

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: ENERGY XXI LTD, et al., Debtors.¹	§ § § § § §	Case No. 16-31928 (Chapter 11) Jointly Administered
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**SUPPLEMENTAL DECLARATION OF DAVID S. MEYER IN SUPPORT OF
THE DEBTORS' APPLICATION TO EMPLOY VINSON & ELKINS L.L.P.
AS THE DEBTORS' COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

I, David S. Meyer, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge and belief:

1. I am a partner of the law firm of Vinson & Elkins L.L.P. (“**V&E**”). I am one of the lead attorneys from V&E working on the above-referenced bankruptcy cases (collectively, the “**Cases**”). I am a member in good standing of the Bar of the State of New York. There are no disciplinary proceedings pending against me.

2. The purpose of this supplemental declaration (the “**Supplemental Declaration**”) is to supplement the *Declaration of David S. Meyer in Support of the Debtors' Application to Employ Vinson & Elkins L.L.P. as the Debtors' Counsel Nunc Pro Tunc to the Petition Date* (the “**Initial Declaration**”). The Initial Declaration was submitted in connection with the *Debtors'*

¹ The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: Anglo-Suisse Offshore Pipeline Partners, LLC (9562), Delaware EPL of Texas, LLC (9562), Energy Partners Ltd., LLC (9562), Energy XXI GOM, LLC (0027), Energy XXI Gulf Coast, Inc. (8595), Energy XXI Holdings, Inc. (1638), Energy XXI, Inc. (2108), Energy XXI Leasehold, LLC (8121), Energy XXI Ltd (9286), Energy XXI Natural Gas Holdings, Inc. (7517), Energy XXI Offshore Services, Inc. (4711), Energy XXI Onshore, LLC (0308), Energy XXI Pipeline, LLC (5863), Energy XXI Pipeline II, LLC (8238), Energy XXI Services, LLC (3999), Energy XXI Texas Onshore, LLC (0294), Energy XXI USA, Inc. (8552), EPL of Louisiana, L.L.C. (9562), EPL Oil & Gas, Inc. (9562), EPL Pioneer Houston, Inc. (9749), EPL Pipeline, L.L.C. (1048), M21K, LLC (3978), MS Onshore, LLC (8573), Natural Gas Acquisition Company I, LLC (0956), Nighthawk, L.L.C. (9562), and Soileau Catering, LLC (2767). The location of the Debtors' U.S. corporate headquarters and the Debtors' service address is: 1021 Main Street, Suite 2626, Houston, Texas 77002.

Application to Employ Vinson & Elkins L.L.P. as the Debtors' Counsel Nunc Pro Tunc to the Petition Date [Docket No. 236] (the "**Application**"). The Bankruptcy Court entered its *Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as the Debtors' Counsel Effective Nunc Pro Tunc to the Petition Date* [Docket No. 343] in which it approved the employment and retention of V&E by the Debtors to represent them in the Cases.

3. The Debtors' *Third Amended Disclosure Statement for the Debtors' Proposed Joint Chapter 11 Plan of Reorganization* (the "**Disclosure Statement**") discloses that:

In February 2015, the SEC began a non-public investigation of a third party. Upon learning of the Louie Loan during that investigation, the SEC requested information from Energy XXI and Mr. Schiller about the Louie Loan and Mr. Schiller's pledge of his Energy XXI stock to a financial institution. The SEC also requested information from Energy XXI and Mr. Schiller about the Personal Loans. The Debtors and their directors, officers, managers and employees have cooperated fully with the SEC, and will continue to do so, in connection with the SEC's investigation of the Loans, the pledge of Energy XXI stock, and Energy XXI's disclosure obligations under the applicable securities laws.

Disclosure Statement, Article II (G)(1).

4. To supplement my previous disclosure in the Initial Declaration out of an abundance of caution, V&E represented certain directors, officers, managers and employees of the Debtors in connection with the SEC investigation described above and the cooperation by the Debtors and their directors, officers, managers and employees therewith. Specifically, V&E represented the following individuals (in both their individual and corporate capacities except where noted) in connection with their testimony to the SEC on the noted dates:

- a. John D. Schiller – April 29, 2015
- b. William Colvin – August 27, 2015
- c. Hill A. Feinberg – August 25, 2015
- d. Cornelius Dupre, II – September 1, 2015
- e. Eric Smith– May 10, 2016
- f. Keith Acker– May 17, 2016
- g. John D. Schiller – May 24, 2016 (V&E represented Mr. Schiller in his capacity as CEO and Gibbs & Bruns LLP represented Mr. Schiller personally in connection with this testimony.)

5. V&E did not believe there was a conflict in connection with such representation since such parties were fact witnesses who did not have interests that were adverse to the interests of the Debtors. As the SEC investigation developed, Gibbs & Bruns LLP was retained to represent Mr. Schiller personally prior to providing his second round of testimony to the SEC in May of 2016. Out of an abundance of caution, V&E will no longer represent directors, officers, managers or employees of the Debtors in their individual capacity in connection with the SEC investigation.

6. Additionally, in connection with the discovery in these Cases, V&E was asked by certain creditor constituents if V&E would accept service of subpoenas on behalf of certain directors of the Debtors. V&E agreed to accept service of subpoenas on behalf of and to represent James LaChance, William Colvin, Hill A. Feinberg, and Cornelius Dupre, II only in connection with any requests for documents or depositions that such directors might receive in connection with these Cases. To the extent any additional independent directors of the Debtors are subject to requests for documents or depositions in connection with the Cases, V&E may choose to represent such directors only in connection with such requests for documents or depositions in connection with the Cases.

7. As set forth in paragraph 26 of the Initial Declaration, V&E will continue to use reasonable efforts to see that no conflicts or other disqualifying circumstances exist or arise during the pendency of these Cases. If any new material facts or relationships are discovered or arise, V&E will use reasonable efforts to identify them and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Dated: August 20, 2016

/s/ David S. Meyer

David S. Meyer
Partner, Vinson & Elkins L.L.P.