

**NOTICE TO CREDITORS AND RIGHTS OFFERING PARTICIPANTS OF  
HORNBECK OFFSHORE SERVICES, INC. REGARDING COMPLETION AND  
SUBMISSION OF AFFIDAVIT OF UNITED STATES CITIZENSHIP<sup>1</sup>**

As part of the proposed Joint Prepackaged Chapter 11 Plan of Reorganization (as may be amended, modified, or supplemented from time to time, the “Plan”), of Hornbeck Offshore Services, Inc., a Delaware corporation (“Hornbeck”), and its subsidiaries, there will be a conversion of a substantial amount of the debt of Hornbeck and its subsidiaries into equity in a newly reorganized Hornbeck. There will also be new equity issued through a rights offering.

Hornbeck and its subsidiaries currently own and operate U.S.-flag vessels in the U.S. coastwise trade, which includes the transportation of cargo and passengers between points in the United States. As a result, Hornbeck is subject to U.S. cabotage laws that are commonly called the “Jones Act,” which impose certain restrictions on the ownership and operation of vessels in the U.S. coastwise trade.

In general, the Jones Act requires that a U.S.-flag vessel engaged in the U.S. coastwise trade must be owned and operated by a U.S.-organized company that is controlled and at least 75% owned by citizens of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations (such a person is referred to herein as a “Coastwise Citizen”). This requirement for control and 75% ownership by Coastwise Citizens extends up through the various tiers of the corporate chain to all levels of direct and indirect ownership of the company that owns the vessel. If requested to do so by the U.S. Coast Guard or the U.S. Maritime Administration, Hornbeck must be able to submit information proving that it meets the 75% Coastwise Citizen ownership and control requirement at all ownership levels.

Accordingly, as part of the restructuring under the proposed Plan, Hornbeck must issue a sufficient number of shares of reorganized Hornbeck common stock to individuals and entities who are Coastwise Citizens so that Hornbeck remains a Coastwise Citizen. Otherwise, Hornbeck will be prohibited from owning and operating its U.S.-flag vessels in the U.S. coastwise trade during any period of non-compliance. In addition, Hornbeck could be subject to fines and its U.S.-flag vessels could be subject to seizure, forfeiture and/or permanent loss of U.S. coastwise trading privileges for violations of the Jones Act and the related U.S. vessel documentation laws.

As contemplated by Hornbeck’s proposed Plan, to ensure that Hornbeck remains a Coastwise Citizen following its restructuring, creditors who will receive equity in the reorganized Hornbeck will be required by the proposed Plan to complete and submit to Hornbeck the attached Affidavit of United States Citizenship (the “Affidavit”) to be completed in connection with their proposed ownership of shares of the common stock of reorganized Hornbeck. Additionally, any party wishing to participate in the rights offering for new equity in reorganized Hornbeck will be required by the proposed Plan, to the extent such party has not already submitted an Affidavit pursuant to the preceding sentence, to complete and submit to Hornbeck the Affidavit in connection with their proposed ownership of shares of the common stock of reorganized Hornbeck.

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<sup>1</sup> Capitalized terms used and not defined herein shall have the meaning assigned to them in the Backstop Commitment Agreement by and among Hornbeck and the commitment parties listed on Schedule 1 thereto.

The attached Affidavit is divided into nine Parts, which cover individuals and different types of entities. Each person submitting an Affidavit is requested to complete the Part applicable to it so that Hornbeck, in consultation with the Required Commitment Parties, can evaluate whether such person is a Coastwise Citizen. This Affidavit includes a summary of the citizenship requirements for individuals and certain types of entities.

**Who Has to Submit an Affidavit.** (1) Any creditor who may be entitled to receive equity of reorganized Hornbeck under the Plan and (2) any rights offering participant who may be entitled to receive equity of reorganized Hornbeck. Please note that if a creditor or rights offering participant is not a Coastwise Citizen, it is not required to submit an Affidavit to Hornbeck or its counsel, but Hornbeck encourages such creditor or rights offering participant to advise Hornbeck of that status by completing and returning the last part of the Affidavit.

**How to Submit an Affidavit.** Completed Affidavits can be submitted by e-mail to Hornbeck's Solicitation Agent at [HornbeckOffers@Stretto.com](mailto:HornbeckOffers@Stretto.com).

**Deadline to Submit an Affidavit.** The deadline under Hornbeck's Plan for a rights offering participant to complete and submit the Affidavit is the Subscription Expiration Deadline, as defined in such rights offering participant's applicable rights offering procedures, and, for all other creditors is the first Business Day eighteen (18) calendar days following the Distribution Record Date, as defined in the Plan (such deadline is hereafter referred to as the "Distribution Deadline"). If a rights offering participant or creditor does not submit an Affidavit to Hornbeck by the Subscription Expiration Deadline or the Distribution Deadline, as applicable, or advises Hornbeck that it is not a Coastwise Citizen, such rights offering participant or creditor will be treated as a Non-U.S. Citizen under the Plan, which in turn will affect the eligibility of such rights offering participant or creditor to receive shares of the restructured Hornbeck. Please refer to the Plan for further details.

**Questions.** Any questions concerning this Affidavit may be directed by e-mail to Hornbeck's counsel, William C. Baldwin of Jones Walker LLP at [wbaldwin@joneswalker.com](mailto:wbaldwin@joneswalker.com), who may also be contacted by telephone at 504-582-8315. Secured creditors may also direct questions concerning this Affidavit by e-mail to R. Anthony Salgado of Blank Rome LLP at [salgado@blankrome.com](mailto:salgado@blankrome.com), who is counsel to the secured creditors and may also be contacted by telephone at 202-772-5948.

**Use of this Affidavit by Hornbeck.** By signing the Affidavit, the person acknowledges and agrees that Hornbeck will rely on the veracity and completeness of the Affidavit and any additional documentation or information provided to Hornbeck in connection therewith to determine whether such person and Hornbeck satisfy the requirements to be Coastwise Citizens and in making statements under penalties of perjury to the government of the United States of America, including the U.S. Coast Guard and the U.S. Maritime Administration, with respect to the ownership and operation by Hornbeck and certain of its subsidiaries of U.S.-flag vessels operated in the U.S. coastwise trade. In addition, such person acknowledges and agrees that Hornbeck may present this Affidavit and any such additional documentation or information to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or such person are Coastwise Citizens.

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Under its New Corporate Governance Documents (as defined in the Plan), Hornbeck has the right to review a submitted Affidavit and any other documentation or information submitted by a person to determine, in consultation with the Required Commitment Parties, whether such person and/or Hornbeck are Coastwise Citizens. Hornbeck also has the right to contact such person to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel to determine, in consultation with the Required Commitment Parties, the Coastwise Citizen status of any person.

**Confidentiality.** Hornbeck and its counsel will treat this Affidavit and any additional documentation or information as confidential and will limit the distribution of this Affidavit and any such documentation or information to Hornbeck's personnel and counsel that have a need to know the contents thereof and to the U.S. Coast Guard and the U.S. Maritime Administration as may be necessary.

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**AFFIDAVIT OF UNITED STATES CITIZENSHIP  
FOR CREDITORS OF  
HORNBECK OFFSHORE SERVICES, INC.<sup>2</sup>**

**Summary of Coastwise Citizenship Requirements**

For purposes of the Jones Act, a natural person is considered to be a Coastwise Citizen if he or she was born in the United States, born abroad to parents who are citizens of the United States, was naturalized as a citizen of the United States, was naturalized as a citizen of the United States during minority through the naturalization of a parent, or became a citizen of the United States as otherwise authorized by law. Please note that permanent residents (*i.e.*, “green-card holders”) are not Coastwise Citizens.

Below are summaries of the general requirements for corporations, partnerships, limited liability companies, associations, and trusts to be Coastwise Citizens, which are intended as background for the requested information and will assist persons in identifying entities that are clearly not Coastwise Citizens (*e.g.*, an entity formed under the laws of another country).

Please note that because the types of entities covered by the statutes and regulations concerning citizenship are somewhat limited, the citizenship requirements as interpreted and applied by the U.S. Coast Guard and the U.S. Maritime Administration are dependent on the facts and circumstances of the specific entity, particularly if it is not a corporation or partnership, and their interpretation can, therefore, be somewhat subjective.

**Corporations.** A corporation qualifies as a Coastwise Citizen if it meets the following criteria:

- (1) the corporation is incorporated under the laws of the United States or the laws of any state of the United States, the District of Columbia, Guam, Puerto Rico, the Virgin Islands, American Samoa, the Northern Mariana Islands and any other territory or possession of the United States (each a “State”);
- (2) the chairman of the board of directors and the chief executive officer (by whatever title) of the corporation are Coastwise Citizens, and all other officers of the corporation and other persons authorized to act in the absence or disability of the chairman or chief executive officer are Coastwise Citizens;
- (3) no more of the directors of the corporation than a minority of the number necessary to constitute a quorum of the board of directors are non-Coastwise Citizens;<sup>3</sup> and

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<sup>2</sup> Any questions concerning this Affidavit may be directed by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP by e-mail at [waldwin@joneswalker.com](mailto:waldwin@joneswalker.com) or by telephone at 504-582-8315.

<sup>3</sup> This requirement is satisfied where, if all of the directors who are non-Coastwise Citizens were to attend the board meeting at which there is a quorum, the directors who are Coastwise Citizens would be able to control all decisions

- (4) at least 75% of each class or series of the stock and the voting power in the corporation are owned and controlled by Coastwise Citizens.

**Partnerships.** A partnership qualifies as a Coastwise Citizen if it meets the following criteria:

- (1) the partnership is formed under the laws of the United States or of any State;
- (2) all of the general partners of the partnership are Coastwise Citizens;
- (3) to the extent that a person acts as the partnership's chief executive officer (by whatever title), that person is a Coastwise Citizen, and all other officers of the partnership and other persons authorized to act in such person's absence or disability are Coastwise Citizens; and
- (4) at least 75% of each class or series of the equity interest and the voting power in the partnership is owned and controlled by Coastwise Citizens.

**Limited Liability Companies.** There are no explicit statutory or regulatory provisions that address the Coastwise Citizenship requirements for a limited liability company ("LLC") as the citizenship regulations of the U.S. Coast Guard and the U.S. Maritime Administration have not been updated to reflect the relatively recent emergence of the LLC as a form of entity. However, the U.S. Coast Guard has developed a policy that the citizenship requirements applicable to corporations will apply to a manager-managed LLC and that the citizenship requirements applicable to general partnerships will apply to a member-managed LLC.

Hence, a manager-managed LLC qualifies as a Coastwise Citizen if it meets the following criteria:

- (1) the LLC is formed under the laws of the United States or of any State;
- (2) the members of the LLC have delegated total management authority and control over and responsibility for the LLC to a single manager or a board of directors or managers (or equivalent management committee or supervisory or governing body);
- (3) no more of the directors or managers (or equivalent management committee or supervisory or governing body) of the LLC are non-Coastwise Citizens than a minority of the number necessary to constitute a quorum of that body;<sup>4</sup>
- (4) the chairman of the board of directors or managers (or equivalent management committee or supervisory or governing body) and the chief executive officer (by whatever title) of the LLC, and all other officers of the LLC and other persons

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of the board and could not be blocked by the negative control (*e.g.*, a tie vote) of the non-Coastwise Citizen directors who are attending the meeting.

<sup>4</sup> See footnote 2 above.

authorized to act in the absence or disability of the chairman or chief executive officer are Coastwise Citizens; and

- (5) at least 75% of each class or series of the LLC interests or units and the voting power in the LLC are owned and controlled by Coastwise Citizens.

A member-managed LLC qualifies as a Coastwise Citizen if it meets the following criteria:

- (1) the LLC is formed under the laws of the United States or of any State;
- (2) each member of the LLC is a Coastwise Citizen;
- (3) To the extent that a member-managed LLC has officers, the chief executive officer, by whatever title, of the LLC is a Coastwise Citizen, and all other officers and other persons authorized to act in the absence or disability of the chief executive officer are Coastwise Citizens; and
- (4) at least 75% of each class or series of the LLC interests or units and the voting power in the LLC are owned and controlled by Coastwise Citizens.

**Trusts.** A trust qualifies as a Coastwise Citizen if it meets the following criteria:

- (1) the trust is formed under the laws of the United States or of any State;
- (2) all of the trustees of the trust are Coastwise Citizens;
- (3) to the extent appointed, the chairman of the board of directors (or equivalent management committee or supervisory or governing body) and the chief executive officer (by whatever title) of the trust are Coastwise Citizens, and all other officers of the trust and other persons authorized to act in the absence or disability of the chairman or chief executive officer are Coastwise Citizens;
- (4) to the extent appointed, no more of the directors (or equivalent management committee or supervisory or governing body) of the trust are non-Coastwise Citizens than a minority of the number necessary to constitute a quorum of that body;<sup>5</sup>
- (5) all beneficiaries with an enforceable interest in the trust are Coastwise Citizens; and
- (6) at least 75% of the equity interest in the trust is owned and controlled by Coastwise Citizens.

**Associations.** An association qualifies as a Coastwise Citizen if it meets the following criteria:

- (1) the association is formed under the laws of the United States or of any State;

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<sup>5</sup> See footnote 2 above.

- (2) all of the members of the association are Coastwise Citizens;
- (3) to the extent appointed, the chairman of the board of directors (or equivalent management committee or supervisory or governing body) and the chief executive officer (by whatever title) of the association are Coastwise Citizens, and all other officers of the association and other persons authorized to act in the absence or disability of the chairman or chief executive officer are Coastwise Citizens;
- (4) to the extent appointed, no more of the directors (or equivalent management committee or supervisory or governing body) of the association are non-Coastwise Citizens than a minority of the number necessary to constitute a quorum of that body;<sup>6</sup> and
- (5) at least 75% of the interest and voting power in the association are owned and controlled by Coastwise Citizens.

**General Citizenship Requirements.** The following general rules apply to all types of entities:

- (1) The 75% or more interest in an entity held by Coastwise Citizens must be, among other things, vested in Coastwise Citizens free from any trust or fiduciary obligation in favor of a person who is not a Coastwise Citizen.
- (2) There must be no contract or understanding by which more than 25% of the voting power in the entity may be exercised, directly or indirectly, on behalf of a person who is not a Coastwise Citizen.
- (3) There must be no other means by which control of more than 25% of any interest in the entity is given to or permitted to be exercised by a person who is not a Coastwise Citizen.
- (4) The requirement for control and at least 75% ownership by Coastwise Citizens extends up through the various tiers to all levels of direct and indirect ownership in the entity. Hence, each entity in the chain of ownership, at each tier of ownership, of the underlying entity must meet the Coastwise Citizen test applicable to such entity in order for it to be counted toward the 75% requirement for that particular tier in the chain of ownership of the underlying entity.

### **Methods of Establishing Coastwise Citizenship**

**General.** In terms of how an entity with multiple equity owners determines whether it satisfies the requirements to be a Coastwise Citizen, it is necessary to examine layers of ownership and determine at each tier whether there is a sufficient amount of equity ownership by natural persons or entities that satisfy the applicable test to be Coastwise Citizens. In other words, it is necessary to determine whether at least 75% of each or series of the equity or other interests in the

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<sup>6</sup> See footnote 2 above.

entity are owned and controlled by natural persons or other entities that separately satisfy the requirements to be Coastwise Citizens.

Please note that it is not permitted to aggregate the equity interests owned by Coastwise Citizens in different owners in the chain of ownership to satisfy the 75% requirement for the underlying entity.

If an entity has less than 30 equity owners, it is necessary to collect information concerning the owners that will show that the Coastwise Citizenship requirements applicable to those owners are satisfied. As part of this information-gathering process, each owner (or at least the owners believed to be Coastwise Citizens) should provide information that can be analyzed to determine whether that owner satisfies the Coastwise Citizenship test applicable to it and may be counted toward the 75% requirement for the entity in which it owns an interest. This process may, of course, be used for entities that have 30 or more equity owners.

***Fair Inference Rule.*** If an entity has 30 or more equity owners, it is possible to use the so-called “fair inference” rule developed by the U.S. Maritime Administration, which has jurisdiction over, among other things, certain maritime subsidy programs and requires the filing of citizenship affidavits in which citizenship must be proven with specific information. Although the fair inference rule has not been formally accepted by the U.S. Coast Guard (which relies on general self-certifications of the shipowner and requires proof of citizenship only if there is a dispute as to citizenship), compliance with the rule generally provides comfort that an entity satisfies the Coastwise Citizenship test and provides a good faith basis to make certifications to the U.S. Coast Guard with respect to the documentation of vessels with coastwise endorsements.

Under the fair inference rule, if at least 95% of the shares of each class or series of equity securities of an entity are shown to be owned by persons with registered addresses within the United States, the entity may rely on that information to prove to the U.S. Maritime Administration that ownership of at least 75% of the equity securities in that entity is vested in Coastwise Citizens. When using the fair inference rule, if a person owns 5% or more of a class or series of equity securities in the entity, that person’s citizenship must be proven separately. Hence, owners of 5% or more are typically asked to provide information so that their citizenship can be analyzed to determine whether they satisfy the Coastwise Citizenship test.

The fair inference rule cannot be used where other evidence indicates that more than 25% of the equity securities is actually owned by non-Coastwise Citizens. In addition, the fair inference rule cannot be used if there is a single owner of 5% or more of the equity securities that is a non-Coastwise Citizen.

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**COMPLETION AND SUBMISSION  
OF  
AFFIDAVIT OF UNITED STATES CITIZENSHIP  
TO  
HORNBECK OFFSHORE SERVICES, INC.**

If the undersigned is:

an individual or I.R.A.,	please complete Part I
a corporation,	please complete Part II
a limited liability company,	please complete Part III
a general or limited partnership,	please complete Part IV
a trust,	please complete Part V
a pension or benefit plan,	please complete Part VI
a foundation,	please complete Part VII
a mutual insurance company,	please complete Part VIII
a non-Coastwise Citizen, or	please complete Part IX
none of the above,	please contact Hornbeck's counsel

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**Please note that only the completed Part of this Affidavit that is applicable to the undersigned's type of entity is required to be submitted. It is not necessary to submit the instructions or the Parts of this Affidavit that do not apply to the entity submitting the Affidavit.**

Any questions concerning this Affidavit may be directed by e-mail to Hornbeck's counsel, William C. Baldwin of Jones Walker LLP at [wbaldwin@joneswalker.com](mailto:wbaldwin@joneswalker.com), who may also be contacted by telephone at 504-582-8315. Secured creditors may also direct questions concerning this Affidavit by e-mail to R. Anthony Salgado of Blank Rome LLP at [salgado@blankrome.com](mailto:salgado@blankrome.com), who is counsel to the secured creditors and may also be contacted by telephone at 202-772-5948.

In the event that a person submits an Affidavit that it subsequently believes contained errors or omissions or that contains information that has subsequently become inaccurate, such person should submit a corrected or updated Affidavit as soon as possible by e-mail to Stretto, Solicitation Agent, at [HornbeckOffers@Stretto.com](mailto:HornbeckOffers@Stretto.com), along with an explanation of the corrections or changes.

**PART I – INDIVIDUAL/I.R.A.**

**A. General Information**

Name of Individual: \_\_\_\_\_  
Name of I.R.A. (if applicable): \_\_\_\_\_  
Citizenship: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail for Point of Contact: \_\_\_\_\_

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**B. Representation Regarding Citizenship**

The undersigned individual hereby represents and warrants that: (1) he or she was born in the United States, born abroad to parents who are citizens of the United States, was naturalized as a citizen of the United States, was naturalized as a citizen of the United States during minority through the naturalization of a parent, or became a citizen of the United States as otherwise authorized by law; and (2) he or she will own and hold any equity securities in Hornbeck Offshore Services, Inc. for his or her own account, directly or indirectly, including through an Individual Retirement Account (“I.R.A.”), free from any trust or fiduciary obligation in favor of any person not a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

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**C. Certification**

The undersigned individual executes this Affidavit of United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that the individual is a citizen of the United States.

The undersigned individual understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit to determine whether the individual and/or any I.R.A. and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the undersigned individual understands and agrees that (1) the information provided in this Affidavit may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the undersigned individual and/or any such I.R.A. are Coastwise Citizens and (2) Hornbeck may present this Affidavit to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S.

Maritime Administration that Hornbeck and/or the undersigned individual and any such I.R.A. are Coastwise Citizens.

The undersigned individual agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Plan”)), he or she will advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at wbaldwin@joneswalker.com, if prior to the Effective Date: (1) there is any change in the status of the undersigned individual or any such I.R.A. as a Coastwise Citizen; and (2) if applicable, any assignments, transfers or other dispositions of the claims of the undersigned individual and/or any such I.R.A. under the Plan or his, her or its rights to distributions in respect thereof that occur prior to the Effective Date.

By executing this Affidavit, the undersigned individual acknowledges and agrees that Hornbeck or its counsel may contact the undersigned individual with respect to this Affidavit, and that the individual’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof confirming that the undersigned individual and/or any I.R.A. are Coastwise Citizens may result in the undersigned individual and/or any I.R.A. being treated as a Non-U.S. Citizen (as defined in the Plan) under the Plan.

The undersigned individual hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the undersigned individual with respect to this Affidavit (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):  
Law Firm:  
Telephone Number:  
E-mail Address:

IN WITNESS WHEREOF, the undersigned individual has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Printed Name of Individual

\_\_\_\_\_  
Signature



Name*	Title	Citizenship

*\*Note: If any of the officers, directors, or other persons with control over the Corporation is a legal entity, please provide a completed Affidavit from such entity.*

2. Please provide the number of directors necessary to constitute a quorum for a meeting of the Board of Directors of the Corporation: \_\_\_\_\_

**C. Information as to Ownership**

Please provide the following information regarding each class or series of stock:

Class or Series of Stock	Number of Shares Issued and Outstanding	Number of Stockholders	Number of Stockholders Who Own 5% or More of Stock*	Description of Voting Rights

*\* Note: If any stockholder owns 5% or more of any class or series of stock, please provide a completed Affidavit from such stockholder; provided, however, if the shares of the Corporation are publicly traded, please provide the most recent reports on Schedules 13D or 13G and on*



2. If the Corporation *has 30 or more stockholders*, please complete the following table for each class or series of stock:

<b>Class or Series of Stock</b>	<b>Number of Stockholders with Registered Addresses in the United States</b>	<b>Number of Shares Held by Stockholders with Registered Addresses in the United States</b>	<b>Percentage of Shares Held by Stockholders with Registered Addresses in the United States</b>

**E. Representation Regarding Control and Citizenship**

The Corporation hereby represents and warrants, to the best of its knowledge, information, and belief, that:

1. Title to at least 75% of each class or series of the stock and any other interests in the Corporation is owned by and vested in Coastwise Citizens (as defined in Section F below) free from any trust or fiduciary obligation in favor of any person that is not a Coastwise Citizen;
2. At least 75% of the voting power in the Corporation is vested in Coastwise Citizens;
3. There is no contract or understanding by which more than 25% of the voting power in the Corporation may be exercised, directly or indirectly, on behalf of any person that is not a Coastwise Citizen; and
4. There is no other means whatsoever by which control of the Corporation, or more than 25% of any interest in the Corporation, is given to or permitted to be exercised by any person that is not a Coastwise Citizen.

**F. Certification**

The undersigned authorized representative of the Corporation executes this Affidavit of

United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that (a) to the best of his or her knowledge, information and belief, all of the information and statements set forth in this Affidavit and/or other documents attached hereto (collectively, the “Citizenship Documentation”) remain true, correct and complete in all material respects as of the date hereof, (b) the undersigned representative reviewed, or caused a review of, the books and records of the Corporation, and the undersigned representative made, or caused to be made, appropriate inquiries to prepare the Citizenship Documentation, and (c) to the best of his or her knowledge, information and belief, based on the Citizenship Documentation, such review and inquiries to prepare the Citizenship Documentation, and advice of counsel, if applicable, the Corporation satisfies the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

The Corporation understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit and in the Citizenship Documentation to determine whether the Corporation and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the Corporation understands and agrees that (1) the information provided in this Affidavit and in the Citizenship Documentation may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the Corporation are Coastwise Citizens and (2) Hornbeck may present this Affidavit and the Citizenship Documentation to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or the Corporation are Coastwise Citizens.

The Corporation agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Plan”), the Corporation will, or the undersigned representative will cause the Corporation to, monitor using reasonable efforts the status of the Corporation as a Coastwise Citizen and the accuracy of the information and statements set forth in this Affidavit and the Citizenship Documentation. The Corporation, or the undersigned representative, further agrees to advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at wbaldwin@joneswalker.com, if any of the following occur prior to the Effective Date: (1) any material changes that come to the undersigned’s attention in any of the information and statements made by the Corporation in this Affidavit and in any Citizenship Documentation; (2) any change in the status of the Corporation as a Coastwise Citizen if such change comes to the undersigned’s attention; and (3) if applicable, any assignments, transfers or other dispositions of the Corporation’s claims under the Plan of the Corporation or its rights to distributions in respect thereof that occur prior to the Effective Date.

By executing this Affidavit, the undersigned acknowledges and agrees that Hornbeck or its counsel may contact the Corporation with respect to this Affidavit and/or the Citizenship Documentation, and that the Corporation’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof confirming that the Corporation are Coastwise Citizens may result in the Corporation being treated as a Non-U.S. Citizen (as defined in the Plan) under the Plan.

**PART II – CORPORATION**

The Corporation hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the Corporation with respect to this Affidavit and the Citizenship Documentation (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and the Citizenship Documentation and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):  
Law Firm:  
Telephone Number:  
E-mail Address:

IN WITNESS WHEREOF, the Corporation has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name of Corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**PART III – LIMITED LIABILITY COMPANY**

**A. General Information**

Name of Limited Liability Company: \_\_\_\_\_ (the “LLC”)

State where Formed: \_\_\_\_\_

Address: \_\_\_\_\_  
 \_\_\_\_\_

E-mail for Point of Contact: \_\_\_\_\_

**B. Board Members, Managers, Officers, and Other Controlling Persons**

1. Please indicate how the LLC is managed: (Check One)

- (a) Managed by Member(s)
- (b) Managed by Manager(s)
- (c) Managed by Board of Managers
- (d) Managed by Board of Directors
- (e) Managed by Management Committee
- (f) Other \_\_\_\_\_

2. Please provide the names, titles, and citizenship of (a) any managing members, (b) any managers, (c) any members of a Board of Managers, Board of Directors, Management Committee, or other governing body, (d) the Chairman of the Board of Managers, Board of Directors, Management Committee, or other governing body, (e) the Chief Executive Officer (by whatever title), (f) all other officers of the LLC (*e.g.*, the President or Vice President) and other persons who are authorized to act in the absence or disability of the Chairman or the Chief Executive Officer, and (g) any other persons with control (other than members) over the LLC:

Name*	Title	Citizenship








**E. Representation Regarding Control and Citizenship**

The LLC hereby represents and warrants, to the best of its knowledge, information, and belief, that:

1. Title to at least 75% of each class or series of the interests in the LLC is owned by and vested in Coastwise Citizens (as defined in Section F below) free from any trust or fiduciary obligation in favor of any person that is not a Coastwise Citizen;
2. At least 75% of the voting power in the LLC is vested in Coastwise Citizens;
3. There is no contract or understanding by which more than 25% of the voting power in the LLC may be exercised, directly or indirectly, on behalf of any person that is not a Coastwise Citizen; and
4. There is no other means whatsoever by which control of the LLC, or more than 25% of any interest in the LLC, is given to or permitted to be exercised by any person that is not a Coastwise Citizen.

**F. Certification**

The undersigned authorized representative of the LLC executes this Affidavit of United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that (a) to the best of his or her knowledge, information and belief, all of the information and statements set forth in this Affidavit and/or other documents attached hereto (collectively, the “Citizenship Documentation”) remain true, correct and complete in all material respects as of the date hereof, (b) the undersigned representative reviewed, or caused a review of, the books and records of the LLC, and the undersigned representative made, or caused to be made, appropriate inquiries to prepare the Citizenship Documentation, and (c) to the best of his or her knowledge, information and belief, based on the Citizenship Documentation, such review and inquiries to prepare the Citizenship Documentation, and advice of counsel, if applicable, the LLC satisfies the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

The LLC understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit and in the Citizenship Documentation to determine whether the LLC

**PART III – LIMITED LIABILITY COMPANY**

and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the LLC understands and agrees that (1) the information provided in this Affidavit and in the Citizenship Documentation may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the LLC are Coastwise Citizens and (2) Hornbeck may present this Affidavit and the Citizenship Documentation to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or the LLC are Coastwise Citizens.

The LLC agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Plan”), the LLC will, or the undersigned representative will cause the LLC to, monitor using reasonable efforts the status of the LLC as a Coastwise Citizen and the accuracy of the information and statements set forth in this Affidavit and the Citizenship Documentation. The LLC, or the undersigned representative, further agrees to advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at wbaldwin@joneswalker.com, if any of the following occur prior to the Effective Date: (1) any material changes that come to the undersigned’s attention in any of the information and statements made by the LLC in this Affidavit and in any Citizenship Documentation; (2) any change in the status of the LLC as a Coastwise Citizen if such change comes to the undersigned’s attention; and (3) if applicable, any assignments, transfers or other dispositions of the LLC’s claims under the Plan of the LLC or its rights to distributions in respect thereof that occur prior to the Effective Date.

By executing this Affidavit, the undersigned acknowledges and agrees that Hornbeck or its counsel may contact the LLC with respect to this Affidavit and/or the Citizenship Documentation, and that the LLC’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof confirming that the LLC are Coastwise Citizens may result in the LLC being treated as a Non-U.S. Citizen (as defined in the Plan) under the Plan.

The LLC hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the LLC with respect to this Affidavit and the Citizenship Documentation (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and the Citizenship Documentation and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):

Law Firm:

Telephone Number:

E-mail Address:

IN WITNESS WHEREOF, the LLC has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_

**PART III – LIMITED LIABILITY COMPANY**

Name of LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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*\*Note: If any of the general partners or other persons with control over the Partnership is a legal entity, please provide a completed Affidavit from such entity.*

2. If applicable, please provide the number of general partners or persons with control necessary to constitute a quorum for a meeting of the supervisory or governing body of the Partnership: \_\_\_\_\_

**C. Information as to Ownership**

Please provide the following information regarding each type of partnership interests or units:

Type of Partnership Interests or Units	Number of Partnership Interests or Units Outstanding	Number of Partners	Number of Partners Who Own 5% or More of the Partnership Interests or Units*	Description of Voting Rights

*\* Note: If any partner owns 5% or more of any class or series of the partnership interests or units, please provide a completed Affidavit from such partner; provided, however, if the partnership interests or units of the Partnership are publicly traded, please provide the most recent reports on Schedules 13D or 13G and on Form 13F (if applicable) filed by such partner with the Securities and Exchange Commission so that a determination can be made whether an Affidavit from such partner is required.*



*\*Note: If the Partnership has less than 30 limited partners and any limited partner is a legal entity, please provide a completed Affidavit from such limited partner.*

2. If the Partnership *has 30 or more limited partners*, please complete the following table for each type of partnership interests or units:

Type of Partnership Interests or Units	Number of Limited Partners with Registered Addresses in the United States	Number of Partnership Interests or Units Held by Limited Partners with Registered Addresses in the United States	Percentage of Partnership Interests or Units Owned by Limited Partners with Registered Addresses in the United States

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**E. Representation Regarding Control and Citizenship**

The Partnership hereby represents and warrants, to the best of its knowledge, information, and belief, that:

1. Title to at least 75% of each type of the interests in the Partnership is owned by and vested in Coastwise Citizens (as defined in Section F below) free from any trust or fiduciary obligation in favor of any person that is not a Coastwise Citizen;
2. At least 75% of the voting power in the Partnership is vested in Coastwise Citizens;
3. There is no contract or understanding by which more than 25% of the voting power in the Partnership may be exercised, directly or indirectly, on behalf of any person that is not a Coastwise Citizen; and
4. There is no other means whatsoever by which control of the Partnership, or more than 25% of any interest in the Partnership, is given to or permitted to be exercised by any person that is not a Coastwise Citizen.

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**F. Certification**

The undersigned authorized representative of the Partnership executes this Affidavit of United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that (a) to the best of his or her knowledge, information and belief, all of the information and statements set forth in this Affidavit and/or other documents attached hereto (collectively, the “Citizenship Documentation”) remain true, correct and complete in all material respects as of the date hereof, (b) the undersigned representative reviewed, or caused a review of, the books and records of the Partnership, and the undersigned representative made, or caused to be made, appropriate inquiries to prepare the Citizenship Documentation, and (c) to the best of his or her knowledge, information and belief, based on the Citizenship Documentation, such review and inquiries to prepare the Citizenship Documentation, and advice of counsel, if applicable, the Partnership satisfies the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

The Partnership understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit and in the Citizenship Documentation to determine whether the Partnership and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the Partnership understands and agrees that (1) the information provided in this Affidavit and in the Citizenship Documentation may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the Partnership are Coastwise Citizens and (2) Hornbeck may present this Affidavit and the Citizenship Documentation to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or the Partnership are Coastwise Citizens.

The Partnership agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Plan”), the Partnership will, or the undersigned representative will cause the Partnership to, monitor using reasonable efforts the status of the Partnership as a Coastwise Citizen and the accuracy of the information and statements set forth in this Affidavit and the Citizenship Documentation. The Partnership, or the undersigned representative, further agrees to advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at wbaldwin@joneswalker.com, if any of the following occur prior to the Effective Date: (1) any material changes that come to the undersigned’s attention in any of the information and statements made by the Partnership in this Affidavit and in any Citizenship Documentation; (2) any change in the status of the Partnership as a Coastwise Citizen if such change comes to the undersigned’s attention; and (3) if applicable, any assignments, transfers or other dispositions of the Partnership’s claims under the Plan of the Partnership or its rights to distributions in respect thereof that occur prior to the Effective Date.

**PART IV – PARTNERSHIP**

By executing this Affidavit, the undersigned acknowledges and agrees that Hornbeck or its counsel may contact the Partnership with respect to this Affidavit and/or the Citizenship Documentation, and that the Partnership’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof confirming that the Partnership are Coastwise Citizens may result in the Partnership being treated as a Non-U.S. Citizen (as defined in the Plan) under the Plan.

The Partnership hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the Partnership with respect to this Affidavit and the Citizenship Documentation (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and the Citizenship Documentation and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):  
Law Firm:  
Telephone Number:  
E-mail Address:

IN WITNESS WHEREOF, the Partnership has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name of Partnership

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**PART V - TRUST**

**A. General Information**

Name of Trust: \_\_\_\_\_ (the “Trust”)

State in which Organized: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail for Point of Contact: \_\_\_\_\_

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**B. Trustees, Fiduciaries, Directors, Officers, and Other Controlling Persons**

1. Please provide the names, titles, and citizenship of all trustees, fiduciaries, directors, officers, or other persons with control over the Trust:

Name*	Title	Citizenship

*\*Note: If any of the trustees, fiduciaries, directors, officers, or other persons with control over the Trust is a legal entity, please provide a completed Affidavit from such entity.*

2. If applicable, please provide the number of trustees, fiduciaries, directors, officers, or other persons necessary to constitute quorum for a meeting of any supervisory or governing body of the Trust: \_\_\_\_\_

**C. Information as to the Beneficiaries of the Trust**

Please provide the following information regarding each class or series of shares, interests or units in the Trust owned by beneficiaries of the Trust:

<b>Class or Series of Shares, Interests or Units</b>	<b>Number of Shares, Interests or Units Issued and Outstanding</b>	<b>Number of Beneficiaries</b>	<b>Number of Beneficiaries Who Own 5% or More of the Shares, Interests or Units*</b>	<b>Description of Voting Rights</b>

*\* Note: If any beneficiary of the Trust owns 5% or more of any class or series of shares, interests or units in the Trust, please provide a completed Affidavit from such beneficiary; provided, however, if the shares, interests or units in the Trust are publicly traded, please provide the most recent reports on Schedules 13D or 13G and on Form 13F (if applicable) filed by such beneficiary with the Securities and Exchange Commission so that a determination can be made whether an Affidavit from such beneficiary is required.*

**D. Citizenship of Beneficiaries**

1. If the Trust *has less than 30 beneficiaries*, please complete the following table for each class or series of shares, interests or units (if the Trust has more than 30 beneficiaries, please skip this item and proceed to item D.2. below):

<b>Class or Series of Shares, Interests or Units</b>	<b>Name of Beneficiary*</b>	<b>Number of Shares, Interests or Units</b>	<b>Percent of Class or Series of Shares, Interests or Units</b>	<b>Citizenship</b>

Class or Series of Shares, Interests or Units	Name of Beneficiary*	Number of Shares, Interests or Units	Percent of Class or Series of Shares, Interests or Units	Citizenship

*\*Note: If the Trust has less than 30 beneficiaries and any beneficiary is a legal entity, please provide completed an Affidavit from such beneficiary.*

2. If the Trust *has 30 or more beneficiaries*, please complete the following table for each class or series of shares, interests or units:

Class or Series of Shares, Interests or Units	Number of Beneficiaries with Registered Addresses in the United States	Number of Shares, Interests or Units Held by Beneficiaries with Registered Addresses in the United States	Percentage of Shares, Interests or Units Held by Beneficiaries with Registered Addresses in the United States

**E. Representation Regarding Control and Citizenship**

The Trust hereby represents and warrants, to the best of its knowledge, information, and belief, that:

1. Title to at least 75% of each class or series of the interests in the Trust is owned by and vested in Coastwise Citizens (as defined in Section F below) free from any trust or fiduciary obligation in favor of any person that is not a Coastwise Citizen;
  2. At least 75% of the voting power in the Trust is vested in Coastwise Citizens;
  3. There is no contract or understanding by which more than 25% of the voting power in the Trust may be exercised, directly or indirectly, on behalf of any person that is not a Coastwise Citizen; and
  4. There is no other means whatsoever by which control of the Trust, or more than 25% of any interest in the Trust, is given to or permitted to be exercised by any person that is not a Coastwise Citizen.
- 

## **F. Certification**

The undersigned authorized representative of the Trust executes this Affidavit of United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that (a) to the best of his or her knowledge, information and belief, all of the information and statements set forth in this Affidavit and/or other documents attached hereto (collectively, the “Citizenship Documentation”) remain true, correct and complete in all material respects as of the date hereof, (b) the undersigned representative reviewed, or caused a review of, the books and records of the Trust, and the undersigned representative made, or caused to be made, appropriate inquiries to prepare the Citizenship Documentation, and (c) to the best of his or her knowledge, information and belief, based on the Citizenship Documentation, such review and inquiries to prepare the Citizenship Documentation, and advice of counsel, if applicable, the Trust satisfies the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

The Trust understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit and in the Citizenship Documentation to determine whether the Trust and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the Trust understands and agrees that (1) the information provided in this Affidavit and in the Citizenship Documentation may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the Trust are Coastwise Citizens and (2) Hornbeck may present this Affidavit and the Citizenship Documentation to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or the Trust are Coastwise Citizens.

The Trust agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Plan”), the Trust will, or the undersigned representative will cause the Trust to, monitor using reasonable efforts the status of

the Trust as a Coastwise Citizen and the accuracy of the information and statements set forth in this Affidavit and the Citizenship Documentation. The Trust, or the undersigned representative, further agrees to advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at wbaldwin@joneswalker.com, if any of the following occur prior to the Effective Date: (1) any material changes that come to the undersigned’s attention in any of the information and statements made by the Trust in this Affidavit and in any Citizenship Documentation; (2) any change in the status of the Trust as a Coastwise Citizen if such change comes to the undersigned’s attention; and (3) if applicable, any assignments, transfers or other dispositions of the Trust’s claims under the Plan of the Trust or its rights to distributions in respect thereof that occur prior to the Effective Date.

By executing this Affidavit, the undersigned acknowledges and agrees that Hornbeck or its counsel may contact the Trust with respect to this Affidavit and/or the Citizenship Documentation, and that the Trust’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof confirming that the Trust are Coastwise Citizens may result in the Trust being treated as a Non-U.S. Citizen (as defined in the Plan) under the Plan.

The Trust hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the Trust with respect to this Affidavit and the Citizenship Documentation (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and the Citizenship Documentation and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):  
Law Firm:  
Telephone Number:  
E-mail Address:

IN WITNESS WHEREOF, the Trust has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name of Trust

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**PART VI – PENSION OR BENEFIT PLAN**

**A. General Information**

Name of Pension or Benefit Plan: \_\_\_\_\_ (the “Plan”)

Type of Organization: \_\_\_\_\_

State Where Organized: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail for Point of Contact: \_\_\_\_\_

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**B. Trustees, Fiduciaries, Directors, Officers, and Other Controlling Persons**

1. Please provide the names, titles, and citizenship of all trustees, fiduciaries, directors, officers, or other persons with control over the Plan:

<b>Name*</b>	<b>Title</b>	<b>Citizenship</b>

*\*Note: If any of the trustees, fiduciaries, directors, officers, or other persons with control over the Plan is a legal entity, please provide a completed Affidavit from such entity.*

2. If applicable, please provide the number of trustees, fiduciaries, directors, officers, or other persons necessary to constitute quorum for a meeting of any supervisory or governing body of the Plan: \_\_\_\_\_

**C. Information as to Plan Participants**

1. Please indicate who is eligible to participate in the Plan:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

2. Please provide the following information regarding each type of interest or unit in the Plan:

Type of Interests or Units in the Plan	Number of Interests or Units Outstanding in the Plan	Number of Participants in the Plan	Number of Participants Who Own 5% or More of the Interests or Units in the Plan*	Description of Voting Rights

*\* Note: If any participant has 5% or more of the interests or units in the Plan, please provide a completed Affidavit from such participant.*

**D. Citizenship of Participants**

1. If the Plan *has less than 30 participants*, please complete the following table for each type of interest or unit in the Plan (if the Plan has more than 30 participants, please skip this item and proceed to item D.2. below):



2. If the Plan *has 30 or more participants*, please complete the following table for each type of interests or units in the Plan:

Type of Interests or Units in the Plan	Number of Participants with Registered Addresses in the United States	Number of Interests or Units held by Participants with Registered Addresses in the United States	Percentage of Interests or Units held by Participants with Registered Addresses in the United States

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**E. Representation Regarding Control and Citizenship**

The Plan hereby represents and warrants, to the best of its knowledge, information, and belief, that:

1. Title to at least 75% of each type of the interests in the Plan is owned by and vested in Coastwise Citizens (as defined in Section F below) free from any trust or fiduciary obligation in favor of any person that is not a Coastwise Citizen;
  2. At least 75% of the voting power in the Plan is vested in Coastwise Citizens;
  3. There is no contract or understanding by which more than 25% of the voting power in the Plan may be exercised, directly or indirectly, on behalf of any person that is not a Coastwise Citizen; and
  4. There is no other means whatsoever by which control of the Plan, or more than 25% of any interest in the Plan, is given to or permitted to be exercised by any person that is not a Coastwise Citizen
-

**F. Certification**

The undersigned authorized representative of the Plan executes this Affidavit of United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that (a) to the best of his or her knowledge, information and belief, all of the information and statements set forth in this Affidavit and/or other documents attached hereto (collectively, the “Citizenship Documentation”) remain true, correct and complete in all material respects as of the date hereof, (b) the undersigned representative reviewed, or caused a review of, the books and records of the Plan, and the undersigned representative made, or caused to be made, appropriate inquiries to prepare the Citizenship Documentation, and (c) to the best of his or her knowledge, information and belief, based on the Citizenship Documentation, such review and inquiries to prepare the Citizenship Documentation, and advice of counsel, if applicable, the Plan satisfies the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

The Plan understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit and in the Citizenship Documentation to determine whether the Plan and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the Plan understands and agrees that (1) the information provided in this Affidavit and in the Citizenship Documentation may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the Plan are Coastwise Citizens and (2) Hornbeck may present this Affidavit and the Citizenship Documentation to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or the Plan are Coastwise Citizens.

The Plan agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Reorganization Plan”), the Plan will, or the undersigned representative will cause the Plan to, monitor using reasonable efforts the status of the Plan as a Coastwise Citizen and the accuracy of the information and statements set forth in this Affidavit and the Citizenship Documentation. The Plan, or the undersigned representative, further agrees to advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at wbaldwin@joneswalker.com, if any of the following occur prior to the Effective Date: (1) any material changes that come to the undersigned’s attention in any of the information and statements made by the Plan in this Affidavit and in any Citizenship Documentation; (2) any change in the status of the Plan as a Coastwise Citizen if such change comes to the undersigned’s attention; and (3) if applicable, any assignments, transfers or other dispositions of the Plan’s claims under the Reorganization Plan of the Plan or its rights to distributions in respect thereof that occur prior to the Effective Date.

By executing this Affidavit, the undersigned acknowledges and agrees that Hornbeck or its counsel may contact the Plan with respect to this Affidavit and/or the Citizenship Documentation, and that the Plan’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof confirming that the Plan are

**PART VI – PENSION OR BENEFIT PLAN**

Coastwise Citizens may result in the Plan being treated as a Non-U.S. Citizen (as defined in the Reorganization Plan) under the Reorganization Plan.

The Plan hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the Plan with respect to this Affidavit and the Citizenship Documentation (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and the Citizenship Documentation and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):  
Law Firm:  
Telephone Number:  
E-mail Address:

IN WITNESS WHEREOF, the Plan has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Name of Plan

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**PART VII - FOUNDATION**

**A. General Information**

Name of Foundation: \_\_\_\_\_ (the “Foundation”)

State in which Organized: \_\_\_\_\_

Organizers of Foundation: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

E-mail for Point of Contact: \_\_\_\_\_

Brief Description of the Purpose of the Foundation:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**B. Trustees, Fiduciaries, Directors, Officers, and Other Controlling Persons**

1. Please provide the names, titles, and citizenship of all trustees, fiduciaries, directors, officers, or other persons with control over the Foundation:

Name*	Title	Citizenship

*\*Note: If any of the trustees, fiduciaries, directors, officers, or other persons with control over the Foundation is a legal entity, please provide a completed Affidavit for such entity.*

2. If applicable, please provide the number of trustees, fiduciaries, directors, officers, or other persons with control necessary to constitute a quorum for a meeting of any supervisory or governing body of the Foundation: \_\_\_\_\_

**C. Information Concerning Beneficiaries/holders of Ownership Interests**

1. Briefly describe the beneficiaries of the Foundation.

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

2. Please indicate whether the Foundation has stock or other ownership interests or units:  
 (Check One)  YES  NO

If the answer to this question is yes, please complete the following table for each class or series of stock or other ownership interests or units and item D below:

<b>Class or Series of Stock, Interests or Units</b>	<b>Number of Shares, Interests or Units Issued and Outstanding</b>	<b>Number of Holders of Stock, Interests or Units</b>	<b>Number of Holders of Stock, Interests or Units Who Own 5% or More thereof*</b>	<b>Description of Voting Rights</b>



2. If the Foundation *has 30 or more holders of stock, interests or units*, please complete the following table for each class or series of stock, interests or units:

<b>Class or Series of Stock, Interests or Units</b>	<b>Number of Holders with Registered Addresses in the United States</b>	<b>Number of Shares, Interests or Units Held by Holders with Registered Addresses in the United States</b>	<b>Percentage of Shares, Interests or Units Held by Holders with Registered Addresses in the United States</b>

**E. Representation Regarding Control and Citizenship**

The Foundation hereby represents and warrants, to the best of its knowledge, information, and belief, that:

1. Title to at least 75% of each class or series of the stock or other interests in the Foundation is owned by and vested in Coastwise Citizens (as defined in Section F below) free from any trust or fiduciary obligation in favor of any person that is not a Coastwise Citizen;
2. At least 75% of the voting power in the Foundation is vested in Coastwise Citizens;
3. There is no contract or understanding by which more than 25% of the voting power in the Foundation may be exercised, directly or indirectly, on behalf of any person that is not a Coastwise Citizen; and
4. There is no other means whatsoever by which control of the Foundation, or more than 25% of any interest in the Foundation, is given to or permitted to be exercised by any person that is not a Coastwise Citizen

**F. Certification**

The undersigned authorized representative of the Foundation executes this Affidavit of United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that (a) to the best of his or her knowledge, information and belief, all of the information and statements set forth in this Affidavit and/or other documents attached hereto (collectively, the “Citizenship Documentation”) remain true, correct and complete in all material respects as of the date hereof, (b) the undersigned representative reviewed, or caused a review of, the books and records of the Foundation, and the undersigned representative made, or caused to be made, appropriate inquiries to prepare the Citizenship Documentation, and (c) to the best of his or her knowledge, information and belief, based on the Citizenship Documentation, such review and inquiries to prepare the Citizenship Documentation, and advice of counsel, if applicable, the Foundation satisfies the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

The Foundation understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit and in the Citizenship Documentation to determine whether the Foundation and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the Foundation understands and agrees that (1) the information provided in this Affidavit and in the Citizenship Documentation may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the Foundation are Coastwise Citizens and (2) Hornbeck may present this Affidavit and the Citizenship Documentation to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or the Foundation are Coastwise Citizens.

The Foundation agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Plan”), the Foundation will, or the undersigned representative will cause the Foundation to, monitor using reasonable efforts the status of the Foundation as a Coastwise Citizen and the accuracy of the information and statements set forth in this Affidavit and the Citizenship Documentation. The Foundation, or the undersigned representative, further agrees to advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at [wbaldwin@joneswalker.com](mailto:wbaldwin@joneswalker.com), if any of the following occur prior to the Effective Date: (1) any material changes that come to the undersigned’s attention in any of the information and statements made by the Foundation in this Affidavit and in any Citizenship Documentation; (2) any change in the status of the Foundation as a Coastwise Citizen if such change comes to the undersigned’s attention; and (3) if applicable, any assignments, transfers or other dispositions of the Foundation’s claims under the Plan of the Foundation or its rights to distributions in respect thereof that occur prior to the Effective Date.

By executing this Affidavit, the undersigned acknowledges and agrees that Hornbeck or its counsel may contact the Foundation with respect to this Affidavit and/or the Citizenship Documentation, and that the Foundation’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof

confirming that the Foundation are Coastwise Citizens may result in the Foundation being treated as a Non-U.S. Citizen (as defined in the Plan) under the Plan.

The Foundation hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the Foundation with respect to this Affidavit and the Citizenship Documentation (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and the Citizenship Documentation and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):  
Law Firm:  
Telephone Number:  
E-mail Address:

IN WITNESS WHEREOF, the Foundation has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name of Foundation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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Name*	Title	Citizenship

*\*Note: If any of the officers, directors, or other persons with control over the Company is a legal entity, please provide a completed Affidavit from such entity.*

2. Please provide the number of directors necessary to constitute a quorum for a meeting of the Board of Directors of the Company: \_\_\_\_\_

**C. Information as to Ownership**

1. Please complete the following table to provide a description of the basis for each type of member or policyholder – the descriptions of the policies below may be revised to reflect the Company’s specific insurance policies or annuity contracts:

<b>Basis for Member or Policyholder Vote by Type of Insurance Policy or Annuity Contract Issued by the Company</b>	<b>Description of Voting Rights, including Number of Votes</b>
Persons insured under an individual policy of life or endowment insurance	
Holders of individual annuity contracts	
Persons insured under variable life insurance policies and holders of variable annuity contracts and group annuity contracts	
Persons insured under individual contracts of accident and health insurance, including disability income protection policies	

Persons insured under other types of insurance policies or contracts not covered above – please include a description of such policies or contracts:	
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2. Please provide the following additional information concerning voting rights:

(a) If there are any limitations on the number of votes that may be cast by the same member or policyholder, please describe such limitations below:

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(b) If any of the voting rights of the members or policyholders of the Company are determined in accordance with state law, please provide a citation to that law below:

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3. Please provide the following information regarding each type of insurance policy, annuity contract or other insurance contract that provides the basis for members or policyholders to have a voting right:

Type of Insurance Policy or Annuity or other Contract	Number of Policies or Contracts in Force	Number of Members or Policyholders	Number of Members or Policyholders Who Have 5% or More of Votes*

*\* Note: If any member or policyholder has 5% or more of the votes, please provide a completed Affidavit from such member or policyholder.*

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**D. Citizenship of Members or Policyholders**

Please complete the following table for each type of insurance policy, annuity contract or other insurance contract:

Type of Insurance Policy or Annuity or other Contract	Number of Members or Policyholders with Registered Addresses in the United States	Number of Votes Held by Members or Policyholders with Registered Addresses in the United States	Percentage of Votes Held by Members or Policyholders with Registered Addresses in the United States

**E. Representation Regarding Control and Citizenship**

The Company hereby represents and warrants, to the best of its knowledge, information, and belief, that:

1. Title to at least 75% of each type of the interests in the Company is owned by and vested in Coastwise Citizens (as defined in Section F below) free from any trust or fiduciary obligation in favor of any person that is not a Coastwise Citizen;
2. At least 75% of the voting power in the Company is vested in Coastwise Citizens;
3. There is no contract or understanding by which more than 25% of the voting power in the Company may be exercised, directly or indirectly, on behalf of any person that is not a Coastwise Citizen; and
4. There is no other means whatsoever by which control of the Company, or more than 25% of any interest in the Company, is given to or permitted to be exercised by any person that is not a Coastwise Citizen.

## F. Certification

The undersigned authorized representative of the Company executes this Affidavit of United States Citizenship (this “Affidavit”) and hereby certifies to Hornbeck Offshore Services, Inc. and its affiliated companies and subsidiaries that operate or directly or indirectly own U.S.-flag vessels in the U.S. coastwise trade (collectively, “Hornbeck”), that (a) to the best of his or her knowledge, information and belief, all of the information and statements set forth in this Affidavit and/or other documents attached hereto (collectively, the “Citizenship Documentation”) remain true, correct and complete in all material respects as of the date hereof, (b) the undersigned representative reviewed, or caused a review of, the books and records of the Company, and the undersigned representative made, or caused to be made, appropriate inquiries to prepare the Citizenship Documentation, and (c) to the best of his or her knowledge, information and belief, based on the Citizenship Documentation, such review and inquiries to prepare the Citizenship Documentation, and advice of counsel, if applicable, the Company satisfies the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”).

The Company understands and agrees that Hornbeck may use and rely upon the information provided in this Affidavit and in the Citizenship Documentation to determine whether the Company and Hornbeck satisfy the requirements to be Coastwise Citizens. In addition, the Company understands and agrees that (1) the information provided in this Affidavit and in the Citizenship Documentation may be used and relied upon by Hornbeck for certifications to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and, if applicable, the Company are Coastwise Citizens and (2) Hornbeck may present this Affidavit and the Citizenship Documentation to the U.S. Coast Guard and the U.S. Maritime Administration in order to provide proof to the U.S. Coast Guard and the U.S. Maritime Administration that Hornbeck and/or the Company are Coastwise Citizens.

The Company agrees that until the Effective Date (as defined in the Joint Prepackaged Chapter 11 Plan of Reorganization of Hornbeck Offshore Services, Inc. to be confirmed by the U.S. Bankruptcy Court for the Southern District of Texas (the “Plan”), the Company will, or the undersigned representative will cause the Company to, monitor using reasonable efforts the status of the Company as a Coastwise Citizen and the accuracy of the information and statements set forth in this Affidavit and the Citizenship Documentation. The Company, or the undersigned representative, further agrees to advise Hornbeck as soon as practicable by e-mail to Hornbeck’s counsel, William C. Baldwin of Jones Walker LLP at wbaldwin@joneswalker.com, if any of the following occur prior to the Effective Date: (1) any material changes that come to the undersigned’s attention in any of the information and statements made by the Company in this Affidavit and in any Citizenship Documentation; (2) any change in the status of the Company as a Coastwise Citizen if such change comes to the undersigned’s attention; and (3) if applicable, any assignments, transfers or other dispositions of the Company’s claims under the Plan of the Company or its rights to distributions in respect thereof that occur prior to the Effective Date.

By executing this Affidavit, the undersigned acknowledges and agrees that Hornbeck or its counsel may contact the Company with respect to this Affidavit and/or the Citizenship Documentation, and that the Company’s failure to timely provide such additional documents and other information that may be reasonably requested by Hornbeck or its counsel as reasonable proof confirming that the

**PART VIII – MUTUAL INSURANCE COMPANY**

Company are Coastwise Citizens may result in the Company being treated as a Non-U.S. Citizen (as defined in the Plan) under the Plan.

The Company hereby authorizes Hornbeck or its counsel to contact the following counsel, if any, who is advising the Company with respect to this Affidavit and the Citizenship Documentation (enter “N/A” if not applicable) with respect to questions that Hornbeck or its counsel may have concerning this Affidavit and the Citizenship Documentation and to request such additional documents and other information that may be reasonably requested by Hornbeck or its counsel under the preceding paragraph:

Lawyer’s Name(s):  
Law Firm:  
Telephone Number:  
E-mail Address:

IN WITNESS WHEREOF, the Company has executed this Affidavit of United States Citizenship on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name of Company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**PART IX – NON-COASTWISE CITIZEN**

**A. General Information**

Name of Person: \_\_\_\_\_ (the “Person”)

Jurisdiction of Organization: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail for Point of Contact: \_\_\_\_\_

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**B. Citizenship Status – Not a Coastwise Citizen**

The Person has reviewed the requirements to be a citizen of the United States within the meaning of 46 U.S.C. § 50501(a), (b) and (d) and related regulations with respect to the ownership and operation of U.S.-flag vessels in the U.S. coastwise trade (a “Coastwise Citizen”) and has concluded that:

(Check One)

it does not satisfy the requirements to be a Coastwise Citizen; or

it has been unable to establish whether it satisfies the requirements to be a Coastwise Citizen and accepts that it will be treated as a non-Coastwise Citizen by Hornbeck Offshore Services, Inc.

IN WITNESS WHEREOF, the Person has executed this statement on \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Name of Person

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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