

ENERGY PARTNERS LTD

Form 10-Q

May 04, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 001-16179

ENERGY PARTNERS, LTD.

(Exact Name of Registrant as Specified in Its Charter)

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Delaware
(State or Other Jurisdiction of

72-1409562
(I.R.S. Employer

Incorporation or Organization)

Identification Number)

201 St. Charles Ave., Suite 3400 New Orleans, Louisiana
(Address of principal executive offices)

70170
(Zip code)

(504) 569-1875

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

As of April 29, 2011, there were 40,192,255 shares of the Registrant's Common Stock, par value \$0.001 per share, outstanding.

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Table of Contents**PART I - FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS.****ENERGY PARTNERS, LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

(UNAUDITED)

| (In thousands, except share data) | March 31, 2011 | December 31, 2010 |
|---|-------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 44,422 | \$ 33,553 |
| Trade accounts receivable - net | 33,850 | 21,443 |
| Receivables from insurance | 805 | 2,088 |
| Fair value of commodity derivative instruments | 29 | 186 |
| Deferred tax assets | 7,249 | 2,693 |
| Prepaid expenses | 2,910 | 3,303 |
| Total current assets | 89,265 | 63,266 |
| Property and equipment, under the successful efforts method of accounting for oil and natural gas properties | 945,795 | 719,147 |
| Less accumulated depreciation, depletion and amortization | (199,906) | (168,055) |
| Net property and equipment | 745,889 | 551,092 |
| Restricted cash | 7,216 | 8,489 |
| Other assets | 1,735 | 1,814 |
| Deferred financing costs net of accumulated amortization of \$162 at March 31, 2011 and \$1,656 at December 31, 2010 | 5,870 | 2,245 |
| | \$849,975 | \$ 626,906 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 14,122 | \$ 18,358 |
| Accrued expenses | 29,471 | 28,394 |
| Asset retirement obligations | 9,878 | 16,902 |
| Fair value of commodity derivative instruments | 24,248 | 12,320 |
| Total current liabilities | 77,719 | 75,974 |
| Long-term debt | 203,878 | |
| Asset retirement obligations | 82,111 | 54,681 |
| Deferred tax liabilities | 18,228 | 22,469 |
| Fair value of commodity derivative instruments | 8,149 | |
| Other | 666 | 666 |
| Commitments and contingencies (Note 8) | | |
| | 390,751 | 153,790 |
| Stockholders' equity: | | |
| Preferred stock, \$0.001 par value per share. Authorized 1,000,000 shares; no shares issued and outstanding at March 31, 2011 and December 31, 2010 | | |

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| | | |
|--|----------------|----------------|
| Common stock, \$0.001 par value per share. Authorized 75,000,000 shares; shares issued and outstanding 40,192,255 and 40,091,664 at March 31, 2011 and December 31, 2010, respectively | 40 | 40 |
| Additional paid-in capital | 503,181 | 502,556 |
| Accumulated deficit | (43,989) | (29,480) |
| Treasury stock, at cost, 511 shares at March 31, 2011 | (8) | |
| Total stockholders' equity | 459,224 | 473,116 |
| | \$849,975 | \$ 626,906 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents**ENERGY PARTNERS, LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(UNAUDITED)

| (In thousands, except per share data) | Three Months Ended March 31, | |
|---|---------------------------------|-----------|
| | 2011 | 2010 |
| Revenue: | | |
| Oil and natural gas | \$ 67,215 | \$ 70,683 |
| Other | 34 | 36 |
| | 67,249 | 70,719 |
| Costs and expenses: | | |
| Lease operating | 15,331 | 14,442 |
| Transportation | 135 | 490 |
| Exploration expenditures and dry hole costs | 548 | 1,854 |
| Impairments | 10,788 | 769 |
| Depreciation, depletion and amortization | 21,063 | 29,855 |
| Accretion of liability for asset retirement obligations | 3,575 | 3,222 |
| General and administrative | 5,287 | 4,188 |
| Taxes, other than on earnings | 3,318 | 2,037 |
| Loss (gain) on abandonment activities | 172 | (197) |
| Other | (42) | (52) |
| Total costs and expenses | 60,175 | 56,608 |
| Income from operations | 7,074 | 14,111 |
| Other income (expense): | | |
| Interest income | 10 | 9 |
| Interest expense | (2,470) | (4,202) |
| Loss on derivative instruments | (25,525) | (1,924) |
| Loss on early extinguishment of debt | (2,377) | |
| | (30,362) | (6,117) |
| Income (loss) before income taxes | (23,288) | 7,994 |
| Benefit from (provision for) income taxes | 8,779 | (2,878) |
| Net income (loss) | \$ (14,509) | \$ 5,116 |
| Basic earnings (loss) per share | \$ (0.36) | \$ 0.13 |
| Diluted earnings (loss) per share | \$ (0.36) | \$ 0.13 |
| Weighted average common shares used in computing earnings (loss) per share: | | |
| Basic | 40,080 | 40,040 |
| Effect of dilutive stock options and restricted shares | | 19 |
| Diluted | 40,080 | 40,059 |

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See accompanying notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

| (In thousands) | Three Months Ended March 31, | |
|--|---------------------------------|----------|
| | 2011 | 2010 |
| Cash flows from operating activities: | | |
| Net income (loss) | \$ (14,509) | \$ 5,116 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Depreciation, depletion and amortization | 21,063 | 29,855 |
| Accretion of liability for asset retirement obligations | 3,575 | 3,222 |
| Loss on early extinguishment of debt | 2,377 | |
| Unrealized loss (gain) on derivative contracts | 20,234 | (1,736) |
| Non-cash compensation | 502 | 165 |
| Deferred income taxes | (8,797) | 2,878 |
| In-kind interest on PIK Notes | | 3,225 |
| Exploration expenditures | 115 | 1,756 |
| Impairments | 10,788 | 769 |
| Amortization of deferred financing costs and discount on debt | 246 | 504 |
| Loss (gain) on abandonment activities | 172 | (197) |
| Changes in operating assets and liabilities: | | |
| Trade accounts receivable | (12,407) | (637) |
| Other receivables | 1,283 | 1,413 |
| Prepaid expenses | 898 | (1,872) |
| Other assets | 79 | (461) |
| Accounts payable and accrued expenses | (3,760) | (3,656) |
| Asset retirement obligations | (7,033) | (1,263) |
| Net cash provided by operating activities | 14,826 | 39,081 |
| Cash flows used in investing activities: | | |
| Decrease in restricted cash | 1,273 | 390 |
| Property acquisitions | (195,734) | (50) |
| Exploration and development expenditures | (7,078) | (9,663) |
| Other property and equipment additions | (167) | (39) |
| Net cash used in investing activities | (201,706) | (9,362) |
| Cash flows provided by (used in) financing activities: | | |
| Proceeds from indebtedness | 203,794 | |
| Deferred financing costs | (6,164) | |
| Repayments of indebtedness | | (6,250) |
| Exercise of stock options | 119 | |
| Net cash provided by (used in) financing activities | 197,749 | (6,250) |
| Net increase in cash and cash equivalents | 10,869 | 23,469 |
| Cash and cash equivalents at beginning of period | 33,553 | 26,745 |

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| | | |
|--|-----------|-----------|
| Cash and cash equivalents at end of period | \$ 44,422 | \$ 50,214 |
|--|-----------|-----------|

See accompanying notes to condensed consolidated financial statements.

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ENERGY PARTNERS, LTD. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(1) BASIS OF PRESENTATION

Energy Partners, Ltd. (we, our, us, or the Company) was incorporated as a Delaware corporation on January 29, 1998. We are an independent oil and natural gas exploration and production company. Our current operations are concentrated in the U.S. Gulf of Mexico shelf focusing on state and federal waters offshore Louisiana.

The financial information as of March 31, 2011 and for the three-month periods ended March 31, 2011 and March 31, 2010 has not been audited. However, in the opinion of management, all adjustments (which include only normal, recurring adjustments) necessary to present fairly the financial position and results of operations for the periods presented have been included therein. Certain information and footnote disclosures normally in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission. The condensed consolidated balance sheet at December 31, 2010 has been derived from the audited financial statements at that date. Certain reclassifications have been made to the prior period financial statements in order to conform to the classification adopted for reporting in the current period. These financial statements and footnotes should be read in conjunction with the financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2010, as amended (the 2010 Annual Report). The results of operations and cash flows for the first three months of the year are not necessarily indicative of the results of operations which might be expected for the entire year.

(2) ACQUISITIONS

On February 14, 2011, we acquired an asset package consisting of certain shallow-water Gulf of Mexico shelf oil and natural gas interests surrounding the Mississippi River delta and a related gathering system (the ASOP Properties) from Anglo-Suisse Offshore Partners, LLC (ASOP) for \$200.7 million in cash, subject to purchase price adjustments to reflect an economic effective date of January 1, 2011 (the ASOP Acquisition). As of December 31, 2010, the ASOP Properties had estimated proved reserves of approximately 8.1 Mmboe, of which 84% were oil and 76% were proved developed reserves. The primary factors considered by management in acquiring the ASOP Properties include the belief that the ASOP Acquisition provides an opportunity to significantly increase our reserves, production volumes and drilling portfolio, while maintaining our focus on oil-weighted assets in our core area of expertise in the Gulf of Mexico shelf and that it also provides us with access to infrastructure and extensive acreage, with significant exploitation and development potential.

The ASOP Acquisition was financed with the proceeds from the sale of \$210 million in aggregate principal amount of 8.25% senior notes due 2018 (the 8.25% Notes), which were offered in a private placement only to qualified institutional buyers under Rule 144A promulgated under the Securities Act of 1933, as amended (the Securities Act), or to persons outside of the United States in compliance with Regulation S promulgated under the Securities Act. After deducting the initial purchasers' discount and offering expenses, we realized net proceeds of approximately \$202 million. See Note 5, Indebtedness for more information regarding our 8.25% Notes.

We have accounted for the ASOP Acquisition using the purchase method of accounting for business combinations, and therefore, we have estimated the fair value of the ASOP Properties as of the February 14, 2011 acquisition date. In the estimation of fair value, management uses various valuation methods including (i) comparable company analysis, which estimates the value of the ASOP Properties based on the implied valuations of other similar operations; (ii) comparable asset transaction analysis, which estimates the value of the acquired operations based upon publicly announced transactions of assets with similar characteristics; (iii) comparable merger transaction analysis, which, much like comparable asset transaction analysis, estimates the value of operations based upon publicly announced transactions with similar characteristics, except that merger analysis analyzes public to public merger transactions rather than solely asset transactions; and (iv) discounted cash flow analysis, which estimates the value of the ASOP Properties by determining the present value of estimated future cash flows. The fair value is based on subjective estimates and assumptions, which are inherently subject to significant uncertainties which are beyond our control. These assumptions represent Level 3 inputs, as further discussed in Note 7, Fair Value Measurements.

The following allocation of the purchase price as of February 14, 2011 is preliminary and includes significant estimates. This preliminary allocation is based on information that was available to management at the time these consolidated financial statements were prepared and is subject to revision as management finalizes key assumptions in the fair value models, primarily finalization of the oil and natural gas reserve analysis and liabilities assumed for future abandonment and decommissioning obligations. Accordingly, the allocation may change as additional information becomes available and is assessed by management, and the impact of such changes may be material.

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The following table summarizes the estimated values of assets acquired and liabilities assumed and reflects management's current estimate of adjustments to purchase price provided for by the purchase and sale agreement of approximately \$5.0 million to reflect an economic effective date of January 1, 2011.

| (In thousands) | February 14, 2011 |
|--------------------------------|-------------------|
| Oil and natural gas properties | \$ 219,282 |
| Asset retirement obligations | (23,548) |
| Net assets acquired | \$ 195,734 |

Revenue and lease operating expenses attributable to the ASOP Properties for the three months ended March 31, 2011 were \$16.5 million and \$1.7 million, respectively. We have determined that the presentation of net income attributable to the ASOP Properties is impracticable due to the integration of the related operations upon acquisition. We incurred approximately \$0.5 million in fees related to the acquisition, which were included in general and administrative expenses in the accompanying consolidated statement of operations for the three months ended March 31, 2011.

The following supplemental pro forma information presents consolidated results of operations as if the ASOP Acquisition had occurred on January 1, 2010. This supplemental unaudited pro forma information was derived from a) our historical consolidated statements of operations and b) the statements of revenues and direct operating expenses for the ASOP Properties, which were derived from ASOP's historical accounting records. This information does not purport to be indicative of results of operations that would have occurred had the acquisition occurred on January 1, 2010, nor is such information indicative of any expected future results of operations.

| | Pro Forma | |
|---|--|-----------|
| | Three Months Ended | |
| | March 31, 2011 | 2010 |
| | (in thousands, except per share data) | |
| Revenue | \$ 80,007 | \$ 91,073 |
| Net income (loss) | \$ (12,605) | \$ 8,987 |
| Basic and diluted earnings (loss) per share | \$ (0.31) | \$ 0.22 |

(3) EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted earnings per share includes the effect, if dilutive, of potential common shares associated with stock option and restricted share awards outstanding during each period. For the three months ended March 31, 2011, the computation of diluted earnings per share excludes potentially dilutive stock options and non-vested restricted share awards totaling 117,409 weighted average shares because of the net loss for the period.

(4) ASSET RETIREMENT OBLIGATIONS

Changes in our asset retirement obligations were as follows:

| | Three Months Ended March 31, 2011 (in thousands) |
|------------------------------|--|
| Balance at December 31, 2010 | \$ 71,583 |

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| | |
|--|------------------|
| ASOP Acquisition liabilities assumed | 23,548 |
| Accretion expense | 3,575 |
| Liabilities incurred | 144 |
| Revisions | 172 |
| Liabilities settled | (7,033) |
| Balance at March 31, 2011 | 91,989 |
| Less: End of period, current portion | (9,878) |
| End of period, noncurrent portion | \$ 82,111 |

(5) INDEBTEDNESS

In connection with the ASOP Acquisition (see Note 2), on February 14, 2011, we issued \$210.0 million in aggregate principal amount of our 8.25% Notes due 2018 and our credit facility existing on that date was terminated and replaced with a new credit facility. The termination of our prior credit facility during the three months ended March 31, 2011 resulted in a loss on early

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extinguishment of debt of \$2.4 million, primarily due to writing off the unamortized deferred financing costs associated with the terminated facility.

Senior Notes Offering

On February 14, 2011, we issued the \$210.0 million in aggregate principal amount of our 8.25% Notes under an Indenture, dated as of February 14, 2011 (the Indenture). As described in Note 2, Acquisitions, we used the net proceeds from the offering of the 8.25% Notes of \$202.0 million, after deducting the initial purchasers discount and offering expenses payable by us, to acquire the ASOP Properties for a purchase price of \$200.7 million, before adjustments to reflect an economic effective date of January 1, 2011, and for general corporate purposes. The 8.25% Notes bear interest from the date of their issuance at an annual rate of 8.25% with interest due semi-annually, in arrears, on February 15 and August 15 of each year, commencing on August 15, 2011. The 8.25% Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured senior basis initially by each of our existing direct and indirect domestic subsidiaries (other than immaterial subsidiaries). The 8.25% Notes will mature on February 15, 2018. In connection with the execution of the Indenture, we also entered into a registration rights agreement, dated as of February 14, 2011 (the Registration Rights Agreement).

On or after February 15, 2015, we may on any one or more occasions redeem all or a part of the 8.25% Notes upon not less than 30 nor more than 60 days notice, at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest and special interest, if any, on the 8.25% Notes redeemed, to the applicable redemption date, if redeemed during the twelve-month period beginning on February 15th of the years indicated below, subject to the rights of holders of the 8.25% Notes on the relevant record date to receive interest on the relevant interest payment date:

| Year | Percentage |
|---------------------|-------------------|
| 2015 | 104.125% |
| 2016 | 102.063% |
| 2017 and thereafter | 100.000% |

Any such redemption and notice may, in our discretion, be subject to the satisfaction of one or more conditions precedent, including but not limited to, the occurrence of a change of control. Unless we default in the payment of the redemption price, interest will cease to accrue on the 8.25% Notes or portions thereof called for redemption on the applicable redemption date.

At any time prior to February 15, 2014, we may, at our option, on any one or more occasions redeem with the net cash proceeds of certain equity offerings up to 35% of the aggregate principal amount of outstanding 8.25% Notes (which amount includes additional notes issued under the Indenture), upon not less than 30 nor more than 60 days prior notice, at a redemption price equal to 108.250% of the principal amount of the notes redeemed, plus accrued and unpaid interest and special interest, if any, to the redemption date, provided that: (1) at least 65% of the aggregate principal amount of the 8.25% Notes issued under the Indenture (which amount includes additional notes issued under the Indenture) remains outstanding immediately after the occurrence of such redemption; and (2) the redemption occurs within 90 days of the date of the closing of such equity offering. This option to redeem up to 35% of the aggregate principal amount of outstanding 8.25% Notes with the net cash proceeds of certain equity offerings is considered an embedded derivative. We estimate that the fair value of this option at March 31, 2011 is not material.

In addition, we may, at our option, on any one or more occasions redeem all or a part of the 8.25% Notes prior to February 15, 2015 at a redemption price equal to 100% of the principal amount of the 8.25% Notes redeemed plus a make-whole premium as of, and accrued and unpaid interest and special interest, if any, to the redemption date.

If we experience a change of control (as defined in the Indenture), each holder of the 8.25% Notes will have the right to require us to repurchase all or any part (equal to \$2,000 or an integral multiple of \$1,000 in excess thereof) of the 8.25% Notes at a price in cash equal to 101% of the aggregate principal amount of the 8.25% Notes repurchased, plus accrued and unpaid interest and special interest, if any, to the date of repurchase. If we engage in certain asset sales, within 360 days of such sale, we generally must use the net cash proceeds from such sales to repay outstanding senior secured debt (other than intercompany debt or any debt owed to an affiliate), to acquire all or substantially all of the assets, properties or capital stock of one or more companies in our industry, to make capital expenditures or to invest in our business. When any such net proceeds that are not so applied or invested exceed \$20.0 million, we must make an offer to purchase the 8.25% Notes and other pari passu debt that is subject to similar asset sale provisions in an aggregate principal amount equal to the excess net cash proceeds. The purchase price of each 8.25% Note (or other pari passu debt) so purchased will be 100% of its principal amount, plus accrued and unpaid interest and special interest, if any, to the repurchase date, and will be payable in cash.

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The Indenture, among other things, limits our ability to: (i) declare or pay dividends, redeem subordinated debt or make other restricted payments; (ii) incur or guarantee additional debt or issue preferred stock; (iii) create or incur liens; (iv) incur dividend or other payment restrictions affecting restricted subsidiaries; (v) consummate a merger, consolidation or sale of all or substantially all of our assets; (vi) enter into sale-leaseback transactions, (vii) enter into transactions with affiliates; (viii) transfer or sell assets; (ix) engage in business other than our current business and reasonably related extensions thereof; or (x) issue or sell capital stock of certain subsidiaries. These covenants are subject to a number of important exceptions and qualifications set forth in the Indenture.

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Under the Registration Rights Agreement, we and our guarantor subsidiaries (the Guarantors) agreed to file a registration statement with the Securities and Exchange Commission (the SEC) offering to exchange a new series of freely tradable notes having substantially identical terms as the 8.25% Notes (exchange notes) for the 8.25% Notes. We and the Guarantors have agreed to (i) file a registration statement for the exchange notes with the SEC within 150 days after the closing of the 8.25% Notes offering; (ii) use commercially reasonable efforts to cause the registration statement to be declared effective as soon as practicable, but in any event within 210 days after the closing of the 8.25% Notes offering; and (iii) use commercially reasonable efforts to close the exchange offer 30 business days after the registration statement is declared effective. In certain circumstances, we may be required to file a shelf registration statement to cover resales of the 8.25% Notes. The use of the shelf registration statement will be subject to certain customary suspension periods. If we and the Guarantors do not meet these deadlines, we will be required to pay special interest to holders of 8.25% Notes under certain circumstances.

New Senior Credit Facility

On February 14, 2011, we entered into our new credit facility with BMO Capital Markets, as lead arranger, and Bank of Montreal, as administrative agent and a lender. The terms of our new credit facility establish a revolving credit facility with a four-year term that may be used for revolving credit loans and letters of credit up to an aggregate principal amount of \$250.0 million, subject to an initial borrowing base of \$150.0 million. The maximum amount of letters of credit that may be outstanding at any one time is \$20.0 million, and the amount available under the revolving credit facility is limited by the borrowing base. With the consent of the agent, we also have the ability to increase the aggregate commitments under the new credit facility by up to \$100.0 million to the extent that existing and/or future lenders provide additional commitments. Upon the closing of our new credit facility, our existing credit facility was terminated. We had no amounts drawn under our new credit facility at March 31, 2011 or at the time of closing.

The interest rate spread on loans and letters of credit under our new credit facility will be based on the level of utilization and will range from a base rate plus a margin of 1.00% to 2.00% for base rate borrowings and LIBOR plus a margin of 2.00% to 3.00% for LIBOR borrowings. A commitment fee of 0.5% is payable on the unused portion of the borrowing base. Interest on our base rate borrowings will be payable quarterly, in arrears, and interest on our LIBOR borrowings will be payable on the last day of each relevant interest period, except that in the case of any interest period that is longer than three months, interest will be payable on each successive date three months after the first day of such interest period.

Our new credit facility contains customary covenants, default provisions and collateral requirements. As described in the agreement underlying our new credit facility, we must maintain, for each period for which a covenant certification is required, (a) a minimum current ratio (as defined in the agreement for our new credit facility) of 1.0 to 1.0, (b) a minimum EBITDAX (as defined in the agreement for our new credit facility) to interest expense coverage ratio of 2.5 to 1.0 and (c) a maximum total debt to EBITDAX ratio of 3.5 to 1.0. We will also be required to maintain a commodities hedging program that is in compliance with the requirements set forth in our new credit facility. The determination of our borrowing base under our new credit facility will be based on our proved reserves, at the sole discretion of the lenders. The initial borrowing base is \$150.0 million and scheduled borrowing base redeterminations will be made on a semi-annual basis on May 1st and November 1st of each year. We are currently in the process of our semi-annual redetermination. Our borrowing base remains at \$150.0 million until redetermined. Our new credit facility also places restrictions on the maximum estimated future production volumes that can be subject to commodity derivative instruments.

Our obligations under our new credit facility, as well as any hedging contracts and treasury management agreements with the lenders or affiliates of lenders, are guaranteed by our material domestic subsidiaries and secured by a pledge of 100% of the stock of each material domestic subsidiary and 66 ²/₃ of each of their foreign material subsidiaries and a first priority lien on substantially all of our and our material subsidiaries' assets, including our real property assets and the oil and gas properties to which 85% of the present value of our proved reserves is attributable.

(6) DERIVATIVE TRANSACTIONS

We enter into derivative transactions to reduce exposure to fluctuations in the price of oil and natural gas for a portion of our production. Our fixed-price swaps fix the sales price for a limited amount of our production and, for the contracted volumes, eliminate our ability to benefit from increases in the sales price of the related production. Our put contracts limit our exposure to declines in the sales price of oil for a limited amount of our production. Our collars limit our exposure to declines in the sales price of oil while giving us the ability to benefit from increases to a certain level in the sales price of oil for a limited amount of our production. Derivative contracts are carried at their fair value on the condensed consolidated balance sheets as Fair value of commodity derivative instruments and in Other assets, and all unrealized and realized gains and losses are recorded in Gain (loss) on derivative instruments in Other income (expense) in the condensed consolidated statements of operations.

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As of March 31, 2011, the following derivative instruments were outstanding:

Oil Contracts

| Remaining Contract Term | Fixed-Price Swaps | | | Puts | | Floor Price (\$/Bbl) |
|-----------------------------|-------------------|---------------|---------------------|---------------|---------------|----------------------|
| | Daily Average | | Average | Daily Average | Volume | |
| | Volume (Bbls) | Volume (Bbls) | Swap Price (\$/Bbl) | Volume (Bbls) | Volume (Bbls) | |
| April 2011 - July 2011 | 5,764 | 703,200 | \$ 85.26 | 502 | 61,200 | \$ 60.00 |
| August 2011 - November 2011 | 2,059 | 251,200 | \$ 90.42 | 1,301 | 158,700 | \$ 60.00 |
| December 2011 | 3,368 | 104,400 | \$ 90.25 | 1,302 | 40,350 | \$ 60.00 |
| January 2012 - July 2012 | 2,167 | 461,500 | \$ 95.33 | | | |
| August 2012 - November 2012 | 721 | 88,000 | \$ 95.74 | | | |
| December 2012 | 1,161 | 36,000 | \$ 95.28 | | | |
| January 2013 - July 2013 | 1,703 | 361,000 | \$ 94.28 | | | |
| August 2013 - November 2013 | 426 | 52,000 | \$ 94.18 | | | |
| December 2013 | 806 | 25,000 | \$ 93.98 | | | |

Collars

| Remaining Contract Term | Daily Average | | Strike Price (\$/Bbl) |
|-----------------------------|---------------|---------------|-----------------------|
| | Volume (Bbls) | Volume (Bbls) | |
| January 2012 - July 2012 | 500 | 106,500 | \$ 85.00/118.85 |
| August 2012 - November 2012 | 500 | 61,000 | \$ 85.00/118.85 |
| December 2012 | 500 | 15,500 | \$ 85.00/118.85 |

The following table presents information about the components of our loss on derivative instruments:

| | Three Months Ended | |
|---|--------------------|------------|
| | March 31, 2011 | 2010 |
| | (in thousands) | |
| Derivative contracts: | | |
| Unrealized gain (loss) due to change in fair market value | \$ (20,234) | \$ 1,736 |
| Realized loss on settlement | (5,291) | (3,660) |
| Total loss on derivative instruments | \$ (25,525) | \$ (1,924) |

(7) FAIR VALUE MEASUREMENTS

ASC Topic 820, Fair Value Measurements and Disclosures, establishes a fair value hierarchy with three levels based on the reliability of the inputs used to determine fair value. These levels include: Level 1, defined as inputs such as unadjusted quoted prices in active markets for identical assets and liabilities; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for use when little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of March 31, 2011, we held certain financial assets and liabilities that are required to be measured at fair value on a recurring basis, primarily our commodity derivative instruments. The fair values of derivative instruments were measured using price inputs published by NYMEX. These price inputs are quoted prices for assets and liabilities similar to those held by us and meet the definition of Level 2 inputs within the fair value hierarchy. At March 31, 2011, the carrying amounts and fair values of our derivative instruments are reported as assets totaling \$29 thousand and liabilities totaling \$32.4 million. At December 31, 2010, the carrying amounts and fair values of our derivative instruments are reported as

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assets totaling \$0.2 million and liabilities totaling \$12.3 million.

As of March 31, 2011, the carrying amount of our 8.25% Notes is \$203.9 million, which reflects the \$210.0 million face amount, net of the unamortized amount of initial purchasers' discount of \$6.1 million. We estimate the fair value of the 8.25% Notes at approximately \$208.6 million, based on bid and offer prices indicated by brokers, which are Level 3 inputs within the fair value hierarchy. The 8.25% Notes are not traded and therefore quoted prices are not available.

We evaluate our capitalized costs of proved oil and natural gas properties for potential impairment when circumstances indicate that the carrying values may not be recoverable. Our assessment of possible impairment of proved oil and natural gas properties is based on our best estimate of future prices, costs and expected net future cash flows by property (generally analogous to a field or lease). An impairment loss is indicated if undiscounted net future cash flows are less than the carrying value of a property. The

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impairment expense is measured as the shortfall between the net book value of the property and its estimated fair value measured based on the discounted net future cash flows from the property. The inputs used to estimate the fair value of our oil and natural gas properties meet the definition of Level 3 inputs within the fair value hierarchy. Impairment expense for the three months ended March 31, 2011 was primarily related to reservoir performance at one of our producing fields where a production zone depleted prematurely. In the same field we experienced mechanical difficulties attempting to access a behind-pipe zone and currently do not expect that the behind-pipe reserves will be economically recoverable. This field was determined to have future net cash flows less than its carrying value resulting in the write down of this property to its estimated fair value at March 31, 2011.

As addressed in Note 2, Acquisitions, we applied fair value concepts in estimating and allocating the fair value of the ASOP Properties in accordance with purchase accounting for business combinations. The inputs to the estimated fair values of the assets acquired and liabilities assumed are described in Note 2.

(8) COMMITMENTS AND CONTINGENCIES

We maintain restricted escrow funds in a trust for future abandonment costs at our East Bay field. The trust was originally funded with \$15 million and, with accumulated interest, increased to \$16.7 million at December 31, 2008. We may draw from the trust upon completion of qualifying abandonment activities at our East Bay field. At March 31, 2011, we had \$7.2 million remaining in restricted escrow funds for decommissioning work in our East Bay field, \$1.0 million of which was drawn in April 2011 and \$0.2 million of which will be available for draw upon completion of certain decommissioning activities as that work progresses. The remaining \$6.0 million will remain restricted until substantially all required decommissioning in the East Bay field is complete. Amounts on deposit in the trust account are reflected in Restricted cash on our consolidated balance sheets.

We record liabilities when we deliver production that is in excess of our interest in certain properties. In addition to these imbalances, we may, from time to time, be allocated cash sales proceeds in excess of amounts that we estimate are due to us for our interest in production. These allocations may be subject to further review, may require more information to resolve or may be in dispute. In July 2010, we were notified by a purchaser of oil production from one of our non-operated fields that we were allocated, and received sales proceeds from, more oil production than we actually sold to that purchaser. These third party misallocations may date back to 2006. The oil purchaser's initial estimate of the oil volumes misallocated to us was approximately 74,000 barrels, which may be valued at up to \$6.9 million based on information provided by the oil purchaser. We have previously recorded an amount that we believe may be payable related to a potential reallocation, which amount is reflected in Accrued expenses in the accompanying condensed consolidated balance sheets as of March 31, 2011.

We and our oil and gas joint interest owners are subject to periodic audits of the joint interest accounts for leases in which we participate and/or operate. As a result of these joint interest audits, amounts payable or receivable by us for costs incurred or revenue distributed by the operator or by us on a lease may be adjusted, resulting in adjustments, increases or decreases, to our net costs or revenues and the related cash flows. Such adjustments may be material. When they occur, these adjustments are recorded in the current period, which generally is one or more years after the related cost or revenue was incurred or recognized by the joint account.

In the ordinary course of business, we are a defendant in various other legal proceedings. We do not expect our exposure in these other proceedings, individually or in the aggregate, to have a material adverse effect on our financial position, results of operations or liquidity.

(9) Supplemental Condensed Consolidating Financial Information

In connection with the 8.25% Notes offering described in Note 5, all of our existing direct and indirect domestic subsidiaries (other than immaterial subsidiaries) (the Guarantor Subsidiaries) jointly, severally and unconditionally guaranteed the payment obligations under our 8.25% Notes. The following supplemental financial information sets forth, on a consolidating basis, the balance sheets, statements of operations and cash flow information for Energy Partners, Ltd. (Parent Company Only) and for the Guarantor Subsidiaries. We have not presented separate financial statements and other disclosures concerning the Guarantor Subsidiaries because management has determined that such information is not material to investors.

The supplemental condensed consolidating financial information has been prepared pursuant to the rules and regulations for condensed financial information and does not include all disclosures included in annual financial statements. Certain reclassifications were made to conform all of the financial information to the financial presentation on a consolidated basis. The principal eliminating entries eliminate investments in subsidiaries, intercompany balances and intercompany revenues and expenses.

Table of Contents**Supplemental Condensed Consolidating Balance Sheet**

As of March 31, 2011

| | Parent Company Only | Guarantor Subsidiaries | Eliminations (In thousands) | Consolidated |
|---|---------------------------|---------------------------|--------------------------------|--------------|
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$ 44,319 | \$ 103 | \$ | \$ 44,422 |
| Accounts receivable | 80,887 | 235 | (46,467) | 34,655 |
| Other current assets | 8,514 | 1,674 | | 10,188 |
| Total current assets | 133,720 | 2,012 | (46,467) | 89,265 |
| Property and equipment | 735,460 | 210,335 | | 945,795 |
| Less accumulated depreciation, depletion and amortization | (164,437) | (35,469) | | (199,906) |
| Net property and equipment | 571,023 | 174,866 | | 745,889 |
| Investment in affiliates | 78,130 | | (78,130) | |
| Notes receivable, long-term | | 69,000 | (69,000) | |
| Other assets | 14,821 | | | 14,821 |
| | 797,694 | 245,878 | (193,597) | 849,975 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable and accrued expenses | \$ 43,608 | \$ 56,330 | \$ (46,467) | \$ 53,471 |
| Fair value of commodity derivative instruments | 24,248 | | | 24,248 |
| Total current liabilities | 67,856 | 56,330 | (46,467) | 77,719 |
| Long-term debt | 203,878 | 69,000 | (69,000) | 203,878 |
| Other liabilities | 66,736 | 42,418 | | 109,154 |
| | 338,470 | 167,748 | (115,467) | 390,751 |
| Stockholders equity: | | | | |
| Preferred stock | | 3 | (3) | |
| Common stock | 40 | 98 | (98) | 40 |
| Additional paid-in capital | 503,181 | 84,900 | (84,900) | 503,181 |
| Retained earnings | (43,989) | (6,871) | 6,871 | (43,989) |
| Treasury stock, at cost | (8) | | | (8) |
| Total stockholders equity | 459,224 | 78,130 | (78,130) | 459,224 |
| | 797,694 | 245,878 | (193,597) | 849,975 |

Table of Contents**Supplemental Condensed Consolidating Balance Sheet**

As of December 31, 2010

| | Parent Company Only | Guarantor Subsidiaries | Eliminations (In thousands) | Consolidated |
|---|---------------------------|---------------------------|--------------------------------|--------------|
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$ 33,553 | \$ | \$ | \$ 33,553 |
| Accounts receivable | 73,040 | 259 | (49,768) | 23,531 |
| Other current assets | 4,508 | 1,674 | | 6,182 |
| Total current assets | 111,101 | 1,933 | (49,768) | 63,266 |
| Property and equipment | 512,569 | 206,578 | | 719,147 |
| Less accumulated depreciation, depletion and amortization | (137,284) | (30,771) | | (168,055) |
| Net property and equipment | 375,285 | 175,807 | | 551,092 |
| Investment in affiliates | 76,236 | | (76,236) | |
| Notes receivable, long-term | | 69,000 | (69,000) | |
| Other assets | 12,548 | | | 12,548 |
| | 575,170 | 246,740 | (195,004) | 626,906 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable and accrued expenses | \$ 50,756 | \$ 62,666 | \$ (49,768) | \$ 63,654 |
| Fair value of commodity derivative instruments | 12,320 | | | 12,320 |
| Total current liabilities | 63,076 | 62,666 | (49,768) | 75,974 |
| Long-term debt | | 69,000 | (69,000) | |
| Other liabilities | 38,978 | 38,838 | | 77,816 |
| | 102,054 | 170,504 | (118,768) | 153,790 |
| Stockholders equity: | | | | |
| Preferred stock | | 3 | (3) | |
| Common stock | 40 | 98 | (98) | 40 |
| Additional paid-in capital | 502,556 | 84,900 | (84,900) | 502,556 |
| Retained earnings | (29,480) | (8,765) | 8,765 | (29,480) |
| Total stockholders equity | 473,116 | 76,236 | (76,236) | 473,116 |
| | 575,170 | 246,740 | (195,004) | 626,906 |

Table of Contents**Supplemental Condensed Consolidating Statement of Operations****Three Months Ended March 31, 2011**

| | Parent Company Only | Guarantor Subsidiaries | Eliminations | Consolidated |
|---|------------------------------------|-----------------------------------|---------------------|---------------------|
| | (In thousands) | | | |
| Revenue: | | | | |
| Oil and natural gas | \$ 46,563 | \$ 20,652 | \$ | \$ 67,215 |
| Other | 3,753 | 31 | (3,750) | 34 |
| | 50,316 | 20,683 | (3,750) | 67,249 |
| Costs and expenses: | | | | |
| Lease operating expenses | 11,031 | 4,300 | | 15,331 |
| Taxes, other than on earnings | 365 | 2,953 | | 3,318 |
| Exploration expenditures, dry hole cost and impairments | 11,208 | 128 | | 11,336 |
| Depreciation, depletion, amortization and accretion | 18,248 | 6,390 | | 24,638 |
| General and administrative | 5,175 | 3,862 | (3,750) | 5,287 |
| Other expenses | 254 | 11 | | 265 |
| Total costs and expenses | 46,281 | 17,644 | (3,750) | 60,175 |
| Income from operations | 4,035 | 3,039 | | 7,074 |
| Other income (expense): | | | | |
| Interest expense, net | (2,460) | | | (2,460) |
| Loss on derivative instruments | (25,525) | | | (25,525) |
| Loss on early extinguishment of debt | (2,377) | | | (2,377) |
| Income from equity investments | 1,893 | | (1,893) | |
| Income (loss) before income taxes | (24,434) | 3,039 | (1,893) | (23,288) |
| Income taxes | 9,925 | (1,146) | | 8,779 |
| Net income (loss) | \$ (14,509) | \$ 1,893 | \$ (1,893) | \$ (14,509) |

Table of Contents**Supplemental Condensed Consolidating Statement of Operations****Three Months Ended March 31, 2010**

| | Parent Company Only | Guarantor Subsidiaries | Eliminations (In thousands) | Consolidated |
|---|---------------------------|---------------------------|--------------------------------|--------------|
| Revenue: | | | | |
| Oil and natural gas | \$ 57,530 | \$ 13,153 | \$ | \$ 70,683 |
| Other | 3,751 | 35 | (3,750) | 36 |
| | 61,281 | 13,188 | (3,750) | 70,719 |
| Costs and expenses: | | | | |
| Lease operating expenses | 10,333 | 4,109 | | 14,442 |
| Taxes, other than on earnings | 495 | 1,542 | | 2,037 |
| Exploration expenditures, dry hole cost and impairments | 2,623 | | | 2,623 |
| Depreciation, depletion, amortization and accretion | 28,429 | 4,648 | | 33,077 |
| General and administrative | 4,102 | 3,836 | (3,750) | 4,188 |
| Other expenses | 241 | | | 241 |
| Total costs and expenses | 46,223 | 14,135 | (3,750) | 56,608 |
| Income (loss) from operations | 15,058 | (947) | | 14,111 |
| Other income (expense): | | | | |
| Interest expense, net | (4,193) | | | (4,193) |
| Loss on derivative instruments | (1,924) | | | (1,924) |
| Loss from equity investments | (606) | | 606 | |
| Income (loss) before income taxes | 8,335 | (947) | 606 | 7,994 |
| Income taxes | (3,219) | 341 | | (2,878) |
| Net income (loss) | \$ 5,116 | \$ (606) | \$ 606 | \$ 5,116 |

Table of Contents**Supplemental Condensed Consolidating Statement of Cash Flows****Three Months Ended March 31, 2011**

| | Parent | | Eliminations | Consolidated |
|--|----------------|------------------------|--------------|--------------|
| | Company Only | Guarantor Subsidiaries | | |
| | (In thousands) | | | |
| Net cash provided by operating activities | \$ 11,120 | \$ 3,706 | \$ | \$ 14,826 |
| Cash flows provided by (used in) investing activities: | | | | |
| Property acquisitions | (195,734) | | | (195,734) |
| Exploration and development expenditures | (3,372) | (3,706) | | (7,078) |
| Other property and equipment additions | (167) | | | (167) |
| Decrease in restricted cash | 1,273 | | | 1,273 |
| Net cash used in investing activities | (198,000) | (3,706) | | (201,706) |
| Cash flows provided by (used in) financing activities: | | | | |
| Deferred financing costs | (6,164) | | | (6,164) |
| Proceeds from long-term debt | 203,794 | | | 203,794 |
| Exercise of stock options | 119 | | | 119 |
| Net cash provided by financing activities | 197,749 | | | 197,749 |
| Net increase in cash and cash equivalents | 10,869 | | | 10,869 |
| Cash and cash equivalents at the beginning of the period | 33,553 | | | 33,553 |
| Cash and cash equivalents at the end of the period | \$ 44,422 | \$ | \$ | \$ 44,422 |

Supplemental Condensed Consolidating Statement of Cash Flows**Three Months Ended March 31, 2010**

| | Parent | | Eliminations | Consolidated |
|--|----------------|------------------------|--------------|--------------|
| | Company Only | Guarantor Subsidiaries | | |
| | (In thousands) | | | |
| Net cash provided by operating activities | \$ 31,992 | \$ 7,089 | \$ | \$ 39,081 |
| Cash flows provided by (used in) investing activities: | | | | |
| Property acquisitions | (50) | | | (50) |
| Exploration and development expenditures | (2,574) | (7,089) | | (9,663) |
| Other property and equipment additions | (39) | | | (39) |
| Decrease in restricted cash | 390 | | | 390 |
| Net cash used in investing activities | (2,273) | (7,089) | | (9,362) |
| Cash flows provided by (used in) financing activities: | | | | |
| Repayments of long-term debt | (6,250) | | | (6,250) |

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| | | |
|--|-----------|-----------|
| Net cash used in financing activities | (6,250) | (6,250) |
| Net increase in cash and cash equivalents | 23,469 | 23,469 |
| Cash and cash equivalents at the beginning of the period | 26,745 | 26,745 |
| Cash and cash equivalents at the end of the period | \$ 50,214 | \$ 50,214 |

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Statements we make in this Quarterly Report on Form 10-Q (the "Quarterly Report") which express a belief, expectation or intention, as well as those that are not historical fact, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Our forward-looking statements are subject to various risks, uncertainties and assumptions, including those to which we refer under the headings "Cautionary Statement Concerning Forward-Looking Statements" and "Risk Factors" in Items 1 and 1A of Part 1 of our 2010 Annual Report.

OVERVIEW

We were incorporated as a Delaware corporation in January 1998 and operate in a single segment as an independent oil and natural gas exploration and production company. Our current operations are concentrated in the U.S. Gulf of Mexico shelf focusing on state and federal waters offshore Louisiana, which we consider our core area. We have focused on acquiring and developing assets in this region, as it offers a balanced and expansive array of existing and prospective exploration, exploitation and development opportunities in both established productive horizons and deeper geologic formations.

We maintain a website at www.eplweb.com that contains information about us, including links to our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all related amendments as soon as reasonably practicable after providing such reports to the Securities and Exchange Commission (the "SEC").

We use the successful efforts method of accounting for oil and natural gas producing activities. Under this method, we capitalize lease acquisition costs, costs to drill and complete exploration wells in which proven reserves are discovered and costs to drill and complete development wells. Exploratory drilling costs are charged to expense if and when activities result in no reserves in commercial quantities. Seismic, geological and geophysical, and delay rental expenditures are expensed as they are incurred. We conduct various exploration and development activities jointly with others and, accordingly, recorded amounts for our oil and natural gas properties reflect only our proportionate interest in such activities. Our 2010 Annual Report includes a discussion of our critical accounting policies, which have not changed significantly since the end of the last fiscal year.

We produce both oil and natural gas. Throughout this Quarterly Report, when we refer to "total production," "total reserves," "percentage of production," "percentage of reserves," or any similar term, we have converted our natural gas reserves or production into barrel equivalents. For this purpose, six thousand cubic feet of natural gas is equal to one barrel of oil, which is based on the relative energy content of natural gas and oil. Natural gas liquids are aggregated with oil in this Quarterly Report.

Recent Developments

The ASOP Acquisition and Notes Offering. On February 14, 2011, we acquired an asset package consisting of certain shallow-water Gulf of Mexico shelf oil and natural gas interests surrounding the Mississippi River delta and a related gathering system (the "ASOP Properties") from Anglo-Suisse Offshore Partners, LLC ("ASOP") for \$200.7 million in cash, subject to customary adjustments to reflect an economic effective date of January 1, 2011 (the "ASOP Acquisition"). As of December 31, 2010, the ASOP Properties had estimated proved reserves of approximately 8.1 Mmboe, of which 84% were oil and 76% were proved developed reserves. Of these proved developed reserves, 88% were oil reserves. The ASOP Properties acquired in the ASOP Acquisition:

included 59 producing wells in three complexes;

had average daily production of approximately 3,635 Boe per day for the period from February 14, 2011 to April 30, 2011;

included 48,106 gross and 37,402 net acres; and

included related gathering lines.

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The ASOP Acquisition was financed with the proceeds from the sale of \$210 million in aggregate principal amount of 8.25% senior notes due 2018 (the 8.25% Notes) offered to qualified institutional buyers pursuant to Rule 144A promulgated under the Securities Act of 1933, as amended (the Securities Act), and to persons outside the United States pursuant to Regulation S promulgated under the Securities Act. After deducting the initial purchasers' discount and offering expenses, we realized net proceeds of approximately \$202 million. On February 14, 2011, we also entered into an agreement for a new credit facility. See Liquidity and Capital Resources for more information regarding the 8.25% Notes and the new credit facility.

The ASOP Acquisition provides an opportunity to significantly increase our reserves, production volumes and drilling portfolio, while maintaining our focus on oil-weighted assets in our core area of expertise in the Gulf of Mexico shelf. The ASOP Acquisition

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also provides us with access to infrastructure and extensive acreage, with significant exploitation and development potential. We intend to pursue exploitation of the ASOP Properties, including recompletions, well reactivations and development drilling, while we analyze the potential for higher-impact exploration prospects. We operate properties containing approximately 60% of the proved reserves attributable to the ASOP Properties. We have implemented a three-year commodity price hedging program weighted towards oil in conjunction with the ASOP Acquisition to manage commodity price risks associated with future oil production.

Overview and Outlook

Our fiscal year 2011 authorized capital budget is \$110 to \$125 million (excluding the cost of acquiring the ASOP Properties), \$90 to \$105 million of which is allocated to development of our existing Gulf of Mexico shelf asset base including the ASOP Properties and \$20 million of which is allocated to exploration projects. We are also approved to spend approximately \$17 million in 2011 on plugging, abandonment and other decommissioning activities. Our key areas of operations and our plans for future exploration and development activities do not include any deepwater areas. We allocate capital in a rigorous and disciplined manner intended to achieve an overall lower risk capital expenditure profile that focuses on maximizing rate of return and requires projects to compete on that basis. This allocation has led us to focus on oil-weighted projects, which has resulted in the maintenance of our upward trend in our oil production volumes as compared with the decline in our natural gas volumes.

We continually review and monitor opportunities to acquire producing properties, leasehold acreage and drilling prospects so that we can act quickly as acquisition opportunities become available. We intend to focus our acquisition strategy on Gulf of Mexico shelf assets that are characterized by production-weighted reserves, seismic coverage and operated positions. We intend to use acquisitions of this type as a key method to replace and grow reserves and production, because we believe this strategy increases production and cash flow visibility while reducing dry hole and exploration risk. We believe our expertise in the Gulf of Mexico shelf and in plugging and abandonment operations allows us to effectively evaluate acquisitions and to operate any properties we eventually acquire.

We continue to generate prospects, strive to maintain an extensive inventory of drillable prospects in-house and maintain exposure to new opportunities through relationships with industry partners. Generally, we fund any exploration and development expenditures with internally generated cash flows.

Our longer term operating strategy is to increase our oil and natural gas reserves and production while focusing on reducing exploration and development costs and operating costs to remain competitive with our offshore Gulf of Mexico industry peers.

Our revenue, profitability and future growth rate depend substantially on factors beyond our control, such as oil and natural gas prices, tropical weather, economic, political and regulatory developments and availability of other sources of energy. Oil and natural gas prices historically have been volatile and may fluctuate widely in the future. Sustained periods of low prices for oil and natural gas could materially adversely affect our financial position, our results of operations, our cash flows, the quantities of oil and natural gas reserves that we can economically produce and our access to capital. See **Risk Factors** in Item 1A of our 2010 Annual Report and Item 1A of Part II of this Quarterly Report for a more detailed discussion of these risks.

We are also focused on the development of a core competency in plugging, abandonment and decommissioning operations in an attempt to reduce our overall costs in that area of operations, which will enable us to achieve our objectives of prudently removing idle infrastructure throughout the remaining productive lives of our fields and, over time, to reduce ongoing lease operating expenses (LOE) associated with maintaining idle infrastructure.

Results of Operations

During the three months ended March 31, 2011, we completed nine (9) recompletion operations, six (6) of which were successful.

Our operating results for the three months ended March 31, 2011, compared to the three months ended March 31, 2010, reflect significantly higher average selling prices for our oil and lower natural gas sales prices. Our product mix reflects a significant decline in natural gas production and a decline in production of natural gas liquids, which we expect to continue for the remainder of 2011. Our oil production, which includes natural gas liquids, declined due to the decrease in natural gas liquids, offset in part by an increase in production from oil properties. Additionally, our results for the three months ended March 31, 2011 include production from the recently acquired ASOP Properties only for the period from February 14, 2011 to March 31, 2011, reflecting only a 1,884 Boe per day impact on the production rate for the quarter ended March 31, 2011. The ASOP Properties produced 3,635 Boe per day during the period from February 14, 2011 to April 30, 2011. As a result, we expect our oil production to increase during the remainder of 2011. We also expect our full-year 2011 oil production to increase as compared to our full-year 2010 oil production.

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For the three months ended March 31, 2011, our revenues decreased 5% as compared to the three months ended March 31, 2010, due primarily to the production declines offset, in part, by higher oil sales prices. Our overall production volumes decreased by

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34% for the three months ended March 31, 2011 when compared to the three months ended March 31, 2010. Our Gulf of Mexico shelf production decreased 35% in the three months ended March 31, 2011, as compared to the quarter ended March 31, 2010, due primarily to production declines in our predominantly natural gas fields, partially offset by increasing oil production from our East Bay field and production from the ASOP Properties. In addition, our deepwater production, primarily natural gas, declined 24% for the quarter ended March 31, 2011, as compared to the quarter ended March 31, 2010, primarily due to natural reservoir decline from our deepwater well. We expect that our deepwater production will continue to decline in 2011.

Our revenue for the three months ended March 31, 2011 increased 23%, as compared to the three months ended December 31, 2010, resulting from higher oil revenues from increased oil production and higher realized oil prices, partially offset by lower natural gas revenues from the decline in natural gas production, due to our focus on oil-weighted development projects. Oil production volumes were 14% higher in the three months ended March 31, 2011, as compared to the three months ended December 31, 2010, primarily as a result of the acquisition of the oil-weighted ASOP Properties and our continued focus on oil-weighted projects.

In addition to the items addressed above, our net loss for the three months ended March 31, 2011 as compared to net income for the three months ended March 31, 2010 reflects significant unrealized losses on derivative instruments, the impairment of a natural gas field and a loss on early extinguishment of debt as a result of the termination of our prior credit facility.

Our effective income tax rate for the three months ended March 31, 2011 was 37.7%. Our effective income tax rate for the three months ended March 31, 2010 was 36%. The increase in our effective income tax rate is primarily related to state income taxes.

Table of Contents**RESULTS OF OPERATIONS**

The following table presents information about our oil and natural gas operations.

| | Three Months Ended | |
|---|--------------------|-----------|
| | March 31, | |
| | 2011 | 2010 |
| Net production (per day): | | |
| Oil (Bbls) | 6,567 | 7,227 |
| Natural gas (Mcf) | 22,995 | 50,932 |
| Total (Boe) | 10,400 | 15,716 |
| Average sales prices: | | |
| Oil (per Bbl) | \$ 99.12 | \$ 71.44 |
| Natural gas (per Mcf) | 4.17 | 5.28 |
| Total (per Boe) | 71.81 | 49.97 |
| Oil and natural gas revenues (in thousands): | | |
| Oil | \$ 58,585 | \$ 46,467 |
| Natural gas | 8,630 | 24,216 |
| Total | 67,215 | 70,683 |
| Impact of derivatives instruments settled during the period per Bbl of oil ⁽¹⁾ | \$ (8.95) | \$ (5.63) |
| Average costs (per Boe): | | |
| LOE | \$ 16.38 | \$ 10.21 |
| Depreciation, depletion and amortization (DD&A) | 22.50 | 21.11 |
| Accretion of liability for asset retirement obligations | 3.82 | 2.28 |
| Taxes, other than on earnings | 3.54 | 1.44 |
| General and administrative (G&A) expenses | 5.65 | 2.96 |
| Increase (decrease) in oil and natural gas revenues due to (in thousands): | | |
| Changes in prices of oil | \$ 18,007 | |
| Changes in production volumes of oil | (5,889) | |
| Total increase in oil sales | 12,118 | |
| Changes in prices of natural gas | \$ (5,092) | |
| Changes in production volumes of natural gas | (10,494) | |
| Total decrease in natural gas sales | (15,586) | |

⁽¹⁾See Other Income and Expense section for further discussion of the impact of derivative instruments.

Three Months Ended March 31, 2011 Compared to Three Months Ended March 31, 2010**Revenue and Net Income (Loss)**

| | Three Months Ended | |
|--|--------------------|------|
| | March 31 | |
| | 2011 | 2010 |

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| | | (in thousands) | \$ Change | % Change |
|------------------------------|-----------|----------------|------------|----------|
| Oil and natural gas revenues | \$ 67,215 | \$ 70,683 | \$ (3,468) | (5)% |
| Net income (loss) | (14,509) | 5,116 | NM | NM |

NM Not Meaningful

Our oil and natural gas revenues decreased primarily as a result of the 55% decrease in production of natural gas, and related natural gas liquids, as well as a 21% decline in natural gas prices in the three months ended March 31, 2011, as compared to the three months ended March 31, 2010. However, oil revenues increased 26% primarily as a result of the 39% increase in average selling prices for our oil production in the three months ended March 31, 2011, as compared to the three months ended March 31, 2010. The percentage of production represented by oil has increased for us. Oil represented 63% of total production for the three months ended March 31, 2011 as compared to 46% of total production for the three months ended March 31, 2010.

Table of Contents**Operating Expenses**

Our operating expenses primarily consist of the following:

| | Three Months Ended | | \$ Change | % Change |
|---|--------------------|-------------------------------------|-----------|----------|
| | 2011 | March 31, 2010 (in thousands) | | |
| LOE | \$ 15,331 | \$ 14,442 | \$ 889 | 6% |
| Exploration expenditures and dry hole costs | 548 | 1,854 | (1,306) | (70)% |
| Impairments | 10,788 | 769 | 10,019 | NM |
| DD&A, including accretion expense | 24,638 | 33,077 | (8,439) | (26)% |
| G&A expenses | 5,287 | 4,188 | 1,099 | 26% |
| Taxes, other than on earnings | 3,318 | 2,037 | 1,281 | 63% |

NM Not Meaningful

Impairment expense for the three months ended March 31, 2011 was primarily related to reservoir performance at one of our producing fields where a production zone depleted prematurely. In the same field we experienced mechanical difficulties attempting to access a behind-pipe zone and currently do not expect that the behind-pipe reserves will be economically recoverable. This field was determined to have future net cash flows less than its carrying value resulting in the write down of this property to its estimated fair value at March 31, 2011.

DD&A, including accretion expense, declined primarily as a result of the production declines described above.

G&A expenses, which include non-cash stock based compensation of \$0.5 million and \$0.2 million in the three months ended March 31, 2011 and 2010, respectively, increased in the three months ended March 31, 2011, as compared to the three months ended March 31, 2010, primarily as a result of costs incurred in our acquisition efforts in the 2011 quarter. Acquisition costs related to the ASOP Acquisition were \$0.5 million in the three months ended March 31, 2011.

Taxes, other than on earnings, increased in the three months ended March 31, 2011, as compared to the three months ended March 31, 2010, due primarily to higher average sales prices for oil (which is taxed based on value).

Other Income and Expense

Interest expense decreased in the three months ended March 31, 2011, as compared to the three months ended March 31, 2010. For the three months ended March 31, 2011, our interest expense consists primarily of interest on our 8.25% Notes issued in connection with the ASOP Acquisition. For the three months ended March 31, 2010, our interest expense consisted primarily of interest on the 20% Senior Subordinated Secured PIK Notes due 2014 (the PIK Notes) and the term portion of our credit facility, which were issued in connection with our reorganization under Chapter 11 during 2009 and were outstanding during that period. The PIK Notes were redeemed on June 28, 2010.

Other income (expense) in the three months ended March 31, 2011 includes a loss of \$25.5 million consisting of an unrealized loss of \$20.2 million due to the change in fair market value of derivative instruments to be settled in the future and a realized loss of \$5.3 million on derivative instruments settled during the quarter primarily from the impact of an increase in oil selling prices during 2011. Other income (expense) in the three months ended March 31, 2010 includes a net loss of \$1.9 million consisting of an unrealized gain of \$1.7 million due to the change in fair market value of derivative instruments which were to be settled in the future and a realized loss of \$3.6 million on derivative instruments settled during the quarter primarily from the impact of an increase in oil selling prices during 2010.

During the three months ended March 31, 2011, we terminated our prior credit facility resulting in a loss on early extinguishment of debt of \$2.4 million, primarily due to writing off the unamortized deferred financing costs associated with the terminated facility.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Capital Resources

ASOP Acquisition and Notes Offering. On February 14, 2011, we issued \$210 million in aggregate principal amount of the 8.25% Notes. We used the net proceeds from the offering of the 8.25% Notes of \$202 million, after deducting the initial purchasers' discount and offering expenses payable by us, to acquire the ASOP Properties for a purchase price of \$200.7 million, before adjustments to reflect an economic effective date of January 1, 2011, and for general corporate purposes. The 8.25% Notes bear interest from the date of their issuance at an annual rate of 8.25% with interest on outstanding notes payable semi-annually, in arrears, on February 15 and August 15 of each year, commencing on August 15, 2011. The 8.25% Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured senior basis initially by each of our existing direct and indirect domestic subsidiaries (other than immaterial subsidiaries). The 8.25% Notes will mature on February 15,

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2018. For more information on our 8.25% Notes, see Note 5, *Indebtedness*, of our condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report.

New Senior Credit Facility. On February 14, 2011, we entered into our new credit facility with BMO Capital Markets, as lead arranger, Bank of Montreal, as administrative agent and a lender. Under the terms of the credit agreement, our new credit facility established a revolving credit facility with a four-year term that may be used for revolving credit loans and letters of credit up to an aggregate principal amount of \$250.0 million, subject to an initial borrowing base of \$150.0 million. The new credit facility is secured by substantially all of our assets, including mortgages on at least 85% of our oil and gas properties and the stock of certain wholly-owned subsidiaries. The borrowing base under the new credit facility has been determined at the discretion of the lenders, based on the collateral value of our proved reserves, and is subject to potential special and regular semi-annual redeterminations. Our borrowing base remains at \$150.0 million until redetermined. We are currently in the process of our semi-annual redetermination and we expect that our borrowing base will remain unchanged at the conclusion of the redetermination. Borrowings under our new credit facility bear interest ranging from a base rate plus a margin of 1.00% to 2.00% on base rate borrowings and LIBOR plus a margin of 2.00% to 3.00% on LIBOR borrowings. Our new credit facility was undrawn at closing and currently remains undrawn.

Sources and Uses of Capital. As of March 31 2011, we had cash and cash equivalents of \$44.4 million and no borrowings outstanding under our new credit facility. At the closing of our 8.25% Notes offering on February 14, 2011, our prior credit facility was replaced with our new credit facility, which has an initial borrowing base of \$150.0 million. There is no term loan component in our new credit facility.

Our fiscal year 2011 authorized capital budget is \$110 to \$125 million (excluding the cost of acquiring the ASOP Properties), \$90 to \$105 million of which is allocated to development of our existing Gulf of Mexico shelf asset base including the ASOP Properties and \$20 million of which is allocated to exploration projects. We are also approved to spend approximately \$17 million in 2011 on plugging, abandonment and other decommissioning activities. Our key areas of operations and our plans for future exploration and development activities do not include any deepwater areas.

We continually review and monitor opportunities to acquire producing properties, leasehold acreage and drilling prospects so that we can act quickly as acquisition opportunities become available. We intend to focus our acquisition strategy on Gulf of Mexico shelf assets that are characterized by production-weighted reserves, seismic coverage and operated positions. We intend to use acquisitions of this type as a key method to replace and grow reserves and production, because we believe this strategy increases production and cash flow visibility while reducing dry hole and exploration risk. We believe our expertise in the Gulf of Mexico shelf and in plugging and abandonment operations allows us to effectively evaluate acquisitions and to operate any properties we eventually acquire. Our deepwater assets do not fit with our long-term strategy, and there are no current plans to develop these interests. As such, we may monetize or trade these assets.

At March 31, 2011, we had working capital of \$11.5 million, compared to a working capital deficit of \$12.7 million at December 31, 2010. We have experienced, and may experience in the future, substantial working capital deficits. Our working capital deficits have historically resulted from increased accounts payable and accrued expenses related to ongoing exploration and development costs, which may be capitalized as noncurrent assets.

We maintain restricted escrow funds in a trust for future plugging, abandonment and other decommissioning costs at our East Bay field. The trust was originally funded with \$15.0 million and, with accumulated interest, had increased to \$16.7 million at December 31, 2008. We have made draws to date through April 2011 of \$10.5 million, with \$2.3 million drawn in 2011. We may draw from the trust upon the authorization, and subsequent completion, of qualifying abandonment activities at our East Bay field. As of the date of this Quarterly Report, we had \$6.2 million remaining in restricted escrow funds for decommissioning work in our East Bay field, \$0.2 million of which will be available for draw upon authorization, and subsequent completion, of additional qualifying decommissioning activities as that work progresses. The remaining \$6.0 million will remain restricted until substantially all required decommissioning in the East Bay field is complete. Amounts on deposit in the trust account are reflected in Restricted cash on our condensed consolidated balance sheets.

The BOEMRE and other regulatory bodies, including those regulating the decommissioning of our pipelines and facilities under the jurisdiction of the state of Louisiana, may change their requirements or enforce requirements in a manner inconsistent with our expectations, which could materially increase the cost of such activities and/or accelerate the timing of cash expenditures and could have a material adverse effect on our financial position, results of operations and cash flows. For important additional information regarding risks related to our regulatory environment, see *Risk Factors* in Part II, Item 1A of this Quarterly Report and in Part I, Item 1A of our 2010 Annual Report.

Table of Contents**Analysis of Cash Flows Three Months Ended March 31, 2011**

The following table sets forth our cash flows (in thousands):

| | Three Months Ended | |
|---|--------------------|-----------|
| | March 31, 2011 | 2010 |
| Cash flows provided by operating activities | \$ 14,826 | \$ 39,081 |
| Cash flows used in investing activities | (201,706) | (9,362) |
| Cash flows provided by (used in) financing activities | 197,749 | (6,250) |

The decrease in our 2011 cash flows from operations primarily reflects increases in working capital and plugging, abandonment and decommissioning activities during the three months ended March 31, 2011, as compared to the three months ended March 31, 2010. The decrease in revenue also contributed to the decrease in our cash flows from operations during the three months ended March 31, 2011, as compared to the three months ended March 31, 2010.

Net cash used in investing activities increased in the three months ended March 31, 2011, as compared to the three months ended March 31, 2010, as a result of our acquisition of the ASOP Properties during the three months ended March 31, 2011.

Net cash provided by financing activities during the three months ended March 31, 2011 reflects \$203.8 million of net cash proceeds (before offering expenses of \$1.8 million) from the issuance of the 8.25% Notes, partially offset by expenditures of \$6.2 million for financing costs primarily associated with our new senior credit facility and the offering expenses associated with our 8.25% Notes. Net cash used in financing activities during the three months ended March 31, 2010 reflects the payments on the term loan component of our prior credit facility.

We have not paid any cash dividends in the past on our common stock. The covenants in certain debt instruments to which we are a party, including our new senior credit facility and the Indenture governing the 8.25% Notes, place certain restrictions and conditions on our ability to pay dividends. Any future cash dividends would depend on contractual limitations, future earnings, capital requirements, our financial condition and other factors determined by our board of directors.

Disclosures about Contractual Obligations and Commercial Commitments

The following table aggregates the contractual commitments and commercial obligations which affect our financial condition and liquidity position as of March 31, 2011.

| | Total | Payments Due by Period | | | Thereafter |
|--|-------------------|---|---|---|-------------------|
| | | Nine Months Ending December 31, 2011 | Two Years Ending December 31, 2013 (in thousands) | Two Years Ending December 31, 2015 | |
| Indebtedness | \$ 210,000 | \$ | \$ | \$ | \$ 210,000 |
| Interest on indebtedness | 121,275 | 8,663 | 34,650 | 34,650 | 43,312 |
| Operating leases | 3,379 | 467 | 1,262 | 1,133 | 517 |
| Asset retirement obligations including accretion (1) | 248,548 | 9,868 | 37,595 | 27,227 | 173,858 |
| Total contractual obligations | \$ 583,202 | \$ 18,998 | \$ 73,507 | \$ 63,010 | \$ 427,687 |

- (1) Includes discretionary amounts that we expect to spend on asset retirement activities of approximately \$8.2 million, \$15.7 million and \$7.4 million in the nine months ending December 31, 2011, the two years ending December 31, 2013 and the two years ending December 31, 2015.

2015, respectively.

Cautionary Statement Concerning Forward Looking Statements

This Quarterly Report contains forward-looking statements within the meaning of, and we intend that such forward-looking statements be subject to the safe harbor provisions of, the U.S. federal securities laws. Forward-looking statements are, by definition, statements that are not historical in nature and relate to possible future events. They may be, but are not necessarily, identified by words such as will, would, should, likely, estimates, thinks, strives, may, anticipates, expects, believes, intends, goals, plans, or projects and similar expressions.

These forward-looking statements reflect our current views with respect to possible future events, are based on various assumptions and are subject to risks and uncertainties. These forward-looking statements are not guarantees or predictions of our

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future performance, and our actual results and future developments may differ materially from those projected in, and contemplated by, the forward-looking statements. As a result, you should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements. Among the factors that could cause actual results to differ materially are the risks and uncertainties described under Part I, Item 1A, Risk Factors, in our 2010 Annual Report, including the following:

planned and unplanned capital expenditures;

adequacy of capital resources and liquidity including, but not limited to, access to additional capacity under our credit facility;

our substantial level of indebtedness;

our ability to incur additional indebtedness;

volatility in oil and natural gas prices;

volatility in the financial and credit markets;

changes in general economic conditions;

uncertainties in reserve and production estimates;

replacing our oil and natural gas reserves;

unanticipated recovery or production problems;

availability, cost and adequacy of insurance coverage;

hurricane and other weather-related interference with business operations;

drilling and operating risks;

production expense estimates;

the impact of derivative positions;

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our ability to retain and motivate key executives and other necessary personnel;

availability of drilling and production equipment and field service providers;

the effects of delays in completion of, or shut-ins of, gas gathering systems, pipelines and processing facilities;

potential costs associated with complying with new or modified regulations promulgated by the BOEMRE;

the impact of political and regulatory developments;

risks and liabilities associated with acquired properties or business, including the ASOP Properties;

our ability to make and integrate acquisitions, including the ASOP Properties;

oil and gas prices and competition; and

our ability to generate sufficient cash flow to meet our debt service and other obligations.

Many of these factors are beyond our ability to control or predict. Any, or a combination, of these factors could materially affect our future financial condition or results of operations and the ultimate accuracy of the forward-looking statements. These forward-looking statements are not guarantees of our future performance, and our actual results and future developments may differ materially from those projected in the forward-looking statements. Management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements.

For a further list and description of various risks, relevant factors and uncertainties that could cause future results or events to differ materially from those expressed or implied in our forward-looking statements, see **Risk Factors** in Part 1, Item 1A of our 2010 Annual Report and elsewhere in our 2010 Annual Report and elsewhere in this Quarterly Report; our reports and registration statements filed from time to time with the SEC; and other announcements we make from time to time. Given these risks and uncertainties, you should not place undue reliance on these forward-looking statements.

Although we believe that the assumptions on which any forward-looking statements are based in this Quarterly Report and other periodic reports filed by us are reasonable when and as made, no assurance can be given that such assumptions will prove correct. All forward-looking statements in this Quarterly Report are expressly qualified in their entirety by the cautionary statements in this section and elsewhere in this Quarterly Report and we undertake no obligation to publicly update or revise any forward-looking statements, except as required by applicable securities laws and regulations.

Table of Contents**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risks. The term *market risk* refers to the risk of loss arising from adverse changes in oil and gas prices and interest rates. The disclosures are not meant to be precise indicators of expected future losses, but rather indicators of reasonably possible losses. This forward-looking information provides indicators of how we view our ongoing market-risk exposure.

Interest Rate Risk

We are exposed to changes in interest rates which affect the interest earned on our interest-bearing deposits and the interest paid on borrowings under our new senior credit facility. Currently, we do not use interest rate derivative instruments to manage exposure to interest rate changes. At March 31, 2011, our total indebtedness outstanding consisted of \$203.9 million (net of unamortized original purchaser's discount of \$6.1 million) related to our fixed-rate 8.25% Notes. Borrowings under our new senior credit facility bear interest ranging from a base rate plus a margin of 1.00% to 2.00% on base rate borrowings and LIBOR plus a margin of 2.00% to 3.00% on LIBOR borrowings. Our new credit facility was undrawn at closing and currently remains undrawn.

Commodity Price Risk

Our revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas. Prices also affect the amount of cash flow available for capital expenditures and our ability to borrow and raise additional capital. The amount we can borrow under our new senior credit facility is subject to periodic redetermination based in part on changing expectations of future prices. Lower prices may reduce the amount of oil and natural gas that we can economically produce. We currently sell all of our oil and natural gas production under price sensitive or market price contracts.

Historically, we have used commodity derivative instruments to manage commodity price risks associated with future oil and natural gas production. As of March 31, 2011, the following derivative instruments were outstanding:

Oil Contracts

| Remaining Contract Term | Fixed-Price Swaps | | | | Puts | | | |
|-----------------------------|-------------------|---------------|---------------------|---------------------------|---------------|---------------|-------------|---------------------------|
| | Daily Average | Volume (Bbls) | Average | Fair Value (In thousands) | Daily Average | Volume (Bbls) | Floor Price | Fair Value (In thousands) |
| | Volume (Bbls) | | Swap Price (\$/Bbl) | | Volume (Bbls) | | (\$/Bbl) | |
| April 2011 - July 2011 | 5,764 | 703,200 | \$ 85.26 | \$ (15,561) | 502 | 61,200 | \$ 60.00 | \$ 1 |
| August 2011 - November 2011 | 2,059 | 251,200 | \$ 90.42 | \$ (4,415) | 1,301 | 158,700 | \$ 60.00 | \$ 18 |
| December 2011 | 3,368 | 104,400 | \$ 90.25 | \$ (1,824) | 1,302 | 40,350 | \$ 60.00 | \$ 10 |
| January 2012 - July 2012 | 2,167 | 461,500 | \$ 95.33 | \$ (5,227) | | | | |
| August 2012 - November 2012 | 721 | 88,000 | \$ 95.74 | \$ (799) | | | | |
| December 2012 | 1,161 | 36,000 | \$ 95.28 | \$ (318) | | | | |
| January 2013 - July 2013 | 1,703 | 361,000 | \$ 94.28 | \$ (3,148) | | | | |
| August 2013 - November 2013 | 426 | 52,000 | \$ 94.18 | \$ (404) | | | | |
| December 2013 | 806 | 25,000 | \$ 93.98 | \$ (190) | | | | |

Collars

| Remaining Contract Term | Daily Average | Volume (Bbls) | Volume (Bbls) | Strike Price (\$/Bbl) | Fair Value (In thousands) |
|-----------------------------|---------------|---------------|---------------|-----------------------|---------------------------|
| | Volume (Bbls) | | | | |
| January 2012 - July 2012 | 500 | 106,500 | | \$ 85.00/118.85 | \$ (343) |
| August 2012 - November 2012 | 500 | 61,000 | | \$ 85.00/118.85 | \$ (132) |
| December 2012 | 500 | 15,500 | | \$ 85.00/118.85 | \$ (37) |

Item 4. CONTROLS AND PROCEDURES.

(a) Quarterly Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. This information is also accumulated and communicated to management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Our management, under the supervision and with the participation of our principal executive officer and

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principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the most recent fiscal quarter reported on herein. Based on that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of March 31, 2011.

Because of their inherent limitations, disclosure controls and procedures may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that such controls and procedures may become inadequate because of changes in conditions, or that the degree of compliance with the controls or procedures may deteriorate. Accordingly, even effective disclosure controls and procedures can provide only reasonable assurance of achieving their control objectives.

(b) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended March 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

For information regarding legal proceedings, see the information in Note 8, Commitments and Contingencies in the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report.

Item 1A. RISK FACTORS.

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our 2010 Annual Report that could materially affect our business, financial condition or future results. The risks described in this Form 10-Q and in our 2010 Annual Report are not the only risks facing the Company. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, also may materially adversely affect our business, financial condition and future results.

The following risk factor from our 2010 Annual Report is revised:

We may not be insured against all of the operating risks to which our business is exposed.

In accordance with industry practice, we maintain insurance coverage against some, but not all, of the operating risks to which our business is exposed. We insure some, but not all, of our properties from operational and hurricane related events. We currently have insurance policies that include coverage for general liability, physical damage to our oil and gas properties, operational control of well, oil pollution, third party liability, workers compensation and employers liability and other coverage. Our insurance coverage includes deductibles that must be met prior to recovery, as well as sub-limits. Additionally, our insurance is subject to exclusions and limitations, and there is no assurance that such coverage will adequately protect us against liability from all potential consequences and damages and losses.

Currently, we have general liability insurance coverage with an annual aggregate limit of \$2.0 million and umbrella liability coverage with an aggregate limit of \$150.0 million applicable to our working interest. Our general liability policy is subject to a \$25,000 per incident deductible. We also have an offshore property physical damage policy that contains a \$90.0 million annual aggregate named windstorm limit, subject to a \$2.5 million deductible that applies to non-named windstorm occurrences and a \$20 million deductible that applies to named windstorm events. Further, there are sub-limits within the named windstorm annual aggregate limit for re-drill, plugging and abandonment and removal of wreck that range from \$10 million to \$45 million. Our operational control of well coverage provides limits that vary by well location and depth and range from a combined single limit of \$20.0 million to \$75.0 million per occurrence. Deepwater wells have a coverage limit of \$50.0 million per occurrence. Additionally, we maintain \$70.0 million in oil pollution liability coverage. Our control of well and oil pollution liability policy limits are scaled proportionately to our working interests, except for our deepwater control of well coverage, which limit is to our working interest. Under our service agreements, including drilling contracts, generally we are indemnified for injuries and death of the service provider's employees as well as contractors and subcontractors hired by the service provider.

An operational or hurricane related event may cause damage or liability in excess of our coverage, which might severely impact our financial position. We may be liable for damages from an event relating to a project in which we are a non-operator, but have a working interest in such

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project. Such an event may also cause a significant interruption to our business, which might also severely impact our financial position. For example, we experienced production interruptions in 2005, 2006 and 2007 from Hurricanes Katrina and Rita and in 2008 and 2009 from Hurricanes Gustav and Ike for which we had no production interruption insurance.

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We reevaluate the purchase of insurance, policy limits and terms annually each April. In light of the catastrophic Deepwater Horizon accident in the Gulf of Mexico in April 2010, we may not be able to secure similar coverage for the same costs. Future insurance coverage for our industry could increase in cost and may include higher deductibles or retentions. In addition, some forms of insurance may become unavailable in the future or unavailable on terms that we believe are economically acceptable. No assurance can be given that we will be able to maintain insurance in the future at rates that we consider reasonable and we may elect to maintain minimal or no insurance coverage. We may not be able to secure additional insurance or bonding that might be required by new governmental regulations. This may cause us to restrict our operations in the Gulf of Mexico, which might severely impact our financial position. The occurrence of a significant event, not fully insured against, could have a material adverse effect on our financial condition and results of operations.

We maintain an Oil Spill Response Plan (the "Plan") that defines our response requirements and procedures and remediation plans in the event we have an oil spill. Oil Spill Response Plans are generally approved by the BOEMRE bi-annually, except when changes are required, in which case revised plans are required to be submitted for approval at the time changes are made. We believe the Plan specifications are consistent with the requirements set forth by the BOEMRE.

The Company has contracted with an emergency and spill response management consultant, which would provide management expertise, personnel and equipment, under the supervision of the Company, in the event of an incident requiring a coordinated response. Additionally, the Company is a member of Clean Gulf Associates ("CGA"), a not-for-profit association of producing and pipeline companies operating in the Gulf of Mexico and has capabilities to simultaneously respond to multiple spills. CGA's website states that it is the largest oil spill response cooperative in North America. CGA is structured to provide an effective method of staging response equipment and providing spill response for its member companies in the Gulf of Mexico. CGA has chartered its marine equipment to the Marine Spill Response Corporation ("MSRC"), a private, not-for-profit marine spill response organization which is funded by the Marine Preservation Association ("MPA"), a member-supported, not-for-profit organization created to assist the petroleum and energy-related industries by addressing problems caused by oil spills on water. MSRC's website states that it is the largest dedicated oil spill response organization in the United States. MSRC owns and operates a fleet of dedicated Oil Spill Response Vessels (OSRV), ocean-going barges, shallow water skimming systems, other response equipment and enhanced communications capabilities in various regions including the Gulf of Mexico. MSRC maintains CGA's equipment at staging points around the Gulf of Mexico in its ready state, and in the event of a spill, MSRC mobilizes appropriate equipment to CGA members. In addition, CGA maintains a contract with Airborne Support Inc., which provides aircraft and dispersant capabilities for CGA member companies.

Additional resources are available to the Company on an as-needed basis other than as a member of CGA, such as those of MSRC and National Response Corporation ("NRC"). MSRC has oil spill response equipment independent of, and in addition to, CGA's equipment. MSRC's capabilities are augmented by a network of over 100 participants in the Spill Team Area Responders ("STARs") program, an affiliation of environmental response contractors located at over 200 locations throughout the country. MSRC's equipment currently includes oil spill response barges, skimming systems, self-propelled skimming vessels, mobile communication suites, various small crafts and shallow water vessels and dispersant aircraft. In the event of a spill, MSRC activates contractors as necessary to provide additional resources or support services requested by its customers. NRC owns a variety of equipment, currently including shallow water portable barges, boom, skimming systems, work boats, vacuum transfer units and mobile communication centers. NRC has access to a fleet of offshore vessels and supply boats, tugs and oil barges from its tug and barge clients.

The response effectiveness, equipment and resources of these companies may change from time-to-time and current information is generally available on the websites of each of these organizations. There can be no assurances that the Company, together with the organizations described above will be able to effectively manage all emergency and/or spill response activities that may arise and any failures to do so may materially adversely impact the Company's financial position, results of operations and cash flows.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None

Item 3. DEFAULTS UPON SENIOR SECURITIES.

None

Item 5. OTHER INFORMATION.
None

Table of Contents**Item 6. EXHIBITS.**

The exhibits marked with the cross symbol () are management contracts or compensatory plans or arrangements filed pursuant to Item 601(b)(10)(iii) of Regulation S-K. We have not filed with this Quarterly Report copies of the instruments defining rights of all holders of the long-term debt of us and our consolidated subsidiaries based upon the exception set forth in Item 601(b)(4)(iii)(A) of Regulation S-K. Copies of such instruments will be furnished to the SEC upon request.

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Filed/ Furnished | |
|-------------------|--|------------------------------|--------------------|---------|---------------------|----------|
| | | Form | SEC File Number | Exhibit | Filing Date | Herewith |
| 2.0 | Second Amended Joint Plan of Reorganization of Energy Partners, Ltd. and certain of its Subsidiaries Under Chapter 11 of the Bankruptcy Code, as Modified as of September 16, 2009 | 10-Q | 001-16179 | 2.0 | 05/06/2010 | |
| 2.1 | Purchase and Sale Agreement dated January 13, 2011, by and between Anglo-Suisse Offshore Partners, LLC and Energy Partners, Ltd. | 8-K | 001-16179 | 2.1 | 01/18/2011 | |
| 3.2 | Second Amended and Restated Bylaws of Energy Partners, Ltd. | 8-A/A | 001-16179 | 3.2 | 09/21/2009 | |
| 4.1 | Indenture by and among Energy Partners, Ltd., as Issuer, the Guarantors named therein and U.S. Bank National Association, as Trustee dated February 14, 2011 | 8-K | 001-16179 | 4.1 | 02/15/2011 | |
| 10.1 | Registration Rights Agreement by and among Energy Partners, Ltd., the Guarantors named therein and the initial purchasers named therein dated February 14, 2011 | 8-K | 001-16179 | 10.1 | 02/15/2011 | |
| 10.2 | Credit Agreement by and among Energy Partners, Ltd., as Borrower, Bank of Montreal, as Administrative Agent, and certain financial institutions, as Lenders, dated February 14, 2011 | 8-K | 001-16179 | 10.2 | 02/15/2011 | |
| 10.3 | Offer Letter to Andre Broussard, accepted on January 22, 2011 | | | | | X |
| 31.1 | Certification of Principal Executive Officer of Energy Partners, Ltd. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | | X |
| 31.2 | Certification of Principal Financial Officer of Energy Partners, Ltd. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | | X |
| 32.1 | Section 1350 Certification of Principal Executive Officer of Energy Partners, Ltd. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | | X |
| 32.2 | Section 1350 Certification of Principal Financial Officer of Energy Partners, Ltd. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | | X |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENERGY PARTNERS, LTD.

/s/ Tiffany J. Thom
Tiffany J. Thom

By: Senior Vice President, Chief Financial Officer and Treasurer

(Principal Financial Officer)

Date: May 4, 2011

Table of Contents**INDEX TO EXHIBITS**

The exhibits marked with the cross symbol () are management contracts or compensatory plans or arrangements filed pursuant to Item 601(b)(10)(iii) of Regulation S-K. We have not filed with this Quarterly Report copies of the instruments defining rights of all holders of the long-term debt of us and our consolidated subsidiaries based upon the exception set forth in Item 601(b)(4)(iii)(A) of Regulation S-K. Copies of such instruments will be furnished to the SEC upon request.

| Exhibit Number | Exhibit Description | Incorporated by | | | Filing Date | Filed/ |
|----------------|--|-----------------|-----------------|---------|-------------|--------------------|
| | | Reference Form | SEC File Number | Exhibit | | Furnished Herewith |
| 2.0 | Second Amended Joint Plan of Reorganization of Energy Partners, Ltd. and certain of its Subsidiaries Under Chapter 11 of the Bankruptcy Code, as Modified as of September 16, 2009 | 10-Q | 001-16179 | 2.0 | 05/06/2010 | |
| 2.1 | Purchase and Sale Agreement dated January 13, 2011, by and between Anglo-Suisse Offshore Partners, LLC and Energy Partners, Ltd. | 8-K | 001-16179 | 2.1 | 01/18/2011 | |
| 3.2 | Second Amended and Restated Bylaws of Energy Partners, Ltd. | 8-A/A | 001-16179 | 3.2 | 09/21/2009 | |
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