

Ensco plc

**(formerly ENSCO International Limited and Ensco
International plc)**

Interim Accounts
Registered number 07023598
31 March 2010

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16/03/2011

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Profit and Loss Account

for the period from 1 December 2009 to 31 March 2010

		1 December 2009 to 31 March 2010 (unaudited) \$000	18 September to 30 November 2009 (audited) \$000
	<i>Note</i>		
Administrative expenses		(16,803)	(4,938)
Depreciation expense	2	(21)	--
Operating loss		(16,824)	(4,938)
Dividend received from subsidiary	3	1,200,000	--
Interest receivable and similar income	4	14,414	9
Interest payable and other similar items	5	(33)	--
Profit/(loss) on ordinary activities before taxation		1,197,557	(4,929)
Tax on profit on ordinary activities	6	--	--
Profit/(loss) for the financial period		1,197,557	(4,929)

All income arises from continuing operations

There were no recognised gains and losses other than the profits and losses for the financial periods reported above

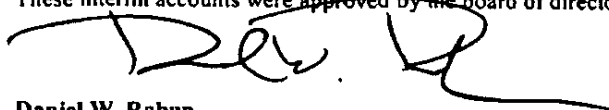
The accompanying notes on pages 7 to 13 form an integral part of these interim accounts

Balance Sheet
At 31 March 2010

		31 March 2010 (unaudited) \$000	31 March 2010 (unaudited) \$000	30 November 2009 (audited) \$000	30 November 2009 (audited) \$000
	<i>Note</i>				
Fixed assets					
Tangible fixed assets	8	1,459		--	
Investments	9	--		--	
			1,459		--
Current assets					
Debtors (including \$1,200,000 (2009 \$nil) due after more than one year)	10	1,214,681		5	
Cash at bank and in hand		21,431		24,691	
		1,236,112		24,696	
Creditors amounts falling due within one year	11	(19,988)		(4,546)	
Net current assets			1,216,124		20,150
Total assets less current liabilities			1,217,583		20,150
Net assets			1,217,583		20,150
Capital and reserves					
Called up share capital	12		15,079		15,079
Other reserves	13		13,441		10,000
Profit and loss account	13		1,189,063		(4,929)
Shareholders' funds			1,217,583		20,150

The accompanying notes on pages 7 to 13 form an integral part of these interim accounts

These interim accounts were approved by the board of directors on 16 March 2011 and were signed on its behalf by



Daniel W. Rabun
Chairman, Director, President and Chief Executive Officer

Company registered number 07023598

Cash Flow Statement

for the period from 1 December 2009 to 31 March 2010

		1 December 2009 to 31 March 2010 (unaudited) \$000	18 September to 30 November 2009 (unaudited) \$000
Reconciliation of operating profit to net cash flow from operating activities			
	<i>Note</i>		
Operating loss		(16,824)	(4,938)
Depreciation expense	2	21	--
Increase in debtors		(467)	(5)
Increase in creditors		15,290	4,555
Share-based compensation cost	13	3,441	--
		<u>1,461</u>	<u>(388)</u>
Net cash inflow/(outflow) from operating activities			
Cash flow statement			
Cash inflow/(outflow) from operating activities		1,461	(388)
Returns on investments and servicing of finance			
Interest received		<u>164</u>	<u>--</u>
Net cash inflow from returns on investments and servicing of finance		164	--
Taxation paid		(27)	--
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets		<u>(1,293)</u>	<u>--</u>
Net cash outflow from capital expenditures		(1,293)	--
Cash dividends paid		<u>(3,565)</u>	<u>--</u>
Cash outflow before financing		(3,260)	(388)
Proceeds from share issuance		--	15,079
Capital contribution from predecessor parent		<u>--</u>	<u>10,000</u>
Net cash inflow from financing		<u>--</u>	<u>25,079</u>
(Decrease)/increase in cash in the period		<u>(3,260)</u>	<u>24,691</u>
Reconciliation of net cash flow to movement in net funds			
(Decrease)/increase in cash in the period		(3,260)	24,691
Movement in net funds in the period		(3,260)	24,691
Net funds at the start of the period		<u>24,691</u>	<u>--</u>
Net funds at the end of the period		<u>21,431</u>	<u>24,691</u>

The accompanying notes on pages 7 to 13 form an integral part of these interim accounts

Reconciliation of Movements in Shareholders' Funds
for the period from 1 December 2009 to 31 March 2010

		1 December 2009 to 31 March 2010 (unaudited) \$000	18 September to 30 November 2009 (audited) \$000
	<i>Note</i>		
Profit/(loss) for the financial period		1,197,557	(4,929)
Dividends on shares classified in shareholders' funds	7	(3,565)	--
Retained profit/(loss)		<u>1,193,992</u>	<u>(4,929)</u>
New share capital subscribed (net of issue costs)		--	15,079
Capital contribution from predecessor parent		--	10,000
Share-based compensation cost	13	3,441	--
Net addition to shareholders' funds		<u>1,197,433</u>	<u>20,150</u>
Opening shareholders' funds		20,150	--
Closing shareholders' funds		<u><u>1,217,583</u></u>	<u><u>20,150</u></u>

The accompanying notes on pages 7 to 13 form an integral part of these interim accounts

Notes

(forming part of the interim accounts)

1 Accounting policies

Board approval

The Board considered the interim accounts of the company for the period from 1 December 2009 to 31 March 2010, which were prepared under section 838 of the Companies Act 2006 for the purposes of confirming that the company had sufficient distributable profits to support the dividends totaling \$150,167,000 which were paid to shareholders on 18 June 2010, 17 September 2010 and 17 December 2010 and the proposed dividend of approximately \$50,100,000 (\$0.35 per share) to be paid to shareholders on 18 March 2011.

The Board is of the opinion that the accounts have been properly prepared within the meaning of section 838 subject only to matters which are not material for determining, by reference to items mentioned in section 836(1) which are included in the accounts, whether the proposed distribution would contravene the relevant requirements of the Companies Act 2006.

Company name change

Effective 18 December 2009, the company changed its name from ENSCO International Limited to EnSCO International plc. Subsequently, effective 31 March 2010 the company changed its name from EnSCO International plc to EnSCO plc.

Redomestication

On 23 December 2009, the EnSCO group completed a reorganization of the corporate structure of the group of companies controlled by the company's predecessor, ENSCO International Incorporated ("EnSCO Delaware"), pursuant to which an indirect, wholly-owned subsidiary merged with EnSCO Delaware, and EnSCO plc became the group's publicly-held parent company incorporated under English law (the redomestication).

In connection with the redomestication each issued and outstanding share of common stock of EnSCO Delaware was converted into the right to receive one American depository share (ADS or share), each representing one Class A ordinary share, par value US \$0.10 per share of the company. In total, 150.0 million Class A ordinary shares were issued by the company, with 142.6 million exchanged for shares of common stock of EnSCO Delaware. The remaining 7.4 million Class A ordinary shares were held as own share reserve by a subsidiary undertaking. Prior to the redomestication, the company also issued 50,000 Class B ordinary shares, par value £1 per share, to EnSCO Delaware. The Class B ordinary shares have no voting rights or rights to dividends or distributions as they are held by a subsidiary undertaking (and consequently disenfranchised and do not earn dividends).

Principal activities

EnSCO plc is the EnSCO group's publicly-held parent company whose subsidiaries provide offshore contract drilling services to the international oil and gas industry.

Basis of preparation

The accounts have been prepared in accordance with the principal accounting policies set out on pages 11 and 12 of the audited accounts as at 30 November 2009, which are in accordance with the applicable accounting standards in the United Kingdom. These accounts are properly prepared in accordance with Companies Act 2006, subject only to matters which are not material for the purpose of Part 23 of the Act.

The comparative figures, with the exception of the cash flow statement, for the period ended 30 November 2009 have been delivered to the Registrar of Companies. The auditor's report on those accounts was not qualified and did not contain a statement under section 237(2) or (3) of the Companies Act 2006.

Notes (continued)

2 Notes to the profit and loss account

	1 December 2009 to 31 March 2010 (unaudited) \$000	18 September – 30 November 2009 (audited) \$000
<i>Profit/(loss) on ordinary activities before taxation is stated after charging</i>		
Depreciation expense	21	--
Operating lease rentals – office and equipment	217	--
	<u>238</u>	<u>--</u>

3 Income from other fixed asset investments

	1 December 2009 to 31 March 2010 (unaudited) \$000	18 September – 30 November 2009 (audited) \$000
Dividend received from subsidiary	1,200,000	--
	<u>1,200,000</u>	<u>--</u>

On 30 December 2009 Enscopl Global Limited, an immediate subsidiary company of Enscopl plc, declared a dividend payable to Enscopl plc of \$1,200,000,000 which was settled by assignment of an interest bearing note. The interest bearing note pays interest to Enscopl plc semi-annually on 31 December and 30 June in arrears at a rate of 4.75% per annum, with the principal amount of \$1,200,000,000 payable at maturity of the note on 31 December 2014. The interest and principal amounts are due from Enscopl Universal Limited, also a wholly and indirectly owned subsidiary of Enscopl plc, and the terms of the note can be amended by Enscopl plc and Enscopl Universal Limited by mutual agreement.

4 Interest receivable and similar income

	1 December 2009 to 31 March 2010 (unaudited) \$000	18 September – 30 November 2009 (audited) \$000
Interest receivable from group undertakings	14,406	--
Interest receivable on cash	8	--
Net foreign currency exchange gains	--	9
	<u>14,414</u>	<u>9</u>

Notes (continued)

5 Interest payable and other similar items

	1 December 2009 to 31 March 2010 (unaudited) \$000	18 September – 30 November 2009 (audited) \$000
Net foreign currency exchange losses	(33)	--
	<u>(33)</u>	<u>--</u>

6 Taxation

	1 December 2009 to 31 March 2010 (unaudited) \$000	18 September – 30 November 2009 (audited) \$000
Profit/(loss) on ordinary activities before taxation	1,197,557	(4,929)
<i>Effect of</i>		
Dividend received from subsidiary not subject to income tax	(1,200,000)	--
Interest income not subject to income tax	(14,414)	--
Tax loss not utilized by other subsidiaries or carried forward and fully provided for	<u>16,857</u>	<u>4,929</u>
	<u>--</u>	<u>--</u>
Current tax credit at 28%	<u>--</u>	<u>--</u>

The directors have not recognised a deferred tax asset in respect of the taxable loss arising in the period 1 December 2009 to 31 March 2010 due to the fact that the company does not anticipate receiving any value for surrendering taxable losses to the existing UK tax group for group relief purposes and the fact that the company does not anticipate taxable profits in the foreseeable future

The directors did not recognise a deferred tax asset in respect of the losses arising in the period 18 September 2009 to 30 November 2009 due to the uncertainty over the amounts deductible for taxation purposes, proposals to include the company within the existing UK tax group for group relief purposes which were still to be finalized and the fact that the company had not earned any revenues in the period and was not anticipated to do so in the foreseeable future

Notes (continued)

7 Dividends

The aggregate amount of dividends comprises

	1 December to 31 March 2010 (unaudited) \$000	18 September – 30 November 2009 (audited) \$000
Interim dividends paid in respect of the current period	3,565	--
	<u>3,565</u>	<u>--</u>

On 11 February 2010, the directors approved a dividend of \$0.025 per Class A ordinary share. Dividends in the amount of \$3,565,000 were paid on 19 March 2010.

The directors declared and paid to shareholders a dividend of \$50,049,000 (\$0.35 per share) on 18 June 2010, a dividend of \$50,062,000 (\$0.35 per share) on 17 September 2010 and a dividend of \$50,056,000 (\$0.35 per share) on 17 December 2010, and proposed a dividend of approximately \$50,100,000 (\$0.35 per share) to be paid to shareholders on 18 March 2011.

8 Tangible fixed assets

	Leasehold improvements and office equipment \$000
<i>Cost</i>	
At beginning of period	--
Additions	1,480
	<u>1,480</u>
At end of period	<u>1,480</u>
<i>Depreciation</i>	
At beginning of period	--
Charge for period	21
	<u>21</u>
At end of period	<u>21</u>
<i>Net book value</i>	
At 31 March 2010	<u>1,459</u>
At 30 November 2009	<u>--</u>

Notes (continued)

9 Fixed asset investments

	Shares in subsidiary undertakings \$000
<i>Cost</i>	
At beginning of period	--
Additions	--
	<hr/>
At end of period	--
	<hr/>

The company's subsidiary undertaking is ENSCO Global Limited. During the period the EnSCO group's predecessor parent company contributed 100% of the ordinary shares of ENSCO Global Limited to the company for no consideration and therefore the company has recorded the investment at \$ nil.

10 Debtors

	31 March 2010 (unaudited) \$000	30 November 2009 (audited) \$000
<i>Amounts falling due within one year</i>		
Interest receivable from group undertaking	14,250	--
Amounts owed by group undertakings	397	5
Prepayments	29	--
Other debtors	5	--
	<hr/>	<hr/>
	14,681	5
<i>Amounts falling due in more than one year</i>		
Note receivable from group undertaking	1,200,000	--
	<hr/>	<hr/>
Total debtors	1,214,681	5
	<hr/>	<hr/>

11 Creditors: amounts falling due within one year

	31 March 2010 (unaudited) \$000	30 November 2009 (audited) \$000
Amounts owed to group undertakings	17,138	228
Accruals	2,645	4,318
Trade creditors	205	--
	<hr/>	<hr/>
	19,988	4,546
	<hr/>	<hr/>

Notes (continued)

12 Called up share capital

	31 March 2010 (unaudited) \$000	30 November 2009 (audited) \$000
<i>Authorised:</i>		
450,000,000 (2009 250,000,000) Class A ordinary shares of \$ 10 each	45,000	25,000
50,000 (2009 50,000) Class B ordinary shares of £1 each	79	79
	<u>45,079</u>	<u>25,079</u>
<i>Allotted, called up and fully paid</i>		
150,000,000 (2009 150,000,000) Class A ordinary shares of \$ 10 each	15,000	15,000
50,000 (2009 50,000) Class B ordinary shares of £1 each	79	79
	<u>15,079</u>	<u>15,079</u>

13 Share premium and reserves

	Share premium account \$000	Other reserves \$000	Profit and loss account \$000
At beginning of period	--	10,000	(4,929)
Profit for the period	-	--	1,197,557
Cash dividends paid	--	--	(3,565)
Share-based compensation cost	--	3,441	--
	<u>--</u>	<u>13,441</u>	<u>1,189,063</u>
At end of period	--	13,441	1,189,063

On 11 February 2010 the directors approved a dividend of \$0.025 per Class A ordinary share. Dividends in the amount of \$3,565,000 were paid on 19 March 2010.

14 Post balance sheet events

Issuance of promissory notes

Subsequent to 31 March 2010, the company issued promissory notes to Ensco Holdco Limited for \$40,000,000, \$18,000,000 and \$50,000,000 due 15 June 2011, 14 September 2011 and 15 December 2011, respectively in exchange for cash.

On 20 December 2010 the company acquired an investment in subsidiary of \$751,840,100 in exchange for a promissory note in the same amount. The promissory note is due 19 December 2020.

Notes (continued)

14 Post balance sheet events (continued)

Pending Merger with Pride

On 6 February 2011, the Enesco group entered into an Agreement and Plan of Merger with Pride International, Inc., a Delaware corporation ("Pride"), Enesco Delaware, and ENSCO Ventures LLC, a Delaware limited liability company and an indirect, wholly-owned subsidiary of Enesco ("Merger Sub"). Pursuant to the merger agreement and subject to the conditions set forth therein, Merger Sub will merge with and into Pride, with Pride as the surviving entity and an indirect, wholly-owned subsidiary of Enesco. As a result of the merger, each outstanding share of Pride's common stock (other than shares of common stock held directly or indirectly by Enesco, Pride or any wholly-owned subsidiary of Enesco or Pride (which will be cancelled as a result of the merger), those shares with respect to which appraisal rights under Delaware law are properly exercised and not withdrawn and other shares held by certain U.K. residents if determined by Enesco) will be converted into the right to receive \$15.60 in cash and 0.4778 Enesco ADSs. Under certain circumstances, U.K. residents may receive all cash consideration as a result of compliance with legal requirements.

The Enesco group estimates that the total consideration to be delivered in the merger to be approximately \$7,400,000,000, consisting of \$2,800,000,000 of cash, the delivery of approximately 86,000,000 Enesco ADSs (assuming that no Pride employee stock options are exercised before the closing of the merger) with an aggregate value of \$4,550,000,000 based on the closing price of Enesco ADSs of \$52.88 on 15 February 2011 and the estimated fair value of \$45,000,000 of Pride employee stock options assumed by Enesco. The value of the merger consideration will fluctuate based upon changes in the price of Enesco ADSs and the number of shares of Pride common stock and employee options outstanding on the closing date. The merger agreement and the merger were approved by the respective Boards of Directors of Enesco and Pride. Consummation of the merger is subject to the approval of the shareholders of Enesco and the stockholders of Pride, regulatory approvals and the satisfaction or waiver of various other conditions as more fully described in the merger agreement. Subject to receipt of required approvals, it is anticipated that the closing of the merger will occur during the second quarter of 2011.

Issuance of senior notes

On 8 March 2011 the company announced that it had priced an underwritten offering of \$1,000,000,000 principal amount of 3.25% senior unsecured notes due 2016 and \$1,500,000,000 principal amount of 4.70% senior unsecured notes due 2021 which have a 17 March 2011 issuance date. The notes due 2016 will be issued at 99.239% of their principal amount, and have a fixed-rate interest coupon of 3.25% and a maturity date of 15 March 2016. The notes due 2021 will be issued at 98.025% of their principal amount, and have a fixed-rate interest coupon of 4.70% and a maturity date of 15 March 2021.

The offering is not conditioned upon the completion of the proposed merger. However, in the event that the merger is not consummated on or before 3 February 2012, or the merger agreement is terminated before such time, the company will be required to redeem all of the notes that are then outstanding. If the merger agreement is terminated within the six-month period following the 17 March 2011 issue date, the redemption price will be 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest to the redemption date. If the merger is not consummated or the merger agreement is terminated on or before 3 February 2012, but after the six-month period following the 17 March 2011 issue date, the redemption price will equal 102% of the aggregate principal amount of the notes, plus accrued and unpaid interest to the redemption date.