IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

)	
UNITED STATES OF AMERICA,)	
)	Supplemental Action to
Petitioner,)	Case No. 1:05CV02041
)	Judge: Emmet G. Sullivan
v.)	Deck Type: Antitrust
)	Filed: November 26, 2007
)	
CAL DIVE INTERNATIONAL, INC., and)	
HELIX ENERGY SOLUTIONS GROUP, INC.,)	
)	
Respondents.)	
•)	

STIPULATION

WHEREAS Plaintiff United States of America filed a Petition for an Order to Show Cause Why Respondents Cal Dive International, Inc. and Helix Energy Solutions Group, Inc. Should Not Be Found in Civil Contempt ("Petition to Show Cause") on November 26, 2007;

AND WHEREAS the United States and Respondents have agreed upon a resolution of this matter without any admission by Respondents and without any findings or adjudication with respect to any issue of fact or law;

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned parties that:

- The Court has jurisdiction over the subject matter of this action and over each of the
 Respondents under its inherent power to enforce compliance with its orders and Section
 XIII of the Final Judgment entered by the Court in <u>United States v. Cal Dive International</u>,
 <u>Inc., et. al.</u>, Civil Action No. 1:05CV02041 (D.D.C. 2005) (the "Final Judgment").
- 2. The United States filed its Petition to Show Cause, which alleges violations of the Final Judgment and the Hold Separate Stipulation and Order ("Hold Separate Order").

- 3. The parties consent to the Court's entry of the Settlement Agreement and Order in the form attached to this Stipulation, and without further notice to any party or other proceedings.
- 4. The parties' execution of this Stipulation and entry of the proposed Settlement Agreement and Order discharges, settles and constitutes a full release of the claims of the United States against Respondents, as defined in Paragraphs 2 and 3 of the Petition to Show Cause, arising from the violations of the Final Judgment and Hold Separate Order alleged in the Petition to Show Cause.
- 5. Neither this Stipulation nor the proposed Settlement Agreement and Order shall be construed to preclude the United States from bringing an action against Respondents for any violation(s) other than the alleged violations described in the Petition to Show Cause.
- 6. In the event that the proposed Settlement Agreement and Order is not entered pursuant to this Stipulation, this Stipulation shall be null and void and shall be of no effect whatever, and the making of it shall be without prejudice to any party in this or any other proceeding.

Dated: November 8, 2007

CAL DIVE INTERNATIONAL, INC. HELIX ENERGY SOLUTIONS GROUP, INC.

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