

ENERGY PARTNERS LTD  
Form SC TO-T/A  
September 18, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE TO/A**  
**Tender Offer Statement Under Section 14(d)(1)**  
**or Section 13(e)(1) of the Securities Exchange Act of 1934**  
**(Amendment No. 2)**

**ENERGY PARTNERS, LTD.**  
(Name of Subject Company (Issuer))  
**ATS INC.**  
**WOODSIDE FINANCE PTY. LTD.**  
(Name of Filing Persons (Offeror))

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
(Title of Class of Securities)

**29270U105**  
(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)

With Copies to:  
**Lou R. Kling, Esq.**  
**Ronald C. Barusch, 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\*: \$ 985,093,611.00                      Amount of Filing Fee\*\*: \$ 105,405.02

\* Estimated for  
purposes of  
calculating the  
filing fee only.  
This calculation  
assumes the  
purchase of  
42,830,157  
shares of  
common stock,

par value \$0.01  
per share  
( Shares ), of  
Energy Partners,  
Ltd. at the  
tender offer  
price of \$23.00  
per share of  
common stock.  
Based upon  
information  
contained in  
Energy Partners,  
Ltd. s Quarterly  
Report on Form  
10-Q filed with  
the SEC on  
August 9, 2006,  
there were  
38,396,001  
Shares  
outstanding as  
of August 7,  
2006 and a  
maximum of  
6,153,156  
Shares issuable  
pursuant to  
existing  
warrants, stock  
options,  
performance  
share awards  
and other share  
awards, of  
which 1,719,000  
Shares are  
owned by  
Woodside  
Petroleum Ltd.  
and its  
subsidiaries  
(and are not  
included for  
purposes of this  
calculation).

\*\* The amount of  
filing fee is  
calculated in  
accordance with

Rule 0-11(a)(2)  
under the  
Securities  
Exchange Act  
of 1934, as  
amended, and  
Fee Rate  
Advisory #5 For  
Fiscal Year  
2006 issued by  
the Securities  
and Exchange  
Commission on  
November 23,  
2005. Such fee  
equals \$107.00  
per \$1,000,000  
of the  
transaction  
value.

- Check the box if  
any part of the  
fee is offset as  
provided by  
Rule 0-11(a)(2)  
and identify the  
filing with  
which the  
offsetting fee  
was previously  
paid. Identify  
the previous  
filing by  
registration  
statement  
number, or the  
Form or  
Schedule and  
the date of its  
filing.

Amount previously paid: \$105,405.02  
Filing Party: ATS Inc.

Form or registration no.: Schedule TO  
Date Filed: August 31, 2006

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:

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.

o 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: o

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This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this Amended Schedule TO ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities Exchange Commission on August 31, 2006, and amended by Amendment No. 1 filed on September 11, 2006 (as amended, the Schedule TO ), by ATS Inc., a Delaware corporation (the Purchaser ) and an indirect wholly owned subsidiary of Woodside Petroleum Ltd., a company organized under the laws of Victoria, Australia ( Parent ), pursuant to Rule 14d-1 under the Securities Exchange Act of 1934, as amended (the Exchange Act ), in connection with Purchaser 's offer to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share (the Shares ), of Energy Partners, Ltd., a Delaware corporation (the Company ) for \$23.00 per Share, net to the seller in cash (less applicable withholding taxes and without interest), subject to increase by \$0.50 or \$1.00 per Share to a total of \$23.50 or \$24.00 net per Share in cash depending on the resolution of certain litigation described in Purchaser 's Offer to Purchase, dated August 31, 2006 (the Offer to Purchase ). The terms and conditions of the offer are described in the Offer to Purchase and the accompanying Letter of Transmittal (the Letter of Transmittal ) and the instructions thereto (which, as they may be amended or supplemented from time to time, together constitute the Offer ). Capitalized terms used and not otherwise defined in this Amended Schedule TO shall have the same meanings assigned to such terms in the Schedule TO or the Offer to Purchase.

The information in the Offer to Purchase and the related Letter of Transmittal, including all schedules and annexes thereto which were previously filed as exhibits to the Schedule TO, is incorporated in this Amended Schedule TO by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is amended and supplemented by adding the following:

- (a)(5)(G) Press release issued by ATS Inc. on September 18, 2006
- (a)(5)(H) Australian Stock Exchange Announcement issued by Woodside Petroleum Ltd., dated September 18, 2006

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

ATS INC.

By: /s/ Jeff Soine

Name: Jeff Soine

Title: Secretary

Date: September 18, 2006

**EXHIBIT INDEX**

EXHIBIT NO.	DOCUMENT
(a)(5)(G)	Press release issued by ATS Inc. on September 18, 2006
(a)(5)(H)	Australian Stock Exchange Announcement issued by Woodside Petroleum Ltd., dated September 18, 2006