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U.S. DEPT. OF LABOR
PWBA/PUBLIC DISCLOSURE

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March 6, 2001

Secretary of Labor
Top-Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: OIL STATES INTERNATIONAL, INC. DEFERRED COMPENSATION PLAN

Dear Secretary:

Oil States International, Inc. ("Employer"), as the sponsor, is in the process of implementing the Oil States International, Inc. Deferred Compensation Plan ("Plan"), a nonqualified deferred compensation plan, for certain of its employees, and which Plan will be adopted by certain of its subsidiaries for certain of their employees.

It does not appear to the Employer that such Plan is necessarily either a pension plan, or an employee benefit plan, as defined in Title I of the Employee Retirement Income Security Act of 1974 ("ERISA"). However, because of the uncertainty as to whether such Plan is subject to Title I of ERISA, the Employer intends, by this filing, to give Notice with respect to such Plan; provided, however, that such Notice, and this filing, is not intended to constitute, and does not constitute, either an admission by, or a determination by, the Employer, that the Plan is either a pension plan or an employee benefit plan as defined in Title I of ERISA.

Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with respect to the Plan, the undersigned intends to utilize the alternative form of compliance with the reporting and disclosure requirements of Part 1 of ERISA described in such Regulations.

Pursuant to Regulations Section 2520.104-23(b), the following information is provided:

1. Name and Address of Employer:

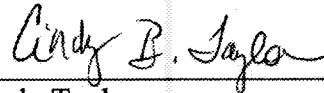
Oil States International, Inc.
Corporate Human Resources
7701 A. South Cooper
Arlington, Texas 76001

2. Employer's Identification Number: 76-0476605

The Employer hereby declares that it maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Benefits under the Plan are provided solely from the assets of the Employer. The number of employees in such Plan is estimated to be twenty-five (25). The Employer does not maintain any other such deferred compensation plan(s).

Pursuant to Regulations Section 2520.104-23(b)(2), the Employer will provide Plan documents to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

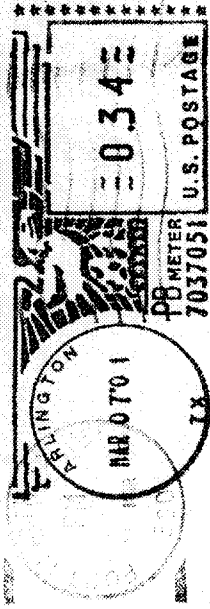
Very Truly Yours,
Oil States International, Inc.



Cindy Taylor
Senior Vice President, Chief Financial
Officer and Treasurer



OIL STATES INDUSTRIES, INC.
Post Office Box 670
Arlington, Texas 76004-0670



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