



Cal Dive Agrees to Acquire Robotics Company

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HOUSTON, Dec 5, 2001 /PRNewswire via COMTEX/ -- Cal Dive International, Inc. (Nasdaq: CDIS) announced today that it has agreed to acquire 85% of Canyon Offshore, Inc., a supplier of remotely operated vehicles (ROVs) and robotics to the offshore construction and telecommunications industries. Cal Dive would purchase the remaining 15% at a price to be determined by Canyon's performance during the years 2002 through 2004. The purchase price from \$66 million to \$74 million is four to five times expected Canyon EBITDA. The acquisition, which is subject to the customary Hart Scott Rodino filing, is expected to close before year-end.

Owen Kratz, Chairman and Chief Executive Officer of Cal Dive, stated, "Acquiring Canyon will be a vertical integration which flows from the CDI policy of directly controlling all aspects on the critical path of significant projects. As marine construction support in the Gulf of Mexico moves to deeper and deeper waters, ROV systems will play an increasingly important role."

Canyon Offshore currently owns 18 ROV systems and operates six others in three regions: United States (11), Southeast Asia (9), and the North Sea (4). In 2001 Canyon introduced the next-generation work-class ROV, the Quest. Advantages of the Quest include: electric instead of hydraulic systems, 50% smaller footprint, fewer moving parts (i.e. lower operating costs), a dynamic positioning system and improved depth rating. Canyon offers a full spread of services to the marine construction segment of the oil and gas industry, including survey, engineering, repair and maintenance. The company entered the cable burial industry in September 2000 and presently operates eight trenching systems internationally, including four customer-owned units. The average age of the Canyon ROV fleet is approximately two years.

John S. Edwards, Chief Executive Officer of Canyon, stated, "CDI was our first customer when Canyon began operations in early 1997 and we have enjoyed the status of an Alliance Partner ever since. CDI seeks this strategic investment to secure key remote systems capabilities so critical to their future in deepwater construction and well intervention operations. Canyon's submarine cable burial business provides a platform for international operations and revenue diversification. We are extremely excited to be joining the CDI group of companies and expect to be a major contributor to their continuing success."

Mr. Kratz continued, "I foresee a major revolution in the robotics necessary to support activities in the ultra-deepwater from 5,000 to 10,000 feet. Canyon's small but focused engineering group will provide the technical expertise to exploit this market opportunity."

Martin Ferron, President and Chief Operating Officer of Cal Dive, said, "Canyon has specified its systems for the offshore construction industry in contrast to the drill rig support ROVs of their competitors. John Edwards, Martin O'Carroll and the rest of the Canyon team add considerable industry experience and management depth, particularly in the international arena. We also see the opportunity to add value by deploying CDI vessels to support Canyon ROV operations."

Cal Dive International, Inc., headquartered in Houston, TX, is an energy service company specializing in well operations and subsea construction. CDI operates a fleet of technically advanced marine construction vessels and conducts salvage operations in the Gulf of Mexico. Canyon Offshore, Inc., also headquartered in Houston, TX, provides remotely operated vehicle services to the oil and gas and submarine telecommunication industries on a global basis. Canyon employs 170 personnel in Houston, Singapore and Aberdeen.

Certain statements in this press release are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact and such statements are not guarantees of future performance or events and involve risks and assumptions that could cause actual results to vary materially from those predicted, including among other things, unexpected delays and operational issues associated with turnkey projects, the price of crude oil and natural gas, weather conditions in offshore markets, changes in site conditions, and capital expenditures by customers. Cal Dive strongly encourages readers to note that some or all of the assumptions upon which such forward-looking statements are based are beyond the Company's ability to control or estimate precisely and may in some cases be subject to rapid and material change. Reference is also made to the Company's Securities and Exchange Commission filings for additional important factors that may affect actual results.

For more information, contact Jim Nelson, Cal Dive vice chairman, at 281- 618-0400, or visit www.caldive.com .

SOURCE Cal Dive International, Inc.

CONTACT: Jim Nelson, Vice Chairman of Cal Dive International, Inc., +1-281-618-0400