Second Quarter 2007 Earnings Conference Call

August 2, 2007

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 as amended by our Form 10-K/A for the year ended December 31, 2006 filed on June 18, 2007 ("2006 Form 10-K") for the year ending December 31, 2006 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 press release and presentation. 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 2006 Form 10-K.

Presentation Outline

I. Summary of Results

II. Operational Highlights by Segment

   A. Contracting Services

   B. Oil & Gas

III. Earnings Guidance Analysis

IV. Questions & Answers

Net Income Reconciliation

	Amount in Thousands	Diluted EPS
Net income before non-recurring items	$65,786	$0.70
Equity loss and impairment charge in Cal Dive's minority investment in OTSL, net of tax	<10,466>	<0.11>
Reserve for Cal Dive DOJ settlement, net of tax	<2,000>	<0.02>
Gain on sale of Cal Dive diving asset	1,383	0.01
Minority interest adjustments for above items	2,999	0.03
Net income, as reported	$57,702	$0.61

Summary of Results

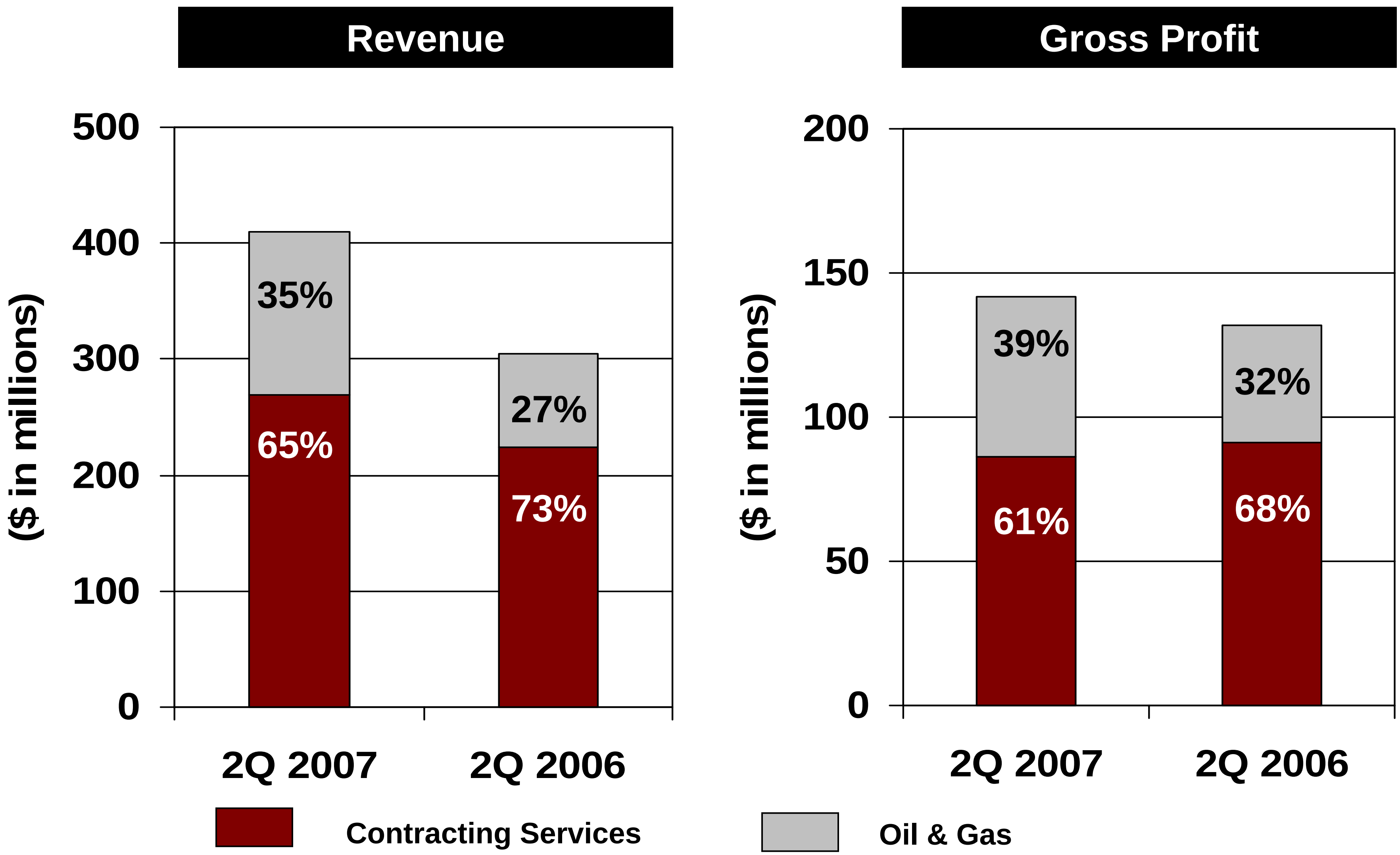
($ in millions, except per share data)

	Second Quarter		First Quarter
	2007	**2006**	**2007**
Revenues	$410.6	$305.0	$396.1
Gross Profit	$141.8	$131.7	$135.6
Margins	*35%*	*43%*	*34%*
Net Income	$65.8(2)	$69.1	$55.8
Margins	*16%(2)*	*23%*	*14%*
Diluted EPS	$0.70(2)	$0.83	$0.60
Adjusted EBITDAX(1)	$191.7(2)	$146.0	$170.7
Margins	*47%(2)*	*48%*	*43%*

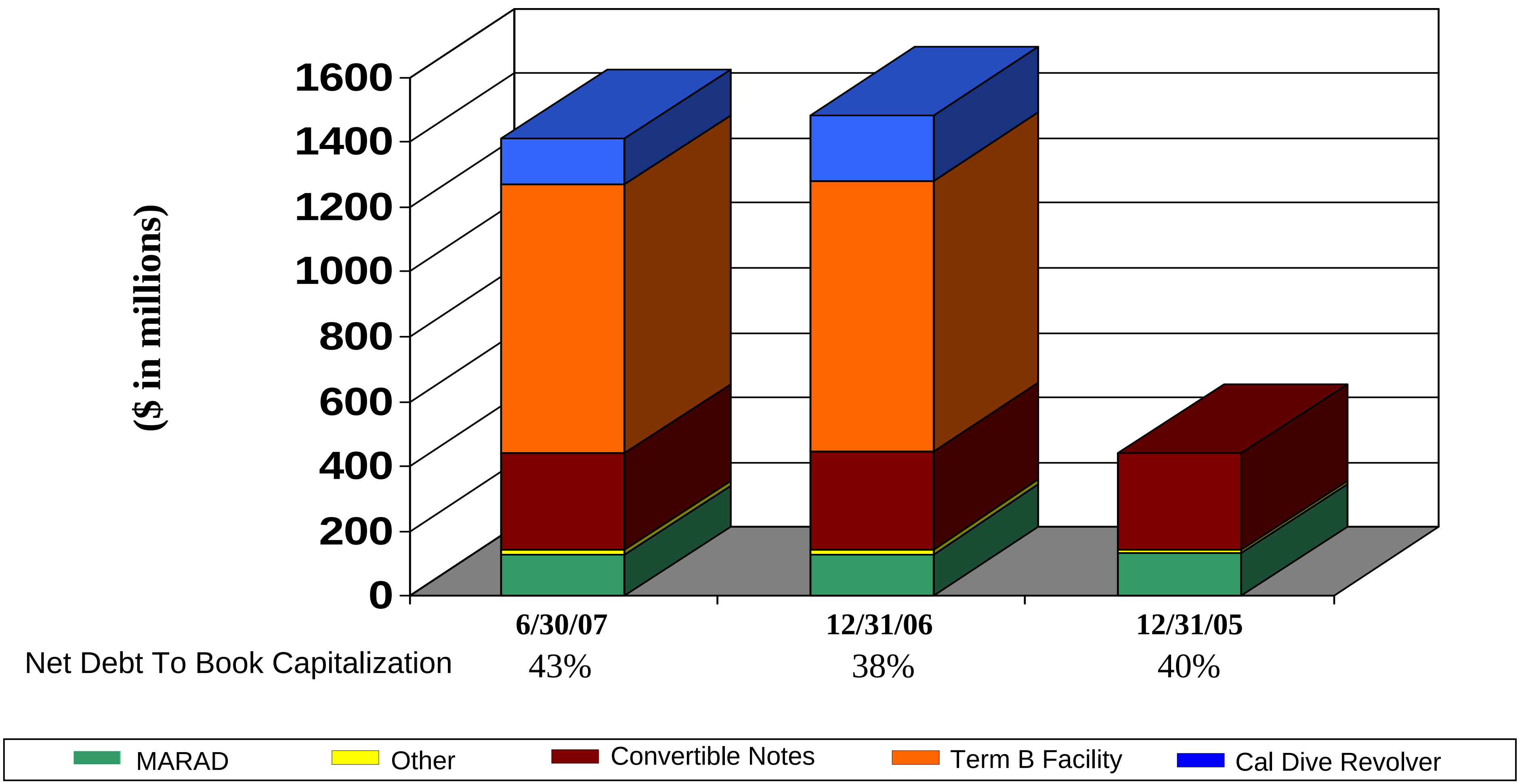
Note 1: See GAAP reconciliation on slide 26.

Note 2: Excludes impact of non-recurring items: OTSL impairment , DOJ settlement accrual and sale of diving asset (see slide 4).

Revenue and Gross Profit by Segment



Long Term Debt



Contracting Services – Division Reporting (1)

(in millions, except percentages)

	Second Quarter				First Quarter	
Revenues [(A)]	**2007**		**2006**		**2007**	
Deepwater Construction	$82.3		$62.6		$92.5	
Shelf Construction	135.3		124.8		149.2	
Well Operations	63.3		39.7		35.4	
Reservoir/Well Tech	9.1		10.3		9.8	
Contracting Services	$290.0		$237.4		$286.9	
Gross Profit [(A)]		Margin		Margin		Margin
Deepwater Construction	$20.8	25%	$20.7	33%	$29.5	32%
Shelf Construction	45.6	34%	60.9	49%	58.0	39%
Well Operations	21.4	34%	7.9	20%	3.7	10%
Reservoir/Well Tech	2.7	30%	3.3	32%	3.0	31%
Contracting Services	$90.5	31%	$92.8	39%	$94.2	33%
Equity in Earnings						
Production Facilities	$7.0		$4.6		$5.2	
OTSL (minority owned by Cal Dive)	($11.8)		($0.2)		$0.9	

A. Amounts are before intercompany eliminations. See GAAP reconciliation on slide 27.

Contracting Services – Division Reporting (2)

Utilization	Second Quarter 2007	Second Quarter 2006	First Quarter 2007
Deepwater – Pipelay	70%	85%	93%
– Robotics	86%	75%	70%
Shelf Construction	63%	87%	70%
Well Operations	94%	83%	65%
Marco Polo Production			
Facility Throughput (MBOE)	3,532	2,951	2,978

Contracting Services - Images of the Quarter

Well Ops SEA Pty completes subsea project for BHP in Griffin field offshore Australia

Intrepid completes dry-dock

Q4000 receives 60 day/year 3 year Well Intervention contract in GOM.

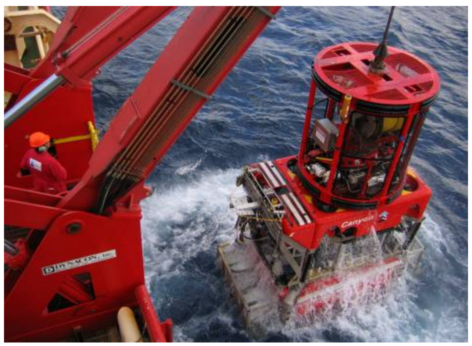
Canyon's ROV Drill Units being deployed on minerals project offshore Papua New Guinea

Helix Producer I leaves dry-dock

Canyon takes possession of *Olympic Canyon* vessel to start 3 year charter

Contracting Services – Commentary

Express



750 Trencher

<u>Overall</u>

- Revenues increased by 22% year over year and by 1% from Q1 due to asset additions and strengthening market conditions.
- Extensive asset downtime for regulatory maintenance skewed gross profitability downwards for the quarter, but we anticipate a return to 35% plus gross profit margins for the balance of the year.

<u>Deepwater Construction</u>

- The *Intrepid* was dry-docked during the quarter and the *Express* completed a legacy modest profit contract. Both assets are now fully booked through much of 2008 at good rates, with the *Express* due to leave for the significant contract for Allseas on the Reliance project, offshore India, during Q3.
- Canyon had a record quarter and contributed over 60% of the division gross profit. Demand for both ROV and pipe burial services were very strong and required the charter of several support vessels. A demanding pipe burial project which required rock cutting was completed offshore South Africa, and ROV drill work was started on a deepwater mining project offshore Papua, New Guinea.

Contracting Services – Commentary (2)

Shelf Construction

- Cal Dive's fleet utilization was down 24 points year over year due to extensive catch up vessel maintenance. All key assets are now back to work and the outlook for the rest of the year is encouraging. See separate earnings release and conference call for this majority owned subsidiary.

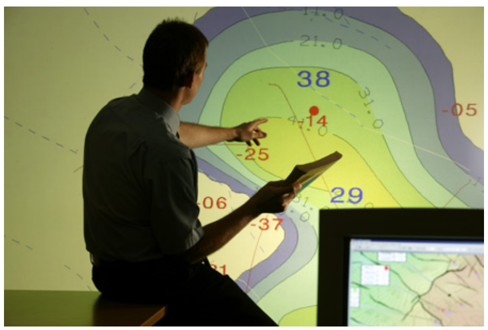
Well Operations

- The *Seawell* enjoyed a record quarter in the North Sea, with full utilization, and the highest effective average day rate ever achieved in her near twenty years of operations. The outlook for the second half has improved due to the replacement of a relinquished Q3 slot at higher rates.

- The *Q4000* had a much better quarter and actually achieved 30% plus gross profit margins on the work she was able to execute. She will enter dry-dock in late August for the extensive station keeping upgrade and the installation of drilling equipment. Her medium term outlook has been boosted by the award of a 60 day/year 3 year well intervention contract at good rates.

Contracting Services – Commentary (3)

- Q2 also saw the completion of a very successful well operations project offshore Australia, using portable intervention equipment designed and built by SEATRAC. Early in Q3 we completed the acquisition of 100% of SEATRAC, which will now operate as our Well Ops SEA business unit.



Reservoir/Well Tech Services

- Helix RDS did well to keep gross profit margins flat at 30% in a difficult market for the recruitment and retention of consulting personnel.

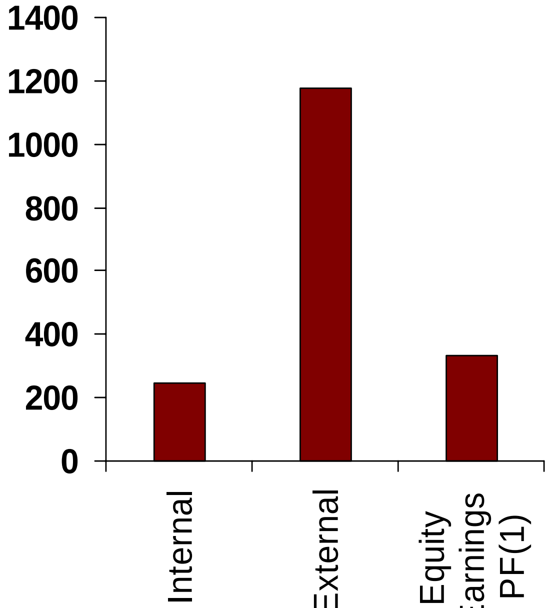
Production Facilities

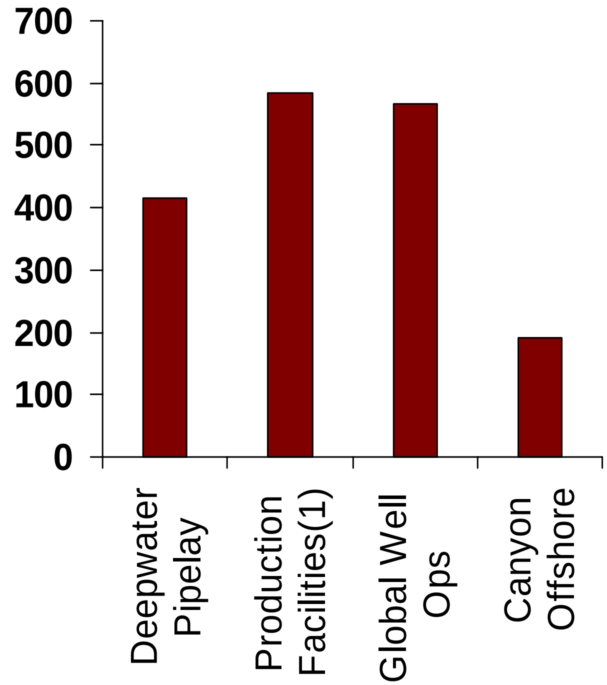
- Production throughput at Marco Polo improved by 18% from Q1 and reached 46,000 BOEPD by the end of the period. Throughput should be further boosted by two Genghis Khan wells coming online in the second half.
- Production throughput commenced at the Independence Hub in mid-July and the operator expects a significant ramp-up from existing fields by the end of the year.

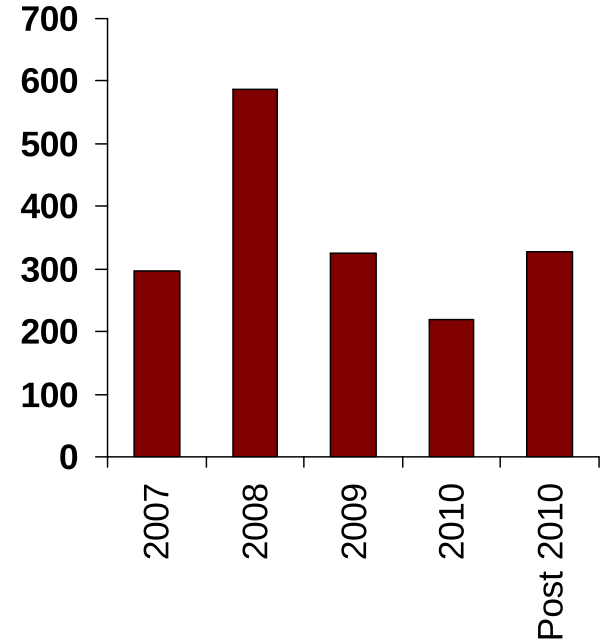
Contracting Services Backlog (excl. Cal Dive)

$ in millions as of 7/1/2007

Total: $1.75 Billion







Notes

1. Production Facilities backlog consists of (i) expected equity earnings from Deepwater Gateway, L.L.C. and Independence Hub LLC and (ii) contracted revenue from the Helix Producer I

Assumptions

- Backlog based on contracted work including LOI's
- Internal work for ERT (Q4000, Intrepid, Helix Producer I)
- Assumes minority partner on Phoenix
- Does not include any turnkey or EPIC projects; revenue does not include low margin procurement mark-ups
- Full year 2007 budgeted revenue and equity earnings is $530 MM

Oil & Gas – Financial Highlights

	Second Quarter 2007	Second Quarter 2006	First Quarter 2007
Revenue (in millions)	$142.1	$81.1	$131.0
Gross Profit (in millions)	$55.7	$41.5	$48.6
Margin	39%	51%	37%
Production (BCFe)			
• Shelf	12.6	6.0	12.2
• Deepwater	3.2	2.5	3.4
Average Commodity Prices (net of hedging impact):			
• Oil / Bbl	$62.32	$64.98	$56.36
• Gas / Mcf	$8.06	$8.04(A)	$7.66
• Hedge gain (in millions)	$0.2	$1.4	$2.1

(A) Includes effect of NGLs.

Oil & Gas – Statistics (A)

(in millions, except per Mcfe data)

	Second Quarter				First Quarter	
	2007		2006		2007	
	Total	Per Mcfe	Total	Per Mcfe	Total	Per Mcfe
Operating Expenses	$22.9	$1.45	$9.7	$1.12	$22.0	$1.41
Exploration Expense (B)	3.0	0.19	(0.3)	(0.04)	1.2	0.08
Repair & Maintenance	4.1	0.26	10.1	1.17	6.6	0.42
DD&A	48.5	3.08	17.8	2.06	46.9	3.01
Other	6.2 (C)	0.40	2.4	0.27	3.8	0.25
	$84.7	$5.38	$39.7	$4.58	$80.5	$5.17

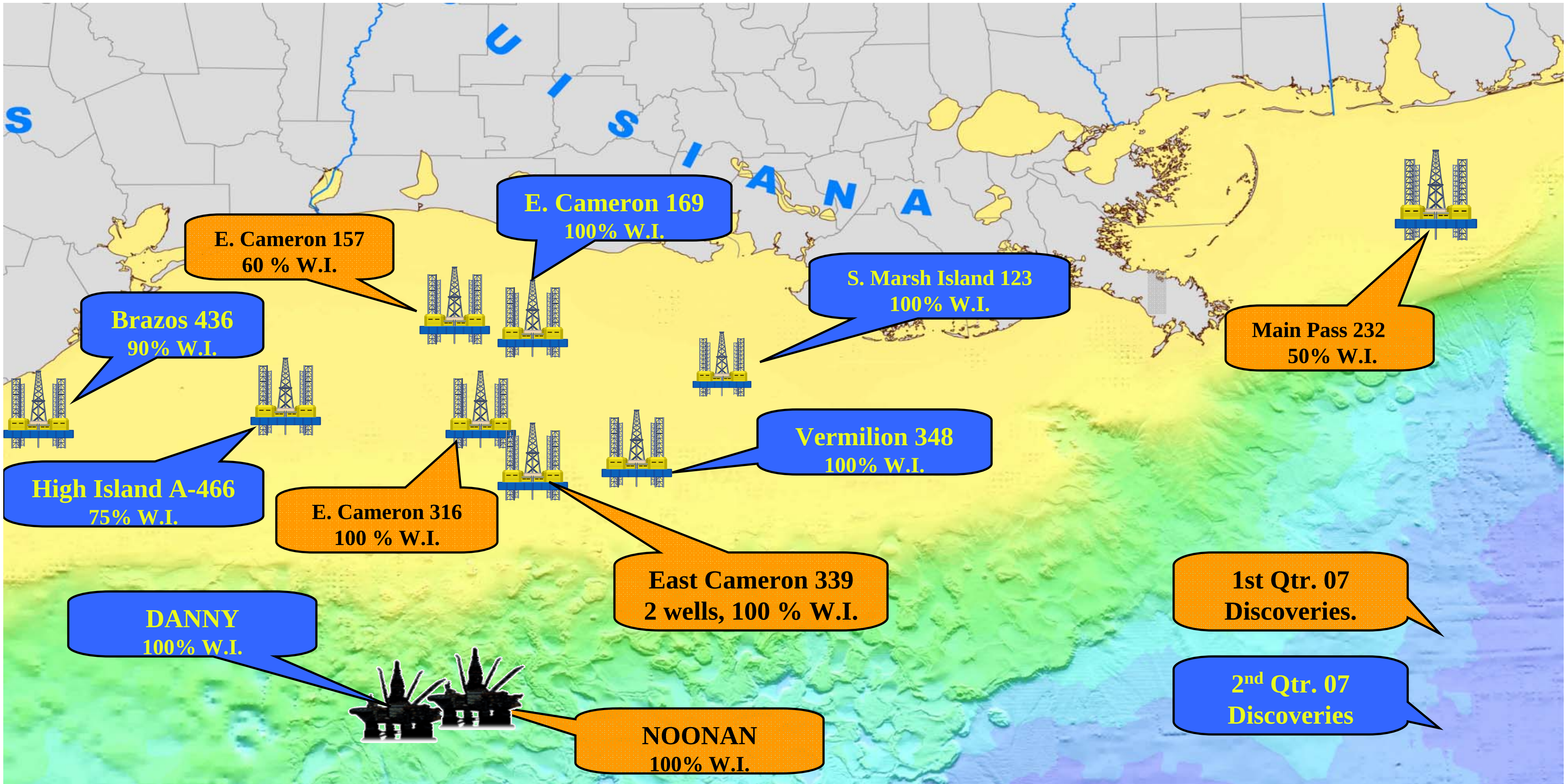
(A) Gulf of Mexico only.

(B) Includes expenditures on seismic data.

(c) Includes abandonment overruns related to hurricanes, net of insurance.

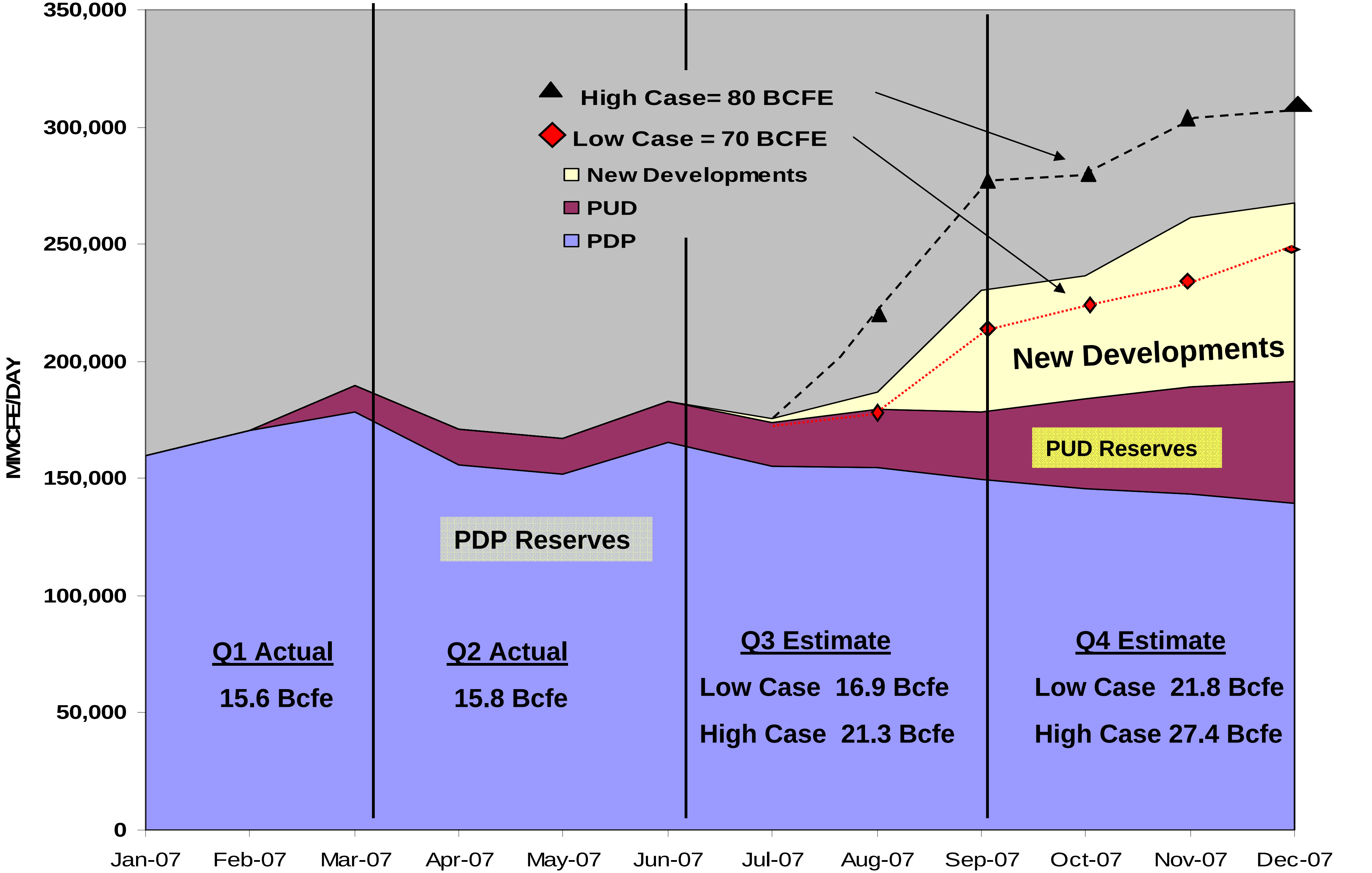
Exploration Program

1/07 to 7/07



- *12 of 12 Exploratory Wells Were Discoveries (1/07-7/07), 19 of 21 Since 7/06*
- *Est. Discovered 2007 Reserves: 140 BCFE Proven: 330 BCFE P+P+P*
- *Est. Proven Finding & Development Cost < $2.50 MCFE*

2007 Production Estimate



Major Shelf Development Projects

Project Name	Working Interest %	Estimated Initial Rate *Predominant Hydrocarbon Phase* (Net MMCFE/D)	Est. 1st Production
East Cameron 339	100	13 *Oil*	Q3 2007
East Cameron 157/169	60/100	15 *Gas*	Q3 2007
East Cameron 316	100	13 *Gas*	Q3 2007
Brazos 436	90	6 *Gas*	Q3 2008
High Island 466	75	8 *Gas*	Q4 2008
Vermilion 348	100	8 *Gas*	Q4 2008
Main Pass Project	20-50	*14* *Gas*	Q4 2008

Deepwater Development Projects

Project Name	Working Interest	Estimated Initial Rate *Predominant Hydrocarbon Phase*	1st Production
	%	(Net MMCFE/D)	Est.
Atwater Valley 426 *"Bass Lite"*	18	20 *Gas*	Q1 2008
Garden Banks 506 *"Danny"* *"Noonan"*	100	100 *Oil & Gas*	Q3 2008
Green Canyon 236/237 *"Phoenix"*	100	175 *Oil*	Q3 2008

Helix Hedges - As Of July 31, 2007

Production Period	Instrument Type	Average Monthly Volumes	Weighted Average Price
Crude Oil			
August - December 2007	Collars	100 MBbl	$50.00 – $67.98
October – December 2007	Forward Sale	28 MBbl	72.20
January – December 2008	Forward Sale	45 MBbl	72.20
January – June 2008	Collars	60 MBbl	55.00 – 73.58
July – December 2008	Collars	30 MBbl	60.00 – 82.38
Natural Gas			
October – December 2007	Forward Sale	583,333 MMBtu	7.91
August – December 2007	Collars	1,283,333 MMBtu	7.50 – 10.10
January – December 2008	Forward Sale	769,133 MMBtu	8.41
January – December 2008	Collars	900,000 MMBtu	7.32 – 10.87

Key Guidance Variables – YTD Performance

($ in millions)

		Annual					
Contracting Services	**-**	**Low**	**Mid**	**High**	**+**	**YTD Actual**	**Commentary**
Revenues (A)		$1,060		$1,200		$577	Should trend higher following completion of the bulk of the vessel maintenance program
EBITDA Margins (B)		35%		40%		32%	
Gross Profit Deferral		$25.0		$20.0		$8.0	Should be higher in second half due to active program of construction work on ERT development projects
Production Facilities – Equity in Earnings		$35.0		$45.0		$12.2	Expected ramp up of production at Independence Hub could bring us to low case
Minority Interest – Cal Dive		$29.4		$36.2		$11.2	Good second half should lead to expected case (excluding impact of OTSL)

Present Trend

A. Actual YTD revenues are before intercompany elimination. See GAAP reconciliation on slide 27.

B. See GAAP reconciliation on slides 28 and 29 .

Key Guidance Variables – YTD Performance (2)

	Annual						
Oil & Gas	**–**	**Low**	**Mid**	**High**	**+**	**YTD Actual**	**Commentary**
Oil Price ($/Bbl)		$55		$65		$59.31	At this point we expect full year oil and gas prices to be near the top and bottom of the respective ranges
Natural Gas Price ($/Mcf)		$7.00		$8.00		$7.86	
Production (Bcfe)		85		95		31.4	Revised range is 70 - 80 bcfe (see slide 18)
LOE ($/Mcfe)		$1.30		$1.20		$1.43	Quarterly performance should improve as production increases
DD&A ($/Mcfe)		$2.90		$2.80		$3.04	
Exploration Expense (in millions)		$35		$30		$4.2	Q2 was third successive quarter with minimal dry hole expense

Present Trend

Key Guidance Variables – YTD Performance (3)

(in millions, except percentages)

Corporate	-	Low	Mid	High	+	YTD Actual		Commentary
SG&A (% of Revenue)		8%		7%		8%		Projected decline in 2H related to production ramp-up may be offset by incentive payment accruals
Effective Tax Rate		35%		34%		34%		
Interest Expense (A)		$70		$60		$28		Quarterly expense will increase as CAPEX is incurred
Average Shares Outstanding		96.5		96.5		95.3		Adjusted for trading price of stock
CAPEX:								
Contracting Services		$435		$580		$164		Some discretionary items deferred or cancelled
Oil & Gas		$415		$470		$283		Trend is to the high side due to exploration success

(A) Net of interest income and capitalized interest

Present Trend

NON-GAAP MEASURE RECONCILIATIONS

Non-GAAP Measure Reconciliations

Slide 5 (Summary of Results):

Reconciliation From Net Income to Adjusted EBITDAX (excluding impact of non-recurring items: OTSL impairment and DOJ accrual in 2Q07):

	2Q07	2Q06	1Q07
	(in thousands, except percentages)		
Net income applicable to common shareholders	$ 57,702	$ 69,139	$ 55,820
Preferred stock dividends	945	805	945
Income tax provision	30,456	35,887	28,617
Net interest expense and other	13,605	2,983	12,331
Non-cash stock compensation expense	3,546	2,251	3,267
Depreciation and amortization	71,918	34,346	67,558
Exploration expense	2,978	(330)	1,190
Non-recurring items (see slide 4)	8,602	-	-
Share of equity investments:	-	-	-
Depreciation	1,965	1,003	1,004
Interest expense, net	(38)	(43)	(57)
Adjusted EBITDAX	$ 191,679	$ 146,041	$ 170,675
Net Revenues	$ 410,574	$ 305,013	$ 396,055
Adjusted EBITDAX Margin (Adjusted EBITDAX / Net Revenues)	47%	48%	43%

We calculate adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization, exploration expense, non-cash stock compensation expense and our share of depreciation, net interest expense and taxes from our equity investments. Further, we reduce adjusted EBITDAX for the minority interest in Cal Dive that we do not own. Adjusted EBITDAX margin is defined as adjusted EBITDAX divided by net revenues. 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 Measure Reconciliations cont.

Slide 8 (Contracting Services):	2Q07	2Q06	1Q07
	(in thousands, except percentages)		
Revenues:			
Deepwater Construction	$ 82,285	$ 62,616	$ 92,537
Shelf Construction	135,258	124,764	149,226
Well Operations	63,275	39,711	35,379
Reservoir/Well Tech	9,159	10,263	9,801
Intercompany elimination Deepwater Construction	(13,990)	(7,818)	(11,761)
Intercompany elimination Shelf Construction	(4,584)	(3,236)	(7,259)
Intercompany elimination Well Operations	(2,911)	(2,397)	(2,835)
Revenues as Reported	$ 268,492	$ 223,903	$ 265,088
Gross Profit:			
Deepwater Construction	$ 20,834	$ 20,717	$ 29,529
Shelf Construction	45,565	60,943	57,952
Well Operations	21,372	7,880	3,704
Reservoir/Well Tech	2,671	3,320	3,002
Corp & Ops Support	(1,806)	(1,670)	(1,741)
Intercompany elimination Deepwater Construction	(657)	(248)	(2,018)
Intercompany elimination Shelf Construction	(1,951)	(749)	(3,395)
Intercompany elimination Well Operations	-	-	-
Gross Profit as Reported	$ 86,028	$ 90,193	$ 87,033
Gross Profit Margin	32%	40%	33%

Non-GAAP Measure Reconciliations cont.

Slide 22:

Contracting Services EBITDA Margins:

	2007 Estimate	
	Low	**High**
	(in thousands, except percentages)	
Income from operations	$ 273,000	$ 381,000
Plus: Equity in earnings of investment	-	-
Plus: Depreciation and amortization	94,000	94,000
EBITDA	$ 367,000	$ 475,000
Revenues	$ 1,060,000	$ 1,200,000
EBITDA Margin (EBITDA /Revenues)	35%	40%

Non-GAAP Measure Reconciliations cont.

Slide 22:

Contracting Services EBITDA Margins (amounts before intercompany eliminations):

	2007 (in thousands, except percentages)
Income from operations	$ 139,528
Plus: Equity in earnings of OTSL	(7,907)
Plus: Equity in earnings of production facilities investments and other	12,197
Plus: Depreciation and amortization	33,660
Plus: Stock compensation expense	5,194
EBITDA	$ 182,672
Revenues	$ 576,920
EBITDA Margin (EBITDA /Revenues)	32%