

HYDRIL COMPANY

NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Hydril Company (the “Company”) is to (i) identify individuals qualified to become Board members; and (ii) recommend to the Board a slate of director nominees to be elected by the stockholders at the next annual meeting of stockholders and, when appropriate, director appointees to take office between annual meetings.

The Committee shall perform such other functions as requested by the Board or required by law or the rules of the Nasdaq Stock Market, Inc. (“Nasdaq”).

Committee Membership and Meetings

The Committee shall consist of not fewer than three directors. The members of the Committee shall be appointed and may be replaced by the Board in its discretion. The Committee shall consist solely of “independent directors,” as defined in the rules of Nasdaq, except that, in limited and extraordinary circumstances, one director will not be required to be “independent,” as contemplated by Nasdaq rule 4350(c)(4)(C).

Meetings of the Committee may be called by the Chairperson of the Committee, any two members of the Committee, the Chairman or the Chief Executive Officer.

Committee Duties and Responsibilities

The Committee, to the extent it deems necessary or appropriate, shall:

- Search for, identify, evaluate the qualifications of and recommend to the Board the slate of qualified director nominees to be elected by the stockholders in connection with each annual meeting, and any directors to be elected by the Board to fill vacancies or newly created directorships between annual meetings. As part of its process, the Committee shall consider and evaluate nominees proposed by stockholders.
- In assessing the qualifications of prospective nominees to the Board, consider each nominee’s personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective board member, and commitment to acting in the best interests of the Company and its stockholders. The Committee also shall give consideration to the qualifications that the Committee believes must be met by prospective nominees to the Board, qualities or skills that the Committee believes are necessary for one or more of the Company’s directors to possess and standards for the overall structure and composition of the Company’s Board.
- Report regularly to the Board.

- Review this Charter periodically and recommend to the Board any amendments to this Charter deemed necessary or desirable by the Committee.
- Fulfill such other duties and responsibilities as are consistent with the purposes of the Committee enumerated in this Charter or as shall be delegated to it by the Board from time to time.

Committee Reports

The Committee shall reports its discussions and actions taken at all meetings to the Board by distributing the minutes of its meetings and, where appropriate, by oral or written report at the next Board meeting.

Other Powers of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, to the extent it deems necessary or appropriate, to retain, independent legal counsel or other experts or consultants, including consultants or search firms used to identify director candidates.

As adopted by the Board of Directors on March 8, 2005.