite 1700, Denver, CO 80294-1961. All persons who desire to comment on the Proposed Plan may submit their comments, in writing, no later than thirty (30) days from the date of this Notice:

1. to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090;

⁶ Order Instituting Cease-and-Desist Proceedings, Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order, Exchange Act Rel. No. 98297 (Sept. 6, 2023) (Admin. Proc. File No. 3-21616).

⁷ All Respondents have paid in full except for Chopra, who has paid \$14,980 of the \$15,000 ordered.

2. by using the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or
3. by sending an e-mail to rule-comments@sec.gov.

Comments submitted by email or via the Commission's website should include "Administrative Proceeding File Numbers 3-21610, 3-21612, 3-21613, 3-21614, 3-21615, and 3-21616" in the subject line. Comments received will be publicly available. Persons should submit only information they wish to make publicly available.

THE PROPOSED PLAN

The Net Available Fair Fund⁸ is comprised of the \$14,599,980.00 in civil money penalties collected from the Respondents, plus any interest and income earned thereon, less taxes, fees, and expenses. The Proposed Plan provides for the distribution of the Net Available Fair Fund to investors who were harmed by the Respondents' conduct described in the Orders in connection with improper accounting for construction projects. For the Commission, by the Division of Enforcement, pursuant to delegated authority.⁹

Vanessa A. Countryman
Secretary

⁸ All capitalized terms used herein but not defined shall have the same meanings ascribed to them in the Proposed Plan.

⁹ 17 C.F.R. § 200.30-4(a)(21)(iii).