

TRANSOCEAN SEDCO FOREX INC
Form 424B3
June 06, 2001

PROSPECTUS

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-60100

\$1,300,000,000
[TRANSOCEAN SEDCO FOREX INC. LOGO]
Transocean Sedco Forex Inc.

Offer to Exchange

6.625% Notes due 2011 for all outstanding	7.500% Notes due 2031 for all outstanding
6.625% Notes due 2011 (\$700,000,000)	7.500% Notes due 2031 (\$600,000,000)

The Exchange Offer

- . The exchange offer will expire at 5:00 p.m., New York City time, on June 15, 2001, unless extended.
- . The exchange offer is not conditioned on any minimum aggregate principal amount of old notes being tendered.
- . We will exchange all old notes that are validly tendered and not validly withdrawn for an equal principal amount of new notes that we have registered under the Securities Act of 1933.
- . You may withdraw tenders of old notes at any time before the expiration of the exchange offer.
- . The exchange of old notes for new notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes.

The New Notes

- . The new notes will be freely tradeable and will have substantially identical terms to the old notes.

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

The date of this prospectus is May 9, 2001

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement we have filed with the SEC. We are submitting this prospectus to holders of old notes so that they can consider exchanging the old notes for new notes. You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely on it. We are not making an offer to exchange and issue the new notes in any jurisdiction where the offer or exchange is not permitted. You should assume that the information contained in this prospectus is accurate only as of the date on the front cover of this prospectus and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read and copy these materials at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549 and at the SEC's regional offices located at Seven World Trade Center, New York, New York 10048 and at 500 West Madison Street, 14th Floor, Chicago, Illinois 60661. You can obtain information about the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a Web site that contains information we file electronically with the SEC, which you can access over the Internet at <http://www.sec.gov>. You can obtain information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

This prospectus is part of a registration statement we have filed with the SEC relating to the securities. As permitted by SEC rules, this prospectus does not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules. You may refer to the registration statement, exhibits and schedules for more information about us and our securities. The registration statement, exhibits and schedules are available at the SEC's public reference room or through its Web site.

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is an important part of this prospectus, and later information that we file

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with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until we sell all the offered securities. The documents we incorporate by reference are:

- . our Annual Report on Form 10-K for the year ended December 31, 2000, and
- . our Current Reports on Form 8-K filed with the SEC on February 7, 2001 (as amended on March 23, 2001), February 26, 2001, April 9, 2001, April 30, 2001, May 8, 2001 and May 9, 2001.

You may request a copy of these filings (other than an exhibit to those filings unless we have specifically incorporated that exhibit by reference into the filing), which we will provide at no cost, by writing or telephoning us at the following address:

Transocean Sedco Forex Inc.
4 Greenway Plaza
Houston, Texas 77046
Attention: Vice President of Investor Relations and Communications
Telephone: (713) 232-7500

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In order to ensure timely delivery of these documents, you should make such request by June 8, 2001.

You should rely only on the information contained or incorporated by reference in this prospectus or any prospectus supplement. We have not authorized any person (including any salesman or broker) to provide information other than that provided in this prospectus or any prospectus supplement. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on its cover page or that any information contained in any document we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This prospectus and the documents incorporated by reference in this prospectus contain both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements include information concerning our possible or assumed future financial performance and results of operations, including statements about the following subjects:

- . business strategy,
- . expected capital expenditures,
- . adequacy of source of funds for liquidity needs,
- . results and effects of legal proceedings,
- . liabilities for tax issues,
- . increased expenses,
- . customer drilling programs,
- . utilization rates,
- . dayrates,
- . other expectations with regard to outlook,

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- . adequacy of insurance coverage,
- . the timing and cost of completion of capital projects,
- . timing of delivery of drilling units,
- . expiration of rig contracts,
- . potential revenues,
- . potential timing and proceeds of asset sales,
- . number and timing of idle rig days,
- . timing of the sale of the land and barge drilling business in Venezuela,
- . refinancing of indebtedness,
- . loss contingencies and charges, and
- . the potential savings and effects of our merger transaction with R&B Falcon Corporation.

Forward-looking statements in this prospectus are identifiable by use of the following words and other similar expressions, among others:

- . "anticipate,"
- . "believe,"
- . "budget,"
- . "could,"
- . "estimate,"
- . "expect,"
- . "forecast,"
- . "intent,"
- . "may,"
- . "might,"
- . "plan,"
- . "predict,"
- . "project," and
- . "should."

The following factors could affect our future results of operations and could cause those results to differ materially from those expressed in the forward-looking statements included in this prospectus or incorporated by reference:

- . worldwide demand for oil and gas,
- . uncertainties relating to the level of activity in offshore and inland water oil and gas exploration and development,

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- . exploration success by producers,
- . oil and gas prices,
- . demand for offshore and inland water rigs,
- . competition and market conditions in the contract drilling industry,
- . our ability to successfully integrate the operations of acquired businesses,
- . the significant amount of debt acquired in our merger transaction with R&B Falcon,
- . costs and other difficulties related to our merger transaction with R&B

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Falcon,

- . delays or termination of drilling contracts due to a number of events,
- . cost overruns on shipyard projects and possible cancellation of drilling contracts as a result of delays or performance,
- . work stoppages,
- . our ability to enter into and the terms of future contracts,
- . the availability of qualified personnel,
- . labor relations and the outcome of negotiations with unions representing workers,
- . operating hazards,
- . political and other uncertainties inherent in non-U.S. operations (including exchange and currency fluctuations),
- . the impact of governmental laws and regulations,
- . compliance with or breach of environmental laws,
- . the adequacy of sources of liquidity,
- . the effect of litigation and contingencies, and
- . other factors discussed in this prospectus and in our other filings with the SEC.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated. 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.

ENFORCEABILITY OF CIVIL LIABILITIES AGAINST FOREIGN PERSONS

Transocean Sedco Forex is a Cayman Islands exempted company, and certain of our officers and directors may be residents of various jurisdictions outside the United States. All or a substantial portion of our assets and the assets of these persons may be located outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon these persons or to enforce any United States court judgment obtained against these persons that are predicated upon the civil liability provisions of the Securities Act. We have agreed to be served with process with respect to actions based on offers and sales of the notes. To bring a claim against us, you may serve our Corporate Secretary, c/o Transocean Sedco Forex Inc., 4 Greenway Plaza, Houston, Texas 77046, our United States agent appointed for that purpose.

Walkers, our Cayman Islands legal counsel, has advised us that there is doubt as to whether Cayman Islands courts would enforce (1) judgments of United States courts obtained in actions against us or other persons that are predicated upon the civil liability provisions of the Securities Act or (2) original actions brought against us or other persons predicated upon the Securities Act. There is no treaty between the United States and the Cayman Islands providing for enforcement of judgments, and there are grounds upon which Cayman Islands courts may not enforce judgments of United States courts.

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In general, Cayman Islands courts would not enforce any remedies if they are deemed to be penalties, fines, taxes or similar remedies.

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SUMMARY

This summary highlights selected information from this prospectus to help you understand the terms of this exchange offer and the new notes. It likely does not contain all the information that is important to you or that you should consider in a decision to exchange old notes for new notes. To understand all of the terms of this exchange offer and the new notes and to attain a more complete understanding of our business and financial situation, you should carefully read this entire prospectus and the information we have incorporated by reference herein.

Transocean Sedco Forex Inc.

We are a leading international provider of offshore contract drilling services for oil and gas wells. On March 1, 2001, we owned, had partial ownership interests in, operated or had under construction 166 mobile offshore and barge drilling units. Our active fleet included 13 high-specification drillships, three other drillships, 20 high-specification semisubmersibles (including four under construction at that time, although one has since commenced operation and another has since completed testing and commissioning), 30 other semisubmersibles, 55 jackup rigs, 37 drilling barges, five tenders and three submersible rigs. In addition, the fleet included four mobile offshore production units, two multi-purpose service vessels and three platform drilling rigs. We also have a fleet of land and barge drilling rigs in Venezuela consisting of 11 wholly owned and two partially owned land rigs and three lake barges.

Our core business is to contract these drilling rigs, related equipment and work crews primarily on a dayrate basis to drill oil and gas wells. We specialize in technically demanding segments of the offshore drilling business with a particular focus on deepwater and harsh environment drilling services. We also provide additional services, including management of third-party well service activities. Our ordinary shares are listed on the New York Stock Exchange under the symbol "RIG."

We are a Cayman Islands exempted company with principal executive offices in the United States located at 4 Greenway Plaza, Houston, Texas 77046. Our telephone number at that address is (713) 232-7500.

Business Strategy

We are committed to achieving long-term growth through our strategy of:

- . capitalizing on our position as the largest offshore drilling company in the world, with the largest fleets of both deepwater and shallow water drilling units,
- . continuing our technological leadership in the development of offshore drilling methodologies,
- . serving our customers in all major offshore operating areas,
- . preserving our financial strength, and
- . achieving potential savings as a result of our mergers with Sedco Forex

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Holdings Limited and R&B Falcon.

Largest Offshore Drilling Fleet. Through our mergers with Sedco Forex and R&B Falcon, we have created the largest fleet of mobile offshore drilling units in the world. We believe that this diverse fleet positions us with the necessary geographical coverage, technical capabilities, efficiencies and resources to meet our customers' needs and attract new customers.

- . **Deepwater.** We have the largest deepwater drilling fleet in the world, including some of the most technologically advanced deepwater drilling units in the industry. We fully or partially own, charter or manage 50 semisubmersibles (including two currently under construction) and 16 drillships. These

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drilling rigs, also known as "floaters," address our customers' drilling needs in mid-water depth and deepwater drilling locations, including some of the deepest waters and harshest environments in the world. Seventeen of these floaters are newly constructed or converted drilling units, including our two remaining units under construction, one of which is expected for completion and delivery in the second quarter of 2001 with the second expected in the third quarter of 2001.

- . **Shallow Water.** As a result of our merger with R&B Falcon, we have acquired a strong position in the natural gas drilling market in the shallow-water U.S. Gulf of Mexico. Included in our 55-unit jackup fleet are 29 units in the U.S. Gulf of Mexico, the largest jackup fleet in the United States. Our fleet also includes 33 inland drilling barges in the United States. This presence enables us to participate in the highly active North American natural gas drilling market, which has recently benefited from significantly improved pricing resulting from increased demand for the commodity and historically low inventory levels.

Technological Leadership. Technology has always been and will continue to be a major factor in our ability to meet our customers' evolving needs, especially with respect to deepwater drilling. This is most evident today in our high-specification floaters, which utilize state-of-the-art systems to drill wells more efficiently, some in water more than a mile deep. For example, all three of our Discoverer Enterprise-class drillships are designed to realize significant cost savings during development drilling with the two drilling systems of our patented "dual-activity" process, compared with a "single-activity" rig that has only one drilling system. Our ultra-deepwater drilling rigs, including these "dual-activity" drillships, the Sedco Express-class semisubmersibles and the Deepwater Nautilus and Deepwater Horizon, are all designed to offer clients tools to improve the economics of their drilling projects.

Geographic Diversity. We have a significant presence in all major offshore oil and gas drilling areas, including the North Sea, West Africa, Asia, the U.S. Gulf of Mexico and Brazil. Our infrastructure in these areas helps us to meet our customers' needs on a global basis and is designed to provide regional economies of scale and reduce the possible impact of any future downturn in a single geographic area. In addition, our longstanding commitment to operate in major markets has increased our knowledge of our customers' region-specific needs, and helps us build strong relationships with clients, vendors, regulators and others important to our operations.

Financial Strength. We were able to preserve an investment grade rating even though the merger with R&B Falcon increased the combined company's debt level

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(the combined company's pro forma consolidated net debt to total capitalization ratio on December 31, 2000 was 29%, as compared to a 26% ratio for Transocean Sedco Forex on the same date). We believe that our financial strength positions our company to respond to the needs of our customers and provides protection in the event of a downturn in the offshore drilling sector.

Operating Efficiencies. We expect to achieve cost savings from our mergers with Sedco Forex and R&B Falcon through elimination of duplicative overhead and redundant shore-based facilities and increased purchasing power in areas such as insurance and materials.

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Recent Developments

On January 31, 2001, we completed a merger transaction with R&B Falcon in which our indirect wholly owned subsidiary, TSF Delaware Inc., merged with and into R&B Falcon. As a result of the merger, R&B Falcon common shareholders received 0.5 newly issued ordinary shares of our company for each R&B Falcon share. We issued 106,061,595 ordinary shares in exchange for the issued and outstanding shares of R&B Falcon and assumed warrants and options exercisable for approximately 13.2 million ordinary shares. The 106,061,595 ordinary shares issued in exchange for the issued and outstanding shares of R&B Falcon constituted approximately 33 percent of the outstanding ordinary shares after the merger. We accounted for the merger using the purchase method of accounting with our company treated as the acquiror.

Concurrently with the closing of the merger, a subsidiary of R&B Falcon contributed its inland marine support vessel business to Delta Towing Holdings, LLC. In connection with this contribution, the R&B Falcon subsidiary received secured contingent notes valued at \$80 million and a 25 percent ownership interest in Delta Towing.

On February 13, 2001, a joint venture in which we hold a 25 percent interest, Sea Wolf Drilling Limited and its wholly owned subsidiaries, completed the sale of the two semisubmersible rigs owned by the venture, the Drill Star and Sedco Explorer, to Pride International, Inc. and certain of its subsidiaries. Sea Wolf received approximately \$45 million in cash and approximately 3 million shares of Pride common stock in exchange for the two rigs. We will bareboat charter the Drill Star, now known as the Pride North Atlantic, from Pride until approximately September 2001. We will no longer charter the Sedco Explorer.

On March 5, 2001, R&B Falcon commenced a tender offer for all of the outstanding 11.375% Senior Secured Notes due 2009 of its affiliate RBF Finance Co. The offer expired on April 9, 2001. Under the terms of the offer, R&B Falcon purchased the outstanding 11.375% Senior Secured Notes at a purchase price of \$493,200,000, including accrued interest. Concurrently with the launch of the tender offer, RBF Finance Co. called its 11% Senior Secured Notes due 2006 and R&B Falcon called its 12.25% Senior Notes due 2006 for redemption on April 6, 2001. The 11% Senior Secured Notes were redeemed at a "make-whole" redemption price of \$503,696,000, including accrued interest, and the 12.25% Senior Notes were redeemed at a "make-whole" redemption price of \$262,780,000, including accrued interest. On April 18, 2001, Cliffs Drilling Company called its 10.25% Senior Notes due 2003 for redemption on May 18, 2001 at an aggregate redemption price of approximately \$205 million plus accrued and unpaid interest.

We have recently completed the phase out of our turnkey operations. The turnkey drilling activities were acquired as a result of our merger transaction with R&B Falcon.

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We plan to sell our land and barge drilling business in Venezuela. We are in discussions with possible buyers and expect to close the sale in the second quarter of 2001, provided we are able to realize an acceptable sale price. The land and barge drilling business in Venezuela was acquired as a result of our merger transaction with R&B Falcon.

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Outlook

Fleet utilization during 2000, when compared to 1999, was affected by planned and unplanned downtime, seasonal weakness in the U.K. sector of the North Sea, a sluggish floater market in Asia and continued delays associated with the activation of newbuild rigs. We expect that the combined company (after the R&B Falcon merger) will experience more than 1,000 idle rig days of shipyard time in 2001 (excluding rigs under construction) in connection with planned maintenance and rig upgrades and estimate that approximately 65 percent of that time will occur in the first half of the year. Results for 2001 will also be affected by delays in the delivery of newbuild rigs.

General market conditions continued to gradually improve during 2000, particularly during the second half of the year, although worldwide customer spending did not materially increase during the year from 1999. Oil and gas prices again remained at relatively strong levels during the year, and we expect client spending levels to increase during 2001 based upon their previously announced budgets. We also expect to see a balanced increase in spending between U.S. and international markets and continued increases in spending in the gas-intensive, shallow water areas of the U.S. Gulf of Mexico. There have been signs of improving market dayrates, especially for higher specification units. This improving market is evidenced by recent contract awards and extensions on a number of rigs, including the Sovereign Explorer in the U.K. sector of the North Sea, Transocean Richardson and Transocean Amirante in the U.S. Gulf of Mexico and Transocean Nordic in Norway. However, we cannot predict with certainty that the increase in customer spending will indeed materialize or, if it does occur, the ultimate degree to which utilization and dayrates will be affected. The contract drilling market historically has been highly competitive and cyclical. A decline in oil or gas prices could reduce demand for our drilling services and adversely affect both utilization and dayrates.

We expect weakness in our results for the first half of 2001. We anticipate higher levels of expenses during 2001 due to a variety of factors, including the following. We expect to complete our remaining major construction projects by the end of the third quarter of 2001, resulting in increased interest expense as project related expenditures will no longer be capitalized. We have begun or currently have plans for significant shipyard upgrade and maintenance projects for at least six rigs which could result in increased expenses during 2001. We replaced existing employment agreements with certain executives which contained change in control provisions that had been triggered by the Sedco Forex merger. These new agreements will require us to recognize approximately \$5.8 million in additional compensation expense during 2001. Finally, the labor market for rig workers, especially in the U.S. Gulf of Mexico, has tightened as rig utilization rates have increased. If this trend continues, we may incur higher compensation expense to attract and retain qualified rig personnel.

On March 1, 2001, approximately 50 percent of our mobile offshore drilling unit fleet days were committed for the remainder of 2001 and 17 percent for the year 2002.

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Summary of the Exchange Offer

On April 5, 2001, we completed a private offering of the old notes. We received proceeds, after deducting the discount to the initial purchasers, of approximately \$1,283,749,000 from the sale of the old notes.

In connection with the offering of the old notes, we entered into an exchange and registration rights agreement with the initial purchasers of the old notes in which we agreed to deliver this prospectus to you and to use our reasonable best efforts to complete the exchange offer for the old notes by June 23, 2001. In the exchange offer, you are entitled to exchange your old notes for new notes, with substantially identical terms, the issuance of which has been registered with the SEC. The exchange offer consists of separate, independent exchange offers for each series of notes. You should read the discussion under the headings "--The New Notes" beginning on page 14 and "Description of the Notes" beginning on page 43 for further information about the new notes. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights for your old notes.

We have summarized the terms of the exchange offer below. You should read the discussion under the heading "The Exchange Offer" beginning on page 34 for further information about the exchange offer and resale of the new notes.

The exchange offer..... We are offering to exchange up to \$700,000,000 principal amount of the new 6.625% Notes due 2011 for up to \$700,000,000 principal amount of the old 6.625% Notes due 2011.

We are offering to exchange up to \$600,000,000 principal amount of the new 7.500% Notes due 2031 for up to \$600,000,000 principal amount of the old 7.500% Notes due 2031.

Old notes may only be exchanged in \$1,000 increments. Terms of the new notes are identical in all material respects to those of the old notes except that the new notes will not be subject to transfer restrictions and holders of the new notes will have no registration rights. Also, the new notes will not contain provisions for an increase in their stated interest rate. Old notes that are not tendered for exchange will continue to be subject to transfer restrictions and will not have registration rights. Therefore, the market for secondary resales of old notes that are not tendered for exchange is likely to be minimal.

Expiration date..... Each exchange offer will expire at 5:00 p.m., New York City time, on June 15, 2001, or such later date and time to which we may extend it. Please read "The Exchange Offer--Extensions, Delay in Acceptance, Termination or Amendment" on page 35 for more information about an extension of the expiration date.

Withdrawal of tenders..... You may withdraw your tender of old notes at any time before the expiration date. We will return to you, without charge, promptly after the expiration or termination of the exchange offer

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any old notes that you tendered but were not accepted for exchange.

Conditions to the exchange offer.....

We will not be required to accept old notes for exchange:

- . if the exchange offer would be unlawful or would violate any interpretation of the staff of the SEC, or

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- . if any legal action has been instituted or threatened that would impair our ability to proceed with the exchange offer.

The exchange offer is not conditioned on any minimum aggregate principal amount of old notes being tendered. Please read "The Exchange Offer-- Conditions to the Exchange Offer" on page 36 for more information about the conditions to the exchange offer.

Procedures for tendering old notes.....

If your old notes are held through The Depository Trust Company, or "DTC," and you wish to participate in the exchange offer, you may do so through DTC's automated tender offer program. If you tender under this program, you will agree to be bound by the letter of transmittal that we are providing with this prospectus as though you had signed the letter of transmittal. By signing or agreeing to be bound by the letter of transmittal, you will represent to us that, among other things:

- . any new notes that you receive will be acquired in the ordinary course of your business,
- . you have no arrangement or understanding with any person to participate in the distribution of the old notes or the new notes,
- . you are not our "affiliate," as defined in Rule 405 of the Securities Act, or, if you are our affiliate, you will comply with any applicable registration and prospectus delivery requirements of the Securities Act,
- . if you are not a broker-dealer, you are not engaged in and do not intend to engage in the distribution of the new notes, and
- . if you are a broker-dealer that will receive new notes for your own account in exchange for old notes that you acquired as a result of market-making activities or other trading activities, you will deliver a prospectus in connection with any resale of these new

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notes.

Special procedures for
beneficial owners..... If you own a beneficial interest in old notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the old notes in the exchange offer, please contact the registered holder as soon as possible and instruct the registered holder to tender on your behalf and to comply with our instructions described in this prospectus.

Guaranteed delivery
procedures..... You must tender your old notes according to the guaranteed delivery procedures described in "The Exchange Offer--Procedures for Tendering--Guaranteed Delivery Procedures" on page 40 if any of the following apply:

- . you wish to tender your old notes but they are not immediately available,

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- . you cannot deliver your old notes, the letter of transmittal or any other required documents to the exchange agent before the expiration date, or
- . you cannot comply with the applicable procedures under DTC's automated tender offer program before the expiration date.

U.S. federal income tax
considerations..... The exchange of old notes for new notes in the exchange offer should not be a taxable event for U.S. federal income tax purposes. Please read "Certain United States Federal Tax Consequences" on page 54.

Use of proceeds..... We will not receive any cash proceeds from the issuance of new notes in the exchange offer.

Registration rights..... If we fail to complete the exchange offer and a resale registration statement in respect of the old notes is not declared effective within specified time periods, we may be obligated to pay additional interest to holders of old notes. Please read "Description of the Notes--Exchange Offer and Registration Rights" beginning on page 52 for more information regarding your rights as a holder of old notes.

The Exchange Agent

We have appointed The Chase Manhattan Bank as exchange agent for the exchange offer. Please direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for the notice of guaranteed delivery to the exchange agent. If you are not tendering under DTC's automated tender offer program, you should send the letter of transmittal and any other required documents to the exchange agent as follows:

The Chase Manhattan Bank

By Hand or Courier or Mail (if by Mail, Registered or Certified Mail Recommended):

The Chase Manhattan Bank
2001 Bryan Street, 9th Floor
Dallas, Texas 75201
Attention: Frank Ivins

By Facsimile Transmission (Eligible Institutions Only):

(713) 577-5200
Attention: Mauri J. Cowen

Confirm By Telephone:

(713) 216-6686
Attention: Mauri J. Cowen

The New Notes

The new notes will be freely tradable and otherwise substantially identical to the old notes. The new notes will not have registration rights or provisions for additional interest. The new notes of a series will evidence the same debt as the old notes of that series, and the old notes and the new notes will be governed by the same indenture. The old notes of a series and the new notes of the same series will vote together as a single separate class under the indenture.

Securities offered..... \$700 million aggregate principal amount of 6.625%
Notes due April 15, 2011.

\$600 million aggregate principal amount of 7.500%
Notes due April 15, 2031.

We will issue the notes in global form.

Ranking..... The new notes will rank equally with all of our
existing unsecured, unsubordinated debt and
senior to any future subordinated debt.

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Interest payment dates..... April 15 and October 15, commencing on October 15, 2001.

Redemption at our option.... We may choose to redeem some or all of the new notes at any time. The redemption price will be an amount equal to 100% of the principal amount of notes being redeemed, plus a make-whole premium, if any, which is determined by reference to a fixed spread of 25 basis points for the 6.625% Notes and 35 basis points for the 7.500% Notes, in each case over a specified U.S. Treasury yield.

Covenants..... The indenture relating to the new notes contains limitations on our ability to incur debt secured by specified liens, to engage in sale/leaseback transactions and to engage in specified merger, consolidation or reorganization transactions.

Absence of public markets
for the notes..... There is no existing market for the new notes. We cannot provide any assurance about:

- . the liquidity of any markets that may develop for the new notes,
- . your ability to sell the new notes, and
- . the prices at which you will be able to sell the new notes.

Future trading prices of the new notes will depend on many factors, including:

- . prevailing interest rates,
- . our operating results,
- . the ratings of the new notes, and
- . the market for similar securities.

The initial purchasers of the old notes have advised us that they currently intend to make a market in the new notes that we issue in the exchange offer. Those initial purchasers do not, however, have any obligation to do so, and they may discontinue any market-making activities at any time without any notice. In addition, we do not intend to apply for listing of the new notes on any securities exchange or for quotation of the new notes in any automated dealer quotation system.

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Summary Pro Forma and Historical Summary Financial Information

The following table presents summary pro forma and summary historical financial data concerning Transocean Sedco Forex and R&B Falcon. The pro forma statement of operations data assume that the merger between Transocean Sedco Forex and R&B Falcon was completed on January 1, 2000 and the pro forma balance sheet data assume that the merger was completed on December 31, 2000. The pro forma information does not necessarily indicate what the operating results or financial position of the combined company would have been had the merger been completed on January 1, 2000, or what the future operating results or financial position of the combined company will be. In particular, the unaudited pro forma combined statement of operations data do not include adjustments to reflect any cost savings or other operational efficiencies that may be realized as a result of the merger of Transocean Sedco Forex and R&B Falcon, or any future merger-related restructuring or integration expenses. The historical financial information has been derived from the audited financial statements of Transocean Sedco Forex and R&B Falcon for the periods presented.

You should read this summary financial information in conjunction with the unaudited pro forma financial information incorporated by reference in this prospectus from our Current Report on Form 8-K filed on February 7, 2001 (as amended on March 23, 2001) and the business and financial information included in our annual report on Form 10-K for the year ended December 31, 2000 and our other filings with the SEC.

	Year Ended December 31, 2000		
	Historical		
	Transocean Sedco Forex	R&B Falcon	Pro Forma Transocean Sedco Forex
	(in millions) (unaudited)		
Statement of Operations Data			
Operating revenues.....	\$1,230	\$1,052	\$ 2,250
Operating income (loss).....	133	223	148
Income (loss) from continuing operations before extraordinary items and preferred dividends.....	107	(58)	(94)
Income (loss) from continuing operations before extraordinary items applicable to ordinary/common shareholders.....	107	(265)	(301)
Other Financial Data			
Capital expenditures, exclusive of non-cash items(a).....	\$ 575	\$ 465	\$ 1,040
EBITDA(b).....	401	372	785
Ratio of net debt to total capitalization(c).....	26%	66%	29%
Ratio of net debt to EBITDA(c).....	3.5	7.0	5.5
Ratio of earnings to fixed charges(d) (e).....	1.5	--	
Supplemental pro forma ratio of earnings to fixed charges(d) (e).....			--
Supplemental pro forma as adjusted ratio of earnings to fixed charges(d) (e) (f).....			--
Balance Sheet Data (as of year end)			
Cash and cash equivalents(c).....	\$ 35	\$ 358	\$ 393
Property and equipment, net.....	4,695	3,798	8,790

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Total assets.....	6,359	4,795	16,754
Long-term obligations (including current portion).....	1,453	2,933	4,700
Shareholders' equity.....	4,004	1,376	10,646

- (a) The R&B Falcon and pro forma capital expenditures exclude \$11 million of property and equipment purchased in exchange for noncurrent liabilities.

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- (b) EBITDA (income (loss) from continuing operations before extraordinary items, interest, taxes, depreciation and amortization) is presented here because it is a widely accepted financial indication of a company's ability to incur and service debt. EBITDA measures presented may not be comparable to similarly titled measures used by other companies. EBITDA is not a measurement presented in accordance with accounting principles generally accepted in the United States ("GAAP") and is not intended to be used in lieu of GAAP presentations of results of operations and cash provided by operating activities.
- (c) R&B Falcon cash and cash equivalents includes \$45.3 million subject to certain restrictions, which amount was excluded in determining net debt.
- (d) We have computed the ratios of earnings to fixed charges by dividing earnings available for fixed charges by fixed charges. For this purpose, "earnings available for fixed charges" consist of pretax income (loss) from continuing operations before extraordinary items plus fixed charges, distributed earnings of unconsolidated joint ventures and amortization of capitalized interest, less capitalized interest and undistributed equity in earnings of joint ventures. "Fixed charges" consist of interest expense, capitalized interest and an estimate of the interest within rental expense. See "Ratio of Earnings to Fixed Charges" in this prospectus for additional information.
- (e) R&B Falcon earnings, supplemental pro forma earnings and supplemental pro forma as adjusted earnings were insufficient to cover fixed charges by \$44.3 million, \$130.5 million and \$141.3 million, respectively.
- (f) As adjusted to reflect the issuance of the 6.625% Notes due April 15, 2011 and the 7.500% Notes due April 15, 2031 and the application of the net proceeds as described under "Private Placement" and the purchase in a tender offer of all outstanding 11.375% Senior Secured Notes of RBF Finance Co. and the redemption of all outstanding 11% Senior Secured Notes of RBF Finance Co. and all outstanding 12.25% Senior Notes of R&B Falcon.

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RISK FACTORS

In addition to the other information contained in this prospectus and the documents incorporated by reference, you should carefully consider the following risk factors. If any of the following risks occur, our business, financial condition or results of operations could be materially adversely affected.

Our business depends on the level of activity in the oil and gas industry, which is significantly affected by volatile oil and gas prices.

Our business depends on the level of activity in oil and gas exploration, development and production in markets worldwide, with the U.S. and international offshore and U.S. inland marine areas being our primary markets. Oil and gas prices, market expectations of potential changes in these prices and a variety of political and economic factors significantly affect this level

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of activity. Oil and gas prices are extremely volatile and are affected by numerous factors, including the following:

- . worldwide demand for oil and gas;
- . the ability of the Organization of Petroleum Exporting Countries, commonly called "OPEC," to set and maintain production levels and pricing;
- . the level of production in non-OPEC countries;
- . the policies of various governments regarding exploration and development of their oil and gas reserves;
- . advances in exploration and development technology; and
- . the political environment in oil-producing regions.

The level of activity in the oil and gas industry has not fully recovered from the recent downturn, which continues to adversely affect our dayrates and rig utilization.

The global reduction in exploration and development spending by our customers, resulting from the sustained period of significantly lower oil and gas prices from late 1997 through early 1999 and consolidation activity among major oil producers over the same period, resulted in lower utilization and dayrates for our drilling rigs during that period. Despite a recovery in crude oil and gas prices that began in the latter part of 1999, worldwide customer spending levels have only begun to appreciably increase from spending levels during 1999 and there remains surplus rig capacity, particularly in the lower specification semisubmersible and some jackup markets. A decline in oil or gas prices could reduce demand for our drilling services and adversely affect both utilization and dayrates.

Our industry is highly competitive and cyclical, with intense price competition.

The offshore and inland marine contract drilling industry is highly competitive with numerous industry participants, none of which has a dominant market share. Drilling contracts are traditionally awarded on a competitive bid basis. Intense price competition is often the primary factor in determining which qualified contractor is awarded a job, although rig availability and the quality and technical capability of service and equipment may also be considered.

Our industry has historically been cyclical. There have been periods of high demand, short rig supply and high dayrates, followed by periods of low demand, excess rig supply and low dayrates. The industry experienced a period of moderately increased demand on a global basis during 2000 as a result of relatively strong oil and gas prices during the year. However, our clients did not significantly increase their spending, except in the United States. Changes in commodity prices can have a dramatic effect on rig demand, and periods of excess rig supply intensify the competition in the industry and often result in rigs being idle for long periods of time.

Our drilling contracts may be terminated due to a number of events.

Our customers may terminate some of our term drilling contracts under various circumstances such as the loss or destruction of the drilling unit or

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the suspension of drilling operations for a specified period of time as a result of a breakdown of major equipment. Some drilling contracts permit the customer to terminate the contract at the customer's option without paying a termination fee. In addition, the drilling contracts for the Sedco Express-class newbuild rigs contain termination or term reduction provisions tied to late delivery of these rigs and a unit of TotalFinaElf cancelled the Sedco Express contract because of late delivery. If our customers cancel some of our significant contracts and we are unable to secure new contracts on substantially similar terms, it could adversely affect our results of operations. In reaction to depressed market conditions, our customers may also seek renegotiation of firm drilling contracts to reduce their obligations.

Our shipyard projects are subject to delays and cost overruns.

As of April 30, 2001, we had two new rigs in the testing and commissioning phase and plans for significant shipyard upgrade and maintenance projects for at least six rigs during 2001. These shipyard projects are subject to the risks of delay or cost overruns inherent in any large construction project resulting from numerous factors, including the following:

- . engineering, software or systems problems, including those relating to the commissioning of newly designed equipment;
- . shortages of equipment, materials or skilled labor;
- . unscheduled delays in the delivery of ordered materials and equipment;
- . work stoppages;
- . shipyard unavailability;
- . weather interference;
- . unanticipated cost increases; and
- . difficulty in obtaining necessary permits or approvals.

These factors may contribute to cost variations and delays in the completion of our shipyard projects. Delays in delivery of the newbuild units would result in delays in contract commencements, resulting in a loss of revenue to us, and may also cause clients to terminate or shorten the term of the drilling contracts for these rigs, as described above. In the event of the termination of a drilling contract for one of these rigs, there can be no assurance that we would be able to secure a replacement contract on as favorable terms.

We may face difficulties in integrating our combined operations.

We have been involved in two merger transactions in the last two years. We may not be able to integrate the operations of the merged or acquired companies without a loss of employees, customers or suppliers, a loss of revenues, an increase in operating or other costs or other difficulties. In addition, we may not be able to realize the operating efficiencies, synergies, cost savings or other benefits expected from these transactions.

We plan to restructure the ownership of a portion of the assets currently held by R&B Falcon and its subsidiaries. This restructuring is intended to lower the worldwide effective corporate tax rate from what that rate would have been in the absence of the restructuring and to achieve operational efficiencies, including improved worldwide cash management and increased flexibility for operating rigs in various jurisdictions. Any transfers of assets by R&B Falcon or one of its subsidiaries to Transocean Sedco Forex or one of its non-U.S. subsidiaries in this restructuring could, in some cases,

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result in the imposition of additional taxes.

We acquired a significant amount of debt in the merger with R&B Falcon.

R&B Falcon was subject to a significant amount of debt. Our overall debt level increased as a result of this R&B Falcon debt after the merger. Some of this debt has relatively high interest rates. The R&B Falcon

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debt agreements also contain restrictions and requirements that may limit our flexibility in conducting our operations.

Our business involves numerous operating hazards.

Our operations are subject to the usual hazards inherent in the drilling of oil and gas wells, such as blowouts, reservoir damage, loss of production, loss of well control, punchthroughs, craterings and fires. The occurrence of these events could result in the suspension of drilling operations, damage to or destruction of the equipment involved and injury or death to rig personnel. We may also be subject to personal injury and other claims of rig personnel as a result of our drilling operations. Operations also may be suspended because of machinery breakdowns, abnormal drilling conditions, failure of subcontractors to perform or supply goods or services or personnel shortages. In addition, offshore drilling operators are subject to perils peculiar to marine operations, including capsizing, grounding, collision and loss or damage from severe weather. Damage to the environment could also result from our operations, particularly through oil spillage or extensive uncontrolled fires. We may also be subject to property, environmental and other damage claims by oil and gas companies. Our insurance policies and contractual rights to indemnity may not adequately cover losses, and we may not have insurance coverage or rights to indemnity for all risks. If a significant accident or other event occurs and is not fully covered by insurance or a recoverable indemnity from a client, it could adversely affect our consolidated financial position or results of operations.

In March 2001, a production facility located offshore Brazil sank in approximately 4000 feet of water, resulting in loss of life and equipment, and the release of hydrocarbons into the water. We had no interest in this facility, but do have 15 rigs working in Brazil including two rigs working in the same field as this facility was located. There can be no assurance that this event will not result in delays or other changes in the development or exploration efforts offshore of Brazil or other areas and thereby affect our operations.

We continue to conduct some turnkey drilling operations, which expose us to risks normally borne by the operator under a daywork drilling contract.

We conduct most of our drilling services under daywork drilling contracts where the customer pays for the period of time required to drill or workover a well. However, we have provided a portion of our services under turnkey drilling contracts from time to time although we have recently phased out our turnkey operations. Under turnkey drilling contracts, a well is drilled to a contract depth under specified conditions for a fixed price. Our risks under a turnkey drilling contract are substantially greater than those in connection with a well drilled on a daywork basis because under a turnkey drilling contract we will normally assume most of the risks associated with drilling operations, including the risks of blowout, loss of hole, stuck drill stem, machinery breakdowns, abnormal drilling conditions, and risks associated with subcontractors' services, supplies and personnel. These risks are generally assumed by the client in a daywork contract.

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Our non-U.S. operations will involve additional risks not associated with our U.S. operations.

We operate in various regions throughout the world that may expose us to political and other uncertainties, including risks of:

- . war and civil disturbances;
- . expropriation of equipment;
- . the inability to repatriate income or capital; and
- . changing taxation policies.

Many governments favor or effectively require the awarding of drilling contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. These practices may adversely affect our ability to compete.

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Our non-U.S. contract drilling operations are subject to various laws and regulations in countries in which we operate, including laws and regulations relating to the equipment and operation of drilling units, currency conversions and repatriation, oil and gas exploration and development and taxation of offshore earnings and earnings of expatriate personnel. Governments in some foreign countries have become increasingly active in regulating and controlling the ownership of concessions and companies holding concessions, the exploration of oil and gas and other aspects of the oil and gas industries in their countries. In addition, government action, including initiatives by OPEC, may continue to cause oil or gas price volatility. In some areas of the world, this governmental activity has adversely affected the amount of exploration and development work done by major oil companies and may continue to do so.

Another risk inherent in our operations is the possibility of currency exchange losses where revenues are received and expenses are paid in foreign currencies. We may also incur losses as a result of an inability to collect revenues because of a shortage of convertible currency available to, or transfer or exchange by, the country of operation.

Failure to retain key personnel could hurt our operations.

We require highly skilled personnel to operate and provide technical services and support for our drilling units. To the extent that demand for drilling services and the size of the worldwide industry fleet increase, shortages of qualified personnel could arise, creating upward pressure on wages.

On a worldwide basis, we had approximately 14 percent of our employees working under collective bargaining agreements on March 1, 2001, most of whom were working in Norway, Nigeria, Trinidad and Venezuela. Of these represented employees, a majority are working under agreements that are subject to salary negotiation in 2001. In addition, the Company has signed a recognition agreement requiring negotiation with a labor union representing employees in the U.K. These negotiations could result in collective bargaining agreements covering these employees, which could result in higher personnel expenses, other increased costs or increased operating restrictions.

Governmental laws and regulations may add to our costs or limit drilling activity.

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Our operations are affected from time to time in varying degrees by governmental laws and regulations. The drilling industry is dependent on demand for services from the oil and gas exploration industry and, accordingly, is also affected by changing tax and other laws relating to the energy business generally. We may be required to make significant capital expenditures to comply with laws and regulations. It is also possible that these laws and regulations may in the future add significantly to operating costs or may limit drilling activity.

Compliance with or breach of environmental laws can be costly and could limit our operations.

Our operations are subject to regulations controlling the discharge of materials into the environment, requiring removal and cleanup of materials that may harm the environment or otherwise relating to the protection of the environment. For example, as an operator of mobile offshore drilling units in navigable United States waters and some offshore areas, we may be liable for damages and costs incurred in connection with oil spills related to those operations. Laws and regulations protecting the environment have become more stringent in recent years, and may in some cases impose strict liability, rendering a person liable for environmental damage without regard to negligence. These laws and regulations may expose us to liability for the conduct of or conditions caused by others or for acts that were in compliance with all applicable laws at the time they were performed. The application of these requirements or the adoption of new requirements could have a material adverse effect on our financial position and results of our operations.

Our holding company structure results in substantial structural subordination and may affect our ability to make payments on the notes.

The notes are obligations exclusively of Transocean Sedco Forex. We are a holding company and, accordingly, substantially all of our operations are conducted through our subsidiaries. As a result, our cash

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flow and our ability to service our debt, including the notes, is dependent upon the earnings of our subsidiaries and on the distribution of earnings, loans or other payments by our subsidiaries to us.

No market currently exists for the new notes, and we cannot assure you that an active trading market for the new notes will develop.

The new notes comprise a new issue of securities for which there is currently no public market. Although the initial purchasers of the old notes have informed us that they intend to make a market in the new notes that we issue in this exchange offer, they have no obligation to do so and may cease these activities at any time without notice. If the new notes are traded after their initial issuance, they may trade at a discount from their initial public offering price or the initial public offering price of the old notes, depending on prevailing interest rates, the market for similar securities, our performance and other factors. To the extent that an active trading market for the new notes does not develop, the liquidity and trading prices for the new notes may be harmed. Thus, you may not be able to liquidate your investment rapidly, and your lenders may not readily accept the new notes as collateral for loans. We do not currently intend to apply to list the new notes on any securities exchange or public market.

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PRIVATE PLACEMENT

We issued \$700 million principal amount of 6.625% Notes due 2011 and \$600 million principal amount of 7.500% Notes due 2031 on April 5, 2001 to the initial purchasers of those notes at prices of 98.827% and 98.660% of the principal amount, respectively. We issued the old notes to the initial purchasers in a transaction exempt from or not subject to registration under the Securities Act. The initial purchasers then offered and resold the old notes to qualified institutional buyers or non-U.S. persons in compliance with Regulation S under the Securities Act initially at the following prices:

- . 99.477% of the principal amount of the 6.625% Notes due 2011.
- . 99.535% of the principal amount of the 7.500% Notes due 2031.

We received aggregate net proceeds, before expenses, of approximately \$1,283,749,000 from the sale of the old notes. We used those proceeds to provide funding for:

- . the purchase price of \$493,200,000, including accrued interest, for securities acquired by R&B Falcon pursuant to its tender offer for the 11.375% Senior Secured Notes due 2009 of RBF Finance Co.,
- . the redemption price of \$503,696,000, including accrued interest, for the 11% Senior Secured Notes due 2006 of RBF Finance Co., and
- . the redemption price of \$262,780,000, including accrued interest, for the 12.25% Senior Notes due 2006 of R&B Falcon.

The remaining net proceeds were used for general corporate purposes.

USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the new notes. In consideration for issuing the new notes of each series, we will receive in exchange a like principal amount of old notes of the same series. The old notes surrendered in exchange for the new notes will be retired and canceled and cannot be reissued. Accordingly, issuance of the new notes will not result in any change in our capitalization.

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CAPITALIZATION

The following table sets forth our capitalization as of December 31, 2000 (1) on a pro forma basis as adjusted to give effect to the R&B Falcon merger and (2) on a pro forma basis as adjusted to reflect the issuance of the old notes and the application of the net proceeds as described under "Private Placement."

	December 31, 2000	
	Pro Forma	Pro Forma As Adjusted

	(In millions)	
Cash and Cash Equivalents.....	\$ 393	\$ 417

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	=====	=====
Debt		
6.625% Notes due 2011(1).....	\$ --	696
7.500% Notes due 2031(1).....	--	597
7.45% Notes due 2027.....	94	94
Zero Coupon Convertible Debentures due 2020(2).....	498	498
8.00% Debentures due 2027.....	198	198
Term Loan Agreement.....	400	400
ABN Revolving Credit Agreement.....	180	180
6.90% Notes Payable due 2004.....	15	15
Secured Rig Financing.....	69	69
6.5% Senior Notes due 2003.....	252	252
9.125% Senior Notes due 2003.....	108	108
10.25% Senior Notes due 2003(3).....	208	208
6.75% Senior Notes due 2005.....	356	356
11% Senior Secured Notes due 2006.....	492	--
12.25% Senior Notes due 2006.....	256	--
6.95% Senior Notes due 2008.....	253	253
9.5% Senior Notes due 2008.....	355	355
11.375% Senior Secured Notes due 2009.....	484	--
7.375% Senior Notes due 2018.....	251	251
Project Financing.....	229	229
Other.....	2	2
	-----	-----
Total Debt.....	4,700	4,761
Less Current Maturities.....	65	65
Total Long-Term Debt.....	\$ 4,635	\$ 4,696
	-----	-----
Total Shareholder's Equity.....	\$10,646	\$10,646
	-----	-----
Total Capitalization.....	\$15,346	\$15,407
	=====	=====

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- (1) Net of unamortized discount.
 - (2) Net of unamortized discount and issue costs.
 - (3) These notes have been called for redemption on May 18, 2001.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges for each of the periods shown is as follows:

	Year Ended December 31,				
	-----	-----	-----	-----	-----
	2000	1999(a)	1998(a)	1997(a)	1996(a)
	-----	-----	-----	-----	-----
Historical ratio of earnings to fixed charges.....	1.5	1.4	9.7	10.3	12.5
Supplemental pro forma ratio of earnings to fixed charges(b).....	--				
Supplemental pro forma as adjusted ratio of earnings to fixed charges(b).....	--				

(a) The ratios for each of the years in the four year period ended December 31,

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1999 include only the earnings and fixed charges of Sedco Forex, not those of Transocean Offshore Inc.

- (b) Supplemental pro forma earnings and supplemental pro forma as adjusted earnings were insufficient to cover fixed charges by \$130.5 million and \$141.3 million, respectively.

We have computed the ratios of earnings to fixed charges shown above by dividing earnings available for fixed charges by fixed charges. For this purpose, "earnings available for fixed charges" consist of pretax income (loss) from continuing operations before extraordinary items plus fixed charges, distributed earnings of unconsolidated joint ventures and amortization of capitalized interest, less capitalized interest and undistributed equity in earnings of joint ventures. "Fixed charges" consist of interest expense, capitalized interest and an estimate of the interest within rental expense.

On January 31, 2001, we completed our merger transaction with R&B Falcon. The merger was accounted for as a purchase, with our company as the acquiror for accounting purposes. The historical ratios of earnings to fixed charges for the year ended December 31, 2000 include only the earnings and fixed charges of Transocean Sedco Forex. On December 31, 1999, we completed our merger with Sedco Forex Holdings Limited, the former offshore contract drilling business of Schlumberger Limited. The merger was accounted for as a purchase, with Sedco Forex as the acquiror for accounting purposes. The historical ratios of earnings to fixed charges for the four year period ended December 31, 1999 include only the earnings and fixed charges of Sedco Forex.

The supplemental pro forma ratio of earnings to fixed charges for the year ended December 31, 2000 assumes that we completed the merger transaction with R&B Falcon on January 1, 2000. This pro forma information does not necessarily reflect what the ratio of earnings to fixed charges would have been if the merger had been completed on that date nor does it necessarily reflect any future ratio of earnings to fixed charges.

The supplemental pro forma as adjusted ratio of earnings to fixed charges for the year ended December 31, 2000 reflects the supplemental pro forma ratio shown above, as adjusted to reflect the issuance of the old notes and the application of the net proceeds as described under "Private Placement" and assumes the old notes were issued as of January 1, 2000.

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TRANSOCEAN SEDCO FOREX INC.

We are a leading international provider of offshore contract drilling services for oil and gas wells. On March 1, 2001, we owned, had partial ownership interests in, operated or had under construction 166 mobile offshore and barge drilling units. Our active fleet included 13 high-specification drillships, three other drillships, 20 high-specification semisubmersibles (including four under construction at that time, although one has since commenced operating and another has since completed testing and commissioning), 30 other semisubmersibles, 55 jackup rigs, 37 drilling barges, five tenders and three submersible rigs. In addition, the fleet included four mobile offshore production units, two multi-purpose service vessels and three platform rigs. We also have a fleet of land and barge drilling rigs in Venezuela consisting of 11 wholly owned and two partially owned land rigs and three lake barges.

Our core business is to contract these drilling rigs, related equipment and work crews primarily on a dayrate basis to drill oil and gas wells. We specialize in technically demanding segments of the offshore drilling business with a particular focus on deepwater and harsh environment drilling services. We also provide additional services, including management of third-party well

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service activities. Our ordinary shares are listed on the New York Stock Exchange under the symbol "RIG."

We are a Cayman Islands exempted company with principal executive offices in the United States located at 4 Greenway Plaza, Houston, Texas 77046. Our telephone number at that address is (713) 232-7500.

Drilling Rig Types

We principally use four types of drilling rigs:

- . drillships,
- . semisubmersibles,
- . jackups, and
- . barge drilling rigs.

Also included in our fleet are mobile offshore production units, multi-purpose service vessels, tenders, submersible rigs, platform drilling rigs and land drilling rigs.

Most of our drilling equipment is suitable for both exploration and development drilling, and we are normally engaged in both types of drilling activity. Likewise, most of our drilling rigs are mobile and can be moved to new locations in response to client demand, particularly the drillships, semisubmersibles, jackups and tenders. All of our mobile offshore drilling units are designed for operations away from port for extended periods of time and most have living quarters for the crews, a helicopter landing deck and storage space for pipe and drilling supplies.

As of March 1, 2001, our active marine fleet (excluding newbuilds under construction) was located in the U.S. Gulf of Mexico (78 units), Mexico (1 unit), Canada (1 unit), Brazil (14 units), Trinidad (1 unit), the North Sea (20 units), the Mediterranean and Middle East (6 units), the Caspian Sea (1 unit), Africa (22 units), India (2 units) and Asia and Australia (15 units). Additionally, the drillship Joides Resolution is contracted for a worldwide research program and as of such date was in Guam.

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Drillships (16)

Drillships are generally self-propelled and designed to drill in the deepest water in which offshore drilling rigs currently operate. Shaped like conventional ships, they are the most mobile of the major rig types. Our drillships are either dynamically positioned, which allows them to maintain position without anchors through the use of their onboard propulsion and station-keeping systems, or are operated in a moored configuration. Drillships typically have greater load capacity than semisubmersible rigs. This enables them to carry more supplies on board, which often makes them better suited for drilling in remote locations where resupply is more difficult. However, drillships are typically limited to calmer water conditions than those in which semisubmersibles can operate. High-specification drillships are those that are dynamically positioned and rated for drilling in water depths of at least 7,000 feet and are designed for ultra-deepwater exploration and development drilling programs. Our three Discoverer Enterprise-class drillships are equipped for dual-activity drilling, which is a well-construction technology developed by us that allows for drilling tasks associated with a single well to be accomplished in a parallel rather than sequential manner by utilizing two complete drilling

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systems under a single derrick. The dual-activity well construction process is designed to reduce critical path activity and improve efficiency in both exploration and development drilling. Our Deepwater-class drillships are also high-specification drillships and are designed with a high-pressure mud system.

The following table provides certain information regarding our drillship fleet as of March 1, 2001:

Type and Name	Year Entered Service/Upgraded(a)	Water Depth Capacity (in feet)	Drilling Depth Capacity (in feet)	Location	Customer	Estimated Expiration(g)
High-Specification Drillships (13)						
Deepwater Discovery (b) ..	2000	10,000	30,000	Nigeria	Texaco	December 2003
Deepwater Expedition (b)	1999	10,000	30,000	Brazil	Petrobras	October 2005
Deepwater Frontier (b) (d)	1999	10,000	30,000	Brazil	Petrobras	November 2001
Deepwater Millennium (b)	1999	10,000	30,000	Brazil	TotalFinaElf	October 2004
Deepwater Pathfinder (b) (c)	1998	10,000	30,000	U.S. Gulf	Conoco	January 2004
Discoverer Deep Seas (b)	2001	10,000	35,000	U.S. Gulf	Chevron	December 2006
Discoverer Enterprise (b)	1999	10,000	35,000	U.S. Gulf	BP	December 2004
Discoverer Spirit (b)	2000	10,000	35,000	U.S. Gulf	Unocal	July 2005
Navis Explorer I (b) (e) ..	2000	10,000	30,000	Brazil	Petrobras	June 2001
Deepwater Navigator (b) ..	2000	7,800	25,000	Brazil	Petrobras	July 2003
Peregrine I (b)	1982/1996	7,200	25,000	Brazil	Petrobras	November 2001
Discoverer 534 (b)	1975/1991	7,000	25,000	U.S. Gulf	--	Idle
Discoverer Seven Seas (b)	1976/1997	7,000	25,000	Brazil	Petrobras	March 2002
Other Drillships (3)						
Joides						
Resolution (b) (f)	1978	27,000	30,000	Worldwide	Texas A&M	September 2003
Peregrine III (b)	1976	4,200	20,000	Brazil	Petrobras	June 2003
Sagar Vijay (e)	1985	2,950	20,000	India	ONGC	May 2001

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- (a) Dates shown are the original service date and the date of the most recent upgrade, if any.
 - (b) Dynamically positioned.
 - (c) Unit is leased by a limited liability company in which we own a 50 percent interest.
 - (d) Unit is leased by a limited liability company in which we own a 60 percent interest.
 - (e) Operated under a management contract with the rig's owner.
 - (f) The Joides Resolution is currently engaged in scientific geological coring activities and is owned by a joint venture in which we have a 50 percent interest. See Note 14 to our consolidated financial statements.
 - (g) Expiration dates represent our current estimate of the earliest date the contract for each rig is likely to expire. Some contracts may permit the client to extend the contract.

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Semisubmersibles (50)

Semisubmersibles are floating vessels that can be submerged by means of a water ballast system such that a substantial portion of the lower hull is below the water surface during drilling operations. These rigs maintain their position over the well through the use of an anchoring system or computer controlled dynamic positioning thruster system. Some semisubmersible rigs are self-propelled and move between locations under their own power when afloat on their pontoons although most are relocated with the assistance of tugs. Typically, semisubmersibles are better suited for operations in rough water conditions than drillships. High-specification semisubmersibles are those that were built or extensively upgraded since 1984 and have one or more of the following characteristics: larger physical size than other semisubmersibles; rated for drilling in water depths of over 4,000 feet; year-round harsh environment capability; variable deck load capability of greater than 4,000 metric tons; dynamic positioning; and superior motion characteristics. Three of our high-specification semisubmersibles are based on our proprietary Sedco Express design (the Sedco Express, the Cajun Express and the Sedco Energy).

The following table provides certain information regarding our semisubmersible fleet as of March 1, 2001:

Type and Name	Year Entered Service/Upgraded(a)	Water Depth Capacity (in feet)	Drilling Depth Capacity (in feet)	Location	Customer	Estimated Expiration
High-Specification Semisubmersibles (20)						
Deepwater Horizon(l)....	Newbuild	10,000	30,000	Enroute to U.S. Gulf	BP	June 2001
Cajun Express(b) (c).....	Newbuild	8,500	35,000	U.S. Gulf	Marathon	December 2001
Deepwater Nautilus(m)...	2000	8,000	30,000	U.S. Gulf	Shell	June 2001
Sedco Energy(b) (d).....	Newbuild	7,500	25,000	Canary Islands	Texaco	January 2001
Sedco Express(b) (e).....	Newbuild	7,500	25,000	Canary Islands	--	--
Transocean Marianas.....	1979/1998	7,000	25,000	U.S. Gulf	Shell	August 2001
Sedco 707(b).....	1976/1997	6,500	25,000	Brazil	Petrobras	January 2001
Jack Bates.....	1986/1997	6,000	30,000	U.K. North Sea	BP	April 2001
M. G. Hulme, Jr. (j).....	1983/1996	5,000	25,000	Ghana Equatorial Guinea	Hunt ExxonMobil	March 2001 April 2001
Sedco 709(b).....	1977/1999	5,000	25,000	Nigeria	Hunt	May 2001
Transocean Richardson... Charles A. Donabedian (formerly Jim Cunningham).....	1988 1982/1995	5,000 5,000	25,000 25,000	U.S. Gulf Angola Angola	Kerr McGee TotalFinaElf ExxonMobil	July 2001 March 2001 May 2001
Transocean Leader.....	1987/1997	4,500	25,000	U.K. North Sea	BP	March 2001
Transocean Rather.....	1988	4,500	25,000	U.S. Gulf	BP	February 2001
Sedco 710(b).....	1983	4,000	25,000	Brazil	Petrobras	May 2001
Sovereign Explorer.....	1984	4,000	25,000	Ivory Coast U.K. North Sea U.K. North Sea	Ranger Oil Statoil Amerada Hess	March 2001 July 2001 October 2001
Henry Goodrich(f).....	1985	2,000	30,000	Canada	Terra Nova	February 2001
Paul B. Loyd, Jr. (f)....	1990	2,000	25,000	U.K. North Sea	BP	October 2001
Transocean Arctic(g)....	1986	1,650	25,000	Norwegian N. Sea	Statoil	February 2001
Polar Pioneer.....	1985	1,500	25,000	Norwegian N. Sea	Norsk Hydro	February 2001

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Other Semisubmersibles

(30)

Sedco 700.....	1973/1997	3,600	25,000	Equatorial Guinea	Triton	Decemb
Transocean Amirante.....	1978/1997	3,500	25,000	U.S. Gulf	El Paso Energy	June 2
Transocean Legend.....	1983	3,500	25,000	Brazil	--	Idle
C. Kirk Rhein, Jr.....	1976/1997	3,300	25,000	U.S. Gulf	ATP	March
Omega (h).....	1983	3,000	25,000	South Africa	Pioneer	June 2
Transocean Driller.....	1991	3,000	25,000	Brazil	Petrobras	July 2
Falcon 100.....	1974/1999	2,400	25,000	U.S. Gulf	Chevron	May 20
Transocean 96.....	1975/1997	2,300	25,000	U.S. Gulf	McMoran	June 2
Sedco 711.....	1982	1,800	25,000	Ireland	Enterprise	Septem
Transocean John Shaw....	1982	1,800	25,000	U.K. North Sea	Brovig	March
				U.K. North Sea	TotalFinaElf	Novemb

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Type and Name	Year Entered Service/Upgraded(a)	Water Depth Capacity (in feet)	Drilling Depth Capacity (in feet)	Location	Customer	Estimated Expiration (b)
Sedco 714.....	1983/1997	1,600	25,000	U.K. North Sea	PanCanadian	April 2001
				U.K. North Sea	BP	October 2001
Sedco 712.....	1983	1,600	25,000	U.K. North Sea	Shell	December 2001
Actinia.....	1982	1,500	25,000	Spain	Repsol	June 2001
J. W. McLean.....	1974/1996	1,500	25,000	U.K. North Sea	Ranger	August 2001
Pride North Atlantic (formerly Drill Star) (i).....	1982	1,500	25,000	U.K. North Sea	Conoco	August 2001
Sedco 600.....	1983/1994	1,500	25,000	Singapore	--	Idle
Sedco 601.....	1983	1,500	25,000	Indonesia	Unocal	May 2001
Sedco 602.....	1983	1,500	25,000	Korea	--	Idle
Sedco 702.....	1973/1992	1,500	25,000	Australia	BHP	April 2001
Sedco 703.....	1973/1995	1,500	25,000	Australia	Alberta	March 2001
Sedco 708.....	1976	1,500	25,000	Angola	Chevron	May 2001
Sedneth 701.....	1972/1993	1,500	25,000	Angola	Chevron	December 2001
Transocean Prospect (g) ..	1983/1992	1,500	25,000	Norwegian N. Sea	Statoil	May 2002
Transocean Searcher (g) ..	1983/1988	1,500	25,000	Norwegian N. Sea	Statoil	August 2002
Transocean Winner (g)	1983	1,500	25,000	Norwegian N. Sea	Statoil	October 2001
Transocean Wildcat (g) ...	1977/1985	1,300	25,000	Norwegian N. Sea	Statoil	November 2001
Transocean Explorer.....	1976	1,250	25,000	U.K. North Sea	--	Idle
Sedco 704.....	1974/1993	1,000	25,000	U.K. North Sea	Texaco	September 2001
Sedco 706.....	1976/1994	1,000	25,000	U.K. North Sea	TotalFinaElf	June 2001
Sedco I--Orca (h)	1970/1987	900	25,000	South Africa	Soekor	May 2001

(a) Dates shown are the original service date and the date of the most recent upgrade, if any.

(b) Dynamically positioned.

(c) The Cajun Express commenced operations in April 2001. The contract term was recently reduced from 36 months to 18 months.

(d) The Sedco Energy is expected to be operational in the second quarter of 2001. Because delivery of the rig has been delayed beyond November 13, 1999, the contract provides for a reduction in its term at the option of the client equivalent to the period of delayed delivery.

(e) The Sedco Express completed testing and commissioning in April 2001. A unit

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- of TotalFinaElf terminated a three-year contract for the Sedco Express in Angola because the rig was not delivered by December 28, 2000.
- (f) Owned by Arcade Drilling as, a Norwegian company in which we have a 99.3 percent interest.
 - (g) Participating in a cooperation agreement with Statoil.
 - (h) Operated under a management contract with the rig's owner.
 - (i) Operated under a bareboat charter with the rig's owner, Pride North Atlantic Ltd.
 - (j) The M. G. Hulme, Jr. is accounted for as an operating lease as a result of a sale/leaseback transaction in November 1995.
 - (k) Expiration dates represent our current estimate of the earliest date the contract for each rig is likely to expire. Some rigs have two contracts in continuation, so the second line shows the estimated earliest availability. Some contracts may permit the client to extend the contract.
 - (l) The Deepwater Horizon is expected to be operational in the third quarter of 2001 and commence a three-year contract with a unit of BP.
 - (m) The rig is leased from its owner, an unrelated third party, pursuant to a fully defeased lease arrangement.

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Jackup Rigs (55)

Jackup rigs are mobile self-elevating drilling platforms equipped with legs that can be lowered to the ocean floor until a foundation is established to support the drilling platform. Once a foundation is established, the drilling platform is then jacked further up the legs so that the platform is above the highest expected waves. These rigs are generally suited for water depths of 300 feet or less.

The following table provides certain information regarding our jackup rig fleet as of March 1, 2001:

Type and Name	Year Entered Service/ Upgraded(a)	Water Depth Capacity (in feet)	Drilling Depth Capacity (in feet)	Location	Status
Trident IX(b).....	1982	400	21,000	Singapore	Idle
Trident 17.....	1983	355	25,000	Indonesia	Operating
C. E. Thornton.....	1974	300	25,000	U.S. Gulf	Operating
D. R. Stewart.....	1980	300	25,000	Italy	Operating
F. G. McClintock.....	1975	300	25,000	U.S. Gulf	Operating
George H. Galloway...	1985	300	25,000	U.S. Gulf	Operating
Harvey H. Ward.....	1981	300	25,000	Malaysia	Operating
J. T. Angel.....	1982	300	25,000	UAE	Idle
Randolph Yost.....	1979	300	25,000	Equatorial Guinea	Operating
Roger W. Mowell.....	1982	300	25,000	Vietnam	Operating
Ron Tappmeyer.....	1978	300	25,000	Australia	Operating
Shelf Explorer.....	1982	300	25,000	Danish No. Sea	Operating
Transocean III.....	1978/1993	300	20,000	UAE	Idle
Transocean Nordic....	1984	300	25,000	U.K. North Sea	Operating
Trident 15.....	1982	300	25,000	Thailand	Operating
Trident 16(b).....	1982	300	25,000	Malaysia	Operating
Trident 20(c).....	2000	300	25,000	Caspian Sea	Operating
Trident II.....	1977/1985	300	25,000	India	Operating
Trident IV.....	1980/1999	300	25,000	Angola	Operating

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Trident VI.....	1981	300	21,000	Cameroon	Idle
Trident VIII.....	1981	300	21,000	Nigeria	Operating
Trident XII.....	1982/1992	300	25,000	Brunei	Operating
Trident XIV.....	1982/1994	300	20,000	Angola	Operating
Transocean Comet....	1980	250	20,000	Egypt	Operating
Transocean Mercury...	1969/1998	250	20,000	Egypt	Operating
RBF 192.....	1981	250	25,000	U.S. Gulf	Idle
RBF 250.....	1974	250	25,000	U.S. Gulf	Operating
RBF 251.....	1978	250	25,000	U.S. Gulf	Operating
RBF 252.....	1978	250	25,000	U.S. Gulf	Operating
RBF 253.....	1982	250	25,000	U.S. Gulf	Operating
RBF 254.....	1976	250	25,000	U.S. Gulf	Operating
RBF 255.....	1976	250	25,000	Mexico	Operating
RBF 256.....	1975	250	25,000	U.S. Gulf	Idle
RBF 190.....	1978	200	25,000	U.S. Gulf	Idle
RBF 200.....	1979	200	25,000	U.S. Gulf	Operating
RBF 201.....	1981	200	25,000	U.S. Gulf	Operating
RBF 202.....	1982	200	25,000	U.S. Gulf	Operating
RBF 203.....	1981	200	25,000	U.S. Gulf	Operating
RBF 204.....	1981	200	25,000	U.S. Gulf	Operating
RBF 205.....	1979	200	25,000	U.S. Gulf	Operating
RBF 206.....	1980	200	25,000	U.S. Gulf	Operating

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Type and Name	Year Entered Service/Upgraded(a)	Water Depth Capacity (in feet)	Drilling Depth Capacity (in feet)	Location	Status
RBF 207.....	1981	200	25,000	U.S. Gulf	Operating
RBF 208.....	1980	200	20,000	Brazil	Operating
RBF 209.....	1980	200	25,000	Brazil	Operating
RBF 185.....	1982	190	25,000	U.S. Gulf	Idle
RBF 191.....	1978	184	25,000	U.S. Gulf	Operating
RBF 150.....	1979	150	20,000	U.S. Gulf	Operating
RBF 151.....	1981	150	25,000	U.S. Gulf	Idle
RBF 152.....	1980	150	25,000	U.S. Gulf	Operating
RBF 153.....	1980	150	25,000	U.S. Gulf	Operating
RBF 154.....	1979	150	20,000	U.S. Gulf	Idle
RBF 155.....	1980	150	20,000	U.S. Gulf	Operating
RBF 156.....	1983	150	25,000	U.S. Gulf	Operating
RBF 110.....	1982	110	25,000	Trinidad	Operating
RBF 100.....	1982	100	25,000	U.S. Gulf	Idle

-
- (a) Dates shown are the original service date and the date of the most recent upgrade, if any.
- (b) Owned by an unrelated third party and leased by us as a part of a secured rig financing.
- (c) Owned by a joint venture in which we have a 75 percent interest.

Barge Drilling Rigs (37)

Our barge drilling fleet consists of conventional and posted barge rigs and swamp barges. Our conventional and posted barge drilling rigs are mobile

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drilling platforms that are submersible and are built to work in eight to 20 feet of water. A posted barge is identical to a conventional barge except that the hull and superstructure are separated by 10 to 14 foot columns, which increases the water depth capabilities of the rig. Swamp barges are usually not self-propelled, but can be moored alongside a platform, and contain quarters, mud pits, mud pumps, power generation and other equipment. Swamp barges are generally suited for water depths of 25 feet or less.

The following table provides certain information regarding our barge drilling rig fleet as of March 1, 2001:

Rig ---	Years Entered Service/ Upgraded(a)	Drilling Capacity (in feet)	Location	Status
Conventional Barges (14)				
1.....	1980	20,000	U.S. Gulf	Operating
11.....	1982	30,000	U.S. Gulf	Operating
15.....	1981	25,000	U.S. Gulf	Operating
19.....	1996	14,000	U.S. Gulf	Operating
20.....	1998	14,000	U.S. Gulf	Operating
21.....	1982	15,000	U.S. Gulf	Idle
23.....	1995	14,000	U.S. Gulf	Operating
28.....	1979	30,000	U.S. Gulf	Operating
29.....	1980	30,000	U.S. Gulf	Operating
30.....	1981	30,000	U.S. Gulf	Operating
31.....	1981	30,000	U.S. Gulf	Operating
32.....	1982	30,000	U.S. Gulf	Operating
74 (b).....	1981	25,000	U.S. Gulf	Idle
75 (b).....	1979	30,000	U.S. Gulf	Idle

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Rig ---	Years Entered Service/ Upgraded(a)	Drilling Capacity (in feet)	Location	Status
Posted Barges (19)				
7.....	1978	25,000	U.S. Gulf	Idle
9.....	1981	25,000	U.S. Gulf	Operating
10.....	1981	25,000	U.S. Gulf	Operating
17.....	1981	30,000	U.S. Gulf	Operating
27.....	1978	30,000	U.S. Gulf	Operating
41.....	1981	30,000	U.S. Gulf	Operating
46.....	1981	30,000	U.S. Gulf	Operating
47.....	1982	30,000	U.S. Gulf	Idle
48.....	1982	30,000	U.S. Gulf	Operating
49.....	1980	30,000	U.S. Gulf	Operating
52.....	1981	25,000	U.S. Gulf	Idle
54.....	1970	30,000	U.S. Gulf	Idle
55.....	1981	30,000	U.S. Gulf	Idle
56.....	1973	25,000	U.S. Gulf	Idle

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57.....	1975	25,000	U.S. Gulf	Operating
61.....	1978	30,000	U.S. Gulf	Idle
62.....	1978	30,000	U.S. Gulf	Operating
63.....	1978	30,000	U.S. Gulf	Operating
64.....	1979	30,000	U.S. Gulf	Operating
Swamp Barges (4)				
Searex 4.....	1981/1989	25,000	Nigeria	Idle
Searex 6.....	1981/1991	25,000	Nigeria	Idle
Searex 12.....	1982/1992	25,000	Nigeria	Operating
Hibiscus (c).....	1979/1993	16,000	Indonesia	dle

- (a) Dates shown are the original service date and the date of the most recent upgrade, if any.
- (b) These rigs are leased to us.
- (c) Owned by a joint venture owned more than 50 percent by us.

Other Rigs

In addition to the drillships, semisubmersibles, jackups and barge drilling rigs, we also own or operate several other types of rigs. These rigs include four mobile offshore production units, which are mobile offshore drilling units that have been converted from drilling operations to a production application, two multi-purpose service vessels, five tenders, three submersible rigs and three platform drilling rigs. We also have a fleet of land and barge drilling rigs in Venezuela consisting of 11 wholly owned and two partially owned land rigs and three lake barges. See "Summary--Recent Developments."

Fleet Additions and Upgrades

The Discoverer Spirit, one of three Discoverer Enterprise-class drillships, commenced operations for Spirit Energy 76, a division of Unocal, in the U.S. Gulf of Mexico under a five-year contract in September 2000. The rig is equipped with sufficient riser to drill in 10,000 feet of water. The Discoverer Deep Seas commenced operations for Chevron in the U.S. Gulf of Mexico under a five-year contract in January 2001. The Discoverer Deep Seas is initially equipped with sufficient riser to drilling 8,000 feet of water, but is capable of drilling in water depths of up to 10,000 feet with additional riser. The Discoverer Enterprise, the first rig of the series, commenced operations for a unit of BP in the U.S. Gulf of Mexico under a five-year contract in December 1999.

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The Cajun Express, a high-specification semisubmersible, commenced an 18-month contract with Marathon in the U.S. Gulf of Mexico in April 2001 and is equipped for operations in water depths of up to 8,500 feet. The Sedco Express recently completed testing and commissioning and is outfitted for operations in water depths of up to 6,000 feet, although the rig's design allows operations in up to 8,500 feet of water with additional riser. A unit of TotalFinaElf terminated a three-year contract for the Sedco Express in Angola because the rig's delivery was delayed beyond December 28, 2000.

We have two high-specification semisubmersibles that are currently undergoing testing and commissioning. The Sedco Energy is equipped for operations in water depths of up to 7,500 feet, and 8,500 feet with additional riser, and is scheduled to commence a contract with Texaco in Brazil in the second quarter of 2001. The contract had an original term of five years; however, Texaco has the right to reduce the contract term equivalent to the period of delayed delivery beyond November 13, 1999. The Deepwater Horizon is scheduled to commence a three-year contract with a unit of BP in the U.S. Gulf

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of Mexico in the third quarter of 2001. We expect to spend \$48 million and \$164 million in 2001 to complete construction of the Sedco Energy and Deepwater Horizon, respectively.

The Trident 20 jackup commenced a three-year contract with a unit of TotalFinaElf and other parties to a rig sharing agreement in the Caspian Sea in October 2000.

Markets

Rigs can be moved from one region to another, but the cost of moving a rig and the availability of rig-moving vessels may cause the supply and demand balance to vary somewhat between regions. However, significant variations between regions do not tend to exist long-term because of rig mobility.

In recent years, there has been increased emphasis by oil companies on exploring for hydrocarbons in deeper waters. This is, in part, because of technological developments that have made such exploration more feasible and cost-effective. The deepwater and mid-depth market segments are serviced by our semisubmersibles and drillships. The deepwater market segment begins in water depths of about 2,000 feet and extends to the maximum water depths in which rigs are currently capable of drilling, being approximately 10,000 feet. The mid-depth market segment begins in water depths of about 300 feet and extends to water depths of about 2,000 feet.

The shallow water market segment is serviced by our jackups, submersibles and drilling tenders. This market segment begins at the outer limit of the transition zone and extends to water depths of about 300 feet. It has been developed to a significantly greater degree than the deepwater market segment, as technology required to explore for and produce hydrocarbons in these water depths is not as demanding as in the deepwater market segment, and accordingly the costs are lower.

Our barge rig fleet operates in marshes, rivers, lakes and shallow bay and coastal water areas that are referred to as the "transition zone." Our principal barge market is the shallow water areas of the U.S. Gulf of Mexico. This area historically has been the world's largest market for barge rigs. International markets for our barge rigs include Venezuela, West Africa and Southeast Asia.

We also previously conducted turnkey drilling operations but have recently phased out our turnkey business. See "Summary--Recent Developments."

Through our Cliffs Drilling subsidiary, we conduct land rig operations in Venezuela but have decided to sell this business. See "Summary--Recent Developments."

Management Services

We use our engineering and operating expertise to provide management of third party drilling service activities. These services are provided through service teams generally consisting of our personnel and third-

party subcontractors, with our company frequently serving as lead contractor. The work generally consists of individual contractual agreements to meet specific client needs and may be provided on either a dayrate or fixed price basis. As of March 1, 2001, we performed such services in the North Sea.

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Purpose of the Exchange Offer

In connection with the sale of the old notes, we entered into an exchange and registration rights agreement with the initial purchasers of the old notes. In that agreement, we agreed to file a registration statement relating to an offer to exchange each series of old notes for new notes of the same series. We also agreed to use our reasonable best efforts to complete the exchange offer for old notes within 45 days after the date of this prospectus. We are offering the new notes of each series under this prospectus in separate, independent exchange offers for the old notes of the same series to satisfy our obligations under the exchange and registration rights agreement. We refer to our offers to exchange the new notes of each series for the old notes of the same series as the "exchange offer."

Resale of New Notes

Based on interpretations of the SEC staff in no action letters issued to third parties, we believe that each new note issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act if:

- . you are not our affiliate within the meaning of Rule 405 under the Securities Act,
- . you acquire the new notes in the ordinary course of your business, and
- . you do not intend to participate in the distribution of new notes.

If you tender your old notes in the exchange offer with the intention of participating in any manner in a distribution of the new notes, you:

- . cannot rely on these interpretations by the SEC staff, and
- . must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale transaction of the new notes.

Unless an exemption from registration is otherwise available, the resale by any security holder intending to distribute new notes should be covered by an effective registration statement under the Securities Act containing the selling security holder's information required by Item 507 or Item 508, as applicable, of Regulation S-K under the Securities Act. This prospectus may be used for an offer to resell, resale or other retransfer of new notes only as specifically described in this prospectus. Broker-dealers may participate in the exchange offer only if they acquired old notes as a result of market-making activities or other trading activities. Each broker-dealer that receives new notes for its own account in exchange for old notes, where that broker-dealer acquired the old notes as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the new notes. Please read "Plan of Distribution" for more details regarding the transfer of new notes.

TERMS OF THE EXCHANGE OFFER

Upon the terms and subject to the conditions described in this prospectus and in the letter of transmittal, we will accept for exchange any old notes of a series properly tendered and not withdrawn before the expiration date of the

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exchange offer for notes of that series. We will issue \$1,000 principal amount of new notes of a series in exchange for each \$1,000 principal amount of old notes of that same series surrendered under the applicable exchange offer. Old notes may be tendered only in integral multiples of \$1,000.

No exchange offer for notes of a series is conditioned on any minimum aggregate principal amount of old notes being tendered for exchange or on the completion of any other exchange offer.

As of the date of this prospectus, \$700 million principal amount of 6.625% Notes due 2011 and \$600 million principal amount of 7.500% Notes due 2031 are outstanding. This prospectus and the letter of transmittal are being sent to all registered holders of old notes. There will be no fixed record date for determining registered holders of old notes entitled to participate in the exchange offer.

We intend to conduct the exchange offer in accordance with the provisions of the exchange and registration rights agreement, the applicable requirements of the Securities Act and the Exchange Act and the rules and regulations of the SEC. Old notes that are not tendered for exchange in the exchange offer:

- . will remain outstanding,
- . will continue to accrue interest, and
- . will be entitled to the rights and benefits that holders have under the indenture relating to the notes and the exchange and registration rights agreement.

We will be deemed to have accepted for exchange properly tendered old notes when we have given oral or written notice of the acceptance to the exchange agent and complied with the applicable provisions of the exchange and registration rights agreement. The exchange agent will act as agent for the tendering holders for the purposes of receiving the new notes from us.

If you tender old notes in the exchange offer, you will not be required to pay brokerage commissions or fees or, subject to the instructions in the letter of transmittal, transfer taxes with respect to the exchange of old notes. We will pay all charges and expenses, other than certain applicable taxes described below, in connection with the exchange offer. It is important that you read "--Fees and Expenses" for more details about fees and expenses incurred in the exchange offer.

We will return any old notes that we do not accept for exchange for any reason described in the terms and conditions of the exchange offer without expense to the tendering holder as promptly as practicable after the expiration or termination of the applicable exchange offer.

Expiration Date

The exchange offer for each series will expire at 5:00 p.m., New York City time, on June 15, 2001, unless in our sole discretion we extend it.

Extensions, Delay in Acceptance, Termination or Amendment

We expressly reserve the right, at any time or at various times, to extend the period of time during which an exchange offer for notes of a series is open. We may extend that period for each series independently. We may delay acceptance for exchange of any old notes of a series by giving oral or written notice of the extension to their holders. During any of these extensions, all old notes of that series you have previously tendered will remain subject to the exchange offer for that series, and we may accept them for exchange.

To extend an exchange offer, we will notify the exchange agent orally or in writing of any extension. We also will make a public announcement of the extension no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

If any of the conditions described below under "--Conditions to the Exchange Offer" have not been satisfied with respect to an exchange offer for notes of a series, we reserve the right, in our sole discretion:

- . to delay accepting for exchange any old notes of that series,
- . to extend that exchange offer, or
- . to terminate that exchange offer.

We will give oral or written notice of a delay, extension or termination to the exchange agent. Subject to the terms of the exchange and registration rights agreement, we also reserve the right to amend the terms of that exchange offer in any manner.

Any of these delays in acceptance, extension, termination or amendment will be followed as promptly as practicable by oral or written notice thereof to the registered holders of old notes of the series affected. If we amend the exchange offer in a manner that we determine to constitute a material change, we will promptly disclose that amendment by means of a prospectus supplement. We will distribute the supplement to the registered holders of the old notes of the series affected. Depending upon the significance of the amendment and the manner of disclosure to the registered holders, we may extend the exchange offer if the exchange offer would otherwise expire during that period.

Without limiting the manner in which we may choose to make public announcements of any delay in acceptance, extension, termination or amendment of the exchange offer, we have no obligation to publish, advertise or otherwise communicate any of these public announcements, other than by making a timely release to an appropriate news agency.

Conditions to the Exchange Offer

Despite any other term of the exchange offer, we will not be required to accept for exchange, or exchange any new notes of a series for any old notes of that series, and we may terminate the exchange offer for that series as provided in this prospectus before accepting any old notes of that series for exchange, if in our reasonable judgment:

- . the exchange offer for that series, or the making of any exchange by a holder of old notes of that series, would violate applicable law or any applicable interpretation of the staff of the SEC, or
- . any action or proceeding has been instituted or threatened in any court or by or before any governmental agency with respect to the exchange offer for that series that, in our judgment, would reasonably be expected to impair our ability to proceed with that exchange offer.

In addition, we will not be obligated to accept for exchange the old notes of any holder that has not made to us:

- . the representations described under "--Procedures for Tendering" and "Plan of Distribution," and

- . any other representations as may be reasonably necessary under applicable SEC rules, regulations or interpretations to make available to us an appropriate form for registering the new notes under the Securities Act.

We expressly reserve the right to amend or terminate each exchange offer, and to reject for exchange any old notes not previously accepted for exchange in that exchange offer, upon the occurrence of any of the conditions to the exchange offer specified above. We will give oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the old notes of the series affected as promptly as practicable.

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These conditions are for our sole benefit, and we may assert them or waive them in whole or in part at any time or at various times in our sole discretion. Our failure at any time to exercise any of these rights will not mean that we have waived our rights. Each right will be deemed an ongoing right that we may assert at any time or at various times.

In addition, we will not accept for exchange any old notes tendered, and will not issue new notes in exchange for any old notes, if at that time any stop order has been threatened or is in effect with respect to the registration statement of which this prospectus constitutes a part or the qualification of the indenture relating to the notes under the Trust Indenture Act of 1939.

Procedures for Tendering

How to Tender Generally

Only a holder of old notes may tender those old notes in the exchange offer. To tender in the exchange offer, a holder must either:

- . comply with the procedures for physical tender, or
- . comply with the automated tender offer program procedures of The Depository Trust Company, or "DTC," described below.

To complete a physical tender, a holder must:

- . complete, sign and date the letter of transmittal or a facsimile of the letter of transmittal,
- . have the signature on the letter of transmittal guaranteed if the letter of transmittal so requires,
- . mail or deliver the letter of transmittal or facsimile to the exchange agent before the expiration date, and
- . deliver the old notes to the exchange agent before the expiration date or comply with the guaranteed delivery procedures described below.

To be tendered effectively, the exchange agent must receive any physical delivery of the letter of transmittal and other required documents at its address provided above under "Summary--The Exchange Agent" before the expiration date.

To complete a tender through DTC's automated tender offer program, the exchange agent must receive, before the expiration date, a timely confirmation of book-entry transfer of the old notes into the exchange agent's account at

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DTC according to the procedure for book-entry transfer described below or a properly transmitted agent's message.

The tender by a holder that is not withdrawn before the expiration date and our acceptance of that tender will constitute an agreement between the holder and us in accordance with the terms and subject to the conditions described in this prospectus and in the letter of transmittal.

The method of delivery of old notes, the letter of transmittal and all other required documents to the exchange agent is at your election and risk. Rather than mail these items, we recommend that you use an overnight or hand delivery service. In all cases, you should allow sufficient time to assure delivery to the exchange agent before the expiration date. You should not send the letter of transmittal or old notes to us. You may request your broker, dealer, commercial bank, trust company or other nominee to effect the above transactions for you.

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How to Tender if You are a Beneficial Owner

If you beneficially own old notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender those notes, you should contact the registered holder as soon as possible and instruct the registered holder to tender on your behalf. If you are a beneficial owner and wish to tender on your own behalf, you must, before completing and executing the letter of transmittal and delivering your old notes, either:

- . make appropriate arrangements to register ownership of the old notes in your name, or
- . obtain a properly completed bond power from the registered holder of your old notes.

The transfer of registered ownership may take considerable time and may not be completed before the expiration date.

Signatures and Signature Guarantees

You must have signatures on a letter of transmittal or a notice of withdrawal described below under "--Withdrawal of Tenders" guaranteed by an eligible institution unless the old notes are tendered:

- . by a registered holder who has not completed the box entitled "Special Issuance Instructions" or "Special Delivery Instructions" on the letter of transmittal, or
- . for the account of an eligible institution.

An eligible institution is a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc., a commercial bank or trust company having an office or correspondent in the United States, or an eligible guarantor institution within the meaning of Rule 17Ad-15 under the Exchange Act, that is a member of one of the recognized signature guarantee programs identified in the letter of transmittal.

When Endorsements or Bond Powers are Needed

If a person other than the registered holder of any old notes signs the letter of transmittal, the old notes must be endorsed or accompanied by a

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properly completed bond power. The registered holder must sign the bond power as the registered holder's name appears on the old notes. An eligible institution must guarantee that signature.

If the letter of transmittal or any old notes or bond powers are signed by trustees, executors, administrators, guardians, attorneys-in-fact, or officers of corporations or others acting in a fiduciary or representative capacity, those persons should so indicate when signing. Unless we waive this requirement, they also must submit evidence satisfactory to us of their authority to deliver the letter of transmittal.

Tendering Through DTC's Automated Tender Offer Program

The exchange agent and DTC have confirmed that any financial institution that is a participant in DTC's system may use DTC's automated tender offer program to tender. Accordingly, participants in the program may, instead of physically completing and signing the letter of transmittal and delivering it to the exchange agent, transmit their acceptance of the exchange offer electronically. They may do so by causing DTC to transfer the old notes to the exchange agent in accordance with its procedures for transfer. DTC will then send an agent's message to the exchange agent.

An agent's message is a message transmitted by DTC to and received by the exchange agent and forming part of the book-entry confirmation, stating that:

- . DTC has received an express acknowledgment from a participant in DTC's automated tender offer program that is tendering old notes that are the subject of the book-entry confirmation,

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- . the participant has received and agrees to be bound by the terms of the letter of transmittal or, in the case of an agent's message relating to