

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



COMMISSIONERS: JOSEPH J. SIMONS, CHAIRMAN
MAUREEN K. OHLHAUSEN
NOAH JOSHUA PHILLIPS
ROHIT CHOPRA
REBECCA KELLY SLAUGHTER

In the Matter of

Wilh. Wilhelmsen Holding ASA
a public company,

Wilhelmsen Maritime Services AS,
a private company,

Resolute Fund II, L.P.
a private company,

Drew Marine Intermediate II B.V.
a private company,

And

Drew Marine Group, Inc.,
a corporation.

Docket No. 9380

JOINT MOTION TO DISMISS AMENDED COMPLAINT

Complaint Counsel and Respondents Wilh. Wilhelmsen Holding ASA, Wilhelmsen Maritime Services AS (together with Wilh. Wilhelmsen Holding ASA, “Wilhelmsen”), Resolute Fund II, L.P., Drew Marine Intermediate II B.V., and Drew Marine Group, Inc. (collectively with Wilhelmsen, “Respondents”) jointly move to dismiss the amended complaint in the above-captioned matter. On July 23, 2018, Respondents informed Complaint Counsel that they have terminated their proposed acquisition. As set forth in Exhibit A, Wilhelmsen has withdrawn its

Hart-Scott-Rodino Notification and Report Forms filed for this proposed acquisition, and has no intent to refile. The Amended Complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the Amended Complaint. A proposed order is attached.

Dated: July 26, 2018

Respectfully Submitted

/s/ Thomas J. Dillickrath

Thomas J. Dillickrath
James Rhilinger
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Avenue, NW
Washington, DC 20580
Telephone: (202) 326-3680
Email: tdillickrath@ftc.gov
Email: jrhilinger@ftc.gov

Counsel Supporting the Complaint

/s/ Corey W. Roush

Corey W. Roush
Paul B. Hewitt
C. Fairley Spillman
AKIN GUMP STRAUSS HAUER
& FELD LLP
1333 New Hampshire Avenue, NW
Washington, DC 20036
Telephone: (202) 887-4000
Email: croush@akingump.com
Email: phewitt@akingump.com
Email: fspillman@akingump.com

Mark William Ryan
Michael E. Lackey, Jr.
Oral D. Pottinger
MAYER BROWN LLP
1999 K Street, NW
Washington, DC 20006
Telephone: (202) 263-3000
Email: mryan@mayerbrown.com
Email: mlackey@mayerbrown.com
Email: opottinger@mayerbrown.com

Counsel for Respondents

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: JOSEPH J. SIMONS, CHAIRMAN
MAUREEN K. OHLHAUSEN
NOAH JOSHUA PHILLIPS
ROHIT CHOPRA
REBECCA KELLY SLAUGHTER

In the Matter of

Wilh. Wilhelmsen Holding ASA
a public company,

Wilhelmsen Maritime Services AS,
a private company,

Resolute Fund II, L.P.
a private company,

Drew Marine Intermediate II B.V.
a private company,

And

Drew Marine Group, Inc.,
a corporation.

Docket No. 9380

[PROPOSED] ORDER DISMISSING AMENDED COMPLAINT

This matter comes before the Commission on Complaint Counsel's and Respondents' Joint Motion to Dismiss Amended Complaint. Having considered the motion, it is hereby

ORDERED, that the Joint Motion to Dismiss Amended Complaint dated July 26, 2018, is **GRANTED** and the Amended Complaint is dismissed without prejudice.

* * * * *

By the Commission.

ISSUED: _____

Donald S. Clark
Secretary

CERTIFICATE OF SERVICE

I hereby certify that on July 26, 2018, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580
ElectronicFilings@ftc.gov

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

I also certify that I delivered via electronic mail a copy of the foregoing document to:

Corey W. Roush
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, NW
Washington, DC 20036
(202) 887-4115
croush@akingump.com

*Counsel for Respondents Wilh. Wilhelmsen Holding ASA and
Wilhelmsen Maritime Services AS*

Mark W. Ryan
Mayer Brown LLP
1999 K Street, NW
Washington, DC 20006
(202) 263-3338
mryan@mayerbrown.com

*Counsel for Respondents Resolute Fund II, L.P.,
Drew Marine Intermediate II B.V., and
Drew Marine Group Inc.*

Dated: July 26, 2018

By: /s/ Thomas J. Dillickrath
Thomas J. Dillickrath

Counsel Supporting the Complaint

CERTIFICATE FOR 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 document that is available for review by the parties and the adjudicator.

July 26, 2018

By: /s/ Thomas J. Dillickrath
Counsel Supporting the Complaint

Exhibit A

Akin Gump

STRAUSS HAUER & FELD LLP

COREY W. ROUSH

+1 202.887.4115/fax: +1 202.887.4288
croush@akingump.com

July 25, 2018

Office of Operations
Premerger Notification Unit, Antitrust Division
Department of Justice
950 Pennsylvania Avenue, NW
Room 3335
Washington, DC 20530

Premerger Notification Office
Federal Trade Commission
400 7th Street, SW
Room 5301
Washington, DC 20024

RECEIVED
PREMERGER NOTIFICATION
OFFICE
2018 JUL 25 PM 4:29

Re: Withdrawal of Hart-Scott-Rodino Notification and Report Form for Wilh.
Wilhelmsen Holding ASA (FTC Transaction Identification No. 2017-1199)

Dear Sir or Madam:

Pursuant to 16 C.F.R. § 803.12(a), effective Wednesday, July 25, 2018, we are voluntarily withdrawing the Premerger Notification and Report Form filed on behalf of Wilh. Wilhelmsen Holding ASA (“Wilhelmsen”) in connection with the proposed acquisition of Drew Marine. Wilhelmsen has no intent to refile.

Please contact me with any questions.

Sincerely,



Corey W. Roush

cc: Mark W. Ryan
Thomas J. Dillickrath