

Edgar Filing: AECOM TECHNOLOGY CORP - Form SC 13G

AECOM TECHNOLOGY CORP
Form SC 13G
February 13, 2008

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2

Aecom Technology Coroproration
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

00766T100
(CUSIP Number)

December 31, 2007
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the
Notes).

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(1) NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)

GSO Special Situations Fund LP

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
(3)	SEC USE ONLY		
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware		
NUMBER OF SHARES	(5) SOLE VOTING POWER -0-		
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER 3,459,893 shares of Common Stock		
EACH REPORTING	(7) SOLE DISPOSITIVE POWER -0-		
PERSON WITH	(8) SHARED DISPOSITIVE POWER 3,459,893 shares of Common Stock		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,459,893 shares of Common Stock		
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **		<input type="checkbox"/>
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.45%		
(12)	TYPE OF REPORTING PERSON ** PN		

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) GSO Special Situations Overseas Master Fund Ltd.		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) <input checked="" type="checkbox"/>	

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(b) []

(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies	
NUMBER OF SHARES	(5) SOLE VOTING POWER -0-
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER 2,816,636 shares of Common Stock
EACH REPORTING	(7) SOLE DISPOSITIVE POWER -0-
PERSON WITH	(8) SHARED DISPOSITIVE POWER 2,816,636 shares of Common Stock
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,816,636 shares of Common Stock	
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []	
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.81%	
(12) TYPE OF REPORTING PERSON ** CO	

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) GSO Special Situations Overseas Benefit Plan Fund Ltd.	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []	
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies	
NUMBER OF	(5) SOLE VOTING POWER

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SHARES -0-

 BENEFICIALLY (6) SHARED VOTING POWER
 206,257 shares of Common Stock
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER
 -0-
 REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER
 206,257 shares of Common Stock

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 206,257 shares of Common Stock

 (10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN SHARES ** []

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 0.21%

 (12) TYPE OF REPORTING PERSON **
 CO

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 (1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY)
 GSO Credit Opportunities Fund (Helios), L.P.

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
 (a) [X]
 (b) []

 (3) SEC USE ONLY

 (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands, British West Indies

 NUMBER OF (5) SOLE VOTING POWER
 -0-
 SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER
 1,494,874 shares of Common Stock
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER

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-0-

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
1,494,874 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
1,494,874 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
1.49%

(12) TYPE OF REPORTING PERSON **
PN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)

GSO Capital Partners LP

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 7,977,660 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
7,977,660 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

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7,977,660 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
7.96%

(12) TYPE OF REPORTING PERSON **
IA

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)

GSO LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 7,977,660 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
7,977,660 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,977,660 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
7.96%

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(12) TYPE OF REPORTING PERSON **
OO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)

Bennett J. Goodman

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) ☒ [X]

(b) ☐ []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF (5) SOLE VOTING POWER
-0-

SHARES

BENEFICIALLY (6) SHARED VOTING POWER
7,977,660 shares of Common Stock

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
-0-

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
7,977,660 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,977,660 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

☐ []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
7.96%

(12) TYPE OF REPORTING PERSON **
IN

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(1)		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
		J. Albert Smith III	
(2)		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	
			(a) <input checked="" type="checkbox"/>
			(b) <input type="checkbox"/>
(3)		SEC USE ONLY	
(4)		CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF	(5)	SOLE VOTING POWER -0-	
SHARES			
BENEFICIALLY	(6)	SHARED VOTING POWER 7,977,660 shares of Common Stock	
OWNED BY			
EACH	(7)	SOLE DISPOSITIVE POWER -0-	
REPORTING			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 7,977,660 shares of Common Stock	
(9)		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,977,660 shares of Common Stock	
(10)		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	<input type="checkbox"/>
(11)		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.96%	
(12)		TYPE OF REPORTING PERSON ** IN	
** SEE INSTRUCTIONS BEFORE FILLING OUT!			

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(1)		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
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Douglas I. Ostrover

(2)		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
(3)		SEC USE ONLY		
(4)		CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES	(5)	SOLE VOTING POWER -0-		
BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 7,977,660 shares of Common Stock		
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER -0-		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 7,977,660 shares of Common Stock		
(9)		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,977,660 shares of Common Stock		
(10)		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	<input type="checkbox"/>	
(11)		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.96%		
(12)		TYPE OF REPORTING PERSON ** IN		

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Item 1

(a). Name of Issuer:

Aecom Technology Corporation (the "Company").

(b). Address of Issuer's Principal Executive Offices:

555 South Flower Street, Suite 3700
Los Angeles, California 90071

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

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Item 2(c). Citizenship

GSO SPECIAL SITUATIONS FUND LP
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: State of Delaware

GSO SPECIAL SITUATIONS OVERSEAS FUND LTD.
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: Cayman Islands, British West Indies

GSO SPECIAL SITUATIONS OVERSEAS BENEFIT PLAN FUND LTD.
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: Cayman Islands, British West Indies

GSO CREDIT OPPORTUNITIES FUND (HELIOS), L.P.
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: Cayman Islands, British West Indies

GSO CAPITAL PARTNERS LP
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: State of Delaware

GSO LLC
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: State of Delaware

BENNETT J. GOODMAN
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017

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Citizenship: United States

J. ALBERT SMITH III
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: United States

DOUGLAS I. OSTROVER
c/o GSO Capital Partners LP
280 Park Avenue, 11th Floor
New York, NY 10017
Citizenship: United States

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The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the "Common Stock")

Item 2(e). CUSIP Number:

00766T100

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Act,
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act,
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) ☐ Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) ☐ Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) ☐ Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) ☐ Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) ☐ Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) ☐ Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,

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- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. ☐

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of this filing, (i) GSO Special Situations Fund LP owns 3,459,893 shares of Common Stock of the Company, (ii) GSO Special Situations

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Overseas Master Fund Ltd. owns 2,816,636 shares of Common Stock of the Company, (iii) GSO Special Situations Overseas Benefit Plan Fund Ltd. owns 206,257 shares of Common Stock of the Company, (iv) GSO Credit Opportunities Fund (Helios), L.P. owns 1,494,874 shares of Common Stock of the Company and (v) each of GSO Capital Partners LP, GSO LLC, Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover may be deemed the beneficial owner of the 7,977,660 shares of Common Stock owned by GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd., GSO Special Situations Overseas Benefit Plan Fund Ltd. and GSO Credit Opportunities Fund (Helios), L.P.

GSO Capital Partners LP serves as the investment manager (the "Investment Manager") of GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd., GSO Special Situations Overseas Benefit Plan Fund Ltd. and GSO Credit Opportunities Fund (Helios), L.P. GSO LLC serves as the general partner (the "General Partner") of GSP Capital Partners LP. Each of Bennett J. Goodman, J. Albert Smith III, Albert Smith III and Douglas I. Ostrover serve as managing members of the General Partner. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of the Investment Manager, the General Partner, Bennett J. Goodman, J. Albert Smith III, Albert Smith III and Douglas I. Ostrover disclaims beneficial ownership of shares of Common Stock owned by GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd., GSO Special Situations Overseas Benefit Plan Fund Ltd. and GSO Credit Opportunities Fund (Helios), L.P.

(b) Percent of class:

The Company's Quarterly Report for the quarterly period ended December 31, 2007 on Form 10-Q filed on February 13, 2008, indicates that as of February 6, 2008, there were 100,201,803 shares of Common Stock outstanding. Therefore as of the date of this filing, based on the Company's outstanding shares of Common Stock, (i) GSO Special Situations Fund LP owns approximately 3.45% of the outstanding shares of Common Stock of the Company, (ii) GSO Special Situations Overseas Master Fund Ltd. owns approximately 2.81% of the outstanding shares of Common Stock of the Company, (iii) GSO Special Situations Overseas Benefit Plan Fund Ltd. owns approximately 0.21% of the outstanding shares of Common Stock of the Company, (iv) GSO Credit Opportunities Fund (Helios), L.P. owns approximately 1.49% of the outstanding shares of Common Stock of the Company and (v) each of the Investment Manager, the General Partner, Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover may be deemed to beneficially own 7.96% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See Item 4(a)

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(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a)

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover are managing members of the General Partner, and in that capacity, direct its operations. The General Partner is the general partner of the Investment Manager, and in that capacity directs its operations. The Investment Manager is the investment manager of each of GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd., GSO Special Situations Overseas Benefit Plan Fund Ltd. and GSO Credit Opportunities Fund (Helios), L.P., and in that respect holds discretionary investment authority for each of them.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit I.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 13, 2008, by and among GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd., GSO Special Situations Overseas Benefit Plan Fund Ltd., GSO Credit Opportunities Fund (Helios), L.P., GSO Capital Partners LP, GSO LLC, Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2008

GSO SPECIAL SITUATIONS FUND LP

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO SPECIAL SITUATIONS OVERSEAS
BENEFIT PLAN FUND LTD.

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO CAPITAL PARTNERS LP

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

BENNETT J. GOODMAN

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact

DOUGLAS I. OSTROVER

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact

GSO SPECIAL SITUATIONS OVERSEAS FUND
LTD.

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO CREDIT OPPORTUNITIES FUND
(HELIOS), L.P.

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO LLC

By: Bennett J. Goodman
Its Managing Member

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact

J. ALBERT SMITH III

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact

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The Powers of Attorney executed by Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover, authorizing George Fan to sign and file this Schedule 13G on each person's behalf, which were filed with the Schedule 13G filed with the Securities and Exchange Commission on May 18, 2006 by such Reporting Persons with respect to the common stock of Oglebay Norton Company, are hereby incorporated by reference.

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, \$0.01 par value, of Aecom Technology Corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

DATED: February 13, 2008

GSO SPECIAL SITUATIONS FUND LP

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO SPECIAL SITUATIONS OVERSEAS
BENEFIT PLAN FUND LTD.

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO CAPITAL PARTNERS LP

By: /s/ George Fan

GSO SPECIAL SITUATIONS OVERSEAS FUND
LTD.

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO CREDIT OPPORTUNITIES FUND
(HELIOS), L.P.

By: GSO Capital Partners LP
its Investment Manager

By: /s/ George Fan

Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

GSO LLC

By: Bennett J. Goodman

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Name: George Fan
Title: Chief Legal Officer/Chief
Compliance Officer

BENNETT J. GOODMAN

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact

DOUGLAS I. OSTROVER

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact

Its Managing Member

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact

J. ALBERT SMITH III

By: /s/ George Fan

Name: George Fan
Title: Attorney-in-Fact