

# ENSCO PLC

## FORM 305B2 (Initial Statement of Trust Indenture)

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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: Lynne Malina  
Legal Department  
60 Wall Street, 37th Floor  
New York, New York 10005  
(212) 250 — 0677**  
(Name, address and telephone number of agent for service)

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**Ensco plc**

(Exact name of obligor as specified in its charter)

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

**98-0635229**  
(IRS Employer Identification No.)

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

**Copies To:**

**Cary A. Moomjian, Jr.  
Vice President, General Counsel and Secretary  
Ensco plc  
500 N. Akard Street, Suite 4300  
Dallas, Texas 75201  
(214) 397-3000**

**Senior Notes**  
(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) Federal Deposit Insurance Corporation New York State Banking Department	New York, NY Washington, D.C. 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.

None.

**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 of the Form T-1 Statement filed as Exhibit 25(b) to Registration No. 333-157637-01.
- Exhibit 2** - Certificate of Authority to commence business - Incorporated herein by reference to Exhibit 2 of the Form T-1 Statement filed as Exhibit 25(b) to Registration No. 333-157637-01.
- Exhibit 3** - Authorization of the Trustee to exercise corporate trust powers — Incorporated herein by reference to Exhibit 3 of the Form T-1 Statement filed as Exhibit 25(b) to Registration No. 333-157637-01.
- Exhibit 4** - Existing By-Laws of Deutsche Bank Trust Company Americas, as amended on April 15, 2002 — Incorporated herein by reference to Exhibit 4 of the Form T-1 Statement filed as Exhibit 25(b) to 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. — Incorporated herein by reference to Exhibit 6 of the Form T-1 Statement filed as Exhibit 25(b) to Registration No. 333-157637-01.

**Exhibit 7** — The latest report of condition of Deutsche Bank Trust Company Americas dated as of December 31, 2010, copy attached.

**Exhibit 8** — Not applicable.

**Exhibit 9** — Not applicable.

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**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 March, 2011.

DEUTSCHE BANK TRUST COMPANY AMERICAS

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

**DEUTSCHE BANK TRUST COMPANY AMERICAS**  
 Legal Title of Bank  
**NEW YORK**  
 City  
**NY** **10005**  
 State Zip Code  
 FDIC Certificate Number: 00623  
 Printed on 2/4/2011 at 4:16 PM

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**Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for December 31, 2010**

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	297,000	1.a
b. Interest-bearing balances (2)				0071	15,328,000	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	1,835,000	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices				RCON 8987	142,000	3.a
b. Securities purchased under agreements to resell (3)				RCFD 8989	3,021,000	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		8528	13,457,000			4.b
c. LESS: Allowance for loan and lease losses		3123	137,000			4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)		8529	13,320,000			4.d
5. Trading assets (from Schedule RC-D)				3545	6,107,000	5
6. Premises and fixed assets (including capitalized leases)				2145	41,000	6
7. Other real estate owned (from Schedule RC-M)				2150	26,000	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	59,000	10.b
11. Other assets (from Schedule RC-F)				2160	5,328,000	11
12. Total assets (sum of items 1 through 11)				2170	45,504,000	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		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)					
				RCON	
				2200	17,745,000
	(1) Noninterest-bearing (1)	6631	9,165,000		
	(2) Interest-bearing	6636	8,580,000		
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs					
(from Schedule RC-E, part II)					
				RCFN	
				2200	7,769,000
	(1) Noninterest-bearing	6631	2,566,000		
	(2) Interest-bearing	6636	5,203,000		
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices (2)					
				RCON	
				8993	7,656,000
				RCFD	
				8995	0
b. Securities sold under agreements to repurchase (3)					
				3548	256,000
15. Trading liabilities (from Schedule RC-D)					
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)					
				3190	270,000
17. and 18. Not applicable					
				3200	0
19. Subordinated notes and debentures (4)					
				2930	2,191,000
20. Other liabilities (from Schedule RC-G)					
				2948	35,887,000
21. Total liabilities (sum of items 13 through 20)					
22. Not applicable					
<b>EQUITY CAPITAL</b>					
Bank Equity Capital					
23. Perpetual preferred stock and related surplus					
				3838	1,500,000
24. Common stock					
				3230	2,127,000
25. Surplus (excludes all surplus related to preferred stock)					
				3839	592,000
26. a. Retained earnings					
				3632	4,989,000
b. Accumulated other comprehensive income (5)					
				8530	23,000
c. Other equity capital components (6)					
				A130	0
27. a. Total bank equity capital (sum of items 23 through 26.c)					
				3210	9,231,000
b. Noncontrolling (minority) interests in consolidated subsidiaries					
				3000	386,000
28. Total equity capital (sum of items 27.a and 27.b)					
				G105	9,617,000
29. Total liabilities and equity capital (sum of items 21 and 28)					
				3300	45,504,000

Memoranda

To be reported with the March Report of Condition.

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 2009		RCFD	Number	
		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	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)			
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)	5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)			
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.	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.

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

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.