Fourth Quarter 2008
Earnings Conference Call

February 25, 2009

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All such statements, other than statements of historical fact, are statements that could be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, any projections of revenue, gross margin, expenses, earnings or losses from operations, or other financial items; future production volumes, results of exploration, exploitation, development, acquisition and operations expenditures, and prospective reserve levels of property or wells; any statements of the plans, strategies and objectives of management for future operations; any statements concerning developments, performance or industry rankings; and any statements of assumptions underlying any of the foregoing. Although we believe that the expectations set forth in these forward-looking statements are reasonable, they do involve risks, uncertainties and assumptions that could cause our results to differ materially from those expressed or implied by such forward-looking statements. The risks, uncertainties and assumptions referred to above include the performance of contracts by suppliers, customers and partners; employee management issues; complexities of global political and economic developments; geologic risks and other risks described from time to time in our reports filed with the Securities and Exchange Commission ("SEC"), including the Company's Annual Report on Form 10-K for the year ended December 31, 2007 and subsequent quarterly reports on Form 10-Q. You should not place undue reliance on these forward-looking statements which speak only as of the date of this presentation and the associated press release. We assume no obligation or duty and do not intend to update these forward-looking statements except as required by the securities laws.

The United States Securities and Exchange Commission permits oil and gas companies, in their filings with the SEC, to disclose only proved reserves that a company has demonstrated by actual production or conclusive formation tests to be economically and legally producible under existing economic and operating conditions. Statements of proved reserves are only estimates and may be imprecise. Any reserve estimates provided in this presentation that are not specifically designated as being estimates of proved reserves may include not only proved reserves but also other categories of reserves that the SEC's guidelines strictly prohibit the Company from including in filings with the SEC. Investors are urged to consider closely the disclosure in the Company's 2007 Form 10-K.

Presentation Outline

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- **Operational Highlights by Segment**
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- **Questions & Answers**

T600 trenching ROV on board *Northern Canyon*

Executive Summary

Highlights

($ in millions, except per share data)

	Quarter Ended			Year Ended	
	12/31/2008	**12/31/2007**	**9/30/2008**	**12/31/2008**	**12/31/2007**
Revenues	**$ 541**	**$ 500**	**$ 616**	**$ 2,148**	**$ 1,767**
Gross Profit (Loss):					
Operating	$ 86	$ 154	$ 210	$ 629	$ 605
	16%	*31%*	*34%*	*29%*	*34%*
Oil & Gas Impairments	(193)	(64)	(6)	(216)	(64)
Exploration Expense	(27)	(20)	(3)	(33)	(27)
Total	$ (134)	$ 70	$ 201	$ 380	$ 514
Goodwill and Other Intangible Impairments	$ (715)	$ -	$ -	$ (715)	$ -
Net Income (Loss) (A)	$ (860) (A)	$ 120	$ 61	$ (634)	$ 317
Diluted EPS	**$ (9.47)**	**$ 1.25**	**$ 0.65**	**$ (6.99)**	**$ 3.34**
Adjusted EBITDAX (B)					
Contracting Services	$ 104	$ 89	$ 127	$ 370	$ 362
Oil & Gas	(1)	148	89	437	465
Elimination	(4)	(9)	(14)	(26)	(23)
Adjusted EBITDAX	**$ 99**	**$ 228**	**$ 202**	**$ 781**	**$ 804**

(A) Includes $840 million of goodwill write-offs and property impairments, net of tax

(B) See non-GAAP reconciliation on slides 23-24

Executive Summary

Fourth Quarter 2008 Highlights

- Non-cash pre-tax charges recorded in Q4
  - Goodwill and other intangible write offs of $715 million
  - Oil and gas impairments of $193 million
  - Suspended well write-offs of $19 million
- Strong quarterly revenues for Contracting Services business
- Continued strong demand and utilization for Helix Contracting Services (Well Operations, Subsea Construction and Robotics)
- Shelf Contracting (Cal Dive) posted much stronger quarterly / year over year results
- Production disruptions from Hurricanes Gustav and Ike negatively impacted oil and gas segment's revenue and profit for the quarter
  - Production as of 2/24/09 at >90% of pre-Ike levels, excluding effect of sale of "Bass Lite" in December 2008 / January 2009
  - Production in Q4 fell to 6.4 Bcfe

Fourth Quarter 2008 Highlights (continued)

- 2008 Reserve Report
  - Year end proved reserves of 665 Bcfe
    - 2008 drilling activities replaced 371% of 2008 production
    - New discoveries and extensions offset reserve decreases due to price declines, property sales, etc.
  - PV-10 value of reserves approximately $1.9 billion

2009 Outlook*

- Helix expects to further reduce net debt in 2009, without the benefit of asset sales
- Capital expenditures of approximately $300 million
  - $180 million relates to completion of three major vessel projects (Well Enhancer, Caesar and Helix Producer I)
  - Most of remaining CAPEX is maintenance
  - 2/3 of 2009 planned CAPEX in 1H 2009
- Good Contracting Services visibility in 1H 2009
  - Total Backlog of $550 million (excluding $350 million of Cal Dive)
  - 2009 backlog of $360 million (excluding $300 million of Cal Dive)

Customers onboard *Intrepid*

***All estimates and commentary exclusive of Cal Dive**

2009 Outlook (continued)

- Oil and Gas
  - Production range: 50 – 60 bcfe
  - Oil and gas prices
    - Without hedges: $5.23 /mcfe $46.00 /bbl
    - With hedges: $7.08 /mcfe $64.78 /bbl
  - Garden Banks 506 Field (Noonan) net daily production (estimated)
    - Q1 2009: 18 mcfe/d
    - Q2 2009: 60 mcfe/d

Liquidity and Capital Resources*

	12/31/2008	9/30/2008
Gross Debt	$ 1,747	$ 1,574
Cash On Hand	163	13
Net Debt	$1,584	$1,561

- $59 million of additional borrowing capacity under revolving credit facility (as of 2/24/2009)
- Net debt position expected to decrease by 12/31/2009
- Monetization of non-core assets would add additional liquidity and increase net debt reduction

***All amounts, estimates and commentary exclusive of Cal Dive**

Liquidity and Capital Resources

- Approximately 73% of total projected 2009 oil and gas production hedged (see detailed schedule on page 22 for current hedge positions)
- Company is focused on efforts to monetize non-core assets and businesses
  - Oil and gas assets
    - Bass Lite sale December 08 & January 09 ($49 million)
  - Production facilities
  - Cal Dive (approximately 51% owned subsidiary)
    - Sold 13.6 million shares of CDI common stock to Cal Dive for gross proceeds of $86 million in January 2009

Monetization of some or all non-core assets would accelerate debt reduction and bolster liquidity

Liquidity and Capital Resources

Key Credit Facility Covenants

Covenant	Test	Explanation
Collateral Coverage Ratio	> 1.75 : 1	Basket of collateral to Senior Secured Debt
Fixed Charge Coverage Ratio	> 2.75 : 1	Consolidated EBITDA (incl. Cal Dive %) to consolidated interest charges
Consolidated Leverage Ratio	< 3.5 : 1	Consolidated EBITDA (incl. Cal Dive %) to consolidated debt

Company is in compliance as of 12/31/2008, and based on current forecasts expects compliance throughout 2009

Liquidity and Capital Resources*

Credit Facilities, Commitments and Amortization

- **$420 Million Revolving Credit Facility** – committed facility through June 2011. No required amortization. $59 million available as of 2/24/09.
- **$419 Million Term Loan B** – committed facility through June 2013; $4.3 million amortization annually.
- **$550 Million High Yield Notes** – Interest only until maturity (2016) or called by Helix. First Helix call date is 2012.
- **$300 Million Convertible Notes** – Interest only until put by noteholders or called by Helix. First put/call date is 2012, although noteholders have the right to convert prior to that date if certain stock price triggers are met ($38.56).
- **MARAD** – 25 year term; $4 million principal payments annually.

*Amounts exclusive of Cal Dive

Operational Highlights by Segment

Newbuild intervention vessel *Well Enhancer* enters North Sea service in Q2 2009.

Helix Contracting Services

Helix Contracting Services

- Helix installs 200,000 feet of heavy-wall pipe and associated subsea systems for ENI Longhorn project in the Gulf of Mexico
- Pipelay vessel Intrepid logs 100% utilization for Q4 in the Gulf of Mexico
- Express and REM Forza continue Reliance Project tasks offshore India
- Seawell and Q4000 well intervention vessels continue high utilization rates
- Pipe Lay ramp system completed, expanding installation capability by allowing Helix to lay pipe from vessels of opportunity

Express and Reliance Central Riser Platform, as seen from Eclipse, offshore India

Helix Contracting Services

($ in millions, except percentages)

	Quarter Ended		
	December 31		Sept 30
	2008	2007	2008
Revenues (A)			
Contracting Services	$ 300	$ 224	$ 285
Shelf Contracting	262	162	279
Total Revenue	$ 562	$ 386	$ 564
Gross Profit (A)			
Contracting Services (B)	$ 46	$ 51	$ 77
Profit Margin	15%	23%	27%
Shelf Contracting	89	54	93
Profit Margin	34%	33%	33%
Total Gross Profit	$ 135	$ 105	$ 170
Gross Profit margin	24%	27%	30%
Equity in Earnings (C)	$ 6	$ 11	$ 9

(A) Amounts are before intercompany eliminations. See non-GAAP reconciliations on slides 23-24.
(B) Includes corporate and operational support overheads.
(C) Amounts primarily represent equity in earnings of Marco Polo and Independence Hub production.

Helix Contracting Services

Revenue and Gross Profit by Division ($ in millions)

	Quarter Ended		
	December 31		Sept 30
	2008	2007	2008
Revenues (A)			
Subsea Construction	$ 227	$ 176	$ 194
Well Operations	66	40	82
Reservoir / Well Tech	7	8	9
Revenue Before Eliminations	$ 300	$ 224	$ 285
Gross Profit (A)			
Subsea Construction (B)	$ 19	$ 39	$ 38
Well Operations	26	11	37
Reservoir / Well Tech	1	1	2
Gross Profit Before Eliminations	$ 46	$ 51	$ 77
Gross Profit Margin	15%	23%	27%

(A) Amounts are before intercompany eliminations. See Non-GAAP reconciliations on slides 23-24.
(B) Includes corporate and operational support overheads.

Helix Contracting Services

	Quarter Ended		
	December 31		Sept 30
Vessel Utilization	**2008**	**2007**	**2008**
Contracting Services			
Subsea Construction Vessels (A)	86%	74%	98%
Well Operations	93%	44%	100%
Robotics	80%	68%	76%
Shelf Contracting	78%	52%	78%
Production Facilities Throughput			
Marco Polo (MBOE)	447	3,554	2,256
Independence Hub (BCFE)	79.8	64.7	56.6

(A) Includes vessels on long-term charters.

Helix Contracting Services

Assets Under Construction

Well Enhancer

Enters service Q2 2009

- Sea trials completed 1/2009
- Final installation of well intervention spread underway
- To operate in North Sea

Caesar

Enters service 2H 2009

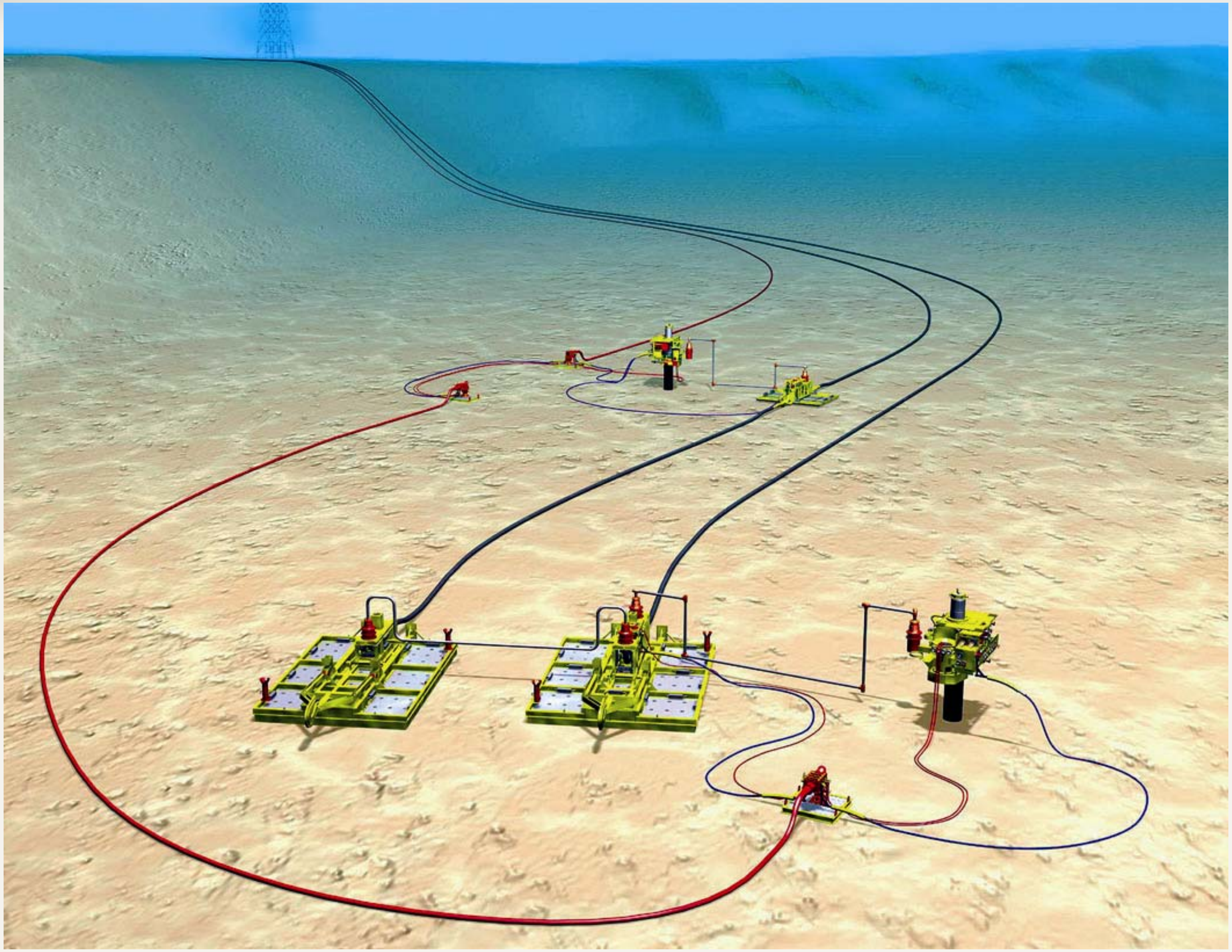
- Conversion in progress in COSCO shipyard
- Evaluating third-party interest in purchasing vessel

Helix Producer I

Enters service Q1 2010

- Hull conversion in Greek shipyard nearing completion
- Departs on or about 4/2009 for topside production system installation in Texas

Helix Oil & Gas



Danny / Noonan subsea field schematic, Gulf of Mexico

Helix Oil & Gas

Financial Highlights

	Quarter Ended		
	December 31		Sep 30
	2008	2007	2008
Revenue (millions)	$ 46	$ 170	$ 135
Gross Profit (Loss) - Operating	(45)	57	53
Oil & Gas Impairments	(193)	(64)	(6)
Exploration Expense	(27)	(20)	(3)
Total	$ (265)	$ (27)	$ 44
Production (Bcfe):			
Shelf (A)	5.8	14.1	8.8
Deepwater	0.6	3.4	1.7
Total	6.4	17.5	10.5
Average Commodity Prices (B):			
Oil / Bbl	$ 49.08	$ 80.53	$ 107.14
Gas / Mcf	$ 6.32	$ 7.99	$ 10.22

- Noonan production recommenced in January 2009, and peak production of 60 mmcfe, net to Helix, anticipated for later in Q1 2009.

(A) Includes UK production of 0.1 Bcfe in Q3 2008.

(B) Including hedge impact.

Helix Oil & Gas

Operating Costs ($ in millions, except per Mcfe data)

	Quarter Ended					
	December 31				September 30	
	2008		2007		2008	
	Total	per Mcfe	Total	per Mcfe	Total	per Mcfe
DD&A (A)	**$ 49**	**$ 7.63**	**$ 75**	**$ 4.17**	**$ 39**	**$ 3.73**
Operating and Other:						
Operating Expenses (B)	$ 14	2.11	$ 20	1.10	$ 22	2.10
Workover	17	2.63	5	0.28	5	0.51
Transportation	1	0.10	2	0.10	2	0.15
Repairs & Maintenance	4	0.67	3	0.19	6	0.57
Abandonment	6	0.93	4	0.25	7	0.63
Other	1	0.07	3	0.18	1	0.12
Total Operating & Other	**$ 43**	**6.51**	**$ 37**	**2.10**	**$ 43**	**4.08**
Total	**$ 92**	**$ 14.14**	**$ 112**	**$ 6.27**	**$ 82**	**$ 7.81**

(A) Includes Accretion Expense.

(B) Excludes exploration expenses of $27.0, $20.2 and $2.5 million for the quarters ended December 31, 2008, December 31, 2007 and September 20, 2008, respectively.

Summary of Feb-Dec 2009 Hedging Positions

Oil (Bbls)		Forward Sales	Collars	Swaps	Total Volume Hedged	Forward Pricing	Swap Pricing	Average Collar Price Floor	Average Collar Price Ceiling
	2009	1,650,000	256,000	78,000	1,984,000	$ 71.79	$ 57.57	$ 75.00	$ 89.55
Natural Gas (mcf)									
	2009	13,626,000	10,975,000	1,108,000	25,709,000	$ 8.23	$ -	$ 7.00	$ 7.90
Totals (mcfe)									
	2009	23,526,000	12,511,000	1,576,000	37,613,000				
Grand Totals		**23,526,000**	**12,511,000**	**1,576,000**	**37,613,000**				

Non GAAP Reconciliations

Adjusted EBITDAX *($ in millions)*

	Quarter Ended			Year Ended	
	December 31		September 30	December 31	
	2008	2007	2008	2008	2007
Net income applicable to common shareholders	$ (860)	$ 120	$ 61	$ (634)	$ 317
Cal Dive gains	-	(99)	-	-	(99)
Non-cash impairments	908	64	6	931	73
Preferred stock dividends	1	1	1	3	4
Income tax provision (benefit)	(67)	6	40	70	106
Net interest expense and other	11	18	21	72	57
Depreciation and amortization	79	97	70	306	320
Exploration expense	27	20	3	33	27
Adjusted EBITDAX	$ 99	$ 228	$ 202	$ 781	$ 804

We calculate adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization, and exploration expense. Further, we reduce adjusted EBITDAX for the minority interest in Cal Dive that we do not own. These non-GAAP measures are useful to investors and other internal and external users of our financial statements in evaluating our operating performance because they are widely used by investors in our industry to measure a company's operating performance without regard to items which can vary substantially from company to company and help investors meaningfully compare our results from period to period. Adjusted EBITDAX should not be considered in isolation or as a substitute for, but instead is supplemental to, income from operations, net income or other income data prepared in accordance with GAAP. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to our reported results prepared in accordance with GAAP. Users of this financial information should consider the types of events and transactions which are excluded.

Non GAAP Reconciliations

Revenue and Gross Profit As Reported ($ in millions)

	Quarter Ended		
	December 31		September 30
	2008	2007	2008
Revenues			
Contracting Services	$ 300	$ 224	$ 285
Shelf Contracting	262	162	279
Intercompany elim. - Contracting Services	(46)	(53)	(66)
Intercompany elim. - Shelf Contracting	(21)	(3)	(16)
Revenue as Reported	$ 495	$ 330	$ 482
Gross Profit			
Contracting Services	$ 46	$ 51	$ 77
Shelf Contracting	89	54	93
Intercompany elim. - Contracting Services	(3)	(7)	(12)
Intercompany elim. - Shelf Contracting	(1)	(1)	(2)
Gross Profit as Reported	$ 131	$ 97	$ 156
Gross Profit Margin	26%	29%	32%

Helix Energy Solutions