

**NESKE, Dorothy A.**

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**To:** allyson.stewart@pillsburylaw.com; GUARINO, Patricia R.; NESKE, Dorothy A.  
**Subject:** ACCEPTED FORM TYPE F-6 (0001019155-07-000213)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: TOMCO ENERGY PLC  
FORM TYPE: F-6 NUMBER OF DOCUMENTS: 5  
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ACCESSION NUMBER: 0001019155-07-000213

FILE NUMBER(S):  
1. 333-144900

THE PASSWORD FOR LOGIN CIK 0001019155 WILL EXPIRE 02-Aug-2007 11:55.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REGISTRANT(S):

1. CIK: 0001402649  
COMPANY: TOMCO ENERGY PLC  
FORM TYPE: F-6  
FILE NUMBER(S):  
1. 333-144900

----- NOTICE -----

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As filed with the Securities and Exchange Commission on July 27, 2007

Registration No. 333-144900

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C.  
**FORM F-6**  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933  
For American Depositary Shares  
of

**TOMCO ENERGY PLC**

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

**Isle of Man**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**The Bank of New York**

**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing.

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit <sup>(1)</sup>	Proposed maximum aggregate offering price <sup>(1)</sup>	Amount of registration fee
American Depositary Shares, each American Depositary Share representing ordinary shares, par value of 0.5 Pence each, of TomCo Energy Plc	50,000,000 American Depositary Shares	\$5.00	\$2,500,000	\$76.75

<sup>1</sup> For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become**

effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

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The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption

1. Name and address of depositary

2. Title of American Depositary Receipts and identity of deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited securities

(iii) The collection and distribution of dividends

(iv) The transmission of notices, reports and proxy soliciting material

(v) The sale or exercise of rights

(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization

(vii) Amendment, extension or termination of the deposit agreement

(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts

(ix) Restrictions upon the right to deposit or withdraw the underlying securities

(x) Limitation upon the liability of the depositary

Location in Form of Receipt  
Filed Herewith as Prospectus

Introductory Article

Face of Receipt, top center

Face of Receipt, upper right corner

Articles number 15, 16 and 18

Articles number 4, 12, 13, 15 and 18

Articles number 11, 15, 16 and 18

Articles number 13, 14, 15 and 18

Articles number 12, 13, 15, 17 and 18

Articles number 20 and 21

Article number 11

Articles number 2, 3, 4, 5, 6, 8 and 22

Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

- a. Form of Deposit Agreement dated as of \_\_\_\_\_, 2007, among TomCo Energy Plc, The Bank of New York as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.
- b. Letter agreement among TomCo Energy Plc and The Bank of New York relating to pre-release activities. - Filed herewith as Exhibit 2.
- c. Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) and (b) above.
- d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.
- e. Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Shares, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of American Depositary Shares thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 27, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, par value of 0.5 Pence each, of TomCo Energy Plc.

By: The Bank of New York,  
As Depositary

By: /s/ David S. Stueber  
Name: David S. Stueber  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, TomCo Energy Plc has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Westminster, London, United Kingdom on July 27, 2007.

TomCo Energy Plc

By: /s/ Gerard M. Thompson  
Name: Gerard M. Thompson  
Title: Director

By: /s/ John J. May  
Name: John J. May  
Title: Financial Director

Each person whose signature appears below hereby constitutes and appoints Gerard M. Thompson and John J. May, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 27, 2007.

/s/ John P. Ryan  
Name: John P. Ryan  
Director

/s/ John J. May  
Name: John J. May  
Financial Director  
(Principal Accounting Officer and Principal  
Financial Officer)

/s/ Gerard M. Thompson

/s/ Howard M. Crosby

SIGNATURES

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By: The Bank of New York,  
As Depositary

By: 

Name: David S. Stueber  
Title: Managing Director

Name: Gerard M. Thompson  
Director

Name: Howard M. Crosby  
Chief Executive Director  
(Principal Executive Officer and Authorized U.S.  
Representative)

/s/ Paul M. Hughes  
Name: Paul M. Hughes  
Director

/s/ Stephen A. Komlosy  
Name: Stephen A. Komlosy  
Director and Executive Chairman

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
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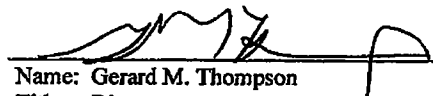
##### Document Number: 2 File Name: tomcodepandrecwithdrs.htm Type: EX-1  
Description: FORM OF DEPOSIT AGREEMENT #####

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TOMCO ENERGY PLC

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TomCo Energy Plc

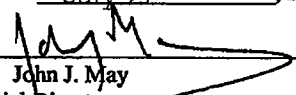
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By:   
Name: John J. May  
Title: Financial Director

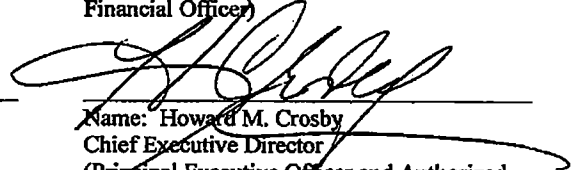
Each person whose signature appears below hereby constitutes and appoints Gerard M. Thompson and John J. May, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Director

  
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Director

  
\_\_\_\_\_  
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Chief Executive Director  
(Principal Executive Officer and Authorized U.S. Representative)

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Name: Paul M. Hughes  
Director

  
\_\_\_\_\_  
Name: Stephen A. Komlosy  
Director and Executive Chairman

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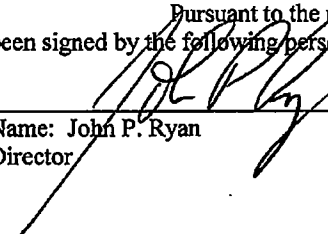
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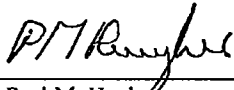
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Director

\_\_\_\_\_  
Name: Stephen A. Komlosy  
Director and Executive Chairman

AND

THE BANK OF NEW YORK

As Depositary

AND

OWNERS AND HOLDERS OF AMERICAN DEPOSITARY SHARES

Deposit Agreement

Dated as of \_\_\_\_\_, 2007

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DEPOSIT AGREEMENT

DEPOSIT AGREEMENT dated as of \_\_\_\_\_, 2007, among TomCo Energy Plc, incorporated under the laws of the Isle of Man (herein called the Company), THE BANK OF NEW YORK, a New York banking corporation (herein called the Depository), and all Owners and Holders from time to time of American Depositary Shares issued hereunder.

W I T N E S S E T H:

WHEREAS, the Company desires to provide, as hereinafter set forth in this Deposit Agreement, for the deposit of Shares (as hereinafter defined) of the Company from time to time with the Depository or with the Custodian (as hereinafter defined) as agent of the Depository for the purposes set forth in this Deposit Agreement, for the creation of American Depositary Shares representing the Shares so deposited and for the execution and delivery of American

Depository Receipts evidencing the American Depositary Shares; and

WHEREAS, the American Depositary Receipts are to be substantially in the form of Exhibit A annexed hereto, with appropriate insertions, modifications and omissions, as hereinafter provided in this Deposit Agreement;

NOW, THEREFORE, in consideration of the premises, it is agreed by and between the parties hereto as follows:

## ARTICLE 1. DEFINITIONS

The following definitions shall for all purposes, unless otherwise clearly indicated, apply to the respective terms used in this Deposit Agreement:

### SECTION 1.01      American Depositary Shares.

The term “American Depositary Shares” shall mean the securities created under this Deposit Agreement representing rights with respect to the Deposited Securities. American Depositary Shares may be certificated securities evidenced by Receipts or uncertificated securities. The form of Receipt annexed as Exhibit A to this Deposit Agreement shall be the prospectus required under the Securities Act of 1933 for sales of both certificated and uncertificated American Depositary Shares. Except for those provisions of this Deposit Agreement that refer specifically to Receipts, all the provisions of this Deposit Agreement shall apply to both certificated and uncertificated American Depositary Shares. Each American Depositary Share shall represent the number of Shares specified in Exhibit A to this Deposit Agreement, until there shall occur a distribution upon Deposited Securities covered by Section 4.03 or a change in Deposited Securities covered by Section 4.08 with respect to which additional American Depositary Shares are not delivered, and thereafter American Depositary Shares shall represent the amount of Shares or Deposited Securities specified in such Sections.

### SECTION 1.02      Commission.

The term “Commission” shall mean the Securities and Exchange Commission of the United States or any successor governmental agency in the United States.

### SECTION 1.03      Company.

The term “Company” shall mean TomCo Energy Plc, organized under the laws of the Isle of Man, and its successors.

### SECTION 1.04      Custodian.

The term “Custodian” shall mean the London, United Kingdom office of The Bank of New York, as agent of the Depository for the purposes of this Deposit Agreement, and any other firm or corporation which may hereafter be appointed by the Depository pursuant to the terms of Section 5.05, as substitute or additional custodian or custodians hereunder, as the context shall require and shall also mean all of them collectively.

### SECTION 1.05      Deliver; Surrender.

(a) The term “deliver”, or its noun form, when used with respect to Shares or other Deposited Securities, shall mean (i) book-entry transfer of those Shares or other Deposited Securities to an account maintained by an institution authorized under applicable law to effect transfers of such securities designated by the person entitled to that delivery or (ii) physical transfer of certificates evidencing those Shares or other Deposited

