Awilco Drilling Ltd (UK)

Private placement to raise \$50 million for the equity financing of two semisubmersible drilling rigs

Awilco has committed \$25,5 million

December 2009

Strictly private and confidential





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Agenda

- 1 Investment case
- 2 Transaction details
- The Arctic rigs
- The case for mid-water semisubmersibles
- 5 Business plan and financing
- 6 Project pricing
- 7 Summary

Investment case

- Positioning for an upturn in the drilling market

- Acquire two workhorse 3rd generation drilling rigs
- Low initial cost compared to recent history and listed peers
- Low initial investment due to Seller's Credits
- Cash flow secured through bareboat contract for one rig until end of October 2010
- Vehicle for possible further growth into a multi rig company

- Overview of the project

- UK entity to be established: Awilco Drilling Ltd.
- Awilco has committed USD 25,5 million and will have a 51% ownership interest in Company)
- Awilco has performed a limited technical and legal due diligence
- Sale of the two rigs is a consequence of the merger between Transocean and GlobalSantaFe: A condition for the UK competition authorities' approval of the merger
- Sale is subject to approval by the UK Office of Fair Trading ("OFT")
- Buyer has confirmed to OFT its firm intention to operate the rigs on the UK Continental Shelf for three years

- Equity funding for two semisubmersibles

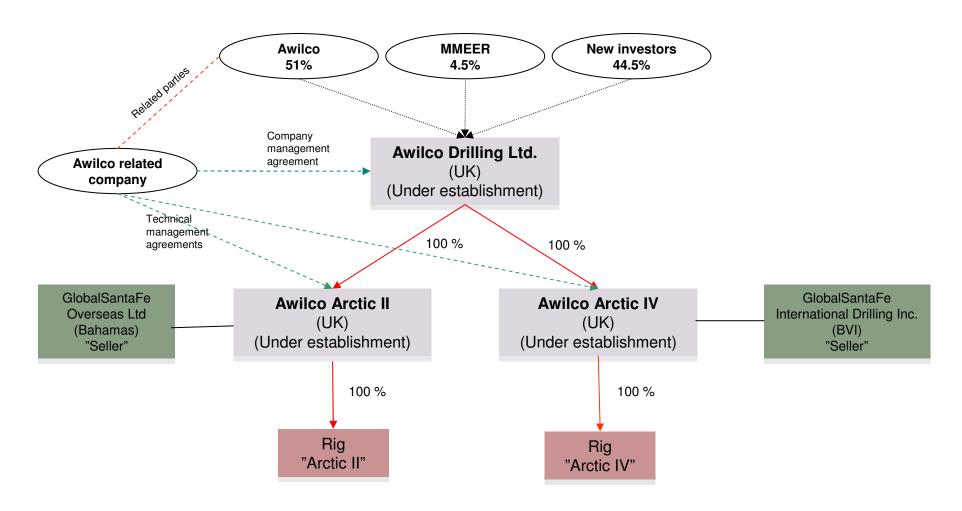
Equity financing

- Issuer: Awilco Drilling Ltd (UK)
- Private placement to raise \$50 million
 - Awilco has committed \$25,5 million
 - Offering to raise USD 50 million, consisting of 10,000,000 shares, par value USD 0.00001, at a subscription price of USD 5.
- The share offering will give the investors an ownership of 44,5 %, with remaining shares being taken by Awilco AS 51% and MMEER 4,5%
- Initial capital is given a mark-up of USD 5 million
- Private placement expected to be closed on 22 December 2009 at 18.00 hours, with the Company reserving the right to earlier close or extention
- Placement towards professional shareholders, minimum subscription to exceed EUR 50,000
- Deal contingent on:
 - Final agreement with Seller
 - Approval by the UK Office of Fair Trading and other relevant authorities within 18 January 2010
 - Final decision by AW to proceed with the transaction latest 18 January 2010
- Settlement to be made into escrow account where proceeds will be held until conditions are met
- No immediate plans for listing, but will consider OTC
- Fearnley Fonds ASA and Arctic Securities ASA are joint lead managers and bookrunners

Total funding requirement

- Total initial capital requirement for the purchase of two semisubmersibles is USD 215 million
 - Rig purchase price USD 205 million
 - Working Capital USD 10 million
- Seller will grant a non-recourse Seller's Credit of USD 165 million over 5 years
- Additional debt and equity will be required for upgrading of the rigs in 2010-2011. Capex requirement expected to be USD 90 million (ex. working capital and administration costs) to be financed by:
 - New equity USD 65 70 million
 - Loan from Seller USD 35 million non-recourse to cover upgrading and working capital

- Corporate structure



- Relationship to Awilco

- Awilco as company manager
 - Awilco will provide management services for the Company in the initial phase; permanent structure will be determined on the basis of Company development
 - The Company will have the right to terminate the agreement on 3 months notice
- Awilco as technical manager
 - Awilco will provide technical management of the rigs on a cost coverage basis
 - The Company will have the right to terminate the agreement on 6 months notice
- Estimated management costs under the agreements with Awilco are approximately USD 1 mill per year

Transaction details - Risk factors

All equity investments involve elements of risk. The following sets forth various risk elements that are considered particularly relevant for Awilco Drilling Ltd (UK) ("the Company"). The description is not necessarily exhaustive, and factors not discussed may have an impact on the evaluation of the risks associated with an investment in the Company's shares. Prospective investors should carefully consider each of the following risk factors and other information contained in this Presentation, and perform an independent evaluation before making an investment decision.

Market and industry risks

- Macro economic fluctuations: The Company is exposed to economic cycles. Changes in the general economic situation could affect the investments of the Company.
- Demand for drilling rigs is particularly sensitive to price fluctuations for oil, which in turn is dependent on general economic trends as well as availability of oil in the world markets.
- The Company's investments may be negatively impacted by increased supply of similar or other vessels.
- The market for the Company's investments' is competitive. The failure of the Company to maintain competitive equipment and services could have a material adverse effect on the Company's business, operating results or financial condition.
- International operations: Operations in international markets are subject to risks inherent in international business activities, including, in particular, general economic conditions in each such market, overlapping differing tax structures, management and organization spread over various jurisdictions, unexpected changes in regulatory requirements, complying with a variety of foreign laws and regulations.

Maritime risks

- The Company will operate in the maritime environments and can be exposed to disasters which can have a material adverse effect on the Company's business, operating results or financial condition.
- In the event of a casualty to a rig or other catastrophic events, the Company will rely on insurance to pay the insured value of the rig or the damage incurred. However, the Company may not have insurance cover for the full range of risks to which the Company are exposed and/or any particular claim may not be paid. A significant loss that is not covered by insurance may have material adverse effect for the Company.

Risks related to the Company

- The rigs: The rigs are sold "as is, where is" and all warranties, remedies and liabilities with respect to the rigs are waived.
- Upgrading: All costs for upgrading/reclassification etc are current estimates only. All costs can be increased due to a wide amount of factors, i.a. the condition of the rigs, increase in various expenditures such as prices of raw materials (i.a. steel), scope of work, equipment, materials, salaries etc and delays.
- Yard risks: The Company will require upgrading and reclassification
 of the rigs. There may be risks associated with the yards that are
 carrying out such upgrading and/or reclassification, as well as risks
 for cost overruns and delays.
- Management agreements: The Company will outsource technical and commercial services related to the operations of its assets. The Company is dependent on the performance of such parties operating under management agreements.
- Final documentation is not concluded.

Financial risks

- Lack of historical financial information: The Company is being incorporated in connection with the investment described herein. As a result, the Company has no historical financial statements. Forward looking financial statements are associated with uncertainty. Potential investors are therefore urged to make their own assessment of the Company's future financial results.
- Investments and financial leverage: Leverage amplifies the effect
 of fluctuation in earnings and values. Financing may not always be
 available in the amounts and terms deemed to be required by the
 Company. Additional equity financing may be required.
- Currency and interest rate: The Company may have operational and financial revenues and expense in various currencies and as such is exposed to currency fluctuations. The company will incur debt obligations and these obligations may be subject to fluctuation in interest rates
- Risks in the shares: The Company currently has no listing plans, but will consider a trading facility on the OTC-list. No assurances can be made in respect of registration on the OTC-list nor any other market. The Company cannot give any assurances in respect of the liquidity of trade of the Company's shares on the OTC-list nor any other market if so registered.

- Overview





The Arctic rigs - Arctic II



GSF Arctic II Rigname:

Rig owner: Globalsantafe Overseas Limited

SEMISUBMERSIBLE Type:

Friede & Goldman L-907 Enhanced Design:

Pacesetter

Flag: Vanuatu

Built/yard: 1982/Gotaverken Arendal

Water depth/dr.depth: 1250ft/25000ft

Accommodation: 92

Variable loads: 2,275 mt

Draw works: Ideco Dresser E-3000, 3,000 hp

Mud pumps: 2 Ideco T-1600 1600 hp

1 National Oilwell 12-P-160., 1600 hp

Power: 4 Nohab F 312 v ea. 2650 hp

Cranes: 2 Liebherr cranes, 120 ft. booms

Dreco 195 ft. x 40 ft. Derrick:

BOP:

2 dbl Shaffer SLX 15,000 psi, 1 annular preventor Shaffer 10,000 psi and 1 annular preventor Shaffer 5,000 psi

4 double winches Norwinch / 2A-76-2 El-Mooring system:

hydraulic and 8 Stevris MK 6, 12 mt

Has been stacked since 2008 and is currently out of class

Downtime in 2008 was 1.5% (source: Transocean)

Estimated upgrading costs are USD 75 million

DNV report and dataroom studies confirm good structural

condition

General maintanance

Class renewal

Additional costs to increase competitiveness:

Cranes

Deckload

Anchor winches

Accommodation

Power system

Upgrading planned at Remontowa, where Awilco has undertaken significant conversion projects in the past

The Arctic rigs - Arctic IV



GSF Arctic IV Rigname:

Rig owner: Globalsantafe International Drilling Inc.

SEMISUBMERSIBLE Type:

Friede & Goldman L-907 Enhanced Design:

Pacesetter

Flag: Vanuatu

Built/yard: 1983/Daewoo - Korea, upgraded 1999

Water depth/dr.depth: 1500ft/25000ft

Accommodation: 97

Variable loads: 4,017 t

Draw works: National-Oilwell 1625 DE

Mud pumps: 2 National-Oilwell 12-P-160 1600 hp

1 Continental Emsco FB1600, 1,600 hp

Power: 4 Ruston 12 cyl diesel ea. 3,320 hp

Cranes: 2 National OS345 cranes 140ft boom

DSI 175 ft. x 40 ft. Derrick:

BOP:

2 Cameron 10,000 psi annular preventers and 2 Cameron 15,000 psi

double ram preventers

4 Skagit WMD-48 and 8 anchor chains Mooring system:

- Downtime in 2009 corresponds to 2% (source: Transocean)
- In class through 1st quarter 2011
- Generally in a good condition, however not inspected
- Operated by Transocean under bareboat through October 2010 at USD 180,000 per day
 - On charter to Shell at t/c rate of USD 275,000 per day
 - 80% of the bareboat rate is held back by Transocean to service seller's credit
- Upgrading / classification is estimated at USD 15 million
- DNV report and dataroom studies do not reveal any structural problems

- Operating expenses

- Technical management services will be undertaken by WMS (Wilhelmsen Marine Services, a subsidiary of Awilco AS)
- Arctic II
 - Operating expenses while stacked are assumed to be USD 7,500 per day
- Arctic IV
 - On bareboat contract through October 2010
 - When returned to the Company, operating expenses are expected to be approximately USD 87,500 per day (incl. fees)
- Annual administration costs estimated to be approximately USD 3 mill
 - Including approximately USD 1 mill of estimated costs under the agreements with Awilco (priced at cost)

- Expected upgradings

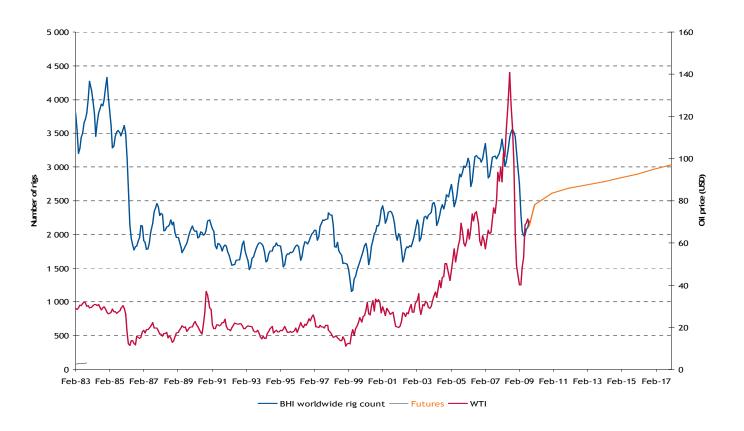
- For both rigs to be operational in 2011, an investment decision will need to be made mid-2010
 - Current capex estimate of USD 90 million
- Upgrading risks are believed to be modest:
 - Cost efficient solutions have been identified
 - The rigs are North Sea units
 - Not directly comparable with other projects with large cost overruns:
 - Rigs have not worked in hot/humid conditions with extensive corrosion
 - Rigs are to satisfy MODU code, not Norwegian standard
 - Rigs are only to be upgraded with respect to performance enhancement no large and costly deep water upgrade
- Upgradings are planned to be made at Remontowa in Poland
 - Awilco/WMS has performed various rig and ship conversions at this yard
 - Both rigs underwent upgradings at Remontowa in 2001/2003, hence are well known to the yard

- Operation and management

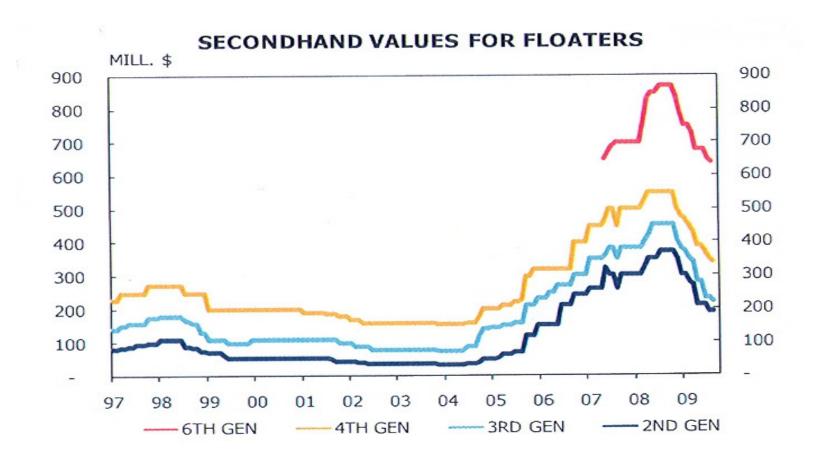
- Arctic IV on bareboat to Transocean through October 2010
- During upgrading and/or re-classification of the rigs, technical management will be provided under contract by WMS. WMS has previously successfully carried out various complex upgrading projects.
- Company management will in the interim period be handled by a company in the Awilco group, under a service contract.

Oil Price vs. Worldwide rig activity

- future oil price



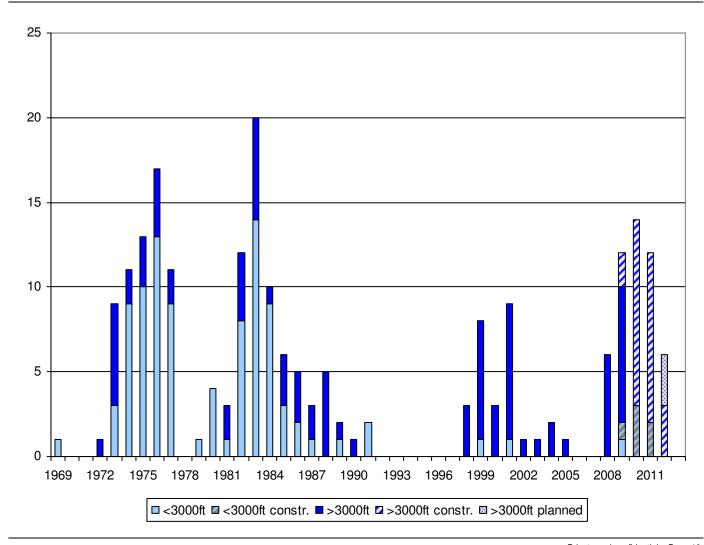
- Values have come significantly down



- The fleet is ageing

Average age of semi fleet is 24 years

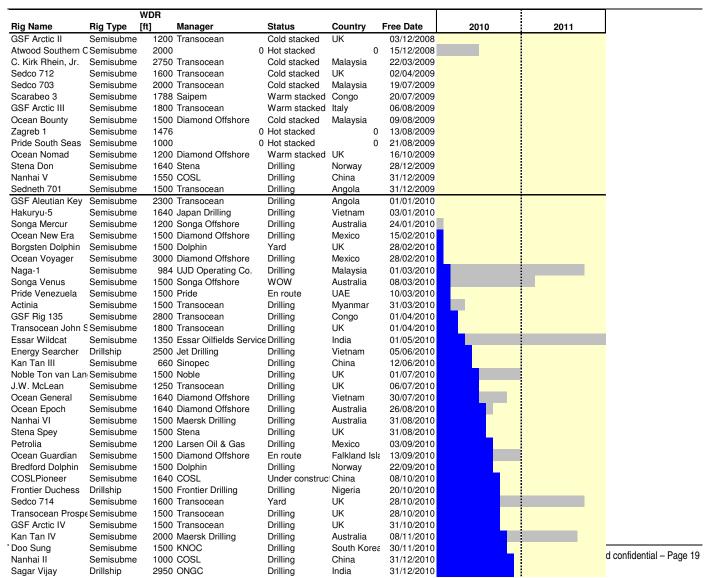
Average age of fleet <3000ft is 29 years



The case for mid-water semis - Global fleet status

World Wide rig availability in the Mid-water market through 2010

Excludes 2 rigs currently out-of-service

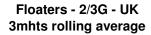


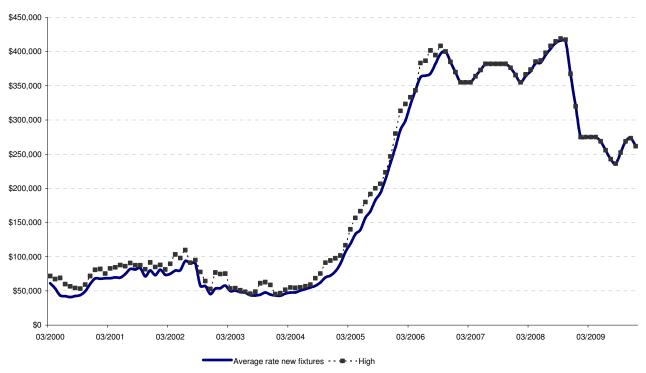
Source; Fearnley Fonds, ODS Petrodata

- UK fleet status

Rig Name	Rig Type	WDR [ft]	Manager	Status	Operator	Free Date	2010	2011
GSF Arctic II	Semisubme	1200	Transocean	Cold stacke	e 0	03/12/2008		
Sedco 712	Semisubme	1600	Transocean	Cold stacke	e O	02/04/2009		
Ocean Nomad	Semisubme	1200	Diamond Offshore	Warm stack	0	16/10/2009		
Transocean Rather	Semisubme	4500	Transocean	Warm stack	0	17/11/2009		<u>.</u>
Borgsten Dolphin	Semisubme	1500	Fred. Olsen Energy	Yard	0	01/01/2010		
J.W. McLean	Semisubme	1250	Transocean	Drilling	Petro-Canad	08/03/2010		
Transocean John Shaw	Semisubme	1800	Transocean	Drilling	Petrofac	01/04/2010		
Noble Ton van Langeveld	Semisubme	1500	Noble	Drilling	Venture	01/07/2010		
Stena Spey	Semisubme	1500	Stena	Drilling	Chevron	31/08/2010		
Sedco 714	Semisubme	1600	Transocean	Yard	Total	28/10/2010		
Transocean Prospect	Semisubme	1500	Transocean	Drilling	Nexen	28/10/2010		
GSF Arctic IV	Semisubme	1500	Transocean	Drilling	Nexen	31/10/2010		
Sedco 711	Semisubme	1800	Transocean	Drilling	Shell	01/02/2011		
Ocean Princess	Semisubme	1500	Diamond Offshore	Drilling	Talisman	01/10/2011		
Sedco 704	Semisubme	1000	Transocean	Drilling	Shell	23/10/2011		
Paul B. Loyd, Jr.	Semisubme	2000	Transocean	Drilling	BP	31/03/2012		
Byford Dolphin	Semisubme	1500	Fred. Olsen Energy	Drilling	BP	10/01/2013		

- Dayrate development





- The fleet of semisubmersibles <3000ft

- The fleet is currently 95 units plus 5 under construction, owned by the following largest players
 - Transocean 26 units
 - Diamond 18 units
 - Fred. Olsen 6 units
 - Songa 6 units
 - Pride 5 units
- Currently approx 13 idle / stacked rigs
 - Transocean 5 units
 - Diamond 3 units

- Recent contracts
 - JW McLean, 120 days UK, USD 250,000
 - Ocean Vanguard, 3 yr Norway, USD 350,000
 - Atwood Southern Cross, 30 days Tunis, unconfirmed rate
 - Songa Trym, 31 months Norway, USD 366,000
 - Actinia, 60 days Myanmar, USD 206,000
 - Actinia, 90 days Myanmar, USD 250,000
 - Ocean Guardian, 80 days Falklands, USD 245,000
 - Songa Mercur, 60 days Australia, USD 250,000
 - Songa Venus, 165 days Australia, USD 280,000 (Fearnley estimate)

- The UK market

Market characteristics

- Mature market with infrastructure
- Many smaller operators (dependent on high oil price and functioning capital markets)
- Short programs
- Several planned projects, depending on budgets / financing
- Limited new tonnage (5 units under construction)
- Few rig operators
- Increased activity requires a high oil price
- Expectations of more activity in 2010
- Current market rates around USD 250,000 depending on region and duration

UK-based fleet

- Currently 17 rigs (of a 100 rig comparable fleet) serving the UK market
- 5 units on contract through 2010
- 5 units idle, of which 2 are cold stacked and one is in yard without follow-on commitment

Business plan and financing

- Requirements and funding

		Requirements	Funding
		From January 2010	
	_	Initial investment of USD 215 million, equity of USD 50 million	Loan Agreement to be entered into for USD 165 million of Seller's Credit over 5 years, 9% interest rate, 15 year profile / balloon, non-recourse
I IIdoc	<u> </u>	Arctic II is idle and prepares for upgrading	
_		Arctic IV operates under bareboat with Transocean / Shell. Total EBITDA from contract is approximately USD 55 million (depending on date of closing), based on a BB rate of USD 180,000 until end October 2010.	Under the bareboat agreement, Transocean retains 80% of the rate as early down payment
		From approximately 4th quarter 2010	
		Estimated upgrading capital requirement of USD 90 million, with equity of USD 65 - 70 million	Loan Agreement to be entered into for USD 35 million from Transocean for up to 3 years, 10% interest rate, non-recourse
1 11000 7	Phase	Arctic II is planned to be reactivated and ready for 2011 operation	Specified for the purposes of working capital/capital expenditure for ongoing maintenance and operation
		Arctic IV is planned to be classed and ready for operation from 1st quarter 2011	for Arctic IV and for reactivation of Arctic IV (after the BB period) and Arctic II.
		The Company may elect to bring the reactivation forward if market conditions improves significantly	

Project pricing

- Pricing of peers

Peer comparison	ATW*	DO	ESV	NE	PDE	RDC	RIG	FOE	SCORE**	SDRL	SONG
(USDm)											
USDx-rate								5.82			
Share price (NOK)								215.9	24.3	146	30.2
Share price (USD)	35.88	98.18	43.32	41.48	32.13	24.05	83.36	37.12	4.18	25.10	5.19
No of shares (fully dil.)	65	139	140	262	174	113	319	67	88	398	137
Market Cap.	2,321	13,653	6,069	10,887	5,600	2,720	26,592	2,476	367	10,002	710
Net debt 3q09e	-175	-747	734	5	-242	-185	-10,855	-779	-681	-6,268	-882
Remaining growth capex	-796	0	-1,699	-685	-1,570	-624	-1,575	0	-67	-1,845	0
Adjustments**	0	32	0	41	20	0	-1,009	0	0	-1,018	0
Net debt adjusted (pro forma	-971	-715	-965	-638	-1,792	-809	-13,439	-779	-747	-9,131	-882
EV (fully financed)	3,292	14,368	7,034	11,525	7,392	3,529	40,031	3,255	1,114	19,133	1,592

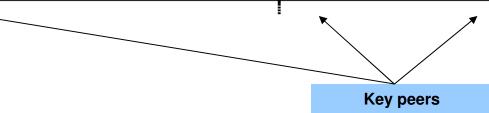
^{*} For ATW use fiscal 3q09. ** Adjustments for options, issues, minorities etc.

Backlog analysis	ATW*	DO	ESV	NE	PDE	RDC	RIG	FOE	SCORE**	SDRL	SONG
Est. backlog at end 3q09*	1,746	8,401	3,399	8,146	7,231	1,202	32,396	2,585	734	10,570	1,001
Net secure CF ops.	884	3,232	1,431	2,917	2,859	302	15,323	1,199	315	5,823	413
"Superprofit" cash flow*	742	1,913	512	900	1,054	216	6,109	778	235	3,060	326
NPV "Superprofit CF"*	571	1,521	433	726	770	190	4,847	616	188	2,193	262
EV adjusted**	2,721	12,847	6,601	10,799	6,623	3,339	35,184	2,639	926	16,941	1,330

^{*} Based on earnings above required (long term) dayrate projections

^{**} For "Superprofit earnings" - (residual is steel value)

Adjusting for non-drilling &	ATW*	DO	ESV	NE	PDE	RDC	RIG	FOE	SCORE**	SDRL	SONG
Adjustments	0	0	-15	-72	-26	-427	-589	0	0	-1,372	0
EV drilling adjusted	2,721	12,847	6,586	10,727	6,597	2,912	34,595	2,639	926	15,569	1,330



Source : Fearnley Fonds

Project pricing

- Implied values among peers

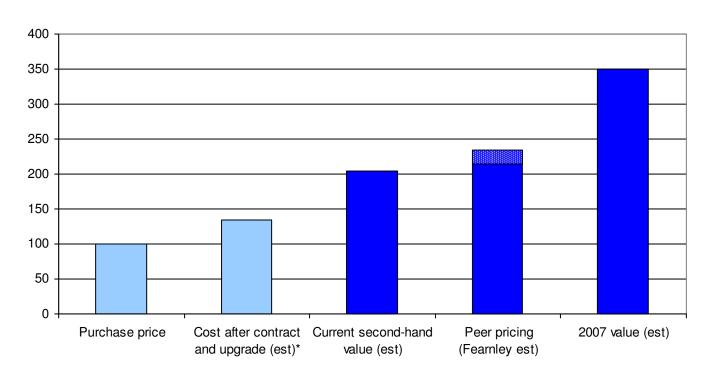
								i				Assumed
Implied valuation	ATW*	DO	ESV	NE	PDE	RDC	RIG	FOE	SCORE**	SDRL	SONG	"market value"
(USDm)								į				
UDW Floaters, high					620		751	<u>i</u>		927		700
No of units					4		13	İ		8		
Average age (yrs)					-2		2	į		1		
UDW Floaters, std.	575	681	564	631	487		590	678		728		550
No of units	1	6	8	7	2		15	1		4		
Average age (yrs)	-4	19	0	8	11		8	8		1		
Deepwater Floaters	392	464		430	332		402	462		497		375
No of units	4	8		9	6		18	1		1		313
Average age (yrs)	19	30		22	12		27	34		10		
average age (yra)	10	30		22	12		21	54		10		
Shallow Water Floaters	183	217		201	155		188	216		232	222	175
No of units	1	19		1	6		28	6		1	6	
Average age (yrs)	32	30		29	30		28	28	/	23	27	
Harsh high end JU's						183	241			232		225
No of units						7	3	•		1		
Average age (yrs)						4	13			17		
New UPJU's	157	186	154	172		122	161		132	199		150
No of units	2	2	3	3		8	2	i	7	6		130
Average age (yrs)	3	ō	3	1		1	6	į	ó	1		
(vorage age (y.e)				•		•	•	İ		•		
Old UPJUs			72	80		57	75	ļ				70
No of units			6	3		10	5	!				
Average age (yrs)			8	35		27	19	!				
Other Jackson	37	43	36	40	24		38			46		35
Other Jackups No of units	1	13	33	37	31 7	9 10	55			2		35
No or units Average age (yrs)	32	25	27	28	30	29	28	i		23		
average age (yrs)	32	23	21	20	30	23	20	i		23		
Tender rigs/Accommodation	22							203		203		130
No of units	2							1		14		
	_							į				
Implied value Other**			15	77	28	427	648	i		1,372		
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Source : Fearnley Fonds

Project pricing

- Historical and peer overview

Rig values, USD million



^{*} Purchase price plus estimated upgrade costs, less net earnings from current contract

Summary

Value case

- Attractive rig pricing compared to peers and historical levels USD 75 to 100 million upside per rig to reach current peer pricing
- Attractive financing from sellers provides high option value USD 25 million in initial equity per rig
- Market case
 - Market potential in UK and other regions
- Teaming up with a strong partner
 - Awilco has extensive experience with rig management, operation, conversion and construction