

ENSCO PLC

FORM 425

(Filing of certain prospectuses and communications in connection with business combination transactions)

Filed 11/09/09

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| Fiscal Year | 12/31 |

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (Date of earliest event reported): November 9, 2009

ENSCO International Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-8097

(Commission
File Number)

76-0232579

(IRS Employer
Identification No.)

**500 North Akard Street
Suite 4300
Dallas, Texas 75201-3331**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(214) 397-3000**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

On November 9, 2009, ENSCO International Incorporated, a Delaware corporation (the "Company"), announced a plan to reorganize its corporate structure and relocate its headquarters to the United Kingdom. In connection with the restructuring, the Company entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") with ENSCO Newcastle LLC, a newly formed Delaware limited liability company ("Ensco Mergeco") and wholly owned subsidiary of ENSCO Global Limited, a newly formed Cayman Islands exempted company ("Ensco Cayman") and wholly owned subsidiary of the Company. Under the Merger Agreement, Ensco Mergeco will merge with and into the Company, with the Company being the surviving company (the "Merger") and an indirect subsidiary of a newly formed public limited company to be named "Ensco International plc" or a similar name ("Ensco UK"), incorporated under English law. Ensco UK is currently a private limited company named "ENSCO International Limited" and is a wholly owned subsidiary of the Company.

If approved by the stockholders, subject to certain conditions and upon consummation of the Merger, each stockholder of the Company will have the right to receive a number of American depositary shares (collectively, the "ADSs"), representing Class A Ordinary Shares of Ensco UK, equal to the number of shares of common stock of the Company that the stockholder holds at the effective time of the Merger. Upon completion of the Merger, Ensco UK and its subsidiaries will own and continue to conduct in substantially the same manner the business that the Company and its subsidiaries currently conduct.

Ensco UK has filed a registration statement on Form S-4, which includes a proxy statement/prospectus and other relevant materials in connection with the proposed Merger. The proxy statement/prospectus will be mailed to the Company's stockholders once the registration statement has been declared effective by the Securities and Exchange Commission.

The foregoing description of the Merger and related transactions does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, filed as Exhibit 2.1 and incorporated into this report by reference.

Item 7.01. Regulation FD Disclosure

On November 9, 2009, the Company issued a press release announcing the proposed plan to change its corporate structure.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this report by reference.

On November 9, 2009, Daniel W. Rabun, Chairman, President and Chief Executive Officer of the Company, sent a letter to all employees in connection with the plan to change the Company's corporate structure. A copy of the letter is furnished as Exhibit 99.2 to this Current Report on Form 8-K and incorporated into this report by reference.

On November 9, 2009, the Company posted a Questions & Answers document to its intranet site for employees. A copy of the Questions & Answers document is furnished as Exhibit 99.3 to this Current Report on Form 8-K and incorporated into this report by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1 | Agreement and Plan of Merger and Reorganization, by and between ENSCO International Incorporated and Ensco Newcastle LLC, dated November 9, 2009 (incorporated by reference to Annex A of the Registration Statement on Form S-4 filed by ENSCO International Limited on November 9, 2009 with the Securities and Exchange Commission). |

| Exhibit Number | Description |
|-------------------|------------------------------------------------------------------------|
| 99.1 | Press Release dated November 9, 2009. |
| 99.2 | Letter from Daniel W. Rabun to Ensco Employees dated November 9, 2009. |
| 99.3 | Questions and Answers for Ensco Employees dated November 9, 2009. |

SIGNATURE

Pursuant to the requirement of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 9, 2009

ENSCO International Incorporated

By: /s/ Cary. A Moomjian, Jr.
Cary A. Moomjian, Jr.
Vice President, General Counsel and
Secretary

Index to Exhibits

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EnSCO International Incorporated
500 North Akard
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Phone: (214) 397-3000
www.enscointernational.com

News Release

EnSCO Announces Plan to Change Corporate Structure Designed to Enhance Worldwide Business Operations

Dallas, November 9, 2009 — EnSCO International Incorporated (NYSE: ESV) today announced that its Board of Directors has unanimously approved a plan to change the Company's corporate structure. The contemplated restructuring is designed to further enhance EnSCO's worldwide business operations.

Under the proposed plan, EnSCO's legal domicile would change from Delaware to the U.K., where the corporate headquarters would be relocated. EnSCO has substantial operations in the U.K. and most of the Company's senior executive officers would be based in the U.K. under the contemplated restructuring. The plan is subject to approval by the majority of EnSCO's stockholders.

EnSCO's Board believes the proposed plan would provide many benefits, including:

- enhance management efficiencies resulting from the U.K. time zone overlap with geographies where EnSCO operates;
- improve access to key customers;
- enhance access to European institutional investors;
- improve customer and investor perceptions that EnSCO is a truly global offshore drilling contractor with expanding deepwater operations; and
- allow EnSCO to benefit from the U.K.'s developed tax regime and extensive tax treaty network, and potentially achieve a global effective tax rate comparable to that of some of EnSCO's global competitors.

EnSCO will continue to conduct the same business operations when the proposed restructuring is completed. The new U.K. parent company will be named EnSCO International plc (EnSCO UK).

Chairman, President and Chief Executive Officer Dan Rabun stated: "Relocating most of our senior executives to a new corporate office in the U.K., where we currently have substantial operations, is a logical next step in EnSCO's evolution as a global offshore drilling contractor. The new corporate headquarters will facilitate executive oversight of our global operations and senior executives will be closer to more of our customers." Mr. Rabun added, "We expect a smooth transition, and we look forward to achieving the anticipated benefits for customers, employees and shareholders as we move forward."

Continued Ensco International Incorporated News Release

The plan approved by the Board provides that, following stockholder approval and certain other conditions being satisfied or waived, each issued and outstanding share of the common stock of Ensco International Incorporated (Ensco Delaware) will be converted into the right to receive one American depositary share (ADS), which will represent one Class A Ordinary Share of Ensco UK and is evidenced by an American depositary receipt (ADR). Ensco UK's ADSs are expected to trade on the New York Stock Exchange (NYSE) under the symbol "ESV", the current symbol for the Company's common stock.

Ensco will remain subject to U.S. Securities and Exchange Commission (SEC) reporting requirements, the mandates of the Sarbanes-Oxley Act and the applicable corporate governance and listing rules of the NYSE. Ensco will continue to report its financial results in U.S. dollars under U.S. generally accepted accounting principles, in addition to any applicable reporting requirements of English law.

Today, Ensco gave notice that a special meeting of stockholders is tentatively planned for December 22, 2009. The notice of the special meeting and a proxy statement/prospectus describing the plan will be mailed to Ensco stockholders as soon as practicable after the November 16, 2009 record date selected by Ensco's Board. A registration statement for Ensco UK and the proposed proxy statement/prospectus has been filed with the SEC and is available free of charge at the SEC's website, www.sec.gov, and Ensco's website, www.enscointernational.com.

Additional Information About the Restructuring Plan and Where to Find It

Ensco International Limited (which will become a public limited company and be renamed Ensco International plc), a subsidiary of Ensco International Incorporated (Ensco), has filed with the SEC a registration statement on Form S-4 that includes a proxy statement/prospectus, and other relevant materials in connection with the proposed corporate restructuring. The proxy statement/prospectus will be mailed to the stockholders of Ensco once the registration statement has been declared effective by the SEC. **Investors and security holders of Ensco are urged to read the proxy statement/prospectus and the other relevant materials when they become available because they will contain important information about Ensco, Ensco UK and the restructuring plan. The registration statement, proxy statement/prospectus and other relevant materials and any other documents filed by Ensco or Ensco UK with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov or on Ensco's website at www.enscointernational.com. Investors can also receive free copies of these documents by contacting Ensco International Incorporated, 500 North Akard Street, Suite 4300, Dallas, Texas 75201-3331, Attn: Investor Relations Department.**

Ensco and Ensco UK, their respective directors, executive officers and certain other members of management and employees and Ensco's proxy solicitor, D.F. King & Co., Inc., may be deemed to be participants in the solicitation of proxies in respect of the proposed restructuring plan. **Information about the executive officers and directors of Ensco and**

their ownership of shares of Ensco common stock is included in the registration statement filed with the SEC and the documents and information incorporated by reference therein.

Ensco International (NYSE: ESV) brings energy to the world as a global provider of offshore drilling services to the petroleum industry. With a fleet of ultra-deepwater semisubmersible and premium jackup drilling rigs, Ensco serves customers with high-quality equipment, a well-trained workforce and a strong record of safety and reliability. To learn more about Ensco, please visit our website www.enscointernational.com.

Statements contained in this document that state the Company's or management's intentions, hopes, beliefs, expectations, anticipations, projections, confidence, schedules, or predictions of the future are forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995.

Forward-looking statements include words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "project," "could," "may," "might," "should," "will" and words and phrases of similar import. The forward-looking statements include, but are not limited to, statements about the restructuring and our plans, objectives, expectations and intentions with respect thereto and with respect to future operations, including the benefits and tax savings or impact that we expect to achieve as a result of the restructuring, as described in the proxy statements/prospectus to be delivered to the stockholders. Forward-looking statements also include statements regarding future operations, cash generation, the impact of recently contracted premium jackups, contributions from the deepwater expansion program and expense management, industry trends or conditions and the business environment; statements regarding future levels of, or trends in, utilization, day rates, revenues, operating expenses, contract backlog, capital expenditures, insurance, financing and funding; statements regarding future construction (including construction in progress and completion thereof), enhancement, upgrade or repair of rigs and timing thereof, statements regarding future delivery, mobilization, relocation or other movement of rigs and timing thereof, statements regarding future availability or suitability of rigs and the timing thereof, and statements regarding the likely outcome of litigation, legal proceedings, investigations or insurance or other claims and timing thereof.

Forward-looking statements are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including (i) the merger may not be approved by our stockholders; (ii) our board of directors may choose to defer or abandon the merger at any time; (iii) changes in foreign or domestic laws, including tax laws, that could effectively preclude us from completing the merger or reduce or eliminate the benefits we expect to achieve from the reorganization; (iv) negative publicity resulting from the proposed merger having an adverse effect on our business; (v) an SEC stop order or other action or any other decree, order or injunction preventing the registration statement from becoming or remaining effective or preventing us from holding the stockholders meeting or completing the merger; (vi) an inability to satisfy all of the conditions to closing set forth in the merger agreement; (vii) an inability to realize expected benefits from the restructuring or the occurrence of difficulties in connection with the restructuring; (viii) costs related to the restructuring, which could be greater than expected; (ix) industry conditions and competition, including changes in rig supply and demand or new technology; (x) risks associated with the global economy and its impact on capital markets and liquidity; (xi) oil and natural gas prices and their impact upon

Continued Ensco International Incorporated News Release

future levels of drilling activity and expenditures; (xii) further declines in rig activity, which may cause us to idle or stack additional rigs; (xiii) excess rig availability or supply resulting from delivery of newbuild drilling rigs; (xiv) heavy concentration of our rig fleet in premium jackups; (xv) cyclical nature of the industry; (xvi) worldwide expenditures for oil and natural gas drilling; (xvii) the ultimate resolution of the ENSCO 69 situation in general, and the potential return of the rig or package policy political risk insurance recovery in particular; (xviii) changes in the timing of revenue recognition resulting from the deferral of certain revenues for mobilization of our drilling rigs, time waiting on weather or time in shipyards, which are recognized over the contract term upon commencement of drilling operations; (xix) operational risks, including excessive unplanned downtime and hazards created by severe storms and hurricanes; (xx) risks associated with offshore rig operations or rig relocations in general and in foreign jurisdictions in particular; (xxi) renegotiation, nullification, cancellation or breach of contracts or letters of intent with customers or other parties, including failure to negotiate definitive contracts following announcements or receipt of letters of intent; (xxii) inability to collect receivables; (xxiii) changes in the dates new contracts actually commence; (xxiv) changes in the dates our rigs will enter a shipyard, be delivered, return to service or enter service; (xxv) risks inherent to domestic and foreign shipyard rig construction, repair or enhancement, including risks associated with concentration of our ENSCO 8500 Series[®] rig construction contracts in a single foreign shipyard, unexpected delays in equipment delivery and engineering or design issues following shipyard delivery; (xxvi) availability of transport vessels to relocate rigs; (xxvii) environmental or other liabilities, risks or losses, whether related to hurricane damage, losses or liabilities (including wreckage or debris removal) in the Gulf of Mexico or otherwise, that may arise in the future and are not covered by insurance or indemnity in whole or in part; (xxviii) limited availability or high cost of insurance coverage for certain perils such as hurricanes in the Gulf of Mexico or associated removal of wreckage or debris; (xxix) self-imposed or regulatory limitations on drilling locations in the Gulf of Mexico during hurricane season; (xxx) impact of current and future government laws and regulations affecting the oil and gas industry in general and our operations in particular, including taxation as well as repeal or modification of same; (xxxi) our ability to attract and retain skilled personnel; (xxxii) governmental action and political and economic uncertainties, including expropriation, nationalization, confiscation or deprivation of our assets; (xxxiii) terrorism or military action impacting our operations, assets or financial performance; (xxxiv) outcome of litigation, legal proceedings, investigations or insurance or other claims; (xxxv) adverse changes in foreign currency exchange rates, including their impact on the fair value measurement of our derivative financial instruments; (xxxvi) potential long-lived asset or goodwill impairments; (xxxvii) potential reduction in fair value of our auction rate securities; and (xxxviii) other risks as described from time to time as Risk Factors and otherwise in the Company's SEC filings. Moreover, the United States Congress, the U.S. Internal Revenue Service, the U.K. Parliament or H.M. Revenue & Customs may attempt to enact new statutory or regulatory provisions that could adversely affect Ensco UK's status as a non-U.S. corporation or otherwise adversely affect Ensco UK's anticipated global tax position following the restructuring. Retroactive statutory or regulatory actions have occurred in the past, and there can be no assurance that any such provisions, if enacted or promulgated, would not have retroactive application to Ensco UK or the restructuring.

The factors identified above are believed to be important factors (but not necessarily all of the important factors) that could cause actual results to differ materially from those expressed in any forward-looking statement made by us. Other factors not discussed herein could also have material adverse effects on us. All forward-looking statements included in this document are expressly qualified in their entirety by the foregoing cautionary statements.

Continued Ensco International Incorporated News Release

The foregoing list of factors is not exhaustive and new factors may emerge from time to time that could also affect actual performance and results. For additional factors see also Part I, Item 1A "Risk Factors" included in Ensco's Form 10-K for the year ended December 31, 2008, and Part II, Item 1A "Risk Factors" included in Ensco's Form 10-Q for the quarter ended September 30, 2009. Copies of the Form 10-K and Form 10-Q are available online at www.sec.gov or on request from the Company as set forth in Part I, Item 1 "Available Information" in Ensco's Form 10-K.

All information in this news release is as of today. The Company undertakes no duty to update any forward-looking statement, to conform the statement to actual results, or reflect changes in the Company's expectations.

Contact: Sean O'Neill
Vice President, Investor Relations
214-397-3011



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MEMORANDUM

TO: All EnSCO Employees
FROM: Dan Rabun
DATE: November 9, 2009
SUBJECT: EnSCO Announces Change in Corporate Structure

We announced today that our Board of Directors has approved a plan to change EnSCO's corporate structure and move our legal domicile from Delaware to the U.K., where we currently have substantial operations. The proposed plan is designed to further enhance EnSCO's worldwide business operations.

We believe that this is a logical next step in EnSCO's evolution. Having become a truly global organization, relocating our principal executive offices to the U.K. will enhance executive oversight of our worldwide operations and put senior management closer to more of our key customers. As part of the move, Mark Burns, Carey Lowe, Jay Swent, Bud Malone, Jan van Bohemen and I will relocate to London, along with a small number of employees from the Dallas office.

EnSCO will continue to conduct the same business operations when the proposed plan is completed. Consequently, daily activities for the vast majority of our employees, other than the individuals relocating to London, will be unchanged and we anticipate a smooth transition. Over time, the steps we are proposing should create more career opportunities for our employees as we continue to build EnSCO's worldwide business operations. An [Employee FAQ](#) is posted on PayZone and we will keep you updated as we complete the transition.

Our plan is subject to shareholder approval and we tentatively plan to hold a Special Meeting of Stockholders on December 22, 2009 to vote on the proposal. Additional information is also available in our press release issued today that is posted on our website, www.enscointernational.com. Senior managers will be communicating with customers regarding our announcement. Should you receive questions from other outside parties, such as the press, please refer them to the Investor Relations Department.

Thank you in advance for your support and hard work as we complete this important transition for the benefit of our employees, customers and shareholders.



Additional Information About the Restructuring Plan and Where to Find It

EnSCO International Limited (which will become a public limited company and be renamed EnSCO International plc), a subsidiary of EnSCO International Incorporated (EnSCO), has filed with the SEC a registration statement on Form S-4 that includes a proxy statement/prospectus, and other relevant materials in connection with the proposed corporate restructuring. The proxy statement/prospectus will be mailed to the stockholders of EnSCO once the registration statement has been declared effective by the SEC. **Investors and security holders of EnSCO are urged to read the proxy statement/prospectus and the other relevant materials when they become available because they will contain important information about EnSCO, EnSCO UK and the restructuring plan. The registration statement, proxy statement/prospectus and other relevant materials and any other documents filed by EnSCO or EnSCO UK with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov or on EnSCO's website at www.enscointernational.com. Investors can also receive free copies of these documents by contacting EnSCO International Incorporated, 500 North Akard Street, Suite 4300, Dallas, Texas 75201-3331, Attn: Investor Relations Department.**

EnSCO and EnSCO UK, their respective directors, executive officers and certain other members of management and employees and EnSCO's proxy solicitor, D.F. King & Co., Inc., may be deemed to be participants in the solicitation of proxies in respect of the proposed restructuring plan. **Information about the executive officers and directors of EnSCO and their ownership of shares of EnSCO common stock is included in the registration statement filed with the SEC and the documents and information incorporated by reference therein.**



EnSCO Announces Change in Corporate Structure

Employee Frequently Asked Questions (FAQ)

Introduction

We prepared the following to address your questions regarding the proposed change in EnSCO's corporate structure. This FAQ may not address all of your questions, especially for employees who are also EnSCO stockholders, so please refer to the more detailed information contained in the proxy statement/prospectus and related documents described below.

What was announced?

EnSCO's Board of Directors approved a plan to change EnSCO's corporate structure and move our legal domicile from Delaware to the U.K., where we currently have substantial operations. Details of the announcement are provided in a press release and proxy statement/prospectus issued on November 9 that is available on our website, www.enscointernational.com. In addition, Dan Rabun sent a memorandum to all employees that is posted on PayZone.

What are the benefits of the proposed change?

We believe that the proposed plan will provide many benefits, including:

- enhance management efficiencies resulting from the U.K. time zone overlap with geographies where EnSCO operates;
- improve access to key customers;
- enhance access to European institutional investors;
- improve customer and investor perceptions that EnSCO is a truly global offshore drilling contractor with expanding deepwater operations; and
- allow EnSCO to benefit from the U.K.'s mature tax regime and favorable tax treaty network, and potentially achieve a global effective tax rate comparable to that of some of our global competitors.

Who will be affected by the change?

As part of the move, most of our senior executive officers will relocate to London, along with a small number of employees from the Dallas office.

Importantly though, EnSCO will continue to conduct the same general business operations when the proposed plan is completed, so we anticipate a smooth transition.

Daily activities for the vast majority of our employees, other than the people moving to London, will be unchanged. Over time, the transition should create more opportunities for our employees as we continue to build EnSCO's worldwide business operations.



Why make the change now?

We believe that this is a logical next step in Enesco's evolution. We have become a truly global organization and relocating our principal executive offices to the U.K. will enhance executive oversight of our worldwide operations and position senior management closer to more of our key customers.

Are we going to keep our Dallas office? Will more employees be moving to London over time?

We intend to keep our Dallas office. Currently, there are no plans to move a large number of employees to London. Rather, we will evaluate on a case-by-case basis, whether to transition other positions to London — just as we do with other international assignments.

Will any senior executives stay in Dallas?

Chief Operating Officer Bill Chadwick will continue to be based in the Dallas office.

Will my employee benefits change?

No significant changes are contemplated to the employee benefit plans. Employees paid in U.S. dollars will continue to receive their compensation in U.S. dollars.

When will the changes occur?

Enesco is seeking shareholder approval to change the corporate structure and we tentatively plan to hold a Special Meeting of Stockholders to vote on the proposal on December 22, 2009. If you are a stockholder, you will receive a proxy statement/prospectus that contains detailed information on how to vote your shares.

Assuming a majority of shareholders vote for the proposal, we anticipate that the change of incorporation to the U.K. will become effective shortly after the meeting. In anticipation of a favorable stockholder vote, we have already taken preliminary steps to ensure a smooth transition into our new corporate headquarters.

Will the Company have a new name?

Yes — the new U.K. parent will be named "Enesco International plc".

Have competitors made similar moves?

Yes. Some of our competitors already have relocated their corporate headquarters to other European countries.



How will the transition impact customers?

London is more centrally located to a greater number of key customers who will have more access to our executive management team. There will be no change in the high level of customer service that our employees deliver on a daily basis.

Will our financial and legal reporting change?

We will continue to prepare financial statements in accordance with U.S. Generally Accepted Accounting Principles in U.S. dollars and file reports with the U.S. Securities and Exchange Commission. Compliance with the corporate governance requirements of the NYSE and the U.S. Sarbanes-Oxley Act will also continue to be required.

Additionally, Ensco will comply with applicable reporting requirements of English law.

How will my ownership in Ensco change?

If you are a stockholder, the change will result in your owning American Depositary Shares (ADSs) (see below) in Ensco International plc, a U.K. company, instead of shares in Ensco International Incorporated, a Delaware corporation. Each share of Ensco stock will be converted into one ADS.

What is an ADS?

An American Depositary Share ("ADS") is a vehicle for foreign corporations to list their ordinary equity on an American stock exchange, such as the New York Stock Exchange. ADSs are U.S. dollar denominated and confer full rights of ownership (including dividends and voting rights).

How will I get my ADSs?

If your shares are held electronically, i.e. in "street name", through a bank, broker or other financial institution, you will not be required to take any action. Your ownership will be converted to ADSs in book entry form by your broker automatically.

Similarly, shares held in the Company retirement savings plans will automatically be converted.

If you hold physical stock certificates, you will be sent a letter containing instructions on how to surrender your Ensco stock certificates for ADSs.

What other companies trade in ADS form on the NYSE?

BP is a good example of a company that trades in ADS form on the NYSE.



What happens to my current EnSCO stock options and restricted stock?

All outstanding stock options and restricted stock awards providing rights related to shares of EnSCO International Incorporated will be converted, on a one-for-one basis, into rights related to ADSs of EnSCO International plc, and will be subject to the same general terms and conditions as applicable before the conversion.

Is this a taxable event for me if I hold EnSCO shares?

The proxy statement/prospectus will discuss the material tax consequences applicable to U.S. and U.K. stockholders of EnSCO Delaware. Please refer to the proxy statement/prospectus for more information. If you are not a U.S. or U.K. stockholder, or if you hold your shares in a tax-exempt account, please consult your tax advisor.

Can I trade my EnSCO shares before the proposed changes are completed?

Yes. EnSCO common stock is expected to continue trading on the NYSE through the last trading day (currently anticipated to be December 22, 2009) prior to the date that the parent company becomes EnSCO International plc, a U.K. company (currently anticipated to be December 23, 2009).

All trading by employees remains subject to the Company's Securities Trading Policy.

After the Special Meeting of Stockholders, where can I trade my ADSs?

As a condition of the proposed changes, the ADSs are expected to be listed on the NYSE immediately following the transition under the same symbol, "ESV." We do not plan to list on any other securities exchange.

What should I do if I receive questions from customers?

Senior managers will be communicating with customers regarding our announcement. Should you receive questions from other outside parties, such as the press, please refer them to the Investor Relations Department at 214-397-3015.

How will this affect business cards, Company signage, business forms, etc.?

The EnSCO logo and branding will not change. You will receive information regarding materials with the Company name at a later date. Please do not order any new materials with the new Company name until advised.

Whom should I contact with questions?

Should you have additional questions, please contact your supervisor.



Additional Information About the Restructuring Plan and Where to Find It

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EnSCO and EnSCO UK, their respective directors, executive officers and certain other members of management and employees and EnSCO's proxy solicitor, D.F. King & Co., Inc., may be deemed to be participants in the solicitation of proxies in respect of the proposed restructuring plan. **Information about the executive officers and directors of EnSCO and their ownership of shares of EnSCO common stock is included in the registration statement filed with the SEC and the documents and information incorporated by reference therein.**