

ADEMI & O' REILLY, LLP

ATTORNEYS AT LAW

GURI ADEMI
SHPETIM ADEMI
ROBERT K. O' REILLY
DAVID J. SYRIOS
JOHN D. BLYTHIN

3620 EAST LAYTON AVENUE
CUDAHAY, WISCONSIN 53110

TELEPHONE: (414) 482-8000
FACSIMILE: (414) 482-8001

April 4, 2013

Re: W&T Offshore, Inc.

Dear Client:

This letter, when counter-signed by you below, memorializes the terms of your retention of Ademi & O'Reilly, LLP ("Ademi") as counsel to investigate and, if warranted, file and prosecute a derivative shareholder action on behalf of W&T Offshore, Inc. ("W&T" or the "Company") further explained below. In this letter, "You" refers to the Client and "Attorneys" refers to Ademi. Please read this letter carefully because it contains important information about your and our respective rights and obligations. If you have questions or need more information about anything contained in this letter, please consult with counsel of your choice before signing the letter.

You are retaining Attorneys to serve as your counsel as a plaintiff in a proposed derivative litigation as a shareholder on behalf of W&T. This potential litigation may include, as determined appropriate and necessary by Ademi and subject to your approval, a books and records demand to the Company pursuant to state corporate laws, a demand for action on the Company's Board of Directors and a shareholder derivative action against the Company's Board of Directors on behalf of the Company. You understand that you are free to select any qualified law firm as your counsel in a shareholder action. If appropriate, Attorneys may file a derivative complaint naming you (either alone or with other shareholders) as plaintiff on behalf of W&T in such an action. In derivative litigation, a plaintiff represents the interests of the corporation and its current shareholders, and has duties to consult with and direct Attorneys in prosecuting the case, which may also include providing documentary evidence and giving testimony at deposition and trial, if necessary. In derivative litigation, on behalf of the corporation may be certain enhanced governance measures for the company, which may not result in direct payment to shareholders. Attorneys will keep you advised concerning the status of the litigation and will counsel and assist you in your performance of your duties.

You authorize Attorneys to apply to serve as a lead counsel if necessary and to seek other leadership roles in the proposed litigation. If appointed as a lead counsel, Attorneys will represent the interests of the corporation and its current shareholders. If Attorneys are not appointed as a lead counsel or if you do not serve as an active plaintiff in the case, Ademi may in its discretion terminate this retention.

You have informed Attorneys that you currently own shares of W&T and that you owned at least a portion of those shares when the misconduct at issue took place. **You must continue to hold shares of W&T for the duration of any shareholder litigation. If you decide you want to sell shares for any reason, you agree to contact Attorneys beforehand, and further**

agree that you will retain at least 100 shares in an escrow account for the duration of any litigation.

The total fee of the lawyers shall not exceed reasonable compensation for all legal services they render to you. By signing this letter, you are hereby representing that you are knowingly consenting to the representation, and the fee arrangement. In addition, you represent that you will not receive any direct or indirect pecuniary benefit from the fee arrangement.

Attorneys agree to represent you and any other plaintiffs in this case on a fully contingent basis. This means that only if the case generates a benefit to the Company -- which may take the form of a monetary recovery, corporate governance reforms, additional disclosures, or similar benefits -- will Attorneys seek payment of attorney fees, which can be allowed only by the court. Attorneys also agree to advance all costs and expenses deemed necessary by Attorneys to prosecute the case. Such costs and expenses typically include items such as telephone, copying and mailing charges, as well as more substantial items, such as the cost of travel, deposition and trial transcripts, and expert witness and consultant fees. Attorneys will seek reimbursement of costs and expenses only if a benefit is generated, and such reimbursement can be allowed only by the court.

Attorneys may associate with other lawyers or law firms in representing you in prosecuting this case. If that happens, Attorneys will inform you of the terms of the arrangement and obtain your consent. In addition, other lawyers or law firms may become lead or co-lead counsel or otherwise involved in prosecuting the litigation, even if they do not directly represent you.

Our files, papers, communications and other documents compiled in connection with our investigation and prosecution of this matter constitute the work product and property of Attorneys, over which the firm has and shall retain complete control with respect to use, disclosure, and/or final disposition.

You acknowledge that you have not been provided or promised, and will not seek or accept, any pecuniary consideration or benefit, directly or indirectly, to yourself, any relative or affiliated entity, any broker or other intermediary, any other shareholder, or any litigation plaintiff(s), in connection with this litigation, other than as may be provided for by court order.

You agree to cooperate with Attorneys in performing your duties in any role to which you are appointed and to comply with any court orders in the case. You represent that you have not retained any other lawyer to represent you in this case. You represent that you are the owner of the shares referenced above and will retain a certain amount and/or that you are authorized to sign this letter on behalf of the person or entity owning or co-owning the shares.

As a plaintiff in this litigation you will have certain important document preservation responsibilities. In particular, you must ensure that any and all information that might potentially relate to the claims asserted in this litigation are properly preserved. Such information might include trading records, communications about or with a party, research materials, and product-

related materials. Under separate cover we will provide more information as to the specifics of your situation.

We look forward to representing you in this case. When you are ready to proceed in accordance with the terms of this letter, please sign it and return it to us. Thank you.

Very truly yours,
ADEMI & O'REILLY, LLP

Guri Ademi