

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TRANSOCEAN OFFSHORE 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 (713) 871-7500 (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)

NICOLAS J. EVANOFF  
TRANSOCEAN OFFSHORE INC.  
4 GREENWAY PLAZA  
HOUSTON, TEXAS 77046  
(Name and address of agent for service)  
(713) 871-7500  
(Telephone number, including area code,  
of agent for service)

This Post-Effective Amendment is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by Transocean Offshore Inc., a Cayman Islands exempted company limited by shares ("Transocean-Cayman" or the "Company"), as successor to Transocean Offshore Inc., a Delaware corporation ("Transocean-Delaware"), and Transocean Offshore (Texas) Inc., a Texas corporation ("Transocean-Texas"). Transocean-Cayman hereby expressly adopts the Registration Statement on Form S-8 (File No. 333-58211) as its own Registration Statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Pursuant to Rule 429 under the Securities Act of 1933, the prospectus to which this Post-Effective Amendment relates is a combined prospectus that also relates to the following Registration Statements on Form S-8: Reg. No. 33-64776 and Reg. No. 333-12475.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the employee benefit plan information required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be

sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The registrant will maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the registrant will furnish to the Commission or its staff a copy of any or all of the documents included in such file.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which Transocean-Delaware and Transocean-Cayman have filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated in this Post-Effective Amendment by reference and shall be deemed to be a part hereof:

1. Transocean-Delaware's Annual Report on Form 10-K for the fiscal year ended December 31, 1998;
2. Transocean-Delaware's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999;
3. The Current Report on Form 8-K dated March 15, 1999 of Transocean-Delaware and the Current Report on Form 8-K dated May 14, 1999 of Transocean-Cayman; and
4. The description of the Company's ordinary shares, par value US\$.01 per share, contained in Transocean-Cayman's Current Report on Form 8-K dated May 14, 1999.

All documents filed by Transocean-Cayman and Transocean-Texas with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Post-Effective Amendment and prior to the filing of any further post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Post-Effective Amendment by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Post-Effective Amendment, in any amendment hereto or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Post-Effective Amendment to the extent that a statement contained herein or in any subsequently-filed supplement to this Post-Effective Amendment or in any document that also is incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Post-Effective Amendment.

#### ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

#### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

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#### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 34.1 of Transocean-Cayman's Articles of Association provides that:

No Transocean-Cayman directors will be personally liable to Transocean-Cayman or, if any, its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to Transocean-Cayman or, if any, to its members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived an improper personal benefit.

Transocean-Cayman will indemnify, to the fullest extent permitted by the laws of the Cayman Islands as from time to time in effect, if any, any person who was or is a party or is threatened to be made a party to, or otherwise requires representation by counsel in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not an action by or in the right of Transocean-Cayman) by reason of the fact that he is or was a director or officer of Transocean-Cayman, or, while serving as a director or officer of Transocean-Cayman, is or was serving at the request of Transocean-Cayman, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity. The right to indemnification conferred by Section 34.1 also includes the right of such persons to be paid in advance by Transocean-Cayman for their expenses to the fullest extent permitted by the laws of the Cayman Islands as from time to time in effect.

Unless otherwise determined by the Transocean-Cayman board of directors, Transocean-Cayman will indemnify to the fullest extent permitted by the laws of the Cayman Islands as from time to time in effect, if any, any person who was or is a party or is threatened to be made a party to, or otherwise requires representation by counsel in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not an action by or in the right of Transocean-Cayman), by reason of the fact that he is or was an employee (other than an officer) or agent of Transocean-Cayman as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity.

The rights and authority conferred by Section 34.1 are not exclusive of any other right that any person has or hereafter acquires under any law, provision of Transocean-Cayman's Articles of Association or Memorandum of Association, agreement, vote of members of Transocean-Cayman or of the board of directors of Transocean-Cayman or otherwise.

Transocean-Cayman also has directors and officers liability insurance that would indemnify its directors and officers against damages arising out of certain kinds of claims that might be made against them based on their negligent acts or omissions while acting in their capacity as such.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

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ITEM 8. EXHIBITS

The following documents are filed as a part of this registration statement or incorporated by reference herein:

Exhibit No. -----	Description -----
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- \* 4.1 Memorandum of Association of Transocean-Cayman (incorporated by reference to Annex B to the proxy statement/prospectus included in Transocean-Texas' Registration Statement on Form S-4 (Registration No. 333-75899) dated April 8, 1999)
- \* 4.2 Articles of Association of Transocean-Cayman (incorporated by reference to Annex C to the proxy statement/prospectus included in Transocean-Texas' Registration Statement on Form S-4 (Registration No. 333-75899) dated April 8, 1999)
- \* 4.3 Long-Term Incentive Plan of Transocean Offshore Inc., (As amended and restated effective March 12, 1998) (incorporated by reference to Exhibit 4.5 to Transocean-Delaware's Form S-8 Registration No. 333-58211 filed June 30, 1998)
- 4.4 Amendment No. 1 to Long-Term Incentive Plan of Transocean Offshore Inc., as amended and restated effective March 12, 1998, dated May 14, 1999
- 5.1 Opinion of W.S. Walker & Company, regarding the legality of securities to be issued by Transocean Offshore Inc., a Cayman Islands exempted company
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of W.S. Walker & Company (included in Exhibit 5.1)
- 24 Powers of Attorney

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\* Incorporated herein by reference as indicated.

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

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provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the registrant pursuant to the provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 May 17, 1999.

TRANSOCEAN OFFSHORE INC.

By: /s/ Robert L. Long  
-----  
Robert L. Long  
Senior Vice President

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed on May 17, 1999 by the following persons in the capacities indicated.

Signature -----	Title -----
/s/ J. Michael Talbert ----- J. Michael Talbert	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Robert L. Long ----- Robert L. Long	Senior Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer)
/s/ Barbara S. Koucouthakis ----- Barbara S. Koucouthakis	Vice President and Controller (Principal Accounting Officer)
* ----- W. Dennis Heagney	Director, President and Chief Operating Officer

*	-----	Director
Richard D. Kinder	*	Director
-----	-----	-----
Ronald L. Kuehn, Jr.	*	Director
-----	-----	-----
Robert J. Lanigan	*	Director
-----	-----	-----
Fridtjof Lorentzen	*	Director
-----	-----	-----
Max L. Lukens	*	Director
-----	-----	-----
Martin B. McNamara	*	Director
-----	-----	-----
Kristian Siem		

\* By: /s/ Nicolas J. Evanoff  
-----  
Nicolas J. Evanoff  
Attorney in Fact

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INDEX TO EXHIBITS

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* 4.1	Memorandum of Association of Transocean-Cayman (incorporated by reference to Annex B to the proxy statement/prospectus included in Transocean-Texas' Registration Statement on Form S-4 (Registration No. 333-75899) dated April 8, 1999)
* 4.2	Articles of Association of Transocean-Cayman (incorporated by reference to Annex C to the proxy statement/prospectus included in Transocean-Texas' Registration Statement on Form S-4 (Registration No. 333-75899) dated April 8, 1999)
* 4.3	Long-Term Incentive Plan of Transocean Offshore Inc., (As amended and restated effective March 12, 1998) (incorporated by reference to Exhibit 4.5 to Transocean-Delaware's Form S-8 Registration No. 333-58211 filed June 30, 1998)
4.4	Amendment No. 1 to Long-Term Incentive Plan of Transocean Offshore Inc., as amended and restated effective March 12, 1998, dated May 14, 1999
5.1	Opinion of W.S. Walker & Company, regarding the legality of securities to be issued by Transocean Offshore Inc., a Cayman Islands exempted company
23.1	Consent of Ernst & Young LLP
23.2	Consent of W.S. Walker & Company (included in Exhibit 5.1)
24	Powers of Attorney

\* Incorporated herein by reference as indicated.



Amendment Number 1 dated May 14, 1999 to the  
LONG-TERM INCENTIVE PLAN OF TRANSOCEAN OFFSHORE INC.  
(As Amended and Restated as of March 12, 1998)

WHEREAS, Transocean Offshore Inc., a Delaware corporation ("Transocean-Delaware"), established the Long-Term Incentive Plan of Transocean Offshore Inc. (as Amended and Restated as of March 12, 1998) (the "Plan"), and reserved the right of its Board of Directors under Article VI thereof to amend the Plan; and

WHEREAS, Transocean-Delaware entered into an Agreement and Plan of Merger and Conversion dated as of March 12, 1999 with Transocean Offshore (Texas) Inc. (the "Agreement"); and

WHEREAS the Agreement provides for the merger of Transocean-Delaware with and into Transocean Offshore (Texas) Inc. (the "Merger"), and the subsequent conversion under the Texas Business Corporation Act (the "Conversion") of Transocean Offshore (Texas) Inc. into Transocean Offshore Inc., a Cayman Islands exempted company limited by shares (the "Company"), (the Merger and Conversion collectively being the "Reorganization"); and

WHEREAS the Agreement provides in its Article V that the Stock Option Plans (as defined therein) of Transocean-Delaware shall be assumed by Transocean Offshore (Texas) Inc. immediately after the Merger Effective Time (as defined therein) (Section 5.1) and that the Stock Option Plans of Transocean Offshore (Texas) Inc. shall continue as plans and agreements of the Company immediately after the Conversion Effective Time (as defined therein) (Section 5.2); and

WHEREAS the Plan is a Stock Option Plan as defined in the Agreement and therefore was assumed by Transocean Offshore (Texas) Inc. at the Merger Effective Time and has continued as a plan and agreement of the Company since the Conversion Effective Time;

NOW, THEREFORE, the Company does hereby continue the sponsorship of the Plan and does hereby amend the Plan, effective May 14, 1999, from and after the Conversion Effective Time, to provide for the Reorganization and to provide for certain other changes as follows:

1. All references in the Plan to "Common Stock" or "shares of Common Stock" are amended to read "Ordinary Shares," all references in the Plan to "Restricted Stock" or "shares of Restricted Stock" are amended to read "Restricted Ordinary Shares" and references to "Stock" such as in "Stock Options," "Stock Certificates," "Freestanding Stock Appreciation Rights," "Stock Appreciation Rights (SARs)," "Stock split" or "Stock dividend" are amended to substitute the word "Share" for the word "Stock".

2. Section 1.1 of the Plan is deleted in its entirety and the following is substituted in its place:

1.1 PURPOSE OF THE PLAN

The Long-Term Incentive Plan (the "Plan") of Transocean Offshore Inc., a Cayman Islands exempted company (the "Company"), is intended to advance the best interests of the Company and its subsidiaries by providing Directors and employees with additional incentives through the grant of options ("Options") to purchase ordinary shares, par value US \$0.01 per share of the Company ("Ordinary Shares"), share appreciation rights ("SARs"), restricted Ordinary Shares ("Restricted Shares") and cash performance awards ("Cash Awards"), thereby increasing the personal stake of such Directors and employees in the continued success and growth of the Company.

3. Section 6.2 of the Plan is deleted in its entirety and the following is substituted in its place:



## 6.2 ADJUSTMENTS FOR CHANGES IN CAPITALIZATION

In the event of a scheme of arrangement, reorganization, recapitalization, Ordinary Share split, Ordinary Share dividend, combination of shares, rights offer, liquidation, dissolution, merger, consolidation, spin-off, sale of assets, payment of an extraordinary cash dividend, or any other change in or affecting the corporate structure or capitalization of the Company, the Committee shall make appropriate adjustment in the number and kind of shares authorized by the Plan (including any limitations on individual awards), in the number, price or kind of shares covered by the awards and in any outstanding awards under the Plan; provided, however, that no such adjustment shall increase the aggregate value of any outstanding award.

4. Section 6.10 is deleted in its entirety and the following is substituted in its place:

### 6.10 CHANGE OF CONTROL

A "Change of Control" means:

- (a) The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (i) the then outstanding ordinary shares of the Company (the "Outstanding Company Ordinary Shares") or (ii) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this subsection (a), the following acquisitions shall not constitute a Change of Control: (i) any acquisition directly from the Company, (ii) any acquisition by the Company, (iii) any acquisition by any employee benefit plan (or related trust) sponsored

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or maintained by the Company or any corporation or other entity controlled by the Company or (iv) any acquisition by any corporation or other entity pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this Section 6.10; or

- (b) Individuals who, as of the date hereof, constitute the Board of the Company (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board of the Company; provided, however, that for purposes of this Section 6.10 any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board of the Company; or
- (c) Consummation of a scheme of arrangement, reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company (a "Business Combination"), in each case, unless, following such Business Combination, (i) all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Ordinary Shares and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of, respectively, the then outstanding ordinary shares or shares of common stock and the combined voting power

of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation or other entity resulting from such Business Combination (including, without limitation, a corporation or other entity which as a result of such transaction owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Ordinary Shares and Outstanding Company Voting Securities, as the case may be, (ii) no Person (excluding any corporation or other entity resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation or other entity resulting from such Business Combination) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding ordinary shares or shares of common stock of the corporation or other entity resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation or other entity except to the extent that such ownership existed prior to the Business Combination and (iii) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of

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the execution of the initial agreement, or of the action of the Board of the Company providing for such Business Combination; or

- (d) Approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

TRANSOCEAN OFFSHORE INC., a Cayman  
Islands exempted company limited by shares

/s/ Eric B. Brown

-----  
Eric B. Brown  
Secretary

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W.S. WALKER & COMPANY  
ATTORNEYS-AT-LAW

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

TRANSOCEAN OFFSHORE INC.  
(A CAYMAN ISLANDS EXEMPTED COMPANY)  
4 GREENWAY PLAZA  
HOUSTON, TEXAS 77046  
UNITED STATES OF AMERICA

17 May 1999

Gentlemen,

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

We have acted as special Cayman Islands counsel to Transocean Offshore Inc., a Delaware corporation ("TRANSOCEAN-DELAWARE"), and its wholly owned Texas subsidiary, Transocean Offshore (Texas) Inc., ("TRANSOCEAN-TEXAS"), in connection with a proposed reorganization pursuant to which Transocean-Delaware will merge into Transocean-Texas, with Transocean-Texas surviving and changing its name to Transocean Offshore Inc. Promptly after the merger, Transocean-Texas will convert into and continue as a Cayman Islands exempted company ("TRANSOCEAN-CAYMAN") pursuant to a conversion and continuation procedure under Texas and Cayman Islands law (the merger, conversion and continuation, collectively, the "REORGANIZATION"). The Reorganization is to be effected pursuant to the terms and provisions of that certain Agreement and Plan of Merger and Conversion dated March 12, 1999 between Transocean-Delaware and Transocean-Texas (the "REORGANIZATION AGREEMENT") which is described in the proxy statement/prospectus (the "PROXY STATEMENT/PROSPECTUS") and filed as part of that certain Registration Statement on Form S-4 filed by Transocean-Texas with the United States Securities and Exchange Commission (the "SEC") on April 8, 1999 (the "REGISTRATION STATEMENT").

Pursuant to the Reorganization Agreement and as described in the Proxy Statement/Prospectus, each share of common stock, par value US\$.01 per share, of Transocean-Delaware (the "TRANSOCEAN-DELAWARE SHARES") will become an ordinary share of a par or nominal value of US\$.01 per share of Transocean-Cayman (the "TRANSOCEAN-CAYMAN SHARES") upon completion of the Reorganization. In addition, Transocean-Delaware's Stock Option Plans (as defined in the Reorganization Agreement) will

be amended to provide (i) that Transocean-Cayman Shares will be issued upon exercise of any options issued under the Stock Option Plans and (ii) for the other appropriate substitution of Transocean-Cayman for Transocean-Delaware in the Stock Option Plans.

We have been asked to provide this legal opinion to you in connection with the filing of post-effective amendments (collectively, the "POST-EFFECTIVE AMENDMENTS") to the following Registration Statements filed by Transocean-Cayman pursuant to the Securities Act of 1933, as amended:

1. Form S-8 (Employee Stock Purchase Plan) (file no. 333-58203);
2. Form S-8 (Long Term Incentive Plan) (file no. 333-58211);
3. Form S-8 (Transocean Offshore Savings Plan) (file no. 33-66036);
4. Form S-8 (Long Term Incentive Plan) (file no. 333-12475); and

5. Form S-8 (Long Term Incentive Plan) (file no. 33-64776);

relating to Transocean-Cayman Shares (the "SHARES") to be issued pursuant to the above-referenced plans to which the Post-Effective Amendments relate (the "PLANS").

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 Plans for the consideration fixed pursuant thereto, the Shares will be recognized as having been duly authorised, 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 given solely for your benefit and may not be relied upon by any other person without our prior written consent. 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 Post-Effective Amendments. In giving this consent we do not admit that we are in the category of persons

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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,

W. S. WALKER & COMPANY

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#### SCHEDULE 1

#### LIST OF DOCUMENTS EXAMINED

1. The Memorandum and Articles of Association of Transocean-Cayman in the form to become effective upon registration of Transocean-Cayman by way of continuation in the Cayman Islands.
2. The Resolutions adopted by the Board of Directors of Transocean-Texas dated April 8, 1999.
3. The Resolutions adopted by the shareholder of Transocean-Texas dated April 8, 1999.
4. The proxy statement/prospectus contained in the Registration Statement filed with the United States Securities and Exchange Commission on April 8, 1999.

5. Such other documents as we have considered necessary for the purposes of rendering this opinion.

The documents at paragraphs 2 and 3 above are referred to in this opinion as the "Resolutions".

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## 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. At the time Transocean-Cayman is registered in the Cayman Islands by way of continuation pursuant to the Companies Law (1998 Revision), all the shares of Transocean-Texas then in issue were duly authorized and validly issued, fully paid and non-assessable.
2. 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.
3. The Minute Book of Transocean-Texas supplied to us on April 8, 1999 by Transocean-Texas contain a complete record of the business transacted by it.
4. The corporate records of Transocean-Texas supplied to us on April 8, 1999 by Transocean-Texas constitute its complete corporate records and that all matters required by law to be recorded therein are so recorded.
5. The Resolutions were duly adopted in accordance with the laws of the State of Texas and the constituent documents of Transocean-Texas.
6. From the date of the Resolutions to the date the Certificate of Registration by way of Continuation is issued by the Registrar of Companies in the Cayman Islands in respect of Transocean-Cayman no corporate or other action is taken by Transocean-Texas to amend, alter or repeal the Resolutions and no corporate or other action is taken by Transocean-Texas in connection with the Reorganization except as contemplated by the Registration Statement.

## Consent of Independent Auditors

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement (Form S-8, No. 333-58211) of Transocean Offshore Inc., a Cayman Islands exempted company, of our report dated January 26, 1999, with respect to the consolidated financial statements of Transocean Offshore Inc., a Delaware corporation, included in its Annual Report (Form 10-K) for the year ended December 31, 1998, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas  
May 12, 1999

## TRANSOCEAN OFFSHORE INC.

## Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

- o Form S-8 (Employee Stock Purchase Plan) (Registration No. 333-58203);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 333-58211);
- o Form S-8 (Sonat Offshore Drilling Savings Plan) (Registration No. 33-66036);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 333-12475);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 33-64776);
- o Form S-3 (Shelf Registration) (Registration No. 333-24457);
- o Form S-3 (Shelf Registration) (Registration No. 333-59001);

each including a related prospectus or prospectuses, with such further amendment(s) thereto (including further post-effective amendments) and any supplement(s) thereto (collectively, the "Post-Effective Amendments"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, together with any and all exhibits and other documents relating to the Post-Effective Amendments, in each case as may be necessary or appropriate in connection with the registration of ordinary shares, par value U.S. \$.01 per share, of the Company;

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, Barbara S. Koucouthakis and Nicholas J. Evanoff, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, 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 Post-Effective Amendments, including the exhibits thereto and the prospectus or prospectuses referred to above, and any and all amendments thereto (including further post-effective amendments) and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any supplement(s) thereto and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental 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 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 17th day of May, 1999.

/s/ W. Dennis Heagney

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Name:

## TRANSOCEAN OFFSHORE INC.

## Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

- o Form S-8 (Employee Stock Purchase Plan) (Registration No. 333-58203);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 333-58211);
- o Form S-8 (Sonat Offshore Drilling Savings Plan) (Registration No. 33-66036);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 333-12475);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 33-64776);
- o Form S-3 (Shelf Registration) (Registration No. 333-24457);
- o Form S-3 (Shelf Registration) (Registration No. 333-59001);

each including a related prospectus or prospectuses, with such further amendment(s) thereto (including further post-effective amendments) and any supplement(s) thereto (collectively, the "Post-Effective Amendments"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, together with any and all exhibits and other documents relating to the Post-Effective Amendments, in each case as may be necessary or appropriate in connection with the registration of ordinary shares, par value U.S. \$.01 per share, of the Company;

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, Barbara S. Koucouthakis and Nicolas J. Evanoff, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, 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 Post-Effective Amendments, including the exhibits thereto and the prospectus or prospectuses referred to above, and any and all amendments thereto (including further post-effective amendments) and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any supplement(s) thereto and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental 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 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 17th day of May, 1999.

/s/ RICHARD D. KINDER

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Name:



## TRANSOCEAN OFFSHORE INC.

## Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

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- o Form S-3 (Shelf Registration) (Registration No. 333-24457);
- o Form S-3 (Shelf Registration) (Registration No. 333-59001);

each including a related prospectus or prospectuses, with such further amendment(s) thereto (including further post-effective amendments) and any supplement(s) thereto (collectively, the "Post-Effective Amendments"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, together with any and all exhibits and other documents relating to the Post-Effective Amendments, in each case as may be necessary or appropriate in connection with the registration of ordinary shares, par value U.S. \$.01 per share, of the Company;

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, Barbara S. Koucouthakis and Nicolas J. Evanoff, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, 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 Post-Effective Amendments, including the exhibits thereto and the prospectus or prospectuses referred to above, and any and all amendments thereto (including further post-effective amendments) and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any supplement(s) thereto and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental 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 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 17th day of May, 1999.

/s/ RONALD D. KINDER

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Name:

## TRANSOCEAN OFFSHORE INC.

## Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

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- o Form S-3 (Shelf Registration) (Registration No. 333-59001);

each including a related prospectus or prospectuses, with such further amendment(s) thereto (including further post-effective amendments) and any supplement(s) thereto (collectively, the "Post-Effective Amendments"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, together with any and all exhibits and other documents relating to the Post-Effective Amendments, in each case as may be necessary or appropriate in connection with the registration of ordinary shares, par value U.S. \$.01 per share, of the Company;

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undersigned, in any and all 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 17th day of May, 1999.

/s/ ROBERT J. LANIGAN

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Name:

## TRANSOCEAN OFFSHORE INC.

## Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

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- o Form S-8 (Sonat Offshore Drilling Savings Plan) (Registration No. 33-66036);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 333-12475);
- o Form S-8 (Long Term Incentive Plan) (Registration No. 33-64776);
- o Form S-3 (Shelf Registration) (Registration No. 333-24457);
- o Form S-3 (Shelf Registration) (Registration No. 333-59001);

each including a related prospectus or prospectuses, with such further amendment(s) thereto (including further post-effective amendments) and any supplement(s) thereto (collectively, the "Post-Effective Amendments"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, together with any and all exhibits and other documents relating to the Post-Effective Amendments, in each case as may be necessary or appropriate in connection with the registration of ordinary shares, par value U.S. \$.01 per share, of the Company;

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, Barbara S. Koucouthakis and Nicholas J. Evanoff, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, 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 Post-Effective Amendments, including the exhibits thereto and the prospectus or prospectuses referred to above, and any and all amendments thereto (including further post-effective amendments) and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any supplement(s) thereto and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental 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

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undersigned, in any and all 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 17th day of May, 1999.

/s/ FRIDTJOF LORENTZEN

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Name:

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Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

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undersigned, in any and all 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 17th day of May, 1999.

/s/ MAX L. LUKENS

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Name:

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TRANSOCEAN OFFSHORE INC.

Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

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attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all 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 17th day of May, 1999.

/s/ MARTIN B. MCNAMARA

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Name:

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TRANSOCEAN OFFSHORE INC.

Power of Attorney

WHEREAS, TRANSOCEAN OFFSHORE INC., a Cayman Islands exempted company limited by shares (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 as contemplated by Rule 414 thereunder, post-effective amendments to the following Registration Statements:

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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, Barbara S. Koucouthakis and Nicolas J. Evanoff, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, 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 Post-Effective Amendments, including the exhibits thereto and the prospectus or prospectuses referred to above, and any and all amendments thereto (including further post-effective amendments) and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any supplement(s) thereto and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental 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

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undersigned, in any and all 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 17th day of May, 1999.

/s/ KRISTIAN SIEM

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Name: