

ENERGY PARTNERS LTD

Form SC TO-C

August 28, 2006

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**TENDER OFFER STATEMENT**  
**UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**ENERGY PARTNERS, LTD.**

(Name of Subject Company (Issuer))

**ATS INC.**

an indirect wholly owned subsidiary of

**WOODSIDE PETROLEUM LTD.**

(Names of Filing Persons (Offeror))

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

29270U105  
(CUSIP Number of Class of Securities)

**Jeff Soine**

**ATS Inc.**

**71683 Riverside Avenue**  
**Covington, Louisiana 70433**  
**Telephone: (985) 249-5300**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)*

*Copies to:*

**Lou R. Kling, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**Four Times Square**

**New York, New York 10036**

**Telephone: (212) 735-3000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**

Not applicable\*

**Amount of Filing Fee**

Not applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

o Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: Not applicable.

Filing party: Not applicable.

Form or Registration No.: Not applicable.

Date Filed: Not applicable.

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

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

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

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

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**EXHIBIT INDEX**

Exhibit No.

99.1 Press release, dated August 28, 2006

99.2 Open letter to employees of Energy Partners, Ltd., dated August 28, 2006