

Transocean Ltd.  
Form 10-Q  
May 07, 2014

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

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FORM 10-Q

(Mark one)

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

For the quarterly period ended March 31, 2014

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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Commission file number 000-53533

TRANSOCEAN LTD.  
(Exact name of registrant as specified in its charter)

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Zug, Switzerland  
(State or other jurisdiction of  
incorporation or organization)

98-0599916  
(I.R.S. Employer Identification No.)

10 Chemin de Blandonnet  
Vernier, Switzerland  
(Address of principal executive  
offices)

1214  
(Zip Code)

+41 (22) 930-9000  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer (do not check if a smaller reporting company)  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of April 29, 2014, 361,988,015 shares were outstanding.

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TRANSOCEAN LTD. AND SUBSIDIARIES  
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QUARTER ENDED MARCH 31, 2014

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

TRANSOCEAN LTD. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
 (In millions, except per share data)  
 (Unaudited)

|   | Three months ended<br>March 31, |          |
|---|---------------------------------|----------|
|   | 2014                            | 2013     |
| Operating revenues  |                                 |          |
| Contract drilling revenues                                  | \$ 2,292                        | \$ 2,145 |
| Other revenues  | 47                              | 39       |
|   | 2,339                           | 2,184    |
| Costs and expenses  |                                 |          |
| Operating and maintenance                                   | 1,269                           | 1,356    |
| Depreciation  | 273                             | 275      |
| General and administrative                                  | 57                              | 67       |
|   | 1,599                           | 1,698    |
| Loss on impairment  | (65)                            | —        |
| Loss on disposal of assets, net                             | (3)                             | (7)      |
| Operating income  | 672                             | 479      |
| Other income (expense), net                                 |                                 |          |
| Interest income   | 10                              | 17       |
| Interest expense, net of amounts capitalized                | (126)                           | (157)    |
| Other, net  | (2)                             | (1)      |
|   | (118)                           | (141)    |
| Income from continuing operations before income tax expense | 554                             | 338      |
| Income tax expense  | 80                              | 20       |
| Income from continuing operations                           | 474                             | 318      |
| Loss from discontinued operations, net of tax               | (8)                             | (5)      |
| Net income  | 466                             | 313      |
| Net income (loss) attributable to noncontrolling interest   | 10                              | (8)      |
| Net income attributable to controlling interest             | \$ 456                          | \$ 321   |
| Earnings (loss) per share-basic                             |                                 |          |
| Earnings from continuing operations                         | \$ 1.27                         | \$ 0.89  |
| Loss from discontinued operations                           | (0.02)                          | (0.01)   |
| Earnings per share  | \$ 1.25                         | \$ 0.88  |

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|                                     |         |         |
|-------------------------------------|---------|---------|
| Earnings (loss) per share-diluted   |         |         |
| Earnings from continuing operations | \$ 1.27 | \$ 0.89 |
| Loss from discontinued operations   | (0.02)  | (0.01)  |
| Earnings per share                  | \$ 1.25 | \$ 0.88 |
| Weighted-average shares outstanding |         |         |
| Basic                               | 361     | 360     |
| Diluted                             | 361     | 360     |

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In millions)  
(Unaudited)

|   | Three months<br>ended<br>March 31,<br>2014      2013 |        |
|---|--|--------|
| Net income  | \$ 466   | \$ 313 |
| Net income (loss) attributable to noncontrolling interest                 | 10   | (8)    |
| Net income attributable to controlling interest                           | 456  | 321    |
| Other comprehensive loss before reclassifications                         |  |        |
| Components of net periodic benefit costs                                  | (5)  | (35)   |
| Loss on derivative instruments  | —  | (5)    |
| Reclassifications to net income   |  |        |
| Components of net periodic benefit costs                                  | 6  | 14     |
| (Gain) loss on derivative instruments                                     | (2)  | 7      |
| Other comprehensive loss before income taxes                              | (1)  | (19)   |
| Income taxes related to other comprehensive loss                          | —  | 1      |
| Other comprehensive loss  | (1)  | (18)   |
| Other comprehensive income attributable to noncontrolling interest        | —  | 1      |
| Other comprehensive loss attributable to controlling interest             | (1)  | (19)   |
| Total comprehensive income  | 465  | 295    |
| Total comprehensive income (loss) attributable to noncontrolling interest | 10   | (7)    |
| Total comprehensive income attributable to controlling interest           | \$ 455   | \$ 302 |

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(In millions, except share data)  
(Unaudited)

|  | March 31,<br>2014 | December 31,<br>2013 |
|--|-------------------|----------------------|
| Assets   |                   |                      |
| Cash and cash equivalents  | \$ 1,987          | \$ 3,243             |
| Accounts receivable, net of allowance for doubtful accounts<br>of \$14 at March 31, 2014 and December 31, 2013   | 2,217             | 2,162                |
| Materials and supplies, net of allowance for obsolescence<br>of \$84 and \$80 at March 31, 2014 and December 31,<br>2013, respectively   | 768               | 737                  |
| Assets held for sale   | 160               | 148                  |
| Deferred income taxes, net   | 155               | 151                  |
| Other current assets   | 346               | 331                  |
| <b>Total current assets</b>  | <b>5,633</b>      | <b>6,772</b>         |
| Property and equipment   | 30,250            | 29,518               |
| Less accumulated depreciation  | (7,897)           | (7,811)              |
| Property and equipment, net  | 22,353            | 21,707               |
| Goodwill   | 2,987             | 2,987                |
| Other assets   | 924               | 1,080                |
| <b>Total assets</b>  | <b>\$ 31,897</b>  | <b>\$ 32,546</b>     |
| Liabilities and equity   |                   |                      |
| Accounts payable   | \$ 931            | \$ 1,106             |
| Accrued income taxes   | 74                | 53                   |
| Debt due within one year   | 162               | 323                  |
| Other current liabilities  | 1,596             | 2,072                |
| <b>Total current liabilities</b>   | <b>2,763</b>      | <b>3,554</b>         |
| Long-term debt   | 10,308            | 10,379               |
| Deferred income taxes, net   | 368               | 374                  |
| Other long-term liabilities  | 1,281             | 1,554                |
| <b>Total long-term liabilities</b>   | <b>11,957</b>     | <b>12,307</b>        |
| Commitments and contingencies  |                   |                      |
| Redeemable noncontrolling interest   | 2                 | —                    |
| Shares, CHF 15.00 par value, 373,830,649 authorized,<br>167,617,649 conditionally authorized, 373,830,649<br>issued and 361,984,609 outstanding at March 31, 2014<br>and 373,830,649 authorized, 167,617,649 conditionally<br>authorized, 373,830,649 issued and 360,764,100<br>outstanding at December 31, 2013 | 5,164             | 5,147                |



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|  |           |           |
|--|-----------|-----------|
| Additional paid-in capital   | 6,792     | 6,784     |
| Treasury shares, at cost, 2,863,267 held at March 31, 2014 and December 31, 2013 | (240)     | (240)     |
| Retained earnings  | 5,718     | 5,262     |
| Accumulated other comprehensive loss   | (263)     | (262)     |
| Total controlling interest shareholders' equity                                  | 17,171    | 16,691    |
| Noncontrolling interest  | 4         | (6)       |
| Total equity   | 17,175    | 16,685    |
| Total liabilities and equity   | \$ 31,897 | \$ 32,546 |

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY  
(In millions)  
(Unaudited)

|   | Three months<br>ended |      | Three months ended |           |
|---|-----------------------|------|--------------------|-----------|
|   | March 31,<br>2014     | 2013 | March 31,<br>2014  | 2013      |
|   | Shares                |      | Amount             |           |
| Shares  |                       |      |                    |           |
| Balance, beginning of period  | 361                   | 360  | \$ 5,147           | \$ 5,130  |
| Issuance of shares under share-based compensation plans                   | 1                     | —    | 17                 | 12        |
| Balance, end of period  | 362                   | 360  | \$ 5,164           | \$ 5,142  |
| Additional paid-in capital  |                       |      |                    |           |
| Balance, beginning of period  |                       |      | \$ 6,784           | \$ 7,521  |
| Share-based compensation  |                       |      | 28                 | 21        |
| Issuance of shares under share-based compensation plans                   |                       |      | (16)               | (26)      |
| Other, net  |                       |      | (4)                | (5)       |
| Balance, end of period  |                       |      | \$ 6,792           | \$ 7,511  |
| Treasury shares, at cost  |                       |      |                    |           |
| Balance, beginning of period  |                       |      | \$ (240)           | \$ (240)  |
| Balance, end of period  |                       |      | \$ (240)           | \$ (240)  |
| Retained earnings   |                       |      |                    |           |
| Balance, beginning of period  |                       |      | \$ 5,262           | \$ 3,855  |
| Net income attributable to controlling interest                           |                       |      | 456                | 321       |
| Balance, end of period  |                       |      | \$ 5,718           | \$ 4,176  |
| Accumulated other comprehensive loss                                      |                       |      |                    |           |
| Balance, beginning of period  |                       |      | \$ (262)           | \$ (521)  |
| Other comprehensive loss attributable to controlling interest             |                       |      | (1)                | (19)      |
| Balance, end of period  |                       |      | \$ (263)           | \$ (540)  |
| Total controlling interest shareholders' equity                           |                       |      |                    |           |
| Balance, beginning of period  |                       |      | \$ 16,691          | \$ 15,745 |
| Total comprehensive income attributable to controlling interest           |                       |      |                    |           |
| Share-based compensation  |                       |      | 28                 | 21        |
| Issuance of shares under share-based compensation plans                   |                       |      | 1                  | (14)      |
| Other, net  |                       |      | (4)                | (5)       |
| Balance, end of period  |                       |      | \$ 17,171          | \$ 16,049 |
| Noncontrolling interest   |                       |      |                    |           |
| Balance, beginning of period  |                       |      | \$ (6)             | \$ (15)   |
| Total comprehensive income (loss) attributable to noncontrolling interest |                       |      | 10                 | (7)       |

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|   |           |           |
|---|-----------|-----------|
| Balance, end of period                                  | \$ 4      | \$ (22)   |
| Total equity  |           |           |
| Balance, beginning of period                            | \$ 16,685 | \$ 15,730 |
| Total comprehensive income                              | 465       | 295       |
| Share-based compensation                                | 28        | 21        |
| Issuance of shares under share-based compensation plans | 1         | (14)      |
| Other, net  | (4)       | (5)       |
| Balance, end of period                                  | \$ 17,175 | \$ 16,027 |

See accompanying notes.

TRANSOCEAN LTD. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (In millions)  
 (Unaudited)

|  | Three months ended<br>March 31, |          |
|--|---------------------------------|----------|
|  | 2014                            | 2013     |
| Cash flows from operating activities                                   |                                 |          |
| Net income   | \$ 466                          | \$ 313   |
| Adjustments to reconcile to net cash provided by operating activities: |                                 |          |
| Amortization of drilling contract intangibles                          | (4)                             | (9)      |
| Depreciation   | 273                             | 275      |
| Share-based compensation expense                                       | 28                              | 21       |
| Loss on impairment   | 65                              | —        |
| Loss on disposal of assets, net  | 3                               | 7        |
| (Gain) loss on disposal of assets in discontinued operations, net      | 10                              | (15)     |
| Deferred income taxes  | (15)                            | (28)     |
| Other, net   | 12                              | 15       |
| Changes in deferred revenue, net                                       | (26)                            | (6)      |
| Changes in deferred costs, net   | 38                              | 17       |
| Changes in operating assets and liabilities                            | (714)                           | (484)    |
| Net cash provided by operating activities                              | 136                             | 106      |
| Cash flows from investing activities                                   |                                 |          |
| Capital expenditures   | (1,131)                         | (488)    |
| Proceeds from disposal of assets, net                                  | 91                              | 1        |
| Proceeds from disposal of assets in discontinued operations, net       | 14                              | 63       |
| Other, net   | (12)                            | 9        |
| Net cash used in investing activities                                  | (1,038)                         | (415)    |
| Cash flows from financing activities                                   |                                 |          |
| Repayments of debt   | (237)                           | (1,190)  |
| Proceeds from restricted cash investments                              | 107                             | 128      |
| Deposits to restricted cash investments                                | (20)                            | (59)     |
| Distribution of qualifying additional paid-in capital                  | (202)                           | —        |
| Other, net   | (2)                             | (15)     |
| Net cash used in financing activities                                  | (354)                           | (1,136)  |
| Net decrease in cash and cash equivalents                              | (1,256)                         | (1,445)  |
| Cash and cash equivalents at beginning of period                       | 3,243                           | 5,134    |
| Cash and cash equivalents at end of period                             | \$ 1,987                        | \$ 3,689 |

See accompanying notes.

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TRANSOCEAN LTD. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

Note 1—Nature of Business

Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean,” the “Company,” “we,” “us” or “our”) is a leading international provider of offshore contract drilling services for oil and gas wells. We specialize in technically demanding sectors of the offshore drilling business with a particular focus on deepwater and harsh environment drilling services. Our mobile offshore drilling fleet is considered one of the most versatile fleets in the world. We contract our drilling rigs, related equipment and work crews predominantly on a dayrate basis to drill oil and gas wells. At March 31, 2014, we owned or had partial ownership interests in and operated 78 mobile offshore drilling units associated with our continuing operations. At March 31, 2014, our fleet consisted of 46 High-Specification Floaters (Ultra-Deepwater, Deepwater and Harsh Environment semisubmersibles and drillships), 21 Midwater Floaters, and 11 High-Specification Jackups. At March 31, 2014, we also had nine Ultra-Deepwater drillships and five High-Specification Jackups under construction or under contract to be constructed. See Note 9—Drilling Fleet.

In February 2014, in connection with our efforts to discontinue non-strategic operations, we completed the sale of Applied Drilling Technology International Limited (“ADTI”), a United Kingdom (“U.K.”) company, which performs drilling management services in the North Sea. See Note 7—Discontinued Operations.

Note 2—Significant Accounting Policies

Presentation—We have prepared our accompanying unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the U.S. for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the U.S. Securities and Exchange Commission (“SEC”). Pursuant to such rules and regulations, these financial statements do not include all disclosures required by accounting principles generally accepted in the U.S. for complete financial statements. The condensed consolidated financial statements reflect all adjustments, which are, in the opinion of management, necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods. Such adjustments are considered to be of a normal recurring nature unless otherwise noted. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014 or for any future period. The accompanying condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto as of December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013 included in our annual report on Form 10-K filed on February 27, 2014.

Accounting estimates—To prepare financial statements in accordance with accounting principles generally accepted in the U.S., we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and assumptions, including those related to our discontinued operations, allowance for doubtful accounts, materials and supplies obsolescence, assets held for sale, property and equipment, investments, notes receivable, goodwill, income taxes, contingencies, share-based compensation, defined benefit pension plans and other postretirement benefits. We base our estimates and assumptions on historical experience and on various other factors we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results could differ

from such estimates.

Fair value measurements—We estimate fair value at a price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal market for the asset or liability. Our valuation techniques require inputs that we categorize using a three-level hierarchy, from highest to lowest level of observable inputs, as follows: (1) significant observable inputs, including unadjusted quoted prices for identical assets or liabilities in active markets (“Level 1”), (2) significant other observable inputs, including direct or indirect market data for similar assets or liabilities in active markets or identical assets or liabilities in less active markets (“Level 2”) and (3) significant unobservable inputs, including those that require considerable judgment for which there is little or no market data (“Level 3”). When multiple input levels are required for a valuation, we categorize the entire fair value measurement according to the lowest level of input that is significant to the measurement even though we may have also utilized significant inputs that are more readily observable.

Consolidation—We consolidate entities in which we have a majority voting interest and entities that meet the criteria for variable interest entities for which we are deemed to be the primary beneficiary for accounting purposes. We eliminate intercompany transactions and accounts in consolidation. We apply the equity method of accounting for an investment in an entity if we have the ability to exercise significant influence over the entity that (a) does not meet the variable interest entity criteria or (b) meets the variable interest entity criteria, but for which we are not deemed to be the primary beneficiary. We apply the cost method of accounting for an investment in an entity if we do not have the ability to exercise significant influence over the unconsolidated entity. See Note 4—Variable Interest Entities.

TRANSOCEAN LTD. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued  
(Unaudited)

Share-based compensation—In the three months ended March 31, 2014 and 2013, we recognized share-based compensation expense of \$28 million and \$21 million, respectively.

Capitalized interest—We capitalize interest costs for qualifying construction and upgrade projects. In the three months ended March 31, 2014 and 2013, we capitalized interest costs on construction work in progress of \$34 million and \$21 million, respectively.

Reclassifications—We have made certain reclassifications, which did not have an effect on net income, to prior period amounts to conform with the current period's presentation, including certain reclassifications to our consolidated statements of operations and cash flows to present discontinued operations (see Note 7—Discontinued Operations) and reclassification of an intracompany note (see Note 16—Condensed Consolidating Financial Information). Other reclassifications did not have a material effect on our condensed consolidated statement of financial position, results of operations or cash flows.

Subsequent events—We evaluate subsequent events through the time of our filing on the date we issue our financial statements. See Note 17—Subsequent Events.

#### Note 3—New Accounting Pronouncements

##### Recently adopted accounting standards

Income taxes—Effective January 1, 2014, we adopted the accounting standards update that requires an unrecognized tax benefit to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward if net settlement is required or expected. The update is effective for interim and annual periods beginning on or after December 15, 2013. Our adoption did not have a material effect on our consolidated balance sheets or the disclosures contained in our notes to condensed consolidated financial statements.

##### Recently issued accounting standards

Presentation of financial statements—Effective January 1, 2015, we will adopt the accounting standards update that changes the criteria for reporting discontinued operations. The update expands the disclosures for discontinued operations and requires new disclosures related to the disposal of individually significant components of an entity that do not qualify for discontinued operations. The update is effective for interim and annual periods beginning on or after December 15, 2014. We do not expect that our adoption will have a material effect on our condensed consolidated balance sheets or the disclosures contained in our notes to consolidated financial statements.

#### Note 4—Variable Interest Entities

Consolidated variable interest entities—The carrying amounts associated with our consolidated variable interest entities, after eliminating the effect of intercompany transactions, were as follows (in millions):



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|                     | March 31,<br>2014 | December 31,<br>2013 |
|---------------------|-------------------|----------------------|
| Assets              | \$ 1,271          | \$ 1,280             |
| Liabilities         | 93                | 261                  |
| Net carrying amount | \$ 1,178          | \$ 1,019             |

Angola Deepwater Drilling Company Limited (“ADDCL”), a consolidated Cayman Islands company, and Transocean Drilling Services Offshore Inc. (“TDSOI”), a consolidated British Virgin Islands company, are variable interest entities for which we are the primary beneficiary. Accordingly, we consolidate the operating results, assets and liabilities of ADDCL and TDSOI.

Note 5—Impairments

Assets held for sale—In the three months ended March 31, 2014, we recognized an aggregate loss of \$65 million (\$0.19 per diluted share), which had no tax effect, associated with the impairment of the Midwater Floater Sedneth 701 and the High-Specification Jackup GSF Magellan, along with related equipment, which were classified as assets held for sale at the time of impairment. We measured the impairments of the drilling units and related equipment as the amount by which the carrying amount exceeded the estimated fair value less costs to sell. We estimated the fair value of the assets using significant other observable inputs, representative of Level 2 fair value measurements, including indicative market values for comparable drilling units or a binding sale and purchase agreement for the drilling units and related equipment.

TRANSOCEAN LTD. AND SUBSIDIARIES  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued  
 (Unaudited)

Note 6—Income Taxes

Tax rate—Transocean Ltd., a holding company and Swiss resident, is exempt from cantonal and communal income tax in Switzerland, but is subject to Swiss federal income tax. At the federal level, qualifying net dividend income and net capital gains on the sale of qualifying investments in subsidiaries are exempt from Swiss federal income tax. Consequently, Transocean Ltd. expects dividends from its subsidiaries and capital gains from sales of investments in its subsidiaries to be exempt from Swiss federal income tax.

Our provision for income taxes is based on the tax laws and rates applicable in the jurisdictions in which we operate and earn income. The relationship between our provision for or benefit from income taxes and our income or loss before income taxes can vary significantly from period to period considering, among other factors, (a) the overall level of income before income taxes, (b) changes in the blend of income that is taxed based on gross revenues rather than income before taxes, (c) rig movements between taxing jurisdictions and (d) our rig operating structures. Generally, our annual marginal tax rate is lower than our annual effective tax rate.

In the three months ended March 31, 2014 and 2013, our estimated annual effective tax rates were 15.1 percent and 19.1 percent, respectively. These rates were based on estimated annual income before income taxes for each period after adjusting for various discrete items, including certain immaterial adjustments to prior period tax expense.

Unrecognized tax benefits—The liabilities related to our unrecognized tax benefits, including related interest and penalties that we recognize as a component of income tax expense, were as follows (in millions):

|  | March 31,<br>2014 | December 31,<br>2013 |
|--|-------------------|----------------------|
| Unrecognized tax benefits,<br>excluding interest and penalties | \$ 319            | 326                  |
| Interest and penalties   | 172               | 176                  |
| Unrecognized tax benefits,<br>including interest and penalties | \$ 491            | 502                  |

In the year ending December 31, 2014, it is reasonably possible that our existing liabilities for unrecognized tax benefits may increase or decrease primarily due to the progression of open audits or the expiration of statutes of limitation. However, we cannot reasonably estimate a range of potential changes in our existing liabilities for unrecognized tax benefits due to various uncertainties, such as the unresolved nature of various audits.

Tax returns—We file federal and local tax returns in several jurisdictions throughout the world. With few exceptions, we are no longer subject to examinations of our U.S. and non-U.S. tax matters for years prior to 2010.

Our tax returns in the major jurisdictions in which we operate, other than the U.S., Norway and Brazil, which are mentioned below, are generally subject to examination for periods ranging from three to six years. We have agreed to extensions beyond the statute of limitations in two major jurisdictions for up to 19 years. Tax authorities in certain jurisdictions are examining our tax returns and in some cases have issued assessments. We are defending our tax positions in those jurisdictions. While we cannot predict or provide assurance as to the outcome of these proceedings,

we do not expect the ultimate liability to have a material adverse effect on our consolidated statement of financial position or results of operations, although it may have a material adverse effect on our consolidated statement of cash flows.

U.S. tax investigations—During the three months ended March 31, 2014, we received a draft assessment from the U.S. tax authorities related to our 2010 and 2011 U.S. federal income tax returns. The significant issue raised in the assessment relates to transfer pricing for certain charters of drilling rigs between our subsidiaries. This issue, if successfully challenged, would result in net adjustments of approximately \$290 million of additional taxes, excluding interest and penalties. An unfavorable outcome on these adjustments could result in a material adverse effect on our consolidated statement of financial position, results of operations or cash flows. Furthermore, if the authorities were to continue to pursue these positions with respect to subsequent years and were successful in such assertions, our effective tax rate on worldwide earnings with respect to years following 2011 could increase substantially, and could have a material adverse effect on our consolidated results of operations or cash flows. We believe our U.S. federal income tax returns are materially correct as filed, and we intend to continue to vigorously defend against all such claims to the contrary.

Norway tax investigations and trial—Norwegian civil tax and criminal authorities are investigating various transactions undertaken by our subsidiaries in 1999, 2001 and 2002 as well as the actions of certain employees of our former external tax advisors on these transactions. The authorities issued tax assessments as follows: (a) NOK 684 million, equivalent to approximately \$114 million, plus interest, related to the migration of our subsidiary that was previously subject to tax in Norway, (b) NOK 412 million, equivalent to approximately \$68 million, plus interest, related to a 2001 dividend payment and (c) NOK 43 million, equivalent to approximately \$7 million, plus interest, related to certain foreign exchange deductions and dividend withholding tax. We provided a parent company guarantee in the amount of NOK 699 million, equivalent to approximately \$116 million with respect to one of these tax disputes. Furthermore, we may be required to provide some form of additional financial security, in an amount up to NOK 1.3 billion, equivalent to approximately \$216 million, including interest and penalties, for other assessed amounts as these disputes are appealed and addressed by the Norwegian courts. The authorities are seeking penalties of 60 percent on most but not all matters. In November 2012, the Norwegian district court in Oslo heard the case regarding the disputed tax assessment of NOK 684 million related to the migration of our subsidiary.

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On March 1, 2013, the Norwegian district court in Oslo overturned the tax assessment and ruled in our favor, and the tax authorities have filed an appeal. We believe that our Norwegian tax returns are materially correct as filed, and we intend to continue to vigorously defend ourselves against all claims to the contrary.

In June 2011, the Norwegian authorities issued criminal indictments against two of our subsidiaries alleging misleading or incomplete disclosures in Norwegian tax returns for the years 1999 through 2002, as well as inaccuracies in Norwegian statutory financial statements for the years ended December 31, 1996 through 2001. The criminal trial commenced in December 2012. Two employees of our former external tax advisors were also issued criminal indictments with respect to the disclosures in our tax returns, and our former external Norwegian tax attorney was issued criminal indictments related to certain of our restructuring transactions and the 2001 dividend payment. We believe the charges brought against us are without merit and do not alter our technical assessment of the underlying claims. In January 2012, the Norwegian authorities supplemented the previously issued criminal indictments by issuing a financial claim of NOK 1.8 billion, equivalent to approximately \$305 million, jointly and severally, against our two subsidiaries, the two external tax advisors and the external tax attorney. In February 2012, the authorities dropped the previously existing civil tax claim related to a certain restructuring transaction. In April 2012, the Norwegian tax authorities supplemented the previously issued criminal indictments against our two subsidiaries by extending a criminal indictment against a third subsidiary, alleging misleading or incomplete disclosures in Norwegian tax returns for the years 2001 and 2002. In May 2013, the Norwegian authorities dropped the financial claim of NOK 1.8 billion against one of our subsidiaries and the criminal case related to the migration case of another subsidiary. The criminal trial proceedings ended in September 2013, and the court has not yet ruled on the criminal issues. If we are found guilty, the Norwegian authorities have asked the court to assess criminal penalties of NOK 230 million, equivalent to approximately \$38 million against three of our subsidiaries in addition to any civil tax penalties and the financial claim. We believe our Norwegian tax returns are materially correct as filed, and we intend to continue to vigorously contest any assertions to the contrary by the Norwegian civil and criminal authorities in connection with the various transactions being investigated. An unfavorable outcome on the Norwegian civil or criminal tax matters could result in a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

Brazil tax investigations—Certain of our Brazilian income tax returns for the years 2000 through 2004 are currently under examination. In December 2005, the Brazilian tax authorities issued an aggregate tax assessment of BRL 685 million, equivalent to \$304 million, including a 75 percent penalty and interest through March 31, 2014. On January 25, 2008, we filed a protest letter with the Brazilian tax authorities, and we are currently engaged in the appeals process. We believe our returns are materially correct as filed, and we are vigorously contesting these assessments. An unfavorable outcome on these proposed assessments could result in a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

Other tax matters—We conduct operations through our various subsidiaries in a number of countries throughout the world. Each country has its own tax regimes with varying nominal rates, deductions and tax attributes. From time to time, we may identify changes to previously evaluated tax positions that could result in adjustments to our recorded assets and liabilities. Although we are unable to predict the outcome of these changes, we do not expect the effect, if any, resulting from these adjustments to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.



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## Note 7—Discontinued Operations

## Summarized results of discontinued operations

The summarized results of operations included in income from discontinued operations were as follows (in millions):

|  | Three months<br>ended March 31, |        |
|--|---------------------------------|--------|
|  | 2014                            | 2013   |
| Operating revenues   | \$ 108                          | \$ 253 |
| Operating and maintenance<br>expense                                 | (105)                           | (268)  |
| Gain (loss) on disposal of assets in<br>discontinued operations, net | (10)                            | 15     |
| Other income, net  | 1                               | —      |
| Loss from discontinued operations<br>before income tax expense       | (6)                             | —      |
| Income tax expense   | (2)                             | (5)    |
| Loss from discontinued<br>operations, net of tax                     | \$ (8)                          | \$ (5) |

## Assets and liabilities of discontinued operations

The carrying amounts of the major classes of assets and liabilities associated with our discontinued operations were classified as follows (in millions):

|                             | March 31,<br>2014 | December 31,<br>2013 |
|-----------------------------|-------------------|----------------------|
| Assets                      |                   |                      |
| Materials and supplies, net | \$ 11             | \$ 18                |
| Other related assets        | 1                 | 1                    |
| Assets held for sale        | 12                | 19                   |
| Other current assets        | —                 | 6                    |
| Total current assets        | \$ 12             | \$ 25                |
| Liabilities                 |                   |                      |
| Deferred revenues           | \$ 1              | \$ 8                 |
| Other current liabilities   | \$ 1              | \$ 8                 |

Standard jackup and swamp barge contract drilling services

Overview—In September 2012, in connection with our efforts to dispose of non-strategic assets and to reduce our exposure to low-specification drilling units, we committed to a plan to discontinue operations associated with the standard jackup and swamp barge asset groups, components of our contract drilling services operating segment.

Sale transactions with Shelf Drilling—In November 2012, we completed the sale of 38 drilling units to Shelf Drilling. For a transition period following the completion of the sale transactions, we agreed to continue to operate a substantial portion of the standard jackups under operating agreements with Shelf Drilling and to provide certain other transition services to Shelf Drilling. Under the operating agreements, we have agreed to remit the collections from our customers under the associated drilling contracts to Shelf Drilling, and Shelf Drilling has agreed to reimburse us for our direct costs and expenses incurred while operating the standard jackups on behalf of Shelf Drilling with certain exceptions. Amounts due to Shelf Drilling under the operating agreements and transition services agreement may be contractually offset against amounts due from Shelf Drilling. The costs to us for providing such operating and transition services, including allocated indirect costs, have exceeded the amounts we receive from Shelf Drilling for providing such services.

Under the operating agreements, we agreed to continue to operate these standard jackups on behalf of Shelf Drilling for periods ranging from nine months to 27 months or until expiration or novation of the underlying drilling contracts by Shelf Drilling. As of March 31, 2014, we operated five standard jackups under operating agreements with Shelf Drilling. Until the expiration or novation of such drilling contracts, we retain possession of the materials and supplies associated with the standard jackups that we operate under the operating agreements. At March 31, 2014 and December 31, 2013, the materials and supplies associated with the drilling units that we operated under operating agreements with Shelf Drilling had an aggregate carrying amount of \$11 million and \$18 million, respectively. Under a transition services agreement, we agreed to provide certain transition services for a period of up to 18 months following the completion of the sale transactions.

For a period through November 2015, we agreed to provide to Shelf Drilling up to \$125 million of financial support by maintaining letters of credit, surety bonds and guarantees for various contract bidding and performance activities associated with the drilling units sold to Shelf Drilling and in effect at the closing of the sale transactions.

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At the time of the sale transactions, we had \$113 million of outstanding letters of credit, issued under our committed and uncommitted credit lines, in support of rigs sold to Shelf Drilling. Included within the \$125 million maximum amount, we agreed to provide up to \$65 million of additional financial support in connection with any new drilling contracts related to such drilling units. Shelf Drilling is required to reimburse us in the event that any of these instruments are called. At March 31, 2014 and December 31, 2013, we had \$105 million and \$104 million, respectively, of outstanding letters of credit, issued under our committed and uncommitted credit lines, in support of drilling units sold to Shelf Drilling. See Note 13—Commitments and Contingencies.

Other dispositions—During the three months ended March 31, 2014, we recognized a net gain of \$1 million, which had no tax effect, related to the disposal of assets unrelated to rig sales. During the three months ended March 31, 2013, we completed the sale of the standard jackups D.R. Stewart, InterOcean III and GSF Adriatic VIII along with related equipment. In the three months ended March 31, 2013, in connection with the disposal of these assets, we received aggregate net cash proceeds of \$63 million, and we recognized an aggregate net gain of \$15 million (\$0.04 per diluted share), which had no tax effect.

#### Drilling management services

Overview—In February 2014, in connection with our efforts to discontinue non-strategic operations, we completed the sale of ADTI, which performs drilling management services in the North Sea. As a result of the sale, we reclassified the results of operations of our drilling management services operating segment to discontinued operations for all periods presented. At December 31, 2013, the carrying amount of assets of the drilling management services operating segment was \$6 million.

Disposition—In the three months ended March 31, 2014, we received net cash proceeds of \$11 million and recognized a net loss of \$11 million (\$0.03 per diluted share), which had no tax effect, associated with the sale of the drilling management services business. Following the completion of the sale transaction, we agreed to provide a limited guarantee in favor of one customer through completion of the current drilling project, which is expected to occur in the fourth quarter of 2014. We also agreed to provide a \$15 million working capital line of credit to the buyer through March 2016. We earn interest on the outstanding borrowings at a fixed rate of 8.3 percent per annum, payable quarterly. At March 31, 2014, ADTI had borrowings of \$15 million outstanding under the working capital line of credit, recorded in other assets.

#### Note 8—Earnings Per Share

The numerator and denominator used for the computation of basic and diluted per share earnings from continuing operations were as follows (in millions, except per share data):

|                                  | Three months ended March 31, |         |        |         |
|----------------------------------|------------------------------|---------|--------|---------|
|                                  | 2014                         |         | 2013   |         |
|                                  | Basic                        | Diluted | Basic  | Diluted |
| Numerator for earnings per share | \$ 464                       | \$ 464  | \$ 326 | \$ 326  |



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|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Income from continuing operations attributable to controlling interest |         |         |         |         |
| Undistributed earnings allocable to participating securities           | )       | )       | )       | )       |
|  | (4      | (4      | (3      | (3)     |
| Income from continuing operations available to shareholders            | \$ 460  | \$ 460  | \$ 323  | \$ 323  |
| Denominator for earnings per share                                     |         |         |         |         |
| Weighted-average shares outstanding                                    | 361     | 361     | 360     | 360     |
| Effect of stock options and other share-based awards                   | —       | —       | —       | —       |
| Weighted-average shares for per share calculation                      | 361     | 361     | 360     | 360     |
| Per share earnings from continuing operations                          | \$ 1.27 | \$ 1.27 | \$ 0.89 | \$ 0.89 |

In the three months ended March 31, 2014 and 2013, we excluded 2.3 million and 1.7 million share-based awards, respectively, from the calculation since the effect would have been anti-dilutive.

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## Note 9—Drilling Fleet

Construction work in progress—For the three months ended March 31, 2014 and 2013, the changes in our construction work in progress, including capital expenditures and capitalized interest, were as follows (in millions):

|   | Three months<br>ended March 31, |          |
|---|---------------------------------|----------|
|   | 2014                            | 2013     |
| Construction work in progress, at beginning of period | \$ 2,710                        | \$ 2,010 |
| Newbuild construction program                         |                                 |          |
| Transocean Siam Driller (a) (b)                       | —                               | 74       |
| Transocean Andaman (a) (b)                            | —                               | 71       |
| Transocean Ao Thai (a) (b)                            | —                               | 5        |
| Deepwater Asgard (c)                                  | 230                             | 8        |
| Deepwater Invictus (c)                                | 442                             | 8        |
| Deepwater Thalassa (d)                                | 32                              | 79       |
| Deepwater Proteus (d)                                 | 6                               | 26       |
| Deepwater Conqueror (e)                               | 80                              | —        |
| Deepwater Pontus (d)                                  | 79                              | 2        |
| Deepwater Poseidon (d)                                | 24                              | 2        |
| High-Specification Jackup TBN1 (f)                    | 1                               | —        |
| High-Specification Jackup TBN2 (f)                    | 1                               | —        |
| High-Specification Jackup TBN3 (f)                    | 1                               | —        |
| High-Specification Jackup TBN4 (f)                    | 1                               | —        |
| Ultra-Deepwater drillship TBN1 (g)                    | 27                              | —        |
| High-Specification Jackup TBN5 (f)                    | 1                               | —        |
| Ultra-Deepwater drillship TBN2 (g)                    | 27                              | —        |
| Other construction projects and capital additions     | 179                             | 213      |
| Total capital expenditures                            | 1,131                           | 488      |
| Changes in accrued capital expenditures               | (48)                            | (32)     |
| Property and equipment placed into service            |                                 |          |
| Transocean Siam Driller (a) (b)                       | —                               | (236)    |
| Other property and equipment                          | (178 )                          | (253 )   |
| Construction work in progress, at end of period       | \$ 3,615                        | \$ 1,977 |

(a) The accumulated construction costs of this rig are no longer included in construction work in progress, as the construction project had been completed as of March 31, 2014.

(b) The High-Specification Jackups Transocean Siam Driller, Transocean Andaman and Transocean Ao Thai commenced operations in March 2013, May 2013 and October 2013, respectively.

(c)

Deepwater Asgard and Deepwater Invictus, two newbuild Ultra-Deepwater drillships under construction at the Daewoo Shipbuilding & Marine Engineering Co. Ltd. shipyard in Korea, are expected to commence operations in the second quarter of 2014. In the year ended December 31, 2011, in connection with our acquisition of Aker Drilling ASA, we acquired construction work in progress with an aggregate estimated fair value of \$272 million.

- (d) Deepwater Thalassa, Deepwater Proteus, Deepwater Pontus and Deepwater Poseidon, four newbuild Ultra-Deepwater drillships under construction at the Daewoo Shipbuilding & Marine Engineering Co. Ltd. shipyard in Korea, are expected to commence operations in the first quarter of 2016, the second quarter of 2016, the first quarter of 2017 and the second quarter of 2017, respectively.
- (e) Deepwater Conqueror, a newbuild Ultra-Deepwater drillship under construction at the Daewoo Shipbuilding & Marine Engineering Co. Ltd. shipyard in Korea, is expected to commence operations in the fourth quarter of 2016.
- (f) Our five unnamed Keppel FELS Super B 400 Bigfoot class design newbuild High-Specification Jackups under construction at Keppel FELS' shipyard in Singapore do not yet have drilling contracts and are expected to be delivered in the first quarter of 2016, the third quarter of 2016, the fourth quarter of 2016, the first quarter of 2017 and the third quarter of 2017, respectively.
- (g) Our two unnamed dynamically positioned Ultra-Deepwater drillships under construction at the Jurong Shipyard PTE Ltd. in Singapore do not yet have drilling contracts and are expected to be delivered in the second quarter of 2017 and the first quarter of 2018, respectively.

Dispositions—During the three months ended March 31, 2014, in connection with our efforts to dispose of non-strategic assets, we completed the sale of the High-Specification Jackup GSF Monitor along with related equipment. In the three months ended March 31, 2014, in connection with the disposal of GSF Monitor and related assets, we received net cash proceeds of \$83 million. In the three months ended March 31, 2014, we received cash proceeds of \$8 million and recognized an aggregate net loss of \$3 million associated with the disposal of certain corporate assets and unrelated rig equipment.

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During the three months ended March 31, 2014, we also committed to a plan to sell the Midwater Floater Sedneth 701 and the High-Specification Jackup GSF Magellan, along with related equipment. At March 31, 2014, GSF Magellan and Sedneth 701 along with related equipment had an aggregate carrying amount of \$103 million, included in our assets held for sale. See Note 5—Impairments.

Note 10—Debt

Debt, net of unamortized discounts, premiums and fair value adjustments, was comprised of the following (in millions):

|   | March 31,<br>2014 | December 31,<br>2013 |
|---|-------------------|----------------------|
| 4.95% Senior Notes due November 2015 (a)  | \$ 1,111          | \$ 1,113             |
| 5.05% Senior Notes due December 2016 (a)  | 999               | 999                  |
| 2.5% Senior Notes due October 2017 (a)    | 748               | 748                  |
| ADDCL Credit Facilities due December 2017 | —                 | 163                  |
| Eksportfinans Loans due January 2018      | 529               | 591                  |
| 6.00% Senior Notes due March 2018 (a)     | 998               | 998                  |
| 7.375% Senior Notes due April 2018 (a)    | 247               | 247                  |
| 6.50% Senior Notes due November 2020 (a)  | 900               | 900                  |
| 6.375% Senior Notes due December 2021 (a) | 1,199             | 1,199                |
| 3.8% Senior Notes due October 2022 (a)    | 745               | 745                  |
| 7.45% Notes due April 2027 (a)            | 97                | 97                   |
| 8% Debentures due April 2027 (a)          | 57                | 57                   |
| 7% Notes due June 2028                    | 311               | 311                  |
| Capital lease contract due August 2029    | 632               | 637                  |
| 7.5% Notes due April 2031 (a)             | 598               | 598                  |
| 6.80% Senior Notes due March 2038 (a)     | 999               | 999                  |
|   | 300               | 300                  |

|  |           |           |
|--|-----------|-----------|
| 7.35% Senior Notes due<br>December 2041 (a)  |           |           |
| Total debt                                   | 10,470    | 10,702    |
| Less debt due within one year                |           |           |
| ADDCL Credit Facilities due<br>December 2017 | —         | 163       |
| Eksporthfinans Loans due<br>January 2018     | 142       | 140       |
| Capital lease contract due<br>August 2029    | 20        | 20        |
| Total debt due within one year               | 162       | 323       |
| Total long-term debt                         | \$ 10,308 | \$ 10,379 |

(a) Transocean Inc., a 100 percent owned subsidiary of Transocean Ltd., is the issuer of the notes and debentures, which have been guaranteed by Transocean Ltd. Transocean Ltd. has also guaranteed borrowings under the Five-Year Revolving Credit Facility and the Three-Year Secured Revolving Credit Facility. Transocean Ltd. and Transocean Inc. are not subject to any significant restrictions on their ability to obtain funds from their consolidated subsidiaries by dividends, loans or return of capital distributions. See Note 16—Condensed Consolidating Financial Information.

Scheduled maturities—At March 31, 2014, the scheduled maturities of our debt were as follows (in millions):

|  |           |
|--|-----------|
| Twelve months ending March 31,   |           |
| 2015   | \$ 162    |
| 2016   | 1,266     |
| 2017   | 1,168     |
| 2018   | 1,884     |
| 2019   | 277       |
| Thereafter   | 5,710     |
| Total debt, excluding unamortized<br>discounts, premiums and fair value<br>adjustments | 10,467    |
| Total unamortized discounts, premiums<br>and fair value adjustments, net               | 3         |
| Total debt   | \$ 10,470 |

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**Five-Year Revolving Credit Facility**—We have a \$2.0 billion five-year revolving credit facility, established under a bank credit agreement dated November 1, 2011, as amended, that is scheduled to expire on November 1, 2016 (the “Five-Year Revolving Credit Facility”). We pay a facility fee on the daily unused amount of the underlying commitment, which ranges from 0.125 percent to 0.325 percent, based on the credit rating of our non-credit enhanced senior unsecured long-term debt (“Debt Rating”), and was 0.275 percent at March 31, 2014. At March 31, 2014, we had \$20 million in letters of credit issued and outstanding, we had no borrowings outstanding, and we had \$2.0 billion of available borrowing capacity under the Five-Year Revolving Credit Facility.

**Three-Year Secured Revolving Credit Facility**—We have a \$900 million three-year secured revolving credit facility, established under a bank credit agreement dated October 25, 2012, that is scheduled to expire on October 25, 2015 (the “Three-Year Secured Revolving Credit Facility”). We pay a facility fee on the daily unused amount of the underlying commitment, which ranges from 0.125 percent to 0.50 percent depending on our Debt Rating, and was 0.375 percent at March 31, 2014. At March 31, 2014, we had no borrowings outstanding, and we had \$900 million of available borrowing capacity under the Three-Year Secured Revolving Credit Facility.

Borrowings under the Three-Year Secured Revolving Credit Facility are secured by the Ultra-Deepwater Floaters Deepwater Champion, Discoverer Americas and Discoverer Inspiration. At March 31, 2014 and December 31, 2013, the aggregate carrying amount of Deepwater Champion, Discoverer Americas and Discoverer Inspiration was \$2.2 billion.

**ADDCL Credit Facilities**—ADDCL had a senior secured credit facility, comprised of Tranche A for \$215 million and Tranche C for \$399 million, established under a bank credit agreement dated June 2, 2008 that was scheduled to expire in December 2017 (the “ADDCL Primary Loan Facility”). Unaffiliated financial institutions provided the commitment for and borrowings under Tranche A, and one of our subsidiaries provided the commitment for Tranche C. ADDCL also had a \$90 million secondary credit facility, established under a bank credit agreement dated June 2, 2008 that was scheduled to expire in December 2015 (the “ADDCL Secondary Loan Facility” and together with the ADDCL Primary Loan Facility, the “ADDCL Credit Facilities”). One of our subsidiaries provided 65 percent of the total commitment under the ADDCL Secondary Loan Facility. At December 31, 2013, borrowings of \$534 million and \$80 million were outstanding under the ADDCL Primary Loan Facility and the ADDCL Secondary Loan Facility, respectively, of which \$399 million and \$52 million were provided by one of our subsidiaries and were eliminated in consolidation. In February 2014, we repaid the outstanding borrowings under the ADDCL Credit Facilities and terminated the bank credit agreements under which the credit facilities were established.

ADDCL was required to maintain certain cash balances in restricted accounts for the payment of the scheduled installments on the ADDCL Credit Facilities. At December 31, 2013, ADDCL had restricted cash investments of \$20 million. The restricted cash investments were released as a result of our repayment of borrowings under the ADDCL Credit Facilities.

**Eksportfinans Loans**—We have borrowings under the Loan Agreement dated September 12, 2008 and the Loan Agreement dated November 18, 2008 (together, the “Eksportfinans Loans”). At March 31, 2014 and December 31, 2013, aggregate borrowings of NOK 3.2 billion and NOK 3.6 billion, equivalent to approximately \$531 million and \$594 million, respectively, were outstanding under the Eksportfinans Loans.

The Eksportfinans Loans require cash collateral to be held by a financial institution through expiration (the “Aker Restricted Cash Investments”). At March 31, 2014 and December 31, 2013, the aggregate principal amount of the Aker Restricted Cash Investments was NOK 3.2 billion and NOK 3.6 billion, equivalent to approximately \$531 million and \$594 million, respectively.

#### Note 11—Derivatives and Hedging

Derivatives designated as hedging instruments—In March 2014, we entered into interest rate swaps, which are designated and qualify as a fair value hedge, to reduce our exposure to changes in the fair value of the 6.0% Senior Notes due March 2018. The interest rate swaps have aggregate notional amounts equal to the corresponding face values of the hedged instruments and have stated maturities that coincide with those of the hedged instruments. We have determined that the hedging relationships qualify for and we have applied the shortcut method of accounting, under which the interest rate swaps are considered to have no ineffectiveness and no ongoing assessment of effectiveness is required. Accordingly, changes in the fair value of the interest rate swaps recognized in interest expense offset the changes in the fair value of the hedged fixed-rate notes.

At March 31, 2014, the aggregate notional amounts and the weighted average interest rates associated with our derivatives designated as hedging instruments were as follows (in millions, except weighted average interest rates):

|                                       | Pay                             |                              |                             | Receive                         |                              |                             |
|---------------------------------------|---------------------------------|------------------------------|-----------------------------|---------------------------------|------------------------------|-----------------------------|
|                                       | Aggregate<br>notional<br>amount | Fixed or<br>variable<br>rate | Weighted<br>average<br>rate | Aggregate<br>notional<br>amount | Fixed or<br>variable<br>rate | Weighted<br>average<br>rate |
| Interest rate swaps, fair value hedge | \$ 300                          | Variable                     | 4.79%                       | \$ 300                          | Fixed                        | 6.00%                       |

At March 31, 2014, the aggregate carrying amount, measured at fair value, of our derivatives designated as hedging instruments was less than \$1 million, recorded in other assets.

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Note 12—Postemployment Benefit Plans

Defined benefit pension plans and other postretirement employee benefit plans

We have several defined benefit pension plans, both funded and unfunded, covering substantially all of our U.S. employees, including certain frozen plans, assumed in connection with our mergers, that cover certain current employees and certain former employees and directors of our predecessors (the “U.S. Plans”). We also have various defined benefit plans in the U.K., Norway, Nigeria, Egypt and Indonesia that cover our employees in those areas (the “Non-U.S. Plans”). Additionally, we offer several unfunded contributory and noncontributory other postretirement employee benefit plans covering substantially all of our U.S. employees (the “OPEB Plans”).

The components of net periodic benefit costs, before tax, and funding contributions for these plans were as follows (in millions):

|                                | Three months ended March 31,<br>2014 |                   |               |       | Three months ended March 31,<br>2013 |                   |               |       |
|--------------------------------|--------------------------------------|-------------------|---------------|-------|--------------------------------------|-------------------|---------------|-------|
|                                | U.S.<br>Plans                        | Non-U.S.<br>Plans | OPEB<br>Plans | Total | U.S.<br>Plans                        | Non-U.S.<br>Plans | OPEB<br>Plans | Total |
| Net periodic benefit costs     |                                      |                   |               |       |                                      |                   |               |       |
| Service cost                   | \$ 11                                | \$ 8              | \$ —          | \$ 19 | \$ 14                                | \$ 7              | \$ —          | \$ 21 |
| Interest cost                  | 17                                   | 6                 | 1             | 24    | 15                                   | 6                 | 1             | 22    |
| Expected return on plan assets | (19)                                 | (7)               | —             | (26)  | (17)                                 | (6)               | —             | (23)  |
| Actuarial losses, net          | 5                                    | 1                 | —             | 6     | 13                                   | 1                 | —             | 14    |
| Net periodic benefit costs     | \$ 14                                | \$ 8              | \$ 1          | \$ 23 | \$ 25                                | \$ 8              | \$ 1          | \$ 34 |
| Funding contributions          | \$ 1                                 | \$ 9              | \$ —          | \$ 10 | \$ 1                                 | \$ 17             | \$ 1          | \$ 19 |

Note 13—Commitments and Contingencies

Macondo well incident settlement obligations

Overview—On April 22, 2010, the Ultra-Deepwater Floater Deepwater Horizon sank after a blowout of the Macondo well caused a fire and explosion on the rig. Eleven persons were declared dead and others were injured as a result of the incident. At the time of the explosion, Deepwater Horizon was located approximately 41 miles off the coast of Louisiana in Mississippi Canyon Block 252 and was contracted to an affiliate of BP plc. (together with its affiliates, “BP”).



On January 3, 2013, we reached an agreement with the U.S. Department of Justice (“DOJ”) to resolve certain outstanding civil and potential criminal charges against us arising from the Macondo well incident. As part of this resolution, we agreed to a guilty plea (“Plea Agreement”) and a civil consent decree (“Consent Decree”) by which, among other things, we agreed to pay \$1.4 billion in fines, recoveries and civil penalties, plus interest at a fixed rate of 2.15 percent, in scheduled payments through February 2017. In the three months ended March 31, 2013, we paid \$404 million, including interest, in satisfaction of amounts due under the Consent Decree.

In the three months ended March 31, 2014, we made an aggregate cash payment of \$60 million in satisfaction of amounts due under the Plea Agreement, including \$53 million to the National Fish and Wildlife Foundation and \$7 million to the National Academy of Sciences. In the three months ended March 31, 2014, we paid \$412 million, including interest, in satisfaction of amounts due under the Consent Decree.

At March 31, 2014, the aggregate future payments required under our outstanding settlement obligations under the Plea Agreement and the Consent Decree, excluding interest, were as follows (in millions):

|                                   | Plea<br>Agreement | Consent<br>Decree | Settlement<br>obligations |
|-----------------------------------|-------------------|-------------------|---------------------------|
| Twelve months ending<br>March 31, |                   |                   |                           |
| 2015                              | \$ 60             | \$ 200            | \$ 260                    |
| 2016                              | 60                | —                 | 60                        |
| 2017                              | 60                | —                 | 60                        |
| Total settlement obligations      | \$ 180            | \$ 200            | \$ 380                    |

The resolution with the DOJ of such civil and potential criminal claims did not include potential claims arising from the False Claims Act investigation. As part of the settlement discussions, however, we inquired whether the U.S. intends to pursue any actions under the False Claims Act as discussed below. In response, the DOJ sent us a letter stating that the Civil Division of the DOJ, based on facts then known, was no longer pursuing any investigation or claims, and did not have any present intention to pursue any investigation or claims, under the False Claims Act against the various Transocean entities for their involvement in the Macondo well incident.

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We also agreed that payments made pursuant to the Plea Agreement or the Consent Decree are not deductible for tax purposes and that payments made pursuant to the Consent Decree are not to be used as a basis for indemnity or reimbursement from BP or other non-insurer defendants named in the complaint by the U.S.

**Plea Agreement**—Pursuant to the Plea Agreement, which was accepted by the court on February 14, 2013, one of our subsidiaries pled guilty to one misdemeanor count of negligently discharging oil into the U.S. Gulf of Mexico, in violation of the Clean Water Act (“CWA”). We agreed to pay a criminal fine of \$100 million and to consent to the entry of an order requiring us to pay a total of \$150 million to the National Fish & Wildlife Foundation and \$150 million to the National Academy of Sciences.

Our subsidiary also agreed to be subject to probation through February 2018. The DOJ agreed, subject to the provisions of the Plea Agreement, not to further prosecute us for certain conduct generally regarding matters under investigation by the DOJ’s Deepwater Horizon Task Force. In addition, we agreed to continue to cooperate with the Deepwater Horizon Task Force in any ongoing investigation related to or arising from the accident.

**Consent Decree**—Pursuant to the Consent Decree, which was approved by the court on February 19, 2013, we agreed to take specified actions relating to operations in U.S. waters, including, among other things, the design and implementation of, and compliance with, additional systems and procedures; blowout preventer certification and reports; measures to strengthen well control competencies, drilling monitoring, recordkeeping, incident reporting, risk management and oil spill training, exercises and response planning; communication with operators; alarm systems; transparency and responsibility for matters relating to the Consent Decree; and technology innovation, with a first emphasis on more efficient, reliable blowout preventers. We agreed to submit a performance plan (the “Performance Plan”) for approval by the DOJ within 120 days after the date of entry of the Consent Decree. On June 14, 2013, we submitted our proposed Performance Plan, containing among other required items, interim milestones for actions in specified areas and a proposed schedule for reports required under the Consent Decree. On January 2, 2014, the DOJ approved the Performance Plan.

The Consent Decree also provides for the appointment of (i) an independent auditor to review, audit and report on our compliance with the injunctive provisions of the Consent Decree and (ii) an independent process safety consultant to review, report on and assist with respect to the process safety aspects of the Consent Decree, including operational risk identification and risk management. The Consent Decree requires certain plans, reports and submissions be made and be acceptable to the U.S. and also requires certain publicly available filings. On March 31, 2014, the DOJ approved the appointment of Labyrinth Group to act as the independent auditor. The U.S. has not yet approved the appointment of the independent process safety consultant.

Under the terms of the Consent Decree, the U.S. agreed not to sue Transocean Ltd. and certain of our subsidiaries and certain related individuals for civil or administrative penalties for the Macondo well incident under specified provisions of the CWA, the Outer Continental Shelf Lands Act (“OSCLA”), the Endangered Species Act, the Marine Mammal Protection Act, the National Marine Sanctuaries Act, the federal Oil and Gas Royalty Management Act, the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), the Emergency Planning and Community Right-to-Know Act (“EPCRA”) and the Clean Air Act. In addition, the Consent Decree resolved our appeal of the incidents of noncompliance under the OSCLA issued by the Bureau of Safety and Environmental Enforcement on October 12, 2011 without any admission of liability by us, and we subsequently dismissed our appeal.

The Consent Decree did not resolve the rights of the U.S. with respect to all other matters, including certain liabilities under the Oil Pollution Act of 1990 (the “OPA”) for removal costs or resulting from a natural resources damages assessment (“NRDA”). However, the district court previously held that we are not liable under the OPA for damages caused by subsurface discharge from the Macondo well. If this ruling is upheld on appeal, our NRDA liability would be limited to any such damages arising from the above-surface discharge. The court has not yet ruled whether we could be liable for removal costs to the U.S. or any state or local government as an operator of the Macondo well.

We may request termination of the Consent Decree after we have: (i) completed timely the civil penalty payment requirements of the Consent Decree; (ii) operated under a fully approved Performance Plan required under the Consent Decree through a five-year performance period ending February 2017; (iii) complied with the terms of the Performance Plan and certain provisions of the Consent Decree, generally relating to a framework and outline of measures to improve performance, for at least 12 consecutive months prior to seeking termination; and (iv) complied with the other requirements of the Consent Decree, including payment of any stipulated penalties and compliant reporting.

EPA Agreement—On February 25, 2013, we and the U.S. Environmental Protection Agency (“EPA”) entered into an administrative agreement (the “EPA Agreement”), which has a five-year term. The EPA Agreement resolved all matters relating to suspension, debarment and statutory disqualification arising from the matters contemplated by the Plea Agreement. Subject to our compliance with the terms of the EPA Agreement, the EPA agreed that it will not suspend, debar or statutorily disqualify us and will lift any existing suspension, debarment or statutory disqualification.

In the EPA Agreement, we agreed to, among other things, (1) comply with our obligations under the Plea Agreement and the Consent Decree; (2) continue the implementation of certain programs and systems, including the scheduled revision of our environmental management system and maintenance of certain compliance and ethics programs; (3) comply with certain employment and contracting procedures; (4) engage independent compliance auditors and a process safety consultant to, among other things, assess and report to the EPA on our compliance with the terms of the Plea Agreement, the Consent Decree and the EPA Agreement; and (5) give reports and notices with respect to various matters, including those relating to compliance, misconduct, legal proceedings, audit reports, the EPA Agreement, the Consent Decree and the Plea Agreement.

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Subject to certain exceptions, the EPA Agreement prohibits us from entering into, extending or engaging in certain business relationships with individuals or entities that are debarred, suspended, proposed for debarment or similarly restricted.

#### Macondo well incident contingencies

Overview—We have recognized a liability for estimated loss contingencies associated with litigation and investigations resulting from the incident that we believe are probable and for which a reasonable estimate can be made. At March 31, 2014 and December 31, 2013, the liability for estimated loss contingencies that we believe are probable and for which a reasonable estimate can be made was \$467 million and \$464 million, respectively, recorded in other current liabilities. The litigation and investigations also give rise to certain loss contingencies that we believe are either reasonably possible or probable but for which we do not believe a reasonable estimate can be made. Although we have not recognized a liability for such loss contingencies, these contingencies could result in liabilities that we ultimately recognize.

We have also recognized an asset associated with the portion of our estimated losses that we believe is probable of recovery from insurance. At March 31, 2014 and December 31, 2013, the insurance recoverable asset was \$10 million, recorded in other assets. Although we have available policy limits that could result in additional amounts recoverable from insurance, recovery of such additional amounts is not probable and we are not currently able to estimate such amounts (see “—Insurance coverage”). Our estimates involve a significant amount of judgment. As a result of new information or future developments, we may increase our estimated loss contingencies arising out of the Macondo well incident or reduce our estimated recoveries from insurance, and the resulting losses could have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

Multidistrict litigation proceeding—Many of the Macondo well related claims are pending in the U.S. District Court, Eastern District of Louisiana (the “MDL Court”). In March 2012, BP and the Plaintiff’s Steering Committee (the “PSC”) announced that they had agreed to a partial settlement related primarily to private party environmental and economic loss claims as well as response effort related claims (the “BP/PSC Settlement”). The BP/PSC Settlement agreement provides that (a) to the extent permitted by law, BP will assign to the settlement class certain of BP’s claims, rights and recoveries against us for damages with protections such that the settlement class is barred from collecting any amounts from us unless it is finally determined that we cannot recover such amounts from BP, and (b) the settlement class releases all claims for compensatory damages against us but purports to retain claims for punitive damages against us.

On December 21, 2012, the MDL Court granted final approval of the economic and property damage class settlement between BP and the PSC. Various parties who objected to the BP/PSC Settlement have filed appeals in the Fifth Circuit Court of Appeals challenging the MDL Court’s final approval of the BP/PSC Settlement. BP filed appeals in the Fifth Circuit Court of Appeals challenging the manner in which the BP/PSC Settlement has been interpreted by the MDL Court with respect to business economic loss claims (“BEL Claims”). In these appeals, BP argues that, if the MDL Court’s interpretation of the settlement with respect to BEL Claims is not overturned, the entire BP/PSC Settlement is invalid and should not have been approved. On October 2, 2013, a panel of the Fifth Circuit Court of Appeals issued an opinion questioning the manner in which the settlement had been interpreted with respect to BEL Claims. On December 24, 2013, the MDL Court issued an order regarding the BEL claims in which it ruled that (a) variable profits should be determined under the settlement agreement by matching revenue with corresponding

expenses; (b) BP was judicially estopped from arguing that claimants were required to submit evidence to prove causation and (c) as construed by the court, the settlement was consistent with Article III of the U.S. Constitution, Rule 23, and the U.S. Rules Enabling Act. BP appealed that order, but on March 3, 2014, the same panel of the Fifth Circuit affirmed the MDL Court's ruling that claimants were not required to submit evidence of causation.

On January 10, 2014, another panel of the Fifth Circuit Court of Appeals affirmed the MDL Court's final approval of the BP/PSC Settlement. Thereafter, BP and certain plaintiffs who objected to the settlement filed petitions seeking en banc review by the entire Fifth Circuit of the legal validity of the BP/PSC Settlement. The PSC moved to dismiss BP's petition for rehearing for lack of jurisdiction, and on February 20, 2014, the Fifth Circuit granted that motion and dismissed BP's petition for rehearing. The petitions for rehearing en banc filed by the objectors to the settlement remain pending. The PSC filed its response to these petitions for rehearing on February 6, 2014.

In December 2012, in response to the BP/PSC Settlement, we filed three motions seeking partial summary judgment on various claims, including punitive damages claims. If successful, these motions would eliminate or reduce our exposure to punitive damages. The MDL Court has not ruled on these motions.

In May 2013, we filed a motion seeking partial summary judgment on claims asserted by BP against us seeking damages from loss of the well and for source-control and cleanup costs (the "Direct Damages" claims). The Direct Damages claims are included in the claims BP assigned to the economic and property damages settlement class. The motion argues that BP released the Direct Damages claims in its contract with us and that the release is enforceable even if we are found grossly negligent. Some courts have held that such agreements will not be enforced if the defendant is found grossly negligent. The MDL Court has not ruled on this motion.

The first phase of the trial began on February 25, 2013 and testimony concluded on April 17, 2013. This phase addressed fault issues, including negligence, gross negligence, or other bases of liability of the various defendants with respect to the cause of the blowout and the initiation of the oil spill, as well as limitation of liability issues.

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In June and July 2013, the parties filed post-trial briefs and proposed findings of fact and conclusions of law. The MDL Court has not yet ruled on the issues tried in the first phase of the trial.

If the MDL Court finds in this phase of the trial that we were grossly negligent, we will be exposed to at least three litigation risks: (1) the MDL Court could award punitive damages under general maritime law to plaintiffs who own property damaged by oil and to plaintiffs who are commercial fishermen; (2) the MDL Court could find that our gross negligence voids the release BP gave us in the drilling contract for direct claims by BP, which BP has assigned to the plaintiffs in the BP/PSC settlement; and (3) we could be liable for all other oil pollution damages claims, including claims resulting from NRDA, if the court of appeals were to reverse a prior ruling that BP owes us indemnity for these claims even in the event of gross negligence. This potential liability for all other oil pollution damage claims could also arise regardless of a finding as to our gross negligence, for which we believe we are owed indemnity, if the MDL Court were in any event to find a core breach of the drilling contract, thereby nullifying our indemnity. Our four pending motions for partial judgment on the pleadings or partial summary judgment, if successful, could reduce or eliminate our exposure to these claims. A finding of gross negligence against us or against BP or a finding that either we or BP violated certain safety regulations would also result in the removal of the statutory liability caps under OPA. Under the MDL Court's present ruling, however, our liability for damages under OPA is limited to damages caused by discharge on or above the surface of the water.

The second phase of the trial began on September 30, 2013 and concluded on October 17, 2013. This phase addressed BP's conduct related to stopping the release of hydrocarbons after April 22, 2010 and quantification of the amount of oil discharged. In light of BP's criminal plea agreement with the DOJ acknowledging that it provided the government with false or misleading information throughout the spill response, we argued at trial that BP's fraud delayed the final capping of the well and that we should not be liable for damages resulting from this delay. The parties filed post-trial briefs and proposed findings of fact and conclusions of law on December 20, 2013. The parties filed response briefs on January 24, 2014. The MDL Court has not yet ruled on the issues tried in the second phase of the trial.

We can provide no assurances as to the outcome of the trial, as to the timing of any phase of trial or any rulings, that we will not enter into additional settlements as to some or all of the matters related to the Macondo well incident, including those to be determined at a trial, or the timing or terms of any such settlements.

Litigation—As of March 31, 2014, approximately 1,412 actions or claims were pending against us, along with other unaffiliated defendants, in state and federal courts. Additionally, government agencies have initiated investigations into the Macondo well incident. We have categorized below the nature of the legal actions or claims. We are evaluating all claims and intend to vigorously defend any claims and pursue any and all defenses available. In addition, we believe we are entitled to contractual defense and indemnity for all wrongful death and personal injury claims made by non-employees and third-party subcontractors' employees as well as all liabilities for pollution or contamination, other than for pollution or contamination originating on or above the surface of the water. See “—Contractual indemnity.”

Wrongful death and personal injury—As of March 31, 2014, we have been named, along with other unaffiliated defendants, in nine complaints that were pending in state and federal courts in Louisiana and Texas involving multiple plaintiffs that allege wrongful death and other personal injuries arising out of the Macondo well incident. Nine complaints involve fatalities and 63 complaints seek recovery for bodily injuries. A number of these

lawsuits have been settled. Per the order of the Multidistrict Litigation Panel (“MDL”), all claims but one have been centralized for discovery purposes in the MDL Court. The complaints generally allege negligence and seek awards of unspecified economic damages and punitive damages. BP, MI-SWACO, Weatherford International Ltd. and Cameron International Corporation (“Cameron”) and certain of their affiliates, have, based on contractual arrangements, also made indemnity demands upon us with respect to personal injury and wrongful death claims asserted by our employees or representatives of our employees against these entities. See “—Contractual indemnity.”

**Economic loss**—As of March 31, 2014, we and certain of our subsidiaries were named, along with other unaffiliated defendants, in 960 pending individual complaints as well as 199 putative class-action complaints that were pending in the federal and state courts in Louisiana, Texas, Mississippi, Alabama, Georgia, Kentucky, South Carolina, Tennessee, Florida and possibly other courts. The complaints generally allege, among other things, potential economic losses as a result of environmental pollution arising out of the Macondo well incident and are based primarily on the OPA and state OPA analogues. The plaintiffs are generally seeking awards of unspecified economic, compensatory and punitive damages, as well as injunctive relief. No classes have been certified at this time. Most of these actions have either been transferred to or are the subject of motions to transfer to the MDL. See “—Contractual indemnity.”

**Cross-claims, counter-claims, and third party claims**—In April 2011, several defendants in the MDL litigation filed cross-claims or third-party claims against us and certain of our subsidiaries, and other defendants. BP filed a claim seeking contribution under the OPA and maritime law, subrogation and claimed breach of contract, unseaworthiness, negligence and gross negligence. Through these claims, BP sought to recover from us damages it has paid or may pay arising from the Macondo well incident. BP also sought a declaration that it is not liable in contribution, indemnification, or otherwise to us. Anadarko Petroleum Corporation (“Anadarko”), which owned a 25 percent non-operating interest in the Macondo well, asserted claims of negligence, gross negligence, and willful misconduct and is seeking indemnity under state and maritime law and contribution under maritime and state law as well as OPA. MOEX Offshore 2007 LLC (“MOEX”), which owns a 10 percent non-operating interest in the Macondo well, filed claims of negligence under state and maritime law, gross negligence under state law, gross negligence and willful misconduct under maritime law and is seeking indemnity under state and maritime law and contribution under maritime law and OPA.

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Cameron, the manufacturer and designer of the blowout preventer, asserted multiple claims for contractual indemnity and declarations regarding contractual obligations under various contracts and quotes and is also seeking non-contractual indemnity and contribution under maritime law and OPA. As part of the BP/PSC Settlement, one or more of these claims against us and certain of our subsidiaries have been assigned to the PSC settlement class. Halliburton Company (“Halliburton”), which provided cementing and mud-logging services to the operator, filed a claim against us seeking contribution and indemnity under maritime law, contractual indemnity and alleging negligence and gross negligence. Additionally, certain other third parties filed claims against us for indemnity and contribution.

In April 2011, we filed cross-claims and counter-claims against BP, Halliburton, Anadarko, MOEX, certain of these parties’ affiliates, the U.S. and certain other third parties. We seek indemnity, contribution, including contribution under OPA, and subrogation under OPA, and we have asserted claims for breach of warranty of workmanlike performance, strict liability for manufacturing and design defect, breach of express contract, and damages for the difference between the fair market value of Deepwater Horizon and the amount received from insurance proceeds. The Consent Decree limits our ability to seek indemnification or reimbursement with respect to certain of these matters against the owners of the Macondo well and dismissed our claims against the U.S. We are not pursuing arbitration on the key contractual issues with BP; instead, we are relying on the court to resolve the disputes.

Federal securities claims—On September 30, 2010, a federal securities proposed class action was filed in the U.S. District Court, Southern District of New York, naming us and former chief executive officers of Transocean Ltd. and one of our acquired companies as defendants. In the action, a former shareholder of the acquired company alleged that the joint proxy statement related to our shareholder meeting in connection with our merger with the acquired company violated Section 14(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), Rule 14a-9 promulgated thereunder and Section 20(a) of the Exchange Act. The plaintiff claimed that the acquired company’s shareholders received inadequate consideration for their shares as a result of the alleged violations and sought compensatory and rescissory damages and attorneys’ fees on behalf of itself and the proposed class members. In connection with that action, we were obligated to pay the defense fees and costs for the individual defendants, which may be covered by our directors’ and officers’ liability insurance, subject to a deductible. On October 4, 2012, the court denied our motion to dismiss the action. On June 27, 2013, the Second Circuit Court of Appeals ruled in the unrelated action on an issue that could be relevant to the disposition of this case in a manner that supported our position that the plaintiff’s existing claims alleged in the action are time-barred. On August 30, 2013, we filed a motion to dismiss on the ground that the claims are time-barred, citing the Second Circuit Court of Appeals’ ruling. On September 20, 2013, plaintiffs filed an opposition to our motion to dismiss and on September 24, 2013, we filed a reply to that opposition. On March 11, 2014, the court granted the defendants’ motion and dismissed the claims as time-barred. Judgment was entered and the case was closed on March 13, 2014. Plaintiffs filed a notice of appeal to the Second Circuit on March 19, 2014.

Other federal statutes—Several of the claimants have made assertions under the statutes, including the CWA, the Endangered Species Act, the Migratory Bird Treaty Act, the Clean Air Act, the CERCLA and the EPCRA.

Shareholder derivative claims—In June 2010, two shareholder derivative suits were filed in the state district court in Texas by our shareholders naming us as a nominal defendant and certain of our current and former officers and directors as defendants. These cases allege breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement and waste of corporate assets in connection with the Macondo well incident. The plaintiffs are generally seeking to recover, on behalf of us, damages to Transocean Ltd. and disgorgement of all profits, benefits,



and other compensation from the individual defendants. Any recovery of the damages or disgorgement by the plaintiffs in these actions would be paid to us. If the plaintiffs prevail, we could be required to pay plaintiffs' attorneys' fees. In addition, we are obligated to pay the defense fees and costs for the individual defendants, which may be covered by our directors' and officers' liability insurance, subject to a deductible. The two actions have been consolidated before a single judge. In August 2012, the defendants filed a motion to dismiss the complaint on the grounds that the actions must be maintained in the courts of Switzerland and that the plaintiffs lack standing to assert the claims alleged. In December 2012, in response to defendants' motion to dismiss for lack of standing, the plaintiffs dismissed their action without prejudice. In January 2013, one of the plaintiffs re-filed a previously dismissed complaint seeking to recover damages to Transocean Ltd. and disgorgement of all profits, benefits, and other compensation from the individual defendants. Certain defendants filed a motion to dismiss the re-filed complaint in March 2013 on the ground that the action must be maintained in the courts of Switzerland. On July 30, 2013, the court granted the motion to dismiss. On August 29, 2013, the state district court of Texas dismissed the action in its entirety as to all defendants. Plaintiffs filed an appeal in the First Court of Appeals in Texas on September 6, 2013 and filed a brief in support of their appeal on November 27, 2013. On February 10, 2014, the defendants filed a response to the appeal.

U.S. Department of Justice claims—On December 15, 2010, the DOJ filed a civil lawsuit against us and other unaffiliated defendants. The complaint alleged violations under OPA and the CWA, including claims for per barrel civil penalties of up to \$1,100 per barrel or up to \$4,300 per barrel if gross negligence or willful misconduct is established, and the DOJ reserved its rights to amend the complaint to add new claims and defendants. The U.S. government has estimated that up to 4.1 million barrels of oil were discharged and subject to penalties. The complaint asserted that all defendants named are jointly and severally liable for all removal costs and damages resulting from the Macondo well incident. In response to the U.S. complaint, BP and Anadarko filed claims seeking contribution from us for any damages for which they may be found liable, including OPA damages. On December 6, 2011, the DOJ filed a motion for partial summary judgment seeking a ruling that we were jointly and severally liable under OPA, and liable for civil penalties under the CWA, for all of the discharges from the Macondo well on the theory that discharges not only came from the well but also from the blowout preventer and riser, appurtenances of Deepwater Horizon.

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On January 9, 2012, we filed our opposition to the motion and filed a cross-motion for partial summary judgment seeking a ruling that we are not liable for the subsurface discharge of hydrocarbons. On February 22, 2012, the MDL Court ruled that we are not liable as a responsible party for damages under OPA with respect to the below surface discharges from the Macondo well. The MDL Court did not rule on whether we could be liable for removal costs to the U.S. or any state or local government as an operator of the Macondo well. The court also ruled that the below surface discharge was discharged from the well facility, and not from the Deepwater Horizon vessel, within the meaning of the CWA, and that we, therefore, are not liable for such discharges as an owner of the vessel under the CWA. However, the MDL Court ruled that the issue of whether we could be held liable for such discharge under the CWA as an operator of the well facility could not be resolved on summary judgment. We subsequently entered into an agreement with the DOJ regarding liability to the U.S. with respect to its CWA claim through the Consent Decree. The Consent Decree did not resolve the rights of the U.S. with respect to certain liabilities under OPA for removal costs or resulting from NRDA. In August and September 2012, Anadarko and BP filed appeals to the Fifth Circuit Court of Appeals, in which they argue that, under the CWA, the below-surface discharge was discharged from the vessel, not from the well facility. Briefing was completed in August 2013, and the Court of Appeals heard oral argument on December 4, 2013. As a result of our Consent Decree agreement, the outcome of this appeal would not affect our CWA civil penalty liability for the Macondo well incident, but it could establish a legal precedent as to whether the owner and operator of a drilling vessel are liable for CWA civil penalties for a subsurface discharge. See “—Macondo well incident settlement obligations.”

In addition to the civil complaint, the DOJ served us with civil investigative demands on December 8, 2010. These demands were part of an investigation by the DOJ to determine if we made false claims, or false statements in support of claims, in violation of the False Claims Act, in connection with the operator’s acquisition of the leasehold interest in the Mississippi Canyon Block 252, Gulf of Mexico and drilling operations on Deepwater Horizon. As part of the settlement discussions, we inquired whether the U.S. intends to pursue any actions under the False Claims Act. In response, the DOJ sent us a letter stating that the Civil Division of the DOJ, based on facts then known, is no longer pursuing any investigation or claims, and did not have any present intention to pursue any investigation or claims, under the False Claims Act against the various Transocean entities for their involvement in the Macondo well incident.

As noted above, the DOJ also conducted a criminal investigation into the Macondo well incident. On March 7, 2011, the DOJ announced the formation of the Deepwater Horizon Task Force to lead the criminal investigation. The task force investigated possible violations by us and certain unaffiliated parties of the CWA, the Migratory Bird Treaty Act, the Refuse Act, the Endangered Species Act, and the Seaman’s Manslaughter Act, among other federal statutes, and possible criminal liabilities, including fines under those statutes and under the Alternative Fines Act. As discussed above, on January 3, 2013, we entered into the Plea Agreement with the DOJ resolving these claims. See “—Macondo well incident settlement obligations.”

State and other government claims—In June 2010, the Louisiana Department of Environmental Quality (the “LDEQ”) issued a consolidated compliance order and notice of potential penalty to us and certain of our subsidiaries asking us to eliminate and remediate discharges of oil and other pollutants into waters and property located in the State of Louisiana, and to submit a plan and report in response to the order. In October 2010, the LDEQ rescinded its enforcement actions against us and our subsidiaries but reserved its rights to seek civil penalties for future violations of the Louisiana Environmental Quality Act. In September 2010, the State of Louisiana filed an action for declaratory judgment seeking to designate us as a responsible party under OPA and the Louisiana Oil Spill Prevention and

Response Act for the discharges emanating from the Macondo well.

Prior to the possible expiration of the statute of limitations in April 2013, suits were filed by over 200 state, local and foreign governments, including the U.S. States of Alabama, Florida, Louisiana, Mississippi and Texas; the Mexican States of Veracruz, Quintana Roo and Tamaulipas (“Mexican States”); the Federal Government of Mexico and by other local governments by and on behalf of multiple towns and parishes. These governments generally assert claims under OPA, other statutory environmental state claims and various common law claims. A local government master complaint also was filed in which cities, municipalities, and other local government entities can, and have, joined. Most of these new government cases, including the suits filed by the attorneys general of Alabama, Florida, Louisiana, Mississippi and Texas, have been transferred to the MDL.

The Mexican States’ OPA claims were subsequently dismissed for failure to demonstrate that recovery under OPA was authorized by treaty or executive agreement. However, the Court preserved some of the Mexican States’ negligence and gross negligence claims, but only to the extent there has been a physical injury to a proprietary interest. On September 6, 2013, the MDL Court ruled that the Federal Government of Mexico rather than the Mexican States had the proprietary interest in the property and natural resources allegedly injured by the spill and, on that basis, dismissed the remaining claims of the Mexican States. The Mexican States have filed a notice of appeal. The claims of the Federal Government of Mexico remain pending. On September 18, 2013, the Mexican State of Yucatan filed a suit similar to those filed by the other Mexican States.

By letter dated May 5, 2010, the Attorneys General of the five Gulf Coast states of Alabama, Florida, Louisiana, Mississippi and Texas informed us that they intend to seek recovery of pollution cleanup costs and related damages arising from the Macondo well incident. In addition, by letter dated June 21, 2010, the Attorneys General of the 11 Atlantic Coast states of Connecticut, Delaware, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New York, North Carolina, Rhode Island and South Carolina informed us that their states have not sustained any damage from the Macondo well incident but they would like assurances that we will be responsible financially if damages are sustained.

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We responded to each letter from the Attorneys General and indicated that we intend to fulfill our obligations as a responsible party for any discharge of oil from Deepwater Horizon on or above the surface of the water, and we assume that the operator will similarly fulfill its obligations under OPA for discharges from the undersea well.

On August 26, 2011, the MDL Court ruled on the motion to dismiss certain economic loss claims. The court ruled that state law, both statutory and common law, is inapplicable to the Macondo well incident. Accordingly, all claims brought under state law were dismissed. Secondly, general maritime law claims that do not allege physical damage to a proprietary interest were dismissed, unless the claim falls into the commercial fisherman exception. The court ruled that OPA claims for economic loss do not require physical damage to a proprietary interest. Third, the MDL Court ruled that presentment under OPA is a mandatory condition precedent to filing suit against a responsible party. Finally, the MDL Court ruled that claims for punitive damages may be available under general maritime law in claims against responsible parties and non-responsible parties. Certain Louisiana parishes appealed the dismissal of the state law penalty claims. On February 24, 2014, the Fifth Circuit affirmed the MDL Court's dismissal of the state law claims.

The state, local and foreign government claims include claims under OPA. On February 22, 2012, the MDL Court ruled that we are not a responsible party under OPA for damages with respect to subsurface discharge from the Macondo well.

Prior to the possible expiration of the three-year statute of limitations on April 20, 2013, additional private plaintiffs filed new lawsuits relating to the Macondo well incident. We are named as a defendant in many but not all of the new lawsuits. The lawsuits seek recoveries for economic loss and punitive damages and allege claims under OPA, maritime law and state law. Some of the new lawsuits were filed in the MDL Court, but many were filed in state and federal courts outside of the MDL Court. Most of these cases have been transferred to the MDL and, consistent with our prior experience, we expect the remaining cases to be transferred to the MDL Court.

The MDL Court has indicated an intention to begin proceeding with respect to Alabama's damages claims under OPA. On January 14, 2014, the MDL Court ordered briefing on BP's motion to strike Alabama's demand for a jury trial. BP filed its motion on February 14, 2014. We and Halliburton filed briefs in support of the motion. Alabama opposed the motion and the other Gulf Coast states filed briefs in support of Alabama. BP filed its reply on March 25, 2014, and Transocean filed a reply memorandum on March 28, 2014. The Court has not yet ruled on the motion.

Natural Resources Damages Assessments—Under OPA, designated state and federal trustees are authorized to undertake a NRDA to assess potential natural resource injuries resulting from a discharge of oil or the substantial threat of a discharge and response activities and develop and implement a plan for restoration of injured resources, if any. The trustees will invite responsible parties to participate in and fund such efforts. As of March 31, 2014, we have received 11 such requests as follows: (1) on September 27, 2010, from the U.S. Department of Commerce-National Oceanic and Atmospheric Association; (2) on October 14, 2010 from the U.S. Department of the Interior-Fish and Wildlife Service; (3) on November 19, 2010, from the Louisiana Department of Public Safety and Corrections-Public Safety Services; (4) on December 23, 2011, from the U.S. Department of the Interior-Fish and Wildlife Service; (5) on December 23, 2011, from the U.S. Department of Commerce-National Oceanic and Atmospheric Association; (6) on May 4, 2012, from the U.S. Department of Commerce-National Oceanic and Atmospheric Association; (7) on July 27, 2012, from the U.S. Department of Commerce-National Oceanic and Atmospheric Administration; (8) on September 19, 2012, from the U.S. Department of Commerce-National Oceanic and Atmospheric Administration;

(9) on September 24, 2012, from the U.S. Department of Commerce-National Oceanic and Atmospheric Administration; (10) on October 4, 2012, from the U.S. Department of the Interior-Fish and Wildlife Service; and(11) on July 11, 2013, from the U.S. Department of Commerce-National Oceanic and Atmospheric Administration.

Citizen suits under environmental statutes—The Center for Biological Diversity, a private environmental group, sued BP, us and certain of our affiliates under multiple federal environmental statutes seeking monetary penalties and injunctive relief. The MDL Court dismissed all of the claims, and in January 2013, the Fifth Circuit affirmed that dismissal with one exception—the Fifth Circuit remanded to the district court the Center’s claim for injunctive relief (but not for penalties) based on BP and Transocean’s alleged failure to make certain reports about the constituents of oil spilled into the Gulf as required by federal EPCRA.

Wreck removal—By letter dated December 6, 2010, the U.S. Coast Guard requested us to formulate and submit a comprehensive oil removal plan to remove any diesel fuel contained in the sponsons and fuel tanks that can be recovered from Deepwater Horizon. We have conducted a survey of the rig wreckage and have confirmed that no diesel fuel remains on the rig. The U.S. Coast Guard has not requested that we remove the rig wreckage from the sea floor. In October 2012, a new sheen was reported and preliminarily determined to have originated from the Macondo well. We understand that BP was notified of the sheen in early September 2012 and had commenced an investigation to determine the source, whether the oil and mud were from the sea floor, the rig or rig equipment, or other sources. In February 2013, the U.S. Coast Guard submitted a request seeking analysis and recommendations as to the potential life of the rig’s riser and cofferdam resting on the seafloor and potential remediation or removal options. We have insurance coverage for wreck removal for up to 25 percent of Deepwater Horizon’s insured value, or \$140 million, with any excess wreck removal liability generally covered to the extent of our remaining excess liability limits.

Insurance coverage—At the time of the Macondo well incident, our excess liability insurance program offered aggregate insurance coverage of \$950 million, excluding a \$15 million deductible and a \$50 million self-insured layer through our wholly owned captive insurance subsidiary. This excess liability insurance coverage consisted of a first and a second layer of \$150 million each, a third and fourth layer of \$200 million each and a fifth layer of \$250 million. The first four excess layers have similar coverage and contractual terms, while the \$250 million fifth layer is on a different policy form, which varies to some extent from the underlying coverage and contractual terms. Generally, we believe that the policy forms for all layers include coverage for personal injury and fatality claims of our crew and vendors, actual and compensatory damages, punitive damages and related legal defense costs and that the policy forms for the first four excess layers provide coverage for fines; however, we do not expect payments deemed to be criminal in nature to be covered by any of the layers.

TRANSOCEAN LTD. AND SUBSIDIARIES  
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In May 2010, we received notice from BP maintaining that it believes that it is entitled to additional insured status under our excess liability insurance program. Our insurers have also received notices from Anadarko and MOEX advising of their intent to preserve any rights they may have to our insurance policies as an additional insured under the drilling contract. In response, our wholly owned captive insurance subsidiary and our first four excess layer insurers filed declaratory judgment actions in the Houston Division of the U.S. District Court for the Southern District of Texas in May 2010 seeking a judgment declaring that they have limited additional insured obligations to BP, Anadarko and MOEX. We are parties to the declaratory judgment actions, which were transferred to the MDL Court for discovery and other purposes. On November 15, 2011, the MDL Court ruled that BP's coverage rights are limited to the scope of our indemnification of BP in the drilling contract. A final judgment was entered against BP, Anadarko and MOEX, and BP appealed. On March 1, 2013, the Fifth Circuit Court of Appeals issued an opinion reversing the decision of the MDL Court, and holding that BP is an unrestricted additional insured under the policies issued by our wholly owned captive insurance company and the first four excess layer insurers. We and the insurers filed petitions for rehearing with the Fifth Circuit Court of Appeals. On August 29, 2013, the Fifth Circuit Court of Appeals issued an opinion withdrawing the March 1, 2013 opinion and certifying certain insurance law questions to the Texas Supreme Court. On September 6, 2013, the Texas Supreme Court accepted certification of these questions. The parties' briefing to the Texas Supreme Court was completed on March 10, 2014. Oral argument has not yet been scheduled.

We believe that additional insured coverage for BP, Anadarko or MOEX under the \$250 million fifth layer of our insurance program is limited to the scope of our indemnification of BP under the drilling contract. While we cannot predict the outcome of the matter before the Texas Supreme Court or the outcome of any subsequent proceedings in the Fifth Circuit, we do not expect them to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

On June 17, 2011 and July 31, 2012, our first layer and second layer of excess insurers, respectively, each representing \$150 million of insurance coverage, filed interpleader actions. On February 14, 2013, the third and fourth layers, each representing \$200 million of insurance coverage, filed interpleader actions substantially similar to the prior filings. The insurers contend that they face multiple, and potentially competing, claims to the relevant insurance proceeds. In these actions, the insurers effectively ask the court to manage disbursement of the funds to the alleged claimants, as appropriate, and discharge the insurers of any additional liability. The parties to the first and second excess insurer interpleader actions have executed protocol agreements to facilitate the reimbursement and funding of settlements of personal injury and fatality claims of our crew and vendors (collectively, "crew claims") using insurance funds and claims were submitted to the court for review. Following the court's determination and approval of the amounts to be paid by the insurers with respect to the crew claims submitted by the parties to date, the first layer of excess insurers made reimbursement payments to the parties for crew claims during the year ended December 31, 2013. Parties to the third and fourth excess insurer interpleader actions have agreed to adjourn the deadline for responses to the pleadings to an unspecified date that will follow a decision in another action that pertains to our insurance.

Contractual indemnity—Under our drilling contract for Deepwater Horizon, the operator has agreed, among other things, to assume full responsibility for and defend, release and indemnify us from any loss, expense, claim, fine, penalty or liability for pollution or contamination, including control and removal thereof, arising out of or connected with operations under the contract other than for pollution or contamination originating on or above the surface of the water

from hydrocarbons or other specified substances within the control and possession of the contractor, as to which we agreed to assume responsibility and protect, release and indemnify the operator. Although we do not believe it is applicable to the Macondo well incident, we also agreed to indemnify and defend the operator up to a limit of \$15 million for claims for loss or damage to third parties arising from pollution caused by the rig while it is off the drilling location, while the rig is underway or during drive off or drift off of the rig from the drilling location. The operator has also agreed, among other things, (1) to defend, release and indemnify us against loss or damage to the reservoir, and loss of property rights to oil, gas and minerals below the surface of the earth and (2) to defend, release and indemnify us and bear the cost of bringing the well under control in the event of a blowout or other loss of control. We agreed to defend, release and indemnify the operator for personal injury and death of our employees, invitees and the employees of our subcontractors while the operator agreed to defend, release and indemnify us for personal injury and death of its employees, invitees and the employees of its other subcontractors, other than us. We have also agreed to defend, release and indemnify the operator for damages to the rig and equipment, including salvage or removal costs.

Although we believe we are entitled to contractual defense and indemnity, the operator has sought to avoid its indemnification obligations. In April 2011, the operator filed a claim seeking a declaration that it is not liable to us in contribution, indemnification, or otherwise. On November 1, 2011, we filed a motion for partial summary judgment, seeking enforcement of the indemnity obligations for pollution and civil fines and penalties contained in the drilling contract with the operator. On January 26, 2012, the court ruled that the drilling contract requires the operator to indemnify us for compensatory damages asserted by third parties against us related to pollution that did not originate on or above the surface of the water, even if the claim is the result of our strict liability, negligence, or gross negligence. The ruling is not currently subject to appeal, but may be appealed once a final judgment in the case is rendered. The court also held that the operator does not owe us indemnity to the extent that we are held liable for civil penalties under the CWA or for punitive damages, and we have since agreed with the DOJ that we will not seek indemnity or reimbursement of our Consent Decree payments from the operator or the other non-insurer defendants named in the complaint by the U.S. The court deferred ruling on the operator's argument that we committed a core breach of the drilling contract or otherwise materially increased the operator's risk or prejudiced its rights so as to vitiate the operator's indemnity obligations. Our motion for partial summary judgment and the court's ruling did not address the issue of contractual indemnity for criminal fines and penalties. The law generally considers contractual indemnity for criminal fines and penalties to be against public policy. Our motion did not ask the court to rule on the validity of BP's agreement in the drilling contract to release us from any claims asserted by BP itself. Some courts have held that such agreements will not be enforced if the defendant is found to be grossly negligent. In May 2013, we filed a motion for partial summary judgment seeking to enforce BP's agreement to release claims made by BP itself. The MDL Court has not yet ruled on this motion.

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Other legal proceedings

Asbestos litigation—In 2004, several of our subsidiaries were named, along with numerous other unaffiliated defendants, in 21 complaints filed on behalf of 769 plaintiffs in the Circuit Courts of the State of Mississippi and which claimed injuries arising out of exposure to asbestos allegedly contained in drilling mud during these plaintiffs' employment in drilling activities between 1965 and 1986. The Circuit Courts subsequently dismissed the original 21 multi-plaintiff complaints and required each plaintiff to file a separate lawsuit. After certain individual claims were dismissed, 593 separate lawsuits remained, each with a single plaintiff. We have or may have direct or indirect interest in a total of 20 cases in Mississippi. The complaints generally allege that the defendants used or manufactured asbestos-containing drilling mud additives for use in connection with drilling operations and have included allegations of negligence, products liability, strict liability and claims allowed under the Jones Act and general maritime law. The plaintiffs generally seek awards of unspecified compensatory and punitive damages. In each of these cases, the complaints have named other unaffiliated defendant companies, including companies that allegedly manufactured the drilling-related products that contained asbestos. With the exception of cases pending in Jones and Jefferson counties, these cases are being governed for discovery and trial setting by a single Case Management Order entered by a Special Master appointed by the court to preside over the cases. Of the 20 cases in which we have or may have an interest, two have been scheduled for trial. During the year ended December 31, 2013, one of these two cases was resolved through a negotiated settlement for a nominal sum. In the other case, we were not named as a direct defendant, but the Special Master granted a Motion for Summary Judgment based on the absence of medical evidence in favor of all defendants. The resolution of these two cases leaves 18 remaining lawsuits in Mississippi in which we have or may have an interest.

In 2011, the Special Master issued a ruling that a Jones Act employer defendant, such as us, cannot be sued for punitive damages, and this ruling has now been obtained in three of our cases. To date, seven of the 593 cases have gone to trial against defendants who allegedly manufactured or distributed drilling mud additives. None of these cases has involved an individual Jones Act employer, and we have not been a defendant in any of these cases. During the year ended December 31, 2013, a group of lawsuits premised on the same allegations as those in Mississippi were filed in Louisiana. Four of the original cases were dismissed through early motions. As of March 31, 2014, 20 plaintiffs have claims pending against one or more of our subsidiaries in four different lawsuits. We intend to defend these lawsuits vigorously, although we can provide no assurance as to the outcome. We historically have maintained broad liability insurance, although we are not certain whether insurance will cover the liabilities, if any, arising out of these claims. Based on our evaluation of the exposure to date, we do not expect the liability, if any, resulting from these claims to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

One of our subsidiaries was involved in lawsuits arising out of the subsidiary's involvement in the design, construction and refurbishment of major industrial complexes. The operating assets of the subsidiary were sold and its operations discontinued in 1989, and the subsidiary has no remaining assets other than the insurance policies involved in its litigation, with its insurers and, either directly or indirectly through a qualified settlement fund. The subsidiary has been named as a defendant, along with numerous other companies, in lawsuits alleging bodily injury or personal injury as a result of exposure to asbestos. As of March 31, 2014, the subsidiary was a defendant in approximately 853 lawsuits, some of which include multiple plaintiffs, and we estimate that there are approximately 1,784 plaintiffs in these lawsuits. For many of these lawsuits, we have not been provided with sufficient information from the plaintiffs to determine whether all or some of the plaintiffs have claims against the subsidiary, the basis of any such



claims, or the nature of their alleged injuries. The first of the asbestos-related lawsuits was filed against the subsidiary in 1990. Through March 31, 2014, the costs incurred to resolve claims, including both defense fees and expenses and settlement costs, have not been material, all known deductibles have been satisfied or are inapplicable, and the subsidiary's defense fees and expenses and settlement costs have been met by insurance made available to the subsidiary. The subsidiary continues to be named as a defendant in additional lawsuits, and we cannot predict the number of additional cases in which it may be named a defendant nor can we predict the potential costs to resolve such additional cases or to resolve the pending cases. However, the subsidiary has in excess of \$1.0 billion in insurance limits potentially available to the subsidiary. Although not all of the policies may be fully available due to the insolvency of certain insurers, we believe that the subsidiary will have sufficient funding directly or indirectly from settlements and claims payments from insurers, assigned rights from insurers and coverage-in-place settlement agreements with insurers to respond to these claims. While we cannot predict or provide assurance as to the outcome of these matters, we do not believe that the ultimate liability, if any, arising from these claims will have a material impact on our consolidated statement of financial position, results of operations or cash flows.

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Rio de Janeiro tax assessment—In the third quarter of 2006, we received tax assessments of BRL 407 million, equivalent to approximately \$179 million, including interest and penalties, from the state tax authorities of Rio de Janeiro in Brazil against one of our Brazilian subsidiaries for taxes on equipment imported into the state in connection with our operations. The assessments resulted from a preliminary finding by these authorities that our record keeping practices were deficient. We currently believe that the substantial majority of these assessments are without merit. We filed an initial response with the Rio de Janeiro tax authorities on September 9, 2006 refuting these additional tax assessments. In September 2007, we received confirmation from the state tax authorities that they believe the additional tax assessments are valid, and as a result, we filed an appeal on September 27, 2007 to the state Taxpayer’s Council contesting these assessments. While we cannot predict or provide assurance as to the final outcome of these proceedings, we do not expect it to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

Brazilian import license assessment—In the fourth quarter of 2010, we received an assessment from the Brazilian federal tax authorities in Rio de Janeiro of BRL 509 million, equivalent to approximately \$224 million, including interest and penalties, based upon the alleged failure to timely apply for import licenses for certain equipment and for allegedly providing improper information on import license applications. We believe that a substantial majority of the assessment is without merit and are vigorously pursuing legal remedies. The case was decided partially in favor of our Brazilian subsidiary in the lower administrative court level. The decision cancelled the majority of the assessment, reducing the total assessment to BRL 31 million, equivalent to approximately \$14 million. On July 14, 2011, we filed an appeal to eliminate the assessment. On May 23, 2013, a ruling was issued that eliminated all assessment amounts. A further appeal by the taxing authorities is possible. While we cannot predict or provide assurance as to the outcome of these proceedings, we do not expect it to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

Nigerian litigation—Under the Nigerian Industrial Training Fund Act of 2004, as amended (the “Nigerian Act”), Nigerian companies with five or more employees must remit on an annual basis one percent of their payroll to the Industrial Training Fund (the “ITF”) established under the Nigerian Act to be used for the training of Nigerian nationals. We have not paid this amount on the cost of personnel movement to rigs or the expense of benefits to employees because “payroll” is not defined in the relevant legislation and we did not believe such costs should be considered “payroll” under the Nigerian Act. The ITF thereafter brought suit against our now-liquidated subsidiary, Sedco Forex Nigeria Limited, which subsequently filed preliminary objections, that were heard by the Lagos Federal High Court (the “Lagos Court”) on October 28, 2013. The Lagos Court dismissed this lawsuit based on the objections and the statute of limitations. The ITF could still file an appeal, but to date, nothing has been filed. In a related matter, the ITF brought suit against our wholly-owned subsidiary, Transocean Support Services Nigeria Limited (“TSSNL”), which subsequently filed objections, but the judge has not yet issued a ruling.

In October 2013, Steven L. Newman, our chief executive officer, was named along with TSSNL in a criminal suit initiated by ITF for allegedly failing to provide the required training to TSSNL’s employees. We do not believe that the criminal claim has any merit given that, among other things, Mr. Newman is neither an officer nor an employee of TSSNL. The criminal case is still pending, and we do not believe the resolution of this matter will have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows. See Note 17—Subsequent Events.

Other matters—We are involved in various tax matters, various regulatory matters, and a number of claims and lawsuits, all of which have arisen in the ordinary course of our business. We do not expect the liability, if any, resulting from these other matters to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows. We cannot predict with certainty the outcome or effect of any of the litigation matters specifically described above or of any such other pending or threatened litigation. We can provide no assurance that our beliefs or expectations as to the outcome or effect of any tax, regulatory, lawsuit or other litigation matter will prove correct and the eventual outcome of these matters could materially differ from management’s current estimates.

#### Other environmental matters

Hazardous waste disposal sites—We have certain potential liabilities under CERCLA and similar state acts regulating cleanup of various hazardous waste disposal sites, including those described below. CERCLA is intended to expedite the remediation of hazardous substances without regard to fault. Potentially responsible parties (“PRPs”) for each site include present and former owners and operators of, transporters to and generators of the substances at the site. Liability is strict and can be joint and several.

We have been named as a PRP in connection with a site located in Santa Fe Springs, California, known as the Waste Disposal, Inc. site. We and other PRPs have agreed with the EPA and the DOJ to settle our potential liabilities for this site by agreeing to perform the remaining remediation required by the EPA. The form of the agreement is a consent decree, which has been entered by the court. The parties to the settlement have entered into a participation agreement, which makes us liable for approximately eight percent of the remediation and related costs. The remediation is complete, and we believe our share of the future operation and maintenance costs of the site is not material. There are additional potential liabilities related to the site, but these cannot be quantified, and we have no reason at this time to believe that they will be material.

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One of our subsidiaries has been ordered by the California Regional Water Quality Control Board (“CRWQCB”) to develop a testing plan for a site known as Campus 1000 Fremont in Alhambra, California. This site was formerly owned and operated by certain of our subsidiaries. It is presently owned by an unrelated party, which has received an order to test the property. We have also been advised that one or more of our subsidiaries is likely to be named by the EPA as a PRP for the San Gabriel Valley, Area 3, Superfund site, which includes this property. Testing has been completed at the property but no contaminants of concern were detected. In discussions with CRWQCB staff, we were advised of their intent to issue us a “no further action” letter but it has not yet been received. Based on the test results, we would contest any potential liability. We have no knowledge at this time of the potential cost of any remediation, who else will be named as PRPs, and whether in fact any of our subsidiaries is a responsible party. The subsidiaries in question do not own any operating assets and have limited ability to respond to any liabilities.

On February 24, 2011, the Housing Authority of the City of Los Angeles (“HACLA”) filed an original complaint against multiple defendants for releases of hazardous substances and other hazardous materials based on prior use of a site it now owns between the late 1930s and 2008. HACLA seeks recovery for response costs and other damages resulting from the release of those hazardous substances and materials. On September 20, 2013, one of the third party defendants filed claims against one of our subsidiaries as a fourth party defendant asserting cost recovery and contribution under CERCLA, contribution pursuant to California Health and Safety Code, equitable contribution and indemnity and declaratory judgment. Our subsidiary never owned or leased the site, and our subsidiary’s involvement at the site was primarily related to the demolition, excavation and grading of the site between 1979 and 1980. The remediation process is currently in the very initial stage and cannot be quantified, but we have no reason to believe at this time the ultimate liability, if any, will be material.

Resolutions of other claims by the EPA, the involved state agency or PRPs are at various stages of investigation. These investigations involve determinations of:

§ the actual responsibility attributed to us and the other PRPs at the site;

§ appropriate investigatory or remedial actions; and

§ allocation of the costs of such activities among the PRPs and other site users.

Our ultimate financial responsibility in connection with those sites may depend on many factors, including:

§ the volume and nature of material, if any, contributed to the site for which we are responsible;

§ the number of other PRPs and their financial viability; and

§ the remediation methods and technology to be used.

It is difficult to quantify with certainty the potential cost of these environmental matters, particularly in respect of remediation obligations. Nevertheless, based upon the information currently available, we believe that our ultimate liability arising from all environmental matters, including the liability for all other related pending legal proceedings, asserted legal claims and known potential legal claims which are likely to be asserted, is adequately accrued and should not have a material effect on our consolidated statement of financial position or results of operations.

#### Retained risk

Overview—Our hull and machinery and excess liability insurance program is comprised of commercial market and captive insurance policies that we renew annually on May 1. We periodically evaluate our insurance limits and self-insured retentions. At March 31, 2014, the insured value of our drilling rig fleet was approximately \$28.5 billion, excluding our rigs under construction.

We generally do not carry commercial market insurance coverage for loss of revenues, unless it is contractually required, or for losses resulting from physical damage to our fleet caused by named windstorms in the U.S. Gulf of Mexico, including liability for wreck removal costs.

Hull and machinery coverage—At March 31, 2014, under the hull and machinery program, we generally maintained a \$125 million per occurrence deductible, limited to a maximum of \$200 million per policy period. Subject to the same shared deductible, we also had coverage for an amount equal to 50 percent of a rig's insured value for combined costs incurred to mitigate damage to a rig and wreck removal. Any excess wreck removal costs are generally covered to the extent of our remaining excess liability coverage.

Excess liability coverage—At March 31, 2014, we carried excess liability coverage of \$820 million in the commercial market excluding deductibles and self-insured retention, noted below, which generally covers offshore risks such as personal injury, third-party property claims, and third-party non-crew claims, including wreck removal and pollution. Our excess liability coverage had (1) separate \$10 million per occurrence deductibles on collision liability claims and (2) separate \$5 million per occurrence deductibles on crew personal injury claims and on other third-party non-crew claims. Through our wholly owned captive insurance company, we retained the risk of the primary \$50 million excess liability coverage. In addition, we generally retained the risk for any liability losses in excess of \$870 million.

Other insurance coverage—At March 31, 2014, we also carried \$100 million of additional insurance that generally covers expenses that would otherwise be assumed by the well owner, such as costs to control the well, redrill expenses and pollution from the well. This additional insurance provides coverage for such expenses in circumstances in which we have legal or contractual liability arising from our gross negligence or willful misconduct.

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#### Letters of credit and surety bonds

At March 31, 2014 and December 31, 2013, we had outstanding letters of credit totaling \$576 million and \$575 million, respectively, issued under various committed and uncommitted credit lines provided by several banks to guarantee various contract bidding, performance activities and customs obligations, including letters of credit totaling \$105 million and \$104 million, respectively, that we agreed to maintain in support of the operations for Shelf Drilling (see Note 7—Discontinued Operations).

As is customary in the contract drilling business, we also have various surety bonds in place that secure customs obligations relating to the importation of our rigs and certain performance and other obligations. At March 31, 2014 and December 31, 2013, we had outstanding surety bonds totaling \$6 million.

#### Note 14—Shareholders' Equity

Distributions of qualifying additional paid-in capital—In November 2013, our board of directors agreed to recommend that shareholders at the May 2014 annual general meeting approve a distribution of qualifying additional paid-in capital in the form of a U.S. dollar denominated dividend of \$3.00 per outstanding share, for an aggregate amount of \$1.1 billion, payable in four installments, subject to certain limitations. The recommendation will be subject to shareholder approval at our 2014 annual general meeting, and certain limitations under Swiss law.

In May 2013, at our annual general meeting, our shareholders approved the distribution of qualifying additional paid-in capital in the form of a U.S. dollar denominated dividend of \$2.24 per outstanding share, payable in four installments of \$0.56 per outstanding share, subject to certain limitations. We do not pay the distribution of qualifying additional paid-in capital with respect to our shares held in treasury or held by our subsidiary. In May 2013, we recognized a liability of \$808 million for the distribution payable, recorded in other current liabilities, with a corresponding entry to additional paid-in capital. On March 19, 2014, we paid the final installment in the aggregate amount of \$202 million to shareholders of record as of February 21, 2014.

Shares held by subsidiary—One of our subsidiaries holds our shares for future use to satisfy our obligations to deliver shares in connection with awards granted under our incentive plans or other rights to acquire our shares. At March 31, 2014 and December 31, 2013, our subsidiary held 9.0 million shares and 10.2 million shares, respectively.

Accumulated other comprehensive loss—The changes in accumulated other comprehensive loss were as follows (in millions):

| Three months ended<br>March 31, 2014 |                           |          | Three months ended<br>March 31, 2013 |                           |          |
|--------------------------------------|---------------------------|----------|--------------------------------------|---------------------------|----------|
| Defined<br>benefit<br>pension        |                           |          | Defined<br>benefit<br>pension        |                           |          |
| plans                                | Derivative<br>instruments | Total    | plans                                | Derivative<br>instruments | Total    |
| \$ (264)                             | \$ 2                      | \$ (262) | \$ (511)                             | \$ (10)                   | \$ (521) |

|   |          |      |          |          |        |          |
|---|----------|------|----------|----------|--------|----------|
| Balance, beginning of period                      |          |      |          |          |        |          |
| Other comprehensive loss before reclassifications | (5)      | —    | (5)      | (35)     | (4)    | (39)     |
| Reclassifications to net income                   | 6        | (2)  | 4        | 13       | 7      | 20       |
| Other comprehensive income (loss), net            | 1        | (2)  | (1)      | (22)     | 3      | (19)     |
| Balance, end of period                            | \$ (263) | \$ — | \$ (263) | \$ (533) | \$ (7) | \$ (540) |

Significant reclassifications from accumulated other comprehensive income to net income included the following (in millions):

|   | Statement of operations classification | Three months ended March 31, |       |
|---|--|------------------------------|-------|
|   |  | 2014                         | 2013  |
| Defined benefit pension plans           |  |                              |       |
| Actuarial losses                        |  | \$ 6                         | \$ 14 |
| Total amortization, before income taxes | Net periodic benefit costs (a)         | 6                            | 14    |
| Income tax benefit                      | Income tax expense                     | —                            | (1)   |
| Total amortization, net of income taxes |  | \$ 6                         | \$ 13 |

(a) We recognize the amortization of accumulated other comprehensive income components related to defined benefit pension plans in net periodic benefit costs. In the three months ended March 31, 2014, our net periodic benefit costs included \$4 million and \$2 million, recorded in operating and maintenance costs and general and administrative costs, respectively. In the three months ended March 31, 2013, our net periodic benefit costs included \$11 million and \$3 million, recorded in operating and maintenance costs and general and administrative costs, respectively. See Note 12—Postemployment Benefit Plans.

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## Note 15—Financial Instruments

The carrying amounts and fair values of our financial instruments were as follows (in millions):

|  | March 31, 2014     |               | December 31, 2013  |               |
|--|--------------------|---------------|--------------------|---------------|
|  | Carrying<br>amount | Fair<br>value | Carrying<br>amount | Fair<br>value |
| Cash and cash equivalents                    | \$ 1,987           | \$ 1,987      | \$ 3,243           | \$ 3,243      |
| Notes and other loans receivable             | 107                | 107           | 101                | 101           |
| Restricted cash investments                  | 538                | 563           | 621                | 649           |
| Long-term debt, including current maturities | 10,470             | 11,468        | 10,702             | 11,784        |
| Derivative instruments, assets               | —                  | —             | —                  | —             |

We estimated the fair value of each class of financial instruments, for which estimating fair value is practicable, by applying the following methods and assumptions:

**Cash and cash equivalents**—The carrying amount of cash and cash equivalents represents the historical cost, plus accrued interest, which approximates fair value because of the short maturities of those instruments. We measured the estimated fair value of our cash equivalents using significant other observable inputs, representative of a Level 2 fair value measurement, including the net asset values of the investments. At March 31, 2014 and December 31, 2013, the aggregate carrying amount of our cash equivalents was \$1.2 billion and \$2.3 billion, respectively.

**Notes and other loans receivable**—We hold certain notes and other loans receivable, which originated in connection with certain asset dispositions and supplier advances. The carrying amount represents the amortized cost of our investments. We measured the estimated fair value using significant unobservable inputs, representative of a Level 3 fair value measurement, including the credit ratings of the borrowers. At March 31, 2014, the aggregate carrying amount of our notes receivable and other loans receivable was \$107 million, including \$92 million and \$15 million recorded in other current assets and other assets, respectively. At December 31, 2013, the aggregate carrying amount of our notes receivable and other loans receivable was \$101 million, including \$6 million and \$95 million, recorded in other current assets and other assets, respectively.

**Restricted cash investments**—The carrying amount of the Eksportfinans Restricted Cash Investments represents the amortized cost of our investment. We measured the estimated fair value of the Eksportfinans Restricted Cash Investments using significant other observable inputs, representative of a Level 2 fair value measurement, including the terms and credit spreads of the instruments. At March 31, 2014 and December 31, 2013, the aggregate carrying amount of the Eksportfinans Restricted Cash Investments was \$529 million and \$591 million, respectively. At March 31, 2014 and December 31, 2013, the estimated fair value of the Eksportfinans Restricted Cash Investments was \$554 million and \$619 million, respectively.

The carrying amount of the restricted cash investments for certain contingent obligations approximates fair value due to the short term nature of the instruments in which the restricted cash investments are held. At March 31, 2014 and December 31, 2013, the aggregate carrying amount of the restricted cash investments for certain contingent



obligations was \$9 million and \$30 million, respectively.

**Debt**—We measured the estimated fair value of our fixed-rate debt using significant other observable inputs, representative of a Level 2 fair value measurement, including the terms and credit spreads for the instruments. At March 31, 2014 and December 31, 2013, the aggregate carrying amount of our fixed-rate debt was \$10.5 billion. At March 31, 2014 and December 31, 2013, the aggregate estimated fair value of our fixed-rate debt was \$11.5 billion and \$11.6 billion, respectively.

The carrying amount of the variable-rate debt of our consolidated variable interest entities approximates fair value because the terms of those debt instruments include short-term interest rates and exclude penalties for prepayments. We measured the estimated fair value of the debt of our consolidated variable interest entities using significant other observable inputs, representative of a Level 2 fair value measurement, including the terms and credit spreads of the instruments. At December 31, 2013, the aggregate carrying amount of the variable-rate debt of our consolidated variable interest entities was \$163 million. In February 2014, we repaid the variable-rate debt of our consolidated variable interest entities.

**Derivative instruments**—The carrying amount of our derivative instruments represents the estimated fair value. We measured the estimated fair value using significant other observable inputs, representative of a Level 2 fair value measurement, including the interest rates and terms of the instruments.

TRANSOCEAN LTD. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued  
(Unaudited)

Note 16—Condensed Consolidating Financial Information

Transocean Inc., a wholly owned subsidiary of Transocean Ltd., is the issuer of certain notes and debentures, which have been guaranteed by Transocean Ltd. Transocean Ltd.'s guarantee of debt securities of Transocean Inc. is full and unconditional. Transocean Ltd. is not subject to any significant restrictions on its ability to obtain funds by dividends, loans or return of capital distributions from its consolidated subsidiaries.

The following tables present condensed consolidating financial information for (a) Transocean Ltd. (the "Parent Guarantor"), (b) Transocean Inc. (the "Subsidiary Issuer"), and (c) the other direct and indirect wholly owned and partially owned subsidiaries of the Parent Guarantor, none of which guarantee any indebtedness of the Subsidiary Issuer (the "Other Subsidiaries"). The condensed consolidating financial information may not be indicative of the results of operations, financial position or cash flows had the subsidiaries operated as independent entities. The tables include the consolidating adjustments necessary to present the condensed financial statements on a consolidated basis (in millions):

TRANSOCEAN LTD. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued  
(Unaudited)

|  | Three months ended March 31, 2014 |                      |                       |                              |              |
|--|-----------------------------------|----------------------|-----------------------|------------------------------|--------------|
|  | Parent<br>Guarantor               | Subsidiary<br>Issuer | Other<br>Subsidiaries | Consolidating<br>adjustments | Consolidated |
| Operating revenues   | \$ —                              | \$ —                 | \$ 2,343              | \$ (4)                       | \$ 2,339     |
| Cost and expenses  | 9                                 | 1                    | 1,593                 | (4)                          | 1,599        |
| Loss on impairment   | —                                 | —                    | (65)                  | —                            | (65)         |
| Loss on disposal of assets, net                                    | —                                 | —                    | (3)                   | —                            | (3)          |
| Operating income (loss)  | (9)                               | (1)                  | 682                   | —                            | 672          |
| Other income (expense), net  |                                   |                      |                       |                              |              |
| Interest income (expense), net                                     | 6                                 | 139                  | (261)                 | —                            | (116)        |
| Equity in earnings   | 459                               | 287                  | —                     | (746)                        | —            |
| Other, net   | —                                 | 1                    | (3)                   | —                            | (2)          |
|  | 465                               | 427                  | (264)                 | (746)                        | (118)        |
| Income from continuing operations before income tax expense        |                                   |                      |                       |                              |              |
|  | 456                               | 426                  | 418                   | (746)                        | 554          |
| Income tax expense   | —                                 | —                    | 80                    | —                            | 80           |
| Income from continuing operations                                  | 456                               | 426                  | 338                   | (746)                        | 474          |
| Gain (loss) from discontinued operations, net of tax               | —                                 | 4                    | (12)                  | —                            | (8)          |
| Net Income   | 456                               | 430                  | 326                   | (746)                        | 466          |
| Net income attributable to noncontrolling interest                 | —                                 | —                    | 10                    | —                            | 10           |
| Net income attributable to controlling interest                    | 456                               | 430                  | 316                   | (746)                        | 456          |
| Other comprehensive income (loss) before income taxes              |                                   |                      |                       |                              |              |
|  | (2)                               | (6)                  | 7                     | —                            | (1)          |
| Income taxes related to other comprehensive loss                   | —                                 | —                    | —                     | —                            | —            |
| Other comprehensive income (loss), net of income taxes             | (2)                               | (6)                  | 7                     | —                            | (1)          |
| Total comprehensive income   | 454                               | 424                  | 333                   | (746)                        | 465          |
| Total comprehensive income attributable to noncontrolling interest | —                                 | —                    | 10                    | —                            | 10           |
| Total comprehensive income attributable to controlling             | \$ 454                            | \$ 424               | \$ 323                | \$ (746)                     | \$ 455       |

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interest

|  | Three months ended March 31, 2013 |                      |                       |                              |              |
|--|-----------------------------------|----------------------|-----------------------|------------------------------|--------------|
|  | Parent<br>Guarantor               | Subsidiary<br>Issuer | Other<br>Subsidiaries | Consolidating<br>adjustments | Consolidated |
| Operating revenues   | \$ —                              | \$ —                 | \$ 2,189              | \$ (5)                       | \$ 2,184     |
| Cost and expenses  | 9                                 | 6                    | 1,688                 | (5)                          | 1,698        |
| Loss on disposal of assets,<br>net                               | —                                 | —                    | (7)                   | —                            | (7)          |
| Operating income (loss)  | (9)                               | (6)                  | 494                   | —                            | 479          |
| Other income (expense), net                                      |                                   |                      |                       |                              |              |
| Interest expense, net  | (3)                               | (137)                | —                     | —                            | (140)        |
| Equity in earnings   | 333                               | 467                  | —                     | (800)                        | —            |
| Other, net   | —                                 | 10                   | (11)                  | —                            | (1)          |
|  | 330                               | 340                  | (11)                  | (800)                        | (141)        |
| Income from continuing operations before income tax expense      |                                   |                      |                       |                              |              |
|  | 321                               | 334                  | 483                   | (800)                        | 338          |
| Income tax expense   | —                                 | —                    | 20                    | —                            | 20           |
| Income from continuing operations                                | 321                               | 334                  | 463                   | (800)                        | 318          |
| Gain (loss) from discontinued operations, net of tax             |                                   |                      |                       |                              |              |
|  | —                                 | (23)                 | 18                    | —                            | (5)          |
| Net Income   | 321                               | 311                  | 481                   | (800)                        | 313          |
| Net loss attributable to noncontrolling interest                 |                                   |                      |                       |                              |              |
|  | —                                 | —                    | (8)                   | —                            | (8)          |
| Net income attributable to controlling interest                  | 321                               | 311                  | 489                   | (800)                        | 321          |
| Other comprehensive income (loss) before income taxes            |                                   |                      |                       |                              |              |
|  | (6)                               | (21)                 | 8                     | —                            | (19)         |
| Income taxes related to other comprehensive loss                 | —                                 | —                    | 1                     | —                            | 1            |
| Other comprehensive income (loss), net of income taxes           | (6)                               | (21)                 | 9                     | —                            | (18)         |
| Total comprehensive income                                       | 315                               | 290                  | 490                   | (800)                        | 295          |
| Total comprehensive loss attributable to noncontrolling interest |                                   |                      |                       |                              |              |
|  | —                                 | —                    | (7)                   | —                            | (7)          |
| Total comprehensive income attributable to controlling interest  | \$ 315                            | \$ 290               | \$ 497                | \$ (800)                     | \$ 302       |



TRANSOCEAN LTD. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued  
(Unaudited)

|                                      | March 31, 2014      |                      |                       |                              |                  |
|--------------------------------------|---------------------|----------------------|-----------------------|------------------------------|------------------|
|                                      | Parent<br>Guarantor | Subsidiary<br>Issuer | Other<br>Subsidiaries | Consolidating<br>adjustments | Consolidated     |
| <b>Assets</b>                        |                     |                      |                       |                              |                  |
| Cash and cash equivalents            | \$ 27               | \$ 710               | \$ 1,250              | \$ —                         | \$ 1,987         |
| Other current assets                 | 3                   | 1,422                | 4,649                 | (2,428)                      | 3,646            |
| <b>Total current assets</b>          | <b>30</b>           | <b>2,132</b>         | <b>5,899</b>          | <b>(2,428)</b>               | <b>5,633</b>     |
| <b>Property and equipment, net</b>   |                     |                      |                       |                              |                  |
|                                      | —                   | —                    | 22,353                | —                            | 22,353           |
| <b>Goodwill</b>                      | <b>—</b>            | <b>—</b>             | <b>2,987</b>          | <b>—</b>                     | <b>2,987</b>     |
| Investment in affiliates             | 17,202              | 31,905               | —                     | (49,107)                     | —                |
| Other assets                         | —                   | 1,693                | 20,342                | (21,111)                     | 924              |
| <b>Total assets</b>                  | <b>17,232</b>       | <b>35,730</b>        | <b>51,581</b>         | <b>(72,646)</b>              | <b>31,897</b>    |
| <b>Liabilities and equity</b>        |                     |                      |                       |                              |                  |
| Debt due within one year             | —                   | —                    | 162                   | —                            | 162              |
| Other current liabilities            | 14                  | 609                  | 4,406                 | (2,428)                      | 2,601            |
| <b>Total current liabilities</b>     | <b>14</b>           | <b>609</b>           | <b>4,568</b>          | <b>(2,428)</b>               | <b>2,763</b>     |
| Long-term debt                       | —                   | 18,716               | 12,703                | (21,111)                     | 10,308           |
| Other long-term liabilities          | 37                  | 249                  | 1,363                 | —                            | 1,649            |
| <b>Total long-term liabilities</b>   | <b>37</b>           | <b>18,965</b>        | <b>14,066</b>         | <b>(21,111)</b>              | <b>11,957</b>    |
| <b>Commitments and contingencies</b> |                     |                      |                       |                              |                  |
| Redeemable noncontrolling interest   | —                   | —                    | 2                     | —                            | 2                |
| <b>Total equity</b>                  | <b>17,181</b>       | <b>16,156</b>        | <b>32,945</b>         | <b>(49,107)</b>              | <b>17,175</b>    |
| <b>Total liabilities and equity</b>  | <b>\$ 17,232</b>    | <b>\$ 35,730</b>     | <b>\$ 51,581</b>      | <b>\$ (72,646)</b>           | <b>\$ 31,897</b> |

|                             | December 31, 2013   |                      |                       |                              |              |
|-----------------------------|---------------------|----------------------|-----------------------|------------------------------|--------------|
|                             | Parent<br>Guarantor | Subsidiary<br>Issuer | Other<br>Subsidiaries | Consolidating<br>adjustments | Consolidated |
| <b>Assets</b>               |                     |                      |                       |                              |              |
| Cash and cash equivalents   | \$ 4                | \$ 1,617             | \$ 1,622              | \$ —                         | \$ 3,243     |
| Other current assets        | 22                  | 1,302                | 4,607                 | (2,402)                      | 3,529        |
| <b>Total current assets</b> | <b>26</b>           | <b>2,919</b>         | <b>6,229</b>          | <b>(2,402)</b>               | <b>6,772</b> |

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|                               |           |           |           |             |           |
|-------------------------------|-----------|-----------|-----------|-------------|-----------|
| Property and equipment, net   | —         | —         | 21,707    | —           | 21,707    |
| Goodwill                      | —         | —         | 2,987     | —           | 2,987     |
| Investment in affiliates      | 16,914    | 31,308    | —         | (48,222)    | —         |
| Other assets                  | —         | 1,190     | 19,954    | (20,064)    | 1,080     |
| Total assets                  | 16,940    | 35,417    | 50,877    | (70,688)    | 32,546    |
| Liabilities and equity        |           |           |           |             |           |
| Debt due within one year      | —         | —         | 323       | —           | 323       |
| Other current liabilities     | 214       | 526       | 4,893     | (2,402)     | 3,231     |
| Total current liabilities     | 214       | 526       | 5,216     | (2,402)     | 3,554     |
| Long-term debt                | —         | 18,759    | 11,684    | (20,064)    | 10,379    |
| Other long-term liabilities   | 35        | 232       | 1,661     | —           | 1,928     |
| Total long-term liabilities   | 35        | 18,991    | 13,345    | (20,064)    | 12,307    |
| Commitments and contingencies |           |           |           |             |           |
| Total equity                  | 16,691    | 15,900    | 32,316    | (48,222)    | 16,685    |
| Total liabilities and equity  | \$ 16,940 | \$ 35,417 | \$ 50,877 | \$ (70,688) | \$ 32,546 |

TRANSOCEAN LTD. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued  
(Unaudited)

|   | Three months ended March 31, 2014 |                      |                       |                              |              |
|---|-----------------------------------|----------------------|-----------------------|------------------------------|--------------|
|   | Parent<br>Guarantor               | Subsidiary<br>Issuer | Other<br>Subsidiaries | Consolidating<br>adjustments | Consolidated |
| Cash flows from operating activities                                    | \$ 10                             | \$ (128)             | \$ 254                | \$ —                         | \$ 136       |
| Cash flows from investing activities                                    |                                   |                      |                       |                              |              |
| Capital expenditures  | —                                 | —                    | (1,131)               | —                            | (1,131)      |
| Proceeds from disposal of assets, net                                   | —                                 | —                    | 91                    | —                            | 91           |
| Proceeds from disposal of assets in discontinued operations, net        | —                                 | —                    | 14                    | —                            | 14           |
| Investing activities with affiliates, net                               | —                                 | (737)                | 62                    | 675                          | —            |
| Other, net  | —                                 | —                    | (12)                  | —                            | (12)         |
| Net cash used in investing activities                                   | —                                 | (737)                | (976)                 | 675                          | (1,038)      |
| Cash flows from financing activities                                    |                                   |                      |                       |                              |              |
| Repayments of debt  | —                                 | —                    | (237)                 | —                            | (237)        |
| Proceeds from restricted cash investments                               | —                                 | —                    | 107                   | —                            | 107          |
| Deposits to restricted cash investments                                 | —                                 | —                    | (20)                  | —                            | (20)         |
| Distribution of qualifying additional paid-in capital                   | (202)                             | —                    | —                     | —                            | (202)        |
| Financing activities with affiliates, net                               | 217                               | (42)                 | 500                   | (675)                        | —            |
| Other, net  | (2)                               | —                    | —                     | —                            | (2)          |
| Net increase (decrease) cash provided by (used in) financing activities | 13                                | (42)                 | 350                   | (675)                        | (354)        |
| Net decrease in cash and cash equivalents                               | 23                                | (907)                | (372)                 | —                            | (1,256)      |
| Cash and cash equivalents at beginning of period                        | 4                                 | 1,617                | 1,622                 | —                            | 3,243        |
| Cash and cash equivalents at end of period                              | \$ 27                             | \$ 710               | \$ 1,250              | \$ —                         | \$ 1,987     |



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Three months ended March 31, 2013

|  | Parent<br>Guarantor | Subsidiary<br>Issuer | Other<br>Subsidiaries | Consolidating<br>adjustments | Consolidated |
|--|---------------------|----------------------|-----------------------|------------------------------|--------------|
| Cash flows from operating activities                             | \$ (10)             | \$ (229)             | \$ 345                | \$ —                         | \$ 106       |
| Cash flows from investing activities                             |                     |                      |                       |                              |              |
| Capital expenditures   | —                   | —                    | (488)                 | —                            | (488)        |
| Proceeds from disposal of assets, net                            | —                   | —                    | 1                     | —                            | 1            |
| Proceeds from disposal of assets in discontinued operations, net | —                   | —                    | 63                    | —                            | 63           |
| Investing activities with affiliates, net                        | —                   | (210)                | (63)                  | 273                          | —            |
| Other, net   | —                   | —                    | 9                     | —                            | 9            |
| Net cash used in investing activities                            | —                   | (210)                | (478)                 | 273                          | (415)        |
| Cash flows from financing activities                             |                     |                      |                       |                              |              |
| Repayments of debt   | —                   | (562)                | (628)                 | —                            | (1,190)      |
| Proceeds from restricted cash investments                        | —                   | —                    | 128                   | —                            | 128          |
| Deposits to restricted cash investments                          | —                   | —                    | (59)                  | —                            | (59)         |
| Financing activities with affiliates, net                        | —                   | (173)                | 446                   | (273)                        | —            |
| Other, net   | —                   | (13)                 | (2)                   | —                            | (15)         |
| Net cash used in financing activities                            | —                   | (748)                | (115)                 | (273)                        | (1,136)      |
| Net decrease in cash and cash equivalents                        | (10)                | (1,187)              | (248)                 | —                            | (1,445)      |
| Cash and cash equivalents at beginning of period                 | 24                  | 3,155                | 1,955                 | —                            | 5,134        |
| Cash and cash equivalents at end of period                       | \$ 14               | \$ 1,968             | \$ 1,707              | \$ —                         | \$ 3,689     |

Note 17—Subsequent Events

Nigerian litigation—On April 2, 2014, in connection with the criminal suit initiated by ITF for allegedly failing to provide the required training to TSSNL’s employees, the court dismissed the case against Steven L. Newman and TSSNL.



Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Information

The statements included in this quarterly report regarding future financial performance and results of operations and other statements that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements in this quarterly report include, but are not limited to, statements about the following subjects:

- § the impact of the Macondo well incident, claims, settlement and related matters,
- § our results of operations and cash flow from operations, including revenues, revenue efficiency, costs and expenses,
- § the offshore drilling market, including the impact of enhanced regulations in the jurisdictions in which we operate, supply and demand, utilization rates, dayrates, customer drilling programs, commodity prices, stacking of rigs, reactivation of rigs, effects of new rigs on the market and effects of declines in commodity prices and the downturn in the global economy or market outlook for our various geographical operating sectors and classes of rigs,
- § customer drilling contracts, including contract backlog, force majeure provisions, contract commencements, contract extensions, contract terminations, contract option exercises, contract revenues, contract awards and rig mobilizations,
  - § liquidity and adequacy of cash flows for our obligations,
  - § debt levels, including impacts of a financial and economic downturn,
- § uses of excess cash, including the payment of dividends and other distributions, share repurchases and debt retirement, including the amounts, timing and, as applicable shareholder proposals or approvals associated with uses of excess cash,
- § newbuild, upgrade, shipyard and other capital projects, including completion, delivery and commencement of operation dates, expected downtime and lost revenue, the level of expected capital expenditures and the timing and cost of completion of capital projects,
  - § the cost and timing of acquisitions and the proceeds and timing of dispositions,
- § the timing, terms and results of our planned initial public offering of a master limited partnership-type yield vehicle and of our planned formation and subsequent separation of the Caledonia Offshore Drilling Company,
  - § the results and timing of our organizational efficiency initiative, including related costs and expenses,
    - § the optimization of rig-based spending,
- § tax matters, including our effective tax rate, changes in tax laws, treaties and regulations, tax assessments and liabilities for tax issues, including those associated with our activities in Brazil, Norway, the United Kingdom ("U.K.") and the United States ("U.S."),

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legal and regulatory matters, including results and effects of legal proceedings and governmental audits and assessments, outcomes and effects of internal and governmental investigations, customs and environmental matters,

§ insurance matters, including adequacy of insurance, renewal of insurance, insurance proceeds and cash investments of our wholly owned captive insurance company,

§ effects of accounting changes and adoption of accounting policies, and

§ investments in recruitment, retention and personnel development initiatives, pension plan and other postretirement benefit plan contributions, the timing of severance payments and benefit payments.

Forward-looking statements in this quarterly report are identifiable by use of the following words and other similar expressions:

§ “anticipates” § “could” § “forecasts” § “might” § “projects”  
§ “believes” § “estimates” § “intends” § “plans” § “scheduled”  
§ “budgets” § “expects” § “may” § “predicts” § “should”

Such statements are subject to numerous risks, uncertainties and assumptions, including, but not limited to:

§ those described under “Item 1A. Risk Factors” included in Part I of our annual report on Form 10-K for the year ended December 31, 2013,

§ the adequacy of and access to sources of liquidity,

§ our inability to obtain drilling contracts for our rigs that do not have contracts,

§ our inability to renew drilling contracts at comparable dayrates,

§ operational performance,

§ the impact of regulatory changes,

§ the cancellation of drilling contracts currently included in our reported contract backlog,

§ shipyard, construction and other delays,

§ the results of meetings of our shareholders,

§ increased political and civil unrest,

§ the effect and results of litigation, regulatory matters, settlements, audits, assessments and contingencies, and

§ other factors discussed in this quarterly report and in our other filings with the U.S. Securities and Exchange Commission (“SEC”), which are available free of charge on the SEC website at [www.sec.gov](http://www.sec.gov).

The foregoing risks and uncertainties are beyond our ability to control, and in many cases, we cannot predict the risks and uncertainties that could cause our actual results to differ materially from those indicated by the forward-looking

statements. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements, except as required by law.

## Business

Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean,” the “Company,” “we,” “us” or “our”) is a leading international provider of offshore contract drilling services for oil and gas wells. As of April 29, 2014, we owned or had partial ownership interests in and operated 78 mobile offshore drilling units associated with our continuing operations. As of April 29, 2014, our fleet consisted of 46 High-Specification Floaters (Ultra-Deepwater, Deepwater and Harsh Environment semisubmersibles and drillships), 21 Midwater Floaters, and 11 High-Specification Jackups. At April 29, 2014, we also had nine Ultra-Deepwater drillships and five High-Specification Jackups under construction or under contract to be constructed.

We provide contract drilling services, in a single, global operating segment, which involves contracting our mobile offshore drilling fleet, related equipment and work crews primarily on a dayrate basis to drill oil and gas wells. We specialize in technically demanding regions of the offshore drilling business with a particular focus on deepwater and harsh environment drilling services. We believe our drilling fleet is one of the most versatile fleets in the world, consisting of floaters and high-specification jackups used in support of offshore drilling activities and offshore support services on a worldwide basis.

Our contract drilling services operations are geographically dispersed in oil and gas exploration and development areas throughout the world. Although rigs can be moved from one region to another, the cost of moving rigs and the availability of rig-moving vessels may cause the supply and demand balance to fluctuate somewhat between regions. Still, significant variations between regions do not tend to persist long term because of rig mobility. Our fleet operates in a single, global market for the provision of contract drilling services. The location of our rigs and the allocation of resources to build or upgrade rigs are determined by the activities and needs of our customers.

In February 2014, in connection with our efforts to discontinue non-strategic operations, we completed the sale of Applied Drilling Technology International Limited (“ADTI”), a U.K company, which performs drilling management services in the North Sea. See Notes to Condensed Consolidated Financial Statements—Note 7—Discontinued Operations.

## Significant Events

Distributions of qualifying additional paid-in capital—In November 2013, our board of directors agreed to recommend that shareholders at the May 2014 annual general meeting approve a distribution of qualifying additional paid-in capital in the form of a U.S. dollar denominated dividend of \$3.00 per outstanding share, for an aggregate amount of \$1.1 billion, payable in four installments, subject to certain limitations. The recommendation will be subject to shareholder approval at our 2014 annual general meeting and certain limitations under Swiss law.

In May 2013, at our annual general meeting, our shareholders approved the distribution of qualifying additional paid-in capital in the form of a U.S. dollar denominated dividend of \$2.24 per outstanding share, payable in four installments, subject to certain limitations. In May 2013, we recognized a liability of \$808 million for the distribution payable, recorded in other current liabilities, with a corresponding entry to additional paid-in capital. In March 2014, we paid the final installment in the aggregate amount of \$202 million to shareholders as of the record date. See “—Liquidity and Capital Resources—Sources and uses of liquidity.”

Debt repayment—Angola Deepwater Drilling Company Limited (“ADDCL”), a consolidated joint venture company, had two credit facilities, established under a bank credit agreement (the “ADDCL Credit Facilities”). On February 12, 2014, we repaid borrowings of \$163 million outstanding under the ADDCL Credit Facilities and terminated the bank credit

agreement under which the credit facilities were established. See “—Liquidity and Capital Resources—Sources and uses of liquidity.”

Fleet expansion—On February 26, 2014, we entered into agreements for the construction of two newbuild dynamically positioned Ultra-Deepwater drillships. We also entered into an options agreement to order up to three additional newbuild drillships with the same design and specifications. The first option must be exercised within one year, the second within 18 months and the final within 24 months. See “—Liquidity and Capital Resources—Drilling fleet.”

Dispositions—During the three months ended March 31, 2014, in connection with our efforts to dispose of non-strategic assets, we completed the sale of the High-Specification Jackup GSF Monitor along with related equipment. In connection with the sale of these assets, we received net cash proceeds of \$83 million. See “—Liquidity and Capital Resources—Drilling fleet.”

Discontinued operations—In February 2014, in connection with our efforts to discontinue non-strategic operations, we completed the sale of ADTI. Following the completion of the sale transaction, we agreed to provide a \$15 million working capital line of credit to the buyer for up to two years. We have also provided a limited guarantee in favor of one customer through expiration of the current drilling project, which is expected to be completed in the fourth quarter of 2014. See “—Operating Results—Discontinued operations.”

## Outlook

Drilling market—We expect the commodity pricing underlying the exploration and production programs of our customers to continue to support some contracting opportunities for all asset classes within our drilling fleet in the year ending December 31, 2014. However, based on customer and market indications, we expect the pace of executing drilling contracts for the global floater fleet to continue to be slow in the near term, resulting in excess capacity and idle time for some rigs. As of April 17, 2014, the contract backlog for our continuing operations was \$26.1 billion compared to \$27.2 billion as of February 18, 2014.

Following the Macondo well incident, the U.S. government implemented enhanced regulations related to offshore drilling in the U.S. Gulf of Mexico, which require operators to submit applications for new drilling permits that demonstrate compliance with such enhanced regulations. The enhanced regulations require independent third-party inspection, certification of well design and well control equipment and emergency response plans in the event of a blowout, among other requirements. The voluntary application by some of our customers of such third-party inspections and certifications of well control equipment operating outside the U.S. Gulf of Mexico has caused and may continue to cause us to experience additional out of service time and incur additional maintenance costs. We have entered into an agreement with the U.S. Department of Justice (“DOJ”) that also requires us to undertake certain inspections and certifications beyond current legal standards. Although the enhanced regulations and additional maintenance requirements have affected our revenues, costs and out of service time, we are unable to predict, with certainty, the magnitude with which these matters will continue to impact our operations.

Fleet status—As of April 17, 2014, uncommitted fleet rates for the remainder of 2014, 2015, 2016, 2017 and 2018 were as follows:

|                        | 2014 | 2015 | 2016 | 2017 | 2018 |
|------------------------|------|------|------|------|------|
| Uncommitted fleet rate |      |      |      |      |      |
| (a)                    |      |      |      |      |      |
| High-Specification     |      | %    |      | %    | %    |
| Floaters               | 29%  | 55   | 68%  | 75   | 83   |
| Midwater Floaters      | 33%  | 53%  | 89%  | 100% | 100% |
| High-Specification     | 12   | %    |      | %    | %    |
| Jackups                | %    | 39   | 68%  | 80   | 87   |

- (a) The uncommitted fleet rate is defined as the number of uncommitted days divided by the total number of rig calendar days in the measurement period, expressed as a percentage. An uncommitted day is defined as a calendar day during which a rig is idle or stacked, is not contracted to a customer and is not committed to a shipyard.

As of April 17, 2014, we had nine existing contracts associated with our continuing operations that had fixed-price or capped options to extend the contract terms that are exercisable, at the customer’s discretion, any time through their expiration dates. Customers are more likely to exercise fixed-price options when dayrates are higher on new contracts relative to existing contracts, and customers are less likely to exercise fixed-price options when dayrates are lower on new contracts relative to existing contracts. Given current market conditions, we are uncertain whether these options will be exercised by our customers in 2014. Additionally, well-in-progress or similar provisions of our existing contracts may delay the start of higher or lower dayrates in subsequent contracts, and some of the delays could be significant.



**High-Specification Floaters**—During the first quarter of 2014, three contracts for Ultra-Deepwater Floaters were entered into worldwide. Our Ultra-Deepwater Floater fleet has 13 units with availability in 2014. With the expected slowdown of customer demand for the Ultra-Deepwater Fleet in the near term, we expect to see a moderation in utilization and pressure on rates in 2014 and into 2015. The Deepwater Floater fleet rig utilization rate for the industry decreased during the first quarter of 2014 with three contracts entered into worldwide, including one new contract for our fleet. Our Deepwater Floater fleet has six active units with availability in 2014. The pace of tendering and length of contract terms have decreased, and we are experiencing increased competition for each tendering opportunity. As of April 17, 2014, we had 24 of our 46 High-Specification Floaters contracted through the end of 2014. Although we believe continued exploration successes in the major deepwater offshore provinces and the emerging markets will generate additional demand and support our long-term positive outlook for our High-Specification Floater fleet, we expect reduced dayrates, idling of rigs and increased competition for our floaters in the short term.

**Midwater Floaters**—Customer demand for our Midwater Floater fleet, which includes 21 semisubmersible rigs, has shown signs of weakness in the U.K. and Norway. We have three units available in our active fleet in 2014. The tendering pace has continued to be slow and expected demand has diminished outside of the U.K. and Norway, notably in Brazil, the Mediterranean and Southeast Asia, which has had a negative effect on global rig utilization rates and dayrates for this asset class in 2014.

**High-Specification Jackups**—We believe that market conditions will continue to support the high rig utilization rates and steady tendering and contracting activity through 2014. As of April 17, 2014, two of our existing 11 High-Specification Jackups have availability in 2014.

Operating results—We expect our total revenues for the year ending December 31, 2014 to be higher than our total revenues for the year ended December 31, 2013, primarily due to higher contractual dayrates and higher revenue efficiency for our active fleet, partial years of operating dayrate for our two newbuild Ultra-Deepwater Floaters that are expected to be placed into service during 2014, and full years of operating dayrate for our three newbuild High-Specification Jackups placed into service during 2013, partially offset by a decrease in activity for some of our Ultra-Deepwater Floaters, Deepwater Floaters and Midwater Floaters. We are unable to predict, with certainty, the impact on our business from any changes to offshore activity levels, the results of our efforts to improve our revenue efficiency rates or the full impact that the enhanced regulations and other matters, described under “—Drilling market”, will have on our operations for the year ending December 31, 2014 and beyond.

We expect our total operating and maintenance expenses for the year ending December 31, 2014 to be lower relative to our total operating and maintenance expenses for the year ended December 31, 2013, primarily due to a decrease in activity levels for our Midwater Floater fleet and certain Deepwater and Ultra-Deepwater Floaters, optimization of rig-based spending, a decrease in shore-based costs, a decrease in legal costs for ongoing Macondo well litigation and a decrease in operating costs as the result of asset divestitures, partially offset by increased costs associated with partial years of operation for our newbuild Ultra-Deepwater Floaters, full years of operations for our newbuild High-Specification Jackups, and normal inflationary trends for personnel, maintenance and other operating costs. Our projected operating and maintenance expenses for the year ending December 31, 2014 are subject to change and could be affected by actual activity levels, changes in shipyard timing, rig reactivations, the effective execution of our margin improvement efforts, the enhanced regulations and other matters described under “—Drilling market”, the Macondo well incident and related contingencies, exchange rates and cost inflation above expectations, as well as other factors.

Although we are unable to estimate the full direct and indirect effect that the Macondo well incident will have on our business, the incident has had and could continue to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows. See “—Contingencies—Macondo well incident.”

In accordance with our critical accounting policies, we review our property and equipment for impairment when events occur or circumstances change that may indicate that the carrying amounts of our assets held and used may not be recoverable. Although we determined that none of our asset groups were at risk of being unrecoverable as of March 31, 2014, if we are unable to secure new or extended contracts for our active units or the reactivation of any of our stacked units, or if we experience increasingly unfavorable changes to actual or anticipated dayrates or other impairment indicators, we may be required to recognize losses in future periods as a result of impairments of the carrying amount of one or more of our asset groups. We may also be required to recognize losses on the impairment of one or more of our asset groups as a result of any significant changes in composition of our asset groups, which could occur as the result of certain transactions in the near future. At March 31, 2014, the carrying amount of our property and equipment, net of accumulated depreciation, was \$22.4 billion, representing 70 percent of our total assets.

Additionally, we conduct impairment testing of our goodwill annually and when events occur or circumstances change that would more likely than not reduce the fair value of our reporting unit below its carrying amount. In the three months ended March 31, 2014, we identified indicators, such as the decline in the market value of our stock and the projected declines in dayrates and utilization, that the fair value of our goodwill could have fallen below its carrying amount, and as a result, we performed an interim goodwill impairment test. Although we concluded that our goodwill was not impaired as of March 31, 2014, we determined that our reporting unit was at risk of failing the first step of our goodwill impairment test, as the reporting unit’s estimated fair value exceeded its carrying amount by less than 10 percent. If the market value of our stock declines or if we experience increasingly unfavorable changes to actual or anticipated market conditions, or to other impairment indicators, any of which may result in the fair value of

our reporting unit falling below its carrying amount, we may be required to recognize losses on impairment of goodwill in the near future. At March 31, 2014, the carrying amount of our goodwill was \$3.0 billion, representing nine percent of our total assets. See “-Critical Accounting Policies and Estimates” and “Item 1A. Risk Factors.”

Master limited partnership formation—We have concluded that a master limited partnership (“MLP”)-type yield vehicle could complement our capital structure by providing an additional source of capital, enhancing our financial flexibility. We expect to complete the formation of a MLP-type yield vehicle in mid-2014 and to sell a noncontrolling interest in an initial public offering thereafter. The anticipated offering is subject to market conditions, the approval of our board of directors and the effectiveness of a registration statement to be filed with the SEC.

Caledonia Offshore Drilling Company—During the second half of the year ending December 31, 2014, we intend to pursue the creation of a new entity, to be named Caledonia Offshore Drilling Company (“Caledonia”), comprising eight of our U.K. North Sea Midwater Floaters. Thereafter, in connection with our efforts to reduce our exposure to low-specification drilling units, we expect to separate Caledonia from our organization.

## Performance and Other Key Indicators

Contract backlog—The contract backlog for our contract drilling services segment was as follows:

|                                      | April 17,<br>2014 | February 18,<br>2014 | October 16,<br>2013 |
|--------------------------------------|-------------------|----------------------|---------------------|
| Contract backlog (a)                 | (In millions)     |                      |                     |
| High-Specification Floaters          |                   |                      |                     |
| Ultra-Deepwater Floaters             | \$ 18,978         | \$ 19,690            | \$ 20,804           |
| Deepwater Floaters                   | 1,171             | 1,209                | 1,362               |
| Harsh Environment<br>Floaters        | 1,805             | 1,887                | 2,279               |
| Total High-Specification<br>Floaters | 21,954            | 22,786               | 24,445              |
| Midwater Floaters                    | 3,002             | 3,224                | 3,889               |
| High-Specification Jackups           | 1,156             | 1,234                | 1,427               |
| Total                                | \$ 26,112         | \$ 27,244            | \$ 29,761           |

(a) Contract backlog is defined as the maximum contractual operating dayrate multiplied by the number of days remaining in the firm contract period, excluding revenues for mobilization, demobilization and contract preparation or other incentive provisions, which are not expected to be significant to our contract drilling revenues.

The contract backlog represents the maximum contract drilling revenues that can be earned considering the contractual operating dayrate in effect during the firm contract period and represents the basis for the maximum revenues in our revenue efficiency measurement. To determine maximum revenues for purposes of calculating revenue efficiency, however, we include the revenues earned for mobilization, demobilization and contract preparation, which are excluded from the amounts presented for contract backlog.

Our contract backlog includes only firm commitments for our contract drilling services segment, which are represented by signed drilling contracts or, in some cases, by other definitive agreements awaiting contract execution. Our contract backlog includes amounts associated with our newbuild units that are currently under construction. The contractual operating dayrate may be higher than the actual dayrate we ultimately receive or an alternative contractual dayrate, such as a waiting-on-weather rate, repair rate, standby rate or force majeure rate, may apply under certain circumstances. The contractual operating dayrate may also be higher than the actual dayrate we ultimately receive because of a number of factors, including rig downtime or suspension of operations. In certain contracts, the dayrate may be reduced to zero if, for example, repairs extend beyond a stated period of time.

Average daily revenue—The average daily revenue for our contract drilling services segment was as follows:

|                                | Three months ended |                      |                   |
|--------------------------------|--------------------|----------------------|-------------------|
|                                | March 31,<br>2014  | December 31,<br>2013 | March 31,<br>2013 |
| Average daily revenue (a)      |                    |                      |                   |
| High-Specification<br>Floaters |                    |                      |                   |

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|                                   |            |            |            |
|-----------------------------------|------------|------------|------------|
| Ultra-Deepwater Floaters          | \$ 547,000 | \$ 510,200 | \$ 457,800 |
| Deepwater Floaters                | 392,000    | 370,700    | 327,600    |
| <b>Harsh Environment</b>          |            |            |            |
| Floaters                          | 454,700    | 438,200    | 454,400    |
| <b>Total High-Specification</b>   |            |            |            |
| Floaters                          | 500,900    | 469,400    | 429,900    |
| Midwater Floaters                 | 334,500    | 338,400    | 291,800    |
| <b>High-Specification</b>         |            |            |            |
| Jackups                           | 162,000    | 165,600    | 163,000    |
| Total fleet average daily revenue | 413,100    | 393,100    | 361,200    |

- (a) Average daily revenue is defined as contract drilling revenues earned per operating day. An operating day is defined as a calendar day during which a rig is contracted to earn a dayrate during the firm contract period after commencement of operations.

Our average daily revenue fluctuates relative to market conditions and our revenue efficiency. Our total fleet average daily revenue is also affected by the mix of rig classes being operated, as Midwater Floaters and High-Specification Jackups are typically contracted at lower dayrates compared to High-Specification Floaters. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We remove rigs from the calculation upon disposal, classification as held for sale or classification as discontinued operations.

Revenue efficiency—The revenue efficiency rates for our contract drilling services segment were as follows:

|  | Three months ended |                      |                   |
|--|--------------------|----------------------|-------------------|
|  | March 31,<br>2014  | December 31,<br>2013 | March 31,<br>2013 |
| Revenue efficiency (a)                 |                    |                      |                   |
| High-Specification Floaters            |                    |                      |                   |
| Ultra-Deepwater Floaters               | 96%                | 90%                  | 84%               |
| Deepwater Floaters                     | 101%               | 95%                  | 86%               |
| Harsh Environment Floaters             | 96%                | 92%                  | 98%               |
| Total High-Specification Floaters      | 97%                | 91%                  | 86%               |
| Midwater Floaters                      | 91%                | 92%                  | 92%               |
| High-Specification Jackups             | 95%                | 97%                  | 96%               |
| Total fleet average revenue efficiency | 96%                | 92%                  | 88%               |

(a) Revenue efficiency is defined as actual contract drilling revenues for the measurement period divided by the maximum revenue calculated for the measurement period, expressed as a percentage. Maximum revenue is defined as the greatest amount of contract drilling revenues the drilling unit could earn for the measurement period, excluding amounts related to incentive provisions.

Our revenue efficiency rate varies due to revenues earned under alternative contractual dayrates, such as a waiting-on-weather rate, repair rate, standby rate, force majeure rate or zero rate, that may apply under certain circumstances. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We exclude rigs that are not operating under contract, such as those that are stacked.

Rig utilization—The rig utilization rates for our contract drilling services segment were as follows:

|                                   | Three months ended |                      |                   |
|-----------------------------------|--------------------|----------------------|-------------------|
|                                   | March 31,<br>2014  | December 31,<br>2013 | March 31,<br>2013 |
| Rig utilization (a)               |                    |                      |                   |
| High-Specification Floaters       |                    |                      |                   |
| Ultra-Deepwater Floaters          | 90%                | 87%                  | 94%               |
| Deepwater Floaters                | 61%                | 62%                  | 62%               |
| Harsh Environment Floaters        | 100%               | 100%                 | 99%               |
| Total High-Specification Floaters | 84%                | 82%                  | 86%               |
| Midwater Floaters                 | 62%                | 60%                  | 65%               |
| High-Specification Jackups        | 84%                | 79%                  | 92%               |
| Total fleet average utilization   | 78%                | 75%                  | 80%               |

(a) Rig utilization is defined as the total number of operating days divided by the total number of rig calendar days in the measurement period, expressed as a percentage.

Our rig utilization rate declines as a result of idle and stacked rigs and during shipyard and mobilization periods to the extent these rigs are not earning revenues. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We remove rigs from the calculation upon disposal, classification as held for sale or classification as discontinued operations.

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## Operating Results

Three months ended March 31, 2014 compared to three months ended March 31, 2013

The following is an analysis of our operating results from continuing operations. See “—Performance and Other Key Indicators” for definitions of operating days, average daily revenue, revenue efficiency and rig utilization.

|   | Three months ended<br>March 31, |            | Change    | % Change |
|---|---------------------------------|------------|-----------|----------|
|   | 2014                            | 2013       |           |          |
| (In millions, except day amounts and percentages)           |                                 |            |           |          |
| Operating days  | 5,538                           | 5,915      | (377)     | (6)%     |
| Average daily revenue                                       | \$ 413,100                      | \$ 361,200 | \$ 51,900 | 14%      |
| Revenue efficiency  | 96%                             | 88%        |           |          |
| Rig utilization   | 78%                             | 80%        |           |          |
| Contract drilling revenues                                  | \$ 2,292                        | \$ 2,145   | \$ 147    | 7%       |
| Other revenues  | 47                              | 39         | 8         | 21%      |
|   | 2,339                           | 2,184      | 155       | 7%       |
| Operating and maintenance expense                           | (1,269)                         | (1,356)    | 87        | (6)%     |
| Depreciation expense  | (273)                           | (275)      | 2         | (1)%     |
| General and administrative expense                          | (57)                            | (67)       | 10        | (15)%    |
| Loss on impairment  | (65)                            | —          | (65)      | n/m      |
| Loss on disposal of assets, net                             | (3)                             | (7)        | 4         | n/m      |
| Operating income  | 672                             | 479        | 193       | 40%      |
| Other income (expense), net                                 |                                 |            |           |          |
| Interest income   | 10                              | 17         | (7)       | (41)%    |
| Interest expense, net of amounts capitalized                | (126)                           | (157)      | 31        | (20)%    |
| Other, net  | (2)                             | (1)        | (1)       | n/m      |
| Income from continuing operations before income tax expense | 554                             | 338        | 216       | 64%      |
| Income tax expense  | (80)                            | (20)       | (60)      | n/m      |
| Income from continuing operations                           | \$ 474                          | \$ 318     | \$ 156    | 49%      |

“n/m” means not meaningful.

Operating revenues—Contract drilling revenues increased for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 primarily due to (a) approximately \$175 million of increased revenues due to improved revenue efficiency in the three months ended March 31, 2014, (b) approximately \$95 million of increased



revenues due to higher dayrates and (c) approximately \$40 million of increased revenues associated with our newbuild High-Specification Jackups that commenced operations during the year ended December 31, 2013. This increase was partially offset by (a) approximately \$65 million of decreased contract drilling revenues due to an increased number of idle rigs for the three months ended March 31, 2014 compared to the three months ended March 31, 2013, (b) approximately \$60 million of decreased revenues due to lower rig utilization caused by greater time dedicated to shipyard projects and rig certifications and (c) approximately \$40 million of lower revenues due to rigs sold or classified as held for sale, which are excluded from our rig utilization computation, subsequent to March 31, 2013.

Costs and expenses—Excluding losses of \$3 million and \$90 million associated with contingencies related to the Macondo well incident recognized in the three months ended March 31, 2014 and 2013, respectively, operating and maintenance costs and expenses were unchanged primarily due to the following: (a) approximately \$35 million of decreased costs and expenses due to an increased number of idle rigs in 2014 and (b) approximately \$15 million of lower costs and expenses due to rigs sold in the three months ended March 31, 2014 and the year ended December 31, 2013. These decreases were partially offset by (a) approximately \$45 million of increased costs and expenses due to higher shipyard costs and (b) approximately \$15 million of increased costs and expenses associated with our newbuild High-Specification Jackups that commenced operations during the year ended December 31, 2013.

In the three months ended March 31, 2014, we recognized a loss of \$65 million associated with impairment of the Midwater Floater Sedneth 701 and the High-Specification Jackup GSF Magellan, along with related equipment, which were classified as assets held for sale at the time of impairment.

Other income and expense—Interest expense, net of amounts capitalized, decreased in the three months ended March 31, 2014 compared to the three months ended March 31, 2013, primarily due to \$19 million of decreased interest expense associated with debt repaid or repurchased and \$13 million of increased capitalized interest associated with our newbuild projects.

Income tax expense—We operate internationally and provide for income taxes based on the tax laws and rates in the countries in which we operate and earn income. At March 31, 2014 and 2013, the annual effective tax rates were 15.1 percent and 19.1 percent, respectively, based on income from continuing operations before income taxes, after excluding certain items, such as losses on impairment, and gains and losses on certain asset disposals. The tax effect, if any, of the excluded items as well as settlements of prior year tax liabilities and changes in prior year tax estimates are all treated as discrete period tax expenses or benefits. For the three months ended March 31, 2014 and 2013, the effect of the various discrete period tax items was a net tax benefit of \$13 million and \$33 million, respectively. For the three months ended March 31, 2014 and 2013, these discrete tax items, coupled with the excluded income and expense items noted above, resulted in effective tax rates of 14.4 percent and 5.9 percent, respectively, based on income from continuing operations before income taxes.

The relationship between our provision for or benefit from income taxes and our income before income taxes can vary significantly from period to period considering, among other factors, (a) the overall level of income before income taxes, (b) changes in the blend of income that is taxed based on gross revenues versus income before taxes, (c) rig movements between taxing jurisdictions and (d) our rig operating structures. Generally, our annual marginal tax rate is lower than our annual effective tax rate. Consequently, our income tax expense does not change proportionally with our income before income taxes. Significant decreases in our income before income taxes typically lead to higher effective tax rates, while significant increases in income before income taxes can lead to lower effective tax rates, subject to the other factors impacting income tax expense noted above. With respect to the annual effective tax rate calculation for the three months ended March 31, 2014, a significant portion of our income tax expense was generated in countries in which income taxes are imposed on gross revenues, with the most significant of these countries being Angola, India, Nigeria, Indonesia, and the Republic of Congo. Conversely, the most significant countries in which we operated during this period that impose income taxes based on income before income tax include Norway, the U.K., Switzerland, Australia and the U.S.

Our rig operating structures further complicate our tax calculations, especially in instances where we have more than one operating structure for the particular taxing jurisdiction and, thus, more than one method of calculating taxes depending on the operating structure utilized by the rig under the contract. For example, two rigs operating in the same country could generate significantly different provisions for income taxes if they are owned by two different subsidiaries that are subject to differing tax laws and regulations in the respective country of incorporation.

#### Discontinued operations

Overview—We have discontinued the operations of (a) the standard jackup and swamp barge contract drilling services and (b) the drilling management services operating segment.

A summary of the results of our discontinued operations, before income taxes, was as follows:

|   | Three months<br>ended<br>March 31,<br>2014 2013<br>(In millions) |       |
|---|--|-------|
| Gain (loss) on disposal of assets in discontinued operations, net | \$ (10)  | \$ 15 |
|   | 4  | (15)  |

Other income (loss) from  
operations of discontinued  
operations

In the three months ended March 31, 2014, other income from operations of discontinued operations was negligible, primarily as the result of the operations of standard jackups under operating agreements with Shelf Drilling. In the three months ended March 31, 2013, included in other loss from operations of discontinued operations were losses of \$8 million and \$7 million, respectively, associated with the discontinued operations of the standard jackups under operating agreements with Shelf Drilling and the drilling management services operating segment. Net gains or losses on disposal of assets in discontinued operations are discussed below.

Standard jackup and swamp barge contract drilling services—In September 2012, in connection with our efforts to dispose of non-strategic assets and to reduce our exposure to low-specification drilling units, we committed to a plan to discontinue operations associated with the standard jackup and swamp barge asset groups. In November 2012, we completed the sale of 38 drilling units to Shelf Drilling.

For a transition period following the completion of the sale transactions, we agreed to continue to operate a substantial portion of the standard jackups under operating agreements with Shelf Drilling and to provide certain other transition services to Shelf Drilling. Under the operating agreements, we have agreed to remit the collections from our customers under the associated drilling contracts to Shelf Drilling, and Shelf Drilling has agreed to reimburse us for our direct costs and expenses incurred while operating the standard jackups on behalf of Shelf Drilling with certain exceptions. The cost to us for providing such operating and transition services, including allocated indirect costs, may exceed the amounts we receive from Shelf Drilling for providing such services. As of April 29, 2014, we operated two standard jackups under operating agreements with Shelf Drilling.

In the three months ended March 31, 2013, we recognized an aggregate net gain of \$15 million associated with the disposal of the standard jackups D.R. Stewart, GSF Adriatic VIII and Interocean III.

Drilling management services—In February 2014, in connection with our efforts to discontinue non-strategic operations, we completed the sale of ADTI, which performs drilling management services in the North Sea. Following the completion of the sale transaction, we agreed to provide a \$15 million working capital line of credit to the buyer through March 2016. We also provide a limited guarantee in favor of one customer through completion of the current drilling project, which is expected to occur in the fourth quarter of 2014. In the three months ended March 31, 2014, we received net cash proceeds of \$11 million and recognized a net loss of \$11 million associated with the sale of the drilling management services business.

See Notes to Condensed Consolidated Financial Statements—Note 7—Discontinued Operations.

## Liquidity and Capital Resources

### Sources and uses of cash

At March 31, 2014, we had \$2.0 billion in cash and cash equivalents. At any given time, we may require a significant portion of our cash and cash equivalents for working capital and other needs related to the operation of our business. At March 31, 2014, we estimate the amount of cash required for these purposes, which is not generally available to us for other uses, was approximately \$1.3 billion.

For the three months ended March 31, 2014, our primary sources of cash were our cash flows from operating activities, proceeds from restricted cash investments, net, and proceeds from asset disposals. Our primary uses of cash were capital expenditures, primarily associated with our newbuild projects, and repayments of debt.

|  | Three months<br>ended<br>March 31,<br>2014 |        |               | Change |
|--|--|--------|---------------|--------|
|  | 2014                                       | 2013   | (In millions) |        |
| Cash flows from operating activities                         |  |        |               |        |
| Net income   | \$ 466                                     | \$ 313 | \$            | 153    |
| Depreciation   | 273  | 275    |               | (2)    |
| Loss on impairment   | 65   | —      |               | 65     |
| (Gain) loss on disposal of assets, net                       | 13   | (8)    |               | 21     |
| Other non-cash items, net                                    | 33   | 10     |               | 23     |
| Changes in Macondo well incident assets and liabilities, net | (457)                                      | (329)  |               | (128)  |
| Changes in other operating assets and liabilities, net       | (257)                                      | (155)  |               | (102)  |
|  | \$ 136                                     | \$ 106 | \$            | 30     |

Net cash provided by operating activities increased primarily due to an increase in net income, after adjusting for non-cash items. The increase was partially offset by an increase of \$68 million in payments made pursuant to our

Macondo well incident settlement obligations.

|                                       | Three months ended |          |          |
|---------------------------------------|--------------------|----------|----------|
|                                       | March 31,          |          |          |
|                                       | 2014               | 2013     | Change   |
|                                       | (In millions)      |          |          |
| Cash flows from investing activities  |                    |          |          |
| Capital expenditures                  | \$ (1,131)         | \$ (488) | \$ (643) |
| Proceeds from disposal of assets, net | 105                | 64       | 41       |
| Other, net                            | (12)               | 9        | (21)     |
|                                       | \$ (1,038)         | \$ (415) | \$ (623) |

Net cash used in investing activities increased primarily due to an increase in capital expenditures, primarily associated with milestone payments for our major construction projects.

|  | Three months ended<br>March 31, |            |        |
|--|---------------------------------|------------|--------|
|  | 2014                            | 2013       | Change |
|  | (In millions)                   |            |        |
| Cash flows from financing activities                           |                                 |            |        |
| Repayments of debt   | \$ (237)                        | \$ (1,190) | \$ 953 |
| Proceeds from and deposits to restricted cash investments, net | 87                              | 69         | 18     |
| Distribution of qualifying additional paid-in capital          | (202)                           | —          | (202)  |
| Other, net   | (2)                             | (15)       | 13     |
|  | \$ (354)                        | \$ (1,136) | \$ 782 |

Net cash used in financing activities decreased primarily due to a reduction in cash used to repay debt during the three months ended March 31, 2014 compared to the three months ended March 31, 2013. Partially offsetting the decrease was an increase in cash used to pay to our shareholders the final installment of the distribution of qualifying paid-in capital.

#### Drilling fleet

Expansion—From time to time, we review possible acquisitions of businesses and drilling rigs and may make significant future capital commitments for such purposes. We may also consider investments related to major rig upgrades or new rig construction, including new rigs the construction of which we may begin without first obtaining customer contracts. Any such acquisition, upgrade or new rig construction could involve the payment by us of a substantial amount of cash or the issuance of a substantial number of additional shares or other securities. Our failure to secure drilling contracts for rigs under construction could have an adverse effect on our results of operations or cash flows.

As of March 31, 2014, we held options to order up to five Keppel FELS Super B 400 Bigfoot class design High-Specification Jackups, the first of which must be exercised by November 2014 and the remaining four options must be exercised within consecutive four-month intervals thereafter. We also held options with Jurong Shipyard PTE Ltd. in Singapore to order up to three newbuild Ultra-Deepwater drillships, the first of which must be exercised by February 2015, the second by August 2015 and the final by February 2016.

In the three months ended March 31, 2014, we made capital expenditures of \$1.1 billion, including capitalized interest of \$34 million. The following table presents the historical and projected capital expenditures and capitalized interest, for our ongoing major construction projects:

|                                       | Total<br>costs<br>through<br>December<br>2013 | Total<br>costs<br>for the<br>three months<br>ended<br>March 31,<br>2014 | Expected<br>costs<br>for the<br>nine months<br>ending<br>December 31,<br>2014 | Estimated<br>costs<br>thereafter | Total<br>estimated<br>costs<br>at<br>completion |
|---------------------------------------|---|---|---|----------------------------------|---|
| (In millions)                         |   |   |   |                                  |   |
| Deepwater Asgard (a)                  | \$ 495  | \$ 230  | \$ 95   | \$ —                             | \$ 820  |
| Deepwater Invictus (a)                | 244   | 442   | 69  | —                                | 755   |
| Deepwater Thalassa (b)                | 293   | 32  | 80  | 430                              | 835   |
| Deepwater Proteus (b)                 | 274   | 6   | 71  | 439                              | 790   |
| Deepwater Conqueror (c)               | 108   | 80  | 46  | 566                              | 800   |
| Deepwater Pontus (b)                  | 141   | 79  | 93  | 477                              | 790   |
| Deepwater Poseidon (b)                | 142   | 24  | 132   | 492                              | 790   |
| High-Specification Jackup<br>TBN1 (d) | 44  | 1   | 6   | 204                              | 255   |
| High-Specification Jackup<br>TBN2 (d) | 44  | 1   | 6   | 204                              | 255   |
| High-Specification Jackup<br>TBN3 (d) | 44  | 1   | 5   | 205                              | 255   |
| High-Specification Jackup<br>TBN4 (d) | 44  | 1   | 4   | 211                              | 260   |
| Ultra-Deepwater drillship<br>TBN1 (e) | —   | 27  | 16  | 602                              | 645   |
| High-Specification Jackup<br>TBN5 (d) | 44  | 1   | 4   | 211                              | 260   |
| Ultra-Deepwater drillship<br>TBN2 (e) | —   | 27  | 9   | 624                              | 660   |
| Total                                 | \$ 1,917                                      | \$ 952  | \$ 636  | \$ 4,665                         | \$ 8,170  |

- (a) Deepwater Asgard and Deepwater Invictus, two newbuild Ultra-Deepwater drillships under construction at the Daewoo Shipbuilding & Marine Engineering Co. Ltd. shipyard in Korea, are expected to commence operations in the second quarter of 2014. Total costs through December 31, 2013 include construction work in progress acquired in connection with our acquisition of Aker Drilling ASA with an aggregate estimated fair value of \$272 million.
- (b) Deepwater Thalassa, Deepwater Proteus, Deepwater Pontus and Deepwater Poseidon, four newbuild Ultra-Deepwater drillships under construction at the Daewoo Shipbuilding & Marine Engineering Co. Ltd. shipyard in Korea, are expected to commence operations in the first quarter of 2016, the second quarter of 2016, the first quarter of 2017 and the second quarter of 2017, respectively.
- (c) Deepwater Conqueror, a newbuild Ultra-Deepwater drillship under construction at the Daewoo Shipbuilding & Marine Engineering Co. Ltd. shipyard in Korea, is expected to commence operations in the fourth quarter of 2016.

- (d) Our five unnamed Keppel FELS Super B 400 Bigfoot class design newbuild High-Specification Jackups under construction at Keppel FELS' shipyard in Singapore do not yet have drilling contracts and are expected to be delivered in the first quarter of 2016, the third quarter of 2016, the fourth quarter of 2016, the first quarter of 2017 and the third quarter of 2017, respectively.
- (e) Our two unnamed dynamically positioned Ultra-Deepwater drillships under construction at the Jurong Shipyard PTE Ltd. in Singapore do not yet have drilling contracts and are expected to be delivered in the second quarter of 2017 and the first quarter of 2018, respectively.

For the full year ending December 31, 2014, we expect total capital expenditures to be approximately \$2.6 billion, approximately \$1.6 billion of which is associated with our major construction projects. The ultimate amount of our capital expenditures is partly dependent upon financial market conditions, the actual level of operational and contracting activity, the costs associated with the new regulatory environment and customer requested capital improvements and equipment for which the customer agrees to reimburse us.

As with any major shipyard project that takes place over an extended period of time, the actual costs, the timing of expenditures and the project completion date may vary from estimates based on numerous factors, including actual contract terms, weather, exchange rates, shipyard labor conditions, availability of suppliers to recertify equipment and the market demand for components and resources required for drilling unit construction.

We intend to fund the cash requirements relating to our capital expenditures through available cash balances, cash generated from operations and asset sales. We also have available credit under the Primary Revolving Credit Facilities and may utilize other commercial bank or capital market financings. Economic conditions could impact the availability of these sources of funding.

Dispositions—From time to time, we may also review the possible disposition of non-strategic drilling units. During the three months ended March 31, 2014, we completed the sale of the High-Specification Jackup GSF Monitor along with related equipment. In the three months ended March 31, 2014, in connection with the disposal of GSF Monitor and related assets, we received net cash proceeds of \$83 million.



## Sources and uses of liquidity

Overview—We expect to use existing cash balances, internally generated cash flows, borrowings under bank credit agreements and proceeds from the disposal of assets or proceeds from the sale of a noncontrolling interest in a MLP-type yield vehicle to fulfill anticipated obligations, such as scheduled debt maturities or other payments, repayment of debt due within one year, capital expenditures, shareholder-approved distributions, payments of our Macondo well incident settlement obligations, working capital and other needs in our operations. Subject in each case to then existing market conditions and to our then expected liquidity needs, among other factors, we may continue to use a portion of our internally generated cash flows and proceeds from asset sales or proceeds from the sale of a noncontrolling interest in a MLP-type yield vehicle to reduce debt prior to scheduled maturities through debt repurchases, either in the open market or in privately negotiated transactions, through debt redemptions or tender offers, or through repayments of bank borrowings.

At any given time, we may require a significant portion of our cash on hand for working capital and other needs related to the operation of our business. We currently estimate this amount to be approximately \$1.3 billion. As a result, this portion of cash is not generally available to us for other uses. From time to time, we may also use borrowings under bank credit agreements to maintain liquidity for short-term cash needs.

On January 3, 2013, we reached an agreement with the DOJ to resolve certain outstanding civil and potential criminal charges against us arising from the Macondo well incident (see “—Plea Agreement obligations” and “—Consent Decree obligations”). However, we are unable to predict the ultimate outcome of the investigations of the Macondo well incident and the DOJ lawsuits and other litigation related to other claims that were not addressed in our resolution with the DOJ. We can give no assurance that the matters arising out of the Macondo well incident will not adversely affect our liquidity in the future.

Our access to debt and equity markets may be limited due to a variety of events, including, among others, credit rating agency downgrades of our debt ratings, potential liability related to the Macondo well incident, industry conditions, general economic conditions, market conditions and market perceptions of us and our industry. Uncertainty related to our potential liabilities from the Macondo well incident has had, and could continue to have, an adverse effect on our business and our financial condition. Our ability to access such markets may be severely restricted at a time when we would like, or need, to access such markets, which could have an impact on our flexibility to react to changing economic and business conditions. An economic downturn could have an impact on the lenders participating in our credit facilities or on our customers, causing them to fail to meet their obligations to us. Uncertainty related to our potential liabilities from the Macondo well incident has had an adverse effect on our share price and could impact our ability to access capital markets in the future.

Our internally generated cash flow is directly related to our business and the market sectors in which we operate. Should the drilling market deteriorate, or should we experience poor results in our operations, cash flow from operations may be reduced. We have, however, continued to generate positive cash flow from operating activities over recent years and expect that such cash flow will continue to be positive over the next year.

Distributions of qualifying additional paid-in capital—In November 2013, our board of directors agreed to recommend that shareholders at the May 2014 annual general meeting approve a distribution of qualifying additional paid-in capital in the form of a U.S. dollar denominated dividend of \$3.00 per outstanding share, for an aggregate amount of \$1.1 billion, payable in four installments. The recommendation will be subject to shareholder approval at our 2014 annual general meeting, and certain limitations under Swiss law.

In May 2013, at our annual general meeting, our shareholders approved the distribution of qualifying additional paid-in capital in the form of a U.S. dollar denominated dividend of \$2.24 per outstanding share, payable in four installments, subject to certain limitations. We did not pay the distribution of qualifying additional paid-in capital with respect to our shares held in treasury or held by our subsidiary. In May 2013, we recognized a liability of \$808 million for the distribution payable, recorded in other current liabilities, with a corresponding entry to additional paid-in capital. On March 19, 2014, we made the final installment of \$202 million to shareholders of record as of February 21, 2014.

**Primary Revolving Credit Facilities**—We have a \$2.0 billion five-year revolving credit facility, established under a bank credit agreement dated November 1, 2011, as amended, that is scheduled to expire on November 1, 2016 (the “Five-Year Revolving Credit Facility”). We also have a \$900 million three-year secured revolving credit facility, established under a bank credit agreement dated October 25, 2012, that is scheduled to expire on October 25, 2015 (the “Three-Year Secured Revolving Credit Facility” and, together with the Five-Year Revolving Credit Facility, the “Primary Revolving Credit Facilities”). The Five-Year Revolving Credit Facility includes a \$1.0 billion sublimit for the issuance of letters of credit, and borrowings under the Five-Year Revolving Credit Facility are guaranteed by Transocean Ltd. Borrowings under the Three-Year Secured Revolving Credit Facility are secured by the Ultra-Deepwater Floaters Deepwater Champion, Discoverer Americas and Discoverer Inspiration and are guaranteed by Transocean Ltd. and Transocean Inc.

Among other things, the Primary Revolving Credit Facilities include limitations on creating liens, incurring subsidiary debt, transactions with affiliates, sale/leaseback transactions, mergers and the sale of substantially all assets. The Primary Revolving Credit Facilities also include a covenant imposing a maximum debt to tangible capitalization ratio of 0.6 to 1.0. As of March 31, 2014, our debt to tangible capitalization ratio, as defined, was 0.4 to 1.0. In order to borrow under the Primary Revolving Credit Facilities or have letters of credit issued under the Five-Year Revolving Credit Facility, we must, at the time of the borrowing request, not be in default under the bank credit agreements and make certain representations and warranties, including with respect to compliance with laws and solvency, to the lenders, but we are not required to make any representation to the lenders as to the absence of a material adverse effect. In order to borrow under the Three-Year Secured Revolving Credit Facility, we must also, at the time of the borrowing request, satisfy a collateral maintenance test. Commitments and borrowings under the Three-Year Secured Revolving Credit Facility are subject to mandatory reductions and prepayments, respectively, if a mortgaged rig is sold, an event of loss with respect to a mortgaged rig occurs, a collateral maintenance test is not satisfied or certain other events occur. Repayment of borrowings under the Primary Revolving Credit Facilities is subject to acceleration upon the occurrence of an event of default. We are also subject to various covenants under the indentures pursuant to which our public debt was issued, including restrictions on creating liens, engaging in sale/leaseback transactions and engaging in certain merger, consolidation or reorganization transactions. A default under our public debt indentures, our bank credit agreements, our capital lease contract or any other debt owed to unaffiliated entities that exceeds \$125 million could trigger a default under the Primary Revolving Credit Facilities and, if not waived by the lenders, could cause us to lose access to the Primary Revolving Credit Facilities and result in the foreclosure of the liens securing the Three-Year Secured Revolving Credit Facility.

Our commitment fee and lending margin under the Primary Revolving Credit Facilities are subject to change based on the credit rating of our non-credit enhanced senior unsecured long-term debt (“Debt Rating”). For the Five-Year Revolving Credit Facility, if our Debt Rating falls below investment grade, the commitment fee will increase from 0.275 percent to 0.325 percent and the lending margin will increase from 1.625 percent to 2.0 percent. For the Three-Year Secured Revolving Credit Facility, if our Debt Rating falls below investment grade, the commitment fee will increase from 0.375 percent to 0.50 percent and the lending margin will increase from 2.0 percent to 2.5 percent.

At April 29, 2014, we had no borrowings outstanding, we had \$20 million in letters of credit issued, and we had \$2.0 billion of available borrowing capacity under the Five-Year Revolving Credit Facility. At April 29, 2014, we had no borrowings outstanding, and we had \$900 million of available borrowing capacity under the Three-Year Secured Revolving Credit Facility.

**Eksportfinans Loans**—We have outstanding borrowings under the Loan Agreement dated September 12, 2008 (“Eksportfinans Loan A”) and outstanding borrowings under the Loan Agreement dated November 18, 2008 (“Eksportfinans Loan B,” and together with Eksportfinans Loan A, the “Eksportfinans Loans”), which were established to finance the construction and delivery of the Harsh Environment Ultra-Deepwater semisubmersibles Transocean Spitsbergen and Transocean Barents. Eksportfinans Loan A and Eksportfinans Loan B bear interest at a fixed rate of 4.15 percent and require semi-annual installments of principal and interest through September 2017 and January 2018, respectively. At April 29, 2014, borrowings of \$248 million and \$283 million were outstanding under Eksportfinans Loan A and Eksportfinans Loan B, respectively.

The Eksportfinans Loans require restricted cash investments to be held by a certain financial institution through expiration (the “Eksportfinans Restricted Cash Investments”). The Eksportfinans Restricted Cash Investments bear interest at a fixed rate of 4.15 percent with semi-annual installments that correspond with those of the Eksportfinans Loans. At April 29, 2014, the aggregate balance of the Eksportfinans Restricted Cash Investments was \$531 million.

**Debt repayments**—ADDCL had two credit facilities, established under the ADDCL Credit Facilities. On February 12, 2014, we repaid borrowings of \$163 million outstanding under the ADDCL Credit Facilities and terminated the bank credit agreement under which the credit facilities were established.

**Capital lease contract**—Petrobras 10000 is held by one of our subsidiaries under a capital lease contract that requires scheduled monthly payments of \$6 million through its stated maturity on August 4, 2029, at which time our subsidiary will have the right and obligation to acquire Petrobras 10000 from the lessor for one dollar. Upon the occurrence of certain termination events, our subsidiary is also required to purchase Petrobras 10000 and pay a termination amount determined by a formula based upon the total cost of the drillship. The capital lease contract includes limitations on creating liens on Petrobras 10000 and requires our subsidiary to make certain representations in connection with each monthly payment, including with respect to the absence of pending or threatened litigation or other proceedings against our subsidiary or any of its affiliates, which, if determined adversely, could have a material adverse effect on our subsidiary’s ability to perform its obligations under the capital lease contract. Additionally, Transocean Inc. has guaranteed the obligations under the capital lease contract, and Transocean Inc. is required to maintain an adjusted net worth, as defined, of at least \$5.0 billion as of the end of each fiscal quarter. In the event Transocean Inc. does not satisfy this covenant at the end of any fiscal quarter, it is required to deposit the deficit amount, determined as the difference between \$5.0 billion and the adjusted net worth for such fiscal quarter, into an escrow account for the benefit of the lessor. At April 29, 2014, \$632 million was outstanding under the capital lease contract.

**Plea Agreement obligations**—Pursuant to a cooperation guilty plea agreement by and among the DOJ and certain of our affiliates (the “Plea Agreement”), which was accepted by the court on February 14, 2013, we agreed to pay a criminal fine of \$100 million and to consent to the entry of an order requiring us to pay a total of \$150 million to the National

Fish & Wildlife Foundation, and \$150 million to the National Academy of Sciences. In the three months ended March 31, 2014, we paid a scheduled installment of \$60 million. At April 29, 2014, the remaining balance of our Plea Agreement obligations was \$180 million, payable as follows: (a) \$39 million payable to the National Fish and Wildlife Foundation, which is due on or before February 13, 2015 and (b) \$141 million payable to the National Academy of Sciences, \$21 million of which is due on or before February 13, 2015, \$60 million of which is due on or before February 12, 2016 and \$60 million of which is due on or before February 14, 2017.

Consent Decree obligations—Pursuant to a civil consent decree by and among the DOJ and certain of our affiliates (the “Consent Decree”), which was approved by the court on February 19, 2013, we agreed to pay a civil penalty totaling \$1.0 billion, plus interest at a fixed rate of 2.15 percent. In the three months ended March 31, 2014, we paid a scheduled installment of \$412 million, including interest. At April 29, 2014, the remaining balance of our Consent Decree obligations was \$200 million, excluding accrued interest, payable on or before February 19, 2015.

Notes receivable—We held two notes receivable from Awilco Drilling plc, a U.K. company listed on the Oslo Stock Exchange. The notes receivable were originally accepted in exchange for, and were secured by, two drilling units. At March 31, 2014, the aggregate carrying amount of the notes receivable was \$92 million. In April 2014, Awilco repaid the notes, and we received cash proceeds of \$98 million as prepayment of the aggregate principal outstanding.

Share repurchase program—In May 2009, at our annual general meeting, our shareholders approved and authorized our board of directors, at its discretion, to repurchase an amount of our shares for cancellation with an aggregate purchase price of up to CHF 3.5 billion, which is equivalent to approximately \$3.9 billion at an exchange rate as of the close of trading on April 29, 2014 of \$1.00 to CHF 0.89. On February 12, 2010, our board of directors authorized our management to implement the share repurchase program. We intend to fund any repurchases using available cash balances and cash from operating activities. On May 24, 2013, we received approval from the Swiss authorities for the continuation of the share repurchase program for a further three-year repurchase period through May 23, 2016. In the year ended December 31, 2013, we did not purchase shares under our share repurchase program.

We may decide, based upon our ongoing capital requirements, our program of distributions to our shareholders, the price of our shares, matters relating to the Macondo well incident, regulatory and tax considerations, cash flow generation, the amount and duration of our contract backlog, general market conditions, debt ratings considerations and other factors, that we should retain cash, reduce debt, make capital investments or acquisitions or otherwise use cash for general corporate purposes, and consequently, repurchase fewer or no additional shares under this program. Decisions regarding the amount, if any, and timing of any share repurchases will be made from time to time based upon these factors.

Any shares repurchased under this program are expected to be purchased from time to time either, with respect to the U.S. market, from market participants that have acquired those shares on the open market and that can fully recover Swiss withholding tax resulting from the share repurchase or, with respect to the Swiss market, on the second trading line for our shares on the SIX. Repurchases could also be made by tender offer, in privately negotiated transactions or by any other share repurchase method. Any repurchased shares would be held by us for cancellation by the shareholders at a future annual general meeting. The share repurchase program could be suspended or discontinued by our board of directors or company management, as applicable, at any time.

Under Swiss corporate law, the right of a company and its subsidiaries to repurchase and hold its own shares is limited. A company may repurchase its shares to the extent it has freely distributable reserves as shown on its Swiss statutory balance sheet in the amount of the purchase price and the aggregate par value of all shares held by the company as treasury shares does not exceed 10 percent of the company's share capital recorded in the Swiss Commercial Register, whereby for purposes of determining whether the 10 percent threshold has been reached, shares repurchased under a share repurchase program for cancellation purposes authorized by the company's shareholders are disregarded. As of April 29, 2014, Transocean Inc., our wholly owned subsidiary, held as treasury shares approximately three percent of our issued shares. At the annual general meeting in May 2009, the shareholders approved the release of CHF 3.5 billion of additional paid-in capital to other reserves, or freely available reserves as presented on our Swiss statutory balance sheet, to create the freely available reserve necessary for the CHF 3.5 billion share repurchase program for the purpose of the cancellation of shares (the "Currently Approved Program"). At the May 2011 annual general meeting, our shareholders approved the reallocation of CHF 3.2 billion, which is the remaining amount authorized under the share repurchase program, from free reserve to legal reserve, reserve from capital contributions. This amount will continue to be available for Swiss federal withholding tax-free share repurchases. We may only repurchase shares to the extent freely distributable reserves are available. Our board of directors could, to the extent freely distributable reserves are available, authorize the repurchase of additional shares for purposes other than cancellation, such as to retain treasury shares for use in satisfying our obligations in

connection with incentive plans or other rights to acquire our shares. Based on the current amount of shares held as treasury shares, approximately seven percent of our issued shares could be repurchased for purposes of retention as additional treasury shares. Although our board of directors has not approved such a share repurchase program for the purpose of retaining repurchased shares as treasury shares, if it did so, any such shares repurchased would be in addition to any shares repurchased under the Currently Approved Program.

Contractual obligations—As of March 31, 2014, there have been no material changes from the contractual obligations as previously disclosed in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our annual report on Form 10-K for the year ended December 31, 2013, except as noted below.

|                         | For the twelve months ending March 31, |          |                |                |            |
|-------------------------|--|----------|----------------|----------------|------------|
|                         | Total                                  | 2015     | 2016 -<br>2017 | 2018 -<br>2019 | Thereafter |
| Contractual obligations |  |          |                |                |            |
| Purchase obligations    | \$ 5,240                               | \$ 1,283 | \$ 2,625       | \$ 1,332       | \$ —       |

(in millions)

As of March 31, 2014, our unrecognized tax benefits related to uncertain tax positions, net of prepayments, represented a liability of \$491 million. Due to the high degree of uncertainty regarding the timing of future cash outflows associated with the liabilities recognized in this balance, we are unable to make reasonably reliable estimates of the period of cash settlement with the respective taxing authorities, and we have excluded this amount from the contractual obligations presented in the table above. See Notes to Condensed Consolidated Financial Statements—Note 6—Income Taxes.

In April 2014, we contributed \$40 million to our U.S. defined benefit pension plans in anticipation of future funding requirements. For the year ending December 31, 2014, the funding requirement for our non-U.S. defined benefit plans is approximately \$36 million.

Other commercial commitments—As of March 31, 2014, there have been no material changes from the commercial commitments as previously disclosed in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our annual report on Form 10-K for the year ended December 31, 2013.

#### Derivative instruments

Our board of directors has approved policies and procedures for derivative instruments that require the approval of our Chief Financial Officer prior to entering into any derivative instruments. From time to time, we may enter into a variety of derivative instruments in connection with the management of our exposure to fluctuations in interest rates or currency exchange rates. We do not enter into derivative transactions for speculative purposes; however, we may enter into certain transactions that do not meet the criteria for hedge accounting. See Notes to Condensed Consolidated Financial Statements—Note 11—Derivatives and Hedging.

In April 2014, we entered into additional interest rate swaps with an aggregate notional amount of \$300 million, which are designated and qualify as a fair value hedge, to reduce our exposure to changes in the fair value of the 6.5% Senior Notes due November 2020. In April 2014, we entered into additional interest rate swaps with an aggregate notional amount of \$450 million, which are designated and qualify as a fair value hedge, to reduce our exposure to changes in the fair value of the 6.0% Senior Notes due March 2018.

#### Contingencies

Except as noted in this report, including in our Notes to Condensed Consolidated Financial Statements—Note 13—Commitments and Contingencies and in Note 6—Income Taxes, there have been no material changes to those actions, claims and other matters pending as discussed in Notes to Consolidated Financial Statements—Note 15—Commitments and Contingencies and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contingencies—Macondo well incident” in our annual report on Form 10-K for the year ended December 31, 2013. As of March 31, 2014, we were also involved in a number of lawsuits which have arisen in the ordinary course of our business and for which we do not expect the liability, if any, resulting from these lawsuits to have a material adverse effect on our current consolidated financial position, results of operations or cash flows. We can provide no assurance that our expectations as to the outcome or effect of any lawsuit or other matters will prove correct and the eventual outcome of these matters could materially differ from management’s current estimates

#### Macondo well incident

Overview—On April 22, 2010, the Ultra-Deepwater Floater Deepwater Horizon sank after a blowout of the Macondo well caused a fire and explosion on the rig. Eleven persons were declared dead and others were injured as a result of the incident. At the time of the explosion, Deepwater Horizon was located approximately 41 miles off the coast of Louisiana in Mississippi Canyon Block 252 and was contracted to an affiliate of BP plc. (together with its affiliates, “BP”). The rig was declared a total loss. Although we are unable to estimate the full direct and indirect effect

that the Macondo well incident will have on our business, the incident has had and could continue to have a material adverse effect on our consolidated statement of financial position, results of operations and cash flows.

We have recognized a liability for estimated loss contingencies associated with litigation and investigations resulting from the incident that we believe are probable and for which a reasonable estimate can be made. At March 31, 2014 and December 31, 2013, the liability for estimated loss contingencies that we believe are probable and for which a reasonable estimate can be made was \$467 million and \$464 million, respectively, recorded in other current liabilities. The litigation and investigations also give rise to certain loss contingencies that we believe are either reasonably possible or probable but for which we do not believe a reasonable estimate can be made. Although we have not recognized a liability for such loss contingencies, these contingencies could result in liabilities that we ultimately recognize.

We have also recognized an asset associated with the portion of our estimated losses, primarily related to the personal injury and fatality claims of our crew and vendors, that we believe is probable of recovery from insurance. At March 31, 2014 and December 31, 2013, the insurance recoverable asset was \$10 million, recorded in other assets. Although we have available policy limits that could result in additional amounts recoverable from insurance, recovery of such additional amounts is not probable and we are not currently able to estimate such amounts. Our estimates involve a significant amount of judgment. As a result of new information or future developments, we may increase our estimated loss contingencies arising out of the Macondo well incident or reduce our estimated recoveries from insurance, and the resulting losses could have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

We can provide no assurance as to the outcome of the trial, the timing of any upcoming phase of trial or ruling, that we will not enter into additional settlements as to some or all of the matters related to the Macondo well incident, including those to be determined at a trial, or the timing or terms of any such settlement. We can provide no assurance as to the estimated costs, insurance recoveries, or other actions that will result from the Macondo well incident.



Multidistrict litigation proceeding—Many of the Macondo well related claims are pending in the U.S. District Court, Eastern District of Louisiana (the “MDL Court”). In March 2012, BP and the Plaintiff’s Steering Committee (the “PSC”) announced that they had agreed to a partial settlement related primarily to private party environmental and economic loss claims as well as response effort related claims (the “BP/PSC Settlement”). On December 21, 2012, the MDL Court granted final approval of the economic and property damage class settlement between BP and the PSC. Various parties who objected to the BP/PSC Settlement filed appeals in the Fifth Circuit Court of Appeals challenging the MDL Court’s final approval of the BP/PSC Settlement. BP filed appeals in the Fifth Circuit Court of Appeals challenging the manner in which the BP/PSC Settlement has been interpreted by the MDL Court with respect to business economic loss claims (“BEL Claims”). In these appeals, BP argues that, if the MDL Court’s interpretation of the settlement with respect to BEL Claims is not overturned, the entire BP/PSC Settlement is invalid and should not have been approved. On October 2, 2013, a panel of the Fifth Circuit Court of Appeals issued an opinion questioning the manner in which the settlement has been interpreted with respect to BEL Claims. On December 2, 2013, that panel ordered a temporary halt to certain of the BEL Claims, pending further proceedings in the MDL Court.

On January 10, 2014, another panel of the Fifth Circuit Court of Appeals affirmed the MDL Court’s final approval of the BP/PSC Settlement. Thereafter, BP and certain plaintiffs who objected to the settlement filed petitions seeking en banc review by the entire Fifth Circuit of the legal validity of the BP/PSC Settlement. The PSC moved to dismiss BP’s petition for rehearing for lack of jurisdiction, and on February 20, 2014, the Fifth Circuit granted that motion and dismissed BP’s petition for rehearing. The petitions for rehearing en banc filed by the objectors to the settlement remain pending. The PSC filed its response to these petitions for rehearing on February 6, 2014.

In December 2012, in response to the BP/PSC Settlement, we filed three motions seeking partial summary judgment on various claims, including punitive damages claims. If successful, these motions would eliminate or reduce our exposure to punitive damages. The MDL Court has not yet ruled on these motions.

The first phase of the trial began on February 25, 2013 and testimony concluded on April 17, 2013. This phase addressed fault issues, including negligence, gross negligence, or other bases of liability of the various defendants with respect to the cause of the blowout and the initiation of the oil spill, as well as limitation of liability issues. In June and July 2013, the parties filed post-trial briefs and proposed findings of fact and conclusions of law.

The second phase of the trial began on September 30, 2013, and taking of testimony concluded on October 17, 2013. This phase addressed conduct related to stopping the release of hydrocarbons after April 22, 2010 and quantification of the amount of oil discharged. On December 20, 2013, the parties filed post-trial briefs and proposed findings, and on January 24, 2014, the parties filed reply briefs. The MDL Court has not yet ruled on the issues tried in the first or second phases of the trial.

See Notes to Condensed Consolidated Financial Statements—Note 13—Commitments and Contingencies.

#### Insurance matters

Overview—Our hull and machinery and excess liability insurance program is comprised of commercial market and captive insurance policies that we renew annually on May 1. We periodically evaluate our insurance limits and self-insured retentions. As of May 1, 2014, the insured value of our drilling rig fleet was approximately \$27.9 billion, excluding our rigs under construction.

We generally do not carry commercial market insurance coverage for loss of revenues, unless it is contractually required, or for losses resulting from physical damage to our fleet caused by named windstorms in the U.S. Gulf of Mexico, including liability for wreck removal costs.

Hull and machinery coverage—At May 1, 2014, under the hull and machinery program, we generally maintain a \$125 million per occurrence deductible, limited to a maximum of \$200 million per policy period. Subject to the same shared deductible, we also have coverage for an amount equal to 50 percent of a rig's insured value for combined costs incurred to mitigate damage to a rig and wreck removal. Any excess wreck removal costs are generally covered to the extent of our remaining excess liability coverage.

Excess liability coverage—At May 1, 2014, we carry excess liability coverage of \$700 million in the commercial market excluding deductibles and self-insured retention, noted below, which generally covers offshore risks such as personal injury, third-party property claims, and third-party non-crew claims, including wreck removal and pollution. Our excess liability coverage has (1) separate \$10 million per occurrence deductibles on collision liability claims and (2) separate \$5 million per occurrence deductibles on crew personal injury claims and on other third-party non-crew claims. Through our wholly owned captive insurance company, we have retained the risk of the primary \$50 million excess liability coverage. In addition, we generally retain the risk for any liability losses in excess of \$750 million.

Other insurance coverage—At May 1, 2014, we also carry \$100 million of additional insurance that generally covers expenses that would otherwise be assumed by the well owner, such as costs to control the well, redrill expenses and pollution from the well. This additional insurance provides coverage for such expenses in circumstances in which we have legal or contractual liability arising from our gross negligence or willful misconduct.

#### Tax matters

We are a Swiss corporation, and we operate through our various subsidiaries in a number of countries throughout the world. Our provision for income taxes is based on the tax laws and rates applicable in the jurisdictions in which we operate and earn income. The relationship between our provision for or benefit from income taxes and our income or loss before income taxes can vary significantly from period to period considering, among other factors, (a) the overall level of income before income taxes, (b) changes in the blend of income that is taxed based on gross revenues rather than income before taxes, (c) rig movements between taxing jurisdictions and (d) our rig operating structures. Generally, our annual marginal tax rate is lower than our annual effective tax rate.

We conduct operations through our various subsidiaries in a number of countries throughout the world. Each country has its own tax regimes with varying nominal rates, deductions and tax attributes. From time to time, we may identify changes to previously evaluated tax positions that could result in adjustments to our recorded assets and liabilities. Although we are unable to predict the outcome of these changes, we do not expect the effect, if any, resulting from these adjustments to have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

We file federal and local tax returns in several jurisdictions throughout the world. Tax authorities in certain jurisdictions are examining our tax returns and in some cases have issued assessments. We are defending our tax positions in those jurisdictions. We are also defending against tax-related claims in courts, including our ongoing criminal trial in Norway.

In December 2013, the U.K. Treasury released draft proposals that would cap the amount a U.K.-based contractor would be able to claim as a deductible expense for charter payments made to related companies. A ring fence was also proposed to ensure that the profits from activities in relation to the chartering of rigs from affiliates are not reduced by tax relief from any unconnected activities. We expect the U.K. will enact this proposal into law in the third quarter of 2014. The U.K.'s implementation of any material change in tax laws or policies or its adoption of new interpretations of existing tax laws and rulings could result in a higher effective tax rate on our worldwide earnings and such change could have a material adverse effect on our consolidated statement of financial position, results of operations or cash flows.

While we cannot predict or provide assurance as to the final outcome of these proceedings, we do not expect the ultimate liability to have a material adverse effect on our consolidated statement of financial position or results of operations, although it may have a material adverse effect on our consolidated cash flows.

See Notes to Condensed Consolidated Financial Statements—Note 6—Income Taxes.

#### Regulatory matters

For a description of regulatory and environmental matters relating to the Macondo well incident, please see “—Macondo well incident.”

#### Other matters

In addition, from time to time, we receive inquiries from governmental regulatory agencies regarding our operations around the world, including inquiries with respect to various tax, environmental, regulatory and compliance matters. To the extent appropriate under the circumstances, we investigate such matters, respond to such inquiries and cooperate with the regulatory agencies.

#### Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements. This discussion should be read in conjunction with disclosures included in the notes to our condensed consolidated financial statements related to estimates, contingencies and other accounting policies. Significant accounting policies are discussed in Note 2 to our condensed consolidated financial statements in this quarterly report on Form 10-Q and in Note 2 to our consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2013.

To prepare financial statements, we are required to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to our discontinued operations, allowance for doubtful accounts, materials and supplies obsolescence, investments, property and equipment, goodwill, income taxes, defined benefit pension plans and other postretirement employee benefits, contingent liabilities and share-based compensation. These estimates require significant judgments, assumptions and estimates. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

For a discussion of the critical accounting policies and estimates that we use in the preparation of our condensed consolidated financial statements, see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our annual report on Form 10-K for the year ended December 31, 2013. We have discussed the development, selection and disclosure of these critical accounting policies and estimates with the audit committee of our board of directors. During the three months ended March 31, 2014, there have been no material changes to the types of judgments, assumptions and estimates upon which our critical accounting estimates are based.

## New Accounting Pronouncements

For a discussion of the new accounting pronouncements that have had or are expected to have an effect on our condensed consolidated financial statements, see Notes to Condensed Consolidated Financial Statements—Note 3—New Accounting Pronouncements in this quarterly report on Form 10-Q and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our annual report on Form 10-K for the year ended December 31, 2013.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Overview—We are exposed to interest rate risk primarily associated with our restricted cash investments, our long-term and short-term debt and our derivative instruments. For our restricted cash investments and debt instruments, the following table presents the principal cash flows and related weighted-average interest rates by contractual maturity date. For our derivative instruments, the following table presents the notional amounts and weighted-average interest rates by contractual maturity dates. The information is stated in U.S dollar equivalents. The instruments are denominated in either U.S. dollars or Norwegian kroner, as indicated. The following table presents information for the twelve-month periods ending March 31 (in millions, except interest rate percentages):

|                             | Scheduled Maturity Date (a) |          |          |          |        |            | Total    | Fair Value |
|-----------------------------|-----------------------------|----------|----------|----------|--------|------------|----------|------------|
|                             | 2015                        | 2016     | 2017     | 2018     | 2019   | Thereafter |          |            |
| Restricted cash investments |                             |          |          |          |        |            |          |            |
| Fixed rate (NOK)            | \$ 142                      | \$ 142   | \$ 142   | \$ 105   | \$ —   | \$ —       | \$ 531   | \$ 554     |
| Average interest rate       | 4.15%                       | 4.15%    | 4.15%    | 4.15%    | —%     | —%         |          |            |
| Debt                        |                             |          |          |          |        |            |          |            |
| Fixed rate (USD)            | \$ 20                       | \$ 1,124 | \$ 1,026 | \$ 1,778 | \$ 277 | \$ 5,710   | \$ 9,935 | \$ 10,914  |
| Average interest rate       | 7.76%                       | 5.01%    | 5.12%    | 4.55%    | 7.42%  | 6.49%      |          |            |
| Fixed rate (NOK)            | \$ 142                      | \$ 142   | \$ 142   | \$ 105   | \$ —   | \$ —       | \$ 531   | \$ 554     |
| Average interest rate       | 4.15%                       | 4.15%    | 4.15%    | 4.15%    | —%     | —%         |          |            |
| Interest rate swaps         | \$ —                        | \$ —     | \$ —     | \$ 300   | \$ —   | \$ —       | \$ 300   | \$ 144     |

|                               |    |    |    |       |    |    |
|-------------------------------|----|----|----|-------|----|----|
| Fixed to<br>variable<br>(USD) |    |    |    |       |    |    |
| Average<br>pay rate           | —% | —% | —% | 4.79% | —% | —% |
| Average<br>receive<br>rate    | —% | —% | —% | 6.00% | —% | —% |

(a) Expected maturity amounts are based on the face value of debt.

We have engaged in certain hedging activities designed to reduce our exposure to interest rate risk. See Notes to Condensed Consolidated Financial Statements—Note 11—Derivatives and Hedging.

#### Interest rate risk

At March 31, 2014 and December 31, 2013, the face value of our variable-rate debt was approximately \$300 million and \$163 million, which represented three percent and two percent of the face value of our total debt, respectively, after the effect of our hedging activities. At March 31, 2014, we were exposed to the variable interest rates associated with our interest rate swaps. At December 31, 2013, we were exposed to the variable interest rates associated with borrowings under the ADDCL Credit Facilities. Based upon variable-rate debt amounts outstanding as of March 31, 2014 and December 31, 2013, a hypothetical one percentage point change in annual interest rates would result in a corresponding change in annual interest expense of approximately \$3 million and \$2 million, respectively.

In April 2014, we entered into additional interest rate swaps with an aggregate notional amount of \$750 million, which increased our exposure to variable interest rates. See “Liquidity and Capital Resources—Derivative Instruments.”

#### Currency exchange rate risk

We are exposed to currency exchange rate risk associated with our international operations. For a discussion of our currency exchange rate risk, see “Item 7A. Quantitative and Qualitative Disclosures About Market Risk” in our annual report on Form 10-K for the year ended December 31, 2013. There have been no material changes to these previously reported matters during the three months ended March 31, 2014.

Item 4.

Controls and Procedures

Disclosure controls and procedures—We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as defined in the Exchange Act, Rules 13a-15 and 15d-15, were effective as of March 31, 2014 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is (1) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure and (2) recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission’s rules and forms.

Internal controls over financial reporting—There were no changes to our internal controls during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

We have certain actions, claims and other matters pending as discussed and reported in “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 15—Commitments and Contingencies” and “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contingencies—Macondo well incident” in our annual report on Form 10-K for the year ended December 31, 2013. We are also involved in various tax matters as described in “Part II. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 6—Income Taxes” and in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contingencies—Tax matters” in our annual report on Form 10-K for the year ended December 31, 2013. All such actions, claims, tax and other matters are incorporated herein by reference.

As of March 31, 2014, we were also involved in a number of other lawsuits and other matters which have arisen in the ordinary course of our business and for which we do not expect the liability, if any, resulting from these lawsuits to have a material adverse effect on our current consolidated statement of financial position, results of operations or cash flows. We cannot predict with certainty the outcome or effect of any of the matters referred to above or of any such other pending or threatened litigation or legal proceedings. There can be no assurance that our beliefs or expectations as to the outcome or effect of any lawsuit or other matters will prove correct and the eventual outcome of these matters could materially differ from management’s current estimates.

## Item 1A. Risk Factors

There have been no material changes from the risk factors as previously disclosed in “Item 1A. Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2013.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

## Issuer Purchases of Equity Securities

| Period        | Total<br>Number<br>of Shares<br>Purchased<br>(1) | Average<br>Price Paid<br>Per Share | Total<br>Number of<br>Shares<br>Purchased<br>as Part<br>of Publicly<br>Announced<br>Plans or<br>Programs<br>(2) | Maximum Number<br>(or Approximate Dollar<br>Value)<br>of Shares that May Yet<br>Be Purchased<br>Under the Plans or<br>Programs (2)<br>(in millions) |
|---------------|--|------------------------------------|---|---|
| January 2014  | 2,174  | \$ 48.50                           | —   | \$ 3,693  |
| February 2014 | 183  | 42.26                              | —   | 3,693   |



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|            |       |          |   |          |
|------------|-------|----------|---|----------|
| March 2014 | 6,047 | 42.29    | — | 3,693    |
| Total      | 8,404 | \$ 43.90 | — | \$ 3,693 |

(1) Total number of shares purchased in the first quarter of 2014 consists of 8,404 shares withheld by us through a broker arrangement and limited to statutory tax in satisfaction of withholding taxes due upon the vesting of restricted shares granted to our employees under our Long-Term Incentive Plan.

(2) In May 2009, at the annual general meeting of Transocean Ltd., our shareholders approved and authorized our board of directors, at its discretion, to repurchase an amount of our shares for cancellation with an aggregate purchase price of up to CHF 3.5 billion, which is equivalent to approximately \$3.9 billion at an exchange rate as of March 31, 2014 of USD 1.00 to CHF 0.89. On February 12, 2010, our board of directors authorized our management to implement the share repurchase program. On May 24, 2013, we received approval from the Swiss authorities for the continuation of the share repurchase program for a further three-year repurchase period through May 23, 2016. We may decide, based upon our ongoing capital requirements, our program of distributions to our shareholders, the price of our shares, matters relating to the Macondo well incident, regulatory and tax considerations, cash flow generation, the amount and duration of our contract backlog, general market conditions, debt rating considerations and other factors, that we should retain cash, reduce debt, make capital investments or acquisitions or otherwise use cash for general corporate purposes, and consequently, repurchase fewer or no additional shares under this program. Decisions regarding the amount, if any, and timing of any share repurchases would be made from time to time based upon these factors. Through March 31, 2014, we have repurchased a total of 2,863,267 of our shares under this share repurchase program at a total cost of \$240 million, equivalent to an average cost of \$83.74 per share. See “—Sources and uses of liquidity.”

Item 4.

Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

(a) Exhibits

The following exhibits are filed in connection with this Report:

| Number  | Description   |
|---------|---|
| *10.1   | Second Amendment to Employment Agreement with Allen M. Katz effective as of January 1, 2014 (incorporated by reference to Exhibit 10.54 to Transocean Ltd.'s Annual Report on Form 10-K (Commission File No. 000-53533) for the year ended December 31, 2013) |
| ‡1.1    | CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| ‡1.2    | CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| ‡2.1    | CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   |
| ‡2.2    | CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   |
| †01.ins | XBRL Instance Document  |
| †01.sch | XBRL Taxonomy Extension Schema  |
| †01.cal | XBRL Taxonomy Extension Calculation Linkbase  |
| †01.def | XBRL Taxonomy Extension Definition Linkbase   |
| †01.lab | XBRL Taxonomy Extension Label Linkbase  |
| †01.pre | XBRL Taxonomy Extension Presentation Linkbase   |

- † Filed herewith.
- \* Compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, on May 7, 2014.

TRANSOCEAN LTD.

By: /s/ Esa Ikäheimonen  
Esa Ikäheimonen  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

By: /s/ David Tonnel  
David Tonnel  
Senior Vice President, Finance and Controller  
(Principal Accounting Officer)

