

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 1999

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-7573

PARKER DRILLING COMPANY

(Exact name of registrant as specified in its charter)

Delaware 73-0618660

(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

Parker Building, Eight East Third Street, Tulsa, Oklahoma 74103

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code (918) 585-8221

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past 90 days. Yes No
--- ---

As of September 30, 1999, 77,272,602 common shares were outstanding.

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<CAPTION>

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September 30, 1999 and December 31, 1998

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PART 1. FINANCIAL INFORMATION
PARKER DRILLING COMPANY AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(Dollars in Thousands)
(Unaudited)

<CAPTION>	September 30,		December 31,
	1999	1998	
	-----	-----	
ASSETS			

<S>	<C>	<C>	
Current assets:			
Cash and cash equivalents	\$ 20,532	\$ 24,314	
Other short-term investments	300	-	
Accounts and notes receivable	89,778	105,810	
Rig materials and supplies	12,425	18,755	
Other current assets	11,512	13,224	
	-----	-----	
Total current assets	134,547	162,103	
Property, plant and equipment less accumulated depreciation and amortization of \$404,917 at September 30, 1999 and \$445,464 at December 31, 1998	679,958	729,873	
Goodwill, net of accumulated amortization of \$21,296 at September 30, 1999 and \$13,025 at December 31, 1998	205,961	214,232	
Other noncurrent assets	71,148	53,118	
	-----	-----	
Total assets	\$1,091,614	\$1,159,326	
	-----	-----	
	-----	-----	
LIABILITIES AND STOCKHOLDERS' EQUITY			

<S>	<C>	<C>	
Current liabilities:			
Current portion of long-term debt	\$ 1,179	\$ 31,404	

Accounts payable and accrued liabilities	69,216	72,437
Accrued income taxes	7,596	7,576
	-----	-----
Total current liabilities	77,991	111,417
	-----	-----
Long-term debt	628,912	630,479
Deferred income tax	32,310	41,253
Other long-term liabilities	11,614	12,227
Stockholders' equity:		
Common stock, \$.16 2/3 par value	12,879	12,815
Capital in excess of par value	343,016	341,699
Retained earnings (accumulated deficit)	(15,108)	9,436
	-----	-----
Total stockholders' equity	340,787	363,950
	-----	-----
Total liabilities and stockholders' equity	\$1,091,614	\$1,159,326
	-----	-----

See accompanying notes to consolidated condensed financial statements.

</TABLE>

<TABLE>

PARKER DRILLING COMPANY AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Dollars in Thousands Except Per Share Amounts) (Unaudited)

<CAPTION>

	Three Months Ended		Nine Months Ended	
	Sept. 30,	Sept. 30,	Sept. 30,	Sept. 30,
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Revenues:				
Domestic drilling	\$ 27,206	\$ 46,424	\$ 84,494	\$157,337
International drilling	45,868	61,880	143,620	182,787
Rental tools	6,978	7,695	20,533	24,243
Other	28	592	273	1,590
	-----	-----	-----	-----
Total revenues	80,080	116,591	248,920	365,957
	-----	-----	-----	-----
Operating expenses:				
Domestic drilling	26,047	32,979	77,478	103,655
International drilling	31,719	45,102	98,417	126,870
Rental tools	2,801	3,695	8,176	10,774
Other	836	947	944	1,974
Depreciation and amortization	20,944	19,435	61,246	55,457
General and administrative	4,106	3,830	12,301	13,191
Restructuring charges (Note 6)	-	-	3,000	-
Provision for reduction in carrying value of certain assets (Note 5)	5,357	-	10,607	-
	-----	-----	-----	-----
Total operating expenses	91,810	105,988	272,169	311,921
	-----	-----	-----	-----
Operating income (loss)	(11,730)	10,603	(23,249)	54,036
	-----	-----	-----	-----
Other income (expense):				
Interest expense	(15,048)	(12,620)	(41,695)	(37,896)
Interest income	373	887	1,042	2,266
Gain on disposition of assets	34,330	102	37,279	981
Other income - net	(590)	(923)	1,681	(2,682)
	-----	-----	-----	-----
Total other income (expense)	19,065	(12,554)	(1,693)	(37,331)
	-----	-----	-----	-----
Income (loss) before income taxes	7,335	(1,951)	(24,942)	16,705
	-----	-----	-----	-----
Income tax expense (benefit):				
Current tax expense-foreign	3,402	1,373	8,521	8,526
Deferred tax expense (benefit)	2,608	400	(8,919)	2,500

	6,010	1,773	(398)	11,026
Net income (loss)	\$ 1,325	\$ (3,724)	\$(24,544)	\$ 5,679
Earnings (loss) per share,				
Basic	\$.02	\$ (.05)	\$ (.32)	\$.07
Diluted	\$.02	\$ (.05)	\$ (.32)	\$.07
Number of common shares used in computing earnings per share:				
Basic	77,227,118	76,761,952	77,102,742	76,732,664
Diluted	77,782,921	76,761,952	77,102,742	77,021,254

See accompanying notes to consolidated condensed financial statements.

</TABLE>

<TABLE>

PARKER DRILLING COMPANY AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
Increase (Decrease) in Cash and Cash Equivalents
(Dollars in Thousands)
(Unaudited)

<CAPTION>

	Nine Months Ended September 30,	
	1999	1998
	<C>	<C>
Cash flows from operating activities:		
Net income (loss)	\$ (24,544)	\$ 5,679
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	61,246	55,457
Loss (gain) on disposition of property, plant and equipment	(37,279)	(981)
Expenses not requiring cash	2,746	3,219
Deferred income taxes	(8,919)	2,500
Provision for reduction in carrying value of certain assets	10,607	-
Change in operating assets and liabilities	17,909	59,900
Net cash provided by operating activities	21,766	125,774
Cash flows from investing activities:		
Capital expenditures	(46,000)	(169,447)
Acquisition of Hercules	-	(1,147)
Acquisition of Bolifor	-	(2,189)
Proceeds from the sale of equipment	51,862	4,061
Purchase of short-term investments	(300)	(9,999)
Other-net	463	(802)
Net cash provided by (used in) investing activities	6,025	(179,523)
Cash flows from financing activities:		
Proceeds from issuance of debt	10,252	172,692
Principal payments under debt obligations	(41,763)	(119,473)
Other	(62)	(282)
Net cash provided by (used in) financing activities	(31,573)	52,937
Net change in cash and cash equivalents	(3,782)	(812)
Cash and cash equivalents at beginning of period	24,314	32,444

Cash and cash equivalents at end of period	\$ 20,532	\$ 31,632
Supplemental cash flow information:		
Interest paid	\$ 34,362	\$ 29,563
Taxes paid	\$ 8,501	\$ 10,144

See accompanying notes to consolidated condensed financial statements.

</TABLE>

PARKER DRILLING COMPANY AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

- The Company has changed its fiscal year end from August 31 to December 31, effective for the fiscal year beginning January 1, 1999. The consolidated condensed financial statements included in this Form 10-Q represent the period from January 1, 1999 through September 30, 1999, the first nine months reported under the Company's new fiscal year, and the comparable period in the prior year.

In the opinion of the Company, the accompanying unaudited consolidated condensed financial statements reflect all adjustments (of a normally recurring nature) which are necessary for a fair presentation of (1) the financial position as of September 30, 1999 and December 31, 1998, (2) the results of operations for the three and nine months ended September 30, 1999 and 1998, and (3) cash flows for the nine months ended September 30, 1999 and 1998. Results for the nine months ended September 30, 1999 are not necessarily indicative of the results which will be realized for the year ending December 31, 1999. The financial statements should be read in conjunction with the Company's Form 10-K for the year ended August 31, 1998. Our independent accountants have performed a review of these interim financial statements in accordance with standards established by the American Institute of Certified Public Accountants. Pursuant to Rule 436(c) under the Securities Act of 1933, their report of that review should not be considered a part of any registration statements prepared or certified by them within the meaning of Sections 7 and 11 of that Act.

- Statement of Financial Accounting Standards No. 128, "Earnings per Share," requires a presentation of basic earnings per share (EPS) that excludes dilutive securities from the computation as well as a presentation of diluted EPS that includes the effect of any dilutive securities in the computation. The requirements of this statement have been followed for all earnings per share figures included in this Form 10-Q.

<TABLE>

RECONCILIATION OF INCOME AND NUMBER OF SHARES USED TO CALCULATE BASIC AND DILUTED EARNINGS PER SHARE (EPS)

<CAPTION>

For the Three Months Ended
September 30, 1999

<S>	<C>	<C>	<C>
	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Basic EPS:			
Income available to common stockholders	\$ 1,325,000	77,227,118	\$.02
Effect of Dilutive Securities:			
Stock options and grants		555,803	
Diluted EPS:			
Income available to common			

stockholders	\$ 1,325,000	77,782,921	\$.02
	-----	-----	----
	-----	-----	----

</TABLE>

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (continued)

<TABLE>

RECONCILIATION OF INCOME AND NUMBER OF SHARES USED
TO CALCULATE BASIC AND DILUTED EARNINGS PER SHARE (EPS)

<CAPTION>

	For the Nine Months Ended September 30, 1999		
	<C>	<C>	<C>
	Income	Shares	Per-Share
	(Numerator)	(Denominator)	Amount
	-----	-----	----
Basic EPS:			
Income available to common stockholders	\$ (24,544,000)	77,102,742	\$ (.32)
Effect of Dilutive Securities:			
Stock options and grants		-	
Diluted EPS:			
Income available to common stockholders	\$ (24,544,000)	77,102,742	\$ (.32)
	-----	-----	----
	-----	-----	----

	For the Three Months Ended September 30, 1998		
	<C>	<C>	<C>
	Income	Shares	Per-Share
	(Numerator)	(Denominator)	Amount
	-----	-----	----
Basic EPS:			
Income available to common stockholders	\$ (3,724,000)	76,761,952	\$ (.05)
Effect of Dilutive Securities:			
Stock options and grants		-	
Diluted EPS:			
Income available to common stockholders	\$ (3,724,000)	76,761,952	\$ (.05)
	-----	-----	----
	-----	-----	----

</TABLE>

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (continued)

RECONCILIATION OF INCOME AND NUMBER OF SHARES USED
TO CALCULATE BASIC AND DILUTED EARNINGS PER SHARE (EPS)

<TABLE>

	For the Nine Months Ended September 30, 1998		
	<C>	<C>	<C>
	Income	Shares	Per-Share
	(Numerator)	(Denominator)	Amount
	-----	-----	----
Basic EPS:			
Income available to common stockholders	\$ 5,679,000	76,732,664	\$.07

Effect of Dilutive Securities:			
Stock options and grants		288,590	
Diluted EPS:			
Income available to common stockholders	\$ 5,679,000	77,021,254	\$.07
	-----	-----	----
	-----	-----	----

</TABLE>

The Company has outstanding \$175,000,000 of Convertible Subordinated Notes which are convertible into 11,371,020 shares of common stock at \$15.39 per share. The notes were outstanding during the periods ended September 30, 1999 and 1998, but were not included in the computation of diluted EPS because the assumed conversion of the notes would have had an anti-dilutive effect on EPS. For the three months ended September 30, 1999 options to purchase 5,319,500 shares at prices ranging from \$4.500 to \$2.1875 were outstanding but not included in the computation of diluted EPS because the options' exercise price was greater than the average market price of common shares for the quarter. In addition, for the nine months ended September 30, 1999, options to purchase 7,231,000 shares of common stock at prices ranging from \$2.25 to \$12.1875, were outstanding but not included in the computation of diluted EPS because the assumed exercise of the options would have had an anti-dilutive effect on EPS due to the net loss in the current period. For the three months ended September 30, 1998, options to purchase 5,626,000 shares at prices ranging from \$2.25 to \$12.1875 were not included due to the net loss for the period. For the nine months ended September 30, 1998, options to purchase 4,900,500 shares at prices ranging from \$8.875 to \$12.1875 were outstanding but not included in the computation of diluted EPS because the options' exercise price was greater than the average market price of common shares during the periods. During July 1999, the Company issued options on 1,884,000 shares of common stock at a share price of \$3.1875.

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (continued)

3. During the nine months ended September 30, 1999 the Company has restructured its worldwide drilling operations into two primary business units, "Domestic Operations" and "International Operations." The Company makes operating decisions and assesses performance based on these geographic segments and based on services provided: land drilling, offshore drilling and rental tools. Information regarding the Company's operations by industry segment for the three and nine months ended September 30, 1999 and 1998 is as follows (dollars in thousands):

<TABLE>

<CAPTION>

	Three Months Ended		Nine Months Ended	
	Sept. 30,	Sept. 30,	Sept. 30,	Sept. 30,
	1999	1998	1999	1998
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Revenues:				
Domestic drilling				
Land	\$ 6,000	\$ 12,948	\$ 17,635	\$ 37,624
Offshore	21,206	33,476	66,859	119,713
International drilling				
Land	30,694	52,146	103,265	155,944
Offshore	15,174	9,734	40,355	26,843
Rental tools	6,978	7,695	20,533	24,243
Other	28	592	273	1,590
	-----	-----	-----	-----
Net revenues	\$ 80,080	\$ 116,591	\$ 248,920	\$ 365,957
	-----	-----	-----	-----
Operating income (loss):				
Domestic drilling				
Land	(156)	2,516	(131)	7,716
Offshore	(9,759)	1,068	(24,510)	18,240
International drilling				

Land	2,546	6,390	12,632	26,045
Offshore	4,872	2,942	11,297	8,404
Rental tools	1,901	1,947	5,742	8,019
Other	(1,671)	(430)	(2,371)	(1,197)
	-----	-----	-----	-----
Total operating income				
by segment <1>	(2,267)	14,433	2,659	67,227
	-----	-----	-----	-----
Provision for reduction in				
carrying value of certain				
assets	(5,357)	-	(10,607)	-
Restructuring charges	-	-	(3,000)	-
General and administrative	(4,106)	(3,830)	(12,301)	(13,191)
	-----	-----	-----	-----
Total operating income (loss)	(11,730)	10,603	(23,249)	54,036
Interest expense	(15,048)	(12,620)	(41,695)	(37,896)
Gain on disposition of assets	34,330	102	37,279	981
Other income (expense)-net	(217)	(36)	2,723	(416)
	-----	-----	-----	-----
Income (loss) before				
income taxes	\$ 7,335	\$ (1,951)	\$(24,942)	\$ 16,705
	-----	-----	-----	-----

</TABLE>

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (continued)

<FN1>

<1> Total operating income (loss) by segment is calculated by excluding General and administrative expense, Restructuring charges and Provision for reduction in carrying value of certain assets from Operating income (loss), as reported in the Consolidated Condensed Statements of Operations.

- In the third quarter of fiscal year 1998, the Company reviewed the estimated useful life of its land drilling fleet used for financial depreciation purposes. As a result, the estimated life was extended from 10 to 15 years with a 5% salvage value for most of the major rig components, resulting in a reduction in depreciation expense of approximately \$1.3 million for the nine months ended September 30, 1999. The Company's historical experience and a comparison with other firms in the industry indicates that its land drilling equipment has a useful life of at least 15 years. The depreciable lives for other equipment, including drill pipe, were not extended.
- In December 1998, the Company determined that its operations in Argentina did not meet its strategic objectives and that such assets would be actively marketed for disposition. The assets to be disposed of consisted of thirteen drilling rigs and inventories related to these rigs. Due to depressed industry conditions impairment losses of \$4.1 million and \$2.1 million were recognized in December 1998 and in June 1999, respectively. Subsequent to September 30 the Argentina drilling rigs and inventories (previously classified as held for sale) plus one additional drilling rig were sold in two separate transactions for total consideration of approximately \$9.5 million. As of October 31, 1999 \$7.1 million has been received. The remainder will be collected during the fourth quarter.

In the third quarter it was decided that barge Rig No. 80 would be actively marketed for disposition. The Company reduced the carrying value by \$2.5 million to record the rig at net realizable value. The net realizable value of the rig is included in non-current assets.

During the second quarter the Company restructured its drilling operations into two primary business units. As part of this plan, the Company combined two office facilities in Louisiana into one location. The carrying value of the vacated office building was reduced by \$1.4 million. The net realizable value of the building is included in non-current assets.

In calendar 1999, the Company increased its allowance for doubtful

accounts by \$3.2 million. Certain of the Company's customers have encountered financial difficulties, including the filing of bankruptcy, which has resulted in their reduced ability to pay the Company for previously provided services.

6. During the second quarter the Company restructured its worldwide drilling operations into two primary business units, "Domestic Operations" and "International Operations". In connection with this restructuring, certain duplicative administrative and operating functions were eliminated, resulting in \$3.0 million in severance costs. It is anticipated that substantially all incurred but unpaid amounts (\$.3 million at September 30, 1999) will be paid in the current calendar year.

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (continued)

7. The Company has received and anticipates receiving additional prepayments from the operator to offset a substantial portion of the expenditures required to modify barge Rig 257 for a contract in the Caspian Sea. These prepayments, \$69.3 million as of September 30, 1999, are being accounted for similar to mobilization fees for a newly constructed drilling rig and, accordingly, have been reflected as a reduction of capital expenditures in the Statements of Cash Flows and as a reduction of property, plant and equipment in the Consolidated Condensed Balance Sheets. Prepayments received as of December 31, 1998 were \$20.3 million.
8. On September 30, 1999 the Company completed the sale of its thirteen lower-48 land rigs to Unit Corporation for \$40 million cash plus one million shares of Unit common stock. The value of such common stock, based on the closing price for Unit's common stock on September 30, approximated \$7.6 million. The Company recognized a pre-tax gain of \$35.8 million during the third quarter. The sale of these land rigs resulted in a 59.6% decrease of domestic land net property, plant and equipment.
9. On September 30, 1999 the Company terminated its \$75.0 million revolving credit facility. The outstanding balance of \$40.0 million was repaid in full with the proceeds received from the sale of the Company's thirteen lower-48 land rigs (see note 8). On October 22, 1999 the Company entered into a new \$50 million revolving loan facility with a group of banks, led by Bank of America, as agent bank. The new facility is available for working capital requirements, general corporate purposes and to support letters of credit. The revolver is collateralized by accounts receivable, inventory and certain barge rigs located in the Gulf of Mexico. The facility contains customary affirmative and negative covenants. The facility will terminate on October 22, 2003.

On October 7, 1999 a wholly owned subsidiary of the Company entered into a loan agreement with Boeing Capital Corporation for the refinancing of a portion of the capital cost of barge Rig 75. The loan principal of approximately \$24.8 million plus interest is to be repaid in 60 monthly payments of approximately \$.5 million. The loan is collateralized by barge Rig 75 and is guaranteed by the Parent.

Report of Independent Accountants

To the Board of Directors and Shareholders
Parker Drilling Company

We have reviewed the consolidated condensed balance sheets of Parker Drilling Company and subsidiaries as of September 30, 1999 and December 31,

1998, and the related consolidated condensed statement of operations for the three and nine month periods ended September 30, 1999 and consolidated condensed statement of cash flows for the nine month period ended September 30, 1999. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with generally accepted accounting principles.

By: /s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Tulsa, Oklahoma
October 29, 1999

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Form 10-Q contains certain statements that are "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. These statements may be made directly in this document, referring to the Company, or in other documents filed by the Company with the Securities and Exchange Commission, and referred to in this Form 10-Q. All statements included in this document, other than statements of historical facts, that address activities, events or developments that the Company expects, projects, believes or anticipates will or may occur in the future, including future operating results, future capital expenditures and investments in the acquisition and refurbishment of rigs and equipment, restructuring of credit facility, borrowings or repayment of debt, expansion and growth of operations, anticipated cost savings, Year 2000 issues, and other such matters, are forward-looking statements.

Forward-looking statements are based on certain assumptions and analyses made by the management of the Company in light of their experience and perception of historical trends, current conditions, expected future developments and other factors they believe are relevant. Although management of the Company believes that their assumptions are reasonable based on current information available, they are subject to certain risks and uncertainties, many of which are outside the control of the Company. These risks include worldwide economic and business conditions, oil and gas market prices, industry conditions, international trade restrictions and political instability, operating hazards and uninsured risks, governmental regulations and environmental matters, substantial leverage, seasonality and adverse weather conditions, concentration of customer and supplier relationships, upgrade and refurbishment projects, competition, integration of operations, acquisition strategy, and other similar factors (some of which are discussed in documents referred to in this Form 10-Q.) Because the forward-looking statements are subject to risks and uncertainties, the actual results of operations and actions taken by the Company may differ materially from those expressed or implied by such forward-looking statements.

OUTLOOK AND OVERVIEW -----

The loss recognized for the nine months ended September 30, 1999 reflects the continued weakness in most of the Company's drilling markets which has resulted in a significant decrease in rig utilization and in dayrates since mid 1998. Lower crude oil prices throughout 1998 and into early 1999 negatively impacted the revenue and profits of oil operators, who responded by reducing exploration and development expenditures. This decline in spending has adversely affected the level of oilfield activity, and in turn, the revenue of most companies in the oilfield service industry. Although crude oil and natural gas prices have increased recently, management is unable to predict when and to what extent spending by operators and rig dayrates and utilization will be positively affected.

Management anticipates that the Company will continue to incur losses until there is a significant increase in the level of oil field activity. Management believes, however, that cash on hand, cash provided by operations and funds available under the Company's new revolving credit facility will be adequate to meet working capital needs.

RESULTS OF OPERATIONS (continued)

In order to conserve cash, management has taken steps to reduce certain discretionary capital expenditures and has reorganized its worldwide drilling operations to reduce operating and overhead costs. Management's current estimate of the annual cost savings to be realized as a result of the recent restructuring is \$10.5 million. To raise cash in addition to that provided by operating activities, the Company has sold certain of its non-strategic assets and is considering the sale of additional non-strategic assets. On September 30, 1999 the Company sold its thirteen lower-48 land drilling rigs to Unit Corporation for which it received \$40 million cash plus 1.0 million shares of Unit common stock. (See Note 8 in the Notes to Unaudited Consolidated Condensed Financial Statements.) Subsequent to September 30, 1999 the Company sold its Argentina land rigs and inventories (previously classified as held for sale) plus one additional land rig for approximately \$9.5 million. As of October 31, 1999 the Company had received approximately \$7.1 million and the remainder is expected during the fourth quarter.

In addition to selling non-strategic assets, the Company raised additional cash by finalizing the financing agreement on newly built barge Rig 75 of \$24.8 million, on October 7, 1999. The Company finalized a new revolving credit facility in the amount of \$50 million after terminating the \$75.0 million revolving credit facility. For additional information on new financing arrangements, see Note 9 in the Notes to Unaudited Consolidated Condensed Financial Statements.

Three Months Ended Sept. 30, 1999 compared with Three Months Ended Sept. 30, 1998

The Company changed its fiscal year end from August 31 to December 31, effective for the year beginning January 1, 1999. The consolidated condensed financial statements included in this Form 10-Q represent the period from January 1, 1999 through September 30, 1999, the first periods reported under the Company's new fiscal year, and the comparable period in the prior year.

The Company recorded net income of \$1.3 million, or \$.02 per share in the three months ended September 30, 1999 compared to a net loss of \$3.7 million or \$.05 per share in the same period of the prior year. The current quarter was positively impacted by a pre-tax gain on the sale of the lower-48 land rigs of approximately \$35.8 million. This gain was offset by a \$5.4 million provision for reduction in the carrying value of certain assets, including \$2.5 million related to barge Rig 80, \$1.4 million related to the vacated Louisiana office building and \$1.5 million related to various provisions for doubtful accounts and inventories. Contract drilling operations continued to exhibit the weakness which began in mid 1998. Revenues and profit margins (revenue less direct operating expense) decreased significantly in the Company's domestic drilling segment and to a lesser degree in its international drilling and rental tool segments, when comparing the three months ended September 30 of 1999 and 1998, respectively.

Revenue decreased \$36.5 million, or 31%, to \$80.1 million, from the \$116.6 million recorded for the three months ended September 30, 1998. Domestic drilling revenue decreased \$19.2 million due to lower utilization and

dayrates earned on the Company's land and offshore rigs. Certain markets, including the U. S. Gulf Coast land and shallow water jackup rig markets, experienced a greater decrease in revenue than other regions, such as the Rocky Mountain land region, where the Company has experienced greater demand for its rigs. (See Note 8 to the Notes to the consolidated Condensed Financial Statements.)

RESULTS OF OPERATIONS (continued)

International drilling revenue decreased \$16.0 million in the current quarter due to a \$21.4 million decrease in international land drilling revenue offset by a \$5.4 million increase in international offshore revenue. Lower utilization was the primary reason revenues decreased in the international land markets of Colombia, Peru, Argentina, Bolivia, Pakistan, New Guinea, New Zealand and Indonesia. The Company did record revenue increases in the independent states of the former Soviet Union due primarily to increased labor contract revenues. International offshore barge revenues increased \$5.4 million in the third quarter in 1999 as compared to 1998. This increase is attributable to barge Rig 76 in Venezuela in the amount of \$2.7 million and barge Rig 257 in the Caspian Sea which contributed \$3.5 million in revenues. Barge Rig 76 completed its contract during the third quarter and has been relocated to the Gulf Coast barge market. Barge Rig 257 began drilling operations during the third quarter of 1999. These increases were partially offset by slightly lower revenues in the Company's Nigerian barge operations.

The decrease in rental tool revenue of \$.7 million, from \$7.7 million to \$7.0 million, was due primarily to reduced drilling activity in the Gulf of Mexico, the primary market for the Company's rental tools.

The Company's overall profit margin declined to \$18.7 million or 23% of revenue from \$33.9 million or 29% of revenue when comparing the third quarter of 1999 and 1998. Domestic land drilling profit margins decreased due primarily to lower utilization in the Gulf Coast region and due to completion of operations on Rig 245 in Alaska in the first quarter of calendar 1999. Domestic offshore margins decreased due to weakness in demand for both the Company's shallow water jackup and shallow water barge rigs.

Depreciation and amortization expense increased \$1.5 million to \$20.9 million in the current year quarter due to depreciation expense recorded on the Company's 1998 capital expenditures which were at historically high levels. As noted previously, the Company recognized a \$5.4 million provision for reduction in carrying value of certain assets in the current quarter. The current quarter provision for reduction in the carrying value of certain assets included a \$2.5 million charge related to barge Rig 80, \$1.4 million related to the vacated Louisiana office building and \$1.5 million related to various provisions for doubtful accounts and inventories.

Interest expense increased \$2.4 million due to higher average debt levels outstanding during the current quarter. Gain on disposition of assets increased \$34.2 million due to the \$35.8 million gain recognized on the sale of the thirteen lower-48 land rigs. Income tax expense consists of foreign tax expense and deferred tax expense. The deferred tax expense recorded in the current quarter is due to the pre-tax income recorded during the three months ended September 30, 1999.

Nine Months Ended Sept. 30, 1999 compared with Nine Months Ended Sept. 30, 1998

The Company recorded a net loss of \$24.5 million and \$.32 per share in the nine months ended September 30, 1999 compared to net income of \$5.7 million and \$.07 per share in the same period of the prior year. Weakness in worldwide drilling markets which has resulted in lower revenue and profit margins, restructuring charges of \$3.0 million and a \$10.6 million provision for the reduction in carrying value of certain assets contributed to the net loss in the current year. Partially offsetting the impact of the weak drilling market and the noted charges was the \$35.8 million pre-tax gain on the sale of the thirteen lower-48 land rigs sold September 30, 1999 to Unit Corporation. The sales price consisted of cash proceeds of \$40.0 million plus one million of common shares of Unit Stock (valued at approximately \$7.6 million).

RESULTS OF OPERATIONS (continued)

Revenues and profit margins decreased \$117.0 million and \$58.8 million, respectively, when comparing the nine months ended September 30, 1999 and 1998. Domestic revenues decreased \$72.8 million to \$84.5 million due to decreased utilization and dayrates in each of the drilling markets in which the Company participates. Certain markets, including the U. S. Gulf Coast land region, have been negatively impacted during the drilling downturn to a greater extent than others, such as the Rocky Mountain land market. Domestic offshore operations, including barge, jackup and platform rigs, have all experienced lower utilization and dayrates, resulting in lower revenues earned in the current fiscal year when compared to 1998. Rental tool revenue of \$20.5 million in the current year reflects a decrease of \$3.7 million, or 15%, reflective of decreased drilling in the Gulf of Mexico.

International drilling revenue decreased \$39.2 million due primarily to decreased utilization in the Company's Latin American and Asia Pacific markets. Revenues increased in the independent states of the former Soviet Union due to increased labor contract revenue and rig utilization. International offshore revenue increased in the current year period due to the operations of the Company's Rig 76 in Venezuela in the current year and the commencement of drilling operations in the Caspian Sea by barge Rig 257 during the third quarter. Barge Rig 76 has been relocated to the Gulf Coast market.

Profit margins have decreased in the domestic and international drilling segments in which the Company operates and also in the rental tool segment. Profit margins as a percent of revenue have remained relatively constant in the international drilling and rental tool segments as dayrates and rental rates have not been negatively impacted to the same degree as domestic dayrates. In particular, dayrates and margins earned by the Company's jackup rigs operating in the Gulf of Mexico have declined materially, when compared to the 1998 period.

Depreciation and amortization expense increased \$5.8 million to \$61.2 million in the 1999 period due to depreciation expense recorded on the Company's 1998 capital expenditures, offset to some degree by a reduction of approximately \$1.3 million due to the extension of the depreciable lives of the Company's land drilling fleet from 10 to 15 years in the third quarter of fiscal 1998. General and administrative expense decreased \$.9 million due in part to the Company's current year restructuring of its worldwide drilling operations, which has resulted in the current year restructuring charge of \$3.0 million.

The Company has recorded \$10.6 million in charges for the provision for reduction in the carrying value of certain assets in the current year. During the first quarter the Company reduced its estimate of proceeds to be received on the sale of the Company's Southern Argentina land rig assets which resulted in a \$2.1 million charge. Subsequent to September 30, 1999 the Company sold its Argentina land rig assets (previously classified as held for sale) plus one additional land rig for \$9.5 million. The sales price approximated the net carrying value of the assets. In addition, the net carrying value of barge Rig 80 was reduced by \$2.5 million and the net carrying value of the vacated office building in Louisiana has been reduced by \$1.4 million. Rig 80 and the office building are being actively marketed. An increase in the Company's provision for doubtful accounts and inventory has resulted in an additional \$4.6 million charge during the current year.

RESULTS OF OPERATIONS (continued)

Interest expense increased \$3.8 million due to the Company's higher average debt levels in the current year. Interest capitalized to construction projects during the current year approximated \$3.0 million as compared to approximately \$3.5 million for the nine months ended September 30, 1998. Gain on disposition of assets increased \$36.3 million due primarily to the gain recognized on the sale of the thirteen lower-48 land rigs. Other income - net increased \$4.4 million due primarily to a \$2.1 million payment received in January 1999 from Superior Energy Services, Inc. ("Superior") as part of the agreement to terminate the Agreement and Plan of Merger with Superior.

Income tax expense consists of foreign tax expense and deferred tax

benefit. The deferred tax benefit is due to the net loss incurred during the nine months ended September 30, 1999.

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash, cash equivalents and other short-term investments of \$20.8 million at September 30, 1999, a decrease of \$3.5 million from the December 31, 1998 balance. The primary sources of cash during the nine month period were \$21.7 million provided by operating activities, as reflected on the Consolidated Statements of Cash Flows, prepayments approximating \$49 million from the operator to offset a portion of the expenditures to modify Rig 257 for service in the Caspian Sea and \$51.9 million from the disposition of equipment. The disposition of assets includes the sale of the thirteen lower-48 land rigs for cash proceeds of \$40 million and the sale of two additional rigs in the current year, one domestic land rig and one offshore platform rig.

Net capital expenditures were the Company's primary use of cash during the nine months ended September 30, 1999. Major capital projects on-going during the period included the modification of barge Rig 257, which is being modified for a contract in the Caspian Sea and the construction of new barge Rig 75 for a contract in Nigeria. Payments received from the operator to offset a portion of the expenditures to modify Rig 257 are reflected as a reduction in capital expenditures in the Consolidated Statements of Cash Flows. Both rigs have commenced drilling at their respective drilling locations. Other major expenditures included the modification of two barge rigs for a contract with Texaco in the transition zones of the Gulf Coast and the completion of a new support facility in New Iberia, Louisiana.

To finance the Company's 1996 and 1997 acquisitions and the significant capital expenditures made in fiscal year 1998 and during the four months ended December 31, 1998, the Company has issued various debt instruments. The Company has total long-term debt, including the current portion, of \$630.1 million at September 30, 1999. The outstanding \$40.0 million balance of the \$75.0 million ING revolving credit facility was repaid in full with the proceeds from the sale of the lower-48 land rigs on September 30, 1999. After the outstanding letters of credit under the ING facility were cash collateralized, the ING facility was terminated. Subsequently, the Company entered into a new \$50.0 million revolving loan facility with a group of banks agented by Bank of America, National Association on October 22, 1999. This new facility is available for working capital requirements, general corporate purposes and to support letters of credit. The revolver is collateralized by

LIQUIDITY AND CAPITAL RESOURCES (continued)

accounts receivable, inventory and certain barge rigs located in the Gulf of Mexico. The facility contains customary affirmative and negative covenants. Availability under the revolving credit facility is subject to certain borrowing base limitations based on 80 percent of eligible receivables plus 50 percent of supplies in inventory. At the signing of the agreement approximately \$40.0 million was available. The revolver terminates on October 22, 2003. On October 7, 1999 a subsidiary of the Company entered into a loan agreement with Boeing Capital Corporation for the financing of Rig 75. The loan of \$24.8 million plus interest is to be repaid in 60 monthly payments of \$.5 million. The loan is collateralized by Rig 75 and is guaranteed by the Parent.

The Company anticipates cash requirements for capital spending will be substantially less in calendar year 1999 (approximately \$40.0 million projected, net of anticipated receipts to offset capital expenditures) than in fiscal year 1998 (\$180.0 million, net of receipts to offset capital expenditures). The Company's two most significant construction projects, the modification of barge Rig 257 for service in the Caspian Sea and the construction of barge Rig 75 for service in Nigeria, commenced drilling operations during the third quarter and fourth quarter, respectively.

Until operators respond to the increase in crude oil and natural gas

prices and increase spending, the Company anticipates that it will continue to incur losses. Management believes that cash on hand, cash provided by operations, proceeds from asset sales and funds available under the Company's revolving credit facility will be adequate to meet working capital needs. Additionally in order to conserve cash, management has taken steps to reduce certain discretionary capital expenditures and has reorganized its worldwide drilling operations to reduce operating and overhead costs. Although crude oil and natural gas prices have increased recently, management is unable to predict when and to what extent spending by operators and rig dayrates and utilization will be affected.

OTHER MATTERS

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Indonesian Operations

- - - - -

The current economic conditions in Indonesia have created uncertainty regarding the Company's Indonesian operations. The Company provides management, technical and training support to an Indonesian-owned drilling contractor, whose services include the drilling of geothermal wells related to power plant projects. Due to the uncertain economic conditions in Indonesia, certain of these power plant projects, and the drilling of wells in support thereof, have been postponed or delayed. As a result, payments from a significant customer for services provided by the Indonesian contractor have been delayed. The Indonesian contractor has initiated an arbitration against its customer for payment of outstanding receivables. The Company believes that resolution of this matter will not have a material adverse effect on the Company's results of operations or financial position.

Year 2000

- - - - -

The Company plans to achieve and maintain Year 2000 compliance with a project consisting of seven phases. The phases include awareness, inventory, assessment, detailed analysis, compliance testing, remediation and monitoring compliance. Prior to establishing the Year 2000 project, the Company made a decision to replace most of its outdated systems with commercial off the shelf systems and standardized desktop systems. The Company spent much of 1997 replacing critical financial, human resources and payroll systems with new purchased software that is Year 2000 certified by the Information Technology Association of America. The Year 2000 problem was not the main reason for upgrading the information technology platform, however it will be beneficial in achieving Year 2000 compliance.

The Company has completed the awareness, inventory, assessment, detailed analysis and substantially completed its compliance testing on the company's critical business and information technology systems as part of its seven phase Year 2000 compliance project. Remediation has also been completed on critical in-house developed systems. Selected non-critical systems were also included in the process. For the remainder of 1999, the Company will continue to monitor systems for compliance, evaluate its vendor supply chain and evaluate implementing vendor-supplied updates required to maintain compliance. Before establishing the Year 2000 project, the Company made a decision to replace most of its outdated systems with commercial off-the-shelf systems and standardized desktop systems, substantially reducing its technology remediation requirements. The Company spent much of 1997 replacing critical financial, human resources and payroll systems. The inventory and assessment of drilling rig components containing embedded chips indicated that most do not have date related logic. Testing conducted on components with date sensitive chips has verified that a date related problem is unlikely to occur.

At this time no system replacement dates were accelerated because of the Year 2000 problem. The cost to date for the project has been in internal salaries and purchasing some testing software. The software costs to date are not deemed material. Approximately \$400,000 has been budgeted for the Year 2000 project in calendar year 1999.

The Company believes that its worst-case scenario would be a disruption of international communications or its supply chain. It is impossible for the Company to predict the likelihood of such an occurrence or the extent of the

impact on our operations. As part of the contingency planning process to help mitigate these risks the Company is looking at alternative suppliers and communication options. Contingency plans will be customized as required for international locations to cover personnel safety, rigs, division offices, crew rotations and rig supplies.

PART II. OTHER INFORMATION

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Item 6. Exhibits and Reports on Form 8-K
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(a) Exhibits:

Exhibit 3 By-Laws as amended July 27, 1999

Exhibit 15 Letter re Unaudited Interim Financial Information 22

Exhibit 27 Financial Data Schedule [Edgar Version Only]

(b) Reports on Form 8-K - There were no reports on Form 8-K filed during the three months ended September 30, 1999.

</TABLE>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Parker Drilling Company

Registrant

Date: November 12, 1999

By: /s/ James J. Davis

James J. Davis
Senior Vice President-Finance and
Chief Financial Officer

By: /s/ W. Kirk Brassfield

W. Kirk Brassfield
Controller and
Chief Accounting Officer

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
3	By-Laws as Amended July 27, 1999
15	Letter re Unaudited Interim Financial Information
27	Financial Data Schedule [Edgar Version Only]

Exhibit 15

November 12, 1999

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 10549

Re: Parker Drilling Company
Registration on Form S-8

We are aware that our report dated October 29, 1999, on our review of the interim financial information of Parker Drilling Company for the period ended September 30, 1999 and included in this Form 10-Q is incorporated by reference in the Company's registration statements on Form S-8 (File No. 2-87944, 33-24155, 33-56698, 33-57345 and 333-84069).

By: /s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED CONDENSED BALANCE SHEET AS OF SEPTEMBER 30, 1999 AND THE CONSOLIDATED CONDENSED STATEMENT OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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PARKER DRILLING COMPANY

BY-LAWS

AS AMENDED JULY 27, 1999

ARTICLE I

Name and Location

Section 1.1 The name of this corporation shall be

PARKER DRILLING COMPANY

Section 1.2 Its registered office shall be located in the City of
Wilmington, New Castle County, Delaware.

Section 1.3 Other offices for the transaction of business shall be
located at such places as the Board of Directors may from time to time
determine.

ARTICLE II

Meetings of Stockholders

Section 2.1 Annual Meetings. The annual meeting of the stockholders for
the election of directors and for the transaction of such other business as
properly may come before such meeting shall be held on such date, and at such
time and place within or without the State of Delaware as may be designated by
the Board of Directors.

Section 2.2 Special Meetings. Special meetings of the stockholders for
any proper purpose or purposes may be called at any time by the Board of
Directors, the Chairman, the President or any Vice President, to be held on
such date, and at such time and place within or without the State of Delaware
as the Board of Directors, the Chairman, the President or a Vice President,
whichever has called the meeting, shall direct. A special meeting of the
stockholders shall be called by the Chairman, the President or any Vice
President whenever stockholders owning 75% of the shares of the Corporation
then issued and outstanding and entitled to vote on matters to be submitted to
stockholders of the Corporation shall make application therefor in writing.
Any such written request shall state a proper purpose or purposes of the
meeting and shall be delivered to the Chairman, the President or any Vice
President. The Board of Directors may, at its discretion, delay the date of
any special meeting called pursuant to a request by stockholders for a period
of up to ninety (90) days in order to adequately prepare for the meeting. The
matters that may be addressed at the special meeting shall be limited to those
matters that are contained in the notice of the meeting.

Section 2.3 Notice of Meeting. Written notice, signed by the Chairman,
the President, any Vice President, the Secretary or an Assistant Secretary of
every meeting of stockholders stating the purpose or purposes for which the
meeting is called, and the date and time when, and the place where, it is to
be held shall be delivered either personally or by mail to each stockholder

entitled to vote at such meeting not less than ten nor more than fifty days
before the meeting, except as otherwise provided by statute. If mailed, such
notice shall be directed to a stockholder at his address as it shall appear on
the stock books of the Corporation, unless he shall have filed with the
Secretary a written request that notices intended for him be mailed to some
other address, in which case it shall be mailed to the address designated in
such request. Notice of any meeting of stockholders shall not be required to
be given to any stockholder who shall attend such meeting in person or by

proxy and shall not, at the beginning of such meeting, object to the transaction of any business because the meeting is not lawfully called or convened, or who shall, either before or after the meeting, submit a signed waiver of notice, in person or by proxy. Unless the Board of Directors shall fix, after the adjournment, a new record date for an adjourned meeting, notice of such adjourned meeting need not be given if the time and place to which the meeting shall be adjourned were announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.4 Quorum. The presence at any meeting, in person

or by proxy, of the holders of record of a majority of the shares then issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business except where otherwise provided by statute.

Section 2.5 Adjournments. In the absence of a quorum, a

majority in interest of the stockholders entitled to vote, present in person or by proxy, or, if no stockholder entitled to vote is present in person or by proxy, any officer entitled to preside at or act as secretary of such meeting, may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.6 Voting. Directors shall be chosen by a

plurality of the votes cast at the election, and, except where otherwise provided by statute, all other questions shall be determined by a majority of the votes cast on such question.

Section 2.7 Proxies. Any stockholders entitled to vote may

vote by proxy, provided that the instrument authorizing such proxy to act shall have been executed in writing (which shall include telegraphing or cabling) by the stockholder himself or by his duly authorized attorney.

Section 2.8. Inspectors. The Board of Directors may, in

advance of any meeting of stockholders, appoint one or more inspectors to act at such meeting or any adjournment thereof. If the inspectors shall not be so appointed or if any of them fail to appear or act, the chairman of the meeting may, and on the request of any stockholder entitled to vote thereat shall appoint inspectors. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors shall determine, in number of shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the chairman of the meeting of any stockholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, request or matter determined by them and shall execute a certificate of any fact found by them. No director or candidate for the office of director shall act as inspector of an election of directors. Inspectors need not be stockholders.

Section 2.9. Organization. At each meeting of the

stockholders, the Chairman, or in his absence or inability to act, the President, or in his absence or inability to act, any person chosen by the Board of Directors, shall act as chairman of the meeting. The Secretary, or in his absence or inability to act, any person appointed by the chairman of

the meeting, shall act as secretary of the meeting and keep the minutes thereof. The order of business at all meetings of the stockholders shall be as determined by the chairman of the meeting.

Section 2.10. List of Stockholders. The officer who has

charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 2.11. Action by Written Consent.

(a) Written Consent. Subject to the terms of this

Section 2.11, any action which is required to be or may be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice to stockholders and without a vote if

consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all shares entitled to vote thereon were present and voted. The Corporation shall give prompt notice to the stockholders of the results of any consent solicitation or the taking of the corporate action without a meeting and by less than unanimous written consent.

(b) Duration and Revocation of Consents. In order

that the Corporation's stockholders shall have an opportunity to receive and consider the information germane to an informed judgment as to whether to give a written consent and in accordance with the procedures contained in the New York Stock Exchange policies and rules, any corporate action to be taken by written consent shall not be effective until, and the stockholders of the Corporation shall be able to give or revoke written consents for, at least twenty (20) days from the date of the commencement of a solicitation (as such term is defined in Rule 14a-1(k) promulgated under the Securities Exchange Act of 1934, as amended) of consents, other than corporate action by written consent taken pursuant to solicitations of not more than ten (10) persons. For purposes of this Section, a consent solicitation shall be deemed to have commenced when a proxy statement or information statement containing the information required by law is first furnished to the Corporation's stockholders.

Consents to corporate action shall be valid for a maximum of sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner provided in Section 228(c) of the Delaware General Corporation Law. Consents may be revoked by written notice (i) to the Corporation, (ii) to the stockholder or stockholders soliciting consents or soliciting revocations in opposition to action by consent proposed by the Corporation (the "Soliciting Stockholders"), or (iii) to a proxy solicitor or other agent designated by the Corporation or the Soliciting Stockholders.

(c) Inspectors of Election; Procedures for Counting

Consents. Within three (3) business days after receipt of the

earliest dated consent delivered to the Corporation in the manner provided in Section 228(c) of the Delaware General Corporation Law or the determination by the Board of Directors of the Corporation that the Corporation should seek corporate action by written consent, as the case may be, the Secretary shall engage nationally recognized independent inspectors of elections for the purpose of performing a ministerial review of the validity of the consents and

revocations. The cost of retaining inspectors of election shall be borne by the Corporation.

Consents and revocations shall be delivered to the inspectors upon receipt by the Corporation, the Soliciting Stockholders or their proxy solicitors or other designated agents. As soon as consents and revocations are received, the inspectors shall review the consents and revocations and shall maintain a count of the number of valid and unrevoked consents. The inspectors shall keep such count confidential and shall not reveal the count to the Corporation, the Soliciting Stockholders or their representatives or any other entity. As soon as practicable after the earlier of (i) sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner provided in Section 228(c) of the Delaware General Corporation Law or (ii) a written request therefor by the Corporation or the Soliciting Stockholders (whichever is soliciting consents) (which request may be made no earlier than twenty (20) days after the commencement of the applicable solicitation of consents, except in the case of corporate action by written consent taken pursuant to solicitations of not more than ten (10) persons), notice of which request shall be given to the party opposing the solicitation of consents, if any, which request shall state that the Corporation or the Soliciting Stockholders, as the case may be, have a good faith belief that the requisite number of valid and unrevoked consents to authorize or take the action specified in the consents has been received in accordance with these By-laws, the inspectors shall issue a preliminary report to the Corporation and the Soliciting Stockholders stating: (i) the number of valid consents; (ii) the number of valid revocations; (iii) the number of valid and unrevoked consents; (iv) the number of invalid consents; (v) the number of invalid revocations; and (vi) whether, based on their preliminary count, the requisite number of valid and unrevoked consents has been obtained to authorize or take the action specified in the consents.

Unless the Corporation and the Soliciting Stockholders shall agree to a shorter or longer period, the Corporation and the Soliciting Stockholders shall have 48 hours to review the consents and revocations and to advise the inspectors and the opposing party in writing as to whether they intend to challenge the preliminary report of the inspectors. If no written notice of an intention to challenge the preliminary report is received within 48 hours after the inspectors' issuance of the preliminary report, the inspectors shall issue to the Corporation and the Soliciting Stockholders their final report containing the information from the inspectors' determination with respect to whether the requisite number of valid and unrevoked consents was obtained to authorize and take the action specified in the consents. If the Corporation or the Soliciting Stockholders issue written notice of an intention to challenge the inspectors' preliminary report within 48 hours after the issuance of that report, a challenge session shall be scheduled by the inspectors as promptly as practicable. A transcript of the challenge session shall be recorded by a certified court reporter. Following completion of the challenge session, the inspectors shall as promptly as practicable issue their final report to the Soliciting Stockholders and the Corporation, which report shall contain the information included in the preliminary report, plus all changes in the vote totals as a result of the challenge and a certification of whether the requisite number of valid and unrevoked consents was obtained to authorize or take the action specified in the consents. A copy of the final report of the inspectors shall be included in the book in which the proceedings of meetings of stockholders are recorded.

Section 2.12. Advance Notice of Stockholder Proposals.

Nominations by stockholders of persons for election to the Board of Directors of the Corporation may be made at an annual meeting in compliance with Section 3.2 hereof. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or

mailed and received at the principal executive offices of the Corporation not less than ninety (90) nor more than one hundred twenty (120) days prior to the meeting; provided, however, that in the event that less than one hundred (100) days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business, (c) the class and number of shares of the Corporation which are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business. Notwithstanding anything in the By-laws to the contrary, no business shall be conducted at any annual meeting except in accordance with the procedures set forth in this Section 2.12. The chairman of the annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of this Section 2.12, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

ARTICLE III

Board of Directors

Section 3.1 Number. Subject to the Company's Certificate of

Incorporation, the number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by resolution of the Board of Directors.

Section 3.2 Election and Term of Office. (a) The Board of

Directors shall be divided into three (3) classes and each class shall be elected at the annual meeting of the stockholders held at the expiration of their classified term. Each director (whether elected at an annual meeting or

to fill a vacancy or otherwise) shall continue in office until his successor shall have been elected or until his earlier death, resignation or removal in the manner hereinafter provided.

(b) Notice of Stockholder Nominees. Only persons who are

nominated in accordance with the procedures set forth in this Section 3.2(b) shall be eligible for election as Directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders by or at the direction of the Board of Directors or by any stockholder of the Corporation entitled to vote for the election of Directors at the meeting who complies with the notice procedures set forth in this Section 3.2(b). Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation not less than ninety (90) days nor more than one hundred twenty (120) days prior to the meeting: provided, however, that in the event that less than one hundred (100) days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a Director, (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of the Corporation which are beneficially owned by such person and (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is

otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including, without limitation, such persons' written consent to being named in the proxy statement as a nominee and to serving as a Director if elected); and (b) as to the stockholder giving the notice, (i) the name and address, as they appear on the Corporation's books, if such stockholder and (ii) the class and number of shares of the Corporation which are beneficially owned by such stockholder. At the request of the Board of Directors, any person nominated by the Board of Directors for election as a Director shall furnish to the Secretary of the Corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the procedures set forth in this Section 3.2(b). The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the By-laws, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

Section 3.3 Vacancies and Additional Directorships. If any

vacancy shall occur among the directors by reason of death, resignation, or removal, or as the result of an increase in the number of directorships, the directors then in office shall continue to act and shall have sole power to fill any such vacancy by a vote of the directors then in office, though less than a quorum.

Section 3.4 Meetings. The Board of Directors by resolution

may provide for the holding of regular meetings and may fix the times and places at which such meetings shall be held. Notice of regular meetings shall not be required to be given, provided that whenever the time or place of regular meetings shall be fixed or changed, notice of such action shall be mailed promptly to each director who shall not have been present at the meeting at which such action was taken, addressed to him at his residence or usual place of business.

Special meetings of the Board of Directors may be called by the Chairman, the President, any Vice President or any three directors. Except as otherwise required by statute, notice of each special meeting shall be mailed to each director, addressed to him at his residence or usual place of business, or shall be sent to him at such place by fax, telegram, radio or cable, or telephoned or delivered to him personally not later than two days before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting, but need not state the purposes thereof, unless otherwise required by statute, the Certificate of Incorporation of the Corporation or these By-laws.

Notice of any meeting need not be given to any director who shall attend such meeting in person or who shall waive notice thereof before or after such meeting, in writing or by telegram, radio or cable.

Section 3.5 Quorum. A majority of the total number of

members of the Board of Directors as constituted from time to time, but not less than two, shall be necessary and sufficient to constitute a quorum for the transaction of business, except that when the Board consists of one director pursuant to Section 3.1, then the one director shall constitute a quorum. In the absence of a quorum, a majority of those present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. A majority of those present at any meeting at which a quorum is present may decide any question brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation or these By-laws. In the event a deadlock occurs in any vote being taken by the Board, the Chairman of the Board shall be empowered with a second vote to settle the deadlock.

Section 3.6 Resignation of Directors. Any director may

resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman, the President, any Vice President or the Secretary. Any such resignation shall take effect at the time specified

therein or, if no time be specified, upon receipt thereof by the Board of Directors or one of the above named officers; and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7 Compensation of Directors. Directors shall

receive such reasonable compensation for their services as such, whether in the form of salary or a fixed fee for attendance at meetings, with expenses, if any, as the Board of Directors may from time to time determine. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.8. Action Without Meeting. Any action required

or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

ARTICLE IV

Committees of the Board

Section 4.1 Designation, Power, Alternate Members and Term of Office.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation. Any such committee, to the extent provided in such resolution, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board may designate one or more directors as alternate members of any committee who, in the order specified by the Board, may replace any absent or disqualified member at any meeting of the committee. If at a meeting of any committee one or more of the members thereof should be absent or disqualified, and if either the Board of Directors has not so designated any alternate member or members, or the number of absent or disqualified members exceeds the number of alternate members who are present at such meeting, then the member or members of such committee (including alternates) present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. The term of office of the members of each committee shall be as fixed from time to time by the Board, subject to these By-laws; provided, however, that any committee member who ceases to be a member of the

Board shall ipso facto cease to be a committee member. Each committee shall appoint a secretary, who may be the Secretary of the Corporation or an Assistant Secretary thereof.

Section 4.2 Meetings Notices and Records. Each committee may provide for

the holding of regular meetings, with or without notice, and may fix the time and place at which such meetings shall be held. Special meetings of each

committee shall be held upon call by or at the direction of its chairman, or, if there be no chairman, by or at the direction of any two of its members, at the time and place specified in the respective notices or waivers of notice thereof. Notice of each special meeting of a committee shall be mailed to each member of such committee, addressed to him at his residence or usual place of business, at least two days before the day on which the meeting is to be held, or shall be sent by telegram, radio or cable, addressed to him at such place, or telephoned or delivered to him personally, not later than the day before the day on which the meeting is to be held. Notice of any meeting of a committee need not be given to any member thereof, who shall attend the

meeting in person or who shall waive notice thereof by telegram, radio, cable or other writing. Notice of any adjourned meeting need not be given. Each committee shall keep a record of its proceedings.

Section 4.3 Quorum and Manner of Acting. At each meeting of any

committee the presence of a majority but not less than two of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee; in the absence of a quorum a majority of the members present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present. Subject to the foregoing and other provisions of these By-laws and except as otherwise determined by the Board of Directors, each committee may make rules for the conduct of its business. Any determination made in writing and signed by all the members of such committee shall be as effective as if made by such committee at a meeting.

Section 4.4 Resignations. Any member of a committee may resign at any

time by giving written notice of such resignation to the Board of Directors, the Chairman, the President or the Secretary of the Corporation. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Board or any such officer.

Section 4.5 Removal. Any member of any committee may be removed at

anytime by the Board of Directors with or without cause.

Section 4.6 Vacancies. If any vacancy shall occur in

any committee by reason of death, resignation, disqualification, removal, or otherwise, the remaining members of such committee, though less than a quorum, shall continue to act until such vacancy is filled by the Board of Directors.

Section 4.7 Compensation. Committee members shall receive such

reasonable compensation for their services as such, whether in the form of salary or a fixed fee for attendance at meetings, with expenses, if any, as the Board of Directors may from time to time determine. Nothing herein contained shall be construed to preclude any committee member from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

Section 5.1 Officers. The officers of the Corporation shall be a

Chairman, a President, one or more Vice Presidents including therein an Executive Vice President, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 5.3.

Section 5.2 Election, Term of Office and Qualifications. Each officer

(except such officers as may be appointed in accordance with the provisions of Section 5.3) shall be elected by the Board of Directors. Each such officer (whether elected at the first meeting of the Board of Directors after the annual meeting of stockholders or to fill a vacancy or otherwise) shall hold his office until the first meeting of the Board of Directors after the next annual meeting of stockholders and until his successor shall have been elected, or until his death, or until he shall have resigned in the manner provided in Section 5.4 or shall have been removed in the manner provided in Section 5.5.

Section 5.3 Subordinate Officers and Agents. The Board of Directors from

time to time may appoint other officers or agents including one or more Assistant Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, to hold office for such period, have such authority and

perform such duties as are provided in these By-laws or as may be provided in the resolutions appointing them. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.

Section 5.4 Resignations. Any officer may resign at any time by giving

written notice of such resignation to the Board of Directors, the Chairman, the President, a Vice President or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or any such officer.

Section 5.5 Removal. Any officer specifically designated in Section 5.1

may be removed at any time, either with or without cause, at any meeting of the Board of Directors by the vote of a majority of all the directors then in office. Any officer or agent appointed in accordance with the provisions of Section 5.3 may be removed, either with or without cause, by the Board of Directors at any meeting, by the vote of a majority of the directors present at such meeting, or by any superior officer or agent upon whom such power of removal shall have been conferred by the Board of Directors.

Section 5.6 Vacancies. A vacancy in any office by reason of death,

resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these By-laws for regular election or appointment to such office.

Section 5.7 The Chairman. The Chairman or the President shall be the

chief executive officer of the Corporation. The Chairman shall preside at all meetings of the stockholders and the directors, shall be ex officio a member of all standing committees, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 5.8 The President.

(a) The President or an Executive Vice President shall be the chief operating officer of the Corporation, as designated by the Board of Directors. Subject to the direction of the Board of Directors, the Chief Operating Officer shall have general charge of the business affairs of the Corporation.

(b) Subject to the direction of the Board of Directors, the President shall have general and active management of the Corporation and general supervision over the Corporation's officers and agents. In the absence of the Chairman, if present, he shall preside at all meetings of stockholders and he shall see that all orders and resolutions of the Board of Directors are carried into effect. He may sign, with any other officer thereunto duly authorized, certificates of stock of the Corporation the issuance of which shall have been duly authorized (the signature to which may be a facsimile signature), and may sign and execute in the name of the Corporation, deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent. From time to time he shall report to the Board of Directors all matters within his knowledge which the interests of the Corporation may require to be brought to their attention. He shall also perform such other duties as are given to him by these By-laws or as from time to time may be assigned to him by the Board of Directors.

Section 5.9 The Vice Presidents. At the request of the President or in

his absence or disability, the Executive Vice President or in his absence or disability the Vice President designated by the President (or in the absence of such designation, the Vice President designated by the Board of Directors) shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any vice President may also sign, with any other officer thereunto duly authorized, certificates of stock of the Corporation the issuance of which shall have been duly authorized (the signature to which may be a facsimile

signature), and may sign and execute in the name of the Corporation deeds, mortgages, bonds and other instruments duly authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent. Each Vice President shall perform such other duties as are given to him by these By-laws or as from time to time may be assigned to him by the Board of Directors, the Chairman or the President.

Section 5.10 The Secretary. The Secretary shall

- (a) record all the proceedings of the meetings of the stockholders, the Board of Directors, and any committees in a book or books to be kept for that purpose;
- (b) cause all notices to be duly given in accordance with the provisions of these By-laws and as required by statute;
- (c) whenever any committee shall be appointed in pursuance of a resolution of the Board of Directors, furnish the Chairman of such committee with a copy of such resolution;
- (d) be custodian of the records and of the seal of the Corporation, and cause such seal to be affixed to all certificates representing stock of the Corporation prior to the issuance thereof and to all instruments the execution of which on behalf of the Corporation under its seal shall have been duly authorized;
- (e) see that the lists, books, reports, statements, certificates and other documents and records required by statute are properly kept and filed;
- (f) subject to the rights and duties of the duly appointed transfer agents and registrars for securities of the Corporation have charge of the stock and transfer books of the Corporation, and exhibit such stock book at all reasonable times to such persons as are entitled by statute to have access thereto;
- (g) sign (unless the Treasurer or an Assistant Secretary or an Assistant Treasurer shall sign) certificates representing stock of the Corporation the issuance of which shall have been duly authorized (the signature to which may be a facsimile signature) and
- (h) in general, perform all duties incident to the office of Secretary and such other duties as are given to him by these By-laws or as from time to time may be assigned to him by the Board of Directors, the Chairman or the President.

Section 5.11 Assistant Secretaries. At the request of the Secretary or

in his absence or disability, the Assistant Secretary designated by him (or in the absence of such designation, the Assistant Secretary designated by the Board of Directors, the Chairman or the President) shall perform all the duties of the Secretary, and, when so acting, shall have all the powers of and be subject to all restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties as from time to time may be assigned to them by the Board of Directors, the Chairman, the President or the Secretary.

Section 5.12 The Treasurer. The Treasurer shall

- (a) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- (b) cause the moneys and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositaries as shall be selected in accordance with Section 6.3 of these By-laws or to be otherwise dealt with in such manner as the Board of Directors may

direct;

(c) cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for all moneys disbursed;

(d) render to the Board of Directors, the Chairman or the President, whenever requested, a statement of the financial condition of the Corporation and of all his transactions as Treasurer;

(e) cause to be kept at the Corporation's principal office correct books of account of all its business and transactions and such duplicate books of account as he shall determine and upon application cause such books or duplicates thereof to be exhibited to any director;

(f) be empowered, from time to time, to require from the officers or agents of the Corporation reports or statements giving such information as he may desire with respect to any and all financial transactions of the Corporation;

(g) sign (unless the Secretary or an Assistant Secretary or an Assistant Treasurer shall sign) certificates representing stock of the Corporation the issuance of which shall have been duly authorized (the signature to which may be a facsimile signature) and

(h) in general, perform all duties incident to the office of Treasurer and such other duties as are given to him by these By-laws or as from time to time may be assigned to him by the Board of Directors, the Chairman or the President.

Section 5.13 Assistant Treasurers. At the request of the Treasurer or in

his absence or disability, the Assistant Treasurer designated by him (or in the absence of such designation, the Assistant Treasurer designated by the Board of Directors, the Chairman or the President) shall perform all the duties of the Treasurer, and, when so acting, shall have all the powers of and be subject to all restrictions upon the Treasurer. The Assistant Treasurers shall perform such other duties as from time to time may be assigned to them by the Board of Directors, the Chairman, the President or the Treasurer.

Section 5.14 Salaries. The salaries of the officers of the Corporation

shall be fixed from time to time by the Board of Directors except that the Board of Directors may delegate to any person the power to fix the salaries or other compensation of any officers or agents appointed in accordance with the provisions of Section 5.3. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE VI

Execution of Instruments and Deposit of Corporate Funds

Section 6.1 Execution of Instruments Generally. The Chairman, President,

any Vice President, the Secretary or the Treasurer, subject to the approval of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 6.2 Borrowing. No loans or advances shall be obtained or

contracted for, by or on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized or ratified and confirmed by the Board of Directors. Such authorization or ratification and confirmation may be general or confined to specific instances. Any officer or agent of the Corporation thereunto so authorized may obtain loans and advances

for the Corporation, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation. Any officer or agent of the Corporation thereunto so authorized may pledge, hypothecate or transfer as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, any and all stocks, bonds, other securities and other personal property at any time held by the Corporation, and to that end may endorse, assign and deliver the same and do every act and thing necessary or proper in connection therewith.

Section 6.3 Deposits. All funds of the Corporation not otherwise

employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents authorized so to do by the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

Section 6.4 Checks, Drafts, etc. All checks, drafts or other orders for

the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner, as from time to time shall be determined by the Board of Directors.

Section 6.5 Proxies. Proxies to vote with respect to shares of stock of

other corporations owned by or standing in the name of the Corporation may be executed and delivered from time to time on behalf of the Corporation by the Chairman, the President or a Vice President or by any other person or persons thereunto authorized by the Board of Directors.

ARTICLE VII

Section 7.1. Stockholder Matters.

(a) Meetings of Stockholders. In order that the Corporation may

determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) nor less than (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

(b) Consent of Stockholders. In order that the Corporation may

determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action by written consent shall, by written notice to the Secretary, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within ten (10) days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within ten (10) days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the

Board of Directors is required by applicable law, shall be the first date on which a signed written consent setting forth the action taken or proposed to

be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or any officer or agent of the Corporation having custody of the book in which proceedings of stockholders' meetings are recorded, to the attention of the Secretary of the Corporation. Delivery shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by applicable law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action.

(c) Dividends. In order that the Corporation may determine the

stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights of the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopted the resolution relating thereto.

ARTICLE VIII

Corporate Seal

Section 8.1 The corporate seal shall be circular in form and shall bear the name of the Corporation and words denoting its organization under the laws of the State of Delaware and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE IX

Fiscal Year

Section 9.1 The fiscal year of the Corporation shall begin on the first day of January in each year and end on the thirty-first day of December in each year.

ARTICLE X

Dividends and Finance

Section 10.1 Dividends are to be paid in cash or in stock and are to be paid out of the surplus earnings of the Corporation, evidenced by cash or assets on hand, but no dividends shall be paid that will impair the capital of the Corporation.

Section 10.2 The funds of the Corporation shall be deposited in such bank or trust company as the directors shall designate, and shall be withdrawn only upon such authorization as is provided for by the Board of Directors.

ARTICLE XI

Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify any director or officer of the Corporation (including former officers and directors) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), liability, loss, judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Such indemnity shall inure to the benefit of the heirs, executors and administrators of any director or officer so indemnified pursuant to this Article. The right to indemnification under this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided, however, that if the Delaware General Corporation Law requires, the payment of such expenses incurred in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. Such indemnification and advancement of expenses shall be in addition to any other rights to which those directors and officers seeking indemnification and advancement of expenses may be entitled under any law, agreement, vote of stockholders or otherwise.

Any repeal or amendment of this Article by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or amendment. In addition to the foregoing, the right to indemnification and advancement of expenses shall be to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law and all amendments to such laws as hereafter enacted from time to time.

Article XII

Amendments; Enforceability

These By-laws may be amended or repealed, or new By-laws may be adopted, (1) by action of the Board of Directors; or (2) at any annual or special meeting of the stockholders, by the affirmative vote of 80% of the outstanding stock entitled to vote on such action.

Notwithstanding any other provision contained in these by-

laws, if independent counsel to the Corporation delivers to the Corporation a written opinion stating, or a court of competent jurisdiction determines, that any section of these by-laws, or any portion thereof, is invalid, enforceable or void with respect to any corporate action to be taken then such section, or such portion thereof, as the case may be, shall after the date of such delivery of such opinion or such determination shall be replaced and amended by the Board with provisions that are enforceable and achieve substantially the same intent, or come as nearly as permissible to the same intent, as the previous provisions. If such invalid, unenforceable or void provision cannot be replaced in accordance with this provision, such provision shall be null and void and of no effect, but the invalidity, unenforceability or voiding of such provision shall not in any way affect or impair the validity or enforceability of any other provision of these by-laws.