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HANOVER COMPRESSOR CO /
Form SC 13D/A
October 03, 2001

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OMB APPROVAL

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

Hanover Compressor Company

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

410768 10 5

(CUSIP Number)

Dean Ferris, c/o Schlumberger Technology Corporation,
300 Schlumberger Drive, MD:23, Sugarland, Texas 77478

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

August 31, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box (TM).

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess. 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE SOLICITATION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1746 (03-00)

CUSIP NO. 410768 10 5

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Schlumberger Technology Corporation 22-1692661

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

	7	SOLE VOTING POWER
NUMBER OF SHARES		51,491
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		51,491
WITH		
	10	SHARED DISPOSITIVE POWER
		0

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,491

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1%

14 TYPE OF REPORTING PERSON*

CO

CUSIP NO. 410768 10 5

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Schlumberger Surency S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

PANAMA

	7	SOLE VOTING POWER
NUMBER OF SHARES		1,430,304
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		1,430,304

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10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,430,304

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8%

14 TYPE OF REPORTING PERSON*

CO

CUSIP NO. 410768 10 5

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Schlumberger Oilfield Holdings Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER

NUMBER OF 366,158
SHARES
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY
EACH 0

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REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

366,158

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

366,158

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5%

14 TYPE OF REPORTING PERSON*

CO

CUSIP NO. 410768 10 5

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Camco International Inc. 13-3517570

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

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NUMBER OF SHARES	6,762,479

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER
	0

	9 SOLE DISPOSITIVE POWER
	6,762,479

	10 SHARED DISPOSITIVE POWER
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,762,479

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.5%

14 TYPE OF REPORTING PERSON*

CO

CUSIP NO. 410768 10 5

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Operational Services, Inc. 76-0313484

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	97,261	
	8	SHARED VOTING POWER
	0	
	9	SOLE DISPOSITIVE POWER
	97,261	
	10	SHARED DISPOSITIVE POWER
	0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

97,261

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON*

CO

CUSIP NO. 410768 10 5

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Schlumberger Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) OO

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

NETHERLANDS ANTILLES

	7	SOLE VOTING POWER
NUMBER OF SHARES	0	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY EACH	0	
REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH	0	
	10	SHARED DISPOSITIVE POWER
	0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,707,693

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.0%

14 TYPE OF REPORTING PERSON*

CO

ITEM 1. SECURITY OF ISSUER

This statement on Schedule 13-D relates to common stock, par value \$.001 per share, of Hanover Compressor Company (the "Hanover Stock") and is being filed pursuant to Rule 13d-1 under the Securities and Exchange Act of 1934, as amended. The principal executive offices of the Issuer is located at 12001 North Houston Rosslyn, Houston, Texas 77806.

ITEM 2. IDENTITY AND BACKGROUND

The name of the reporting persons filing this statement are Schlumberger Limited, a company incorporated in the Netherlands Antilles ("SLB"), Schlumberger Technology Corporation, a company incorporated in Texas ("STC"), Camco International, Inc., a company incorporated in Delaware ("CII"), Schlumberger Surency S.A., a company incorporated in Panama ("Surency"), Operational Services, Inc., a Company incorporated in Texas ("OSI"), and

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Schlumberger Oilfield Holdings Ltd., a company incorporated in the British Virgin Islands ("SOHL," and together with SLB, STC, CII, Surencos and OSI, the "Schlumberger Companies"). SLB owns, directly or indirectly, all of the equity interests of each of STC, CII, Surencos, OSI and SOHL and thus may be deemed to beneficially own all of the Hanover Stock owned by the other Schlumberger Companies. The directors and executive officers of each of SLB, STC, CII, Surencos, OSI and SOHL are set forth on Schedule I hereto.

The address for the principal executive offices of the Schlumberger Companies are as follows:

153 East 53rd Street, 57th Floor
New York, New York 10022

42 Rue Saint-Dominique
Paris, France 75007

Park Straat 83
The Hague, The Netherlands 2514 JG

The principal business of the Schlumberger Companies is to engage, directly or indirectly, in two primary business segments: (i) Oilfield Services, which is organized into two product groups: (a) Reservoir Evaluation and Development and (b) Schlumberger Oil and Gas Information Solutions that provide exploration and production services required during the life of an oil and gas reservoir to the petroleum industry; and (ii) Schlumberger Sema, which provides design, implementation, operations and management of information systems and IT-related consulting services, smart card-based solutions, semiconductor test, metrology and handling systems and services, and corporate IP (internet protocol) and network solutions to customers.

During the past five years, none of SLB, STC, CII, Surencos, OSI and SOHL or, to the best of their knowledge, any of the persons listed on Schedule I hereto, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment decree or final order enjoining future violations of, or prohibiting or mandating any activities subject to, federal or state securities laws or finding any violation of such laws except as follows:

On July 27, 1999, the US Department of Justice filed petitions against SLB and Smith International, Inc., with the United States District Court in Washington, D.C., alleging civil and criminal contempt in connection with the completion of the MI drilling fluids joint venture transaction between SLB and Smith. The petitions alleged that the transaction violated a 1994 consent decree entered in U.S. v. Baroid Corporation (the "Baroid decree"). On December 9, 1999, SLB, Smith and the Department of Justice agreed to settle the civil contempt claim. The Court subsequently found Smith and SLB in criminal contempt and fined each \$750,000. The December 22, 1999 order approving the civil settlement agreement provides for the modification of the Baroid decree, with the consent of the Department of Justice, to remove the reference to "Schlumberger Ltd." from the Baroid decree, and for disgorgement of the net income of the joint venture from the time of its creation through the date of the settlement agreement. SLB's share of the amount payable in connection with the settlement was \$6.34 million. On March 13, 2000, following expiration of a public comment period regarding the proposed modification, the Court signed the order modifying the Baroid decree.

The attached Schedule I is a list of the executive officers and directors of SLB, STC, CII, Surencos, OSI and SOHL which contain the following information with respect to each such person: (i) name, (ii) business address, (iii) present

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principal occupation or employment and the name, principal business address and address of any corporation or other organization in which such employment is conducted, and (iv) citizenship.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On June 28, 2001, the Issuer, Hanover Compression Limited Partnership, STC, CII, Surency and SOHL entered into a Purchase Agreement (the "Purchase Agreement"), pursuant to which on August 31, 2001, the Issuer acquired equity interests in certain companies engaged in, and assets used in connection with, the gas compression business of the Schlumberger group of companies. Hanover Compression Limited Partnership acquired: (i) 100% of the issued and outstanding shares of the capital stock of Productions Operators Corporation, a Delaware corporation, from CII, (ii) a 35.5% equity interest in and a \$7,952,000 note to Harwat International Finance N.V., a Curacao limited liability company, from SOHL (iii) a 30% equity interest in and a \$79,185,000 loan to WilPro Energy Service (PIGAP II) Limited, a Cayman Islands company, from Surency and (iv) the assets of Operational Services, Inc.'s Mechanical Services Group ((i) through (iv) is referred to herein as the "Purchase"). In addition, pursuant to the Purchase Agreement, STC, SOHL and Hanover Compression Limited Partnership entered into an Alliance Agreement.

The purchase price paid by Hanover for the assets and the Alliance Agreement consisted of (i) Two Hundred Seventy Million Dollars (\$270,000,000) in cash (subject to certain true up provisions and a possible additional \$58,000,000 payment upon the occurrence of certain events), (ii) a promissory note in the principal amount of One Hundred Fifty Million Dollars (\$150,000,000), and (iii) 8,707,693 shares of Hanover Stock.

ITEM 4. PURPOSE OF TRANSACTION

The shares of Hanover Stock received by the Schlumberger Companies were acquired as partial consideration for certain equity interests of companies engaged in, assets used in connection with, and an Alliance Agreement related to the gas compression business conducted by the Schlumberger Companies. The shares of Hanover Stock are being held for investment purposes by the Schlumberger Companies.

It is currently expected that following the consummation of the Purchase, the business and operations of Hanover will continue to be conducted as they have historically been conducted. Except as described below, the Schlumberger Companies have no present plans or proposals that would result in any extraordinary corporate transaction, such as a merger, reorganization, liquidation involving Hanover or any of its subsidiaries, or purchase or sale or transfer of a material amount of assets of Hanover or any of its subsidiaries or any other material changes to Hanover's capitalization, dividend policy, corporate structure, business or composition of the board of directors of Hanover or the management of Hanover. Pursuant to the Purchase Agreement, the Schlumberger Companies are entitled to appoint one director to the Board of Directors of Hanover until the later to occur of (i) the fifth anniversary of the consummation of the Purchase Agreement and (ii) the termination of the Alliance Agreement, so long as the Schlumberger Companies hold an aggregate of at least five percent (5%) of Hanover's issued and outstanding capital stock. If the Schlumberger Companies' designee is not elected to Hanover's Board of Directors, Hanover shall take all actions necessary, subject to applicable laws and New York Stock Exchange rules, to appoint a designee of the Schlumberger Companies.

The Schlumberger Companies intend to review continuously their position in Hanover. Depending upon future evaluations of the business prospects of Hanover

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and upon other developments, including, but not limited to, general economic and business conditions and stock market conditions, the Schlumberger Companies may retain or from time to time increase their holdings or dispose of all or a portion of their holdings of Hanover, subject to any applicable legal and contractual restrictions on the ability to do so. The Schlumberger Companies are contractually prohibited, except upon the occurrence of certain events, from (i) selling their shares of Hanover Stock prior to June 28, 2004 or (ii) increasing their collective holdings of Hanover Stock to more than 25% outstanding shares during such period.

ITEM 5. INTEREST IN SECURITIES OF ISSUER

(A) On August 31, 2001, the Schlumberger Companies acquired an aggregate of 8,707,693 shares of Hanover Stock in the Purchase. The holdings of the individual Schlumberger Companies are as follows:

COMPANY -----	SHARES -----	PERCENTAGE -----
STC	51,491	*%
CII	6,762,479	8.5%
Surenco	1,430,304	1.8%
SOHL	366,158	0.5%
OSI	97,261	0.1%
Total	8,707,693	10.9%

* Less than 0.1%

SLB, as the direct or indirect owner of all of the other Schlumberger Companies, may be deemed to beneficially own all 8,707,693 shares of Hanover Stock owned by the Schlumberger Companies.

(B) Each of the Schlumberger Companies (other than SLB) has sole voting and dispositive power with respect to the number of shares of Hanover Stock set forth opposite its name in the table above.

(C) Except as described herein, none of SLB, STC, CII, Surenco, OSI or SOHL or, to the best of their knowledge, any other person referred to in Schedule I attached hereto, beneficially owns or has acquired or disposed of any Hanover Stock during the past 60 days.

(D) Not applicable.

(E) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Except as described herein, none of SLB, STC, CII, Surenco, OSI or SOHL or, to the best of their knowledge, any other person referred to in Schedule I attached hereto, has any contracts, arrangements, understandings or relationships (legal or otherwise) with any persons with respect to any securities of Issuer, including, but not limited to, transfers or voting of any securities, finders fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of any proxies.

1. Registration Rights Agreement

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Pursuant to the Lock-Up, Standstill and Registration Rights Agreement dated August 31, 2001, between STC, CII, Sureco, SOHL, OSI and Hanover (the "Rights Agreement"), Hanover has granted to each of the Schlumberger Companies certain registration rights in connection with their receipt of the Hanover Stock. The registration rights granted to the Schlumberger Companies include (i) the right, subject to certain restrictions, to register the Hanover Stock in any registration of securities initiated by Hanover within the period of time beginning on the third anniversary of the date of the Rights Agreement and ending on the tenth anniversary of the date of the Rights Agreement, and (ii) the right, subject to certain restrictions, to demand up to five registrations of the Hanover Stock within the period of time beginning on the third anniversary of date of the Rights Agreement and ending on the tenth anniversary of the date of the Rights Agreement.

Also pursuant to the Rights Agreement, neither STC nor any of its affiliates will directly or indirectly, offer, sell, contract to sell, pledge, grant any option to purchase, make any short sale or otherwise dispose of any of the Hanover Stock or any options or warrants to purchase any Hanover Stock, or any securities convertible into, exchangeable for or that represent the right to receive such Hanover Stock beginning on the date of the Rights Agreement through the tenth anniversary of the date of the Rights Agreement.

In addition, the Rights Agreement specifies that neither STC nor any of its affiliates shall, without the prior written consent of Hanover, (i) seek or cause or participate in any transaction which would cause STC and its affiliates to own, directly or indirectly, greater than twenty-five percent (25%) of the shares of Common Stock of Hanover then outstanding, (ii) make any public announcement with respect to, or submit a proposal for, any extraordinary transaction involving Hanover, (iii) form or join in any group with respect to the matters set forth in (i) above, or (iv) enter into discussions or arrangements with any third party with respect to matters set forth in (i) or advise assist other take any other action with respect to the foregoing.

2. The Purchase Agreement

Pursuant to the Purchase Agreement, Hanover Compression Limited Partnership and Hanover have agreed to use commercially reasonable efforts to cause WilPro Energy Services (PIGAP II) Limited to accomplish substantial completion of the project in accordance with the PIGAP II Services Agreement, dated as of April 16, 1999 between PDVSA PETROLEO Y GAS S.A. and WilPro Energy Services (PIGAP II) Limited, and any tests necessary for the PIGAP II financing to become non-recourse to Hanover and its affiliates on or before December 31, 2002. If such conditions are not met on or prior to December 31, 2002, Hanover Compression Limited Partnership may force Sureco to repurchase the equity interest and note purchased from Sureco.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

The following documents are hereby filed as exhibits:

1. Purchase Agreement dated June 28 2001, by and among Schlumberger Technology Corporation, Schlumberger Oilfield Holdings Limited, Schlumberger Sureco S.A., Camco International Inc., Hanover Compressor Company and Hanover Compression Limited Partnership.*
2. Lock-Up, Standstill and Registration Rights Agreement dated August 31, 2001, by and among Schlumberger Technology Corporation, Schlumberger Oilfield Holdings Limited, Schlumberger Sureco S.A., Camco International,

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Inc. and Hanover Compressor Company.*

3. Amendment No. 1 to the Purchase Agreement dated as of August 30, 2001, by and among Schlumberger Technology Corporation, Schlumberger Oilfield Holdings Limited, Schlumberger Sureenco S.A., Camco International Inc., Hanover Compressor Company and Hanover Compression Limited Partnership.*

* Previously filed with the original Schedule 13D on September 10, 2001.

SCHEDULE I DIRECTORS AND EXECUTIVE OFFICERS OF THE SCHLUMBERGER COMPANIES

Set forth below is the name and present principal occupation or employment of each executive officer and member of the board of directors of each of the Schlumberger Companies. The business address for each company is listed below.

NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT	CITIZENSHIP
SLB	MAILING ADDRESS: SCHLUMBERGER LIMITED 153 EAST 53RD STREET 57TH FLOOR NEW YORK, NY 10022-4624	
DIRECTORS		
Don E. Ackerman	Private Investor. Mr. Ackerman's current business address is Chandelle Ventures, Inc., 24311 Walden Center Drive, Bonita Springs, FL 34134.	U.S.A.
D. Euan Baird	Chairman of the Board and Chief Executive Officer of Schlumberger Limited. Mr. Baird is also currently a director of ScottishPower Plc., Societe Generale Group, CEA-Industrie and a trustee of Haven Capital Management Trust.	U.K.
John Deutch	Institute Professor, Massachusetts Institute of Technology, Cambridge, Massachusetts. Mr. Deutch is also a director of Citigroup, CMS Energy Corp., Cummins Engine Company Inc., ARIAD Pharmaceuticals and Raytheon Corporation. Mr. Deutch's current business address is Massachusetts Institute of Technology, Room 6-208, 77 Massachusetts Avenue, Cambridge, MA 02139.	U.S.A.
Victor E. Grijalva	Vice Chairman of Schlumberger Limited. Mr. Grijalva is also currently Chairman of the Board of Directors of Transocean Sedco Forex, Inc.	Ecuador
Andre Levy-Lang	Private Investor. Mr. Levy-Lang is also a director and member of the compensation committee of AGF and a director of Dexia. Mr. Levy-Lang's current business address is 23,	France

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	boulevard Jules Sandeau, 75116, Paris, France.	
John C. Mayo	Private Investor.	U.K.
William T. McCormick, Jr.	Chairman and Chief Executive Officer of CMS Energy Corp., Dearborn, Michigan. Mr. McCormick is also a director of Bank One, Inc. and Rockwell International Inc. Mr. McCormick's current business address is CMS Energy Corporation, Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, MI 48126.	U.S.A.
Didier Primat	President of Primwest Holdings N.V., Curacao, Netherlands Antilles. Mr. Primat's current business address is PRIMWEST, 210 Route de Jussy, CH-1243 Presinge/Geneva, Switzerland.	France
Nicolas Seydoux	Chairman and Chief Executive Officer of Gaumont, Paris, France. Mr. Seydoux's current business address is 30, Avenue Charles de Gaulle, 92200, Neuilly-sur-Seine, France.	France
Linda Gillespie Stuntz	Partner of the law firm Stuntz, Davis & Staffer, P.C., Washington, D.C. Ms. Stuntz is also a director of American Electric Power Company, Inc., and is chairman of its finance committee and a member of its Executive, Directors and Public Policy Committees. Ms. Stuntz's current business address is Stuntz, Davis & Staffier P.C., 1275 Pennsylvania Avenue, N.W., 9th Floor, Washington, D.C., 20004.	U.S.A.
Sven Ullring	Independent Advisor, Hovik, Norway. Mr. Ullring also currently serves as the Chairman of the Supervisory Boards of Norsk Hydro and Storebrand and a member of the supervisory board of ABB Norway. Mr. Ullring is also a member of the Board of Keppel Corporation in Singapore, Chairman of the Board of the Foundation for Business and Sustainable Development and Chairman of the Norwegian Oil Industries Forum in Oslo Norway. Mr. Ullring's current business address is Elisenbergvn. 5, 6 etg., N-0265, Oslo, Norway.	Norway
Yoshihiko Wakumoto	Executive Director of the Japan Foundation Center for Global Partnership. Mr. Wakumoto's current business address is The Japan Foundation Center for Global Partnership, ARK Mori Bldg. 20F, 1-12-32 Akssaka, Minato-ku, Tokyo 107-6021, Japan	Japan

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EXECUTIVE OFFICERS

D. Euan Baird	Chairman of the Board and Chief Executive Officer	U.K.
Pierre E. Bismuth	Vice President, Personnel	France
Mark Danton	Vice President, Director of Taxes	U.K.
Andrew Gould	Executive Vice President, Oilfield Services	U.K.
Victor Grijalva	Vice Chairman	Ecuador
James L. Gunderson	Secretary and General Counsel	U.S.
Phillipe Lacour-Gayet	Vice President and Chief Scientist	France
Jack Liu	Executive Vice President and Chief Financial Officer C	U.S.A.
Jean-Dominique Percevault	Vice President, European Affairs	France
Jean-Marc Perraud	Controller and Chief Accounting Officer	France

Irwin Pfister	Executive Vice President, SchlumbergerSema	U.S.A.
Michel Soublin	Treasurer	France

STC	MAILING ADDRESS: SCHLUMBERGER TECHNOLOGY CORPORATION 300 SCHLUMBERGER DRIVE SUGAR LAND, TX 77478
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DIRECTORS

David S. Browning	VP, Secretary & General Counsel	U.S.A.
Gary Kolstad	OFS GeoMarket Manager, US Land	U.S.A.
Arthur Lindenauer	Chairman, STC	U.S.A.
Rex Ross	President, North & Central America SchlumbergerSema	U.S.A.

OFFICERS

Arthur Lindenauer	Chairman, STC	U.S.A.
Vacancy	President	N/A
David S. Browning	Vice President	U.S.A.

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Roseline Chapel-Delayne	Vice President and Controller	France/
Peter A. Goode	Vice President	Austral
Gary Kolstad	Vice President	U.S.A.
David Mullen	Vice President	Ireland
Julio M. Quintana	Vice President	U.S.A.
William Coates	VP & GM Austin Tech Center	U.S.A.
Sophie Zurquiyah Rousset	VP & GM Sch Conveyance & Delivery	U.S.A./
Francois Auzeais	VP & GM Sch Doll Research Center	France
Joe Goss	VP Sch Reservoir Completions Center	U.S.A.
David Malone	VP Sch Reservoir Completions Center	U.S.A.
Stuart Jardine	VP Sugar Land Product Center	UK
Tom Zimmerman	VP Sugar Land Product Center	U.S.A.
David S. Browning	Secretary	U.S.A.
Terry D. Keller	Treasurer	U.S.A.

SURENCO

MAILING ADDRESS: SCHLUMBERGER SURENCO, S.A.
8 CALLE AQUILLINO DE LA GUARDIA
PANAMA CITY, REPUBLIC OF PANAMA

DIRECTORS

Brendan Connolly	OFS GeoMarket Mgr. - VTT	U.K.
Joseph Kantarjian	OFS GeoMarket Controller - VTT	Lebanon Venezue
Orlando Vaca	VTT Personnel Mgr	Bolivia

OFFICERS

Brendan Connolly	President	U.K.
Orlando Vaca	Vice President	Bolivia
Jean-Francois Bauer	Secretary	France
Joseph Kantarjian	Treasurer	Lebanon Venezue

SOHL

MAILING ADDRESS: SCHLUMBERGER OILFIELD HOLDINGS LIMITED

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CRAIGMUIR CHAMBERS, P.O. BOX 71
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DIRECTORS

Glen Beadon	Operations Mgr Anadrill - VTT	Trinidad Venezuela
Joseph Kantarjian	OFS GeoMarket Controller - VTT	Lebanon Venezuela
Khalid M. Nouh	Business Manager, Reservoir Evaluation	Saudi Arabia

OFFICERS

Khalid M. Nouh	President	Saudi Arabia
Joseph Kantarjian	Treasurer	Lebanon Venezuela

CII

MAILING ADDRESS: CAMCO INTERNATIONAL INC.
7030 ADMORE STREET
HOUSTON, TX 77054

DIRECTORS

David S. Browning	Vice President and Secretary & General Counsel of STC	U.S.A.
Arthur Lindenauer	Chairman - STC	U.S.A.

OFFICERS

Rene J. Huck	President and Chief Executive Officer	France
Lias J. Steen	Vice President	U.S.A.
John D. Deane	Vice President Drilling Technology	U.S.A.

Lias J. Steen	Secretary & General Counsel	U.S.A.
Allen Wienecke	Treasurer	U.S.A.

OSI

MAILING ADDRESS: OPERATIONAL SERVICES, INC.
300 SCHLUMBERGER DRIVE
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DIRECTORS

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Antonio Campo	President, IPM	Columbia
Kenneth Trice	President, OSI	U.S.A.
OFFICERS -----		
Kenneth Trice	President	U.S.A.
Antonio Campo	Vice President	Columbia
Kenneth Trice	Secretary	U.S.A.
Ann Bruso Webb	Assistant Secretary	U.S.A.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SCHLUMBERGER LIMITED

SCHLUMBERGER OILFIELD HOLDINGS LTD.

By: /s/ VICTOR GRIJALVA

Name: Victor Grijalva
Title: Vice Chairman

By: /s/ JOSEPH KANTARJIAN

Name: Joseph Kantarjian
Title: Director and Treasurer

SCHLUMBERGER TECHNOLOGY CORPORATION

SCHLUMBERGER SURENCO S.A.

By: /s/ PETER A. GOODE

Name: Peter A. Goode
Title: Vice President

By: /s/ ORLANDO VACA

Name: Orlando Vaca
Title: Vice President

CAMCO INTERNATIONAL INC.

OPERATIONAL SERVICES, INC.

By: /s/ LIAS J. STEEN

Name: Lias J. Steen
Title: Vice President

By: /s/ KENNETH TRICE

Name: Kenneth Trice
Title: President