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UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: William E. Kovacic, Chairman  
Pamela Jones Harbour  
Jon Leibowitz  
J. Thomas Rosch

In the Matter of	)	
	)	
Red Sky Holdings LP,	)	
a limited partnership,	)	
	)	
and	)	Docket No. 9333
	)	
Newpark Resources Inc.,	)	
a corporation.	)	
	)	

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents jointly move to dismiss the complaint in the above-captioned matter. On November 20, 2008, Respondents informed Complaint Counsel that they are abandoning the proposed acquisition by Red Sky Holdings LP ("Red Sky") of Newpark Environmental Services, a subsidiary of Newpark Resources, Inc. ("Newpark"). As set forth in the attached letter, Red Sky has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for the proposed transaction. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

A proposed order is attached.

Respectfully submitted,



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J. Robert Robertson  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580  
(202) 326-2008  
*Complaint Counsel*

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*/s/ Daniel M. Abuhoff*  
Daniel M. Abuhoff  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, NY 10022  
(212) 909-6000  
*Counsel for Red Sky Holding LP and CCS  
Corporation*

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*/s/ Marc G. Schildkraut*  
Marc G. Schildkraut  
Howrey LLP  
1299 Pennsylvania Avenue, N.W.  
Washington, DC 20004  
(202) 783-0800  
*Counsel for Newpark Resources, Inc.*

Dated: November 25, 2008

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**

**COMMISSIONERS:**            **William E. Kovacic, Chairman**  
                                      **Pamela Jones Harbour**  
                                      **Jon Leibowitz**  
                                      **J. Thomas Rosch**

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<b>Red Sky Holdings LP,</b>	)	
<b>  a limited partnership,</b>	)	
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<b>and</b>	)	<b>Docket No. 9333</b>
	)	
<b>Newpark Resources Inc.,</b>	)	
<b>  a corporation.</b>	)	

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**[PROPOSED] ORDER DISMISSING COMPLAINT**

This matter comes before the Commission on Complaint Counsel's and Respondents' Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby

ORDERED, that the Joint Motion to Dismiss Complaint, dated November 25, 2008, is granted and that the complaint be dismissed without prejudice.

By the Commission.

ISSUED: \_\_\_\_\_

\_\_\_\_\_  
Donald S. Clark  
Secretary

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on November 25, 2008, I served the attached Joint Motion to  
Dismiss Complaint upon the following:

Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

Hon. D. Michael Chappell  
Administrative Law Judge  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

Daniel M. Abuhoff  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, NY 10022  
Attorney for Red Sky Holdings LP and CCS Corporation

Marc G. Schildkraut  
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1299 Pennsylvania Avenue, N.W.  
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J. Robert Robertson

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November 24, 2008

BY FEDERAL EXPRESS AND VIA E-MAIL

Federal Trade Commission  
Bureau of Competition  
Premerger Notification Office  
Room 303  
600 Pennsylvania Avenue  
Washington, DC 20580

**Re: Red Sky Holdings LP/Newpark Resources, Inc., Transaction No. 2008-1135**

Dear Sir or Madam:

Please be advised that Red Sky Holdings LP hereby withdraws its notification filed in the above-referenced transaction pursuant to the Hart-Scott-Rodino Act.

Sincerely,

D

J.D. #

Daniel M. Abuhoff

cc: Michael Moiseyev, Esq. (via e-mail)  
Sean G. Dillon, Esq. (via e-mail)  
Amy Posner, Esq. (via e-mail)  
Paul C. Cuomo, Esq. (via e-mail)  
Malcolm L. Catt, Esq. (via e-mail)