



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
MARKET REGULATION

September 18, 2006

M. Christopher Hall, Esq.
Perkins Coie LLP
1120 NW Couch Street, Tenth Floor
Portland, OR 97209-4128

Re: Mandatory Cash Tender Offer for Petrojarl ASA by TPO Investments AS
File No. TP 06-102

Dear Mr. Hall:

This is in response to your letter dated September 18, 2006. A copy of that letter is attached with this response. By including a copy of your correspondence, we avoid having to repeat or summarize the facts you presented. The defined terms in this letter have the same meaning as in your letter, unless otherwise noted.

On the basis of your representations and the facts presented, but without necessarily concurring in your analysis, the United States Securities and Exchange Commission ("Commission") hereby grants an exemption from Rule 14e-5 under the Securities Exchange Act of 1934 ("Exchange Act") to permit the Prospective Purchasers to purchase or arrange to purchase Petrojarl ASA ("Petrojarl") Shares pursuant to the Offer, particularly in light of the following facts:

- The Offer is required to be conducted in accordance with Norwegian law, in particular the Norwegian Securities Trading Act of 1997 ("NSTA");
- Petrojarl, a public limited company incorporated and registered under the laws of Norway, is a "foreign private issuer," as defined in Rule 3b-4(c) under the Exchange Act;
- Any purchases of Shares of Petrojarl by the Prospective Purchasers will be subject to the NSTA, which among other things requires that the Offer Price be increased to match any purchases made outside the Offer at a price per Share higher than the Offer Price; and
- The existence of the Memorandum of Understanding on Exchange of Information between the Commission and the Banking, Insurance and Securities Commission of Norway Concerning Consultation and Cooperation in the Administration and Enforcement of Securities Laws, dated September 24, 1991.

The Commission grants this exemption from Rule 14e-5 under the Exchange Act to permit the Prospective Purchasers to purchase or arrange to purchase Shares otherwise than pursuant to the Offer, subject to the following conditions:

1. No purchases or arrangements to purchase Shares, otherwise than pursuant to the Offer, shall be made in the United States;
2. The Offer Documents shall disclose prominently the possibility of, or the intention to make, purchases of Shares by the Prospective Purchasers during the Offer;
3. The Prospective Purchasers shall disclose in the United States, to the extent such information is made public in Norway pursuant to Norwegian law, information regarding all purchases of Shares otherwise than pursuant to the Offer since the announcement date, including the dates of such purchases, the number of Shares purchased on any given date, and the average market price of such purchases;
4. The Prospective Purchasers shall provide to the Division of Market Regulation ("Division"), upon request, a daily time-sequenced schedule of all purchases of Shares made by any of the them during the Offer, on a transaction-by-transaction basis, including:
 - a. size, broker (if any), time of execution, and price of purchase; and
 - b. if not executed on the Oslo Stock Exchange, the exchange, quotation system, or other facility through which the purchase occurred;
5. Upon the request of the Division, the Prospective Purchasers shall transmit the information as specified in paragraphs 4.a. and 4.b. above to the Division at its offices in Washington, D.C. within 30 days of its request;
6. The Prospective Purchasers shall comply with the applicable requirements under Norwegian law, including the NSTA;
7. The Prospective Purchasers shall retain all documents and other information required to be maintained pursuant to this exemption for a period of not less than two years from the date of the termination of the Offer;
8. Representatives of the Prospective Purchasers shall be made available (in person at the offices of the Division in Washington, D.C. or by telephone) to respond to inquiries of the Division relating to their records; and
9. Except as otherwise exempted herein, the Prospective Purchasers shall comply with Rule 14e-5.

The foregoing exemption from Rule 14e-5 under the Exchange Act expressed above is based solely on your representations and the facts presented, and is strictly limited to the application of this rule to the proposed transactions. Such transactions should be discontinued, pending presentation of the facts for our consideration, in the event that any material change occurs with respect to any of those facts or representations.

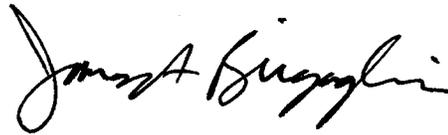
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In addition, we direct your attention to the anti-fraud and anti-manipulation provisions of the federal securities laws, including Sections 10(b) and 14(e) of the Exchange Act and Rule 10b-5 thereunder. The participants in the Offer must comply with these and any other applicable provisions of the federal securities laws. The Division expresses no view with respect to any other questions that the proposed transactions may raise, including, but not limited to, the adequacy of disclosure concerning, and the applicability of any other federal or state laws to, the proposed transactions.

For the Commission, by the Division of Market
Regulation pursuant to delegated authority,

A handwritten signature in black ink, appearing to read "James A. Brigagliano". The signature is written in a cursive, flowing style.

James A. Brigagliano
Acting Associate Director
Division of Market Regulation

Attachment



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September 18, 2006

VIA EMAIL AND FEDERAL EXPRESS

James A. Brigagliano, Esq.
Acting Associate Director
Division of Market Regulation
Securities and Exchange Commission
100 F Street, N.W.
Washington, D.C. 20549

Re: Mandatory Cash Tender Offer for Petrojarl ASA by TPO Investments AS

Dear Mr. Brigagliano:

We are writing on behalf of our client, TPO Investments AS, a private limited liability company incorporated and registered under the laws of Norway ("*TPO*"), to follow up on our recent conversations and to request that the Securities and Exchange Commission (the "*Commission*") grant exemptive relief from the provisions of Rule 14e-5 under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*") with respect to the tender offer described below.

I. Background Information

TPO is making an offer for any and all of the outstanding Ordinary Shares, 2.00 Norwegian kroner ("*NOK*") nominal value per share (the "*Shares*"), and American Depositary Shares, each representing one Share (the "*ADSs*"), of Petrojarl ASA ("*Petrojarl*"), a public limited company incorporated and registered under the laws of Norway, at a price of NOK 70 per Share and per ADS, net to the seller in cash, without interest (the "*Offer Price*").

[21785-0004/SB062550.055]

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A. Petrojarl

Petrojarl is one of the largest operators of floating production, storage and offloading vessels ("*FPSOs*") measured by production capacity and number of vessels. An FPSO is a ship-shaped vessel deployed to produce, process, store and offload hydrocarbons from offshore fields. The FPSO may be connected to wells on the seafloor through risers or to a platform. The FPSOs are suitable for a wide range of field sizes and water depths. Thus, they are reusable, allowing their cost to be spread over a number of field developments. Petrojarl owns and operates four FPSO, operates two shuttle tankers and charters one storage tanker on a time charter basis. The FPSOs have a combined maximum production capacity of 339,000 barrels of oil per day and a crude oil storage capacity of one million barrels. All four FPSOs are double hulled, rated for harsh environments and capable of working in deepwater fields.

In August 2006, Petrojarl and Teekay formed a joint venture, Teekay Petrojarl Offshore LP, to pursue new opportunities in the FPSO business. Each partner has agreed to pursue all such projects exclusively through the joint venture, other than projects existing at the time of the agreement or redeployment opportunities for then-existing FPSO units and FSO units, including all current FSO units in OPCO. Either party may pursue, alone or with third parties, any projects the other partner declines for the joint venture to pursue. The joint venture partners will share cash flow of the joint venture in proportion to their relative capital contributions and each partner will have equal voting power on a four-person governing board.

Petrojarl is a foreign private issuer as defined in Rule 3b-4(c) under the Exchange Act. Petrojarl Shares are listed on Oslo Børs under the ticker symbol "PETRO." Accordingly, Petrojarl is subject to the Norwegian Securities Trading Act of 1997 (the "*NSTA*") and the supervision and regulation of the Oslo Stock Exchange. Petrojarl is exempt from the registration requirements of Section 12 of the Exchange Act pursuant to Rule 12g3-2(b) thereunder (Commission file number 82-34970). In addition, Petrojarl has a Level I sponsored American Depository Receipt program operated by Citibank, N.A., as depository (the "*Depository*"), evidencing ADSs.

On September 15, 2006, a total of 74,999,990 Shares were issued and outstanding, including 3,090,319 ADSs. TPO estimates that, as of August 18, 2006, the last trading day thirty days prior to the commencement of the Offer, and as of September 7, 2006, holders resident in the United States held approximately 14% and 30%,

