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U.S. BANKRUPTCY COURT
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Attorneys for the Debtors and
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

WASHINGTON GROUP
INTERNATIONAL, INC., et al.,

Case No. BK-N-01-31627
Chapter 11

**ORDER (I) APPROVING DISCLOSURE
STATEMENT, (II) DETERMINING
TREATMENT OF CERTAIN CLAIMS FOR
NOTICE AND VOTING PURPOSES, (III)
ESTABLISHING RECORD DATE AND
PROCEDURES FOR FILING OBJECTIONS
TO THE PLAN AND TEMPORARY
ALLOWANCE OF CLAIMS AND (IV)
APPROVING SOLICITATION PROCEDURES
FOR CONFIRMATION**

Hearing Date: July 24, 2001
Hearing Time: 9:30 a.m.

1279

Pursuant to the motion (the "Solicitation Procedures Motion") of the above-captioned debtors and debtors in possession ("WGI" or the "Debtors"), seeking an order (i) approving the adequacy of the Debtors' disclosure statement, (ii) determining treatment of certain claims for notice and voting purposes, (iii) establishing a record date and procedures for filing objections to the Plan, and temporary allowance of claims, and (iv) approving solicitation procedures for confirmation; the Court having reviewed the Disclosure Statement, the Solicitation Procedures Motion and all timely filed objections to the Disclosure Statement and the Solicitation Procedures Motion; a hearing having been held on July 24, 2001 (the "Disclosure Statement Hearing") to consider approval of the Disclosure Statement and the Solicitation Procedures Motion; it appearing that notice of the Solicitation Procedures Motion and the Disclosure Statement Hearing was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record of the Disclosure Statement Hearing and these cases; and after due deliberation thereon and good cause appearing therefor,

IT IS HEREBY ORDERED that:

I. APPROVAL OF DISCLOSURE STATEMENT

1. Pursuant to Fed. R. Bankr. P. 3017(b), (a) the Disclosure Statement is approved as containing adequate information within the meaning of section 1125(a) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and (b) to the extent not withdrawn, settled or otherwise resolved, all objections to the Disclosure Statement are overruled.

II. CONFIRMATION HEARING DATE

2. Pursuant to the Scheduling Order entered May 17, 2001, a hearing to consider confirmation of the Plan (the "Confirmation Hearing"), will be held at 9:30 a.m. on September 6, 2001 before the Honorable Gregg W. Zive in the United States Bankruptcy Court, 300 Booth Street, Reno, Nevada, 89509. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest.

III. DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION

3. Pursuant to the Scheduling Order, August 24, 2001 at 4:00 p.m. (Prevailing Pacific Time) (the "Confirmation Objection Deadline"), is fixed as the last date and time for filing and serving objections to confirmation of the Plan.

4. Any party in interest objecting to the Plan shall file objections (a "Confirmation Objection") to the confirmation of the Plan no later than August 24, 2001. Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) state the grounds for the objection and the legal and factual bases therefor; (d) reference with specificity the text of the Plan to which objection is made; and (e) be filed with the Court, together with proof of service, and served so as to be RECEIVED no later than the Confirmation Objection Deadline by the following parties:

Counsel for the Debtors

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Lionel, Sawyer & Collins
1100 Bank of America Plaza
50 West Liberty Street
Reno, Nevada 89501
Attn: Jennifer Smith, Esq.

United States Trustee

The Office of the United States Trustee
300 Booth St., Suite 2129
Reno, NV 89509
Attn: Nicholas Strozza

Counsel for the Pre-Petition Agents and Lenders

Weil, Gotshal & Manges L.L.P.
500 Fifth Avenue
New York, NY
Attn: Harvey Miller
Marcia Goldstein

Counsel for the Official Committees

Murphy, Sheneman, Julian & Rogers
101 California Street, Suite 3900
San Francisco, CA 94111
Attn: Patrick A. Murphy
Randy Rogers

- and -

McDonald, Carano, Wilson, McCune,
Bergin, Frankovich & Hicks LLP,
241 Ridge Street
Reno, NV 89505
Attn: Brett A. Axelrod

Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

IV. DEADLINE AND PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING PURPOSES

5. Pursuant to Federal Rule of Bankruptcy Procedure 3018(a) and the Scheduling Order, and except with respect to Raytheon Corporation or as otherwise noted in this Solicitation Procedures Order, August 15, 2001, at 4:00 p.m. (Prevailing Pacific Time) (the "Rule 3018 Motion Deadline") is fixed as the last date and time for filing and serving motions pursuant to Fed. R. Bankr. P. 3018(a) ("Rule 3018(a) Motions") seeking temporary allowance of claims for the purpose of voting to accept or reject the Plan. Rule 3018(a) Motions must be filed and served on the persons and in the manner set forth in paragraph 4 above so that they are RECEIVED no later than the Rule 3018(a) Motion Deadline. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above shall not be considered and, except as

otherwise provided herein, the claims referred to therein shall not be counted in determining whether the Plan has been accepted or rejected.

6. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a ballot and shall be permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline (defined below), then at the Confirmation Hearing the Court shall determine whether or not the provisional ballot is to be counted as a vote to accept or reject the Plan.

V. TREATMENT OF CERTAIN CLAIMS
FOR NOTICE AND VOTING PURPOSES

7. Pursuant to sections 105(a), 1126(g) and 1126(f) of the Bankruptcy Code and Bankruptcy Rule 3017(d), the Debtors shall cause the Claims and Noticing Agent to serve by first class mail to holders of Claims in Classes 1, 2, 3, 4, and 5 a copy of the Unimpaired Creditor Notice, attached hereto as Exhibit A, which form of notice is hereby approved, in lieu of a solicitation package. As supplement to the Unimpaired Creditor Notice, the Debtors are directed to publish the Confirmation Hearing Notice in the national edition of The Wall Street Journal not later than August 1, 2001.

8. Class 8 Interests and Subordinated Claims are not entitled to vote on the Plan because they are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. Accordingly, the Debtors need not solicit votes on the Plan from holders of Class 8 Interests and Subordinated Claims and need not provide holders of Class 8 Interests and Subordinated Claims a Solicitation Package, who instead shall receive only a Deemed Rejection

is contingent, disputed or unliquidated, as to which the Debtors have not filed an objection, shall not be entitled to vote on the Plan, unless the holder of such claim obtains an order pursuant to Fed. R. Bankr. P. 3018(a) and paragraphs 5 and 6 of this Solicitation Procedures Order temporarily allowing such claim for voting purposes in an amount deemed proper by the Court.

11. Any claim as to which a separate objection that has been filed before August 6, 2001¹, whether to the entire claim or a portion thereof, shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met unless (a) such claim has been temporarily allowed for voting purposes pursuant to Fed. R. Bankr. P. 3018(a) and in accordance with paragraphs 5 and 6 of this Solicitation Procedures Order, or (b) on or before the Voting Deadline (defined below), the objection to such claim has been resolved in favor of the creditor asserting the claim.

VI. RECORD DATE

12. Notwithstanding anything to the contrary in Fed. R. Bankr. P. 3017(d), July 24, 2001 is hereby established as the record date (the "Record Date") for purposes of determining which members of Class 6 and Class 7 are entitled to receive a Solicitation Package and to vote on the Plan.

VII. APPROVAL OF VOTING AGENT

13. Robert L. Berger and Associates, Inc. and its agents, including Innisfree M&A Incorporated, are hereby authorized to act as the Debtors' voting agent (the "Voting Agent") as described in the Solicitation Procedures Motion. Compensation to Robert L. Berger

¹ These provisions do not apply to Raytheon Corporation, with respect to which separate procedures have been previously established by this Court.

and Associates, Inc. for performing the duties as Voting Agent will be made in accordance with the Order Appointing Robert L. Berger and Associates, Inc. as Claims, Noticing and Balloting Agent to the Debtors Pursuant to 28 U.S.C. § 156(c), dated May 15, 2001.

VIII. CONTENT AND TRANSMITTAL OF SOLICITATION PACKAGES, INCLUDING BALLOTS; APPROVAL OF BALLOTS

A. Notice and Transmittal of Solicitation Packages

14. On or before July 31, 2001, (the "Solicitation Date"), the Debtors shall cause the Claims and Noticing Agent to transmit to the holders of Claims in Class 6 and Class 7 as of the Record Date, subject to the limitations contained therein and elsewhere in this Solicitation Procures Order, by United States mail, first class postage prepaid, a solicitation packet (the "Solicitation Package") containing:

- (a) the "Confirmation Hearing Notice", which form of notice is hereby approved in substantially the form annexed hereto as Exhibit H;
- (b) the Disclosure Statement (excluding certain Exhibits to the Plan or Appendices to the Disclosure Statement, provided however, that all such Exhibits and Appendices shall be available for review as set forth in paragraph 39 below);
- (c) the Plan (as Appendix A to the Disclosure Statement);
- (d) this Solicitation Procedures Order; and
- (f) a ballot (and pre-addressed, postage prepaid return envelope) appropriate for the specific creditor, in substantially the form of the proposed ballots annexed hereto as Exhibits C through F (as may be modified for particular classes and with instructions attached thereto), which forms of ballots are hereby approved;

15. Creditors or parties in interest whose claims are listed on the Debtors' Schedules as being disputed, unliquidated or contingent (in whole or in part) or which are

scheduled as zero or unknown in amount or who filed a proof claim prior to the Solicitation Mailing Date reflecting a claim or portion of a claim that is disputed, unliquidated or contingent, shall receive a Solicitation Package which contains, in lieu of a ballot and the Confirmation Hearing Notice, a Notice of Disputed Claim Status attached hereto as Exhibit G, the form of which is hereby approved, informing such person or entity that their claim has been identified as disputed, contingent, or unliquidated or that it is scheduled as zero or unknown in amount and absent having filed a proof of claim by the Claims Bar Date and a Rule 3018(a) Motion, in the manner and by the deadline described above, they are thus precluded from submitting a vote for such claim.

16. Creditors holding claims in a class that is designated as impaired and entitled to vote under the Plan shall receive only the Solicitation Package appropriate for that impaired class. Creditors who have filed duplicate claims in any given class (a) shall receive only one Solicitation Package and one ballot for voting with respect to that class, and (b) shall be entitled to vote their claim only once with respect to that class. Nothing in this Solicitation Procedures Order shall affect the Debtors' right to object to any proof of claim.

B. Procedures for Transmittal to Public Security Holders

17. Identification of Beneficial Holders. All known Record Holders of Old Notes shall provide the Voting Agent with the addresses of all beneficial owners of Old Notes for whom such Record Holder holds Old Notes in electronic format as of the Record Date on or before July 27, 2001. Any such Record Holder of Old Notes who fails to provide the Voting Agent with such information on or before July 27, 2001 is hereby Ordered to transmit to their beneficial holders of Old Notes in a manner customary in the Securities Industry the Solicitation

Package to be provided by the Debtors, and to summarize the votes of such beneficial holders, all as provided below.

18. Transmittal to Record Holders. Transmittal of the Solicitation Package to holders of WGI's Old Notes shall be made as follows: the Solicitation Package shall be mailed no later than Solicitation Date (a) to each beneficial holder of Old Notes as of the Record Date for which the Voting Agent has received addresses in electronic format from the applicable Record Holders (or agents therefore), and (b) to Record Holders (or the agent therefor) identified by the Voting Agent as an entity through which beneficial owners hold or held Old Notes as of the Record Date and from which the Voting Agent has not received addresses in electronic format.

19. Dissemination to Beneficial Holders. Each Record Holder (or their agents) through which beneficial owners hold Old Notes and from which the Claims and Noticing Agent has not received addresses in electronic format are hereby ordered to promptly (within three (3) days of receipt of Solicitation Packages from the Debtors) distribute Solicitation Packages to the beneficial owners for which they hold such securities.

20. Voting By Beneficial Holders; Approval of Ballots. The Solicitation Packages to be transmitted to beneficial holders of the Old Notes by Record Holders will include a ballot for the beneficial owners (the "Beneficial Owner Ballot") substantially in the form of Exhibit E attached hereto and a return envelope provided by, and addressed to, the requisite Record Holders (or their agents) of the beneficial owners. The Record Holders (or their agents), as appropriate, shall then summarize the individual votes of their beneficial owners from the Beneficial Owner Ballots on a master ballot (the "Master Ballot") to be provided to them by the

Debtors in substantially the form attached hereto as Exhibit F. The Record Holders (or their agents) shall then return the Master Ballot to the Voting Agent by the Voting Deadline.

21. The Debtors shall serve a copy of the Solicitation Procedures Motion and this Order on each Record Holder (or their agents) identified by the Voting Agent as an entity through which beneficial owners hold Old Notes. In addition, the Debtors shall, upon written request, reimburse such entities for their reasonable, actual, and necessary out-of-pocket expenses incurred in performing the tasks described in paragraphs 18 to 21 above. This Court shall retain jurisdiction to resolve any disputes regarding the payment of such fees or expenses.

C. When No Notice or Transmittal Necessary

22. The Debtors need not transmit to Solicitation Packages or other notices to (a) holders of claims listed on the Debtors' Schedules that have already been paid in full during these cases or that are authorized to be paid in full in the ordinary course of business pursuant to orders previously entered by this Court, or (b) any person to whom the Debtors mailed a notice of the meeting of creditors under section 341 of the Bankruptcy Code and such notice was returned marked "undeliverable" or "moved - no forwarding address" or for a similar reason, unless the Debtors have been informed in writing by such person of that person's new address.

23. Pursuant to paragraph 7 above any Unimpaired Creditors under the Plan shall receive Unimpaired Creditor Notices in lieu of Solicitation Packages.

IX. VOTING DEADLINE AND PROCEDURES

A. Voting Deadline

24. To be counted, ballots (except Beneficial Owner Ballots and Master Ballots) for accepting or rejecting the Plan must be RECEIVED by 4:00 p.m. (Prevailing Pacific Time) on August 27, 2001 (the "Voting Deadline") by the Voting Agent at the following address:

Washington Group International, Inc.
c/o Robert L. Berger and Associates LLC
PMB 1007
10351 Santa Monica Blvd. Suite 101A
Los Angeles, CA 90025

Ballots may not be cast by facsimile transmission unless expressly authorized by the Debtors.

25. To be counted, Master Ballots for accepting or rejecting the Plan must be RECEIVED by 4:00 p.m. (Prevailing Pacific Time) on August 27, 2001 (the "Voting Deadline") by the Voting Agent at the following address:

Washington Group International, Inc.
Robert L. Berger and Associates LLC
c/o Innisfree M&A Incorporated
501 Madison Avenue
20th Floor
New York, NY 10022

Ballots may not be cast by facsimile transmission unless expressly authorized by the Debtors.

B. Procedures For Vote Tabulation

26. Votes Counted. Any ballot timely received, properly executed, containing sufficient information to permit the identification of the claimant, and cast as an acceptance or rejection of the Plan shall be counted and shall be deemed to be cast as an acceptance or rejection of the Plan, as the case may be. Ballots timely received that are cast in a manner that neither

indicate an acceptance or rejection of the Plan or which indicate both an acceptance and rejection of the Plan shall be counted as an acceptance.

27. Votes Not Counted. Unless otherwise ordered by this Court after notice and a hearing, the following ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) Any ballot received after the Voting Deadline if the Debtors have not provided an extension of time to file such ballot;
- (b) Any ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- (c) Any ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan;
- (d) Any ballot cast for a claim identified as unliquidated, contingent or disputed and for which no Rule 3018(a) motion has been filed by the Rule 3018(a) Motion Deadline; or
- (e) Any unsigned ballot.

28. Changing Votes. Whenever two or more ballots are cast voting the same claim prior to the Voting Deadline, the last ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and, thus, to supersede any prior ballots; provided, however, that nothing herein shall affect the Debtors' right to object to the validity of the second ballot on any basis permitted by law, including under Fed. R. Bankr. P. 3018(a), and, if such objection is sustained, the first ballot shall then be counted.

29. No Vote Splitting; Effect. Claim splitting shall not be permitted and creditors who vote must vote all of their claims within a particular class to either accept or reject the Plan.

30. Counting Ballots from beneficial holders of Old Notes. All Record Holders (or their agents) through which beneficial owners hold Old Notes and from which the Claims and Noticing Agent has not received addresses in electronic format, as described in paragraph 18 above, are directed to receive and summarize on a Master Ballot all beneficial owner ballots cast by the beneficial owners for which they serve and then return the Master Ballot to the Voting Agent.

31. All Record Holders electing to use the Master Ballot voting process shall retain for inspection by the Court the ballots cast by beneficial owners for one year following the Voting Deadline.

32. Votes cast by beneficial owners of Old Notes through Record Holders (or their agents) and transmitted by means of a Master Ballot shall be applied against the positions held by such Record Holder. Votes submitted by a Record Holder (or their agents) on a Master Ballot shall not be counted in excess of the position maintained by the respective Record Holder on the Record Date in the applicable security.

33. To the extent that conflicting votes or overvotes are submitted on a Master Ballot, the Voting Agent shall attempt to resolve the conflict or overvote prior to the Voting Deadline in order to ensure that as many claims as possible are accurately tabulated.

34. To the extent that overvotes on a Master Ballot are not reconcilable prior to the Voting Deadline, the Voting Agent shall count votes in respect of such Master Ballot in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the applicable Record Holders' position on the Record Date in the Old Notes.

35. Record Holders (or agents thereof) are authorized to complete multiple Master Ballots, and the votes reflected by such multiple Master Ballots shall be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted are inconsistent in whole or in part, the latest Master Ballot received prior to the Voting Deadline shall, to the extent of such inconsistency, supersede and revoke any prior Master Ballot; provided, however, that nothing herein shall affect the Debtors' right to object to the validity of the second Master Ballot on any basis permitted by law, including under Fed. R. Bankr. P. 3018(a), and, if such objection is sustained, the first Master Ballot shall then be counted.

36. Each record holder or beneficial owner of Old Notes shall be deemed to have voted the full principal amount of its claim relating to such Old Notes, notwithstanding anything to the contrary on any ballot.

X. SERVICE AND NOTICE ADEQUATE AND SUFFICIENT

37. Service of all notices and documents described herein in the time and manner as set forth herein, including the service and publication of the Confirmation Hearing Notice, as described in paragraph 56 of the Solicitation Procedures Motion shall be adequate and sufficient and no other or further notice shall be necessary.

XI. COPIES AND REVIEW OF DOCUMENTS

38. Copies of the Plan and Disclosure Statement, as well as all pleadings and orders of the Bankruptcy Court, are publicly available, free of charge, on the Debtors website, www.wgint.com, and the Court's website, www.nvb.uscourts.gov.

39. Copies of the Disclosure Statement, Plan and Exhibits and/or Appendices may also be obtained, at the requesting parties' expense, upon request from Sierra Legal Duplicating, 124 West Taylor Street, P.O. Box 2452, Reno, Nevada 89505-2452, (775) 786-8224.

40. Copies of the Disclosure Statement, Plan and Exhibits and/or Appendices may be reviewed during regular business hours (8:30 a.m. to 4:00 p.m. weekdays, except legal holidays) at the office of the Clerk, United States Bankruptcy Court for the District of Nevada, 300 Booth Street, Reno, Nevada, 89509; the Debtors' headquarters, located at Morrison Knudsen Plz, 720 Park Blvd, Boise, ID 83712; the offices of Skadden, Arps, Slate, Meagher & Flom (Illinois), 333 W. Wacker Dr., Suite 2100, Chicago, Illinois 60606; and the offices of Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, Wilmington, Delaware 19899.

DATED this ___ day of July, 2001.

JUL 31 2001



Hon. Gregg W. Zive
UNITED STATES BANKRUPTCY JUDGE

Submitted by:
LIONEL SAWYER & COLLINS



Jennifer A. Smith
Attorneys for Washington Group
International, Inc/, et al.
Debtors and Debtors in Possession

EXHIBIT A

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Attorneys for the Debtors and
Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

Case No. BK-N-01-31627
(Chapter 11)

WASHINGTON GROUP
INTERNATIONAL, INC., *et al.*,

**NOTICE TO UNIMPAIRED CREDITORS
OF (I) APPROVAL OF DISCLOSURE
STATEMENT; (II) FILING OF PLAN OF
REORGANIZATION; (III) TREATMENT OF
CERTAIN CLAIMS FOR DISTRIBUTION,
NOTICE, AND VOTING PURPOSES; AND
(IV) HEARINGS ON CONFIRMATION OF
PLAN OF REORGANIZATION, AND
DEADLINES AND PROCEDURES FOR
FILING OBJECTIONS THERETO**

Hearing Date: September 6, 2001
Hearing Time: 9:30 a.m.
Obj. Deadline: August 24, 2001
Set by: Judge Zive

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THIS NOTICE IS BEING PROVIDED TO ALL CREDITORS OF ANY OF THE DEBTORS (AS DEFINED BELOW) WHOSE CLAIMS HAVE BEEN CLASSIFIED AS UNIMPAIRED UNDER THE PLAN (AS DEFINED BELOW) PROPOSED BY THE DEBTORS. EACH SUCH DEBTOR IS CURRENTLY IN A CHAPTER 11 CASE UNDER THE UNITED STATES BANKRUPTCY CODE IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEVADA.

I. APPROVAL OF DISCLOSURE STATEMENT
AND FILING OF PLAN OF REORGANIZATION

A. Approval of Disclosure Statement and Filing of Plan

On July 24, 2001, the United States Bankruptcy Court for the District of Nevada approved the Disclosure Statement With Respect to Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (as it may be amended, the "Disclosure Statement") filed by Washington Group International, Inc. ("WGI") and its affiliates (the "Affiliate Debtors") that are debtors and debtors-in-possession in the above-captioned cases (WGI and the Affiliate Debtors collectively, the "Debtors"). Contemporaneously therewith, the Debtors filed the Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (as it may be amended, the "Plan") with the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court").

B. Copies of Disclosure Statement and Plan and Other Information

PLEASE TAKE NOTICE that copies of the Plan, the Disclosure Statement and pleadings and orders in the Debtors' cases are publicly available, for review at the office of the Clerk, United States Bankruptcy Court for the District of Nevada, 300 Booth Street, Reno, Nevada, 89509, at the offices of the Debtors' undersigned counsel, the Court's website, www.nvb.uscourts.gov or on the Debtors' website, www.wgint.com. Copies of the Plan, the Disclosure Statement and pleadings and orders in the Debtors' cases may also be obtained, at the Debtors' expense, by contacting Sierra Legal Duplicating, 124 West Taylor Street, P.O. Box 2452, Reno, Nevada 89505-2452, (775) 786-8224.

II. TREATMENT OF CERTAIN CLAIMS FOR
DISTRIBUTION, NOTICE, AND VOTING PURPOSES

The Plan proposed by the Debtors, if confirmed by the Bankruptcy Court and substantially consummated, will provide that holders of certain claims against certain Debtors will either: (i) be Reinstated (as defined in the Plan); (ii) be paid, in full satisfaction, settlement, release, and discharge of or in exchange for such claim, cash equal to the allowed amount of such claim; or (iii) receive the treatment as to which the Debtors and such claim holder agree upon in writing (collectively, the "Unimpaired Claims"). The Debtors have reserved the right to alter, modify, or amend the Plan, which may impact which claims are Unimpaired Claims.

Under the terms of the Plan upon which votes are being solicited, you have an Unimpaired Claim, pursuant to Section 1126(f) of the United States Bankruptcy Code, and (i) are deemed to have accepted the Plan, and (ii) are not be entitled to vote on the Plan. The Debtors are not soliciting your vote, and you will not receive a ballot with respect to your Unimpaired Claim(s). Accordingly, this may be the final notice you receive with respect to the Disclosure Statement and the Plan with respect to your Unimpaired Claim(s).

Although you are not entitled to vote on the Plan with respect to your Unimpaired Claim(s), you are a party in interest in the Debtors' Chapter 11 cases. Accordingly, you are entitled to participate in the Chapter 11 cases, including filing objections to confirmation of the Plan.

III. HEARINGS ON CONFIRMATION OF PLAN OF REORGANIZATION, AND DEADLINES AND PROCEDURES FOR FILING OBJECTIONS THERETO

A. Confirmation of Plan

A hearing to consider confirmation of the Plan (the "Confirmation Hearing"), will be held at 9:30 a.m. on September 6, 2001 before the Honorable Gregg W. Zive in the United States Bankruptcy Court, 300 Booth Street, Reno, Nevada, 89509. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest.

B. Objections to Confirmation of Plan

Any party in interest objecting to the Plan shall file objections (a "Confirmation Objection") to the confirmation of the Plan no later than August 24, 2001. Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) state the grounds for the objection and the legal and factual bases therefor; (d) reference with specificity the text of the Plan to which objection is made; and (e) be filed with the Court, together with proof of service, and served so as to be RECEIVED no later than the Confirmation Objection Deadline by the following parties: (a) the Debtor's counsel, David S. Kurtz, Skadden, Arps, Slate, Meagher & Flom (Illinois) 333 West Wacker Drive, Chicago Illinois 60606 ; Gregg M. Galardi, Skadden, Arps, Slate, Meagher & Flom LLP One Rodney Square, Wilmington, Delaware 19899; and Jennifer A. Smith, Lionel Sawyer & Collins, 1100 Bank of America Plaza, 50 W. Liberty St., Reno, Nevada 89501; (b) counsel to the Official Committee of Unsecured Creditors, Patrick A. Murphy, Murphy Sheneman Julian & Rogers, 101 California Street, Suite 3900, San Francisco, California 94111 and Brett A. Axelrod, McDonald Carano Wilson McCune Bergin Frankovich & Hicks LLP, 241 Ridge Street, Reno, NV 89505; (c) counsel to the Debtors post-petition secured lenders, Marcia L. Goldstein, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 and Stephen R. Harris, Belding Harris & Petroni, Ltd., 417 West Plumb Lane, Reno, Nevada 89509; and (d) the Office of the United States Trustee, Nicholas Strozza, 300 Booth Street, Suite 2129, Reno, Nevada, 89509, on or before August 24, 2001 at 4:00 p.m. (Prevailing Pacific Time). **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

DATED as of this 24th day of July, 2001.

_____/s/_____
Jennifer A. Smith
Etta L. Walker
LIONEL SAWYER & COLLINS

-and-

_____/s/_____
David S. Kurtz
Timothy R. Pohl
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM (ILLINOIS)

- and -

Gregg M. Galardi
Eric M. Davis
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

Attorneys for the Debtors and

Debtors-in-Possession

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

Case No. BK-N-01-31627
Chapter 11

In re

WASHINGTON GROUP

Debtors.

**NOTICE OF NONVOTING STATUS WITH RESPECT TO
EQUITY INTERESTS AND SUBORDINATED CLAIMS IN
WASHINGTON GROUP INTERNATIONAL INC.**

PLEASE TAKE NOTICE that on July 24, 2001, the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") approved the Disclosure Statement With Respect to Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Disclosure Statement") for use by Washington Group International Inc. and its affiliates (the "Affiliate Debtors") that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") in soliciting acceptances or rejections of the Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR EQUITY INTEREST IN WASHINGTON GROUP INTERNATIONAL, INC. OTHER THAN THE WGI CREDITOR TRUST EQUITY RESIDUAL, IF ANY. THEREFORE, IN ACCORDANCE WITH THE BANKRUPTCY COURT'S JULY 24, 2001 ORDER APPROVING THE DISCLOSURE STATEMENT AND SECTION 1126(g) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (i) DEEMED TO HAVE REJECTED THE PLAN, AND (ii) NOT ENTITLED TO VOTE ON THE PLAN.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan (the "Confirmation Hearing"), will be held at 9:30 a.m. (Prevailing Pacific Time) on September 6, 2001 before the Honorable Gregg W. Zive, in the United States Bankruptcy Court, 300 Booth Street, Reno, Nevada, 89509. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest. Any party in interest objecting to the Plan shall file objections (a "Confirmation Objection") to the confirmation of the Plan no later than August 24, 2001. Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) state the grounds for the objection and the legal and factual bases therefor; (d) reference with specificity the text of the Plan to which objection is made; (e) provide proposed language changes or insertions to the Plan to resolve such objections; and (f) be filed with the Court, together with proof of service, and served so as to be RECEIVED no later than the Confirmation Objection Deadline by the following parties: (a) the Debtor's counsel, David S. Kurtz, Skadden, Arps, Slate, Meagher & Flom (Illinois) 333 West Wacker Drive, Chicago Illinois 60606; Gregg M. Galardi, Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636 and Jennifer A. Smith, Lionel, Sawyer & Collins, 1100 Bank of America Plaza, 50 West Liberty Street, Reno, Nevada 89501 (b) counsel to the Official Committee of Unsecured Creditors, Patrick A. Murphy, Murphy Sheneman Julian & Rogers, 101 California Street, Suite 3900, San Francisco, California 94111 and Brett A. Axelrod, McDonald Carano Wilson McCune Bergin Frankovich & Hicks LLP, 241 Ridge Street, Reno, NV 89505; (c) counsel to the Debtors pre-petition agents and lenders, Marcia L. Goldstein and Harvey Miller, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153; and (d) the Office of the United States Trustee, Nicholas Strozza, 300 Booth Street, Suite 2129, Reno, Nevada, 89509, on or before August 24, 2001 at 4:00 p.m. (Prevailing Pacific Time). **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

PLEASE TAKE FURTHER NOTICE that copies of the Plan, the Disclosure Statement and pleadings and orders in the Debtors' cases are publicly available, for review at the office of the Clerk, United States Bankruptcy Court for the District of Nevada, 300 Booth Street, Reno, Nevada, 89509, at the offices of the Debtor's undersigned counsel, the Court's website, www.nvb.uscourts.gov or on the Debtors' website, www.wgintl.com. Copies of the Plan and the Disclosure Statement may also be

obtained, at the Debtor's expense, by contacting Sierra Legal Duplicating, 124 West Taylor Street, P.O. Box 2452, Reno, Nevada 89505-2452, (775) 786-8224.

EXHIBIT C

MUST BE RECEIVED BY 4:00 P.M. (PREVAILING PACIFIC TIME) ON AUGUST 27, 2001.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

Case No. BK-N-01-31627
Chapter 11

WASHINGTON GROUP
INTERNATIONAL, INC., et al.,

**BALLOT FOR CLASS 6 -
SECURED LENDER CLAIMS**

Debtors.

_____ /

<u>CLASS</u>	<u>ACCEPTS THE PLAN</u>	<u>REJECTS THE PLAN</u>	<u>AMOUNT OF CLAIM:</u>
Class 6	<input type="checkbox"/>	<input type="checkbox"/>	\$ _____

SIGNED: _____

NAME OF CLAIMANT (Print): _____

TITLE: _____

(Please sign exactly as name or names appear hereon. Full title of one signing in representative capacity should be clearly designated after signature. Names of all joint holders should be written even if signed by one.)

DATED: _____

TAX I.D. or Social Security Number: _____

BALLOTS CAST BY FACSIMILE WILL NOT BE COUNTED.
ANY BALLOT WHICH IS PROPERLY EXECUTED BUT DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN SHALL BE COUNTED AS AN ACCEPTANCE.

PLEASE READ AND FOLLOW THE INSTRUCTIONS ON THE REVERSE SIDE OF THIS BALLOT CAREFULLY. PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT BY MAIL OR OVERNIGHT COURIER SO THAT IT IS RECEIVED BY THE VOTING AGENT AT THE ADDRESS SET FORTH ON THE REVERSE SIDE BY 4:00 P.M. (PREVAILING PACIFIC TIME) ON AUGUST 27, 2001.

On July 24, 2001, the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") (i) approved the Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Disclosure Statement"), filed by Washington Group International, Inc., ("WGI") and certain of its affiliates (the "Affiliate Debtors"), that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and (ii) authorized the Debtors to solicit votes with regard to the approval or rejection of the Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Plan"). Capitalized terms in these instructions which are not defined have the meanings set forth in the Plan.

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity or amount of any Claim. This Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan. Do not enclose notes or securities with your completed Ballot.

1 This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an "x" in the appropriate box on the face of the Ballot.

2 Please indicate the amount of your Claim in the appropriate space on the face of the Ballot. The amount of your Claim as set forth by you on this Ballot does not necessarily constitute an Allowed Claim under the Plan. The amount of your Claim may be subject to further reconciliation and an objection may be interposed.

3 After providing all remaining information requested on the face of the Ballot, please sign, date and return this Ballot by mail or overnight courier to the voting agent, Robert L. Berger and Associates, Inc., (the "Voting Agent"), at the following address:

Washington Group International, Inc.
c/o Robert L. Berger and Associates LLC
PMB 1007
10351 Santa Monica Blvd, Suite 101A
Los Angeles, CA 90025

BALLOTS MUST BE RECEIVED BY 4:00 P.M. (PREVAILING PACIFIC TIME) ON AUGUST 27, 2001 (THE "VOTING DEADLINE"). IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE VOTING AGENT IS ENCLOSED FOR YOUR CONVENIENCE.

4 The Plan can be confirmed by the Bankruptcy Court and thereby made binding if it is accepted by the holders of at least $\frac{2}{3}$ in amount and more than $\frac{1}{2}$ in number of Impaired Claims in a Class. The votes of the Claims actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) rejecting it.

5 You must vote all of your Claims within a single Class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted. A Ballot that fails to indicate acceptance or rejection of the Plan will be counted as an acceptance.

6 Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number prior to receiving any distribution. If the Claim(s) voted with this Ballot are held by a partnership, the Ballot should be executed in the name of the partnership by a general partner. If the Claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.

7 This Ballot has been prepared to reflect the Class in which you are eligible to vote. If you have Claims in more than one Class you may receive more than one Ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A CLAIM IN A SEPARATE CLASS AND SHOULD COMPLETE AND RETURN ALL OF THEM.**

8 The Ballot does not constitute, and shall not be deemed, a proof of claim or an assertion of a Claim.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION.
IF YOU RECEIVED A DAMAGED BALLOT OR LOSE YOUR BALLOT, OR IF YOU
HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN,
THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT AT (818) 771-7469.**

EXHIBIT D

MUST BE RECEIVED BY 4:00 P.M. (PREVAILING PACIFIC TIME) ON AUGUST 27, 2001.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

Case No. BK-N-01-31627

Chapter 11

WASHINGTON GROUP
INTERNATIONAL, INC., *et al.*,

**BALLOT FOR CLASS 7 -
ALL IMPAIRED UNSECURED CLAIMS**

Debtors.

_____ /

<u>CLASS</u>	<u>ACCEPTS THE PLAN</u>	<u>REJECTS THE PLAN</u>	<u>AMOUNT OF CLAIM:</u>
Class 7	<input type="checkbox"/>	<input type="checkbox"/>	\$ _____

SIGNED: _____

NAME OF CLAIMANT (Print): _____

TITLE: _____

(Please sign exactly as name or names appear hereon. Full title of one signing in representative capacity should be clearly designated after signature. Names of all joint holders should be written even if signed by one.)

DATED: _____

TAX I.D. or Social Security Number: _____

BALLOTS CAST BY FACSIMILE WILL NOT BE COUNTED.

ANY BALLOT WHICH IS PROPERLY EXECUTED BUT DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN SHALL BE COUNTED AS AN ACCEPTANCE.

PLEASE READ AND FOLLOW THE INSTRUCTIONS ON THE REVERSE SIDE OF THIS BALLOT CAREFULLY. PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT BY MAIL OR OVERNIGHT COURIER SO THAT IT IS RECEIVED BY THE VOTING AGENT AT THE ADDRESS SET FORTH ON THE REVERSE SIDE BY 4:00 P.M. (PREVAILING PACIFIC TIME) ON AUGUST 27, 2001.

On July 24, 2001, the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") (i) approved the Disclosure Statement with Respect to Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Disclosure Statement"), filed by Washington Group International, Inc., ("WGI") and certain of its affiliates (the "Affiliate Debtors"), that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and (ii) authorized the Debtors to solicit votes with regard to the approval or rejection of the Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Plan"). Capitalized terms in these instructions which are not defined have the meanings set forth in the Plan.

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity or amount of any Claim. This Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan. Do not enclose notes or securities with your completed Ballot.

1 This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an "x" in the appropriate box on the face of the Ballot.

2 Please indicate the amount of your Claim in the appropriate space on the face of the Ballot. The amount of your Claim as set forth by you on this Ballot does not necessarily constitute an Allowed Claim under the Plan. The amount of your Claim may be subject to further reconciliation and an objection may be interposed.

3 After providing all remaining information requested on the face of the Ballot, please sign, date and return this Ballot by mail or overnight courier to the voting agent, Robert L. Berger and Associates, Inc., (the "Voting Agent"), at the following address:

Washington Group International, Inc.
c/o Robert L. Berger and Associates LLC
PMB 1007
10351 Santa Monica Blvd. Suite 101A
Los Angeles, CA 90025

BALLOTS MUST BE RECEIVED BY 4:00 P.M. (PREVAILING PACIFIC TIME) ON AUGUST 27, 2001 (THE "VOTING DEADLINE"). IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE VOTING AGENT IS ENCLOSED FOR YOUR CONVENIENCE.

4 The Plan can be confirmed by the Bankruptcy Court and thereby made binding if it is accepted by the holders of at least $\frac{2}{3}$ in amount and more than $\frac{1}{2}$ in number of Impaired Claims in a Class. The votes of the Claims actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) rejecting it.

5 You must vote all of your Claims within a single Class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted. A Ballot that fails to indicate acceptance or rejection of the Plan will be counted as an acceptance.

6 Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number prior to receiving any distribution. If the Claim(s) voted with this Ballot are held by a partnership, the Ballot should be executed in the name of the partnership by a general partner. If the Claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.

7 This Ballot has been prepared to reflect the Class in which you are eligible to vote. If you have Claims in more than one Class you may receive more than one Ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A CLAIM IN A SEPARATE CLASS AND SHOULD COMPLETE AND RETURN ALL OF THEM.**

8 The Ballot does not constitute, and shall not be deemed, a proof of claim or an assertion of a Claim.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION.
IF YOU RECEIVED A DAMAGED BALLOT OR LOSE YOUR BALLOT, OR IF YOU
HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN,
THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT AT (818) 771-7469.**

EXHIBIT E

By signing below, you are certifying that you were the beneficial owner on July 24, 2001, of the Old Notes in the face amount set forth below or you are an authorized signatory for someone who was a beneficial owner of such face amount of such Old Notes on July 24, 2001.

Beneficial owners may not split their vote on the Plan with respect to their Old Notes. If you are submitting a vote with respect to any Old Notes that you beneficially own, you must vote all of your Old Notes in the same way (*i.e.*, all "accept" or all "reject").

An authorized signatory of an eligible beneficial owner may execute this Ballot, but must provide the name and address of the beneficial owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Ballot for each owner.

You may receive multiple mailings containing Ballots, especially if you own your Old Notes through more than one bank, broker, or other intermediary. You should vote each Ballot that you receive for all of the Old Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Face Amount of Old Note Claims.

I hereby certify that I am the beneficial owner (or authorized signatory for a beneficial owner) of \$ _____ face amount of Old Notes.

Item 2. Vote on Plan. (Please check one.)

- The undersigned: ACCEPTS (votes FOR) the Plan.
 REJECTS (votes AGAINST) the Plan.

Item 3. Certification as to Old Notes Held in Additional Accounts.

By returning this Ballot, the beneficial owner certifies that either (1) it has not submitted any other Ballots for Old Notes held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Old Notes for which it has submitted additional Ballots (please use additional sheets of paper if necessary):

**COMPLETE THIS SECTION ONLY IF YOU HAVE VOTED
BALLOTS OTHER THAN THIS BALLOT**

<u>Name of Holder²</u>	<u>Account Number (if Applicable)</u>	<u>Principal Amount</u>
1. _____	_____	\$ _____
2. _____	_____	\$ _____
3. _____	_____	\$ _____

² Insert the name of broker or bank (or its agent).

Item 4. Certification.

By signing this Ballot, the undersigned hereby certifies that it is the beneficial owner, but *not* the registered or record holder, of the Old Notes to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other nominee of the undersigned with respect to, the Old Notes to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver such Master Ballot to the Voting Agent.

The undersigned also acknowledges that its vote to accept or reject the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____

Signature: _____

By: _____

Print or Type Name: _____

Title: _____

Address: _____

Date Completed: _____

THE VOTING DEADLINE IS 4:00 P.M., PREVAILING PACIFIC TIME, ON AUGUST 25, 2001

**PLEASE MAKE SURE YOU HAVE PROVIDED
ALL INFORMATION REQUESTED BY THIS BALLOT.**

YOU SHOULD *NOT* SUBMIT OLD NOTES WITH THIS BALLOT.

INSTRUCTIONS FOR COMPLETING THE BALLOT

Washington Group International, Inc. and its Debtor Subsidiaries (the "Debtors") are soliciting your vote on their Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al, (the "Plan"), referred to in their Disclosure Statement With Respect to Second Amended Joint Plan of Reorganization of Washington Group International Inc., et al, (the "Disclosure Statement"). Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity or amount of your claim.

This Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their securities, and the Debtors will *not* accept delivery of any such certificates surrendered together with this Ballot. Surrender of securities for exchange may be made only by you, your broker, or your nominee, and will be accepted only pursuant to a letter of transmittal, which will be furnished to you by the Debtors following confirmation of the Plan by the United States Bankruptcy Court.

To have your vote count, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned Ballots will not be counted. Facsimile Ballots will not be counted.** Ballots must be received by the addressee on the enclosed return envelope by 4:00 p.m. prevailing Pacific Time, on August 25, 2001. **Do not deliver completed Ballots to the Voting Agent. Ballots delivered to the Voting Agent will not be counted.**

To complete the Ballot properly, take the following steps:

- (a) Make sure that the information required by Item 1 has been inserted. If you do not know the amount of your claim, please contact the Voting Agent, Innisfree M&A Incorporated, at (877) 750-2689, your broker or your nominee.
- (b) Cast your vote either to accept or to reject the Plan by checking the proper box in Item 2 for the Old Notes held by you.
- (c) Provide the information required by Item 3, if applicable to you.
- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot.
- (f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Innisfree M&A Incorporated, at (877) 750-2689, or your broker or nominee immediately.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.
- (h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU ARE BOTH THE REGISTERED OR RECORD HOLDER AND BENEFICIAL OWNER OF ANY OLD NOTES AND YOU WISH TO VOTE SUCH OLD NOTES, YOU MUST COMPLETE A MASTER BALLOT FOR THOSE OLD NOTES FOR WHICH YOU ARE A REGISTERED OR RECORD HOLDER AND A BENEFICIAL OWNER BALLOT FOR THOSE OLD NOTES FOR WHICH YOU ARE SOLELY A BENEFICIAL OWNER.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT, INNISFREE M&A INCORPORATED, AT (877) 750-2689.

EXHIBIT F

MUST BE RECEIVED BY 4:00 P.M. (PREVAILING PACIFIC TIME) AUGUST 27, 2001

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

Case No. BK-N-01-31627
Chapter 11

WASHINGTON GROUP
INTERNATIONAL, INC., et al.,

**MASTER BALLOT FOR RECORD HOLDERS OF
CERTAIN CLASS 7 CLAIMS**

Debtors.

_____ /

I. BENEFICIAL OWNER INFORMATION

The undersigned certifies that it is the nominee and/or record holder for the beneficial owners (the "Beneficial Owners") of Old Notes listed below (or, if additional space is necessary, on any separate schedule attached hereto). The Beneficial Owners are identified by their respective account numbers, and have delivered ballots to the undersigned to accept or to reject the Plan.

Your Customer Account Number

Face amount of Prepetition Notes voted:

for Each Beneficial Owner

To Accept the Plan To Reject the Plan

1. _____

2. _____

3. _____

4. _____

5. _____

Total (including information on any attached schedule)

The total of each column must correspond to the information provided in Item II below.

II. TABULATION OF BENEFICIAL OWNER VOTING

The undersigned certifies that _____ Beneficial Owners of Old Notes in the aggregate face amount of \$ _____ have delivered ballots to the undersigned voting to ACCEPT the Plan.

The undersigned certifies that _____ Beneficial Owners of Old Notes in the aggregate face amount of \$ _____ have delivered ballots to the undersigned voting to REJECT the Plan.

III. By signing this Master Ballot, the undersigned certifies that (i) each Beneficial Owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Disclosure Statement, (ii) it is the registered holder of the Old Notes to which this Ballot pertains and/or has full power and authority to vote to accept or to reject the Plan, and (iii) the Ballot received from each Beneficial Owner or a facsimile thereof is and will remain on file with the undersigned subject to inspection for not less than one year from the date hereof.

(Print or Type Name)

(Signature)

(If By Authorized Agent, Name and Title)

(Date Completed)

PLEASE READ AND FOLLOW THE INSTRUCTIONS ON THE REVERSE SIDE OF THE BALLOT CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT BY MAIL OR OVERNIGHT COURIER SO THAT IT IS RECEIVED BY THE VOTING AGENT AT THE ADDRESS SET FORTH ON THE REVERSE SIDE BY 4:00 P.M. (PREVAILING PACIFIC TIME) ON AUGUST 27, 2001.

PLEASE TAKE NOTICE that on July 24, 2001, the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") approved the Disclosure Statement With Respect to Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Disclosure Statement") for use by Washington Group International Inc. and its affiliates (the "Affiliate Debtors") that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") in soliciting acceptances or rejections of the Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Capitalized terms in these instructions which are not defined have the meanings set forth in the Plan. The amount of your Claim as set forth on this Ballot does not necessarily constitute an allowed claim under the Plan. The amount of your Claim may be subject to further reconciliation and an objection may be interposed. This Master Ballot (the "Master Ballot") is being sent to banks and brokerage entities or their agents of beneficial owners (the "Beneficial Owners") of those certain 11% Senior Notes Due 2010 (the "Old Notes") issued by Washington Group International, Inc. and guaranteed by certain subsidiaries of Washington Group International, Inc. Enclosed herewith for transmittal to Beneficial Owners is a beneficial owner ballot (the "Beneficial Owner Ballot") for Beneficial Owners to use in voting to accept or reject the Plan. The Plan referred to in this Master Ballot and the Beneficial Owner Ballot can be confirmed by the Bankruptcy Court and thereby made binding on Beneficial Owners of the Old Notes if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). To have the votes of Beneficial Owners count, you must complete and return this Master Ballot.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

1. The Master Ballot is to be used by brokerage firms, banks or any other institution acting as nominee for beneficial holders of Old Notes. The Master Ballot must summarize votes cast by Beneficial Owners to accept or to reject the Plan.

2. Master Ballots must be received by Robert L. Berger and Associates, Inc. c/o , Innisfree M&A Incorporated, the voting agent (the "Voting Agent"), by mail, by hand or overnight courier by 4:00 p.m. (Prevailing Pacific Time) on August 27, 2001 (the "Voting Deadline"). Do not deliver completed Master Ballots to the Voting Agent by telecopier. Faxed Master Ballots will not be counted. Master Ballots not received by the Voting Deadline will not be counted. Master Ballots should be returned to the following address:

Washington Group International, Inc.
Robert L. Berger and Associates LLC
c/o Innisfree M&A Incorporated
501 Madison Avenue
20th Floor
New York, NY 10022

3. The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or to reject the Plan. Holders should not surrender their Old Notes at this time. The Voting Agent will not accept delivery of any Old Notes transmitted with a Master Ballot.

4. With respect to any individual ballots returned to you by a Beneficial Owner, you must complete a Master Ballot, return it to the Voting Agent, and retain such individual ballots for not less than one year from the date hereof.

5. If you are both the registered owner and beneficial owner of any Old Notes, you may return either an individual Ballot or a Master Ballot.

6. Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that the votes thereon are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest Master Ballots received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.

7. Please note that Item I of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual Beneficial Owner on whose behalf you are executing a Master Ballot. To identify Beneficial Owners without disclosing their names, please use the customer account number assigned by you to each such Beneficial Owner. In the event that a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item I. All Old Notes of all accounts voted with respect to a single customer should be listed as a single entry so that each line will represent a different Beneficial Owner.

8. Please note that each Beneficial Owner must vote all Old Notes either to accept or to reject the Plan. For purposes of computing the Master Ballot vote, each voting Beneficial Owner should be deemed to have voted the full amount of its holdings of Old Notes according to your records. A Beneficial Owner may not split its vote within a class. A Ballot (or multiple individual ballots) received from a Beneficial Owner that neither indicates an acceptance or rejection of the Plan will be treated as an acceptance of the Plan. A Ballot (or multiple individual ballots) received from a Beneficial Owner that indicates both an acceptance and rejection of the Plan will be treated as an acceptance of the Plan.

9. You must retain individual Ballots received from Beneficial Owners for not less than one year from date hereof.

10. No fees or commissions or other remuneration will be payable to any broker, dealer or other person in connection with the solicitation by the Debtors pursuant to the Plan. The Debtors will, however, upon written request, reimburse you for actual, documented, out-of-pocket mailing and handling expenses incurred by you in forwarding individual Ballots and accompanying solicitation packages to Beneficial Owners.

THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION. IF YOU RECEIVED A DAMAGED BALLOT OR LOSE YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT AT (877) 750-5833. INQUIRIES OF BENEFICIAL OWNERS SHOULD ALSO BE DIRECTED TO THE VOTING AGENT. NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL DEEM YOU OR ANY OTHER PERSON TO BE THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THE DEBTORS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

EXHIBIT G

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

WASHINGTON GROUP
INTERNATIONAL, INC., et al.,

Debtors.

Case No. BK-N-01-31627
Chapter 11

**NOTICE OF NONVOTING STATUS WITH RESPECT
TO CONTINGENT, UNLIQUIDATED OR DISPUTED
CLAIMS**

PLEASE TAKE NOTICE that on July 24, 2001, the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") approved the Disclosure Statement With Respect to Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Disclosure Statement") for use by Washington Group International Inc. and its affiliates (the "Affiliate Debtors") that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") in soliciting acceptances or rejections of the Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. A copy of the Plan is attached as Appendix A to the Disclosure Statement which is enclosed herewith.

UNDER THE BANKRUPTCY CODE, ONLY HOLDERS OF ALLOWED CLAIMS OR INTERESTS MAY VOTE TO ACCEPT OR REJECT A PLAN OF REORGANIZATION. YOUR CLAIM, IF ANY, HAS BEEN IDENTIFIED AS UNLIQUIDATED, CONTINGENT OR DISPUTED. ACCORDINGLY, THE ENCLOSED DOCUMENTS ARE PROVIDED FOR INFORMATIONAL PURPOSES ONLY. IF YOU WISH TO DISPUTE THIS CLASSIFICATION AND SEEK TEMPORARY ALLOWANCE OF YOUR CLAIM FOR VOTING PURPOSES, YOU MUST: (i) SEEK TEMPORARY ALLOWANCE OF YOUR CLAIM FOR VOTING PURPOSES ON OR BEFORE AUGUST 15, 2001, BY FILING AN APPROPRIATE MOTION (A "RULE 3018 MOTION") WITH THE BANKRUPTCY COURT; (ii) REQUEST A BALLOT FROM THE DEBTORS' VOTING AGENT IDENTIFIED BELOW, AND (iii) ON OR BEFORE AUGUST 27, 2001 AT 4:00 P.M. (PREVAILING PACIFIC TIME) COMPLETE AND RETURN THE BALLOT ACCORDING TO THE INSTRUCTIONS CONTAINED ON THE BALLOT. THE PROCEDURES FOR FILING A RULE 3018 MOTION, INCLUDING THE DEADLINE OF AUGUST 15, 2001, ESTABLISHED BY THE BANKRUPTCY COURT FOR FILING SUCH MOTIONS, ARE SET FORTH IN THE SOLICITATION PROCEDURES ORDER ENCLOSED HEREWITH. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), YOU SHOULD CONTACT THE DEBTORS' VOTING AGENT, ROBERT L. BERGER AND ASSOCIATES, INC., PMB 1007, 10351 SANTA MONICA BLVD. SUITE 101A, LOS ANGELES CALIFORNIA 90025, ATTN: WASHINGTON GROUP INTERNATIONAL, INC., ET AL., OR BY TELEPHONE AT (818) 771-7469.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan (the "Confirmation Hearing"), will be held at 9:30 a.m. (Prevailing Pacific Time) on September 6, 2001 before the Honorable Gregg W. Zive, in the United States Bankruptcy Court, 300 Booth Street, Reno, Nevada, 89509. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest. Any party in interest objecting to the Plan shall file objections (a "Confirmation Objection") to the confirmation of the Plan no later than August 24, 2001. Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) state the grounds for the objection and the legal and factual bases therefor; (d) reference with specificity the text of the Plan to which objection is made; and (e) be filed with the Court, together with proof of service, and served so as to be RECEIVED no later than the Confirmation Objection Deadline by the following parties: (a) the Debtor's counsel, David S. Kurtz,

Skadden, Arps, Slate, Meagher & Flom (Illinois) 333 West Wacker Drive, Chicago Illinois 60606 ; Gregg M. Galardi, Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, Wilmington, Delaware 19899; and Jennifer A. Smith, Lionel Sawyer & Collins, 1100 Bank of America Plaza, 50 W. Liberty St., Reno, Nevada 89501(b) counsel to the Official Committee of Unsecured Creditors, Patrick A. Murphy, Murphy Sheneman Julian & Rogers, 101 California Street, Suite 3900, San Francisco, California 94111 and Brett A. Axelrod, McDonald Carano Wilson McCune Bergin Frankovich & Hicks LLP, 241 Ridge Street, Reno, NV 89505; (c) counsel to the Debtors post-petition secured lenders, Marcia L. Goldstein, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 and Stephen R. Harris, Belding Harris & Petroni, Ltd., 417 West Plumb Lane, Reno, Nevada 89509; and (d) the Office of the United States Trustee, Nicholas Strozza, 300 Booth Street, Suite 2129, Reno, Nevada, 89509, on or before August 24, 2001 at 4:00 p.m. (Prevailing Pacific Time). **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

PLEASE TAKE FURTHER NOTICE that copies of the Plan, the Disclosure Statement and pleadings and orders in the Debtors' cases are publicly available, for review at the office of the Clerk, United States Bankruptcy Court for the District of Nevada, 300 Booth Street, Reno, Nevada, 89509, at the offices of the Debtor's counsel, the Court's website, www.nvb.uscourts.gov or on the Debtors' website, www.wgint.com. Copies of the Plan, the Disclosure Statement and pleadings and orders in the Debtors' cases may also be obtained, at the Debtor's expense, by contacting Sierra Legal Duplicating, 124 West Taylor Street, P.O. Box 2452, Reno, Nevada 89505-2452, (775) 786-8224.

EXHIBIT H

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

Case No. BK-N-01-31627
Chapter 11

WASHINGTON GROUP
INTERNATIONAL, INC., et al.,

Debtors.

**NOTICE OF CONFIRMATION
HEARING AND OBJECTION DEADLINE**

Hearing Date: September 6, 2001
Hearing Time: 9:30 a.m.
Obj. Deadline: August 24, 2001
Set by: Judge Zive

NOTICE IS HEREBY GIVEN THAT:

1. On May 17, 2001, this Court entered an Order Establishing a Confirmation Hearing Date and Certain Other Critical Dates (the "Scheduling Order"). In the Scheduling Order the Court set a hearing on confirmation of the Debtors' Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Plan") for September 6, 2001 (the "Confirmation Hearing"), with a deadline for objections to confirmation of August 24, 2001 (the "Confirmation Objection Deadline"). On July 24, 2001, the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") approved the Disclosure Statement With Respect to Second Amended Joint Plan of Reorganization of Washington Group International, Inc., et al (the "Disclosure Statement") for use by Washington Group International Inc. and its affiliates (the "Affiliate Debtors") that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") in soliciting acceptances or rejections of the Plan. Copies of the Plan and Disclosure Statement are available for review at the office of the Clerk, United States Bankruptcy Court for the District of Nevada, 300 Booth Street, Reno, Nevada, 89509, at the offices of the Debtor's undersigned counsel, or on the Debtors' website, www.wgint.com. Copies of the Disclosure Statement (including the Plan) may also be obtained, at the Debtor's expense, by contacting Sierra Legal Duplicating, 124 West Taylor Street, P.O. Box 2452, Reno, Nevada 89505-2452, (775) 786-8224.

2. *Many of WGI's subsidiaries (including foreign entities, joint ventures and Westinghouse Government Services LLC and its subsidiaries) have not commenced cases under chapter 11 of the Bankruptcy Code, and accordingly continue to operate their businesses in the ordinary course without being materially impacted by the Debtors' chapter 11 cases.*

3. The Confirmation Hearing will be held on September 6, 2001 at 9:30 a.m. (Prevailing Pacific Time), in the United States Bankruptcy Court, 300 Booth Street, Reno, Nevada, 89509, to consider confirmation of the Plan. Any party in interest objecting to the Plan shall file objections (a "Confirmation Objection") to the confirmation of the Plan no later than August 24, 2001. Any Confirmation Objection must (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) state the grounds for the objection and the legal and factual bases therefor; (d) reference with specificity the text of the Plan to which objection is made; and (e) be filed with the Court, together with proof of service, and served so as to be RECEIVED no later than the Confirmation Objection Deadline by the following parties: (a) the Debtor's undersigned counsel; (b) counsel to the Official Committee of Unsecured Creditors, Patrick A. Murphy, Murphy Sheneman Julian & Rogers, 101 California Street, Suite 3900, San Francisco, California 94111 and Brett A. Axelrod, McDonald Carano Wilson McCune Bergin Frankovich & Hicks LLP, 241 Ridge Street, Reno, NV 89505; (c) counsel to the Debtors post-petition secured lenders, Marcia L. Goldstein, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 and Stephen R. Harris, Belding Harris & Petroni, Ltd., 417 West Plumb Lane, Reno, Nevada 89509; and (d) the Office of the United States Trustee, Nicholas Strozza, 300 Booth Street, Suite 2129, Reno, Nevada, 89509, on or before August 24, 2001 at 4:00 p.m (Prevailing Pacific Time). Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

4. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest.

DATED this 24th day of July, 2001.

_____/s/
Jennifer A. Smith
Etta L. Walker
LIONEL SAWYER & COLLINS

-and-

_____/s/
David S. Kurtz
Timothy R. Pohl
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM (ILLINOIS)

- and -

Gregg M. Galardi
Eric M. Davis
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

Attorneys for the Debtors and
Debtors-in-Possession