ENERGY PARTNERS LTD Form SC 13G/A April 23, 2010

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

# SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2) \*

Energy Partners, Ltd. (Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

> 29270U303 (Cusip Number)

April 15, 2010 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- x Rule 13d-1(c)

o Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages) Page 1 of 33 Pages Exhibit Index Found on Page 31

CUSIP	No. 29270U303		13G		
	NAMES OF REPORTING PERSONS				
1	Farallon Capital Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]				
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY		NY.		
4	CITIZENSHIP OR PLACE OF C	DRGANIZATIC	ŊŊ		
	California		SOLE VOTING POWER		
	NUMBER OF	5	-0- SHARED VOTING POWER		
SHA	RES BENEFICIALLY OWNED BY	6	704,729 SOLE DISPOSITIVE POWER		
	EACH	7			
REPO	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUNT BENE	EFICIALLY OV	704,729 VNED BY EACH REPORTING PERSON		
	704,729 CHECK IF THE AGGREGATE		ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Instruc	cuons)		[]	
11	PERCENT OF CLASS REPRES	ENTED BY AN	10UNT IN ROW (9)		
12	1.8% TYPE OF REPORTING PERSO	N (See Instructi	ons)		
14	PN				

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CUSIE	• No. 29270U303		13G			
COSII						
1	NAMES OF REPORTING PER	RSONS				
1	Farallon Capital Institutional Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]					
2	(b) $[X]^{**}$ ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY					
3						
4	CITIZENSHIP OR PLACE OF	ORGANIZATI	ON			
т	California		SOLE VOTING POWER			
		5	Sole vormorowek			
	NUMBER OF		-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY OWNED BY	6	607,805			
			SOLE DISPOSITIVE POWER			
	EACH	7	-0-			
REPO	RTING PERSON WITH	8	SHARED DISPOSITIVE POWER			
			607,805			
9	AGGREGATE AMOUNT BEN	NEFICIALLY O	WNED BY EACH REPORTING PERSON			
	607,805 CHECK IF THE AGGREGATI		ROW (9) EXCLUDES			
10	CERTAIN SHARES (See Instru	uctions)		[ ]		
11	PERCENT OF CLASS REPRE	SENTED BY A	MOUNT IN ROW (9)			
	1.5% TYPE OF REPORTING PERSO	ON (See Instruct	tions)			
12	PN					

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	13G				
CUSI	P No. 29270U303				
NAMES OF REPORTING PERSONS					
1	1         Farallon Capital Institutional Partners II, L.P.         CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)         (a) [ ]				
2 3	** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
	CITIZENSHIP OR PLACE OF	ORGANIZATI	ON		
4	California				
		5	SOLE VOTING POWER		
	NUMBER OF	5	-0- SHARED VOTING POWER		
SHA	ARES BENEFICIALLY	6			
	OWNED BY	-	60,331 SOLE DISPOSITIVE POWER		
	EACH	7	-0-		
REPC	RTING PERSON WITH	8	SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUNT BEN	EFICIALLY O	60,331 WNED BY EACH REPORTING PERSON		
9	60,331 CHECK IF THE AGGREGATE	AMOUNT IN	ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Instru			[ ]	
11	PERCENT OF CLASS REPRES	SENTED BY A	MOUNT IN ROW (9)		
	0.2% TYPE OF REPORTING PERSO	N (See Instruct	tions)		
12	PN				

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CUSIF	P No. 29270U303						
	NAMES OF REPORTING PER	NAMES OF REPORTING PERSONS					
1	Farallon Capital Offshore Investors II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]						
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY						
3							
4	CITIZENSHIP OR PLACE OF	ORGANIZATI	ON				
+	Cayman Islands						
		-	SOLE VOTING POWER				
	NUMBER OF	5	-0- SHARED VOTING POWER				
SHA	ARES BENEFICIALLY	6					
	OWNED BY		769,746				
	EACH	7	SOLE DISPOSITIVE POWER				
	EACH	7	-0-				
REPO	RTING PERSON WITH	8	SHARED DISPOSITIVE POWER				
		0	769,746				
9	AGGREGATE AMOUNT BEN	NEFICIALLY O	WNED BY EACH REPORTING PERSON				
)	769,746						
	CHECK IF THE AGGREGATI CERTAIN SHARES (See Instru		ROW (9) EXCLUDES				
10	CERTAIN SHARES (See lisu)	uctions)		[ ]			
11	PERCENT OF CLASS REPRE	SENTED BY A	MOUNT IN ROW (9)				
	1.9% TYPE OF REPORTING PERS	ON (See Instruc	tions)				
12	PN						

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CUSI	P No. 29270U303		13G		
cebh		0010			
1	NAMES OF REPORTING PER	SONS			
	Saddle Rock Onshore Funding, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]				
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY				
Α	CITIZENSHIP OR PLACE OF	ORGANIZATIO	ON		
4	Delaware				
		5	SOLE VOTING POWER		
	NUMBER OF	5	-0- SHARED VOTING POWER		
SHA	ARES BENEFICIALLY	6			
	OWNED BY		-0- SOLE DISPOSITIVE POWER		
	EACH	7			
REPC	ORTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUNT BEN	EFICIALLY O	-0- WNED BY EACH REPORTING PERSON		
	-0- CHECK IF THE AGGREGATE CERTAIN SHARES (See Instru		ROW (9) EXCLUDES		
10				[ ]	
11	PERCENT OF CLASS REPRES	SENTED BY AI	MOUNT IN ROW (9)		
	0.0% TYPE OF REPORTING PERSO	ON (See Instruct	ions)		
12	00				

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CUSIF	No. 29270U303		13G		
1	NAMES OF REPORTING PER	SONS			
1	Lighthouse Hill Capital Management II, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]				
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY				
3	CITIZENSHIP OR PLACE OF	ORGANIZATIO	DN		
4	Delaware		SOLE VOTING POWER		
	NUMBER OF	5	-0- SHARED VOTING POWER		
SHA	ARES BENEFICIALLY OWNED BY	6	-0- SOLE DISPOSITIVE POWER		
	EACH	7	-0-		
REPO	RTING PERSON WITH	8	SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUNT BEN	EFICIALLY O	-0- WNED BY EACH REPORTING PERSON		
10	-0- CHECK IF THE AGGREGATE CERTAIN SHARES (See Instru		ROW (9) EXCLUDES	ſ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.0% TYPE OF REPORTING PERSO	ON (See Instruct	ions)		
12	00				

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			13G			
CUSIF	No. 29270U303					
	NAMES OF REPORTING PERSONS					
1	Farallon Capital Management, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]					
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF C	RGANIZATIC	DN			
4	Delaware		SOLE VOTING POWER			
		5				
	NUMBER OF		-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY OWNED BY	6	716,726 SOLE DISPOSITIVE POWER			
	EACH	7				
REPO	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER			
	AGGREGATE AMOUNT BENE	FICIALLY OV	716,726 VNED BY EACH REPORTING PERSON			
9						
10	716,726 CHECK IF THE AGGREGATE . CERTAIN SHARES (See Instruc		ROW (9) EXCLUDES			
10				[ ]		
11	PERCENT OF CLASS REPRES	ENTED BY AN	AOUNT IN ROW (9)			
	1.8% TYPE OF REPORTING PERSO	N (See Instructi	ons)			
12	IA, OO					

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CUSI	P No. 29270U303		13G				
CODI		SONE					
1	NAMES OF REPORTING PER	NAMES OF REPORTING PERSONS					
Ĩ	Farallon Partners, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]						
2	<ul> <li>(b) [X]**</li> <li>** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</li> <li>SEC USE ONLY</li> </ul>						
3							
4	CITIZENSHIP OR PLACE OF	ORGANIZAT	ΓΙΟΝ				
•	Delaware						
			SOLE VOTING POWER				
		5					
	NUMBER OF		-0- SHARED VOTING POWER				
SHA	ARES BENEFICIALLY	6	SHARED VOTING FOWER				
511	OWNED BY	0	2,142,611				
			SOLE DISPOSITIVE POWER				
	EACH	7					
DEDO							
REPU	RTING PERSON WITH	8	SHARED DISPOSITIVE POWER				
		0	2,142,611				
9	AGGREGATE AMOUNT BEN	IEFICIALLY	OWNED BY EACH REPORTING PERSON				
,	2,142,611						
	CHECK IF THE AGGREGATE		N ROW (9) EXCLUDES				
10	CERTAIN SHARES (See Instru	ictions)	[ ]				
			L J				
11	PERCENT OF CLASS REPRE	SENTED BY	AMOUNT IN ROW (9)				
11	5.4%						
	TYPE OF REPORTING PERSO	ON (See Instru	uctions)				
12							
	00						

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	13G					
CUSIF	No. 29270U303					
	NAMES OF REPORTING PERSONS					
1	William F. Duhamel [See Item 2] CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]					
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.					
3	SEC USE ONLY					
	CITIZENSHIP OR PLACE OF OF	RGANIZATIO	Ν			
4	United States		SOLE VOTING POWER			
	NUMBER OF	5	-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY OWNED BY	6	-0- SOLE DISPOSITIVE POWER			
	EACH	7				
REPO	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER			
9		FICIALLY OW	-0- VNED BY EACH REPORTING PERSON			
10	-0- CHECK IF THE AGGREGATE A CERTAIN SHARES (See Instructi		ROW (9) EXCLUDES			
10				[ ]		
11	PERCENT OF CLASS REPRESE	NTED BY AN	IOUNT IN ROW (9)			
12	0.0% TYPE OF REPORTING PERSON	(See Instruction	ons)			
14	IN					

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	13G					
CUSIF	P No. 29270U303					
	NAMES OF REPORTING PER	IAMES OF REPORTING PERSONS				
1	I         Richard B. Fried         CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)         (a) [ ]					
2	** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF	ORGANIZATIO	DN			
4	United States					
			SOLE VOTING POWER			
	NUMBER OF	5	-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY OWNED BY	6	2,859,337			
	EACH	7	SOLE DISPOSITIVE POWER			
REPO	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER			
			2,859,337			
9	AGGREGATE AMOUNT BEN	EFICIALLY O	WNED BY EACH REPORTING PERSON			
10	2,859,337 CHECK IF THE AGGREGATE CERTAIN SHARES (See Instru		ROW (9) EXCLUDES			
10				[ ]		
11	PERCENT OF CLASS REPRE	SENTED BY AI	MOUNT IN ROW (9)			
	7.1% TYPE OF REPORTING PERSO	ON (See Instruct	ions)			
12	IN					

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			13G		
CUSIF	P No. 29270U303				
	VAMES OF REPORTING PERSONS				
1	Daniel J. Hirsch CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]				
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only				
3	of the securities reported by him or SEC USE ONLY	i this cover pag	ge.		
4	CITIZENSHIP OR PLACE OF OF	RGANIZATIO	Ν		
4	United States		SOLE VOTING POWER		
		5	SOLE VOTING FOWER		
	NUMBER OF	5	-0- SHARED VOTING POWER		
SHA	ARES BENEFICIALLY	6			
~	OWNED BY	-	2,859,337 SOLE DISPOSITIVE POWER		
	EACH	7			
REPO	RTING PERSON WITH	0	-0- SHARED DISPOSITIVE POWER		
		8	2,859,337		
9	AGGREGATE AMOUNT BENEF	FICIALLY OW	/NED BY EACH REPORTING PERSON		
9	2,859,337				
10	CHECK IF THE AGGREGATE A CERTAIN SHARES (See Instructi		OW (9) EXCLUDES		
11	PERCENT OF CLASS REPRESE	NTED BY AM	IOUNT IN ROW (9)		
11	7.1% TYPE OF REPORTING PERSON	(See Instruction	ons)		
12	IN	•			

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			13G			
CUSIF	P No. 29270U303					
	NAMES OF REPORTING PERS	VAMES OF REPORTING PERSONS				
1	Monica R. Landry CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]					
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only					
3	of the securities reported by her or SEC USE ONLY	n this cover pag	e.			
4	CITIZENSHIP OR PLACE OF O	RGANIZATIO	N			
4	United States					
		5	SOLE VOTING POWER			
	NUMBER OF	5	-0- SHARED VOTING POWER			
SHA	ARES BENEFICIALLY	6				
	OWNED BY	-	2,859,337			
	EACH	7	SOLE DISPOSITIVE POWER			
	EACH	7	-0-			
REPO	RTING PERSON WITH		SHARED DISPOSITIVE POWER			
		8				
	AGGREGATE AMOUNT BENE	FICIALLY OV	2,859,337 VNED BY EACH REPORTING PERSON			
9						
	2,859,337					
	CHECK IF THE AGGREGATE A CERTAIN SHARES (See Instruct		ROW (9) EXCLUDES			
10	CERTAIN SHARES (See Instuc	10113)		[ ]		
11	PERCENT OF CLASS REPRESE	ENTED BY AM	IOUNT IN ROW (9)			
11	7.1% TYPE OF REPORTING PERSON	N (See Instruction	ons)			
12	IN					

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			13G	
CUSIF	No. 29270U303			
1	NAMES OF REPORTING PERS	ONS		
1	Davide Leone CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]			
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
4	Italy		SOLE VOTING POWER	
		5	Sole vormorowek	
	NUMBER OF	0	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY	6	Shridel Vornor Ower	
5111	OWNED BY	0	2,859,337	
			SOLE DISPOSITIVE POWER	
	EACH	7		
			-0-	
REPO	RTING PERSON WITH	Q	SHARED DISPOSITIVE POWER	
		8	2,859,337	
9	AGGREGATE AMOUNT BENE	FICIALLY OW	VNED BY EACH REPORTING PERSON	
9	2,859,337			
	CHECK IF THE AGGREGATE	AMOUNT IN F	ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instruc	tions)		<b>F A</b>
				ĹĴ
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	7.1% TYPE OF REPORTING PERSON	N (See Instructi	ons)	
12		<u></u>	,	
	IN			

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CUSI	P No. 29270U303		13G	
1	NAMES OF REPORTING PER	RSONS		
1	Douglas M. MacMahon CHECK THE APPROPRIATE	BOX IF A MEN	MBER OF A GROUP (See Instructions)	(a) [ ]
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF	ORGANIZATI	ON	
4	United States			
		5	SOLE VOTING POWER	
	NUMBER OF	5	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY	6		
	OWNED BY		2,859,337 SOLE DISPOSITIVE POWER	
	EACH	7	0	
REPC	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER	
	AGGREGATE AMOUNT BEN	NEFICIALLY O	2,859,337 WNED BY EACH REPORTING PERSON	
9	2,859,337 CHECK IF THE AGGREGAT	F AMOUNT IN	ROW (9) FXCLUDES	
10	CERTAIN SHARES (See Instr		KOW ()) EACLODES	[]
11	PERCENT OF CLASS REPRE	ESENTED BY A	MOUNT IN ROW (9)	
11	7.1% TYPE OF REPORTING PERS	ON (See Instruc	tions)	
12	IN			

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			13G	
CUSIF	P No. 29270U303			
	NAMES OF REPORTING PERS	SONS		
1	Stephen L. Millham CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]			
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY	1		
	CITIZENSHIP OR PLACE OF	ORGANIZATIO	DN	
4	United States		SOLE VOTING POWER	
		5	Soll former for end	
	NUMBER OF	5	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY	6		
	OWNED BY		2,859,337 SOLE DISPOSITIVE POWER	
	EACH	7	0	
REPO	RTING PERSON WITH		-0- SHARED DISPOSITIVE POWER	
		8		
	AGGREGATE AMOUNT BEN	EFICIALLY OV	2,859,337 WNED BY EACH REPORTING PERSON	
9				
	2,859,337 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SHARES (See Instruc	ctions)		[ ]
11	PERCENT OF CLASS REPRES	ENTED BY AN	MOUNT IN ROW (9)	
11	7.1% TYPE OF REPORTING PERSO	N (See Instruct	ions)	
12	IN			

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			13G	
CUSIF	P No. 29270U303			
	NAMES OF REPORTING PERSO	ONS		
1	Jason E. Moment [See Item 2] CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]			
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY	i uns cover pu	50.	
	CITIZENSHIP OR PLACE OF OF	RGANIZATIO	N	
4	United States		SOLE VOTING POWER	
		5	SOLE VOTING FOWER	
	NUMBER OF		-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY OWNED BY	6	-0-	
	EACH	7	SOLE DISPOSITIVE POWER	
REPO	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUNT BENEI	FICIALLY OW	-0- VNED BY EACH REPORTING PERSON	
	-0- CHECK IF THE AGGREGATE A CERTAIN SHARES (See Instruct		ROW (9) EXCLUDES	
10		)		[ ]
11	PERCENT OF CLASS REPRESE	NTED BY AM	IOUNT IN ROW (9)	
	0.0% TYPE OF REPORTING PERSON	(See Instruction	ons)	
12	IN			

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CUSI	P No. 29270U303		13G	
	NAMES OF REPORTING PE	ERSONS		
1	Ashish H. Pant [See Item 2] CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]			
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY			
	CITIZENSHIP OR PLACE O	F ORGANIZAT	TION	
4	India		SOLE VOTING POWER	
	NUMBER OF	5	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY OWNED BY	6	-0- SOLE DISPOSITIVE POWER	
	EACH	7		
REPC	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER	
9		ENEFICIALLY	-0- OWNED BY EACH REPORTING PERSON	
10	-0- CHECK IF THE AGGREGAT CERTAIN SHARES (See Inst		N ROW (9) EXCLUDES	
10			[ ]	
11	PERCENT OF CLASS REPR	ESENTED BY	AMOUNT IN ROW (9)	
12	0.0% TYPE OF REPORTING PERS	SON (See Instru	uctions)	
14	IN			

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CUSI	P No. 29270U303		13G	
1	NAMES OF REPORTING PER	SONS		
1	Rajiv A. Patel CHECK THE APPROPRIATE	BOX IF A MI	EMBER OF A GROUP (See Instructions) (a) [ ]	
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF	ORGANIZAT	TION	
4	United States			
		5	SOLE VOTING POWER	
	NUMBER OF	5	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY	6		
	OWNED BY		2,859,337 SOLE DISPOSITIVE POWER	
	EACH	7		
REPC	RTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER	
0	AGGREGATE AMOUNT BEN	EFICIALLY	2,859,337 OWNED BY EACH REPORTING PERSON	
9	2,859,337 CHECK IF THE AGGREGATE	E AMOUNT II	N ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instru	uctions)	[ ]	
11	PERCENT OF CLASS REPRE	SENTED BY	AMOUNT IN ROW (9)	
12	7.1% TYPE OF REPORTING PERSO	ON (See Instru	actions)	
12	IN			

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CUSH	2 No. 202701/202		13G		
CUSII	CUSIP No. 29270U303				
1	NAMES OF REPORTING PERSONS 1				
	Thomas G. Roberts, Jr. [See Item CHECK THE APPROPRIATE B		IBER OF A GROUP (See Instructions) (a) [ ]		
2	(b) [ X ]**				
3	of the securities reported by him of SEC USE ONLY	•			
4	CITIZENSHIP OR PLACE OF C	ORGANIZATI	DN		
-	United States		SOLE VOTING POWER		
		5	SOLE VOTING FOWER		
	NUMBER OF		-0- SHARED VOTING POWER		
SHA	ARES BENEFICIALLY	6			
	OWNED BY		2,859,337 SOLE DISPOSITIVE POWER		
	EACH	7	-0-		
REPC	ORTING PERSON WITH		SHARED DISPOSITIVE POWER		
		8	2,859,337		
9	AGGREGATE AMOUNT BENE	EFICIALLY O	WNED BY EACH REPORTING PERSON		
	2,859,337 CHECK IF THE AGGREGATE	AMOUNT IN	ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Instruc				
			L J		
11	PERCENT OF CLASS REPRES	ENTED BY A	MOUNT IN ROW (9)		
11	7.1%	N (Cas Instant			
12	TYPE OF REPORTING PERSO	in (See Instruct	ions)		
	IN				

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			13G	
CUSIF	P No. 29270U303			
	NAMES OF REPORTING PERSO	ONS		
1	Andrew J. M. Spokes CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]			
2	(b) $[X]^{**}$ ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY	F		
4	CITIZENSHIP OR PLACE OF OF	RGANIZATIO	Ν	
4	United Kingdom			
		5	SOLE VOTING POWER	
	NUMBER OF	5	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY	6	SHARED VOTING FOWER	
	OWNED BY	-	2,859,337 SOLE DISPOSITIVE POWER	
	EACH	7		
REPO	RTING PERSON WITH	0	-0- SHARED DISPOSITIVE POWER	
		8	2,859,337	
9	AGGREGATE AMOUNT BENEF	FICIALLY OW	VNED BY EACH REPORTING PERSON	
9	2,859,337			
10	CHECK IF THE AGGREGATE A CERTAIN SHARES (See Instructi		OW (9) EXCLUDES	
10				[ ]
11	PERCENT OF CLASS REPRESE	NTED BY AM	IOUNT IN ROW (9)	
	7.1% TYPE OF REPORTING PERSON	(See Instruction	ons)	
12	IN			

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			13G	
CUSIF	P No. 29270U303			
	NAMES OF REPORTING PERSO	ONS		
1	Thomas F. Steyer CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]			
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.			
3	SEC USE ONLY	n uns cover pa	ge.	
	CITIZENSHIP OR PLACE OF O	RGANIZATIO	N	
4	United States		SOLE VOTING POWER	
		5	SOLE VOTING FOWER	
	NUMBER OF	5	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY	6	Shinked vormorio vek	
511	OWNED BY	0	2,859,337 SOLE DISPOSITIVE POWER	
	EACH	7		
REPO	RTING PERSON WITH		-0- SHARED DISPOSITIVE POWER	
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	AGGREGATE AMOUNT BENE	FICIALLY OV	2,859,337 VNED BY EACH REPORTING PERSON	
9				
	2,859,337 CHECK IF THE AGGREGATE A		ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instruct	ions)		[ ]
	PERCENT OF CLASS REPRESE	NTED BY AM	10UNT IN ROW (9)	
11	7.1%			
12	TYPE OF REPORTING PERSON	(See Instruction	ons)	
	IN			

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CUSI	P No. 29270U303		13G	
1	NAMES OF REPORTING PEI	RSONS		
1	Richard H. Voon [See Item 2] CHECK THE APPROPRIATE	BOX IF A ME	MBER OF A GROUP (See Instructions) (a) [ ]	
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page. SEC USE ONLY			
	CITIZENSHIP OR PLACE OF	ORGANIZAT	ION	
4	United States			
		5	SOLE VOTING POWER	
	NUMBER OF	-	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY OWNED BY	6	-0- SOLE DISPOSITIVE POWER	
	EACH	7		
REPC	PRTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER	
9		NEFICIALLY (	-0- DWNED BY EACH REPORTING PERSON	
10	-0- CHECK IF THE AGGREGAT CERTAIN SHARES (See Instr		N ROW (9) EXCLUDES	
11	PERCENT OF CLASS REPRE	ESENTED BY A	AMOUNT IN ROW (9)	
12	0.0% TYPE OF REPORTING PERS	ON (See Instruc	ctions)	
	IN			

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			13G	
CUSIF	No. 29270U303			
	NAMES OF REPORTING PERS	ONS		
1	Mark C. Wehrly CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]			
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 2,859,337 Shares, which is 7.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only			
3	of the securities reported by him of SEC USE ONLY	on this cover pa	ge.	
4	CITIZENSHIP OR PLACE OF O	RGANIZATIC	N	
4	United States		SOLE VOTING DOWED	
		5	SOLE VOTING POWER	
	NUMBER OF	5	-0- SHARED VOTING POWER	
SHA	ARES BENEFICIALLY	6		
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		0	2,859,337	
	AGGREGATE AMOUNT BENE	FICIALLY OV	VNED BY EACH REPORTING PERSON	
9				
	2,859,337			
	CHECK IF THE AGGREGATE		ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instruct	tions)		[]
				LJ
11	PERCENT OF CLASS REPRESE	ENTED BY AN	MOUNT IN ROW (9)	
	7.1%			
12	TYPE OF REPORTING PERSON	N (See Instructi	ons)	
	IN			

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This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on September 30, 2009 (together with all prior and current amendments thereto, this "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Energy Partners, Ltd. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

201 St. Charles Ave., Suite 3400 New Orleans, Louisiana 70170

Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.001 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 29270U303.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it; and
- (iv) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II and FCOI II are together referred to herein as the "Farallon Funds."

The SPV

(v) Saddle Rock Onshore Funding, L.L.C., a Delaware limited liability company (the "SPV"), with respect to the Shares held by it.

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The SPV Manager

(vi) Lighthouse Hill Capital Management II, L.L.C., a Delaware limited liability company (the "SPV Manager"), which is a manager of the SPV, with respect to the Shares held by the SPV.

The Management Company

(vii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), which is manager of one or more accounts (the "Managed Accounts"), the SPV and the SPV Manager, with respect to the Shares held by the Managed Accounts or the SPV.

The Farallon General Partner

(viii) Farallon Partners, L.L.C., a Delaware limited liability company (the "Farallon General Partner"), which is the general partner of each of the Farallon Funds, with respect to the Shares held by each of the Farallon Funds.

The Farallon Managing Members

(ix) The following persons, each of whom is, or with respect to each of Duhamel, Moment, Pant and Voon (as defined below) was, a managing member of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Farallon Funds, the Managed Accounts or the SPV: William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Daniel J. Hirsch ("Hirsch"), Monica R. Landry ("Landry"), Davide Leone ("Leone"), Douglas M. MacMahon ("MacMahon"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment") Ashish H. Pant ("Pant"), Rajiv A. Patel ("Patel"), Thomas G. Roberts, Jr. ("Roberts"), Andrew J. M. Spokes ("Spokes") Thomas F. Steyer ("Steyer"), Richard H. Voon ("Voon") and Mark C. Wehrly ("Wehrly").

Duhamel, Fried, Hirsch, Landry, Leone, MacMahon, Millham, Moment, Pant, Patel, Roberts, Spokes, Steyer, Voon and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

This Schedule 13G reports that:

(i) effective as of March 18, 2010, in connection with their respective resignations as managing members of the Management Company and the Farallon General Partner, each of Duhamel, Moment, Pant and Voon may no longer be deemed a beneficial owner of the Shares deemed beneficially owned by such entities; and

(ii) effective as of April 1, 2010, Roberts became a managing member of the Management Company and the Farallon General Partner and, as such, may be deemed a beneficial owner of the Shares beneficially owned by such entities as of such date.

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Unless the context otherwise requires, any reference to the "Farallon Individual Reporting Persons," the "Individual Reporting Persons" or the "Reporting Persons" shall not include Duhamel, Moment, Pant or Voon.

The citizenship of each of the Farallon Funds, the SPV, the SPV Manager, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons, other than Leone, Pant and Spokes, is a citizen of the United States. Leone is a citizen of Italy. Pant is a citizen of India. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

ItemIf This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person 3. Filing Is an Entity Specified in (a) - (k):

Not applicable.

### Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds or the SPV are owned directly by such Farallon Fund or the SPV, as applicable, and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The Farallon General Partner, as general partner of the Farallon Funds, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds. The SPV Manager, as a manager of the SPV, may be deemed to be a beneficial owner of all such Shares owned by the SPV. The Management Company, as the investment adviser to the Managed Accounts and the manager of the SPV and the SPV Manager, may be deemed to be a beneficial owner of all such Shares owned by the Managed Accounts or the SPV. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be a beneficial owner of all such Shares or the SPV. Each of the Farallon General Partner, the SPV Manager, the Management Company and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable, other than with respect to each of the SPV, the SPV Manager, Duhamel, Moment, Pant and Voon.

As of March 18, 2010, each of Duhamel, Moment, Pant and Voon may no longer be deemed a beneficial owner of any Shares.

As of April 15, 2010, the SPV ceased to be a beneficial owner of any Shares.

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As of April 15, 2010, the SPV Manager may no longer be deemed a beneficial owner of any Shares.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent 7. Holding Company or Control Person

Not applicable.

ItemIdentification and Classification of Members of the Group 8.

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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## SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 23, 2010

/s/ Monica R. Landry
FARALLON PARTNERS, L.L.C.,
On its own behalf and
As the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry FARALLON CAPITAL MANAGEMENT, L.L.C. On its own behalf and As the manager of SADDLE ROCK ONSHORE FUNDING, L.L.C. and LIGHTHOUSE HILL CAPITAL MANAGEMENT II, L.L.C. By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of William F. Duhamel, Richard B. Fried, Daniel J. Hirsch, Davide Leone, Douglas M. MacMahon, Stephen L. Millham, Jason E. Moment, Rajiv A. Patel, Ashish H. Pant, Thomas G. Roberts, Jr., Andrew J. M. Spokes, Thomas F. Steyer, Richard H. Voon and Mark C. Wehrly

The Power of Attorney executed by each of Duhamel, Fried, MacMahon, Millham, Moment, Pant, Patel, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference. The Power of Attorney executed by each of Hirsch and Voon authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Common Stock of Town Sports International Holdings, Inc., is hereby incorporated by Leone authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Securities and Exchange Commission on January 6, 2009 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings, Inc., is hereby incorporated by Leone authorizing Landry to sign and file this Schedule 13D filed with the Securities and Exchange Commission on October 23, 2009 by such Reporting Person with respect to the Common Stock of CapitalSource Inc., is hereby incorporated by reference. The Power of Attorney executed by Leone authorizing Landry to sign and file this Schedule 13D filed with the Securities and Exchange Commission on October 23, 2009 by such Reporting Person with respect to the Common Stock of CapitalSource Inc., is hereby incorporated by reference. The Power of Attorney executed by

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Roberts authorizing Landry to sign and file this Schedule 13G on his behalf is filed as Exhibit 4 hereto.

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# EXHIBIT INDEX

EXHIBIT 3	Joint Acquisition Statement Pursuant to Section 240.13d-1(k)
EXHIBIT 4	Power of Attorney for Thomas G. Roberts, Jr.

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# EXHIBIT 3 to SCHEDULE 13G

# JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: April 23, 2010

/s/ Monica R. Landry FARALLON PARTNERS, L.L.C., On its own behalf, as the General Partner of FARALLON CAPITAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P. and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. By Monica R. Landry, Managing Member

/s/ Monica R. Landry
FARALLON CAPITAL MANAGEMENT, L.L.C.
On its own behalf and
As the manager of
SADDLE ROCK ONSHORE FUNDING, L.L.C. and
LIGHTHOUSE HILL CAPITAL MANAGEMENT II, L.L.C.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of William F. Duhamel, Richard B. Fried, Daniel J. Hirsch, Davide Leone, Douglas M. MacMahon, Stephen L. Millham, Jason E. Moment, Rajiv A. Patel, Ashish H. Pant, Thomas G. Roberts, Jr., Andrew J. M. Spokes, Thomas F. Steyer, Richard H. Voon and Mark C. Wehrly

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EXHIBIT 4 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly as his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation (together the "Filing Documentation") which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of Farallon Capital Management, L.L.C. and Farallon Partners, L.L.C, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or Schedule 13Gs unless revoked earlier in writing. The undersigned hereby revokes any and all prior Powers of Attorney executed by the undersigned in his or her capacity as a managing member of Farallon Capital Management, L.L.C. and Farallon Partners, L.L.C., with respect to the execution and filing of Filing Documentation.

By: /s/ Thomas G. Roberts, Jr. Name: Thomas G. Roberts, Jr. Date: 01 April 2010

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