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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 1999   Commission File No. 1-2960

NEWPARK RESOURCES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	72-1123385
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3850 N. CAUSEWAY, SUITE 1770 METAIRIE, LOUISIANA	70002
(Address of principal executive offices)	(Zip Code)

(504) 838-8222
(Registrant's telephone number)

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 ---

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Common stock, $0.01 par value: 69,044,359 shares at November 12, 1999.

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NEWPARK RESOURCES, INC.
INDEX TO FORM 10-Q
FOR THE THREE MONTH PERIOD ENDED
September 30, 1999

Newpark Resources, Inc.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In thousands, except share data)	September 30, 1999	December 31, 1998
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,946	$ 6,618
Accounts and notes receivable, less allowance of $10,367 in 1999 and $10,808 in 1998	59,588	61,163
Inventories	21,798	18,663
Current taxes receivable	4,762	10,593
Deferred tax asset	13,566	13,776
Other current assets	4,429	3,259
Net current assets of discontinued operations	3,545	--
TOTAL CURRENT ASSETS	110,634	114,072
Property, plant and equipment, at cost, net of accumulated depreciation	223,597	203,381
Cost in excess of net assets of purchased businesses and identifiable intangibles, net of accumulated amortization	121,043	123,539
Deferred tax asset	83	1,735
Other assets	39,913	41,557
Net property, plant, and equipment and other long-term assets of discontinued operations	6,049	14,939
	$ 501,319	$ 499,223
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$ 1,041	$ 72
Current maturities of long-term debt	1,062	1,195
Accounts payable	16,855	16,432
Accrued liabilities	16,240	11,070
Arbitration settlement payable	6,026	7,176
Net current liabilities of discontinued operations	--	2,190
TOTAL CURRENT LIABILITIES	41,224	38,135
Long-term debt	207,195	208,057
Arbitration settlement payable	3,644	8,080
Long-term deferred tax liability	--	--
Other non-current liabilities	1,534	2,454
Commitments and contingencies	--	--
STOCKHOLDERS' EQUITY:		
Preferred Stock, $.01 par value, 1,000,000 shares authorized, 150,000 shares outstanding in 1999, and none in 1998, $100 face value	12,709	--
Common Stock, $.01 par value, 100,000,000 shares authorized, 69,034,956 shares outstanding in 1999 and 68,839,672 in 1998	689	688
Paid-in capital	323,178	319,833
Accumulated other comprehensive income (loss)	(182)	(1,033)
Retained earnings (deficit)	(88,672)	(76,991)
TOTAL STOCKHOLDERS' EQUITY	247,722	242,497
	$ 501,319	$ 499,223

See accompanying Notes to Unaudited
Consolidated Financial Statements

Newpark Resources, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three and Nine Month Periods Ended September 30,
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands, except per share data)	1999	1998	1999	1998
Revenues	$ 48,873	$ 59,218	$ 138,916	$ 195,574
Operating costs and expenses:				
Cost of services provided	32,954	39,960	93,614	120,705
Operating costs	13,792	25,069	42,490	44,922
	46,746	65,029	136,104	165,627
General and administrative expenses	738	2,081	1,899	3,968
Terminated merger expenses	2,400	--	2,400	--
Provision for uncollectible accounts	--	4,000	--	4,000
Impairment of long-lived assets	--	20,420	--	20,420
Arbitration settlement	--	9,050	--	9,050
Equity in net earnings of unconsolidated affiliates	--	768	--	(402)
Operating income (loss)	(1,011)	(42,130)	(1,487)	(7,089)
Interest income	(241)	(348)	(771)	(1,157)
Interest expense	4,171	2,797	12,190	8,059
Income (loss) from continuing operations before income taxes and cumulative effect of accounting change	(4,941)	(44,579)	(12,906)	(13,991)
Provision (benefit) for income taxes	1,661	(13,632)	(3,040)	(2,570)
Income (loss) from continuing operations before cumulative effect of accounting change	(6,602)	(30,947)	(9,866)	(11,421)
Discontinued operations of solids control business:				
Income (loss) from discontinued operations, (less applicable income taxes)	(878)	(609)	(2,298)	201
Loss on disposal, (less applicable income taxes)	(438)	--	(438)	--
Income (loss) before cumulative effect	(7,918)	(31,556)	(12,602)	(11,220)
Cumulative effect of accounting change, (net of income tax effect)	--	(1,326)	1,471	(1,326)
Net income (loss)	(7,918)	(32,882)	(11,131)	(12,546)
Less:				
Preferred stock dividends	188	--	344	--
Accretion of discount on preferred stock	112	--	206	--
Net income (loss) applicable to common and common equivalent shares	$ (8,218)	$ (32,882)	$ (11,681)	$ (12,546)
Weighted average number of common and common equivalent shares outstanding				
Basic	68,986	67,605	68,917	66,479
Diluted	68,986	67,605	68,917	66,479
Income (loss) per common and common equivalent share:				
Basic:				
Continuing operations	$ (0.10)	$ (0.46)	$ (0.15)	$ (0.17)
Discontinued operations	(0.02)	(0.01)	(0.04)	--
Cumulative effect of accounting change	--	(0.02)	0.02	(0.02)
Net income (loss)	$ (0.12)	$ (0.49)	$ (0.17)	$ (0.19)
Diluted:				
Continuing operations	$ (0.10)	$ (0.46)	$ (0.15)	$ (0.17)
Discontinued operations	(0.02)	(0.01)	(0.04)	--
Cumulative effect of accounting change	--	(0.02)	0.02	(0.02)
Net income (loss)	$ (0.12)	$ (0.49)	$ (0.17)	$ (0.19)

See accompanying Notes to Unadudited Consolidated Financial Statements.

Newpark Resources, Inc.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Nine Month Periods Ended September 30,
(Unaudited)

(In thousands)	1999	1998
Net income (loss)	$ (11,131)	$ (12,546)
Other comprehensive income (loss):		
Foreign currency translation adjustments	851	(1,075)
Comprehensive income (loss)	$ (10,280)	$ (13,621)

See accompanying Notes to Unaudited
Consolidated Financial Statements

Newpark Resources, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Month Periods Ended September 30,
(Unaudited)

(In thousands)	1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (11,131)	$ (12,546)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	21,011	27,083
Cumulative effects of accounting changes (net of taxes)	(1,471)	1,326
Benefit for income taxes	(4,819)	(9,639)
Net earnings of unconsolidated affiliate	--	(402)
Provision for bad debt reserve	--	4,000
Impairment of long-lived assets	--	20,420
Write-down of assets, including intangibles	--	9,563
Other	(65)	463
Change in assets and liabilities, net of effects of acquisitions:		
Decrease in accounts and notes receivable	1,584	6,140
(Increase) decrease in inventories	(3,135)	256
Decrease (increase) in other assets	9,807	(2,160)
Increase in accounts payable	(1,784)	(4,245)
(Increase) decrease in accrued liabilities and other	(1,086)	1,983
NET CASH PROVIDED BY OPERATING ACTIVITIES	8,911	42,242
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(32,832)	(96,799)
Proceeds from disposal of property, plant and equipment	386	196
Advances on notes receivable	--	(2,139)
Payments received on notes receivable	1,415	2,853
Decrease in net assets of discontinued operations	3,155	6,484
Acquisitions, net of cash acquired	--	(13,644)
NET CASH USED IN INVESTING ACTIVITIES	(27,876)	(103,049)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings on lines of credit	1,091	57,150
Principal payments on notes payable and long-term debt	(1,318)	(10,388)
Proceeds from equipment leasing	243	--
Net proceeds from preferred stock issue	14,750	--
Proceeds from exercise of stock options	512	3,532
NET CASH PROVIDED BY FINANCING ACTIVITIES	15,278	50,294
EFFECT OF EXCHANGE RATE CHANGES IN CASH	15	--
NET DECREASE IN CASH AND CASH EQUIVALENTS	(3,672)	(10,513)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	6,618	20,693
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	$ 2,946	$ 10,180

Included in accounts payable and accrued liabilities at September 30, 1999 and 1998 were equipment purchases of $2.4 million and $2.3 million, respectively. Also included are notes payable for equipment purchases in the amount of $434,000 at September 30, 1998.

Interest of $10.7 million and $6.0 million was paid during the nine months ending September 30, 1999 and 1998, respectively. Income tax refunds, net of payments, totaled $11.8 million for the nine months ended September 30, 1999. Income taxes of $9.6 million were paid during the nine months ending September 30, 1998.

See accompanying Notes to Unaudited Consolidated Financial Statements.

NEWPARK RESOURCES, INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - INTERIM FINANCIAL STATEMENTS

In the opinion of management, the accompanying unaudited consolidated financial statements reflect all adjustments necessary to present fairly the financial position of Newpark Resources, Inc. ("Newpark" or the "Company") as of September 30, 1999, and the results of its operations and its cash flows for the three and nine month periods ended September 30, 1999 and 1998. All such adjustments are of a normal recurring nature. These interim financial statements should be read in conjunction with the December 31, 1998 audited financial statements and related notes filed on Form 10-K. The results of operations for the three and nine month periods ended September 30, 1999 are not necessarily indicative of the results to be expected for the entire year. Certain reclassifications of prior period amounts have been made to conform to the current period presentation.

NOTE 2 - TERMINATION OF PROPOSED MERGER WITH TUBOSCOPE, INC.

On November 10, 1999, the Company and Tuboscope, Inc. announced that they had jointly elected to form operational alliances in key market areas rather than proceed with the proposed merger announced on June 24, 1999. The decision was made because recent market conditions in the oilfield service market and the resulting uncertainty in the capital markets made it difficult to obtain the type of credit facility believed necessary for the combined companies. Each company has agreed to pay its respective transaction expenses relating to the proposed merger, which for Newpark are estimated to be $2.4 million.

NOTE 3 - DISCONTINUED OPERATIONS

In September, 1999, the Company's management adopted a plan to discontinue operations of its solids control business and simultaneously entered into an alliance agreement with a division of Tuboscope, Inc. (Tuboscope), which is now providing those services. Accordingly, the operating results of the solids control business have been segregated from continuing operations and reported as a separate line item on the statement of operations. Also segregated from continuing operations is the provision for employee termination costs, employee benefits and losses during the phase-out period of approximately $724,000 ($438,000 net of taxes).

Operating results (exclusive of income taxes, any corporate charges or interest expense and the aforementioned provisions) from discontinued operations are as follows:

(In thousands)	1999	1998
Three months ended September 30:		
Revenues	$ 2,048	$ 3,681
Operating costs and expenses	3,497	4,686
Income (loss) from discontinued operations	$ (1,449)	$ (1,005)
Nine months ended September 30:		
Revenues	$ 5,308	$ 6,748
Operating costs and expenses	9,100	6,416
Income (loss) from discontinued operations	$ (3,792)	$ 332

The Company has restated its prior financial statements to present the operating results of the solids control business as a discontinued operation. The assets and liabilities of such operations at December 31, 1998 and September 30,1999 have been reflected as net current or non-current assets or liabilities based substantially on the original classification of such assets and liabilities. The Company has agreed in principal to sell the property, plant and equipment of the solids control business to Tuboscope.

The components of net assets or liabilities of discontinued operations included in the Company's consolidated balance sheets at December 31, 1998 and September 30, 1999, are as follows:

(In thousands)	1999	1998
Accounts and notes receivable, net	$ 5,872	$ 4,512
Inventories, and other current assets	1,017	744
Property, plant and equipment, net	5,530	14,607
Other assets	519	332
Accounts payable and other current liabilities	(3,344)	(7,446)
Total	$ 9,594	$ 12,749

NOTE 4 - CHANGE IN METHOD OF ACCOUNTING FOR DEPRECIATION

The Company computes the provision for depreciation on certain of its E&P waste and NORM disposal assets ("the waste disposal assets") and its barite grinding mills using the unit-of-production method. In applying this method, the Company has considered certain factors which affect the expected production units (lives) of these assets. These factors include obsolescence, periods of nonuse for normal maintenance and economic slowdowns and other events which are reasonably predictable. The unit-of-production method of providing for depreciation on these assets was adopted in the second quarter of 1999, effective January 1, 1999. Prior to 1999, the Company computed the provision for depreciation of these assets on a straight-line basis.

The original useful lives for the waste disposal assets were developed assuming a relatively constant annual volume of the expected waste streams. However, the actual volume of waste disposed by the Company has been more volatile than expected in the markets which Newpark serves, and the volatility in utilization rates is expected to continue. Because the utility of disposal assets is diminished by volume of waste disposed rather than time, the Company believes the unit-of-production method provides a better measure of loss of utility of the disposal assets. In addition, a review of major competitors in the industrial waste business indicates that the unit-of-production method is a commonly used method of depreciation for surface disposal assets utilized in this industry.

The original useful life for the barite mills was developed based on maximum utilization rates which considered non-utilized time only for scheduled repair periods. The Company's actual utilization rates closely followed this pattern from inception of operations (1997) through July 1998. The significant declines in drilling activity since that time has resulted in a drastic reduction in utilization rates for the barite mills. The life of a barite grinding mill is affected primarily by the volume of barite material ground in the mill, not the passage of time. As a result, consistent with the method of depreciation used for the waste disposal assets, the Company believes the unit-of-production method provides a better measure of diminution of utility of these assets.

In applying the unit-of-production method of depreciation, the Company makes estimates of certain factors which are involved in determining the expected productive units for its waste disposal assets and barite grinding mill assets. The capacity of the waste disposal assets was determined based primarily on seismic and geological studies, while the capacity for the barite grinding mill assets was based primarily on manufacturer's certifications and the capacity of similar assets. These factors also include consideration of obsolescence and periods of non-use.

The reported loss from operations for the nine months ended September 30, 1999 was reduced by $1,471,000 (related per share amounts of $.02 basic and diluted) reflecting the cumulative effect (net of income taxes) on years prior to 1999 for the change in accounting for depreciation. In addition, the effect of the change in 1999 is to reduce the net loss from operations for the nine months ended September 30, 1999 by $453,000 (related per share amounts of $.01 basic and diluted).

Consolidated net income (loss) that would have been reported for the three months and nine months ended September 30, 1998 had the change been applied retroactively would be as follows:

(In thousands except per share data)

Three months:	
Net loss	$ (32,760)
Loss per common and common equivalent share:	
Basic	$ (.48)
Diluted	$ (.48)
Nine months:	
Net loss	$ (12,098)
Loss per common and common equivalent share:	
Basic	$ (.18)
Diluted	$ (.18)

NOTE 5 - CHANGE IN METHOD OF ACCOUNTING FOR START-UP ACTIVITIES

Effective July 1, 1998 the Company elected early adoption of SOP 98-5 "Reporting on Costs of Start-Up Activities. The cumulative affect of this change in accounting, net of income taxes, was $1.3 million (related per share amount of $.02 basic and diluted) and was reported in the results for the three month and nine month periods ended September 30, 1998.

NOTE 6 - ACQUISITIONS

The accompanying unaudited consolidated financial statements include the effects of several acquisitions completed during 1998 that were accounted for as poolings of interests. These acquisitions included the following companies:

Company Name	Acquisition Date	Location	Shares
Southwestern Universal Corp	March 19, 1998	West Texas	450,000
Optimum Fluids, Inc.	May 28, 1998	Canada	281,000
Houston Prime Pipe & Supply	May 29, 1998	Gulf Coast	420,000
			1,151,000

Information for the three and nine month periods ended September 30, 1998 have been restated to reflect the effects of these transactions and to reflect certain adjustments in the Fluids Sales & Engineering segment for expensing certain previously capitalized costs. Operating results prior to the combinations of the separate companies and the combined amounts presented in the unaudited consolidated financial statements for the nine months ended September 30, 1998 are summarized below (in thousands):

Revenues:	
Newpark	$ 191,250
Southwestern	1,031
Optimum	943
Houston Prime	2,350
Combined	$ 195,574
Net Income:	
Newpark	$ (13,096)
Southwestern	192
Optimum	40
Houston Prime	318
Combined	$ (12,546)

The accompanying consolidated financial statements also include the results of operations of ten acquisitions that were accounted for by the purchase method. Names of the acquired companies and consideration given for each are summarized below. Goodwill of $34.1 million was recorded with the acquisition of these entities and is being amortized over 20 years on a straight-line basis. The historical results of the operations related to these acquisitions were not considered significant in relation to the financial requirements of Newpark.

Date of Acquisition	Selling Entity	Consideration Shares	Consideration Cash
March 1998	Protec Mud Service, Ltd.	385,418	$ 4,163,000
April 1998	Qualitex, Inc.	21,816	$ 12,000
May 1998	Chem-Drill, Inc.	48,800	$ --
June 1998	Mid-Continent Completion Fluids, Inc.	345,000	$ 3,700,000
June 1998	Red Hill Disposal, Inc.	--	$ 600,000
June 1998	Cajun Oilfield Services, Inc.	85,600	$ 200,000
August 1998	Shamrock Drilling Fluids	673,773	$ 8,885,000
August 1998	ProActa Environmental, Services, Inc.	550,000	$ 1,278,000
October 1998	Sonnex, Inc.	--	$ 2,650,000
October 1998	OGS Laboratories, Inc.	236,364	$ 1,165,000

The following unaudited pro forma information presents a summary of consolidated results of operations of the Company and these ten acquired companies as if the acquisitions had occurred January 1, 1998:

(In thousands except per share data)

	Three Months Ended September 30, 1998	Nine Months Ended September 30, 1998
Revenues	$ 60,728	$ 218,262
Net loss	(32,951)	(10,978)
Net loss per common share	$ (.49)	$ (.16)

NOTE 7 - LOSS PER SHARE

Basic and diluted loss per common and common equivalent share for the three and nine months ended September 30, 1999 and 1998 were calculated by dividing loss available to common shareholders by the weighted average number of common shares outstanding during the period. Options and warrants to purchase 7,529,000 and 4,373,000 shares of common stock were outstanding at September 30, 1999 and 1998, respectively, and were not included in the computation of diluted loss per common and common equivalent share because to do so would be antidilutive.

NOTE 8 - ACCOUNTS AND NOTES RECEIVABLE

Included in current accounts and notes receivable at September 30, 1999 and December 31, 1998 are:

(In thousands)	1999	1998
Trade receivables	$ 58,416	$ 64,248
Unbilled revenues	5,296	3,663
Gross trade receivables	63,712	67,911
Allowance for doubtful accounts	(10,367)	(10,808)
Net trade receivables	53,345	57,103
Notes and other receivables	6,243	4,060
Total	$ 59,588	$ 61,163

NOTE 9 - INVENTORY

The Company's inventory consisted of the following items at September 30, 1999 and December 31, 1998:

(In thousands)	1999	1998
Drilling fluids raw materials and components	$ 12,999	$ 11,385
Logs	4,122	4,835
Board road lumber	2,141	1,276
Supplies	891	567
Other	1,645	600
Total	$ 21,798	$ 18,663

NOTE 10 - CAPITALIZED INTEREST

Interest of $451,000 and $893,000 was capitalized during the three months ended September 30, 1999 and 1998, respectively. Interest of $1,259,000 and $1,723,000 was capitalized during the nine months ended September 30, 1999 and 1998, respectively.

NOTE 11 - LONG-TERM DEBT

As of September 30, 1999, the Company had outstanding $125 million of unsecured senior subordinated notes (the "Notes") and maintained a $100.0 million bank credit facility (the "Credit Facility") in the form of a revolving line of credit commitment. At September 30, 1999 the Credit Facility was unsecured, except for the pledge of certain capital stock of two foreign subsidiaries. It bears interest at either a specified prime rate (8.25% at September 30, 1999) or the LIBOR rate (6.08% at September 30, 1999) plus a spread which is determined quarterly based upon the ratio of the Company's funded debt to cash flow. The line of credit requires monthly interest payments and matures on June 30, 2001. At September 30, 1999, $17.6 million of letters of credit were issued and outstanding, leaving a net of $82.4 million available for cash advances under the line of credit, of which $81.0 million was borrowed.

The Credit Facility requires that the Company maintain certain specified financial ratios and comply with other usual and customary requirements. During 1999, the lenders amended the Credit Facility to provide for covenants that are consistent with the Company's financial condition and market outlook. At September 30, 1999, the Company was in compliance with all requirements of the respective agreements, as amended. In conjunction with a recent amendment to the credit facility, the Company has agreed to secure the facility with a pledge of substantially all of the Company's accounts receivable, inventory and property, plant and equipment. In addition, the Notes and the Credit Facility contain covenants that significantly limit the payment of dividends on the common stock of the Company.

NOTE 12 - SEGMENT DATA

Summarized financial information concerning the Company's reportable segments is shown in the following table (dollars in thousands):

	1999		1998	
Three Months Ended September 30:				
Revenues by segment:				
E&P waste disposal	$ 9,856	20.2%	$ 12,330	20.8%
Fluids sales & engineering	23,884	48.9	24,061	40.6
Mat & integrated services	15,133	30.9	22,827	38.6
Total	$ 48,873	100.0%	$ 59,218	100.0%
Operating income (loss) by segment:				
E&P waste disposal	$ 1,796		$ 1,418	
Fluids sales & engineering	(258)		(6,186)	
Mat & integrated services	589		(1,043)	
Total	$ 2,127		$ (5,811)	

	1999		1998	
Nine Months Ended September 30:				
Revenues by segment:				
E&P waste disposal	$ 30,624	22.0%	$ 45,861	23.4%
Fluids sales & engineering	62,972	45.3	71,264	36.6
Mat & integrated services	45,320	32.7	78,449	40.0
Total	$ 138,916	100.0%	$ 195,574	100.0%

	1999	1998
Operating income (loss) by segment:		
E&P waste disposal	$ 7,788	$14,868
Fluids sales & engineering	(6,713)	120
Mat & integrated services	1,737	14,959
Total	$ 2,812	$29,947

The figures above are shown net of intersegment transfers.

NOTE 13 - PREFERRED STOCK

On April 16, 1999, the Company, issued to SCF-IV, L.P., a Delaware limited partnership managed by SCF Partners (the "Purchaser"), 150,000 shares of Series A Cumulative Perpetual Preferred Stock, $0.01 par value per share (the "Series A Preferred Stock"), and a warrant (the "Warrant") to purchase up to 2,400,000 shares of the Common Stock of the Company at an exercise price of $8.50 per share, subject to anti-dilution adjustments. The aggregate purchase price for these instruments was $15.0 million, of which approximately $12.8 million was allocated to the Series A Preferred Stock and approximately $2.2 million to the Warrant. The difference between the carrying value and the redemption value for the Series A Preferred Stock is being amortized to retained earnings over a period of five years and affects the earnings per share of common stock. The net proceeds from the sale were used to repay indebtedness. No underwriting discounts, commissions or similar fees were paid in connection with the sale of the securities.

Cumulative dividends are payable on the Series A Preferred Stock quarterly in arrears at the initial dividend rate of 5% per annum, based on the stated value of $100 per share of Series A Preferred Stock. Dividends for the first three years are payable in Newpark Common Stock. The dividend rate is subject to adjustment three, five and seven years after the date of issuance. The agreement does not restrict common stock dividends or repurchases of common stock by the Company as long as all accumulated dividends on the Series A Preferred Stock have been paid in full.

NOTE 14 - NEW ACCOUNTING PRONOUNCEMENTS

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities." The Statement establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement, and requires that a company must formally document, designate, and assess the effectiveness of transactions that receive hedge accounting. SFAS No. 133 is required to be adopted in fiscal years beginning after June 15, 2000. Given that the Company historically has not used these types of instruments, the Company does not expect a material impact on its statements from adoption of SFAS No. 133.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of the Company's financial condition, results of operations, liquidity and capital resources should be read in conjunction with the accompanying "Unaudited Consolidated Financial Statements" and "Notes to Unaudited Consolidated Financial Statements" as well as the Company's Annual Report on Form 10-K for the year ended December 31, 1998.

On November 10, 1999, the Company and Tuboscope, Inc. announced that they had jointly elected to form operational alliances in key market areas rather than proceed with the proposed merger announced on June 24, 1999. The decision was made because recent market conditions in the oilfield service market and the resulting uncertainty in the capital markets made it difficult to obtain the type of credit facility believed necessary for the combined companies. Each company has agreed to pay its respective transaction expenses relating to the proposed merger, which for Newpark are estimated to be $2.4 million.

RESULTS OF OPERATIONS

Weakness in oil and gas commodity prices in 1998 and the early part of 1999 produced a significant decline in market activity as measured by the rig count in the markets that Newpark serves. The operators responsible for most of the drilling activity in the U.S. Gulf Coast, Newpark's primary market, tend to be independent oil companies who generally are not integrated with downstream refinery operations. The sustained weakness in commodity prices during 1998 significantly affected the cash flows of these operators, most of which tend to have less access to capital resources than the major fully-integrated oil and gas companies. Accordingly, the recovery in the Gulf Coast market to this point in the cycle has been slower than for other markets.

	1Q98	2Q98	3Q98	4Q98	1Q99	2Q99	3Q99
U.S. Rig Count	968	864	796	690	551	521	637

During April 1999, the U.S. rig count declined to 488 rigs, the lowest count ever recorded in the history of the indicator. As of the week ended November 5, 1999, the U.S. rig count had recovered to 763. However, the recovery was primarily shallow drilling which requires less service than deeper wells.

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Source: Baker Hughes Incorporated

Natural gas production accounts for the majority of activity in the Gulf Coast region. Gas prices began to improve during March 1999 and have continued to recover. High depletion rates for gas wells are expected to provide support to commodity gas pricing.

Beginning in 1998, lower oil prices slowed drilling in markets more oriented toward oil, such as the Austin Chauk region, West Texas and areas which produce primarily heavy oil, such as Canada and Venezuela. Oil prices have recovered during 1999 as a result of voluntary production curtailment by OPEC member countries.

Operating results for the quarter and nine months ended September 30, 1998 have been restated to give effect to several pooling of interests transactions that took place during 1998 and the reallocation of certain 1998 charges that affected these results. Summarized financial information concerning the Company's reportable segments for the three month and nine month periods ended September 30, 1999 and 1998 is as follows:

	1999		1998	
Three Months Ended September 30:				
Revenues by segment:				
E&P waste disposal	$ 9,856	20.2%	$ 12,330	20.8%
Fluids sales & engineering	23,884	48.9	24,061	40.6
Mat & integrated services	15,133	30.9	22,827	38.6
Total	$ 48,873	100.0%	$ 59,218	100.0%
Operating income (loss) by segment:				
E&P waste disposal	$ 1,796		$ 1,418	
Fluids sales & engineering	(258)		(6,186)	
Mat & integrated services	589		(1,043)	
Total	$ 2,127		$ (5,811)	
Nine Months Ended September 30:				
Revenues by segment:				
E&P waste disposal	$ 30,624	22.0%	$ 45,861	23.4%
Fluids sales & engineering	62,972	45.3	71,264	36.6
Mat & integrated services	45,320	32.7	78,449	40.0
Total	$ 138,916	100.0%	$ 195,574	100.0%
Operating income (loss) by segment:				
E&P waste disposal	$ 7,788		$ 14,868	
Fluids sales & engineering	(6,713)		120	
Mat & integrated services	1,737		14,959	
Total	$ 2,812		$ 29,947	

The figures above are shown net of intersegment transfers.

THREE MONTH PERIOD ENDED SEPTEMBER 30, 1999 COMPARED TO THREE MONTH PERIOD ENDED SEPTEMBER 30, 1998

Revenues

Total revenues for the three months ended September 30, 1999 declined to $48.9 million, from $59.2 million in 1998, a decrease of $10.3 million, or 17%. The components of the decrease in revenues were a $2.4 million decrease in waste disposal revenues, a $0.2 million decrease in drilling fluids sales and engineering revenues and a $7.7 million decrease in mat and integrated services revenues.

The $2.4 million, or 20%, decrease in waste disposal revenue is attributable to the decline in waste volumes received as a result of a 20% decline in the average U.S. drilling rig count. During the third quarter of 1999, Newpark received approximately 854,000 barrels of E&P waste compared to approximately 1,173,000 barrels in the comparable quarter of 1998, a 27% decline. Contributing to the decline in barrels received was the continued expansion of the Company's wash water recycling program which reduced the total barrels disposed of during the third quarter of 1999 by 129,000 barrels.

Drilling fluids revenue was relatively unchanged, declining only $0.2 million, or 1%, in spite of the decline in drilling activity noted above and commodity pricing, particularly for barite. Drilling fluids revenues benefited from the inclusion for the full period in 1999 of several acquisitions in 1998 which, among other things, expanded operations into the Oklahoma Anadarko Basin and Western Canada. In addition, the drilling fluids segment continued to penetrate the markets that it serves and gain market share. While the mix of rig activity and commodity pricing has put downward pressure on both revenues and margins in this segment, the Company continues to be pleased with its customers' reception to its DeepDrill(TM) fluids system and its Minimization Management concept. As these product and service offerings gain greater market acceptance, they are expected to enhance both revenues and margins for this segment.

The decrease of $7.7 million, or 34%, in mat and integrated services revenue reflects both low activity and competitive pressure. Record low rig activity and, in particular, a shift by customers away from transition zone and major wetlands projects were the primary reasons for the revenue decline in this segment. In addition, the Company and many of its competitors had increased their capacity during 1997 and the first half of 1998 in response to increasing industry activity. The sharp decline in drilling activity created significant overcapacity in this market. The resulting overcapacity contributed further to the pricing decline.

Roll-out of the new composite mats is continuing and the anticipated lower operating cost for the new mats is expected to help the Company to better compete in the future competitive pricing environment. The Company also continues to develop its mat service business in Canada and anticipates expansion of this market as its mat systems become more widely accepted. The Company continues to monitor the carrying value of its wooden mat fleet, in light of the progress of the composite mat system. Further impairment in the value of the wooden mat fleet is contingent upon several factors, including the speed of recovery in drilling activity, the period of time needed to replace the wooden mat fleet with the composite mat, the level of sales of the composite mat to other markets and the need or ability to use the wooden mat fleet in other markets.

Operating Income

The Company reported segment operating income of $2.1 million for the three months ended September 30, 1999, as compared to a segment operating loss of $5.8 million in 1998. The components of the increase in segment operating income were a $.4 million increase in E&P waste disposal operating income, a $5.9 million increase in fluids sales and engineering operating income and a $1.6 million increase in mat and integrated services operating income. The increase in segment operating income in 1999, in spite of the decline in revenues, is primarily attributable to certain costs being included in segment operating costs in the third quarter of 1998 in response to the protracted downward trend in market conditions and a geographical shift in drilling activity in the markets Newpark serves. These events caused Newpark to incur additional charges for displacement of operations, closure of certain facilities, obsolescence of inventories and write-off of other prepaid services. The Company also accrued personnel costs in 1998 in anticipation of performance bonuses and severance costs relating to displacement of workers caused by market shifts. The Company continues to monitor its level of operating costs in relation to revenues, while ensuring that customer service is not impaired. While Newpark has recently made significant cost cuts, it has attempted to maintain a level of operating capacity which will allow it to meet demand as drilling activity and the depth of drilling increase.

While the Company has made significant changes in the operations of its operating segments in response to market shifts and declines in drilling activity, during 1998 and 1999, it has continued to introduce new products and services including:

- Industrial non-hazardous waste disposal
- The DeepDrill(TM) fluids system
- The Minimization Management concept
- Composite mats
- Wooden mats in Canada

These new product and service introductions have required the Company to incur additional costs which have not been fully offset by revenue increases during the startup phase. These new product offerings continue to gain market acceptance and are expected to enhance both revenues and operating margins as the market recovers.

Provision for Uncollectible Accounts

The Company recorded $4.0 million in bad debt reserves during the third quarter of 1998 due to the continued downward pressure on oil prices. This downturn in oil prices caused a strain on customers' cash flow, which in turn identified two specific customer balances where the risk of such financial concern merited this additional reserve. The Company has continued to monitor the collectibility of its accounts receivable and believes that the current reserve for uncollectible accounts is adequate.

Impairment of Long Lived Assets

The Company recorded impairments on certain of its capital assets during the third quarter of 1998 in the amount of $20.4 million. These impairments were caused primarily by two factors which arose in that quarter. The first factor was the introduction of new technology by the Company in several areas, as discussed above, which rendered obsolete certain assets in service. The largest new technology driven item was the change to composite mats from wooden mats and management's decision to discontinue maintenance of its older wooden mats and to take them out of service. The second factor was a change in market conditions which was driven by a reduction in oil prices.

Arbitration Settlement

During the third quarter of 1998, the Company settled a contract dispute with U. S. Liquids, which resulted in a charge against earnings in that quarter of $9.1 million. An additional charge of $18.4 million was recorded in the fourth quarter of 1998 relating to this settlement. The full charge was not recorded in the third quarter due to certain contractual requirements.

Equity Earnings of Unconsolidated Affiliates

Included in the loss from unconsolidated affiliates for the third quarter of 1998 are charges of $1.8 million that include recognition of joint venture losses related to the start-up period of the mat manufacturing facility and a reserve for accounts receivable at the Company's Mexican joint venture.

Interest Income/Expense

Net interest expense was $3.9 million for the third quarter of 1999, an increase of $1.5 million, or 60%, as compared to $2.4 million for the third quarter of 1998. The increase in net interest cost is due to an increase of $28.0 million, or 16%, in average outstanding borrowings and an increase in the average interest rate, after consideration of capitalized interest, from 8.49% to 8.96%.

Provision for Income Taxes

For the quarter ended September 30, 1999, the Company recorded an income tax provision of $1.7 million on a pretax loss from operations of $4.9 million. Included in this provision is approximately $2.7 million of adjustments associated with changes in the Company's estimated annual effective rate. The change in the estimated rate is primarily due to a lowering of projected annual taxable income as a result of a slower than expected recovery in drilling activity. Absent this adjustment, the Company would have recorded an income tax benefit of approximately $1.0 million, representing an effective tax benefit rate of approximately 20%. For the quarter ended September 30, 1998, the Company recorded an income tax benefit of $13.6 million, reflecting an income tax benefit rate of 30%. This low effective benefit rate for both periods results primarily from the effect of non-deductible goodwill.

Cumulative Effect of Accounting Change

In the third quarter of 1998, the Company elected early adoption of SOP 98-5 "Reporting Costs of Start-Up Activities" which provided standards for recording costs related to start-up activities. The cumulative effect of this charge, net of income taxes, was $1.3 million (related per share amounts of $.02 basic and diluted).

Preferred Stock Dividends and Accretion of Discount

Dividends paid on preferred stock and accretion of the discount on the preferred stock for the quarter ended September 30, 1999 were $188,000 and $112,000, respectively. The preferred stock was not outstanding in the prior year.

NINE MONTH PERIOD ENDED SEPTEMBER 30, 1999 COMPARED TO NINE MONTH PERIOD ENDED SEPTEMBER 30, 1998

Revenues

Total revenues for the nine months ended September 30, 1999 declined to $138.9 million, from $195.6 million in 1998, a decrease of $56.7 million, or 29%. The components of the decrease in revenues were a $15.3 million decrease in waste disposal revenues, an $8.3 million decrease in drilling fluids sales and engineering revenues and a $33.1 million decrease in mat and integrated services revenues.

The $15.3 million, or 33%, decrease in waste disposal revenue is attributable to the decline in waste volumes received as a result of lower drilling activity. During the first nine months of 1999 Newpark received approximately 2.4 million barrels of E&P waste compared to approximately 3.9 million barrels in the comparable period of 1998, a 38% decline, while pricing remained stable during the comparable periods.

The $8.3 million, or 12%, decline in drilling fluids revenue is attributable to the decline in drilling activity and commodity pricing as noted above. Drilling fluids revenues were benefited in 1999 by the inclusion of several 1998 acquisitions for the full nine months in 1999.

The decrease of $33.1 million, or 42%, in mat and integrated services revenue reflects both low activity and competitive pressure that reduced average pricing as noted above.

Operating Income

The Company reported segment operating income of $2.8 million for the nine months ended September 30, 1999 as compared to segment operating income of

$29.9 million in 1998. The components of the decrease were a $7.1 million decrease in E&P waste disposal operating income, a $6.8 million decrease in fluids sales and engineering operating income and a $13.2 million decrease in mat and integrated services operating income. The decline in segment operating income is primarily attributable to the decline in revenues and reflects the relatively high incremental operating margin of the Company's segments. Partially offsetting the effects of the revenue decline were certain costs included in segment operating costs in the third quarter of 1998 in response to the protracted downward trend in market conditions and a geographical shift in drilling activity in the markets Newpark serves as previously noted.

Interest Income/Expense

Net interest expense was $11.4 million for the nine months ended September 30, 1999, an increase of $4.5 million, or 65%, as compared to $6.9 million for the second quarter of 1998. The increase in net interest cost is due to an increase of $51.1 million, or 32%, in average outstanding borrowings and an increase in the average interest rate, after consideration of capitalized interest, from 8.27% to 8.59%.

Provision for Income Taxes

For the nine months ended September 30, 1999, the Company recorded an income tax benefit of $3.0 million, reflecting an income tax benefit rate of 23.6%. For the nine months ended September 30, 1998, the Company recorded an income tax provision of $2.6 million, reflecting an income tax benefit rate of 18.4%. This low effective benefit rate for both periods results primarily from the effect of non-deductible goodwill.

Cumulative Effects of Accounting Changes

The unit-of-production method of providing for depreciation on certain assets used in the Company's barite grinding activity and in the E&P waste disposal business segment was adopted in the second quarter of 1999, effective January 1, 1999. Prior to this change, the Company had depreciated these assets using the straight-line method. The reported loss from operations for the nine months ended September 30, 1999 was reduced by $1,471,000 (related per share amounts of $.02 basic and diluted) reflecting the cumulative effect (net of income taxes) on years prior to 1999 for the change in accounting for depreciation.

In the third quarter of 1998, the Company elected early adoption of SOP 98-5 "Reporting Costs of Start-Up Activities" which provided standards for recording costs related to start-up activities. The cumulative effect of this charge, net of income taxes, was $1.3 million (related per share amounts of $.02 basic and diluted).

Preferred Stock Dividends and Accretion of Discount

Dividends paid on preferred stock and accretion of the discount on the preferred stock for the nine months ended September 30, 1999 were $344,000 and

$206,000, respectively. These amounts reflect dividends and accretion for the period of April 16, 1999 (the issuance date of the preferred stock) through September 30, 1999.

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital position decreased by $6.5 million during the nine months ended September 30, 1999. Key working capital data is provided below:

	September 30, 1999	December 31, 1998
Working Capital (000's)	$ 69,410	$ 75,937
Current Ratio	2.68	2.99

The Company's long term capitalization was as follows:

	September 30, 1999	December 31, 1998
Long-term debt		
(including current maturities):		
Credit facility	$ 80,950	$ 80,900
Subordinated debt	125,000	125,000
Other	2,307	3,352
Total long-term debt	208,257	209,252
Stockholders' equity	249,225	242,497
Total capitalization	$ 457,482	$ 451,749

For the nine months ended September 30, 1999, Newpark's working capital needs were met primarily from operating cash flow and the net proceeds from a preferred stock offering. Total net cash generated from operations and financing activities of $8.9 million and $15.3 million, respectively, helped provide for $27.9 million used in investing activities.

During the first nine months of 1999, the Company entered into an operating lease transaction, under which it received $9.3 million in reimbursement of expenditures previously incurred by the Company for the purchase of a portion of the underlying equipment. Additionally, the Company received income tax refunds totaling $13.3 million during this same period.

Newpark's current bank credit facility provides for a $100.0 million revolving credit facility maturing on June 30, 2001, including up to $20.0 million in standby letters of credit. At September 30, 1999, $17.6 million in letters of credit were issued and outstanding under the credit facility, leaving a net of $82.4 million available for cash advances, of which $81.0 million borrowed. Advances under the credit facility bear interest at either (i) a specified prime rate or (ii) the LIBOR rate plus a spread which is determined quarterly based on the credit facility. The credit facility requires that Newpark maintain certain specified financial ratios and comply with other usual and customary requirements. Newpark was in compliance with all other requirements of the credit facility, as amended, at September 30, 1999. During the current quarter, the Company expects to have the facility revised to resolve recurring financial ratio compliance issues and Newpark has agreed to secure the modified facility.

In April 1999 the Company sold to SCF-IV, L.P., a Delaware limited partnership managed by SCF Partners, 150,000 shares of Series A Cumulative Perpetual Preferred Stock, $0.01 par value per share (the "Series A Preferred Stock"), and a warrant (the "Warrant") to purchase up to 2,400,000 shares of the Common Stock of the Company at an exercise price of $8.50 per share, subject to anti-dilution adjustments. The aggregate purchase price for the Series A Preferred Stock and the Warrant was $15.0 million, and the net proceeds from the sale have been used to repay indebtedness.

For 1999, Newpark anticipates total capital expenditures of approximately $37 million, including: (i) $4 million to develop non-hazardous industrial waste injection well sites, (ii) $6 million for expansion of drilling fluids operations, including the purchase of equipment associated with fluids processing and recycling and infrastructure expansions; (iii) $3 million to complete an enlarged joint operational offshore facility; (iv) $18 million for the purchase of synthetic mats and additional hardwood mats; and (v) $6 million for maintenance capital. Of these projected amounts, $33 million was expended during the nine month period ended September 30, 1999.

Potential sources of additional funds, if required by the Company, would include operating leases for equipment purchases, the sale of certain operating an non-operating assets and the sale of equity securities. The Company presently has no commitments beyond its working capital and bank lines of credit by which it could obtain additional funds for current operations; however, it regularly evaluates potential borrowing arrangements which may be utilized to fund future expansion. Newpark believes that its current sources of capital, coupled with internally generated funds, will be sufficient to support its working capital, capital expenditure and debt service requirements for the foreseeable future provided that market conditions stabilize or improve from current levels. Any further protracted downturn in market conditions could have an adverse affect on the Company's future available capital and would likely result in reductions in planned capital expenditures. Except as described in the preceding paragraph, Newpark is not aware of any material expenditures, significant balloon payments or other payments on long term obligations or any other demands or commitments, including off-balance sheet items to be incurred within the next 12 months. Inflation has not materially impacted the Company's revenues or income.

YEAR 2000

The Company relies heavily on computers in its internal and external financial reporting systems. In addition, computers are used extensively throughout the Company to perform critical operating activities, including the processing of payroll, accounts receivable and accounts payable and to perform critical analyses such as well reports for drilling fluids customers and testing of E&P waste streams received from customers. The Company also makes use of computers for efficient communications with employees and customers, including extensive use of e-mail systems and the Internet, and is expected to expand its use of such technology in the future. Embedded technology such as microcontrollers are commonly found in equipment used throughout the Company's operations. The complete failure of these systems could have a material negative impact on the operations of the Company. In addition, most of the Company's major suppliers and customers rely heavily on similar computer systems and failures in such systems could disrupt their operations.

The Company is substantially complete in assessing and addressing Year 2000 issues in its major computer systems. Most of the Company's major systems have been updated in the normal course of business or replaced with applications that are Year 2000 compliant. No system replacements were made or accelerated to comply with Year 2000 issues, but rather were made to address other operating issues.

In addition to substantially addressing Year 2000 issues in its own critical computer systems, the Company has completed a process of contacting its major customers and vendors to assess their progress in addressing their Year 2000 issues. Included with these contacts was a request to address embedded technology as it relates to their own operations and to products supplied to the Company. The Company believes that in making these contacts it can minimize the risks associated with Year 2000 failures of such vendors and customers. The Company can give no assurance that the systems of other companies on which its systems rely will be converted or otherwise addressed on time, or that a failure to convert by another company would not have a material adverse effect on Newpark.

While the Company has made and will continue to make efforts to address Year 2000 issues, it could experience disruptions in its operations as a result of failures in its own systems and those of its major vendors or customers. Accordingly, the Company has developed contingency plans to help mitigate the effects of failures, if any.

To date, the total amount spent on Year 2000 issues has been less than $100,000 and has not been material to the Company's operations or financial condition. Based on current assessments, the Company expects to incur less than $100,000 in additional expenditures to address Year 2000 issues. However, these estimates are subject to revisions based on future assessments and responses from vendors and customers.

Estimates of the costs or consequences of incomplete or untimely resolution of Year 2000 issues would be speculative. The Company will continue to assess and address Year 2000 issues and expects to fund such efforts through operating cash flows.

FORWARD-LOOKING STATEMENTS

The foregoing discussion contains `forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended. Words such as "believes", "expects", "anticipates", "intends", "plans", "estimates", "should", "likely", or similar expressions indicate that the statement is a forward-looking statement. There are risks and uncertainties that could cause future events and results to differ materially from those anticipated by management in the forward-looking statements included in this report. Among these risks and uncertainties are (a) the level of exploration for and production of oil and gas and the industry's willingness to spend capital on environmental and oilfield services; (b) oil and gas prices, expectations about future prices, the cost of exploring for, producing and delivering oil and gas, the discovery rate of new oil and gas reserves and the ability of oil and gas companies to raise capital; (c) domestic and international political, military, regulatory and economic conditions; (d) other risks and uncertainties generally applicable to the oil and gas exploration and production industry; (e) any rescission or relaxation of existing regulations affecting the disposal of E&P waste and NORM, failure of governmental authorities to enforce such regulations or the ability of industry participants to avoid or delay compliance with such regulations; (f) future technological change and innovation, which could result in a reduction in the amount of waste being generated or alternative methods of disposal being developed; (g) increased competition in the Company's product lines; (h) the Company's success in introducing new products and integrating potential future acquisitions; and (i) any disruptions in its operations as a result of failures in its own computer systems and those of its major vendors or customers resulting from Year 2000 issues.

PART II

ITEM 5. OTHER INFORMATION

On November 10, 1999, the Company and Tuboscope, Inc. announced that they had jointly elected to form operational alliances in key market areas rather than proceed with the proposed merger announced on June 24, 1999. The decision was made because recent market conditions in the oilfield service market and the resulting uncertainty in the capital markets made it difficult to obtain the type of credit facility believed necessary for the combined companies. Each company has agreed to pay its respective transaction expenses relating to the proposed merger, which for Newpark are estimated to be $2.4 million.

ITEM 6. EXHIBIT AND REPORTS ON FORM 8-K

(a) Exhibits

27.1 Financial Data Schedule

27.2 Restated Financial Data Schedule for 1999

27.3 Restated Financial Data Schedule for 1998

99 Press release announcing termination of merger agreement with Tuboscope

(b) Reports on Form 8-K

The registrant did not file any reports on Form 8-K during the quarter ended September 30, 1999.

NEWPARK RESOURCES, INC.

SIGNATURES

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

Date: November 12, 1999

NEWPARK RESOURCES, INC.

By: /s/ Matthew W. Hardey

Matthew W. Hardey, Vice President
and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
27.1	Financial Data Schedule
27.2	Restated Financial Data Schedule for 1999
27.3	Restated Financial Data Schedule for 1998
99	Press release announcing termination of merger agreement with Tuboscope

5
1,000
9-MOS
DEC-31-1999
JAN-01-1999
SEP-30-1999
2,946
0
69,955
10,367
21,798
110,634
292,405
68,808
501,319
41,224
0
0
12,709
689
234,324
501,319
138,916
138,916
93,614
136,104
0
0
11,419
(12,906)
(3,040)
(9,866)
(2,736)
0
1,471
(11,131)
(0.17)
(0.17)

5

1,000

3-MOS	6-MOS
DEC-31-1999	DEC-31-1999
JAN-01-1999	JAN-01-1999
MAR-31-1999	JUN-30-1999
4,568	5,887
0	0
66,159	58,580
10,406	40,402
17,074	17,943
99,869	94,400
266,665	282,355
58,065	63,339
474,514	475,090
32,758	27,724
0	0
0	0
0	12,597
688	688
244,644	241,891
474,514	475,090
50,775	90,043
50,775	90,043
32,564	60,660
45,182	89,358
0	0
0	0
3,977	8,019
1,424	(7,965)
528	(4,701)
896	(3,264)
(338)	(1,420)
0	0
1,471	1,471
2,029	(3,213)
0.03	(0.05)
0.03	(0.05)

5

1,000

3-MOS	6-MOS	9-MOS	12-MOS
DEC-31-1998	DEC-31-1998	DEC-31-1998	DEC-31-1998
JAN-01-1998	JAN-01-1998	JAN-01-1998	JAN-01-1998
MAR-31-1998	JUN-30-1998	SEP-30-1998	DEC-31-1998
16,310	12,354	10,004	6,618
0	0	0	0
92,999	89,866	77,056	71,971
2,262	2,017	7,198	10,808
20,496	25,861	22,033	18,663
133,272	131,234	112,308	101,380
271,664	312,768	313,263	258,786
69,599	81,270	68,650	55,405
482,200	520,872	517,253	484,284
43,922	32,424	37,301	35,945
127,064	160,267	184,435	208,057
0	0	0	0
0	0	0	0
658	670	682	688
290,979	313,000	290,713	241,809
482,200	520,872	517,253	484,284
70,870	136,356	195,574	245,458
70,870	136,356	195,574	245,458
41,974	80,745	120,705	168,364
51,511	100,598	165,627	232,257
0	0	0	0
0	0	4,000	9,180
2,638	5,262	8,059	11,516
16,745	30,588	(13,991)	(93,784)
5,923	11,062	(2,570)	(30,753)
10,822	19,526	(11,421)	(61,647)
405	810	201	(642)
0	0	0	0
0	0	(1,326)	(1,326)
11,227	20,336	(12,546)	(63,615)
0.17	0.31	(0.19)	(0.95)
0.17	0.30	(0.19)	(0.95)

EXHIBIT 99

[NEWPARK RESOURCES, INC. LETTERHEAD]

NEWPARK RESOURCES, INC. AND TUBOSCOPE, INC. FORM KEY BUSINESS ALLIANCES; EXIT MERGER AGREEMENT

Houston, Texas, November 10, 1999...Newpark Resources, Inc. (NYSE:NR) and Tuboscope, Inc. (NYSE:TBI) announced that they have jointly elected to form operational alliances in key market areas rather than proceed with the proposed merger agreement announced on June 24. Tuboscope President and CEO John F. Lauletta stated that "The trough of the oilfield service market and the uncertainty of the capital markets were making it difficult to obtain the type of credit facility we believed was necessary for the combined companies. This uncertainty, anticipated restrictive terms, and resulting delays have convinced us that the termination of the agreement is in the best interest of both companies."

Notwithstanding the termination, the companies plan to continue to work closely together. James D. Cole, Newpark President and CEO stated, "The companies are already working in alliance arrangements in several areas to benefit both parties, and in this way we expect to realize most of the benefits contemplated in the proposed transaction. In finalizing the recently announced solids control and processing alliance between the companies, Tuboscope has agreed to purchase the assets of Newpark's solids control and processing business." He continued, "Newpark has already begun providing oilfield waste disposal services for Tuboscope, and we anticipate that other areas of joint operation will be developed in the near future."

The companies indicated that each will pay its respective transaction expenses.

Newpark Resources, Inc. provides integrated fluids management, environmental and oilfield services to the exploration and production industry.

For further information contact:

Company	New York
Matthew W. Hardey	Ron Hengen
Vice President of Finance	R. F. Hengen, Inc.
Newpark Resources, Inc.	253 Southgate Road
3850 N. Causeway, Suite 1770	Murray Hill, New Jersey 07974
Metairie, Louisiana 70002	(908) 508-9000
(504) 838-8222	

The foregoing discussion contains 'forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended. There are risks and uncertainties that could cause future events and results to differ materially from those anticipated by management in the forward-looking statements included in this press release. For further information regarding these and other factors, risks and uncertainties affecting the Company, reference is made to the section entitled "Cautionary Statements Regarding Forward-Looking Statements," on page iv of the Prospectus dated February 20, 1998, included in the Company's Registration Statement on Form S-4 (File No. 333-45197), and the other factors referred to in that section.