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ENERGY PARTNERS LTD Form SC TO-C August 28, 2006

> SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> > SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

ENERGY PARTNERS, LTD. (Name of Subject Company (Issuer))

ATS INC.

an indirect wholly owned subsidiary of WOODSIDE PETROLEUM LTD. (Names of Filing Persons (Offeror))

Common Stock, \$0.01 par value per share

Schedule and the date of its filing.

29270U105 (Title of Class of Securities) (CUSIP Number of Class of Securities)

> Jeff Soine ATS Inc. 71683 Riverside Avenue Covington, Louisiana 70433

Telephone: (985) 249-5300 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Lou R. Kling, Esq. Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036 Telephone: (212) 735-3000

CALCULATION OF FILING FEE

___________ Transaction Valuation Amount of Filing Fee ______ Not applicable* Not applicable* * A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer. |_| Check box if any part of the fee is offset as provided by Rule 0-11(a)(2)

Identify the previous filing by registration statement number, or the Form or

and identify the filing with which the offsetting fee was previously paid.

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Amount Previ	iously Paid:	.Not applicab	le. Filing	party:Not	applicable
Form or Reg	istration No	.Not applicab	le. Date F	iled:Not a	pplicable.

|X| Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

|X| Third-party tender offer subject to Rule 14d-1. |_| Issuer tender offer subject to Rule 13e-4. |_|Going-private transaction subject to Rule 13e-3. |_|Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: $|_|$

EXHIBIT INDEX

Exhibit No.

99.1 Complaint filed in the Court of Chancery in the State of Delaware in and for New Castle County, captioned ATS, Inc., a Delaware corporation, v. Richard A. Bachmann, John C. Bumgarner, Jr., Jerry D. Carlisle, Harold D. Carter, Enoch L. Dawkins, Norman C. Francis, Robert D. Gershen, Phillip A. Gobe, William R. Herrin, Jr., William O. Hiltz, John G. Phillips, Energy Partners, LTD., a Delaware corporation, and Stone Energy Corporation, a Delaware corporation, Civil Action No. 2374-N, filed August 28, 2006