

CGG
Form T-3/A
January 26, 2018

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

FORM T-3/A
(Amendment No. 2)

FOR APPLICATIONS FOR QUALIFICATION OF
INDENTURES UNDER THE TRUST INDENTURE ACT OF 1939

ALITHEIA RESOURCES INC.

CGG

CGG HOLDING B.V.

CGG HOLDING (U.S.) INC.

CGG LAND (U.S.) INC.

CGG MARINE B.V.

CGG SERVICES (U.S.) INC.

VIKING MARITIME INC.

(Names of applicants)

Tour Maine Montparnasse

33, avenue du Maine

75015 Paris

France

+33 1 64 47 45 00

(Address of principal executive offices)

Securities to be Issued Under the Indenture to be Qualified

| Title of Class | Amount |
|--|---|
| Second Lien Senior Secured Notes due 2024 | Up to \$461 million (or equivalent in euros) |
| | (the Issue Amount) |

Approximate date of the proposed offering:

On or before February 28, 2018

Name and address of agent for service:

Cogency Global Inc.

10 E. 40th Street, 10th floor

New York, NY 10016

with a copy to:

Linklaters LLP

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Attention: Luis Roth

25 rue de Marignan

Paris 75008

France

The applicants hereby amend this application for qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of a further amendment which specifically states that it shall supersede this amendment or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, as amended, may determine upon the written request of the applicants.

EXPLANATORY NOTE

This Amendment No. 2 to Form T-3 (this Amendment) is being filed on behalf of Alitheia Resources Inc., CGG S.A., CGG Holding B.V., CGG Holding (U.S.) Inc., CGG Land (U.S.) Inc., CGG Marine B.V., CGG Services (U.S.) Inc. and Viking Maritime Inc. (collectively, the Applicants). This Amendment is being filed solely to (a) provide updated information in Items 3, 4, 5 and 7 below and (b) replace the previously filed Exhibits T3A1, T3A2, T3A3, T3A4, T3A5, T3A6, T3A7, T3A8, T3B1, T3B2, T3B3, T3B4, T3B5 and T3C with new Exhibits T3A1, T3A2, T3A3, T3A4, T3A5, T3A6, T3A7, T3A8, T3B1, T3B2, T3B3, T3B4, T3B5 and T3C, respectively, filed herewith and update the Exhibits list. This Amendment is not intended to amend or delete any other part of the Applicants Application for Qualification (the Application). All other information in the Application is unchanged and has been omitted from this Amendment.

GENERAL INFORMATION

2. Securities Act exemption applicable

Pursuant to the terms set forth in the draft plan prepared under the safeguard procedure (*procedure de sauvegarde*) of the Company under articles L.620-1 ff. of the French *Code de commerce* (the Safeguard Plan) and the Joint Chapter 11 Plan of Reorganization of the Guarantors and certain other subsidiaries of the Company (as may be amended or modified, the Plan of Reorganization), the Company, on or before February 28, 2018, expects to issue up to \$461 million (including a euro denominated tranche) in principal amount of Second Lien Senior Secured Notes due 2024 (the Notes) to certain holders of the Company's 5.875% Senior Notes due 2020, 6.50% Senior Notes due 2021 and 6.875% Senior Notes due 2022 (collectively, the Existing Senior Notes) or their assignees.

The Notes will be issued under the Indenture to be qualified hereby (the Indenture), to be entered into by and among the Applicants, The Bank of New York Mellon, London Branch, as trustee, principal paying agent, calculation agent, transfer agent, collateral agent and international security agent, The Bank of New York Mellon SA/NV, Luxembourg Branch as registrar and The Bank of New York Mellon, as U.S. collateral agent. The form of the Indenture is attached hereto as Exhibit T3C.

The issuance of Notes and related guarantees in an aggregate principal amount of \$375 million (the New Money Notes) will be made by the Company in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the Securities Act) and the rules and regulations thereunder, while the issuance of Notes and related guarantees in an aggregate principal amount of \$86 million relating to accrued interest claims under the Existing Senior Notes (the Interest Notes) will be made in reliance on the exemption from registration under the Securities Act, pursuant to the exemption provided by Section 1145(a)(1) of Title 11 of the United States Code, as amended (the Bankruptcy Code).

Section 1145(a)(1) of the Bankruptcy Code exempts the offer and sale of securities under a plan of reorganization from registration under the Securities Act and state securities laws if three principal requirements are satisfied: (i) the securities must be offered and sold under a plan of reorganization and must be securities of the debtor under the plan; (ii) the recipients of the securities must hold a claim against the debtor, an interest in the debtor or a claim for an administrative expense in the case concerning the debtor; and (iii) the securities must be issued entirely in exchange for the recipient's claim against or interests in the debtor, or principally in such exchange and partly for cash or property. On October 16, 2017, the United States Bankruptcy Court for the Southern District of New York entered its confirmation order, which confirmed that the issuance of the Notes complies with the aforementioned requirements of Section 1145(a)(1) of the Bankruptcy Code and, accordingly, will be exempt from the registration requirements of the Securities Act.

AFFILIATIONS

3. Affiliates

For purposes of this Application only, certain directors and executive officers of the Applicants may be deemed to be affiliates of the Applicants by virtue of their positions with the Applicants. See Item 4, Directors and Executive Officers for a list of the directors and executive officers of each Applicant.

As of December 31, 2017, to the Applicants' knowledge, Bpifrance Participations S.A. and IFP Energies Nouvelles held respectively 2,069,686 and 107,833 fully paid ordinary shares of the Company, giving Bpifrance Participations S.A. and IFP Energies Nouvelles respectively, 9.35% and 0.49% of the share capital and 10.90% and 0.48% of the voting rights at such date. Bpifrance Participations S.A. and IFP Energies Nouvelles have previously indicated to the AMF (*L'Autorité des marchés financiers*) that they vote in concert. See Item 5, Principal owners of voting securities, for the percentages of voting securities of the Company owned by them.

Following the restructuring as described in the Safeguard Plan and the Plan of Reorganization (the Restructuring Plan) and investments in new money (and after exercise of Warrants #3, Backstop Warrants and Coordination Warrants with an exercise price of 0.01 per new share, but before exercise of Warrants #1 and Warrants #2, each as defined in the free English translation of the Safeguard Plan attached as Exhibit B to the Disclosure Statement filed as Exhibit T3E hereto to the Form T-3 dated August 30, 2017) and assuming the rights issue with preferential subscription rights to the Company's existing shareholders (the Rights Issue) described in the Restructuring Plan is fully subscribed in cash, the Company's share capital will be held 13.4% by existing shareholders, 5.0% by holders of the convertible bonds referred to in item 7 (the Convertible Bonds) and 81.6% by holders of the senior notes referred to in item 7 (the Senior Notes).

The following is a list of the other affiliates of the Applicants as of the date hereof, each a direct or indirect subsidiary of CGG S.A.

| Name | Place of incorporation | Percentage of voting securities owned by CGG S.A. |
|--|------------------------|---|
| CGG Services SAS | France | 100.0 |
| CGG Explo SARL | France | 100.0 |
| Geomar SAS | France | 100.0 |
| CGG Holding BV | Netherlands | 100.0 |
| CGG Marine BV | Netherlands | 100.0 |
| CGG Services (NL) BV | Netherlands | 100.0 |
| CGG International SA | Switzerland | 100.0 |
| CGG Data Services SA | Switzerland | 100.0 |
| CGG Services (Norway) AS | Norway | 100.0 |
| Exploration Investment Resources II AS | Norway | 100.0 |
| Exploration Vessel Resources II AS | Norway | 100.0 |
| CGG Services (UK) Limited | United Kingdom | 100.0 |
| CGG do Brasil Participações Ltda | Brazil | 100.0 |
| Veritas do Brasil Ltda | Brazil | 100.0 |

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| | | |
|---|------------------------------------|-------|
| LASA Prospeccoes SA | Brazil | 100.0 |
| CGG Mexico, SA de CV | Mexico | 100.0 |
| Geoinnovation Corporativa S. de RL de CV | Mexico | 100.0 |
| Vitzel S.A. de C.V. | Mexico | 100.0 |
| CGG Holding (U.S.) Inc. | Delaware, United States of America | 100.0 |

| | | |
|---|------------------------------------|-------|
| CGG Services (U.S.) Inc. | Delaware, United States of America | 100.0 |
| CGG Land (U.S.) Inc. | Delaware, United States of America | 100.0 |
| CGG Canada Services Ltd | Canada | 100.0 |
| CGG Services (Canada) Inc. | Canada | 100.0 |
| CGG Services (Australia) Pty Ltd | Australia | 100.0 |
| CGG Aviation (Australia) Pty Ltd | Australia | 100.0 |
| CGGVeritas Services (B) Sdn Bhd | Brunei | 100.0 |
| PT CGG Services Indonesia | Indonesia | 95.0 |
| CGG Services India Private Ltd | India | 100.0 |
| CGG Technology Services (Beijing) Co. Ltd | China | 100.0 |
| CGG Services (Singapore) Pte Ltd | Singapore | 100.0 |
| CGG Services (Malaysia) Sdn Bhd | Malaysia | 100.0 |
| CGG Vostok | Russia | 100.0 |
| Sercel Holding SAS | France | 100.0 |
| Sercel SAS | France | 100.0 |
| Sercel-GRC | Oklahoma, United States of America | 100.0 |
| Sercel Inc. | Oklahoma, United States of America | 100.0 |
| Hebei Sercel-Junfeng Geophysical Prospecting Equipment Co. Ltd | China | 51.0 |
| Sercel Singapore Pte Ltd | Singapore | 100.0 |
| De Regt Marine Cables BV | Netherlands | 100.0 |

The following is a list of the other affiliates of the Applicants as of the date hereof, which are not subsidiaries of CGG S.A.

| Name | Place of incorporation | Percentage of voting securities owned by CGG |
|--|-------------------------------|---|
| CGG Eidesvik Ship Management AS | Norway | 49.0 |
| PT Elnusa-CGGVeritas Seismic | Indonesia | 49.0 |
| PTSC CGGVeritas Geophysical Survey Limited | Vietnam | 49.0 |
| Argas | Saudi Arabia | 49.0 |
| Seabed Geosolutions BV | The Netherlands | 40.0 |
| Veri-Illuq Geophysical Ltd | Canada | 49.0 |
| Yamoria Geophysical Ltd | Canada | 49.0 |
| Petroleum Edge Limited | United Kingdom | 50.0 |
| Reservoir Evaluation Services LLP | Kazakhstan | 49.0 |
| Global Seismic Shipping AS | Norway | 50.0 |

MANAGEMENT AND CONTROL

4. Directors and executive officers

The table below sets forth the names of, and all offices held by, each Applicant's directors and executive officers, as defined in Sections 303(5) and 303(6) of the Trust Indenture Act of 1939 (the "TIA") as of the date hereof.

On the restructuring effective date, all managers, directors and other members of the existing boards or governance bodies of the Applicants (unless such persons have resigned or been dismissed in accordance with applicable law), as applicable, will continue to hold office and will continue to have authority from and after such time, solely to the extent not expressly excluded in the roster of the applicable new boards of the Applicants following the restructuring. Pursuant to section 1129(a)(5) of the Bankruptcy Code, the Applicants will disclose in advance of the confirmation hearing by the US bankruptcy court the identity and affiliations of the individuals serving (or selected to serve) on the new boards, as well as those persons who are serving (or will serve) as an officer of any of the reorganized Applicants, if any. Each such director and officer shall serve from and after the restructuring effective date pursuant to the terms of the new organizational documents and other constituent documents of the reorganized Applicants.

The structure and composition of the Company's board of directors following the restructuring will be determined in consultation with funds owned, managed or advised by DNCA Finance ("DNCA") and the members of the ad hoc committee of holders of Senior Notes who have become and remain shareholders of the Company.

Under the Restructuring Plan, the structure and composition of the board of the Company will comply with the AFEP MEDEF Code in France and be determined as soon as practicable, but in any case no later than three (3) months after the restructuring effective date.

Alitheia Resources Inc.

| Directors and Executive Officers | Position |
|---|---|
| Vincent M. Thielen | Director, Treasurer, SVP Finance & Services |
| Colin Murdoch | Director |
| Luc Schlumberger | Director, President |
| Matthew Bognar | SVP MCNV Western Hemisphere |
| Chad Meintel | Secretary |
| The mailing address for each director and executive officer listed above is 10300 Town Park Drive, Houston, TX 77072, United States of America. | |

CGG S.A.

| Directors and Executive Officers | Position |
|--|------------------------------------|
| Remi Dorval | Chairman |
| Jean-Georges Malcor | Chief Executive Officer & Director |
| Loren Carroll | Independent Director |
| Michael Daly | Independent Director |
| Marie-Laetitia Vassort, permanent representative of Bpifrance Participations | Director |

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| | |
|-----------------------|-------------------------------|
| Didier Houssin | Director |
| Anne-France Laclide | Independent Director |
| Gilberte Lombard | Independent Director |
| Hilde Myrberg | Director |
| Robert Semmens | Director |
| Kathleen Sendall | Independent Director |
| Stéphane-Paul Frydman | Group Chief Financial Officer |
| Pascal Rouiller | Chief Operating Officer |
| Sophie Zurquiyah | Chief Operating Officer |

The mailing address for each director and executive officer listed above is Tour Maine Montparnasse, 33, avenue du Maine, 75015 Paris, France.

CGG Holding B.V.

| Directors and Executive Officers | Position |
|---|-------------------|
| Béatrice Place-Faget | Managing Director |
| Agathe Cottin | Managing Director |

The mailing address for each director and executive officer listed above is Bordewijklaan 58, 2591 XR Den Haag, Netherlands.

CGG Holding (U.S.) Inc.

| Directors and Executive Officers | Position |
|---|---|
| Vincent M. Thielen | Director and Treasurer, SVP Finance & Service |
| Colin Murdoch | Director and President |
| Stéphane-Paul Frydman | Director |
| Chad Meintel | Secretary |

The mailing address for each director and executive officer listed above is 10300 Town Park Drive, Houston, TX 77072, United States of America.

CGG Land (U.S.) Inc.

| Directors and Executive Officers | Position |
|---|---|
| Vincent M. Thielen | Director and Treasurer, SVP Finance & Service |
| Colin Murdoch | Director and President |
| Luc Schlumberger | EVP Latin America |
| Michael Bertness | VP US Land Library |
| Matthew Bognar | SVP MCNV Western Hemisphere |
| Gary Wilson | Country Manager |
| Chad Meintel | Secretary |

The mailing address for each director and executive officer listed above is 10300 Town Park Drive, Houston, TX 77072, United States of America.

CGG Marine B.V.

| Directors and Executive Officers | Position |
|---|-------------------|
| Eva Marina Rudin | Managing Director |
| Agathe Cottin | Managing Director |

The mailing address for each director and executive officer listed above is Bordewijklaan 58, 2591 XR Den Haag, Netherlands.

CGG Services (U.S.) Inc.

| Directors and Executive Officers | Position |
|---|---|
| Vincent M. Thielen | Director and Treasurer, SVP Finance & Service |
| Colin Murdoch | Director and President |
| Luc Schlumberger | Director and EVP MCNV Division |
| Matthew Bognar | SVP Marine MCNV Division |
| Jerry Young | SVP Processing & Imaging Division |
| Rob Mayer | SVP Hampson-Russell Reservoir Division |
| Michael Bertness | VP Land MCNV Division |
| Gary Wilson | Country Manager |
| Chad Meintel | Secretary |
| Sophie Zurquiyah | SEVP GGR |
| Oliver Guy | President Robertson |
| Mark Weber | SVP Robertson |
| Kamal Al-Yahya | VP Geosoftware |

The mailing address for each director and executive officer listed above is 10300 Town Park Drive, Houston, TX 77072, United States of America.

Viking Maritime Inc.

| Directors and Executive Officers | Position |
|---|---|
| Vincent M. Thielen | Director and Treasurer, SVP Finance & Service |
| Colin Murdoch | Director and President |
| Luc Schlumberger | Director |
| Yves Rastoin | EVP |
| Chad Meintel | Secretary |

The mailing address for each director and executive officer listed above is 10300 Town Park Drive, Houston, TX 77072, United States of America.

5. Principal owners of voting securities

The following table sets forth information as to each person owning 10% or more of the voting securities of each Applicant as of the date hereof.

Alitheia Resources Inc.

The table below lists ownership information concerning each person owning 10% or more of the voting securities of Alitheia Resources Inc., a Guarantor, as of the date hereof. Such ownership will not change as a result of consummation of the Plan of Reorganization.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned |
|---|--------------------------------|------------------------|---|
| CGG Services (U.S.) Inc. Address: 10300 Town Park Drive, Houston, TX 77072, USA CGG S.A. | Common shares | 1,000 | 100% |

The table below lists ownership information concerning each person owning 10% or more of the voting securities of the Company as of December 31, 2017.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned⁽¹⁾ |
|---|--------------------------------|------------------------|---|
| Bpifrance Participations S.A. (formerly named Fonds Stratégique d Investissement) | Ordinary shares | 2,069,686 | 9.35% (10.90% of voting rights) |

Address: 27-31 avenue du Général Leclerc,
94710 Maisons-Alfort Cedex, France

| | | | |
|------------------------|-----------------|---------|--------------------------------|
| IFP Energies Nouvelles | Ordinary shares | 107,833 | 0.49% (0.48% of voting rights) |
|------------------------|-----------------|---------|--------------------------------|

Address: 1-4 avenue de Bois-Préau, 92500
Rueil Malmaison, France

Note:

(1) The Restructuring Plan foresees a Rights Issue and also the issuance of new shares as well as various types of warrants (i.e., Backstop Warrants, Coordination Warrants, Warrants #1, Warrants #2 and Warrants #3), which will cause the ownership of the Company to change significantly upon consummation of the Restructuring Plan. To the Applicants' knowledge, as of December 31, 2017, Bpifrance and IFP Energies Nouvelles, who have previously indicated to the AMF that they vote in concert, held respectively 2,069,686 and 107,833 fully paid ordinary shares of the Company, giving Bpifrance and IFP Energies Nouvelles respectively 10.90% and 0.48% of the voting rights as of such date. The Company's *statuts* (constituent documents) provide that fully paid ordinary shares may be held in either registered form or bearer form at the option of the shareholder. As from May 22 1997, a double voting right is allocated to all registered form and fully paid-up shares registered in the name of the same holder for at least two years. Substantially all ordinary shares held by the Company's shareholders are presently held in bearer form and only a few double voting rights have been granted. As of December 31, 2017, the total number of outstanding ordinary shares was 22,133,149 and the total number of voting rights was 22,558,848. The share capital of the Company is composed of ordinary shares only.

On January 15, 2018, the board of directors of the Company authorized the reduction of the nominal value of each of its ordinary shares from 0.80 to 0.01.

CGG Holding B.V.

The table below lists ownership information concerning each person owning 10% or more of the voting securities of CGG Holding B.V., a Guarantor, as of the date hereof. Such ownership will not change as a result of consummation of the Plan of Reorganization.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned |
|--|-------------------------|-----------------|--|
| CGG S.A. Address: Tour Maine Montparnasse 33, avenue du Maine, 75015 Paris, France <i>CGG Holding (U.S.) Inc.</i> | Common shares | 4,690,512 | 100% |

The table below lists ownership information concerning each person owning 10% or more of the voting securities of CGG Holding (U.S.) Inc., a Guarantor, as of the date hereof. Such ownership will not change as a result of consummation of the Plan of Reorganization.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned |
|--------------------------------------|-------------------------|-----------------|--|
| CGG Holding B.V. | Common shares | 100 | 100% |

Address: Bordewijklaan 58, 2591 XR s Gravenhage,
the Netherlands

CGG Land (U.S.) Inc.

The table below lists ownership information concerning each person owning 10% or more of the voting securities of CGG Land (U.S.) Inc., a Guarantor, as of the date hereof. Such ownership will not change as a result of consummation of the Plan of Reorganization.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned |
|---|--------------------------------|------------------------|---|
| CGG Services (U.S.) Inc | Common shares | 1,000 | 100% |
| Address: 10300 Town Park Drive, Houston, TX 77072, USA | | | |
| <i>CGG Marine B.V.</i> | | | |

The table below lists ownership information concerning each person owning 10% or more of the voting securities of CGG Marine B.V., a Guarantor, as of the date hereof. Such ownership will not change as a result of consummation of the Plan of Reorganization.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned |
|---|--------------------------------|------------------------|---|
| CGG Holding B.V | Common shares | 759,180 | 100% |
| Address: Bordewijklaan 58, 2591 XR s Gravenhage, the Netherlands | | | |
| <i>CGG Services (U.S.) Inc.</i> | | | |

The table below lists ownership information concerning each person owning 10% or more of the voting securities of CGG Services (U.S.) Inc., a Guarantor, as of the date hereof. Such ownership will not change as a result of consummation of the Plan of Reorganization.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned |
|---|--------------------------------|------------------------|---|
| CGG Holding (U.S.) Inc. | Common shares | 1,000 | 100% |
| Address: 10300 Town Park Drive, Houston, TX 77072, USA | | | |
| <i>Viking Maritime Inc.</i> | | | |

The table below lists ownership information concerning each person owning 10% or more of the voting securities of Viking Maritime Inc., a Guarantor, as of the date hereof. Such ownership will not change as a result of consummation of the Plan of Reorganization.

| A. Name and complete mailing address | B. Title of class owned | C. Amount owned | D. Percentage of voting securities owned |
|---|--------------------------------|------------------------|---|
| CGG Services (U.S.) Inc. Address: 10300 Town Park Drive, Houston, TX 77072, USA | Common shares | 1,000 | 100% |

CAPITAL SECURITIES
7. Capitalization

The new organizational documents of the reorganized obligors prohibit the issuance of non-voting equity securities to the extent required pursuant to section 1123(a)(6) of the Bankruptcy Code.

Set forth below is certain information as to each authorized class of equity securities of the Applicants as of the date hereof (unless otherwise indicated).

Alitheia Resources Inc.

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|---|---|--|
| Ordinary shares, nominal value \$0.01 per share CGG S.A. | 1,000 | 1,000 |

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|--|---|--|
| Ordinary shares, nominal value 0.01 per share As from May 22, 1997, a double voting right is allocated to all registered and fully paid-up shares registered in the name of the same holder for at least two years. | 1,553,175,064 | 22,133,149 |

The double voting right ceases *ipso jure* for any share having been subject to a conversion to the bearer or a transfer of ownership subject to exceptions provided for by law.

Subject to the provisions set out above, each ordinary share, including each American depositary share (ADS) representing an ordinary share, is entitled to one vote per share on any matter presented to the holders of the ordinary shares, with holders of ADSs to vote through the depositary with respect to their ADSs as provided in the deposit agreement relating to the ADSs.

CGG Holding B.V.

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|------------------------------------|--|--|
| Ordinary shares, nominal value 100 | The authorized capital ceased to exist pursuant to an amendment of the articles of association dated October 10, 2013. | 4,690,512 |

CGG Holding (U.S.) Inc.

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|---|---|--|
| Ordinary shares, nominal value \$0.01 per share | 100 | 100 |

CGG Land (U.S.) Inc.

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|---|---|--|
| Ordinary shares, nominal value \$1.00 per share <i>CGG Marine B.V.</i> | 5,000 | 1,000 |

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|--|--|--|
| Ordinary shares, nominal value 100 per share | The authorized capital ceased to exist pursuant to an amendment of the articles of association dated October 10, 2013. | 759,180 |

CGG Services (U.S.) Inc.

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|--|---|--|
| Ordinary shares, nominal value \$0.10 per share <i>Viking Maritime Inc.</i> | 1,000 | 1,000 |

| Title of class | Amount authorized (number of shares) | Amount outstanding (number of shares) |
|---|---|--|
| Ordinary shares, nominal value \$0.01 per share | 1,000 | 1,000 |

Set forth below is certain information as to each authorized class of debt securities of the Company, guaranteed by the rest of the Applicants, as of December 31, 2017. The Applicants are not aware of any changes to these figures between December 31, 2017 and the date hereof.

| Title of class | Amount authorized | Amount outstanding |
|----------------------------------|-----------------------------------|---------------------------|
| 6.50% Senior Notes due 2021 | U.S.\$ 720,704,000 ⁽¹⁾ | U.S.\$ 675,625,000 |
| 5.875% Senior Notes due 2020 | 400,000,000 | 400,000,000 |
| 6.875% Senior Notes due 2022 | U.S.\$ 500,000,000 | U.S.\$ 419,636,000 |
| 1.75% Convertible Bonds due 2020 | N/A | 325,165,550 |
| 1.25% Convertible Bonds due 2019 | N/A | 34,933,352 |

Note:

- (1) Includes \$650,000,000 issued on May 31, 2011, \$58,554,000 issued on January 20, 2017 and \$12,150,000 issued on March 13, 2017.

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--|
| Exhibit T3A1 | Amended and Restated Certificate of Incorporation of Alitheia Resources Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3A2 | Articles of Association of CGG S.A. ⁽¹⁾ |
| Exhibit T3A3 | Deed of Amendment of Articles of Association of CGG Holding B.V. dated January 23, 2018. ⁽¹⁾ |
| Exhibit T3A4 | Amended and Restated Certificate of Incorporation of CGG Holding (U.S.) Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3A5 | Amended and Restated Certificate of Incorporation of CGG Land (U.S.) Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3A6 | Deed of Amendment of Articles of Association of CGG Marine B.V. dated January 23, 2018. ⁽¹⁾ |
| Exhibit T3A7 | Amended and Restated Certificate of Incorporation of CGG Services (U.S.) Inc., dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3A8 | Amended and Restated Certificate of Incorporation of Viking Maritime Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3B1 | Amended and Restated Bylaws of Alitheia Resources Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3B2 | Amended and Restated Bylaws CGG Holding (U.S.) Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3B3 | Amended and Restated Bylaws of CGG Land (U.S.) Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3B4 | Amended and Restated Bylaws of CGG Services (U.S.) Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3B5 | Amended and Restated Bylaws of Viking Maritime Inc. dated January 15, 2018. ⁽¹⁾ |
| Exhibit T3C | The form of indenture to be entered into by and among the Applicants, The Bank of New York Mellon, London Branch as trustee, principal paying agent, calculation agent, transfer agent and collateral agent as well as international collateral agent, The Bank of New York Mellon SA/NV, Luxembourg Branch as registrar and The Bank of New York Mellon as U.S. collateral agent. |
| Exhibit T3E* | Disclosure Statement Soliciting Acceptances of a Plan of Reorganization ⁽²⁾ . |
| Exhibit T3F* | TIA Cross Reference Sheet (included in the form of indenture filed herewith as Exhibit T3C). |
| Exhibit 25.1* | Statement of eligibility and qualification on Form T-1 of The Bank of New York Mellon. |
| Notes: | |

* Previously filed.

(1) Incorporated by reference to the Applicants' application for qualification of indenture under the Trust Indenture Act of 1939 on Form T-3/A dated January 26, 2018 (File Number: 022-29048).

(2) Incorporated by reference to the Applicant's Report on Form 6-K, dated August 30, 2017 (SEC File No. 001-14622).

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, each of the Applicants below have duly caused this Application, to be signed on its behalf by the undersigned, thereunto duly authorized and attested in the City of Paris, and the Republic of France, on the 26th day of January 2018.

CGG S.A.

Attest: /s/ Yves Goulard
Name: Yves Goulard
Title: SVP Group Treasurer

By: /s/ Jean-Georges Malcor
Name: Jean-Georges Malcor
Title: Chief Executive Officer

CGG HOLDING B.V.

Attest: /s/ Yves Goulard
Name: Yves Goulard
Title: SVP Group Treasurer

By: /s/ Beatrice Place-Faget
Name: Beatrice Place-Faget
Title: Managing Director

CGG MARINE B.V.

Attest: /s/ Yves Goulard
Name: Yves Goulard
Title: SVP Group Treasurer

By: /s/ Agathe Cottin
Name: Agathe Cottin
Title: Managing Director

Pursuant to the requirements of the Trust Indenture Act of 1939, each of the Applicants below have duly caused this Application, to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Houston, and the State of Texas, on the 26th day of January 2018.

(SEAL)

Attest: /s/ Chad Meintel
Name: Chad Meintel
Title: Secretary

ALITHEIA RESOURCES INC.

By: /s/ Vince Thielen
Name: Vince Thielen
Title: Treasurer

(SEAL)

Attest: /s/ Chad Meintel
Name: Chad Meintel
Title: Secretary

CGG HOLDING (U.S.) INC.

By: /s/ Vince Thielen
Name: Vince Thielen
Title: Treasurer

(SEAL)

Attest: /s/ Chad Meintel
Name: Chad Meintel
Title: Secretary

CGG LAND (U.S.) INC.

By: /s/ Vince Thielen
Name: Vince Thielen
Title: Treasurer

(SEAL)

Attest: /s/ Chad Meintel
Name: Chad Meintel
Title: Secretary

CGG SERVICES (U.S.) INC.

By: /s/ Vince Thielen
Name: Vince Thielen
Title: Treasurer

(SEAL)

Attest: /s/ Chad Meintel
Name: Chad Meintel
Title: Secretary

VIKING MARITIME INC.

By: /s/ Vince Thielen
Name: Vince Thielen
Title: Treasurer