

Filed by Cal Dive International, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12 and Rule 14d-2(b)
of the Securities Exchange Act of 1934

Subject Company: Cal Dive International, Inc.
Commission File No.: 0-22739

The following documents are filed herewith pursuant to Rule 425 under the Securities Act of 1933:

- Press Release of Cal Dive International, Inc. dated February 28, 2006; and
 - Slide presentation to investors and analysts in connection with the Cal Dive International, Inc. Fourth Quarter 2005 Earnings Conference Call on March 1, 2006.
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www.caldive.com

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For Immediate Release

06-008

Date: February 28, 2006

Contact: Wade Pursell
Title: Chief Financial Officer

Cal Dive Reports Record Fourth Quarter Results More than Doubling Last Year's Fourth Quarter Earnings

HOUSTON, TX — Cal Dive International, Inc. (Nasdaq: CDIS) reported fourth quarter net income of \$56 million, or \$0.69 per diluted share. This represents a 116% improvement over last year's fourth quarter results.

The Company sustained damage to certain of its oil and gas production facilities in Hurricanes *Katrina* and *Rita* during the third quarter. Included in the fourth quarter earnings was approximately \$7 million pre-tax of repair and inspection costs resulting from these hurricanes.

The Company's effective tax rate fell to 27% in the fourth quarter, resulting in a 33% effective rate for 2005 due primarily to improved profitability both domestically and in foreign jurisdictions.

Summary of Results

(in thousands, except per share amounts and percentages)

	Fourth Quarter		Third Quarter	Full Year	
	2005	2004	2005	2005	2004
Revenues	\$ 264,028	\$ 162,990	\$ 209,338	\$ 799,472	\$ 543,392
Gross Profit	95,852 36%	53,030 33%	82,928 40%	283,072 35%	171,912 32%
Net Income	56,006 21%	25,269 16%	42,671 20%	150,125 19%	79,916 15%
Diluted Earnings Per Share	0.69	0.32	0.53	1.86	1.03

Owen Kratz, Chairman and Chief Executive Officer of Cal Dive, stated, "I am very pleased that we were able to deliver our best ever quarter despite the negative impact of hurricanes Katrina and Rita on our Oil and Gas division. As predicted, improved Marine Contracting results more than offset the deferral of around 2.5 bcfe of production and the significant repair costs mentioned above.

"Our people faced many challenges during the year and once again they excelled in this quarter by launching ten acquired assets in our Marine Contracting fleet and by bringing back our oil and gas production to near pre-storm levels.

“We are very proud of our performance in 2005 and look forward to continued growth and success during 2006. Our earnings guidance for the year remains in the range of \$2.30 — \$3.30 per diluted share (excluding the recently announced acquisition of Remington Oil and Gas) and we will provide our first update to that range at the end of the first quarter.”

Financial Highlights

- Revenues: The \$101.0 million increase in year-over-year fourth quarter revenues was driven primarily by significant improvements in Marine Contracting revenues due to the introduction of newly acquired assets and much better market conditions.
- Margins: 36% was three points better than the year-ago quarter due to a significant increase in Marine Contracting margins driven by improved market conditions.
- SG&A: \$21.2 million increased \$7.1 million from the same period a year ago due primarily to additional incentive compensation accruals as a result of improved profitability. This level of SG&A was 8% of fourth quarter revenues, compared to 9% in the year ago quarter.
- Equity in Earnings: \$5.3 million reflects our share of Deepwater Gateway, L.L.C.’s earnings for the quarter relating to the Marco Polo facility as well as our share of Offshore Technology Services Limited’s earnings which is the Trinidadian company to which we contributed the *Witch Queen*.
- Income Tax Provision: The Company’s effective tax rate fell to 27% in the fourth quarter, resulting in a 33% effective rate for the full year 2005. This was primarily due to the Company’s ability to realize foreign tax credits and oil and gas percentage depletion due to improved profitability both domestically and in foreign jurisdictions and implementation of the Internal Revenue Code 199 manufacturing deduction as it relates to oil and gas production. This resulted in a benefit for the fourth quarter for previously unrecognized deferred tax assets. We estimate our effective rate for 2006 will be between 34% and 35%.
- Balance Sheet: During the fourth quarter, the Company acquired the Gulf of Mexico assets from Stolt Offshore. Total debt as of December 31, 2005 was \$447 million. This represents 40% debt to book capitalization and with \$353 million of EBITDA during 2005, this represents 1.3 times trailing twelve month EBITDA. In addition, the Company had \$91 million of unrestricted cash as of December 31, 2005. Most of these funds will be utilized for the final phases of the acquisition of certain assets of Stolt Offshore.

Further details are provided in the presentation for Cal Dive’s quarterly conference call (see the Investor Relations page of www.caldive.com). The call, scheduled for 9:00 a.m. Central Standard Time on Wednesday, March 1, 2006, will be webcast live. A replay will be available from the Audio Archives page.

Cal Dive International, Inc., headquartered in Houston, Texas, is an energy service company which provides alternate solutions to the oil and gas industry worldwide for marginal field development, alternative development plans, field life extension and abandonment, with service lines including marine diving services, robotics, well operations, facilities ownership and oil and gas production.

FORWARD-LOOKING STATEMENTS

This press release and attached presentation contain forward-looking statements that involve risks, uncertainties and assumptions that could cause our results to differ materially from those expressed or implied by such forward-looking statements. All 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 statement concerning developments, performance or industry rankings relating to services; any statements regarding future economic conditions or performance; any statements of expectation or belief; any statements regarding the proposed merger of Remington Oil and Gas Corporation into a wholly owned subsidiary of Cal Dive or the anticipated results (financial or otherwise) thereof; and any statements of assumptions underlying any of the foregoing. 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, including the Company's Annual Report on Form 10-K for the year ending December 31, 2004; and, with respect to the proposed Remington merger, actual results could differ materially from Cal Dive's expectations depending on factors such as the combined company's cost of capital, the ability of the combined company to identify and implement cost savings, synergies and efficiencies in the time frame needed to achieve these expectations, prior contractual commitments of the combined companies and their ability to terminate these commitments or amend, renegotiate or settle the same, the combined company's actual capital needs, the absence of any material incident of property damage or other hazard that could affect the need to effect capital expenditures, any unforeseen merger or acquisition opportunities that could affect capital needs, the costs incurred in implementing synergies and the factors that generally affect both Cal Dive's and Remington's respective businesses as further outlined in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in each of the companies' respective Annual Reports on Form 10-K for the year ended December 31, 2004. Actual actions that the combined company may take may differ from time to time as the combined company may deem necessary or advisable in the best interest of the combined company and its shareholders to attempt to achieve the successful integration of the companies, the synergies needed to make the transaction a financial success and to react to the economy and the combined company's market for its exploration and production. We assume no obligation and do not intend to update these forward-looking statements.

ADDITIONAL INFORMATION

Cal Dive and Remington will file a proxy statement/prospectus and other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission ("SEC"). Investors are urged to read the proxy statement/prospectus when it becomes available and any other relevant documents filed with the SEC because they will contain important information. You will be able to obtain the documents free of charge at the website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with the SEC by Cal Dive free of charge by requesting them in writing from Cal Dive or by telephone at (281) 618-0400. You may obtain documents filed with the SEC by Remington free of charge by requesting them in writing from Remington or by telephone at (214) 210-2650. Cal Dive and Remington, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Remington in connection with the merger. Information about the directors and executive officers of Cal Dive and their ownership of Cal Dive stock is set forth in the proxy statement for Cal Dive's 2005 Annual Meeting of Shareholders. Information about the directors and executive officers of Remington and their ownership of Remington stock is set forth in the proxy statement for Remington's 2005 Annual Meeting of Stockholders. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/prospectus when it becomes available.

CAL DIVE INTERNATIONAL, INC.

Comparative Condensed Consolidated Statements of Operations

(000's omitted, except per share data)	Three Months Ended Dec. 31,		Twelve Months Ended Dec. 31,	
	2005	2004	2005	2004
	(unaudited)			
Net Revenues	\$264,028	\$162,990	\$799,472	\$543,392
Cost of Sales	168,176	109,960	516,400	371,480
Gross Profit	95,852	53,030	283,072	171,912
Gain on Sale of Assets, net	151	—	1,405	—
Selling and Administrative	21,202	14,135	62,790	48,881
Income from Operations	74,801	38,895	221,687	123,031
Equity in Earnings of Investments	5,301	3,555	13,459	7,927
Interest Expense, net & Other	2,691	1,631	7,559	5,265
Income Before Income Taxes	77,411	40,819	227,587	125,693
Income Tax Provision	20,601	14,548	75,019	43,034
Net Income	56,810	26,271	152,568	82,659
Preferred Stock Dividends and Accretion	804	1,002	2,454	2,743
Net Income Applicable to Common Shareholders	\$ 56,006	\$ 25,269	\$ 150,114	\$ 79,916
Other Financial Data:				
Income from Operations	\$ 74,801	\$ 38,895	\$ 221,687	\$ 123,031
Equity in Earnings of Investments	5,301	3,555	13,459	7,927
Share of Equity Investments:				
Depreciation	1,220	1,025	4,427	3,009
Interest Expense, net	46	205	1,608	2,179
Depreciation and Amortization:				
Marine Contracting	11,199	12,397	40,836	39,259
Oil and Gas Production	15,559	16,963	70,637	69,046
EBITDA (1)	\$108,126	\$ 73,040	\$352,654	\$244,451
Weighted Avg. Shares Outstanding:				
Basic	77,659	76,789	77,444	76,409
Diluted	82,876	79,230	82,205	79,062
Earnings Per Share:				
Basic	\$ 0.72	\$ 0.33	\$ 1.94	\$ 1.05
Diluted	\$ 0.69	\$ 0.32	\$ 1.86	\$ 1.03

(1) The Company calculates EBITDA as earnings before net interest expense, taxes, depreciation and amortization (which includes non-cash asset impairments) and the Company's share of depreciation and net interest expense from its Equity Investments. EBITDA and EBITDA margin (defined as EBITDA divided by net revenue) are supplemental non-GAAP financial measurements used by CDI and investors in the marine construction industry in the evaluation of its business due to the measurements being similar to income from operations.

Comparative Condensed Consolidated Balance Sheets

ASSETS (000's omitted)	Dec. 31, 2005		Dec. 31, 2004	
	(unaudited)		(unaudited)	
Current Assets:			LIABILITIES & SHAREHOLDERS' EQUITY	
Cash and equivalents	\$ 91,080	\$ 91,142	Current Liabilities:	
Accounts receivable	228,058	114,709	Accounts payable	\$ 99,445
Other current assets	52,915	48,110	Accrued liabilities	148,789
Total Current Assets	372,053	253,961	Current mat of L-T debt (2)	6,468
Net Property & Equipment:			Total Current Liabilities	254,702
Marine Contracting	524,890	411,596	Long-term debt (2)	440,703
Oil and Gas Production	391,472	172,821	Deferred income taxes	164,258
Equity Investments	179,556	67,192	Decommissioning liabilities	106,317
Goodwill	101,731	84,193	Other long term liabilities	10,584
Other assets, net	91,162	48,995	Convertible preferred stock (2)	55,000
Total Assets	\$1,660,864	\$1,038,758	Shareholders' equity (2)	629,300
			Total Liabilities & Equity	\$1,660,864
				\$1,038,758

(2) Debt to book capitalization — 40%. Calculated as total debt (\$447,171) divided by sum of total debt, convertible preferred stock and shareholders' equity (\$1,131,471).





**Fourth Quarter 2005
Earnings Conference Call
March 1, 2006**



**Owen Kratz - Chief Executive Officer
Martin Ferron - President
Wade Pursell - Chief Financial Officer**



FORWARD-LOOKING STATEMENTS

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Presentation Outline

- I. Summary of Results**
- II. Operational Highlights by Segment**
 - A. Marine Contracting**
 - i. Shelf Contracting**
 - ii. Deepwater Contracting**
 - B. Production Facilities**
 - C. Oil & Gas Production**
- III. Strategic Overview and Name Change**
- IV. Questions & Answers**

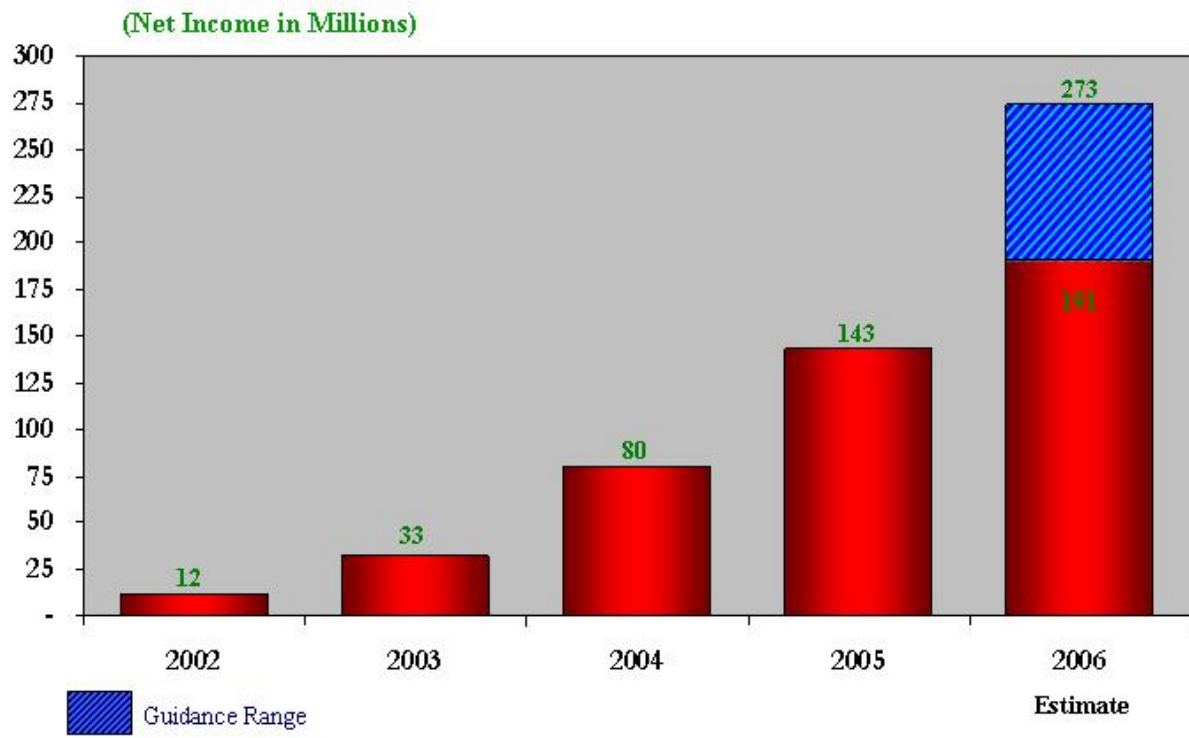


Summary of Results

(all amounts in thousands, except per share amounts and percentages)

	<u>Fourth</u> <u>Quarter</u>		<u>Third</u> <u>Quarter</u>
	2005	2004	2005
Revenues	\$264,028	162,990	\$209,338
Gross Profit	95,852 36%	53,030 33%	82,928 40%
Net Income	56,006 21%	25,269 16%	42,671 20%
Diluted Earning Per Share	0.69	0.32	0.53
EBITDA (see reconciliation in the attached financial summary)	108,126 41%	73,040 45%	101,175 48%

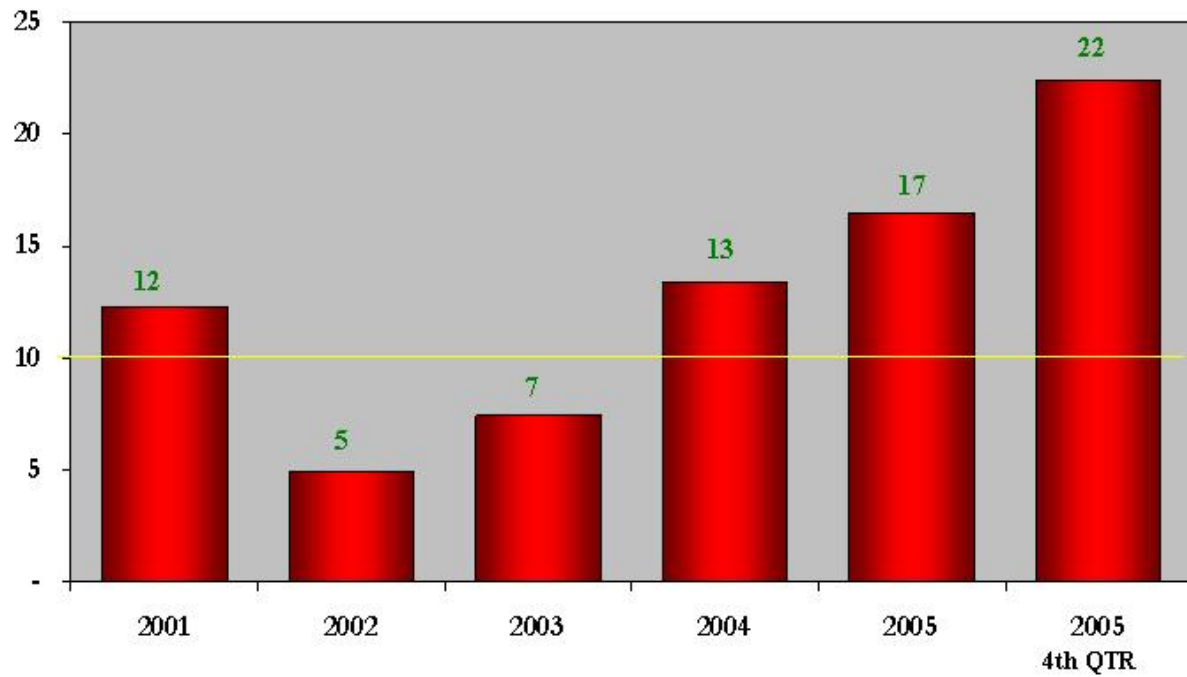
Earnings Growth





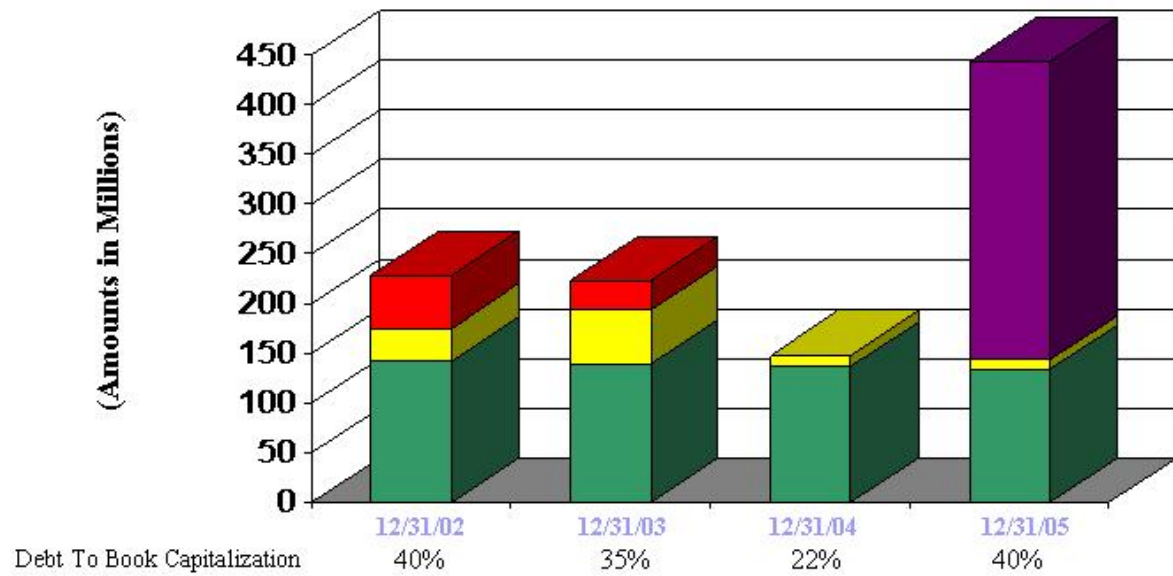
Return on Capital Invested

(See GAAP reconciliation at Company's website – www.caldive.com)





Long Term Debt





Marine Contracting (MC)

(Amounts reflected are before intercompany eliminations and pre-tax charges for marine asset value impairments in Q4/04)

	<u>Fourth Quarter</u>		<u>Third Quarter</u>
	<u>2005</u>	<u>2004</u>	<u>2005</u>
Revenues	\$203,249	\$101,451	\$144,398
Gross Profit	60,796 30%	16,152 16%	42,052 29%

- Q4/05: Overall revenues more than doubled year over year and increased by 41% sequentially. Approximately \$40 million of the sequential increase resulted from the introduction of assets acquired from Stolt and Torch for two months of the quarter. The rest of the sequential revenue increase came from continually improving market conditions.



Marine Contracting (MC) cont.

- Gross profit margins improved by 14 points year over year and by one point sequentially, due to better utilization and pricing. The sequential improvement would have been better still without one time integration costs linked to the introduction of the newly acquired assets.
- Q1/06 and Outlook: We expect Q1/06 financial performance to improve further over Q4/05 due to a full quarter of contribution from most of the acquired assets and pricing increases.

Assets in Marine Contracting Segments

Segment Activity	→	Shelf	Deepwater
Pipelay	↓	<i>Rider</i> <i>Brave</i> <i>DLB 801¹</i>	<i>Intrepid</i> <i>Express</i> <i>Caesar²</i>
Well Operations			<i>Q4000</i> <i>Seawell</i>
Robotic Intervention			<i>Northern Canyon³</i> Work Class ROVs x 24 ⁴ Observation ROVs x 4 Trenching Vehicles x 4
Saturation Diving		<i>Uncle John</i> <i>Eclipse</i> <i>Mystic Viking</i> <i>Witch Queen⁵</i> <i>Kestrel⁶</i>	

Assets in Marine Contracting Segments

Segment → Activity ↓	Shelf	Deepwater
Saturation Diving	<i>Cal Diver I</i> <i>Cal Diver II</i> <i>Constitution</i> Midnight Star Portable Systems x 3	
Air Diving		Moored Vessels x 6 Utility Vessels x 9 General Diving Equipment

1. 50% of *DLB801* sold in January.
2. *Caesar* to enter service early in 2007.
3. *Northern Canyon* is a chartered vessel.
4. Three vehicles are on order as of 12/31/05.
5. *Witch Queen* is owned by OTSL, in which we have a 40% ownership stake.
6. *Kestrel* to be acquired from Stolt in Q1/06.



MC – Shelf Contracting

Utilization

<u>Fourth Quarter</u>		<u>Third Quarter</u>
<u>2005</u>	<u>2004</u>	<u>2005</u>
85%	65%	65%

- Q4/05: Utilization reached a record level due to incremental demand caused by hurricanes Katrina and Rita.
- Q1/06 and Outlook: We expect this level of utilization to be maintained at least through the remainder of this year, as hurricane related inspection and repair work continues. The demand is so strong that we have negotiated term contracts (six months +) for several assets in what traditionally has been very much a spot market.



MC – Shelf Contracting

Strategic Acquisitions Update

- The *DB 801* was acquired from Stolt in early January and promptly mobilized to the Mexican market. A local company named Oceanografia purchased 50% of the asset and has the right to purchase the other 50%, after three years, under the terms of a charter/purchase agreement.
- The *DSV Kestrel* is expected to complete its work campaign with Stolt in Trinidad by the end of Q1/06. She will then be acquired and deployed on a 12 month + commitment to a major operator in the Gulf of Mexico.
- During Q4/05 we placed an order for a new portable saturation diving system. This will be received by Q2/06 and placed on a term contract.
- During Q4/05 we also purchased a saturation diving system from overseas and have already placed it on contract.



MC – Deepwater Contracting

Utilization

	<u>Fourth Quarter</u>		<u>Third Quarter</u>
	<u>2005</u>	<u>2004</u>	<u>2005</u>
Pipelay	96%	82%	100%
Well Operations	98%	92%	94%
Robotics	75%	59%	67%

Q4/05:

- Pipelay asset utilization increased by 14% year over year due to improved market conditions, particularly for tie-back projects. The *Intrepid* had a full quarter of utilization and the *Express* worked nearly every day after entering service in late October.
- Both well intervention assets had near full utilization with the *Seawell* having a much better quarter for profitability compared to earlier 2005 quarters.
- The robotics group (Canyon) rounded off an exceptional year with a fourth consecutive record quarter.



MC – Deepwater Contracting

Q1/06 and Outlook:

- The very strong deepwater pipelay market will likely result in both the *Intrepid* and *Express*¹ being near fully utilized in 2006. Around 100 days of utilization will be achieved on internal projects.
- Both the *Q4000* and the *Seawell* have very strong order books for 2006, although the *Q4000* will be out of action for three weeks in Q1 for a thruster repair. Pricing continues to improve and we expect the *Seawell*, in particular, to see at least a 10 point gross profit increase on a year over year basis.
- The outlook is similarly bright for the robotics group (Canyon) with near term prospects being boosted by continuing hurricane related repair work.

¹ Except for 60 day upgrade program)



Production Facilities

	<u>Fourth Quarter</u>		<u>Third Quarter</u>
	<u>2005</u>	<u>2004</u>	<u>2005</u>
Equity in Earnings	\$3,122	\$3,555	\$3,049
Production throughput (MBOe)	1,109	2,533	1,093

- Q4/05: Production tariff income was negatively impacted by the mechanical shut-in of the first K2 well. Output from this well will likely be resumed in February following the fix of a downhole safety valve.
- Q1/06 and Outlook: The first K2 North well commenced production according to plan in mid January and a further six wells will be brought on line by the end of the year from the K2, K2 North and Genghis Khan fields.
- Equity Income for the year is still expected to fall in the guidance range of \$27 – \$32 million despite a throughput shortfall in Q1.
- The Independence Hub is still on track for mechanical completion by the end of the year, with an enhanced production capacity of 1 bcf/day (up from 850 mmcf/day).



Oil & Gas Production

	<u>Fourth Quarter</u>		<u>Third Quarter</u>
	<u>2005</u>	<u>2004</u>	<u>2005</u>
Revenues	\$69,375	\$66,833	\$75,463
Gross Profit	35,055	40,762	40,877
	51%	61%	54%
Production (BCFe):			
Shelf	4.6	7.1	6.1
Gunnison	2.1	2.7	2.3
Average Commodity Prices (net of hedging impact):			
Oil/Bbl	\$54.31	\$39.77	\$54.30
Gas/Mcf	11.36	6.83	8.66

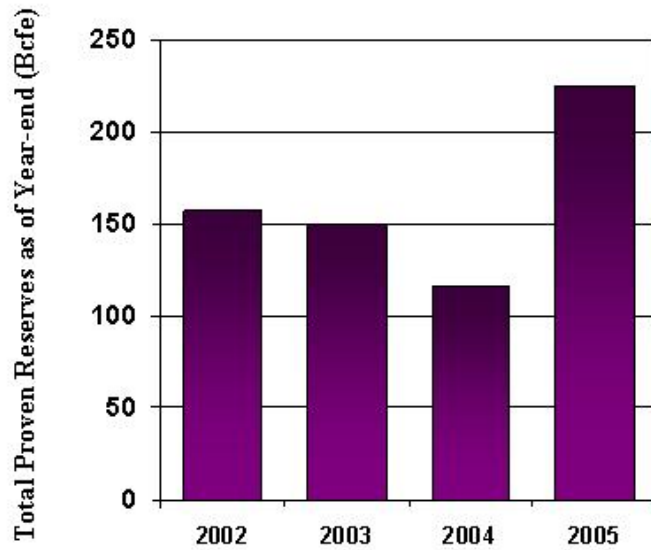


Oil & Gas Production

➤ Q4/05:

- ✓ Shelf: Production of 4.6 Bcfe was 25% less than last quarter due to shut-ins from Hurricanes Katrina and Rita. Realized commodity prices were 17% higher overall than last quarter and 52% higher than those achieved in last year's fourth quarter. Natural gas made up 54% of the fourth quarter production.
 - ✓ *Gunnison*: Production of 2.1 BCFe was relatively flat with last quarter's levels despite hurricane shut-ins. Oil made up 55% of Gunnison production in Q4.
- Outlook: Approximately 90% of pre-hurricane production is currently back on line. We estimate total production for Q1/06 will be between 8 to 9 Bcfe and reconfirm our guidance for the full year 2006 to be between 44 to 47 Bcfe.

Oil and Gas Production



- 225 Bcfe proven reserves as of December 31, 2005
- 45%/55% Proved Developed/PUD ratio
- 60%/40% Natural Gas/Oil ratio
- PV10: \$1.1 billion (pre-tax)



Cal Dive Hedges: As Of February 28, 2006

Production Period	Instrument Type	Average Monthly Volumes	Weighted Average Price
<u>Crude Oil</u>			
January - December 2006	Collars	125 MBbl	\$44.00 - \$70.48
January - December 2007	Collars	50 MBbl	40.00 - 62.15
<u>Natural Gas</u>			
January - December 2006	Collars	718,750 MMBtu	\$ 8.16 - \$14.40
January - March 2007	Collars	600,000 MMBtu	8.00 - 16.24



Name Change





Helix Energy Solutions



- Helix Energy Solutions Group, Inc.
- Ticker symbol: NASDAQ: HELX
- Website: www.HelixESG.com

Trading will commence on the NASDAQ with new ticker symbol HELX on Monday March 6, 2006

2005 Objectives

Report Card



Marine Contracting

- Revenues: \$300 – 330 million (\$552 million)
- Margins: 13% – 15% (26%)

Oil and Gas

- 40 – 45 BCFe of production (33 Bcfe)
- PUD acquisition
- Mature property acquisition

Production Facilities

- Equity earnings: \$22 – 27 million (\$11 million)
- Start up of production from K2/K2N
- Identify and progress next opportunity

Financial

- Earnings in range \$1.00 - \$1.35/share (\$1.86 per share)
- No equity dilution

Safety

- TRIR below 1.8 (1.7)

Cal Dive International, Inc.
Reconciliation of Non GAAP Measures
Fourth Quarter Ended December 31, 2005

Earnings Release:

Balance Sheet: "...1.3 times trailing twelve month EBITDA."

Reconciliation From Net Income to EBITDA:

	<u>4Q05</u>	<u>3Q05</u>	<u>2Q05</u>	<u>1Q05</u>
	(in thousands, except ratio)			
Net Income Applicable to Common Shareholders	\$ 56,006	\$ 42,671	\$26,027	\$25,411
Accretion and Dividends on Preferred Stock	804	550	550	550
Income Tax Provision	20,601	25,099	14,779	14,540
Interest Expense, net & Other	2,691	2,766	913	1,189
Depreciation and Amortization	26,758	28,746	29,247	26,723
Share of Equity Investments:				
Depreciation	1,220	1,200	996	1,010
Interest Expense, net	46	143	—	1,418
EBITDA	\$108,126	\$101,175	\$72,512	\$70,841
Trailing Twelve Months EBITDA	<u>\$352,654</u>			
Total Debt at December 31, 2005	<u>\$447,171</u>			
Ratio	<u>1.3</u>			

Earnings Conference Call Presentation:

Slide 4 (Summary of Results):

Reconciliation From Net Income to EBITDA:

	<u>4Q05</u>	<u>4Q04</u>	<u>3Q05</u>
	(in thousands, except percentages)		
Net Income Applicable to Common Shareholders	\$ 56,006	\$ 25,269	\$ 42,671
Accretion and Dividends on Preferred Stock	804	1,002	550
Income Tax Provision	20,601	14,548	25,099
Interest Expense, net & Other	2,691	1,631	2,766
Depreciation and Amortization	26,758	29,360	28,746
Share of Equity Investments:			
Depreciation	1,220	1,025	1,200
Interest Expense, net	46	205	143
EBITDA	\$108,126	\$ 73,040	\$101,175
Revenues	\$264,028	\$162,990	\$209,338
EBITDA Margin (EBITDA / Net Revenues)	41%	45%	48%

Slide 8 (Marine Contracting):

	<u>4Q05</u>	<u>4Q04</u>	<u>3Q05</u>
	(in thousands, except percentages)		
Revenues as Shown	\$203,249	\$101,451	\$144,398
Intercompany Revenue Elimination	(8,596)	(5,294)	(10,523)
Revenues as Reported	\$194,653	\$ 96,157	\$133,875
Gross Profit as Shown	\$ 60,796	\$ 16,152	\$ 42,052
Asset Impairments in 4Q04	—	(3,900)	—
Intercompany Profit Elimination	—	14	—
Gross Profit as Reported	\$ 60,796	\$ 12,266	\$ 42,052
Revenues as Reported	\$194,653	\$ 96,157	\$133,875
Gross Profit Margin	31%	13%	31%



EARNINGS BEFORE NET INTEREST EXPENSE, TAXES, DEPRECIATION AND AMORTIZATION

Reconciliation from Net Income to EBITDA (in thousands)

	2001	2002	2003	2004	2005	2006 Estimate	
						Low	High
Net income applicable to common shareholders	\$28,932	\$12,377	\$ 32,771	\$ 79,916	\$150,114	\$191,000	\$274,000
Accretion and dividends on preferred stock	—	—	1,437	2,743	2,454	3,218	3,218
Cumulative effect of accounting change	—	—	(530)	—	—	—	—
Minority interest	(140)	—	—	—	—	—	—
Income tax provision	15,504	6,664	18,993	43,034	75,019	104,500	149,000
Net interest expense and other	1,290	1,968	3,403	5,265	7,559	18,000	18,000
Depreciation and amortization	34,533	44,755	70,793	108,305	111,473	168,000	168,000
Share of Equity Investments:							
Depreciation	—	—	—	3,009	4,427	4,800	4,800
Interest Expense, net	—	—	—	2,179	1,608	500	500
EBITDA	\$80,119	\$65,764	\$126,867	\$244,451	\$352,654	\$490,018	\$617,518

RETURN ON CAPITAL EMPLOYED (DOLLARS IN THOUSANDS)

	2001	2002	2003	2004	4Q05	2005
Income from Operations	\$ 29,631	\$ 21,009	\$ 56,161	\$130,958	\$ 80,102	\$235,146
Add: Litigation and Contract Reserves	—	10,000	—	—	—	—
Tax Effected Earnings	29,631	20,056	35,909	86,118	58,795	157,642
Total Capital (average quarterly shareholders' equity, plus long term debt, less <i>Gunnison</i> , <i>Marco Polo</i> and <i>Independence Hub</i> investments in 2002-2005)	241,750	412,908	486,184	642,855	1,051,388	954,633
ROCE	12.26%	4.86%	7.39%	13.40%	22.37%	16.51%