MSI Energy Services Inc.
P.O. Box 457
5 Elizabeth Street
Okotoks, AB T0L 1T0

July 23, 2001

VIA SEDAR

Alberta Securities Commission
4th Floor 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Canadian Venture Exchange Inc.
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4Dear Sirs:

Re: MSI Energy Services Inc.
MATERIAL CHANGE REPORT

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of MSI Energy Services Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange, being the only Exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

MSI Energy Services Inc.
P.O. Box 457
5 Elizabeth Street
Okotoks, AB T0L 1T0

Item 2 - Date of Material Change

These material changes occurred on or about July 10, 2001

Item 3 - News Release

Press releases (attached) were issued on July 10, 2001 by Business Wire, Houston, Texas.

Item 4 - Summary of Material Change

The Corporation announced that Willbros Group, Inc. has agreed to purchase all outstanding shares of the Corporation for cash.

Item 5 - Full Description of Material Change

The Corporation announced that Willbros Group, Inc. has agreed to purchase all outstanding shares of the Corporation for cash. MSI is a general contractor in Alberta, Canada whose common shares are listed on The Canadian Venture Exchange.

Willbros will offer Cdn. $0.95 for each MSI common share and Cdn. $0.05 for each MSI Class "C" share. A substantial percentage of current MSI shareholders have agreed, pursuant to lock-up agreements, to tender their shares to the offers. The offers have the unanimous support of the Boards of Directors of Willbros and MSI.

The offers, which will be made through a wholly-owned subsidiary of Willbros, will remain in effect for 35 days following the mailing of the takeover circular. The offers are conditional on, among other things, at least 86 percent of the fully diluted common shares and 90% of the Class "C" shares of MSI being tendered, receipt of all regulatory approvals and other conditions customary in transactions of this nature.

Since 1988, MSI has provided construction services for operating companies producing crude oil from oil sands, as well as specialty services including fabrication, pipe storage, maintenance and rentals. MSI has had average revenues of approximately US$10 million per year for the three-year period that includes 1998 – 2000. The current MSI management team will continue in its role managing day to day operations

Willbros Group, Inc. is one of the leading independent contractors serving the oil and gas industry, providing construction, engineering and other specialty oilfield-related services to industry and government entities worldwide.

Item 6 - Reliance on s.118(4) of the *Securities Act* (Alberta), s.75(3) of the *Securities Act* (Ontario), or s. 85(2) of the *Securities Act* (British Columbia)

not applicable

Item 7 - Omitted Information

not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Donald Undershute, Vice-President Finance
P.O. Box 457
5 Elizabeth Street
Okotoks, AB T0L 1T0
Telephone No.: (403) 938-3660

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED this 23rd day of July, 2001 in the Town of Okotoks, in the Province of Alberta

Yours truly,

MSI ENERGY SERVICES INC.
Per:

(signed) ______________________________
DONALD UNDERSHUTE
Vice-President Finance

NEWS

WILLBROS GROUP, INC.

FOR IMMEDIATE RELEASE:	**FOR MORE INFORMATION CONTACT:**
July 10, 2001	**Michael W. Collier**
Houston, Texas	**Investor Relations Manager**
	Willbros USA, Inc.
	713 403 8038
	Donald Undershute
	Vice President Finance
	MSI Energy Services Inc.
	403 938 3660

WILLBROS AGREES TO ACQUIRE MSI ENERGY SERVICES, INC.

Willbros Group, Inc. (NYSE: WG) and MSI Energy Services Inc. (MSI) today announced that Willbros has agreed to purchase all outstanding shares of MSI for cash. MSI is a general contractor in Alberta, Canada whose common shares are listed on The Canadian Venture Exchange.

Willbros will offer Cdn. $0.95 for each MSI common share and Cdn. $0.05 for each MSI Class "C" share. A substantial percentage of current MSI shareholders have agreed, pursuant to lock-up agreements, to tender their shares to the offers. The offers have the unanimous support of the Boards of Directors of Willbros and MSI.

The offers, which will be made through a wholly-owned subsidiary of Willbros, will remain in effect for 35 days following the mailing of the takeover circular. The offers are conditional on, among other things, at least 86 percent of the fully diluted common shares and 90% of the Class "C" shares of MSI being tendered, receipt of all regulatory approvals and other conditions customary in transactions of this nature.

Since 1988, MSI has provided construction services for operating companies producing crude oil from oil sands, as well as specialty services including fabrication, pipe storage, maintenance and rentals. MSI has had average revenues of approximately US$10 million per year for the three-year period that includes 1998 – 2000. The current MSI management team will continue in its role managing day to day operations

Larry J. Bump, Chairman and CEO of Willbros, commented, "With the acquisition of MSI, we have met another objective of our plan to grow the Company and enter new markets. MSI will broaden our capabilities and establish the Willbros Group presence in the important market area of Northwestern Canada. MSI brings its experienced management team and long standing customer relationships to complement our strategy of being able to offer high quality, competitively priced services to the oil and gas industry. We look forward to both the financial and operational benefits that MSI will bring to Willbros' operations."

Willbros Group, Inc. is one of the leading independent contractors serving the oil and gas industry, providing construction, engineering and other specialty oilfield-related services to industry and government entities worldwide.

Willbros' World Wide Web site can be accessed at **http://www.willbros.com**.

This announcement contains forward-looking statements. All statements, other than statements of historical facts, which address activities, events or developments Willbros expects or anticipates will or may occur in the future are forward-looking statements. A number of risks and uncertainties could cause actual results to differ materially from these statements, including such things as future E&P capital expenditures, oil and gas prices and demand, the amount and location of planned pipelines, development trends of the oil and gas industry, changes in the political and economic environment of the countries in which Willbros has operations, as well as other risk factors described from time to time in Willbros' documents and reports filed with the SEC.

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.