

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



In the matter of

WILH. WILHELMSSEN HOLDING ASA,
WILHELMSSEN MARITIME SERVICES AS,
RESOLUTE FUND II, L.P.,
DREW MARINE INTERMEDIATE II B.V.,
and
DREW MARINE GROUP, INC.

Docket No. 9380

**RESPONDENTS' EXPEDITED MOTION
FOR CONTINUANCE OF ADMINISTRATIVE HEARING**

Pursuant to Rule 3.41 of the Federal Trade Commission's Rules of Practice, Respondents respectfully move for a 90-day postponement of the administrative trial currently scheduled to begin on July 24, 2018 and a corresponding extension of all pre-trial deadlines. This postponement will avoid significant expense and burden by the Federal Trade Commission (the "Commission"), Respondents, and non-parties and will not prejudice the Commission's ability to discharge its duties.

Trial in the parallel proceeding in federal district court on the Commission's motion for a preliminary injunction in *FTC v. Wilh. Wilhelmsen Holding ASA, et. al.* is not scheduled to begin until May 29, 2018. A decision in that case is expected in June or July 2018. If the District Court grants the preliminary injunction, Respondents do not intend to proceed with the transaction. *See* Ex. A. (Decl. of B. Grimholt). Moreover, under Rule 3.26, if the injunction is denied the administrative proceeding will be stayed or withdrawn while the Commission

determines whether it wishes to continue with the administrative proceeding despite the District Court's ruling. Therefore, regardless of the outcome of the District Court proceeding, the administrative proceeding will be rendered at least temporarily (and potentially permanently depending on the Commission's decision) moot making any expenditure up to that point unnecessary. Complaint Counsel have informed undersigned counsel that they intend to oppose this motion.

ARGUMENT

Expedited treatment is appropriate because, unless this postponement is granted, significant expenses will soon begin to be incurred by the parties and non-parties in advance of the administrative trial. Good cause exists for granting this unopposed motion because it will likely save expense and promote efficiency. Indeed, if the Commission grants this motion, non-parties are likely to avoid the expense of document review, redaction, and preparation for testimony. Also, a continuance will allow the parties to avoid the substantial additional costs associated with voluminous fact and expert discovery as well as the general costs to be incurred in preparation for the administrative trial. Finally, a continuance will lessen the substantial burden the parties presently face of conducting and preparing for the District Court trial while simultaneously conducting discovery and preparing for the administrative proceeding.

RELIEF REQUESTED

For the foregoing reasons, Respondents respectfully request that the Commission exercise its discretion to postpone commencement of the administrative hearing by 90 days, or until such later date as may be convenient for the Chief Administrative Law Judge and the Commission. Respondents also request that interim pre-trial deadlines be postponed for the same period.

Dated: May 15, 2018
Washington, DC

Respectfully submitted,

/s/ Corey W. Roush

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EXHIBIT A

**UNITED STATES OF AMERICA
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DECLARATION OF BJØRGE GRIMHOLT

I, Bjørge Grimholt, hereby certify the following:

1. I am the president of Wilhelmsen Ships Service AS, a subsidiary of Wilh. Wilhelmsen Holding ASA.
2. I am authorized to make this declaration on behalf of Wilhelmsen Maritime Services AS.
3. Wilhelmsen Maritime Services AS has entered into an agreement to acquire Drew Marine Technical Solutions (the “proposed transaction”).
4. The Federal Trade Commission has filed an administrative complaint seeking to enjoin the proposed transaction (the “administrative proceeding”).
5. The Federal Trade Commission has also filed suit in the United States District Court for the District of Columbia seeking to preliminarily enjoin the proposed transaction in *FTC v. Wilh. Wilhelmsen Holding ASA, et. al.*, pending the conclusion of the administrative proceeding.
6. Wilhelmsen Maritime Services AS has concluded that, if the District Court enters a preliminary injunction in *FTC v. Wilh. Wilhelmsen Holding ASA, et. al.*, then Wilhelmsen Maritime Services AS will abandon the transaction without further litigating the administrative proceeding.

PUBLIC

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on May 3, 2018



Bjørge Grimholt
President
Wilhelmsen Ships Service

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**[PROPOSED] ORDER GRANTING EXPEDITED MOTION FOR
CONTINUANCE OF ADMINISTRATIVE HEARING**

Good cause having been shown,

IT IS HEREBY ORDERED THAT Respondents' Expedited Motion for a Continuance of
Administrative Hearing is **GRANTED**; AND

- (1) Commencement of the evidentiary hearing in this matter is moved from July 24, 2018 to
October 22, 2018 and
- (2) All other proceedings in this matter are postponed 90 days from the date of this order.

By the Commission

Donald S. Clark
Secretary

ISSUED:

CERTIFICATE OF ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed documents that is available for review by the parties and the adjudicator.

Dated: May 15, 2018

By: /s/ Corey W. Roush

Notice of Electronic Service

I hereby certify that on May 15, 2018, I filed an electronic copy of the foregoing Respondents' Expedited Motion for Continuance of Administrative Hearing, with:

D. Michael Chappell
Chief Administrative Law Judge
600 Pennsylvania Ave., NW
Suite 110
Washington, DC, 20580

Donald Clark
600 Pennsylvania Ave., NW
Suite 172
Washington, DC, 20580

I hereby certify that on May 15, 2018, I served via E-Service an electronic copy of the foregoing Respondents' Expedited Motion for Continuance of Administrative Hearing, upon:

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