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amended, the undersigned corporations do hereby create and adopt this Plan of Merger (the "Plan") for the purpose of merging the subsidiary corporation, Daniel International Corporation (a South Carolina corporation hereinafter referred to as the "Merging Company"), with and into the parent corporation, Fluor Southeast, Inc. (a California corporation hereinafter referred to as the "Surviving Company"), the Surviving Company being the owner of in excess of 95% of the outstanding shares of each class of the Merging Company:

(1) The time at which the merger under this Plan is to become effective is 12:01 A.M., February 1, 1976, and such date is hereinafter referred to as the "Effective Date".

(2) The purpose of the merger under this Plan is to conform to and to realize the consequences of the liquidation provisions of sections 332 and 334(b)(2) of the Internal Revenue Code of 1954, as amended.

(3) Upon surrender of a properly endorsed share certificate of the Merging Company, or such certificate accompanied by a properly executed stock power, in either case with signature thereon guaranteed by a securities broker, commercial bank or trust company, the Surviving Company shall pay to the registered owner thereof a sum equal to \$31.00 for each share of common stock thereby represented, except that no payment shall be made for shares owned by the Surviving Company. Payment for such shares will be made as soon as practicable after receipt of a properly endorsed stock certificate or certificate accompanied by a properly executed stock power. On the Effective Date, the capital stock of the Merging Company shall be completely cancelled and the capital stock of the Surviving Company shall be unaffected by the merger, and all rights as a shareholder of the Merging Company shall cease,