

# ENSCO PLC

## FORM S-3ASR

(Automatic shelf registration statement of securities of well-known seasoned issuers)

Filed 01/15/15

Telephone	4402076594660
CIK	0000314808
Symbol	ESV
SIC Code	1381 - Drilling Oil and Gas Wells
Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

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As filed with the Securities and Exchange Commission on January 15, 2015

Registration No. 333-

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

**FORM S-3**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Ensco plc**

(Exact name of registrant as specified in its charter)

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**England and Wales**  
(State or other jurisdiction of  
incorporation or organization)

**98-0635229**  
(I.R.S. Employer  
Identification Number)

**6 Chesterfield Gardens**  
**London England W1J 5BQ**  
**+44 (0) 20 7659 4660**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**BRADY K. LONG**  
Vice President, General Counsel and Secretary  
Ensco plc  
5847 San Felipe, Suite 3300  
Houston, Texas 77057  
(713) 789-1400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**With a copy to:**

**Tull R. Florey**  
**Baker Botts L.L.P.**  
910 Louisiana  
Houston, Texas 77002  
(713) 229-1379

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**Approximate date of commencement of proposed sale to the public:**  
**From time to time after this Registration Statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered/ Proposed Maximum Offering Price Per Unit/ Proposed Maximum Aggregate Offering Price/ Amount of Registration Fee
Debt Securities	
Class A Ordinary Shares	
Preference Shares	
Ordinary Shares	
Depository Shares(2)	(1)
Warrants	
Share Purchase Contracts	
Guarantees	
Units comprising one or more classes of the above securities(3)	

(1) An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be issued at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depository shares. In accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended, the Registrant is deferring payment of all of the registration fee and will pay the registration fee subsequently in advance or on a pay-as-you-go basis.

(2) The depository shares being registered will be evidenced by depository receipts issued under a deposit agreement. If the Registrant elects to offer fractional interests in Class A Ordinary Shares, preference shares or ordinary shares to the public, depository receipts will be distributed to the investors purchasing the fractional interests, and the Class A Ordinary Shares, preference shares or ordinary shares will be issued to the depository under the deposit agreement.

(3) Each unit will be issued under a unit agreement or indenture and will represent an interest in two or more debt securities, warrants or share purchase contracts, which may or may not be separable from one another.

**EXPLANATORY NOTE**

Enco plc previously filed a shelf registration statement on Form S-3 (Registration No. 333-179021) on January 13, 2012 that expired in accordance with SEC rules on January 13, 2015. This shelf registration statement is being filed to replace that expired registration statement.

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PROSPECTUS



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**Enesco plc**

**Debt Securities**  
**Class A Ordinary Shares**  
**Preference Shares**  
**Ordinary Shares**  
**Depository Shares**  
**Warrants**  
**Share Purchase Contracts**  
**Guarantees and**  
**Units**

From time to time, we may offer to sell debt securities, Class A Ordinary Shares, preference shares, ordinary shares, warrants, share purchase contracts and guarantees, as well as units that include any of these securities or securities of other entities. The debt securities, preference shares, warrants and share purchase contracts may be convertible into or exercisable or exchangeable for Class A Ordinary Shares, ordinary shares or preference shares or other securities of our company or debt or equity securities of one or more other entities. Class A Ordinary Shares, preference shares and ordinary shares may be offered either separately or represented by depository shares.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis.

This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered will be described in a supplement to this prospectus.

Our Class A Ordinary Shares trade on the New York Stock Exchange under the symbol "ESV".

**Investing in our securities involves risk. You should carefully review the risks and uncertainties described under the heading "Risk Factors" contained on page 3 herein and in the applicable prospectus supplement and any related free writing prospectus and under similar headings in the other documents incorporated by reference into this prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is January 15, 2015.

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## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission (the "SEC") using a "shelf" registration process. Under this shelf process, we may sell any combination of the securities described in this prospectus in one or more offerings.

As used in this prospectus, unless we state otherwise or the context indicates otherwise, references to "Enesco," the "Company," "we," "us" or "our" refer to Enesco plc and its subsidiaries. In the sections "Descriptions of Debt Securities," "Description of Preference Shares and Ordinary Shares," "Description of Depositary Shares," "Description of Warrants," "Description of Share Purchase Contracts," "Description of Guarantees" and "Description of Units," references to "Enesco," the "company," "we," "us" or "our" refer only to Enesco plc and not to any of our subsidiaries.

This prospectus provides a general description of the securities offered by us. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. The prospectus supplement may also add to, update or change information contained in this prospectus and, accordingly, to the extent inconsistent, information in this prospectus shall be superseded by the information in the prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under the heading "Where You Can Find More Information; Incorporation by Reference."

The prospectus supplement to be attached to the front of this prospectus may describe, as applicable: the terms of the securities offered, the initial public offering price, the price paid for the securities, net proceeds and the other specific terms related to the offering of these securities.

You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized any other person to provide different information. If anyone provides you different or inconsistent information, you should not rely on it. We are not making offers to sell these securities in any jurisdiction where the offer or sale is not permitted. For the avoidance of doubt, this prospectus is not intended to be and is not a prospectus for purposes of the E.U. Prospectus Directive and/or the U.K. Financial Conduct Authority's Prospectus Rules. You should assume that the information contained or incorporated by reference in this prospectus or any prospectus supplement is accurate only as of the respective dates thereof or, in the case of information incorporated by reference, only as of the date of such information, regardless of the time of delivery of this prospectus or any prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since such dates.

## WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information on file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C., 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public from commercial document retrieval services and are available at the Internet website maintained by the SEC at <http://www.sec.gov>. These reports and other information filed by us with the SEC are also available free of charge at our website at [www.enscoplc.com](http://www.enscoplc.com).

We incorporate information into this prospectus by reference, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except to the extent superseded by information contained herein or by information contained in documents filed with the SEC after the date of this prospectus. This prospectus incorporates by reference the documents set

forth below that have been previously filed with the SEC. These documents contain important information about us and our financial condition.

**EnSCO SEC Filings (SEC File No. 001-08097)**

- EnSCO's Annual Report on Form 10-K for the year ended December 31, 2013 (the "Form 10-K") (as updated by the Current Report on Form 8-K filed on September 22, 2014);
- EnSCO's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014 (as updated by the Current Report on Form 8-K filed on September 22, 2014), June 30, 2014 and September 30, 2014;
- The information included in EnSCO's Definitive Proxy Statement on Schedule 14A filed on April 7, 2014 to the extent incorporated by reference in Part III of the Form 10-K;
- EnSCO's Current Reports on Form 8-K filed January 10, 2014, May 15, 2014, May 23, 2014, June 5, 2014, June 13, 2014, September 22, 2014, September 29, 2014, October 1, 2014, October 16, 2014 and November 24, 2014; and
- The description of EnSCO's Class A Ordinary Shares contained in EnSCO's Current Report on Form 8-K filed December 23, 2009, as amended and superseded by the description set forth in the Current Report on Form 8-K filed May 15, 2012, as EnSCO may update that description from time to time.

We also incorporate by reference into this prospectus additional documents that EnSCO may file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 from the date of this prospectus to the completion of the offering of the securities. These documents may include Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements. We are not incorporating by reference any information furnished under items 2.02 or 7.01 (or corresponding information furnished under item 9.01 or included as an exhibit) in any past or future Current Report on Form 8-K that we may file with the SEC, unless otherwise specified in such Current Report.

You may obtain copies of any of these filings as described below, through the SEC or through the SEC's Internet website as described above or through our website as described above. Documents incorporated by reference are available without charge, excluding all exhibits unless an exhibit has been specifically incorporated by reference into this prospectus, by requesting them in writing or by telephone at:

Investor Relations  
EnSCO plc  
5847 San Felipe, Suite 3300  
Houston, Texas 77057  
(713) 789-1400

THE INFORMATION CONTAINED IN OUR WEBSITE IS NOT INCORPORATED BY REFERENCE AND DOES NOT CONSTITUTE A PART OF THIS PROSPECTUS.

**FORWARD LOOKING INFORMATION**

The information contained in this prospectus is accurate only as of the date hereof.

This prospectus and the documents incorporated herein by reference contain some forward looking statements that set forth anticipated results based on management's plans and assumptions. From time to time, we also provide forward looking statements in other materials we release to the public, as well as oral forward looking statements. Such statements give our current expectations or forecasts of future

events; they do not relate strictly to historical or current facts. We have tried, wherever possible, to identify such statements by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will," "target," "forecast" and similar expressions in connection with any discussion of future operating or financial performance or business plans or prospects. In particular, these include statements relating to future actions, business plans and prospects, future performance or results of current and anticipated products, expenses, interest rates, foreign exchange rates, the outcome of contingencies, such as legal proceedings, and financial results.

We cannot guarantee that any forward looking statement will be realized. Achievement of future results is subject to risks, uncertainties and potentially inaccurate assumptions, including, but not limited to, the risks and uncertainties described under "Risk Factors" below and in our most recent Annual Report on Form 10-K and our subsequently filed Quarterly Reports on Form 10-Q. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind as you consider forward looking statements.

You should take care not to place undue reliance on forward looking statements, which represent our views only as of the date they are made. We undertake no obligation to publicly update or revise forward looking statements, whether as a result of new information, future events or otherwise, except as required by law. You are advised, however, to consult any further disclosures we make on related subjects in our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC.

## **RISK FACTORS**

Investing in our securities involves significant risks. Before making an investment decision, you should carefully consider the risks and other information we include or incorporate by reference in this prospectus. In particular, you should consider the risk factors set forth in our most recent Annual Report on Form 10-K filed with the SEC, as those risk factors are amended or supplemented by subsequent Quarterly Reports on Form 10-Q and other reports and documents we file with the SEC after the date of this prospectus that are incorporated by reference herein. The risks and uncertainties we have described are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. Additional risk factors may be included in a prospectus supplement relating to a particular series or offering of securities.

## **THE COMPANY**

Enscopl is an English public limited company formed in 2009 in connection with our redomestication from Delaware to England. Our predecessor, ENSCO International Incorporated, was formed as a Texas corporation in 1975 and reincorporated in Delaware in 1987.

Enscopl is a global offshore contract drilling company. We operate one of the newest ultra-deepwater fleets in the industry, and our premium jackup fleet is the largest of any offshore drilling company. As of December 31, 2014, we owned and operated an offshore drilling rig fleet of 70 rigs, including seven rigs under construction, spanning most of the strategic markets around the globe. As of that date, our rig fleet included ten drillships, 13 dynamically positioned semisubmersible rigs, five moored semisubmersible rigs and 42 jackup rigs.

Our customers include many of the leading national and international oil companies, in addition to many independent operators. We are among the most geographically diverse offshore drilling companies, with operations and drilling contracts spanning many of the strategic markets around the world.

Our registered office (which is our principal executive office) is located at 6 Chesterfield Gardens, London W1J5BQ, England, United Kingdom, and our telephone number is +44 (0) 20 7659 4660. Our website is located at www.enscoplc.com. The information on or linked to/from our website is not part of, and is not incorporated by reference into, this prospectus or any prospectus supplement.

## USE OF PROCEEDS

We intend to use the net proceeds from the sales of the securities for general corporate purposes unless otherwise set forth in the applicable prospectus supplement.

## RATIO OF EARNINGS TO FIXED CHARGES

For the purpose of computing the ratio of earnings to fixed charges, "earnings" consist of income from continuing operations before income taxes, fixed charges and amortization of capitalized interest, less income from continuing operations before income taxes attributable to non-controlling interests and interest capitalized. "Fixed charges" consist of interest expensed and capitalized and estimates of interest within rental expense. The ratios were calculated by dividing the sum of the fixed charges into the sum of the earnings. Our consolidated ratio of earnings to fixed charges for each of the fiscal years ended December 31, 2009 through 2013 and the nine months ended September 30, 2014 are set forth below:

	Nine Months Ended September 30, 2014	Year Ended December 31,				
		2013	2012	2011	2010	2009
Ratio of earnings to fixed charges	2.4x(1)	7.5x	6.2x	4.5x	19.2x	32.7x

- (1) Net income from continuing operations before income taxes of \$321.2 million for the nine-month period ended September 30, 2014 included a non-cash loss on impairment of \$991.5 million recorded during such period.

We had no preferred stock outstanding for any period presented, and accordingly, the ratio of combined fixed charges and preferred stock dividends to earnings is the same as the ratio of earnings to fixed charges for those periods.

## DESCRIPTION OF DEBT SECURITIES

The debt securities we may offer pursuant to this prospectus will be general unsecured obligations of Enco plc and will be senior, senior subordinated or subordinated debt. Our unsecured senior debt securities will be issued under the indenture dated as of March 17, 2011 between us and Deutsche Bank Trust Company Americas, as trustee. The unsecured senior subordinated debt securities will be issued under a separate indenture to be entered into by us and Deutsche Bank Trust Company Americas or another trustee to be named in a prospectus supplement. The unsecured subordinated debt securities will be issued under a separate indenture to be entered into by us and Deutsche Bank Trust Company Americas or another trustee to be named in a prospectus supplement.

The unsecured senior debt indenture is filed as an exhibit to the registration statement of which this prospectus is a part. If we issue any senior subordinated debt securities or subordinated debt securities, we will file forms of the senior subordinated debt indenture and the subordinated debt indenture, as applicable, by amendment to the registration statement of which this prospectus is a part. You should refer to the applicable indenture for more specific information.

The senior debt securities will rank equally with each other and with all of our other unsecured and unsubordinated indebtedness. Our senior debt securities will effectively be subordinated to our secured indebtedness, including amounts we have borrowed under any secured revolving or term credit

facility and ship mortgages or bonds, and the liabilities of our subsidiaries. The senior subordinated debt securities will be subordinate and junior in right of payment, as more fully described in an indenture and in any applicable supplement to the indenture, to the senior indebtedness designated in such indenture or supplemental indenture. The subordinated debt securities will be subordinate and junior in right of payment, as more fully described in an indenture and in any applicable supplement to the indenture, to all of our senior and senior subordinated indebtedness.

We will include the specific terms of each series of the debt securities being offered in a supplement to this prospectus.

### **DESCRIPTION OF CLASS A ORDINARY SHARES**

For a full description of our Class A Ordinary Shares, par value \$0.10 per share (the "Class A Ordinary Shares"), please see the documents identified in the section "Where You Can Find More Information; Incorporation by Reference" in this prospectus.

### **DESCRIPTION OF PREFERENCE SHARES AND ORDINARY SHARES**

Our articles of association do not expressly contemplate the issuance of preference shares or a new class of ordinary shares. However, subject to sufficient authorization being in place for the allotment and issuance of shares, preference shares or a new class of ordinary shares could be issued in the future with such rights or restrictions either as are determined by resolution of the shareholders or as determined by our board. Pre-emption rights may apply to such issuance. Such pre-emption rights would provide that when we wish to issue our "ordinary shares" (*i.e.* shares other than shares which, with respect to dividends or capital, carry a right to participate only up to a specified amount of distribution) for cash, such shares must first be offered to the existing shareholders in proportion to their respective nominal amounts (*i.e.* par values) of their holdings. If any preference shares or new class of ordinary shares issued by us carried a right to a fixed income, pre-emption would not apply to the issue of such shares. English law permits our shareholders, by special resolution or a provision in our articles of association, to exclude pre-emptive rights for a period of up to five years.

To grant our board with the authority to issue and allot preference shares or a new class of ordinary shares, an "ordinary resolution" must be passed by our shareholders. Such ordinary resolution must be approved by holders of a simple majority of the aggregate voting power of our entire issued share capital that, being entitled to vote, vote on the resolution at a general meeting of the company. To remove any applicable pre-emption rights and amend our articles of association, a "special resolution" must be passed by our shareholders. Such special resolution must be approved by the holders of at least 75% of our entire issued share capital that, being entitled to vote, vote on the resolution at a general meeting of the company.

We will include the specific terms of each series of the preference shares and ordinary shares being offered in a supplement to this prospectus.

### **DESCRIPTION OF DEPOSITARY SHARES**

Class A Ordinary Shares, preference shares and ordinary shares may be offered either separately or represented by depositary shares. We may also, at our option, elect to offer fractional shares of Class A Ordinary Shares, preference shares or a new class of ordinary shares. If we exercise this option, we will issue receipts for depositary shares, each of which will represent a fraction of a share of a particular series of shares, to be described in an applicable prospectus supplement.

The shares represented by depositary shares will be deposited under a deposit agreement between us and a bank or trust company selected by us and having its principal office in the United States and having a combined capital and surplus of at least \$50,000,000. Subject to the terms of the deposit

agreement, each owner of a depositary share will be entitled, in proportion to the applicable share or fraction thereof represented by the depositary share, to all of the rights and preferences, if any, of the share represented thereby, including any dividend, voting, redemption, conversion and liquidation rights. The depositary shares will be evidenced by depositary receipts issued pursuant to the deposit agreement.

The particular terms of the depositary shares offered by any prospectus supplement will be described in the prospectus supplement, which will also include a discussion of certain United States federal income tax consequences.

A copy of the form of deposit agreement, including the form of depositary receipt, will be included as an exhibit to the registration statement of which this prospectus is a part.

## **DESCRIPTION OF WARRANTS**

We may issue warrants to purchase Class A Ordinary Shares, preference shares, ordinary shares and debt securities. Each warrant will entitle the holder to purchase for cash a number of Class A Ordinary Shares, preference shares or ordinary shares or the principal amount of debt securities at the exercise price as will in each case be described in, or can be determined from, the applicable prospectus supplement relating to the offered warrants.

Warrants may be issued independently or together with any securities and may be attached to or separate from the securities. The warrants will be issued under warrant agreements to be entered into between us and a bank or trust company, as warrant agent. You should read the particular terms of the warrants, which will be described in more detail in the applicable prospectus supplement. The particular terms of any warrants offered by any prospectus supplement, and the extent to which the general provisions summarized below may apply to the offered securities, will be described in the prospectus supplement.

The applicable prospectus supplement will describe the terms of warrants we offer, the warrant agreement relating to the warrants and the certificates representing the warrants, including, to the extent applicable:

- the title of the warrants;
- the aggregate number of warrants;
- the price or prices at which the warrants will be issued;
- the currency or currencies, including composite currencies or currency units, in which the price of the warrants may be payable;
- the designation, number or aggregate principal amount and terms of the securities purchasable upon exercise of the warrants, and the procedures and conditions relating to the exercise of the warrants;
- the date on which the right to exercise the warrants will commence, and the date on which the right will expire;
- the designation and terms of any related securities with which the warrants are issued, and the number of the warrants issued with each security;
- the date, if any, on and after which the warrants and the related securities will be separately transferable;
- the maximum or minimum number of warrants which may be exercised at any time;
- any other specific terms of the warrants; and

- if appropriate, a discussion of material United States federal income or U.K. tax considerations.

### **DESCRIPTION OF SHARE PURCHASE CONTRACTS**

We may issue share purchase contracts representing contracts obligating holders, subject to the terms of such share purchase contracts, to purchase from us, and us to sell to the holders, a specified or varying number of our Class A Ordinary Shares, preference shares, ordinary shares or depository shares at a future date or dates. Alternatively, the share purchase contracts may, subject to the terms of such share purchase contracts, obligate us to purchase from holders, and obligate holders to sell to us, a specified or varying number of Class A Ordinary Shares, preference shares, ordinary shares or depository shares. The price per share of our Class A Ordinary Shares, preference shares, ordinary shares or depository shares and number of shares of our Class A Ordinary Shares may be fixed at the time the share purchase contracts are entered into or may be determined by reference to a specific formula set forth in the share purchase contracts.

The applicable prospectus supplement will describe the terms of any share purchase contract. The share purchase contracts will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

### **DESCRIPTION OF GUARANTEES**

We may issue guarantees of debt securities and other securities. The applicable prospectus supplement will describe the terms of any guarantees. The guarantees will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

### **DESCRIPTION OF UNITS**

We may issue units of securities consisting of one or more share purchase contracts, warrants, debt securities, guarantees, Class A Ordinary Shares, preference shares, ordinary shares, depository shares or any combination thereof. The applicable prospectus supplement will describe the terms of any units and the securities comprising the units, including whether and under what circumstances the securities comprising the units may or may not be traded separately. The units will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

### **PLAN OF DISTRIBUTION**

We will set forth in the applicable prospectus supplement a description of the plan of distribution of the securities that may be offered pursuant to this prospectus.

### **LEGAL MATTERS**

Baker Botts (UK) LLP will be requested to advise us with respect to the validity under English law, if applicable, of any securities that may be offered pursuant to this prospectus. Baker Botts L.L.P. may also be requested to advise us with respect to the validity under New York law, if applicable, of any securities that may be offered pursuant to this prospectus. Any underwriters will be advised about other issues relating to any offering by their own legal counsel.

### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The consolidated financial statements of Enscopl and its subsidiaries as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013, and

management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2013 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

With respect to the unaudited interim financial information for the periods ended March 31, 2014, June 30, 2014, and September 30, 2014, incorporated by reference herein, the independent registered public accounting firm has reported that they applied limited procedures in accordance with professional standards for a review of such information. However, their separate reports included in the Company's quarterly reports on Form 10-Q for the quarter ended March 31, 2014, June 30, 2014, and September 30, 2014, and incorporated by reference herein, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. The accountants are not subject to the liability provisions of Section 11 of the Securities Act of 1933 (the "1933 Act") for their report on the unaudited interim financial information because that report is not a "report" or a "part" of the registration statement prepared or certified by the accountants within the meaning of Sections 7 and 11 of the 1933 Act.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 14. Other Expenses of Issuance and Distribution .**

The following table sets forth the best estimate of Enesco plc as to its anticipated expenses and costs (other than underwriting discounts and commissions) expected to be incurred in connection with a distribution of securities registered hereby:

SEC Registration Fee	\$	*
Printing and Engraving Expenses		**
Legal Fees and Expenses		**
Accounting Fees and Expenses		**
Rating Agency Fees		**
Trustees' Fees and Expenses		**
Miscellaneous		**
<b>Total</b>	<b>\$</b>	<b>**</b>

\* To be deferred pursuant to Rule 456(b) and calculated in connection with the offering of securities under this registration statement pursuant to Rule 457(r).

\*\* Estimated expenses are not presently known. The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that Enesco anticipates it will incur in connection with the offering of securities under this Registration Statement. An estimate of the aggregate expenses in connection with the issuance and distribution of the securities being offered will be included in the applicable prospectus supplement.

**ITEM 15. Indemnification of Directors and Officers .**

Article 138 of Enesco's articles of association (the "Articles") provides:

**138. INDEMNITY**

- 138.1 To the extent permitted by the Acts and without prejudice to any indemnity to which any person may otherwise be entitled, the Company shall:
- (a) indemnify to any extent any person who is or was a director or officer of the Company, or a director or officer of any associated company, directly or indirectly (including by funding any expenditure incurred or to be incurred by him) against any loss or liability, whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company;
  - (b) indemnify to any extent any person who is or was a director or officer of an associated company that is a trustee of an occupational pension scheme, directly or indirectly (including by funding any expenditure incurred or to be incurred by him) against any liability incurred by him in connection with the company's activities as trustee of an occupational pension scheme;
  - (c) create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorised or permitted by law and including as part thereof provisions with respect to any or all of the

foregoing paragraphs of this Article 144.1 to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

138.2 Where a person is indemnified against any liability in accordance with Article 138.1, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

Article 84 of the Articles provides:

#### **84. Insurance**

Subject to the provisions of the Acts, the board may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was a director, alternate director or officer of the Company or of any associated company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.

Section 232 of the Companies Act 2006 provides as follows:

#### **232 PROVISIONS PROTECTING DIRECTORS FROM LIABILITY**

(1) Any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.

(2) Any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of the company, or of an associated company, against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is a director is void, except as permitted by—

- (a) section 233 (provision of insurance),
- (b) section 234 (qualifying third party indemnity provision), or
- (c) section 235 (qualifying pension scheme indemnity provision).

(3) This section applies to any provision, whether contained in a company's articles or in any contract with the company or otherwise.

(4) Nothing in this section prevents a company's articles from making such provision as has previously been lawful for dealing with conflicts of interest.

Section 233 of the Companies Act 2006 provides as follows:

#### **233 PROVISION OF INSURANCE**

Section 232(2) (voidness of provisions for indemnifying directors) does not prevent a company from purchasing and maintaining for a director of the company, or of an associated company, insurance against any such liability as is mentioned in that subsection.

Section 234 of the Companies Act 2006 provides as follows:

#### **234 QUALIFYING THIRD PARTY INDEMNITY PROVISION**

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying third party indemnity provision.

(2) Third party indemnity provision means provision for indemnity against liability incurred by the director to a person other than the company or an associated company. Such provision is qualifying third party indemnity provision if the following requirements are met.

- (3) The provision must not provide any indemnity against—
  - (a) any liability of the director to pay—
    - (i) a fine imposed in criminal proceedings, or
    - (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or
  - (b) any liability incurred by the director—
    - (i) in defending criminal proceedings in which he is convicted, or
    - (ii) in defending civil proceedings brought by the company, or an associated company, in which judgment is given against him, or
    - (iii) in connection with an application for relief (see subsection (6)) in which the court refuses to grant him relief.
- (4) The references in subsection (3)(b) to a conviction, judgment or refusal of relief are to the final decision in the proceedings.
- (5) For this purpose—
  - (a) a conviction, judgment or refusal of relief becomes final—
    - (i) if not appealed against, at the end of the period for bringing an appeal, or
    - (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and
  - (b) an appeal is disposed of—
    - (i) if it is determined and the period for bringing any further appeal has ended, or
    - (ii) if it is abandoned or otherwise ceases to have effect.
- (6) The reference in subsection (3)(b)(iii) to an application for relief is to an application for relief under—section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).

Section 235 of the Companies Act 2006 provides as follows:

### 235 QUALIFYING PENSION SCHEME INDEMNITY PROVISION

- (1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying pension scheme indemnity provision.
- (2) Pension scheme indemnity provision means provision indemnifying a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme.

Such provision is qualifying pension scheme indemnity provision if the following requirements are met.

- (3) The provision must not provide any indemnity against—
  - (a) any liability of the director to pay—
    - (i) a fine imposed in criminal proceedings, or



- (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or
  - (b) any liability incurred by the director in defending criminal proceedings in which he is convicted.
- (4) The reference in subsection (3)(b) to a conviction is to the final decision in the proceedings.
- (5) For this purpose—
- (a) a conviction becomes final—
    - (i) if not appealed against, at the end of the period for bringing an appeal, or
    - (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and
  - (b) an appeal is disposed of—
    - (i) if it is determined and the period for bringing any further appeal has ended, or
    - (ii) if it is abandoned or otherwise ceases to have effect.
- (6) In this section "occupational pension scheme" means an occupational pension scheme as defined in section 150(5) of the Finance Act 2004 (c. 12) that is established under a trust.

Section 239 of the Companies Act 2006 provides as follows:

#### 239 RATIFICATION OF ACTS OF DIRECTORS

- (1) This section applies to the ratification by a company of conduct by a director amounting to negligence, default, breach of duty or breach of trust in relation to the company.
- (2) The decision of the company to ratify such conduct must be made by resolution of the members of the company.
- (3) Where the resolution is proposed as a written resolution neither the director (if a member of the company) nor any member connected with him is an eligible member.
- (4) Where the resolution is proposed at a meeting, it is passed only if the necessary majority is obtained disregarding votes in favour of the resolution by the director (if a member of the company) and any member connected with him.

This does not prevent the director or any such member from attending, being counted towards the quorum and taking part in the proceedings at any meeting at which the decision is considered.

- (5) For the purposes of this section—
  - (a) "conduct" includes acts and omissions;
  - (b) "director" includes a former director;
  - (c) a shadow director is treated as a director; and
  - (d) in section 252 (meaning of "connected person"), subsection (3) does not apply (exclusion of person who is himself a director).

(6) Nothing in this section affects—

- (a) the validity of a decision taken by unanimous consent of the members of the company, or
- (b) any power of the directors to agree not to sue, or to settle or release a claim made by them on behalf of the company.

(7) This section does not affect any other enactment or rule of law imposing additional requirements for valid ratification or any rule of law as to acts that are incapable of being ratified by the company.

Section 1157 of the Companies Act 2006 provides as follows:

1157 POWER OF COURT TO GRANT RELIEF IN CERTAIN CASES

(1) If in proceedings for negligence, default, breach of duty or breach of trust against—

- (a) an officer of a company, or
- (b) a person employed by a company as auditor (whether he is or is not an officer of the company), it appears to the court hearing the case that the officer or person is or may be liable but that he acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused, the court may relieve him, either wholly or in part, from his liability on such terms as it thinks fit.

(2) If any such officer or person has reason to apprehend that a claim will or might be made against him in respect of negligence, default, breach of duty or breach of trust—

- (a) he may apply to the court for relief, and
- (b) the court has the same power to relieve him as it would have had if it had been a court before which proceedings against him for negligence, default, breach of duty or breach of trust had been brought.

(3) Where a case to which subsection (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant (in Scotland, the defender) ought in pursuance of that subsection to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case from the jury and forthwith direct judgment to be entered for the defendant (in Scotland, grant decree of absolvitor) on such terms as to costs (in Scotland, expenses) or otherwise as the judge may think proper.

Under Section 250 of the Companies Act 2006, a "director" is defined to include "any person occupying the position of director, by whatever name called." In our case, references in the Companies Act 2006 to a "director" would also include certain officers.

On December 22, 2009, we and ENSCO International Incorporated ("Ensco Delaware") entered into deeds of indemnity and indemnification agreements, respectively (collectively, the "indemnity arrangements"), with each of the directors and executive officers that previously served as directors or executive officers of Ensco Delaware and now serve in such capacity for us. The indemnity arrangements generally provide that such persons will be indemnified to the fullest extent permitted by applicable law, including with respect to losses suffered or incurred by them, among others, arising out of or in connection with the person's appointment as a director or officer or serving in such capacity for us or any other member of the Ensco group, including Ensco Delaware. The indemnity arrangements also provide for advancement of expenses to the directors and officers in connection with legal proceedings under the conditions described therein. The terms of the indemnity arrangements are

subject to certain exceptions or exclusions to the extent required by applicable law, including the repayment of advancement of expenses in certain circumstances. Ensco Delaware has also amended its bylaws and Certificate of Incorporation in furtherance of such indemnity arrangements to provide similar indemnification rights to such persons.

We will maintain directors and officers insurance coverage, which, subject to policy terms and limitations, will include coverage to reimburse the Company for amounts that it may be required or permitted by law to pay our directors or officers.

**ITEM 16. Exhibits.** †

Exhibit Number	Description
4.1	New Articles of Association of Ensco plc (incorporated by reference to Annex 2 to the Registrant's Proxy Statement on Form DEF 14A filed on April 5, 2013, as adopted by Special Resolution passed on May 20, 2013, File No. 1-8097).
4.2	Indenture dated as of March 17, 2011 by and between Ensco plc and Deutsche Bank Trust Company Americas, as trustee (the "Senior Trustee") (incorporated by reference to Exhibit 4.22 Post-Effective Amendment No. 2 to the Registration Statement of the Company on Form S-3 (File No. 333-156705) filed on March 17, 2011).
*4.3	Form of Senior Subordinated Debt Indenture.
*4.4	Form of Subordinated Debt Indenture.
5.1	Legal Opinion of Baker Botts (UK) LLP.
5.2	Legal Opinion of Baker Botts L.L.P.
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24.1	Powers of Attorney (included on signature page to this registration statement).
25.1	Form T-1 Statement of Eligibility under Trust Indenture Act of 1939 of the Senior Trustee.

† Ensco will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to the securities offered hereby, (ii) the instruments, or revised articles of association in the case of any shares, setting forth the terms of any debt securities, ordinary shares, preference shares, depositary shares, warrants, stock purchase contracts or guarantees, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby, (iv) any required opinion of counsel as to certain tax matters relative to the securities offered hereby and (v) any additional required Statements of Eligibility and Qualification under the Trust Indenture Act of 1939 on Form T-1.

\* To be filed by amendment.

**ITEM 17. Undertakings.**

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by such registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining liability under the Securities Act of 1933 to any purchaser:

(A) each prospectus filed by such registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall

be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;

(5) That, for the purpose of determining liability of such registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, such undersigned registrant undertakes that in a primary offering of securities of such undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, such undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) any preliminary prospectus or prospectus of such undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) any free writing prospectus relating to the offering prepared by or on behalf of such undersigned registrant or used or referred to by such undersigned registrant;
- (iii) the portion of any other free writing prospectus relating to the offering containing material information about such undersigned registrant or its securities provided by or on behalf of such undersigned registrant; and
- (iv) any other communication that is an offer in the offering made by such undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of such registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of such registrant pursuant to the provisions set forth in Item 15, or otherwise, each such registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by such registrant of expenses incurred or paid by a director, officer or controlling person of such registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act ("Act") in accordance with the rules and regulations prescribed by the Commission under section 305(b)(2) of the Act.



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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> Roxanne J. Decyk	Director	
<hr/> /s/ MARY E. FRANCIS CBE		
<hr/> Mary E. Francis CBE	Director	January 15, 2015
<hr/> C. Christopher Gaut	Director	
<hr/> /s/ GERALD W. HADDOCK		
<hr/> Gerald W. Haddock	Director	January 15, 2015
<hr/> /s/ FRANCIS S. KALMAN		
<hr/> Francis S. Kalman	Director	January 15, 2015
<hr/> /s/ KEITH O. RATTIE		
<hr/> Keith O. Rattie	Director	January 15, 2015
<hr/> /s/ PAUL E. ROWSEY, III		
<hr/> Paul E. Rowsey, III	Director	January 15, 2015
<hr/> /s/ BRADY K. LONG		
<hr/> Brady K. Long	Vice President—General Counsel and Company Secretary and Authorized Representative in the United States	January 15, 2015

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## INDEX TO EXHIBITS†

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25.1	Form T-1 Statement of Eligibility under Trust Indenture Act of 1939 of the Senior Trustee.

† Enesco will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to the securities offered hereby, (ii) the instruments, or revised articles of association in the case of any shares, setting forth the terms of any debt securities, ordinary shares, preference shares, depositary shares, warrants, stock purchase contracts or guarantees, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby, (iv) any required opinion of counsel as to certain tax matters relative to the securities offered hereby and (v) any additional required Statements of Eligibility and Qualification under the Trust Indenture Act of 1939 on Form T-1.

\* To be filed by amendment.



**BAKER BOTTS (UK) LLP**

Registered Office:  
41 LOTHBURY  
LONDON EC2R 7HF  
ENGLAND  
+44 (0)20 7726.3636  
FAX +44 (0)20  
7726.3637  
www.bakerbotts.com

A limited liability partnership registered in England and Wales under number OC333302. Authorised and regulated by the Solicitors Regulation Authority.

15 January 2015

The Directors  
Enscopl  
6 Chesterfield Gardens  
3rd Floor  
England  
W1J 5BQ

Dear Sirs,

**Registration Statement on Form S-3 — Exhibits 5.1 and 23.2**

1. **Introductory Matters**

We are acting as English legal advisers to Enscopl (the “**Company**”) in connection with the preparation and filing of the Company’s Registration Statement on Form S-3 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the U.S. Securities Act 1933, as amended (the “**Securities Act**”), in connection with the registration for issuance, offering, sale and delivery from time to time of Class A Ordinary Shares of the Company with a par value of US\$0.10 per share and other shares in the Company, including preference shares and other ordinary shares as determined by the directors of the Company in accordance with the articles of association of the Company and English law as then in force (together, the “**Shares**”).

We have taken instructions in this regard solely from the Company.

We hereby confirm that, for the purposes of rendering this opinion letter (the “**Opinion**”), we have not, other than as expressly set forth in this Opinion, undertaken any searches or obtained any information whatsoever in relation to the Company to verify such matters as (including without limitation):

- (a) its solvency or otherwise;
- (b) whether any steps have been taken by any person in respect of its receivership, administration, reorganisation, winding-up or liquidation, including for these purposes the taking by any person of any action relating to or affecting the rights of creditors (or any analogous actions thereto) or the commencement of any moratorium in respect thereof;

A list of the members is available for inspection at the registered office. The word “partner” is used to refer to a member of Baker Botts (UK) LLP.

In association with **BAKER BOTTS L.L.P.** ABU DHABI AUSTIN BEIJING DALLAS DUBAI HONG KONG HOUSTON  
MOSCOW NEW YORK PALO ALTO RIYADH WASHINGTON

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- (c) whether any security interests, liens or encumbrances exist or have been registered over any of its property or assets; or
- (d) otherwise investigated in any way whatsoever its activities.

This Opinion is given only with respect to English law as it exists and is interpreted at the date of this Opinion. For the purposes of this Opinion we have made no investigation of, and therefore express or imply no opinions to, the laws of any other jurisdiction. In particular, we give no opinion on European Union law as it affects any jurisdiction other than England. This Opinion is governed by, and shall be construed in accordance with, English law.

## 2. Documents

We have not examined any document for the purposes of giving this Opinion other than:

- (a) a signed copy of the Registration Statement to be filed with the Securities and Exchange Commission on 15 January 2015;
- (b) copies of the Company's certificate of incorporation, certificates of incorporation on change of name dated 18 December 2009 and 31 March 2010, certificate of incorporation on re-registration of a private company as a public company and articles of association, each existing as at the date of this Opinion;
- (c) the unanimous written resolutions of the board of directors passed on 4 April 2014 approving the form and issue of the proxy statement for the annual general meeting of the Company (the "**Board Resolutions**"), as provided by the Company;
- (d) extracts of the shareholder resolutions numbered 2 and 11 passed at the annual general meeting of the Company held on 19 May 2014 (the "**Shareholder Resolutions**" and together with the Board Resolutions the "**Resolutions**"), as provided by the Company;
- (e) a certificate of good standing issued by the Registrar of Companies dated 2 January 2015; and
- (f) the results of our search on 15 January 2015 of the Company's public records held by the Registrar of Companies (the "**Company Search**").

On 15 January 2015 we carried out telephone enquiries at the Central Registry of Winding-Up Petitions at the Companies Court in London at 10.17 a.m. London time in respect of the Company (the "**Bankruptcy Search**").

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### 3. Assumptions

For the purpose of giving this Opinion, we have assumed (without making any investigation):

- (a) any signatures and seals on the documents reviewed by us are genuine, were duly applied to the relevant documents and, where necessary, were properly witnessed;
  - (b) the conformity to original documents of all documents submitted to us as copies or scanned pdf copies and the authenticity and completeness of such original documents;
  - (c) that all facts which are stated in any official public record or other document or information supplied by a public official are correct. In particular, that the files maintained at the Registrar of Companies relating to the Company were all complete, accurate and up-to-date at the time the Company Search was conducted and will so remain as at each Allotment Date (as defined below);
  - (d) that no additional matter would have been disclosed by the Company Search and the Bankruptcy Search being carried out since the time and date of the carrying out of such searches and that the particulars disclosed by such searches are, in all aspects, true, complete and up-to-date;
  - (e) that any foreign law would not affect any of the conclusions stated in this Opinion;
  - (f) that, except as would be revealed by the Bankruptcy Search, no steps have been taken to place the Company into any insolvency procedure or to grant an injunction against the Company;
  - (g) that on each date of the allotment and issue of the Shares (each an “**Allotment Date**”) the Company will allot and issue Shares in accordance with the articles of association of the Company (as in force at the relevant Allotment Date), the Companies Act 2006, applicable law and any relevant authority given by the members of the Company in a general meeting to allot such Shares and the consideration for the allotment and issue of Shares will not be less than the par value of such Shares;
  - (h) that the term “non-assessable”, which has no recognised meaning under English law, for the purposes of this Opinion means that, under the Companies Act 2006 (as amended), the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of the Shares, no holder of such Shares is liable, solely because of such holder’s status as a holder of such Shares, for additional assessments or calls for further funds by the Company or any other person;
  - (i) that the Shareholder Resolutions accurately record certain true and correct resolutions duly passed at a properly convened, constituted and conducted meeting of shareholders in accordance with the articles of association of the Company as in force at such time, and have not been and will not be amended, altered, repealed or
-

rescinded, revoked or varied prior to the Allotment Dates and each and every part thereof is in full force and effect as at the date hereof;

- (j) the Board Resolutions accurately record certain true and correct board resolutions duly passed with the unanimous consent of the Board in accordance with the articles of association of the Company as in force at such time, and have not been and will not be amended, altered, repealed or rescinded, revoked or varied prior to the Allotment Dates and each and every part thereof is in full force and effect as at the date hereof;
  - (k) there are no further approvals, documents or agreements in relation to the allotment or issue of shares in the Company or any agreement or arrangement to do so which can be provided to us as being relevant to our Opinion with regard to the allotment of the Shares (or the grant of rights to subscribe for or to convert any security into Shares);
  - (l) as at each Allotment Date, the authority granted pursuant to the Shareholder Resolutions will be sufficient and will remain unutilised to the extent necessary to permit the allotment and issue of the Shares on such Allotment Date;
  - (m) the directors at each Allotment Date will be duly authorised pursuant to the articles of association of the Company as in force at each Allotment Date, the Companies Act 2006, applicable law and any relevant authority given by the members of the Company in a general meeting to allot the Shares to be allotted and issued on such Allotment Date including on a non-pre-emptive basis, to the extent necessary;
  - (n) a meeting of the board of directors of the Company, or a duly authorised and constituted committee of the board of directors of the Company, will be duly convened and held or unanimous written resolutions of the board of directors or any such committee will be passed in accordance with the articles of association of the Company prior to each Allotment Date, at which it will be resolved to allot and issue the Shares to be allotted and issued on such Allotment Date;
  - (o) the directors on each Allotment Date will have exercised their powers in accordance with their statutory duties under the Companies Act 2006 and English common law and, in deciding whether to enter into the issue and allotment of the Shares, the directors of the Company were and will be acting bona fide in the best interests of the Company for the purpose of fulfilling their commercial objectives and have exercised and will exercise their powers in accordance with their duties imposed by applicable law and there is and will be appropriate commercial benefit to the Company in issuing and allotting the Shares;
  - (p) no director of the Company has or will have any interest in the issue and allotment of the Shares except to the extent permitted by the articles of association of the Company and by law;
-

- (q) none of the directors of the Company are or will be disqualified or are or will be subject to disqualification proceedings pursuant to the Company Directors Disqualification Act 1986 or otherwise;
- (r) the Shares will have been, on allotment and issue, fully paid up in accordance with (i) the articles of association of the Company in force at each Allotment Date; and (ii) applicable law in force at each Allotment Date;
- (s) the name of the relevant allottee and the number of Shares allotted will be duly entered in the register of members of the Company;
- (t) as of the date of this Opinion and at each Allotment Date, the Company has not passed a voluntary winding-up resolution, no petition has been presented or order made by a court for the winding-up or dissolution of the Company, no application has been presented or order made by a court for the administration of the Company, no documents have been filed with the court for the appointment of an administrator in respect of the Company nor has any notice of intention to appoint an administrator been given in respect of the Company and no receiver, trustee, administrator, administrative receiver, liquidator or similar office-holder has been appointed in any jurisdiction in relation to the Company or any of its assets or revenues other than as disclosed by the Bankruptcy Search and is not, and will not be as a result of the issue and allotment of the Shares, unable to pay its debts as they fall due (as defined in section 123 of the Insolvency Act 1986);
- (u) the ordinary resolution to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company included in the Shareholder Resolutions refers to a dollar denominated authority only and we have therefore assumed that it does not apply to the Class B Ordinary Shares of £1.00 each in the capital of the Company;
- (v) with the exception of the late filing of the Shareholder Resolutions with the Registrar of Companies, all notifications and other requirements have been or shall be complied with by the Company in a timely fashion in relation to the issue and allotment of the Shares; and
- (w) that the words “(otherwise than under Resolution 2)” in paragraph 11(B) of the Shareholder Resolutions are intended to refer to the sale of treasury shares only and not the allotment of equity securities.

#### 4. **Opinion**

Based upon the foregoing and subject to any matters not disclosed to us and to the assumptions and qualifications set out in this Opinion, we are of the opinion that the Shares will be duly authorised, validly issued, fully paid and non-assessable provided that: (i) the Registration Statement, as amended, continues to be effective under the Securities Act; (ii) such Shares are issued on an Allotment Date in accordance with the terms of the articles of association and applicable law as in force at that date; (iii) full payment of the agreed upon

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cash consideration for any Shares has been received by the Company; and (iv) valid entries in the books and registers of the Company have been made whether physically or electronically.

5. **Qualifications**

This Opinion is subject to the following qualifications:

- (a) we expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this letter that may affect this Opinion;
  - (b) the Company Search is not capable of revealing conclusively whether or not:
    - (a) a winding-up order has been made or a resolution passed for the winding up of the Company;
    - (b) an administration order has been made; or
    - (c) a receiver, administrative receiver, administrator or liquidator has been appointed,since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, may not be entered into the records of the Company immediately;
  - (c) the Company Search is not capable of revealing, prior to the making of the relevant order whether or not a winding-up petition or a petition for an administration order has been presented;
  - (d) the Bankruptcy Search relates only to a compulsory winding up and is not capable of revealing whether or not a winding up petition or a petition, prior to the making of the relevant order, for an administration order has been presented, since details of the petition may not have been entered on the records of the Central Registry of Winding-Up Petitions immediately or, in the case of a petition presented to a County Court, may not have been notified to the Central Registry of Winding-Up Petitions and entered on such records at all;
  - (e) we express no opinion as to matters of fact and this Opinion is subject to any matters of fact not disclosed to us;
  - (f) we express no opinion on the impact of any rules, regulations or requirements of the New York Stock Exchange or the rules and regulations adopted by the Commission;
  - (g) this Opinion is strictly limited to the matters stated in paragraph 4 and does not extend to, and is not to be read as extended by implication to, any other matters;
-

- (h) where it is proposed that shares are to be allotted other than pro-rata to existing shareholders, shareholder resolutions granting directors authority to allot shares under section 551 of the Companies Act 2006 and removing pre-emption rights are required to validly issue and allot shares. These resolutions must be filed with the Registrar of Companies within 15 days of being passed. Failure to file such resolutions means that a fine may be levied against the Company and every officer in default. It does not invalidate the resolutions. The Shareholder Resolutions were not filed within 15 days of being passed;
- (i) any issue of Shares in excess of the disapplication of pre-emption rights set out in the Shareholder Resolutions may need to be offered to existing shareholders on a pre-emptive basis;
- (j) the authority to allot and the disapplication of pre-emption rights approved in the Shareholder Resolutions is due to expire at the next annual general meeting of the shareholders (or, if earlier, at the close of business on 19 August 2015); and
- (k) in order to allot and issue Shares consisting of any new class other than the Class A Ordinary Shares and Class B Ordinary Shares, further shareholder resolutions would be required.

6. **Consent**

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement. We also consent to the reference to Baker Botts (UK) LLP under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Yours faithfully,

/s/ **Baker Botts (UK) LLP**

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**BAKER BOTTS** LLPONE SHELL PLAZA  
910 LOUISIANA  
HOUSTON, TEXAS  
77002-4995TEL +1 713.229.1234  
FAX +1 713.229.1522  
BakerBotts.comABU DHABI  
AUSTIN  
BEIJING  
BRUSSELS  
DALLAS  
DUBAI  
HONG KONGHOUSTON  
LONDON  
MOSCOW  
NEW YORK  
PALO ALTO  
RIO DE JANEIRO  
RIYADH  
WASHINGTON

January 15, 2015

082023.0110

EnSCO plc  
6 Chesterfield Gardens  
London England W1J 5BQ

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-3 (the "Registration Statement") to be filed on the date hereof by EnSCO plc, a public limited company organized under the laws of England and Wales (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the offering of securities that may be issued and sold by the Company from time to time pursuant to Rule 415 under the Act, certain legal matters in connection with such securities are being passed upon for you by us. Such securities include (i) senior debt securities of the Company (the "Senior Debt Securities"), (ii) senior subordinated debt securities of the Company (the "Senior Subordinated Debt Securities"), (iii) subordinated debt securities of the Company (the "Subordinated Debt Securities" and, together with the Senior Debt Securities and the Senior Subordinated Debt Securities, the "Debt Securities"), (iv) Class A Ordinary Shares, par value \$0.10 per share, of the Company (the "Class A Ordinary Shares"), (v) preference shares of the Company (the "Preference Shares"), (vi) ordinary shares of the Company (the "Ordinary Shares"), (vii) depository shares of the Company representing Class A Ordinary Shares, Preference Shares or Ordinary Shares (the "Depository Shares"), (viii) warrants to purchase Class A Ordinary Shares, Preference Shares, Ordinary Shares or Debt Securities (the "Warrants"), (ix) share purchase contracts of the Company with respect to Class A Ordinary Shares, Preference Shares, Ordinary Shares or Depository Shares (the "Share Purchase Contracts"), (x) guarantees of Debt Securities and other securities (the "Guarantees") and (xi) units of securities consisting of one or more Debt Securities, Class A Ordinary Shares, Preference Shares, Ordinary Shares, Depository Shares, Warrants, Share Purchase Contracts, Guarantees or any combination thereof (the "Units"). The securities referred to in the foregoing clauses (i) through (xi) are collectively referred to herein as the "Securities." At your request, this opinion is being furnished to you for filing as Exhibit 5.2 to the Registration Statement.

Each series of Senior Debt Securities is to be issued pursuant to the Indenture, dated as of March 17, 2011, between the Company and Deutsche Bank Trust Company Americas, as trustee (the "Senior Indenture"); and each series of Senior Subordinated Debt Securities and Subordinated Debt Securities is to be issued pursuant to an indenture to be entered into between the Company and the trustee thereunder (such indentures, together with the Senior Indenture, the "Indentures"). Each Indenture is to be supplemented, in connection with the issuance of each such series, by a supplemental indenture, officers' certificate or other writing thereunder establishing the form and terms of such series.

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In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the Senior Indenture and corporate records of the Company, including minute books of the Company, as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving the opinions below, we have relied, to the extent we deemed proper, without independent investigation, upon the certificates, statements and other representations of officers and other representatives of the Company and of governmental and public officials with respect to the accuracy and completeness of the material factual matters contained therein or covered thereby. In making our examination, we have assumed that all signatures on documents examined by us are genuine, all documents submitted to us as originals are authentic and complete, all documents submitted to us as certified or photostatic copies are true and correct copies of the originals of such documents and such original copies are authentic and complete.

In connection with this opinion, we also have assumed that:

- (a) the Registration Statement and any amendments thereto (including post-effective amendments) will have become effective under the Act;
- (b) a prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby;
- (c) all Securities will be offered, issued and sold in compliance with applicable securities laws and in the manner stated in the Registration Statement and the applicable prospectus supplement;
- (d) the Board of Directors of the Company or, to the extent permitted by applicable law and the governing documents of the Company, a duly constituted and acting committee thereof (such Board of Directors or committee thereof being hereinafter referred to as the "Board") and the shareholders of the Company will have taken all necessary corporate action to authorize the issuance of the Securities and any other Securities issuable on the conversion, exchange, redemption or exercise thereof, and to authorize the terms of the offering and sale of such Securities and related matters;
- (e) a definitive purchase, underwriting or similar agreement with respect to any Securities being offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto (the "Purchase Agreement");
- (f) any securities issuable upon conversion, exchange, redemption or exercise of any Securities being offered will have been duly authorized, created and, if appropriate, authorized for allotment and reserved for issuance upon such conversion, exchange, redemption or exercise;
- (g) all Securities, and any certificates or Receipts (as defined below) in respect thereof, will be delivered either (i) in accordance with the provisions of the applicable Purchase Agreement approved by the Board upon payment of the consideration therefor provided for therein or (ii) upon conversion, exchange, redemption

or exercise of any other Security, in accordance with the terms of such Security or the instrument governing such Security providing for such conversion, exchange, redemption or exercise as approved by the Board, for the consideration approved by the Board;

(h) in the case of a series of Debt Securities, (i) the Board will have taken all necessary corporate action to designate and establish the terms of such Debt Securities in accordance with the terms of the Indenture under which such Debt Securities will be issued, and such Debt Securities will be governed by New York law and will not include any provision that is unenforceable, (ii) the Indenture under which such Debt Securities will be issued will have become qualified under the Trust Indenture Act of 1939, as amended (the "TIA"), and (iii) forms of Debt Securities complying with the terms of the Indenture under which such Debt Securities will be issued and evidencing such Debt Securities will have been duly executed, authenticated, issued and delivered in accordance with the provisions of such Indenture;

(i) in the case of a series of Senior Subordinated Debt Securities or Subordinated Debt Securities, an indenture governed by New York law and complying with the TIA will have been duly authorized, executed and delivered by the Company and the trustee thereunder and will not include any provision that is unenforceable;

(j) in the case of Depositary Shares, (i) the Board will have taken all necessary corporate action to establish the terms of the Depositary Shares, including any action with respect to the Class A Ordinary Shares, Preference Shares or Ordinary Shares underlying such Depositary Shares, (ii) the applicable deposit agreement (the "Deposit Agreement") will be duly authorized, executed and delivered by the Company and the depositary thereunder appointed by the Company, (iii) the terms of such Depositary Shares and of their issuance and sale will be duly established in conformity with the Deposit Agreement, (iv) such Depositary Shares will be authorized, offered and sold in accordance with the Deposit Agreement, (v) the Securities underlying such Depositary Shares will be duly issued and deposited with the depositary, (vi) the receipts evidencing such Depositary Shares ("Receipts") will be duly issued against the deposit of such Securities in accordance with the Deposit Agreement, (vii) the Deposit Agreement and such Receipts will be governed by New York law and will not include any provision that is unenforceable and (viii) the Receipts will be duly executed, countersigned and registered in accordance with the provisions of the applicable Deposit Agreement and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor;

(k) in the case of Warrants, (i) the Board will have taken all necessary corporate action to authorize the creation of and the terms of such Warrants and the issuance of the Securities to be issued pursuant thereto and to approve the warrant agreement relating thereto, (ii) such warrant agreement will have been duly executed and delivered by the Company and the warrant agent thereunder appointed by the Company, (iii) such Warrants and such warrant agreement will be governed by New York law and will not include any provision that is unenforceable and (iv) such Warrants or certificates representing such Warrants will have been duly executed, countersigned and registered in

accordance with the provisions of such warrant agreement and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor;

(l) in the case of Share Purchase Contracts, (i) the Board will have taken all necessary corporate action to establish the terms thereof and approve the purchase contract agreement relating thereto, (ii) such Share Purchase Contracts will have been duly executed and delivered by the Company and the other parties thereto and (iii) such Share Purchase Contracts will be governed by New York law and will not include any provision that is unenforceable;

(m) in the case of each Guarantee, (i) the Board will have taken all necessary corporate action to establish the terms thereof and to approve the guarantee agreement relating thereto, (ii) a guarantee agreement complying with the TIA, if applicable, and other applicable law will have been duly executed and delivered by the Company and the trustee or other agent thereunder, (iii) such guarantee agreement will have become qualified under the TIA, if required, will be governed by New York law and will not contain any provision that is unenforceable and (iv) such Guarantee will have been duly issued and delivered in accordance with the provisions of such guarantee agreement upon payment of the agreed-upon consideration;

(n) in the case of Units, (i) the Board will have taken all necessary corporate action to establish the terms of such Units and the terms of the Securities such Units include, (ii) the terms of the Units and the related Securities and their issuance and sale will have been duly established in conformity with the applicable contracts, agreements or indentures that are a component of the offered Units (including authorization of the issuance of any Securities to be issued pursuant to such Units) and (iii) any agreement or other instrument establishing such Unit or defining the rights of holders of such Unit will be governed by New York law and will not contain any provision that is unenforceable; and

(o) the Securities and any related contracts, agreements, indentures and instruments will be duly executed and delivered in substantially the form reviewed by us prior to issuance of such Securities.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. The Debt Securities, Warrants, Share Purchase Contracts, Guarantees and Units included in the Securities will, when issued, constitute legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the extent that the enforceability thereof may be limited by (a) applicable bankruptcy, insolvency, fraudulent conveyance or transfer, reorganization, moratorium or similar laws of general applicability relating to or affecting creditors' rights and remedies and to general principles of equity (whether considered in a proceeding in equity or at law) and comity and (b) public policy, applicable law relating to fiduciary duties and indemnification and contribution and an implied covenant of good faith and fair dealing.

2. The Depositary Shares included in the Securities will, when issued, have been duly authorized by all necessary corporate action on the part of the Company and validly issued.

The opinions set forth above are limited in all respects to matters of the contract law of the State of New York and applicable federal laws of the United States, each as currently in effect. Various issues concerning English law are addressed in the opinion of Baker Botts (UK) LLP, separately provided to you. We express no opinion herein with respect to the matters covered in such opinion, and to the extent elements of such matters are necessary to the conclusions expressed herein, we have, with your consent, assumed such matters.

We hereby consent to the filing of this opinion of counsel as Exhibit 5.2 to the Registration Statement. We also consent to the reference to our Firm under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

TRF/JDB/JLY

**ENSCO PLC AND SUBSIDIARIES**  
**Statement of Calculation of Ratios of Earnings to Fixed Charges**  
(In millions, except ratios)  
(Unaudited)

	Nine Months Ended September 30, 2014	Year Ended December 31,				
		2013	2012	2011	2010	2009
<b>Earnings</b>						
Income from continuing operations before income tax(a)	\$ 321.2	\$ 1,664.7	\$ 1,397.7	\$ 739.0	\$ 507.9	\$ 833.3
Fixed charges deducted from income from continuing operations	183.5	245.6	247.6	187.8	26.6	25.6
Amortization of capitalized interest	12.7	14.1	13.2	7.2	4.5	2.6
Less:						
Income from continuing operations before income tax attributable to noncontrolling interests	\$ (12.1)	(10.2)	(8.0)	(6.0)	(6.2)	(4.2)
Interest capitalized	(58.6)	(67.7)	(105.8)	(80.2)	(21.3)	(20.9)
	446.7	1,846.5	1,544.7	847.8	511.5	836.4
<b>Fixed Charges</b>						
Interest on indebtedness, including amortization of deferred loan costs	109.0	158.8	123.6	95.9	—	—
Estimated interest within rental expense	15.9	19.1	18.2	11.7	5.3	4.7
Fixed charges deducted from income from continuing operations	124.9	177.9	141.8	107.6	5.3	4.7
Interest capitalized	58.6	67.7	105.8	80.2	21.3	20.9
<b>Total</b>	\$ 183.5	\$ 245.6	\$ 247.6	\$ 187.8	\$ 26.6	\$ 25.6
<b>Ratio of Earnings to Fixed Charges</b>	<b>2.4</b>	<b>7.5</b>	<b>6.2</b>	<b>4.5</b>	<b>19.2</b>	<b>32.7</b>

(a) Net income from continuing operations before income taxes of \$321.2 million for the nine-month period ended September 30, 2014 included a non-cash loss on impairment of \$991.5 million recorded during the period.

January 15, 2015

Enco plc  
London, England

Re: Registration Statement on Form S-3 (dated January 15, 2015)

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our report dated April 29, 2014, except for notes 4, 6, 7, 9, 10, 11, and 12, as to which the date is September 22, 2014, related to our review of interim financial statements.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

Houston, Texas

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January 15, 2015

Enco plc  
London, England

Re: Registration Statement on Form S-3 (dated January 15, 2015)

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our report dated August 1, 2014 related to our review of interim financial statements.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

Houston, Texas

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January 15, 2015

Enco plc  
Houston, Texas

Re: Registration Statement on Form S-3 (dated January 15, 2015)

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our report dated October 30, 2014 related to our review of interim financial statements.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

Houston, Texas

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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
EnSCO plc:

We consent to the use of our reports dated February 26, 2014, except for Notes 1, 2, 10, 11, 13, 14, 15, 16, and 17, as to which the date is September 22, 2014, with respect to the consolidated balance sheets of EnSCO plc and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income and cash flows for each of the years in the three-year period ended December 31, 2013, and the effectiveness of internal control over financial reporting as of December 31, 2013, incorporated herein by reference and to the reference to our firm under the heading "Independent Registered Public Accounting Firm" in the registration statement.

/s/ KPMG LLP

Houston, Texas  
January 15, 2015

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

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**FORM T-1**

**STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT  
TO SECTION 305(b)(2)**

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**DEUTSCHE BANK TRUST COMPANY AMERICAS**

(formerly **BANKERS TRUST COMPANY**)  
(Exact name of trustee as specified in its charter)

**NEW YORK**  
(Jurisdiction of Incorporation or  
organization if not a U.S. national bank)

**13-4941247**  
(I.R.S. Employer  
Identification no.)

**60 WALL STREET  
NEW YORK, NEW YORK**  
(Address of principal  
executive offices)

**10005**  
(Zip Code)

**Deutsche Bank Trust Company Americas  
Attention: Catherine Wang  
Legal Department  
60 Wall Street, 36th Floor  
New York, New York 10005  
(212) 250 – 7544**  
(Name, address and telephone number of agent for service)

---

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

---

**England and Wales**  
(State or other jurisdiction of  
incorporation or organization)

**98-0635229**  
(I.R.S. Employer  
Identification Number)

**6 Chesterfield Gardens  
London England W1J 5BQ  
+44 (0) 20 7659 4660**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**BRADY K. LONG**  
**Vice President, General Counsel and Secretary**  
**EnSCO plc**  
**5847 San Felipe, Suite 3300**  
**Houston, Texas 77057**  
**(713) 789-1400**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

With a copy to :

**Tull R. Florey  
Baker Botts L.L.P.  
910 Louisiana  
Houston, Texas 77002  
(713) 229-1379**

**Debt Securities**

(Title of the Indenture securities)

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**Item 1. General Information.**

Furnish the following information as to the trustee.

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Federal Reserve Bank (2nd District)	New York, NY
Federal Deposit Insurance Corporation	Washington, D.C.
New York State Banking Department	Albany, NY

(b) Whether it is authorized to exercise corporate trust powers.  
Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the Trustee, describe each such affiliation.

**Not Applicable**

**Item 3. -15. Not Applicable**

**Item 16. List of Exhibits.**

- Exhibit 1 -** Restated Organization Certificate of Bankers Trust Company dated August 6, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 25, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 16, 1998, and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated February 27, 2002 - Incorporated herein by reference to Exhibit 1 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 2 -** Certificate of Authority to commence business - Incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 3 -** Authorization of the Trustee to exercise corporate trust powers - Incorporated herein by reference to Exhibit 3 filed with Form T-1 Statement, Registration No. 333-157637-01.
-

**Exhibit 4 -** Existing By-Laws of Deutsche Bank Trust Company Americas, as amended on April 15, 2002 business -  
Incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 333-157637-  
01.

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- Exhibit 5 -** Not applicable.
- Exhibit 6 -** Consent of Bankers Trust Company required by Section 321(b) of the Act. - business - Incorporated herein by reference to Exhibit 6 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 7 -** The latest report of condition of Deutsche Bank Trust Company Americas dated as of September 30, 2014. Copy attached.
- Exhibit 8 -** Not Applicable.
- Exhibit 9 -** Not Applicable.
-

## SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on this 9<sup>th</sup> day of January, 2015.

### DEUTSCHE BANK TRUST COMPANY AMERICAS

/s/ Carol Ng  
 By: \_\_\_\_\_  
 Name: Carol Ng  
 Title: Vice President

#### DEUTSCHE BANK TRUST COMPANY AMERICAS

Legal Title of Bank

**NEW YORK**

City

**NY**

State

FDIC Certificate Number: 00623

**10005**

Zip Code

FFIEC 031

Page 16 of 79

RC-1

#### Consolidated Report of Condition for Insured Banks and Savings Associations for September 30, 2014

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

#### Schedule RC—Balance Sheet

Dollar Amounts in Thousands	RCFD	Tril   Bil   Mil   Thou	
<b>Assets</b>			
1. Cash and balances due from depository institutions (from Schedule RC-A):			
a. Noninterest-bearing balances and currency and coin (1)	0081	148,000	1.a
b. Interest-bearing balances (2)	0071	25,772,000	1.b
2. Securities:			
a. Held-to-maturity securities (from Schedule RC-B, column A)	1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)	1773	0	2.b
	<b>RCON</b>		
3. Federal funds sold and securities purchased under agreements to resell:			
a. Federal funds sold in domestic offices	B987	110,000	3.a
	<b>RCFD</b>		
b. Securities purchased under agreements to resell (3)	B909	12,653,000	3.b
4. Loans and lease financing receivables (from Schedule RC-C):			
a. Loans and leases held for sale	5369	0	4.a
b. Loans and leases, net of unearned income	B528	15,928,000	4.b
c. LESS: Allowance for loan and lease losses	3123	30,000	4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	B529	<b>15,898,000</b>	4.d
5. Trading assets (from Schedule RC-D)	3545	80,000	5
6. Premises and fixed assets (including capitalized leases)	2145	18,000	6
7. Other real estate owned (from Schedule RC-M)	2150	2,000	7
8. Investments in unconsolidated subsidiaries and associated companies	2130	0	8
9. Direct and indirect investments in real estate ventures	3656	0	9
10. Intangible assets:			
a. Goodwill	3163	0	10.a
b. Other intangible assets (from Schedule RC-M)	0426	37,000	10.b
11. Other assets (from Schedule RC-F)	2160	607,000	11
12. Total assets (sum of items 1 through 11)	2170	<b>55,325,000</b>	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.



Schedule RC—Continued

Dollar Amounts in Thousands		RCN		Tril   Bil   Mil   Thou	
<b>Liabilities</b>					
13.	Deposits:				
	a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)	2200		42,822,000	13.a
	(1) Noninterest-bearing (4)	6631	26,234,000		13.a.1
	(2) Interest-bearing	6636	16,588,000		13.a.2
		<u>RCFN</u>			
	b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)	2200		1,000	13.b
	(1) Noninterest-bearing	6631	1,000		13.b.1
	(2) Interest-bearing	6636	0		13.b.2
		<u>RCN</u>			
14.	Federal funds purchased and securities sold under agreements to repurchase:				
	a. Federal funds purchased in domestic offices (5)	B993		2,091,000	14.a
		<u>RCFD</u>			
	b. Securities sold under agreements to repurchase (6)	B995		0	14.b
15.	Trading liabilities (from Schedule RC-D)	3548		22,000	15
16.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	3190		59,000	16
17.	and 18. Not applicable				

(4) Includes noninterest-bearing demand, time, and savings deposits.

(5) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

(6) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.

Dollar Amounts in Thousands		RCFD	Tril	Bil	Mil	Thou
<b>Liabilities—Continued</b>						
19.	Subordinated notes and debentures (1)	3200			0	19
20.	Other liabilities (from Schedule RC-G)	2930			1,628,000	20
21.	Total liabilities (sum of items 13 through 20)	2948			<b>46,623,000</b>	21
22.	Not applicable					
<b>Equity Capital</b>						
<b>Bank Equity Capital</b>						
23.	Perpetual preferred stock and related surplus	3838			0	23
24.	Common stock	3230			2,127,000	24
25.	Surplus (excludes all surplus related to preferred stock)	3839			596,000	25
26.	a. Retained earnings	3632			5,896,000	26.a
	b. Accumulated other comprehensive income (2)	B530			-31,000	26.b
	c. Other equity capital components (3)	A130			0	26.c
27.	a. Total bank equity capital (sum of items 23 through 26.c)	3210			<b>8,588,000</b>	27.a
	b. Noncontrolling (minority) interests in consolidated subsidiaries	3000			114,000	27.b
28.	Total equity capital (sum of items 27.a and 27.b)	G105			<b>8,702,000</b>	28
29.	Total liabilities and equity capital (sum of items 21 and 28)	3300			<b>55,325,000</b>	29

**Memoranda**

**To be reported with the March Report of Condition.**

		RCFD	Number	
1.	Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2013	6724	N/A	M.1
1 =	Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank			
2 =	Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)			
3 =	Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm			
4 =	Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)			
5 =	Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)			
6 =	Review of the bank's financial statements by external auditors			
7 =	Compilation of the bank's financial statements by external auditors			
8 =	Other audit procedures (excluding tax preparation work)			
9 =	No external audit work			

**To be reported with the March Report of Condition.**

		RCON	MM / DD	
2.	Bank's fiscal year-end date	8678	N/A	M.2

- (1) Includes limited-life preferred stock and related surplus.
- (2) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other post retirement plan adjustments.
- (3) Includes treasury stock and unearned Employee Stock Ownership Plan shares.