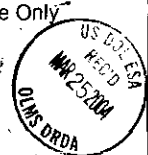


# FORM LM-2 LABOR ORGANIZATION ANNUAL REPORT

**MUST BE USED BY LABOR ORGANIZATIONS WITH \$200,000 OR MORE IN TOTAL ANNUAL RECEIPTS AND LABOR ORGANIZATIONS IN TRUSTEESHIP**

This report is mandatory under P.L. 86-257, as amended. Failure to comply may result in criminal prosecution, fines, or civil penalties as provided by 29 U.S.C. 439 or 440.

READ THE INSTRUCTIONS CAREFULLY BEFORE PREPARING THIS REPORT.

For Official Use Only 	1. FILE NUMBER <b>0 4 1 - 2 9 1</b>	2. PERIOD COVERED From <table border="1"><tr><td>MO</td><td>DAY</td><td>YEAR</td></tr><tr><td>0 1</td><td>0 1</td><td>2 0 0 3</td></tr></table> Through <table border="1"><tr><td>1 2</td><td>3 1</td><td>2 0 0 3</td></tr></table>	MO	DAY	YEAR	0 1	0 1	2 0 0 3	1 2	3 1	2 0 0 3	3. (a) AMENDED — If this is an amended report correcting a previously filed report, check here: <input type="checkbox"/> (b) TERMINAL — If your organization ceased to exist and this is its terminal report, see Section XII of the instructions and check here: <input type="checkbox"/> (c) SUBSIDIARY — If this is a report for a subsidiary organization of your union as defined in Section X of the instructions, check here: <input type="checkbox"/>
	MO	DAY	YEAR									
0 1	0 1	2 0 0 3										
1 2	3 1	2 0 0 3										
<b>E</b>												

4. AFFILIATION OR ORGANIZATION NAME <b>ENGINEERS, OPERATING, AFL-CIO</b>		8. MAILING ADDRESS First Name <b>J A M E S</b> Last Name <b>B A C A</b> P.O. Box - Building and Room Number (if any)  Number and Street <b>2 8 0 0 T E X A S A V E N U E</b> City <b>T E X A S C I T Y</b> State ZIP Code + 4 <b>T X 7 7 5 9 0 -</b>	
5. DESIGNATION (Local, Lodge, etc.) <b>LU</b>	6. DESIGNATION NUMBER <b>3 4 7</b>		
7. UNIT NAME (if any) <b>UNION OF OPERATING ENGINEERS</b>			
9. Are your organization's records kept at its mailing address? Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> (If "No," provide address in Item 75.)			

75. ADDITIONAL INFORMATION	
Item Number	

Each of the undersigned, duly authorized officers of the above labor organization, declares, under the applicable penalties of law, that all of the information submitted in this report (including the information contained in any accompanying documents) has been examined by the signatory and is, to the best of the undersigned's knowledge and belief, true, correct, and complete. (See Section VI on penalties in the instructions.)

76. SIGNED: <u>Bruce W. Manthey</u> Date: <u>3-19-04</u> Telephone Number: <u>409-948-2001</u>	PRESIDENT (If other title, see instructions.)	77. SIGNED: <u>[Signature]</u> Date: <u>3-19-04</u> Telephone Number: <u>409-948-2001</u>	TREASURER (If other title, see instructions.)
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*During the Reporting Period Did Your Organization:*

- 10. Have a "subsidiary organization" as defined in Section X of the instructions? .....  Yes  No
- 11. Create or participate in the administration of a trust or other fund or organization, as defined in the instructions, which provides benefits for members or their beneficiaries? .....  Yes  No
- 12. Have a political action committee (PAC) fund? .....  Yes  No
- 13. Acquire or dispose of any goods or property in any manner other than by purchase or sale? .....  Yes  No
- 14. Have an audit or review of its books and records by an outside accountant or by a parent body auditor/representative? .....  Yes  No
- 15. Discover any loss or shortage of funds or other property? .....  Yes  No  
*(Answer "Yes" even if there has been repayment or recovery.)*
- 16. Have any officer who was paid \$10,000 or more by your organization and also received \$10,000 or more as an officer or employee of another labor organization or of an employee benefit plan? .....  Yes  No
- 17. Liquidate or reduce any liabilities without disbursement of cash? .....  Yes  No

*(If the answer to any of the above questions is "Yes," provide details in Item 75 as explained in the instructions for each item.)*

- 18. How many members did your organization have at the end of the reporting period? 7 5 0
- 19. What is the date of your organization's next regular election of officers? MO 0 8 YEAR 2 0 0 4
- 20. What is the maximum amount recoverable under your organization's fidelity bond for a loss caused by any officer or employee of your organization? \$ 7 5 0 0 0

21. What are your organization's rates of dues and fees? *(Enter a minimum and maximum if more than one rate applies for any line.)*

Rates of Dues and Fees	
(a) Regular Dues/Fees	\$ <u>1 1/2 % + 1.00</u> per <u>HOURLY RATE</u> <small>(Month, Year, etc.)</small>
(b) Initiation Fees	\$ <u>0</u>
(c) Transfer Fees	\$ <u>0</u>
(d) Work Permits	\$ <u>0</u> per <u>MONTH</u> <small>(Month, Year, etc.)</small>

- 22. During the reporting period, did your organization have any changes in its constitution and bylaws (other than rates of dues and fees) or in practices/procedures listed in the instructions? .....  Yes  No  
*(If the constitution and bylaws or practices/procedures have changed, see the instructions.)*
- 23. Were any of your organization's assets pledged as security or encumbered in any other way at the end of the reporting period? .....  Yes  No
- 24. Did your organization have any contingent liabilities at the end of the reporting period? .....  Yes  No

*(If the answer to Item 23 or 24 is "Yes," provide details in Item 75.)*

**STATEMENT A - ASSETS AND LIABILITIES**

FILE NUMBER: **0 4 1 - 2 9 1**

**Complete Schedules 1 Through 15 Before Completing Statement A**

**Enter Amounts in Dollars Only -- Do Not Enter Cents**

	ASSETS		From	Start of Reporting	End of Reporting
	Item	SCH #	Period (A)	Period (B)	
<b>ASSETS</b>	25. Cash.....		1 0 5 6 3 9	6 4 7 7 7	
	26. Accounts Receivable.....		9 3 0	9 3 0	
	27. Loans Receivable.....	1	0	0	
	28. U.S. Treasury Securities.....		0	0	
	29. Investments.....	2	0	0	
	30. Fixed Assets.....	5	2 2 9 2 3 7	2 3 0 4 7 5	
	31. Other Assets.....	3	5 8	5 8	
	32. TOTAL ASSETS.....		3 3 5 8 6 4	2 9 6 2 4 0	
<b>LIABILITIES</b>	LIABILITIES		From	Start of Reporting	End of Reporting
	Item	SCH #	Period (C)	Period (D)	
	33. Accounts Payable.....		7 0 3 0	1 2 7 0 3	
	34. Loans Payable.....	8	4 5 9 3	0	
	35. Mortgages Payable.....		0	0	
	36. Other Liabilities.....	4	0	0	
	37. TOTAL LIABILITIES.....		1 1 6 2 3	1 2 7 0 3	
38. NET ASSETS (Item 32 less Item 37).....		3 2 4 2 4 1	2 8 3 5 3 7		

**STATEMENT B - RECEIPTS AND DISBURSEMENTS**

FILE NUMBER: **0 4 1 - 2 9 1**

**Complete Schedules 1 Through 15 Before Completing Statement B**

**Enter Amounts in Dollars Only -- Do Not Enter Cents**

CASH RECEIPTS		From SCH #	AMOUNT	CASH DISBURSEMENTS		From SCH #	AMOUNT
Item				Item			
39. Dues.....			2 9 5 0 4 2	56. To Officers.....	9		6 8 1 5 1
40. Per Capita Tax.....			0	57. To Employees.....	10		6 6 8 9 3
41. Fees.....			0	58. Per Capita Tax.....			6 1 1 9 0
42. Fines.....			0	59. Fees, Fines, Assessments, etc. ....			0
43. Assessments.....			0	60. Office & Administrative Expense....	13		3 6 0 9 5
44. Work Permits.....			0	61. Educational & Publicity Expense...			0
45. Sale of Supplies.....			0	62. Professional Fees.....			6 9 7 6
46. Interest.....			2 5 1 8	63. Benefits.....	11		2 2 7 2 0
47. Dividends.....			0	64. Contributions, Gifts & Grants.....	12		4 1 7
48. Rents.....			0	65. Supplies for Resale.....			0
49. Sale of Investments & Fixed Assets.....	6		0	66. Direct Taxes.....			1 3 6 0 2
50. Loans Obtained.....	8		0	67. Withholding Taxes.....			3 7 7 6 1
51. Repayments of Loans Made.....	1		0	68. Purchase of Investments & Fixed Assets.....	7		1 2 3 8
52. On Behalf of Affiliates for Transmittal to Them.....			0	69. Loans Made.....	1		0
53. From Members for Disbursement on Their Behalf.....			0	70. Repayment of Loans Obtained.....	8		4 5 9 3
54. Other Receipts.....	14		2 0 7 7 3	71. To Affiliates of Funds Collected on Their Behalf.....			0
				72. On Behalf of Individual Members...			4 5 2
				73. Other Disbursements.....	15		4 4 7 7 9
55. TOTAL RECEIPTS.....			3 1 8 3 3 3	74. TOTAL DISBURSEMENTS .....			3 6 4 8 6 7

Enter Amounts in Dollars Only -- Do Not Enter Cents

### SCHEDULE 1 – LOANS RECEIVABLE

List below loans to officers, employees, or members which at any time during the reporting period exceeded \$250 and list all loans to business enterprises regardless of amount. (A)	Loans Outstanding at Start of Period (B)	Loans Made During Period (C)	Repayments Received During Period		Loans Outstanding at End of Period (E)
			Cash (D)(1)	Other Than Cash (D)(2)	
1.					
2.					
3.					
4. Totals from additional pages (if any)					
5. Totals of loans not listed above	0	0	0	0	0
6. Totals of Lines 1 through 5	0	0	0	0	0
The totals from Line 6 are entered in..... Item 27 ..... Item 69 ..... Item 51 ..... Item 75 ..... Item 27 Column (A) ..... with Explanation ..... Column (B)					

# SCHEDULE 2 - INVESTMENTS

(OTHER THAN U.S. TREASURY SECURITIES)

FILE NUMBER: 0 4 1 - 2 9 1

# SCHEDULE 3 - OTHER ASSETS

Description (A)	Amount (B)
<b>Marketable Securities</b>	
1. Total Cost	0
2. Total Book Value	0
3. List each marketable security which has a book value over \$1,000 and exceeds 20% of Line 2.	
(a) None	0
(b)	
(c)	
(d)	
<b>Other Investments</b>	
4. Total Cost	0
5. Total Book Value	0
6. List each other investment which has a book value over \$1,000 and exceeds 20% of Line 5. Also list each subsidiary for which separate reports are attached.	
(a) None	0
(b)	
(c)	
(d)	
(e) Total from additional pages (if any)	
7. Total of Lines 2 and 5	0
The total from Line 7 is entered in ..... Item 29, Column (B)	

Description (A)	Book Value (B)
1. PREPAID EXPENSES	5 8
2.	
3.	
4.	
5.	
6. Total from additional pages (if any)	
7. Total of Lines 1 through 6	5 8
The total from Line 7 is entered in ..... Item 31, Column (B)	

# SCHEDULE 4 - OTHER LIABILITIES

Description (A)	Amount at End of Period (B)
1. None	0
2.	
3.	
4.	
5.	
6. Total from additional pages (if any)	
7. Total of Lines 1 through 6	0
The total from Line 7 is entered in ..... Item 36, Column (D)	

# SCHEDULE 5 - FIXED ASSETS

FILE NUMBER: 0 4 1 - 2 9 1

Description (A)	Cost or Other Basis (B)	Total Depreciation or Amount Expensed (C)	Book Value (D)	Fair Market Value (E)
1. Land (give location): None	4 5 0 0		4 5 0 0	0
2. Totals from additional pages (if any)				
3. Buildings (give location): None	1 4 1 0 4 4	0	1 4 1 0 4 4	0
4. Totals from additional pages (if any)				
5. Automobiles and Other Vehicles	0	0	0	0
6. Office Furniture and Equipment	7 8 0 5 1	0	7 8 0 5 1	0
7. Other Fixed Assets	6 8 8 0	0	6 8 8 0	0
8. Totals of Lines 1 through 7	2 3 0 4 7 5	0	2 3 0 4 7 5	0
The total from Line 8, Column (D) is entered in.....				Item 30, Column (B)

# SCHEDULE 6 - SALE OF INVESTMENTS AND FIXED ASSETS

Description (if land or buildings, give location) (A)	Cost (B)	Book Value (C)	Gross Sales Price (D)	Amount Received (E)
1. None	0	0	0	0
2.				
3.				
4.				
5. Totals from additional pages (if any)				
6. Totals of Lines 1 through 5	0	0	0	0
	7. Less Reinvestments			0
	8. Net Sales			0
The total from Line 8 is entered in .....				Item 49

# SCHEDULE 7 – PURCHASE OF INVESTMENTS AND FIXED ASSETS

FILE NUMBER: 0 4 1 - 2 9 1

Description (if land or buildings, give location) (A)	Cost (B)	Book Value (C)	Cash Paid (D)
1. OFFICE FURNITURE AND EQUIPMENT	1 2 3 8	1 2 3 8	1 2 3 8
2.			
3.			
4.			
5. Totals from additional pages (if any)			
6. Totals of Lines 1 through 5	1 2 3 8	1 2 3 8	1 2 3 8
7. Less Reinvestments			0
8. Net Purchases			1 2 3 8

The total from Line 8 is entered in ..... Item 68

# SCHEDULE 8 -- LOANS PAYABLE

Source of Loans Payable at Any Time During the Reporting Period (A)	Loans Owed at Start of Period (B)	Loans Obtained During Period (C)	Repayment Made During Period		Loans Owed at End of Period (E)
			Cash (D)(1)	Other Than Cash (D)(2)	
1. PURCHASE POWER	1 7 8 3	0	1 7 8 3	0	0
2. AMERITECH	2 8 1 0	0	2 8 1 0	0	0
3.					
4.					
5. Totals from additional pages (if any)					
6. Totals of Lines 1 through 5	4 5 9 3	0	4 5 9 3	0	0

The total from Line 6 is entered in ..... Item 34 ..... Item 50 ..... Item 70 ..... Item 75 ..... Item 34  
 Column (C) ..... with Explanation ..... Column (D)

# SCHEDULE 9 - ALL OFFICERS AND DISBURSEMENTS TO OFFICERS

FILE NUMBER: 0 4 1 - 2 9 1

(A) Name <small>(List all persons who held office during the reporting period even if they received no salary or other disbursements.)</small>		Status (C)*	Gross Salary (before taxes and other deductions) (D)	Allowances (E)	Disbursements for Official Business (F)	Other Disbursements (G)	Total (H)
(B) Title <small>(Enter title of officer, such as PRESIDENT or TREASURER.)</small>							
1.	SANCHEZ JESSE BUSINESS MGR	C	8 6 3 9 7	0	5 5 8	0	8 6 9 5 5
2.	MANTHLEY BRUCE PRESIDENT	C	1 2 2 4	0	3 9 0	0	1 6 1 4
3.	MOORE CHESTER TRUSTEE	C	0	0	3 0	0	3 0
4.	OSTERMAN DAVID CONDUCTOR	C	0	0	8	0	8
5.	BACA JAMES FIN SECRETARY	C	0	0	6 8	0	6 8
6.	HATFIELD JAMES GUARD	C	0	0	8 0	0	8 0
7.	WALDINGTON JOHN VICE PRESIDENT	C	0	0	7 5	0	7 5
8. Totals from additional pages (if any)							
9. Totals of Lines 1 through 8			8 7 6 2 1	0	1 2 0 9	0	8 8 8 3 0
					10. Less Deductions	2 0 6 7 9	
The total from Line 11 is entered in ..... Item 56					11. Net Disbursements	6 8 1 5 1	

\*Code for Status (C): past officer - P; continuing officer - C; new officer during the reporting period - N.

*(If any officer was not elected at a regular election in accordance with your organization's constitution and bylaws, explain in Item 75.)*

# SCHEDULE 10 - DISBURSEMENTS TO EMPLOYEES

FILE NUMBER: 0 4 1 - 2 9 1

(A) Name <small>(List all employees who received more than \$10,000 in total disbursements from your organization and any affiliates.)</small>	Gross Salary (before taxes and other deductions) (D)	Allowances (E)	Disbursements for Official Business (F)	Other Disbursements (G)	Total (H)
(B) Position <small>(Enter employee's job title.)</small>					
(C) Name of Affiliated Organization <small>(if applicable)</small>					
1. HERNANDEZ RUBEN BUS REP N/A	6 1 0 7 1	0	5 0 8	0	6 1 5 7 9
2.					
3.					
4.					
5.					
6. Totals from additional pages (if any)					
7. Totals for all employees who, during the reporting period, received \$10,000 or less in total disbursements from your organization and any affiliates	2 1 4 7 3	0	9 2 3	0	2 2 3 9 6
8. Totals of Lines 1 through 7	8 2 5 4 4	0	1 4 3 1	0	8 3 9 7 5
			9. Less Deductions	1 7 0 8 2	
The total from Line 10 is entered in .....			10. Net Disbursements	6 6 8 9 3	

# SCHEDULE 11 - BENEFITS

FILE NUMBER: 0 4 1 - 2 9 1

Description (A)	To Whom Paid (B)	Amount (C)
1. CENTRAL PENSION FUND	IUOE CENTRAL	1 1 1 8 2
2. GENERAL PENSION FUND	IUOE GENERAL	1 1 5 3 8
3.		
4.		
5. Total from additional pages (if any)		
6. Total of Lines 1 through 5		2 2 7 2 0
The total from Line 6 is entered in ..... Item 63		

# SCHEDULE 12 - CONTRIBUTIONS, GIFTS & GRANTS

Description (A)	Amount (B)
1. VARIOUS	4 1 7
2.	
3.	
4.	
5.	
6.	
7. Total from additional pages (if any)	
8. Total of Lines 1 through 7	4 1 7
The total from Line 8 is entered in ..... Item 64	

# SCHEDULE 13 - OFFICE & ADMINISTRATIVE EXPENSE

Description (A)	Amount (B)
1. INSURANCE	5 6 5 7
2. OFFICE / POSTAGE	5 0 7 5
3. RENT	1 1 0 0
4. TAXES & LICENSES	9 9 5 6
5. TELEPHONE	6 4 4 4
6. UTILITIES	7 8 6 3
7. Total from additional pages (if any)	
8. Total of Lines 1 through 7	3 6 0 9 5
The total from Line 8 is entered in ..... Item 60	

### SCHEDULE 14 - OTHER RECEIPTS

Description (A)	Amount (B)
1. DONATIONS / FUND RAISING	1 1 6 7 6
2. RENT INCOME	9 0 9 7
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	
11.	
12.	
13.	
14.	
15.	
16. Total from additional pages (if any)	
17. Total of Lines 1 through 16	2 0 7 7 3
The total from Line 17 is entered in ..... Item 54	

### SCHEDULE 15 - OTHER DISBURSEMENTS

Description (A)	Amount (B)
1. ARBITRATION	1 3 0 1 9
2. BANK CHARGES	3 7 1
3. CONVENTIONS & CONFERENCES	4 4 6 1
4. INTEREST	6 9 4
5. REPAIRS & MAINTENANCE	8 7 6 8
6. EQUIPMENT RENTAL	7 3 6 0
7. TRAVEL	9 1 7 6
8. AUDIT ADJUSTMENT	9 3 0
9.	
10.	
11.	
12.	
13.	
14.	
15.	
16. Total from additional pages (if any)	
17. Total of Lines 1 through 16	4 4 7 7 9
The total from Line 17 is entered in ..... Item 73	

ORGANIZATION NAME:  
ENGINEERS, OPERATING, AFL-CIO

FILE NUMBER: 0 4 1 - 2 9 1

ENDING DATE OF PERIOD COVERED:  
12/31/2003

## 75. ADDITIONAL INFORMATION

Item Number	
CR	CASH DECREASED \$40,862 DURING THE YEAR ENDED DECEMBER 31, 2003. A RECONCILIATION OF RECEIPTS AND DISBURSEMENTS TO THE NET CASH CHANGE IS AS FOLLOWS:
	RECEIPTS (FROM STATEMENT B, LINE 55) \$ 318,333
	DISBURSEMENTS (FROM STATEMENT B, LINE 74) <u>(364,867)</u>
	DECREASE IN NET ASSETS (46,534)
	ADD INCREASE IN ACCOUNTS PAYABLE 5,673
	ROUNDING ERROR <u>(1)</u>
	DECREASE IN CASH <u><u>(40,862)</u></u>

ORGANIZATION NAME:  
ENGINEERS, OPERATING, AFL-CIO

FILE NUMBER: 0 4 1 - 2 9 1

ENDING DATE OF PERIOD COVERED:  
12/31/2003

## 75. ADDITIONAL INFORMATION(*continued*)

Item Number	
13	AN AUDIT OF THE FINANCIAL STATEMENTS OF THE LOCAL FOR THE YEAR ENDED DECEMBER 31, 2002 IS CURRENTLY IN PROCESS

ORGANIZATION NAME:  
**ENGINEERS, OPERATING, AFL-CIO**

FILE NUMBER: **0 4 1 - 2 9 1**

ENDING DATE OF PERIOD COVERED:  
**12/31/2003**

**75. ADDITIONAL INFORMATION (continued)**

Item Number	
14	THE AUDIT IS BEING PERFORMED BY AN INDEPENDENT ACCOUNTING FIRM

ORGANIZATION NAME:  
ENGINEERS, OPERATING, AFL-CIO

FILE NUMBER: 0 4 1 - 2 9 1

ENDING DATE OF PERIOD COVERED:  
12/31/2003

## TRUSTEE SIGNATURES

Each of the undersigned, duly authorized officers of the above labor organization, declares, under the applicable penalties of law, that all of the information submitted in this report (including the information contained in any accompanying documents) has been examined by the signatory and is, to the best of the undersigned's knowledge and belief, true, correct, and complete. (See Section VI on penalties in the instructions.)

Trustee Sign: James Laca TRUSTEE

Trustee Sign: Chester Moore TRUSTEE

3-23-04      281-862-2017  
Date                      Telephone Number

3-23-04      281-538-2127  
Date                      Telephone Number