

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1994-03-02** | Period of Report: **1994-02-10**
SEC Accession No. **0000912057-94-000742**

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FILER

MORRISON KNUDSEN CORP

CIK: **763739** | IRS No.: **820393735** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-08889** | Film No.: **94514146**
SIC: **1540** General bldg contractors - nonresidential bldgs

Business Address
*ONE MORRISON KNUDSEN
PLAZA
720 PARK BLVD
BOISE ID 83729
2083865000*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C.

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): FEBRUARY 10, 1994

MORRISON KNUDSEN CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

I-8889

(Commission File Number)

82-0393735

(I.R.S. Employer Identification No.)

MORRISON KNUDSEN PLAZA, BOISE, IDAHO

(Address of Principal Executive Offices)

83729

(Zip Code)

(208) 386-5000

(Registrant's Telephone Number, Including Area Code)

ITEM 5. OTHER MATERIAL IMPORTANT EVENTS.

On February 10, 1994, the Company announced the formation of a new corporation to focus on design-build infrastructure and transportation

projects in the public and private sectors, both domestically and internationally, in a press release which is attached hereto as Exhibit 1.

On February 11, 1994, the Company announced the formation of the Office of the Chairman, in a press release which is attached hereto as Exhibit 2.

On February 16, 1994, the Company announced the election of Mark E. Howland to the office of Vice President and Controller of the Company, in a press release which is attached hereto as Exhibit 3.

On February 18, 1994, the Company announced the relocation of its Boise-based Mining Group headquarters to San Antonio, Texas, in a press release which is attached hereto as Exhibit 4.

On February 24, 1994, the Company announced the public offering of the common stock of its wholly owned subsidiary, MK Rail Corporation, in a press release which is attached hereto as Exhibit 5.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MORRISON KNUDSEN CORPORATION

(Registrant)

February 25, 1994

By: /s/ Stephen G. Hanks

Stephen G. Hanks
Executive Vice President
Administration and Finance

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EXHIBIT 1

MORRISON KNUDSEN CORPORATION

Morrison Knudsen Plaza/P. O. Box 73
Boise, Idaho 83729
Telex: 368439/Phone: (208) 386-5387
Fax: (208) 386-5065

NEWS RELEASE

For Further Information Contact:
Corporate Communications

FOR RELEASE:

February 10, 1994

MORRISON KNUDSEN CORPORATION ANNOUNCES FORMATION OF
INFRASTRUCTURE CORPORATION

BOISE -- William J. Agee, chairman and chief executive officer of Morrison Knudsen Corporation, announced today the formation of a new corporation within the company to focus on the emerging market for design-build infrastructure and transportation projects in the public and private sectors, both domestically and internationally. The new organization will consolidate MK's capabilities in project finance and development, civil construction and transportation design-engineering and program management.

"By providing greater focus for the proven capabilities and expertise of the company in this fast expanding market, MK will enhance its position as one of the country's preeminent developers of infrastructure and transportation projects," Agee commented.

The new corporation will be headed by senior MK executives who bring together the company's extensive experience in the identification, financial packaging, design, construction and operation of large infrastructure projects. "The formation of this corporation and the assignment of four of the company's key executives to it, underscores MK's dedication to this emerging market and its commitment to be a leader in the infrastructure and transportation markets worldwide," Agee added.

"The recent award of the \$650-million contract for the design, construction and operation of the Prince Edward Island Bridge in Canada highlighted the necessity to form this corporation and coordinate all of MK's activities in this market in one organization," Agee said. He added that, "The corporation also will be responsible for the completion of the \$300-million design-build-and-operate toll-road project for the E-470 Authority in Denver, Colorado, and for the \$300-million design-and-construct contract for the electrification of the Amtrak's Northeast Corridor."

FORM 8-K - EXHIBIT 1

The new Infrastructure Corporation will be headed by Stephen R. Grant, Edmund J. Gorman, Jack C. Granger and David S. Gedney. Grant will serve as Chief Executive Officer of the corporation and will report to Agee, who will serve as Chairman. Gorman will head up its Project Development and Finance activities. Granger will be responsible for all of the corporation's construction activities and Gedney will lead its transportation design and development efforts.

Previously, Grant had served as General Counsel and most recently as Senior Vice President responsible for MK's operations in Australia and South East Asia. Gorman has been with MK for 16 years, serving the last four as its Chief Financial Officer. Granger is a 28-year veteran of MK's Heavy Civil Construction group and has been its President since 1992. Gedney joined the company's Transportation and Water Resources Group after a distinguished career with DeLeuw Cather and has served as President of the group since mid-1992.

Morrison Knudsen Corporation (MRN-NYSE) serves the world's construction, transportation, environmental, industrial, and power markets as an engineer, contractor and manufacturer, offering complete development, operations and financial services.

FORM 8-K - EXHIBIT 1

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EXHIBIT 2

MORRISON KNUDSEN CORPORATION

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NEWS RELEASE

For Further Information Contact:
Corporate Communications

FOR RELEASE:

February 11, 1994

MORRISON KNUDSEN FORMS 'OFFICE OF THE CHAIRMAN'
NAMES FOUR EXECUTIVES TO TOP POST

BOISE -- Morrison Knudsen Corporation announced today that it has formed an Office of the Chairman to be comprised of MK's Chairman and Chief Executive Officer, William J. Agee, and four senior executives. The newly formed office will enhance communication and coordination as the company continues to decentralize and will provide strategic direction for the company and its four major subsidiaries and affiliates, MK Gold, MK Rail, MK Infrastructure, and MK Transit.

In addition to Agee, Gunnar E. Sarsten, 57, Thomas H. Zarges, 45, Stephen G. Hanks, 43, and Robert A. Tinstman, 47, will serve as members of the office.

"Morrison Knudsen's success in the global market is due in large part to the teamwork and cohesion of its top management," said Agee. "The proven records, business skills, and judgement of these key executives make them superb choices to help guide MK to new heights."

Agee also announced that effective March 1, 1994, Gunnar E. Sarsten, currently MK's President and Chief Operating Officer, will be appointed to the position of Chairman and Chief Executive Officer of MK International. On that date, Agee, in addition to serving as MK's Chairman and CEO, will reassume the title of President. Sarsten, an energy and power industry leader, has committed to focus on the development of international energy and power mega-projects, a rapidly expanding market matching MK's international skills and presence. Sarsten will complete his term as a member of MK's Board of Directors on May 12, 1994, and continue as Director of six prominent power and energy related entities.

FORM 8-K - EXHIBIT 2

Before joining MK in 1990, Sarsten served 29 years with United Engineers & Constructors International, Inc. of Philadelphia, Pennsylvania, the last six years as its President and Chief Executive Officer.

Thomas H. Zarges will become President of MK's Cleveland-based Engineering and Construction Group which serves the industrial process, environmental, power, energy, and operations and maintenance markets. A graduate of the Virginia Military Institute, Zarges holds a civil engineering degree and served as Vice President of corporate business development for United Engineers and Constructors before joining MK in 1991.

Hanks was recently promoted to Executive Vice President - Finance and Administration, a position he will continue to hold. A 16-year veteran of MK, he earned a degree in accounting from Brigham Young University in 1974, a Master's of Business Administration from the University of Utah in 1975, and a law degree from the University of Idaho in 1978. He is a member of the American Bar Association and the American Institute of Certified Public Accountants. Hanks has served as MK's Secretary and General Counsel since 1992.

Tinstman, President of MK's Mining Group since 1988, has 23 years of experience in the engineering and construction industry. He graduated from the University of Wisconsin in 1968 with a degree in Mining Engineering and oversees a group of more than 1000 employees which produces nearly 30 million tons of coal annually. Tinstman formerly had management responsibilities for MK's rail operations in Australia and served as President of San Francisco-based Morrison Knudsen Engineers, Inc.

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EXHIBIT 3

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NEWS RELEASE

For Further Information Contact:
Corporate Communications

FOR RELEASE:February 16, 1994

MK PROMOTES MARK E. HOWLAND TO VICE PRESIDENT

BOISE -- Morrison Knudsen Corporation announced today the promotion of Mark E. Howland to vice president and controller with responsibility for the financial reporting of all MK operations.

"Mark is an extremely valuable member of our financial team," said William J. Agee, Morrison Knudsen chairman and chief executive officer. "This promotion illustrates our faith in his abilities as a skilled accountant and a highly competent manager."

Formerly MK's director of audit, Howland was named controller in December. He reports directly to Stephen G. Hanks, MK executive vice president - finance and administration.

Howland is a certified public accountant (CPA) with 11 years of domestic and international public accounting experience. Before joining MK in 1992, he worked for Price Waterhouse. He earned a degree in accounting from California State University at Los Angeles.

Howland and his wife, Cindy, have three children: Elisa, Michelle and Katherine.

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FORM 8-K - EXHIBIT 3

EXHIBIT 4

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NEWS RELEASE

For Further Information Contact:
Corporate Communications

FOR RELEASE:

FEBRUARY 18, 1994

MK'S MINING GROUP HEADQUARTERS TO MOVE
TO SAN ANTONIO

Boise -- Morrison Knudsen Corporation announced today that it will relocate its Boise-based Mining Group headquarters to San Antonio, Texas in the summer of 1994.

The company said the move will combine the engineering, administrative and management skills provided through its Boise office with the earth science and environmental expertise of its current San Antonio office. The planned consolidation will place 88 percent of the Mining Group's domestic personnel in one central location. The group currently has more than 100 salaried employees in Texas at three locations. Nearly 40 are based in San Antonio as part of MK Mining's Gulf Coast Engineering office.

"As management, marketing, engineering and administrative staffs move closer to field operations, direct communication will be enhanced and the operational mines will be better served," said Robert A. Tinstman, President of MK's Mining Group. "We look forward to the move which will further strengthen our competitiveness in a changing marketplace," he added.

More than 65 percent of the group's salaried domestic employees currently work in Texas and two-thirds of the group's 10 million tons of domestic coal production originates in that state.

The move will affect approximately 40 of MK's 1,700 Boise employees. In the past two years, MK's Boise employment has risen from 1,266 to 1,671. Last year, more than 700 of MK's 12,000 employees world-wide relocated as new markets opened and new projects began.

MORE

FORM 8-K - EXHIBIT 4

In addition to its Gulf Coast office in San Antonio, MK's Atascosa Mining Company operates mines near Jourdanton, Texas and employs 27 professionals, engineers and support personnel. The Navasota Mining Company operates mines outside of Bryan, Texas and employs 46. In addition to its professional staff, the group employs approximately 300 hourly personnel at the two mine operations. Last year, the two mines accounted for 6.7 million tons of MK's total coal production.

The company also cited the realization of NAFTA and its planned expansion into Mexico as another benefit in relocating to San Antonio.

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FORM 8-K - EXHIBIT 4

EXHIBIT 5

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NEWS RELEASE

For Further Information Contact:
Corporate Communications

FOR RELEASE:

February 24, 1994

MK RAIL CORPORATION FILES REGISTRATION STATEMENT FOR INITIAL
PUBLIC OFFERING

BOISE, IDAHO -- Morrison Knudsen Corporation announced today that MK Rail Corporation filed a registration statement with the Securities and Exchange Commission for an initial public offering of Common Stock.

The offering will be managed by Morgan Stanley & Co. Incorporated and CS First Boston Corporation.

MK Rail remanufactures locomotives, manufactures new high technology locomotives, designs, manufactures and distributes locomotive component parts, and provides locomotive fleet maintenance services to the railroad industry. The corporation has been providing remanufacturing services to the railroad industry since 1972 and has remanufactured more than 1,000 locomotives, including more than 500 since 1989. At year end 1993, MK Rail had a remanufacturing backlog of more than 210 locomotives.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. The securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

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FORM 8-K - EXHIBIT 5

