

SAIC, Inc.
Form S-1/A
September 11, 2006
Table of Contents

As filed with the Securities and Exchange Commission on September 8, 2006

Registration No. 333-128021

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 4

TO

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SAIC, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7373
(Primary Standard Industrial
Classification Code Number)

20-3562868
(I.R.S. Employer
Identification No.)

10260 Campus Point Drive
San Diego, California 92121
(858) 826-6000
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

Douglas E. Scott, Esq.

Senior Vice President, General Counsel and Secretary

SAIC, Inc.

10260 Campus Point Drive

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San Diego, California 92121

(858) 826-6000

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

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Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, 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(c) 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: "

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 Registrant 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 said Section 8(a), may determine.

Table of Contents

The information in this 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 prospectus is not an offer to sell these securities, and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Issued September 8, 2006

Shares

COMMON STOCK

SAIC, Inc. is offering _____ shares of its common stock. Although our principal operating subsidiary has previously sponsored a limited market in its common stock, no public market currently exists for our common stock. We anticipate that the initial public offering price will be between \$ _____ and \$ _____ per share. A special dividend of between \$ _____ billion and \$ _____ billion will be declared prior to this offering by our principal operating subsidiary and, following completion of this offering, paid to its stockholders of record, including our directors and officers. We will not pay this special dividend on shares sold in this offering. After the payment of this special dividend and the completion of this offering, our consolidated cash reserves will be reduced by a net amount ranging from \$ _____ to \$ _____, or from \$ _____ to \$ _____ if the underwriters exercise their over-allotment option in full.

We have been approved for listing of our common stock on the New York Stock Exchange under the symbol SAI.

Investing in our common stock involves risks. See Risk Factors beginning on page 10.

PRICE \$ _____ A SHARE

	<u>Price to Public</u>	<u>Underwriting Discounts and Commissions</u>	<u>Proceeds to SAIC</u>
<i>Per Share</i>	\$	\$	\$
<i>Total</i>	\$	\$	\$

We have granted the underwriters the right to purchase up to an additional _____ shares of common stock to cover over-allotments.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares to purchasers on _____, 2006.

MORGAN STANLEY

*Banc of America Securities LLC
Cowen and Company
KeyBanc Capital Markets
Stephens Inc.
Wachovia Securities*

BEAR, STEARNS & CO. INC.

*Citigroup
Jefferies Quarterdeck
Mellon Financial Markets, LLC
Stifel Nicolaus
William Blair & Company*

, 2006

Table of Contents

TABLE OF CONTENTS

	Page
	<hr/>
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	10
<u>Forward-Looking Statements</u>	24
<u>Use of Proceeds</u>	25
<u>Dividend Policy</u>	25
<u>Capitalization</u>	26
<u>Selected Consolidated Financial Data</u>	27
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	30
<u>Business</u>	65
<u>Management</u>	85
<u>Executive Compensation</u>	91
	<hr/>
	Page
<u>Certain Relationships and Related Party Transactions</u>	106
<u>Principal Stockholders</u>	108
<u>The Merger and the Special Dividend</u>	109
<u>Description of Capital Stock</u>	110
<u>Market for Old SAIC Common Stock</u>	116
<u>U.S. Federal Income Tax Considerations for Non-U.S. Holders</u>	118
<u>Shares Eligible for Future Sale</u>	121
<u>Underwriters</u>	123
<u>Legal Matters</u>	127
<u>Experts</u>	127
<u>Where You Can Find More Information</u>	128
<u>Index to Consolidated Financial Statements</u>	F-1

Table of Contents

PROSPECTUS SUMMARY

You should read the following summary together with the entire prospectus, including the more detailed information in our financial statements and related notes appearing in the back of this prospectus. You should also carefully consider, among other things, the matters discussed in Risk Factors.

In this prospectus, we use the terms SAIC, we, us and our to refer to Science Applications International Corporation or SAIC, Inc. when the distinction between the two companies is not important. When the distinction is important to the discussion, we use the term Old SAIC to refer to Science Applications International Corporation and New SAIC to refer to SAIC, Inc. Unless otherwise noted, references to years are to fiscal years ended January 31, not calendar years. For example, we refer to the fiscal year ended January 31, 2006 as fiscal 2006. We are currently in fiscal 2007. References to government fiscal years are to fiscal years ended September 30.

SAIC, INC.

Overview

We are a leading provider of scientific, engineering, systems integration and technical services and solutions to all branches of the U.S. military, agencies of the U.S. Department of Defense, the intelligence community, the U.S. Department of Homeland Security and other U.S. Government civil agencies, as well as to customers in selected commercial markets. Our customers seek our domain expertise to solve complex technical challenges requiring innovative solutions for mission-critical functions in such areas as national security, intelligence and homeland defense. The increase in demand for our services and solutions has been driven by priorities including the ongoing global war on terror and the transformation of the U.S. military.

From fiscal 2002 to fiscal 2006, our consolidated revenues increased at a compound annual growth rate of 15.6% to a company record of \$7.8 billion, inclusive of acquisitions and exclusive of Telcordia Technologies, Inc., our commercial telecommunications subsidiary, which we divested in March 2005. Through the first half of fiscal 2007, our consolidated revenues increased by 6%, over the same period in the prior year. As of July 31, 2006, we had a portfolio of approximately 9,000 active contracts. Our total consolidated negotiated backlog as of July 31, 2006 was approximately \$16.0 billion, which included funded backlog of approximately \$4.0 billion, compared to approximately \$15.1 billion and \$3.9 billion, respectively, as of January 31, 2006. In May 2006, Washington Technology, a leading industry publication, ranked us number three in its list of Top Federal Prime Contractors in the United States based on information technology (IT), telecommunications and systems integration revenues.

The U.S. Government is our largest customer, in the aggregate representing 89% of our total consolidated revenues in fiscal 2006. According to Congressional Budget Office estimates, U.S. Government total discretionary outlays in government fiscal 2006 will be approximately \$1,035 billion, and we estimate that more than \$200 billion of this amount will be spent in areas in which we compete. We believe that U.S. Government spending in these areas will continue to grow over the next several years as a result of homeland security and intelligence needs arising from the global war on terror, the ongoing transformation of the U.S. military and the increased reliance on outsourcing by the U.S. Government.

Competitive Strengths

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To maximize our ability to consistently deliver innovative solutions to help meet our customers' most challenging needs, and to grow our business and increase stockholder value, we rely on the following key strengths:

- Skilled Personnel and Experienced Management;
- Employee Ownership and Core Values;

Table of Contents

- Knowledge of Customers Needs;
- Technical Expertise;
- Trusted Services and Solutions Provider;
- Proven Marketing and Business Development Organization; and
- Ability to Complete and Integrate Acquisitions.

Growth Strategy

We are focused on continuing to grow our business as a leading scientific, engineering, systems integration and technical services and solutions company. In our Government segment, we seek to become the leading provider of systems engineering, systems integration and technical services and solutions by focusing on the U.S. Government's increased emphasis on defense transformation, intelligence and homeland defense. In addition, we plan to continue to pursue strategic acquisitions in areas such as these, where we anticipate higher growth. In our Commercial segment, we seek to grow our business in our existing targeted markets, in addition to becoming a leader in new selected vertical markets in which we can leverage our specialized experience and skill sets.

Our Services and Solutions

We offer a broad range of services and solutions to address our customers' most complex and critical technology-related needs. These services and solutions include the following:

Defense Transformation. We develop leading-edge concepts, technologies and systems to solve complex challenges facing the U.S. military and its allies, helping them transform the way they fight.

Intelligence. We develop solutions to help the U.S. defense, intelligence and homeland security communities build an integrated intelligence picture, allowing them to be more agile and dynamic in challenging environments and produce actionable intelligence.

Homeland Security and Defense. We develop technical solutions and provide systems integration and mission-critical support services to help federal, state, local and foreign governments and private-sector customers protect the United States and allied homelands.

Logistics and Product Support. We provide logistics and product support solutions to enhance the readiness and operational capability of U.S. military personnel and weapon and support systems.

Systems Engineering and Integration. We provide systems engineering and integration solutions to help our customers design, manage and protect complex IT networks and infrastructure.

Research and Development. As one of the largest science and technology contractors to the U.S. Government, we conduct leading-edge research and development of new technologies with applications in areas such as national security, intelligence and life sciences.

Commercial Services. We help our customers become more competitive, offering technology-driven consulting, systems integration and outsourcing services and solutions in selected commercial markets, currently IT support for oil and gas exploration and production, applications and IT infrastructure management for utilities and data lifecycle management for pharmaceuticals.

Prior to completion of this offering, we will ask the stockholders of Old SAIC to adopt and approve a merger agreement providing for the merger of Old SAIC with New SAIC's wholly-owned subsidiary, SAIC Merger Sub, Inc. We refer to this merger in this prospectus as the reorganization merger. After the reorganization merger, Old SAIC will be a wholly-owned subsidiary of New SAIC and Old SAIC stockholders will become New SAIC

Table of Contents

stockholders. We expect to complete the reorganization merger before the completion of this offering, and the completion of the reorganization merger is a condition to the completion of this offering. After the reorganization merger and upon the completion of this offering, our current stockholders will hold approximately % of our total outstanding capital stock and % of our total voting power. Unless we indicate otherwise, the information in this prospectus assumes that we complete the reorganization merger.

We are headquartered in San Diego, California. Our address is 10260 Campus Point Drive, San Diego, California 92121, and our telephone number is (858) 826-6000. Our website can be found on the Internet at www.saic.com. The website contains information about us and our operations. The contents of our website are not incorporated by reference into this prospectus.

Table of Contents**THE OFFERING**

Common stock offered by us	shares
Stock to be outstanding immediately after completion of this offering:	
Common stock	shares
Class A preferred stock, divided into four series:	
Series A-1 preferred stock	65,214,563 shares
Series A-2 preferred stock	65,214,563 shares
Series A-3 preferred stock	97,821,845 shares
Series A-4 preferred stock	97,821,845 shares
Total class A preferred stock	326,072,816 shares
Total capital stock	shares
Voting rights:	
Common stock	One vote per share
Class A preferred stock	10 votes per share
NYSE symbol	SAI

Net proceeds from this offering will be approximately \$, or \$ if the underwriters exercise their over-allotment option in full. A special dividend of between \$ billion and \$ billion will be declared prior to this offering by our principal operating subsidiary and, following completion of this offering, paid from cash held by the subsidiary to its former stockholders of record. We will not pay this special dividend on shares sold in this offering. If the underwriters do not exercise their over-allotment option in full, the special dividend could exceed the net proceeds from this offering by an amount ranging from \$ to \$, depending on the size of the dividend. See Use of Proceeds and The Merger and the Special Dividend.

The principal purpose of this offering is to better enable us to use our cash and cash flows generated from operations to fund internal growth and growth through acquisitions as well as provide us with publicly traded stock that can be used for future acquisitions. Creating a public market for our common stock will eliminate our use of cash to provide liquidity to our stockholders by repurchasing their shares in the limited market or in other transactions.

The payment of the special dividend is conditioned upon the completion of this offering. We do not expect to pay any other dividends on our capital stock in the foreseeable future and we currently intend to retain any future earnings to finance our operations and growth. The exact amount of the special dividend and any future determination to pay cash dividends will be at the discretion of our board of directors and will depend on available cash, estimated cash needs, earnings, financial condition, operating results, capital requirements, applicable contractual restrictions and other factors our board of directors deems relevant. See Use of Proceeds, Dividend Policy and The Merger and the Special Dividend.

Shares of our class A preferred stock are convertible on a one-for-one basis into our common stock, subject to certain restrictions on the timing of conversion, which we refer to as restriction periods. The four series of class A preferred stock will be identical, except for the restriction

periods applicable to each series. See Description of Capital Stock.

Table of Contents

The number of shares of class A preferred stock that will be outstanding immediately after the completion of this offering is based on 159,002,268 shares of Old SAIC class A common stock and 201,707 shares of Old SAIC class B common stock outstanding as of July 31, 2006 (which will convert into shares of New SAIC class A preferred stock pursuant to the reorganization merger described below), and excludes the following:

- _____ shares of New SAIC class A preferred stock issuable upon exercise of _____ options to purchase _____ shares of Old SAIC class A common stock, which will be assumed by New SAIC in the reorganization merger, with a weighted-average exercise price of \$ _____ per share (adjusted for the reorganization merger, but not including the anticipated adjustments for the special dividend); and
- 84,000,000 shares of New SAIC stock (which can be issued as class A preferred stock or common stock) initially reserved for future grants under our 2006 Equity Incentive Plan and 2006 Employee Stock Purchase Plan.

Except as otherwise indicated, all information in this prospectus relating to New SAIC (1) assumes that the underwriters' over-allotment option will not be exercised and (2) gives effect to the reorganization merger of Old SAIC with a wholly-owned subsidiary of New SAIC, pursuant to which:

- each share of Old SAIC class A common stock will convert into two shares of New SAIC class A preferred stock, which will be allocated among four series, A-1, A-2, A-3 and A-4, as described under "The Merger and the Special Dividend;" and
- each share of Old SAIC class B common stock will convert into 40 shares of New SAIC class A preferred stock, which will be allocated among four series, A-1, A-2, A-3 and A-4, as described under "The Merger and the Special Dividend."

Old SAIC financial statements have not been adjusted to give effect to the reorganization merger.

Please read "Risk Factors" and other information included in this prospectus for a discussion of the factors you should consider carefully before deciding to invest in our common stock.

Table of Contents

SUMMARY CONSOLIDATED FINANCIAL DATA

You should read the summary consolidated financial data presented below in conjunction with Selected Consolidated Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements, unaudited condensed consolidated financial statements and the related notes included elsewhere in this prospectus. The summary consolidated financial data presented below under Consolidated Statement of Income Data for the years ended January 31, 2006, 2005 and 2004 have been derived from our audited consolidated financial statements included elsewhere in this prospectus.

The summary consolidated financial data presented below under Consolidated Statement of Income Data for the six months ended July 31, 2006 and 2005 and Consolidated Balance Sheet Data as of July 31, 2006 have been derived from our unaudited condensed consolidated financial statements that are included elsewhere in this prospectus and have been prepared on the same basis as our audited consolidated financial statements. In the opinion of management, the unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal and recurring adjustments, necessary to state fairly our results of operations for and as of the periods presented. Historical results are not necessarily indicative of the results of operations to be expected for future periods.

The pro forma consolidated balance sheet data reflect the balance sheet data as of July 31, 2006, after giving effect to Old SAIC's payment of the special dividend, assuming the maximum of the special dividend range of \$7.50 per share of New SAIC class A preferred stock, after the completion of this offering. The pro forma as adjusted consolidated balance sheet data reflect the balance sheet data as of July 31, 2006, after giving effect to the payment of the special dividend, assuming the maximum of the special dividend range of \$7.50 per share of New SAIC class A preferred stock, the completion of the reorganization merger and the completion of the sale of common stock by us in this offering at an assumed initial public offering price of \$ per share and after deducting estimated underwriting discounts and offering expenses. The special dividend is expected to range from \$10 to \$15 per share of Old SAIC class A common stock and from \$200 to \$300 per share of Old SAIC class B common stock, which is the equivalent of a range from \$5 to \$7.50 per share of New SAIC class A preferred stock. The pro forma earnings per share and pro forma equivalent share data reflect the dilutive effect of the completion of the reorganization merger for the periods presented. The pro forma as adjusted earnings per share and the pro forma as adjusted equivalent share data contained in the summary consolidated financial data presented below are based on \$5 or \$7.50 per share of New SAIC class A preferred stock, the minimum and maximum of the special dividend range, respectively, and reflect the dilutive effect of the payment of the special dividend that exceeds earnings for the period presented and the completion of the reorganization merger. For purposes of computing pro forma earnings per share, New SAIC class A preferred stock has been treated as if it is common stock since the stockholders of New SAIC class A preferred stock will have the same rights and privileges, except for voting rights, as stockholders of New SAIC common stock.

Table of Contents

	Year Ended January 31			Six Months Ended July 31	
	2006	2005	2004	2006	2005
(in millions, except per share data)					
Consolidated Statement of Income Data:					
Revenues	\$ 7,792	\$ 7,187	\$ 5,833	\$ 4,013	\$ 3,798
Cost of revenues	6,801	6,283	5,053	3,452	3,303
Selling, general and administrative expenses	494	418	378	261	239
Goodwill impairment			7		
Gain on sale of business units, net		(2)			
Operating income	497	488	395	300	256
Net (loss) gain on marketable securities and other investments, including impairment losses	(15)	(16)	5		(5)
Interest income	97	45	49	63	43
Interest expense	(89)	(88)	(80)	(46)	(44)
Other income (expense), net	7	(12)	5	3	2
Minority interest in income of consolidated subsidiaries	(13)	(14)	(10)	(7)	(6)
Income from continuing operations before income taxes	484	403	364	313	246
Provision for income taxes	139	131	140	116	106
Income from continuing operations	345	272	224	197	140
Income from discontinued operations, net of tax	582	137	127	12	542
Net income	\$ 927	\$ 409	\$ 351	\$ 209	\$ 682
Earnings per share:					
Basic:					
Income from continuing operations	\$ 1.98	\$ 1.49	\$ 1.22	\$ 1.18	\$.79
Income from discontinued operations	3.35	.74	.68	.07	3.06
	\$ 5.33	\$ 2.23	\$ 1.90	\$ 1.25	\$ 3.85
Diluted:					
Income from continuing operations	\$ 1.92	\$ 1.45	\$ 1.19	\$ 1.15	\$.77
Income from discontinued operations	3.23	.73	.67	.07	2.98
	\$ 5.15	\$ 2.18	\$ 1.86	\$ 1.22	\$ 3.75

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		Number of Shares Beneficially Owned by Each Reporting Person With	Sole Voting Power 0
8.	Shared Voting Power 294,143,968		
9.	Sole Dispositive Power 0		
10.	Shared Dispositive Power 294,143,968		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 294,143,968 [^]		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 63.9%*		
14.	Type of Reporting Person CO		

[^] As of the date of this Amendment, Brookfield Private Equity Inc. beneficially owns 244,143,968 Common Units and warrants to purchase 50,000,000 additional Common Units. The 50,000,000 warrants are exercisable during the period commencing on the first date that the ten-day volume-weighted average price of the Common Units is equal to or greater than \$4.00 per unit and ending on September 25, 2024. This amount excludes securities of the issuer beneficially owned by Teekay Corporation and its affiliates. See Item 5.

* This calculation is based on 460,314,977 Common Units, comprised of 410,314,977 Common Units outstanding as of December 31, 2018 and 50,000,000 Common Units to be issued upon exercise of the warrants beneficially owned by Brookfield Private Equity Inc.

Item 1. Security and Issuer

This Amendment No. 3 (this Amendment) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on August 7, 2017, as amended by Amendment No. 1 filed with the Securities and Exchange Commission on September 28, 2017 and Amendment No. 2 filed with the Securities and Exchange Commission on July 9, 2018 (the Original Schedule 13D), relating to common units (the Common Units) representing limited partnership interests of Teekay Offshore Partners L.P., a limited partnership organized under the laws of the Republic of the Marshall Islands (the Issuer or the Partnership), with principal executive offices at 4th Floor, Belvedere Building, 69 Pitts Bay Road, Hamilton, HM 08, Bermuda. As of December 31, 2018, there were 410,314,977 Common Units of the Issuer outstanding. Capitalized terms used but not defined herein have the meanings ascribed to them in the Original Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended, with effect from the date of the event giving rise to this Amendment, by adding the information included in Item 6 herein at the end thereof.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Original Schedule 13D is hereby amended, with effect from the date of the event giving rise to this Amendment, by adding the following at the end thereof:

On April 29, 2019, Brookfield TK TOLP and Brookfield TOGP (together, the Brookfield Entities) entered into a Securities and Loan Purchase Agreement (the Purchase Agreement) with Teekay Corporation (Teekay Corp), Teekay Finance Limited (Teekay Finance), Teekay Holdings Limited (Teekay Holdings) and Teekay Shipping Limited (together with Teekay Corp, Teekay Finance and Teekay Holdings, the Teekay Entities), pursuant to which the Brookfield Entities agreed to purchase from the Teekay Entities, on the terms and conditions set forth therein, (i) 56,587,484 Common Units of the Partnership; (ii) 49.0% of the outstanding limited liability company interests of Teekay Offshore General Partner (the GP Interests); (iii) warrants to purchase an aggregate of 17,255,000 Common Units of the Partnership; and (iv) Teekay Corp 's interests in the credit agreement, dated March 31, 2018, among the Partnership, Brookfield TK TOLP, as administrative agent, and Brookfield TOLP and Teekay Corp, as lenders, for total consideration of \$100.0 million in cash. The Purchase Agreement, which is expected to close in early to mid-May 2019, is subject to customary closing conditions.

In connection with the closing, Brookfield TOGP and Teekay Holdings will enter into an amendment to the limited liability company agreement of Teekay Offshore General Partner to (i) reflect the assignment of the GP Interests to Brookfield TOGP and (ii) provide that until the earlier of (x) the date that is 12 months from the date of the closing or (y) the date the Licensing Agreement, dated September 25, 2017, between the Partnership and Teekay Corp is terminated, Teekay Corp shall have the right to elect one director to the board of Teekay Offshore General Partner.

The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the full Purchase Agreement, a copy of which is filed as Exhibit 1 hereto and incorporated by reference herein.

Item 7. Material to be Filed as Exhibits

Item 7 of the Original Schedule 13D is hereby amended and supplemented as follows:

1. Securities and Loan Purchase Agreement, dated as of April 29, 2019, among Teekay Corporation, Teekay Finance Limited, Teekay Holdings Limited, Teekay Shipping Limited, Brookfield TK TOLP L.P. and Brookfield TK TOGP L.P.

SIGNATURES

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

Date: May 3, 2019

PARTNERS LIMITED

By: /s/ Brian D. Lawson
Name: Brian D. Lawson
Title: President

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ A.J. Silber
Name: A.J. Silber
Title: VP, Legal Affairs and Corporate Secretary

BROOKFIELD PRIVATE EQUITY, INC.

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Director

**BROOKFIELD PRIVATE EQUITY GROUP HOLDINGS LP, BY ITS
GENERAL PARTNER, BROOKFIELD PRIVATE EQUITY, INC.**

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Director

BCP GP LIMITED

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Director

BROOKFIELD CAPITAL PARTNERS (BERMUDA) LTD.

By: /s/ Gregory E A Morrison
Name: Gregory E A Morrison
Title: Director

**BROOKFIELD TK TOLP L.P., BY ITS GENERAL PARTNER,
BROOKFIELD CAPITAL PARTNERS (BERMUDA) LTD.**

By: /s/ Gregory E A Morrison
Name: Gregory E A Morrison
Title: Director