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 June 30, 2001

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 001-14273

CORE LABORATORIES N.V.

(Exact name of registrant as specified in its charter)

The Netherlands	**Not Applicable**
(State of other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Herengracht 424 **1017 BZ Amsterdam** **The Netherlands**	**Not Applicable**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(31-20) 420-3191**

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 __X__ No _____

The number of common shares of the Registrant, par value NLG 0.03 per share, outstanding at August 3, 2001 was 33,165,216.

CORE LABORATORIES N.V.
FORM 10-Q FOR THE QUARTER ENDED June 30, 2001

INDEX

CORE LABORATORIES N.V.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	June 30, 2001	December 31, 2000
	(Unaudited)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 15,161	$ 12,519
Accounts receivable, less allowance for doubtful accounts of $8,902 and $9,080 in 2001 and 2000, respectively	108,082	113,214
Inventories	37,923	33,514
Prepaid expenses and other	12,675	7,085
Deferred tax asset	7,933	10,220
Total current assets	181,774	176,552
PROPERTY, PLANT AND EQUIPMENT, net	89,754	84,556
INTANGIBLES AND GOODWILL, net	146,874	148,027
OTHER LONG-TERM ASSETS	3,494	4,166
Total assets	$ 421,896	$ 413,301
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	$ 658	$ 733
Current lease obligations	76	247
Accounts payable	20,526	25,931
Other accrued expenses	25,725	28,355
Total current liabilities	46,985	55,266
LONG-TERM DEBT	84,052	83,005
LONG-TERM LEASE OBLIGATIONS	29	35
OTHER LONG-TERM LIABILITIES	21,317	23,298
MINORITY INTEREST	848	632
SHAREHOLDERS' EQUITY:		
Preference shares, NLG 0.03 par value; 3,000,000 shares authorized, no shares issued or outstanding	—	—
Common shares, NLG 0.03 par value; 100,000,000 shares authorized, 33,157,416 and 32,814,018 issued and outstanding at June 30, 2001 and December 31, 2000, respectively	545	541
Additional paid-in capital	186,542	182,847
Retained earnings	81,578	67,677
Total shareholders' equity	268,665	251,065
Total liabilities and shareholders' equity	$ 421,896	$ 413,301

The accompanying notes are an integral part of these consolidated financial statements.

CORE LABORATORIES N.V.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Three Months Ended June 30, 2001	Three Months Ended June 30, 2000
	(Unaudited)	
SERVICES	$ 74,110	65,892
SALES	17,150	14,351
	91,260	80,243
OPERATING EXPENSES:		
Cost of services	56,881	52,772
Cost of sales	13,017	12,010
General and administrative expenses	3,984	3,383
Depreciation and amortization	4,569	3,573
Goodwill amortization	1,033	1,027
Other income, net	(982)	136
	78,502	72,901
INCOME BEFORE INTEREST EXPENSE AND INCOME TAX EXPENSE	12,758	7,342
INTEREST EXPENSE	1,943	2,011
INCOME BEFORE INCOME TAX EXPENSE	10,815	5,331
INCOME TAX EXPENSE	3,028	1,534
NET INCOME	$ 7,787	$ 3,797
PER SHARE INFORMATION:		
BASIC EARNINGS PER SHARE	$ 0.24	$ 0.12
WEIGHTED AVERAGE BASIC COMMON SHARES OUTSTANDING	33,044,424	32,085,620
DILUTED EARNINGS PER SHARE	$ 0.23	$ 0.11
WEIGHTED AVERAGE DILUTED COMMON SHARES OUTSTANDING	34,192,362	33,587,555

The accompanying notes are an integral part of these consolidated financial statements.

CORE LABORATORIES N.V.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Six Months Ended June 30, 2001	Six Months Ended June 30, 2000
	(Unaudited)	
SERVICES	$ 147,635	$ 125,930
SALES	34,971	27,111
	182,606	153,041
OPERATING EXPENSES:		
Cost of services	113,305	103,382
Cost of sales	28,093	20,958
General and administrative expenses	7,543	6,686
Depreciation and amortization	8,953	7,327
Goodwill amortization	2,066	2,054
Other income, net	(582)	(436)
	159,378	139,971
INCOME BEFORE INTEREST EXPENSE AND INCOME TAX EXPENSE	23,228	13,070
INTEREST EXPENSE	3,921	4,076
INCOME BEFORE INCOME TAX EXPENSE	19,307	8,994
INCOME TAX EXPENSE	5,406	2,685
NET INCOME	$ 13,901	$ 6,309
PER SHARE INFORMATION:		
BASIC EARNINGS PER SHARE	$ 0.42	$ 0.20
WEIGHTED AVERAGE BASIC COMMON SHARES OUTSTANDING	32,965,168	31,964,626
DILUTED EARNINGS PER SHARE	$ 0.41	$ 0.19
WEIGHTED AVERAGE DILUTED COMMON SHARES OUTSTANDING	34,123,653	33,290,686

The accompanying notes are an integral part of these consolidated financial statements.

CORE LABORATORIES N.V.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six Months Ended June 30, 2001	Six Months Ended June 30, 2000
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 13,901	$ 6,309
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	11,019	9,381
Gain on sale of fixed assets	(38)	(494)
Changes in assets and liabilities:		
Decrease in accounts receivable	5,179	500
Increase in inventories	(4,409)	(10,867)
(Increase)/Decrease in prepaid expenses	(5,590)	440
Increase/(Decrease) in accounts payable	(5,469)	1,540
Increase/(Decrease) in other accrued expenses	952	(4,995)
Decrease in net deferred tax asset	129	815
Decrease in other long-term liabilities	(273)	(2)
Other	(2,692)	(2,512)
Net cash provided by operating activities	12,709	115
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(13,781)	(18,617)
Proceeds from sale of fixed assets	79	1,498
Other	15	276
Net cash used in investing activities	(13,687)	(16,843)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of long-term debt	(4,100)	(12,393)
Borrowings under long-term debt	5,070	11,049
Capital lease obligation, net	(161)	(671)
Net proceeds from exercise of over-allotment	-	17,340
Exercise of stock options	2,576	2,055
Other	235	(98)
Net cash provided by financing activities	3,620	17,282
NET CHANGE IN CASH	2,642	554
CASH, beginning of period	12,519	18,845
CASH, end of period	$ 15,161	$ 19,399

The accompanying notes are an integral part of these consolidated financial statements.

CORE LABORATORIES N.V.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying unaudited consolidated financial statements include the accounts of Core Laboratories and have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") for interim financial information using the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the six month period ended June 30, 2001 are not necessarily indicative of the results that may be expected for the year ending December 31, 2001. Balance sheet information as of December 31, 2000 was derived from the 2000 annual audited financial statements. These financial statements should be read in conjunction with the financial statements and the summary of significant accounting policies and notes thereto included in our Form 10-K for the year ended December 31, 2000.

Recent Pronouncements

In June 2001, the Financial Accounting Standards Board ("FASB") issued two statements, SFAS 141, "Business Combinations", and SFAS 142, "Goodwill and Other Intangible Assets", that amend Accounting Principles Board ("APB") Opinion No. 16, "Business Combinations", and supersede APB Opinion No. 17, "Intangible Assets." The two statements modify the method of accounting for business combinations entered into after June 30, 2001 and address the accounting for intangible assets. Goodwill resulting from a business combination after June 30, 2001 would be recognized as an asset but not amortized while goodwill existing at June 30, 2001 will be amortized through December 31, 2001. Beginning January 1, 2002, we will no longer amortize goodwill but will test for impairment annually or more frequently if circumstances indicate a potential impairment. While we don't expect an impairment to arise, we are evaluating the impact of the new accounting standards on existing goodwill and other intangible assets. Goodwill amortization for the three and six month periods ended June 30, 2001 was $1,033,000 and $2,066,000, respectively, which had an earnings per diluted share impact of $0.03 and $0.06 for the respective periods.

2. ACQUISITIONS

On May 22, 2001, we acquired all of the outstanding shares of PROMORE Engineering Inc. ("PROMORE"), a privately held company based in Canada. PROMORE provides innovative solutions for production optimization and monitoring of reservoir environments. We issued approximately 606,000 shares in exchange for all of the outstanding shares of PROMORE. The transaction was accounted for using the pooling-of-interests method of accounting. Accordingly, our consolidated financial statements have been restated for all periods prior to the date of acquisition to include the financial position and results of operations of PROMORE.

3. INVENTORIES

Inventories consist primarily of manufactured goods, materials and supplies used for sales or services provided to customers. Inventories are stated at the lower of average or standard cost (including direct material, labor and overhead) or estimated net realizable value and are reflected net of valuation reserves of $1,196,000 and $1,376,000 at June 30, 2001 and December 31, 2000, respectively. Inventories consisted of the following (in thousands):

	June 30, 2001 (Unaudited)	December 31, 2000
Finished goods	$ 29,307	$ 27,145
Parts and materials	5,051	4,126
Work in process	3,565	2,243
Total	$ 37,923	$ 33,514

4. INTANGIBLES AND GOODWILL

Intangibles include patents, trademarks, service marks and trade names. Goodwill represents the excess of purchase price over the value of the net assets acquired in acquisitions accounted for as purchases. Intangibles and goodwill are charged to expense in equal amounts over their estimated useful lives. We believe that there have been no events or circumstances that warrant revision to the remaining useful lives or which affect the recoverability of intangibles and goodwill. The components of intangibles and goodwill are as follows (in thousands):

	Original Life In Years	June 30, 2001 (Unaudited)	December 31, 2000
Acquired trade secrets	5	$ 165	$ 125
Acquired patents, trademarks and trade names	10-20	4,539	3,686
Acquired trade name	40	4,614	4,614
Total intangibles		9,318	8,425
Goodwill	5-10	2,616	2,639
Goodwill	20	3,736	3,736
Goodwill	40	148,099	147,784
Total goodwill		154,451	154,159
Total intangibles and goodwill		163,769	162,584
Less – accumulated amortization		16,895	14,557
Net intangibles and goodwill		$ 146,874	$ 148,027

5. LONG-TERM DEBT

Long-term debt is summarized in the following table (in thousands):

	June 30, 2001		December 31, 2000
		(Unaudited)	
Credit Facility with a bank group:			
$100,000 revolving debt facilities…….……………....	$ 9,000		$ 7,000
Senior Notes………………...………………………….	75,000		75,000
Other indebtedness…….……………………………….	710		1,738
Total debt……………………………………….	84,710		83,738
Less – current maturities…………………..…………	658		733
Total long-term debt………………………….....	$ 84,052		$ 83,005

In July 1999, we entered into a $100 million Credit Facility which provides for (i) a committed revolving debt facility of $95 million and (ii) a Netherlands guilder denominated revolving debt facility with U.S. dollar equivalency of $5 million. At June 30, 2001, approximately $91 million was available for borrowing under the revolving debt facility. Loans under the Credit Facility bear interest at rates which range from LIBOR plus 1.25% to a maximum of LIBOR plus 1.75%. The interest rate in effect at June 30, 2001 was 5.23% and the average for 2001 was 6.5%. The revolving debt facilities require interest payments only, until maturity in June 2004.

In July 1999, we issued $75 million in Senior Notes which bear an average interest rate of 8.16% and require annual principal payments beginning in July 2005 and continuing through July 2011.

The terms of the Credit Facility and Senior Notes require us to meet certain financial covenants, including certain minimum equity and cash flow tests. We believe that we are in compliance with all such covenants contained in our credit agreements. All of our material subsidiaries are guarantors or co-borrowers under both credit agreements.

6. SEGMENT REPORTING

Our business units have been aggregated into three complementary segments which provide products and services for improving reservoir performance and increasing oil and gas recovery from new and existing fields.

- *Reservoir Description:* Encompasses the characterization of petroleum reservoir rock, fluid and gas samples. We provide analytical and field services to characterize properties of crude oil and petroleum products to the oil and gas industry.

- *Production Enhancement:* Includes products and services relating to reservoir well completions, perforations, stimulations and production. We provide integrated services to evaluate the effectiveness of well completions and to develop solutions aimed at increasing the effectiveness of enhanced oil recovery projects.

- *Reservoir Management:* Combines and integrates information from reservoir description and production enhancement services to increase production and improve recovery of oil and gas from our clients' reservoirs.

Segment Analysis

We manage our business segments separately due to the different technologies each segment utilizes and requires. Results of these segments are presented below using the same accounting policies as used to prepare the Consolidated Balance Sheets and Statements of Operations. We evaluate performance based on income or loss from operations before income tax, interest and other non-operating income (expense). Summarized financial information concerning our segments is shown in the following table (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2001	**2000**	**2001**	**2000**
		(Unaudited)		
Revenues:				
Reservoir Description	$ 52,730	$ 46,749	$ 101,449	$ 91,718
Production Enhancement	25,556	20,341	51,762	39,095
Reservoir Management	12,974	13,153	29,395	22,228
Consolidated	$ 91,260	$ 80,243	$ 182,606	$ 153,041
Income (Loss) Before Interest and Taxes:				
Reservoir Description	$ 8,197	$ 5,410	$ 14,269	$ 8,794
Production Enhancement	4,875	2,401	8,703	6,775
Reservoir Management	(314)	(519)	305	(2,463)
Corporate and Other (a)	-	50	(49)	(36)
Consolidated	$ 12,758	$ 7,342	$ 23,228	$ 13,070

a) "Corporate and Other" represents those items that are not directly related to a particular segment.

7. SUBSEQUENT EVENT

On August 1, 2001, we purchased from Tesco Corporation ("Tesco") their Gris Gun business for approximately $12.7 million. Gris Gun supplies wellbore perforating gun systems and other related completion products primarily to the Canadian market. This transaction will be accounted for using the purchase method of accounting.

8. EARNINGS PER SHARE

We present earnings per share in accordance with SFAS No. 128, "Earnings per Share" which requires dual presentation of both basic and diluted earnings per share on the Consolidated Statement of Operations. Basic earnings per common share is computed by dividing net income available to common stockholders by the weighted average number of common share outstanding during the period. Diluted earnings per share reflects the net additional shares which would be issued if all dilutive stock options outstanding were exercised. The following table summarizes the calculation of weighted average common shares outstanding used in the computation of earnings per share:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2001	**2000**	**2001**	**2000**
Weighted average basic common shares outstanding ………………………	33,044,424	32,085,620	32,965,168	31,964,626
Effect of dilutive stock options (a) ……	1,147,938	1,501,935	1,158,485	1,326,060
Weighted average diluted common shares outstanding ………………………	34,192,362	33,587,555	34,123,653	33,290,686

a) Options totaling 41,801 and 6,676 equivalent common shares for the three months ended June 30, 2001 and 2000, and 41,801 and 6,676 for the six months ended for the same period, respectively were not included because the impact of these options was anti-dilutive.

CORE LABORATORIES N.V.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

This discussion includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We have based the forward-looking statements relating to our operations on our current expectations, estimates and projections. We caution you that these statements are not guarantees of future performance and involve risks and uncertainties that we cannot predict. In addition, we have based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Accordingly, our actual outcomes and results may differ materially from what we have expressed or forecast in the forward-looking statements. Our operations are subject to various risk and other factors including, but not limited to:

- our ability to continue to develop or acquire new and useful technology.
- the realization of anticipated synergies from acquired businesses and future acquisitions.
- our dependence on the oil and gas industry, and the impact of commodity prices on the expenditure levels of our customers.
- competition in our markets.
- the risks and uncertainties attendant to adverse industry, political, economic and financial market conditions, including stock prices, government regulations, interest rates and credit availability.

Core Laboratories was established in 1936 and is one of the world's leading providers of proprietary and patented reservoir description, production enhancement and reservoir management services to the oil and gas industry. These services are directed toward enabling our clients to improve reservoir performance and increase oil and gas recovery from their producing fields. We have over 70 offices in more than 50 countries and have approximately 4,000 employees.

Results of Operations

Service revenues for the second quarter of 2001 increased $8.2 million, or 13% over the same period last year. Service revenues for the six month period ended June 30, 2001 increased $21.7 million, 17% over the same period last year.

Cost of services expressed as a percentage of service revenue were 77% and 80% in the second quarter of 2001 and the same period last year, respectively. For the six month periods ended, the cost of services expressed as a percentage of service revenue were 77% and 82%, respectively.

Sales revenues increased $2.8 million to $17.2 million in the second quarter of 2001 from $14.4

million in the second quarter of 2000, a 20% increase. Sales revenue for the six month period ended June 30, 2001 increased $7.9 million to $35.0 million from $27.1 million in the same period in 2000, a 29% increase.

Cost of sales in the second quarter of 2001 were 76% of sales revenue as compared to 84% the same period last year. For the six month period ended June 30, 2001 cost of sales was 80% as compared to 77% from the prior year.

General and administrative expenses are comprised of corporate management and centralized administrative services which benefit our operating subsidiaries. Although general and administrative expenses are generally more fixed in nature as a percentage of revenues, we did experience an increase of $0.6 million and $0.9 million for the three and six month periods ended June 30, 2001, respectively, as compared to the corresponding periods in 2000. These increases were largely attributable to growth in the number of people necessary to support increases in the scope of our operations. General and administrative expenses as a percentage of revenues remained below 5% for both periods.

Depreciation and amortization expense for the second quarter of 2001 increased $1.0 million and $1.6 million for the three and six month periods ended June 30, 2001 as compared to the corresponding periods in 2000. This increase was due to additional capital investments, which include the new Houston facility.

The effective income tax rate decreased to 28% for the three and six month periods ended June 30, 2001 from 29% and 30% in the corresponding periods in 2000. This rate change reflects the increase in international earnings taxed at rates lower than The Netherlands statutory rate.

Segment Analysis

(Dollars in Thousands)

	Three months ended June 30,		Six months ended June 30,	
	2001	2000	2001	2000
	(Unaudited)			
Revenues:				
Reservoir Description	$ 52,730	$ 46,749	$ 101,449	$ 91,718
Production Enhancement	25,556	20,341	51,762	39,095
Reservoir Management	12,974	13,153	29,395	22,228
Consolidated	$ 91,260	$ 80,243	$ 182,606	$ 153,041
Income (Loss) Before Interest and Taxes:				
Reservoir Description	$ 8,197	$ 5,410	$ 14,269	$ 8,794
Production Enhancement	4,875	2,401	8,703	6,775
Reservoir Management	(314)	(519)	305	(2,463)
Corporate and Other (a)	-	50	(49)	(36)
Consolidated	$ 12,758	$ 7,342	$ 23,228	$ 13,070

a) "Corporate and Other" represents those items that are not directly related to a particular segment.

Reservoir Description

Revenues for the Reservoir Description segment were $52.7 million for the second quarter of 2001 compared to $46.7 million in the second quarter of 2000. Revenues for the six month period ended June 30, 2001 were $101.4 million compared to $91.7 million in the same period last year. These increases were due to additional activity in the Gulf of Mexico and the former Soviet Union as well as synergies realized from recent acquisitions.

Income before interest and taxes increased by $2.8 million in the second quarter of 2001 and $5.5 million in the six month period ended June 30, 2001, compared to the same periods in 2000 due to higher revenues and improved margins of our petroleum service unit.

Production Enhancement

Revenues from the Production Enhancement segment were $25.6 million in the second quarter of 2001 compared to $20.3 million in the same period in the prior year, an increase of 26%. For the six month period ended June 30, 2001, revenues increased $12.7 million to $51.8 million, an increase of 32%. These increases were due to the strong North American gas market and an increase in the overall workload. Earnings before interest and taxes in the second quarter of 2001 were up 103% to $4.9 million and 28% to $8.7 million for the six month period ended June 30, 2001 compared to the same periods in 2000.

Reservoir Management

Revenues from the Reservoir Management segment in the second quarter of 2001 were relatively consistent with the second quarter of 2000 while revenues for the six month period ended June 30, 2001 increased $7.2 million compared to the same period in 2000. The increase in the six month period was due in part to projects initiated in South America and the Far East. Our continuing efforts to reduce our cost structure resulted in consistent earnings before interest and taxes in the second quarter of 2001 compared to the second quarter of 2000. Earnings before interest and taxes for the six month period ended June 30, 2001 were $0.3 million compared to a loss of $2.5 million in the same period in 2000.

Liquidity and Capital Resources

We have historically financed our activities through cash flows from operations, bank credit facilities, equity financing and the issuance of debt.

During the six month period ending June 30, 2001, cash flows from operating activities were $12.7 million, an increase of $12.6 million from the same period in 2000. At June 30, 2001, we had working capital of $134.8 million and a current ratio of 3.9 to 1.0, compared to working capital of $121.3 million and a current ratio of 3.2 to 1.0 at December 31, 2000. We are a Netherlands holding company and we conduct substantially all of our operations through subsidiaries. Consequently, our cash flow is dependent upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us.

Our financing activities provided $3.6 million in the six month period ending June 30, 2001, and $17.3 million in the same period in 2000 due largely to the net proceeds received from the exercise of the underwriters' over-allotment option associated with the equity offering in the prior year. Our investing activities used $13.7 million in the six month period ending June 30, 2001 compared to $16.8 million in the same period in 2000.

Our ability to maintain and grow our operating income and cash flows is dependent upon continued investing activities. We believe our future cash flows from operations, supplemented by our borrowing capacity and issuances of additional equity should be sufficient to fund debt requirements, capital expenditures, working capital and future acquisitions.

CORE LABORATORIES N.V.

QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK

We are exposed to market risk, which is the potential loss arising from adverse changes in market prices and rates. We do not enter, or intend to enter, into derivative financial instruments for hedging or speculative purposes. We do not believe that our exposure to market risks, which are primarily related to interest rate changes and fluctuations in foreign exchange rates, are material. During 1999, we issued fixed rate Senior Notes denominated in U.S. dollars. The proceeds were used to pay off variable rate term loans. This significantly reduced our exposure to market risk. This section should be read in conjunction with “Note 5 – Long-Term Debt” of the Notes to Consolidated Financial Statements.

CORE LABORATORIES N.V.
PART II — OTHER INFORMATION

Item 1. ***Legal Proceedings.***

We are from time to time subject to legal proceedings and claims that arise in the ordinary course of business. We believe that the outcome of current legal actions will not have a material adverse effect upon our consolidated financial position or results of operations.

Item 2. ***Changes in Securities.***

In connection with our 2001 acquisitions, we issued approximately 606,000 common shares. Disclosure related to recent issuances of common shares is included in Note 2 of the Notes to Consolidated Financial Statements. With respect to the shares issued in each acquisition, we relied on exemption from registration under Section 4(2) of the Securities Act of 1933.

Item 3. ***Defaults Upon Senior Securities.***

None

Item 4. ***Submission of Matters to a Vote of Security Holders.***

Stockholders voting at the Annual Meeting on May 31, 2001, and by proxy, elected nine members (each, a "Supervisory Director") to the Board of Supervisory Directors of the Company (the "Supervisory Board"), consisting of (i) David M. Demshur; (ii) Rene R. Joyce (iii) Timothy J. Probert; (iv) Jacobus Schouten, as Class I Supervisory Directors, (i) Bob G. Agnew; (ii) D. John Ogren; (iii) Joseph R. Perna, as Class II Supervisory Directors and (i) Richard L. Bergmark; (ii) Alexander Vriesendorp, to serve until the annual meeting of shareholders in 2004, 2003 and 2002, respectively, and until their successors shall have been duly elected and qualified.

The vote tabulation for the individual Supervisory Directors was as follows:

Director	Shares for	Shares Withheld
David M. Demshur	21,247,360	35,632
Rene R. Joyce	21,247,360	35,632
Timothy J. Probert	21,247,360	35,632
Jacobus Schouten	21,247,360	35,632
Bob G. Agnew	21,247,360	35,632
D. John Ogren	21,247,360	35,632
Joseph R. Perna	21,247,160	35,832
Richard L. Bergmark	21,115,174	167,818
Alexander Vriesendorp	21,247,360	35,632

Shareholders also confirmed the Dutch Statutory Annual Accounts for the year ended December 31, 2000. The proposal was approved by 21,239,224 votes for, 14,383 votes against, with 29,385 abstentions.

Shareholders approved the extension of the authority of the Management Board of the Company to repurchase up to 10% of the outstanding share capital of the Company until November 30, 2002, at a price not more than $200 per share. The proposal was approved by 20,100,495 votes in favor, 12,210 votes against with 1,170,287 abstentions.

Shareholders approved the extension of the authority of the Supervisory Board to issue and/or to grant rights (including options to purchase) on common and/or preferred shares of the Company until May 30, 2004. The proposal was approved by 19,257,468 votes in favor, 838,566 votes against, with 1,186,958 abstentions.

Shareholders approved the extension of the authority of the Supervisory Board to limit or to exclude the preemptive right of holders of common shares of the Company until May 30, 2006. The proposal was approved by 19,180,228 votes in favor, 907,871 votes against, with 1,194,893 abstentions.

Shareholders ratified and approved the appointment of Arthur Andersen LLP as the Company's independent public auditor for the fiscal year ending December 31, 2001. The proposal was approved by 21,112,192 votes in favor, 155,425 votes against, with 15,375 abstentions.

Item 5. *Other Information.*

None

Item 6. *Exhibits and Reports on Form 8-K.*

(a) Exhibits

None

(b) Reports on Form 8-K

None

SIGNATURE

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

CORE LABORATORIES N.V.
by: Core Laboratories International B.V.

Dated: August 10, 2001

By: /s/ Richard L. Bergmark
Richard L. Bergmark
Chief Financial Officer