



4th Quarter 2006 Earnings Conference Call

February 27, 2007



Forward-Looking Statements

This presentation may include “forward-looking” statements that are generally identifiable through our use of words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “project” and similar expressions and include any statements that we make regarding our earnings expectations. The forward-looking statements speak only as of the date of this presentation, and we undertake no obligation to update or revise such statements to reflect new information or events as they occur. Our actual future results may differ materially due to a variety of factors, including changes in the level of offshore exploration, development and production activity in the oil and natural gas industry, our inability to obtain contracts with favorable pricing terms if there is a downturn on our business cycle, intense competition in our industry, the operational risks inherent in our business, risks associated with our relationship with Helix Energy Solutions Group, Inc., our controlling stockholder, and other risks detailed in our Registration Statement on Form S-1 that was declared effective by the Securities and Exchange Commission on December 14, 2006.



Presentation Outline

- ◆ **Summary of 2006 Results**
- ◆ **Financial and Operational Highlights**
- ◆ **2007 Earnings Guidance**
- ◆ **Questions and Answers**
- ◆ **Reconciliation of Non GAAP Financial Measures**

Quinn J. Hébert
President & Chief Executive Officer

Scott T. Naughton
Chief Operating Officer

G. Gregg Lunsford
Chief Financial Officer

Summary of Results

(all amounts in thousands, except per share amounts and percentages)

	Fourth Quarter		Year Ended	
	2006	2005	2006	2005
Revenues	\$136,999	\$97,062	\$509,917	\$224,299
Gross Profit	53,643	32,846	222,530	71,713
Margins	39%	34%	44%	32%
Net Income	26,169	17,632	119,414	37,730
Margins	19%	18%	23%	17%
Diluted EPS	0.40	0.29	1.91	0.61
Diluted Shares O/S	65,845	61,507	62,600	61,507
EBITDA (1)	50,126	31,708	212,406	73,378
Margins	37%	33%	42%	33%

Note 1: See Reconciliation of Non-GAAP Financial Measures beginning on page 21 in this presentation

Summary of Results- Key Statistics

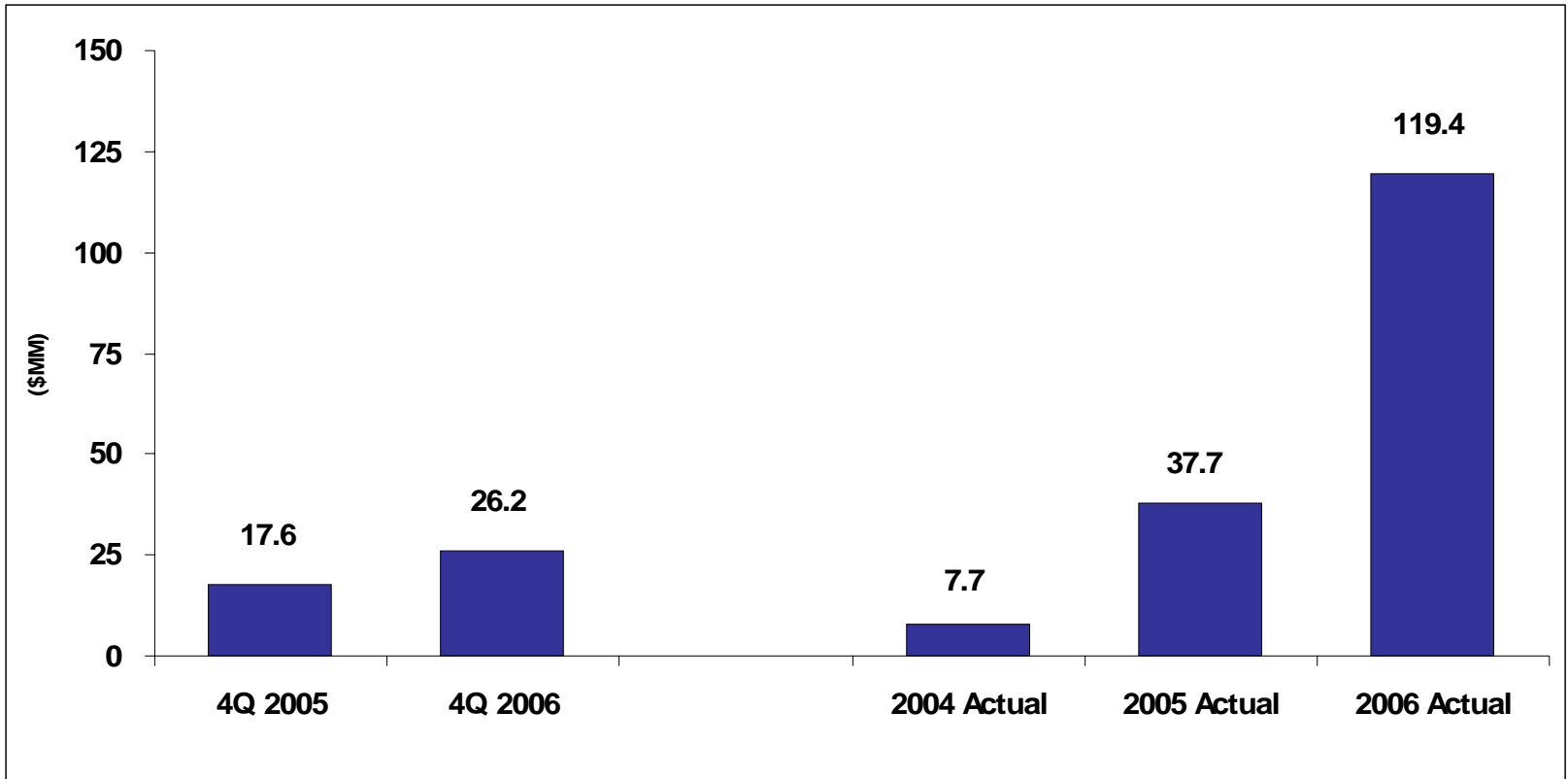
(The following are statistics for owned and operated vessels only)

	Fourth Quarter		Year Ended	
	2006	2005	2006	2005
Calendar Day Utilization-				
Saturation Diving Vessels	82%	94%	84%	87%
Surface Diving Vessels	79%	94%	85%	71%
Pipelay Vessels	55%	92% (1)	77%	92% (1)
Effective Utilization (2)-				
Saturation Diving Vessels	88%	94%	92%	91%
Surface Diving Vessels	79%	94%	90%	72%
Pipelay Vessels	55%	92% (1)	87%	92% (1)

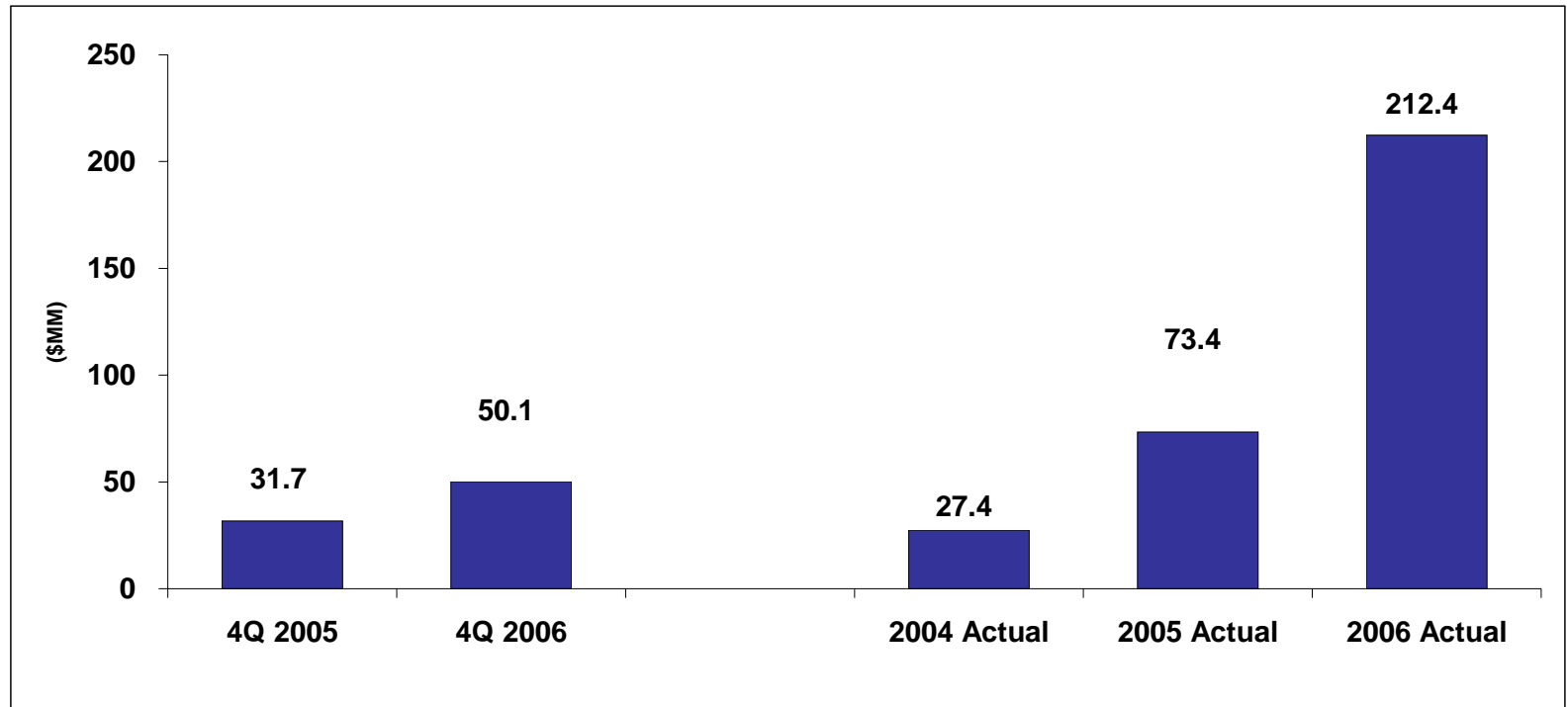
Note 1: Includes activity for only November and December 2005

Note 2: Average vessel utilization does not reflect acquired vessels prior to their in-service dates, vessels in dry docking, vessels taken out of service for upgrades or prior to their disposition and vessels jointly owned by a third party.

Earnings Growth



EBITDA Growth (1)



Note 1: See Reconciliation of Non-GAAP Financial Measures beginning on page 21 in this presentation



Capitalization

(all amounts in thousands except percentages and ratios)

	As of December 31, 2006
Cash and cash equivalents	\$22,655
Long-Term Debt	201,000
Stockholders' Equity:	
Common Stock (1)	843
Capital in excess of par value of common stock	154,898
Retained Earnings	2,020
Total Stockholders' Equity	<u>157,761</u>
Total Capitalization (excluding cash)	<u><u>\$358,761</u></u>
Net Debt to EBITDA (2)	.8x
Net Debt to Book Capitalization (3)	53%

Note 1: Common Stock, \$.01 par value; 240,000,000 shares authorized, 84,298,012 shares issued in 2006

Note 2: See Reconciliation of Non-GAAP Financial Measures beginning on page 21 in this presentation

Note 3: Calculated as total debt less cash divided by stockholders' equity plus debt less cash

Financial Highlights

- ◆ **4Q 2006 revenues increased by 41% compared to 4Q 2005 while 2006 annual revenues increased 127% compared to 2005 primarily as a result of the Torch and Acergy acquisitions in the third and fourth quarters of 2005 and improved market demand.**
- ◆ **4Q 2006 gross profit margins increased to 39% from 34% in 4Q 2005 while 2006 annual margins increased to 44% from 32% in 2005 primarily due to the reasons described above.**
- ◆ **4Q 2006 net income increased by \$8.5 million while 2006 annual net income increased by \$81.7 million over 4Q 2005 and the full year 2005, respectively, for the reasons described above.**

Operational Highlights

- ◆ **Successfully consolidated three headquarters and six operations bases into one headquarters and two operations bases.**
- ◆ **Completed first full year of conventional pipelay/pipe burial services in the US GOM.**
- ◆ **DP DSV Kestrel commenced US GOM operations following the installation of a rebuilt 150 ton crane.**

Operational Highlights



- ◆ **Commissioned 2 four point vessels to return to service (Dancer and Midnight Star).**
- ◆ **Awarded two long term hurricane remediation projects, including the largest dive support contract in our history.**
- ◆ **Expanded internationally through Fraser acquisition and finished 2006 with company wide international revenues totaling \$70.4 million.**

Vessel Listing



Saturation Diving	DP/Anchor Moored
DP DSV Eclipse	DP
DP DSV Mystic Viking	DP
DP DSV Kestrel	DP
DP DSV Uncle John	DP
DSV American Constitution	4 Pt
DSV Cal Diver I	4 Pt
DSV Cal Diver II	4 Pt
DSV Midnight Star (1)	4 Pt

Pipelay	DP/Anchor Moored
Brave	Anchor
Rider	Anchor
DLB 801	Anchor

Surface Diving	DP/Anchor Moored
DSV American Star	4 Pt
DSV American Triumph	4 Pt
DSV American Victory	4 Pt
DSV Cal Diver V	4 Pt
DSV Dancer	4 Pt
DSV Mr. Fred	4 Pt
American Diver	-
American Liberty	-
Cal Diver IV	-
Fox	-
Mr. Jack	-
Mr. Jim	-
Polo Pony	-
Sterling Pony	-
White Pony	-

Note 1: SAT conversion expected in mid 2007



2007 Earnings Guidance

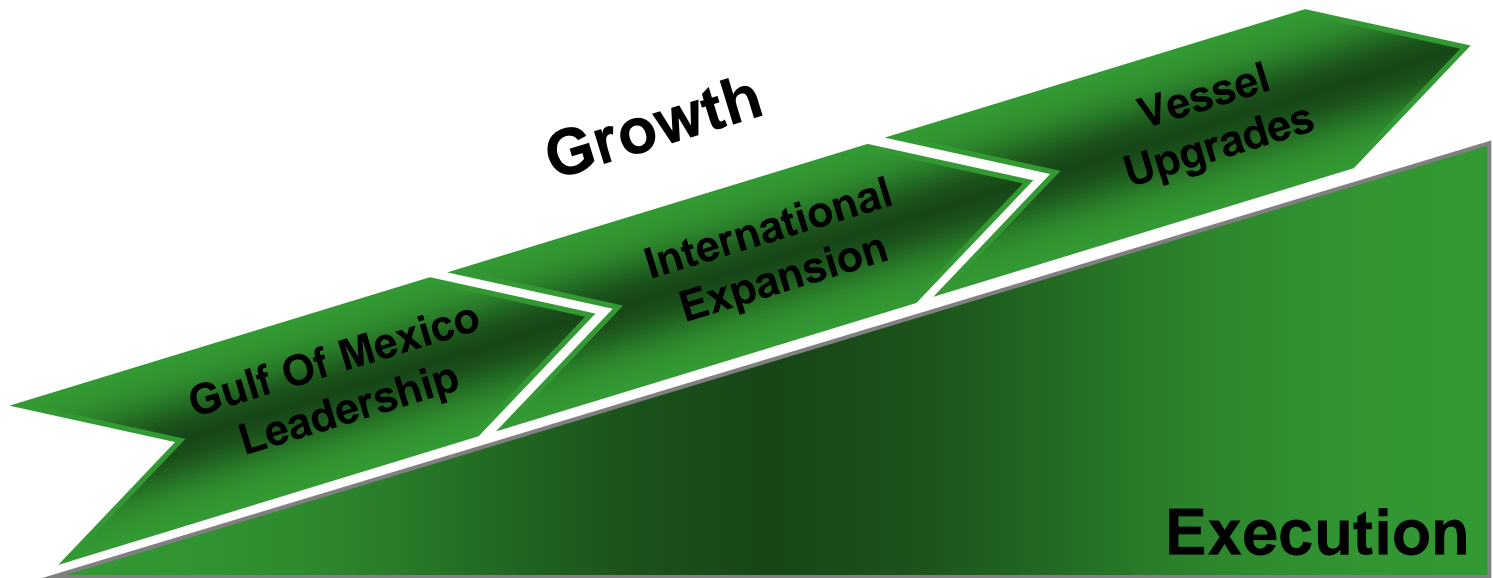


Cal Dive's Growth Strategy



Achieve Market Leadership in Most Attractive Offshore Regions

- ◆ **Expand leadership in the Gulf of Mexico, which remains the most active offshore market in the world**
- ◆ **Replicate GOM success in high-growth international offshore markets**
- ◆ **Maintain a premier diving fleet through our capital program**



Strategic Overview and Rationale

MAINTAIN GOM LEADERSHIP

- ◆ Enhance operating capabilities through vessel upgrades and acquisitions of complementary assets
- ◆ Gulf of Mexico remains the world's most active offshore market

EXPAND INTERNATIONALLY

- ◆ Leverage our GOM relationships and operating capabilities to expand internationally
- ◆ International regions offer tremendous growth potential

SKILLED PERSONNEL

- ◆ Continue investing in career and technical development programs
- ◆ Development and retention of skilled marine personnel is crucial to continued growth

DISCIPLINED COST STRUCTURE

- ◆ Maintain disciplined cost structure and identify new opportunities to reduce costs
- ◆ Enhances profitability and allows us to withstand industry downturns

CONTRACT OPTIMIZATION

- ◆ Optimize mix of dayrate and qualified turnkey contracts
- ◆ Diversifies revenue while maximizing profitability in a given business environment

FINANCIAL FLEXIBILITY

- ◆ Achieve a conservative capital structure so we may continue to pursue attractive growth initiatives and mitigate financial risk

Specific Strategic Initiatives

- ◆ **Crane installation on DP SAT vessel Eclipse**
- ◆ **Complete construction of new portable SAT diving system for international deployment**
- ◆ **Win additional international diving services contracts**
- ◆ **Conversion of Midnight Star to a SAT diving vessel**

2007 Earnings Guidance-Key Variables

(all amounts in thousands except per share amounts and %s)

	2007	
	Low	High
Revenues	622,700	665,700
Gross Profit	232,900	267,700
Margins	37%	40%
EBITDA (1)	234,300	264,700
Margins	38%	40%
Corporate:		
SG&A % of Revenue	6.4%	6.8%
Effective Tax Rate	35.3%	35.3%
Interest Expense	10,400	10,800
Diluted Shares O/S	84,000	84,000
Diluted Earnings Per Share	\$1.41	\$1.62
Capex/Investments	57,400	97,400

Note 1: See Reconciliation of Non-GAAP Financial Measures beginning on page 22 in this presentation

2007 Earnings Guidance-Key Statistics

(The following are statistics for owned vessels only)

	2007	
	Low	High
Calendar Day Utilization-		
Saturation Diving Vessels	78%	81%
Surface Diving Vessels	71%	77%
Pipelay Vessels	79%	81%
Effective Utilization (1)-		
Saturation Diving Vessels	86%	89%
Surface Diving Vessels	73%	79%
Pipelay Vessels	87%	89%

Note 1: Average vessel utilization does not reflect acquired vessels prior to their in-service dates, vessels in dry docking, vessels taken out of service for upgrades or prior to their disposition and vessels jointly owned by a third party.

2007 Regulatory Dry Docks and Upgrades



Vessel	Type	Est. Days Out of Service
DP DSV Eclipse	Drydock/Upgrade	60
DP DSV Kestrel	Drydock	30
DSV Cal Diver II	Drydock	60
DSV American Triumph	Drydock	60
DSV American Star	Drydock	60
Brave	Drydock	60
Mr. Jack	Drydock	30
Sterling Pony	Drydock	30
DP DSV Uncle John	Upgrade	21
DP DSV Mystic Viking	Upgrade	30
DSV American Constitution	Upgrade	30
DSV Midnight Star	Upgrade	30

Reconciliation of Non-GAAP Financial Measures

In addition to net income, we evaluate our financial performance based on other factors, one primary measure of which is earnings before net interest expense, taxes, depreciation and amortization, which we refer to as EBITDA. We use EBITDA as a measure of the operational strengths and performance of our business and not as a measure of liquidity. However, a limitation of the use of EBITDA as a performance measure is that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our business. Accordingly, EBITDA should be considered in addition to, and not as a substitute for, net income and other measures of financial performance reported in accordance with GAAP. Furthermore, this measure may vary among companies; thus, EBITDA as presented below may not be comparable to similarly titled measures of other companies.

We believe EBITDA is useful to investors and other external users of our financial statements in evaluating our operating performance because:

- it is widely used by investors in our industry to measure a company's operating performance without regard to items such as interest expense, depreciation and amortization, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired; and
- it helps investors more meaningfully evaluate and compare the results of our operations from period to period by removing the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation and amortization of our vessels) from our operating results.

Our management uses EBITDA:

- as a measure of operating performance because it assists us in comparing our performance on a consistent basis as it removes the impact of our capital structure and asset base from our operating results;
- in presentations to our board of directors to enable them to have the same consistent measurement basis of operating performance used by management;
- as a measure for planning and forecasting overall expectations and for evaluating actual results against such expectations;
- to assess compliance with financial ratios and covenants that will be included in our revolving credit facility; and in communications with lenders, rating agencies and others, concerning our financial performance.

The following tables present a reconciliation of EBITDA to net income, which is the most directly comparable GAAP financial measure of our operating results.

Reconciliation of Non-GAAP Financial Measures

(all amounts in thousands except ratio)

	Fourth Quarter		Year Ended	
	2006	2005	2006	2005
EBITDA (unaudited)	\$50,126	\$31,708	\$212,406	\$73,378
Less: Depreciation & Amortization	7,468	4,694	24,515	15,308
Less: Stock Compensation Expense (1)	1,109	-	2,930	-
Less: Interest Expense (Income)	201	(23)	(163)	(45)
Less: Provision for Income Taxes	15,179	9,405	65,710	20,385
Net Income	\$26,169	\$17,632	\$119,414	\$37,730
Long Term Debt at December 31, 2006			\$201,000	
Less: Cash at December 31, 2006			22,655	
Net Debt			178,345	
EBITDA for Year Ended December 31, 2006			\$212,406	
Ratio			0.8	

Note 1: Relates to Helix restricted stock or stock options granted to CDI employees prior to the Initial Public Offering

Reconciliation of Non-GAAP Financial Measures

(all amounts in thousands)

	2007 Estimate	
	Low	High
EBITDA	\$234,300	\$264,700
Less: Depreciation & Amortization	38,800	40,300
Less: Stock Compensation Expense	2,500	2,500
Less: Net Interest Expense	10,400	10,800
Less: Provision for Income Taxes	64,300	74,700
Net Income	\$118,300	\$136,400