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ENERGY PARTNERS LTD
Form SC 13D
February 28, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

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

Energy Partners, Ltd.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

29270U105

(CUSIP Number)

Gary L. Hall
Ollabelle D. Hall
Hall Family Trust
Hall Partners, L.P.
Hall Interests, Inc.
Hall Equities, Inc.
Houston Explorer Group, L.P.
Hall Consulting Company, Inc.
LPCR Investment Group, L.P.
Hall-Houston Oil Company Employee Royalty Trust
Hall-Houston 1996 Exploration and Development Facility Overriding Trust
Hall-Houston Oil Company 2000 Exploration and
Development Facility Overriding Royalty Trust
700 Louisiana
Suite 2100
Houston, Texas 77002

COPY TO:

John J. Schuster
Cahill Gordon & Reindel
80 Pine Street
New York, NY 10005
(212) 701-3000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

January 15, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

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following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

GARY L. HALL
I.R.S. Employer Identification No. N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER
NUMBER OF 339,914.6*

8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED 1,284,992.1

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BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 339,914.6*

10 SHARED DISPOSITIVE POWER 1,284,992.1

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,624,906.7*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%

14 TYPE OF REPORTING PERSON (See Instructions) IN

* Includes 38,462 shares owned by the other Reporting Persons jointly filing this Schedule 13D.

CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

OLLABELLE D. HALL I.R.S. Employer Identification No. N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [x] (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

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	7	SOLE VOTING POWER	
NUMBER OF		4,523.44	
SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED		1,284,992.1	
BY EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		4,523.44	
PERSON WITH			
	10	SHARED DISPOSITIVE POWER	
		1,284,992.1	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,289,515.54		

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
	[]		

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	4.7%		

14	TYPE OF REPORTING PERSON (See Instructions)		
	IN		

CUSIP NO. 29270U105			

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)		
	HALL FAMILY TRUST		
	I.R.S. Employer Identification No. 76-6075546		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) [x]		
	(b) []		

3	SEC USE ONLY		

4	SOURCE OF FUNDS (See Instructions)		
	OO		

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		
	[]		

6	CITIZENSHIP OR PLACE OF ORGANIZATION		

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Texas

	7	SOLE VOTING POWER
NUMBER OF		86,637.6
SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED		0
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		86,637.6
PERSON WITH		
	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
86,637.6

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.3%

14 TYPE OF REPORTING PERSON (See Instructions)
OO

CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
HALL PARTNERS, L.P.
I.R.S. Employer Identification No. 76-0565851

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [x]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEMS 2(D) OR 2(E)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

	7	SOLE VOTING POWER
NUMBER OF		313,694.04*
SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED		0
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		313,694.04*
PERSON WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
313,694.04*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.1%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

* Exercised by Hall Partners, L.P.'s general partner, Hall Interests, Inc.

CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)

HALL INTERESTS, INC.
I.R.S. Employer Identification No. 76-0417519

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [x]
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

	7	SOLE VOTING POWER
NUMBER OF		1,075,480.3*
SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED		0
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,075,480.3*
PERSON WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,075,480.3*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.9%

14 TYPE OF REPORTING PERSON (See Instructions)
CO

* Includes 1,075,473.3 shares beneficially owned by virtue of being the general partner of Hall Partners, L.P., Houston Explorer Group, L.P. and LPCR Investment Group, L.P.

CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)

HALL EQUITIES, INC.
I.R.S. Employer Identification No. 76-0268063

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF 84,497.88

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

84,497.88

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

84,497.88

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

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(entities only)

HOUSTON EXPLORER GROUP, L.P.
I.R.S. Employer Identification No. 76-0563167

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

	7	SOLE VOTING POWER
NUMBER OF		717,263.32*
SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED		0
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		717,263.32*
PERSON WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
717,263.32*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

* Exercisable by Houston Explorer Group, L.P.'s general partner, Hall
Interests, Inc.

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CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)

HALL CONSULTING COMPANY, INC.
I.R.S. Employer Identification No. 76-0025816

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

	7	SOLE VOTING POWER
NUMBER OF		38,462
SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED		0
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		38,462
PERSON WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
38,462

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON (See Instructions)
CO

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CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)

LPCR INVESTMENT GROUP, L.P.
I.R.S. Employer Identification No. 76-0563166

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

	7	SOLE VOTING POWER
NUMBER OF		44,516*
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		
OWNED		
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		44,516*
PERSON WITH		
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
44,516*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

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* Exercisable by LPCR Investment Group, L.P.'s general partner, Hall Interests, Inc.

CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

HALL-HOUSTON OIL COMPANY EMPLOYEE ROYALTY TRUST
I.R.S. Employer Identification No. 76-0244875

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

	7	SOLE VOTING POWER
NUMBER OF		11,352

SHARES BENEFICIALLY OWNED	8	SHARED VOTING POWER
---------------------------	---	---------------------

BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		11,352

	10	SHARED DISPOSITIVE POWER
--	----	--------------------------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,352

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.04%

14 TYPE OF REPORTING PERSON (See Instructions)
OO

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CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)

HALL-HOUSTON 1996 EXPLORATION AND DEVELOPMENT FACILITY OVERRIDING TRUST
I.R.S. Employer Identification No. 76-6131707

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

7 SOLE VOTING POWER
NUMBER OF 24

8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED

9 SOLE DISPOSITIVE POWER
BY EACH REPORTING PERSON WITH 24

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
24

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.00009%

14 TYPE OF REPORTING PERSON (See Instructions)
OO

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CUSIP NO. 29270U105

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(entities only)

HALL-HOUSTON OIL COMPANY 2000 EXPLORATION AND DEVELOPMENT FACILITY
OVERRIDING ROYALTY TRUST
I.R.S. Employer Identification No. 76-6169311

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

	7	SOLE VOTING POWER
NUMBER OF	30	
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		
OWNED		
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON WITH	30	
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
30

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0001%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

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ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Energy Partners, Ltd. ("EPL"), and is being filed pursuant to Rule 13d-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The address of the principal executive offices of EPL is 201 St. Charles Avenue, Suite 3400, New Orleans, Louisiana 70170.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement on Schedule 13D is being filed jointly by Gary L. Hall, Ollabelle D. Hall, Hall Family Trust, a Texas grantor trust, Hall Partners, L.P., a Texas limited partnership, Hall Interests, Inc., a Texas corporation, Hall Equities, Inc., a Texas corporation, Houston Explorer Group, L.P., a Texas limited partnership, Hall Consulting Company, Inc., a Texas corporation, LPCR Investment Group, L.P., a Texas limited partnership, Hall-Houston Oil Company Employee Royalty Trust, a Texas trust, Hall-Houston 1996 Exploration and Development Facility Overriding Trust, a Texas trust, and Hall-Houston Oil Company 2000 Exploration and Development Facility Overriding Royalty Trust, a Texas trust (each, a "Reporting Person" and, collectively, the "Reporting Persons"). The agreement among the Reporting Persons relating to the joint filing of this Statement is attached as Exhibit 1 hereto.

(b) The business address and office of each of the Reporting Persons is 700 Louisiana, Suite 2100, Houston, Texas 77002.

(c) Mr. Hall is vice chairman and director of EPL. Mrs. Hall is not currently employed. The principal business of each of the other Reporting Persons is to hold and manage assets of various types, including the Common Stock.

(d) None of the Reporting Persons has and, to the best of their respective knowledge, none of their respective directors, members, managers or executive officers has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has and, to the best of their respective knowledge, none of their respective directors, members, managers or executive officers has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Hall and Mrs. Hall are U.S. citizens.

(g) Schedule I attached hereto and incorporated herein by reference sets forth, with respect to each controlling person, director, manager and executive officer of each of the Reporting Persons the following information: (a) name; (b) residence or business address; (c) present principal occupation, employment or business and the name, principal business and address of any corporation or other organization in which such employment is conducted; and (d) citizenship.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The shares of Common Stock and Warrants were issued to the Reporting

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Persons pursuant to the Agreement and Plan of Merger by and among EPL, Saints Acquisition Subsidiary, Inc. and Hall-Houston Oil Company, dated as of December 16, 2001.

ITEM 4. PURPOSE OF TRANSACTION.

The Common Stock is being held for investment purposes. Depending on market conditions, the Reporting Persons may dispose of some or all of such Common Stock. None of the Reporting Persons has any current plans to acquire any additional shares of Common Stock.

None of the Reporting Persons has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF ISSUER.

(a) Amount beneficially owned: As of February 26, 2003:

(1) Mr. Hall beneficially owns Preferred Stock convertible into 186,789.01 shares of Common Stock, Warrants to purchase 1,385,739.9 shares of Common Stock, and 52,377.8 shares of Common Stock, collectively representing 5.9% of the outstanding shares of Common Stock.

(2) Mrs. Hall beneficially owns Preferred Stock convertible into 191,068.45 shares of Common Stock, Warrants to purchase 1,046,152.1 shares of Common Stock and 52,295 shares of Common Stock, collectively representing 4.7% of the outstanding shares of Common Stock.

(3) Hall Family Trust beneficially owns Preferred Stock convertible into 41,052.6 shares of Common Stock, Warrants to purchase 38,462 shares of Common Stock, and 7,123 shares of Common Stock, collectively representing 0.3% of the outstanding shares of Common Stock.

(4) Hall Partners, L.P. beneficially owns Preferred Stock convertible into 66,723.04 shares of Common Stock, Warrants to purchase 230,766 shares of Common Stock, and 16,205 shares of Common Stock, collectively representing 1.1% of the outstanding shares of Common Stock.

(5) Hall Interests, Inc. beneficially owns Preferred Stock convertible into 82,436.26 shares of Common Stock, Warrants to purchase 969,228.1 shares of Common Stock, and 23,816 shares of Common Stock, collectively representing 3.9% of the outstanding shares of Common Stock.

(6) Hall Equities, Inc. beneficially owns Preferred Stock convertible into 38,912.88 shares of Common Stock, Warrants to purchase 38,462 shares of Common Stock, and 7,123 shares of Common Stock, collectively representing 0.3% of the outstanding shares of Common Stock.

(7) Houston Explorer Group, L.P. beneficially owns Preferred Stock convertible into 15,713.22 shares of Common Stock, Warrants to purchase 700,000.1 shares of Common Stock, and 1,550 shares of Common Stock, collectively representing 2.6% of the outstanding shares of Common Stock.

(8) Hall Consulting Company, Inc. beneficially owns Warrants to purchase 38,462 shares of Common Stock, representing 0.1% of the outstanding shares of Common Stock.

(9) LPCR Investment Group, L.P. beneficially owns Warrants to purchase

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38,462 shares of Common Stock, and 6,054 shares of Common Stock, collectively representing 0.2% of the outstanding shares of Common Stock.

(10) Hall-Houston Oil Company Employee Royalty Trust beneficially owns 11,352 shares of Common Stock, representing 0.04% of the outstanding shares of Common Stock.

(11) Hall-Houston 1996 Exploration and Development Facility Overriding Trust beneficially owns 24 shares of Common Stock, representing 0.00009% of the outstanding shares of Common Stock.

(12) Hall-Houston Oil Company 2000 Exploration and Development Facility Overriding Royalty Trust beneficially owns 30 shares of Common Stock, representing 0.0001% of the outstanding shares of Common Stock.

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(b) Mr. and Mrs. Hall have the sole or shared power to vote and sole or shared authority to dispose or direct the disposition of the shares of Common Stock owned of record by each of the Reporting Persons as set forth in the cover pages hereto.

(c) None of the Reporting Persons has engaged in any transactions in the shares of Common Stock during the past 60 days.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and any other person with respect to any securities of EPL, including but not limited to transfer or voting of any of the securities of EPL, finder's fees, joint venture, loan or option arrangements, puts or calls, guarantee of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Joint Filing Agreement, dated February 26, 2003.

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Signature.

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

Dated: February 28, 2003.

/s/ Gary L. Hall

GARY L. HALL

/s/ Ollabelle Hall

OLLABELLE HALL

HALL FAMILY TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: Trustee

HALL PARTNERS, L.P.

By: Hall Interests, Inc., its general partner

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

HALL INTERESTS, INC.

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

HALL EQUITIES, INC.

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

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HOUSTON EXPLORER GROUP, L.P.

By: Hall Interests, Inc., its general partner

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

HALL CONSULTING COMPANY, INC.

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

LPCR INVESTMENT GROUP, L.P.

By: Hall Interests, Inc., its general partner

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

HALL-HOUSTON OIL COMPANY EMPLOYEE ROYALTY TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: Trustee

HALL-HOUSTON 1996 EXPLORATION AND DEVELOPMENT
FACILITY OVERRIDING TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: Trustee

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HALL-HOUSTON OIL COMPANY 2000 EXPLORATION AND
DEVELOPMENT FACILITY OVERRIDING ROYALTY
TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: Trustee

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SCHEDULE I

The (a) name, (b) business address, (c) principal occupation or employment and the organization in which such occupation or employment is conducted and (d) citizenship of each trustee of Hall Family Trust:

1. (a) Gary L. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Vice chairman and director of EPL
(d) U.S.A.
2. (a) Ollabelle D. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Not currently employed
(d) U.S.A.

The (a) name, (b) business address and (c) principal business of the general partner of Hall Partners, L.P.:

1. (a) Hall Interests, Inc.
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Holding company

The (a) name, (b) business address, (c) principal occupation or employment and the organization in which such occupation or employment is conducted and (d) citizenship of each controlling person, manager and executive officer of Hall Interests, Inc.:

1. (a) Gary L. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Vice chairman and director of EPL
(d) U.S.A.

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2. (a) Ollabelle D. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Not currently employed
(d) U.S.A.
3. (a) Wayne P. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Special projects manager for EPL
(d) U.S.A.

The (a) name, (b) business address, (c) principal occupation or employment and the organization in which such occupation or employment is conducted and (d) citizenship of each controlling person, manager and executive officer of Hall Equities, Inc.:

1. (a) Gary L. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Vice chairman and director of EPL
(d) U.S.A.
2. (a) Ollabelle D. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Not currently employed
(d) U.S.A.
3. (a) Wayne P. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Special projects manager for EPL
(d) U.S.A.

The (a) name, (b) business address and (c) principal business of the general partner of Houston Explorer Group, L.P.:

1. (a) Hall Interests, Inc.
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Holding Company

The (a) name, (b) business address, (c) principal occupation or employment and the organization in which such occupation or employment is conducted and (d) citizenship of each controlling person, manager and executive officer of Hall Consulting Company, Inc.:

1. (a) Gary L. Hall
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Vice chairman and director of EPL
(d) U.S.A.

The (a) name, (b) business address and (c) principal business of the general partner of LPCR Investment Group, L.P.:

1. (a) Hall Interests, Inc.
(b) 700 Louisiana, Suite 2100, Houston, Texas 77002
(c) Holding Company

The (a) name, (b) business address, (c) principal occupation or employment and the organization in which such occupation or employment is conducted and (d) citizenship of each trustee of Hall-Houston Oil Company Employee Royalty Trust:

1. (a) Gary L. Hall

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- (b) 700 Louisiana, Suite 2100, Houston, Texas 77002
- (c) Vice chairman and director of EPL
- (d) U.S.A.

- 2. (a) Ollabelle D. Hall
- (b) 700 Louisiana, Suite 2100, Houston, Texas 77002
- (c) Not currently employed
- (d) U.S.A.

The (a) name, (b) business address, (c) principal occupation or employment and the organization in which such occupation or employment is conducted and (d) citizenship of each trustee of Hall-Houston 1996 Exploration and Development Facility Overriding Trust:

- 1. (a) Gary L. Hall
- (b) 700 Louisiana, Suite 2100, Houston, Texas 77002
- (c) Vice chairman and director of EPL
- (d) U.S.A.

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- 2. (a) Ollabelle D. Hall
- (b) 700 Louisiana, Suite 2100, Houston, Texas 77002
- (c) Not currently employed
- (d) U.S.A.

The (a) name, (b) business address, (c) principal occupation or employment and the organization in which such occupation or employment is conducted and (d) citizenship of each trustee of Hall-Houston Oil Company 2000 Exploration and Development Facility Overriding Royalty Trust:

- 1. (a) Gary L. Hall
- (b) 700 Louisiana, Suite 2100, Houston, Texas 77002
- (c) Vice chairman and director of EPL
- (d) U.S.A.

- 2. (a) Ollabelle D. Hall
- (b) 700 Louisiana, Suite 2100, Houston, Texas 77002
- (c) Not currently employed
- (d) U.S.A.

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Exhibit 1

Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf

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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 it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows of or has reason to believe that such information is not accurate.

Dated: February 28, 2003.

/s/ Gary L. Hall

GARY L. HALL

/s/ Ollabelle Hall

OLLABELLE HALL

HALL FAMILY TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: Trustee

HALL PARTNERS, L.P.

By: Hall Interests, Inc., its general partner

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

HALL INTERESTS, INC.

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

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HALL EQUITIES, INC.

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

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HOUSTON EXPLORER GROUP, L.P.

By: Hall Interests, Inc., its general partner

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

HALL CONSULTING COMPANY, INC.

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

LPCR INVESTMENT GROUP, L.P.

By: Hall Interests, Inc., its general partner

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: President

HALL-HOUSTON OIL COMPANY EMPLOYEE ROYALTY TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall

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Title: Trustee

HALL-HOUSTON 1996 EXPLORATION AND DEVELOPMENT
FACILITY OVERRIDING TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: Trustee

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HALL-HOUSTON OIL COMPANY 2000 EXPLORATION AND
DEVELOPMENT FACILITY OVERRIDING ROYALTY
TRUST

By: /s/ Gary L. Hall

Name: Gary L. Hall
Title: Trustee

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