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August 13, 2002

VIA FACSIMILE AND U.S. MAIL

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Varco International, Inc. ("Varco") CEO and CFO  
Statements Under Oath Pursuant to Section 21(a)(1)  
of the Securities and Exchange Act of 1934, as amended

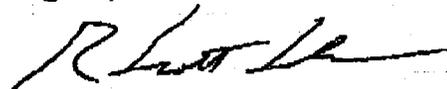
Dear Mr. Katz:

Pursuant to the June 27, 2002 Order issued by the Securities and Exchange Commission, enclosed on behalf of Varco are the required Statements Under Oath of the Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings for Varco as signed on August 13, 2002 by George Boyadjieff (Principal Executive Officer) and Joseph C. Winkler (Principal Financial Officer).

Please acknowledge receipt of this letter and the attached statements by stamping and returning the enclosed copy of this letter in the self-addressed stamped envelope provided.

Please contact me if you have any questions.

Regards,



R. Scott Shean  
of LATHAM & WATKINS

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Enclosures

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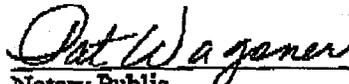
**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Joseph C. Winkler, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Varco International, Inc., and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Annual Report on Form 10-K of Varco International, Inc. for the year ended December 31, 2001, as filed with the Commission on March 11, 2002;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Varco International, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

  
 \_\_\_\_\_  
 Joseph C. Winkler  
 Executive Vice President, Chief Financial  
 Officer and Treasurer  
 (Principal Financial Officer)  
 August 13, 2002

Subscribed and sworn to before me this 13 day of August, 2002

  
 \_\_\_\_\_  
 Notary Public  
 My Commission Expires: 06/07/03



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