

WILLBROS GROUP INC  
Form SC 13D  
July 12, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a)

AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. )\*

**Willbros Group, Inc.**

(Name of Issuer)

Common Stock - \$0.05 par value

(Title of Class of Securities)

969203108

(CUSIP Number)

Edgar Filing: WILLBROS GROUP INC - Form SC 13D

*With a copy to:*

**Ryan T. Schroer**

**James D. Stallmeyer, Esq.**

**Tenaska Capital Management, LLC**

**Tenaska Capital Management, LLC**

**1044 N. 115th Street, Suite 400**

**1044 N. 115th Street, Suite 400**

**Omaha, Nebraska 68154-4446**

**Omaha, Nebraska 68154-4446**

**402-691-9500**

**402-691-9500**

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

**July 1, 2010**

**(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 969203108

1 NAMES OF REPORTING PERSONS

INFRASTRUX HOLDINGS, LLC

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)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,919,576

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

7,919,576

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,919,576

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.96% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) Based on 39,680,250 shares of Common Stock of Willbros Group, Inc. outstanding as of April 30, 2010, as set forth in Willbros Group, Inc.'s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2010. However, if the number of outstanding shares of Common Stock of Willbros Group, Inc. is adjusted to include the number of shares of Common Stock issued or that became issuable on July 1, 2010 pursuant to the Agreement and Plan of Merger, dated as of March 11, 2010, by and among Willbros Group, Inc., Co Merger Sub I, Inc., Ho Merger Sub II, LLC, and InfrastruX Group, Inc., as amended, then the percent of class represented by the amount in row (11) would be approximately 16.64%.

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**1** NAMES OF REPORTING PERSONS

TPF POWER, INC.

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TENASKA POWER FUND, L.P.

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TENASKA PF G, LLC

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**Item 1. Security and Issuer.**

This Schedule 13D relates to shares of common stock, par value \$0.05 per share ( Common Stock ), of Willbros Group, Inc., a Delaware corporation (the Issuer or Willbros ). The principal executive offices of the Issuer are presently located at 4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027.

**Item 2. Identity and Background.**

This Schedule 13D is being filed jointly by and on behalf of InfrastruX Holdings, LLC ( IFX Holdings ), TPF Power, Inc. ( TPF Power ), TPF InfrastruX Holdings, LLC ( TPF Holdings ), Tenaska Power Fund, L.P. ( TPF LP ), Tenaska PF G, LLC ( Tenaska PFG ) and Tenaska PF, Inc. ( Tenaska PF ) (collectively referred to as the Reporting Persons ).

IFX Holdings is a limited liability company organized under the laws of the State of Delaware and investing is its principal business. TPF Holdings is the majority owner of IFX Holdings.

TPF Holdings is a limited liability company organized under the laws of the State of Delaware and investing is its principal business. TPF Holdings is wholly owned by TPF LP.

TPF LP is a limited partnership organized under the laws of the State of Delaware and investing is its principal business. Tenaska PFG is the general partner of TPF LP.

Tenaska PFG is a limited liability company organized under the laws of the State of Delaware and investing is its principal business.

TPF Power is a corporation organized under the laws of the State of Delaware and investing is its principal business. TPF Power is the manager of IFX Holdings. The name and present principal occupation of each director and executive officer of TPF Power are set forth below. The business address of each person listed below is c/o Tenaska Capital Management, LLC, 1044 N. 115th Street, Suite 400, Omaha, Nebraska 68154. All executive officers and directors listed are United States citizens.

<b>Name and Business Address</b>	<b>Principal Occupation and Principal Business</b>
Howard L. Hawks	Director and Chairman
Thomas E. Hendricks	Director and Executive Vice President
Jerry K. Crouse	Director, Executive Vice President and Assistant Secretary
Paul G. Smith	Director, Chief Executive Officer, President and Senior Managing Director
Daniel E. Lonergan	Director, Chief Financial Officer, Vice President, Senior Managing Director and Assistant Secretary
Michael C. Lebens	Executive Vice President of Engineering, Construction & Operations
Ronald N. Quinn	Executive Vice President and Assistant Secretary
Michael F. Lawler	Executive Vice President and Assistant Secretary
Nicholas N. Borman	Vice President of Engineering, Construction & Operations
David G. Fiorelli	Executive Vice President
Ronald R. Tanner	Vice President and Managing Director
Todd S. Jonas	Vice President of Operations
Douglas A. Troupe	Assistant Secretary
Gregory A. Van Dyke	Vice President and Treasurer
Gregory P. Kunkel	Vice President
Alan B. Levande	Vice President
Douglas B. Lauver	Vice President
Jay M. Frisbie	Vice President
Christopher A. Leitner	Vice President
Ryan T. Schroer	Vice President and Fund Controller
Bradley K. Heisey	Vice President
Kevin C. Calhoon	Vice President





CUSIP No.

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Tenaska PF is a corporation organized under the laws of the State of Delaware and investing is its principal business. Tenaska PF is the manager of Tenaska PFG. The name and present principal occupation of each director and executive officer of Tenaska PF are set forth below. The business address of each person listed below is c/o Tenaska Capital Management, LLC, 1044 N. 115th Street, Suite 400, Omaha, Nebraska 68154. All executive officers and directors listed are United States citizens.

<b>Name and Business Address</b>	<b>Principal Occupation and Principal Business</b>
Howard L. Hawks	Director and Chairman
Thomas E. Hendricks	Director and Executive Vice President
Jerry K. Crouse	Director, Executive Vice President and Assistant Secretary
Paul G. Smith	Director, Chief Executive Officer, President and Senior Managing Director
Michael C. Lebens	Executive Vice President of Engineering, Construction & Operations
Daniel E. Lonergan	Chief Financial Officer, Vice President, Senior Managing Director and Assistant Secretary
Ronald N. Quinn	Executive Vice President and Assistant Secretary
Michael F. Lawler	Executive Vice President and Assistant Secretary
Nicholas N. Borman	Vice President of Engineering, Construction & Operations
David G. Fiorelli	Executive Vice President
Ronald R. Tanner	Vice President and Managing Director
Todd S. Jonas	Vice President of Operations
Douglas A. Troupe	Assistant Secretary
Gregory A. Van Dyke	Vice President and Treasurer
Gregory P. Kunkel	Vice President
Alan B. Levande	Vice President and Senior Managing Director
Douglas B. Lauver	Vice President
Jay M. Frisbie	Vice President
Christopher A. Leitner	Vice President
Ryan T. Schroer	Vice President and Fund Controller
Bradley K. Heisey	Vice President
Kevin C. Calhoon	Vice President

The principal business/office address of each of the Reporting Persons is c/o Tenaska Capital Management, LLC, 1044 N. 115th Street, Suite 400, Omaha, Nebraska 68154.

During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

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

The Reporting Persons did not purchase any shares of Common Stock. On March 11, 2010, the Issuer entered into an Agreement and Plan of Merger (as amended, the Merger Agreement), by and among the Issuer, Co Merger Sub I, Inc., a newly formed Washington corporation and a wholly owned subsidiary of the Issuer (Merger Sub I), Ho Merger Sub II, LLC, a newly formed Delaware limited liability company and a wholly owned subsidiary of the Issuer (Merger Sub II), and InfrastruX Group, Inc., a Washington corporation (IFX). Pursuant to the Merger Agreement, on July 1, 2010, (i) Merger Sub I merged with and into IFX, with IFX as the surviving corporation and (ii) immediately thereafter, IFX merged with and into Merger Sub II, with Merger Sub II as the surviving entity (collectively, the Mergers).

Pursuant to the terms and conditions of the Merger Agreement, on July 1, 2010, each issued and outstanding share of IFX common stock was cancelled and converted, subject to certain exceptions, into the right to receive 0.1434463 shares of the Issuer's Common Stock and cash in connection with the transactions contemplated thereby. As a result, the shares of IFX common stock owned by IFX Holdings were converted into a total of 7,919,576 shares of the Issuer's Common Stock.



CUSIP No.

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**Item 4. Purpose of Transaction.**

The information set forth in Items 3 and 6 of this Schedule 13D is hereby incorporated by reference in this Item 4.

The purpose of the acquisition of the Common Stock by the Reporting Persons is for investment and was not made for the purpose of acquiring control of the Issuer. Although the acquisition of the Common Stock by the Reporting Persons is for investment purposes, the Reporting Persons may in the future pursue discussions with management or other shareholders in an effort to maximize long-term value for shareholders. Also, the Reporting Persons may at times hold discussions with management in order to ensure that