

ENERGY PARTNERS LTD  
Form SC 14D9/A  
November 06, 2006

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 14D-9/A**

Solicitation/Recommendation Statement under  
Section 14(d)(4) of the Securities Exchange Act of 1934

**Amendment No. 9**

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

**ENERGY PARTNERS, LTD.**  
(Name of Person(s) Filing Statement)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

29270U105  
(CUSIP Number of Class of Securities)

**John H. Peper**  
**Executive Vice President,**  
**General Counsel and Corporate Secretary**  
**Energy Partners, Ltd.**  
**201 St. Charles Avenue, Suite 3400**  
**New Orleans, Louisiana 70170**  
**(504) 569-1875**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of the Person(s) Filing Statement)

*With Copies to:*

**Kenneth W. Orce, Esq.**  
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oCheck the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.



This Amendment No. 9 (this "Amendment") amends and supplements the Solicitation / Recommendation Statement on Schedule 14D-9 filed on September 14, 2006, as amended by Amendments 1, 2, 3, 4, 5, 6, 7 and 8 (as so amended, the "Schedule 14D-9"), by Energy Partners, Ltd., a Delaware corporation (the "Company" or "EPL").

The purpose of this amendment is to amend and supplement Items 8 and 9 of the Schedule 14D-9. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule 14D-9.

***Item 8. Additional Information***

On November 6, 2006, EPL sent a letter to ATS. A copy of the letter is attached as Exhibit (a)(15) and incorporated by reference herein.

***Item 9. Exhibits***

Item 9 of the Schedule 14D-9 is amended and supplemented by adding the following:

(a)(15) Letter to ATS, Inc., dated November 6, 2006.

**SIGNATURE**

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

ENERGY PARTNERS, LTD.

By: /s/ John H. Peper

Name: John H. Peper

Title: Executive Vice President, General  
Counsel and Corporate Secretary

Dated: November 6, 2006

Exhibit (a)(15)

November 6, 2006

Via facsimile (61-8-9325-8178)  
Mr. Don Voelte, Managing Director & CEO  
Woodside Petroleum Ltd.  
Woodside Plaza, 240 St Georges Terrace  
Perth, Western Australia, 6000

Dear Mr. Voelte:

We are in receipt of your letter of November 2, 2006. Candidly, the rhetoric in that letter, while perhaps self satisfying, is neither correct nor constructive.

As we have said from the outset, we are committed to a full and thorough exploration of alternatives to maximize value for our stockholders.

We will furnish ATS with confidential information on a basis consistent with our Board of Directors' responsibility to ensure a fair and thorough process for our stockholders.

We would require, in turn, that you set aside your unrealistic self-imposed deadline of November 17, 2006, as it is clearly incompatible with such a process.

Our advisors will be in touch with you shortly to discuss mutually acceptable terms for your participation in the process.

Sincerely,

/s/ Richard A. Bachmann  
Richard A. Bachmann  
Chairman and Chief Executive Officer