

HELIX ENERGY SOLUTIONS GROUP INC

Form S-4/A

May 19, 2006

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**As filed with the Securities and Exchange Commission on May 19, 2006**

**Registration No. 333-132922**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 2**

**to**

**Form S-4**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HELIX ENERGY SOLUTIONS GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Minnesota</b> <b>(State or other jurisdiction of incorporation or organization)</b>	<b>1389</b> <b>(Primary Standard Industrial Classification Code Number)</b>	<b>95-3409686</b> <b>(I.R.S. Employer Identification No.)</b>
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**400 N. Sam Houston Parkway E., Suite 400  
Houston, Texas 77060  
(281) 618-0400**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**James Lewis Connor, III  
Helix Energy Solutions Group, Inc.  
Senior Vice President, General Counsel and Corporate Secretary  
400 N. Sam Houston Parkway E., Suite 400  
Houston, Texas 77060  
(281) 618-0400**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

***Copies to:***

**Arthur H. Rogers  
Fulbright & Jaworski L.L.P.  
1301 McKinney, Suite 5100  
Houston, Texas 77010  
(713) 651-5151**

**Michael O. Leary  
Andrews Kurth LLP  
600 Travis, Suite 4200  
Houston, Texas 77002-3090  
(713) 220-4200**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effectiveness of this registration statement and the effective time of the merger of Remington Oil and Gas Corporation with and into a wholly owned subsidiary of the registrant as described in the Agreement and Plan of Merger dated January 22, 2006, by and between Helix Energy Solutions Group, Inc. (formerly known as Cal Dive International, Inc.) and Remington Oil and Gas Corporation, as amended by Amendment No. 1 to Agreement and Plan of Merger dated January 24, 2006, by and among Helix Energy Solutions Group, Inc., Cal Dive Merger Delaware Inc., a wholly owned subsidiary of Helix Energy Solutions Group, Inc., and Remington Oil and Gas Corporation.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.**

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**The information in this proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any state where the offer or sale is not permitted.**

**Subject to Completion, dated May 19, 2006  
[Remington Oil and Gas Corporation LOGO]**

[ ], 2006

Dear Remington Oil and Gas Corporation Stockholder:

The board of directors of Remington Oil and Gas Corporation ( Remington ) has unanimously approved a merger agreement with Helix Energy Solutions Group, Inc. (formerly known as Cal Dive International, Inc.) ( Helix ). If Remington stockholders approve and adopt the merger agreement and the merger is subsequently completed, Remington will merge into a subsidiary of Helix and stockholders of Remington will receive (i) 0.436 of a share of Helix common stock and (ii) \$27.00 in cash for each share of Remington common stock owned. The implied value of the stock consideration will fluctuate as the market price of Helix common stock fluctuates. You should obtain current stock price quotations for Remington common stock and Helix common stock. Remington common stock is quoted on the New York Stock Exchange under the symbol REM. Helix common stock is quoted on the Nasdaq National Market System under the symbol HELX. Based on the closing price of Helix s common stock on the Nasdaq on [ ], 2006, the value of the aggregate consideration to be received by Remington stockholders would be approximately [ ] per share. Upon completion of the merger, we estimate that Remington s former stockholders will own approximately 14% of the common stock of Helix.

You will be asked to vote on the merger proposal at a special meeting of Remington stockholders to be held on [ ], 2006, at [ ], [ ] Central Daylight Time, at [ ]. Only holders of record of Remington common stock at the close of business on [ ], 2006, the record date for the special meeting, are entitled to vote at the special meeting.

**After careful consideration, Remington s board of directors has unanimously determined that the merger is advisable and in the best interests of Remington and its stockholders and unanimously recommends that Remington stockholders vote FOR approval and adoption of the merger agreement.**

**Your vote is very important.** Because approval and adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Remington common stock entitled to vote at the special meeting, a failure to vote will have the same effect as a vote against approval and adoption of the merger agreement.

**Whether or not you plan to attend the special meeting, please complete, sign, date and return the enclosed proxy card or voting instruction card in the enclosed envelope as soon as possible so that your shares are represented at the meeting.** This action will not limit your right to vote in person if you wish to attend the special meeting and vote in person.

This document is a prospectus related to the issuance of shares of Helix common stock in connection with the merger and a proxy statement for Remington to use in soliciting proxies for its special meeting of stockholders. Attached to this letter is an important document containing answers to frequently asked questions and a summary description of the merger, followed by more detailed information about Remington, Helix, the proposed merger and the merger agreement. We urge you to read this document carefully and in its entirety. **In particular, you should consider the matters discussed under Risk Factors beginning on page 14 of this proxy statement/prospectus.**

**Remington s board of directors very much appreciates and looks forward to your support.**

Sincerely,

James A. Watt

*Chairman of the Board and  
Chief Executive Officer*

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or passed upon the adequacy or accuracy of this proxy statement/ prospectus. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated [ ], 2006 and is first being mailed to stockholders of Remington on or about [ ], 2006.

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**REFERENCES TO ADDITIONAL INFORMATION**

As used in this proxy statement/prospectus, Helix refers to Helix Energy Solutions Group, Inc., formerly known as Cal Dive International, Inc., and its consolidated subsidiaries and Remington refers to Remington Oil and Gas Corporation and its consolidated subsidiaries, in each case, except where the context otherwise requires or as otherwise indicated. This proxy statement/prospectus incorporates important business and financial information about Remington from documents that Remington has filed with the Securities and Exchange Commission but that have not been included in or delivered with this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see the section entitled Where You Can Find More Information beginning on page 198 of this proxy statement/prospectus.

**Remington will provide you with copies of this information relating to Remington, without charge, if you request it in writing or by telephone from:**

REMYNGTON OIL AND GAS CORPORATION

8201 Preston Road, Suite 600

Dallas, Texas 75225-6211

(214) 210-2650

**In order for you to receive timely delivery of the documents in advance of the Remington special meeting, Remington should receive your request no later than [ ], 2006.**

Helix has supplied all information contained in this proxy statement/prospectus relating to Helix, and Remington has supplied all information contained in or incorporated by reference in this proxy statement/prospectus relating to Remington. Helix and Remington have both contributed to information relating to the merger.

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**Remington Oil and Gas Corporation**  
**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**  
**TO BE HELD [     ], 2006**

TO THE STOCKHOLDERS OF REMINGTON OIL AND GAS CORPORATION:

You are cordially invited to attend the special meeting of stockholders of Remington Oil and Gas Corporation, a Delaware corporation ( Remington ), to be held on [     ], 2006, at [     ], [     ] Central Daylight Time, at [     ]. As described in this proxy statement/prospectus, the special meeting will be held for the following purposes:

1. to consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger dated as of January 22, 2006, by and among Helix Energy Solutions Group, Inc. (formerly known as Cal Dive International, Inc.) and Remington Oil and Gas Corporation, as amended by Amendment No. 1 to Agreement and Plan of Merger dated January 24, 2006, by and among Helix Energy Solutions Group, Inc., Cal Dive Merger Delaware Inc., a wholly owned subsidiary of Helix Energy Solutions Group, Inc., and Remington Oil and Gas Corporation;

2. to consider and vote upon a proposal to adjourn or postpone the special meeting, if necessary, to solicit additional proxies in favor of the approval and adoption of the merger agreement; and

3. to consider and transact any other business as may properly be brought before the special meeting or any adjournments or postponements thereof.

**THE BOARD OF DIRECTORS OF REMINGTON HAS CAREFULLY CONSIDERED THE TERMS OF THE MERGER AGREEMENT AND THE MERGER AND BELIEVES THAT THE MERGER IS ADVISABLE AND FAIR TO, AND IN THE BEST INTERESTS OF REMINGTON AND ITS STOCKHOLDERS. THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT AND THE MERGER AND UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR APPROVAL OF THE MERGER AGREEMENT.**

The Board of Directors of Remington has fixed the close of business on [     ], 2006 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Remington special meeting or any reconvened meeting following an adjournment or postponement thereof. Only stockholders of record at the close of business on such record date are entitled to notice of and to vote at such meeting. A complete list of such stockholders will be available for examination at the Remington special meeting and at Remington's offices at 8201 Preston Road, Suite 600, Dallas, Texas 75225-6211, during ordinary business hours, after [     ], 2006, for the examination by any such stockholder for any purpose germane to the special meeting.

**It is important that your stock be represented at the special meeting regardless of the number of shares you hold. Please promptly mark, date, sign and return the enclosed proxy in the accompanying envelope, whether or not you intend to be present at the special meeting. In some cases, you may be able to instruct your bank or brokerage firm how to exercise your proxy by telephone or the Internet. See Information About the Special Meeting and Voting beginning on page 29. Your proxy is revocable at any time prior to its use at the special meeting.**

**Please do not send your Remington common stock certificates with the enclosed proxy. If the merger is completed, the exchange agent will send you instructions regarding the surrender of your stock certificates.**

By order of the Board of Directors,

Frank T. Smith, Jr.

*Corporate Secretary*

[     ], 2006

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**ANNEXES**

- Annex A Agreement and Plan of Merger dated as of January 22, 2006, by and among Helix Energy Solutions Group, Inc. (formerly known as Cal Dive International, Inc.) and Remington Oil and Gas Corporation, as amended by Amendment No. 1 to Agreement and Plan of Merger dated January 24, 2006, by and among Helix Energy Solutions Group, Inc., Cal Dive Merger Delaware Inc., a wholly owned subsidiary of Helix Energy Solutions Group, Inc., and Remington Oil and Gas Corporation
- Annex B Opinion of Jefferies & Company, Inc., dated January 22, 2006
- Annex C Appraisal and Dissenters Rights under the Delaware General Corporation Law

**No person is authorized to give any information or to make any representation with respect to the matters described in this proxy statement/prospectus other than those contained herein or in the documents incorporated by reference herein and, if given or made, such information or representation must not be relied upon as having been authorized by Helix or Remington. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy the securities offered by this proxy statement/prospectus or a solicitation of a proxy in any jurisdiction where, or to any person whom, it is unlawful to make such an offer or solicitation. Neither the delivery hereof nor any distribution of securities made hereunder shall, under any circumstances, create an implication that there has been no change in the affairs of Helix or Remington since the date hereof or that the information contained or incorporated by reference in this proxy statement/prospectus is correct as of any time subsequent to the date hereof.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following questions and answers briefly address some commonly asked questions about the special meeting and the merger. They may not include all the information that is important to you. We urge you to read carefully this entire proxy statement/prospectus, including the annexes and the other documents we refer to in this proxy statement/prospectus.*

**Frequently Used Terms**

We have generally avoided the use of technical defined terms in this proxy statement/prospectus but a few frequently used terms may be helpful for you to have in mind at the outset. We refer to:

Helix Energy Solutions Group, Inc., a Minnesota corporation formerly known as Cal Dive International, Inc., as Helix ;

Remington Oil and Gas Corporation, a Delaware corporation, as Remington ;

Cal Dive Merger Delaware, Inc., a newly formed Delaware corporation and a wholly owned subsidiary of Helix, as Merger Sub ;

the merger of Remington into Merger Sub and the conversion of shares of Remington common stock into the right to receive cash and shares of Helix common stock as the merger ;

the agreement and plan of merger, as amended, among Helix, Merger Sub and Remington as the merger agreement ;

the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, as the HSR Act or the Hart-Scott-Rodino Act ; and

the General Corporation Law of the State of Delaware as the DGCL.

**About the Merger**

**Q1: What am I voting on?**

A1: Helix is proposing to acquire Remington. You are being asked to vote to approve and adopt the merger agreement. In the merger, Remington will merge into Merger Sub. Merger Sub would be the surviving entity in the merger and would remain a wholly owned subsidiary of Helix, and Remington would no longer be a separate company.

Remington is also seeking your approval of a proposal to adjourn or postpone the special meeting, if necessary, to solicit additional proxies in favor of approval and adoption of the merger agreement and any other matters that may come before the special meeting.

**Q2: What will I receive in exchange for my Remington shares?**

A2: Upon completion of the merger, you will receive a combination of 0.436 of a share of Helix common stock and \$27.00 in cash, without interest, for each share of Remington common stock that you own. We refer to the aggregate amount of the stock consideration and cash consideration to be received by Remington stockholders pursuant to the merger as the merger consideration.

**Q3: Do I have the option to receive all cash consideration or all stock consideration for my Remington shares?**

A3:



No. All Remington stockholders will receive the fixed combination of the cash consideration and the stock consideration for each share of Remington common stock that they own.

**Q4: What are the tax consequences of the merger to me?**

A4: The merger is intended to constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, so that you generally will recognize gain (but not loss) in an amount not to exceed any cash received as part of the merger consideration for United States federal income tax purposes as a result of the

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merger. The merger is conditioned on the receipt of legal opinions that (i) for U.S. federal income tax purposes, the merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, (ii) each of Helix and Remington will be a party to the reorganization within the meaning of Section 368(b) of the Internal Revenue Code and (iii) no gain or loss will be recognized by Helix, Remington or Merger Sub as a result of the merger.

For a more complete discussion of the United States federal income tax consequences of the merger, see *Material United States Federal Income Tax Consequences* beginning on page 54 of this proxy statement/prospectus.

*Tax matters are very complicated and the consequences of the merger to any particular Remington stockholder will depend on that stockholder's particular facts and circumstances. You are urged to consult your own tax advisor to determine your own tax consequences from the merger.*

**Q5: What is the required vote to approve and adopt the merger agreement?**

A5: Holders representing a majority of the outstanding shares of Remington common stock entitled to vote at the special meeting must vote to approve and adopt the merger agreement to complete the merger. No vote of Helix stockholders is required in connection with the merger.

**Q6: What happens if I do not vote?**

A6: Because the required vote of Remington stockholders is based upon the number of outstanding shares of Remington common stock entitled to vote rather than upon the number of shares actually voted, abstentions from voting and broker non-votes will have the same effect as a vote AGAINST approval and adoption of the merger agreement. If you return a properly signed proxy card but do not indicate how you want to vote, your proxy will be counted as a vote FOR approval and adoption of the merger agreement and FOR approval of any proposal to adjourn or postpone the special meeting to solicit additional proxies in favor of approval and adoption of the merger agreement.

**Q7: How does the Remington board of directors recommend I vote?**

A7: The board of directors of Remington unanimously recommends that Remington's stockholders vote FOR approval and adoption of the merger agreement. The Remington board of directors believes the merger is advisable and in the best interests of Remington and its stockholders.

**Q8: Do I have dissenters' or appraisal rights with respect to the merger?**

A8: Yes. Under Delaware law, you have the right to dissent from the merger and, in lieu of receiving the merger consideration, obtain payment in cash of the fair value of your shares of Remington common stock as determined by the Delaware Chancery Court. To exercise appraisal rights, you must strictly follow the procedures prescribed by Section 262 of the DGCL. See *The Merger Appraisal and Dissenters' Rights* beginning on page 46 of this proxy statement/prospectus. In addition, the full text of the applicable provisions of Delaware law is included as Annex C to this proxy statement/prospectus.

**Q9: Will the rights of a Remington stockholder change as a result of the merger?**

A9:

Yes. Through the date of the merger, the rights of Helix shareholders will continue to be governed by Helix's articles of incorporation and bylaws, and the rights of Remington stockholders will continue to be governed by Remington's certificate of incorporation and bylaws. Upon completion of the merger, Remington stockholders will become Helix shareholders and their rights will then be governed by Helix's articles of incorporation and bylaws. Please read carefully the summary of the material differences between the rights of Helix shareholders and Remington stockholders under "Comparison of Stockholders' Rights" beginning on page 185 of this proxy statement/prospectus.

**Q10: What will happen to shares of Helix common stock in the merger?**

A10: Each outstanding share of Helix common stock will remain outstanding as a share of Helix common stock.

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**Q11: Will Remington stockholders be able to trade the Helix common stock that they receive in the merger?**

A11: The shares of Helix common stock issued in connection with the merger will be freely tradable, unless you are an affiliate of Remington, and will be quoted on the Nasdaq National Market System under the symbol HELX. Generally, persons who are deemed to be affiliates (generally directors, officers and 10% or greater stockholders) of Remington must comply with Rule 145 under the Securities Act of 1933 if they wish to sell or otherwise transfer any of the shares of Helix common stock they receive in the merger. You will be notified if you are an affiliate of Remington.

**Q12: Are there risks associated with the merger that I should consider in deciding how to vote?**

A12: Yes. There are risks associated with all business combinations, including the merger of our two companies. In particular, the implied value of the stock consideration will fluctuate as the market price of Helix common stock fluctuates. Accordingly, the value of the Helix common stock that Remington stockholders will receive in return for their Remington common stock may be less than or more than the value of the Helix common stock as of the date of the merger agreement or the date of this proxy statement/prospectus. There are a number of other risks that are discussed in this document and in other documents incorporated by reference in this document. **Please read with particular care the more detailed description of the risks associated with the merger discussed under Risk Factors beginning on page 14 of this proxy statement/prospectus.**

**Q13: When do you expect the merger to be completed?**

A13: We are working on completing the merger as quickly as possible. To complete the merger, we must obtain the approval of the Remington stockholders and satisfy or waive all other closing conditions under the merger agreement, which we currently expect should occur in the second quarter of 2006. However, we cannot assure you when or if the merger will occur. See The Merger Agreement Conditions Precedent beginning on page 68 of this proxy statement/prospectus. If the merger occurs, we will promptly make a public announcement of this fact.

**Q14: What will happen to my Remington shares after completion of the merger?**

A14: Upon completion of the merger, your shares of Remington common stock will be canceled and will represent only the right to receive your portion of the merger consideration (or the fair value of your Remington common stock if you seek appraisal rights) and any declared but unpaid dividends that you may be owed. In addition, trading in shares of Remington common stock on the NYSE will cease and price quotations for shares of Remington common stock will no longer be available.

**About the Special Meeting**

**Q15: When and where is the Remington special stockholder meeting?**

A15: The Remington special stockholder meeting will take place on [ ], 2006, at [ ], Central Daylight Time, and will be held at [ ].

**Q16: What will happen at the special meeting?**

A16: At the Remington special meeting, Remington stockholders will vote on a proposal to adopt the merger agreement and on a proposal to approve adjournments or postponements of the special meeting, if necessary,

to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger proposal. We cannot complete the merger unless, among other things, Remington's stockholders vote to adopt the merger agreement.

**Q17: Who is entitled to vote at the special meeting?**

A17: Only holders of record of Remington common stock at the close of business on [ ], 2006, which is the date Remington's board of directors has fixed as the record date for the special meeting, are entitled to receive notice of and vote at the special meeting.

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**Q18: What is a quorum?**

A18: A quorum is the number of shares that must be present to hold the meeting. The quorum requirement for the Remington special meeting is the holders of a majority of the issued and outstanding shares of Remington common stock as of the record date, present in person or represented by proxy and entitled to vote at the special meeting. A proxy submitted by a stockholder may indicate that all or a portion of the shares represented by the proxy are not being voted with respect to a particular matter. Proxies that are marked abstain or for which votes have otherwise been withheld and proxies relating to street name shares that are returned to the relevant company but not voted will be treated as shares present for purposes of determining the presence of a quorum on all matters.

**Q19: How many shares can vote?**

A19: On the record date, Remington had outstanding [ ] shares of common stock, which constitute Remington's only outstanding voting securities. Each Remington stockholder is entitled to one vote on each proposal for each share of Remington common stock held as of the record date.

**Q20: What vote is required?**

A20: The affirmative vote of the holders of a majority of the outstanding shares of Remington common stock entitled to vote at the Remington special meeting is required to adopt the merger agreement. The approval of a proposal to adjourn or postpone the special meeting, if necessary, to permit further solicitation of proxies, if there are not sufficient votes at the time of the special meeting to approve the other proposal(s), requires the vote of a majority of shares present in person or by proxy at the special meeting and actually voted at that special meeting.

If a quorum is not present at the Remington special meeting, the holders of a majority of the shares entitled to vote who are present in person or by proxy at the meeting may adjourn the meeting.

Even if the votes set forth above are obtained at the special meeting, we cannot assure you that the merger will be completed, because the completion of the merger is subject to the satisfaction or waiver of other conditions discussed in this proxy statement/prospectus.

**Q21: What do I need to do now?**

A21: After carefully reading and considering the information contained and referred to in this proxy statement/prospectus, including its annexes, please authorize your shares of Remington common stock to be voted by returning your completed, dated and signed proxy card in the enclosed return envelope, or vote by telephone or Internet, as soon as possible. To be sure that your vote is counted, please submit your proxy as instructed on your proxy card even if you plan to attend the special meeting in person. DO NOT enclose or return your stock certificate(s) with your proxy card. If you hold shares registered in the name of a broker, bank or other nominee, that broker, bank or other nominee has enclosed or will provide a voting instruction card for use in directing your broker, bank or other nominee how to vote those shares.

**Q22: May I vote in person?**

A22: Yes. You may attend the special meeting of Remington's stockholders and vote your shares in person rather than by signing and returning your proxy card. If you wish to vote in person and your shares are held by a

broker, bank or other nominee, you need to obtain a proxy from the broker, bank or nominee authorizing you to vote your shares held in the broker's, bank's or nominee's name.

**Q23: If my shares are held in street name, will my broker, bank or other nominee vote my shares for me?**

A23: Yes, but your broker, bank or other nominee may vote your shares of Remington common stock only if you instruct your broker, bank or other nominee how to vote. If you do not provide your broker, bank or other nominee with instructions on how to vote your street name shares, your broker, bank or other nominee will not be permitted to vote them on the merger agreement. You should follow the directions your broker, bank or other nominee provides to ensure your shares are voted at the special meeting. Please check the voting form used by your broker, bank or other nominee to see if it offers telephone or Internet voting.

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**Q24: May I change my vote?**

A24: Yes. You may change your vote at any time before your proxy is voted at the special meeting. If your shares of Remington common stock are registered in your own name, you can do this in one of three ways.

First, you can deliver to Remington, prior to the special meeting, a written notice stating that you want to revoke your proxy. The notice should be sent to the attention of Mr. Frank T. Smith, Jr., Corporate Secretary, Remington Oil and Gas Corporation, 8201 Preston Road, Suite 600, Dallas, Texas 75225-6211, to arrive by the close of business on [ ], 2006.

Second, prior to the special meeting, you can complete and deliver a new proxy card. The proxy card should be sent to the addressee indicated on the pre-addressed envelope enclosed with your initial proxy card to arrive by the close of business on [ ], 2006. The latest dated and signed proxy actually received by this addressee before the special meeting will be counted, and any earlier proxies will be considered revoked.

If you vote your proxy electronically through the Internet or by telephone, you can change your vote by submitting a different vote through the Internet or by telephone, in which case your later-submitted proxy will be recorded and your earlier proxy revoked.

Third, you can attend the Remington special meeting and vote in person. Any earlier proxy will thereby be revoked automatically. Simply attending the special meeting, however, will not revoke your proxy, as you must vote at the special meeting to revoke a prior proxy.

If you have instructed a broker to vote your shares, you must follow directions you receive from your broker to change or revoke your vote.

If you are a street-name stockholder and you vote by proxy, you may later revoke your proxy instructions by informing the holder of record in accordance with that entity's procedures.

**Q25: How will the proxies vote on any other business brought up at the special meetings?**

A25: By submitting your proxy, you authorize the persons named on the proxy card to use their judgment to determine how to vote on any other matter properly brought before the special meeting. The proxies will vote your shares in accordance with your instructions. If you sign, date and return your proxy without giving specific voting instructions, the proxies will vote your shares FOR the proposals. If you do not return your proxy, or if your shares are held in street name and you do not instruct your bank, broker or nominee on how to vote, your shares will not be voted at the special meeting.

The board of directors of Remington does not intend to bring any other business before the meeting, and it is not aware that anyone else intends to do so. If any other business properly comes before the meeting, it is the intention of the persons named on the proxy cards to vote as proxies in accordance with their best judgment.

**Q26: What is a broker non-vote?**

A26: A broker non-vote occurs when a bank, broker or other nominee submits a proxy that indicates that the broker does not vote for some or all of the proposals, because the broker has not received instructions from the beneficial owners on how to vote on these proposals and does not have discretionary authority to vote in the absence of instructions.



**Q27: Will broker non-votes or abstentions affect the results?**

A27: If you are a Remington stockholder, broker non-votes and abstentions will have the same effect as a vote against the proposal to adopt the merger agreement, but will have no effect on the outcome of the proposal relating to adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies. If your shares are held in street name, we urge you to instruct your bank, broker or nominee on how to vote your shares for those proposals on which you are entitled to vote.

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**Q28: What happens if I choose not to submit a proxy or to vote?**

A28: If a Remington stockholder does not submit a proxy or vote at the Remington special meeting, it will have the same effect as a vote against the proposal to adopt the merger agreement, but will have no effect on the outcome of the proposal relating to adjournments or postponements of the special meeting, if necessary, to permit further solicitation of proxies.

**Q:29 Why is it important for me to vote?**

A29: