

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

URS Corporation

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

903236 10 7

(CUSIP Number)

Michael S. Paquette
Vice President
and Chief Accounting Officer
Fund American Enterprises Holdings, Inc.
The 1820 House,
Main Street,
Norwich, Vermont 05055
(802) 649-3633

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 21, 1994

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) r (4), check the following box ____.

Check the following box if a fee is being paid with this statement ____.
(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class. (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(1) Name of Reporting Person. S.S. or I.R.S. Identification No. of Above Person

Fund American Enterprises Holdings, Inc.
94-2708455

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) _____
(b) _____

(3) (SEC Use Only)

(4) Source of Funds (See Instructions) N.A. (see Item 3)

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With
(7) Sole Voting Power

(8) Shared Voting Power

826,323
(9) Sole Dispositive Power

(10) Shared Dispositive Power

826,323

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
826,323

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
Approximately 11.85%

(14) Type of Reporting Person (See Instructions) HC, CO

(1) Name of Reporting Person. S.S. or I.R.S. Identification No. of Above Person

Fund American Enterprises, Inc.
51-0328932

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) _____
(b) _____

(3) (SEC Use Only)

(4) Source of Funds (See Instructions) N.A. (see Item 3)

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

(7) Sole Voting Power	-----
(8) Shared Voting Power	-----
	826,323
(9) Sole Dispositive Power	-----
(10) Shared Dispositive Power	-----
	826,323

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
826,323

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
Approximately 11.85%

(14) Type of Reporting Person (See Instructions) HC, CO

(1) Name of Reporting Person. S.S. or I.R.S. Identification No. of Above Person

Source One Mortgage Services Corporation
38-2011419

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) _____

(3) (SEC Use Only) (b) _____

(4) Source of Funds (See Instructions) N.A. (see Item 3)

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With
(7) Sole Voting Power

(8) Shared Voting Power

826,323
(9) Sole Dispositive Power

(10) Shared Dispositive Power

826,323

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
826,323

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
Approximately 11.85%

(14) Type of Reporting Person (See Instructions) CO

ONLY ITEMS REPORTED IN THIS AMENDMENT NO. 2 TO SCHEDULE 13D ARE AMENDED FROM THE FILING ON SCHEDULE 13D (THE "SCHEDULE 13D") FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") ON FEBRUARY 6, 1992 and AUGUST 24, 1993. ALL OTHER ITEMS REMAIN UNCHANGED. UNLESS OTHERWISE SPECIFIED, ALL DEFINED TERMS USED HEREIN HAVE THE MEANING PREVIOUSLY ASCRIBED TO THEM IN THE SCHEDULE 13D.

Item 2. Identity and Background.

Item 2 is amended as follows:

(a), (b), (c) and (f). The "Reporting Person" shall include Fund American Enterprises Holdings, Inc., a Delaware corporation ("FAEH"), FAEH's subsidiary, Fund American Enterprises, Inc., a Delaware corporation ("FAE") and FAE's subsidiary, Source One Mortgage Services Corporation ("SOMSC"), a Delaware corporation.

At its annual meeting held on June 17, 1992, shareholders of The Fund American Companies, Inc. approved a change of legal name to Fund American Enterprises Holdings, Inc. ("FAEH") and also approved the conclusion of FAEH's Plan of Complete Liquidation.

FAE is a holding company that owns SOMSC and a portfolio of securities. The address of the principal business and principal office of FAE is The 1820 House, Main Street, Norwich, Vermont 05055.

SOMSC is a company that operates a mortgage banking business and a portfolio of securities. The address of the principal business and principal office of SOMSC is 27555 Farmington Road, Farmington Hills, Michigan 48334-3357.

Schedule I attached hereto, which is incorporated herein by reference, replaces Schedule I to the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 4. Purpose of Transaction

SOMSC is holding these Shares for investment purposes. SOMSC has no present plans or proposals which relate to, or would result in, any of the actions described in Item 4(a) through 4(j).

Item 5. Interest in Securities of the Issuer.

(a) FAEH owns all 826,323 Shares indirectly through FAE through SOMSC. The aggregate number of Shares and the corresponding percentage of the outstanding Shares such number represents is as follows:

Person	Shares Beneficially Owned	Percentage of Shares Beneficially Owned
FAEH	826,323	11.85%
FAE	826,323	11.85%
SOMSC	826,323	11.85%

(b) FAEH shares voting power and dispositive power with respect to all the Shares with FAE and SOMSC.

(c) Except as described herein neither FAEH, FAE, SOMSC nor, to the best knowledge of FAEH, FAE, or SOMSC any of the persons listed on Schedule I attached hereto, has been party to any transaction in the Shares during the sixty day period ending on the date of this statement on Schedule 13D.

(d) None

(e) Not Applicable

SIGNATURE

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

Dated: March 29, 1994

FUND AMERICAN ENTERPRISES HOLDINGS, INC.

BY: /s/ Michael S. Paquette

Name: Michael S. Paquette
Title: Vice President
and Chief Accounting Officer

FUND AMERICAN ENTERPRISES, INC.,

BY: /s/ Terry L. Baxter

Name: Terry L. Baxter
Title: President

SOURCE ONE MORTGAGE SERVICES
CORPORATION

BY: /s/ Michael S. Paquette

Name: Michael S. Paquette
Title: Authorized Representative *

* Power of Attorney on file

SCHEDULE I TO SCHEDULE 13D

Following is a list of the directors and executive officers of Fund American Enterprises Holdings, Inc. ("FAEH"), Fund American Enterprises, Inc. ("FAE") and Source One Mortgage Services Corporation ("SOMSC"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. Each such person is a citizen of the United States of America.

Name and Business Address	Office	Present Principal Occupation or Employment
FAEH		
John J. Byrne Fund American Enterprises Holdings, Inc. The 1820 House, Main Street, Norwich, VT 05055	Chairman of the Board, President & Chief Executive Officer of FAEH; Chairman of the Board of FAE, Director of SOMSC	Chairman of the Board, President & Chief Executive Officer of FAEH
Howard L. Clark 200 Park Avenue Suite 4501 New York, N.Y. 10166	Director of FAEH	Retired
Howard L. Clark, Jr. Lehman Brothers American Express Tower New York, New York 10285	Director of FAEH	Vice Chairman of Lehman Brothers
George J. Gillespie, III Cravath, Swaine & Moore 825 Eighth Avenue New York, N.Y. 10019	Director of FAEH	Partner in Cravath, Swaine & Moore 825 Eighth Avenue New York, N.Y. 10019
K. Thomas Kemp The 1820 House, Main Street, Norwich, VT 05055	Executive Vice President Treasurer & Corporate Secretary of FAEH, Director of FAE and SOMSC	Executive Vice President, Treasurer & Corporate Secretary of FAEH
Gordon S. Macklin 8212 Burning Tree Road Bethesda, MD 20817	Director of FAEH	Chairman of White River Corporation
Michael S. Paquette The 1820 House Main Street Norwich, Vermont 05055	Vice President & Chief Accounting Officer of FAEH, Director of FAE	Vice President & Chief Accounting Officer of FAEH

SCHEDULE I (cont.) TO SCHEDULE 13D

Name and Business Address	Office	Present Principal Occupation or Employment
Allan L. Waters The 1820 House Main Street Norwich, Vermont 05055	Senior Vice President & Chief Financial Officer of FAEH, Director of FAE and SOMSC	Senior Vice President & Chief Financial Officer of FAEH
Arthur Zankel First Manhattan Co. 437 Madison Ave. New York, N.Y. 10022	Director of FAEH	Co-Managing Partner, First Manhattan Co., 437 Madison Ave. New York, N.Y. 10022
FAE		
Terry L. Baxter The 1820 House FAEH, Director of FAE Norwich, Vermont 05055	President & Director of FAE	President
SOMSC		
Michael C. Allemang 27555 Farmington Road Farmington Hills,	Executive Vice President & Chief Financial Officer and Director of SOMSC	Executive Vice President & Chief Financial Officer of SOMSC
Lawrence J. Brady 27555 Farmington Road Farmington Hills, Michigan, 48334	Senior Vice President - Residential Division of SOMSC	Senior Vice President - Residential Division of SOMSC
James A. Conrad 27555 Farmington Road Farmington Hills, Michigan, 48334	Director, President, Chief Executive Officer and Director of SOMSC	President & Chief Executive Officer of SOMSC
John A. Courson 27555 Farmington Road Farmington Hills, Michigan, 48334	Senior Vice President of SOMSC	Senior Vice President of SOMSC
Robert R. Densmore 27555 Farmington Road Farmington Hills, Michigan, 48334	Executive Vice President, Secretary and Director of SOMSC	Executive Vice President and Secretary of SOMSC

SCHEDULE I (cont.) TO SCHEDULE 13D

Name and Business Address	Office	Present Principal Occupation or Employment
Paul J. Hanna Harbour House 12 Ocean Reef Club Key Largo, Florida, 33037	Director of SOMSC	Independent Financial Consultant
William C. Manasco 27555 Farmington Road Farmington Hills, Michigan, 48334	Senior Vice President - Operations Mgmt. of SOMSC	Senior Vice President - Operations Mgmt. of SOMSC
Robert W. Richards 27555 Farmington Road Farmington Hills, Michigan, 48334	Chairman and Chief Financial Officer of SOMSC	Chairman and Chief Financial Officer of SOMSC
FFOG		
Edward J. Jones c/o Delaware Corporate Management 1105 No. Market Street Suite 1300 Wilmington, DE 19899	President of FFOG	President of FFOG
Edward J. Jones c/o Delaware Corporate Management 1105 No. Market Street Suite 1300 Wilmington, DE 19899	Secretary of FFOG	Secretary of FFOG

SCHEDULE II TO SCHEDULE 13D

Sales of Shares of URS by the Reporting Persons and by persons listed in Schedule I within the last 60 days.

Sold by	Date	Number Sold	Unit Price
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SOMSC	1/18/94	3,400	\$7.86
SOMSC	1/28/94	1,800	\$7.25
SOMSC	2/07/94	1,900	\$7.00
SOMSC	2/11/94	27,900	\$7.00
SOMSC	2/15/94	500	\$7.00
SOMSC	2/16/94	1,300	\$7.00
SOMSC	2/17/94	3,800	\$7.00
SOMSC	2/18/94	3,500	\$7.00
SOMSC	2/22/94	1,400	\$7.00
SOMSC	2/23/94	1,800	\$7.00
SOMSC	2/24/94	1,100	\$7.00
SOMSC	2/25/94	1,600	\$7.00
SOMSC	3/14/94	2,300	\$7.00
SOMSC	3/21/94	19,700	\$6.75