

SEABULK INTERNATIONAL INC
Form SC 13D/A
July 06, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(RULE 13D-101)
(AMENDMENT NO. 4) (1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)

SEABULK INTERNATIONAL, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

81169P101

(CUSIP Number)

Nautilus Acquisition, L.P.
c/o Credit Suisse First Boston Private Equity, Inc.
Eleven Madison Avenue
New York, New York 10010
Attention: Ivy Dodes

Credit Suisse,
on behalf of the
Credit Suisse First Boston business unit
Eleven Madison Avenue
New York, New York 10010
Attention: Ivy Dodes

(Name, address and telephone number of person
authorized to receive notices and communications)

July 1, 2005

(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 Rule 13d-1(e), (f) or (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 Rule 13d-7(b) for other parties to whom copies are to be sent.

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(1) 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 could alter disclosures provided in a prior cover page.

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

NAUTILUS ACQUISITION, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

00 - CONTRIBUTIONS FROM PARTNERS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

PN

2

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
 NAUTILUS INTERMEDIARY, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
 00 - CONTRIBUTIONS FROM PARTNERS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 DELAWARE

| 7 | SOLE VOTING POWER |
|--|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 |
| 8 | SHARED VOTING POWER |
| | 0 |
| 9 | SOLE DISPOSITIVE POWER |
| | 0 |
| 10 | SHARED DISPOSITIVE POWER |
| | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

PN

3

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

NAUTILUS AIV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

00 - CONTRIBUTIONS FROM PARTNERS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--|---|-------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 0 |

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

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10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

PN

4

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

NAUTILUS GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

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| | |
|-------|--------------------------|
| 8 | SHARED VOTING POWER |
| | 0 |
| <hr/> | |
| 9 | SOLE DISPOSITIVE POWER |
| | 0 |
| <hr/> | |
| 10 | SHARED DISPOSITIVE POWER |
| | 0 |

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

 14 TYPE OF REPORTING PERSON

OO

5

=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

 CREDIT SUISSE FIRST BOSTON PRIVATE EQUITY, INC.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

NOT APPLICABLE

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

 NUMBER OF 7 SOLE VOTING POWER

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SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

CO

6

=====

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

MERKUR-NAUTILUS HOLDINGS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS

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REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

CO

7

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

TURNHAM-NAUTILUS HOLDINGS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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3 SEC USE ONLY

4 SOURCE OF FUNDS

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--|---|-------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 0 |

| | |
|---|---------------------|
| 8 | SHARED VOTING POWER |
| | 0 |

| | |
|---|------------------------|
| 9 | SOLE DISPOSITIVE POWER |
| | 0 |

| | |
|----|--------------------------|
| 10 | SHARED DISPOSITIVE POWER |
| | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

MARTIN MERKUR

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

| | | |
|--|----|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

IN

| | |
|--|---|
| ===== | |
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) ROBERT C. TURNHAM, JR. |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS NOT APPLICABLE |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES |
| ----- | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 |
| | ----- |
| | 8 SHARED VOTING POWER 0 |
| | ----- |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | ----- |
| | 10 SHARED DISPOSITIVE POWER 0 |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES |
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 |

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0.0%

 14 TYPE OF REPORTING PERSON
 IN

10

=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
 W.M. CRAIG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
 NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 UNITED STATES

| | | |
|--|---|-------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 |

| | | |
|--|---|---------------------|
| | 8 | SHARED VOTING POWER |
| | | 0 |

| | | |
|--|---|------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |

| | | |
|--|----|--------------------------|
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

IN

11

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

CREDIT SUISSE, ON BEHALF OF ITSELF AND ITS SUBSIDIARIES, TO THE
EXTENT THEY CONSTITUTE THE CREDIT SUISSE FIRST BOSTON BUSINESS
UNIT, EXCLUDING ASSET MANAGEMENT

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

00 - CONTRIBUTIONS FROM PARTNERS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--|---|-------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 |

8 SHARED VOTING POWER

0

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| | | |
|----|---|--------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 0 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 | |
| | 0.0% | |
| 14 | TYPE OF REPORTING PERSON | |
| | BK, HC, OO | |

12

This Amendment No. 4 amends the statement on Schedule 13D dated July 15, 2002, as amended by Amendment No. 1, dated September 16, 2002, ("Amendment No. 1") as further amended by Amendment No. 2, dated October 12, 2004, ("Amendment No. 2") and as further amended by Amendment No. 3, dated March 18, 2005 ("Amendment No. 3") filed by (1) Nautilus Acquisition, L.P., a Delaware limited partnership ("Nautilus"); (2) Nautilus Intermediary, L.P., a Delaware limited partnership ("Nautilus Intermediary"); (3) Nautilus AIV, L.P, a Delaware limited partnership ("Nautilus AIV").; (4) Nautilus GP, LLC, a Delaware limited liability company ("Nautilus Special GP"); (5) Credit Suisse First Boston Private Equity, Inc. ("CSFB" and, together with Nautilus, Nautilus Intermediary, Nautilus AIV and Nautilus Special GP, the "Nautilus Entities"); (6) Merkur-Nautilus Holdings, LLC, a Delaware limited liability company ("Merkur-Nautilus") (7) Turnham-Nautilus Holdings, LLC, a Delaware limited liability company ("Turnham-Nautilus"); (8) Martin Merkur ("Merkur"), (9) Robert C. Turnham, Jr. ("Turnham"); (10) W.M. Craig ("Craig"); and (11) Credit Suisse, a Swiss bank, (the "Bank") on behalf of itself and its subsidiaries, to the extent that they constitute the Credit Suisse First Boston business unit, excluding Asset Management (the "CSFB Entities"). This Amendment is being filed by the Nautilus Entities, Merkur-Nautilus, Turnham-Nautilus, Merkur, Turnham, Craig and the Bank, on behalf of itself and the CSFB Entities (such persons collectively, the "Reporting Persons"). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings previously ascribed to them in the original Schedule 13D, Amendment No. 1, Amendment No. 2 or Amendment No. 3, as applicable.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The information contained in Item 5(a)-(c) and (e) of the Schedule 13D is hereby amended and restated in its entirety as follows:

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(a)-(b) Nautilus beneficially owns no shares of Common Stock by virtue of the conversion of its shares of Common Stock and Warrants into .2694 of a share of common stock, par value \$.01 per share, of Seacor in connection with the Merger. As of the effective time of the Merger, none of the Reporting Persons may be deemed to own any shares of Common Stock by virtue of the fact that Nautilus beneficially owns no shares of Common Stock. Immediately prior to the effective time of the Merger, each of the Reporting Persons other than Nautilus may have been deemed to beneficially own an aggregate of 11,820,195 shares of Common Stock by virtue of Nautilus' ownership of Common Stock and its ability to convert its Warrants into shares of Common Stock.

(c) Except as described in Item 6, none of the Reporting Persons has effected any transactions in shares of Common Stock during the past 60 days.

(e) As of the effective time of the Merger on July 1, 2005, the Reporting Persons ceased to be beneficial owners of any of the Company's Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of Amendment No. 3 is hereby amended by adding the following at the end thereto:

On July 1, 2005, Merger Sub merged with and into the Company. In connection with the Merger, effective immediately upon the effectiveness of the Merger, each share of Common Stock of the Company automatically converted into the right to receive .2694 shares of common stock of Seacor and \$4.00 cash. In connection with the Merger and as contemplated by the Merger Agreement, effective immediately upon the effectiveness of the Merger, all Warrants to purchase shares of common stock of the Company were acquired by Seacor for .2694 shares of common stock of Seacor and \$3.99 cash. Immediately following the Merger, none of the Reporting Persons are the holders of record of, or have any pecuniary interest in any shares of Common Stock or Warrants of the Company.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following exhibits are filed herewith:

Exhibit 6A: Joint Filing Agreement, dated as of July 5, 2005.

14

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

NAUTILUS ACQUISITION, L.P.

By: NAUTILUS INTERMEDIARY, L.P., its General Partner

By: NAUTILUS AIV, L.P., its General Partner

By: Nautilus GP, LLC, its managing general partner

By: Turnham-Nautilus Holdings, LLC,
Class A Member and Authorized Signatory

By: /s/ Robert C. Turnham, Jr.

Name: Robert C. Turnham, Jr.

Title: Member and Authorized Signatory

15

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

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Date: July 5, 2005

NAUTILUS INTERMEDIARY, L.P.

By: NAUTILUS AIV, L.P., its General Partner

By: Nautilus GP, LLC, its managing general partner

By: Turnham-Nautilus Holdings, LLC
Class A Member and Authorized Signatory

By: /s/ Robert C. Turnham, Jr.

Name: Robert C. Turnham, Jr.
Title: Member and Authorized Signatory

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16

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

Nautilus AIV, LP

By: Nautilus GP, LLC, its managing general partner

By: Turnham-Nautilus Holdings, LLC
Class A Member and Authorized Signatory

By: /s/ Robert C. Turnham, Jr.

Name: Robert C. Turnham, Jr.
Title: Member and Authorized Signatory

17

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

NAUTILUS GP, LLC

By: Turnham-Nautilus Holdings, LLC
Class A Member and Authorized Signatory

By: /s/ Robert C. Turnham, Jr.

Name: Robert C. Turnham, Jr.
Title: Member and Authorized Signatory

18

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

CREDIT SUISSE
ON BEHALF OF THE CREDIT SUISSE FIRST BOSTON
BUSINESS UNIT

By: /s/ Ivy B. Dodes

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Name: Ivy B. Dodes
Title: Managing Director

19

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

CREDIT SUISSE FIRST BOSTON
PRIVATE EQUITY, INC.

By: /s/ Ivy Dodes

Name: Ivy Dodes
Title: Vice President

20

After reasonable inquiry and to the best knowledge and belief of the

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undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

MERKUR-NAUTILUS HOLDINGS, LLC

By: /s/ Martin Merkur

Name: Martin Merkur

Title: Member

21

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

TURNHAM-NAUTILUS HOLDINGS, LLC

By: /s/ Robert C. Turnham, Jr.

Name: Robert C. Turnham, Jr.

Title: Member

22

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

By: /s/ Martin Merkur

Martin Merkur

23

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

By: /s/ Robert C. Turnham, Jr.

Robert C. Turnham, Jr.

24

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 5, 2005

By: /s/ W.M. Craig

W.M. Craig

25