

TODCO
Form 425
April 03, 2007

April 1-5, 2007
Howard Weil Energy Conference
Filed by Hercules Offshore, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: TODCO
Commission File No.: 1-31983

1

Forward-looking Statements

This presentation will contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements, which include any statement that does not relate strictly to historical facts, use terms such as anticipate,

assume,
believe,
estimate,
expect,
forecast,
intend,
plan,
position,
predict,
project,
or strategy

or the negative connotation or other variations of such terms or other similar terminology. In particular, statements, express or implied, regarding future results of operations or ability to generate revenues, income or cash flow or to make acquisitions are forward-looking statements. These forward-looking statements are based on management's current plans, expectations, estimates, assumptions and beliefs concerning future events impacting Hercules Offshore, Inc. (Hercules) and therefore involve a number of risks and uncertainties, many of which are beyond management's control. These risks and uncertainties are further described in Hercules annual report on Form 10-K and its most recent periodic reports and other documents filed with the Securities and Exchange Commission which are available free of charge at the SEC's website at www.sec.gov or the company's website at www.herculesoffshore.com.

The forward-looking statements involve risks and uncertainties that affect Hercules operations and financial performance. All forward-looking statements attributable to Hercules representatives are expressly qualified in their entirety by this cautionary statement.

2

Unlocking Shareholder Value

A Gulf of Mexico leader. . . with global reach

A Leader in Liftboats

A Leader in Barge Drilling

A New Leader in Jackup Drilling

3
Pending TODCO Acquisition Highlights
Consideration to TODCO shareholders
Average per share

0.979 Hercules shares

\$16.00 per share in cash
Cash or stock election feature (subject to

proration)

Acquisition funded with existing cash on hand
and a senior secured term loan facility
Closing expected mid-2007

Subject to:

HSR approval

Hercules and TODCO shareholder votes
Post-transaction Board of Directors to include
seven Hercules and three TODCO nominees

4

Creates Shareholder Value in Near and Long-term

Accretive to earnings and cash flow per share

Opportunity to enhance future returns with lower cost of capital

Potential for multiple expansion due to size and growth prospects

Pro forma 2006 revenue and EBITDA of \$1.3 billion and \$551 million,
respectively

Revenue

(1)

(\$mm)

EBITDA

(1)
(\$mm)
(1)
PF Hero represents Hercules plus TODCO financials per 2006 10K filings, no accounting adjustments have been made.
\$344
\$1,256
0.0
500.0
1,000.0
1,500.0
HERO
PF HERO
\$190
\$551
0.0
250.0
500.0
750.0
HERO
PF HERO

5

Acquisition-related debt allows Hercules to optimize its capital structure

Enhanced credit quality due to increased scale and scope

Term loan provides flexibility for rapid de-leveraging with significant expected free cash flow

Successful track record of de-leveraging following acquisitions

Pro Forma Capital Structure as of 12/31/06

Total Debt/Total Capitalization

Total Debt as a Multiple of LTM EBITDA

2.0x

2.0x

1.8x
1.7x
1.0x
0.8x
0.6x
0.5x
0.0x
0.5x
1.0x
1.5x
2.0x
2.5x
PF
HERO
RIG
PDE
SPN
RDC
DO
NE
GSF
50%
37%
35%
33%
29%
23%
18%
12%
0.0%
20.0%
40.0%
60.0%
SPN
PF
HERO
PDE
RIG
DO
RDC
NE
GSF

6

Summary of Strategic Rationale

Enhances position in Gulf of Mexico and increases operational flexibility

Provides asset and geographic diversity

Expands international footprint for future growth

Creates larger, more diverse jackup fleet

Timely combination in a fragmented jackup market

Combines leaders in barge drilling and liftboats

Potential to realize meaningful synergies

Economies of scale

Procurement of materials, insurance, employee benefits

Operational synergies and redundant public company

expenses

7

Provides Asset Diversity

4Q 2006 Revenue Segmentation Analysis

Pre-Transaction

\$115 MM

Post-Transaction

\$375 MM

GoM

Contract

Drilling

43%

Domestic

Liftboats

33%

International

Contract Drilling

16%
International
Liftboats
8%
Domestic Lift
Boats
10%
Inland Barge
Drilling
18%
International
Contract Drilling
18%
International Lift
Boats
2%
GOM Contract
Drilling
46%
Delta Towing
6%

8

4Q 2006 Geographic Revenue Analysis

Provides Geographic Diversity

Pre-Transaction

\$115 MM

Post-Transaction

\$375 MM

We expect international contribution to represent a greater portion of our revenues in the future

Middle East

6%

US GoM
76%
West Africa
8%
India
10%
India
3%
US GoM
62%
Inland US
18%
Latin America
12%
West Africa
4%
Middle East
2%

9
A Global Footprint with Significant Expansion Potential
Mexico
Jackup Rigs
2
Platform Rig
1
West Africa
Jackup Rig
1
Liftboats

17
Middle East
Jackup Rig 1
Malaysia
(1)
Jackup Rig 1
U.S. Gulf Coast
Inland Barges
27
Land Rigs (TX)
2
Trinidad
Jackup Rig
1
Land Rig
1
(1)
Pro forma for TODCO s
announced THE 208 relocation.
(2)
Includes Hercules *Rig 26*, marketing internationally.
Brazil
Jackup Rig 1
Venezuela
Land Rigs 6
U.S. Gulf of Mexico
Jackup Rigs
25
Submersible 3
Liftboats
47
India
Jackup Rig 1
Global Summary
Liftboats
64
Jackup Rigs
33
Inland Barges
27
Land Rigs
9
Submersible
3
Platform Rigs
1
(2)

10

Fourth Largest Global Jackup Fleet

Current Global Jackup Landscape

Current Gulf of Mexico Jackup Landscape

(1)

Source: ODS-Petrodata

(1)

Excludes rigs that have announced mobilization out of the GOM, including Hercules *Rig 26*

43

42

40

33
27
25
24
20
16
13
11
10
9
0
5
10
15
20
25
30
35
40
45
ESV
GSF
NE
PF
HERO
PDE
RIG
THE
RDC
NBR
DO
COSL
Nat'lHERO
Drilling
24
18
14
12
9
9
8
6
3
3
0
5
10
15
20
25

PF
HERO
THE
ESV
PDE
DO
NBR
RDC
HERO
Blake
GSF

11
A Leading Player in US Gulf Coast Inland Barge Rigs
Source:
Company estimates based on public information.
27
13
4
2
2
1
0
5

10
15
20
25
30
PF
HERO
PKD
Axxis
Tetra
Coastal
NBR

12

A Leading Provider of Liftboat Services

Current Gulf of Mexico Liftboat Landscape

Current West Africa Liftboat Landscape

Source:

Company estimates based on public information.

(1)

Denotes cold-stacked or abandoned vessels.

47

27

15

6
6
4
3
3
2
1
0
10
20
30
40
50
HERO
SPN
Aries
Montco
OL
Laredo
AMC
OMC
Seahorse
CS Liftboats
17
3
2
1
1
0
5
10
15
20
HERO
Zumax
(1)
Zukus
(1)
NV De Brandt
Shoreline

13

Successful integration of 12 asset acquisitions since formation

Integrated several large fleets, operations and employees

Opportunistic acquisition strategy

Focus on return on capital employed

Successful Acquisition Track Record

February

2006

Acquired *Rig 26*

from Aries

Offshore

Partners Ltd.

November
2005

Acquired seven
liftboats from
Danos & Curole
September
2005

Acquired *Rig 31*
from Hydrocarbon
Capital II LLC

June
2006

Acquired six
liftboats from
Laborde Marine
Lifts

November
2006

Acquired eight
liftboats and
assumed rights to
operate five
additional liftboats
from Halliburton

August
2005

Acquired
the *Whale*
Shark
liftboat from
CS Liftboats

June
2005

Acquired *Rig 16*
from Transocean
and 17 liftboats
from Superior
Energy

October
2004

Acquired 22
liftboats from
Global Industries

August
2004

Acquired five
jackup rigs from
Parker Drilling

January
2005

Acquired *Rig 25*
from Parker Drilling
and *Rig 30*
from
Porterhouse
Offshore, L.P.

14

Stated Key Objectives

Past, Present, and Future

Grow the Company

Merger expedites growth initiative

Utilize critical mass and financial strength to enhance future growth

Quickly integrate and deploy newly acquired assets

Identify and implement operational best practices

Past successes of effectively integrating acquisitions

Maintain Financial Discipline

Pro forma debt level of 2.0x LTM EBITDA is within industry range

Use significant free cash to de-lever
Diversify asset base and geographic footprint

Leverage combined operational and management depth to continue and
accelerate international expansion

Business Outlook

16
0
50
100
150
200
250

300
\$-
\$25
\$50
\$75
\$100
\$125
0
50
100
150
200
250
300
350
400
450
500
\$-
\$25
\$50
\$75
\$100
\$125
\$150
\$175
\$200

Source:

ODS-Petrodata. West Africa dayrates are used to approximate average market rates for worldwide jackup rigs.

Solid Backlog of Work Globally

Business visibility has increased substantially over the past six years, but has weakened considerably in the US Gulf of Mexico over the last several months

Current Worldwide Jackup Backlog

Current GOM Jackup Backlog

200

MC Jackups in GOM

Jan 2004

32 Days

Feb 2007

134 Days

Jan 1999

187 Days

Feb 2007

459 Days

West Africa 300

IC

Backlog

Dayrate

17

Inland Barge Update

Largest operator in US Gulf Coast

72 total barges of which 23 are workover only

Of 49 drilling barges, TODCO owns 27, Parker owns 14 (84% of supply)

TODCO holds excess supply with 17 operating and 10 cold stacked

Latest Contracted Dayrates

Rigs

Avg

High

-

Conventional <2000hp

1

\$30,800

\$30,800

Conventional

2000hp

2

32,500

35,300

Conventional 3000hp

3

45,800

60,500

Posted

2000hp

3

56,900

65,300

Posted

3000hp

8

46,400

62,100

17

\$45,600

\$57,400

(1)

TODCO fleet as of February 28, 2007

(1)

Marketed

18

Liftboat Update

Experienced seasonal decline in utilization in the GOM during the winter months

Liftboats cannot mobilize in seas greater than 5 ft.

As much as 15% of the fleet was waiting on weather at various times during January and February, but utilization improving in March

Return to more typical seasonality

During 2006 demand was extremely robust given the hurricane repair work and operators were willing to pay for liftboats while waiting out the weather

GOM Dayrate outlook stable

Dayrates likely to remain flat into the first part of 2007
West Africa remains strong

Increased spot market prices by 30% during December

May mobilize additional vessels into West Africa

19

Conclusions

Enhances position in Gulf of Mexico and increases operational flexibility

Provides asset and geographic diversity

Expands international footprint for future growth

Timely combination in a fragmented jackup market

Combines leaders in barge drilling and liftboats

Accretive to earnings and cash flow per share

Use significant free cash flow to de-lever

Appendix A
Combined Fleet Details

21
Combined Jackup Fleet
Under Contract
West Africa
ILC 150
THE 185
Under Contract
Trinidad
MC 100
THE 110
Reactivating
Mobilizing to SE Asia
MC 200
THE 208
Under Contract
Middle East
ILC 170
Rig 16
Under Contract
Mexico
MC 200
THE 206
Shipyard
Mexico
MC 200
THE 205
Under Contract
India
MS 250
Rig 31
Under Contract
Brazil
ILC 150
THE 156
Under Contract
US GOM
MS 250
THE 251
Cold Stacked
US GOM

MS 250
THE 256
Cold Stacked
US GOM
MS 250
THE 255
Cold Stacked
US GOM
MS 250
THE 254
Under Contract
US GOM
MS 250
THE 253
Under Contract
US GOM
MS 250
THE 252
Under Contract
US GOM
MS 250
THE 250
Under Contract
US GOM
MS 250
Rig 30
Under Contract
US GOM
MC 200
THE 207
Under Contract
US GOM
MC 200
THE 204
Under Contract
US GOM
MC 200
THE 203
Under Contract
US GOM
MC 200
THE 202
Shipyard
US GOM
MC 200
THE 201
Under Contract
US GOM
MC 200
THE 200

Under Contract
US GOM
MC 200
Rig 11
Under Contract
US GOM
MC 173
Rig 22
Idle
US GOM
MC 150
THE 153
Under Contract
US GOM
MC 150
THE 152
Under Contract
US GOM
MC 120
Rig 21
Under Contract
US GOM
MC 100
Rig 20
Shipyard
US GOM
ILC 250
Rig 26
Cold Stacked
US GOM
ILC 160
THE 191
Cold Stacked
US GOM
ILC 150
THE 155
Under Contract
US GOM
ILC 150
THE 150
Under Contract
US GOM
ILS 85
Rig 15
Status as of
2/28/07
Region of Operation
Vessel Class
Asset Name

22
Inland Barge Fleet
Under Contract
30,000
Posted
3,000 HP
Rig 64
Cold Stacked
30,000
Posted
3,000 HP
Rig 61
Under Contract
30,000
Posted
3,000 HP
Rig 55
Under Contract
30,000
Posted
3,000 HP
Rig 49
Under Contract
30,000
Posted
3,000 HP
Rig 48
Cold Stacked
30,000
Posted
3,000 HP
Rig 47
Under Contract
30,000
Posted
3,000 HP
Rig 46
Under Contract
30,000
Posted

3,000 HP
Rig 41
Under Contract
30,000
Posted
3,000 HP
Rig 27
Under Contract
30,000
Posted
3,000 HP
Rig 17
Under Contract
25,000
Posted
3,000 HP
Rig 57
Under Contract
25,000
Posted
2,000 HP
Rig 52
Cold Stacked
25,000
Posted
2,000 HP
Rig 10
Under Contract
25,000
Posted
2,000 HP
Rig 09
Cold Stacked
25,000
Posted
2,000 HP
Rig 07
Cold Stacked
30,000
Conventional
2,000 HP
Rig 32
Cold Stacked
30,000
Conventional
3,000 HP
Rig 31
Cold Stacked
30,000
Conventional

3,000 HP
Rig 30
Under Contract
30,000
Conventional
3,000 HP
Rig 29
Under Contract
30,000
Conventional
3,000 HP
Rig 28
Under Contract
30,000
Conventional
3,000 HP
Rig 11
Under Contract
25,000
Conventional
3,000 HP
Rig 15
Under Contract
20,000
Conventional
2,000 HP
Rig 01
Cold Stacked
14,000
Conventional
2,000 HP
Rig 23
Cold Stacked
15,000
Conventional
1,000 HP
Rig 21
Cold Stacked
14,000
Conventional
1,000 HP
Rig 20
Under Contract
14,000
Conventional
1,000 HP
Rig 19
Status
as of 2/28/07
Drilling Depth

Platform Type
Vessel Class
Asset Name

23
Liftboat Fleet
West Africa
400,000
215
Blue Shark
US GOM
300,000
140
Rainbow Runner
West Africa
590,000
170
Oilfish
US GOM
300,000
140
Blue Runner
West Africa
200,000
150
Black Marlin
US GOM
150,000
140
Starfish
West Africa
200,000
150
F.J. Leleux
US GOM
150,000
130
Triggerfish
West Africa
200,000
145
Rudderfish
US GOM

150,000
130
Albacore
West Africa
175,000
145
Pilotfish
US GOM
150,000
130
Stingray
West Africa
150,000
130
Scamp
US GOM
150,000
130
Sandshark
West Africa
100,000
120
Zoal
Albrecht
US GOM
142,000
130
Mahi
Mahi
West Africa
100,000
120
Tigerfish
US GOM
137,500
130
Sailfish
West Africa
100,000
120
Solefish
US GOM
130,000
130
Moray
West Africa
100,000
120
James Choat
US GOM

110,000
130
Skipfish
West Africa
100,000
120
Durwood
Speed
US GOM
100,000
130
Pompano
West Africa
100,000
120
Charlie Cobb
US GOM
150,000
125
Rockfish
West Africa
100,000
105
Tapertail
US GOM
150,000
120
Grouper
West Africa
100,000
105
Gemfish
US GOM
150,000
120
Gar
West Africa
90,000
105
Bonefish
US GOM
110,000
120
Tilapia
West Africa
72,000
105
Croaker
US GOM
110,000

120
Sea Robin
US GOM
729,000
260
Whale Shark
US GOM
130,000
105
Pike
US GOM
1,000,000
230
Tigershark
US GOM
110,000
105
Jackfish
US GOM
500,000
229
Man-O-War
US GOM
110,000
105
Tarpon
US GOM
500,000
229
Kingfish
US GOM
110,000
105
Marlin
US GOM
500,000
215
Wahoo
US GOM
110,000
105
Herring
US GOM
500,000
205
Amberjack
US GOM
110,000
105
Dolphin

US GOM
1,000,000
200
Bullshark
US GOM
110,000
105
Cobia
US GOM
798,000
200
Cutlassfish
US GOM
110,000
105
Carp
US GOM
798,000
200
Creole Fish
US GOM
110,000
105
Barracuda
US GOM
700,000
190
Swordfish
US GOM
100,000
105
Palometa
US GOM
654,000
175
Mako
US GOM
100,000
105
Sea Trout
US GOM
575,850
175
Leatherjack
US GOM
100,000
105
Seabream
US GOM
200,000

150
Seabass
US GOM
100,000
105
Wolffish
US GOM
200,000
150
Manta Ray
US GOM
100,000
105
Remora
US GOM
150,000
145
Hammerhead
US GOM
100,000
105
Corina
Operating
Region
Maximum
Deck Load
(pounds)
Leg Length
(feet)
Asset Name
Operating
Region
Maximum Deck
Load (pounds)
Leg Length
(ft.)
Asset Name

24
Other Rigs
Idle
USA --
Texas
8,000
900 HP
Land
Rig #27
Reactivating
USA --
Texas
6,500
750 HP
Land
Rig #26
Under Contract
Venezuela
35,000
3,000 HP
Land
Cliffs #55
Under Contract
Venezuela
30,000
3,000 HP
Land
Cliffs #54
Under Contract
Venezuela
25,000
2,000 HP
Land
Cliffs #43
Under Contract
Venezuela
25,000
2,000 HP
Land
Cliffs #42

Under Contract
Venezuela
25,000
2,000 HP
Land
Cliffs #40
Warm Stacked
Venezuela
18,000
2,000 HP
Land
Cliffs #37
Under Contract
Trinidad
18,000
2,000 HP
Land
Cliffs #36
Under Contract
Mexico
25,000
--
Platform
Platform 3
Under Contract
US GOM
30,000
--
Submersible
THE 78
Under Contract
US GOM
30,000
--
Submersible
THE 77
Under Contract
US GOM
25,000
--
Submersible
THE 75
Status
Region of Operation
Drilling Depth
Details
Rig Type
Asset Name

25
Explanatory
Information
Adjusted
EBITDA
is
calculated
as
net
income

before
interest
expense,
taxes,
depreciation
and
amortization,
gain
on
disposal
of
assets
and
loss
on
early
retirement
of
debt.
Adjusted
EBITDA
is
included
in
this
presentation
because
our
management
considers
it
an
important
supplemental
measure
of
our
performance
and
believes
that
it
is
frequently
used
by
securities
analysts,
investors
and

other interested parties in the evaluation of companies in our industry, some of which present EBITDA and Adjusted EBITDA when reporting their results.

We regularly evaluate our performance

as compared to other companies in our industry that have different financing and capital structures and/or tax rates by using Adjusted EBITDA. In addition, we utilize Adjusted EBITDA in evaluating acquisition targets. Management also believes that Adjusted EBITDA is a useful measure of our ability to meet our future debt service, capital expenditures and working capital requirements, and Adjusted EBITDA is commonly used by our investors to measure our ability to service indebtedness. Adjusted EBITDA is not a substitute for the GAAP measures of earnings

and is not necessarily a measure of our ability to fund our cash needs.

In addition, it should

be
noted
that
companies
calculate
EBITDA
and

Adjusted

EBITDA differently and, therefore, Adjusted EBITDA as presented for us may not be comparable to EBITDA and Adjusted EBITDA of other companies. Adjusted EBITDA has material limitations as a performance measure because it excludes interest expense, taxes, depreciation and amortization, gain on disposal of assets and loss on early retirement of debt. The following tables reconcile Adjusted EBITDA to Net Income.

Note: Reconciliations for Drilling and Liftboats do not include corporate adjustments.

EBITDA Reconciliation

(\$ in millions)

Drilling

Liftboats

1Q 05

2Q 05

Q3 05

4Q 05

1Q 06

2Q 06

3Q 06

4Q 06

1Q 05

2Q 05

Q3 05

4Q 05

1Q 06

2Q 06

3Q 06

4Q 06

Net Income

\$9.5

\$7.6

\$10.5

\$0.5

\$25.6

\$15.6

\$19.1

\$27.2

\$2.5

\$1.5

\$2.5

(\$1.6)

\$7.5

\$9.3

\$12.6

\$12.7

Plus: Interest Expense

1.8
1.8
1.9
1.5
1.3
1.4
1.7
2.3
0.5
0.6
0.9
0.8
0.7
0.8
0.9
1.4
Plus: Income Tax Expense

6.9
15.1
7.5
10.5
10.0

8.9
4.4
5.5
7.6
4.7
Plus: Depreciation and Amortization
1.3
1.3
1.4
1.5
1.7
2.3
3.5
4.0
1.2
1.5
2.3
3.2
4.3
5.2
5.6
5.7

Plus: Loss on Early Retirement of Debt

1.8

0.8

0.9

0.5

Less: Gain on Disposal of Assets

29.6

1.1

Adjusted EBITDA

\$12.5

\$12.6

\$13.8

\$11.3

\$14.1

\$26.8

\$33.7

\$44.0

\$4.2

\$4.6

\$5.8

\$11.7

\$16.8

\$20.7

\$26.7

\$24.5

Company EBITDA Reconciliation

(\$ in millions)

Company

1Q 05

2Q 05

Q3 05

4Q 05

1Q 06

2Q 06

3Q 06

4Q 06

Net Income

\$11.4

\$8.2

\$10.1

(\$2.2)

\$30.9

\$22.9

\$29.7

\$35.5

Plus: Interest Expense

2.3

2.5

2.7

2.3

2.1

2.2

2.6

2.5

Plus: Income Tax Expense

15.4

18.6

12.3

17.4

16.1

Plus: Loss on Early Retirement of Debt

2.8

1.3

Less: Gain on Disposal of Assets

29.6

1.1

Adjusted EBIT

\$13.7

\$13.5

\$12.8

\$16.8

\$22.0

\$37.4

\$48.6

\$54.1

Plus: Depreciation and Amortization

2.5

2.9

3.8

4.7

5.9

7.6

9.1

9.7

Adjusted EDITDA

\$16.2

\$16.3

\$16.6

\$21.5

\$27.9

\$45.0

\$57.7

\$63.9

26

Risk Factors

Risks with respect to the combination of Hercules Offshore and TODCO, as well as other recent and future acquisitions, include the risk that we will not be able to close the transaction, as well as difficulties in the integration of the operations and personnel of the acquired company, diversion of management's attention away from other business concerns, and the assumption of any undisclosed or other liabilities of the acquired company. We expect to incur substantial transaction and merger related costs associated with completing the merger with TODCO, obtaining regulatory approvals, combining the operations of the two companies and achieving desired synergies. Additional unanticipated costs may be incurred in the integration of the businesses of Hercules Offshore and TODCO. Expected benefits of the merger may not be achieved in the near term, or at all. Hercules Offshore will have a significant amount of additional debt as a result of the merger. This debt will require us to use cash flow to repay indebtedness, may have a material adverse effect on our financial health, and may limit our future operations and ability to borrow additional funds.

27

Important Information to be Filed

Hercules Offshore will file materials relating to the proposed merger with the SEC, including a registration statement that will contain a joint proxy statement/prospectus. Investors and security holders of Hercules Offshore and TODCO are urged to read the definitive joint proxy

statement/prospectus

(if

and

when

they

become

available)

and

any

other

relevant

documents

filed

with the SEC, as well as any amendments or supplements to those documents, because they will

contain

important

information

about

Hercules

Offshore,

TODCO

and

the

merger.

A

definitive

joint

proxy statement/prospectus will be sent to security holders of Hercules Offshore seeking their

approval of the issuance of shares of common stock in the acquisition. Investors and security

holders

may

obtain

these

documents

free

of

charge

at

the
SEC's
website
at
www.sec.gov.

In addition, the documents filed with the SEC by Hercules Offshore may be obtained free of charge from

our
website
at
www.herculesoffshore.com

or
by
calling
our
investor
relations
department

at
(713) 979-9300. The documents filed with the SEC by TODCO may be obtained free of charge from
TODCO's

website
at
www.theoffshoredrillingcompany.com

or
by
calling
TODCO's
investor
relations
department

at
(713)
278-6000.

Investors
and
security
holders

are
urged

to
read

the
joint
proxy

statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger.

Hercules Offshore, TODCO and their respective directors, and executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the participants in the solicitation will be set forth in the joint proxy statement/prospectus when

it becomes available.

