

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

**IN THE MATTER OF THE BANKRUPTCY OF
SHAW CANADA L.P., of the City of Mississauga, in
the Province of Ontario**

**MOTION RECORD OF
THE TRUSTEE IN BANKRUPTCY
(Procedures for First Meeting of Creditors)
(Returnable on September 21, 2012)**

TORYS LLP
79 Wellington St. W., Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2 Canada

David Bish (LSUC#: 41629A)
Tel: 416.865.7353
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Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity as
trustee in bankruptcy of Shaw
Canada L.P.

INDEX

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

**IN THE MATTER OF THE BANKRUPTCY OF
SHAW CANADA L.P., of the City of Mississauga, in
the Province of Ontario**

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1.	Notice of Motion
2.	First Report of the Trustee, dated September 18, 2012
3.	Draft Order

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

**IN THE MATTER OF THE BANKRUPTCY OF
SHAW CANADA L.P., of the City of Mississauga, in
the Province of Ontario**

**NOTICE OF MOTION
(Procedures for First Meeting of Creditors)
(Returnable on September 21, 2012)**

Duff & Phelps Canada Restructuring Inc. (“D&P”), in its capacity as trustee in bankruptcy (in such capacity, the “Trustee”) of the estate of Shaw Canada L.P. (“Shaw”), a bankrupt, will make a motion to a judge presiding over the Ontario Superior Court of Justice (Commercial List) on September 21, 2012, at 10:00 a.m. or as soon after such time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR an order substantially in the form of the draft order included at Tab 3 of the Trustee’s Motion Record, *inter alia*, permitting the Employees (as such term is defined below) to nominate and vote on the appointment of inspectors at the First Meeting of Creditors (as such term is defined below), and such further and other relief as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

Proceedings to Date

- (a) Shaw is an indirect subsidiary of The Shaw Group Inc., a United States publicly traded (SHAW:NYSE) global provider of engineering, construction, technology, fabrication, remediation and support services for clients in the

energy, chemicals, environmental, infrastructure and emergency response industries;

- (b) on August 31, 2012, Shaw made an assignment in bankruptcy pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended (the “BIA”), and D&P was appointed as the Trustee, subject to affirmation at the First Meeting of Creditors of Shaw (the “First Meeting of Creditors”), which is scheduled for September 24, 2012;

Voting Procedures for First Meeting of Creditors

- (c) on September 13, 2012, Koskie Minsky LLP, counsel for certain retirees and employees of Shaw as at August 31, 2012 (the “Employees”), advised the Trustee that certain Employees were interested in acting as estate inspectors in respect of Shaw and requested that the Employees be permitted to nominate and vote on the appointment of inspectors at the First Meeting of Creditors;
- (d) pursuant to Section 113(3)(b) of the BIA, employees of a bankrupt corporation are not permitted to vote on the appointment of inspectors except with the permission of the Court and on any condition that the Court may impose, which permission the Trustee now seeks;
- (e) based on Shaw’s books and records and the Statement of Affairs, the Employees’ claims for severance and termination amounts are among the largest claims against Shaw, making the Employees the largest stakeholder group (both in terms of number of individuals and value of their claims) in these proceedings;
- (f) therefore, in the circumstances of these proceedings, it is fair and equitable that the Employees be involved in these proceedings and that they be permitted to nominate and vote on the appointment of inspectors at the First Meeting of Creditors;

- (g) in addition, there is no harm or prejudice to the estate of Shaw by permitting the Employees to nominate and vote on the appointment of inspectors at the First Meeting of Creditors, and the objects of the BIA (and Section 113(3), in particular) are not frustrated in so doing;
- (h) the Trustee is making this motion on an urgent basis given the imminent First Meeting of Creditors, which is scheduled to be convened on September 24, 2012, and, on September 14, 2012, sent a letter to each party it believes has a material interest in these proceedings advising them of the return date of this motion in order to provide them with as much notice as possible in these circumstances;
- (i) the provisions of the BIA, including, without limitation, Sections 19 and 113 thereof;
- (j) the *Rules of Civil Procedure*, including, without limitation, Rules 1.04, 2.03, 3.02 and 37 thereof; and
- (k) such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the First Report of the Trustee, dated September 19, 2012; and
- (b) such further and other evidence as counsel may advise and this Honourable Court may permit.

Date: September 19, 2011

TORYS LLP
Suite 3000
79 Wellington St. W.
Box 270, TD Centre
Toronto, Ontario
M5K 1N2 Canada

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Fax: 416.865.7380

Email: aslavens@torys.com

Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity as
trustee in bankruptcy of Shaw
Canada L.P.

TO: SERVICE LIST ATTACHED

SHAW CANADA L.P.

SERVICE LIST

TO: Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, ON M5K 1N2

Attention: David Bish / Adam Slavens
Tel: 416. 865.7353 / 416.865.7333
Fax: 416. 865.7380
Email: dbish@torys.com / aslavens@torys.com

Lawyers for Duff & Phelps Canada Restructuring Inc., trustee in bankruptcy of Shaw Canada L.P.

AND TO: Duff & Phelps Canada Restructuring Inc.
200 King Street West, Suite 1000
Toronto, ON M5H 3T4

Attention: David Sieradzki / Robert Kofman
Tel: 416.932.6030 / 416.932.6228
Fax: 416.932.6200 / 647.497.9490
Email: david.sieradzki@duffandphelps.com / bobby.kofman@duffandphelps.com

Trustee in bankruptcy of Shaw Canada L.P.

AND TO: Osler, Hoskin & Harcourt LLP
100 King Street West, Suite 6100
1 First Canadian Place, P.O. Box 50
Toronto, ON M5X 1B8

Attention: Marc Wasserman
Tel: 416.862.4908
Fax: 416.862.6666
Email: mwasserman@osler.com

Lawyers for The Shaw Group Inc.

AND TO: Koskie Minsky LLP
20 Queen Street West, Suite 900, Box 52
Toronto, ON M5H 3R3

Attention: Andrew Hatnay
Tel: 416.595.2083
Fax: 416.204.2872
Email: ahatnay@kmlaw.ca

Lawyers for Certain Retirees and Employees of Shaw Canada L.P.

AND TO: Davies Ward Phillips & Vineberg LLP
100 King Street West, 44th Floor
1 First Canadian Place
Toronto ON M5X 1B1

Attention: Natasha MacParland
Tel: 416.863.5567
Fax: 416.863.0871
Email: nmacparland@dwpv.com

Counsel for Mr. Harvey Vigneault

AND TO: GWL Realty Advisors Inc.
Sussex Centre
90 Burnhamthorpe Rd. W., Suite 500
Mississauga, ON L5B 3C2

Attention: Leasing Department
Tel: 905.275.6600
Fax: 905. 615.8128

AND TO: Gowling Lafleur Henderson LLP
100 King Street W., Suite 1600
1 First Canadian Place
Toronto, ON M5X 1G5

Attention: Robin Walker
Tel: 416.862.4401
Fax: 416.863.3411
Email: robin.walker@gowlings.com

Lawyers for Mr. James Glass

AND TO: Financial Services Commission of Ontario
Pension Plans Branch
5160 Yonge Street, 4th Floor, Box 85
Toronto, ON M2N 6L9

Attention: Ann Marie Gumbs, Administrative Coordinator
Tel: 416.226.7776
Fax: 416.226-7777
Email: annmarie.gumbs@fsco.gov.on.ca

**AND TO: Canada Revenue Agency
c/o Department of Justice
Ontario Regional Office
130 King Street W., Suite 3400
The Exchange Tower, Box 36
Toronto, ON M5X 1K6**

Attention: Diane Winters
Tel: 416.973.3172
Fax: 416.973.0810
Email: dwinters@justice.gc.ca

AND TO: PricewaterhouseCoopers LLP
1 Robert Speck Parkway
Suite 1100
Mississauga, ON L4Z 3M3

Attention: Charlie Evans / John Hnatiw / Sharon Carew
Tel: 905.949.7575 / 905.949.7306 / 905.949.7375
Fax: 905.949.7477
Email: charlie.evans@ca.pwc.com / john.hnatiw@ca.pwc.com / sharon.carew@ca.pwc.com

Administrator of the Employee Retirement Plan of Stone & Webster Canada L.P.

ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

Proceedings commenced in Toronto

**NOTICE OF MOTION
(Procedures for First Meeting of Creditors)
(Returnable on September 21, 2012)**

TORYS LLP

Suite 3000
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Toronto, Ontario
M5K 1N2 Canada

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Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity as
trustee in bankruptcy of Shaw
Canada L.P.

TAB 2

First Report of
Duff & Phelps Canada Restructuring Inc.
as Trustee in Bankruptcy of
Shaw Canada L.P.

September 19, 2012

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Estate No.: 32-158522

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE BANKRUPTCY OF SHAW CANADA L.P.
OF THE CITY OF MISSISSAUGA, IN THE PROVINCE OF ONTARIO

FIRST REPORT OF DUFF & PHELPS CANADA RESTRUCTURING INC.
AS TRUSTEE IN BANKRUPTCY OF
SHAW CANADA L.P.

September 19, 2012

1.0 Introduction

On August 31, 2012, Shaw Canada L.P. (the "Company") made an assignment in bankruptcy and Duff & Phelps Canada Restructuring Inc. ("D&P") was appointed trustee in bankruptcy ("Trustee") of the bankrupt estate, subject to affirmation at the First Meeting of Creditors. The First Meeting of Creditors is scheduled to be convened on September 24, 2012. A copy of the Certificate of Appointment dated August 31, 2012, issued by the Office of the Superintendent of Bankruptcy Canada, is attached as Appendix "A".

1.1 Purposes of this Report

The purposes of this report ("Report") are to:

- a) provide background information about the Company and these proceedings;
- b) summarize the Company's assets and liabilities as at the date of bankruptcy;
- c) provide the rationale for the Trustee's recommendation that the Company's former employees be entitled to vote on the appointment of inspectors at the First Meeting of Creditors, as contemplated by Section 113(3) of *The Bankruptcy and Insolvency Act* ("BIA"); and
- d) Recommend that this Honourable Court issue an order entitling the employees to nominate and vote on the appointment of inspectors.

1.2 Currency

All currency references in this Report are to Canadian dollars, unless otherwise noted.

2.0 Background

The Company is an indirect subsidiary of The Shaw Group Inc. ("Shaw US"). Shaw US is a publicly-traded (SHAW:NYSE) global provider of engineering, construction, technology, fabrication, remediation and support services for clients in the energy, chemicals, environmental, infrastructure and emergency response industries. The Company was a part of Shaw US' Energy and Chemicals segment.

The Company operated from leased premises in Mississauga, Ontario. As at the date of bankruptcy, the Company employed 107 individuals. The Company's workforce was not unionized. The Company maintained a pension plan - the Employee Retirement Plan of Stone & Webster Canada L.P., registration number 0515908 (the "Plan"). The Plan includes defined contribution and defined benefit components.

On August 31, 2012, Shaw US completed a sale in the amount of approximately US\$290 million of substantially all of its Energy and Chemicals segment to Technip, a company based in France. The Company was not acquired by Technip.

3.0 The Bankrupt Estate

3.1 Assets

As at the date of bankruptcy, there was approximately \$1.1 million in the Company's bank accounts. The Trustee transferred those funds to an estate account that it opened immediately following its appointment. The Company's other known assets are: (i) intercompany accounts receivable with an aggregate book value of approximately \$7.2 million reflected as owing from subsidiaries of Shaw US, being Shaw Energy & Chemicals Inc., Stone & Webster International, Inc. and Stone & Webster, Inc. (the "Intercompany Receivables"); and (ii) office and computer equipment, estimated to have a value of several hundred thousand dollars.

The Company's balance sheet as at the date of bankruptcy reflects an obligation to Shaw Overseas (Far East) Ltd. ("Shaw Overseas") in the amount of approximately \$14.9 million, pursuant to a promissory note dated March 1, 2004. The Company is a party to a Services Agreement with Shaw US dated September 1, 2007. As a result of this agreement, collection of the Intercompany Receivables is uncertain as it may be subject to set-off against the payable owing by the Company to Shaw Overseas. This matter is subject to review by the Trustee.

3.2 Creditors

It appears that the only priority claim is in respect of unpaid source deductions in the amount of approximately \$200,000 owing on the Company's final payroll prior to the date of bankruptcy. The Trustee understands that the Company does not have any secured creditors and that all wages and vacation pay have been paid. Rent was paid through to the date of bankruptcy.

Based on the Company's books and records and the Statement of Affairs, a copy of which is attached as Appendix "B", the principal unsecured creditors are:

- the Company's former employees for their severance and termination claims, which are likely among the largest claims against the Company. The Trustee is in the process of compiling the necessary information to quantify these obligations;
- the members of the Plan as a result of a deficit in the defined benefit component of the Plan. On September 18, 2012, the Financial Services Commission of Ontario ("FSCO") appointed PricewaterhouseCoopers Inc. ("PwC") as the Plan administrator. Based on discussions with certain of the Company's former employees, the pension deficit claim is believed to be approximately \$5 million. This is subject to confirmation; and
- Shaw Overseas, as described above.

4.0 Voting on Appointment of Inspectors

On September 11, 2012, the Trustee convened a meeting at its offices with Koskie Minsky LLP ("Koskie") and a representative of each of the employees and retirees of the Company, respectively. The Trustee understands that Koskie is acting as legal counsel to approximately 97 of the Company's former employees and an unknown number of retirees. The Trustee was advised during the meeting that certain former employees are interested in acting as estate inspectors and in nominating and voting for the appointment of inspectors.

Pursuant to Section 113(3)(b) of the BIA, employees are not entitled to vote on the appointment of inspectors except with the permission of the Court and on any condition that the Court may impose.

The Trustee believes that it is appropriate in the circumstances of these proceedings for the Company's former employees to nominate and vote on the appointment of inspectors for the following reasons:

- the Company's former employees collectively constitute the largest stakeholder group in these proceedings;
- as a significant stakeholder group (both in terms of number of individuals and value of their claims), it is fair and equitable that representatives of the employees be involved in the nomination and appointment of inspectors and in having representatives of the former employees potentially appointed as inspectors (subject to the outcome of the vote); and
- there is no harm or prejudice to the Estate by permitting the former employees to vote on the appointment of inspectors, and the objects of the BIA (and Section 113(3)(b), in particular) are not frustrated in so doing.

4.1 Urgency

The Trustee is bringing this motion on an urgent basis given the imminent First Meeting of Creditors, which is scheduled to be convened on September 24, 2012. On September 14, 2012, the Trustee sent a letter advising of this motion to each party it believes has a material interest in these proceedings, including FSCO, PwC, Canada Revenue Agency, Ontario legal counsel for Shaw US (Osler, Hoskin & Harcourt LLP), Koskie, the Company's Officers and the Company's landlord. A copy of that letter is attached as Appendix "C". Should the Trustee receive any response to its September 14th letter or to this motion record, it will advise the Court at the return of this motion.

5.0 Conclusion and Recommendation

Based on the foregoing, the Receiver respectfully recommends that this Honourable Court make an order granting the relief detailed in Section 1.1 of this Report.

* * *

All of which is respectfully submitted,

Duff + Phelps Canada Restructuring Inc.

**DUFF & PHELPS CANADA RESTRUCTURING INC.
IN ITS CAPACITY AS TRUSTEE IN BANKRUPTCY OF
SHAW CANADA L.P.
AND NOT IN ITS PERSONAL CAPACITY**

Appendix “A”



Office of the Superintendent
of Bankruptcy Canada

Bureau du surintendant
des faillites Canada

An Agency of
Industry Canada

Un organisme
d'Industrie Canada

District of: ONTARIO

Division No.: 09 - Mississauga

Court No.: 32-158522

Estate No.: 32-158522

In the Matter of the Bankruptcy of:
SHAW CANADA L.P.
Debtor

DUFF & PHELPS CANADA RESTRUCTURING INC
Trustee

ORDINARY ADMINISTRATION

Security: \$0

Date and time of bankruptcy: August 31, 2012, 11:49

Date of trustee appointment: August 31, 2012

Meeting of creditors: September 24, 2012, 14:30
HYATT REGENCY TORONTO ON KING
370 KING STREET WEST
TORONTO, ONTARIO

Chair: Trustee

CERTIFICATE OF APPOINTMENT Section 49 of the Act; Rule 85

I, the undersigned, official receiver in and for this bankruptcy district, do hereby certify, that:

- the aforementioned debtor filed an assignment under section 49 of the Bankruptcy and Insolvency Act;
- the aforementioned trustee was duly appointed trustee of the estate of the debtor.

The said trustee is required:

- to provide to me, without delay, security in the aforementioned amount;
- to send to all creditors, within five days after the date of the trustee's appointment, a notice of the bankruptcy; and
- when applicable, to call in the prescribed manner a first meeting of creditors, to be held at the aforementioned time and place or at any other time and place that may be later requested by the official receiver.


CHRIS POOLE

Official Receiver

Federal Building, 55 Bay Street North, 9th Floor, Hamilton, ONTARIO, L8R 3P7,
877/376-9902

Canada

Appendix “B”

District of: Ontario
 Division No. 09 - Mississauga
 Court No.
 Estate No.

Original Amended

- Form 78 -

Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 52(1) of the Act)

IN THE MATTER OF THE BANKRUPTCY OF SHAW CANADA L.P.,
 OF THE CITY OF MISSISSAUGA, IN THE PROVINCE OF ONTARIO.

To the bankrupt:
 You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 31st day of August 2012. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

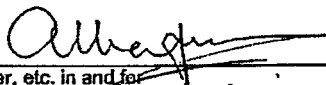
LIABILITIES (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	14,908,326.41 *
Balance of secured claims as per list "B"	0.00
Total unsecured creditors	14,908,326.41
2. Secured creditors as per list "B"	1.00
3. Preferred creditors as per list "C"	1.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	3.00
Total liabilities	14,908,330.41
Surplus	NIL

ASSETS (as stated and estimated by the officer)	
1. Inventory	0.00
2. Trade fixtures, etc.	0.00
3. Accounts receivable and other receivables, as per list "E"	
Good	70,000.00
Doubtful	7,220,706.09 *
Bad	0.00
Estimated to produce	70,000.00
4. Bills of exchange, promissory note, etc., as per list "F" ...	0.00
5. Deposits in financial institutions	1,000,000.00
6. Cash	0.00
7. Livestock	0.00
8. Machinery, equipment and plant	0.00
9. Real property or immovable as per list "G"	0.00
10. Furniture	0.00
11. RRSPs, RRIFs, life insurance, etc.	0.00
12. Securities (shares, bonds, debentures, etc.)	0.00
13. Interests under wills	0.00
14. Vehicles	0.00
15. Other property, as per list "H"	2.00
(If bankrupt is a corporation, add:	
Amount of subscribed capital	0.00
Amount paid on capital	0.00
Balance subscribed and unpaid	0.00
Estimated to produce	0.00
Total assets	1,070,002.00
Deficiency	13,838,328.41

*
 The accounts receivable owing from affiliated entities (\$7,220,706) and a note payable owing to an affiliated entity (\$14,858,206) may be subject to a netting agreement.

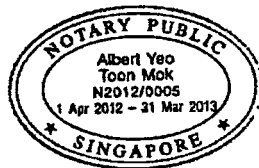
I, James Glass, do swear (or solemnly declare) that the above statement and the attached lists are to the best of my knowledge, based on the information available to me, a full, true and complete statement of the affairs of Shaw Canada L.P. on August 31, 2012, and fully disclose all of its property of every description in its possession or that may devolve on it in accordance with Section 67 of the *Bankruptcy and Insolvency Act*.

Sworn (or solemnly declared) before me at Singapore
 the _____ of _____ in the
 August, 2012. of _____ this 31st day of



A Commissioner, etc. in and for


 James Glass



District of: Ontario
 Division No. 09 - Mississauga
 Court No.
 Estate No.

FORM 78 - Continued

List "A"
 Unsecured Creditors
 SHAW CANADA L.P.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	Canada Revenue Agency 86345 9129 PR000 YPRO002	77 City Centre Drive Box 6000 Mississauga ON L5A 4E9	1.00	0.00	1.00
2	Canada Revenue Agency 86345 9129 RC001	77 City Centre Drive Box 6000 Mississauga ON L5A 4E9	1.00	0.00	1.00
3	Employees - various re termination and severance	2050 Derry Rd. Mississauga ON L5N 0B9	1.00	0.00	1.00
4	Employees - various re vacation pay and accrued wages	2050 Derry Rd. Mississauga ON L5N 0B9	1.00	0.00	1.00
5	Field Services, Inc. Attr: R. Hamilton	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge LA 70809 USA	555.33	0.00	555.33
6	Financial Services Commission of Ontario Defined Contribution Benefit Plan	Pension Plan Branch 5160 Yonge Street, 4th Floor, PO Box 65 Toronto ON M2N 6L9	1.00	0.00	1.00
7	GWL Realty Advisors Inc. Attr: Leasing Dept.	Suite 1500 50 Burnhamthorpe Rd. W. Mississauga ON L5B 3C2	1.00	0.00	1.00
8	Klohn Crippen Berger Ltd.	Suite 1600 401 Bay St Toronto ON M5H 2Y4	763.50	0.00	763.50
9	MINISTRY OF FINANCE 86345 9129	INSOLVENCY UNIT 6TH FLOOR, 33 KING STREET WEST Oshawa ON L1H 6H5	1.00	0.00	1.00
10	Shaw Energy & Chemicals Ltd. Attr: R. Hamilton	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge, LA 70809 USA	19,191.45	0.00	19,191.45
11	Shaw Energy and Chemicals International Attr: R. Hamilton	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge LA 70809 USA	3,080.51	0.00	3,080.51
12	Shaw Environmental Inc. - Alexandria, VA Attr: R. Hamilton	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge, LA 70809 USA	14,094.86	0.00	14,094.86
13	Shaw Environmental Inc. - Sloughton Attr: R. Hamilton	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge, LA 70809 USA	5,575.92	0.00	5,575.92
14	Shaw India Limited Attr: R. Hamilton	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge, LA 70809 USA	370.60	0.00	370.60
15	Shaw Overseas (Far East) Ltd. Attr: R. Hamilton	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge, LA 70809 USA	14,858,206.00	0.00	14,858,206.00
16	Stone & Webster - Shaw	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge LA 70809 USA	2,461.81	0.00	2,461.81
17	Tarboosh Restaurant	3050 Confederation Parkway Mississauga ON L5B 3A6	1,340.75	0.00	1,340.75
18	WORKPLACE SAFETY & INSURANCE BOARD	P.O. BOX 2099, STATION A 120 KING STREET WEST Hamilton ON L8N 4C5	2,677.68	0.00	2,677.68

31-Aug-2012

Date


 James Glass

District of: Ontario
Division No. 09 - Mississauga
Court No.
Estate No.

FORM 78 - Continued

	Total:	14,908,325.41	0.00	14,908,325.41
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31-Aug-2012

Date


James Glass

District of: Ontario
Division No. 09 - Mississauga
Court No.
Estate No.

FORM 78 - Continued

List "B"
Secured Creditors

SHAW CANADA L.P.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim unsecured
1	USM Capital, Inc.	2281 North Sheridan Way Mississauga ON L5K 2S3	1.00	Other - Leased equipment	01-Jan-2000	1.00		
Total:			1.00			1.00	0.00	0.00

31-Aug-2012

Date


James Glass

District of: Ontario
Division No. 09 - Mississauga
Court No.
Estate No.

FORM 78 -- Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

SHAW CANADA L.P.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
1	Employees - various re vacation pay and accrued wages	2050 Derry Rd. Mississauga ON L5N 0B9		-	1.00	0.00	1.00
Total:					1.00	0.00	1.00

31-Aug-2012

Date


James Glass

District of: Ontario
Division No. 09 - Mississauga
Court No.
Estate No.

FORM 78 - Continued

List "D"
Contingent or Other Liabilities

SHAW CANADA L.P.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	Irving Oil Refining G.P.	Suite 400 14 King St. St. John NB E2L 0B5	1.00	0.00		Contingent
2	Nova Chemicals Corporation	PO Box 3070 Sarnia ON N7T 8E3	1.00	0.00		Contingent
3	SK Engineering & Construction Co., Ltd.	192-18 Gwanhuh-dong Jongno-gu, Seoul 110-300 South Korea XDX 0X0	1.00	0.00		Contingent
Total			3.00	0.00		

31-Aug-2012

Date


James Glass

District of: Ontario
 Division No. 09 - Mississauga
 Court No.
 Estate No.

FORM 78 - Continued

List "E"
 Debts Due to the Bankrupt
 SHAW CANADA LP.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
1	Shaw Energy & Chemicals	c/o The Shaw Group Inc. Baton Rouge LA 70809 USA	Account Receivable	0.00 66,297.91 0.00		01-Jan-2012	0.00	A/R - normal course
2	Shaw Energy & Chemicals Inc.	c/o The Shaw Group Inc. Baton Rouge LA 70809 USA	Account Receivable	0.00 447,517.14 0.00		01-Jan-2012	0.00	A/R - normal course
3	Stone & Webster International, Inc.	c/o The Shaw Group Inc. Baton Rouge LA 70809 USA	Account Receivable	0.00 5,292,843.31 0.00		01-Jan-2012	0.00	A/R - normal course
4	Stone & Webster, Inc.	c/o The Shaw Group Inc. 4171 Essen Lane Baton Rouge LA 70809 USA	Account Receivable	0.00 1,414,047.73 0.00		01-Jan-2012	0.00	A/R - normal course
5	Techniq	1100 Katy Freeway, #150 Houston TX 77079 USA	Account Receivable	70,000.00 0.00 0.00		29-Aug-2012	70,000.00	Allocated portion of purchase price
Total:				70,000.00 7,220,708.09 0.00			70,000.00	

31-Aug-2012

Date


 James Glass

District of: Ontario
Division No. 09 - Mississauga
Court No.
Estate No.

FORM 78 -- Continued

List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel
Mortgages, etc., Available as Assets

SHAW CANADA L.P.

No.	Name of all promissory, acceptors, endorsers, mortgagors, and guarantors	Address	Occupation	Amount of bill or note, etc.	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note, etc.
Total:				0.00		0.00	

31-Aug-2012

Date


James Glass

District of: Ontario
Division No. 09 - Mississauga
Court No.
Estate No.

FORM 76 - Continued

List "G"
Real Property or Immovables Owned by Bankrupt
SHAW CANADA L.P.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

31-Aug-2012

Date


James Glass

District of: Ontario
 Division No. 09 - Mississauga
 Court No.
 Estate No.

FORM 78 - Concluded

List "H"
 Property

SHAW CANADA L.P.
 FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions	Scotiabank --- -- X0X 0X0	0000	1,000,000.00	1,000,000.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles			0.00	0.00
(l) Taxes			0.00	0.00
(m) Other		Leased equipment	0.00	1.00
		Fixed assets	0.00	1.00
			Total	1,000,002.00

31-Aug-2012

Date


 James Glass

Appendix “C”

September 14, 2012

TO THE SHAW CANADA L.P. SERVICE LIST

Dear Sirs/Mesdames:

**Re: IN THE MATTER OF THE BANKRUPTCY OF SHAW CANADA L.P. (the
"Bankrupt")
Court No. 32-158522
Estate No. 32-158522**

We represent Duff & Phelps Canada Restructuring Inc., in its capacity as trustee in bankruptcy of the Bankrupt (the "Trustee"), in this matter.

We are writing to notify you that on Friday, September 21, 2012, the Trustee intends to make a motion (the "Motion") to the Ontario Superior Court of Justice (Commercial List) at 330 University Avenue, Toronto, Ontario, for an order permitting the former employees of the Bankrupt to nominate and vote on the appointment of inspectors at the First Meeting of Creditors, as contemplated by Section 113(3) of the *Bankruptcy and Insolvency Act* (Canada). The Commercial List Office has indicated to us that court time is available on this date, and though final confirmation is pending, we wanted to provide the Service List with as much notice of the Motion as possible in the circumstances. When available, materials in respect of the Motion, including the Trustee's First Report to the Court, will also be served on the Service List.

Please note that in the event that the Motion does *not* proceed on Friday, September 21, 2012, we will so advise the Service List.

Yours truly,



Adam M. Slavens

Tel 416.865.7333
aslavens@torys.com

AS/mb

cc: David Bish, *Torys LLP* (via email) (dbish@torys.com)
Bobby Kofman, *Duff & Phelps Canada Restructuring Inc.* (via email) (bobby.kofman@duffandphelps.com)
David Sieradzki, *Duff & Phelps Canada Restructuring Inc.* (via email) (david.sieradzki@duffandphelps.com)

SHAW CANADA L.P.

SERVICE LIST

TO: Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, ON M5K 1N2

Attention: David Bish / Adam Slavens
Tel: 416. 865.7353 / 416.865.7333
Fax: 416. 865.7380
Email: dbish@torys.com / aslavens@torys.com

Lawyers for Duff & Phelps Canada Restructuring Inc., trustee in bankruptcy of Shaw Canada L.P.

AND TO: Duff & Phelps Canada Restructuring Inc.
200 King Street West, Suite 1000
Toronto, ON M5H 3T4

Attention: David Sieradzki / Robert Kofman
Tel: 416.932.6030 / 416.932.6228
Fax: 416.932.6200 / 647.497.9490
Email: david.sieradzki@duffandphelps.com / bobby.kofman@duffandphelps.com

Trustee in bankruptcy of Shaw Canada L.P.

AND TO: Osler, Hoskin & Harcourt LLP
100 King Street West, Suite 6100
1 First Canadian Place, P.O. Box 50
Toronto, ON M5X 1B8

Attention: Marc Wasserman
Tel: 416.862.4908
Fax: 416.862.6666
Email: mwasserman@osler.com

Lawyers for The Shaw Group Inc.

AND TO: Koskie Minsky LLP
20 Queen Street West, Suite 900, Box 52
Toronto, ON M5H 3R3

Attention: Andrew Hatnay
Tel: 416.595.2083
Fax: 416.204.2872
Email: ahatnay@kmlaw.ca

Lawyers for Certain Former Employees of Shaw Canada L.P.

AND TO: Davies Ward Phillips & Vineberg LLP
100 King Street West, 44th Floor
1 First Canadian Place
Toronto ON M5X 1B1

Attention: Natasha MacParland
Tel: 416.863.5567
Fax: 416.863.0871
Email: nmacparland@dwpv.com

Counsel for Mr. Robert Lukas

AND TO: GWL Realty Advisors Inc.
Sussex Centre
90 Burnhamthorpe Rd. W., Suite 500
Mississauga, ON L5B 3C2

Attention: Leasing Department
Tel: 905.275.6600
Fax: 905. 615.8128

AND TO: Gowling Lafleur Henderson LLP
100 King Street W., Suite 1600
1 First Canadian Place
Toronto, ON M5X 1G5

Attention: Robin Walker
Tel: 416.862.4401
Fax: 416.863.3411
Email: robin.walker@gowlings.com

Lawyers for Mr. James Glass

AND TO: Financial Services Commission of Ontario
Pension Plans Branch
5160 Yonge Street, 4th Floor, Box 85
Toronto, ON M2N 6L9

Attention: Ann Marie Gumbs, Administrative Coordinator
Tel: 416.226.7776
Fax: 416.226-7777
Email: annmarie.gumbs@fsco.gov.on.ca

AND TO: **Canada Revenue Agency**
c/o Department of Justice
Ontario Regional Office
130 King Street W., Suite 3400
The Exchange Tower, Box 36
Toronto, ON M5X 1K6

Attention: Diane Winters
Tel: 416.973.3172
Fax: 416.973.0810
Email: dwinters@justice.gc.ca

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

THE HONOURABLE) FRIDAY, THE 21ST DAY
JUSTICE) OF SEPTEMBER, 2012

**IN THE MATTER OF THE BANKRUPTCY OF
SHAW CANADA L.P., of the City of Mississauga, in
the Province of Ontario**

**ORDER
(Procedures for First Meeting of Creditors)**

THIS MOTION, made by Duff & Phelps Canada Restructuring Inc., in its capacity as trustee in bankruptcy (in such capacity, the “Trustee”) of the estate of Shaw Canada L.P. (“Shaw”), a bankrupt, for an order substantially in the form enclosed in the Motion Record of the Trustee was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, filed, and the Motion Record, including the First Report of the Trustee, dated September 19, 2012, filed, and on hearing submissions of counsel for the Trustee and counsel for

, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Marian Bojovich, sworn on September 19, 2012, filed, and upon being advised that no other persons were served with the aforementioned materials:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record be and it is hereby abridged, if necessary, so that the motion is properly returnable today, and that further service thereof be and it is hereby dispensed with, and that service of the aforementioned materials, be and it is hereby validated in all respects.

2. **THIS COURT ORDERS AND DECLARES** that any retiree or employee of Shaw as at August 31, 2012 who is a creditor of Shaw be permitted to nominate and vote on the appointment of inspectors at the First Meeting of Creditors in respect of Shaw, pursuant to Section 113(3) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended.

 3. **THIS COURT ORDERS** that the Trustee may from time to time apply to this Honourable Court for advice and directions in the discharge of its powers and duties hereunder.
-

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

Proceedings commenced in Toronto

**ORDER
(Procedures for First Meeting of Creditors)**

TORYS LLP
Suite 3000
79 Wellington St. W.
Box 270, TD Centre
Toronto, Ontario
M5K 1N2 Canada

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Email: aslavens@torys.com

Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity as
trustee in bankruptcy of Shaw
Canada L.P.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

Proceedings commenced in Toronto

**MOTION RECORD
(Procedures for First Meeting of Creditors)
(Returnable on September 21, 2012)**

TORYS LLP

Suite 3000
79 Wellington St. W.
Box 270, TD Centre
Toronto, Ontario
M5K 1N2 Canada

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Restructuring Inc., in its capacity as
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