

DELAWARE EPL OF TEXAS LLC

Form 424B3

May 01, 2013

Table of Contents

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-187462

PROSPECTUS

## Offer to Exchange

**\$300,000,000 Outstanding 8.25% Senior Notes due 2018**

**for \$300,000,000 Registered 8.25% Senior Notes due 2018**

EPL Oil & Gas, Inc. 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 \$300,000,000 of our 8.25% senior notes due 2018, which we refer to as the exchange notes, for an equal principal amount of our outstanding 8.25% senior notes due 2018 that were issued on October 25, 2012 under an indenture dated October 25, 2012 (the 2012 Indenture). When we refer to old 2012 notes, we are referring to the outstanding 8.25% senior notes due 2018 that were issued on October 25, 2012 under the 2012 Indenture. The exchange notes will represent the same debt as the old 2012 notes and we will issue the exchange notes under the indenture dated February 14, 2011 (the 2011 Indenture) governing our 8.25% Senior Notes due 2018 issued on February 14, 2011. The 2011 Indenture has substantially identical terms to the 2012 Indenture.

**The exchange offer expires at 5:00 p.m., New York City time, on June 3, 2013, unless extended.**

### Terms of the Exchange Offer

We will issue exchange notes for all old 2012 notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tendered old 2012 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 2012 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, the exchange notes will not have the right to earn additional interest under circumstances relating to our registration obligations and the exchange notes will be governed by the 2011 Indenture, which has substantially identical terms to the 2012 Indenture.

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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 2012 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.

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 if 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 2012 notes where such old 2012 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 May 1, 2013.**

**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>MARKET AND INDUSTRY DATA AND FORECASTS</u>	i
<u>CERTAIN TERMS USED IN THIS PROSPECTUS</u>	ii
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	ii
<u>INCORPORATION OF CERTAIN INFORMATION BY REFERENCE</u>	iii
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	iv
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	8
<u>THE EXCHANGE OFFER</u>	15
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	23
<u>USE OF PROCEEDS</u>	24
<u>DESCRIPTION OF OTHER INDEBTEDNESS</u>	24
<u>DESCRIPTION OF NOTES</u>	26
<u>CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	70
<u>PLAN OF DISTRIBUTION</u>	75
<u>LEGAL MATTERS</u>	75
<u>EXPERTS</u>	75

**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.**

**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.

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**Table of Contents**

**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 EPL Oil & Gas, Inc. and all of its consolidated subsidiaries (except in the section entitled Description of Notes, in which case such terms refer only to EPL Oil & Gas Inc. and not to any of its subsidiaries).

The issuer refers to EPL Oil & Gas Inc., a Delaware corporation.

The old 2012 notes refers to the issuer's currently outstanding 8.25% senior notes due 2018 that were issued on October 25, 2012. The offering of old 2012 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 8.25% 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 2012 notes, except that the exchange notes will be registered under the Securities Act, will not be subject to restrictions on transfer or provisions relating to additional interest and will be governed by the 2011 Indenture.

The 2011 notes refers to the issuer's currently outstanding 8.25% senior notes due 2018 that were issued on February 14, 2011 under the 2011 Indenture. Such offering of the 2011 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. On July 14, 2011, we and the guarantor subsidiaries under the 2011 Indenture at such time filed a registration statement with the SEC, which was declared effective on July 26, 2011, offering to exchange a new series of freely tradable notes having substantially identical terms as the notes exempt from registration that were issued on February 14, 2011. Pursuant to such offering, 100% in aggregate principal amount of the notes exempt from registration were exchanged for freely tradable notes, effective as of August 29, 2011.

The 2011 Indenture refers to the indenture, dated as of February 14, 2011, among the issuer, the Guarantors and U.S. Bank National Association, as trustee, as amended by that certain supplemental indenture, dated as of March 14, 2011, among the issuer, Anglo-Suisse Offshore Pipeline Partners, LLC, the other Guarantors party thereto and U.S. Bank National Association, as trustee, as further amended by the Second Supplemental Indenture, dated as of October 31, 2012, among the issuer, Hilcorp Energy GOM, LLC, the other Guarantors party thereto and U.S. Bank National Association, as trustee.

The 2012 Indenture refers to the indenture, dated as of October 25, 2012, among the issuer, the Guarantors and U.S. Bank National Association, as trustee, as amended by the First Supplemental Indenture, dated as of October 31, 2012, among the issuer, Hilcorp Energy GOM, LLC, the other Guarantors party thereto and U.S. Bank National Association, as trustee.

The initial purchasers refers to Credit Suisse Securities (USA) LLC, BMO Capital Markets Corp., Jefferies & Company, Inc., Capital One Southcoast, Inc., KeyBanc Capital Markets, Inc., Natixis Securities Americas LLC, Scotia Capital (USA) Inc., IBERIA Capital Partners, L.L.C., ING Financial Markets LLC, Global Hunter Securities LLC, Johnson Rice & Company L.L.C., Dahlman Rose & Company, LLC, Brean Capital, LLC and Burnham Securities 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 2012



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**Table of Contents**

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.

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](http://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: EPL Oil & Gas, Inc., 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, which have not been included or delivered with this Form S-4. 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 (i) after the initial date of filing of the registration statement and prior to the effectiveness of the registration statement, and (ii) 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 any 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, 2012, filed with the SEC on March 7, 2013;

our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 21, 2013, and the definitive additional materials on Schedule 14A filed on March 21, 2013;

our Current Reports on Form 8-K filed with the SEC on March 11, March 18, and April 3, 2013; and

our Current Report on Form 8-K filed with the SEC on November 6, 2012 and the amendment thereto filed on March 27, 2013. 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

**Table of Contents**

referred to above that 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:

EPL Oil & Gas, Inc.

201 St. Charles Ave., Suite 3400

New Orleans, Louisiana 70170

Attn: Corporate Secretary

Telephone: (504) 569-1875

**To obtain timely delivery of any of our filings, agreements or other documents, you must make your request to us no later than five business days before the expiration date of the exchange offer. We may extend the exchange offer in our sole discretion. See [The Exchange Offer](#) for more detailed information.**

**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. 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 amended and restated senior credit facility (as more extensively described herein, the Senior 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;



**Table of Contents**

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 and the Bureau of Safety and Environmental Enforcement, formerly together known as the Bureau of Ocean Energy Management, Regulation and Enforcement and the Pipeline and Hazardous Materials Administration of the U.S. Department of Transportation;

the impact of political and regulatory developments;

risks and liabilities associated with acquired properties or business;

our ability to make and integrate acquisitions;

oil and gas prices and competition;

cyber attacks;

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, 2012, our other

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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.

**Table of Contents**

**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 are 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 technical and operational strengths. As of December 31, 2012, we had estimated proved reserves of 77.4 million barrels of oil equivalent, or Mmboe, of which 61% were oil and 75% were proved developed.

**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.

**Table of Contents**

**Summary of the Terms of the Exchange Offer**

On October 25, 2012, we completed an offering of \$300,000,000 aggregate principal amount of old 2012 notes. The offering of the old 2012 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 \$300,000,000 aggregate principal amount of new 8.25% 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 2012 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 2012 notes and will not entitle their holders to registration rights. The exchange notes will be governed by, and issued as additional notes under, the 2011 Indenture, which has substantially identical terms to the 2012 Indenture. The exchange notes will be notes of the same series as the 2011 notes.

The Exchange Offer You may exchange old 2012 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 or 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 2012 Notes You will continue to hold old 2012 notes that remain subject to their existing transfer restrictions if:

you do not tender your old 2012 notes; or

you tender your old 2012 notes and they are not accepted for exchange.

With some limited exceptions, we will have no obligation to register the old 2012 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 June 3, 2013, 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

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The exchange notes will accrue interest from the most recent date to which interest has been paid or provided for on the old 2012 notes or,

**Table of Contents**

if no interest has been paid on the old 2012 notes, from the date of original issue of the old 2012 notes.

Conditions to the Exchange Offer

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 2012 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 2012 notes tendered, and no exchange notes will be issued in exchange for any such old 2012 notes if:

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

at any time any stop order is threatened or in effect with respect to the qualification of the indenture governing the exchange notes under the Trust Indenture Act of 1939.

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.

Procedures for Tendering Old 2012 Notes

If you wish to accept the exchange offer, you must submit required documentation and effect a tender of old 2012 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.

Guaranteed Delivery Procedures

If you wish to tender your old 2012 notes, but cannot properly do so prior to the expiration date, you may tender your old 2012 notes according to the guaranteed delivery procedures set forth in The Exchange Offer.

Withdrawal Rights

Tenders of old 2012 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 2012 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.

Acceptance of Old 2012 Notes and Delivery of Exchange Notes

Except in some circumstances, any and all old 2012 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



**Table of Contents**

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.

Certain U.S. Federal Income Tax Considerations

We believe that the exchange of the old 2012 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.



**Table of Contents**

**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 2012 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 2012 notes;

be issued as additional notes under the 2011 Indenture, which has substantially identical terms to the 2012 Indenture;

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 2012 notes.

Issuer	EPL Oil & Gas, Inc.
Notes Offered	\$300,000,000 aggregate principal amount of 8.25% 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 8.25%. 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, 2013.
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;

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 indebtedness under our Senior Credit Facility, to the extent of the value of the collateral securing such indebtedness; and

**Table of Contents**

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).

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 Senior 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 exchange 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 exchange 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 exchange notes remain 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 exchange notes at any time prior to February 15, 2015, at a price equal to 100% of the principal amount of the exchange 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 2011 Indenture governing the exchange notes), each holder of exchange notes will have the right to require us to repurchase all or any part of its exchange 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.

**Table of Contents**

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 capital expenditures or to invest in our business, or we must make an offer to purchase, prepay or redeem a principal amount of the exchange 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 contains 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;

create or incur certain liens;

incur dividend or other payment restrictions affecting restricted subsidiaries;

consummate a merger, consolidation or sale of all or substantially all of our assets;

enter into sale-leaseback transactions;

enter into transactions with affiliates;

transfer or sell assets;

engage in business other than our current business and reasonably related extensions thereof; or

issue or sell capital stock of certain subsidiaries.

These covenants are subject to a number of important exceptions and qualifications. See Description of Notes Repurchase at the Option of Holders and Description of Notes Certain Covenants.

Risk Factors

See Risk Factors and the other information included or incorporated in this prospectus for a discussion of factors you should carefully consider before deciding to exchange your old 2012 notes for exchange notes.

**Table of Contents**

**RISK FACTORS**

*Before deciding to participate in the exchange offer, you should consider carefully the risks and uncertainties described below and in Item 1A Risk Factors in our annual report on Form 10-K for the year ended December 31, 2012, together with all of the other information included or incorporated by reference in this prospectus, including financial statements and related notes. While these are the risks and uncertainties we believe are most important for you to consider, you should know that they are not the only risks or uncertainties facing us or which may adversely affect our business. If any of the following risks or uncertainties actually occurs, our business, financial condition or results of operations could be materially adversely affected.*

**Risks Related to the Exchange Notes**

*Our substantial level of indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under the exchange notes.*

After giving effect to this exchange offer, we and the guarantors, on a consolidated basis, will continue to have total debt outstanding of approximately \$695.0 million, including approximately \$185.0 million of secured debt under our Senior Credit Facility. Our substantial level of indebtedness could have important consequences for your investment in the exchange notes and significant effects on our business. For example, our level of indebtedness and the terms of our debt agreements may:

make it more difficult for us to satisfy our financial obligations under the exchange notes, our other indebtedness and our contractual and commercial commitments and increase the risk that we may default on our debt obligations;

prevent us from raising the funds necessary to repurchase exchange notes tendered to us if there is a change of control, which would constitute a default under the 2011 Indenture, which in turn would likely trigger a default under the Senior Credit Facility (which default would be in addition to the event of default triggered by the change of control itself);

heighten our vulnerability to downturns in our business, our industry or in the general economy and restrict us from exploiting business opportunities or making acquisitions;

limit management's discretion in operating our business;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, and other general corporate purposes;

place us at a competitive disadvantage compared to our competitors that have less debt;

limit our ability to borrow additional funds; and

limit our flexibility in planning for, or reacting to, changes in our business, the industry in which we operate or the general economy. Each of these factors may have a material and adverse effect on our financial condition and viability. Our ability to make payments with respect to the exchange notes and to satisfy our other debt obligations will depend on our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors affecting our company and industry, many of which are beyond our control. In addition, the 2011 Indenture, the 2012 Indenture and the Senior Credit Facility contain financial and other restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all of our debts.





**Table of Contents**

*Despite our substantial level of indebtedness we may still be able to incur substantially more indebtedness, which would increase the risks associated with our leverage.*

Even with our existing debt levels, we and our subsidiaries may be able to incur substantial amounts of additional debt in the future, including debt under our new and future credit facilities. As of December 31, 2012, we had total debt outstanding of \$705.0 million consisting of \$210.0 million of the 2011 notes, \$300.0 million of the old 2012 notes and \$195.0 million of outstanding borrowings under our Senior Credit Facility. We also had \$230.0 million in availability under our Senior Credit Facility due to its borrowing base limitations. Although the terms of the 2011 notes, the old 2012 notes and our Senior Credit Facility limit, and the terms of the exchange notes will limit, our ability to incur additional debt, these terms do not prohibit us from incurring substantial amounts of additional debt for specific purposes or under certain circumstances. If new debt is added to our and our subsidiaries' current debt levels, the related risks that we and they now face could intensify and could further exacerbate the risks associated with our leverage.

*We may not be able to generate sufficient cash flow to meet our debt service and other obligations, including the exchange notes, due to events beyond our control.*

Our ability to generate cash flows from operations and to make scheduled payments on or refinance our indebtedness, including the exchange notes, and to fund working capital needs and planned capital expenditures will depend on our future financial performance and our ability to generate cash in the future. Our future financial performance will be affected by a range of economic, financial, competitive, business and other factors that we cannot control, such as general economic, legislative, regulatory and financial conditions in our industry, the economy generally or other risks summarized here. A significant reduction in operating cash flows resulting from changes in economic, legislative or regulatory conditions, increased competition or other events beyond our control could increase the need for additional or alternative sources of liquidity and could have a material adverse effect on our business, financial condition, results of operations, prospects and our ability to service our debt and other obligations, including the exchange notes. If we are unable to service our indebtedness or to fund our other liquidity needs, we may be forced to adopt an alternative strategy that may include actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing our indebtedness, seeking additional capital, or any combination of the foregoing. If we raise additional debt, it would increase our interest expense, leverage and our operating and financial costs. We cannot assure you that any of these alternative strategies could be effected on satisfactory terms, if at all, or that they would yield sufficient funds to make required payments on the exchange notes and our other indebtedness or to fund our other liquidity needs. Reducing or delaying capital expenditures or selling assets could delay future cash flows. In addition, the terms of existing or future debt agreements, including the 2011 Indenture, the 2012 Indenture and the Senior Credit Facility, may restrict us from adopting any of these alternatives. We cannot assure you that our business will generate sufficient cash flows from operations or that future borrowings will be available in an amount sufficient to enable us to pay our indebtedness, including the exchange notes, or to fund our other liquidity needs.

The failure to generate sufficient cash flow or to effect any of these alternatives could significantly adversely affect the value of the exchange notes and our ability to pay amounts due under the exchange notes. If for any reason we are unable to meet our debt service and repayment obligations, including under the exchange notes, we would be in default under the terms of the agreements governing our indebtedness, which would allow our creditors at that time to declare all outstanding indebtedness to be due and payable. This would likely in turn trigger cross-acceleration or cross-default rights between our applicable debt agreements. Under these circumstances, our lenders could compel us to apply all of our available cash to repay our borrowings or they could prevent us from making payments on the exchange notes. In addition, these lenders could then seek to foreclose on our assets that are their collateral. If the amounts outstanding under the Senior Credit Facility, the 2011 notes, the old 2012 notes or the exchange notes were to be accelerated, or were the subject of foreclosure actions, we cannot assure you that our assets would be sufficient to repay in full the money owed to the lenders or to our other debt holders, including you as a noteholder.

**Table of Contents**

*Our Senior Credit Facility, the 2011 Indenture and the 2012 Indenture impose significant operating and financial restrictions on us and our subsidiaries that may prevent us from pursuing certain business opportunities and restrict our ability to operate our business.*

Our Senior Credit Facility, the 2011 Indenture and the 2012 Indenture contain covenants that restrict our and our restricted subsidiaries or, in the case of the Senior Credit Facility, our and all of our subsidiaries ability to take various actions, such as:

transferring or selling assets;

paying dividends or distributions, buying subordinated indebtedness or securities, making certain investments or making other restricted payments;

incurring or guaranteeing additional indebtedness or, in the case of the 2011 Indenture and the 2012 Indenture and only with respect to our restricted subsidiaries, issuing preferred stock;

creating or incurring liens;

incurring dividend or other payment restrictions affecting restricted subsidiaries;

consummating a merger, consolidation or sale of all or substantially all our assets;

entering into transactions with affiliates;

engaging in business other than a business that is the same or similar to our current business or a reasonably related extension thereof;

making capital expenditures;

issuing capital stock of certain subsidiaries;

entering into sale/leaseback transactions;

making acquisitions or investments; and

designating subsidiaries as unrestricted subsidiaries.

In addition, the Senior Credit Facility restricts us from entering into certain hedging contracts or extending credit. The Senior Credit Facility also requires, and any future credit facilities may additionally require, us to comply with specified financial ratios, including regarding interest coverage, total leverage, current assets to current liabilities or other similar ratios.

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We may also be prevented from taking advantage of business opportunities that arise if we fail to meet certain ratios or because of the limitations imposed on us by the restrictive covenants under these agreements. The restrictions contained in the Senior Credit Facility, the 2011 Indenture and the 2012 Indenture may also limit our ability to plan for or react to market conditions, meet capital needs or otherwise restrict our activities or business plans and adversely affect our ability to finance our operations, enter into acquisitions, execute our business strategy, effectively compete with companies that are not similarly restricted or engage in other business activities that would be in our interest. In the future, we may also incur debt obligations that might subject us to additional and different restrictive covenants that could affect our financial and operational flexibility. We cannot assure you that we will be granted waivers or amendments to these agreements if for any reason we are unable to comply with these agreements, or that we will be able to refinance our debt on acceptable terms or at all should we seek to do so.

Our ability to comply with these covenants will likely be affected by events beyond our control, and we cannot assure you that we will satisfy those requirements. A breach of any of these provisions could result in a default under the Senior Credit Facility, the 2011 Indenture and the 2012 Indenture or any future credit facilities we may enter into, which could allow all amounts outstanding thereunder to be declared immediately due and payable, subject to the terms and conditions of the documents governing such indebtedness. If we were unable to

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**Table of Contents**

repay the accelerated amounts, our secured lenders could proceed against the collateral granted to them to secure such indebtedness. This would likely in turn trigger cross-acceleration and cross-default rights under any other credit facilities and indentures, if any then exist governing the 2011 notes, the old 2012 notes, the exchange notes and the terms of our other indebtedness outstanding at such time. If the amounts outstanding under the Senior Credit Facility, the 2011 notes, the old 2012 notes, the exchange notes or any other indebtedness outstanding at such time were to be accelerated or were the subject of foreclosure actions, we cannot assure you that our assets would be sufficient to repay in full the money owed to the lenders or to our other debt holders, including you as a noteholder.

***We may not be able to repurchase the exchange notes upon a change of control or to make an offer to repurchase the exchange notes in connection with an asset sale as required by the 2011 Indenture.***

Upon the occurrence of specific types of change of control events, we will be required to offer to repurchase all of the outstanding exchange notes at a price equal to 101% of the aggregate principal amount of the exchange notes repurchased, plus accrued and unpaid interest and additional interest, if any, up to, but not including the date of repurchase. In addition, in connection with certain asset sales, we will be required to offer to repurchase all of the exchange notes at a price equal to 100% of the principal amount, plus accrued and unpaid interest and additional interest, if any, up to, but not including the date of repurchase. We may not have sufficient funds available to repurchase all of the exchange notes tendered pursuant to any such offer and any other debt that would become payable upon a change of control or in connection with such an asset sale offer. Any of our future debt agreements may also limit our ability to repurchase the exchange notes until all such debt is paid in full. Our failure to purchase the exchange notes would be a default under the 2011 Indenture and the 2012 Indenture, which would in turn likely trigger a default under the Senior Credit Facility and any future credit facility and the terms of our other indebtedness outstanding at such time. In addition, the occurrence of a change of control would also constitute an event of default under the Senior Credit Facility and any future credit facility. In that event, we would need to cure or refinance the Senior Credit Facility and potentially future credit facilities before making an offer to purchase. Moreover, the Senior Credit Facility restricts, and any future indebtedness we incur may restrict, our ability to repurchase the exchange notes, including following a change of control event. We may be unable to repay all of that indebtedness or obtain a waiver of that type. Any requirement to offer to repurchase outstanding exchange notes may therefore require us to refinance our other outstanding debt, which we may not be able to accomplish on commercially reasonable terms, if at all. These repurchase requirements may also delay or make it more difficult for others to obtain control of our company.

Finally, the definition of change of control includes a phrase relating to the sale or other transfer of all or substantially all of the properties or assets of the company and its subsidiaries, taken as a whole. There is no precise definition of that phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty in ascertaining whether a particular transaction would involve a disposition of all or substantially all of the assets of the company, and therefore it may be unclear as to whether a change of control has occurred and whether the holders of the exchange notes have the right to require us to repurchase such exchange notes. In addition, certain important corporate events, such as leveraged recapitalizations that would increase the level of our indebtedness, would not constitute a Change of Control under the 2011 Indenture and the 2012 Indenture. See Description of Notes Repurchase at the Option of Holders.

***The exchange notes and the guarantees will be structurally subordinated to our and the guarantors' existing and future secured debt to the extent of the value of the collateral securing such debt.***

The exchange notes are our senior unsecured obligations and the indebtedness evidenced by the subsidiary guarantees are the senior unsecured indebtedness of the applicable guarantor, but our obligations under our Senior Credit Facility and each of the guarantors' obligations under its guarantee of the Senior Credit Facility are secured by a security interest in substantially all our assets and the assets of the guarantors. The exchange notes will rank equal in right of payment with all of our existing and future senior indebtedness and senior to all of our existing and future subordinated indebtedness. However, the exchange notes are effectively subordinated to all of

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**Table of Contents**

our existing and future secured liabilities and indebtedness, including our obligations under the Senior Credit Facility and any future secured credit facility, to the extent of the value of the assets securing such secured liabilities and indebtedness. The guarantees rank equal in right of payment with all existing and future senior indebtedness of such guarantor, and senior to all existing and future subordinated indebtedness of such guarantor. The guarantees also are effectively subordinated to any secured liabilities and indebtedness of such guarantor, including the obligations of such guarantor under the Senior Credit Facility and any future secured credit facility (including related hedging obligations), to the extent of the value of the such guarantor's assets securing such secured indebtedness. Debt outstanding under the Senior Credit Facility is, and any debt outstanding under any future secured credit facility (including related hedging obligations) will generally be, secured by a first priority security interest, subject to certain exceptions, in substantially all of our assets and, through secured guarantees, the assets of our subsidiaries.

In the event of any distribution or payment on our assets in a bankruptcy, liquidation, reorganization, dissolution or other winding up involving us or any of our subsidiaries, a default in the payment under the Senior Credit Facility, the 2011 notes, the old 2012 notes or the exchange notes, or an acceleration of any debt under the Senior Credit Facility and any future secured credit facility (including related hedging obligations) or the 2011 notes, the old 2012 notes or the exchange notes, the holders of the secured debt will have the right to foreclose on their collateral to the exclusion of the holders of the exchange notes even if an event of default were then to exist under the 2011 Indenture. Holders of the exchange notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as the exchange notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. Upon the occurrence of any of these events, there may not be sufficient funds to pay amounts due on the exchange notes.

***Federal, state and foreign fraudulent transfer laws may permit a court to avoid the exchange notes and the guarantees, subordinate claims in respect of the exchange notes and the guarantees and require noteholders to return payments received. If this occurs, noteholders may not receive any payments on the exchange notes.***

Federal, state and foreign fraudulent transfer and conveyance statutes may apply to the issuance of the exchange notes and the incurrence of any guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state and be different from other applicable foreign jurisdictions, the exchange notes or guarantees could be avoided as a fraudulent transfer or conveyance if, among other things, (1) we or any of the guarantors, as applicable, issued the exchange notes or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the exchange notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the exchange notes or the incurrence of the guarantees;

the issuance of the exchange notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;

we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor's ability to pay such debts as they mature; or

we or any of the guarantors was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

A court would likely find that we or a guarantor did not receive reasonably equivalent value or fair consideration for the exchange notes or such guarantee if we or such guarantor did not substantially benefit directly or indirectly from the issuance of the exchange notes or the applicable guarantee. As a general matter,

**Table of Contents**

value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor. We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the guarantees would not be further subordinated to our other debt or the debt of the guarantors. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, we believe that each guarantor, after giving effect to its guarantee of the exchange notes, is not insolvent, does not have unreasonably small capital for the business in which it is engaged and has not incurred debts beyond its ability to pay such debts as they mature. We cannot assure you, however, as to what standard a court would apply in making these determinations or that a court would agree with our conclusions in this regard.

If a court were to find that the issuance of the exchange notes or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could avoid the payment obligations under the exchange notes or such guarantee or further subordinate the exchange notes or such guarantee to our presently existing and future indebtedness or of the related guarantor, or require the holders of the exchange notes to repay any amounts received with respect to such guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, noteholders may not receive any repayment on the exchange notes. Further, the avoidance of the exchange notes could result in an event of default with respect to our other debt that could result in acceleration of such debt.

Although each guarantee entered into by a guarantor contains a provision intended to limit that guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent transfer, this provision may not be effective to protect those guarantees from being avoided under fraudulent transfer law, or may reduce that guarantor's obligation to an amount that effectively makes its guarantee worthless.

If the guarantees by the subsidiary guarantors are not enforceable, the exchange notes would be effectively subordinated to all liabilities of the subsidiary guarantors, including trade payables.

***Your right to receive payments on these exchange notes could be adversely affected if any of our non-guarantor subsidiaries declare bankruptcy, liquidate, or reorganize.***

Some but not all of our subsidiaries guarantee the exchange notes. In the event of a bankruptcy, liquidation or reorganization of any of our non-guarantor subsidiaries, holders of their indebtedness and their trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to us. Only our material domestic subsidiaries are or will be guarantors of the exchange notes.

## **Table of Contents**

***The trading prices of the exchange notes and the availability, costs and terms and conditions of our debt will be directly affected by our credit rating.***

The exchange notes may be, and any of our future debt instruments may be, publicly rated by Moody's Investors Service, Inc. (Moody's), Standard & Poor's Rating Services (S&P) and other independent rating agencies. A security rating is not a recommendation to buy, sell or hold securities. These public debt ratings may affect our ability to raise debt. Any future downgrading of the exchange notes or our debt by Moody's and S&P or another rating agency may affect the cost and terms and conditions of our financings and could adversely affect the value and trading price of the exchange notes.

Credit rating agencies continually revise their ratings for companies that they follow, including us. Any ratings downgrade could adversely affect the trading price of the exchange notes or the trading market for the exchange notes to the extent such a trading market develops.

### **Risks Relating to the Exchange Offer**

***Your ability to transfer the exchange notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the exchange notes.***

The exchange notes will constitute a new issue of securities for which there is no established trading market. We do not intend to have the exchange notes listed on a national securities exchange or to arrange for quotation on any automated dealer quotation systems. The initial purchasers have advised us that they intend to make a market in the exchange notes, as permitted by applicable laws and regulations; however, the initial purchasers are not obligated to make a market in the exchange notes and they may discontinue their market-making activities at any time without notice. Therefore, we cannot assure you as to the development or liquidity of any trading market for the exchange notes. The liquidity of any market for the exchange notes will depend on a number of factors, including:

the number of holders of exchange notes;

our operating performance and financial condition or prospects;

the prospects for companies in our industry generally;

the market for similar securities and the overall securities market;

the interest of securities dealers in making a market in the exchange notes; and

prevailing interest rates.

Historically, the market for debt securities similar to the exchange notes has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes. We cannot assure you that the market, if any, for the exchange notes will be free from similar disruptions or that any such disruptions may not adversely affect the prices at which you may sell your exchange notes. Therefore, we cannot assure you that you will be able to sell your exchange notes at a particular time or that the price you receive when you sell will be favorable.

***You may not receive the exchange notes in the exchange offer if the exchange offer procedures are not properly followed.***

We will issue the exchange notes in exchange for your old 2012 notes only if you properly tender the old 2012 notes before expiration of the exchange offer. Neither we nor the exchange agent are under any duty to give notification of defects or irregularities with respect to the tenders of the old 2012 notes for exchange. If you are the beneficial holder of old 2012 notes that are held through your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender such notes in the exchange offer, you should promptly contact the person through whom

your old 2012 notes are held and instruct that person to tender on your behalf.



## **Table of Contents**

***Broker-dealers may become subject to the registration and prospectus delivery requirements of the Securities Act and any profit on the resale of the exchange notes may be deemed to be underwriting compensation under the Securities Act.***

Any broker-dealer that acquires exchange notes in the exchange offer for its own account in exchange for old 2012 notes which it acquired through market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction by that broker-dealer. Any profit on the resale of the exchange notes and any commission or concessions received by a broker-dealer may be deemed to be underwriting compensation under the Securities Act.

***If you do not exchange your old 2012 notes, they may be difficult to resell.***

It may be difficult for you to sell old 2012 notes that are not exchanged in the exchange offer, since any old 2012 notes not exchanged will continue to be subject to the restrictions on transfer described in the legend on the global security representing the outstanding old 2012 notes. These restrictions on transfer exist because we issued the old 2012 notes pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. Generally, the old 2012 notes that are not exchanged for exchange notes will remain restricted securities. Accordingly, those old 2012 notes may not be offered or sold, unless registered under the Securities Act and applicable state securities laws, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws.

***The market price for the exchange notes may be volatile.***

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes offered hereby. The market for the exchange notes, if any, may be subject to similar disruptions. Any such disruptions may adversely affect the value of your exchange notes.

## **THE EXCHANGE OFFER**

*The following contains a summary of the material provisions of the exchange offer being made pursuant to the registration rights agreement, dated October 25, 2012, which we refer to as the registration rights agreement, with respect to the old 2012 notes, among us, the subsidiary guarantors and initial purchasers of the old 2012 notes. It does not contain all of the information that may be important to an investor in the exchange notes.*

### **Terms of the Exchange Offer**

#### ***General***

In connection with the issuance of the old 2012 notes, we entered into a registration rights agreement with the initial purchasers, which provides for the exchange offer.

Under the registration rights agreement, we have agreed:

to file with the SEC the registration statement, of which this prospectus is a part, with respect to a registered offer to exchange the old 2012 notes for the exchange notes;

to use commercially reasonable efforts to cause the registration statement to become effective as promptly as practicable after the filing thereof, but in no event later than the 210<sup>th</sup> day after October 25, 2012;

**Table of Contents**

to use commercially reasonable efforts to keep the registration statement effective until the consummation of the exchange offer in accordance with its terms; and

to commence the exchange offer and use our commercially reasonable efforts to complete the exchange offer no later than 30 business days after the effectiveness of the registration statement of which this prospectus is a part.

We will keep the exchange offer open for the period required by applicable law, but in any event for at least 30 days.

Upon the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal, all old 2012 notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on the expiration date will be accepted for exchange. Exchange notes will be issued in exchange for an equal principal amount of outstanding old 2012 notes accepted in the exchange offer. Old 2012 notes may be tendered only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. This prospectus, together with the letter of transmittal, is being sent to all registered holders as of May 1, 2013. The exchange offer is not conditioned upon any minimum principal amount of old 2012 notes being tendered for exchange. However, the obligation to accept old 2012 notes for exchange pursuant to the exchange offer is subject to certain customary conditions as set forth herein under      Conditions.

Old 2012 notes shall be deemed to have been accepted as validly tendered when, as and if we have given oral or written notice of such acceptance to the exchange agent. The exchange agent will act as agent for the tendering holders of old 2012 notes for the purposes of receiving the exchange notes and delivering exchange notes to such holders.

Based on interpretations by the Staff of the SEC as set forth in no-action letters issued to third parties (including Exxon Capital Holdings Corporation (available May 13, 1988), Morgan Stanley & Co. Incorporated (available June 5, 1991), K-111 Communications Corporation (available May 14, 1993) and Shearman & Sterling (available July 2, 1993)), we believe that the exchange notes issued pursuant to the exchange offer may be offered for resale, resold and otherwise transferred by any holder of such exchange notes, other than any such holder that is a broker-dealer or an      affiliate of us within the meaning of Rule 405 under the Securities Act, without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

such exchange notes are acquired in the ordinary course of business;

at the time of the commencement and consummation of the exchange offer such holder has not entered into any arrangement or understanding with any person to participate in a distribution of such exchange notes; and

such holder is not engaged in and does not intend to engage in a distribution of such exchange notes.

We have not sought and do not intend to seek a no-action letter from the SEC, with respect to the effects of the exchange offer, and there can be no assurance that the Staff would make a similar determination with respect to the exchange notes as it has in previous no-action letters.

By tendering old 2012 notes in exchange for relevant exchange notes, and executing the letter of transmittal for such notes, each holder will represent to us that:

any exchange notes to be received by it will be acquired in the ordinary course of business;

it has no arrangements or understandings with any person to participate in the distribution of the old 2012 notes or exchange notes within the meaning of the Securities Act; and

it is not our      affiliate, as defined in Rule 405 under the Securities Act.



## **Table of Contents**

If such holder is a broker-dealer, it will also be required to represent that it will receive the exchange notes for its own account in exchange for old 2012 notes acquired as a result of market-making activities or other trading activities and that it will deliver a prospectus in connection with any resale of exchange notes. See Plan of Distribution. If such holder is not a broker-dealer, it will be required to represent that it is not engaged in and does not intend to engage in the distribution of the exchange notes. Each holder, whether or not it is a broker-dealer, also will be required to represent that it is not acting on behalf of any person that could not truthfully make any of the foregoing representations contained in this paragraph. If a holder of old 2012 notes is unable to make the foregoing representations, such holder may not rely on the applicable interpretations of the Staff of the SEC and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any secondary resale transaction unless such sale is made in compliance with the provisions of Rule 144 under the Securities Act or another available exemption from the registration requirements of the Securities Act.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. Each letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of 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 2012 notes, where such old 2012 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.

Upon consummation of the exchange offer, any old 2012 notes not tendered will remain outstanding and continue to accrue interest at the rate of 8.25%, but, with limited exceptions, holders of old 2012 notes who do not exchange their old 2012 notes for exchange notes pursuant to the exchange offer will no longer be entitled to registration rights and will not be able to offer or sell their old 2012 notes unless such old 2012 notes are subsequently registered under the Securities Act, except pursuant to an exemption from or in a transaction not subject to the Securities Act and applicable state securities laws. With limited exceptions, we will have no obligation to effect a subsequent registration of the old 2012 notes.

### ***Expiration Date; Extensions; Amendments; Termination***

The expiration date for the exchange offer shall be 5:00 p.m., New York City time, on June 3, 2013, unless we, in our sole discretion, extend the exchange offer, in which case the expiration date for the exchange offer shall be the latest date to which the exchange offer is extended.

To extend the expiration date, we will notify the exchange agent of any extension by oral or written notice and will notify the holders of old 2012 notes by means of a press release or other public announcement prior to 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date for the exchange offer. Such an announcement will include disclosure of the approximate aggregate principal amount of old 2012 notes tendered to date and may state that we are extending the exchange offer for a specified period of time.

In relation to the exchange offer, we reserve the right to:

delay acceptance of any old 2012 notes, to extend the exchange offer or to terminate the exchange offer and not permit acceptance of old 2012 notes not previously accepted if any of the conditions set forth under Conditions shall not have occurred and shall not have been waived by us prior to the expiration date, by giving oral or written notice of such delay, extension or termination to the exchange agent; or

## **Table of Contents**

amend the terms of the exchange offer in any manner deemed by us to be advantageous to the holders of old 2012 notes. Any such delay in acceptance, extension, termination or amendment will be followed as promptly as practicable by oral or written notice of such delay, extension or termination or amendment to the exchange agent. If the terms of the exchange offer are amended in a manner determined by us to constitute a material change, we will promptly disclose such amendment in a manner reasonably calculated to inform the holders of the old 2012 notes of such amendment.

Without limiting the manner in which we may choose to make public an announcement of any delay, extension or termination of the exchange offer, we shall have no obligations to publish, advertise or otherwise communicate any such public announcement, other than by making a timely release to an appropriate news agency.

### ***Interest on the Exchange Notes***

The exchange notes will accrue interest at the rate of 8.25% per annum, accruing interest from the last interest payment date on which interest was paid on the corresponding old 2012 note surrendered in exchange for such exchange note to the day before the consummation of the exchange offer, and thereafter, *provided*, that if an old 2012 note is surrendered for exchange on or after a record date for the exchange notes for an interest payment date that will occur on or after the date of such exchange and as to which interest will be paid, interest on the exchange note received in exchange for such old 2012 note will accrue from the date of such interest payment date. Interest on the exchange notes will be payable on February 15th and August 15th of each year, commencing August 15, 2013. No additional interest will be paid on old 2012 notes tendered and accepted for exchange except as provided in the registration rights agreement.

### ***Procedures for Tendering***

To tender in the exchange offer, a holder must complete, sign and date the letter of transmittal, or a facsimile of such letter of transmittal, have the signatures on such letter of transmittal guaranteed if required by such letter of transmittal, and mail or otherwise deliver such letter of transmittal or such facsimile, together with any other required documents, to the exchange agent prior to 5:00 p.m., New York City time, on the expiration date. In addition, either

a timely confirmation of a book-entry transfer of old 2012 notes into the exchange agent's account at DTC, pursuant to the procedure for book-entry transfer described below, must be received by the exchange agent prior to the expiration date with the letter of transmittal; or

the holder must comply with the guaranteed delivery procedures described below.

We will issue exchange notes only in exchange for old 2012 notes that are timely and properly tendered. The method of delivery of the letter of transmittal and all other required documents is at the election and risk of the note holders. If such delivery is by mail, it is recommended that registered or certified mail, properly insured, with return receipt requested, be used. In all cases, sufficient time should be allowed to assure timely delivery and you should carefully follow the instructions on how to tender the old 2012 notes. No letters of transmittal or other required documents should be sent to us. Delivery of all letters of transmittal and other documents must be made to the exchange agent at its address set forth below. Holders may also request their respective brokers, dealers, commercial banks, trust companies or nominees to effect such tender for such holders. Neither we nor the exchange agent are required to tell you of any defects or irregularities with respect to your old 2012 notes or the tenders thereof.

The tender by a holder of old 2012 notes will constitute an agreement between such holder and us in accordance with the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal.

## **Table of Contents**

Any beneficial owner whose old 2012 notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and who wishes to tender should contact such registered holder promptly and instruct such registered holder to tender on his behalf.

Signatures on a letter of transmittal or a notice of withdrawal, as the case may be, must be guaranteed by any member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States or an eligible guarantor institution within the meaning of Rule 17Ad-15 under the Exchange Act, each of which we refer to as an Eligible Institution, unless the old 2012 notes tendered pursuant to such letter of transmittal or notice of withdrawal, as the case may be, are tendered (1) by a registered holder of old 2012 notes who has not completed the box entitled Special Issuance Instructions or Special Delivery Instructions on the letter of transmittal or (2) for the account of an Eligible Institution.

If a letter of transmittal is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, such persons should so indicate when signing, and unless waived by us, submit with such letter of transmittal evidence satisfactory to us of their authority to so act.

All questions as to the validity, form, eligibility, time of receipt and withdrawal of the tendered old 2012 notes will be determined by us in our sole discretion, such determination being final and binding on all parties. We reserve the absolute right to reject any and all old 2012 notes not properly tendered or any old 2012 notes that, if accepted, would, in the opinion of counsel for us, be unlawful. We also reserve the absolute right to waive any irregularities or defects with respect to tender as to particular old 2012 notes. Our interpretation of the terms and conditions of the exchange offer, including the instructions in the letter of transmittal, will be final and binding on all parties. Unless waived, any defects or irregularities in connection with tenders of old 2012 notes must be cured within such time as we shall determine. None of us, the exchange agent or any other person will be under any duty to give notification of defects or irregularities with respect to tenders of old 2012 notes, nor shall any of them incur any liability for failure to give such notification. Tendere of old 2012 notes will not be deemed to have been made until such irregularities have been cured or waived. Any old 2012 notes received by the exchange agent that are not properly tendered and as to which the defects or irregularities have not been cured or waived will be returned without cost to such holder by the exchange agent, unless otherwise provided in the letter of transmittal, promptly following the expiration date.

In addition, we reserve the right in our sole discretion, subject to the provisions of the 2012 Indenture, to:

purchase or make offers for any old 2012 notes that remain outstanding subsequent to the expiration date or, as set forth under Conditions, to terminate the exchange offer;

redeem the old 2012 notes as a whole or in part at any time and from time to time, as set forth under Description of Notes Optional Redemption; and

purchase the old 2012 notes in the open market, in privately negotiated transactions or otherwise, to the extent permitted under applicable law.

The terms of any such purchases or offers could differ from the terms of this exchange offer.

### ***Acceptance of Old 2012 Notes for Exchange; Delivery of Exchange Notes***

Upon satisfaction or waiver of all of the conditions to the exchange offer, all old 2012 notes properly tendered will be accepted promptly after the expiration date, and the exchange notes of the same series will be issued promptly after acceptance of such old 2012 notes. See Conditions. For purposes of the exchange offer, old 2012 notes shall be deemed to have been accepted as validly tendered for exchange when, as and if we have given oral or written notice thereof to the exchange agent. For each old 2012 note accepted for exchange,

## **Table of Contents**

the holder of such series of old 2012 notes will receive an exchange note of the same series having a principal amount equal to that of the surrendered old 2012 note.

In all cases, issuance of exchange notes for old 2012 notes that are accepted for exchange pursuant to the exchange offer will be made only after timely receipt by the exchange agent of:

a timely book-entry confirmation of such old 2012 notes into the exchange agent's account at the book-entry transfer facility;

a properly completed and duly executed letter of transmittal; and

all other required documents.

If any tendered old 2012 notes are not accepted for any reason set forth in the terms and conditions of the exchange offer, such unaccepted or such non-exchanged old 2012 notes will be returned without cost to the tendering holder of such old 2012 notes, if in certificated form, or credited to an account maintained with such book-entry transfer facility as promptly as practicable after the expiration or termination of the exchange offer.

### ***Book-Entry Transfer***

The exchange agent will make a request to establish an account with respect to the old 2012 notes at the book-entry transfer facility for purposes of the exchange offer within two business days after the date of this prospectus. Any financial institution that is a participant in the book-entry transfer facility's systems may make book-entry delivery of old 2012 notes by causing the book-entry transfer facility to transfer such old 2012 notes into the exchange agent's account at the book-entry transfer facility in accordance with such book-entry transfer facility's procedures for transfer. However, although delivery of old 2012 notes may be effected through book-entry transfer at the book-entry transfer facility, the letter of transmittal or facsimile thereof with any required signature guarantees and any other required documents must, in any case, be transmitted to and received by the exchange agent at one of the addresses set forth below under "Exchange Agent" on or prior to the expiration date or the guaranteed delivery procedures described below must be complied with.

### ***Exchanging Book-Entry Notes***

The exchange agent and the book-entry transfer facility have confirmed that any financial institution that is a participant in the book-entry transfer facility may utilize the book-entry transfer facility Automated Tender Offer Program, or ATOP, procedures to tender old 2012 notes.

Any participant in the book-entry transfer facility may make book-entry delivery of old 2012 notes by causing the book-entry transfer facility to transfer such old 2012 notes into the exchange agent's account in accordance with the book-entry transfer facility's ATOP procedures for transfer. However, the exchange for the old 2012 notes so tendered will only be made after a book-entry confirmation of the book-entry transfer of such old 2012 notes into the exchange agent's account, and timely receipt by the exchange agent of an agent's message and any other documents required by the letter of transmittal. The term "agent's message" means a message, transmitted by the book-entry transfer facility and received by the exchange agent and forming part of a book-entry confirmation, that states that the book-entry transfer facility has received an express acknowledgement from a participant tendering old 2012 notes that are the subject of such book-entry confirmation that such participant has received and agrees to be bound by the terms of the letter of transmittal, and that we may enforce such agreement against such participant.

### ***Guaranteed Delivery Procedures***

If the procedures for book-entry transfer cannot be completed on a timely basis, a tender may be effected if:

the tender is made through an Eligible Institution;





**Table of Contents**

prior to the expiration date, the exchange agent receives by facsimile transmission, mail or hand delivery from such Eligible Institution a properly completed and duly executed letter of transmittal and notice of guaranteed delivery, substantially in the form provided by us, that:

- (1) sets forth the name and address of the holder of the old 2012 notes and the principal amount of old 2012 notes tendered,
- (2) states the tender is being made thereby, and
- (3) guarantees that within three New York Stock Exchange, or NYSE, trading days after the date of execution of the notice of guaranteed delivery, a book-entry confirmation and any other documents required by the letter of transmittal will be deposited by the Eligible Institution with the exchange agent; and

a book-entry confirmation and all other documents required by the letter of transmittal are received by the exchange agent within three NYSE trading days after the date of execution of the notice of guaranteed delivery.

***Withdrawal of Tenders***

Tenders of old 2012 notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on the expiration date.

For a withdrawal to be effective, a written notice of withdrawal must be received by the exchange agent prior to 5:00 p.m., New York City time, on the expiration date at the address set forth below under Exchange Agent. Any such notice of withdrawal must:

specify the name of the person having tendered the old 2012 notes to be withdrawn;

identify the old 2012 notes to be withdrawn, including the principal amount of such old 2012 notes;

specify the number of the account at the book-entry transfer facility from which the old 2012 notes were tendered and specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn old 2012 notes and otherwise comply with the procedures of such facility;

contain a statement that such holder is withdrawing its election to have such old 2012 notes exchanged;

be signed by the holder in the same manner as the original signature on the letter of transmittal by which such old 2012 notes were tendered, including any required signature guarantees, or be accompanied by documents of transfer to have the trustee with respect to the old 2012 notes register the transfer of such old 2012 notes in the name of the person withdrawing the tender; and

specify the name in which such old 2012 notes are registered, if different from the person who tendered such old 2012 notes.

All questions as to the validity, form, eligibility and time of receipt of such notice will be determined by us, in our sole discretion, such determination being final and binding on all parties. Any old 2012 notes so withdrawn will be deemed not to have been validly tendered for exchange for purposes of the exchange offer. Any old 2012 notes which have been tendered for exchange but which are not exchanged for any reason will be returned to the tendering holder of such old 2012 notes without cost to such holder, in the case of physically tendered old 2012 notes, or credited to an account maintained with the book-entry transfer facility for the old 2012 notes promptly after withdrawal, rejection of tender or termination of the exchange offer. Properly withdrawn old 2012 notes may be retendered by following one of the procedures described

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under Procedures for Tendering and Book-Entry Transfer above at any time on or prior to 5:00 p.m., New York City time, on the expiration date.

## **Table of Contents**

### ***Conditions***

Notwithstanding any other provision in the exchange offer, we shall not be required to accept for exchange, or to issue exchange notes in exchange for, any old 2012 notes and may terminate or amend the exchange offer if at any time prior to 5:00 p.m., New York City time, on the expiration date, we determine in our reasonable judgment that the exchange offer violates applicable law, any applicable interpretation of the Staff of the SEC or any order of any governmental agency or court of competent jurisdiction.

The foregoing conditions are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any such condition or may be waived by us in whole or in part at any time and from time to time, prior to the expiration date, in our reasonable discretion. Our failure at any time to exercise any of the foregoing rights shall not be deemed a waiver of any such right and each such right shall be deemed an ongoing right which may be asserted at any time and from time to time.

In addition, we will not accept for exchange any old 2012 notes tendered, and no exchange notes will be issued in exchange for any such old 2012 notes, if at any such time any stop order shall be threatened or in effect with respect to the registration statement of which this prospectus constitutes a part or the qualification of the 2011 Indenture or the 2012 Indenture under the Trust Indenture Act of 1939. We are required to use our commercially reasonable efforts to obtain the withdrawal of any order suspending the effectiveness of the registration statement at the earliest practicable date.

### ***Exchange Agent***

U.S. Bank National Association has been appointed as exchange agent for the exchange offer. Questions and requests for assistance and requests for additional copies of this prospectus or of the letter of transmittal should be directed to the exchange agent addressed as follows:

*By Mail, Hand or Overnight Delivery:*

*By Facsimile:*

U.S. Bank National Association

(713) 235-9213

Corporate Trust Services

5555 San Felipe #1150

*For Information or Confirmation by Telephone:*

Houston, Texas 77055

ATTN: Mauri Cowen

(713) 235-9206

### ***Fees and Expenses***

The expenses of soliciting tenders pursuant to the exchange offer will be borne by us. The principal solicitation for tenders pursuant to the exchange offer is being made by mail; however, additional solicitations may be made by telegraph, telephone, teletype or in person by our officers and regular employees.

We will not make any payments to or extend any commissions or concessions to any broker or dealer. We will, however, pay the exchange agent reasonable and customary fees for its services and will reimburse the exchange agent for its reasonable out-of-pocket expenses in connection therewith. We may also pay brokerage houses and other custodians, nominees and fiduciaries the reasonable out-of-pocket expenses incurred by them in forwarding copies of the prospectus and related documents to the beneficial owners of the old 2012 notes and in handling or forwarding tenders for exchange.

The expenses to be incurred by us in connection with the exchange offer will be paid by us, including fees and expenses of the exchange agent and trustee and accounting, legal, printing and related fees and expenses.

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We will pay all transfer taxes, if any, applicable to the exchange of old 2012 notes pursuant to the exchange offer. If, however, exchange notes or old 2012 notes for principal amounts not tendered or accepted for exchange

**Table of Contents**

are to be registered or issued in the name of any person other than the registered holder of the old 2012 notes tendered, or if tendered old 2012 notes are registered in the name of any person other than the person signing the letter of transmittal, or if a transfer tax is imposed for any reason other than the exchange of old 2012 notes pursuant to the exchange offer, then the amount of any such transfer taxes imposed on the registered holder or any other persons will be payable by the tendering holder. If satisfactory evidence of payment of such taxes or exemption therefrom is not submitted with the letter of transmittal, the amount of such transfer taxes will be billed directly to such tendering holder.

**Accounting Treatment**

We will record the exchange notes at the same carrying value of the old 2012 notes reflected in our accounting records on the date the exchange offer is completed. Accordingly, we will not recognize any gain or loss for accounting purposes upon the exchange of exchange notes for old 2012 notes. We will capitalize and amortize certain expenses incurred in connection with the issuance of the exchange notes over the respective terms of the exchange notes.

**Consequences of Failure to Exchange**

Holders of old 2012 notes who do not exchange their old 2012 notes for exchange notes pursuant to the exchange offer will continue to be subject to the restrictions on transfer of such old 2012 notes as set forth in the legend on such old 2012 notes as a consequence of the issuance of the old 2012 notes pursuant to exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, the old 2012 notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not currently anticipate that we will register the old 2012 notes under the Securities Act. To the extent that old 2012 notes are tendered and accepted pursuant to the exchange offer, the trading market for untendered and tendered but unaccepted old 2012 notes could be adversely affected due to the liquidity of the market for the old 2012 notes being diminished. In addition, the restrictions on the ability to transfer the old 2012 notes may make the old 2012 notes less attractive to potential investors than the exchange notes.

**RATIO OF EARNINGS TO FIXED CHARGES**

The following table shows our ratio of earnings to fixed charges for the periods indicated.

	Predecessor Company		Period from October 1, 2009 to December 31, 2009	Successor Company		
	Year Ended December 31, 2008	Period from January 1, 2009 to September 30, 2009		Year Ended December 31, 2010	Year Ended December 31, 2011	Year Ended December 31, 2012
Ratio of Earnings to Fixed Charges <sup>(a)</sup>					3.29	4.03

<sup>(a)</sup> For purposes of computing our ratio of earnings to fixed charges, (1) earnings consist of pre-tax income before equity earnings and cumulative effect of change in accounting principle and fixed charges (excluding capitalized interest); and (2) fixed charges consist of interest expense, capitalized interest, amortization of debt discount and deferred financing costs and the interest portion of rental expense. Earnings were insufficient to cover fixed charges by \$69.2 million for the year ended December 31, 2008, \$36.1 million for the nine months ended September 30, 2009, \$32.4 million for the three months ended December 31, 2009 and \$12.9 million for the year ended December 31, 2010.

**Table of Contents****USE OF PROCEEDS**

We will not receive cash proceeds from the issuance of the exchange notes under the exchange offer. In consideration for issuing the exchange notes in exchange for old 2012 notes as described in this prospectus, we will receive old 2012 notes of equal principal amount. The old 2012 notes surrendered in exchange for the exchange notes will be retired and canceled.

**DESCRIPTION OF OTHER INDEBTEDNESS**

*This description contains a summary of our debt instruments other than the exchange notes. This description is only a summary of the applicable agreements. The following summaries do not purport to be complete, but do discuss the provisions that are, in our view, material for investors in the exchange notes, and are subject to, and qualified in their entirety by reference to, all of the provisions of the corresponding agreements, including the definitions of certain terms therein that are not otherwise defined in this prospectus.*

The following table sets forth our indebtedness.

<b>(In thousands)</b>	<b>December 31, 2012</b>
Senior Notes issued on February 14, 2011, face amount of \$210.0 million, interest rate of 8.25% payable semi-annually, in arrears on February 15 and August 15 of each year, maturity date February 15, 2018	\$ 205,125
Senior Notes issued on October 25, 2012, face amount of \$300.0 million, interest rate of 8.25% payable semi-annually, in arrears on February 15 and August 15 of each year, maturity date February 15, 2018	289,786
Senior Credit Facility, interest rate based on base rate or LIBOR plus a floating spread, maturity date October 31, 2016 ( Senior Credit Facility )	195,000
Total indebtedness	689,911
Current portion of indebtedness	
Noncurrent portion of indebtedness	\$ 689,911

On February 14, 2011, we completed the acquisition of 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 for \$200.7 million in cash, subject to customary adjustments to reflect an economic effective date of January 1, 2011 (the ASOP Acquisition ). In connection with the ASOP Acquisition on February 14, 2011, we issued \$210.0 million in aggregate principal amount of 2011 notes. Furthermore, our credit facility existing on that date was terminated and replaced with a senior unsecured credit facility (the 2011 Senior Credit Facility ). The termination of our prior credit facility during the six months ended June 30, 2011 resulted 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.

On October 31, 2012, we completed the acquisition (the Hilcorp Acquisition ) from Hilcorp Energy GOM Holdings, LLC of 100% of the issued and outstanding member interests of Hilcorp Energy GOM, LLC, which owned certain shallow-water oil and natural gas interests in the Gulf of Mexico shelf (the Hilcorp Properties ), for \$550 million in cash, subject to customary adjustments to reflect an economic effective date of July 1, 2012. In connection with the Hilcorp Acquisition, we issued \$300.0 million in aggregate principal amount of old 2012 notes on October 25, 2012 and amended and restated the 2011 Senior Credit Facility on October 31, 2012.

## **Table of Contents**

### *The 2011 Notes*

On February 14, 2011, we issued the \$210.0 million in aggregate principal amount of the 2011 notes under the 2011 Indenture. We used the net proceeds from the offering of the 2011 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 2011 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 2011 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 2011 notes will mature on February 15, 2018.

### *The Old 2012 Notes*

On October 25, 2012, we issued the \$300.0 million in aggregate principal amount of the old 2012 notes under the 2012 Indenture. We used the net proceeds from the offering of the old 2012 notes of approximately \$289.5 million, after deducting the initial purchasers' discount and related expenses, to partially fund our acquisition of the Hilcorp Properties. The old 2012 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, 2012. The old 2012 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 old 2012 notes will mature on February 15, 2018. As further described in this prospectus, the old 2012 notes are being exchanged for additional notes issued under the 2011 Indenture.

### *Senior Credit Facility*

On October 31, 2012, we entered into the Senior Credit Facility, which was an amendment and restatement of the 2011 Credit Facility, with Bank of Montreal, as administrative agent, Capital One, N.A., Natixis, S.A., and Regions Bank, as co-syndication agents, The Bank of Nova Scotia and Keybank National Association, as co-documentation agents, BMO Capital Markets as lead arranger and sole bookrunner and the other lender parties thereto. Pursuant to such amendment and restatement, the aggregate commitment was increased from \$250.0 million to a maximum of \$750.0 million, and the maturity date was extended to October 31, 2016. The maximum amount of letters of credit that may be outstanding at any one time under the Senior Credit Facility is \$20.0 million.

The amount available under the Senior Credit Facility is limited by the borrowing base. The Senior Credit Facility is secured by substantially all of our assets, including (a) mortgages on at least 80% of the total value of our oil and gas properties evaluated in the most recently completed reserve report, after giving effect to exploration and production activities, acquisitions and dispositions, and (b) the stock of certain wholly-owned subsidiaries. The borrowing base under our Senior Credit Facility is determined at the discretion of the lenders, based on the collateral value of our proved reserves and the proved reserves of the Hilcorp Properties, and is subject to potential special and regular semi-annual redetermination. On October 31, 2012, the borrowing base under the expanded credit facility increased from \$200.0 million to \$425.0 million, reflecting in part the increase in the Company's oil and gas portfolio as a result of the Hilcorp Acquisition. Borrowings under the Senior Credit Facility bear interest ranging from a base rate plus a margin of 0.75% to 1.75% on base rate borrowings and LIBOR plus a margin of 1.75% to 2.75% on LIBOR borrowings. Commitment fees ranging from 0.375% to 0.50% are payable on the unused portion of the borrowing base.

On October 31, 2012, we borrowed \$205.0 million under the Senior Credit Facility to fund a portion of the purchase price and related expenses of the Hilcorp Acquisition, leaving us with approximately \$220.0 million in availability under our Senior Credit Facility.

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**Table of Contents**

**DESCRIPTION OF NOTES**

**General**

The 8.25% Senior Notes due February 15, 2018 issued on October 25, 2012 (the "old 2012 notes") were issued under an indenture, dated as of October 25, 2012, among EPL Oil & Gas, Inc. ("EPL" or the "Company"), the Guarantors, and U.S. Bank National Association, as trustee, as amended by the First Supplemental Indenture, dated as of October 31, 2012, among EPL, Hilcorp Energy GOM, LLC, the other Guarantors party thereto and U.S. Bank National Association, as trustee (the "2012 Indenture"). The new 8.25% Senior Notes due February 15, 2018 (the "exchange notes") to be exchanged for the old 2012 notes will be issued under an indenture, dated as of February 14, 2011, among EPL Oil & Gas, Inc. (formerly known as 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, as further amended by the Second Supplemental Indenture, dated as of October 31, 2012, among EPL, Hilcorp Energy GOM, LLC, the other Guarantors party thereto and U.S. Bank National Association, as trustee, (the "2011 Indenture"). For purposes of this Description of Notes, any reference to the "notes" refers to the exchange notes and EPL's currently outstanding 8.25% senior notes due 2018 that were issued on February 14, 2011 under the 2011 Indenture (the "2011 notes"). For purposes of this Description of Notes, any reference to the "indenture" refers to the 2011 Indenture.

The terms of the notes are substantially identical to the terms of the old 2012 notes, except that the notes are registered under the Securities Act and therefore will not contain restrictions on transfer or provisions relating to additional interest. The notes will bear a different CUSIP and ISIN number from the old 2012 notes and will not entitle their holders to registration rights. The registered holder of a note will be treated as the owner of it for all purposes. Only registered holders will have rights under the indenture. The notes will also be governed by the indenture, which has substantially identical terms to the 2012 Indenture.

Copies of the forms of the indenture and the notes will be made available to prospective purchasers of the notes upon request. See [Where You Can Find More Information](#).

The following is a summary of certain provisions of the indenture and the notes. It does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the indenture, including the definitions of certain terms therein and those terms to be made a part thereof by the Trust Indenture Act of 1939, as amended. You can find the definitions of certain terms used in this description under the subheading "Certain Definitions." In this description, the word "EPL" refers only to EPL Oil & Gas, Inc. and not to any of its Subsidiaries.

**Brief Description of the Notes and the Note Guarantees**

***The Notes***

The notes:

will be general unsecured, senior obligations of EPL;