



February 13, 2008

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Top Hat Plan Exemption,
Employee Benefit Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue NW
Washington, DC 20210

Re: Granite Construction Incorporated Key Management Deferred Compensation
Plan II

Dear Sir or Madam:

This letter constitutes a statement described in Department of Labor Regulations Section 2520.104-23(b)(1) regarding the above referenced plan.

1. The name and address of the employer is:
Granite Construction Incorporated
585 West Beach Street
Watsonville, CA 95076
2. The employer's EIN is: 77-0239383
3. The employer maintains the plan primarily for the purpose of providing deferred compensation to a select group of management or highly compensation employees.
4. The employer sponsor two additional nonqualified deferred compensation plans:
 - a. Granite Construction Incorporated Key Management Deferred Incentive Compensation Plan
 - b. Granite Construction Incorporated Key Management Deferred Compensation Plan
5. There are 51 participants in the plan.

Please acknowledge receipt of this letter by date-stamping the enclosed copy and returning it in the envelope provided.

Very truly yours,

Alan M. ...
Granite Construction Incorporated

Box 50085
Watsonville, CA 95077-5085
Phone 831/724-1011
FAX 831/722-9657



P.O. Box 50085 • Watsonville, CA 95077-5085

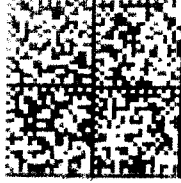
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