

March 9, 2010



**Raymond James**  
**31<sup>st</sup> Annual Institutional Investors Conference**

# 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 “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, any projections of financial items; future production volumes, results of exploration, exploitation, development, acquisition and operations expenditures, and prospective reserve levels of properties 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. These statements involve certain assumptions we made based on our experience and perception of historical trends, current conditions, expected future developments and other factors we believe are reasonable and appropriate under the circumstances. The forward-looking statements are subject to a number of known and unknown risks, uncertainties and other factors that could cause our actual results to differ materially. The risks, uncertainties and assumptions referred to above include the performance of contracts by suppliers, customers and partners; employee management issues; uncertainties inherent in the exploration for and development of oil and gas and in estimating reserves; complexities of global political and economic developments; geologic risks, volatility of oil and gas prices 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, 2009. You should not place undue reliance on these forward-looking statements which speak only as of the date of this presentation. We assume no obligation or duty and do not intend to update these forward-looking statements except as required by the securities laws.*

*References to quantities of oil or gas may include amounts we believe will ultimately be produced, but that are not classified as “proved reserves” under SEC definitions. Statements of oil and gas reserves are estimates based on assumptions and may be imprecise. Investors are urged to consider closely the disclosure regarding reserves in our 2009 Form 10-K.*

# Helix ESG: Transforming the Business Model



## Historical Profile

- Deepwater subsea contracting
- Deepwater well intervention
- Robotics
- Oil and gas
  - Deepwater
  - Shelf
- Offshore production facilities
- Shelf contracting (*Cal Dive*)
- Reservoir evaluation and consulting

## The Future

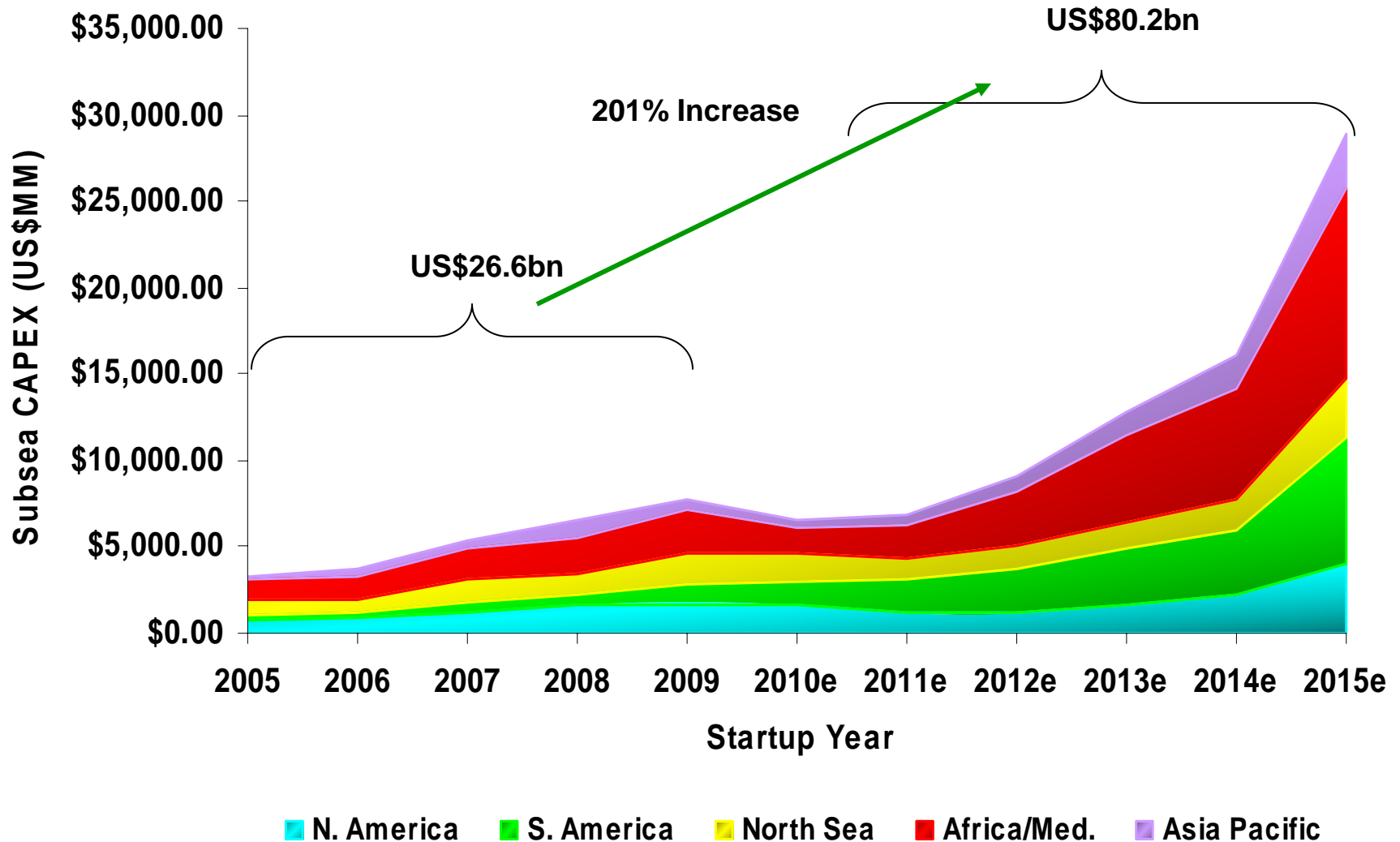
- Deepwater contracting services
  - Well Intervention
  - Robotics
  - Subsea Construction
- Deepwater oil and gas
  - Minimize exploration capex and risk
- Offshore production facilities

***The result: A company focused on deepwater activities and a conservative balance sheet***

# Global CAPEX Growth Forecast



Source: Quest Offshore Resources Subsea Database, February 2010

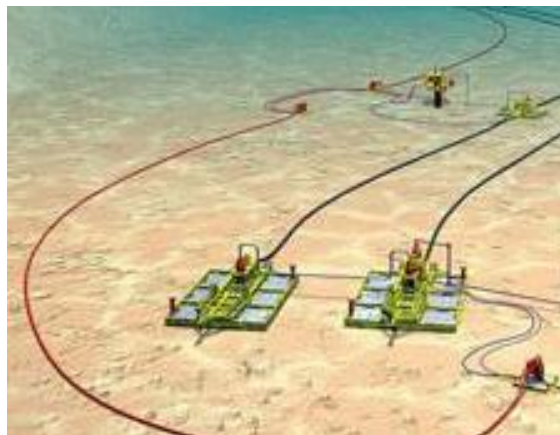


# Helix ESG Business Segments



## Subsea Construction

- Pipelay
- Intrepid
- Express
- Caesar- new to fleet
- ROV
- 40 ROVs
- 2 ROV Drill Units
- 6 Chartered Vessels
- 5 Trenchers (200 – 2000hp)



## Helix Oil & Gas

- GOM shelf and deepwater
- PV-10 \$1.3 billion @ 12/31/2009 (SEC pricing)
- Proved reserves = 578 bcfe (12/31/2009)
- 2010 projected production 50-60 bcfe

## Well Intervention

- Q4000
- Seawell
- Well Enhancer
- Normand Clough (JV)
- Mobile VDS/SILs



## Production Facilities

- Marco Polo TLP (50%)
- Independence Hub Semi (20%)
- Helix Producer I (~82%) (2010)

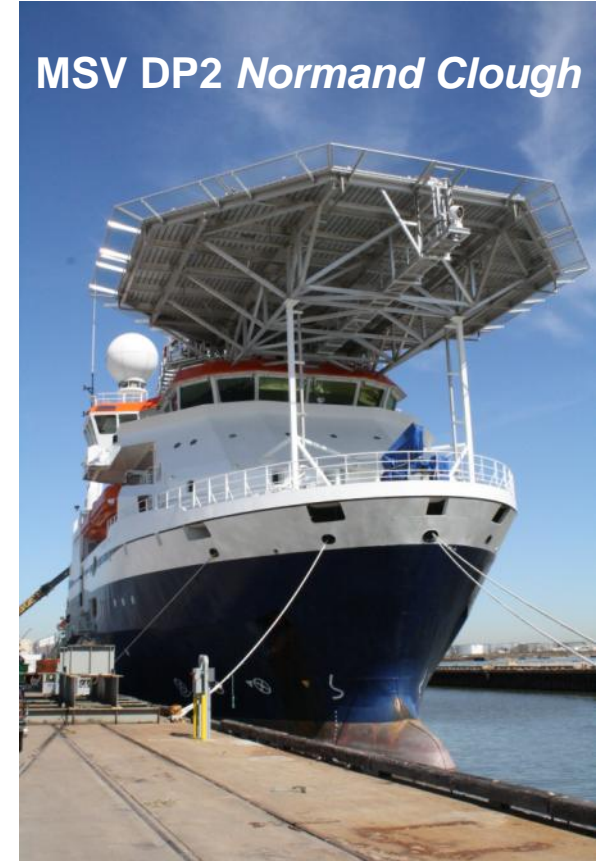




# Services For Each Stage of the Field Life Cycle



# Well Intervention Assets



Helix provides well operation and decommissioning services with the *Seawell* riserless well intervention vessel, the flagship *Q4000* semisubmersible, the *Well Enhancer* wireline / slickline / coiled tubing intervention vessel, and the *Normand Clough* (JV) with our Subsea Intervention Lubricator and Vessel Deployment systems.



# Subsea Construction Vessels



## DP Reel Lay Vessel *Intrepid*

Intrepid has the flexibility to be deployed as a pipelay, installation or saturation diving vessel.



## DP Reel Lay Vessel *Express*

Helix's flagship pipelay and subsea construction vessel has established an extensive track record of field installation projects around the world.



## DP S-Lay Vessel *Caesar*

Caesar's onboard pipe welding and testing capability allows the vessel to lay virtually unlimited lengths of pipe up to 36" in diameter.

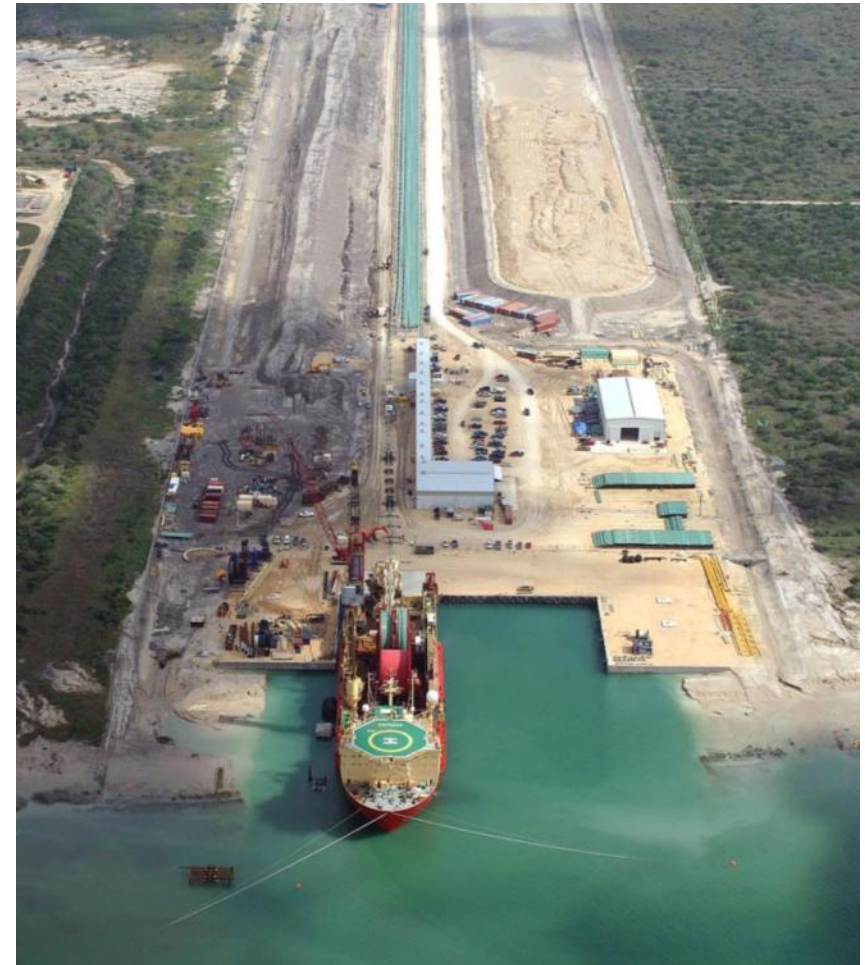


# Contracting Services Facilities



## Ingleside, Texas shore base facility

- Pipe stalk length 5,230 feet
- Onsite subsea component fabrication
- 300' x 700' slip can accommodate two Helix Subsea Construction vessels side by side
- Constructed Helix's Danny 36-mile 8 x 12-inch pipe-in-pipe, including jumpers and manifolds



*Helix Danny pipe-in-pipe welding*



*On-site fabrication capabilities*

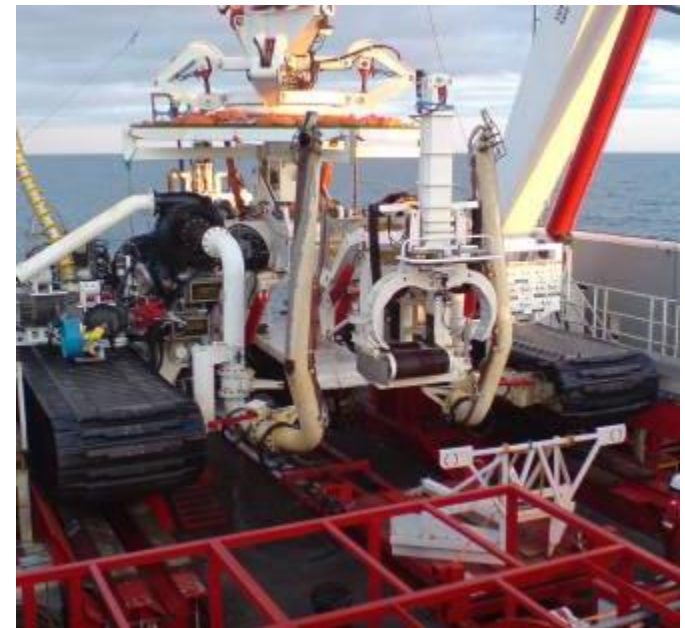
# Helix ROV Systems



The Helix ROV fleet consists of 40 vehicles, covering the spectrum of deepwater construction services.



The 600 hp Supertrencher II system is designed to operate at water depths in excess of 6,500 feet.



The state of the art I-Trencher system trenches, lays pipe up to 16" in diameter, and backfills in a single operation.

**Helix is an industry leading provider of ROV and subsea trenching services to deepwater operators worldwide.**



# ROV/Construction Support Vessel Fleet



**Island Pioneer**



**Seacor Canyon**



**Olympic Triton**



**Olympic Canyon**



**Normand Fortress**



**Normand Clough**  
*as part of CloughHelix JV*

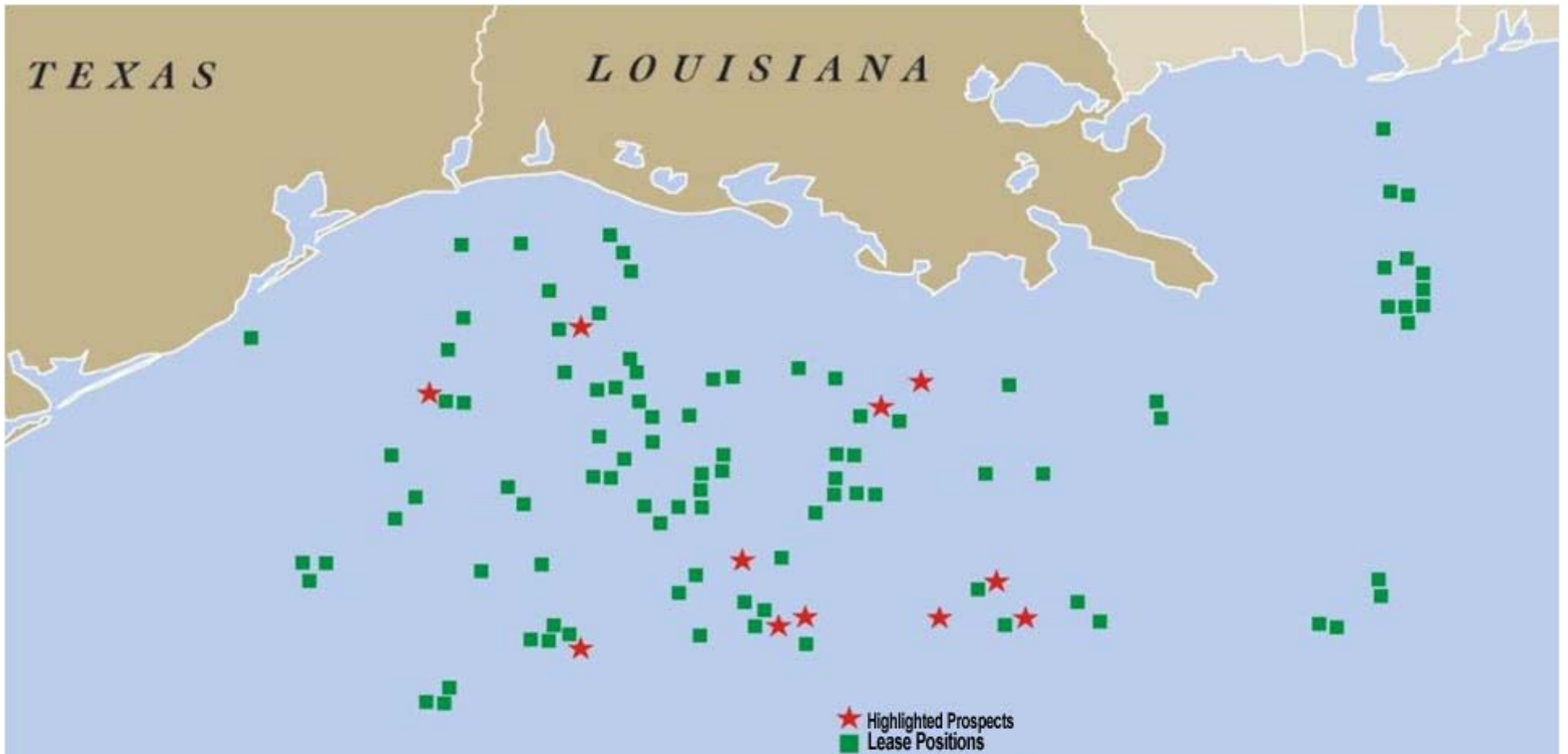
**Chartered support vessels allows Helix to adjust the size and capability of its fleet to cost-effectively meet industry demands.**



# Helix Producer I FPU



- Vessel is mechanically complete; commissioning and USCG acceptance are well advanced
- Sea trials scheduled March 2010
- DTS buoy installed on location by Q4000
- Expect deployment in Phoenix field in Q2 2010



# Oil & Gas

# Helix Oil and Gas



## 12/31/2009 Reserve Profile:

- 578 Bcfe
- ≈ 60% Deepwater GOM
- ≈ 40% proved developed
- ≈30% Oil
- PV-10 \$1.3 billion (SEC)
- PV-10 \$2.7 billion (forward strip price)

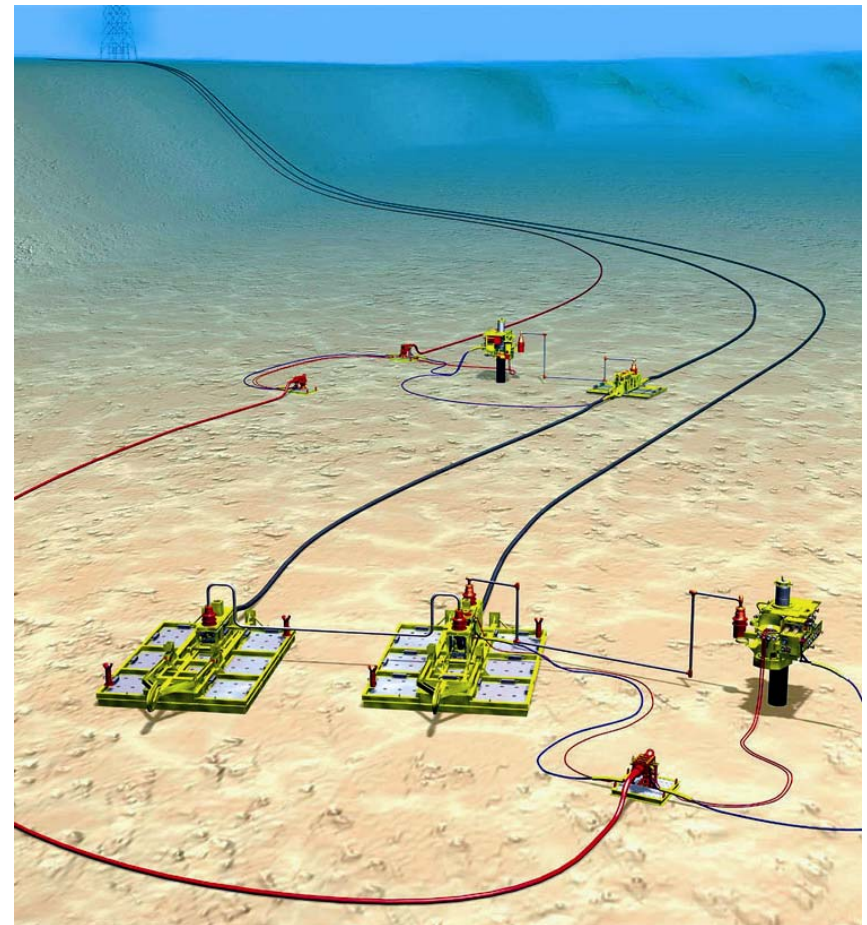
## Production Profile:

- Current production of 145 mmcfe/d\*
- 45% of production is oil
- >50% of production is deepwater, and growing

## New 2010 Production (net)

- Danny oil- 5,000 boe/d
- Noonan- 30 mmcfe/d, increasing to 50+ mmcfe/d
- Phoenix- >10,000 boe/d

\* As of 2/25/2010



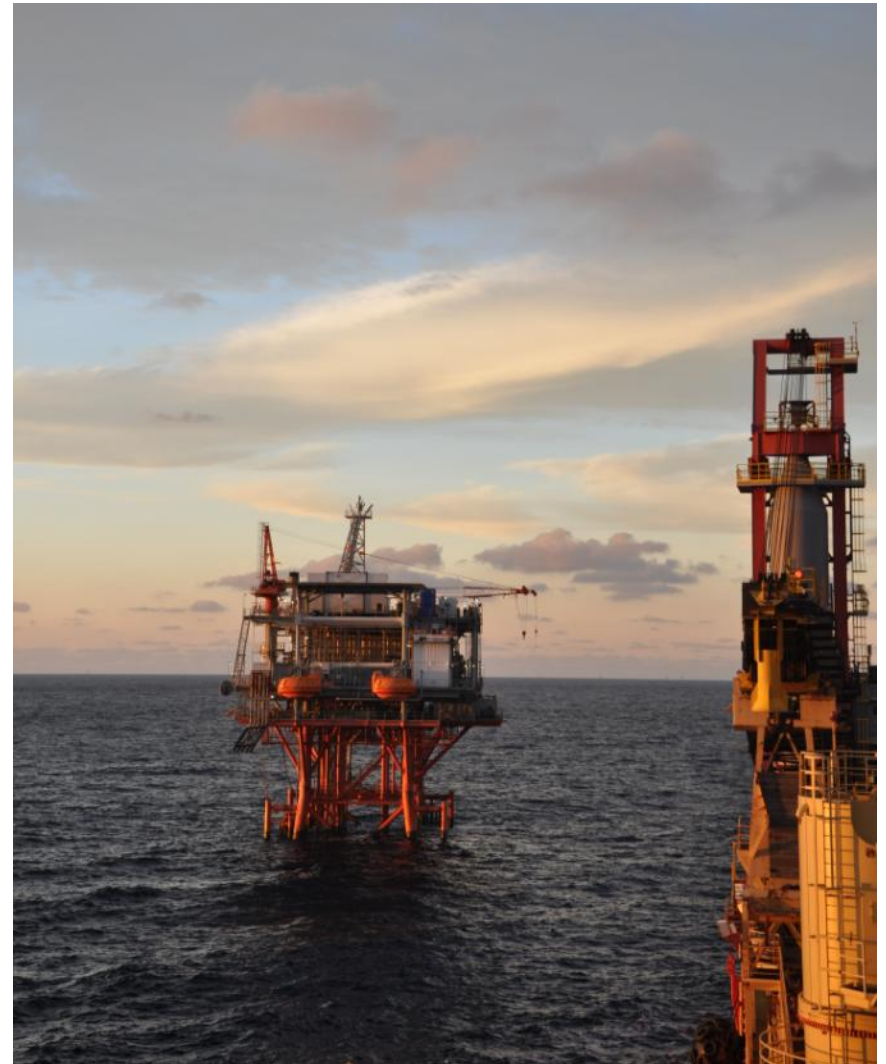


# Oil and Gas Deepwater Profile



Helix Oil and Gas specializes in prospect generation, acquisition, exploration, development and production, employing its own key services and methodologies and working to lower finding and development costs relative to industry norms.

- Internal Prospect Generation via Large, In-House 3-D Seismic Library
- Large, Recent Long Offset 3-D Seismic Database, +1,500 Blocks
- Experienced Exploration/Drilling/Operations Team - 25+ years avg.
- 22 Defined Prospects, Helix is operator of 21
- 2.3 TCFE Net Un-Risked Reserve Potential, >800 BCFE Net Risked
- Majority of Prospects, if successful, are Sub Sea Tie-Backs
- Multiple, low risk prospects on or near existing Helix operated infrastructure



# 2010 Outlook



*Caesar departing for sea trials, Nantong, China*

# 2010 Outlook



- Contracting Services demand in 1H 2010 will continue to be soft, with a rebound anticipated in 2H 2010
- Contracting Services asset utilization on Danny oil pipeline and Phoenix field development will continue to impact financial results in Q1
- Capital expenditures of approximately \$200 million planned for 2010
  - \$85 million relates to completion of major vessel projects
  - Oil and Gas capital expenditures of approximately \$86 million, excluding P&A of approximately \$61 million
- Improved liquidity and debt levels (see slide 21)
  - Expect to reduce net debt levels further by 12/31/2010
  - Expect to increase liquidity further by 12/31/2010



# 2010 Outlook



Broad Metrics		2010 Higher End	2010 Lower End	2009
Production Range		60 Bcfe	50 Bcfe	44 Bcfe
EBITDA		\$550 million	\$450 million	\$490 million
CAPEX		\$200 million	\$200 million	\$328 million <sup>(A)</sup>

Commodity Price Deck		2010 Higher End	2010 Lower End	2009 <sup>(B)</sup>
Hedged	Oil	\$74.75 / bbl	\$74.59 / bbl	\$67.11 / bbl
	Gas	\$5.87 / mcf	\$6.00 / mcf	\$7.75 / mcf

(A) Inclusive of capitalized interest of \$48 million.

(B) Including effect of settled natural gas hedge contracts.

# 2010 Outlook



Key Oil and Gas Assumptions	Production Rates		
	2010 Higher End	2010 Lower End	2009
Noonan gas (well performance)	55 Mmcfe/d by March 1, 2010	35 Mmcfe/d all year	20 Mmcfe/d
Phoenix expected start-up	Mid- Q2 >70 Mmcfe/d	Mid-year >70 Mmcfe/d	0
Hurricanes	No Significant Disruption	Significant Disruption	Lingering 2008 Hurricane Effects

Note: 2009 year end reserve estimate reductions for Noonan gas wells to increase DD&A rates in 2010 vs. prior expectations

# Helix Summary





# Significant Balance Sheet Improvements



## Debt



- Liquidity of \$657 million at 12/31/2009
- Completed approximately \$600 million of non-core asset sales in 2009

# Liquidity and Capital Resources



## ***Credit Facilities, Commitments and Amortization***

- **\$435 Million Revolving Credit Facility** – UNDRAWN.
  - Facility extended to November 2012.
  - In July 2011, commitments reduced to \$410 million.
  - \$50 million of LCs in place.
- **\$415 Million Term Loan B** – Committed facility through June 2013. \$4.3 million principal payments annually.
- **\$550 Million High Yield Notes** – Interest only until maturity (January 2016) or called by Helix. First Helix call date is January 2012.
- **\$300 Million Convertible Notes** – Interest only until put by noteholders or called by Helix. First put/call date is December 2012, although noteholders have the right to convert prior to that date if certain stock price triggers are met (\$38.56).
- **\$119 Million MARAD** – Original 25 year term; matures February 2027. \$4.4 million principal payments annually.

# Financial Information



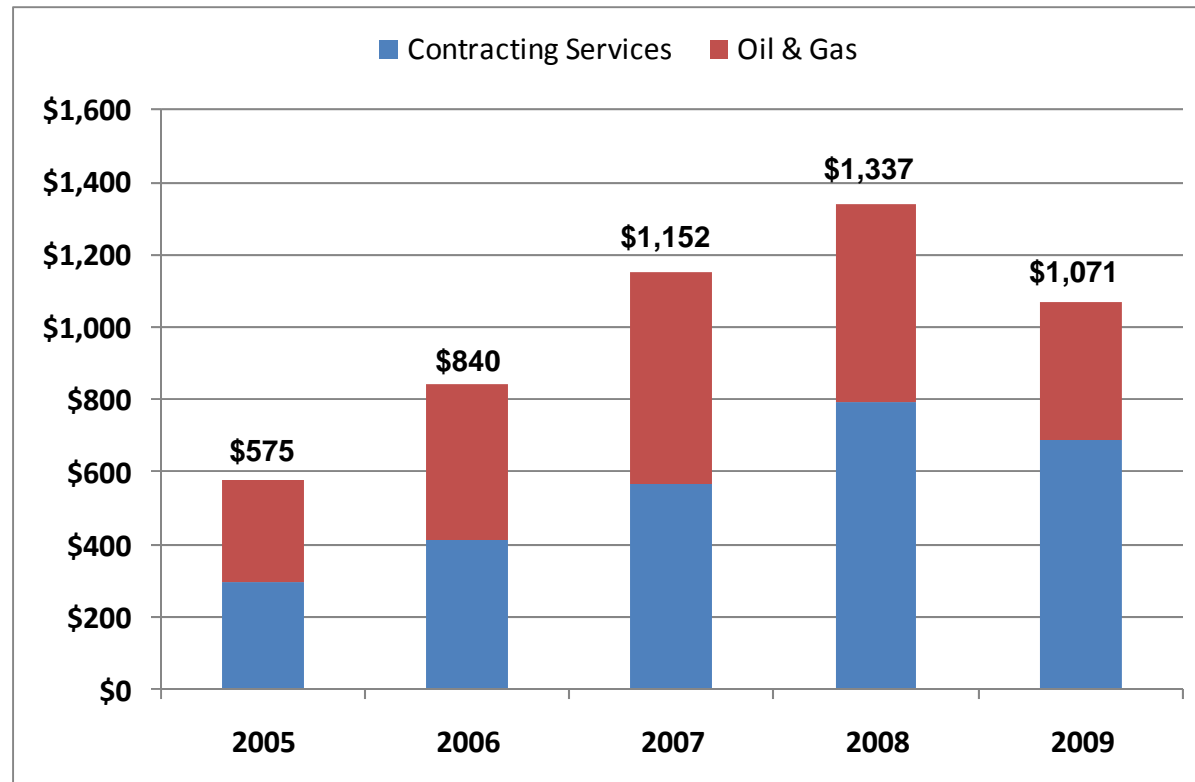
*Express spooling pipe at Ingleside Shore Base, Gulf of Mexico*



# Consistent Top-Line Growth

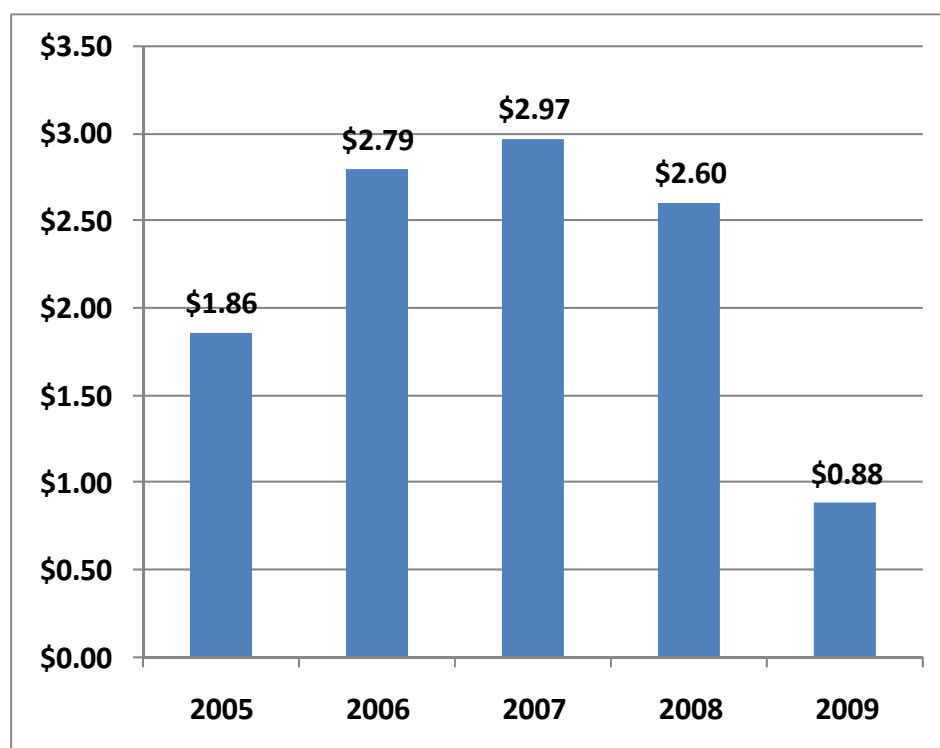


(\$ amounts in millions)



*Note: Excludes Cal Dive and Helix RDS revenues from 2005-2009.  
See Non-GAAP reconciliations on slides 28-30.*

# Earnings Per Share (a)



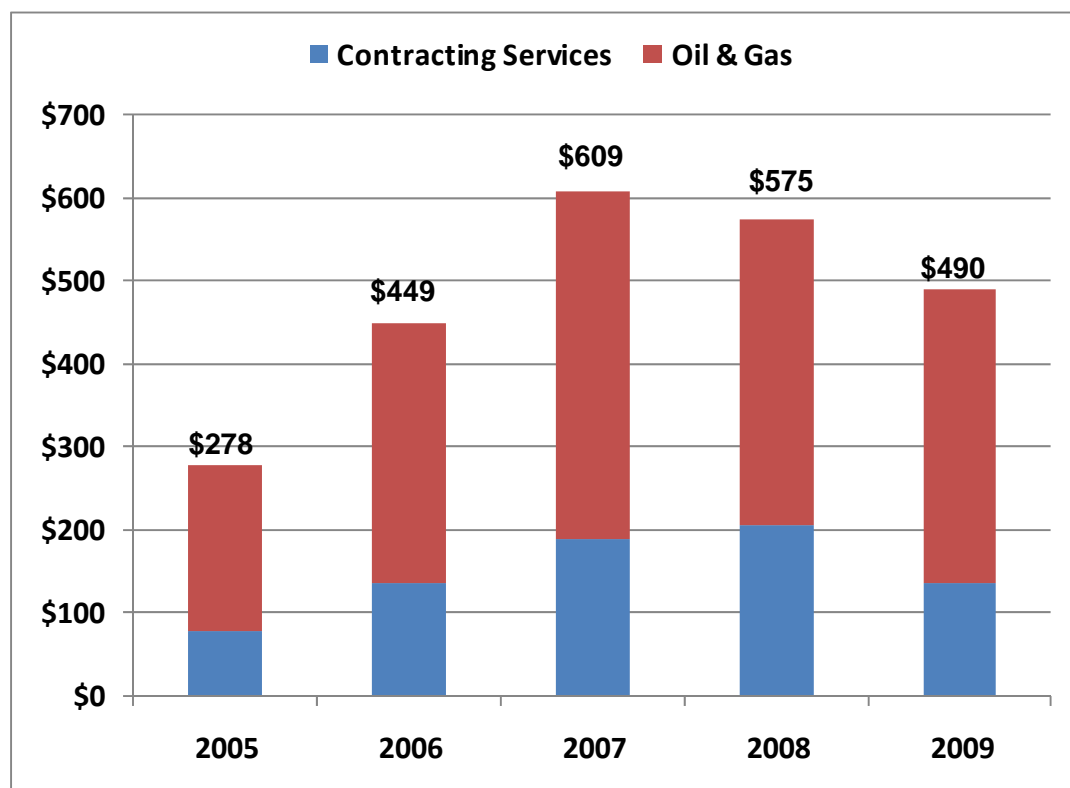
- 2006 results exclude the impact of the gain on sale in the Cal Dive IPO and estimated incremental overhead costs during the year.
- 2007 results exclude the impact of the Cal Dive gain, impairments and other unusual items.
- 2008 results exclude non-cash charges of \$964 million for reduction in carrying values of goodwill and certain oil and gas properties.
- 2009 results exclude the impact of Cal Dive gains, impairments and other unusual items.

(a) See Non-GAAP reconciliations on slides 28-30.

# Significant Cash Generation – EBITDAX



(\$ amounts in millions)



-2006 results exclude the impact of the gain on sale in the Cal Dive IPO and estimated incremental overhead costs during the year.

-2007 results exclude the impact of the Cal Dive gain, impairments and other unusual items.

-2008 results exclude non-cash impairments.

-2009 results exclude non-cash impairments and impact of Cal Dive gains.

(a) See Non-GAAP reconciliations on slides 28-30.



# Non-GAAP Reconciliations



# Non-GAAP Reconciliations



	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
	(in millions)				
Net income applicable to common shareholders	\$ 150	\$ 340	\$ 312	\$ (639)	\$ 102
Non-cash impairments	1	5	73	918	72
Gain on asset sales	(1)	(99)	(148)	(73)	(87)
Preferred stock dividends	2	3	4	3	54
Income tax provision	75	131	103	67	86
Net interest expense and other	8	41	64	101	48
Depreciation and amortization	111	193	320	306	247
Exploration expense	6	43	27	33	24
EBITDAX as reported	<u>\$ 352</u>	<u>\$ 657</u>	<u>\$ 755</u>	<u>\$ 716</u>	<u>\$ 546</u>
Less: Previously reported contribution from Cal Dive	(74)	(208)	(146)	(141)	(56)
Adjusted EBITDAX	<u>\$ 278</u>	<u>\$ 449</u>	<u>\$ 609</u>	<u>\$ 575</u>	<u>\$ 490</u>

*We calculate adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization, and exploration expense. Further, we do not include earnings from our interest in Cal Dive in any periods presented in our adjusted EBITDAX calculation. 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



	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
Reconciliation to Normalized EPS:	(in millions, except earnings per share)				
Net income applicable to common shareholders	\$ 150	\$ 340	\$ 312	\$ (639)	\$ 102
Preferred stock dividends and accretion	2	3	4	-	1
Gain on subsidiary equity transaction (Cal Dive)	-	(97)	(99)	-	(50)
Goodwill and other intangible impairments	-	-	-	715	-
Other non-recurring items	-	5	70	161	41
Net income, excluding non-cash gains on Cal Dive equity transactions and other unusual items	<u>\$ 152</u>	<u>\$ 251</u>	<u>\$ 287</u>	<u>\$ 237</u>	<u>\$ 94</u>
Diluted Shares	82	90	96	91	106
Normalized EPS	\$ 1.86	\$ 2.79	\$ 2.97	\$ 2.60	\$ 0.88



# Non-GAAP Reconciliations



	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
	(in millions)				
Revenue As Reported	\$ 794	\$ 1,328	\$ 1,732	\$ 2,114	\$ 1,462
Less: Cal Dive	(219)	(488)	(580)	(777)	(391)
Helix ESG Revenues	<u>\$ 575</u>	<u>\$ 840</u>	<u>\$ 1,152</u>	<u>\$ 1,337</u>	<u>\$ 1,071</u>

