TUTOR PERINI Corp
Form 10-Q
August 09, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 1-6314

Tutor Perini Corporation

(Exact name of registrant as specified in its charter)

MASSACHUSETTS	**04-1717070**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

15901 OLDEN STREET, SYLMAR, CALIFORNIA 91342-1093

(Address of principal executive offices)

(Zip code)

(818) 362-8391

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x
Non-Accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of shares of common stock, $1.00 par value per share, of the registrant outstanding at August 6, 2013 was 47,896,879.

Table of Contents

TUTOR PERINI CORPORATION AND SUBSIDIARIES

FORM 10-Q

JUNE 30, 2013

TABLE OF CONTENTS

			Page Number
Part I.	**Financial Information:**		
	Item 1.	Financial Statements (unaudited)	
		Consolidated Condensed Balance Sheets	3 4
		Consolidated Condensed Statements of Operations	5
		Consolidated Condensed Statements of Comprehensive Income (Loss)	6
		Consolidated Condensed Statement of Stockholders Equity	7
		Consolidated Condensed Statements of Cash Flows	8
		Notes to Consolidated Condensed Financial Statements	9 36
	Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	37 48
	Item 3.	Quantitative and Qualitative Disclosures About Market Risk	48
	Item 4.	Controls and Procedures	48
Part II.	**Other Information:**		
	Item 1.	Legal Proceedings	48
	Item 1A.	Risk Factors	48
	Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	48
	Item 3.	Defaults Upon Senior Securities	49
	Item 4.	Mine Safety Disclosures	49
	Item 5.	Other Information	49

Item 6.	Exhibits	49 50
Signatures		51

Table of Contents

Part I. Financial Information

Item 1. Financial Statements

TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS

(in thousands, except share data)

	June 30, 2013 (unaudited)	December 31, 2012
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 142,678	$ 168,056
Restricted cash	47,019	38,717
Accounts receivable, including retainage	1,389,511	1,224,613
Costs and estimated earnings in excess of billings	504,911	465,002
Deferred income taxes	9,452	10,071
Other current assets	53,814	75,388
Total current assets	2,147,385	1,981,847
LONG-TERM INVESTMENTS	46,283	46,283
PROPERTY AND EQUIPMENT (net of accumulated depreciation of $162,228 in 2013 and $146,553 in 2012)	491,457	485,095
OTHER ASSETS:		
Goodwill	570,646	570,646
Intangible assets, net	120,281	126,821
Other	81,432	85,718
Total assets	$ 3,457,484	$ 3,296,410

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS (continued)

(in thousands, except share data)

	June 30, 2013 (unaudited)	December 31, 2012
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	$ 108,134	$ 67,710
Accounts payable, including retainage	760,512	696,473
Billings in excess of costs and estimated earnings	306,391	301,761
Accrued expenses and other current liabilities	180,545	168,326
Total current liabilities	1,355,582	1,234,270
LONG-TERM DEBT, less current maturities	675,642	669,380
DEFERRED INCOME TAXES	109,900	109,900
OTHER LONG-TERM LIABILITIES	135,505	138,996
Total liabilities	2,276,629	2,152,546
CONTINGENCIES AND COMMITMENTS		
STOCKHOLDERS EQUITY:		
Preferred stock, $1 par value:		
Authorized 1,000,000 shares		
Issued and outstanding none		
Common stock - $1 par value: 75,000,000 shares authorized;		
Shares issued and outstanding: 47,896,879 shares and 47,556,056 shares	47,897	47,556
Additional paid-in capital	1,008,995	1,002,603
Retained earnings	167,557	137,279
Accumulated other comprehensive loss	(43,594)	(43,574)
Total stockholders equity	1,180,855	1,143,864
Total liabilities and stockholders equity	$ 3,457,484	$ 3,296,410

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

(UNAUDITED)

(in thousands, except per share data)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2013	2012	2013	2012
Revenues	$ 1,053,065	$ 985,346	$ 2,045,993	$ 1,897,880
Cost of operations	947,110	898,285	1,839,681	1,724,660
Gross profit	105,955	87,061	206,312	173,220
General and administrative expenses	66,481	64,661	130,759	133,857
Goodwill and intangible asset impairment		376,574		376,574
INCOME (LOSS) FROM CONSTRUCTION OPERATIONS	**39,474**	**(354,174)**	**75,553**	**(337,211)**
Other (expense) income, net	(3,234)	1,082	(4,061)	(1,226)
Interest expense	(11,083)	(10,603)	(22,419)	(21,685)
Income (loss) before income taxes	25,157	(363,695)	49,073	(360,122)
(Provision) benefit for income taxes	(9,679)	15,272	(18,795)	10,496
NET INCOME (LOSS)	**$ 15,478**	**$ (348,423)**	**$ 30,278**	**$ (349,626)**
BASIC EARNINGS (LOSS) PER COMMON SHARE	$ 0.32	$ (7.35)	$ 0.64	$ (7.38)
DILUTED EARNINGS (LOSS) PER COMMON SHARE	$ 0.32	$ (7.35)	$ 0.62	$ (7.38)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
BASIC	47,684	47,434	47,622	47,382
Effect of dilutive stock options and restricted stock units	914		934	
DILUTED	48,598	47,434	48,556	47,382

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(UNAUDITED)

(in thousands)

	THREE MONTHS ENDED JUNE 30, 2013	THREE MONTHS ENDED JUNE 30, 2012	SIX MONTHS ENDED JUNE 30, 2013	SIX MONTHS ENDED JUNE 30, 2012
NET INCOME (LOSS)	$ 15,478	$ (348,423)	$ 30,278	$ (349,626)
OTHER COMPREHENSIVE INCOME:				
Foreign currency translation	172	(427)	(163)	94
Change in fair value of investments	(467)	9	(289)	365
Change in fair value of interest rate swap	477	(119)	757	(384)
Realized loss on sale of investments recorded in net income (loss)				3,224
Other comprehensive income before taxes	182	(537)	305	3,299
INCOME TAX EXPENSE (BENEFIT):				
Foreign currency translation	215	(161)	66	37
Change in fair value of investments	(115)	4	(38)	158
Change in fair value of interest rate swap	185	215	297	635
Realized loss on sale of investments recorded in net income (loss)				1,219
Income tax expense	285	58	325	2,049
NET OTHER COMPREHENSIVE INCOME (LOSS)	(103)	(595)	(20)	1,250
TOTAL COMPREHENSIVE INCOME (LOSS)	$ 15,375	$ (349,018)	$ 30,258	$ (348,376)

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS EQUITY (UNAUDITED)

(in thousands)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total
Balance - December 31, 2012	$ 47,556	$ 1,002,603	$ 137,279	$ (43,574)	$ 1,143,864
Net income			30,278		30,278
Other comprehensive loss				(20)	(20)
Total comprehensive income					30,258
Tax effect of stock-based compensation		358			358
Stock-based compensation expense		4,624			4,624
Issuance of common stock, net	341	1,410			1,751
Balance - June 30, 2013	$ 47,897	$ 1,008,995	$ 167,557	$ (43,594)	$ 1,180,855

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands)

	SIX MONTHS ENDED JUNE 30, 2013	SIX MONTHS ENDED JUNE 30, 2012
Cash Flows from Operating Activities:		
Net income (loss)	$ 30,278	$ (349,626)
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Goodwill and intangible asset impairment		376,574
Depreciation and amortization	27,566	32,106
Stock-based compensation expense	4,624	5,074
Excess income tax benefit from stock-based compensation	(358)	
Deferred income taxes	500	(42,421)
Adjustment of interest rate swap to fair value		264
Loss on sale of investments		2,699
(Gain) loss on sale of property and equipment	(180)	530
Other long-term liabilities	8,449	(4,006)
Other non-cash items	(111)	253
Changes in other components of working capital	(109,338)	(53,314)
NET CASH USED IN OPERATING ACTIVITIES	(38,570)	(31,867)
Cash Flows from Investing Activities:		
Acquisition of property and equipment	(28,127)	(21,788)
Proceeds from sale of property and equipment	2,359	9,614
Investments in available-for-sale securities		(535)
Proceeds from sale of available-for-sale securities		16,553
Change in restricted cash	(8,302)	(3,247)
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(34,070)	597
Cash Flows from Financing Activities:		
Proceeds from debt	421,550	306,582
Repayment of debt	(374,987)	(290,917)
Business acquisition related payments		(2,932)
Excess income tax benefit from stock-based compensation	358	
Issuance of common stock and effect of cashless exercise	341	(307)
Debt issuance costs		(10)
NET CASH PROVIDED BY FINANCING ACTIVITIES	47,262	12,416
Net Decrease in Cash and Cash Equivalents	(25,378)	(18,854)
Cash and Cash Equivalents at Beginning of Year	168,056	204,240
Cash and Cash Equivalents at End of Period	$ 142,678	$ 185,386
Supplemental Disclosure of Cash Paid For:		
Interest	$ 21,678	$ 19,220
Income taxes	$ 12,692	$ 15,793
Supplemental Disclosure of Non-cash Transactions:		
Property and equipment acquired through financing arrangements	$ 205	$ 2,050

Grant date fair value of common stock issued for services	$	3,657	$	5,075

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

TUTOR PERINI CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(1) Basis of Presentation

The unaudited consolidated condensed financial statements presented herein include the accounts of Tutor Perini Corporation and its wholly owned subsidiaries (Tutor Perini or the Company). The Company s interests in construction joint ventures are accounted for using the proportionate consolidation method whereby the Company s proportionate share of each joint venture s assets, liabilities, revenues and cost of operations are included in the appropriate classifications in the consolidated financial statements. All intercompany transactions and balances have been eliminated in consolidation.

The unaudited consolidated condensed financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and note disclosures required by accounting principles generally accepted in the United States (GAAP) as codified in the Financial Accounting Standards Board s (FASB) *Accounting Standards Codification*. These statements should be read in conjunction with the financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

In the opinion of management, the accompanying unaudited consolidated condensed financial statements include all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the Company s financial position as of June 30, 2013 and December 31, 2012, results of operations and comprehensive income for the three and six months ended June 30, 2013 and 2012, and cash flows for the three and six months ended June 30, 2013 and 2012. The results of operations for the three and six months ended June 30, 2013 are not indicative of the results that may be expected for the year ending December 31, 2013 because, among other reasons, such results can vary depending on the timing of progress achieved and changes in estimated profitability of projects being reported.

The Company considers events or transactions that occur after the balance sheet date but before the financial statements are issued to provide additional evidence relative to certain estimates or to identify matters that require additional disclosures.

(2) Significant Accounting Policies

The significant accounting policies followed by the Company and its subsidiaries in preparing its consolidated financial statements are set forth in Note 1 to such financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

Recently Issued Accounting Pronouncements

In July 2012, the FASB issued Accounting Standard Update (ASU) 2012-02, *Testing Indefinite-Lived Intangible Assets for Impairment,* a staff position that gives an entity the option to make a qualitative evaluation about the likelihood of indefinite-lived intangible asset impairment. An entity that adopts this option will be required to perform the quantitative test only if it concludes that the fair value of the indefinite-lived intangible asset is more likely than not less than its carrying value. The effective date is for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The adoption of this update did not have a material effect on the Company s financial statements.

In January 2013, the FASB issued ASU 2013-01, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements established by ASU 2011-11*, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.* ASU 2013-01 is effective for the fiscal years beginning on or after January 1, 2013, and interim periods within. Retrospective application is required for any period presented that begins before the entity s initial application of the new requirements. The adoption of this guidance did not have a material impact on the Company s financial statements.

In February 2013, the FASB issued ASU 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income,* an amendment to FASB ASC Topic 220, *Comprehensive Income* . The update requires disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU is effective prospectively for the Company fiscal years, and interim periods within those years beginning after December 15, 2012. The adoption of this guidance did not have any impact on the Company s financial statements.

Table of Contents

In February 2013, the FASB issued ASU 2013-04, which provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date. This ASU is an update to FASB ASC Topic 405, *Liabilities*. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The Company is currently evaluating the impact of this guidance on its financial statements.

In July 2013, the FASB issued ASU No. 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the Emerging Issues Task Force).* This ASU addresses when unrecognized tax benefits should be presented as reductions to deferred tax assets for net operating loss carryforwards in the financial statements. This ASU is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. Early adoption and retrospective application is permitted. The Company is evaluating the potential impact of this adoption on its consolidated financial statements.

Use of and Changes in Estimates

The Company s construction business involves making significant estimates and assumptions in the normal course of business relating to its contracts and its joint venture contracts. Management focuses on evaluating the performance of contracts individually. These estimates and assumptions can vary in the normal course of business as projects progress, when estimated productivity assumptions change based on experience to date and uncertainties are resolved. Change orders and claims, as well as changes in related estimates of costs to complete, are considered revisions in estimates. The Company uses the cumulative catch-up method applicable to construction contract accounting to account for revisions in estimates. The impact on operating margin in a reporting period and future periods from a change in estimate will depend on the stage of contract completion. There were no significant changes in contract estimates at completion that impacted gross profit for both the three and six months ended June 30, 2013 and 2012.

(3) Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents include short-term, highly liquid investments with original maturities of three months or less when acquired.

Cash and cash equivalents, as reported in the accompanying Consolidated Condensed Balance Sheets, consist of amounts held by the Company that are available for general corporate purposes and the Company s proportionate share of amounts held by construction joint ventures that are available only for joint venture-related uses, including future distributions to joint venture partners. Restricted cash is primarily held to secure insurance-related contingent obligations, such as insurance claim deductibles, in lieu of letters of credit.

Cash and cash equivalents and restricted cash consisted of the following:

	June 30, 2013	December 31, 2012

	(in thousands)			
Corporate cash and cash equivalents (available for general corporate purposes)	$	33,733	$	70,780
Company s share of joint venture cash and cash equivalents (available only for joint venture purposes, including future distributions)		108,945		97,276
Total Cash and Cash Equivalents	$	142,678	$	168,056
Restricted Cash	$	47,019	$	38,717

Table of Contents

(4) Costs and estimated earnings in excess of billings

Costs and estimated earnings in excess of billings related to the Company s contracts and joint venture contracts consisted of the following:

	June 30, 2013	December 31, 2012
	(in thousands)	
Unbilled costs and profits incurred to date*	$ 200,430	$ 157,119
Unapproved change orders	118,811	141,596
Claims	185,670	166,287
	$ 504,911	$ 465,002

* Represents the excess of contract costs and profits recognized to date on the percentage of completion accounting method over the amount of contract billings to date on certain contracts.

Of the balance of Unapproved change orders and Claims included above in costs and estimated earnings in excess of billings at June 30, 2013 and December 31, 2012, approximately $62.9 million and $62.0 million, respectively, are amounts subject to pending litigation or dispute resolution proceedings as described in Note 7 *Contingencies and Commitments*. These amounts are management s estimate of the probable cost recovery from the disputed claims considering such factors as evaluation of entitlement, settlements reached to date and experience with the customer. In the event that future facts and circumstances, including the resolution of disputed claims, cause a reduction in the aggregate amount of the estimated probable cost recovery from the disputed claims, the amount of such reduction will be recorded against earnings in the relevant future period.

The prerequisite for billing Unbilled costs and profits incurred to date is provided in the defined billing terms of each of the applicable contracts. The prerequisite for billing Unapproved change orders or Claims is the final resolution and agreement between the parties.

(5) Fair Value Measurements

The Company measures certain financial instruments, including cash and cash equivalents, such as money market funds, at fair value. The fair values were determined based on a three-tier valuation hierarchy for disclosure of significant inputs. These hierarchical tiers are defined as follows:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 inputs are other than quoted prices in active markets that are either directly or indirectly observable through market corroboration.

Level 3 inputs are unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions based on the best information available in the circumstances.

The carrying amount of cash and cash equivalents approximates fair value due to the short-term nature of these items. The carrying value of receivables, payables and other amounts arising out of normal contract activities, including retainage, which may be settled beyond one year, is estimated to approximate fair value. Of the Company s long-term debt, the fair values of the fixed rate senior unsecured notes as of June 30, 2013 and December 31, 2012 were $309.0 million and $309.8 million, respectively, compared to the carrying values of $298.4 million and $298.3 million as of June 30, 2013 and December 31, 2012, respectively. The fair value of the senior unsecured notes was estimated using Level 1 inputs based on market quotations including broker quotes or interest rates for the same or similar financial instruments at June 30, 2013 and December 31, 2012. The carrying values of the remaining balance of the Company s total debt of $485.4 million and $438.8 million at June 30, 2013 and December 31, 2012, respectively, were estimated to approximate their fair values.

Table of Contents

The following is a summary of financial statement items carried at estimated fair values measured on a recurring basis as of the dates presented:

At June 30, 2013

	Total Carrying Value	Fair Value Measurements Using: Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
		(in thousands)		
Assets:				
Cash and cash equivalents (1)	$ 142,678	$ 142,678	$	$
Restricted cash (1)	47,019	47,019		
Short-term investments (2)	2,183		2,183	
Investments in lieu of retainage (3)	21,412	8,705	12,707	
Long-term investments - auction rate securities (4)	46,283			46,283
Total	$ 259,575	$ 198,402	$ 14,890	$ 46,283
Liabilities:				
Interest rate swap contract (5)	$ 1,166	$	$ 1,166	$
Contingent consideration (6)	47,918			47,918
	49,084	$	$ 1,166	$ 47,918

At December 31, 2012

	Total Carrying Value	Fair Value Measurements Using: Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
		(in thousands)		
Assets:				
Cash and cash equivalents (1)	$ 168,056	$ 168,056	$	$
Restricted cash (1)	38,717	38,717		
Short-term investments (2)	2,679		2,679	
Investments in lieu of retainage (3)	21,934	10,553	11,381	
Long-term investments - auction rate securities (4)	46,283			46,283
Total	$ 277,669	$ 217,326	$ 14,060	$ 46,283
Liabilities:				
Interest rate swap contract (5)	$ 1,923	$	$ 1,923	$
Contingent consideration (6)	42,624			42,624
	$ 44,547	$	$ 1,923	$ 42,624

---

(1) Cash, cash equivalents and restricted cash consist primarily of money market funds with original maturity dates of three months or less, for which fair value is determined through quoted market prices.

(2) Short-term investments are classified as other current assets and are comprised of U.S. Treasury Notes and municipal bonds, the majority of which are rated Aa2 or better. The fair values of the municipal bonds are obtained from readily-available pricing sources for comparable instruments, and as such, the Company has classified these assets as Level 2.

(3) Investments in lieu of retainage are classified as account receivables, including retainage and are comprised of U.S. Treasury Notes and other municipal bonds, the majority of which are rated Aa3 or better. The fair values of the municipal bonds are obtained from readily-available pricing sources for comparable instruments, and as such, the Company has classified these assets as Level 2.

Table of Contents

(4) At both June 30, 2013 and December 31, 2012, the Company had $46.3 million invested in auction rate securities (ARS) which the Company considers as available-for-sale long-term investments. The long-term investments in ARS held by the Company at both June 30, 2013 and December 31, 2012 are in securities collateralized by student loan portfolios. At both June 30, 2013 and December 31, 2012, most of the Company s ARS were rated AA+.

(5) In August 2011, the Company entered into a swap agreement with Bank of America, N.A. to establish a long-term interest rate for its $200 million five-year term loan. The swap agreement became effective for the term loan principal balance outstanding at January 31, 2012 and will remain effective through the maturity date of the term loan. The Company values the interest rate swap liability utilizing a discounted cash flow model that takes into consideration forward interest rates observable in the market and the counterparty s credit risk. This liability is classified as a component of other long-term liabilities.

(6) The liabilities listed as of June 30, 2013 and December 31, 2012 above represent the contingent consideration for the Company s acquisitions in 2011 for which the measurement periods for purchase price analyses for the acquisitions have concluded.

The Company did not have any transfers between Levels 1 and 2 of financial assets or liabilities that are fair valued on a recurring basis during the six months ended June 30, 2013 and 2012.

The following is a summary of changes in Level 3 assets measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012:

		Auction Rate Securities (in thousands)
Balance at December 31, 2012	$	46,283
Purchases		
Settlements		
Balance at March 31, 2013	$	46,283
Purchases		
Settlements		
Balance at June 30, 2013	$	46,283

		Auction Rate Securities (in thousands)
Balance at December 31, 2011	$	62,311
Purchases		
Settlements		(16,553)
Realized loss included in other income (expense), net		(2,699)
Reversal of pretax impairment charges included in accumulated other comprehensive income (loss)		3,224
Balance at March 31, 2012	$	46,283
Purchases		
Settlements		
Balance at June 30, 2012	$	46,283

At both June 30, 2013 and December 31, 2012, the Company had $46.3 million invested in auction rate securities (ARS) classified as available-for-sale. All of the ARS are securities collateralized by student loan portfolios guaranteed by the United States government. At both June 30, 2013 and December 31, 2012, most of the Company s ARS were rated AA+.

The Company has classified its ARS investment as long-term investments due to the uncertainty in the timing of future ARS calls and the absence of an active market for government-backed student loans. The Company expects that it will take in excess of twelve months before the ARS can be refinanced or sold.

Table of Contents

During the six months ended June 30, 2012, the Company sold one ARS at auction for its full par value and two ARS in a secondary market. The settlement of the three securities resulted in a realized loss included in other income (expense), net of $2.7 million.

The Company performs a fair market value assessment of its ARS on a quarterly basis. To estimate fair value, the Company utilizes an income approach valuation model, with consideration given to market-based valuation inputs. The model considers, among other items, the following inputs: (i) the underlying structure of each security; (ii) the present value of future principal and interest payments discounted at rates considered to reflect current market conditions (discount rates range from 3% to 7% for investment grade securities); (iii) consideration of the probabilities of default or repurchase at par for each period (term periods range from 6 to 8 years); (iv) prices from recent comparable transactions; and (v) other third party pricing information.

The inputs and the Company s analysis consider: (i) contractual terms of the ARS instruments; (ii) government-backed guarantees, if any; (iii) credit ratings on the ARS; (iv) current interest rates on the ARS and other market interest rate data; (v) trade data available, including trade data from secondary markets, for the Company s ARS or similar ARS; (vi) recovery rates for any non-government guaranteed assets; (vii) historical transactions of the Company s ARS being called at par; (viii) refunding initiatives of ARS; and (ix) risk of downgrade and default. Current market conditions, including repayment status of student loans, credit market risk, market liquidity and macro-economic influences are reflected in these inputs.

On a quarterly basis, the Company also assesses the recoverability of the ARS balance by reviewing: (i) the regularity and timely payment of interest on the securities; (ii) the probabilities of default or repurchase at par; (iii) the risk of loss of principal from government-backed versus non-government-backed securities; and (iv) the prioritization of the Company s tranche of securities within the investment in case of default. The potential impact of any principal loss is included in the valuation model.

When the Company s analysis indicates an impairment of a security, several factors are considered to determine the proper classification of the charge including: (i) any requirement or intent to sell the security; (ii) failure of the issuer to pay interest or principal; (iii) volatility of fair value; (iv) changes to the ratings of the security; (v) adverse conditions specific to the security or market; (vi) expected defaults; and (vii) length of time and extent that fair value has been less than the cost basis. The accumulation of this data is used to conclude if a credit loss exists for the specific security, and then to determine the classification of the impairment charge as temporary or other-than-temporary.

Based on the fair value assessment performed as of June 30, 2013, the Company does not believe that any change to the carrying value of the ARS is appropriate as the carrying value is within the range of fair market values.

Table of Contents

The following is a summary of changes in Level 3 liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012:

		Contingent Consideration (in thousands)
Balance at December 31, 2012	$	42,624
Fair value adjustments included in other income (expense), net		1,380
Balance at March 31, 2013	$	44,004
Fair value adjustments included in other income (expense), net		3,914
Balance at June 30, 2013	$	47,918

		Contingent Consideration (in thousands)
Balance at December 31, 2011	$	51,555
Fair value adjustments included in other income (expense), net		142
Balance at March 31, 2012	$	51,697
Fair value measured at conclusion of purchase price analysis measurement period		3,344
Fair value adjustments included in other income (expense), net		(298)
Balance at June 30, 2012	$	54,743

The liabilities listed above represent the contingent consideration for the acquisitions in 2011 for which the measurement periods for purchase price analyses have concluded.

The fair values of the contingent consideration were estimated using an income approach based on the cash flows that the acquired entity is expected to generate in the future. This approach requires management to project revenues, operating expenses, working capital investment, capital spending and cash flows for the reporting unit over a multi-year period, as well as determine the weighted-average cost of capital to be used as a discount rate (weighted-average cost of capital inputs have ranged from 14-18%).

(6) Goodwill and Intangible Assets

The Company tests goodwill and intangible assets with indefinite lives for impairment by applying a fair value test in the fourth quarter of each year and between annual tests if events occur or circumstances change that suggest a material adverse change to the most recently concluded valuation. Intangible assets with finite lives are also tested for impairment whenever events or circumstances indicate that the carrying value may not be recoverable. The Company did not observe any changes in facts or circumstances during the three months ended June 30, 2013 that would suggest a material decline in the value of goodwill and intangible assets as concluded in the fourth quarter of the year ended December 31, 2012. At December 31, 2012, the fair value of the Management Services reporting unit exceeded its carrying value by 4.5%, while the fair values of the Building, Civil and Specialty Contractors reporting units exceeded their carrying values by more than 10%. The Management Services reporting unit experienced a shortfall in its performance during the first six months of 2013 compared to previous expectations primarily due to a deteriorating security environment in Afghanistan and sequestration related to constraints in government funding necessary for construction to proceed. The Company believes this is mainly a temporary delay, but will continue to monitor the results and changes in facts and circumstances as the fiscal year progresses.

The following table presents the carrying amount of goodwill allocated to the Company s reporting units as of June 30, 2013:

	Building	Civil	Specialty Contractors (in thousands)	Management Services	Total
Gross Goodwill Balance	$ 420,267	$ 429,893	$ 141,833	$ 66,638	$ 1,058,631
Accumulated Impairment	(409,765)	(55,740)		(22,480)	(487,985)
Balance at December 31, 2012	$ 10,502	$ 374,153	$ 141,833	$ 44,158	$ 570,646
Impairment charge					
Balance at June 30, 2013	$ 10,502	$ 374,153	$ 141,833	$ 44,158	$ 570,646

Table of Contents

Intangible assets consist of the following:

	June 30, 2013				Weighted Average Amortization Period
	Cost	Accumulated Amortization	Accumulated Impairment Charge	Carrying Value	
	(in thousands)				
Trade names (non-amortizable)	$ 117,600	$	$ (67,190)	$ 50,410	Indefinite
Trade names (amortizable)	74,350	(5,097)	(23,232)	46,021	20 years
Contractor license	6,000		(6,000)		Indefinite
Customer relationships	39,800	(13,672)	(16,645)	9,483	11.4 years
Construction contract backlog	73,706	(59,339)		14,367	3.6 years
Total	$ 311,456	$ (78,108)	$ (113,067)	$ 120,281	

	December 31, 2012				Weighted Average Amortization Period
	Cost	Accumulated Amortization	Accumulated Impairment Charge	Carrying Value	
	(in thousands)				
Trade names (non-amortizable)	$ 117,600	$	$ (67,190)	$ 50,410	Indefinite
Trade names (amortizable)	74,350	(3,854)	(23,232)	47,264	20 years
Contractor license	6,000		(6,000)		Indefinite
Customer relationships	39,800	(13,029)	(16,645)	10,126	11.4 years
Construction contract backlog	73,706	(54,685)		19,021	3.6 years
Total	$ 311,456	$ (71,568)	$ (113,067)	$ 126,821	

Amortization expense for the three and six months ended June 30, 2013 totaled $3.3 million and $6.5 million, respectively. Amortization expense for the three and six months ended June 30, 2012 totaled $6.3 million and $11.4 million, respectively. As of June 30, 2013, amortization expense is estimated to be $6.5 million for the remainder of 2013, $11.9 million in 2014, $5.3 million in 2015, $3.5 million in 2016, $3.5 million in 2017 and $39.1 million thereafter.

Table of Contents

(7) Contingencies and Commitments

The Company and certain of its subsidiaries are involved in litigation and are contingently liable for commitments and performance guarantees arising in the ordinary course of business. The Company and certain of its clients have made claims arising from the performance under their contracts. The Company recognizes certain significant claims for recovery of incurred cost when it is probable that the claim will result in additional contract revenue and when the amount of the claim can be reliably estimated. These assessments require judgments concerning matters such as litigation developments and outcomes, the anticipated outcome of negotiations, the number of future claims and the cost of both pending and future claims. In addition, because most contingencies are resolved over long periods of time, liabilities may change in the future due to various factors.

Several matters are in the litigation and dispute resolution process. The following discussion provides a background and current status of these matters.

Tutor-Saliba-Perini Joint Venture vs. Los Angeles MTA Matter

During 1995 Tutor-Saliba-Perini (Joint Venture) filed a complaint in the Superior Court of the State of California for the County of Los Angeles against the Los Angeles County Metropolitan Transportation Authority (LAMTA), seeking to recover costs for extra work required by LAMTA in connection with the construction of certain tunnel and station projects. In 1999, LAMTA countered with civil claims under the California False Claims Act against the Joint Venture, Tutor-Saliba and the Company jointly and severally (together, TSP).

Between 2005 and 2010, the court granted certain Joint Venture motions and LAMTA capitulated on others, which reduced the number of false claims LAMTA may seek and limited LAMTA s claims for damages and penalties. In September 2010, LAMTA dismissed its remaining claims and agreed to pay the entire amount of the Joint Venture s remaining claims plus interest. The Court subsequently entered judgment in favor of TSP and against LAMTA in the amount of $3.0 million after deducting $0.5 million, representing the tunnel handrail verdict plus accrued interest against TSP. The parties filed post-trial motions for costs and fees. The Court ruled that TSP s sureties could recover costs, LAMTA could recover costs for the tunnel handrail trial, and no party could recover attorneys fees. TSP is appealing the false claims jury verdict on the tunnel handrail claim and other issues, including the denial of TSP s and its sureties request for attorneys fees. LAMTA subsequently filed its notice of cross-appeal. In March 2012, the Court finalized the preparation of the record for the Court of Appeal; opening briefs were filed in August 2012 for the main appeal and September 2012 for the appeal of the Court s denial of attorneys fees to TSP and its sureties. The appeal of this case is expected to take at least a year.

The Company does not expect this matter to have any material effect on its consolidated financial statements.

Perini/Kiewit/Cashman Joint Venture-Central Artery/Tunnel Project Matter

Perini/Kiewit/Cashman Joint Venture (PKC), a joint venture in which the Company holds a 56% interest and is the managing partner, is currently pursuing a series of claims, instituted at different times since 2000, for additional contract time and/or compensation against the

Massachusetts Highway Department (MHD) for work performed by PKC on a portion of the Central Artery/Tunnel (CA/T) project in Boston, Massachusetts. During construction, MHD ordered PKC to perform changes to the work and issued related direct cost changes with an estimated value, excluding time delay and inefficiency costs, in excess of $100 million. In addition, PKC encountered a number of unforeseen conditions during construction that greatly increased PKC s cost of performance. MHD has asserted counterclaims for liquidated damages and backcharges.

Certain of PKC s claims have been presented to a Disputes Review Board (DRB), which consists of three construction experts chosen by the parties. To date, five DRB panels have issued several awards and interim decisions in favor of PKC s claims, amounting to total awards to PKC in excess of $128 million plus interest, of which $110 million were binding awards.

In December 2010, the Suffolk County Superior Court granted MHD s motion for summary judgment to vacate the Third DRB Panel s awards to PKC for approximately $56.5 million. The Court granted the motion on the grounds that the arbitrators do not have authority to decide whether particular claims are subject to the arbitration provision of the contract. MHD subsequently moved to vacate approximately $13.7 million of the Fourth DRB Panel s total awards to PKC on the same arbitrability basis that the Third DRB s awards were vacated. In October 2011, the Suffolk County Superior Court followed its earlier arbitrability rulings holding that the Fourth DRB exceeded its authority in deciding arbitrability with respect to certain of the Fourth DRB Panel s awards (approximately $8 million of the $13.7 million discussed above). PKC appealed the Superior Court decisions and in January 2013, the Superior Court decisions were affirmed in MHD s favor. The Appeals Court remanded the case back to the lower court to determine how and by whom the claims must be decided. PKC filed an application for further appellate review by the Massachusetts Supreme Judicial Court and a motion for reconsideration in the Appeals Court. The Appeals Court rejected PKC s petition for rehearing.

Table of Contents

The Massachusetts Supreme Judicial Court denied the application in June 2013. PKC is now litigating the issue of arbitrability in Superior Court on review of the Engineer s Decisions. The Court has scheduled a September 2013 hearing on the motion for judgment on the pleadings challenging the Engineer s Decisions.

In February 2012, PKC received a $22 million payment for an interest award associated with the Second DRB panel s awards to PKC. In January 2013, PKC received a $14.8 million payment for backcharges and interest associated with the Fourth DRB panel s awards to PKC that were confirmed.

Management has made an estimate of the anticipated recovery on this project, and such estimate is included in revenue recorded to date. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

Long Island Expressway/Cross Island Parkway Matter

The Company reconstructed the Long Island Expressway/Cross Island Parkway Interchange project for the New York State Department of Transportation (the NYSDOT). The $130 million project was substantially completed in January 2004 and was accepted by the NYSDOT as finally complete in February 2006. The Company incurred significant added costs in completing its work and suffered extended schedule costs due to numerous design errors, undisclosed utility conflicts, lack of coordination with local agencies and other interferences for which the Company believes that the NYSDOT is responsible.

In March 2011, the Company filed its claim and complaint with the New York State Court of Claims and served to the New York State Attorney General s Office, seeking damages in the amount of $53.8 million. In May 2011, the NYSDOT filed a motion to dismiss the Company s claim on the grounds that the Company had not provided required documentation for project closeout and filing of a claim. In September 2011, the Company reached agreement on final payment with the Comptroller s Office on behalf of the NYSDOT which resulted in an amount of $0.5 million payable to the Company and formally closed out the project, which allowed the Company s claim to be re-filed. The Company re-filed its claim in the amount of $53.8 million with the NYSDOT in February 2012 and with the Court of Claims in March 2012. In May 2012, the NYSDOT served its answer and counterclaims in the amount of $151 million alleging fraud in the inducement and punitive damages related to disadvantaged business enterprise (DBE) requirements for the project. The Company does not expect the counterclaim to have any material effect on its consolidated financial statements.

Management has made an estimate of the total anticipated recovery on this project, and such estimate is included in revenue recorded to date. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

Gaylord Hotel and Convention Center Matter

In 2005, Gaylord National, LLC (Gaylord), as Owner, and Perini Building Company, Inc. / Tompkins Builders, Joint Venture (PTJV), as Construction Manager, entered into a contract to construct the Gaylord National Resort and Convention Center project in Maryland. The project is complete and as part of its settlement with Gaylord reached in November 2008, PTJV agreed to pay all subcontractors and defend all claims and lien actions by them relating to the project. PTJV has closed out most subcontracts. Resolution of the issues with the remaining subcontractors may require mediation, arbitration and/or trial.

PTJV is pursuing an insurance claim for approximately $40 million related to work performed by Banker Steel Company, Inc. (Banker Steel), a subcontractor, including $11 million for business interruption costs incurred by Gaylord which have effectively been assigned to PTJV. In November 2009, PTJV filed suit against Factory Mutual Insurance Co. (FM) in the Maryland federal district court alleging FM breached the insurance contracts and for declaratory judgment with respect to the insurance coverage. In December 2010, PTJV filed suit against ACE American Insurance Company (ACE) in Maryland federal district court alleging ACE breached the general liability insurance contract and acted in bad faith, and PTJV requested a declaratory judgment with respect to the insurance coverage. FM and ACE each brought separate motions for summary judgment. In October, 2012, FM s motion was denied; ACE s motion was granted.

In June 2013, PTJV and FM reached an agreement to settle the dispute for which payment was received in August 2013. The Company has included the impact of the settlement as a change in estimate in its balance sheet and results of operations as of and for the six months ended June 30, 2013.

Management has made an estimate of the total anticipated recovery on this project, and such estimate is included in revenue recorded to date. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

Table of Contents

Fontainebleau Matter

Desert Mechanical Inc. (DMI) and Fisk Electric Company (Fisk), wholly owned subsidiaries of the Company, were subcontractors on the Fontainebleau Project in Las Vegas (Fontainebleau), a hotel/casino complex with approximately 3,800 rooms. In June 2009, Fontainebleau filed for bankruptcy protection, under Chapter 11 of the U.S. Bankruptcy Code, in the Southern District of Florida. Fontainebleau is headquartered in Miami, Florida.

DMI and Fisk filed liens in Nevada for approximately $44 million, representing unreimbursed costs to date and lost profits, including anticipated profits. Other unaffiliated subcontractors have also filed liens. In June 2009, DMI filed suit against Turnberry West Construction, Inc. (Turnberry), the general contractor, in the 8th Judicial District Court, Clark County, Nevada, and in May 2010, the court entered an order in favor of DMI for approximately $45 million. DMI is uncertain as to Turnberry s present financial condition.

In January 2010, the Bankruptcy Court approved the sale of the property to Icahn Nevada Gaming Acquisition, LLC, and this transaction closed in February 2010**.** As a result of a July 2010 ruling relating to certain priming liens, there is now approximately $125 million set aside from this sale, which is available for distribution to satisfy the creditor claims based on seniority. The total estimated sustainable lien amount is approximately $350 million. The project lender filed suit against the mechanic s lien claimants, including DMI and Fisk, alleging that certain mechanic s liens are invalid and that all mechanic s liens are subordinate to the lender s claims against the property. The Nevada Supreme Court ruled in October 2012 in an advisory opinion at the request of the Bankruptcy Court that lien priorities would be determined in favor of the mechanic lien holders under Nevada law.

In April 2013, a settlement conference took place where the parties reached an agreement in principle and are continuing to work on finalizing the terms.

Management has made an estimate of the total anticipated recovery on this project, and such estimate is included in revenue recorded to date. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

MGM CityCenter Matter

Tutor Perini Building Corp. (TPBC) (formerly Perini Building Company, Inc.), a wholly owned subsidiary of the Company, contracted with MGM MIRAGE Design Group (MGM) in March 2005 to construct the CityCenter project in Las Vegas, Nevada. The project, which encompasses nineteen separate contracts, is a 66-acre urban mixed use development consisting of hotels, condominiums, retail space and a casino.

The Company achieved substantial completion of the project in December 2009, and MGM opened the project to the public on the same date. In March 2010, the Company filed suit against MGM and certain other property owners in the Clark County District Court alleging several claims including breach of contract, among other items.

In a Current Report on Form 8-K filed by MGM in March 2010, and in subsequent communications issued, MGM has asserted that it believes it owes substantially less than the claimed amount and that it has claims for losses in connection with the construction of the Harmon Tower and is entitled to unspecified offsets for other work on the project. According to MGM, the total of the offsets and the Harmon Tower claims exceed the amount claimed by the Company.

In May 2010, MGM filed a counterclaim and third party complaint against the Company and its subsidiary TPBC. The court granted the Company and MGM s joint motion to consolidate all subcontractor initiated actions into the main CityCenter lawsuit. In July 2012, the Court granted MGM s motion to demolish the Harmon Tower, one of the CityCenter buildings, as a business decision.

Evidence had been presented at the Harmon related hearings that the Harmon Tower could be repaired for approximately $21 million, more than $15 million of which is due to design defects that are MGM s responsibility. In mid-September 2012, MGM filed a request for additional destructive testing of the Harmon Tower. In October 2012, the Court ruled it would allow additional testing but with certain conditions including but not limited to the Court s withdrawing MGM s right to demolish the Harmon Tower and severing the Harmon Tower defects issue from the rest of the case. In February 2013, MGM filed third-party complaints against the project designers. In early April 2013, MGM started additional destructive testing of the Harmon Tower.

The Court ordered a settlement conference to be held in August 2013. Trial has been rescheduled for February 2014.

Table of Contents

With respect to alleged losses at the Harmon Tower, the Company has contractual indemnities from the responsible subcontractor, as well as existing insurance coverage that it expects will be available and sufficient to cover any liability that may be associated with this matter. The Company s insurance carrier initiated legal proceedings seeking declaratory relief that their insurance policies do not provide for defense or coverage for matters pertaining to the Harmon Towers. Those proceedings are stayed pending the outcome of the underlying dispute in Nevada District Court. The Company is not aware of a basis for other claims that would amount to material offsets against what MGM owes to the Company. The Company does not expect this matter to have any material effect on its consolidated financial statements.

As of June 2013, MGM has reached agreements with subcontractors to settle at a discount $302.8 million of amounts previously billed to MGM. The Company has reduced and will continue to reduce amounts included in revenues, cost of construction operations, accounts receivable and accounts payable for the reduction in subcontractor pass-through billings, which the Company would not expect to have an impact on recorded profit. As of June 2013, the Company had approximately $193 million recorded as contract receivables for amounts due and owed to the Company and its subcontractors. In December 2011, a portion of the amounts owed to one of the Company s subsidiaries, Fisk, was paid for approximately $15 million. Included in the Company s receivables are pass-through subcontractor billings for contract work and retention, and other requests for equitable adjustment for additional work in the amount of $42.5 million. As of June 2013, the Company s mechanic s lien against the project was $191.3 million.

Subsequent to June 30, 2013, a settlement was reached for $39.8 million related to outstanding receivables for various subcontractors, which included consideration for, and brought resolution to disputes between the Company s subsidiaries Fisk and DMI and MGM. Payment was received in August 2013. The Company has included the impact of the settlement as a change in estimate in its balance sheet and results of operations as of and for the six months ended June 30, 2013.

Management has made an estimate of the total anticipated recovery on this project, and such estimate is included in revenue recorded to date. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

Honeywell Street/Queens Boulevard Bridges Matter

In 1999, the Company was awarded a contract for reconstruction of the Honeywell Street/Queens Boulevard Bridges project for the City of New York (the City). In June 2003, after substantial completion of the project, the Company initiated an action to recover $8.75 million in claims against the City on behalf of itself and its subcontractors. In March 2010, the City filed counterclaims for $74.6 million and other relief, alleging fraud in connection with the DBE requirements for the project. In May 2010, the Company served the City with its response to the City s counterclaims and affirmative defenses. The Company s motion to dismiss the City s counterclaims remains pending before the court.

The Company does not expect this matter to have any material effect on its consolidated financial statements.

Westgate Planet Hollywood Matter

Tutor-Saliba Corporation (TSC), a wholly owned subsidiary of the Company, contracted to construct a time share development project in Las Vegas which was substantially completed in December 2009. The Company s claims against the owner, Westgate Planet Hollywood Las Vegas, LLC (WPH), relate to unresolved owner change orders and other claims. The Company filed a lien on the project in the amount of $23.2 million, and filed its complaint with the District Court, Clark County, Nevada. Several subcontractors have also recorded liens, some of which have been released by bonds and some of which have been released as a result of subsequent payment. Westgate has posted a mechanic s lien release bond for $22.3 million.

WPH filed a cross-complaint alleging non-conforming and defective work for approximately $51 million, primarily related to alleged defects, misallocated costs, and liquidated damages. Some or all of the allegations will be defended by counsel appointed by TSC s insurance carrier. WPH has since revised the amount of their counterclaims to approximately $45 million.

Subcontractor claims have settled before trial. Trial on the remaining issues began in October 2012. In late February 2013, the Court ordered judgment in favor of TSC in the amount of $9.0 million plus interest and attorneys fees. The Court also ordered judgment in favor of WPH in the amount of $2.6 million plus interest for defect claims that are anticipated to be paid by the owner-controlled insurance program (OCIP) carrier.

During the six months ended June 30, 2013, Westgate provided payment to TSC for the replacement OCIP insurance policies bringing resolution to that matter. TSC is currently preparing its proposed judgment, memorandum of costs, and motions for prejudgment interest and attorney s fees which were filed in July 2013.

The Company does not expect this matter to have any material effect on its consolidated financial statements. Management has made an estimate of the total anticipated recovery on this project and such estimate is included in revenue recorded to date. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

Table of Contents

100th Street Bus Depot Matter

The Company constructed the 100th Street Bus Depot for the New York City Transit Authority (NYCTA) in New York. Prior to receiving notice of final acceptance from the NYCTA, this project experienced a failure of the brick façade on the building due to faulty subcontractor work. The Company has not yet received notice of final acceptance of this project from the NYCTA. The Company contends defective structural installation by the Company s steel subcontractor caused or was a causal factor of the brick facade failure.

The Company has tendered its claim to the NYCTA OCIP and to Chartis Claims, Inc. (Chartis), its insurance carrier. Coverage was denied in January 2011. The OCIP and general liability carriers have filed a declaratory relief action in the United States District Court, Southern District of New York against the Company seeking court determination that no coverage is afforded under their policies. In mid-February 2012, the Company filed a third-party action against certain underwriters (Lloyd s). In mid-November 2012, the Court granted Chartis and Lloyd s respective motions for summary judgment without oral argument. In May 2013, the Company filed its opening brief appealing those orders, with Chartis and Lloyd s opposition briefs due in late August 2013.

The parties have agreed to discuss settlement and are engaging in Second Circuit Court of Appeals mediation process.

Management has made an estimate of the total anticipated recovery on this project, and such estimate is included in revenue recorded to date. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

Brightwater Matter

In 2006, the Department of Natural Resources and Parks Wastewater Treatment Division of King County (King County), as Owner, and Vinci Construction Grands Projects/Parsons RCI/Frontier-Kemper, Joint Venture (VPFK), as Contractor, entered into a contract to construct the Brightwater Conveyance System and tunnel sections in Washington State. Frontier-Kemper, a wholly owned subsidiary of the Company, is a 20% minority partner in the joint venture.

In April 2010, King County filed a lawsuit alleging damages in the amount of $74 million, plus costs, for VPFK s failure to complete specified components of the project in the King County Superior Court, State of Washington. Shortly thereafter, VPFK filed a counterclaim in the amount of approximately $75 million, seeking reimbursement for additional costs incurred as a result of differing site conditions, King County s defective specifications, for damages sustained on VPFK s tunnel boring machines (TBM), and increased costs as a result of hyperbaric interventions. VPFK s claims related to differing site conditions, defective design specifications, and damages to the TBM were presented to a Dispute Resolution Board (DRB). King County amended the amount sought in its lawsuit to approximately $132 million. In August 2011, the DRB generally found that King County was liable to VPFK for VPFK s claims for encountering differing site conditions, including damages to the TBM, but not on VPFK s alternative theory of defective specifications. From June through August 2012, each party filed several motions for summary judgment on certain claims and requests in preparation for trial, which were heard and ruled upon by the Court. The Court granted and denied various requests of each party related to evidence and damages.

In December 2012, a jury verdict was received in favor of King County in the amount of $155.8 million and a verdict in favor of VPFK in the amount of $26.3 million. In late April 2013, the Court ruled on post-trial motions and ordered VPFK s sureties to pay King County s attorneys fees and costs in the amount of $14.7 million. All other motions were denied. On May 7, 2013, VPFK paid the full verdict amount and the associated fees, thus terminating any interest on the judgment. VPFK s notice of appeal was filed on May 31, 2013.

The ultimate financial impact of King County s lawsuit is not yet specifically determinable. In the fourth quarter of 2012, management developed a range of possible outcomes and has recorded a charge to income and a contingent liability of $5.0 million in accrued expenses. In developing a range of possible outcomes, management considered the jury verdict, continued litigation and potential settlement strategies. Management determined that there was no estimate within the range of possible outcomes that was more probable than the other and recorded a liability at the low end of the range. As of June 30, 2013, there were no changes in facts or circumstances that led management to believe that there were any changes to the probability of outcomes. The amount of payments in excess of the established contingent liability is recorded in Accounts Receivable on the Company s consolidated condensed balance sheet as of June 30, 2013. Estimating and recording future outcomes of litigation proceedings require significant judgment and assumptions about the future, which are inherently subject to risks and uncertainties. If a final recovery turns out to be materially less favorable than our estimates, this may have a significant impact on the Company s financial results. To the extent new facts become known or the final recovery included in the claim settlement varies from the estimate, the impact of the change will be reflected in the financial statements at that time.

Table of Contents

156 Stations Matter

In December 2003, Five Star Electric Corporation (FSE), a wholly owned subsidiary of the Company, entered into an agreement with the Prime Contractor Transit Technologies, L.L.C (Transit), a Consortium member of Siemens Transportation Transit Technologies, L.L.C (Siemens), to assist in the installation of new public address and customer information screens system for each of the 156 stations for the New York City Transit Authority (NYCTA) as the owner. Work on the project commenced in early 2004 and was substantially completed.

In June 2007, FSE submitted a Demand for Arbitration against Transit to terminate FSE s subcontract due to: the execution of a Cure Agreement between the NYCTA, Siemens and Transit, which amended FSE s rights under the Prime Contract; Transit s failure to provide information and equipment to allow work to progress according to the approved schedule, and Transit s failure to tender payment in excess of a year. In June 2012, the arbitration panel awarded FSE a total of approximately $11.9 million to be paid within 45 days, and Transit s claims were denied. FSE filed a motion to confirm arbitration award in District Court in July 2012. In late August 2012, Transit Technologies filed a cross petition to vacate the award. In November 2012, the Court granted FSE s petition to confirm the arbitration award and denied Transit Technologies cross-petition to vacate the award. In late February 2013, the Court affirmed FSE s award and entered judgment in the amount of $12.3 million including award, costs and interest. The deadline for Transit to file an appeal regarding the judgment passed on April 4, 2013, rendering the judgment final for all purposes. Settlement discussions have taken place with Siemens to avoid further litigation. FSE will pursue its bond claim to recover judgment. The eventual resolution of this matter is not expected to have a material effect on the Company s consolidated financial statements.

(8) Income Taxes

The income tax provision was $9.7 million and $18.8 million for the three and six months ended June 30, 2013, respectively, compared to income tax benefit of $15.3 million and $10.5 million for the same periods in 2012. The effective income tax rate was 38.5% and 38.3% for the three and six months ended June 30, 2013, respectively, as compared to 4.2% and 2.9% for the same periods in 2012. The increase in the effective tax rate for the three and six months ended June 30, 2013, as compared to the same periods in 2012, was primarily due to the $376.6 million impairment charge in the second quarter of 2012 and discrete events. The income tax expense for the three and six months ended June 30, 2013 of $9.7 million and $18.8 million, respectively, includes discrete items of less than $0.1 million and ($0.4) million, related mainly to a favorable state audit settlement and an adjustment to state tax attributes, compared to no discrete items for the second quarter of 2012 and $3.6 million for the first six months of 2012, related mainly to stock based compensation items.

As of June 30, 2013, the total amount of unrecognized tax benefits, including related interest and penalties was $4.1 million. If the total amount of unrecognized tax benefits was recognized, $3.9 million of unrecognized tax benefits and $0.2 million of interest would impact the effective tax rate. The Company believes that it is reasonably possible that the amount of unrecognized tax benefits could decrease by less than $0.1 million within the next twelve months due to the settlement of audits or the expiration of the statute of limitations in various jurisdictions.

The Company s 2010 U.S. Federal tax return is currently being audited by the Internal Revenue Service. The Company currently does not expect any material adjustments to arise from this audit.

(9) Stock-Based Compensation

The Company is authorized to grant up to 6,900,000 stock-based compensation awards to key executives, employees and directors of the Company under the Tutor Perini Corporation Long-Term Incentive Plan (the Plan). The Plan allows stock-based compensation awards to be granted in a variety of forms, including restricted stock awards and stock options. The terms and conditions of the awards granted are established by the Compensation Committee of the Company s Board of Directors who also administers the Plan.

Restricted Stock Awards

Restricted stock awards generally vest subject to the satisfaction of service requirements or the satisfaction of both service requirements and achievement of certain performance targets. Upon vesting, each award is exchanged for one share of the Company s common stock. The grant date fair values of these awards are determined based on the closing price of the Company s stock on either the award date (if subject only to service conditions), or the date that the Compensation Committee establishes the applicable performance target (if subject to performance conditions). The related compensation expense is amortized over the applicable requisite period. As of June 30, 2013, the Compensation Committee has approved the grant of an aggregate of 4,875,833 restricted stock awards to eligible participants.

Table of Contents

In March 2013, the Compensation Committee established the 2013 pre-tax income performance targets for 178,335 restricted stock units awarded in 2009 and 2010. Additionally, 66,667 restricted stock unit awards were forfeited during the six months ended June 30, 2013.

For the three and six months ended June 30, 2013, the Company recognized $1.2 million and $3.5 million, respectively, of compensation expense related to restricted stock awards, and such expense is included in general and administrative expenses in the consolidated condensed statements of operations. As of June 30, 2013 there was $3.8 million of unrecognized compensation cost related to the unvested restricted stock awards which, absent significant forfeitures in the future, is expected to be recognized over a weighted average period of approximately 2.2 years.

A summary of restricted stock awards activity for the six months ended June 30, 2013 is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value (in thousands)
Granted and Unvested - January 1, 2013	1,141,666	$ 18.12	$ 15,641
Vested	(236,666)	$ 14.40	$ 4,318
Granted	178,335	$ 19.30	$ 3,226
Forfeited	(66,667)	$ 14.23	
Total Granted and Unvested	1,016,668	$ 19.45	$ 18,392
Approved for grant	710,000	(a)	$ 12,844
Total Awarded and Unvested - June 30, 2013	1,726,668	n.a.	$ 31,235

(a) Grant date fair value cannot be determined currently because the related performance targets for future years have not yet been established by the Compensation Committee.

The outstanding unvested restricted stock awards at June 30, 2013 are scheduled to vest as follows, subject where applicable to the achievement of performance targets. As described above, certain performance targets have not yet been established.

Vesting Date	Number of Awards
2013	610,000
2014	391,668
2015	150,000
2016	165,000
2017	410,000
Total	1,726,668

Approximately 245,000 of the unvested restricted stock awards will vest based on the satisfaction of service requirements and 1,481,668 of the unvested restricted stock awards will vest based on the satisfaction of both service requirements and the achievement of performance targets.

23

Table of Contents

Stock Options

Stock option awards generally vest subject to the satisfaction of service requirements or the satisfaction of both service requirements and achievement of certain performance targets. The grant date fair values of these awards are determined based on the Black-Scholes option price model on either the award date (if subject only to service conditions) or the date that the Compensation Committee establishes the applicable performance target (if subject to performance conditions). The related compensation expense is amortized over the applicable requisite service period. The exercise price of the options is equal to the closing price of the Company s common stock on the date the awards were approved by the Compensation Committee, and the awards expire ten years from the award date. As of June 30, 2013, the Compensation Committee has approved the award of an aggregate of 2,365,465 stock option awards to eligible participants.

In March 2013, the Compensation Committee established the 2013 pre-tax income performance target for 150,000 stock options awarded in 2009.

For the three and six months ended June 30, 2013, the Company recognized compensation expense of $0.3 million and $1.1 million, respectively, related to stock option awards, and such expenses are included in general and administrative expenses in the Consolidated Statements of Operations. As of June 30, 2013, there was $1.4 million of unrecognized compensation expense related to the outstanding options, which, absent significant forfeitures in the future, is expected to be recognized over a weighted average period of approximately 2.2 years.

A summary of stock options activity under the plan for the six months ended June 30, 2013 is as follows:

		Weighted Average	
	Number of Shares	Grant Date Fair Value	Exercise Price
Total Granted and Outstanding - January 1, 2013	1,315,465	$ 9.72	$ 18.91
Granted	150,000	$ 6.93	$ 20.33
Exercised	(40,465)	$ 6.18	$ 13.77
Forfeited	(50,000)	$ 7.25	
Total Granted and Outstanding	1,375,000	$ 9.61	$ 19.45
Approved for grant	680,000	(a)	$ 11.14
Total Awarded and Outstanding - June 30, 2013	2,055,000	n.a.	$ 16.70

(a) Grant date fair value cannot be determined currently because the related performance targets for future years have not yet been established by the Compensation Committee.

There were 600,000 stock options that have vested and were exercisable at June 30, 2013 at a weighted average exercise price of $20.33 per share.

Of the remaining stock options outstanding, approximately 542,500 stock options will vest based on the satisfaction of service requirements and 912,500 stock options will vest based on the satisfaction of both service requirements and the achievement of performance targets.

At June 30, 2013, the outstanding stock options of 1,375,000 had an intrinsic value of $1.9 million and a weighted average remaining contractual life of 6.0 years.

Table of Contents

During 2009, the Compensation Committee approved the award of 750,000 stock options that vest in five equal annual tranches from 2010 to 2014 subject to the achievement of pre-tax income performance targets established by the Compensation Committee. In March 2013, the Compensation Committee established the 2013 pre-tax income performance target for the fifth tranche of 150,000 stock options awarded in 2009. The fair value of this tranche was determined based on the Black Scholes option pricing model using the following key assumptions:

Risk-free interest rate	0.48%
Expected life of options	3.6 years
Expected volatility of underlying stock	51.00%
Expected quarterly dividends (per share)	$0.00

(10) Financial Commitments

Amended Credit Agreement

On August 2, 2012, the Company entered into a First Amendment (the First Amendment) to its Fifth Amended and Restated Credit Agreement (the Amended Credit Agreement) with Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (the Lender). The First Amendment modifies the financial covenants under the Amended Credit Agreement beginning with the period ended September 30, 2012 to allow for more favorable minimum net worth, minimum fixed charge and maximum leverage ratios for the Company and also to add new financial covenants including minimum liquidity and consolidated senior leverage ratio covenants. The First Amendment also increases the sublimit for letters of credit from $50 million to $150 million.

Under the First Amendment, the minimum net worth covenant is modified such that the consolidated net worth of the Company cannot be less than the sum of: (i) 85% of the consolidated net worth as of March 31, 2012 less the actual goodwill and intangible assets impairment charge taken on or before September 30, 2012, not to exceed $450.0 million; (ii) an amount equal to 50% of net income for each fiscal quarter ending after June 30, 2012 (with no deduction for net losses); and (iii) an amount equal to 100% of the aggregate amount of all equity issuances after June 30, 2012 that increase stockholder s equity. The minimum fixed charge ratio covenant is modified such that the minimum fixed charge ratio shall not be less than 1.00 to 1.00 for the quarterly periods ending September 30, 2012 and December 31, 2012, 1.10 to 1.00 for the quarterly periods ending March 31, 2013 and June 30, 2013, and 1.25 to 1.00 for the quarterly periods ending September 30, 2013 and thereafter. The consolidated leverage ratio covenant is modified such that the consolidated leverage ratio shall not be greater than 4.25 to 1.00 for the quarterly periods ending September 30, 2012 through March 31, 2013, 3.75 to 1.00 for the quarterly periods ending June 30, 2013 through December 31, 2013, 3.25 to 1.00 for the quarterly periods ending March 31, 2014 through September 30, 2014 and 2.75 to 1.00 for the quarterly periods ending December 31, 2014 and thereafter. The First Amendment allows for an add-back to EBITDA of up to $450.0 million for any goodwill and intangible asset impairment charges that impact the ratios for all fiscal quarters through March 31, 2013.

The Company was in compliance with the modified financial covenants under the First Amendment for the period ended June 30, 2013.

The First Amendment also modifies the applicable interest rates for amounts outstanding such that they bear interest at a rate equal to, at the Company s option, (a) the adjusted British Bankers Association LIBOR rate, as defined, plus 200 to 400 basis points (floor of 200 basis points) based on the ratio of consolidated funded indebtedness of the Company and its subsidiaries to consolidated EBITDA or (b) the higher of the Federal Funds Rate plus 50 basis points, or the prime rate announced by Bank of America, N.A., plus up to 300 basis points based on the ratio of

consolidated funded indebtedness of the Company and its subsidiaries to consolidated EBITDA. In addition, the Company has agreed to pay quarterly facility fees ranging from 0.375% to 0.700% per annum of the unused portion of the credit facility.

The Amended Credit Agreement increases the sublimit for letters of credit from $50 million to $150 million. Substantially all of the Company s subsidiaries unconditionally guarantee the obligations of the Company under the Amended Credit Agreement. The obligations under the Amended Credit Agreement are secured by a lien on all personal property of the Company and its subsidiaries party thereto. Any outstanding loans under the Revolving Facility mature on August 3, 2016, while the Term Loan includes quarterly installments of principal and interest payable over a five-year period. The Term Loan balance has been paid down to $135.0 million at June 30, 2013.

Table of Contents

The Company had $170.0 million of outstanding borrowings under its Revolving Facility as of June 30, 2013 and $120.0 million of outstanding borrowings as of December 31, 2012. The net increase in borrowings under the Revolving Facility comprises a significant portion of all Proceeds from debt and a significant portion of all Repayment of debt as presented in the Consolidated Condensed Statements of Cash Flows. The Company utilized the Revolving Facility for letters of credit in the amount of $0.2 million as of both June 30, 2013 and December 31, 2012. Accordingly, at June 30, 2013, the Company had $129.9 million available to borrow under the Revolving Facility.

(11) Earnings (Loss) per Common Share

Basic earnings (loss) per common share were computed by dividing net income (loss) by the weighted average number of common shares outstanding. Diluted earnings (loss) per common share was similarly computed after giving consideration to the dilutive effect of stock options and restricted stock unit awards outstanding on the weighted average number of common shares outstanding. The computation of diluted earnings per common share for the three and six months ended June 30, 2013 excludes 860,000 stock options and 942,500 stock options because these shares would have an antidilutive effect. The computation of diluted loss per common share for the three months and six months ended June 30, 2012 excludes 1,315,465 stock options, and 1,150,000 restricted stock units.

Table of Contents

(12) Business Segments

The Company s chief operating decision maker is the Chairman and Chief Executive Officer, who decides how to allocate resources and assess performance of the business segments. Generally, the Company evaluates performance of its operating segments on the basis of income from operations and cash flow.

The following table sets forth certain reportable segment information relating to the Company s operations for the three and six months ended June 30, 2013 and 2012.

	Reportable Segments						
(in thousands)	**Building**	**Civil**	**Specialty Contractors**	**Management Services**	**Totals**	**Corporate**	**Consolidated Total**
Three Months Ended June 30, 2013							
Total revenues	$ 422,366	$ 332,223	$ 284,036	$ 45,744	$ 1,084,369	$	$ 1,084,369
Elimination of intersegment revenues	(20,542)	(10,515)		(247)	(31,304)		(31,304)
Revenues from external customers	$ 401,824	$ 321,708	$ 284,036	$ 45,497	$ 1,053,065	$	$ 1,053,065
Income from construction operations	$ 3,024	$ 29,199	$ 15,985	$ 2,112	$ 50,320	$ (10,846)*	$ 39,474
Three Months Ended June 30, 2012							
Total revenues	$ 331,924	$ 327,072	$ 275,902	$ 64,773	$ 999,671	$	$ 999,671
Elimination of intersegment revenues	(1,664)	(3,376)		(9,285)	(14,325)		(14,325)
Revenues from external customers	$ 330,260	$ 323,696	$ 275,902	$ 55,488	$ 985,346	$	$ 985,346
Income from construction operations							
Before Impairment Charge	$ (14,487)	$ 25,762	$ 19,868	$ 1,852	$ 32,995	$ (10,595)*	$ 22,400
Impairment Charge	(282,608)	(65,503)	(11,489)	(16,974)	(376,574)		(376,574)
Total	$ (297,095)	$ (39,741)	$ 8,379	$ (15,122)	$ (343,579)	$ (10,595)	$ (354,174)

	Reportable Segments						
(in thousands)	**Building**	**Civil**	**Specialty Contractors**	**Management Services**	**Totals**	**Corporate**	**Consolidated Total**
Six Months Ended June 30, 2013							
Total revenues	$ 847,480	$ 616,198	$ 585,913	$ 93,113	$ 2,142,704	$	$ 2,142,704
Elimination of intersegment revenues	(32,017)	(61,803)	(10)	(2,881)	(96,711)		(96,711)
Revenues from external customers	$ 815,463	$ 554,395	$ 585,903	$ 90,232	$ 2,045,993	$	$ 2,045,993
Income from construction operations	$ 7,261	$ 50,753	$ 35,271	$ 4,918	$ 98,203	$ (22,650)*	$ 75,553

Six Months Ended June 30, 2012							
Total revenues	$ 674,963	$ 577,661	$ 543,638	$ 132,885	$ 1,929,147	$	$ 1,929,147
Elimination of intersegment revenues	(3,909)	(4,592)	(298)	(22,468)	(31,267)		(31,267)
Revenues from external customers	$ 671,054	$ 573,069	$ 543,340	$ 110,417	$ 1,897,880	$	$ 1,897,880
Income from construction operations							
Before Impairment Charge	$ (23,384)	$ 42,604	$ 39,616	$ 3,738	$ 62,574	$ (23,211)*	$ 39,363
Impairment Charge	(282,608)	(65,503)	(11,489)	(16,974)	(376,574)		(376,574)
Total	$ (305,992)	$ (22,899)	$ 28,127	$ (13,236)	$ (314,000)	$ (23,211)	$ (337,211)

* Consists primarily of corporate general and administrative expenses.

Table of Contents

(13) Employee Pension Plans

The Company has a defined benefit pension plan and an unfunded supplemental retirement plan. Effective September 1, 2004, all benefit accruals under the Company s pension plan were frozen; however, the current vested benefit was preserved. The pension disclosure presented below includes aggregated amounts for both of the Company s plans.

The following table sets forth the net periodic benefit cost by component for the three and six months ended June 30, 2013 and 2012:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
Interest cost	$ 917	$ 1,005	$ 1,833	$ 2,010
Expected return on plan assets	(1,120)	(1,186)	(2,240)	(2,372)
Amortization of net loss	1,544	1,396	3,088	2,793
Net periodic benefit cost	$ 1,341	$ 1,215	$ 2,681	$ 2,431

The Company contributed $0.6 million and $1.7 million to its defined benefit pension plan during the first half of 2013 and 2012, respectively. The Company expects to contribute an additional $1.1 million to its defined benefit pension plan during the remainder of fiscal year 2013.

(14) Related Party Transactions

The Company leases certain facilities from Ronald N. Tutor, the Company s Chairman and Chief Executive Officer, and an affiliate owned by Mr. Tutor under non-cancelable operating lease agreements with monthly payments of $0.2 million, which increase at 3% per annum beginning August 1, 2009 and expire on July 31, 2016. Lease expense for these leases, recorded on a straight-line basis, was $0.6 million for both the three months ended June 30, 2013 and 2012, and was $1.2 million for both the six months ended June 30, 2013 and 2012.

Raymond R. Oneglia, who is the Vice Chairman of O&G Industries, Inc. (O&G), is a director of the Company. O&G occasionally participates in joint ventures with the Company. Joint venture agreements between the Company and O&G provide the legal foundation for the partnership to perform all the requirements under the customer contract. The Company delivers services in accordance with the customer contract. All transactions are made directly with the customer through the joint venture, and not with O&G, and completed on normal trade terms. Currently the Company has a 30% interest in this joint venture with O&G as the sponsor. The project, a highway construction project for the State of Connecticut, has an estimated total contract value of approximately $363 million and is scheduled to complete in 2017. O&G s cumulative holdings of the Company s stock were 600,000 shares, or 1.25% and 1.26%, respectively, of total common shares outstanding at June 30, 2013 and 2012.

(15) Separate Financial Information of Subsidiary Guarantors of Indebtedness

The Company s obligation to pay principal and interest on its 7.625% senior unsecured notes due November 1, 2018, is guaranteed on a joint and several basis by substantially all of the Company s existing and future subsidiaries that guarantee obligations under the Company s Amended Credit Agreement (the Guarantors). The guarantees are full and unconditional and the Guarantors are 100%-owned by the Company.

The following supplemental condensed consolidating financial information reflects the summarized financial information of the Company as the issuer of the senior unsecured notes, the Guarantors and the Company s non-guarantor subsidiaries on a combined basis.

Table of Contents

CONDENSED CONSOLIDATING BALANCE SHEET JUNE 30, 2013 (UNAUDITED)

(in thousands)

	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
ASSETS					
Cash and Cash Equivalents	$ 90,096	$ 36,766	$ 15,816	$	$ 142,678
Restricted Cash	23,441	7,869	15,709		47,019
Accounts Receivable	206,688	1,275,041	46,915	(139,133)	1,389,511
Costs and Estimated Earnings in Excess of Billings	86,353	444,365	152	(25,959)	504,911
Deferred Income Taxes		15,527		(6,075)	9,452
Other Current Assets	64,016	21,953	2,829	(34,984)	53,814
Total Current Assets	470,594	1,801,521	81,421	(206,151)	2,147,385
Long-term Investments	46,283				46,283
Property and Equipment, net	78,755	407,996	4,706		491,457
Intercompany Notes and Receivables		393,739		(393,739)	
Other Assets:					
Goodwill		570,646			570,646
Intangible Assets, net		120,281			120,281
Investment in Subsidiaries	2,107,612	1	50	(2,107,663)	
Other	75,938	10,541		(5,047)	81,432
	$ 2,779,182	$ 3,304,725	$ 86,177	$ (2,712,600)	$ 3,457,484
LIABILITIES AND STOCKHOLDERS EQUITY					
Current Maturities of Long-term Debt	$ 45,079	$ 63,055	$	$	$ 108,134
Accounts Payable	127,067	771,777	54	(138,386)	760,512
Billings in Excess of Costs and Estimated Earnings	115,646	190,711	34		306,391
Accrued Expenses and Other Current Liabilities	71,432	96,902	44,741	(32,530)	180,545
Total Current Liabilities	359,224	1,122,445	44,829	(170,916)	1,355,582
Long-term Debt, less current maturities	633,116	82,573		(40,047)	675,642
Deferred Income Taxes	102,139	7,761			109,900
Other Long-term Liabilities	132,142	3,363			135,505
Intercompany Notes and Advances Payable	371,706		21,995	(393,701)	
Contingencies and Commitments					
Stockholders Equity	1,180,855	2,088,583	19,353	(2,107,936)	1,180,855
	$ 2,779,182	$ 3,304,725	$ 86,177	$ (2,712,600)	$ 3,457,484

Table of Contents

CONDENSED CONSOLIDATING BALANCE SHEET - DECEMBER 31, 2012

(in thousands)

	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
ASSETS					
Cash and Cash Equivalents	$ 64,663	$ 74,385	$ 29,008	$	$ 168,056
Restricted Cash	30,236	8,481			38,717
Accounts Receivable	177,856	1,121,098	1,088	(75,429)	1,224,613
Costs and Estimated Earnings in Excess of Billings	111,821	377,132	152	(24,103)	465,002
Deferred Income Taxes		15,823		(5,752)	10,071
Other Current Assets	26,461	49,993	2,891	(3,957)	75,388
Total Current Assets	411,037	1,646,912	33,139	(109,241)	1,981,847
Long-term Investments	46,283				46,283
Property and Equipment, net	64,248	416,006	4,841		485,095
Intercompany Notes and Receivables		493,277		(493,277)	
Other Assets:					
Goodwill		570,646			570,646
Intangible Assets, net		126,821			126,821
Investment in Subsidiaries	2,122,116	134	50	(2,122,300)	
Other	81,198	9,058	35,375	(39,913)	85,718
	$ 2,724,882	$ 3,262,854	$ 73,405	$ (2,764,731)	$ 3,296,410
LIABILITIES AND STOCKHOLDERS EQUITY					
Current Maturities of Long-term Debt	$ 42,589	$ 25,121	$	$	$ 67,710
Accounts Payable	97,834	698,015	156	(99,532)	696,473
Billings in Excess of Costs and Estimated Earnings	95,657	206,070	34		301,761
Accrued Expenses and Other Current Liabilities	30,545	108,589	38,901	(9,709)	168,326
Total Current Liabilities	266,625	1,037,795	39,091	(109,241)	1,234,270
Long-term Debt, less current maturities	603,371	105,922		(39,913)	669,380
Deferred Income Taxes	102,138	7,762			109,900
Other Long-term Liabilities	134,874	4,122			138,996
Intercompany Notes and Advances Payable	474,010		19,267	(493,277)	
Contingencies and Commitments					
Stockholders Equity	1,143,864	2,107,253	15,047	(2,122,300)	1,143,864
	$ 2,724,882	$ 3,262,854	$ 73,405	$ (2,764,731)	$ 3,296,410

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2013

(in thousands)

	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
Revenues	$ 141,795	$ 948,071	$	$ (36,801)	$ 1,053,065
Cost of Operations	122,423	865,284	(3,796)	(36,801)	947,110
Gross Profit	19,372	82,787	3,796		105,955
General and Administrative Expenses	19,328	46,677	476		66,481
INCOME (LOSS) FROM CONSTRUCTION OPERATIONS	44	36,110	3,320		39,474
Equity in Earnings of Subsidiaries	24,440			(24,440)	
Other Income (Expense), net	(4,314)	955	125		(3,234)
Interest Expense	(10,300)	(783)			(11,083)
Income (loss) before Income Taxes	9,870	36,282	3,445	(24,440)	25,157
(Provision) Credit for Income Taxes	5,608	(13,961)	(1,326)		(9,679)
NET (LOSS) INCOME	$ 15,478	$ 22,321	$ 2,119	$ (24,440)	$ 15,478
Other Comprehensive Income:					
Other Comprehensive Income of Subsidiaries	(395)			395	
Foreign currency translation		(43)			(43)
Change in fair value of investments		(352)			(352)
Change in fair value of interest rate swap	292				292
Total Other Comprehensive Loss	(103)	(395)		395	(103)
Total Comprehensive Income	$ 15,375	$ 21,926	$ 2,119	$ (24,045)	$ 15,375

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2012

(in thousands)

	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
Revenues	$ 94,440	$ 906,260	$	$ (15,354)	$ 985,346
Cost of Operations	83,035	834,481	(3,877)	(15,354)	898,285
Gross Profit	11,405	71,779	3,877		87,061
General and Administrative Expenses	16,830	47,330	501		64,661
Goodwill and Intangible Assets Impairment		376,574			376,574
INCOME (LOSS) FROM CONSTRUCTION OPERATIONS	(5,425)	(352,125)	3,376		(354,174)
Equity in Earnings of Subsidiaries	(339,844)			339,844	
Other Income (Expense), net	535	331	216		1,082
Interest Expense	(9,613)	(990)			(10,603)
Income (loss) before Income Taxes	(354,347)	(352,784)	3,592	339,844	(363,695)
(Provision) Credit for Income Taxes	5,924	10,828	(1,480)		15,272
NET (LOSS) INCOME	$ (348,423)	$ (341,956)	$ 2,112	$ 339,844	$ (348,423)
Other Comprehensive Income:					
Other Comprehensive Income of Subsidiaries	(261)			261	
Foreign currency translation		(266)			(266)
Change in fair value of investments		5			5
Change in fair value of interest rate swap	(334)				(334)
Total Other Comprehensive Loss	(595)	(261)		261	(595)
Total Comprehensive Income	$ (349,018)	$ (342,217)	$ 2,112	$ 340,105	$ (349,018)

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)

SIX MONTHS ENDED JUNE 30, 2013

(in thousands)

	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
Revenues	$ 281,572	$ 1,869,484	$	$ (105,063)	$ 2,045,993
Cost of Operations	247,512	1,705,104	(7,872)	(105,063)	1,839,681
Gross Profit	34,060	164,380	7,872		206,312
General and Administrative Expenses	38,105	91,708	946		130,759
INCOME (LOSS) FROM CONSTRUCTION OPERATIONS	(4,045)	72,672	6,926		75,553
Equity in Earnings of Subsidiaries	48,796			(48,796)	
Other Income (Expense), net	(5,123)	811	251		(4,061)
Interest Expense	(20,845)	(1,574)			(22,419)
Income (loss) before Income Taxes	18,783	71,909	7,177	(48,796)	49,073
(Provision) Credit for Income Taxes	11,495	(27,541)	(2,749)		(18,795)
NET (LOSS) INCOME	$ 30,278	$ 44,368	$ 4,428	$ (48,796)	$ 30,278
Other Comprehensive Income:					
Other Comprehensive Income of Subsidiaries	(480)			480	
Foreign currency translation		(229)			(229)
Change in fair value of investments		(251)			(251)
Change in fair value of interest rate swap	460				460
Total Other Comprehensive Loss	(20)	(480)		480	(20)
Total Comprehensive Income	$ 30,258	$ 43,888	$ 4,428	$ (48,316)	$ 30,258

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)

SIX MONTHS ENDED JUNE 30, 2012

(in thousands)

	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
Revenues	$ 163,565	$ 1,767,955	$	$ (33,640)	$ 1,897,880
Cost of Operations	145,729	1,620,375	(7,804)	(33,640)	1,724,660
Gross Profit	17,836	147,580	7,804		173,220
General and Administrative Expenses	35,739	97,048	1,070		133,857
Goodwill and Intangible Assets Impairment		376,574			376,574
INCOME (LOSS) FROM CONSTRUCTION OPERATIONS	(17,903)	(326,042)	6,734		(337,211)
Equity in Earnings of Subsidiaries	(322,312)			322,312	
Other Income (Expense), net	(1,529)	(145)	448		(1,226)
Interest Expense	(19,684)	(2,001)			(21,685)
Income (loss) before Income Taxes	(361,428)	(328,188)	7,182	322,312	(360,122)
(Provision) Credit for Income Taxes	11,802	1,531	(2,837)		10,496
NET (LOSS) INCOME	$ (349,626)	$ (326,657)	$ 4,345	$ 322,312	$ (349,626)
Other Comprehensive Income:					
Other Comprehensive Income of Subsidiaries	264			(264)	
Foreign currency translation		57			57
Change in fair value of investments		207			207
Change in fair value of interest rate swap	(1,019)				(1,019)
Realized loss on sale of investments recorded in net income (loss)	2,005				2,005
Total Other Comprehensive Loss	1,250	264		(264)	1,250
Total Comprehensive Income	$ (348,376)	$ (326,393)	$ 4,345	$ 322,048	$ (348,376)

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (UNAUDITED)

SIX MONTHS ENDED JUNE 30, 2013

(in thousands)

	Tutor Perini Corporation	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Total Consolidated
Cash Flows from Operating Activities:					
Net (loss) income	$ 30,278	$ 44,368	$ 4,428	$ (48,796)	$ 30,278
Adjustments to reconcile net income to net cash from operating activities:					
Depreciation and amortization	3,230	24,201	135		27,566
Equity in earnings of subsidiaries	(48,796)			48,796	
Stock-based compensation expense	4,624				4,624
Excess income tax benefit from stock-based compensation	(358)				(358)
Deferred income taxes	235	265			500
(Gain) loss on sale of property and equipment	(180)				(180)
Other non-cash items	864	(975)			(111)
Other long-term liabilities	9,204	(755)			8,449
Changes in other components of working capital	41,842	(111,153)	(40,027)		