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October 17, 2008

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Via E-mail and Hand Delivery

Mr. Elliot Staffin
Office of International Corporation Finance
Division of Corporation Finance
United States Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: Treatment of Performance Rights Awards under Section 2(a)(3) of the Securities Act of 1933 and Resales of Shares Issued Pursuant to Rights

Dear Mr. Staffin:

On behalf of our client, WorleyParsons Limited, a company organized under the laws of Australia (the "Company"), we are seeking to confirm that the staff (the "Staff") of the Securities and Exchange Commission (the "Commission") will not recommend enforcement action to the Commission if the Company makes certain grants of Rights (as defined below) for no consideration to a relatively broad class of employees in the United States (the "U.S."), subject to the terms and conditions described below, without registration under Section 5 of the Securities Act of 1933 (the "Act") in reliance upon our opinion, based on the facts and analysis set forth herein, that no such registration is required due to the absence of any "offer" or "sale" of securities within the scope of Section 2(a)(3) of the Act. In response to your query as to the Company's position with respect to the resale of the Company's ordinary shares ("Shares") issued following vesting of Rights, we also request confirmation from the Staff that, based on the facts and analysis set forth herein (including our understanding of the policy considerations involved), our understanding of the Act and no-action letters and interpretive releases issued by the Staff, Shares issued to non-affiliate Participants (as defined below) upon vesting of Rights would be eligible to be immediately transferred or sold by Participants without restriction and that affiliate Participants may disregard the one-year holding period requirement in the event they choose to rely on Rule 144 for the resale of their Shares issued upon vesting of Rights.

I. Background and Proposed Transactions

The Company is a foreign private issuer ("FPI"), as defined in Rule 405 of the Securities Act of 1933, as amended (the "Securities Act"), with its Shares traded on the Australian Securities Exchange ("ASX"). Prior to 2004, the Company engaged in business almost exclusively outside of the U.S. In late 2004, the Company acquired Parsons E&C Corporation based in Houston, Texas (now WorleyParsons Corporation). In February 2005, the Company submitted an application to the Commission for the exemption of its Shares from the registration requirements of Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 12g3-2(b). The Commission subsequently confirmed receipt of the Company's application and added the Company to the list of FPIs claiming exemption pursuant to Rule 12g3-2(b). In June 2007, the Company

submitted a letter to the Commission in order to avail itself of the benefit of the Commission's amendments to Rule 12g3-2(b) which permit disclosure of required information through the Company's website and/or an electronic information delivery system. Since February 2005, the Company has furnished, provided or made available, as applicable, the information required by Rule 12g3-2(b).[1] We understand that the Company's Shares are currently quoted in the U.S. on the Pink Sheets through no action of the Company.

The Company has adopted a flexible company performance compensation plan, known as the WorleyParsons Limited Performance Rights Plan (the "WPRP"). The WPRP allows the Company to compensate its employees with cash- or equity-based compensation. The participants, manner and type of awards under the WPRP are determined by the Company's board of directors (the "Board"). The Board from time-to-time adopts country-specific sub-plans which respect to awards to employees in individual countries.

Under the WPRP, equity-based awards are generally granted in the form of performance rights ("Rights") which represent the right to receive Shares. Rights are essentially equivalent to bonus or restricted stock. For purposes of its 2008-2009 plan year, the Company contemplates awarding Rights under the WPRP in October 2008 to certain U.S. employees pursuant to a U.S. sub-plan of the WPRP – the WorleyParsons Limited US Performance Rights Plan Rules (the "Sub-Plan"). Under the Sub-Plan, U.S. employees of the Company or its subsidiaries would be granted Rights representing a right to receive Shares, subject to the satisfaction of vesting conditions and Company performance criteria as set forth in a written brochure setting forth the terms, conditions and restrictions related to the Rights and the Sub-Plan. A copy of the Sub-Plan rules is attached hereto as Exhibit A and a copy of the written brochure is attached hereto as Exhibit B. Awards of Rights pursuant to the Sub-Plan in any given Sub-Plan year would be expected to represent less than 1% of the then-outstanding Shares.

The Company contemplates granting Rights to a relatively broad class of senior employees in the U.S. ("Participants"). The Sub-Plan documents make it clear that Participants would not be required to make any contributions, submit cash or property of any kind or pay any sums to receive Rights. Participants would not be able to negotiate terms and conditions of Rights. After receiving a brief e-mail notice of award from the Company, Participants would generally have 10 days to acknowledge their acceptance of the grant of the Rights by clicking a link on a website of the Sub-Plan's administrator and confirming basic Participant information such as name and address.[2] If a Participant choses not to click the link acknowledging acceptance (or does not do so for any reason by the deadline), the

[1] We note the issuance of the Commission's Release No. 34-58465 on September 5, 2008, which substantially revises Rule 12g3-2(b). We have no reason to believe the Company would not continue to be in compliance with the revised rule, once effective.

[2] We understand that the use of such procedures is commonplace in Australia. The requirement that Participants under the Sub-Plan click a link to acknowledge receipt of Rights stems from the fact that, for simplicity, the WPRP and the Sub-Plan are administered using the same website and service provider. The requirement is for ease of administration of the WPRP only due to the large number of participants in Australia and elsewhere, and is included in the Sub-Plan only for purposes of ease and consistency of administration with the WPRP.

grant of Rights automatically lapses. Participants would not be required to agree to any covenants in order to receive Rights, but the Sub-Plan documents contain standard provisions requiring compliance with applicable securities and tax laws and regulations. As a result, the Sub-Plan is voluntary and non-contributory within the meaning of the Commission's use of such terms in the context of similar employee benefit plans discussed in the Commission's Release No. 33-6188 (February 1, 1980).

The vesting of Rights would be subject to both (1) time and (2) Company performance vesting measures (as described in the Sub-Plan and written brochure, the "Measures"), but would not be subject in any respect to the attainment of individual performance measures. Shares would be issued in the Participants' names immediately upon achievement of the Measures without any investment decision made by the Participants. Participants would have the ability to (a) elect to defer (for up to 3 years) the automatic issuance of Shares upon achievement of the Measures, but would be required to make the election at least 6 months before the potential vesting date, and would only be allowed to do so if it is then substantially uncertain whether the Measures will be achieved and (b) delay the analysis of whether certain Measures related to peer group performance were met from 3 years to 4 years.

Rights awarded under the Sub-Plan would be non-transferable by the Participants. Shares issued pursuant to Rights would be subject to transfer restrictions prohibiting Participants from selling, transferring or otherwise dealing with any Shares issued pursuant to Rights without prior approval of the Board in its sole discretion and as otherwise permitted under the terms of the Sub-Plan. In addition, if in the Board's opinion any Participant were to act fraudulently or dishonestly or breach any of its obligations to the Company or its subsidiaries, the Board could determine that any outstanding Rights lapse, any Shares issued pursuant to such Rights are forfeited or that any of the Measures should be reset. Although an award of Rights under the Sub-Plan would not involve an undertaking by Participants to remain employed by the Company or its subsidiaries and nothing in the Sub-Plan would affect in any manner the right or power of the Company to terminate a Participant's employment, if any Participant's employment ends prior to the satisfaction of the Measures, the Board would be able determine in its discretion the number or proportion of Rights which would vest. Absent such determination, the Rights would automatically lapse. Finally, the Sub-Plan provides that no act shall be done or determination made under the Sub-Plan that would result in the breach of any applicable law, ASX listing rule or the constitution of the Company, and any such act done or determination made shall be considered void and to the extent possible be unwound and of no effect in respect of unvested and unexercised Rights.

II. Analysis

A. Awards of Rights to Participants

The Commission has previously confirmed that restricted stock awarded pursuant to an employee benefit plan at no direct cost to "a relatively broad class of employees" does not constitute a "sale" for purposes of Section 2(a)(3) of the Act, the primary rationale for this

approach being that employees do not "individually bargain to contribute cash or other tangible or definable consideration to such plans."[3] A secondary rationale given for this approach has been that "registration would serve little purpose in the context of a bonus plan, since employees in almost all instances would decide to participate if given the opportunity."[4] The Staff has confirmed, through a series of no-action letters dating from the issuance of Release 33-6188 (the "1980 Release") in February 1980 through May 2007, that no registration is required under the Act for grants of bonus stock, restricted stock units or similar awards for no consideration to a reasonably broad class of employees who have not individually negotiated the terms or conditions of the awards.[5]

The Staff has confirmed its position with respect to stock awards: (1) subject to time and company performance vesting, where awards are forfeited if a recipient ceases to be an employee prior to the end of the vesting period or if company performance measures are not met;[6] (2) that vest immediately with the potential for forfeiture if a recipient engages in conduct detrimental to the employer prior to a set date,[7] (3) subject to forfeiture in the event of misconduct leading to termination of a recipient,[8] (4) allowing the grantee to defer issuance of vested units[9] and (5) granted by indirect parents of employers, exempt from the reporting requirements of the Exchange Act pursuant to Rule 12g3-2(b), that issue American Depositary Receipts representing shares of the parent's stock to employees of their subsidiaries.[10] The "no-sale" position has been confirmed by the Commission in each of the foregoing instances because the differing elements of each of the plans addressed in the cited no-action letters did not affect the fundamental premise that the recipients of awards are not making an investment decision in receiving awards under such non-contributory employee benefit plans, and therefore the grants should not be subject to the registration requirements of the Act.

The Rights would be awarded by the Company through Board action to a relatively broad class of senior employees for compensation purposes. No Participant (1) would make an investment decision to acquire Rights, (2) would be required to make contributions of cash, securities or other property of any kind or pay any sums to receive Rights, or (3) would be able to negotiate terms and conditions of Rights. As previously noted, the only action required by Participants to receive Rights would be their acknowledgement of the award by clicking a link on the website of the Sub-Plan's administrator. Finally, although the Sub-Plan documents contain standard provisions relating to compliance with applicable securities and tax laws and regulations, none of the Sub-Plan documents would require Participants to agree to any covenants.

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[3] *See* Commission Release No. 33-6188 (February 1, 1980).

[4] *Id.*

[5] *See e.g.*, the following SEC No-Action Letters: Credithrift Financial Inc., (Aug. 25, 1980); Capital Guaranty Corp. (July 2, 1987); MCA Inc. (May 26, 1992); Farmers Group, Inc. (December 1, 1995); The Goldman Sachs Group, Inc. (August 24, 1998); and Verint Systems Inc. (May 24, 2007).

[6] SEC No-Action Letters to Farmers Group, Inc. (December 1, 1995) and Verint Systems Inc. (May 24, 2007).

[7] SEC No-Action Letter to The Goldman Sachs Group, Inc. (August 24, 1998).

[8] SEC No-Action Letter to Verint Systems Inc. (May 24, 2007).

[9] SEC No-Action Letters to Farmers Group, Inc. (December 1, 1995).

[10] *Id.*

The provisions of the Sub-Plan relating to time and company performance vesting, forfeiture in the event of misconduct, the ability of Participants to defer receipt of Shares or analysis of Measures,[11] and the transfer restrictions after vesting of Rights do not affect the fundamental issues of whether the Participants would be making an investment decision or would be making contributions to receive Rights.[12] Such provisions would merely affect the likelihood and timing of a Participant's non-bargained for receipt of any benefit under the non-contributory Sub-Plan. It is highly unlikely that any employee would not participate if selected for awards granted under the Sub-Plan, since they would be receiving Rights for no consideration. Therefore, registration of Rights under the Act would not serve the purpose for which the Act's registration provisions were intended. Thus, neither the award of Rights nor the delivery of the underlying Shares to Participants upon vesting constitutes a "sale" or "offer" under Section 2(a)(3) of the Act requiring registration under Section 5.

B. Resale of Shares Issued Pursuant to Rights

In the 1980 Release, the Commission took the position that shares distributed pursuant to a stock bonus plan are not "restricted securities" for purposes of Rule 144 and may be resold without restriction by non-affiliates where the following three-part test is met: (1) the issuer of the shares is subject to the periodic reporting requirements of Section 13 of the Exchange Act; (2) the stock being distributed is actively traded in the open market; and (3) the number of shares being distributed is relatively small in relation to the number of issued and outstanding shares of that class. The Commission subsequently amplified these guidelines with respect to the item (3) volume limitation by clarifying that a "relatively small" number of shares would always be involved when the number of shares distributed by a plan to its participants in any given year does not exceed 1% of the then-outstanding securities of the class.[13]

The Staff has confirmed this three-part analysis in response to several no-action requests since the 1980 Release was published.[14] The Staff has also clarified that the scope of the first element includes Rule 12g3-2(b) compliant companies in response to a no-action request by Farmer's Group, Inc. in 1995 (the "Farmers Letter").[15] The issuer in the Farmers Letter was not subject to the periodic reporting requirements of Section 13 of the Exchange Act, but the policy goals of the requirement (namely, the broad dissemination of information about the issuer) were met because there was extensive information available about the issuer due to its compliance with the information requirements of Rule 12g3-2(b).

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[11] As stated in the SEC No-Action Letter to Farmers Group, Inc. (December 1, 1995), such limited deferral features in the context of a non-contributory plan should be distinguished from the circumstances of a deferred compensation plan in which an employee elects to defer earned salary payments.

[12] The fact that the Company is a FPI exempt from the Exchange Act reporting requirements pursuant to Rule 12g3-2(b) should have no affect on the Commission's analysis.

[13] Commission Release No. 33-6281 (January 15, 1981).

[14] *See e.g.*, MCA Inc. (May 26, 1992); Farmers Group, Inc. (December 1, 1995); and ING Groep N.V. (December 29, 2000).

[15] Farmers Group, Inc. (December 1, 1995).

Based on the facts and analysis set forth herein (including our understanding of the policy considerations involved), our understanding of the Act and no-action letters and interpretive releases issued by the Staff, we believe and are asking the Staff to confirm that the Company satisfies the three-part test established by the 1980 Release and subsequent interpretive materials as follows:

(1) although the Company is not subject to the periodic reporting requirements of Section 13 of the Exchange Act, the Company has provided the information required by Rule 12g3-2(b) since February 2005 and continues to make the extensive information that is required under the laws of Australia and the regulations of the ASX widely available electronically in the English language, such information being substantially similar to the information that would be available if the Company was subject to Exchange Act reporting requirements;

(2) Shares are actively traded on the ASX with an average daily trading volume of over 900,000 Shares for the past three months; and

(3) the number of Shares that would be issued under the Sub-Plan in any given year is expected to be less than 1% of the total number of Shares then issued and outstanding.

Accordingly, Shares distributed to Participants under the Sub-Plan should not be considered "restricted securities" under Rule 144. Shares issued to non-affiliate Participants upon vesting of Rights should be eligible to be immediately transferred or sold by Participants without restriction and affiliate Participants should be able to disregard the one-year holding period requirement in the event they choose to rely on Rule 144 for the resale of Shares issued upon vesting of Rights.

As a practical matter, we believe the disclosure of information by the Company on its website and in conjunction with the ASX website makes information about the Company eminently more available than similar information would have been for the Farmers Group in 1995. In 1995 the internet was in its nascent stage and not used by companies or foreign regulatory bodies to widely disseminate information with respect to issuers. Further, while the Staff noted in the Farmers Letter that, in addition to being a 12g3-2(b) compliant company, the issuer's ADRs representing ordinary shares were entitled to unlisted trading privileges under Section 12(f)(1)(A) of the Exchange Act (which Shares are not entitled to), we do not believe this fact to be dispositive with respect to the policy goals of the first element of the exemption. The availability of unlisted trading privileges for ADRs in the US speaks more to the second element of the exemption regarding the active trading market and liquidity of the security, which in the instant case is satisfied by the Company's high average daily trading volume on the ASX.

III. Conclusion

On behalf of the Company, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if the Company makes grants of Rights as described herein without registration under Section 5 of the Act in reliance on our

opinion, based on the facts and analysis set forth herein, that neither the award of Rights nor the delivery of the underlying Shares to Participants upon vesting will constitute a "sale" or "offer" for purposes of Section 2(a)(3) of the Act. Additionally, we request confirmation from the Staff that, based on the facts and analysis set forth herein (including our understanding of the policy considerations involved), our understanding of the Act and no-action letters and interpretive releases issued by the Staff, Shares issued to non-affiliate Participants upon vesting of Rights would be eligible to be immediately transferred or sold by Participants without restriction and affiliate Participants may disregard the one-year holding period requirement in the event they choose to rely on Rule 144 for the resale of Shares issued upon vesting of Rights.

If you require further information, please call me at (713) 427-5018 or Lee McIntyre at (713) 427-5032. If your conclusions should differ from our own, we would appreciate your contacting one of us prior to making any written response to this letter so that we may be afforded the opportunity to clarify our opinion.

Thank you for your attention to this matter. In accordance with your request, we are submitting this letter via electronic mail to staffine@sec.gov and by hand delivery to your address above. Please acknowledge receipt of this letter and its exhibits by return e-mail to jonathan.b.newton@bakernet.com.

Very truly yours,

Jonathan B. Newton
LKM

Jonathan B. Newton

cc: Lawrence S. Kalban, WorleyParsons Limited