

Norsk acquisition brings opportunities, expertise

Expect the acquisition of Norsk Helicopters to help Bristow build its market share in the North Sea and Barents Sea region and make the company stronger overall, says Richard Burman, Bristow senior vice president, Eastern Hemisphere.

"Norsk is a hugely competent organization with a fantastic safety record and great engineering competency," Burman says. "There will be things that we learn through this integration process that we can adapt as best

practices across all of Bristow."

Announced in late October, the transaction to increase Bristow's stake in Norsk from 49 percent to 100 percent includes 250 employees and 12 aircraft transitioning to Bristow Norway in the first half of 2009. Bristow Norway will become part of the Europe Business Unit. (See Company News on the Bristow intranet for the latest EBU restructuring.) As part of the transaction, Bristow transferred its 49 percent interest in Lufttransport, a medical air transport service, to the Uglend family.

At the time of the acquisition, Norsk had about a 40 percent market share in the Norwegian market, Burman states. "Our goal is to get that back up to at least 50 percent. "The Norwegian offshore market offers considerable opportunity, and activity levels are holding up despite the volatile economic environment," Burman adds. "The Barents Sea area, in particular, is just starting to see exploration activity. To the north of Norway and Russia, it has already yielded one field that's massive. That's Norsk territory, and we'll be competing strongly for that work in the future."

NORSK HIGHLIGHTS

Founded: 1993

Employees: 250

Aircraft: Super Puma AS332L1 (2), Super Puma AS332L2 (2), Sikorsky S-92 (9)

Bases: Stavanger, Bergen, Hammerfest

Markets: Offshore transportation, search and rescue

Current Clients: StatoilHydro, ConocoPhillips, BP Norge, Talisman Energy Norge, ENI Norge, Aker Exploration



A Sikorsky S-92 arrives at a North Sea platform. Nine S-92s make up about 75 percent of the Bristow Norway fleet.

Carbon offset program adds trees in Australia

An idea that sprouted from a conversation over a cup of coffee between IT Manager Simon King and a former Bristow health and safety manager about the company's "zero harm to the environment" Target Zero principle has turned into a significant environmental initiative for Bristow in Australia.

"We got to talking about the amount of fossil fuels we burn and how we needed to find a way to balance that out," recalls King, who has spearheaded the program since its inception. "I thought we could be offsetting at least some non-revenue-producing flight hours (test flights, training hours, etc.) to show that we are a responsible corporate citizen and are doing something to help preserve the environment."

The result is the Carbon Offset Program. For each non-revenue-producing flight it makes, Bristow donates money to Carbon Neutral, a not-for-profit company dedicated to balancing the effects of carbon dioxide released into the atmosphere from the burning of fossil fuels. With

money from Bristow and others, Carbon Neutral has planted more than 30 million trees in Australia during the past quarter century.

IMMEDIATE RESULTS

From January through November 2008, Bristow offset more than 1,900 metric tons of carbon dioxide and averaged donations of approximately \$3,000 per month. In its first eight months, the donations funded the planting by Carbon Neutral of nearly 4,500 trees near Coomberdale, Western Australia.

Story continued on page 3

NEW YEAR NEW LOOK

Did you notice? We've changed the design of *Bristow World* to make it easier to scan and read and better showcase different kinds of stories. We hope you like the new look. Your comments are always welcome.

— Stacie Fairchild, Editor

Team flies 3,800 miles to satisfy contract

When you fly helicopters for a living, it's not often that your destination is 3,800 nautical miles away. But that's just how far a crew from Norwich in the U.K. flew an S-76A+ to help satisfy a contract for Hess in Takoradi, Ghana.

The emergency situation arose when a new S-76A++ was badly damaged after it fell into a hole that opened up in the tarmac as it was being towed out of the hangar. While a replacement aircraft from Nigeria was made available quickly, it had to be moved soon thereafter to satisfy another contract. That prompted the short-term loan of an S-76A+ from Norwich.

Captain Rosh Jaypalan, Senior First Officer Mike Baxter and Avionics Engineer Ian Shields had less than a day to prepare for seven days of flying, a total of 34 flight hours. Chief Engineer Kevin Smith subbed for Shields when the crew reached southern Spain.

"There wasn't time to have a good look at the whole route before leaving Norwich," says Jaypalan. "This meant that route planning for each day was carried out 'on the hop' either the night before or early in the morning. We had the welcome assistance of Gae Pallet from Geko Agencies Ltd., who helped with country permits, handling and accommodations.

The ferry flight provided amazing scenery for the crew. For Jaypalan, the highlights included flying over London City, Le Mans and night-stopping and catching up with friends in northern Spain.

"Watching the landscape and people's faces, accents and attitudes change along the way will stick with me, too," Jaypalan recalls. "The world is not such a big place."

When the crew arrived in Accra, Ghana, Jaypalan spoke to a 757 pilot who had just flown in from London. "While reciting a few experiences that we had and sights that we had seen on our seven-day trip, I could detect a hint of envy in his eyes. He replied that it took them seven hours, with most of it spent reading the newspaper."



The flight from Norwich included an unorthodox refueling stop in Kiffa, Mauritania, before setting off for Bamako in Mali.



From left, Capt. Rosh Jaypalan and SFO Mike Baxter piloted the S-76A+ on the long-distance flight from the U.K. to Ghana. Be sure to check out Rosh's extremely cool video about the flight at: www.viddler.com/explore/Rosh_Jaypalan/videos/7

Severn purchase beefs up Academy flight training

The purchase of Severn Aviation, a multiengine instrument flight training provider in Gloucestershire, England, will improve the ability of Bristow Academy to supply qualified pilots in the North Sea and around the world.

"Using multiengine helicopters for the instrument training program will introduce pilots to a multiengine environment at a much earlier stage in their career," says Patrick Corr, senior vice president, Global Safety, Training and Standards. "The result will be an easier transition for pilots to other multiengine aircraft within Bristow."

Severn was founded by Peter Saunders in 2006. The acquisition was announced December 8.

Severn's Elite Evolution simulator will become part of the Bristow Academy Gloucester campus. The simulator is equipped with instrument panels that directly correspond to the AS355 instrument panel. Bristow Academy Gloucester operates AS335 Twin Squirrels.



Photo: Sam Willenbacher

Carbon offset program in Australia Continued from page 1

“What’s great about the program through Carbon Neutral is that we’re planting mixed native species that are optimal for their environment and enable maximum capture of carbon dioxide. We’re trying to create forests, not just rows of trees,” King says.

“This type of program really sets Bristow apart from the other companies in our industry because there is no one else doing what we’re doing,” he adds. “We are including Carbon Offset rates in our tenders, and clients are starting to take up the challenge to show their commitment, not only to their shareholders but to the environment as well.” *Learn more at www.carbonneutral.com.au*

In eight months, the effort funded the planting of nearly 4,500 trees.



IT Manager Simon King leads the Carbon Offset Program, which went into effect in January 2008.

Aircraft sale advances Gulf of Mexico strategy

The sale of 53 single-engine aircraft to Rotorcraft Leasing enables Bristow to move forward with its expansion strategy to fly deeper into the U.S. Gulf of Mexico with newer and larger aircraft that have the latest in passenger safety and comfort features.

Under the terms of the transaction, which closed in late October, Rotorcraft also received related inventory, spare parts, offshore fuel equipment and operational bases in Rockport, Texas, and Abbeville, Louisiana. About 50 Bristow employees transitioned to Rotorcraft as a result of the sale.

“This sale represents a major step in Bristow’s strategic transformation,” says Danny Holder, director of the Gulf of Mexico Business Unit. “It allows us to increase our focus on our customers’ deepwater drilling, exploration and production activities.”



With the sale of small-engine aircraft, the Air Logistics focus is on helicopters like the S-92, introduced to customers last year.

MAJORS ON THE MOVE

As the major oil companies pursue resources further offshore, the requirements for the aircraft that service them change. That’s meant a dramatic change in the Bristow fleet.

“Single-engine aircraft typically service the fields closer to shore, and those fields are more mature and likely to have diminished production,” Holder says. That’s why the company has purchased aircraft such as the S-92, which Air Logistics began flying in the Gulf in mid-2008.

“The new aircraft also bring a higher level of safety and move us closer to our Target Zero goals,” Holder says. “It’s a reengineering of our business model that does more than just deliver a higher rate of return.”

Gulf of Mexico pilots approve new contract

Bristow pilots in the Gulf of Mexico ratified a new two-and-a-half-year labor contract that will help keep the company’s expansion in the region on track.

The new contract, which covers more than 300 pilots, took just four months to negotiate. “This was done in record time,” says Robert Phillips, director of Flight Operations in the Gulf of Mexico Business Unit. “There were no disruptions to operations, and both sides worked very diligently to get this done.”

Experience, industry knowledge fly high with ConocoPhillips

Barely a blip on ConocoPhillips' radar until about five years ago, Bristow has emerged as a significant helicopter services provider for the world's sixth-largest publicly owned energy company and fifth-biggest refiner.



ConocoPhillips' Alistair Donald

By delivering on ConocoPhillips' total service values in their North Sea and U.S. Gulf of Mexico fields, Bristow is positioned to expand its role as a strategic partner to a global scale. "Our relationship is strengthening, and there certainly is opportunity for more," says Alistair Donald, ConocoPhillips' global manager of Strategic Sources, Global Procurement Services.

"We use a total-value service model for every expenditure, from helicopters to special catalysts, looking at every aspect of that spend," Donald says. For helicopter services, the major factors in that model include safety, reliability, cost and the overall fit with ConocoPhillips' rotary/wing aircraft strategy.

Quality counts, too, and employee feedback always finds its way to Donald. "Safely transporting our employees is our biggest priority, but we also want the employees to have a pleasant experience," he says.

"You can pay for a top provider, but if it's not satisfactory with employees, my phone will start ringing," Donald says. "When I go out to the North Sea and hear complimentary things about a supplier, that's usually a good sign."

STANDOUT SUPPORT

While ConocoPhillips counts on legions of suppliers to help execute its global operations, Bristow stands out for its commitment to service, which was made clear in a visit by CEO Bill Chiles.

"He took four days out of his schedule to spend time with us and learn about us," Donald says. "He personally wanted to know what kind of company we are."

Donald also appreciates Bristow's knowledge of his industry. "Bill Chiles himself has operated in the North Sea and knows what it's like," Donald says. "It's so much easier having a supplier that understands your business."

Pilot training scores big points, too, and Donald says ConocoPhillips recognizes Bristow's commitment to ensure that every pilot is trained the same way and to the same level, irrespective of his or her background. And Bristow's Target Zero initiative closely aligns with ConocoPhillips' health, safety and environmental policies.

WORLDWIDE OPPORTUNITY

As ConocoPhillips reaches farther offshore and into more hostile environments, the company wants strategic partners like Bristow to go with them.

"We'd like to see Bristow grow to match our geographic scope so their role with us can continue to expand," Donald says.



Winter at work



Photo: Bob Old

New Iberia, Louisiana



Photo: Paul Dubois

Norwich, United Kingdom



Photo: Fred Schulz

Deadhorse, Alaska

Winter weather produces some amazing sights and different perspectives across the Bristow world. A rare snowfall in New Iberia, Louisiana, shocked employees, while it took a late-November blizzard to get employees' attention in Norwich in the U.K. In Deadhorse, Alaska, winter weather brought out the holiday spirit in Fred Schulz, a mechanic and 28-year employee working on Bell 412 helicopters and, in his spare time, igloo construction. Have an extraordinary Bristow-related weather picture to share? Send it to stacie.fairchild@bristowgroup.com.

Bristow 101

Bristow 101 acquaints employees across the Bristow world with fundamental information about the company, its customers and the helicopter services business.

Senior Management Team provides strategic guidance

by Patrick Corr
Senior Vice President
Global Safety, Training and Standards

Ever heard someone say “that decision needs SMT approval” and wondered who or what an SMT is? It’s time to solve the mystery.

The Senior Management Team (SMT) consists of Bristow Group President and CEO Bill Chiles and the seven vice presidents who report directly to him. In addition to their specific areas of responsibility, these eight company officers come together as a team to provide strategic guidance to the business units. As SMT members, their role is to take a global perspective, placing the Group’s needs ahead of those of their own division or function. They interpret the company’s strategic plan and provide guidance on its implementation.

The SMT typically meets once a week in Houston, usually on Friday mornings. Team members Richard Burman and Meera Sikka are based in England and normally participate by telephone, except for the six times per year the group meets in person for two days of discussions.

If you sat in on one of these meetings, you might be struck by the contrast between the intensity of the issues and the relaxed camaraderie of the team. Bill Chiles encourages frank discussion in an atmosphere of mutual respect, and this allows the SMT to arrive at almost all decisions through a process of consensus building. The mood is typically positive, highly supportive and relatively informal. Amid all the serious business and strong personalities there is still time for occasional lighter moments, so a sense of humor is a definite requirement for participation.

The SMT is extremely careful to avoid micromanaging the business units. The decisions the team makes are usually related to Group-wide policy issues, major financial matters, certain key appointments, acquisitions of other companies and the allocation of resources such as investment capital or aircraft.

Bill Chiles describes “strategic guidance” as “determining the overall direction of the company, divisions, business units and individual countries of operation in keeping with our vision, mission and strategic objectives in accordance with our core values.” We want to stay away from “strategic control,” but when the urgency and seriousness of a situation dictate, we will act in a more hands-on, directive manner. An example of this was the level of financial and management control we exercised during the SEC-driven internal review a few years ago.

All of the SMT members are very approachable and easily contacted by email or phone. If you would like to learn more about what they do, or request their assistance, don’t hesitate to contact them directly.

SMT MEMBERS



Bill Chiles
President and CEO

Bill is a Texas oilman to the core, with a long and successful history of involvement with the oil and gas industry. He became CEO in 2004 and has led the Bristow renaissance, supported by a totally new management team.



Perry Elders
Executive Vice President and Chief Financial Officer

A native Houstonian, Perry manages the company’s complex financial functions. With Bristow since November 2005, Perry has spent most of his career working with multinational energy service companies, including five years in financial management and 20 years in public accounting.



Richard Burman
Senior Vice President, Eastern Hemisphere

Richard, from England, joined Bristow from Baker Hughes four years ago and took over the leadership of the division that spans from Ireland to Australia. Although based in Redhill, Richard and his family enjoy spending time at their home in Aberdeen.



Mark Duncan
Senior Vice President, Western Hemisphere

Mark took over the Western Hemisphere after several highly successful years as Bristow’s Global Business Development leader. This no-nonsense Scotsman oversees all Bristow activities in the Americas, from Alaska to Peru. He and his family live in Houston.



Patrick Corr
Senior Vice President, Global Safety, Training and Standards

I originally hail from Ireland and am the only helicopter pilot in the SMT. I came to Bristow following the sale of my company (now the nucleus of Bristow Academy) in 2007. I recently became a Houston resident.



Meera Sikka
Vice President, Global Business Development

The newest member of the SMT, Meera was born in New Delhi, India, and came to Bristow from Shell. She and her team of business development managers have a thorough understanding of the needs of our customers and know how to convert opportunities into contracts. Meera lives in London but, like all of the SMT members, travels constantly.



Hilary Ware
Vice President, Global Human Resources

After many years in the oil and gas industry as an HR executive (BP, BHP, Hanover Compressor), Hilary came to Bristow in August 2007 with a mandate to build a highly professional, Group-wide HR infrastructure. That process is beginning year two of what is a four-year build. Born in California, Hilary grew up in the U.K. and Ghana. She and her family now live in Houston.



Randall Stafford
Vice President and General Counsel

Our lead in-house attorney, Randy is another oil and gas industry veteran. He has vast experience with legal issues in the oil services sector, including offshore and onshore drilling, construction, well servicing and marine transport. Randy was born in Dallas, Texas, lived overseas for most of his early life and now lives just outside Houston with his wife, Donna.

Galliano, Louisiana



Air Logistics' biggest base just keeps on growing

Deep in the Louisiana bayou, Air Logistics' Galliano base bustles with activity every day, taking hundreds of people to ships and platforms in the Gulf of Mexico.

Visit Air Logistics' busiest facility and you'll understand why Co-Base Manager Keith "Doc" Dockery describes the Galliano location as "about 40 miles south of the end of the road." While it's remote by land, Galliano is an ideal departure point for flights into the Gulf of Mexico.

Making it even more attractive is its proximity to the Port of Fourchon, the state's newest deepwater port. "Everything comes by here on its way to there," Dockery says, including support materials from companies

representing more than half of U.S. oil and natural gas activity in the Gulf.

Most of those companies are among Galliano's 14 big customers, which include Chevron, Anadarko and Marathon. Surveying and seismic companies are also Galliano clients, some requiring flights of more than 200 miles into the Gulf for crew changes.

"You put it all together and we have 250 to 400 people looking to get offshore on a typical weekday," says Co-Base Manager Ben Boutte. "For pilots who want to fly big aircraft and lots of people, this is the place to be."

SNAPSHOT

Base managers: Keith "Doc" Dockery, Ben Boutte

Number of employees: ≈100

Number of aircraft: 32:
Sikorsky S-92 (2), Sikorsky S-76 (18), Bell 214ST (3), Bell 407 (7), Bell 206L-4 (2)

Year established: 2003

Passengers (2008): 49,369

FAST-TRACK EXPANSION

When it opened in November 2003, Galliano was already one of Air Logistics' larger bases, with 28 pads, nearly 700 parking spots and a 16,000-square-foot hangar and shop on an 86-acre parcel. Within six months, however, it was approaching capacity.

"We started with 16 aircraft and within a few months had 23," says Dockery, who reached his 20-year anniversary with Air Logistics in January. "We boosted parking to nearly 2,000 spots, added more pads and living quarters while leasing an additional 92 acres."

The improvement efforts continue today, part of a \$10 million investment program. Once completed in 2009, Galliano will feature more than 40 pads, an additional 22,000 square feet of hangar space, a ramp expansion and more room for passengers and flight operations.

Facility upgrades will meet the stringent requirements of the International Oil and Gas Producers Association and improve safety in line with Target Zero. This includes improved passenger processing with scanning equipment and x-rays for baggage, with Transportation Security Administration handling the processing chores.

FOG, FUEL AND MOVING TARGETS

Pilots flying into the Gulf face a wide variety of weather challenges, from strong cold fronts of fall and winter – with dense fog before and high winds after – to severe "pop-up" thunderstorms on steamy summer days. "And when the weather changes, it changes fast," says Dockery, noting that the heliports at sea, especially those on a rolling ship, are sometimes just big enough to hold the aircraft.

"Our pilots are fantastic; they stay on top of their game," says Boutte, who's in his first year as base manager after years of working as a mechanic all over the Gulf Coast for Air Logistics.



Photo: Rick Rogers

With more than 30 aircraft moored for the evening, it won't be long before the hustle and bustle of getting them on their way begins again.



Ben Boutte

Hurricanes, surprisingly, usually don't do too much damage. Even the notorious Katrina did little more than rough up a few residential trailers. Aircraft can be put in a hangar or moved based on a storm's anticipated track and intensity. Convincing customers that it's time to go poses the bigger concern.

"Sometimes you have to do some serious lobbying," Dockery says. "We let them know that if they don't make up their minds now, we may not be able to get to them with the aircraft they have on contract."

BAYOU COUNTRY LIVING

Most employees in Galliano work 7/7 (days on/days off) or 14/14 schedules and live in one of more than 30 housing trailers, which measure 16 feet by 80 feet. Big-box retailers and restaurants are within five miles of the base.

Ground-support employees live locally, but other employees live as far away as Virginia and Washington State. The area's recreational opportunities help give Louisiana its "Sportsmen's Paradise" motto, but Dockery notes that duty days "don't leave you a whole lot of time to fish."

"It's pretty fast-paced here, and I believe Galliano is one of the more rewarding bases to work," Boutte says. "The operations – with hundreds of passengers, more than 30 helicopters running and everyone working intently to keep it all together – can leave you a little awestruck at first.

"But for as big as we are, this is a very streamlined, functional base."



Photo: Rick Rogers

Galliano has grown steadily from the day it opened, including a \$10 million investment plan that will be completed this year.



Photo: Rick Rogers

With 250-400 people traveling on weekdays, Galliano is busier than some regional airports.

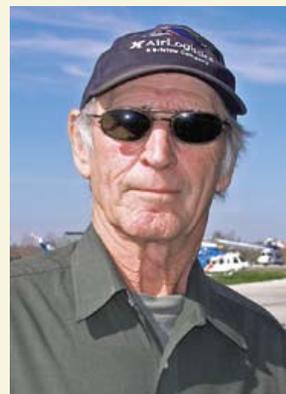
FACES OF BRISTOW



Kayla Schouest is an office manager who has been with Bristow for more than eight years. "Working in the aviation industry has opened up a whole new world of interest for me," she says. "There is never a dull moment at the expanding Galliano facility, which still maintains a family environment, and this is what makes me pleased to be part of Bristow."



Ken Bonvillian is a member of the Galliano ground crew and CDL driver with more than 11 years on the job. "It's just been a wonderful experience here, from the people I work with to the customers we service," he says. "It's also been an experience that enables you to continue to learn as the company continues to grow."



George Hargreaves is in his second career as Galliano's facilities manager after spending years on ships throughout the Middle East and South America. "I tried retirement once but drove myself mad," he says, before walking into the Fourchon base and landing a job in ground support in 2003. "It's a good place to work, and the company takes care of you," he says. "I just like being around the guys – they're a real nice bunch."

News Briefs



LONG-TIME DIRECTOR PETER BUCKLEY PASSES AWAY

After a short illness, Peter Buckley died on December 3. He served as a member of Bristow's board of directors from 1997 until he retired in August 2008. Peter Buckley remained chairman of Bristow Aviation in the U.K. and chairman of Bristow's U.K. Pension Scheme.

"Peter's experience and wisdom helped steer Bristow through some difficult years, and he contributed notably to the development of Bristow's strategic growth plan," said Bristow President Bill Chiles. "Those who had the privilege of working with Peter admired his intellect and knowledge of the helicopter industry. He will be greatly missed."

CARIBBEAN FESTIVITIES HONOR EMPLOYEE SERVICE

In Trinidad, the second annual celebration of Christmas and employee service included dinner, a dance group and music by the Samaroo Jets.



General Manager Warren Jameson (left) and Captain Jason Penco, operations manager (far right), congratulate 30-year awardees Roopnarine Gopaul and Sherry Wilhite (representing Captain James Wilhite). Twenty-three employees were honored for 5, 10, 20, 25 and 30 years of service, respectively.

NEW CONTRACTS ADD WORK IN BRAZIL, GULF OF MEXICO, NORWAY

The fourth S-76C++ to be delivered to helicopter services provider Lider Aviação in Brazil is undergoing completion in New Iberia. The aircraft is scheduled to begin a three-year contract for British Gas in Brazil and will provide offshore crew transportation from a base in Macaé. In the Gulf of Mexico, contracts for an S-92 and EC135 were signed. Now being built by Sikorsky, the S-92 will operate from Southeast Louisiana. The EC135 will operate from Air Logistics' Galveston base. In Norway, Aker Solutions has contracted for a shared-use S-92 for six months.

EMPLOYEE ANGELS HELP HOLIDAY WISHES COME TRUE

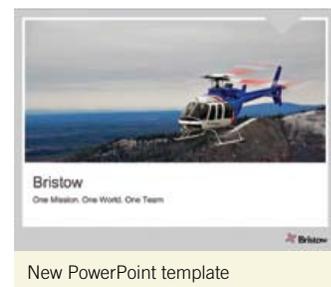
Dozens of employees in New Iberia, Louisiana, participated in a holiday effort to help fellow employees replace items destroyed by Hurricane Ike. While hundreds of Bristow employees had losses due to the September storm, some had their homes and most of their possessions destroyed.



Steven and Traci Guidry were among the employee families helping fulfill holiday wishes.

CLICK WITH BRISTOW'S BRAND

Fly your company's colors with new computer desktop wallpapers and PowerPoint templates, available on the Bristow intranet. Employees who make presentations to customers, partners and other employees will want to update their new and frequently used PowerPoint presentations with the new template.



New PowerPoint template

MANAGEMENT CHANGES



Mike New has joined Bristow as director of Global Quality and Safety. Following a tour in the U.S.

Air Force as a pilot and instructor, Mike spent 18 years at Delta Air Lines. There he was responsible for pilot training programs and, most recently, all aviation safety activities for the operational divisions.



Stacia Fontenet has been promoted to shared services controller in the Western

Hemisphere. In addition to overseeing accounts payable, accounts receivable and fixed assets, she will oversee financial reporting and accounting for the Arctic Business Unit.

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Amla Ramnasibingh – Caribbean
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