

TODCO

CORPORATE GOVERNANCE COMMITTEE CHARTER

(as of February 8, 2005)

Purpose

The Corporate Governance Committee (“Committee”) is appointed by the Board to assist the Board in (1) identifying individuals qualified to become members of the Board consistent with criteria approved by the Board, (2) recommending to the Board the director nominees to fill vacancies and to stand for election at the next annual meeting of stockholders (3) reviewing and recommending Board compensation, (4) developing and recommending to the Board a set of corporate governance principles applicable to the Company, (5) recommending committee assignments for directors to the Board and (6) overseeing an annual review of Board performance.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet any independence and experience requirements of the New York Stock Exchange.

The members and chairman of the Committee shall be appointed by the Board and Committee members may be replaced only by the Board.

Meetings

The Committee shall meet as often as it determines necessary in order to fulfill its responsibilities. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the committee or to meet with any members of, or consultants to, the Committee.

Committee Authority and Responsibilities

The Committee shall have the sole authority to retain and terminate any search firms to be used to identify and recruit director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide appropriate funding as determined by the Committee as necessary for any such advisor or consultant. The Committee shall make regular reports to the Board. The Committee

shall also review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee shall annually review the Committee's own performance.

The Committee shall, as appropriate:

1. Actively seek and evaluate individuals qualified to become directors of the Company and recommend director nominees to the Board to fill vacancies on the Board or stand for election to the Board by the stockholders of the Company at each annual meeting of stockholders. The criteria for selection of directors shall be consistent with the Company's Corporate Governance Guidelines.
2. Periodically review the composition and duties of the Company's permanent committees and recommend any changes to the Board.
3. Periodically review the compensation to directors and make any recommendations to the Board.
4. Annually review the Corporate Governance Guidelines, procedures and policies of the Board and recommend to the Board any changes and/or additions thereto that they believe are desirable and/or required. These governance guidelines will include at least the following:
 - a) how the Board is selected and compensated (size of and term of the members of the Board, selection, compensation and qualifications of directors, director retirement and conflicts of interests);
 - b) how the Board functions (for example, procedures as to Board meetings, agendas, committee structure and format and distribution of Board materials);
 - c) how the Board interacts with stockholders and management (for example, selection and evaluation of the CEO, succession planning, communications with stockholders, access to management and shareholding by directors).
5. Oversee the annual evaluation of the Board's performance.
6. Conduct an annual performance evaluation of the committee