

SHAW COMMUNICATIONS INC

Form F-X

April 25, 2006

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM F-X**  
**APPOINTMENT OF AGENT FOR SERVICE OF PROCESS**  
**AND UNDERTAKING**

A. Name of issuer or person filing ( Filer ): **SHAW COMMUNICATIONS INC.**

- B. This is (check one):  
 An original filing for the Filer.  
 An amended filing for the Filer.

C. Identify the filing in conjunction with which this form is being filed:

Name of registrant: **SHAW COMMUNICATIONS INC.**  
Form type: **Registration Statement on Form F-10**  
File number (if known): **333-133517**  
Filed by: **SHAW COMMUNICATIONS INC.**  
Date filed (if filed concurrently, so indicate): **April 25, 2006**  
(Form F-X filed concurrently with Form F-10.)

D. The Filer is incorporated or organized under the laws of: **ALBERTA, CANADA**

and has its principal place of business at:  
**Suite 900, 630 3<sup>rd</sup> Avenue S.W.**  
**Calgary, Alberta, Canada, T2P 4L4**  
**Telephone: (403) 750-4500**

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E. The Filer designates and appoints CT Corporation System (the Agent ), located at:

**111 Eighth Avenue, 13<sup>th</sup> Floor**  
**New York, NY 10011**  
**Telephone: (212) 894-8940**

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

- (a) Any investigation or administrative proceeding conducted by the Commission; and
- (b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities registered by the Filer on Form F-10 on April 25, 2006 or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F.

- (a) The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date the Filer has ceased reporting under the Exchange Act.
  - (b) The Filer undertakes to advise the Commission promptly of any change to the Agent's name and address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with the amendment being filed.
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- G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Filer's Registration Statement on Form F-10 filed with the Commission on April 25, 2006, the securities to which such Form F-10 relates, and the transactions in such securities.

**THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK**

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The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, Country of Canada, this 25th day of April, 2006.

Filer: SHAW COMMUNICATIONS INC.

By: /s/ STEVE WILSON

Name: Steve Wilson

Title: Senior Vice President and  
Chief Financial Officer

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This statement has been signed by the following person in the capacity indicated on April 25, 2006.

CT Corporation System  
As Agent for Service of Process for  
SHAW COMMUNICATIONS INC.

By: /s/ HIEDI M. LIESCH  
Name: Hiedi M. Liesch  
Title: Assistant Secretary