

DELAWARE EPL OF TEXAS LLC

Form S-4

July 14, 2011

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As filed with the Securities and Exchange Commission on July 14, 2011

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ENERGY PARTNERS, LTD.

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	1311 (Primary Standard Industrial Classification Code Number)	72-1409562 (I.R.S. Employer Identification Number)
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201 St. Charles Ave., Suite 3400

New Orleans, Louisiana 70170

(504) 569-1875

(Address, including zip code, and telephone number, including area code, of each of the registrants principal executive offices)

SEE TABLE OF ADDITIONAL GUARANTOR REGISTRANTS LISTED ON THE FOLLOWING PAGE

John H. Peper

Executive Vice President, General Counsel and Corporate Secretary

201 St. Charles Ave., Suite 3400

New Orleans, Louisiana 70170

(504) 569-1875

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

J. Mark Metts

Jones Day

717 Texas, Suite 3300

Houston, Texas 77002-2712

(832) 239-3939

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer Accelerated filer x

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price (1)	Amount of registration fee
8 1/4% Senior Notes due 2018	\$210,000,000	100%	\$210,000,000	\$24,381
Guarantees of 8 1/4 % Senior Notes due 2018 (2)				(3)

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.

(2) See the following page for a table of guarantor registrants.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate registration fee is payable with respect to the guarantees.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

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Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	I.R.S. employer identification number
Delaware EPL of Texas, LLC	Delaware	None
EPL of Louisiana, L.L.C.	Louisiana	None
EPL Pioneer Houston, Inc.	Texas	75-2129749
EPL Pipeline, L.L.C.	Delaware	72-1471048
Anglo-Suisse Offshore Pipeline Partners, LLC	Delaware	72-1409562

* The address, including zip code, of each additional registrant is 201 St. Charles Ave., Suite 3400, New Orleans, Louisiana 70170, and the telephone number, including area code, of each additional registrant is (504) 569-1875. The name and address, including zip code, of each additional registrant's agent for service is John H. Peper, Executive Vice President, General Counsel and Corporate Secretary, 201 St. Charles Ave., Suite 3400, New Orleans, Louisiana 70170, and the telephone number, including area code, of each additional registrant's agent for service is (504) 569-1875.

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The information in this prospectus is not complete and may be changed. We may not complete this exchange offer or issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated July 14, 2011.

PROSPECTUS

Offer to Exchange

\$210,000,000 Outstanding 8¹/₄% Senior Notes due 2018

for \$210,000,000 Registered 8¹/₄% Senior Notes due 2018

Energy Partners, Ltd. is offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange an aggregate principal amount of up to \$210,000,000 of our 8¹/₄% senior notes due 2018, which we refer to as the exchange notes, for an equal principal amount of our outstanding 8% senior notes due 2018. When we refer to old notes, we are referring to the outstanding 8¹/₄% senior notes due 2018. The exchange notes will represent the same debt as the old notes and we will issue the exchange notes under the same indenture as the old notes.

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2011, unless extended.

Terms of the Exchange Offer

We will issue exchange notes for all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tendered old notes at any time prior to the expiration of the exchange offer.

The terms of the exchange notes are identical in all material respects (including principal amount, interest rate, maturity and redemption rights) to the old notes for which they may be exchanged, except that the exchange notes generally will not be subject to transfer restrictions or be entitled to registration rights and the exchange notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Certain of our subsidiaries will guarantee our obligations under the exchange notes, including the payment of principal of, premium, if any, and interest on the notes. These guarantees of the exchange notes will be senior unsecured obligations of the subsidiary guarantors.

The exchange of old notes for exchange notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See the discussion under the caption Certain U.S. Federal Income Tax Considerations.

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There is no existing market for the exchange notes to be issued, and we do not intend to apply for listing or quotation on any securities exchange or market.

An investment in the exchange notes involves risks. You should carefully review the risk factors beginning on page 8 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined whether this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Each broker-dealer that receives exchange notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended, or the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that we will use our commercially reasonable efforts to keep the registration statement of which this prospectus is a part effective and to amend and supplement this prospectus in order to permit this prospectus to be lawfully delivered by all persons subject to the prospectus delivery requirements of the Securities Act for such period of time as such persons must comply with such requirements in order to resell the exchange notes. See Plan of Distribution.

Prospectus dated _____, 2011.

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We have not authorized anyone to give you any information or to make any representations about the exchange offer we discuss in this prospectus other than those contained in this prospectus. If you are given any information or representation about this matter that is not discussed, you must not rely on that information. This prospectus is not an offer to sell or a solicitation of an offer to buy securities anywhere or to anyone where or to whom we are not permitted to offer to sell securities under applicable law.

In determining whether to participate in the exchange offer, investors must rely on their own examination of the issuer and the terms of the exchange notes and the exchange offer, including the merits and risks involved. The securities offered by this prospectus have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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MARKET AND INDUSTRY DATA AND FORECASTS

The market and industry data contained in or incorporated into this prospectus are based either on management's own estimates, internal company research, surveys and studies conducted by third parties or industry and general publications, and in each case, are believed by our management to be reasonable estimates. We have not independently verified market and industry data from third-party sources. This data is subject to change and cannot always be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey of market and industry data. As a result, you should be aware that market and industry data set forth herein, and estimates and beliefs based on such data, may not be reliable. While we are not aware of any misstatements regarding any market, industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the headings "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors" in this prospectus.

CERTAIN TERMS USED IN THIS PROSPECTUS

In this prospectus, unless otherwise indicated or the context otherwise requires:

The terms "EPL," "we," "our," "us" and the "Company" refer to Energy Partners, Ltd. and all of its consolidated subsidiaries (except in the section entitled "Description of Notes," in which case such terms refer only to Energy Partners, Ltd. and not to any of its subsidiaries).

The "issuer" refers to Energy Partners, Ltd., a Delaware corporation.

The "old notes" refers to the issuer's currently outstanding 4% senior notes due 2018. The offering of old notes was made only to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S and, accordingly, was exempt from registration under the Securities Act.

The "exchange notes" refers to the issuer's new 4% senior notes due 2018 offered in the exchange offer. The terms of the exchange notes offered in the exchange offer are substantially identical to the terms of the old notes, except that the exchange notes will be registered under the Securities Act and will not be subject to restrictions on transfer or provisions relating to additional interest.

The "notes" refers collectively to the old notes and the exchange notes.

The "indenture" refers to the indenture, dated as of February 14, 2011, among Energy Partners, Ltd., the Guarantors and U.S. Bank National Association, as trustee, as amended by that certain supplemental indenture, dated as of March 14, 2011, among Anglo-Suisse Offshore Pipeline Partners, LLC, Energy Partners, Ltd., the other Guarantors party thereto and U.S. Bank National Association, as trustee.

The "initial purchasers" refers to Jefferies & Company, Inc., BMO Capital Markets Corp., Capital One Southcoast, Inc., Morgan Keegan & Company, Inc., Natixis Securities North America Inc. and Scotia Capital (USA) Inc., collectively.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the Securities and Exchange Commission, or the SEC, a registration statement on Form S-4 under the Securities Act that registers the exchange notes that will be offered in exchange for the old notes. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the notes. The rules and regulations of the SEC allow us to omit from this document certain information included in the registration statement.

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We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. Our filings are located in the EDGAR database on that website. You may also read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the SEC's public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330. Our stock is listed on the New York Stock Exchange under the symbol EPL.

All of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports as well as other filings we make pursuant to Section 13(a) and 15(d) of the Securities Exchange Act of 1934 are also available free of charge on our Internet website. The address of our Internet website is www.eplweb.com. The information contained on our website is not incorporated into or made a part of this prospectus. Our SEC filings are available on our website as soon as they are posted to the EDGAR database on the SEC's website. You may request a copy of this information at no cost by writing or telephoning us at the following address: Attention: Energy Partners, Ltd., 201 St. Charles Avenue, Suite 3400, New Orleans, Louisiana 70170, Attn: Investor Relations, phone number (504) 799-1902.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus the information in other documents that we file with it, which means that we can disclose important business and financial information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus or a prospectus supplement. We incorporate by reference in this prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, prior to the termination of the offering under this prospectus (other than any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K unless we specifically state in such Current Report that such information is to be considered filed under the Exchange Act, or we incorporate it by reference into a filing under the Securities Act or the Exchange Act):

our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on March 3, 2011, as amended by Amendment No. 1 on Form 10-K/A filed on March 24, 2011;

our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, filed with the SEC on May 4, 2011; and

our Current Reports on Form 8-K filed with the SEC on January 18, 2011; January 31, 2011; February 7, 2011; February 9, 2011; February 15, 2011, as amended by Amendment No. 1 on Form 8-K/A filed on March 23, 2011; April 18, 2011; and June 1, 2011.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules. You may obtain a copy of any or all of the documents referred to above which may have been or may be incorporated by reference into this prospectus (excluding certain exhibits to the documents) at no cost to you by writing or telephoning us at the following address:

Energy Partners, Ltd.

201 St. Charles Ave., Suite 3400

New Orleans, Louisiana 70170

Attn: Corporate Secretary

Telephone: (504) 569-1875

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To obtain timely delivery of any of our filings, agreements or other documents, you must make your request to us no later than , 2011. In the event that we extend the exchange offer, you must submit your request at least five business days before the expiration date of the exchange offer, as extended. We may extend the exchange offer in our sole discretion. See The Exchange Offer for more detailed information.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, including the information we incorporate by reference, contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, or the Exchange Act, 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, this, 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 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. The risks and uncertainties that could cause actual results to differ materially include 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;

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 Bureau of Ocean Energy Management, Regulation and Enforcement, or BOEMRE;

the impact of political and regulatory developments;

risks and liabilities associated with acquired properties or business;

our ability to make and integrate acquisitions;

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oil and gas prices and competition;

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

other matters that are discussed in our filings with the SEC.

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** and **Management's Discussion and Analysis of Results of Operations and Financial Condition** in our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2010, our other reports and registration statements filed from time to time with the SEC and other announcements we make from time to time. You may obtain copies of these documents and reports as described under the headings **Where You Can Find More Information** and **Incorporation by Reference of Certain Documents**. 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 prospectus 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 prospectus are expressly qualified in their entirety by the cautionary statements in this section and elsewhere in this prospectus, and we undertake no obligation to publicly update or revise any forward-looking statements, except as required by applicable securities laws and regulations.

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SUMMARY

This summary does not contain all the information that may be important to you. You should carefully read this prospectus in its entirety before making an investment decision. In particular, you should read the section titled Risk Factors and our consolidated financial statements and the related notes thereto included elsewhere in this prospectus as well as in the documents incorporated by reference in this prospectus.

Our Company

We were incorporated as a Delaware corporation in January 1998 and operate as an independent oil and natural gas exploration and production company based in New Orleans, Louisiana and Houston, Texas. 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 is characterized by established exploitation, development and exploration opportunities in both productive horizons and deeper geologic formations. Our management professionals and technical staff have considerable geological, geophysical and operational experience that is specific to the Gulf of Mexico and Gulf Coast region, and we have acquired and developed geophysical and geological data relating to these areas. We intend to pursue capital-efficient development and exploration activities in our core area, as well as identify acquisition opportunities that leverage our operational strengths.

Our Corporate Information

We are a Delaware corporation with principal executive offices located at 201 St. Charles Avenue, Suite 3400, New Orleans, Louisiana 70170. Our telephone number at that address is (504) 569-1875. We maintain a website on the Internet at <http://www.eplweb.com>. The information on our website is not incorporated by reference into, and does not constitute a part of, this prospectus.

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Summary of the Terms of the Exchange Offer

On February 14, 2011, we completed an offering of \$210,000,000 aggregate principal amount of old 8 1/4% senior notes due February 15, 2018. The offering of the old notes was made only to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S and, accordingly, was exempt from registration under the Securities Act.

Notes Offered Up to \$210,000,000 aggregate principal amount of new 8 1/4% senior notes due February 15, 2018, registered under the Securities Act.

The terms of the exchange notes offered in the exchange offer are substantially identical to the terms of the old notes, except that the exchange notes will be registered under the Securities Act and generally will not be subject to restrictions on transfer or provisions relating to additional interest. The exchange notes will bear a different CUSIP or ISIN number from the old notes and will not entitle their holders to registration rights.

The Exchange Offer You may exchange old notes for exchange notes.

Resale of Exchange Notes We believe the exchange notes that will be issued in the exchange offer may be resold by most investors without compliance with the registration and prospectus delivery provisions of the Securities Act, subject to certain conditions. You should read the discussion under the heading **The Exchange Offer** for further information regarding the exchange offer and the ability to resell the exchange notes.

Consequences of Failure to Exchange the Old Notes You will continue to hold old notes that remain subject to their existing transfer restrictions if:

you do not tender your old notes; or

you tender your old notes and they are not accepted for exchange.

With some limited exceptions, we will have no obligation to register the old notes after we consummate the exchange offer. See **The Exchange Offer Terms of the Exchange Offer** and **The Exchange Offer Consequences of Failure to Exchange**.

Expiration Date The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2011, or the expiration date, unless we extend it, in which case expiration date means the latest date and time to which the exchange offer is extended.

Interest on the Exchange Notes The exchange notes will accrue interest from the most recent date to which interest has been paid or provided for on the old notes or, if no interest has been paid on the old notes, from the date of original issue of the old notes.

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Conditions to the Exchange Offer	<p>The exchange offer is subject to several customary conditions. We will not be required to accept for exchange, or to issue exchange notes in exchange for, any old notes and may terminate or amend the exchange offer if we determine in our reasonable judgment that the exchange offer violates applicable law, any applicable interpretation of the SEC or its staff or any order of any governmental agency or court of competent jurisdiction. The foregoing conditions are for our sole benefit and may be waived by us. In addition, we will not accept for exchange any old notes tendered, and no exchange notes will be issued in exchange for any such old notes if:</p> <p style="padding-left: 40px;">at any time any stop order is threatened or in effect with respect to the registration statement of which this prospectus constitutes a part; or</p> <p style="padding-left: 40px;">at any time any stop order is threatened or in effect with respect to the qualification of the indenture governing the notes under the Trust Indenture Act of 1939.</p> <p>See The Exchange Offer Conditions. We reserve the right to terminate or amend the exchange offer at any time prior to the expiration date upon the occurrence of any of the foregoing events.</p>
Procedures for Tendering Old Notes	<p>If you wish to accept the exchange offer, you must submit required documentation and effect a tender of old notes pursuant to the procedures for book-entry transfer (or other applicable procedures), all in accordance with the instructions described in this prospectus and in the relevant letter of transmittal. See The Exchange Offer Procedures for Tendering, The Exchange Offer Book Entry Transfer and The Exchange Offer Guaranteed Delivery Procedures.</p>
Guaranteed Delivery Procedures	<p>If you wish to tender your old notes, but cannot properly do so prior to the expiration date, you may tender your old notes according to the guaranteed delivery procedures set forth in The Exchange Offer.</p>
Withdrawal Rights	<p>Tenders of old notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on the expiration date. To withdraw a tender of old notes, a written or facsimile transmission notice of withdrawal must be received by the exchange agent at its address set forth in The Exchange Offer Exchange Agent prior to 5:00 p.m. on the expiration date.</p>
Acceptance of Old Notes and Delivery of Exchange Notes	<p>Except in some circumstances, any and all old notes that are validly tendered in the exchange offer prior to 5:00 p.m., New York City time, on the expiration date will be accepted for exchange. The exchange notes issued pursuant to the exchange offer will be delivered promptly following the expiration date. See The Exchange Offer Terms of the Exchange Offer.</p>

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Certain U.S. Federal Income Tax Considerations We believe that the exchange of the old notes for the exchange notes will not constitute a taxable exchange for U.S. federal income tax purposes. See Certain U.S. Federal Income Tax Considerations.

Exchange Agent U.S. Bank National Association is serving as exchange agent in connection with the exchange offer.

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The Exchange Notes

The terms of the exchange notes offered in the exchange offer are identical in all material respects to the terms of the old notes, except that the exchange notes will:

be registered under the Securities Act and therefore will not be subject to restrictions on transfer;

not be subject to provisions relating to additional interest;

bear a different CUSIP or ISIN number from the old notes;

not entitle their holders to registration rights; and

be subject to terms relating to book-entry procedures and administrative terms relating to transfers that differ from those of the old notes.

Issuer	Energy Partners, Ltd.
Notes Offered	\$210,000,000 aggregate principal amount of 8 1/4% senior notes due February 15, 2018.
Maturity	The exchange notes mature on February 15, 2018.
Interest	The exchange notes will bear interest from the date of their issuance at an annual rate of 8 1/4%. Interest on outstanding exchange notes will be payable semi-annually, in arrears, on February 15 and August 15 of each year, commencing on August 15, 2011.
Guarantees	The exchange notes will be 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). As of the date of this prospectus, we directly or indirectly own 100% of the equity interests of each of our subsidiaries. In the future, the guarantees may be released or terminated under certain circumstances. See Description of Notes Note Guarantees.
Ranking	The exchange notes will: be our unsecured senior obligations;

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rank equal in right of payment with all of our existing and future senior indebtedness;

rank senior in right of payment to all of our existing and future subordinated indebtedness;

be effectively subordinated in right of payment to our secured indebtedness, including our \$250.0 million senior secured credit facility, which we refer to as the Revolving Credit Facility, to the extent of the value of the collateral securing such indebtedness; and

be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of any non-guarantor subsidiary (other than indebtedness and liabilities owed to us or a guarantor).

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The guarantees of each guarantor will:

be unsecured senior obligations of such guarantor;

rank equal in right of payment with all of such guarantor's existing and future senior indebtedness, including guarantees;

rank senior in right of payment to all of such guarantor's existing and future subordinated indebtedness;

be effectively subordinated in right of payment to all existing and future secured indebtedness of such guarantor, including its guarantee of indebtedness under the Revolving Credit Facility, to the extent of the value of the collateral securing such indebtedness; and

be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of any non-guarantor subsidiary (other than indebtedness and liabilities owed to such guarantor).

Optional Redemption

On or after February 15, 2015, we may redeem some or all of the notes at redemption prices that decrease over time, plus accrued and unpaid interest, to the redemption date as described under the heading "Description of Notes - Optional Redemption."

Prior to February 15, 2014, we may redeem up to 35% of the aggregate principal amount of the outstanding notes with the net proceeds of one or more equity offerings at a redemption price equal to 108.250% of the principal amount thereof, plus accrued and unpaid interest, to the date of redemption, *provided* that, following such redemption, at least 65% of the aggregate principal amount of the notes originally issued under the indenture remains outstanding, and the redemption occurs within 90 days of the date of the closing of such equity offering.

In addition, we may, at our option, redeem the notes at any time prior to February 15, 2015, at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest, to the redemption date and a "make whole" premium set forth under "Description of Notes - Optional Redemption."

Change of Control

If we experience a change of control (as defined in the indenture governing the exchange notes), each holder of notes will have the right to require us to repurchase all or any part of its notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, to the date of purchase. See "Description of Notes - Repurchase at the Option of Holders - Change of Control."

Asset Sale Offer

If we or any restricted subsidiary engages in certain asset sales, within 360 days of receipt of the net proceeds from such asset sale, we generally must use the net cash proceeds

from such sales to repay outstanding debt, to acquire another company in our industry, to make

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capital expenditures or to invest in our business, or we must make an offer to purchase, prepay or redeem a principal amount of the notes equal to the excess net cash proceeds. The purchase price of each note so purchased will be 100% of its principal amount, plus accrued and unpaid interest, to the date of purchase, prepayment or redemption. See Description of Notes Repurchase at the Option of Holders Asset Sales.

Certain Covenants

The indenture governing the exchange notes will contain covenants that, among other things, limit our and our restricted subsidiaries ability to:

pay dividends, redeem subordinated indebtedness or make other restricted payments;

incur or guarantee additional indebtedness or issue preferred stock;