

MARINER ENERGY INC  
Form 10-Q  
November 05, 2010

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2010**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number 1-32747**

**MARINER ENERGY, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**86-0460233**

*(I.R.S. Employer  
Identification Number)*

**One BriarLake Plaza, Suite 2000  
2000 West Sam Houston Parkway South  
Houston, Texas 77042**

*(Address of principal executive offices and zip code)*

**(713) 954-5500**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

As of November 1, 2010, there were 103,268,257 shares issued and outstanding of the issuer's common stock, par value \$0.0001 per share.



**TABLE OF CONTENTS**

**PART I**

<u>Item 1. Unaudited Condensed Consolidated Financial Statements:</u>	
<u>Condensed Consolidated Balance Sheets at September 30, 2010 and December 31, 2009</u>	3
<u>Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2010 and 2009</u>	5
<u>Condensed Consolidated Statements of Changes in Stockholders' Equity for the Nine Months Ended September 30, 2010 and 2009</u>	6
<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2010 and 2009</u>	7
<u>Notes to the Condensed Consolidated Financial Statements</u>	8
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	37
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	51
<u>Item 4. Controls and Procedures</u>	53

**PART II**

<u>Item 1A. Risk Factors</u>	54
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	57
<u>Item 6. Exhibits</u>	58
Items 1, 3, 4 and 5 are not applicable and have been omitted	
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32.1</u>	
<u>EX-32.2</u>	
<u>EX-101 INSTANCE DOCUMENT</u>	
<u>EX-101 SCHEMA DOCUMENT</u>	
<u>EX-101 CALCULATION LINKBASE DOCUMENT</u>	
<u>EX-101 LABELS LINKBASE DOCUMENT</u>	
<u>EX-101 PRESENTATION LINKBASE DOCUMENT</u>	
<u>EX-101 DEFINITION LINKBASE DOCUMENT</u>	

**Table of Contents****PART I****Item 1. Unaudited Condensed Consolidated Financial Statements****MARINER ENERGY, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)**

(In thousands, except share data)

	<b>September 30, 2010</b>	<b>December 31, 2009</b>
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 9,846	\$ 8,919
Receivables, net of allowances of \$1,024 and \$3,408 as of September 30, 2010 and December 31, 2009, respectively	128,719	148,725
Insurance receivables	7,681	8,452
Derivative financial instruments	42,809	2,239
Intangible assets	7,268	22,615
Prepaid expenses and other	28,384	11,667
Deferred income tax		9,704
Total current assets	224,707	212,321
<b>Property and Equipment:</b>		
Proved oil and gas properties, full cost method	5,472,404	5,117,273
Unproved properties, not subject to amortization	453,164	292,237
Total oil and gas properties	5,925,568	5,409,510
Other property and equipment	56,268	55,695
Accumulated depreciation, depletion and amortization:		
Proved oil and gas properties	(3,142,994)	(2,884,411)
Other property and equipment	(11,116)	(8,235)
Total accumulated depreciation, depletion and amortization	(3,154,110)	(2,892,646)
Total property and equipment, net	2,827,726	2,572,559
<b>Derivative Financial Instruments</b>	33,366	902
<b>Deferred Income Tax</b>		12,491
<b>Other Assets, net of amortization</b>	75,858	68,932
<b>TOTAL ASSETS</b>	<b>\$ 3,161,657</b>	<b>\$ 2,867,205</b>

**LIABILITIES AND STOCKHOLDERS EQUITY****Current Liabilities:**

Accounts payable	\$ 6,320	\$ 3,579
Accrued liabilities	127,460	137,206
Accrued capital costs	94,200	140,941
Deferred income tax	12,649	
Abandonment liability	80,249	54,915

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Accrued interest	28,533	8,262
Derivative financial instruments	7,329	27,708
Total current liabilities	356,740	372,611
<b>Long-Term Liabilities:</b>		
Abandonment liability	301,569	362,972
Deferred income tax	18,052	
Derivative financial instruments	3,613	15,017
Long-term debt	1,463,930	1,194,850
Other long-term liabilities	35,431	38,800
Total long-term liabilities	1,822,595	1,611,639

3

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**Table of Contents**

## CONDENSED CONSOLIDATED BALANCE SHEETS

	<b>September 30, 2010</b>	<b>December 31, 2009</b>
<b>Commitments and Contingencies (see Note 9)</b>		
<b>Stockholders Equity:</b>		
Preferred stock, \$.0001 par value; 20,000,000 shares authorized, no shares issued and outstanding at September 30, 2010 and December 31, 2009		
Common stock, \$.0001 par value; 180,000,000 shares authorized, 103,227,031 shares issued and outstanding at September 30, 2010; 180,000,000 shares authorized, 101,806,825 shares issued and outstanding at December 31, 2009	10	10
Additional paid-in capital	1,272,043	1,257,526
Accumulated other comprehensive income (loss)	40,107	(25,955)
Accumulated deficit	(329,838)	(348,626)
Total stockholders equity	982,322	882,955
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 3,161,657</b>	<b>\$ 2,867,205</b>

*The accompanying notes are an integral part of these condensed consolidated financial statements*

**Table of Contents**

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS** (Unaudited)  
(In thousands except share data)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Revenues:</b>				
Natural gas	\$ 92,655	\$ 130,046	\$ 302,581	\$ 425,747
Oil	91,434	80,908	283,569	220,787
Natural gas liquids	22,808	15,736	70,634	30,398
Other revenues	3,780	656	7,778	25,720
<b>Total revenues</b>	<b>210,677</b>	<b>227,346</b>	<b>664,562</b>	<b>702,652</b>
<b>Costs and Expenses:</b>				
Lease operating expense	59,436	65,325	172,089	165,816
Severance and ad valorem taxes	6,691	4,406	19,711	11,668
Transportation expense	4,484	4,468	14,574	13,627
General and administrative expense	18,379	18,922	69,690	57,455
Depreciation, depletion and amortization	93,620	106,218	288,250	301,305
Full cost ceiling test impairment				704,731
Other miscellaneous expense	2,045	1,193	5,662	11,960
<b>Total costs and expenses</b>	<b>184,655</b>	<b>200,532</b>	<b>569,976</b>	<b>1,266,562</b>
<b>OPERATING INCOME (LOSS)</b>	<b>26,022</b>	<b>26,814</b>	<b>94,586</b>	<b>(563,910)</b>
<b>Other Income (Expense):</b>				
Interest income	4	56	773	443
Interest expense, net of amounts capitalized	(20,769)	(19,702)	(61,124)	(51,076)
<b>Income (Loss) Before Taxes</b>	<b>5,257</b>	<b>7,168</b>	<b>34,235</b>	<b>(614,543)</b>
<b>(Provision) Benefit for Income Taxes</b>	<b>(3,436)</b>	<b>(2,946)</b>	<b>(15,447)</b>	<b>211,860</b>
<b>NET INCOME (LOSS)</b>	<b>\$ 1,821</b>	<b>\$ 4,222</b>	<b>\$ 18,788</b>	<b>\$ (402,683)</b>
<b>Net Income (Loss) per share:</b>				
<b>Basic</b>	<b>\$ 0.02</b>	<b>\$ 0.04</b>	<b>\$ 0.19</b>	<b>\$ (4.29)</b>
<b>Diluted</b>	<b>\$ 0.02</b>	<b>\$ 0.04</b>	<b>\$ 0.18</b>	<b>\$ (4.29)</b>
<b>Weighted average shares outstanding:</b>				
<b>Basic</b>	101,521,119	100,752,532	101,296,525	93,848,859
<b>Diluted</b>	102,775,156	101,084,502	102,600,971	93,848,859

*The accompanying notes are an integral part of these condensed consolidated financial statements*





Table of Contents

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY**

(Unaudited)

(In thousands)

For the nine months ended September 30, 2010 and 2009

	<b>Common Stock</b>	<b>Stock Amount</b>	<b>Additional Paid-In- Capital</b>	<b>Accumulated Other Comprehensive Income/ (Loss)</b>	<b>Accumulated Deficit</b>	<b>Total Stockholders Equity</b>
<b>Balance at December 31, 2009</b>	101,807	\$ 10	\$ 1,257,526	\$ (25,955)	\$ (348,626)	\$ 882,955
Common shares issued restricted stock	1,709					
Treasury stock bought and cancelled on same day	(300)		(5,838)			(5,838)
Forfeiture of restricted stock	(13)					
Share-based compensation			20,071			20,071
Stock options exercised	24		284			284
Comprehensive income:						
Net income					18,788	18,788
Change in fair value of derivative hedging instruments net of income taxes of \$45,695				81,780		81,780
Hedge settlements reclassified to income net of income taxes of \$(8,765)				(15,650)		(15,650)
Foreign currency translation adjustment				(68)		(68)
Total comprehensive income				66,062	18,788	84,850
<b>Balance at September 30, 2010</b>	103,227	\$ 10	\$ 1,272,043	\$ 40,107	\$ (329,838)	\$ 982,322

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

	<b>Common</b>	<b>Stock</b>	<b>Additional Paid-In-</b>	<b>Accumulated Other Comprehensive Income/</b>	<b>Accumulated</b>	<b>Total Stockholders</b>
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	<b>Stock</b>	<b>Amount</b>	<b>Capital</b>	<b>(Loss)</b>	<b>Deficit</b>	<b>Equity</b>
<b>Balance at December 31, 2008</b>	88,846	\$ 9	\$ 1,071,347	\$ 78,181	\$ (29,217)	\$ 1,120,320
Common shares issued equity offering	11,500	1	159,673			159,674
Common shares issued restricted stock	1,709					
Treasury stock bought and cancelled on same day	(175)		(1,991)			(1,991)
Forfeiture of restricted stock	(25)					
Share-based compensation			21,114			21,114
Stock options exercised	1		8			8
Comprehensive loss:						
Net loss					(402,683)	(402,683)
Change in fair value of derivative hedging instruments net of income taxes of \$30,595				53,797		53,797
Hedge settlements reclassified to income net of income taxes of \$(68,115)				(121,780)		(121,780)
Total comprehensive loss				(67,983)	(402,683)	(470,666)
<b>Balance at September 30, 2009</b>	101,856	\$ 10	\$ 1,250,151	\$ 10,198	\$ (431,900)	\$ 828,459

*The accompanying notes are an integral part of these condensed consolidated financial statements*

**Table of Contents**

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS** (Unaudited)  
(In thousands)

	<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Operating Activities:</b>		
Net income (loss)	\$ 18,788	\$ (402,683)
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred income tax	15,447	(211,860)
Depreciation, depletion and amortization	288,250	301,305
Ineffectiveness of derivative instruments	(1,757)	812
Full cost ceiling test impairment		704,731
Share-based compensation	17,051	18,360
Derivative financial instruments		(14,128)
Other	4,393	7,046
Changes in operating assets and liabilities:		
Receivables	21,309	83,357
Insurance receivables	771	22,841
Cash from liquidation of hedges		52,562
Prepaid expenses and other	(37,005)	(26,222)
Intangible assets	1,847	888
Accounts payable and accrued liabilities	(26,972)	1,100
Net cash provided by operating activities	302,122	538,109
<b>Investing Activities:</b>		
Acquisitions and additions to oil and gas properties	(588,376)	(468,980)
Additions to other property and equipment	(573)	(2,141)
Proceeds from property conveyances	26,860	
Net cash used in investing activities	(562,089)	(471,121)
<b>Financing Activities:</b>		
Credit facility borrowings	551,000	350,221
Credit facility repayments	(283,000)	(855,221)
Repurchase of stock	(5,838)	(1,991)
Debt redetermination costs	(1,552)	(2,306)
Debt offering costs		(5,906)
Proceeds from equity offering		159,736
Proceeds from debt issuance		291,279
Proceeds from exercise of stock options	284	8
Net cash provided by (used in) financing activities	260,894	(64,180)
<b>Increase in Cash and Cash Equivalents</b>	<b>927</b>	<b>2,808</b>
<b>Cash and Cash Equivalents at Beginning of Period</b>	<b>8,919</b>	<b>3,209</b>

<b>Cash and Cash Equivalents at End of Period</b>	\$ 9,846	\$ 6,017
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**Supplemental Disclosure of Cash Flow Information:**

Cash paid during the year for:

Interest (net of amount capitalized)	\$ 37,301	\$ 29,238
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*The accompanying notes are an integral part of these condensed consolidated financial statements*

7

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**Table of Contents****MARINER ENERGY, INC.****NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****1. Summary of Significant Accounting Policies**

*Operations* Mariner Energy, Inc. ( Mariner or the Company ) is an independent oil and gas exploration, development and production company with principal operations in the Permian Basin, Gulf Coast and in the Gulf of Mexico, both shelf and deepwater. Unless otherwise indicated, references to Mariner , the Company , we , our , ours us refer to Mariner Energy, Inc. and its subsidiaries collectively.

*Interim Financial Statements* The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ). Certain information and footnote disclosures normally included in financial statements prepared in conformity with generally accepted accounting principles in the United States of America ( GAAP ) have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of a normal and recurring nature) considered necessary for a fair presentation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for the entire year. These unaudited condensed consolidated financial statements included herein should be read in conjunction with the Financial Statements and Notes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2009.

*Use of Estimates* The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. The Company s most significant financial estimates are based on remaining proved natural gas and oil reserves. Estimates of proved reserves are key components of Mariner s depletion rate for natural gas and oil properties, its unevaluated properties and its full cost ceiling test. In addition, estimates are used in computing taxes, preparing accruals of operating costs and production revenues, asset retirement obligations, fair value and effectiveness of derivative instruments and fair value of stock options and the related compensation expense. Because of the inherent nature of the estimation process, actual results could differ materially from these estimates.

*Principles of Consolidation* Mariner s condensed consolidated financial statements as of and for the period ended September 30, 2010 and consolidated financial statements as of and for the period ended December 31, 2009 include its accounts and the accounts of its subsidiaries. All inter-company balances and transactions have been eliminated.

*Income Taxes* The Company s provision for taxes includes both federal and state taxes. The Company records its federal income taxes using an asset and liability approach which results in the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amount more likely than not to be recovered.

The Company had no uncertain tax positions during the nine months ended September 30, 2010 or for the year ended December 31, 2009.

*Recent Accounting Pronouncements* In July 2010, the Financial Accounting Standards Board ( FASB ) issued authoritative guidance which requires an entity to provide a greater level of disaggregated information about the credit quality of its financing receivables and its allowance for credit losses. In addition, an entity is required to disclose credit quality indicators, past due information, and modifications of its financing receivables. These disclosures are intended to help financial statement users assess an entity s credit risk exposures and evaluate the adequacy of its allowance for credit losses. The guidance is effective for interim and annual reporting periods ending on or after December 15, 2010. The Company is currently evaluating the potential impact of adopting the guidance.

**Table of Contents**

Mariner will begin complying with the disclosure requirements in its annual report on Form 10-K for the year ended December 31, 2010.

In April 2010, the FASB issued authoritative guidance which provides clarification that an employee share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trade should not be considered to contain a condition that is not a market, performance or service condition. Therefore, the award would be classified as an equity award if it otherwise qualifies as equity. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2010. The Company is currently evaluating the potential impact of adopting the guidance.

In February 2010, the FASB issued authoritative guidance which requires additional information to be disclosed principally in respect of Level 3 fair value measurements and transfers to and from Level 1 and Level 2 measurements. In addition, enhanced disclosure is required concerning inputs and valuation techniques used to determine Level 2 and Level 3 fair value measurements. The guidance is generally effective for interim and annual reporting periods beginning after December 15, 2009; however, the requirements to disclose separately purchases, sales, issuances, and settlements in the Level 3 reconciliation are effective for fiscal years beginning after December 15, 2010 (and for interim periods within such years). The Company adopted the standard effective January 1, 2010. The adoption did not have a material impact on the Company's consolidated financial position, cash flows or results of operations.

**2. Acquisitions and Dispositions**

*Onshore Acquisition* On December 31, 2009, Mariner acquired the reorganized subsidiaries and operations of Edge Petroleum Corporation (Edge). The assets acquired consist primarily of (i) estimated proved reserves, (ii) undeveloped oil and gas property, primarily in Texas and New Mexico, (iii) exploration assets in the form of seismic data, and (iv) certain tax attributes of the acquired subsidiaries. The effective date of the acquisition was June 30, 2009 and the purchase price was \$260.0 million, less adjustments which resulted in a net purchase price as of December 31, 2009 of approximately \$213.6 million, subject to final adjustments. Mariner financed the net purchase price by borrowing under its secured revolving credit facility.

*Pro Forma Financial Information:* The unaudited pro forma information set forth below gives effect to the acquisition of the reorganized Edge subsidiaries as if it had been consummated as of the beginning of the applicable period. The unaudited pro forma information has been derived from the historical Consolidated Financial Statements of the Company and of Edge. The unaudited pro forma information is for illustrative purposes only. The financial results may have been different had each of the acquired Edge subsidiaries been an independent company and had the companies always been combined. No reliance should be placed on the pro forma financial information as being indicative of the historical results that would have been achieved had the acquisition occurred in the past or the future financial results that the Company will achieve after the acquisition.

	<b>For the Three Months Ended September 30, 2009 (In thousands, except per share amounts)</b>	<b>For the Nine Months</b>
Pro Forma:		
Revenue	\$238,838	\$ 750,782
Net loss available to common stockholders	\$ (3,177)	\$ (492,186)
Basic loss per share	\$ (0.03)	\$ (5.24)
Diluted loss per share	\$ (0.03)	\$ (5.24)

**Table of Contents****3. Long-Term Debt**

As of September 30, 2010 and December 31, 2009, the Company's long-term debt was as follows:

	<b>September 30, 2010</b>	<b>December 31, 2009</b>
	<b>(In thousands)</b>	
Bank credit facility	\$ 573,000	\$ 305,000
7 1/2% Senior Notes, due April 15, 2013, net of discount	298,552	298,125
8% Senior Notes, due May 15, 2017	300,000	300,000
11 3/4% Senior Notes, due June 30, 2016, net of discount	292,378	291,725
Total long-term debt	\$ 1,463,930	\$ 1,194,850

*Bank Credit Facility* The Company has a secured revolving credit facility with a group of banks pursuant to an amended and restated credit agreement dated March 2, 2006, as further amended. The credit facility matures January 31, 2012 and is subject to a borrowing base which is redetermined periodically. The outstanding principal balance of loans under the credit facility may not exceed the borrowing base. The most recent borrowing base redetermination concluded in April 2010 when the credit facility was amended to:

Increase the borrowing base by \$150.0 million to \$950.0 million until the next redetermination under the credit agreement,

Reschedule the regular periodic borrowing base redeterminations to begin in February and August of each year,

Give the lenders an option to redetermine the borrowing base upon termination of hedge contracts with more than six months remaining in their original nominal term,

Increase the maximum permitted ratio of total debt to EBITDA (as defined in the credit agreement) to 3.5 to 1.0 from 2.5 to 1.0, and

Give Mariner optionality to issue before January 1, 2011 up to \$400.0 million in additional unsecured debt with a non-default interest rate of up to 13% per annum (plus a maximum default rate of 3%) and a scheduled maturity date no earlier than March 2, 2015. Upon closing such a debt issuance, the borrowing base automatically would reduce by 25% of the aggregate principal amount of the debt issued until otherwise redetermined under the credit agreement.

As of September 30, 2010, maximum credit availability under the facility was \$1.0 billion, including up to \$50.0 million in letters of credit, subject to a borrowing base of \$950.0 million. As of September 30, 2010, there were \$573.0 million in advances outstanding under the credit facility and four letters of credit outstanding totaling \$4.7 million, of which \$4.2 million is required for plugging and abandonment obligations at certain of the Company's offshore fields. As of September 30, 2010, after accounting for the \$4.7 million of letters of credit, the Company had \$372.3 million available to borrow under the credit facility.

Borrowings under the bank credit facility bear interest at either a LIBOR-based rate or a prime-based rate, at the Company's option, plus a specified margin. At September 30, 2010, when borrowings at both LIBOR and prime-based rates were outstanding, the blended interest rate was 2.77% on all amounts borrowed. During the nine months ended September 30, 2010, the commitment fee on unused capacity was 0.5% per annum. Commitment fees are included in Accrued interest in the Condensed Consolidated Balance Sheets in Item 1 of Part I of this Quarterly Report.

The credit facility subjects the Company to various restrictive covenants and contains other usual and customary terms and conditions, including limits on additional debt, cash dividends and other restricted payments, liens, investments, asset dispositions, mergers and speculative hedging. Financial covenants under the credit facility require



the Company to, among other things:

maintain a ratio of consolidated current assets plus the unused borrowing base to consolidated current liabilities of not less than 1.0 to 1.0; and

maintain a ratio of total debt to EBITDA (as defined in the credit agreement) of not more than 3.5 to 1.0.

**Table of Contents**

The Company was in compliance with these covenants as of September 30, 2010 when the ratio of consolidated current assets plus the unused borrowing base to consolidated current liabilities was 2.16 to 1.0 and the ratio of total debt to EBITDA was 2.71 to 1.0.

The Company's payment and performance of its obligations under the credit facility (including any obligations under commodity and interest rate hedges entered into with facility lenders) are secured by liens upon substantially all of the assets of the Company and its subsidiaries, except its Canadian subsidiary, and guaranteed by its subsidiaries, other than Mariner Energy Resources, Inc. which is a co-borrower, and its Canadian subsidiary.

**Senior Notes** In 2009, the Company sold and issued \$300.0 million aggregate principal amount of its 1 $\frac{3}{4}$ % senior notes due 2016 (the 1 $\frac{3}{4}$ % Notes). In 2007, the Company sold and issued \$300.0 million aggregate principal amount of its 8% senior notes due 2017 (the 8% Notes). In 2006, the Company sold and issued \$300.0 million aggregate principal amount of its 7 $\frac{1}{2}$ % senior notes due 2013 (the 7 $\frac{1}{2}$ % Notes and together with the 1 $\frac{3}{4}$ % Notes and the 8% Notes, the Notes). The Notes are governed by indentures that are substantially identical for each series. The Notes are senior unsecured obligations of the Company. The 11 $\frac{3}{4}$ % Notes mature on June 30, 2016 with interest payable on June 30 and December 30 of each year beginning December 30, 2009. The 8% Notes mature on May 15, 2017 with interest payable on May 15 and November 15 of each year. The 7 $\frac{1}{2}$ % Notes mature on April 15, 2013 with interest payable on April 15 and October 15 of each year. There is no sinking fund for the Notes. The Company and its restricted subsidiaries are subject to certain financial and non-financial covenants under each of the indentures governing the Notes. The Company was in compliance with the financial covenants under the Notes as of September 30, 2010.

**Capitalized Interest** For the three-month periods ended September 30, 2010 and 2009, capitalized interest totaled \$6.8 million and \$4.5 million, respectively. For the nine-month periods ended September 30, 2010 and 2009, capitalized interest totaled \$18.3 million and \$9.7 million, respectively.

**4. Stockholders Equity**

**Common Stock Offering** On June 10, 2009, the Company sold and issued 11.5 million shares of its common stock, par value \$.0001 per share, at a public offering price of \$14.50 per share in an underwritten offering registered under the 1933 Act. The total sold included 1.5 million shares issued upon full exercise of the underwriters' overallotment option. Net offering proceeds, after deducting underwriters' discounts and estimated offering expenses but before giving effect to the underwriters' reimbursement of up to \$0.5 million for offering expenses, were approximately \$159.2 million. The Company used net offering proceeds to repay debt under its bank credit facility.

**5. Oil and Gas Properties**

The Company's oil and gas properties are accounted for using the full cost method of accounting. All direct costs and certain indirect costs associated with the acquisition, exploration and development of oil and gas properties are capitalized, including eligible general and administrative costs (G&A). G&A costs associated with production, operations, marketing and general corporate activities are expensed as incurred. These capitalized costs, coupled with the Company's estimated asset retirement obligations recorded in accordance with accounting for asset retirement and environmental obligations under GAAP, are included in the amortization base and amortized to expense using the unit-of-production method. Amortization is calculated based on estimated proved oil and gas reserves. Proceeds from the sale or disposition of oil and gas properties are applied to reduce net capitalized costs unless the sale or disposition causes a significant change in the relationship between costs and the estimated value of proved reserves. For the three-month periods ended September 30, 2010 and 2009, capitalized G&A totaled \$7.0 million and \$5.0 million, respectively. For the nine-month periods ended September 30, 2010 and 2009, capitalized G&A totaled \$20.8 million and \$15.3 million, respectively.

**Table of Contents**

Capitalized costs (net of accumulated depreciation, depletion and amortization and deferred income taxes) of proved oil and gas properties are subject to a full cost ceiling limitation. The ceiling limits these costs to an amount equal to the present value, discounted at 10%, of estimated future net cash flows from estimated proved reserves less estimated future operating and development costs, abandonment costs (net of salvage value) and estimated related future income taxes. In accordance with SEC rules, the natural gas and oil prices used to calculate the full cost ceiling limitation for periods ending on or after December 31, 2009 are the 12-month average prices, calculated as the unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month period prior to the end of the reporting period, unless prices are defined by contractual arrangements. Prices are adjusted for basis or location differentials. Price is held constant over the life of the reserves. The Company uses derivative financial instruments that qualify for cash flow hedge accounting under GAAP to hedge against the volatility of oil and natural gas prices. In accordance with SEC guidelines, Mariner includes estimated future cash flows from its hedging program in the ceiling test calculation. If net capitalized costs related to proved properties exceed the ceiling limit, the excess is impaired and recorded in the Condensed Consolidated Statement of Operations.

For the three months ended September 30, 2010 the ceiling limit exceeded the net capitalized costs of the Company's proved oil and gas properties and no impairment was recorded. The ceiling limit of its proved reserves for the three months ended September 30, 2010 was calculated based upon 12-month average prices of \$4.41 per Mcf for gas and \$77.34 per barrel for oil, calculated as the unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month period prior to the end of the reporting period, unless prices are defined by contractual arrangements. Prices are adjusted for basis or location differentials. The Company may be required to recognize non-cash impairment charges in future reporting periods if average 12-month market prices for oil and natural gas were to decline. At September 30, 2010, the Company had 67,383,758 MMBtus of natural gas and 3,656,456 Bbls of oil of future production hedged.

Based on quoted market prices adjusted for market differentials of \$3.30 per Mcf for gas and \$70.21 per barrel for oil at September 30, 2009, the net capitalized cost of proved oil and gas properties exceeded the ceiling limit and the Company calculated a non-cash ceiling test impairment of \$4.6 million (\$3.0 million, net of tax) for the third quarter. The indicated impairment would have been \$71.6 million (\$46.0 million, net of tax) if the Company had not used hedge adjusted prices for the volumes that were subject to hedges. In accordance SEC guidelines in effect at September 30, 2009, subsequent commodity price increases could be utilized to calculate the ceiling value and reserves. Subsequent to September 30, 2009 the quoted market prices of gas and oil increased. Based on commodity prices of \$4.10 per Mcf for gas and \$77.04 per barrel for oil at October 30, 2009, the net capitalized cost of proved oil and gas properties did not exceed the ceiling limit and the Company did not record an impairment for the three months ended September 30, 2009.

No ceiling test impairment was recorded for the nine months ended September 30, 2010. The Company recorded a non-cash ceiling test impairment of \$704.7 million (\$454.6 million, net of tax) for the nine months ended September 30, 2009 as a result of the net capitalized cost of proved oil and gas properties exceeding the ceiling limit at March 31, 2009. The impairment would have been \$808.0 million (\$521.3 million, net of tax) if the Company had not used hedge adjusted prices for the volumes that were subject to hedges. The ceiling limit of its proved reserves was calculated based upon quoted market prices adjusted for market differentials of \$3.63 per Mcf for gas and \$49.65 per barrel for oil at March 31, 2009.

**6. Accrual for Future Abandonment Liabilities**

In accordance with accounting for asset retirement and environmental obligations under GAAP, the Company records the fair value of a liability for the legal obligation to retire an asset in the period in which it is incurred with the corresponding cost capitalized by increasing the carrying amount of the related long-lived asset. Upon adoption, the Company recorded an asset retirement obligation to reflect the Company's legal obligations related to future plugging and abandonment of its oil and natural gas wells. The liability is accreted to its then present value each period, and the capitalized cost is depreciated over the useful life of the related asset. If the liability is settled for an amount other than the recorded amount, the difference is recognized in proved oil and gas properties.

To estimate the fair value of an asset retirement obligation, the Company employs a present value technique, which reflects certain assumptions, including its credit-adjusted risk-free interest rate, the estimated settlement date



**Table of Contents**

of the liability and the estimated current cost to settle the liability. Changes in timing or to the original estimate of cash flows will result in changes to the carrying amount of the liability.

The following roll forward is provided as a reconciliation of the beginning and ending aggregate carrying amounts of the asset retirement obligation:

	<b>(In thousands)</b>
Abandonment liability as of January 1, 2010 (1)	\$ 417,887
Liabilities incurred	1,092
Liabilities settled	(42,597)
Accretion expense	26,786
Revisions to previous estimates	(21,350)
Abandonment liability as of September 30, 2010 (2)	\$ 381,818

(1) Includes \$54.9 million classified as a current liability at January 1, 2010.

(2) Includes \$80.2 million classified as a current liability at September 30, 2010.

In September 2010, the Bureau of Ocean Energy Management, Regulation and Enforcement ( BOEM ) along with the U.S. Department of the Interior ( DOI ) issued a Notice to Lessees ( NTL ) to require oil and gas companies operating in the Gulf of Mexico to set permanent plugs in nonproducing wells that are currently completed with a subsurface safety valve in place and to dismantle oil and gas production platforms no longer being used for exploration or production. The NTL mandates that any well that has not been used during the past five years for exploration or production must be plugged, and associated production platforms and pipelines must be decommissioned if no longer involved with exploration or production activities. The NTL became effective October 15, 2010 and companies have 120 days from then to submit a company-wide plan for decommissioning these facilities and wells. Mariner is developing a plan and evaluating the impact that compliance with the NTL will have on the Company s abandonment liability.

### **7. Share-Based Compensation**

*Applicable Plans* In May 2009, the Company s stockholders approved the Mariner Energy, Inc. Third Amended and Restated Stock Incentive Plan (the Stock Incentive Plan ) in which the Company s directors, employees and consultants are eligible to participate. Awards of up to an aggregate 12,500,000 shares of the Company s common stock may be made under the Stock Incentive Plan in the form of incentive stock options, non-qualified stock options or restricted stock. Restricted common stock and non-qualified stock options are outstanding under the Stock Incentive Plan. Options to purchase the Company s common stock granted to certain employees in connection with a March 2006 merger transaction also are outstanding but are not governed by the Stock Incentive Plan ( Rollover Options ).

*Plan Activity* The Company recorded total compensation expense related to restricted stock and stock options of \$6.1 million and \$7.0 million for the three-month periods ended September 30, 2010 and 2009, respectively and \$20.1 million and \$21.1 million for the nine-month periods ended September 30, 2010 and 2009, respectively. Unrecognized compensation expense at September 30, 2010 for the unvested portion of restricted stock granted under the Stock Incentive Plan was \$51.0 million and for unvested options was \$0.

Share-based compensation, including restricted stock and options under each of the Company s plans, for the periods reflected was as follows:

<b>Three Months</b>		<b>Nine Months</b>	
<b>Ended September 30,</b>			
<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>

	<b>(In thousands)</b>			
Share-based compensation included in:				
General and administrative expense	\$ 5,211	\$ 6,152	\$ 17,051	\$ 18,360
Oil and natural gas properties under full cost method	889	818	3,020	2,754
Total share-based compensation	\$ 6,100	\$ 6,970	\$ 20,071	\$ 21,114

**Table of Contents**

Share-based compensation charged to earnings for the periods reflected was as follows:

	<b>Three Months</b>		<b>Nine Months</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>Ended September 30,</b>			
	<b>(In thousands)</b>			
Charged to earnings	\$ 5,211	\$ 6,152	\$ 17,051	\$ 18,360
Tax benefit	(2,319)	(2,184)	(6,786)	(6,554)
	\$ 2,892	\$ 3,968	\$ 10,265	\$ 11,806

The following table presents a summary of stock option activity under the Stock Incentive Plan and under Rollover Options for the nine months ended September 30, 2010:

	<b>Shares</b>	<b>Weighted</b>	<b>Aggregate</b>
		<b>Average Exercise Price</b>	<b>Intrinsic Value (1)</b>
			<b>(In thousands)</b>
Outstanding at January 1, 2010	644,160	\$ 13.88	\$ 6,667
Granted			
Exercised	(24,118)	11.77	(301)
Forfeited	(1,600)	14.00	(16)
Outstanding and exercisable at September 30, 2010	618,442	13.96	\$ 6,350

(1) Based upon the difference between the closing price per share of Mariner's common stock on September 30, 2010 of \$24.23 and the option exercise price of in-the-money options.

A summary of the activity for unvested restricted stock awards under the Stock Incentive Plan as of September 30, 2010 and 2009, respectively, and changes during the nine-month periods then ended is as follows:

	<b>Restricted Shares under Stock Incentive Plan</b>	
	<b>2010</b>	<b>2009</b>
Total unvested shares at beginning of period: January 1	3,660,265	2,697,926
Shares granted (1)	1,709,086	1,708,795
Shares vested	(965,222)	(591,049)
Shares forfeited (2)	(12,995)	(25,131)
Total unvested shares at end of period: September 30	4,391,134	3,790,541
Available for future grant as options or restricted stock	5,676,336	7,021,666

(1) Includes 92,832 shares granted during the three months ended September 30, 2010 and 4,741 shares granted during the nine months ended September 30, 2009 under the Stock Incentive Plan's 2008 Long-Term Performance-Based Restricted Stock Program discussed below.

- (2) Includes 4,741 shares forfeited in each of the nine months ended September 30, 2010 and 2009 under the Stock Incentive Plan's 2008 Long-Term Performance-Based Restricted Stock Program.



**Table of Contents**

The following table summarizes the status under the provisions for accounting for stock compensation under GAAP of the Company's restricted stock, including long-term performance based restricted stock, at September 30, 2010 and the changes during the nine months then ended:

	<b>Equity Instruments</b>	<b>Weighted Average Fair Value</b>	<b>Aggregate Intrinsic Value (\$ thousands)</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>
	<b>(thousands)</b>			
Unvested at January 1, 2010	3,660,265	\$ 21.51	\$ 78,734	
Granted	1,709,086	15.67	26,776	
Vested	(965,222)	17.61	(16,997)	
Forfeited	(12,995)	15.21	(198)	
Unvested at September 30, 2010	4,391,134	20.11	\$ 88,315	5.83

*Long-Term Performance-Based Restricted Stock Program* In June 2008, Mariner's board of directors adopted a Long-Term Performance-Based Restricted Stock Program (the Program) under the Stock Incentive Plan. Shares of restricted common stock subject to the Program were granted in 2008, 2009 and 2010. Vesting of these shares is contingent, begins upon satisfaction of specified thresholds of \$38.00 and \$46.00 for the market price per share of Mariner's common stock, and continues in installments over five to seven years thereafter, assuming, in most instances, continued employment by Mariner. The fair value of restricted stock grants made under the Program is estimated using a Monte Carlo simulation. For the three months and nine months ended September 30, 2010, stock-based compensation expense related to these restricted stock grants totaled \$1.9 million and \$6.4 million, respectively.

Weighted average fair values and valuation assumptions used to value Program grants for the quarter ended September 30, 2010 are as follows:

	<b>Quarter Ended September 30, 2010</b>
Weighted average fair value of grants	\$ 16.02
Expected volatility	60.24%
Risk-free interest rate	4.20%
Dividend yield	0.00%
Expected life	10 years

Expected volatility is calculated based on the average historical stock price volatility of Mariner and a peer group as of September 30, 2010. The peer group consisted of the following seven independent oil and gas exploration and production companies: ATP Oil & Gas Corporation, Callon Petroleum Co., Energy Partners, Ltd., McMoRan Exploration Co., Plains Exploration & Production Company, Stone Energy Corporation and W&T Offshore, Inc. The risk-free interest rate is determined at the grant date and is based on 10-year, zero-coupon government bonds with maturity equal to the contractual term of the awards, converted to a continuously compounded rate. The expected life is based upon the contractual terms of the restricted stock grants under the Program.

**8. Derivative Financial Instruments and Hedging Activities**

The energy markets historically have been very volatile, and Mariner expects oil and gas prices will be subject to wide fluctuations in the future. In an effort to reduce the effects of the volatility of the price of oil and natural gas on the Company's operations, management has elected to hedge oil and natural gas prices from time to time through the use of commodity price swap agreements and costless collars. While the use of these hedging arrangements limits the

downside risk of adverse price movements, it also limits future gains from favorable movements. In addition, forward price curves and estimates of future volatility are used to assess and measure the ineffectiveness of the Company's open contracts at the end of each period.

For derivative contracts that are designated and qualify as cash flow hedges pursuant to accounting for derivatives and hedging under GAAP, the portion of the gain or loss on the derivative instrument that is effective in offsetting the variable cash flows associated with the hedged forecasted transaction is reported as a component of

**Table of Contents**

other comprehensive income and reclassified into earnings in the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings (e.g., in revenues when the hedged transactions are commodity sales). The remaining gain or loss on the derivative contract in excess of the cumulative change in the present value of future cash flows of the hedged item, if any (i.e., the ineffective portion) is recognized in earnings during the current period. The Company currently does not exclude any component of the derivative contracts gain or loss from the assessment of hedge effectiveness.

On January 29, 2009, the Company liquidated crude oil fixed price swaps that previously had been designated as cash flow hedges for accounting purposes in respect of 977,000 barrels of crude oil in exchange for a cash payment to Mariner of \$10.0 million and installment payments of \$13.5 million to be paid monthly to Mariner through 2009. On April 16, 2009, the Company received a \$10.5 million cash settlement on the hedges that were settled in monthly installments at January 29, 2009. Since, at the time of liquidation, the forecasted sales of crude oil volumes were still expected to occur, the accumulated losses through January 29, 2009 on the related derivative contracts remained in accumulated other comprehensive income. These accumulated losses were reclassified to oil revenues throughout 2009 as the physical transactions occurred. Additionally, all changes in the value of these derivative contracts subsequent to January 29, 2009 were also reclassified monthly from accumulated other comprehensive income to current period oil revenues. The table immediately below reflects these reclassifications for the three months and nine months ended September 30, 2009.

Derivative gains and losses are recorded by commodity type in oil and gas revenues in the Condensed Consolidated Statements of Operations. The effects on the Company's oil and gas revenues from its hedging activities were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
	(In thousands)			
Cash Gain on Settlements (1)	\$ 10,745	\$ 52,644	\$ 22,658	\$ 173,648
Reclassification of Liquidated Swaps (2)		3,859		17,059
Gain (Loss) on Hedge Ineffectiveness (3)	137	(809)	1,757	(812)
Total	\$ 10,882	\$ 55,694	\$ 24,415	\$ 189,895

(1) Designated as cash flow hedges pursuant to accounting for derivatives and hedging under GAAP.

(2) Net gain realized in 2009 on liquidated natural gas and crude oil fixed price swaps that do not qualify for hedge accounting.

(3) Unrealized gain (loss) recognized in natural gas revenue related to the ineffective portion of open contracts designated as cash flow hedges that are not eligible for deferral under GAAP due primarily to the basis differentials between the contract price and the indexed price at the point of sale.

As of September 30, 2010, the Company had the following hedge contracts outstanding:

Fixed Price Swaps	Quantity	Weighted Average Fixed Price	Fair Value Asset/(Liability) (In thousands)
Natural Gas (MMbtus)			
October 1 – December 31, 2010	9,815,113	\$ 5.57	\$ 15,897

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January 1	December 31, 2011	29,389,843	\$	5.79	39,936
January 1	December 31, 2012	22,338,802	\$	6.11	22,701
January 1	December 31, 2013	5,840,000	\$	6.76	8,210
<b>Crude Oil (Bbls)</b>					
October 1	December 31, 2010	775,192	\$	73.36	(6,044)
January 1	December 31, 2011	1,978,364	\$	79.33	(10,315)
January 1	December 31, 2012	494,100	\$	80.76	(3,004)
January 1	December 31, 2013	408,800	\$	82.81	(2,148)
Total					\$ 65,233

**Table of Contents**

The Company has reviewed the financial strength of its counterparties and believes the credit risk associated with these swaps to be minimal. Hedges with counterparties that are lenders under the Company's bank credit facility are secured under the bank credit facility.

For derivative instruments that are not designated as a hedge for accounting purposes, all realized and unrealized gains and losses are recognized in the consolidated statement of operations during the current period. This will result in non-cash gains or losses being reported in Mariner's operating results.

As of September 30, 2010, the Company expects to realize within the next 12 months a net gain of approximately \$35.5 million resulting from hedging activities that are currently recorded in accumulated other comprehensive income. The net hedging gain is expected to be realized as a decrease of \$15.3 million to oil revenues and an increase of \$50.8 million to natural gas revenues.

**Additional Disclosures about Derivative Instruments and Hedging Activities**

At September 30, 2010 and December 31, 2009, the Company had derivative financial instruments under GAAP recorded in its consolidated balance sheets as set forth below (in thousands). The fair values are recorded by netting asset and liability positions where counterparty master netting arrangements contain provisions for net settlement. See Note 12, "Fair Value Measurement" for information regarding the methods and assumptions used to estimate the fair values of the Company's derivative financial instruments.

**Fair Value of Derivative Contracts****Asset Derivatives**

		September 30, 2010		December 31, 2009	
		Balance sheet		Balance sheet	
		Location	Fair value	Location	Fair value
<b>Derivatives designated as cash flow hedging contracts</b>					
Fixed Price Swaps	Current Assets: Derivative financial instruments		\$ 42,809	Current Assets: Derivative financial instruments	\$ 2,239
	Long-Term Assets: Derivative Financial Instruments		33,366	Long-Term Assets: Derivative Financial Instruments	902
		Total:	\$ 76,175	Total:	\$ 3,141

**Fair Value of Derivative Contracts****Liability Derivatives**

		September 30, 2010		December 31, 2009	
		Balance sheet		Balance sheet	
		Location	Fair value	Location	Fair value
<b>Derivatives designated as cash flow hedging contracts</b>					
Fixed Price Swaps	Current Liabilities: Derivative financial instruments		\$ 7,329	Current Liabilities: Derivative financial instruments	\$ 27,708
	Long-Term Liabilities: Derivative financial instruments		3,613	Long-Term Liabilities: Derivative financial instruments	15,017
		Total:	\$ 10,942	Total:	\$ 42,725

For the three months ended September 30, 2010 and 2009, the effect on income (loss) of derivative financial instruments under GAAP was as follows (in thousands):

Amount of	Location of	Amount of gain/(loss)
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Derivatives designated as cash flow hedging contracts under GAAP	gain/(loss) recognized in OCI on derivative (effective portion) Third Quarter		gain/(loss) reclassified from Accumulated OCI into income (effective portion) Third Quarter	reclassified from Accumulated OCI into income (effective portion) Third Quarter	Location of gain/(loss) recognized in income on derivative (ineffective portion) Revenues-Natural Gas	Amount of gain/(loss) recognized in income on derivative (ineffective portion) Third Quarter		
	2010	2009				2010	2009	2010
Fixed Price Swaps	\$ 38,638	\$ (21,216)	Gas Revenues-Crude Oil Total	\$ 12,628 (1,883) 2,123 \$ 10,745	\$ 50,521 2,123 \$ 52,644	Revenues-Natural Gas	\$ 137	\$ (809)

Derivatives not designated as cash flow hedging contracts under GAAP	Location of (loss)/gain recognized in income on derivative	Amount of (loss)/gain recognized in income on derivative	
		Third Quarter 2010	Third Quarter 2009
Fixed Price Swaps	Revenues-Natural Gas Revenues-Crude Oil Total	\$	\$ (1,837) 5,696 3,859

**Table of Contents**

For the nine months ended September 30, 2010 and 2009, the effect on income (loss) of derivative financial instruments under GAAP was as follows (in thousands):

Derivatives	Amount of		Location	Amount of gain/(loss)		Amount of		
	gain	recognized in OCI	of gain/(loss) reclassified from Accumulated OCI into	reclassified from Accumulated OCI into	income (effective portion)	gain/(loss) recognized in income	on derivative (ineffective portion) Nine Months Ended September 30,	
designated as cash flow hedging contracts under GAAP	on derivative (effective portion)	Nine Months Ended September 30,	Accumulated OCI into income (effective portion)	income (effective portion)	Nine Months Ended September 30,	Location of gain/(loss) recognized in income on derivative (ineffective portion)	Nine Months Ended September 30,	
	2010	2009	Revenues-Natural Gas	2010	2009	Revenues-Natural Gas	2010	2009
Fixed Price Swaps	\$ 127,475	\$ 42,135	Oil	\$ 32,985	\$ 152,334	Oil	\$ 1,757	\$ (812)
			Total	\$ 22,658	\$ 173,648			

Derivatives not designated as cash flow hedging contracts under GAAP	Amount of (loss)/gain recognized	
	Location of (loss)/gain recognized in income on derivative	Nine Months Ended September 30, 2009
Fixed Price Swaps	Revenues-Natural Gas	\$ (1,837)
	Revenues-Crude Oil	18,896
	Total	\$ 17,059

See Note 11, Comprehensive Income (Loss) for more information related to the Company's derivative financial instruments.

**9. Commitments and Contingencies**

*Minimum Future Lease Payments* The Company leases certain office facilities and other equipment under long-term operating lease arrangements. Minimum future lease obligations under the Company's operating leases in

effect at September 30, 2010 are as follows:

	<b>(In thousands)</b>
2011	\$ 739
2012	2,886
2013	2,467
2014	2,101
2015 and thereafter	8,228

*Other Commitments* In the ordinary course of business, the Company enters into long-term commitments to purchase seismic data and other geological information such as maps, logs and studies. The minimum annual payments under these contracts are \$4.0 million in 2011.

*Insurance Matters*

*Current Insurance Against Hurricanes*

Mariner is a member of OIL Insurance Limited ( OIL ), an energy industry insurance cooperative, which provides Mariner windstorm insurance coverage. During 2009, the coverage was subject to a \$10.0 million per-occurrence deductible, a \$250.0 million per-occurrence loss limit, and a \$750.0 million industry aggregate per-event loss limit. Effective January 1, 2010, the coverage is subject to a \$10.0 million per-occurrence deductible; a \$150.0 million per-occurrence loss limit per member that Mariner elected to supplement with \$25.0 million in additional coverage which if used, would be repayable, interest free, over five years; an annual maximum of \$300.0 million per member; and a \$750.0 million industry aggregate per-event loss limit. Annual industry windstorm losses of \$300.0 million or less will be mutualized among all members. Annual industry windstorm losses exceeding \$300.0 million will be mutualized among windstorm members in two pools, one for offshore and one for onshore, with future premiums based upon a pool's loss experience and a member's weighted percent of the pool's asset base. Mariner anticipates these changes to increase its loss retention by approximately \$100.0 million for windstorm losses, which it expects to either self insure, insure through the commercial market, insure through the purchase of additional OIL coverage or a combination of these.



**Table of Contents**

Mariner annually considers whether the commercial market offers supplemental or excess insurance that would, based on Mariner's historical experience, supplement its OIL coverage on a cost-effective basis. In 2010, Mariner elected to purchase insurance from the commercial market to supplement the reduced windstorm coverage offered by OIL. The supplemental insurance will provide up to an additional \$78.3 million of aggregate annual coverage in respect of windstorms, of which up to \$49.1 million could cover revenues lost as a result of constructive total losses of third-party owned structures through which a material amount of Mariner production is routed and cannot be rerouted.

As of September 30, 2010, Mariner accrued approximately \$41.2 million for an OIL withdrawal premium contingency. As part of its OIL membership, Mariner is obligated to pay a withdrawal premium if it elects to withdraw from OIL. Mariner does not anticipate withdrawing from OIL; however, due to the contingency, Mariner periodically reassesses the sufficiency of its accrued withdrawal premium based on OIL's periodic calculation of the potential withdrawal premium in light of past losses, and Mariner may adjust its accrual accordingly in the future. OIL requires smaller members to provide a letter of credit or other acceptable security in favor of OIL to secure payment of the withdrawal premium. Acceptable security has included a letter of credit or a security agreement pursuant to which a member grants OIL a security interest in certain claim proceeds payable by OIL to the member. Mariner has entered into such a security agreement, granting to OIL a senior security interest in up to the next \$50.0 million in excess of \$100.0 million of Mariner's Hurricane Ike claim proceeds payable by OIL. Mariner has the ability to replace the security agreement with a letter of credit or other acceptable security in favor of OIL.

*Hurricane Ike (2008)*

In 2008, the Company's operations were adversely affected by Hurricane Ike. The hurricane resulted in shut-in and delayed production as well as facility repairs and replacement expenses. The Company estimates that repairs and plugging and abandonment costs resulting from Hurricane Ike will total approximately \$160.0 million net to Mariner's interest. OIL has advised the Company that industry-wide damages from Hurricane Ike are expected to substantially exceed OIL's \$750.0 million industry aggregate per event loss limit and that OIL expects to initially prorate the payout of all OIL members' Hurricane Ike claims at approximately 50%, subject to further adjustment. OIL also has indicated that the scaling factor it expects to apply to Mariner's Hurricane Ike claims will result in settlement at less than 70%. Mariner expects that approximately 75% of the shortfall in its primary insurance coverage will be covered under applicable commercial excess coverage. In respect of Hurricane Ike claims that the Company made through September 30, 2010, the Company received approximately \$37.0 million from OIL and \$14.0 million from excess carriers. Although in 2009 Mariner started receiving payment in respect of its Hurricane Ike claims, due to the magnitude of the storm and the complexity of the insurance claims being processed by the insurance industry, Mariner expects to maintain a potentially significant insurance receivable through 2010 while it actively pursues settlement.

*Litigation* The Company, in the ordinary course of business, is a claimant and/or a defendant in various legal proceedings, including proceedings as to which the Company has insurance coverage and those that may involve the filing of liens against the Company or its assets. The Company does not consider its exposure in these proceedings, individually or in the aggregate, to be material.

*Letters of Credit* Mariner's bank credit facility has a letter of credit subfacility of up to \$50.0 million that is included as a use of the borrowing base. As of September 30, 2010, four such letters of credit totaling \$4.7 million were outstanding of which \$4.2 million is required for plugging and abandonment obligations at certain of Mariner's offshore fields.

*Gulf of Mexico Oil Spill* As a result of the *Deepwater Horizon* incidents in April 2010, the DOI has issued a series of reforms to the oversight and management of offshore drilling activities on the federal Outer Continental Shelf (OCS). On July 12, 2010, the Secretary of the DOI directed the BOEM to issue a suspension until November 30, 2010 of drilling activities that use subsea blowout preventers or surface blowout preventers on floating facilities. The moratorium was suspended on October 12, 2010. However, Mariner's Gulf of Mexico offshore operations have been impacted and likely may be impacted in the future by increased regulatory oversight and permitting delays, which may increase the cost of OCS wells such as Lucius, Heidelberg and Bass Lite, and delay drilling and production therefrom.

**Table of Contents****10. Earnings per Share**

Basic earnings per share does not include dilution and is computed by dividing net income or loss attributed to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur upon vesting of restricted common stock or exercise of options to purchase common stock.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands, except per share data)</b>			
<b>Numerator:</b>				
Net Income (Loss)	\$ 1,821	\$ 4,222	\$ 18,788	\$ (402,683)
<b>Denominator:</b>				
Weighted average shares outstanding	101,521	100,753	101,297	93,849
Add dilutive securities				
Options	220	11	196	
Restricted stock	1,034	321	1,108	
 Total weighted average shares outstanding and dilutive securities	 102,775	 101,085	 102,601	 93,849
 <b>Net Income (Loss) per share:</b>				
<b>Basic:</b>	\$ 0.02	\$ 0.04	\$ 0.19	\$ (4.29)
<b>Diluted:</b>	\$ 0.02	\$ 0.04	\$ 0.18	\$ (4.29)

Shares issuable upon exercise of options to purchase common stock and unvested shares of restricted stock that would have been anti-dilutive are excluded from the computation of diluted earnings per share. For the nine months ended September 30, 2010, none of the Company's shares issuable upon exercise of stock options and approximately 1,099,000 unvested shares of restricted stock were excluded from the computation of diluted earnings per share because the effect was anti-dilutive. For the three months ended September 30, 2010, none of the Company's shares issuable upon exercise of stock options and approximately 1,085,000 unvested shares of restricted stock were excluded from the computation of diluted earnings per share because the effect was anti-dilutive. As a result of the Company's net loss for the nine months ended September 30, 2009, all of the Company's shares issuable upon exercise of stock options and unvested shares of restricted stock (approximately 644,721 and 1,969,881, respectively) were excluded from the computation of diluted earnings per share because the effect was anti-dilutive. For the three months ended September 30, 2009, 612,805 shares issuable upon exercise of stock options and 1,793,914 unvested shares of restricted stock were excluded from the computation of diluted earnings per share because the effect was anti-dilutive.

The provisions of Accounting Standards Codification Topic 260, Earnings Per Share, state that unvested share-based payment awards that contain rights to receive nonforfeitable dividends or dividend equivalents are participating securities prior to vesting and are required to be included in the earnings allocations in computing basic earnings per share under the two-class method. These participating securities had a negligible impact on earnings per share.

**Table of Contents****11. Comprehensive Income (Loss)**

Comprehensive income (loss) includes net income (loss) and certain items recorded directly to stockholders' equity and classified as other comprehensive income (loss). The table below summarizes comprehensive income (loss) and provides the components of the change in accumulated other comprehensive income (loss) for the three months and nine months ended September 30, 2010 and 2009:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Net Income (Loss)	\$ 1,821	\$ 4,222	\$ 18,788	\$ (402,683)
Other comprehensive income (loss), net of tax:				
Change in fair value of derivative hedging instruments, net of taxes	24,767	6,921	81,780	53,797
Derivative contracts settled and reclassified, net of taxes	(6,975)	(35,717)	(15,650)	(121,780)
Foreign currency translation adjustment	95		(68)	
Change in accumulated other comprehensive income (loss)	17,887	(28,796)	66,062	(67,983)
Comprehensive income (loss)	\$ 19,708	\$ (24,574)	\$ 84,850	\$ (470,666)

**12. Fair Value Measurement**

Certain of Mariner's assets and liabilities are reported at fair value in the accompanying Condensed Consolidated Balance Sheets. Such assets and liabilities include amounts for both financial and nonfinancial instruments. The carrying values of cash and cash equivalents, accounts receivable and accounts payable (including income taxes payable and accrued expenses) approximated fair value at September 30, 2010 and December 31, 2009. These assets and liabilities are not included in the following tables.

GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. As presented in the table below, the hierarchy consists of three broad levels. Level 1 inputs on the hierarchy consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority. Level 2 inputs are market-based and are directly or indirectly observable but not considered Level 1 quoted prices, including quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; or valuation techniques whose inputs are observable. Where observable inputs are available, directly or indirectly, for substantially the full term of the asset or liability, the instrument is categorized in Level 2. Level 3 inputs are unobservable (meaning they reflect Mariner's own assumptions regarding how market participants would price the asset or liability based on the best available information) and therefore have the lowest priority. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Mariner believes it uses appropriate valuation techniques based on the available inputs to measure the fair values of its assets and liabilities.

GAAP requires a credit adjustment for non-performance in calculating the fair value of financial instruments. The credit adjustment for derivatives in an asset position is determined based on the credit rating of the counterparty and the credit adjustment for derivatives in a liability position is determined based on Mariner's credit rating.

**Table of Contents**

The following table provides fair value measurement information for the Company's derivative financial instruments.

	Fair Value Measurements Using:			Total Fair Value(1)	Netting	Carrying Amount
	Quoted Prices in Active Markets (Level 1)	other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)			
<b>As of September 30, 2010</b>						
Natural gas and crude oil fixed price swaps - Short Term	\$	\$ 52,066	\$	\$ 52,066	\$ (16,586)	\$ 35,480
Natural gas and crude oil fixed price swaps - Long Term		35,932		35,932	(6,179)	29,753
Total Derivative Financial Instruments	\$	\$ 87,998	\$	\$ 87,998	\$ (22,765)	\$ 65,233
<b>As of December 31, 2009</b>						
Natural gas and crude oil fixed price swaps - Short Term	\$	\$ (27,708)	\$	\$ (27,708)	\$ 2,239	\$ (25,469)
Natural gas and crude oil fixed price swaps - Long Term		(16,562)		(16,562)	2,447	(14,115)
Total Derivative Financial Instruments	\$	\$ (44,270)	\$	\$ (44,270)	\$ 4,686	\$ (39,584)

(1) Derivative fair values are based on analysis of each contract as required by accounting for fair value measurements and disclosures under GAAP. Derivative assets and liabilities with the same counterparty are presented here on a gross basis even where the legal right of offset exists.

The following methods and assumptions were used to estimate the fair values of Mariner's derivative financial instruments in the table above.

**Level 2 Fair Value Measurements**

The fair values of the natural gas and crude oil fixed price swaps are estimated using internal discounted cash flow calculations based upon forward commodity price curves, terms of each contract, and a credit adjustment based on the credit rating of the Company and its counterparties as of September 30, 2010.

**Level 3 Fair Value Measurements**

The Company had no Level 3 financial instruments as of September 30, 2010.

The following disclosure of the estimated fair value of financial instruments is made in accordance with the requirements of accounting for financial instruments under GAAP, which Mariner adopted effective March 31, 2009. The estimated fair value amounts have been determined using available market information and valuation methodologies described below. Considerable judgment is required in interpreting market data to develop the estimates of fair value. The use of different market assumptions or valuation methodologies may have a material effect on the estimated fair value amounts.

**Table of Contents**

The carrying amounts and fair values of the Company's long-term debt are as follows:

<b>Long-term Debt</b>	<b>September 30, 2010</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>
	<b>(In thousands)</b>	
Bank credit facility	\$ 573,000	\$ 573,000
7 1/2% Notes, net of discount	298,552	311,064
8% Notes	300,000	326,625
11 3/4% Notes, net of discount	292,378	379,500
<b>Total long-term debt</b>	<b>\$ 1,463,930</b>	<b>\$ 1,590,189</b>

The fair value of the amounts outstanding under the bank credit facility at September 30, 2010 is based on rates currently available for debt instruments with similar terms and average maturities from companies with similar credit ratings in the industry. The fair value of the Notes, excluding discount, is based on quoted market prices based on trades of such debt at September 30, 2010 or the nearest actual trade date.

**13. Segment Information**

The FASB issued authoritative guidance establishing standards for reporting information about operating segments. Operating segments are defined as components of an enterprise that engage in activities from which it may earn revenues and incur expenses. Separate financial information is available and this information is regularly evaluated by the chief decision maker for the purpose of allocating resources and assessing performance.

Mariner measures financial performance as a single enterprise, allocating capital resources on a project-by-project basis across its entire asset base to maximize profitability. Mariner utilizes a company-wide management team that administers all enterprise operations encompassing the exploration, development and production of natural gas and oil. Since Mariner follows the full cost method of accounting and all of its oil and gas properties and operations are located in the United States, the Company has determined that it has one reporting unit. Inasmuch as Mariner is one enterprise, the Company does not maintain comprehensive financial statement information by area but does track basic operational data by area.

**14. Supplemental Guarantor Information**

On June 10, 2009, the Company sold and issued \$300.0 million aggregate principal amount of its 11 3/4% Notes. On April 30, 2007, the Company sold and issued \$300.0 million aggregate principal amount of its 8% Notes. On April 24, 2006, the Company sold and issued to eligible purchasers \$300.0 million aggregate principal amount of its 7 1/2% Notes. The Notes are jointly and severally guaranteed on a senior unsecured basis by the Company's existing and certain of its future domestic subsidiaries ( "Subsidiary Guarantors" ). The guarantees are full and unconditional, and the guarantors are wholly-owned. In the future, the guarantees may be released or terminated under certain circumstances.

The following information sets forth Mariner's Condensed Consolidating Balance Sheets as of September 30, 2010 and December 31, 2009, its Condensed Consolidating Statements of Operations for the three months and nine months ended September 30, 2010 and 2009, and its Condensed Consolidating Statements of Cash Flows for the nine months ended September 30, 2010 and 2009.

Mariner accounts for investments in its subsidiaries using the equity method of accounting; accordingly, entries necessary to consolidate Mariner, the parent company, and its Subsidiary Guarantors are reflected in the eliminations column.

**Table of Contents**

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING BALANCE SHEET (Unaudited)**  
**September 30, 2010**  
(In thousands except share data)

	Parent Company	Subsidiary Guarantors	Subsidiary Non- Guarantors	Eliminations	Consolidated Mariner Energy, Inc.
<b>Current Assets:</b>					
Cash and cash equivalents	\$ 7,394	\$ 2,181	\$ 271	\$	\$ 9,846
Receivables, net of allowances	68,926	59,797	(4)		128,719
Insurance receivables	54	7,627			7,681
Derivative financial instruments	42,809				42,809
Intangible assets	7,268				7,268
Prepaid expenses and other	26,910	1,474			28,384
<b>Total current assets</b>	<b>153,361</b>	<b>71,079</b>	<b>267</b>		<b>224,707</b>
<b>Property and Equipment:</b>					
Proved oil and gas properties, full cost method	2,791,203	2,680,414	787		5,472,404
Unproved properties, not subject to amortization	401,243	46,080	5,841		453,164
<b>Total oil and gas properties</b>	<b>3,192,446</b>	<b>2,726,494</b>	<b>6,628</b>		<b>5,925,568</b>
Other property and equipment	20,480	35,358	430		56,268
Accumulated depreciation, depletion and amortization:					
Proved oil and gas properties	(1,644,963)	(1,498,031)			(3,142,994)
Other property and equipment	(8,066)	(2,969)	(81)		(11,116)
Accumulated depreciation, depletion and amortization	(1,653,029)	(1,501,000)	(81)		(3,154,110)
<b>Total property and equipment, net</b>	<b>1,559,897</b>	<b>1,260,852</b>	<b>6,977</b>		<b>2,827,726</b>
Investment in Subsidiaries	709,629			(709,629)	
Intercompany Receivables	204,562			(204,562)	
Intercompany Note Receivable	7,175			(7,175)	
Derivative Financial Instruments	33,366				33,366
Deferred income tax	15,701	81,364		(97,065)	
Other Assets, net of amortization	75,240	618			75,858
<b>TOTAL ASSETS</b>	<b>\$ 2,758,931</b>	<b>\$ 1,413,913</b>	<b>\$ 7,244</b>	<b>\$ (1,018,431)</b>	<b>\$ 3,161,657</b>
<b>Current Liabilities:</b>					
Accounts payable	\$ 2,080	\$ 4,240	\$	\$	\$ 6,320
Accrued liabilities	97,365	30,095			127,460
Accrued capital costs	46,199	47,992	9		94,200
Deferred income tax	12,649				12,649
Abandonment liability	17,547	62,702			80,249

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Accrued interest	28,533			28,533
Derivative financial instruments	7,329			7,329
Total current liabilities	211,702	145,029	9	356,740
<b>Long-Term Liabilities:</b>				
Abandonment liability	62,200	239,369		301,569
Deferred income tax		115,117	(97,065)	18,052
Intercompany payables		204,562	(204,562)	
Derivative financial instruments	3,613			3,613
Long-term debt	1,463,930			1,463,930
Other long-term liabilities	35,089	342		35,431
Intercompany note payable		7,175	(7,175)	
Total long-term liabilities	1,564,832	566,565	(308,802)	1,822,595



**Table of Contents**

	<b>Parent Company</b>	<b>Subsidiary Guarantors</b>	<b>Subsidiary Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated Mariner Energy, Inc.</b>
<b>Commitments and Contingencies</b>					
<b>Stockholders Equity:</b>					
Preferred stock, \$.0001 par value; 20,000,000 shares authorized, no shares issued and outstanding at September 30, 2010					
Common stock, \$.0001 par value; 180,000,000 shares authorized, 103,227,031 shares issued and outstanding at September 30, 2010	10	5		(5)	10
Additional paid-in-capital	1,272,043	1,050,275	8,166	(1,058,441)	1,272,043
Partner capital		40,810		(40,810)	
Accumulated other comprehensive income (loss)	40,182		(75)		40,107
Accumulated retained deficit	(329,838)	(388,771)	(856)	389,627	(329,838)
Total stockholders equity	982,397	702,319	7,235	(709,629)	982,322
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 2,758,931</b>	<b>\$ 1,413,913</b>	<b>\$ 7,244</b>	<b>\$ (1,018,431)</b>	<b>\$ 3,161,657</b>

**Table of Contents**

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING BALANCE SHEET (Unaudited)**  
**December 31, 2009**  
(In thousands except share data)

	Parent Company	Subsidiary Guarantors	Subsidiary Non- Guarantors	Eliminations	Consolidated Mariner Energy, Inc.
<b>Current Assets:</b>					
Cash and cash equivalents	\$ 8,365	\$ 3	\$ 551	\$	\$ 8,919
Receivables, net of allowances	94,958	53,767			148,725
Insurance receivables	74	8,378			8,452
Derivative financial instruments	2,239				2,239
Intangible assets	22,615				22,615
Prepaid expenses and other	10,450	1,217			11,667
Deferred income tax	9,704				9,704
<b>Total current assets</b>	<b>148,405</b>	<b>63,365</b>	<b>551</b>		<b>212,321</b>
<b>Property and Equipment:</b>					
Proved oil and gas properties, full cost method	2,472,963	2,644,310			5,117,273
Unproved properties, not subject to amortization	246,037	46,134	66		292,237
<b>Total oil and gas properties</b>	<b>2,719,000</b>	<b>2,690,444</b>	<b>66</b>		<b>5,409,510</b>
Other property and equipment	19,926	35,358	411		55,695
Accumulated depreciation, depletion and amortization:					
Proved oil and gas properties	(1,499,787)	(1,384,624)			(2,884,411)
Other property and equipment	(6,145)	(2,090)			(8,235)
Accumulated depreciation, depletion and amortization	(1,505,932)	(1,386,714)			(2,892,646)
<b>Total property and equipment, net</b>	<b>1,232,994</b>	<b>1,339,088</b>	<b>477</b>		<b>2,572,559</b>
Investment in Subsidiaries	715,772			(715,772)	
Intercompany Receivables	222,273			(222,273)	
Intercompany Note Receivable	7,175			(7,175)	
Derivative Financial Instruments	902				902
Deferred Income Tax	35,583	(23,092)			12,491
Other Assets, net of amortization	68,631	301			68,932
<b>TOTAL ASSETS</b>	<b>\$ 2,431,735</b>	<b>\$ 1,379,662</b>	<b>\$ 1,028</b>	<b>\$ (945,220)</b>	<b>\$ 2,867,205</b>
<b>Current Liabilities:</b>					
Accounts payable	\$ 3,569	\$	\$ 10	\$	\$ 3,579
Accrued liabilities	107,537	29,669			137,206
Accrued capital costs	71,420	69,521			140,941
Abandonment liability	10,632	44,283			54,915

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Accrued interest	8,262			8,262
Derivative financial instruments	27,708			27,708
Total current liabilities	229,128	143,473	10	372,611
<b>Long-Term Liabilities:</b>				
Abandonment liability	71,320	291,652		362,972
Intercompany payables		222,273	(222,273)	
Derivative financial instruments	15,017			15,017
Long-term debt	1,194,850			1,194,850
Other long-term liabilities	38,458	342		38,800
Intercompany note payable		7,175	(7,175)	
Total long-term liabilities	1,319,645	521,442	(229,448)	1,611,639

26

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**Table of Contents**

	<b>Parent Company</b>	<b>Subsidiary Guarantors</b>	<b>Subsidiary Non- Guarantors</b>	<b>Eliminations</b>	<b>Consolidated Mariner Energy, Inc.</b>
<b>Commitments and Contingencies</b>					
<b>Stockholders Equity:</b>					
Preferred stock, \$.0001 par value; 20,000,000 shares authorized, no shares issued and outstanding at December 31, 2009					
Common stock, \$.0001 par value; 180,000,000 shares authorized, 101,806,825 shares issued and outstanding at December 31, 2009	10	5		(5)	10
Additional paid-in-capital	1,257,526	1,098,156	1,538	(1,099,694)	1,257,526
Partner capital		33,019		(33,019)	
Accumulated other comprehensive loss	(25,948)		(7)		(25,955)
Accumulated retained deficit	(348,626)	(416,433)	(513)	416,946	(348,626)
Total stockholders equity	882,962	714,747	1,018	(715,772)	882,955
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 2,431,735</b>	<b>\$ 1,379,662</b>	<b>\$ 1,028</b>	<b>\$ (945,220)</b>	<b>\$ 2,867,205</b>

Table of Contents

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (Unaudited)**  
**Three Months Ended September 30, 2010**  
(In thousands)

	Parent Company	Subsidiary Guarantors	Subsidiary Non- Guarantors	Eliminations	Consolidated Mariner Energy, Inc.
<b>Revenues:</b>					
Natural gas	\$ 53,018	\$ 39,637	\$	\$	\$ 92,655
Oil	51,413	40,021			91,434
Natural gas liquids	15,407	7,401			22,808
Other revenues	4,062	(282)			3,780
Total revenues	123,900	86,777			210,677
<b>Costs and Expenses:</b>					
Operating expenses	37,482	33,129			70,611
General and administrative expense	18,464	(174)	89		18,379
Depreciation, depletion and amortization	48,790	44,807	23		93,620
Other miscellaneous expense	1,816	229			2,045
Total costs and expenses	106,552	77,991	112		184,655
<b>OPERATING INCOME (LOSS)</b>	17,348	8,786	(112)		26,022
<b>Earnings of Affiliates</b>	5,208			(5,208)	
<b>Other Income/(Expense):</b>					
Interest income	76	2	2	(76)	4
Interest expense, net of amounts capitalized	(20,769)	(76)		76	(20,769)
<b>Income (Loss) Before Taxes</b>	1,863	8,712	(110)	(5,208)	5,257
<b>(Provision) Benefit for Income Taxes</b>	(42)	(3,394)			(3,436)
<b>NET INCOME (LOSS)</b>	\$ 1,821	\$ 5,318	\$ (110)	\$ (5,208)	\$ 1,821

Table of Contents

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (Unaudited)**  
**Three Months Ended September 30, 2009**  
(In thousands)

	<b>Parent</b>	<b>Subsidiary</b>		<b>Consolidated</b>
	<b>Company</b>	<b>Guarantors</b>	<b>Eliminations</b>	<b>Mariner</b>
				<b>Energy,</b>
				<b>Inc.</b>
<b>Revenues:</b>				
Natural gas	\$ 98,896	\$ 31,150	\$	\$ 130,046
Oil	53,265	27,643		80,908
Natural gas liquids	13,226	2,510		15,736
Other revenues	597	59		656
<b>Total revenues</b>	<b>165,984</b>	<b>61,362</b>		<b>227,346</b>
<b>Costs and Expenses:</b>				
Operating expenses	39,616	34,583		74,199
General and administrative expense	17,774	1,148		18,922
Depreciation, depletion and amortization	64,656	41,562		106,218
Other miscellaneous expense	445	748		1,193
<b>Total costs and expenses</b>	<b>122,491</b>	<b>78,041</b>		<b>200,532</b>
<b>OPERATING INCOME (LOSS)</b>	<b>43,493</b>	<b>(16,679)</b>		<b>26,814</b>
<b>Loss of Affiliates</b>	<b>(11,357)</b>		<b>11,357</b>	
<b>Other Income (Expense):</b>				
Interest income	133		(77)	56
Interest expense, net of amounts capitalized	(19,632)	(147)	77	(19,702)
<b>Income (Loss) Before Taxes</b>	<b>12,637</b>	<b>(16,826)</b>	<b>11,357</b>	<b>7,168</b>
<b>(Provision) Benefit for Income Taxes</b>	<b>(8,415)</b>	<b>5,469</b>		<b>(2,946)</b>
<b>NET INCOME (LOSS)</b>	<b>\$ 4,222</b>	<b>\$ (11,357)</b>	<b>\$ 11,357</b>	<b>\$ 4,222</b>

**Table of Contents**

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (Unaudited)**  
**Nine Months Ended September 30, 2010**  
(In thousands)

	Parent Company	Subsidiary Guarantors	Subsidiary Non- Guarantors	Eliminations	Consolidated Mariner Energy, Inc.
<b>Revenues:</b>					
Natural gas	\$ 181,300	\$ 121,281	\$	\$	\$ 302,581
Oil	155,211	128,358			283,569
Natural gas liquids	46,875	23,759			70,634
Other revenues	6,531	1,247			7,778
Total revenues	389,917	274,645			664,562
<b>Costs and Expenses:</b>					
Operating expenses	109,002	97,372			206,374
General and administrative expense	66,468	2,952	270		69,690
Depreciation, depletion and amortization	153,010	135,159	81		288,250
Other miscellaneous expense	5,083	579			5,662
Total costs and expenses	333,563	236,062	351		569,976
<b>OPERATING INCOME (LOSS)</b>	56,354	38,583	(351)		94,586
<b>Earnings of Affiliates</b>	27,319			(27,319)	
<b>Other Income/(Expense):</b>					
Interest income	988	4	8	(227)	773
Interest expense, net of amounts capitalized	(61,098)	(253)		227	(61,124)
<b>Income (Loss) Before Taxes</b>	23,563	38,334	(343)	(27,319)	34,235
<b>Provision for Income Taxes</b>	(4,775)	(10,672)			(15,447)
<b>NET INCOME (LOSS)</b>	\$ 18,788	\$ 27,662	\$ (343)	\$ (27,319)	\$ 18,788

Table of Contents

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (Unaudited)**  
**Nine Months Ended September 30, 2009**  
(In thousands)

	<b>Parent Company</b>	<b>Subsidiary Guarantors</b>	<b>Eliminations</b>	<b>Consolidated Mariner Energy, Inc.</b>
<b>Revenues:</b>				
Natural gas	\$ 307,051	\$ 118,696	\$	\$ 425,747
Oil	159,210	61,577		220,787
Natural gas liquids	23,416	6,982		30,398
Other revenues	7,913	17,807		25,720
Total revenues	497,590	205,062		702,652
<b>Costs and Expenses:</b>				
Operating expenses	103,091	88,020		191,111
General and administrative expense	56,247	1,208		57,455
Depreciation, depletion and amortization	171,449	129,856		301,305
Full cost ceiling test impairment	342,595	362,136		704,731
Other miscellaneous expense	9,482	2,478		11,960
Total costs and expenses	682,864	583,698		1,266,562
<b>OPERATING LOSS</b>	(185,274)	(378,636)		(563,910)
<b>Loss of Affiliates</b>	(265,224)		265,224	
<b>Other Income (Expense):</b>				
Interest income	3,849		(3,406)	443
Interest expense, net of amounts capitalized	(50,880)	(3,602)	3,406	(51,076)
<b>Loss Before Taxes</b>	(497,529)	(382,238)	265,224	(614,543)
<b>Benefit for Income Taxes</b>	94,846	117,014		211,860
<b>NET LOSS</b>	\$ (402,683)	\$ (265,224)	\$ 265,224	\$ (402,683)



**Table of Contents**

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (Unaudited)**  
**Nine Months Ended September 30, 2010**  
**(In thousands)**

	<b>Parent Company</b>	<b>Subsidiary Guarantors</b>	<b>Subsidiary Non- Guarantors</b>	<b>Consolidated Mariner Energy, Inc.</b>
Net cash provided by (used in) operating activities	\$ 165,815	\$ 136,574	\$ (267)	\$ 302,122
<b>Cash flow from investing activities:</b>				
Acquisitions and additions to oil and gas properties	(480,032)	(101,791)	(6,553)	(588,376)
Additions to other property and equipment	(552)		(21)	(573)
Proceeds from property conveyances	1,665	25,195		26,860
Net cash used in investing activities	(478,919)	(76,596)	(6,574)	(562,089)
<b>Cash flow from financing activities:</b>				
Credit facility borrowings	551,000			551,000
Credit facility repayments	(283,000)			(283,000)
Other financing activities	44,133	(57,800)	6,561	(7,106)
Net cash provided by (used in) financing activities	312,133	(57,800)	6,561	260,894
<b>(Decrease) Increase in Cash and Cash Equivalents</b>	<b>(971)</b>	<b>2,178</b>	<b>(280)</b>	<b>927</b>
<b>Cash and Cash Equivalents at Beginning of Period</b>	<b>8,365</b>	<b>3</b>	<b>551</b>	<b>8,919</b>
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 7,394</b>	<b>\$ 2,181</b>	<b>\$ 271</b>	<b>\$ 9,846</b>

Table of Contents

**MARINER ENERGY, INC.**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (Unaudited)**  
**Nine Months Ended September 30, 2009**  
**(In thousands)**

	<b>Parent Company</b>	<b>Subsidiary Guarantors</b>	<b>Eliminations</b>	<b>Consolidated Mariner Energy, Inc.</b>
Net cash provided by operating activities	\$ 390,197	\$ 147,912	\$	\$ 538,109
<b>Cash flow from investing activities:</b>				
Acquisitions and additions to oil and gas properties	(299,947)	(169,033)		(468,980)
Additions to other property and equipment	13,453	(15,594)		(2,141)
Repayments of notes from affiliates	169,025		(169,025)	
Net cash used in investing activities	(117,469)	(184,627)	(169,025)	(471,121)
<b>Cash flow from financing activities:</b>				
Credit facility borrowings	350,221			350,221
Credit facility repayments	(855,221)			(855,221)
Repayments of notes from affiliates		(169,025)	169,025	
Other financing activities	235,478	205,342		440,820
Net cash (used in) provided by financing activities	(269,522)	36,317	169,025	(64,180)
<b>Increase (Decrease) in Cash and Cash Equivalents</b>				
<b>Cash and Cash Equivalents at Beginning of Period</b>	3,206	(398)		2,808
<b>Cash and Cash Equivalents at End of Period</b>	2,810	399		3,209
<b>Cash and Cash Equivalents at End of Period</b>	\$ 6,016	\$ 1	\$	\$ 6,017

**Table of Contents****15. Apache Merger**

On April 15, 2010, Mariner and Apache Corporation, a Delaware corporation ( Apache ), announced that they entered into a definitive agreement pursuant to which Apache will acquire Mariner in a stock and cash transaction. The Agreement and Plan of Merger dated April 14, 2010, as amended (the Merger Agreement ), by and among Apache, Mariner and Apache Deepwater LLC (f/k/a ZMZ Acquisitions LLC), a Delaware limited liability company and wholly owned subsidiary of Apache ( Merger Sub ), contemplates a merger (the Merger ) whereby Mariner will be merged with and into Merger Sub, with Merger Sub surviving the Merger as a wholly owned subsidiary of Apache.

The total amount of cash and shares of Apache common stock that will be paid and issued, respectively, pursuant to the Merger Agreement is fixed, and Mariner stockholders will be entitled to receive (on an aggregate basis) 0.17043 of a share of Apache common stock, par value \$0.625 per share, and \$7.80 in cash for each share of Mariner common stock (the Mixed Consideration ). Mariner stockholders have the right to elect to receive all cash (\$26.00 per share), all Apache common stock (0.24347 of a share of Apache common stock) or the Mixed Consideration, subject to proration procedures as provided in the Merger Agreement.

Upon completion of the Merger, each outstanding option to purchase Mariner common stock will be converted into a fully vested option to purchase 0.24347 of a share of Apache common stock.

In addition, each outstanding share of Mariner restricted stock (other than restricted stock granted pursuant to Mariner's 2008 Long-Term Performance-Based Restricted Stock Program) that is not subject to an unsatisfied price or other condition and that has not lapsed will vest and each holder will have the opportunity to elect the form of consideration as described above. Forty percent of the outstanding shares of Mariner restricted stock granted pursuant to its 2008 Long-Term Performance-Based Restricted Stock Program will vest and each holder will have the opportunity to elect the form of consideration as described above, and the remaining portion of such shares of Mariner restricted stock will be cancelled.

The Merger Agreement has been approved by the boards of directors of Apache, Mariner, and Merger Sub. The completion of the Merger is subject to certain conditions, including: (i) the adoption of the Merger Agreement by the stockholders of Mariner; (ii) subject to certain materiality exceptions, the accuracy of the representations and warranties made by Apache and Mariner; (iii) the effectiveness of a registration statement on Form S-4 that will be filed by Apache for the issuance of its common stock in the Merger, and the approval of the listing of these shares on the New York Stock Exchange; (iv) the termination or expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; (v) the delivery of customary opinions from counsel to Apache and Mariner that the Merger will be treated as a tax-free reorganization for U.S. federal income tax purposes; (vi) compliance by Apache and Mariner with their respective obligations under the Merger Agreement; and (vii) the absence of legal impediments prohibiting the Merger.

The Merger Agreement contains customary representations and warranties that the parties have made to each other as of specific dates. Apache and Mariner also have each agreed to certain covenants in the Merger Agreement. Among other covenants, Mariner has agreed, subject to certain exceptions, not to initiate, solicit, negotiate, provide information in furtherance of, approve, recommend or enter into an Acquisition Proposal (as defined in the Merger Agreement).

The Merger Agreement contains certain termination rights for both Apache and Mariner, including if the Merger is not completed by January 31, 2011. In the event of a termination of the Merger Agreement under certain circumstances, Mariner may be required to pay to Apache a termination fee of \$67.0 million. In certain circumstances involving the termination of the Merger Agreement, one of Apache or Mariner will be obligated to reimburse the other's expenses incurred in connection with the transactions contemplated by the Merger Agreement in an aggregate amount not to exceed \$7.5 million. Any reimbursement of expenses by Mariner to Apache will reduce the amount of any termination fee paid by Mariner to Apache.

**Table of Contents**

In connection with the Merger Agreement, Mariner and Continental Stock Transfer & Trust Company (the Rights Agent), entered into an Amendment to Rights Agreement, dated as of April 14, 2010 (the Amendment), to the Rights Agreement dated as of October 12, 2008 (the Rights Agreement), between Mariner and the Rights Agent, in connection with the execution of the Merger Agreement. Undefined capitalized terms used in this paragraph have the meaning ascribed to them in the Rights Agreement. The Amendment provides that none of (i) the announcement of the Merger, (ii) the execution and delivery of the Merger Agreement, (iii) the conversion of shares of Mariner common stock into the right to receive the Merger Consideration (as defined in the Merger Agreement) or (iv) the consummation of the Merger or any other transaction contemplated by the Merger Agreement will cause (1) Apache, Merger Sub or any of their Affiliates or Associates to become an Acquiring Person, or (2) the occurrence of a Flip-In Event, a Flip-Over Event, a Distribution Date or a Stock Acquisition Date under the Rights Agreement.

Subsequent to the announcement of the merger with Apache, two stockholder lawsuits styled as class actions were commenced on behalf of Mariner stockholders challenging the merger. *City of Livonia Employees Retirement System v. Mariner Energy, Inc., et al*, Cause No. 2010-24355, was filed in the 334th Judicial District Court of Harris County, Texas against Mariner and its directors. Plaintiff alleges that the Mariner directors breached their fiduciary duties by agreeing to sell the company through an unfair process and at an unfair price, and that Mariner aided and abetted those breaches of fiduciary duties. Plaintiff seeks to enjoin the transaction and to be awarded attorney's fees. *Southeastern Pennsylvania Transportation Authority v. Scott D. Josey, et al*, cause No. 5427-VCP, was filed in the Court of Chancery of the State of Delaware against Mariner, its directors, certain Mariner officers, Apache and Merger Sub. Plaintiff alleges that the Mariner directors breached their fiduciary duties by agreeing to sell the company through an unfair process and at an unfair price, and by agreeing to the vesting of certain restricted stock held by Mariner management. Plaintiff also alleges that Apache and Merger Sub aided and abetted in those breaches of fiduciary duties. Plaintiff seeks to enjoin the merger and to be awarded attorney's fees.

On August 1, 2010, the parties to the Delaware action entered into a memorandum of understanding, which, when reduced to a settlement agreement, is intended to be a final resolution of that action. Also on August 1, 2010, the parties to the Texas action agreed to be bound by the memorandum of understanding with respect to that action. In connection with the settlement, and in exchange for the releases described below, Apache and Mariner agreed to, and on August 2, 2010 Apache, Mariner and Merger Sub did, amend the Merger Agreement to eliminate the termination fee in the event that Mariner terminates the Merger Agreement in order to enter into a superior proposal with another party and to make certain additional disclosures in the proxy statement/prospectus for the transaction filed with the Securities and Exchange Commission. Additionally, in the event that any proceedings regarding appraisal rights under Section 262 of the Delaware General Corporation Law are commenced following the merger, Apache and Mariner have waived and will not present any argument that shares of Mariner restricted stock granted pursuant to Mariner's 2008 Long-Term Performance-Based Restricted Stock Program will be counted in determining the total number of Mariner shares outstanding in such proceeding.

The parties have completed agreed-upon confirmatory discovery and continue to negotiate in good faith to finalize a settlement agreement to present to the Court of Chancery of the State of Delaware for final approval. Pursuant to the settlement, the Delaware action will be dismissed with prejudice on the merits, the plaintiffs in the Texas action will voluntarily dismiss that action with prejudice, and all defendants will be released from any and all claims relating to, among other things, the merger, the Merger Agreement and any disclosures made in connection therewith. The settlement is subject to customary conditions, including consummation of the merger, completion of certain confirmatory discovery, class certification, and final approval by the Court of Chancery of the State of Delaware. The settlement will not affect the form or amount of the consideration to be received by Mariner stockholders in the merger.

The defendants have denied and continue to deny any wrongdoing or liability with respect to all claims, events, and transactions complained of in these actions or that they have engaged in any wrongdoing. The defendants entered into the settlement to eliminate the uncertainty, burden, risk, expense and distraction of further litigation.

**Table of Contents**

**16. Subsequent Events**

On October 1, 2010, Mariner announced the date and record date for the special meeting of stockholders of Mariner at which stockholders of Mariner will consider and vote on, among other things, approval and adoption of the Merger Agreement. The special meeting is scheduled for November 10, 2010, at 8:00 a.m. Central Time. The record date for stockholders entitled to vote at the meeting was October 12, 2010.

The Company has assessed the impact of subsequent events through the date of issuance of its financial statements and has concluded there were no additional events that require adjustment to, or disclosure in the notes to the financial statements.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion is intended to assist you in understanding our business and the results of operations together with our present financial condition. This section should be read in conjunction with our Condensed Consolidated Financial Statements and the accompanying notes included in this Quarterly Report, as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2009. For meanings of natural gas and oil terms used in the Quarterly Report, please refer to *Glossary of Oil and Natural Gas Terms* under *Business* in Part I, Item 1 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

**Forward-Looking Statements**

Statements in our discussion may be forward-looking. These forward-looking statements involve risks and uncertainties. We caution that a number of factors could cause future production, revenues and expenses to differ materially from our expectations. Please see *Risk Factors* in Item 1A of Part II of this Quarterly Report regarding certain risk factors relating to us.

**Overview**

We are an independent oil and natural gas exploration, development and production company with principal operations in the Permian Basin, the Gulf Coast and the Gulf of Mexico. During 2009, we produced approximately 21.1 MMboe and our average daily production rate was 58 Mboe. At December 31, 2009, we had 181.2 MMboe of estimated proved reserves, of which approximately 56% were onshore (47% in the Permian Basin and 8% in the Gulf Coast), with the balance offshore (15% in the Gulf of Mexico deepwater and 29% on the Gulf of Mexico shelf); 53% were natural gas; and 47% were oil and natural gas liquids ( NGLs ). Approximately 66% of our estimated proved reserves were classified as proved developed.

Our revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas and our ability to find, develop and acquire oil and gas reserves that are economically recoverable while controlling and reducing costs. The energy markets historically have been very volatile. Oil and natural gas prices increased to, and then declined significantly from, historical highs in mid-2008 and may fluctuate and decline significantly in the future. Although we attempt to mitigate the impact of price declines and provide for more predictable cash flows through our hedging strategy, a substantial or extended decline in oil and natural gas prices or poor drilling results could have a material adverse effect on our financial position, results of operations, cash flows, quantities of natural gas and oil reserves that we can economically produce and our access to capital. Conversely, the use of derivative instruments also can prevent us from realizing the full benefit of upward price movements.

The recent worldwide financial and credit crisis has reduced the availability of liquidity and credit to fund the continuation and expansion of industrial business operations worldwide. The shortage of liquidity and credit combined with recent substantial losses in worldwide equity markets could lead to an extended worldwide economic recession. A sustained recession or slowdown in economic activity could further reduce worldwide demand for energy and result in lower oil and natural gas prices, which could materially adversely affect our profitability and results of operations.

**Recent Developments**

*Apache Merger.* On April 15, 2010, Mariner and Apache Corporation, a Delaware corporation ( Apache ), announced that they entered into a definitive agreement pursuant to which Apache will acquire Mariner in a stock and cash transaction. The Agreement and Plan of Merger dated April 14, 2010, as amended (the Merger Agreement ), by and among Apache, Mariner and Apache Deepwater LLC (f/k/a ZMZ Acquisitions LLC), a Delaware limited liability company and wholly owned subsidiary of Apache ( Merger Sub ), contemplates a merger (the Merger ) whereby Mariner will be merged with and into Merger Sub, with Merger Sub surviving the Merger as a wholly owned subsidiary of Apache.

The total amount of cash and shares of Apache common stock that will be paid and issued, respectively, pursuant to the Merger Agreement is fixed, and Mariner stockholders will be entitled to receive (on an aggregate basis) 0.17043 of a share of Apache common stock, par value \$0.625 per share, and \$7.80 in cash for each share of Mariner common stock (the Mixed Consideration ). Mariner stockholders have the right to elect to receive all cash (\$26.00 per share), all Apache common stock (0.24347 of a share of Apache common stock) or the Mixed

**Table of Contents**

Consideration, subject to proration procedures as provided in the Merger Agreement. Upon completion of the Merger, each outstanding option to purchase Mariner common stock will be converted into a fully vested option to purchase 0.24347 of a share of Apache common stock.

In addition, each outstanding share of Mariner restricted stock (other than restricted stock granted pursuant to Mariner's 2008 Long-Term Performance-Based Restricted Stock Program) that is not subject to an unsatisfied price or other condition and that has not lapsed will vest and each holder will have the opportunity to elect the form of consideration as described above. Forty percent of the outstanding shares of Mariner restricted stock granted pursuant to its 2008 Long-Term Performance-Based Restricted Stock Program will vest and each holder will have the opportunity to elect the form of consideration as described above, and the remaining portion of such shares of Mariner restricted stock will be cancelled.

The Merger Agreement has been approved by the boards of directors of Apache, Mariner, and Merger Sub. On October 1, 2010, Mariner announced the date and record date for the special meeting of stockholders of Mariner at which stockholders of Mariner will consider and vote on, among other things, approval and adoption of the Merger Agreement. The special meeting is scheduled for November 10, 2010, at 8:00 a.m. Central Time. The record date for stockholders entitled to vote at the meeting was October 12, 2010. If stockholders approve and adopt the Merger Agreement, the parties expect the Merger to be completed shortly after the special meeting.

The completion of the Merger is subject to certain conditions, including: (i) the adoption of the Merger Agreement by the stockholders of Mariner; (ii) subject to certain materiality exceptions, the accuracy of the representations and warranties made by Apache and Mariner; (iii) the effectiveness of a registration statement on Form S-4 that will be filed by Apache for the issuance of its common stock in the Merger, and the approval of the listing of these shares on the New York Stock Exchange; (iv) the termination or expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; (v) the delivery of customary opinions from counsel to Apache and Mariner that the Merger will be treated as a tax-free reorganization for U.S. federal income tax purposes; (vi) compliance by Apache and Mariner with their respective obligations under the Merger Agreement; and (vii) the absence of legal impediments prohibiting the Merger.

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**Table of Contents**

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On August 1, 2010, the parties to the Delaware action entered into a memorandum of understanding, which, when reduced to a settlement agreement, is intended to be a final resolution of that action. Also on August 1, 2010, the parties to the Texas action agreed to be bound by the memorandum of understanding with respect to that action. In connection with the settlement, and in exchange for the releases described below, Apache and Mariner agreed to, and on August 2, 2010 Apache, Mariner and Merger Sub did, amend the Merger Agreement to eliminate the termination fee in the event that Mariner terminates the Merger Agreement in order to enter into a superior proposal with another party and to make certain additional disclosures in the proxy statement/prospectus for the transaction filed with the Securities and Exchange Commission. Additionally, in the event that any proceedings regarding appraisal rights under Section 262 of the Delaware General Corporation Law are commenced following the merger, Apache and Mariner have waived and will not present any argument that shares of Mariner restricted stock granted pursuant to Mariner's 2008 Long-Term Performance-Based Restricted Stock Program will be counted in determining the total number of Mariner shares outstanding in such proceeding.

The parties have completed agreed-upon confirmatory discovery and continue to negotiate in good faith to finalize a settlement agreement to present to the Court of Chancery of the State of Delaware for final approval. Pursuant to the settlement, the Delaware action will be dismissed with prejudice on the merits, the plaintiffs in the Texas action will voluntarily dismiss that action with prejudice, and all defendants will be released from any and all claims relating to, among other things, the merger, the Merger Agreement and any disclosures made in connection therewith. The settlement is subject to customary conditions, including consummation of the merger, completion of certain confirmatory discovery, class certification, and final approval by the Court of Chancery of the State of Delaware. The settlement will not affect the form or amount of the consideration to be received by Mariner stockholders in the merger.

The defendants have denied and continue to deny any wrongdoing or liability with respect to all claims, events, and transactions complained of in these actions or that they have engaged in any wrongdoing. The defendants entered into the settlement to eliminate the uncertainty, burden, risk, expense and distraction of further litigation.

**Acquisitions.** On December 31, 2009, we acquired the reorganized subsidiaries and operations of Edge Petroleum Corporation (Edge). The material assets acquired consist primarily of (i) estimated proved reserves as of December 31, 2009 of 100.5 Bcfe, of which approximately 75% are developed (consisting of 69% natural gas and 31% oil and NGLs), 81% are located in South Texas, and 44% are in the Flores/Bloomberg field in Starr County, Texas, (ii) approximately 60,000 net acres of undeveloped leasehold, primarily in Texas and New Mexico, and (iii) deferred tax assets of approximately \$83.3 million, comprised of approximately \$61.2 million in net operating loss carryforwards and \$22.1 million in built-in losses from carryover tax basis in the properties. The effective date of the acquisition was June 30, 2009 and the purchase price was \$260.0 million, less adjustments which resulted in a net purchase price as of December 31, 2009 of approximately \$213.6 million, subject to final adjustments. We financed the net purchase price by borrowing under our secured revolving credit facility.

**Third Quarter 2010 Highlights**

In third quarter 2010 we reported net income of \$1.8 million, for diluted earnings per share (EPS) of \$0.02. During third quarter 2009, we reported net income of \$4.2 million and \$0.04 diluted EPS. Other financial and operational



items include:

39

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**Table of Contents**

Average daily production during third quarter 2010 decreased 15% to 51 Mboe per day from 60 Mboe per day during third quarter 2009.

Net cash provided by operations for the three-month period ended September 30, 2010 decreased 48% to \$103.9 million from \$200.4 million for the same period in 2009.

Total revenues during third quarter 2010 decreased 7% to \$210.7 million from \$227.3 million during third quarter 2009.

**Operational Update**

*Offshore* We drilled three offshore wells in the third quarter of 2010, all of which were successful. Information regarding these wells is shown below:

Well Name	Operator	Approximate Working Interest	Water Depth (Ft)	Location
West Cameron 110 #19	Mariner	100%	43	Conventional Shelf
East Cameron 24 #2	Apex	31%	40	Conventional Shelf
Eugene Island 330 #B-9	Apache	2%	248	Conventional Shelf

As of September 30, 2010 two offshore wells were drilling.

We are a non-operator and own a 12.5% working interest in the Heidelberg discovery comprised of Green Canyon blocks 816, 859, 860 and 903. The original discovery well drilled on Green Canyon Block 859 was temporarily abandoned. The appraisal well drilled on Green Canyon Block 903 was plugged and abandoned without reaching the depth necessary to test the targeted objectives. The operator plans to drill a substitute appraisal well on Green Canyon Block 903 in order to delineate the objectives tested in the Green Canyon Block 859 well and test the deeper objectives not reached in that well. Drilling operations for the well were suspended while the former U.S. Gulf of Mexico drilling moratorium was in effect and are planned to commence after regulatory permits are obtained. Our estimated net cost for the substitute appraisal well is \$14.0 million.

We operate Atwater Valley 426 (Bass Lite) in which we own a 53.8% working interest. During first quarter 2010, production of approximately 2,700 Boe/d, net to our interest, was shut-in due to a suspected downhole mechanical failure in one of the two wells at the property. We plan to perform a well intervention during first half of 2011 in an effort to recommence production.

As a result of the *Deepwater Horizon* incidents in April 2010, the U.S. Department of the Interior ( DOI ) has issued a series of reforms to the oversight and management of offshore drilling activities on the federal Outer Continental Shelf ( OCS ). On July 12, 2010, the Secretary of the DOI directed the Bureau of Ocean Energy Management, Regulation and Enforcement, to issue a suspension until November 30, 2010 of drilling activities that use subsea blowout preventers or surface blowout preventers on floating facilities. The moratorium was suspended on October 12, 2010. However, our Gulf of Mexico offshore operations have been impacted and likely may be impacted in the future by increased regulatory oversight and permitting delays, which may increase the cost of OCS wells such as Lucius, Heidelberg and Bass Lite and delay drilling and production therefrom.

*Onshore* In the third quarter of 2010, in the Permian Basin we drilled 23 development wells and 13 extension wells, all of which were successful. We also drilled two wells on our other onshore properties, both of which were successful. As of September 30, 2010, eight rigs were operating, seven on our Permian Basin properties and one on our other onshore properties.

**Table of Contents****Results of Operations**

*Three Months Ended September 30, 2010 Compared to Three Months Ended September 30, 2009*

The following table sets forth summary information with respect to our oil and gas operations:

	<b>Three Months Ended</b>			
	<b>2010</b>	<b>2009</b>	<b>Increase (Decrease)</b>	<b>% Change</b>
	<b>(In thousands, except net production, average sales prices and % change)</b>			

**Summary Operating Information:****Net Production:**

Natural gas (MMcf)	17,458	24,121	(6,663)	(28)%
Oil (MBbls)	1,270	1,106	164	15%
Natural gas liquids (MBbls)	544	427	117	27%
Total barrel of oil equivalent (Mboe)	4,724	5,553	(829)	(15)%
Average daily production (Mboe/d)	51	60	(9)	(15)%

**Hedging Activities:**

Natural gas revenue gain	\$ 12,765	\$ 47,875	\$ (35,110)	(73)%
Oil revenue (loss) gain	(1,883)	7,819	(9,702)	(124)%
Total hedging revenue gain	\$ 10,882	\$ 55,694	\$ (44,812)	(80)%

**Average Sales Prices:**

Natural gas (per Mcf) realized(1)	\$ 5.31	\$ 5.39	\$ (0.08)	(1)%
Natural gas (per Mcf) unhedged	4.58	3.41	1.17	34%
Oil (per Bbl) realized(1)	71.97	73.15	(1.18)	(2)%
Oil (per Bbl) unhedged	73.45	66.08	7.37	11%
Natural gas liquids (per Bbl) realized(1)	41.93	36.85	5.08	14%
Natural gas liquids (per Bbl) unhedged	41.93	36.85	5.08	14%
Total barrel of oil equivalent (\$/Mboe) realized(1)	43.80	40.83	2.97	7%
Total barrel of oil equivalent (\$/Mboe) unhedged	41.49	30.80	10.69	35%

**Summary of Financial Information:**

Natural gas revenue	\$ 92,655	\$ 130,046	\$ (37,391)	(29)%
Oil revenue	91,434	80,908	10,526	13%
Natural gas liquids revenue	22,808	15,736	7,072	45%
Other revenues	3,780	656	3,124	476%
Lease operating expense	59,436	65,325	(5,889)	(9)%
Severance and ad valorem taxes	6,691	4,406	2,285	52%
Transportation expense	4,484	4,468	16	<1%
General and administrative expense	18,379	18,922	(543)	(3)%
Depreciation, depletion and amortization	93,620	106,218	(12,598)	(12)%
Other miscellaneous expense	2,045	1,193	852	71%
Net interest expense	20,765	19,646	1,119	6%
Income before taxes	5,257	7,168	(1,911)	(27)%
Provision for income taxes	3,436	2,946	490	17%

<b>Net Income</b>	\$ 1,821	\$ 4,222	\$ (2,401)	(57)%
<b>Average Unit Costs per Mboe:</b>				
Lease operating expense	\$ 12.58	\$ 11.76	\$ 0.82	7%
Severance and ad valorem taxes	1.42	0.79	0.63	80%
Transportation expense	0.95	0.80	0.15	19%
General and administrative expense	3.89	3.41	0.48	14%
Depreciation, depletion and amortization	19.82	19.13	0.69	4%

(1) Average sales prices include the effects of hedging

41

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**Table of Contents**

*Net Income* for third quarter 2010 was \$1.8 million compared to \$4.2 million for the comparable period in 2009. The decrease was primarily attributable to a decrease in revenues of \$16.7 million resulting from lower natural gas production (discussed further below) and lower realized natural gas and crude oil prices. Partially offsetting the lower net income were decreases in depreciation, depletion and amortization and lease operating expense of \$12.6 million and \$5.9 million, respectively. Basic and diluted earnings per share for third quarter 2010 were \$0.02 for each measure compared to basic and diluted earnings per share of \$0.04 for third quarter 2009.

*Net Production* for third quarter 2010 was approximately 4,724 Mboe, down 15% from 5,553 Mboe for third quarter 2009. Natural gas production for third quarter 2010 comprised approximately 62% of total net production compared to approximately 72% for third quarter 2009.

Natural gas production for third quarter 2010 decreased 28% to approximately 190 MMcf per day, compared to approximately 262 MMcf per day for third quarter 2009. Oil production for third quarter 2010 increased 15% to approximately 13,809 barrels per day, compared to approximately 12,018 barrels per day for third quarter 2009. Natural gas liquids production for third quarter 2010 increased 27% to approximately 5,913 barrels per day, compared to approximately 4,641 barrels per day for third quarter 2009.

Period over period changes in our production were primarily attributable to the following:

Increased production of 242.2 Mboe, or 31%, from our Permian Basin properties, primarily as a result of our drilling and development of existing acreage.

Increased production of 314.1 Mboe from our Gulf Coast and other onshore properties as a result of the Edge acquisition.

Decreased production of 1,159.2 Mboe, or 44%, from our Gulf of Mexico deepwater properties at Geauxpher located in Garden Banks 462 (517.5 Mboe), Bass Lite located in Atwater 426 (323.8 Mboe) and East Breaks 602 (161.8 Mboe). These decreases were primarily attributable to premature water breakthroughs discovered on Geauxpher, normal production declines on East Breaks 602 and permitting delays and equipment unavailability for Bass Lite resulting from the *Deepwater Horizon* incident and U.S. Gulf of Mexico drilling moratorium.

Decreased production of 226.2 Mboe, or 10%, from our Gulf of Mexico shelf properties as a result of a recompletion not performed at High Island 116 (221.5 Mboe) as production was still flowing, and normal depletion declines at West Cameron 172 (112.3 Mboe) and South Marsh Island 76 (71.9 Mboe). These decreases were partially offset by increased production at South Timbalier 148 (143.4 Mboe).

*Natural gas, oil and NGL revenues* for third quarter 2010 decreased 9% to \$206.9 million compared to \$226.7 million for third quarter 2009 as a result of a decrease in total production (approximately \$33.8 million), partially offset by higher average sales prices (approximately \$14.0 million, net of the effect of hedging).

During third quarter 2010, our revenues reflected a net recognized hedging gain of \$10.9 million comprised of \$10.8 million in favorable cash settlements and an unrealized gain of \$0.1 million related to the ineffective portion of open contracts that are not eligible for deferral under accounting for derivatives and hedging under GAAP due primarily to the basis differentials between the contract price and the indexed price at the point of sale. This compares to a net recognized hedging gain of approximately \$55.7 million for third quarter 2009, comprised of \$52.6 million in favorable cash settlements on our hedges, a \$3.9 million gain reclassification on our liquidated swaps and an unrealized loss of \$0.8 million related to the ineffective portion of open contracts that are not eligible for deferral under GAAP.

**Table of Contents**

Our natural gas and oil average sales prices, and the effects of hedging activities on those prices, were as follows:

	<b>Realized</b>	<b>Unhedged</b>	<b>Hedging Gain (Loss)</b>	<b>% Change</b>
<b>Three Months Ended September 30, 2010:</b>				
Natural gas (per Mcf)	\$ 5.31	\$ 4.58	\$ 0.73	16%
Oil (per Bbl)	71.97	73.45	(1.48)	(2)%
<b>Three Months Ended September 30, 2009:</b>				
Natural gas (per Mcf)	\$ 5.39	\$ 3.41	\$ 1.98	58%
Oil (per Bbl)	73.15	66.08	7.07	11%

*Other revenues* for third quarter 2010 increased approximately \$3.1 million to \$3.8 million from \$0.7 million for third quarter 2009 primarily as a result of \$2.4 million in pipeline income and \$0.4 million in increased third party gas sales.

*Lease operating expense ( LOE )* for third quarter 2010 decreased approximately \$5.9 million to \$59.4 million from \$65.3 million for third quarter 2009 due primarily to decreases of \$7.9 million in hurricane repairs, \$3.4 million attributable to shut-in production on one of two wells at Atwater 426 (Bass Lite), \$2.2 million in workovers at our Permian Basin properties and \$1.3 million in pipeline repairs for Mississippi Canyon (Pluto). These decreases were partially offset by increases of \$3.1 million from properties related to the Edge acquisition, \$2.3 million of expenses related to Ewing Bank 921 (Black Widow), \$1.6 million attributable to the increase in development of our Permian Basin properties, \$1.0 million in pipeline repairs for Vermillion 326 and \$0.8 million in well costs at Vermillion 35.

*Severance and ad valorem tax* for third quarter 2010 increased approximately \$2.3 million to \$6.7 million from \$4.4 million for third quarter 2009 due to an increase of \$0.8 million from properties related to the Edge acquisition and a \$1.4 million increase attributable to development in our onshore properties and increased production from our Permian Basin properties.

*General and administrative expense ( G&A )* for third quarter 2010 decreased approximately \$0.5 million to \$18.4 million from \$18.9 million for third quarter 2009 due primarily to increases of \$2.0 million in capitalized G&A resulting from a greater number of employees associated with our acquisition, exploration and development activities and a rise in stock compensation expense related to those employees and \$0.5 million of overhead recovery, decreases of \$0.9 million in stock compensation expense and \$0.2 million in corporate office and other administrative expenses. These were partially offset by increases of \$1.5 million in salaries and wages resulting from an average increase of 18% in headcount period over period, \$0.8 million attributable to professional fees associated with the pending Apache merger and \$0.5 million in office, computer and corporate expenditures due to professional and industry subscription costs.

*Depreciation, depletion, and amortization expense* for third quarter 2010 decreased approximately \$12.6 million to \$93.6 million (\$19.82 per Mboe) from \$106.2 million (\$19.13 per Mboe) for third quarter 2009. This decrease primarily resulted from a \$14.5 million decrease in expense due to lower total production, partially offset by a \$1.1 million increase in the depletion rate due to capital additions and the Edge acquisition.

*Other miscellaneous expense* for third quarter 2010 increased approximately \$0.8 million to \$2.0 million from \$1.2 million for third quarter 2009 due primarily to an increase of \$0.4 million in third party gas purchases made to satisfy our pipeline transportation commitments and an increase of \$0.3 million in bad debt expense.

*Net interest expense* for third quarter 2010 increased approximately \$1.2 million to \$20.8 million from \$19.6 million for third quarter 2009 due primarily to an increase in interest expense on our credit facility of \$3.4 million as a result of an increased balance, partially offset by an increase in capitalized interest of \$2.3 million.

*Provision for income taxes* for third quarter 2010 reflected an effective tax rate of 65.4% as compared to 41.1% for third quarter 2009. The third quarter 2010 effective tax rate includes the impact of additional tax expenses totaling \$1.1 million attributable to non-deductible Apache merger costs, stock award vesting shortfalls, and change of tax estimates. Without the impact of these combined adjustments, the effective tax rate would have been 44.5%.



**Table of Contents**

The third quarter 2009 tax provision included tax expense totaling \$0.4 million attributable to stock award vesting shortfalls. Without the impact of the shortfalls, the effective tax rate for third quarter 2009 would have been 35.5%. The higher effective tax rate for third quarter 2010 was attributable to recurring non deductible costs in relation to pre-tax income.

*Nine Months Ended September 30, 2010 Compared to Nine Months Ended September 30, 2009*

The following table sets forth summary information with respect to our oil and gas operations:

	<b>Nine Months Ended</b>			
	<b>September 30,</b>	<b>2009</b>	<b>Increase</b>	<b>%</b>
	<b>2010</b>		<b>(Decrease)</b>	<b>Change</b>
	<b>(In thousands, except net production, average sales prices and % change)</b>			

**Summary Operating Information:****Net Production:**

Natural gas (MMcf)	55,857	69,979	(14,122)	(20)%
Oil (MBbls)	3,897	3,255	642	20%
Natural gas liquids (MBbls)	1,633	1,032	601	58%
Total barrel of oil equivalent (Mboe)	14,840	15,949	(1,109)	(7)%
Average daily production (Mboe/d)	54	58	(4)	(7)%

**Hedging Activities:**

Natural gas revenue gain	\$ 34,742	\$ 149,685	\$ (114,943)	(77)%
Oil revenue (loss) gain	(10,327)	40,210	(50,537)	(126)%
Total hedging revenue gain	\$ 24,415	\$ 189,895	\$ (165,480)	(87)%

**Average Sales Prices:**

Natural gas (per Mcf) realized(1)	\$ 5.42	\$ 6.08	\$ (0.66)	(11)%
Natural gas (per Mcf) unhedged	4.80	3.94	0.86	22%
Oil (per Bbl) realized(1)	72.76	67.83	4.93	7%
Oil (per Bbl) unhedged	75.41	55.48	19.93	36%
Natural gas liquids (per Bbl) realized(1)	43.27	29.46	13.81	47%
Natural gas liquids (per Bbl) unhedged	43.27	29.46	13.81	47%
Total barrel of oil equivalent (\$/Mboe) realized(1)	44.26	42.44	1.82	4%
Total barrel of oil equivalent (\$/Mboe) unhedged	42.61	30.54	12.07	40%

**Summary of Financial Information:**

Natural gas revenue	\$ 302,581	\$ 425,747	\$ (123,166)	(29)%
Oil revenue	283,569	220,787	62,782	28%
Natural gas liquids revenue	70,634	30,398	40,236	132%
Other revenues	7,778	25,720	(17,942)	(70)%
Lease operating expense	172,089	165,816	6,273	4%
Severance and ad valorem taxes	19,711	11,668	8,043	69%
Transportation expense	14,574	13,627	947	7%
General and administrative expense	69,690	57,455	12,235	21%
Depreciation, depletion and amortization	288,250	301,305	(13,055)	(4)%
Full cost ceiling test impairment		704,731	(704,731)	(100)%
Other miscellaneous expense	5,662	11,960	(6,298)	(53)%



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Net interest expense	60,351	50,633	9,718	19%
Income (Loss) before taxes	34,235	(614,543)	648,778	106%
Provision (Benefit) for income taxes	15,447	(211,860)	227,307	107%
<b>Net Income (Loss)</b>	<b>\$ 18,788</b>	<b>\$ (402,683)</b>	<b>\$ 421,471</b>	<b>105%</b>
<b>Average Unit Costs per Mboe:</b>				
Lease operating expense	\$ 11.60	\$ 10.40	\$ 1.20	12%
Severance and ad valorem taxes	1.33	0.73	0.60	82%
Transportation expense	0.98	0.85	0.13	15%
General and administrative expense	4.70	3.60	1.10	31%
Depreciation, depletion and amortization	19.42	18.89	0.53	3%

(1) Average sales prices include the effects of hedging

44

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**Table of Contents**

*Net Income (Loss)* for first nine months 2010 was \$18.8 million compared to \$(402.7) million for the comparable period in 2009. The increase was primarily attributable to no indication of a full-cost ceiling test impairment in first nine months 2010 compared to an impairment of \$704.7 million in first nine months 2009. The increase in net income was partially offset by a decrease in tax benefit of \$227.3 million, a decrease in revenues of \$38.1 million, and increases in general and administrative expense and net interest expense of \$12.2 million and \$9.7 million, respectively. Basic and diluted earnings per share for first nine months 2010 were \$0.19 and \$0.18, respectively, compared to basic and diluted earnings per share of \$(4.29) for each measure for first nine months 2009.

*Net Production* for first nine months 2010 was approximately 14,840 Mboe, down 7% from 15,949 Mboe for first nine months 2009. Natural gas production for first nine months 2010 comprised approximately 63% of total net production compared to approximately 73% for first nine months 2009.

Natural gas production for first nine months 2010 decreased 20% to approximately 205 MMcf per day, compared to approximately 256 MMcf per day for first nine months 2009. Oil production for first nine months 2010 increased 20% to approximately 14,276 barrels per day, compared to approximately 11,922 barrels per day for first nine months 2009. Natural gas liquids production for first nine months 2010 increased 58% to approximately 5,980 barrels per day, compared to approximately 3,778 barrels per day for first nine months 2009.

Period over period changes in our production were primarily attributable to the following:

Increased production of 496.7 Mboe, or 22%, from our Permian Basin properties, primarily as a result of our drilling and development of existing acreage.

Increased production of 1,047.6 Mboe from our Gulf Coast and other onshore properties as a result of the Edge acquisition.

Decreased production of 1,694.9 Mboe, or 25%, from our Gulf of Mexico deepwater properties at Atwater 426 (635.4 Mboe), East Breaks 558 (434.6 Mboe), Garden Banks 195 (270.2 Mboe), Green Canyon 472 (208.6 Mboe), East Breaks 602 (202.6 Mboe) and Viosca Knoll 917 (153.4 Mboe). These decreases were primarily attributable to normal production declines, except for Bass Lite which was attributable to permitting delays and equipment unavailability resulting from the *Deepwater Horizon* incident and U.S. Gulf of Mexico drilling moratorium. Decreases in production were partially offset by increased production at Geauxpher located in Garden Banks 462 (314.6 Mboe).

Decreased production of 963.1 Mboe, or 14%, from our Gulf of Mexico shelf properties as a result of normal depletion declines at South Marsh Island 76 (445.1 Mboe) and High Island 163 (180.7 Mboe), recompletion delays at High Island 116 (555.7 Mboe) and High Island A 467 (159.2 Mboe). These decreases were partially offset by increased production at certain of our properties including Vermilion 380 (335.2 Mboe), where production was shut-in due to Hurricane Ike in the prior year period, and South Timbalier 49 (208.8 Mboe), due to a new producing well in the current period.

*Natural gas, oil and NGL revenues* for first nine months 2010 decreased 3% to \$656.8 million compared to \$676.9 million for first nine months 2009 as a result of a decrease in total production (approximately \$47.1 million, net of the effect of hedging) partially offset by higher average sales prices (approximately \$27.0 million, net of the effect of hedging).

During first nine months 2010, our revenues reflected a net recognized hedging gain of \$24.4 million comprised of \$22.7 million in favorable cash settlements and an unrealized gain of \$1.7 million related to the ineffective portion of open contracts that are not eligible for deferral under accounting for derivatives and hedging under GAAP due primarily to the basis differentials between the contract price and the indexed price at the point of sale. This compares to a net recognized hedging gain of approximately \$189.9 million for first nine months 2009, comprised of \$173.6 million in favorable cash settlements on our hedges, a \$17.1 million gain reclassification on our liquidated swaps and an unrealized loss of \$0.8 million related to the ineffective portion of open contracts that are not eligible for deferral under GAAP.



**Table of Contents**

Our natural gas and oil average sales prices, and the effects of hedging activities on those prices, were as follows:

	<b>Realized</b>	<b>Unhedged</b>	<b>Hedging Gain (Loss)</b>	<b>% Change</b>
<b>Nine Months Ended September 30, 2010:</b>				
Natural gas (per Mcf)	\$ 5.42	\$ 4.80	\$ 0.62	13%
Oil (per Bbl)	72.76	75.41	(2.65)	(4)%
<b>Nine Months Ended September 30, 2009:</b>				
Natural gas (per Mcf)	\$ 6.08	\$ 3.94	\$ 2.14	54%
Oil (per Bbl)	67.83	55.48	12.35	22%

*Other revenues* for first nine months 2010 decreased approximately \$17.9 million to \$7.8 million from \$25.7 million for first nine months 2009 primarily as a result of our receipt of a \$16.6 million arbitration award in 2009 related to a consummated acquisition, a \$3.3 million decrease in third party gas sales and a \$0.3 million decrease in income from gathering systems. Partially offsetting the decreases were \$2.4 million in pipeline income and a \$0.6 million gain on retirement of other property.

*Lease operating expense ( LOE )* for first nine months 2010 increased approximately \$6.3 million to \$172.1 million from \$165.8 million for first nine months 2009, due primarily to increases of \$8.9 million from properties related to the Edge acquisition, \$5.6 million of expenses related to Ewing Bank 921 (Black Widow), \$5.3 million due to workovers primarily on West Cameron 110 and South Marsh Island 76, \$4.8 million resulting from routine maintenance and platform repairs on offshore shelf properties, \$4.4 million in helicopter and boat expenses, \$2.0 million in methanol charges on Garden Banks 462 (Geauxpher) and \$1.9 million in pipeline repairs for Mississippi Canyon 673 (Pluto). These were partially offset by decreases of \$15.1 million in hurricane reimbursements received in first nine months 2010, \$6.8 million related to the retrospective contingent OIL insurance premium in first nine months 2010 and \$4.9 million resulting from shut-in production on one of two wells at Atwater 426 (Bass Lite).

*Severance and ad valorem tax* for first nine months 2010 increased approximately \$8.0 million to \$19.7 million from \$11.7 million for first nine months 2009 due to an increase of \$3.2 million from properties related to the Edge acquisition and a \$4.8 million increase attributable to development in our onshore properties and increased production from our Permian Basin properties.

*Transportation expense* for first nine months 2010 increased approximately \$1.0 million to \$14.6 million from \$13.6 million for first nine months 2009 due primarily to increases of \$1.1 million at Garden Banks 462 and \$0.4 million at Green Canyon 646, both of which were not included in first nine months 2009 due to production at those fields commencing subsequent to that period and \$0.4 million at High Island A341 attributable to a rate increase. These increases were partially offset by a decrease in transportation expense of \$1.1 million at Ewing Banks 558 due to decreased production as a result of normal depletion declines.

*General and administrative expense* for first nine months 2010 increased approximately \$12.2 million to \$69.7 million from \$57.5 million for first nine months 2009 due to increases of \$11.0 million in salaries and wages resulting from an average increase of 19% in headcount period over period. \$2.8 million attributable to professional and legal fees associated with the pending Apache merger, \$2.0 million in costs associated with the expansion of our corporate offices and other administrative expenses, \$1.8 million in office, computer and corporate expenditures due to professional and industry subscription costs, and \$1.2 million in non-recurring projects. These increases were partially offset by a \$5.5 million increase in capitalized G&A resulting from an increase in employees associated with our acquisition, exploration and development activities and an increase in stock compensation expense related to those employees and a \$1.0 million decrease in stock compensation expense.

*Depreciation, depletion, and amortization expense* for first nine months 2010 decreased approximately \$13.0 million to \$288.3 million (\$19.42 per Mboe) from \$301.3 million (\$18.89 per Mboe) for first nine months 2009. This decrease primarily resulted from a \$19.1 million decrease in expense due to lower production. This decrease was

partially offset by a \$3.8 million increase in the depletion rate in 2010 due to capital additions and the Edge acquisition.

**Table of Contents**

*Full cost ceiling test impairment* was not recognized for first nine months 2010 due to our ceiling limit exceeding the net capitalized cost of our proved oil and gas properties. For first nine months 2009, the net capitalized cost of our proved oil and gas properties exceeded our ceiling limit and an impairment of \$704.7 million was recognized. See Note 5 Oil and Gas Properties in Item 1 of Part I of this Quarterly Report on Form 10-Q for more detail on this impairment.

*Other miscellaneous expense* for first nine months 2010 decreased approximately \$6.3 million to \$5.7 million from \$12.0 million for first nine months 2009 due primarily to a decrease in bad debt expense of approximately \$3.1 million, a \$2.8 million decrease in third party gas purchases made to satisfy our pipeline transportation commitments and \$1.8 million in imputed interest charges relating to an offshore rig contract in the current period.

*Net interest expense* for first nine months 2010 increased approximately \$9.7 million to \$60.3 million from \$50.6 million for first nine months 2009 due primarily to an increase in interest expense of \$15.8 million as a result of our June 2009 issuance of 11<sup>3</sup>/<sub>4</sub>% senior notes due 2016, partially offset by an increase in capitalized interest of \$8.6 million.

*Provision for income taxes* for first nine months 2010 reflected an effective tax rate of 45.1% as compared to 34.5% for first nine months 2009. The effective tax rate for first nine months 2010 includes the impact of additional tax expenses totaling \$1.8 million for non-deductible Apache merger transaction costs, stock award vesting shortfalls, and change of tax estimates. Without the impact of these combined adjustments, the effective tax rate for first nine months 2010 would have been 39.8%. The effective tax rate for first nine months 2009 included tax expense totaling \$7.6 million associated with stock award vesting shortfalls. Due to the net loss for the first nine months of 2009, the increase in tax expense reduced the effective tax rate to 34.5%. Without the impact of the shortfalls, the effective tax rate for first nine months 2009 would have been 35.7%. The higher rate for first nine months 2010 was attributable to recurring non-deductible costs in relation to pre-tax income.

**Liquidity and Capital Resources**

Net cash provided by operating activities decreased by \$236.0 million to \$302.1 million from \$538.1 million for the nine months ended September 30, 2010 and 2009, respectively. The decrease was due primarily to a decrease in receivable collections of \$62.1 million, cash transactions that occurred in 2009 not occurring in 2010 of \$55.0 million, including receipts for liquidated natural gas and crude oil fixed price swaps reclassified to earnings in subsequent quarters of 2009 of \$38.4 million and an arbitration award of \$16.6 million, a decrease in hurricane insurance proceeds of \$37.7 million, an increase in G&A and operating expenses of \$27.5 million, a decrease in accrued liabilities of \$21.4 million, a decrease in revenues of \$20.1 million and an increase in asset retirement obligation settlements of \$11.1 million.

As of September 30, 2010, we had a working capital deficit of \$132.0 million, including an abandonment liability and a deferred tax liability partially offset by a non-cash current derivative asset and prepaid assets. In addition, working capital was negatively impacted by accrued capital expenditures. We expect that this deficit will be funded by cash flow from operating activities and borrowings under our bank credit facility, as needed.

Net cash flows used in investing activities increased by \$91.0 million to \$562.1 million from \$471.1 million for the nine months ended September 30, 2010 and 2009, respectively, due primarily to our acquisition of additional interests in the Permian Basin for approximately \$100.0 million and an increase in capital expenditures attributable to greater activity in our drilling programs.

Net cash flows provided by (used in) financing activities increased by \$325.1 million to \$260.9 million from \$(64.2) million for the nine months ended September 30, 2010 and 2009, respectively. This increase was due primarily to an increase of \$773.0 million in net borrowings under our bank credit facility, primarily to finance acquisitions (including approximately \$100.0 million for additional interests in the Permian Basin), partially offset by \$446.2 million of proceeds received from debt and equity securities offerings in June 2009.

**Table of Contents**

*Capital Expenditures* The following table presents major components of our capital expenditures during the nine months ended September 30, 2010.

	<b>In thousands</b>	<b>Percentage</b>
Capital Expenditures:		
Acquisitions (property and leasehold)	\$ 232,641	38%
Offshore natural gas and oil development	153,632	25%
Onshore natural gas and oil development	124,738	20%
Natural gas and oil exploration	62,886	10%
Other items (primarily capitalized overhead)	39,636	7%
Total capital expenditures	\$ 613,533	100%

The above table reflects decreased non-cash capital accruals of \$46.7 million that are a component of working capital changes in the statement of cash flows.

*Bank Credit Facility* We have a secured revolving credit facility with a group of banks pursuant to an amended and restated credit agreement dated March 2, 2006, as further amended. The credit facility matures January 31, 2012 and is subject to a borrowing base which is redetermined periodically. The outstanding principal balance of loans under the credit facility may not exceed the borrowing base. The most recent borrowing base redetermination concluded in April 2010 when the credit facility was amended to:

Increase the borrowing base by \$150.0 million to \$950.0 million until the next redetermination under the credit agreement,

Reschedule the regular periodic borrowing base redeterminations to begin in February and August of each year,

Give the lenders an option to redetermine the borrowing base upon termination of hedge contracts with more than six months remaining in their original nominal term,

Increase the maximum permitted ratio of total debt to EBITDA (as defined in the credit agreement) to 3.5 to 1.0 from 2.5 to 1.0, and

Give us optionality to issue before January 1, 2011 up to \$400.0 million in additional unsecured debt with a non-default interest rate of up to 13% per annum (plus a maximum default rate of 3%) and a scheduled maturity date no earlier than March 2, 2015. Upon closing such a debt issuance, the borrowing base automatically would reduce by 25% of the aggregate principal amount of the debt issued until otherwise redetermined under the credit agreement.

As of September 30, 2010, maximum credit availability under the facility was \$1.0 billion, including up to \$50.0 million in letters of credit, subject to a borrowing base of \$950.0 million. We expect the regular periodic borrowing base redetermination process that began in August 2010 to be completed in fourth quarter 2010. As of September 30, 2010, there were \$573.0 million in advances outstanding under the credit facility and four letters of credit outstanding totaling \$4.7 million, of which \$4.2 million is required for plugging and abandonment obligations at certain of our offshore fields. As of September 30, 2010, after accounting for the \$4.7 million of letters of credit, we had \$372.3 million available to borrow under the credit facility.

Borrowings under the bank credit facility bear interest at either a LIBOR-based rate or a prime-based rate, at our option, plus a specified margin. At September 30, 2010, when borrowings at both LIBOR and prime-based rates were outstanding, the blended interest rate was 2.77% on all amounts borrowed. During the nine months ended September 30, 2010, the commitment fee on unused capacity was 0.5% per annum.

The credit facility subjects us to various restrictive covenants and contains other usual and customary terms and conditions, including limits on additional debt, cash dividends and other restricted payments, liens, investments, asset dispositions, mergers and speculative hedging. Financial covenants under the credit facility require us to, among other things:





**Table of Contents**

maintain a ratio of consolidated current assets plus the unused borrowing base to consolidated current liabilities of not less than 1.0 to 1.0; and

maintain a ratio of total debt to EBITDA (as defined in the credit agreement) of not more than 3.5 to 1.0.

We were in compliance with these covenants as of September 30, 2010 when the ratio of consolidated current assets plus the unused borrowing base to consolidated current liabilities was 2.16 to 1.0 and the ratio of total debt to EBITDA was 2.71 to 1.0.

Our payment and performance of our obligations under the credit facility (including any obligations under commodity and interest rate hedges entered into with facility lenders) are secured by liens upon substantially all of the assets of us and our subsidiaries, except our Canadian subsidiary, and guaranteed by our subsidiaries, other than Mariner Energy Resources, Inc. which is a co-borrower, and our Canadian subsidiary.

*Senior Notes* In 2009, we sold and issued \$300.0 million aggregate principal amount of our 1<sup>3</sup>/<sub>4</sub>% senior notes due 2016 (the 1<sup>3</sup>/<sub>4</sub>% Notes ). In 2007, we sold and issued \$300.0 million aggregate principal amount of our 8% senior notes due 2017 (the 8% Notes ). In 2006, we sold and issued \$300.0 million aggregate principal amount of our 7<sup>1</sup>/<sub>2</sub>% senior notes due 2013 (the 7<sup>1</sup>/<sub>2</sub>% Notes and together with the 1<sup>3</sup>/<sub>4</sub>% Notes and the 8% Notes, the Notes ). The Notes are governed by indentures that are substantially identical for each series. The Notes are senior unsecured obligations of Mariner. The 1<sup>3</sup>/<sub>4</sub>% Notes mature on June 30, 2016 with interest payable on June 30 and December 30 of each year beginning December 30, 2009. The 8% Notes mature on May 15, 2017 with interest payable on May 15 and November 15 of each year. The 7<sup>1</sup>/<sub>2</sub>% Notes mature on April 15, 2013 with interest payable on April 15 and October 15 of each year. There is no sinking fund for the Notes. We and our restricted subsidiaries are subject to certain financial and non-financial covenants under each of the indentures governing the Notes. We were in compliance with the financial covenants under the Notes as of September 30, 2010.

*Future Uses of Capital.* Our identified needs for liquidity in the future are as follows:

- funding future capital expenditures;
- funding hurricane repairs and hurricane-related abandonment operations;
- financing any future acquisitions that we may identify;
- paying routine operating and administrative expenses; and
- paying other commitments comprised largely of cash settlement of hedging obligations and debt service.

*2010 Capital Expenditures.* We anticipate that our base operating capital expenditures for 2010 will be approximately \$667.0 million (excluding hurricane-related expenditures and acquisitions). This amount includes our net exposure of approximately \$62.5 million as a result of the 44 blocks awarded from the March 2010 MMS Central Gulf of Mexico Lease Sale 213. There is significant potential for increase or decrease in our capital expenditure budget depending upon drilling success, acquisition opportunities and cash flow during the year, subject to our obligations under the Merger Agreement not to exceed the budget by more the \$50.0 million in the aggregate without Apache's prior written consent. Approximately 63% of the base operating capital program is planned to be allocated to development activities, 28% to exploration activities, and the remainder to other items (primarily capitalized overhead and interest). In addition, we estimate additional hurricane-related costs of \$44.5 million during 2010 related to Hurricane Ike that we believe are substantially covered under applicable insurance. Complete recovery or settlement is not expected to occur during the next 12 months.

*Future Capital Resources.* Our anticipated sources of liquidity in the future are as follows:

- cash flow from operations in future periods;
- proceeds under our bank credit facility;

**Table of Contents**

proceeds from insurance policies relating to hurricane repairs; and  
proceeds from future capital markets transactions as needed.

Historically, we generally have tailored our operating capital program (exclusive of hurricane-related expenditures and acquisitions) within our projected operating cash flow so that our operating capital requirements were largely self-funding. In 2010, we anticipate that this program will exceed our projected operating cash flow due primarily to accelerated development of our long-lived, oily Permian Basin properties, and development of two deepwater discoveries and our unconventional resource portfolio. Based on our current operating plan and assumed price case, our expected cash flow from operations and continued access to our bank credit facility allows us ample liquidity to conduct our operations as planned for the foreseeable future. We generally expect to fund future acquisitions on a case by case basis through a combination of bank debt and capital markets activities, subject to our obligations under the Apache Merger Agreement.

The timing of expenditures (especially regarding deepwater projects) is unpredictable. Also, our cash flows are heavily dependent on the oil and natural gas commodity markets, and our ability to hedge oil and natural gas prices. If either oil or natural gas commodity prices decrease from their current levels, our ability to finance our planned capital expenditures could be affected negatively. Amounts available for borrowing under our bank credit facility are largely dependent on our level of estimated proved reserves and current oil and natural gas prices. If either our estimated proved reserves or commodity prices decrease, amounts available to us to borrow under our bank credit facility could be reduced. If our cash flows are less than anticipated or amounts available for borrowing are reduced, we may be forced to defer planned capital expenditures.

In addition, the recent worldwide financial and credit crisis may adversely affect our liquidity. We may be unable to obtain adequate funding under our bank credit facility because our lending counterparties may be unwilling or unable to meet their funding obligations, or because our borrowing base under the facility may be decreased as the result of a redetermination, reducing it due to lower oil or natural gas prices, operating difficulties, declines in reserves or other reasons. If funding is not available as needed, or is available only on unfavorable terms, we may be unable to meet our obligations as they come due or we may be unable to implement our business strategies or otherwise take advantage of business opportunities or respond to competitive pressures.

**Off-Balance Sheet Arrangements**

*Letters of Credit* Our bank credit facility has a letter of credit subfacility of up to \$50.0 million that is included as a use of the borrowing base. As of September 30, 2010, four such letters of credit totaling \$4.7 million were outstanding.

**Fair Value Measurement**

We determine the fair value of our natural gas and crude oil fixed price swaps by reference to forward pricing curves for natural gas and oil futures contracts. The difference between the forward price curve and the contractual fixed price is discounted to the measurement date using a credit-risk adjusted discount rate. The credit risk adjustment for swap liabilities is based on our credit quality and the credit risk adjustment for swap assets is based on the credit quality of our counterparty. Our fair value determinations of our swaps have historically approximated our exit price for such derivatives.

We have determined that the fair value methodology described above for our swaps is consistent with observable market inputs and have categorized our swaps as Level 2 in accordance with accounting for fair value measurements and disclosures under GAAP.

During the nine months ended September 30, 2010, we recorded a net asset for the increase in the fair value of our derivative financial instruments of \$104.8 million, principally due to the decrease in natural gas commodity prices below our swap prices. The increase was comprised of an increase in accumulated other comprehensive income of approximately \$81.8 million, net of income taxes of \$45.7 million, approximately \$22.7 million of favorable cash hedging settlements during the period reflected in natural gas and oil revenues and an unrealized,

**Table of Contents**

non-cash gain due to hedging ineffectiveness under GAAP of approximately \$1.7 million reflected in natural gas revenues.

We expect the continued volatility of natural gas and oil commodity prices will have a material impact on the fair value of our derivatives positions. It is our intent to hold all of our derivatives positions to maturity such that realized gains or losses are generally recognized in income when the hedged natural gas or oil is produced and sold. While the derivatives settlements may decrease (or increase) our effective price realized, the ultimate settlement of our derivatives positions is not expected to materially adversely affect our liquidity, results of operations or cash flows.

**Recent Accounting Pronouncements**

In July 2010, the Financial Accounting Standards Board (FASB) issued authoritative guidance which requires an entity to provide a greater level of disaggregated information about the credit quality of its financing receivables and its allowance for credit losses. In addition, an entity is required to disclose credit quality indicators, past due information, and modifications of its financing receivables. These disclosures are intended to help financial statement users assess an entity's credit risk exposures and evaluate the adequacy of its allowance for credit losses. The guidance is effective for interim and annual reporting periods ending on or after December 15, 2010. We are currently evaluating the potential impact of adopting the guidance. We will begin complying with the disclosure requirements in our annual report on Form 10-K for the year ended December 31, 2010.

In April 2010, the FASB issued authoritative guidance which provides clarification that an employee share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trade should not be considered to contain a condition that is not a market, performance or service condition. Therefore, the award would be classified as an equity award if it otherwise qualifies as equity. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2010. Early adoption is allowed. We are currently evaluating the potential impact of adopting the guidance.

In February 2010, the FASB issued authoritative guidance which requires additional information to be disclosed principally in respect of Level 3 fair value measurements and transfers to and from Level 1 and Level 2 measurements. In addition, enhanced disclosure is required concerning inputs and valuation techniques used to determine Level 2 and Level 3 fair value measurements. The guidance is generally effective for interim and annual reporting periods beginning after December 15, 2009; however, the requirements to disclose separately purchases, sales, issuances, and settlements in the Level 3 reconciliation are effective for fiscal years beginning after December 15, 2010 (and for interim periods within such years). Early adoption is allowed. We adopted the standard effective January 1, 2010. The adoption did not have a material impact on our consolidated financial position, cash flows or results of operations.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk*****Commodity Prices and Related Hedging Activities***

Our major market risk exposure continues to be the prices applicable to our natural gas and oil production. The sales price of our production is primarily driven by the prevailing market price. Historically, prices received for our natural gas and oil production have been volatile and unpredictable. Hypothetically, if production levels were to remain at 2010 levels, a 10% increase in commodity prices from those as of September 30, 2010 would increase our cash flow by approximately \$63.3 million for the nine months ended September 30, 2010.

The energy markets historically have been very volatile, and we can reasonably expect that oil and gas prices will be subject to wide fluctuations in the future. In an effort to reduce the effects of the volatility of the price of oil and natural gas on our operations, management has adopted a policy of hedging oil and natural gas prices from time to time primarily through the use of commodity price swap agreements and costless collar arrangements. While the use of these hedging arrangements limits the downside risk of adverse price movements, it also limits future gains from favorable movements. In addition, forward price curves and estimates of future volatility are used to assess and measure the ineffectiveness of our open contracts at the end of each period. If open contracts cease to qualify for

**Table of Contents**

hedge accounting, the mark-to-market change in fair value is recognized in oil and natural gas revenue in the Condensed Consolidated Statements of Operations. Not qualifying for hedge accounting and cash flow hedge designation will cause volatility in Net Income. The fair values we report in our Condensed Consolidated Financial Statements change as estimates are revised to reflect actual results, changes in market conditions or other factors, many of which are beyond our control.

On January 29, 2009, we liquidated crude oil fixed price swaps that previously had been designated as cash flow hedges for accounting purposes in respect of 977,000 barrels of crude oil in exchange for a cash payment to us of \$10.0 million and installment payments of \$13.5 million to be paid monthly to us through 2009. On April 16, 2009, we received a \$10.5 million cash settlement on the hedges that were settled in monthly installments at January 29, 2009. Since, at the time of liquidation, the forecasted sales of crude oil volumes were still expected to occur, the accumulated losses through January 29, 2009 on the related derivative contracts remained in accumulated other comprehensive income. These accumulated losses were reclassified to oil revenues throughout 2009 as the physical transactions occurred. Additionally, all changes in the value of these derivative contracts subsequent to January 29, 2009 were also reclassified monthly from accumulated other comprehensive income to current period oil revenues. The table below reflects these reclassifications for the three months and nine months ended September 30, 2009.

Derivative gains and losses are recorded by commodity type in oil and natural gas revenues in the Condensed Consolidated Statements of Operations. The effects on our oil and gas revenues from our hedging activities were as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
			(In thousands)	
Cash Gain on Settlements (1)	\$ 10,745	\$ 52,644	\$ 22,658	\$ 173,648
Reclassification of Liquidated Swaps (2)		3,859		17,059
Gain (Loss) on Hedge Ineffectiveness (3)	137	(809)	1,757	(812)
Total	\$ 10,882	\$ 55,694	\$ 24,415	\$ 189,895

- (1) Designated as cash flow hedges pursuant to accounting for derivatives and hedging under GAAP.
- (2) Net gain realized in 2009 on liquidated natural gas and crude oil fixed price swaps that do not qualify for hedge accounting.
- (3) Unrealized gain (loss) recognized in natural gas revenue related to the ineffective portion of open contracts designated as cash flow hedges that are not eligible for deferral under GAAP due primarily to the basis differentials between the contract price and the indexed price at the point of sale.

As of September 30, 2010, we had the following hedge contracts outstanding:

Fixed Price Swaps	Quantity	Weighted Average Fixed Price	Fair Value Asset/(Liability) (In thousands)
<b>Natural Gas (MMbtus)</b>			
October 1 December 31, 2010	9,815,113	\$ 5.57	\$ 15,897
January 1 December 31, 2011	29,389,843	\$ 5.79	39,936
January 1 December 31, 2012	22,338,802	\$ 6.11	22,701
January 1 December 31, 2013	5,840,000	\$ 6.76	8,210

**Crude Oil (Bbls)**

October 1	December 31, 2010	775,192	\$	73.36	(6,044)
January 1	December 31, 2011	1,978,364	\$	79.33	(10,315)
January 1	December 31, 2012	494,100	\$	80.76	(3,004)
January 1	December 31, 2013	408,800	\$	82.81	(2,148)
Total					\$ 65,233

We have reviewed the financial strength of our counterparties and believe the credit risk associated with these swaps to be minimal. Hedges with counterparties that are lenders under our bank credit facility are secured under the bank credit facility.

**Table of Contents**

As of September 30, 2010, we expect to realize within the next 12 months a net gain of approximately \$35.5 million resulting from hedging activities that are currently recorded in accumulated other comprehensive income. The net hedging gain is expected to be realized as a decrease of \$15.3 million to oil revenues and an increase of \$50.8 million to natural gas revenues.

*Interest Rate Market Risk* Borrowings under our bank credit facility, as discussed under the caption *Liquidity and Capital Resources*, mature on January 31, 2012, and bear interest at either a LIBOR-based rate or a prime-based rate, at our option, plus a specified margin. Both options expose us to risk of earnings loss due to changes in market rates. We have not entered into interest rate hedges that would mitigate such risk. As of September 30, 2010, the blended interest rate on our outstanding bank debt was 2.77%. If the balance of our bank debt at September 30, 2010 were to remain constant, a 10% change in market interest rates would impact our cash flow by approximately \$0.4 million per quarter.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

Mariner, under the supervision and with the participation of its management, including Mariner's principal executive officer and principal financial officer, evaluated the effectiveness of its disclosure controls and procedures, as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of the end of the period covered by this Quarterly Report. Based on that evaluation, our principal executive officer and principal financial officer concluded that Mariner's disclosure controls and procedures are effective as of September 30, 2010 to ensure that information required to be disclosed by Mariner in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Controls Over Financial Reporting*

There were no changes that occurred during the quarter ended September 30, 2010 covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents**

**PART II OTHER INFORMATION**

**Item 1A. Risk Factors.**

Please refer to Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Various statements in this Quarterly Report on Form 10-Q ( Quarterly Report ), including those that express a belief, expectation, or intention, as well as those that are not statements of historical fact, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements may include projections and estimates concerning the timing and success of specific projects and our future production, revenues, income and capital spending. Our forward-looking statements are generally accompanied by words such as may, estimate, project, predict, believe, expect, anticipate, potential, plan, goal or other words that indicate the uncertainty of future events or outcomes. The forward-looking statements in this Quarterly Report speak only as of the date of this Quarterly Report; we disclaim any obligation to update these statements unless required by law, and we caution you not to rely on them unduly. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. We disclose important factors that could cause our actual results to differ materially from our expectations described in Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations of Part I and elsewhere in this Quarterly Report. These risks, contingencies and uncertainties relate to, among other matters, the following:

- the volatility of oil and natural gas prices;
- discovery, estimation, development and replacement of oil and natural gas reserves;
- cash flow, liquidity and financial position;
- business strategy;
- amount, nature and timing of capital expenditures, including future development costs;
- availability and terms of capital;
- timing and amount of future production of oil and natural gas;
- availability of drilling and production equipment;
- operating costs and other expenses;
- prospect development and property acquisitions;
- risks arising out of our hedging transactions;
- marketing of oil and natural gas;
- competition in the oil and natural gas industry;
- the impact of weather and the occurrence of natural events and natural disasters such as loop currents, hurricanes, fires, floods and other natural events, catastrophic events and natural disasters;
- governmental regulation of the oil and natural gas industry;
- environmental liabilities;

**Table of Contents**

developments in oil-producing and natural gas-producing countries;  
uninsured or underinsured losses in our oil and natural gas operations;  
risks related to our level of indebtedness; and  
risks related to significant acquisitions or other strategic transactions, such as failure to realize expected benefits or objectives for future operations.

**On April 14, 2010, we entered into a definitive merger agreement pursuant to which we would be acquired by Apache Corporation.**

***Failure to complete the merger or delays in completing the merger could negatively affect our stock price and future businesses and operations.***

There is no assurance that we will be able to consummate the merger. If the merger is not completed for any reason, we may be subject to a number of risks, including the following:

we will not realize the benefits expected from the merger, including a potentially enhanced financial and competitive position;  
the current market price of our common stock may reflect a market assumption that the merger will occur and a failure to complete the merger could result in a negative perception of us by the stock market and cause a decline in the market price of our common stock;  
certain costs relating to the merger, including certain investment banking, financing, legal and accounting fees and expenses, must be paid even if the merger is not completed, and we may be required to pay substantial fees to Apache if the merger agreement is terminated under specified circumstances; and  
we would continue to face the risks that we currently face as an independent company.

Delays in completing the merger could exacerbate uncertainties concerning the effect of the merger, which may have an adverse effect on our business following the merger and could defer or detract from the realization of the benefits expected to result from the merger.

***There may be substantial disruption to our business and distraction of our management and employees as a result of the merger.***

There may be substantial disruption to our business and distraction of our management and employees from day-to-day operations because matters related to the merger may require substantial commitments of time and resources, which could otherwise have been devoted to other opportunities that could have been beneficial to us.

***Business uncertainties and contractual restrictions while the merger is pending may have an adverse effect on us.***

Uncertainty about the effect of the merger on employees, suppliers, partners, regulators, and customers may have an adverse effect on us. These uncertainties may impair our ability to attract, retain, and motivate key personnel until the merger is consummated and could cause suppliers, customers and others that deal with us to defer purchases or other decisions concerning us or seek to change existing business relationships with us. In addition, the merger agreement restricts us from making certain acquisitions and taking other specified actions without Apache's approval. These restrictions could prevent us from pursuing attractive business opportunities that may arise prior to the completion of the merger.



**Table of Contents*****The merger agreement restricts our ability to pursue alternatives to the merger.***

The merger agreement contains no shop provisions that, subject to limited fiduciary exceptions, restrict our ability to initiate, solicit, encourage or facilitate, discuss, negotiate or accept a competing third party proposal to acquire all or a significant part of us. Further, there are only a limited number of exceptions that would allow our board of directors to withdraw or change its recommendation to holders of our common stock that they vote in favor of the adoption of the merger agreement. If our board of directors were to take such actions as permitted by the merger agreement, doing so in specified situations could entitle Apache to terminate the merger agreement and to be paid a termination fee of \$67.0 million. These restrictions could deter a potential acquiror from proposing an alternative transaction.

**Gulf of Mexico Oil Spill**

On April 22, 2010, a deepwater drilling rig, the *Deepwater Horizon*, operating in the Gulf of Mexico on Mississippi Canyon Block 252 sank after an apparent blowout and fire, resulting in a significant spill of hydrocarbons. Neither Apache nor Mariner owns an interest in the field. As a result of the incident and spill, the U.S. Department of the Interior ( DOI ) issued a series of reforms to the oversight and management of offshore exploration drilling activities on the federal Outer Continental Shelf ( OCS ). On May 30, 2010, the Bureau of Ocean Energy Management, Regulation and Enforcement ( BOEM ) of the DOI announced, as a result of the *Deepwater Horizon* incidents, a Moratorium Notice to Lessees and Operators ( Moratorium NTL ), which directed oil and gas lessees and operators to cease drilling new deepwater (depths greater than 500 feet) wells on the OCS, and put oil and gas lessees and operators on notice that, with certain exceptions, the BOEM would not consider drilling permits for deepwater wells and related activities for a period of six months. On June 22, 2010, the U.S. District Court for the Eastern District of Louisiana issued a preliminary injunction prohibiting the enforcement of the moratorium, which the DOI appealed to the Fifth Circuit Court of Appeals. On July 8, 2010, the court of appeals denied the government's request that the district court's order be stayed while the appeal is pending. On July 12, 2010, the Secretary of the DOI directed the BOEM to issue a suspension until November 30, 2010 of drilling activities that use subsea blowout preventers or surface blowout preventers on floating facilities, rather than a moratorium based on water depths. On October 12, 2010, the Secretary of the DOI directed the BOEM to lift, effective immediately, this current deepwater drilling suspension as to all deepwater drilling activity, and further directed the BOEM to require, prior to approving any deepwater drilling activity, that (i) each operator demonstrate that it has in place written and enforceable commitments that ensure promptly available containment resources in the event of a deepwater blowout, and (ii) the Chief Executive Officer of each operator seeking to perform deepwater drilling certify compliance with all applicable regulations, including new drilling safety rules.

In addition, on June 8, 2010, the BOEM issued a Notice to Lessees focusing on safety measures, which among other things, requires an OCS operator's Chief Executive Officer to certify that such operator is conducting its operations in compliance with applicable operating regulations found at 30 C.F.R. 250. On October 19, 2010 the U.S. District Court for the Eastern District of Louisiana held that this Notice to Lessees was of no lawful force and effect.

In September 2010, the BOEM, along with the DOI, issued a Notice to Lessees ( NTL ) to require oil and gas companies operating in the Gulf of Mexico to set permanent plugs in nonproducing wells that are currently completed with a subsurface safety valve in place and to dismantle oil and gas production platforms no longer being used for exploration or production. The NTL mandates that any well that has not been used during the past five years for exploration or production must be plugged, and associated production platforms and pipelines must be decommissioned if no longer involved with exploration or production activities. The NTL became effective October 15, 2010 and companies have 120 days from then to submit a company-wide plan for decommissioning these facilities and wells. Mariner is developing a plan and evaluating the impact that compliance with the NTL will have on Mariner's abandonment liability.

The Gulf of Mexico offshore operations of Mariner have been impacted, and likely may be impacted in the future, by increased regulatory oversight, which may increase the cost of OCS wells and delay drilling and production therefrom. There may be changes in laws and regulations, increases in insurance costs or decreases in insurance availability, as well as further delays in offshore exploration and drilling activities in the Gulf of Mexico. Any of the aforementioned changes could have a material effect on the financial condition or results of operations of Mariner.



**Table of Contents****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.  
Issuer Purchases of Equity Securities**

<b>Period</b>	<b>Total Number of Shares (or Units) Purchased</b>	<b>Average Price Paid per Share (or Unit)</b>	<b>Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs</b>
July 1, 2010 to July 31, 2010 (1)	2,944	\$21.48		
August 1, 2010 to August 31, 2010 (1)	601	\$23.15		
September 1, 2010 to September 30, 2010 (1)	4,468	\$23.37		
Total	8,013	\$22.66		

(1) These shares were withheld upon the vesting of employee restricted stock grants in connection with payment of required withholding taxes.

**Table of Contents****Item 6. Exhibits**

<b>Number</b>	<b>Description</b>
2.1*	Agreement and Plan of Merger dated as of April 14, 2010 by and among Apache Corporation, ZMZ Acquisitions LLC and Mariner Energy, Inc. (incorporated by reference to Exhibit 2.1 to Mariner's Form 8-K filed on April 16, 2010).
2.2*	Amendment No. 1 dated as of August 2, 2010 to the Agreement and Plan of Merger dated as of April 14, 2010 by and among Apache Corporation, ZMZ Acquisitions LLC and Mariner Energy, Inc. (incorporated by reference to Exhibit 2.2 to Mariner's Form 8-K filed on August 2, 2010).
2.3*	Purchase and Sale Agreement, dated as of December 9, 2009, by and between Edge Petroleum Corporation, Edge Petroleum Exploration Company, Miller Exploration Company, Edge Petroleum Operating Company, Inc., Edge Petroleum Production Company, Miller Oil Corporation, and Mariner Energy, Inc. (incorporated by reference to Exhibit 2.1 to Mariner's Form 8-K filed on January 5, 2010).
3.1*	Second Amended and Restated Certificate of Incorporation of Mariner Energy, Inc., as amended (incorporated by reference to Exhibit 3.1 to Mariner's Registration Statement on Form S-8 (File No. 333-132800) filed on March 29, 2006).
3.2*	Certificate of Designations of Series A Junior Participating Preferred Stock of Mariner Energy, Inc. (incorporated by reference to Exhibit 3.1 to Mariner's Form 8-K filed on October 14, 2008).
3.3*	Fourth Amended and Restated Bylaws of Mariner Energy, Inc. (incorporated by reference to Exhibit 3.2 to Mariner's Registration Statement on Form S-4 (File No. 333-129096) filed on October 18, 2005).
4.1*	Indenture, dated as of June 10, 2009, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on June 16, 2009).
4.2*	First Supplemental Indenture, dated as of June 10, 2009, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.2 to Mariner's Form 8-K filed on June 16, 2009).
4.3*	Indenture, dated as of April 30, 2007, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on May 1, 2007).
4.4*	Indenture, dated as of April 24, 2006, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 25, 2006).
4.5*	Exchange and Registration Rights Agreement, dated as of April 24, 2006, among Mariner Energy, Inc., the guarantors party thereto and the initial purchasers party thereto (incorporated by reference to Exhibit 4.2 to Mariner's Form 8-K filed on April 25, 2006).

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- 4.6\* Rights Agreement, dated as of October 12, 2008, between Mariner Energy, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on October 14, 2008).
- 4.7\* Amendment to Rights Agreement dated as of April 14, 2010, between Mariner Energy, Inc. and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 16, 2010).
- 4.8\* Amended and Restated Credit Agreement, dated as of March 2, 2006, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto from time to time, as Lenders, and Union Bank of California, N.A., as Administrative Agent and as Issuing Lender (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on March 3, 2006).

**Table of Contents**

<b>Number</b>	<b>Description</b>
4.9*	Amendment No. 1 and Consent, dated as of April 7, 2006, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 13, 2006).
4.10*	Amendment No. 2, dated as of October 13, 2006, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on October 18, 2006).
4.11*	Amendment No. 3 and Consent, dated as of April 23, 2007, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 24, 2007).
4.12*	Amendment No. 4, dated as of August 24, 2007, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on August 27, 2007).
4.13*	Amendment No. 5 and Agreement, dated as of January 31, 2008, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on February 5, 2008).
4.14*	Master Assignment, Agreement and Amendment No. 6, dated as of June 2, 2008, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on June 3, 2008).
4.15*	Amendment No. 7, dated as of December 12, 2008, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on December 15, 2008).
4.16*	Amendment No. 8 and Consent, dated as of March 24, 2009, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on March 27, 2009).
4.17*	Amendment No. 9, dated as of June 2, 2009, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on June 2, 2009).
4.18*	

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Amendment No. 10, dated as of August 25, 2009, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on August 27, 2009).

- 4.19\* Amendment No. 11, dated as of April 8, 2010, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank, N.A. (f/k/a Union Bank of California, N.A.), as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 8, 2010).
- 10.1\* Underwriting Agreement, dated June 4, 2009, among Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Representatives of the several Underwriters named in Schedule A thereto, and Mariner Energy, Inc. (incorporated by reference to Exhibit 1.1 to Mariner's Form 8-K filed on June 9, 2009).

**Table of Contents**

<b>Number</b>	<b>Description</b>
10.2*	Underwriting Agreement, dated June 4, 2009, among Credit Suisse Securities (USA) LLC, Banc of America Securities LLC, J.P. Morgan Securities Inc., Wachovia Capital Markets, LLC and Citigroup Global Markets Inc., as Representatives of the several Underwriters named in Schedule A thereto, and Mariner Energy, Inc., Mariner Energy Resources, Inc., Mariner Gulf of Mexico LLC, MC Beltway 8 LLC and Mariner LP LLC (incorporated by reference to Exhibit 1.2 to Mariner's Form 8-K filed on June 9, 2009).
10.3*	Underwriting Agreement, dated April 25, 2007, among J.P. Morgan Securities Inc., as Representative of the several Underwriters listed in Schedule 1 thereto, Mariner Energy, Inc., Mariner Energy Resources, Inc., Mariner LP LLC, and Mariner Energy Texas LP (incorporated by reference to Exhibit 1.1 to Mariner's Form 8-K filed on April 26, 2007).
10.4*	Purchase Agreement, dated as of April 19, 2006, among Mariner Energy, Inc., Mariner LP LLC, Mariner Energy Resources, Inc., Mariner Energy Texas LP and the initial purchasers party thereto (incorporated by reference to Exhibit 10.1 to Mariner's Form 8-K filed on April 25, 2006).
10.5*	Mariner Energy, Inc. Third Amended and Restated Stock Incentive Plan, effective as of May 11, 2009 (incorporated by reference to Exhibit 10.1 to Mariner's Form 8-K filed on May 12, 2009).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Incorporated by reference as indicated.

In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are being furnished and not filed.



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Mariner Energy, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on November 5, 2010.

Mariner Energy, Inc.

By: /s/ Scott D. Josey  
Scott D. Josey,  
Chairman of the Board, Chief Executive  
Officer and President

By: /s/ Jesus G. Melendrez  
Jesus G. Melendrez,  
Senior Vice President, Chief  
Commercial Officer, Acting Chief  
Financial Officer and Treasurer

61

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**Table of Contents****Exhibit Index**

<b>Number</b>	<b>Description</b>
2.1*	Agreement and Plan of Merger dated as of April 14, 2010 by and among Apache Corporation, ZMZ Acquisitions LLC and Mariner Energy, Inc. (incorporated by reference to Exhibit 2.1 to Mariner's Form 8-K filed on April 16, 2010).
2.2*	Amendment No. 1 dated as of August 2, 2010 to the Agreement and Plan of Merger dated as of April 14, 2010 by and among Apache Corporation, ZMZ Acquisitions LLC and Mariner Energy, Inc. (incorporated by reference to Exhibit 2.2 to Mariner's Form 8-K filed on August 2, 2010).
2.3*	Purchase and Sale Agreement, dated as of December 9, 2009, by and between Edge Petroleum Corporation, Edge Petroleum Exploration Company, Miller Exploration Company, Edge Petroleum Operating Company, Inc., Edge Petroleum Production Company, Miller Oil Corporation, and Mariner Energy, Inc. (incorporated by reference to Exhibit 2.1 to Mariner's Form 8-K filed on January 5, 2010).
3.1*	Second Amended and Restated Certificate of Incorporation of Mariner Energy, Inc., as amended (incorporated by reference to Exhibit 3.1 to Mariner's Registration Statement on Form S-8 (File No. 333-132800) filed on March 29, 2006).
3.2*	Certificate of Designations of Series A Junior Participating Preferred Stock of Mariner Energy, Inc. (incorporated by reference to Exhibit 3.1 to Mariner's Form 8-K filed on October 14, 2008).
3.3*	Fourth Amended and Restated Bylaws of Mariner Energy, Inc. (incorporated by reference to Exhibit 3.2 to Mariner's Registration Statement on Form S-4 (File No. 333-129096) filed on October 18, 2005).
4.1*	Indenture, dated as of June 10, 2009, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on June 16, 2009).
4.2*	First Supplemental Indenture, dated as of June 10, 2009, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.2 to Mariner's Form 8-K filed on June 16, 2009).
4.3*	Indenture, dated as of April 30, 2007, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on May 1, 2007).
4.4*	Indenture, dated as of April 24, 2006, among Mariner Energy, Inc., the guarantors party thereto and Wells Fargo Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 25, 2006).
4.5*	Exchange and Registration Rights Agreement, dated as of April 24, 2006, among Mariner Energy, Inc., the guarantors party thereto and the initial purchasers party thereto (incorporated by reference to Exhibit 4.2 to Mariner's Form 8-K filed on April 25, 2006).

- 4.6\* Rights Agreement, dated as of October 12, 2008, between Mariner Energy, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on October 14, 2008).
- 4.7\* Amendment to Rights Agreement dated as of April 14, 2010, between Mariner Energy, Inc. and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 16, 2010).
- 4.8\* Amended and Restated Credit Agreement, dated as of March 2, 2006, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto from time to time, as Lenders, and Union Bank of California, N.A., as Administrative Agent and as Issuing Lender (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on March 3, 2006).
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**Table of Contents**

<b>Number</b>	<b>Description</b>
4.9*	Amendment No. 1 and Consent, dated as of April 7, 2006, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 13, 2006).
4.10*	Amendment No. 2, dated as of October 13, 2006, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on October 18, 2006).
4.11*	Amendment No. 3 and Consent, dated as of April 23, 2007, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on April 24, 2007).
4.12*	Amendment No. 4, dated as of August 24, 2007, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on August 27, 2007).
4.13*	Amendment No. 5 and Agreement, dated as of January 31, 2008, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on February 5, 2008).
4.14*	Master Assignment, Agreement and Amendment No. 6, dated as of June 2, 2008, among Mariner Energy, Inc. and Mariner Energy Resources, Inc., as Borrowers, the Lenders party thereto, and Union Bank of California, N.A., as Administrative Agent for such Lenders and as Issuing Lender for such Lenders (incorporated by reference to Exhibit 4.1 to Mariner's Form 8-K filed on June 3, 2008).
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