

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

FORM S-8  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

TRANSOCEAN SEDCO FOREX INC.  
 (Exact name of registrant as specified in its charter)

CAYMAN ISLANDS (State or other jurisdiction of incorporation or organization)	4 GREENWAY PLAZA HOUSTON, TEXAS 77046 (Address of Principal Executive Offices)	N/A (I.R.S. Employer Identification No.)
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LONG-TERM INCENTIVE PLAN  
 (Full title of the plan)

ERIC B. BROWN, ESQ.  
 TRANSOCEAN SEDCO FOREX INC.  
 4 GREENWAY PLAZA  
 HOUSTON, TEXAS 77046  
 (Name and address of agent for service)

(713) 232-7500  
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE(2)
Ordinary Shares, par value \$.01 per share	6,200,000	\$ 29.94	\$ 185,628,000	\$ 44,365.09

- (1) Estimated pursuant to Rules 457(c) and (h) solely for the purpose of computing the registration fee and based upon the average of the high and low sales prices of the ordinary shares reported on the New York Stock Exchange Composite Tape on December 14, 2001.
- (2) Pursuant to Rule 457(p) of the Securities Act of 1933, the Registrant hereby offsets the registration fee required in connection with this registration statement by the aggregate total dollar amount of \$44,365.09 previously paid in connection with prior registration statements relating to securities offered thereunder that remain unsold. Accordingly, no registration fee is being paid in connection with this registration statement. The aggregate total dollar amount previously paid in connection with prior registration statements is the sum of the following: \$21,118.00 of the filing fee previously paid on July 15, 1997 by Reading & Bates Corporation (an indirect wholly owned subsidiary of the Registrant, "Reading & Bates") in connection with its registration statement on Form S-8 (Registration No. 333-31317), \$19,152.00 of the filing fee previously paid on October 12, 1999 by R&B Falcon Corporation (an indirect wholly owned subsidiary of the Registrant, "R&B Falcon") in connection with its registration statement on Form S-8 (Registration No. 333-88843), \$4,061.00 of the filing fee previously paid on August 2, 2000 by R&B Falcon in connection with its registration statement on Form S-8 (Registration No. 333-42886), \$34.09 of the filing fee previously paid on November 23, 1998 by R&B Falcon in connection with its registration statement on Form S-8 (Registration No. 333-67755).

This Registration Statement is being filed by Transocean Sedco Forex Inc. pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-8 (Registration No. 333-94543) filed with the Securities and Exchange Commission on January 12, 2000 are incorporated herein by reference.

ITEM 8. EXHIBITS.

\*4.1 - Long-Term Incentive Plan of Transocean Sedco Forex Inc., as amended and restated effective January 1, 2000 (incorporated by

reference to Exhibit 10.7 to the registrants's Form 10-K for the year ended December 31, 1999)

- \*4.2 - First Amendment to the Amended and Restated Long-Term Incentive Plan of Transocean Sedco Forex Inc., as amended and restated effective January 1, 2000 (incorporated by reference to Exhibit 10.9 to the registrants's Form 10-K for the year ended December 31, 1999)
- 4.3 - Second Amendment to the Amended and Restated Long-Term Incentive Plan of Transocean Sedco Forex Inc., as amended and restated effective May 11, 2001
- 5.1 - Opinion of Walkers, regarding the legality of securities to be issued by Transocean Sedco Forex Inc.
- 23.1 - Consent of PricewaterhouseCoopers LLP
- 23.2 - Consent of Ernst & Young LLP
- 23.3 - Consent of Arthur Andersen LLP
- 23.4 - Consent of Walkers (contained in Exhibit 5.1)
- 24.1 - Powers of Attorney
- \* Incorporated herein by reference as indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 18, 2001.

TRANSOCEAN SEDCO FOREX INC.

By: /s/ J. Michael Talbert  
-----  
J. Michael Talbert  
Chief Executive Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED AND ON DECEMBER 13, 2001.

Signature	Title
* ----- Victor E. Grijalva	Chairman of the Board of Directors
/s/ J. Michael Talbert ----- J. Michael Talbert	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Gregory Cauthen ----- Gregory Cauthen	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
/s/ Ricardo Rosa ----- Ricardo Rosa	Vice President and Controller (Principal Accounting Officer)
* ----- Richard D. Kinder	Director
* ----- Ronald L. Kuehn, Jr.	Director
* ----- Arthur Lindenauer	Director
* ----- Paul B. Loyd, Jr.	Director
* ----- Martin B. McNamara	Director
* ----- Roberto Monti	Director
* ----- Richard A. Pattarozzi	Director
* ----- Alain Roger	Director
* ----- Kristian Siem	Director
* ----- Ian C. Strachan	Director
* By:/s/ William E. Turcotte ----- William E. Turcotte (Attorney-in-Fact)	

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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24.1	- Powers of Attorney
*	Incorporated herein by reference as indicated.



LONG-TERM INCENTIVE PLAN  
OF  
TRANSOCEAN SEDCO FOREX INC.

(As Amended and Restated Effective January 1, 2000)

Second Amendment  
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Transocean Sedco Forex Inc., a Cayman Islands exempted company (the "Company"), having reserved the right under Section 6.3(a) of the Long-Term Incentive Plan of Transocean Sedco Forex Inc., as amended and restated effective January 1, 2000, and as thereafter amended (the "Plan"), to amend the Plan, does hereby amend Article IV of the Plan, effective as of May 11, 2001, as follows:

1. Section 4.1 of the Plan is hereby amended in its entirety to read as follows:

"4.1 GRANT OF OPTIONS OR FREESTANDING SRS

Each person who becomes an Eligible Director (other than a person who first becomes an Eligible Director on the date of an annual meeting of the Company's shareholders) shall be granted, effective as of the date such person becomes an Eligible Director, (i) an Option to purchase 4,000 Ordinary Shares (the "Initial Option"), if such person is not then residing in Norway, or (ii) a freestanding SAR with respect to 4,000 Ordinary Shares (the "Initial SAR"), if such person is then residing in Norway. Each person who is or becomes an Eligible Director on the date of an annual meeting of the Company's shareholders and whose service on the Board of Directors will continue after such meeting shall be granted, effective as of the date of such meeting, (i) an Option to purchase 6,000 Ordinary Shares (the "Annual Option"), if such person is not then residing in Norway, or (ii) a freestanding SAR with respect to 6,000 Ordinary Shares (the "Annual SAR"), if such person is then residing in Norway."

2. The first sentence in Section 4.2(c) of the Plan is hereby amended in its entirety to read as follows:

"Subject to Section 4.2(g) and the remainder of this paragraph, the Annual Option shall become exercisable in installments as follows: (1) a total of 2,000 Ordinary Shares may be purchased through exercise of the Annual Option on or after the first anniversary of the date of grant; (2) a total of 4,000 Ordinary Shares may be purchased through exercise of the Annual Option on or after the second anniversary of the date of grant; and (3) a total of 6,000 Ordinary Shares may be purchased through exercise of the Annual Option on or after the third anniversary of the date of grant."

3. Section 4.2(c) of the Plan is hereby amended by adding the following new sentence before the first sentence in Section 4.2(c):

"Subject to Section 4.2(g) and the remainder of this paragraph, the Initial Option shall become exercisable in installments as follows: (1) a total of 1,333 Ordinary Shares may be purchased through exercise of the Initial Option on or after the first anniversary of the date of grant; (2) a total of 2,666 Ordinary Shares may be purchased through exercise of the Initial Option on or after the second anniversary of the date of grant; and (3) a total of 4,000 Ordinary Shares may be purchased through exercise of the Initial Option on or after the third anniversary of the date of grant."

4. The first sentence in Section 4.3(c) of the Plan is hereby amended in its entirety to read as follows:

"Subject to Section 4.3(f) and the remainder of this paragraph, the Annual SAR shall become exercisable in installments as follows: (1) the Annual SAR shall be exercisable with respect to a total of 2,000 Ordinary Shares on or after the first anniversary of the date of grant; (2) the Annual SAR shall be exercisable with respect to a total of 4,000 Ordinary Shares on or after the second anniversary of the date of grant; and (3) the Annual SAR shall be exercisable with respect to a total of 6,000 Ordinary Shares on or after the third anniversary of the date of grant."

5. Section 4.3(c) of the Plan is hereby amended by adding the following new sentence before the first sentence in Section 4.3(c):

"Subject to Section 4.3(f) and the remainder of this paragraph, the Initial SAR shall become exercisable in installments as follows: (1) the Initial SAR shall be exercisable with respect to a total of 1,333 Ordinary Shares on or after the first anniversary of the date of grant; (2) the Initial SAR shall be exercisable with respect to a total of 2,666 Ordinary Shares on or after the second anniversary of the date of grant; and (3) the Initial SAR shall be exercisable with respect to a total of 4,000 Ordinary Shares on or after the third anniversary of the date of grant."

anniversary of the date of grant."

IN WITNESS WHEREOF, this Second Amendment has been executed effective as of  
May 11, 2001.

TRANSOCEAN SEDCO FOREX INC.

By: /s/ Eric B. Brown

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Eric B. Brown  
Corporate Secretary





WALKERS  
Attorneys-at-Law

P.O. Box 265GT, Walker House,  
Grand Cayman, Cayman Islands  
Tel. (345) 949-0100 Fax: (345) 949-7886  
Email: info@walkers.com.ky

December 19, 2001

Transocean Sedco Forex Inc.  
4 Greenway Plaza  
Houston  
Texas 77045  
United States of America

Gentlemen,

VALIDITY OF ISSUE OF ORDINARY SHARES OF TRANSOCEAN SEDCO FOREX INC., A CAYMAN ISLANDS EXEMPTED COMPANY.

We have acted as special Cayman Islands counsel to Transocean Sedco Forex Inc., a Cayman Islands exempted company ("TRANSOCEAN"), in connection with a reservation of Transocean ordinary shares, of a par or nominal value of US\$0.01 per share ("ORDINARY SHARES"), to be issued under the terms of its Long-Term Incentive Plan (the "LTIP") and its Employee Stock Purchase Plan (the "ESPP"). Under the amendment to the LTIP, Transocean reserved an additional 6,200,000 Ordinary Shares for issuance. Under the amendment to the ESPP, Transocean reserved an additional 750,000 Ordinary Shares for issuance.

We have been asked to provide this legal opinion to you in connection with Transocean's filing of Registration Statements on Form S-8, pursuant to the Securities Act of 1933, as amended, to register the additional shares issuable under the LTIP and the ESPP.

For the purposes of giving this opinion, we have examined the documents listed in Schedule 1.

In giving this opinion, we have relied upon the assumptions set out in Schedule 2 hereto, which we have not independently verified.

We are Attorneys-at-Law in the Cayman Islands and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date hereof.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we deem relevant, we are of the opinion that under the laws of the Cayman Islands:

When issued and sold pursuant to the provisions of the LTIP and the ESPP, as applicable, the Ordinary Shares will be recognized as having been duly authorized, and validly issued, fully paid and non-assessable.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is governed by and shall be construed in accordance with the laws of the Cayman Islands.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statements on Form S-8 that are referred to herein. In giving this consent we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC thereunder.

Yours faithfully,

/s/ WALKERS  
-----  
WALKERS

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Memorandum and Articles of Association of Transocean.
2. The Resolutions adopted by the Board of Directors of Transocean pursuant to their meeting of December 13, 2001.
3. Such other documents as we have considered necessary for the purposes of rendering this opinion.

The document at paragraph 2 above is referred to in this opinion as the "RESOLUTION".

SCHEDULE 2

ASSUMPTIONS

The opinions hereinbefore given are based upon the following assumptions insofar as each such assumption may relate to the opinions given:

1. All original documents are authentic, that all signatures and seals are genuine, that all documents purporting to be sealed have been so sealed and that all copies conform to their originals.
2. The Minute Book of Transocean supplied to us on 18 December, 2001 by Transocean contain a complete record of the business transacted by it.
3. The corporate records of Transocean supplied to us on 18 December, 2001 by Transocean constitute its complete corporate records and that all matters required by law to be recorded therein are so recorded.
4. From the date of the Resolution, no corporate or other action has been taken by Transocean to amend, alter or repeal the Resolution.



CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 6, 1999 relating to the financial statements, which appears in the 2000 Annual Report to Shareholders of which is incorporated by reference in Transocean Sedco Forex's Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP

New York, New York  
December 17, 2001

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Employee Stock Purchase Plan of Transocean Sedco Forex Inc. of our report dated January 25, 2001, with respect to the consolidated balance sheets as of December 31, 2000 and 1999, and the related consolidated statements of operations, equity and cash flows for the year ended December 31, 2000, and the related combined statements of operations, equity and cash flows for the year ended December 31, 1999 (and the related financial statement schedule) of Transocean Sedco Forex Inc. and Subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas  
December 17, 2001

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated February 23, 2001 included in R&B Falcon Corporation's Form 10-K for the year ended December 31, 2000 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

Houston, Texas

December 17, 2001

## TRANSOCEAN SEDCO FOREX INC.

## POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

NOW, THEREFORE, the undersigned, in his capacity as a director or officer or both, as the case may be, of the Company, does hereby appoint J. Michael Talbert, Robert L. Long, Eric B. Brown, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the other, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as director, officer or both, as the case may be, of the Company, the Form S-8 and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto. Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Victor E. Grijalva  
-----  
Name: Victor E. Grijalva

## TRANSOCEAN SEDCO FOREX INC.

## POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.



By: /s/ Ronald L. Kuehn, Jr.

-----  
Name: Ronald L. Kuehn, Jr.

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 18th day of December, 2001.

By: /s/ Richard D. Kinder  
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Name: Richard D. Kinder

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Ronald L. Kuehn, Jr.

-----  
Name: Ronald L. Kuehn, Jr.

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Arthur Lindenauer  
-----  
Name: Arthur Lindenauer

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Paul B. Loyd, Jr.  
-----  
Name: Paul B. Loyd, Jr.

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

NOW, THEREFORE, the undersigned, in his capacity as a director or officer or both, as the case may be, of the Company, does hereby appoint J. Michael Talbert, Robert L. Long, Eric B. Brown, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the other, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as director, officer or both, as the case may be, of the Company, the Form S-8 and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto. Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Martin B. McNamara  
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Name: Martin B. McNamara

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Roberto L. Monti

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Name: Roberto L. Monti

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Richard A. Pattarozzi  
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Name: Richard A. Pattarozzi



TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Alain Roger  
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Name: Alain Roger

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Kristian Siem

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Name: Kristian Siem

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Ian C. Strachan

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Name: Ian C. Strachan

