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CREDIT SUISSE FIRST BOSTON/  
Form SC 13D  
July 16, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13D  
(RULE 13D-101)

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 First Boston,  
on behalf of the investment banking business 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 9, 2002

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

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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3 SEC USE ONLY

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4 SOURCE OF FUNDS  
  
00 - CONTRIBUTIONS FROM PARTNERS

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE

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	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SEE ITEM 5

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	8	SHARED VOTING POWER
		SEE ITEM 5

-----

	9	SOLE DISPOSITIVE POWER
		SEE ITEM 5

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	10	SHARED DISPOSITIVE POWER
		SEE ITEM 5

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
SEE ITEM 5

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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

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SEE ITEM 5

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  
SEE ITEM 5

8 SHARED VOTING POWER  
SEE ITEM 5

9 SOLE DISPOSITIVE POWER  
SEE ITEM 5

10 SHARED DISPOSITIVE POWER  
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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SEE ITEM 5

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
SEE ITEM 5

14 TYPE OF REPORTING PERSON  
PN

3

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
DLJ MERCHANT BANKING PARTNERS III, 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  
SEE ITEM 5

8 SHARED VOTING POWER  
SEE ITEM 5

9 SOLE DISPOSITIVE POWER

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SEE ITEM 5

10

SHARED DISPOSITIVE POWER

SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
SEE ITEM 5

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

SEE ITEM 5

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WITH

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8 SHARED VOTING POWER  
SEE ITEM 5  
-----  
9 SOLE DISPOSITIVE POWER  
SEE ITEM 5  
-----  
10 SHARED DISPOSITIVE POWER  
SEE ITEM 5  
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5  
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
SEE ITEM 5  
-----

14 TYPE OF REPORTING PERSON  
OO  
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5

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
  
CREDIT SUISSE FIRST BOSTON SOLELY ON BEHALF ON THE INVESTMENT BANKING  
BUSINESS OF THE CREDIT SUISSE FIRST BOSTON BUSINESS UNIT  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
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3 SEC USE ONLY  
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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)  
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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
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DELAWARE

		7	SOLE VOTING POWER
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SEE ITEM 5
		8	SHARED VOTING POWER
			SEE ITEM 5
		9	SOLE DISPOSITIVE POWER
			SEE ITEM 5
		10	SHARED DISPOSITIVE POWER
			SEE ITEM 5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		SEE ITEM 5
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11		SEE ITEM 5
14	TYPE OF REPORTING PERSON		BK, HC, OO

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ITEM 1. SECURITY AND ISSUER.

This statement relates to the Common Stock, par value \$0.01 per share (the "Common Stock"), of Seabulk International, Inc. (the "Company").

The Company's principal executive office is located at 2200 Eller Drive, Fort Lauderdale, Florida 33316.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is being filed jointly on behalf of the following persons (collectively, the "Reporting Persons"): (1) Nautilus Acquisition, L.P., a Delaware limited partnership ("Nautilus"); (2) Nautilus Intermediary, L.P., a Delaware limited partnership ("Nautilus Intermediary"); (3) DLJ Merchant Banking

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Partners III, L.P., a Delaware limited partnership ("Partners III"); (4) Nautilus GP, LLC, a Delaware limited liability company ("Nautilus Special GP" and, together with Nautilus, Nautilus Intermediary and Partners III, the "Nautilus Entities"); and (5) Credit Suisse First Boston, a Swiss bank (the "Bank"), on behalf of itself and its subsidiaries, to the extent that they constitute part of the investment banking business (the "CSFB Entities") of the Credit Suisse First Boston business unit.

Nautilus is a Delaware limited partnership which was formed to purchase securities of the Company. Nautilus Intermediary is the general partner of Nautilus. Partners III and other parallel investment partnerships affiliated with Partners III are limited partners of Nautilus.

Nautilus Intermediary is a Delaware limited partnership which was formed to be the general partner of Nautilus. Partners III is the general partner of Nautilus Intermediary.

Partners III is a Delaware limited partnership which makes investments for long term appreciation. DLJ Merchant Banking III, L.P., a Delaware limited partnership ("MBP III LP"), is the Associate General Partner of Partners III and DLJ Merchant Banking III, Inc., a Delaware corporation ("MPIII Inc."), is the Managing General Partner of Partners III. Prior to the consummation of the transactions contemplated by the Purchase Agreements (as defined in Item 4 below), Nautilus Special GP will become the Special General Partner of Partners III. As a result, Nautilus Special GP will have exclusive management rights and decision making authority (including voting and dispositive power) with respect to the investment in the Company. Prior to the consummation of the transactions contemplated by the Purchase Agreements, the members of Nautilus Special GP will be appointed.

The address of the principal business and office of each of the Nautilus Entities is c/o Credit Suisse First Boston Private Equity, Inc., Eleven Madison Avenue, New York, New York 10010.

While the CSFB Entities, including MBP III LP, MPIII Inc. and the entities listed below, disclaim beneficial ownership of the securities to which this statement relates, as a result of the relationship of the CSFB Entities to, and the pecuniary interest of the CSFB Entities in, Partners III as described below, such entities may be deemed to beneficially own the securities to which this statement relates.

Credit Suisse First Boston Private Equity, Inc., a Delaware corporation ("CSFBPE"), is the sole stockholder of MPIII Inc. The address of the principal business and office of CSFBPE is Eleven Madison Avenue, New York, New York 10010.

Credit Suisse First Boston (USA), Inc., a Delaware corporation and holding company ("CSFB-USA"), is the sole stockholder of CSFBPE. The address of the principal business and office of CSFB-USA is Eleven Madison Avenue, New York, New York 10010. In addition, CSFB-USA is the sole stockholder of Credit Suisse First Boston Corporation ("CSFBC"), a Delaware corporation and registered broker-dealer. The address of the principal business and office of CSFBC is Eleven Madison Avenue, New York, New York 10010.

Credit Suisse First Boston, Inc., a Delaware corporation ("CSFBI"), is the sole stockholder of CSFB-USA. The address of the principal business and office of CSFBI is Eleven Madison Avenue, New York, New York 10010. The Bank owns directly a majority of the voting stock and all of the non-voting stock of CSFBI.



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In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this Schedule 13D is being filed by the Bank on behalf of the CSFB Entities of the Credit Suisse First Boston business unit (the "CSFB business unit"). The CSFB business unit is also comprised of an asset management business ("Asset Management"). The CSFB Entities provide financial advisory and capital raising services, sales and trading for users and suppliers of capital around the world and invests in and manages private equity and venture capital funds. Asset Management provides asset management and investment advisory services to institutional, mutual fund and private investors worldwide. The address of the Bank's principal business and office is Uetlibergstrasse 231, P.O. Box 900, CH 8070 Zurich, Switzerland.

Credit Suisse Group, a corporation formed under the laws of Switzerland ("CSG"), a global financial services company, comprised of the Credit Suisse First Boston business unit and the Credit Suisse Financial Services business unit, is the parent company of the Bank, and the direct owner of the remainder of the voting stock of CSFBI. CSG's business address is Paradeplatz 8, P.O. Box 1, CH 8070 Zurich, Switzerland.

CSG, for purposes of the federal securities laws, may be deemed ultimately to control the Bank and the other CSFB Entities. CSG, its executive officers and directors, and its direct and indirect subsidiaries (including Asset Management and the Credit Suisse Financial Services business unit) may beneficially own securities of the Company, and such securities are not reported in this statement. CSG disclaims beneficial ownership of shares of Common Stock beneficially owned by its direct and indirect subsidiaries, including the Nautilus Entities and the CSFB Entities. The Nautilus Entities, the CSFB Entities and the Bank disclaim beneficial ownership of shares of Common Stock beneficially owned by CSG, Asset Management and the Credit Suisse Financial Services business unit.

The name, business address, citizenship and title of each executive officer or director of MPIII, Inc., CSFBPE, CSFB-USA, CSFBC and the CSFB Entities that are corporations are set forth in Schedules A-1 through A-6 attached hereto, each of which is incorporated by reference.

Except as otherwise provided herein, during the past five (5) years, neither any of the Reporting Persons nor, to the best knowledge of any of the Reporting Persons, any person listed on the schedules hereto has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to United States federal or state securities laws or finding any violation with respect to such laws.

On January 22, 2002, CSFBC, without admitting or denying any alleged violation, entered into coordinated settlements with NASD Regulation, Inc. ("NASDR") and the Securities and Exchange Commission ("SEC") resolving all outstanding investigations of CSFBC into the allocation of shares in initial public offerings ("IPOs"). CSFB-USA is the sole stockholder of CSFBC.

CSFBC consented to these settlements without admitting or denying any of the allegations made in the SEC's Complaint or the Letter of Acceptance, Waiver and Consent ("AWC") filed with the NASDR. The SEC and NASDR alleged that, between April 1999 and June 2000, certain CSFBC employees allocated many shares in IPOs to over 100 customers with whom they had improper profit-sharing arrangements. The NASDR and SEC alleged that certain employees allocated "hot" IPO shares to certain customers who paid the Firm a portion of the profits (between 33 and 65 percent) that they made when they sold their IPO stock, by

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paying inflated brokerage commissions on transactions unrelated to the IPO shares.

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Under the terms of the coordinated settlement:

- o CSFBC paid a total of \$100 million. This amount included \$30 million in fines and civil penalties divided evenly between the SEC and NASDR, and a total of \$70 million in disgorgement, \$35 million of which was paid to the U.S. Treasury and \$35 million of which was paid to the NASDR, representing the monies obtained as a result of the conduct described by the SEC and NASDR. The SEC determined in this case that it was appropriate and in the public interest to pay funds to the U.S. Treasury rather than to any third parties.
- o CSFBC has adopted and is implementing revised policies and procedures for allocating IPOs in its broker-dealer operations. The SEC and NASD have reviewed these policies and procedures. These included the establishment of an IPO Allocation Review Committee, a process for the pre-qualification of accounts before they are eligible to receive IPO allocations, and enhanced supervisory procedures, which may include the review of commissions paid by certain accounts receiving allocations around the time of the IPO. CSFBC also agreed to retain an independent consultant to review the implementation of these policies and procedures one year from the date of the settlement.

In the NASDR settlement, CSFBC, without admitting or denying any findings, consented to a censure and findings that it violated NASD Rules 2110, 2330, 2710, 3010 and 3110. These Rules (a) require broker-dealers to adhere to just and equitable principles of trade, (b) prohibit broker-dealers from sharing in the profits of client accounts except as specifically provided, (c) require a managing underwriter to file certain information that may have a bearing on the NASDR's review of underwriting arrangements, (d) require members to establish, maintain and enforce a reasonable supervisory system, and (e) require broker-dealers to maintain certain books and records. The NASDR AWC also found violations of Section 17(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and SEC Rule 17a-3, thereunder, which are incorporated by NASD Rule 3110 and similarly impose certain record keeping requirements on CSFBC as a broker-dealer. In the SEC settlement, CSFBC, without admitting or denying the allegations of the Complaint, consented to entry by the District Court for the District of Columbia of a final judgment that: (1) permanently enjoined CSFBC, directly or indirectly, from violations of NASD Conduct Rules 2110 and 2330 and Section 17(a)(1) of the Exchange Act and SEC Rule 17a-3; and (2) ordered CSFBC to comply with certain undertakings.

Neither the SEC nor NASDR made any allegations or findings of fraudulent conduct by CSFBC. Further, neither the SEC nor NASDR alleged that any IPO prospectus was rendered false or misleading by CSFBC's conduct or that this conduct affected either the offering price of an IPO or the price at which any IPO stock traded in the aftermarket.

On November 26, 1996, the SEC brought a civil action in federal court in California against CS First Boston Corporation ("CS First Boston") and two former employees of its public finance department relating to CS First Boston's role as lead underwriter of a September 1994 Orange County pension obligation bond ("POB") financing, which the county completed 10 weeks prior to its bankruptcy. The SEC alleged that the Official Statement misrepresented and omitted material facts about the Orange County Investment Pool, including the

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Pool's investment strategy, the risks of that strategy and the Pool's investment losses, and it sought to hold CS First Boston responsible for the alleged omissions and misrepresentations. The complaint alleged violations of certain anti-fraud provisions, including Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, Section 15B(c)(1) of the Exchange Act, and MSRB Rule G-17. CS First Boston filed its answer to the complaint on January 13, 1997, in which it denied all allegations of misconduct and asserted twelve affirmative defenses.

On January 29, 1998, the lawsuit was dismissed with prejudice, upon the consent of the SEC, CS First Boston and the individual defendants, as part of an out-of-court settlement of this matter. Also pursuant to that settlement, CS First Boston and the individual defendants, without admitting or denying

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liability, consented to the entry of a SEC administrative order finding negligence-based violations of Sections 17(a)(2) and (a)(3) of the Securities Act and MSRB Rule G-17. CS First Boston and the two individuals agreed to pay monetary penalties of \$800,000, \$35,000 and \$35,000 respectively. The SEC administrative order contained no allegation or finding of any fraudulent, intentional or reckless misconduct by CS First Boston or any of its current or former employees.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS.

Pursuant to the Company Stock Purchase Agreement (as defined in Item 4 below) Nautilus has agreed to purchase an aggregate of 8,333,333 shares of Common Stock for an aggregate purchase price of \$66,666,664.

Additionally, pursuant to the Loomis Securities Purchase Agreement (as defined in Item 4 below), Nautilus has agreed to purchase (i) up to 3,504,081 shares of Common Stock for a purchase price of \$28,032,648 and (ii) Warrants (as defined in Item 6 below) to purchase up to 120,345 shares of Common Stock for a purchase price of \$696,006.09.

The general and limited partners of Nautilus will contribute the funds necessary to purchase shares of Common Stock and Warrants pursuant to the Purchase Agreements.

None of the Nautilus Entities intends to borrow any funds in connection with the purchase of Common Stock.

### ITEM 4. PURPOSE OF TRANSACTION.

Nautilus, C/R Marine Domestic Partnership, L.P., a Delaware limited partnership ("C/R U.S."), C/R Marine Non-U.S. Partnership, L.P., a Delaware limited partnership ("C/R Int'l"), C/R Marine Coinvestment, L.P., a Delaware limited partnership ("C/R Coinvestment"), C/R Marine Coinvestment II, L.P., a Delaware limited partnership ("C/R Coinvestment II" and, together with C/R U.S., C/R Int'l and C/R Coinvestment, the "C/R Purchasers") and the Company have entered into a Stock Purchase Agreement, dated as of June 13, 2002 (the "Company Stock Purchase Agreement"), which provides that the C/R Purchasers and Nautilus, subject to certain closing conditions contained therein, will purchase an aggregate of 4,166,667 and 8,333,333 shares, respectively, of Common Stock for an aggregate purchase price of \$33,333,336 and \$66,666,664, respectively.

Additionally, the C/R Purchasers, Nautilus and Loomis, Sayles & Company, L.P., a Delaware limited partnership ("Loomis Sayles"), have entered into a Securities Purchase Agreement, dated as of June 13, 2002 (the "Loomis Securities Purchase Agreement" and, together with the Company Stock Purchase

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Agreement, the "Purchase Agreements"), which provides that the C/R Purchasers and Nautilus, subject to certain closing conditions contained therein, will purchase (i) an aggregate of up to 1,752,041 and 3,504,081 shares, respectively, of Common Stock for an aggregate purchase price of \$14,016,328 and \$28,032,648, respectively, and (ii) Warrants to purchase up to an aggregate of 60,172 and 120,345 shares, respectively, of Common Stock for an aggregate purchase price of \$348,003.04 and \$696,006.09, respectively.

Nautilus entered into the Purchase Agreements in order to acquire an interest in the Company for investment purposes. The Nautilus Entities intend to review continuously their position in the Company. Depending upon further evaluations of the business prospects of the Company and upon other developments, including, but not limited to, general economic and business conditions and stock market conditions, the Nautilus Entities may retain or from time to time increase their holdings or dispose of all or a portion of their holdings subject to any applicable legal and contractual restrictions on their ability to do so in privately negotiated transactions, open market purchases or otherwise. The Nautilus Entities also intend to actively participate in the management of the Company through representation on the Board of Directors. Pursuant to a Stockholders Agreement (as defined in Item 6 below) to be entered into by and among the Company, Nautilus, the C/R Purchasers and a management

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stockholder, Nautilus and certain of the C/R Purchasers will agree to vote their shares to ensure that the Board of Directors will consist of ten members and will include four directors designated by Nautilus and two directors designated by certain of the C/R Purchasers.

As part of the transactions contemplated by the Company Stock Purchase Agreement, the Company will amend its certificate of incorporation, to, among others things, add certain protections for minority stockholders.

In addition, the matters set forth in Item 6 below are incorporated in this Item 4 by reference as if fully set forth herein.

Except as set forth in this Item 4 (including the matters described in Item 6 below which are incorporated in this Item 4 by reference), the Reporting Persons have no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) As of July 11, 2002, neither the Reporting Persons nor any C/R Purchasers nor C/R Marine GP Corp., the general partner of each of the C/R Purchasers ("C/R Marine GP" and, together with the C/R Purchasers, the "C/R Entities") was the holder of record of any shares of Common Stock or Warrants, except for CSFBC which is the record owner of warrants to purchase 1,411 shares of Common Stock.

On July 9, 2002, the Company filed its preliminary proxy statement seeking stockholder approval of the share issuance to Nautilus and the C/R Purchasers and approval of the amendment to its certificate of incorporation with the SEC and early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1974, as amended ("HSR Act") was granted.

In addition to the warrants listed above, the transactions contemplated by the Purchase Agreements are consummated, each Reporting Person and each C/R Entity may then be deemed to beneficially own the following:

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NAME	NUMBER OF SHARES OF COMMON STOCK	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON EXERCISE OF WARRANTS	TOTAL NUMBER SHARES OF COM STOCK (ASSUM EXERCISE OF WAR
Nautilus Entities (1).....	11,837,414	120,345	11,957,759
CSFB Entities (2).....	--	1,411	--
C/R U.S.(3).....	1,204,051	12,241	1,216,292
C/R Int'l(3).....	3,711,670	37,735	3,749,405
C/R Coinvestment (3).....	506,635	5,150	511,785
C/R Coinvestment II(3).....	496,352	5,046	501,398
C/R GP(4).....	5,918,708	60,172	5,978,880

(1) The numbers in the above table represents the shares of Common Stock and Warrants that may be purchased by Nautilus pursuant to the Purchase Agreements. Such numbers may decrease to the extent that Loomis Sayles can no longer cause such shares and Warrants to be sold to Nautilus. See Item 6 for a description of the Loomis Securities Purchase Agreement. Each of the Nautilus Entities will have shared voting and dispositive power with respect to the shares of Common Stock held by Nautilus. However, the partnership agreements of each of Nautilus, Nautilus Intermediary, and Partners III grants, directly or indirectly, the ultimate voting and dispositive power with respect to the shares of Common Stock held by Nautilus to Nautilus Special GP. While the CSFB Entities, including MBP III LP, MPIII Inc. and the entities listed below, disclaim beneficial ownership of the securities to which this statement relates, as a result of the relationship of the CSFB Entities to, and the pecuniary interest of the CSFB Entities in, Partners III, as described in Item 2 above,

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under the Exchange Act such entities may be deemed to beneficially own the securities to which this statement relates. CSG, for purposes of the federal securities laws, may be deemed ultimately to control the Bank and the other CSFB Entities. CSG, its executive officers and directors, and its direct and indirect subsidiaries (including Asset Management and the Credit Suisse Financial Services business unit) may beneficially own shares of Common Stock and such securities are not reported in this statement. CSG disclaims beneficial ownership of the securities to which this statement relates that are beneficially owned by its direct and indirect subsidiaries, including the Nautilus Entities and the CSFB Entities. The Nautilus Entities and the CSFB Entities disclaim beneficial ownership of shares of Common Stock beneficially owned by CSG, Asset Management and the Credit Suisse Financial Services business unit. The Reporting Persons may be considered a group together with the C/R Entities and therefore be deemed to beneficially own the shares beneficially owned by the C/R Entities, but no Reporting Person affirms the existence of any such group. The Reporting Persons disclaim any such beneficial ownership.

(2) These numbers represent warrants held by CSFBC. The Nautilus Entities disclaim beneficial ownership of such warrants and the shares of Common Stock issuable upon the exercise of such warrants owned by CSFBC.

(3) The numbers in the above table may decrease to the extent that Loomis Sayles can no longer cause such shares to be sold to the C/R Purchasers.

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See Item 6 for a description of the Loomis Securities Purchase Agreement. The following information has been obtained from the C/R Entities: Each of the C/R Purchasers will have shared power to dispose or direct the disposition of the shares of Common Stock and Warrants which it would hold directly or the shares of Common Stock issuable upon exercise of such Warrants. Each of the C/R Purchasers will have shared power to vote or direct the vote of such shares of Common Stock, but will not have the power to vote or direct the vote of any of the shares of Common Stock which it would own upon exercise of such Warrants prior to the receipt of such shares of Common Stock upon exercise of such Warrants. The C/R Entities may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group. Each of the C/R Entities disclaims beneficial ownership of any shares of Common Stock owned by any other C/R Entity.

(4) The numbers in the above table may decrease to the extent that Loomis Sayles can no longer cause such shares to be sold to the C/R Purchasers. See Item 6 for a description of the Loomis Securities Purchase Agreement. The following information has been obtained from the C/R Entities: C/R GP is the sole general partner of each of the C/R Purchasers and exercises investment discretion and control over the shares of Common Stock held by each of the C/R Purchasers. Hence, in such capacity, C/R GP may be deemed to have power to dispose and direct the disposition of the shares of Common Stock and Warrants that each of the C/R Purchasers would hold, and shares of Common Stock which each of the C/R Purchasers would hold upon exercise of such Warrants. William E. Conway, Jr., Daniel A. D'Aniello, David M. Rubenstein, Pierre F. Lapeyre, Jr., David M. Leuschen and Jim H. Derryberry, as the sole stockholders of C/R GP, may be deemed to share beneficial ownership of the shares shown as beneficially owned by the C/R Entities. Such persons disclaim any such beneficial ownership.

All calculations made herein are made in accordance with Rule 13d-3(d), promulgated under the Securities Exchange Act of 1934, as amended, and based on the shares of Common Stock outstanding as of July 3, 2002, as reported by the Company in its preliminary proxy statement, filed as of July 9, 2002.

(c) None of the Reporting Persons has effected any transactions in shares of Common Stock during the past 60 days.

(d) The right to receive dividends on, and proceeds from the sale of, the shares of Common Stock held of record by Nautilus and beneficially owned as described in paragraphs (a) and (b) above is governed by the organizational documents of each such entity, and such dividends or proceeds may be distributed with respect to numerous general and limited partnership interests.

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(e) Not applicable.

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

Upon the terms and conditions set forth in the Company Stock Purchase Agreement, the Loomis Securities Purchase Agreement, the Term Sheet for the Stockholders' Agreement (the "Stockholders' Agreement Term Sheet") and the Fee Letter (the "Fee Letter") (attached hereto as Exhibit 1, Exhibit 2, Exhibit 3 and Exhibit 4 respectively, and incorporated herein by reference), Nautilus and the C/R Purchasers will purchase the shares of Common Stock covered by this statement.

Company Stock Purchase Agreement

The following description of the Company Stock Purchase Agreement is

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a summary thereof and does not purport to be complete and is qualified in its entirety by reference to the Company Stock Purchase Agreement.

Pursuant to the Company Stock Purchase Agreement, the Company has agreed to sell to Nautilus and the C/R Purchasers, and the Nautilus and the C/R Purchasers have agreed to purchase from the Company, a 8,333,333 and an aggregate of 4,166,667, respectively, shares of Common Stock for a price of \$8.00 per share and an aggregate purchase price of \$66,666,664 and \$33,333,336 respectively.

The sale and purchase of the Common Stock (the "Closing") will take place upon the satisfaction of certain conditions set forth in the Company Stock Purchase Agreement, including, without limitation, obtaining a ruling from the United States Coast Guard that following the transactions contemplated by the Purchase Agreements, the Company will not fail to meet the requirements of Section 2 of the Shipping Act, 1916, as amended, for ownership and operation of vessels in the United States coastwise trade, obtaining the approval of the stockholders of the Company, and the expiration of waiting periods under the HSR Act.

Under the terms of the Company Stock Purchase Agreement, the Company is obligated to seek and obtain the approval of the holders of the Common Stock, at a meeting of its stockholders, (i) to issue the shares of Common Stock to be purchased by Nautilus and the C/R Purchasers pursuant to the Company Stock Purchase Agreement, and (ii) to adopt an amendment to the certificate of incorporation, which amendment, among other things, would increase the number of authorized shares of Common Stock from 20,000,000 to 40,000,000 and eliminate the classification of the Company's Board of Directors. Pursuant to the Company Stock Purchase Agreement, the Board of Directors of the Company is obligated to recommend such approvals.

The Company has also agreed to pay the expenses of Nautilus and the C/R Purchasers incurred since January 1, 2002 in certain circumstances, including the successful consummation of the transactions contemplated by the Company Stock Purchase Agreement.

In the event that the transactions contemplated by the Company Stock Purchase Agreement are not consummated as a result of a breach by the Company of certain of its obligations thereunder or if the Board of Directors of the Company accepts an unsolicited proposal by a third party and thereafter terminates the Company Stock Purchase Agreement, then the Company is obligated to pay to Nautilus and the C/R Purchasers a termination fee of \$6,000,000, collectively. In addition, the Company will be obligated to pay their expenses only up to \$2,000,000, collectively.

Upon the Closing, the Company, Nautilus and the C/R Purchasers will enter into a Stockholders' Agreement on the terms set forth in the Stockholders' Agreement Term Sheet, which is described below.

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### Loomis Securities Purchase Agreement

The following description of the Loomis Securities Purchase Agreement is a summary thereof and does not purport to be complete and is qualified in its entirety by reference to the Loomis Securities Purchase Agreement.

Pursuant to the Loomis Securities Purchase Agreement, Loomis Sayles has agreed to sell to Nautilus and the C/R Purchasers, and Nautilus and the C/R Purchasers have agreed to purchase from Loomis Sayles, a total of up to 5,256,122 shares of Common Stock for a price of \$8.00 per share; up to 49,915

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Class A Common Stock Purchase Warrants for a price of \$.01 per warrant, with one Class A Common Stock Purchase Warrant being exercisable for one share of Common Stock at an exercise price of \$38.49; and up to 130,602 Common Stock Purchase Warrants for a price of \$7.99 per warrant, with one Common Stock Purchase warrant being exercisable for one share of Common Stock at an exercise price of \$0.01 (collectively, the "Warrants").

The sale and purchase of the Common Stock and the Warrants (the "Loomis Closing") will take place upon the satisfaction of certain conditions set forth in the Loomis Securities Purchase Agreement.

Under the terms of the Loomis Securities Purchase Agreement, Loomis Sayles is obligated to Cause (as defined therein) the shares of Common Stock controlled by it to be voted in favor of the (i) to issuance of the shares of Common Stock to be purchased by Nautilus and the C/R Purchasers pursuant to the Company Stock Purchase Agreement, and (ii) the adoption of the amendment to the certificate of incorporation.

### Stockholders' Agreement Term Sheet

The following description of the Stockholders' Agreement Term Sheet is a summary thereof and does not purport to be complete and is qualified in its entirety by reference to the Stockholders' Agreement Term Sheet.

The Company Stock Purchase Agreement requires as a condition to the consummation of the transactions described herein that upon the Closing, the Company, Nautilus and the C/R Purchasers and certain management stockholders enter into a Stockholders' Agreement (the "Stockholders' Agreement") based on the terms set forth in the Stockholders' Agreement Term Sheet. Under the terms of the Stockholders' Agreement Term Sheet, the Stockholders' Agreement shall provide Nautilus and the C/R Purchasers with the following rights, among others: (i) representation on the Company's Board of Directors, specifically, four directors to be designated by Nautilus and two directors to be designated by one of the C/R Purchasers; (ii) demand registration rights; (iii) piggyback registration rights; (iv) rights of first refusal in connection with any proposed transfer of Common Stock to a third party by the other parties to the Stockholders' Agreement; (v) tag-along rights to participate in sales of common stock by the other parties to the Stockholders' Agreement; and (vi) preemptive rights to purchase their pro rata portion of new securities issued by the Company. Transfers of Common Stock held by the parties to the Stockholders' Agreement will be restricted. The Stockholders' Agreement will provide that the Company may not grant additional registration rights to any other person or entity, and will cause all registration rights agreements to which it is currently a party to be terminated.

### Fee Letter

The following description of the Fee Letter is a summary thereof and does not purport to be complete and is qualified in its entirety by reference to the Fee Letter.

Upon the Closing, the Company shall pay a fee to Carlyle/Riverstone Energy Partners, L.P. in an amount of \$1,000,000. Upon the Closing, the Company shall pay a fee to CSFBC in an amount of \$2,000,000.

Except for the agreements described above or in the response to Item 4, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the



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persons named in Item 2, and between such persons and any person with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

### Finder's Fee

Upon the consummation of the transactions contemplated by the Company Stock Purchase Agreement, Partners III has agreed to pay a consulting fee of \$500,000 to an individual private investor.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1: Stock Purchase Agreement dated as of June 13, 2002, by and among Seabulk International, Inc. and Nautilus and the C/R Purchasers.

Exhibit 2: Securities Purchase Agreement dated as of June 13, 2002, by and among Loomis, Sayles & Company, L.P. and Nautilus and the C/R Purchasers.

Exhibit 3: Term Sheet for the Stockholders' Agreement.

Exhibit 4: Fee Letter dated June 13, 2002, by and among Seabulk International, Inc., C/R Energy Partners, L.P. and CSFBC.

Exhibit 5: Joint Filing Agreement, dated as of July 15, 2002.

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After reasonably 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 16, 2002

Nautilus Acquisition, L.P.

By: Nautilus Intermediary, L.P.,  
its General Partner

By: /s/ Ari Benacerraf

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Name: Ari Benacerraf  
Title: Authorized Signatory

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After reasonably 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 16, 2002

Nautilus Intermediary, L.P.

By: /s/ Ari Benacerraf

-----  
Name: Ari Benacerraf

Title: Authorized Signatory

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After reasonably 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 16, 2002

DLJ Merchant Banking Partners III, L.P.

By: DLJ Merchant Banking III, Inc.,  
as Managing General Partner

By: /s/ Michael Isikow

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Name: Michael Isikow

Title: Principal

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After reasonably 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 16, 2002

Nautilus GP, LLC

By: /a/ Michael Isikow

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Name: Michael Isikow  
Title: Authorized Signatory

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After reasonably 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 16, 2002

CREDIT SUISSE FIRST BOSTON  
INVESTMENT BANKING BUSINESS OF  
THE CREDIT SUISSE FIRST BOSTON  
BUSINESS UNIT

By: /s/ Ivy B. Dodes

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Name: Ivy B. Dodes  
Title: Managing Director

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SCHEDULE A-1

EXECUTIVE OFFICERS AND DIRECTORS OF  
DLJ MERCHANT BANKING III, INC.

The following sets forth the name, business address, present principal occupation and citizenship of each executive officer of the DLJ Merchant Banking III, Inc. The business address of the Reporting Person is Eleven Madison Avenue, New York, New York 10010.

NAME -----	BUSINESS ADDRESS -----	TITLE -----
Lawrence M.v.D. Schloss	Eleven Madison Avenue New York, NY 10010 USA	Chairman
Nicole Arnaboldi	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Thompson Dean	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Hamilton E. James	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Peter T. Grauer	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Andrew H. Rush	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Carlos Garcia	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Reid S. Perper	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
James A. Quella	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Hartley Rogers	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Susan Schnabel	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
David Wittels	Eleven Madison Avenue New York, NY 10010 USA	Managing Director

SCHEDULE A-2

EXECUTIVE OFFICERS AND DIRECTORS OF  
CREDIT SUISSE FIRST BOSTON PRIVATE EQUITY, INC.

The following sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of Credit Suisse First Boston Private Equity, Inc. The business address of Credit Suisse First Boston Private Equity, Inc. is Eleven Madison Avenue, New York, New York 10010.

NAME -----	BUSINESS ADDRESS -----	TITLE -----
Hamilton E. James	Eleven Madison Avenue New York, NY 10010 USA	Board Member
Lawrence M.v.D. Schloss	Eleven Madison Avenue New York, NY 10010 USA	Board Member and Chief Executive O
George R. Horning	Eleven Madison Avenue New York, NY 10010 USA	Chief Operating Officer
Kenneth J. Lohsen	Eleven Madison Avenue New York, NY 10010 USA	Controller
Edward A. Poletti	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial Officer
Nicole S. Arnaboldi	Eleven Madison Avenue New York, NY 10010 USA	Chief Operations Officer - Funds M

SCHEDULE A-3

EXECUTIVE OFFICERS AND DIRECTORS OF  
CREDIT SUISSE FIRST BOSTON (USA), INC.

The following sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of

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Credit Suisse First Boston (USA), Inc. The business address of Credit Suisse First Boston (USA), Inc. is Eleven Madison Avenue, New York, New York 10010.

NAME ----	BUSINESS ADDRESS -----	TITLE -----
John J. Mack	Eleven Madison Avenue New York, NY 10010 USA	President, Chief Executive Officer Board Member
Stephen R. Volk	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Richard E. Thornburgh	Eleven Madison Avenue New York, NY 10010 USA	Board Member and Head of Finance &
Adebayo O. Oguniesi	Eleven Madison Avenue New York, NY 10010 USA	Board Member, Managing Director and Head Global Investment Banking
Hamilton E. James	Eleven Madison Avenue New York, NY 10010 USA	Board Member and Chair of Global Investment Banking & Private Equity
Eileen K. Murray	Eleven Madison Avenue New York, NY 10010 USA	Board Member and Managing Director
Brady W. Dougan	Eleven Madison Avenue New York, NY 10010 USA	Head of the Securities Division and Board Member
Jeffrey M. Peek	Eleven Madison Avenue New York, NY 10010 USA	Board Member and Managing Director Head of Financial Services Division
Andrew B. Federbusch	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Carlos Onis	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
D. Wilson Ervin	Eleven Madison Avenue New York, NY 10010 USA	Head of Strategic Risk Management
David C. Fisher	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial and Accounting Officer
Gary G. Lynch	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and General Counsel

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NAME ----	BUSINESS ADDRESS -----	TITLE -----
Luther L. Terry, Jr.	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Neil Radey	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Neil Moskowitz	Eleven Madison Avenue New York, NY 10010 USA	Managing Director

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SCHEDULE A-4

EXECUTIVE OFFICERS AND DIRECTORS OF  
CREDIT SUISSE FIRST BOSTON, INC.

The following sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of Credit Suisse First Boston, Inc. The business address of Credit Suisse First Boston, Inc. is Eleven Madison Avenue, New York, New York 10010.

NAME -----	BUSINESS ADDRESS -----	TITLE -----
John J. Mack	Eleven Madison Avenue New York, NY 10010 USA	President, Chief Executive Officer Board Member
Stephen R. Volk	Eleven Madison Avenue New York, NY 10010 USA	Board Member
Richard E. Thornburgh	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial Officer and Board
Adebayo O. Oguniesi	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Brady W. Dougan	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Carlos Onis	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
D. Wilson Ervin	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
David C. Fisher	Eleven Madison Avenue New York, NY 10010 USA	Chief Accounting Officer and Contr

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David C. O'Leary	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Gary G. Lynch	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and General Coun
Hamilton E. James	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Jeffrey H. Salzman	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Lewis H. Wirshba	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Treasurer

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NAME ----	BUSINESS ADDRESS -----	TITLE -----
Neil Moskowitz	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Neil Radey	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Robert C. O'Brien	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Chief Credit Officer
Eileen K. Murray	Eleven Madison Avenue New York, NY 10010 USA	Managing Director

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SCHEDULE A-5

EXECUTIVE OFFICERS AND DIRECTORS OF  
THE CREDIT SUISSE FIRST BOSTON CORPORATION

The following sets forth the name, business address, present



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principal occupation and citizenship of each executive officer of the Credit Suisse First Boston Corporation. The business address of the Reporting Person is Eleven Madison Avenue, New York, New York 10010.

NAME -----	BUSINESS ADDRESS -----	TITLE -----
John J. Mack	Eleven Madison Avenue New York, NY 10010 USA	President, Chief Executive Officer, B
Richard E. Thornburgh	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Carlos Onis	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
Brady W. Dougan	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Board Member
David C. Fisher	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial Officer and Board Mem
Richard F. Brueckner	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Michael J. Campbell	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
D. Wilson Ervin	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Hamilton E. James	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Robert C. O'Brien	Eleven Madison Avenue New York, NY 10010 USA	Managing Director

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NAME -----	BUSINESS ADDRESS -----	TITLE -----
Frank J. DeCongelio	Eleven Madison Avenue New York, NY 10010 USA	Head of Operations
Lewis H. Wirshba	Eleven Madison Avenue New York, NY 10010 USA	Treasurer
Gary G. Lynch	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and General Counsel

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## SCHEDULE A-6

EXECUTIVE OFFICERS OF  
THE CSFB ENTITIES

The following sets forth the name, business address, present principal occupation and citizenship of each executive officer of the CSFB Entities. The business address of the Reporting Person is Eleven Madison Avenue, New York, New York 10010.

NAME -----	BUSINESS ADDRESS -----	TITLE -----
John J. Mack	Eleven Madison Avenue New York, NY 10010 USA	Chief Executive Officer, Chairman
Christopher Carter	Eleven Madison Avenue New York, NY 10010 USA	Chairman of Europe
Brady W. Dougan	Eleven Madison Avenue New York, NY 10010 USA	Head of Securities Division
Hamilton E. James	Eleven Madison Avenue New York, NY 10010 USA	Chairman Global Investment Banking and Equity
Stephen R. Volk	Eleven Madison Avenue New York, NY 10010 USA	Chairman of CSFB
Thomas R. Nides	Eleven Madison Avenue New York, NY 10010 USA	Chief Administrative Officer
Hector W. Sants	Eleven Madison Avenue New York, NY 10010 USA	Chief Executive of Europe
Richard E. Thornburgh	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial Officer
Adebayo Ogunlesi	Eleven Madison Avenue New York, NY 10010 USA	Head of Global Investment Banking
Eileen K. Murray	Eleven Madison Avenue	Head of IT and Operations

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New York, NY 10010 USA

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NAME -----	BUSINESS ADDRESS -----	TITLE -----
Brian Finn	Eleven Madison Avenue New York, NY 10010 USA	Member of CSFB Office of the Chairman
Gary G. Lynch	Eleven Madison Avenue New York, NY 10010 USA	Global General Counsel

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