

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

IN RE WILLBROS GROUP, INC.  
SECURITIES LITIGATION

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This Document Relates to:

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ALL ACTIONS

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No. 05-CV-1778

**NOTICE OF PENDENCY OF PROPOSED SETTLEMENT OF CLASS ACTION**

***IF YOU PURCHASED OR OTHERWISE ACQUIRED WILLBROS GROUP, INC. ("WILLBROS") SECURITIES BETWEEN MAY 6, 2002, AND MAY 16, 2005, YOU COULD RECEIVE A PAYMENT FROM A CLASS ACTION SETTLEMENT. IN ALL EVENTS, IF THE SETTLEMENT IS APPROVED, ALL CLAIMS INVOLVING WILLBROS SECURITIES WILL BE ELIMINATED AND RESOLVED BY THE LITIGATION.***

A federal court authorized this Notice. This is not a solicitation from a lawyer.

**Securities and Time Period:** Willbros securities purchased or acquired between May 6, 2002, and May 16, 2005, inclusive.

**Settlement Fund:** \$10,500,000.00. Your recovery will depend on the amount of securities purchased or acquired and the timing of your purchases and acquisitions, and any sales. Depending on the number of shares that participate in the Settlement and when those shares were purchased or acquired and sold, the estimated average recovery per share of securities will be approximately \$.77 before deduction of Court-approved fees and expenses.

**Reasons for Settlement:** Avoids the costs and risks associated with continued litigation, including the danger of no recovery, and provides a substantial benefit to the Class now.

**If the Case Had Not Settled:** The Settlement must be compared to the risk of no recovery after contested motions, trial and likely appeals. While Lead Counsel were prepared to go to trial and were confident about the case, a trial is a risky proposition and Lead Plaintiff might not have prevailed. The claims in this case involve numerous complex legal and factual issues that would require extensive and costly expert testimony. Among the issues about which the two sides do not agree are: (1) the amount of damages that could be recovered at trial; (2) the method for determining whether Willbros securities were artificially inflated during the relevant period; (3) the amount of any such inflation; (4) the extent that various facts alleged by Lead Plaintiff were materially false or misleading; (5) whether market forces influenced the trading price of Willbros securities during the relevant period; (6) the extent that various facts alleged by Lead Plaintiff influenced the trading price of Willbros securities during the relevant period; (7) whether Lead Plaintiff had pled a strong inference of Defendants' scienter; and (8) whether the facts alleged were material, false, misleading or otherwise actionable under the securities laws.

**Attorneys' Fees and Expenses:** Lead Counsel have not received any payment for their work investigating the facts, conducting this litigation, and negotiating the Settlement on behalf of the Lead Plaintiff and the Class. Court-appointed Lead Counsel will ask the Court for attorneys' fees of 25% of the Settlement Fund and reimbursement of out-of-pocket expenses not to exceed \$250,000 to be paid from the Settlement Fund. If the above amounts are requested and approved by the Court, the average cost per share of securities will be \$.21.

**Deadlines:**

Submit Claim:	February 28, 2007
Request Exclusion:	February 1, 2007
File Objection:	February 1, 2007

**Court Hearing on Fairness of Settlement:** February 15, 2007, at 1:00 p.m.

**More Information:**

Claims Administrator:

Willbros Group, Inc. Securities Litigation  
c/o The Garden City Group, Inc.  
Claims Administrator  
PO Box 9000 #6476  
Merrick, NY 11566-9000  
Tel: 1(866) 533-0151

Lead Counsel for Plaintiffs:

Jeffrey M. Haber, Esq.  
Bernstein Liebhard & Lifshitz, LLP  
10 East 40th Street  
New York, NY 10016  
Tel: (212) 779-1414

- Your legal rights are affected whether you act, or do not act. Read this Notice carefully.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:</b>	
<b>SUBMIT A CLAIM FORM</b>	The only way to receive a payment.
<b>EXCLUDE YOURSELF</b>	Receive no payment. This is the only option that allows you to participate in another lawsuit against the Defendants relating to the claims being released in this case.
<b>OBJECT</b>	You may write to the Court if you do not like this Settlement.
<b>GO TO A HEARING</b>	You may ask to speak in Court about the fairness of the settlement.
<b>DO NOTHING</b>	Receive no payment.

- These rights and options — **and the deadlines to exercise them** — are explained in this Notice.
- The Court in charge of this case must decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and, if there are any appeals, after appeals are resolved. Please be patient.

**BASIC INFORMATION**

**1. Why Did I Receive This Notice Package?**

You or someone in your family may have purchased or acquired shares of Willbros securities between May 6, 2002, and May 16, 2005.

The Court sent you this Notice because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the Settlement. If the Court approves it and after any objections or appeals are resolved, the Claims Administrator appointed by the Court will make the payments that the Settlement allows.

This package explains the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the Southern District of Texas, and the case is known as *In re Willbros Group, Inc. Securities Litigation*, Master File No. 05-1778. The people who sued are called the Lead Plaintiff, and the company and the individuals they sued, Willbros, Michael F. Curran, Warren L. Williams, and James K. Tillery, are called the Defendants.

**2. What Is This Lawsuit About?**

This case was brought as a putative class action alleging that Defendants violated the federal securities laws by making material misrepresentations and/or material omissions about, *inter alia*, Willbros' financial results, internal financial controls, and compliance with laws relating to its operations in foreign nations. Lead Plaintiff alleges in its complaint that throughout the putative Class Period, Willbros, through its wholly-owned subsidiary, Willbros International, Inc. ("WII"), engaged in improper practices that violated federal law and the laws of other countries where it did business. These practices allegedly included the bribery of foreign officials and client representatives to secure overseas construction contracts, which may have violated the Foreign Corrupt Practices Act of 1977 (the "FCPA"), local laws, client requirements, and the Company's code of ethics. Plaintiff also alleged that WII intentionally failed to file tax returns and pay income taxes in locations outside the United States. Plaintiff alleged that these improper actions had a materially negative impact on Willbros' reported financial results.

Defendants have denied and continue to deny each and all of the claims and contentions alleged by Lead Plaintiff in the Litigation. Defendants expressly have denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Litigation. Defendants also have denied and continue to deny, *inter alia*, the allegations that Defendants at any time knew or were reckless in not knowing that Willbros' financial statements were false or misleading, that Lead Plaintiff or the putative Class have suffered damage, that the price of Willbros securities was artificially inflated by reasons of alleged misrepresentations, non-disclosures or otherwise, and that Lead Plaintiff or the Class were harmed by the conduct alleged in the Complaint.

Defendants Willbros, Michael F. Curran, and Warren L. Williams and Defendant James K. Tillery separately filed motions to dismiss the class action. These motions were still under advisement by the Court at the time of settlement.

### **3. Why Is This a Class Action?**

In a class action, one or more people (in this case the Court-appointed Lead Plaintiff ADAR Investment Management, LLC), sue on behalf of people who have similar claims. Here, all these people are called a Class or Class Members. One court resolves the issues for all Class Members, except for those who exclude themselves from the Class. Judge Keith P. Ellison is in charge of this class action.

### **4. Why Is There a Settlement?**

The Court did not decide in favor of Lead Plaintiff or Defendants. Instead, both sides agreed to a settlement. That way, they avoid the cost of a trial, and eligible Settlement Class Members who submit valid claims will receive compensation. Lead Plaintiff and its attorneys believe the Settlement is best for all Settlement Class Members, considering the per share recovery and the amount of available insurance coverage.

## **WHO IS IN THE SETTLEMENT**

To see if you will receive money from the Settlement, you first have to determine if you are a Settlement Class Member.

### **5. How Do I Know if I Am Part of the Settlement?**

The Settlement Class includes ***all persons who purchased or acquired Willbros securities between May 6, 2002, and May 16, 2005, except those persons and entities that are excluded, as described below.***

### **6. What Are The Exceptions to Being Included?**

You are not a Settlement Class Member if you are a Defendant; a person or entity related to Defendants, including any subsidiaries or affiliates of Willbros; the officers and directors of Willbros from May 6, 2002, through May 16, 2005, inclusive; members of the Individual Defendants' immediate families; and any person, firm, trust, corporation, officer, director or any other individual or entity in which any Defendant has a controlling interest or which is related to, or affiliated with, any Defendant, and the legal representatives, agents, affiliates, heirs, successors-in-interest, or assigns of any such excluded party.

If you sold Willbros securities between May 6, 2002, and May 16, 2005, that *alone* does ***not*** make you a Settlement Class Member. You are a Settlement Class Member ***only*** if you purchased or acquired Willbros securities between May 6, 2002, and May 16, 2005.

### **7. I'm Still Not Sure if I Am Included.**

If you are still not sure whether you are included, you can ask for free help. You can call The Garden City Group, Inc. for more information. Or you can fill out and return the claim form described in question 10, to see if you qualify.

## **THE SETTLEMENT BENEFITS — WHAT YOU GET**

### **8. What Does the Settlement Provide?**

Defendants have agreed to pay \$10,500,000.00 in cash. The balance of this fund after payment of Court-approved attorneys' fees and expenses and the costs of claims administration, including taxes, the costs of printing and mailing this Notice and the cost of publishing newspaper notice (the "Net Settlement Fund") will be divided among all eligible Settlement Class Members who send in valid claim forms. The source of the funds for the Settlement is the Defendants' liability insurance policy.

## 9. How Much Will My Payment Be?

Your share of the Net Settlement Fund will depend on the number of valid claim forms that Settlement Class Members send in and how many shares of Willbros securities you purchased during the relevant period and when you bought and sold them. A claim will be calculated as follows:

The \$10,500,000 Cash Settlement Amount and the interest earned thereon shall be the Gross Settlement Fund. The Gross Settlement Fund, less all taxes, approved costs, fees and expenses (the "Net Settlement Fund") shall be distributed to members of the Settlement Class who submit acceptable Proofs of Claim ("Authorized Claimants").

The Claims Administrator shall determine each Authorized Claimant's "Recognized Claim" which is the Authorized Claimant's *pro rata* share of the Net Settlement Fund. The Recognized Claim is not intended to be an estimate of the amount of what a Class Member might have been able to recover after a trial. A Recognized Claim for an Authorized Claimant is computed as the Net Settlement Fund multiplied by the Authorized Claimant's "Recognized Loss" expressed as a fraction of the sum of the Recognized Losses for all Authorized Claimants. For example, if a claimant has a Recognized Loss of \$500,000 and that Recognized Loss represents 0.5% of the sum of all Recognized Losses for all Claimants then that Claimant would receive 0.5% of the Net Settlement Fund.

An Authorized Claimant's Recognized Loss is computed as the lesser of:

- i.) The sum of Claimant's Aggregate Losses from Artificial Inflation, and
- ii.) The sum of Claimant's Aggregate Trading Losses

If the Claimant's Recognized Losses are less than zero (gain) then the value of the Claimant's Recognized Claim is zero.

In the event a Claimant has more than one purchase or sale of Willbros securities, all purchases and sales shall be matched on a First-In-First-Out ("FIFO") basis, Class Period sales will be matched first against any Willbros common stock held at the beginning of the Class Period and then against purchases in chronological order. The gains or losses of any sales of Willbros common stock during the Class Period matched against the Claimant's opening position in Willbros' common stock will not be considered for purposes of calculating losses.

**Aggregate Losses from Artificial Inflation** are based on the amount of Artificial Inflation in the stock price of Willbros during the "Class Period" of May 6, 2002, to May 16, 2005 and the number of shares purchased. The Artificial Inflation reflects Plaintiffs' allegations of Defendants' misleading statements and omissions. The amount of the alleged artificial inflation was estimated by Plaintiffs' damages consultant to be:

\$4.99 per share from May 6, 2002, to May 16, 2005

The estimate of artificial inflation is based upon the \$4.99 per share stock price decline (after accounting for market and industry factors) for the May 17, 2005 disclosure. Plaintiffs' damages consultant viewed these disclosures as correcting the alleged misstatements and omissions.

The Aggregate Losses from Artificial Inflation are computed by 1) multiplying the artificial inflation at the date of purchase by the number of shares purchased and then subtracting 2) the artificial inflation at the date of any sale multiplied by the number of shares sold, for any shares of Willbros sold during the Class Period. The aggregate losses for each transaction are then summed.

On May 16, 2005, after the close of the market, Willbros issued a press release announcing the progress of its Audit Committee investigation and the expected financial impact on the previously announced restatements. The Company also stated that it expected a loss in the range of \$11.5 to \$12.0 million for the full year of 2004 due to restatements and other items.<sup>1</sup>

The artificial inflation in the common stock of Willbros is as follows:

1. For shares of common stock purchased between May 6, 2002, and May 16, 2005, inclusive, the Recognized Loss shall be:
  - a. \$0 per share for any shares purchased and sold within this period; and
  - b. \$4.99 per share for any shares purchased within this period and sold subsequent to the end of the Class Period.<sup>2</sup>

<sup>1</sup> Consolidated Amended Class Action Complaint, ¶261,

<sup>2</sup> Under the Private Securities Litigation Reform Act, there is a 90-day lookback period for shares held at the end of a class period. Here, the 90-day lookback price is \$14.38. This lookback price will be subtracted from your purchase price to compute your damages on any stock held at the end of the Class Period.

A purchase or sale of Willbros common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. The receipt or grant by gift, devise or operation of law of Willbros common stock during the Class Period shall not be deemed a purchase or sale of Willbros common stock for the calculation of the Authorized Claimant's Recognized Claim nor shall it be deemed an assignment of any claim relating to the purchase of such common stock unless specifically provided in the instrument of gift or assignment. The receipt of Willbros common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or sale of Willbros common stock.

Class Members who do not submit acceptable Proofs of Claim will not share in the settlement proceeds. Class Members who do not submit acceptable Proofs of Claim will nevertheless be bound by the settlement and the Order and Final Judgment of the Court dismissing this Action.

Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the settlement. If any funds remain in the Net Settlement Fund by reason of un-cashed checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants cash their distributions, any balance remaining in the Net Settlement Fund one (1) year after the initial distribution of such funds shall be re-distributed to Authorized Claimants who have cashed their initial distributions and who would receive, based on their Recognized Claim, a *pro rata* share of at least \$10.00 from such redistribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such re-distribution. If after six months after such re-distribution any funds shall remain in the Net Settlement Fund, then such balance shall be contributed to non-sectarian, not-for-profit, 501(c)(3) organization(s) designated by Plaintiffs' Lead Counsel.

Plaintiffs, Defendants, their respective counsel, and all other Released Parties shall have no responsibility for or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the Plan of Allocation or the determination, administration, calculation, or payment of any Proof of Claim or non-performance of the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund or any losses incurred in connection therewith.

The payment you receive will reflect your *pro rata* share of the Net Settlement Fund. Depending on the number of eligible shares that participate in the Settlement and when those shares were purchased and sold, the estimated average payment will be approximately \$.77 for each share before deduction of Court-approved fees and expenses. The number of claimants who send in claims varies widely from case to case. If fewer than anticipated Class Members send in a claim form, you could receive more money. Any such additional monies would be allocated *pro rata* among claimants based on the Plan of Allocation.

A Settlement Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net loss, after all profits from transactions in Willbros securities during the Class Period are subtracted from all losses.

## **HOW YOU OBTAIN A PAYMENT — SUBMITTING A CLAIM FORM**

### **10. How Will I Obtain a Payment?**

To qualify for payment, you must be an eligible Class Member, send in a claim form, and properly document your claim as requested in the claim form. A claim form is enclosed with this Notice. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it in the enclosed envelope postmarked no later than February 28, 2007.

### **11. When Will I Receive My Payment?**

The Court will hold a hearing on February 15, 2007 at 1:00 p.m., to decide whether to approve the Settlement. If Judge Ellison approves the Settlement, there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps several years. Everyone who sends in a claim form will be informed of the determination with respect to their claim. Please be patient.

### **12. What Am I Giving Up to Receive a Payment or Stay in the Class?**

Unless you exclude yourself, you are staying in the Settlement Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants about the Released Claims in this case. It also means that all of the Court's orders will apply to you and legally bind you and you will release your claims in this case against the Defendants. The terms of the release are included in the claim form that is enclosed.

## EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this Settlement, but you want to keep the right to sue or continue to sue the Defendants on your own for the Released Claims in this case, then you must take steps to get out of the Class. This is called excluding yourself or is sometimes referred to as opting out of the Class.

### 13. How Do I Get Out of the Class?

To exclude yourself from the Settlement Class, you must send a letter by mail stating that you want to be excluded from *In re Willbros Group, Inc. Securities Litigation*, Master File No. 05-1778. You must include your name, address, telephone number, your signature, and the number of shares of Willbros securities you purchased or acquired between May 6, 2002, and May 16, 2005, inclusive, the number of shares sold during this time period, if any, and the dates of such purchases and sales. You must mail your exclusion request postmarked no later than February 1, 2007, to:

Willbros Group, Inc. Securities Litigation  
c/o The Garden City Group, Inc.  
Claims Administrator  
PO Box 9000 #6476  
Merrick, NY 11566-9000

You cannot exclude yourself on the telephone or by e-mail. If you ask to be excluded, you are not eligible to receive any settlement payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit.

### 14. If I Do Not Exclude Myself, Can I Sue the Defendants for the Same Thing Later?

No. Unless you exclude yourself, you give up any right to sue the Defendants for the Released Claims in the Settlement. If you have a pending lawsuit against any of the Defendants, speak to your lawyer in that case immediately. Remember, the exclusion deadline is February 1, 2007.

### 15. If I Exclude Myself, Can I Receive Money from This Settlement?

No. If you exclude yourself, do not send in a claim form. But, you may sue, continue to sue, or be part of a different lawsuit involving the Released Claims against the Defendants.

## THE LAWYERS REPRESENTING YOU

### 16. Do I Have a Lawyer in This Case?

The Court appointed the law firm of Bernstein Liebhard & Lifshitz, LLP to represent you and other Settlement Class Members.

These lawyers are called Lead Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

### 17. How Will the Lawyers Be Paid?

Lead Counsel will ask the Court for attorneys' fees of 25% of the Settlement Fund and for reimbursement of their out-of-pocket expenses up to \$250,000.00 (for a combined average of \$.21 per share of securities), which were advanced in connection with the Litigation. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement Class members are not personally liable for any such fees or expenses.

The attorneys' fees and expenses requested will be the only payment to Lead Counsel for their efforts in achieving the Settlement and for their risk in undertaking this representation on a wholly contingent basis. To date, Lead Counsel have not been paid for their services in conducting this litigation on behalf of the Lead Plaintiff and the Class nor for their substantial out-of-pocket expenses. The fee requested will compensate Lead Counsel for their work in achieving the Settlement Fund and is within the range of fees awarded to class counsel under similar circumstances in other cases of this type. The Court may award less than this amount.

## OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or some part of it.

**18. How Do I Tell the Court that I Do Not Like the Settlement?**

If you are a Settlement Class Member, you can object to the settlement if you do not like any part of it, including the plan of allocation and the request for attorneys' fees. You can state the reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a letter saying that you object to the Settlement in *In re Willbros Group, Inc. Securities Litigation*, Master File No. 05-1778. Be sure to include your name, address, telephone number, your signature, the number of shares of Willbros securities purchased and sold between May 6, 2002, and May 16, 2005, inclusive, and the reasons you object. Any objection must be mailed or delivered such that it is received by each of the following no later than February 1, 2007:

*Court:*

Clerk of the Court  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
515 Rusk Avenue  
Houston, Texas 77002

*Lead Counsel for Plaintiffs:*

Jeffrey M. Haber, Esq.  
Bernstein Liebhard & Lifshitz, LLP  
10 East 40th Street, 28th Floor  
New York, NY 10016-0201

*Counsel for Defendants Willbros, Michael F. Curran, and Warren L. Williams:*

David M. Brodsky, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022-4834

*Counsel for Defendant James K. Tillery:*

Paul R. Bessette, Esq.  
Akin Gump Strauss Hauer & Feld LLP  
300 West 6th Street, Suite 2100  
Austin, TX 78701

**19. What's the Difference Between Objecting and Excluding?**

Objecting is simply telling the Court that you do not like something about the Settlement. You can object **only if** you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

**THE COURT'S FAIRNESS HEARING**

The Court will hold a hearing to decide whether to approve the Settlement. You may attend and you may ask to speak, but you do not have to.

**20. When and Where Will the Court Decide Whether to Approve the Settlement?**

The Court will hold a fairness hearing at 1:00 p.m., on February 15, 2007, at the U.S. Courthouse, 515 Rusk Avenue, Houston, Texas. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. Judge Ellison will listen to people who have asked to speak at the hearing. The Court will also consider Lead Counsel's application for fees and expenses. The Court may decide these issues at the hearing or take them under consideration. We do not know how long these decisions will take.

**21. Do I have to Come to the Hearing?**

No. Lead Counsel will answer questions Judge Ellison may have. But, you are welcome to come at your own

expense. You are also welcome to participate by telephone if you make arrangements with the Court before the hearing. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary.

**22. May I Speak at the Hearing?**

You may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that it is your intention to appear in *In re Willbros Group, Inc. Securities Litigation*, Master File No. 05-1778. Be sure to include your name, address, telephone number, your signature, and the number of shares of Willbros securities purchased between May 6, 2002, and May 16, 2005, inclusive. You may participate by telephone at the hearing if you notify the Court before the hearing. Your notice of intention to appear must be postmarked no later than February 8, 2007, and be sent to the Clerk of the Court, Lead Counsel, and Defendants' counsel, at the four addresses listed in question 18. You cannot speak at the hearing if you exclude yourself from the Class.

**IF YOU DO NOTHING**

**23. What Happens if I Do Nothing at All?**

If you do nothing, you will not receive any money from the Settlement. But, unless you exclude yourself, you won't be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants about the Released Claims in this case.

**GETTING MORE INFORMATION**

**24. Are There More Details About the Settlement?**

This Notice summarizes the proposed Settlement. More details are in the Stipulation of Settlement dated as of November 13, 2006. You can obtain a copy of the Stipulation of Settlement by writing to Jeffrey M. Haber, Esq., Bernstein Liebhard & Lifshitz, LLP, 10 East 40th St., New York, NY, 10016, or from the Clerk's office at the United States District Court for the Southern District of Texas, 515 Rusk Avenue, Houston, Texas, during regular business hours.

**25. How Do I Get More Information?**

You can call or write to The Garden City Group, Inc. (see below).

**DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE**

**SPECIAL NOTICE TO NOMINEES**

The Court has ordered that if you hold shares of any Willbros securities purchased between May 6, 2002, and May 16, 2005, inclusive, as nominee for a beneficial owner, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this Notice by first class mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

Willbros Group, Inc. Securities Litigation  
c/o The Garden City Group, Inc.  
Claims Administrator  
PO Box 9000 #6476  
Merrick, NY 11566-9000  
Tel: 1(866) 533-0151

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: November 27, 2006

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS