17-11636-mg Doc 1 Filed		tered 06/14/17 15:49:31 L of 26	Main Document
Fill in this information to identify the case:	PU	. 01 20	
United States Bankruptcy Court for the:			
District of			
Case number (If known):	Chapter 15		Check if this is an amended filing

Official Form 401 Chapter 15 Petition for Recognition of a Foreign Proceeding 12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1.	Debtor's name			
2. Debtor's unique identifier		For non-individual debtors: Federal Employer Identification Number (EIN) Other Other Describe identifier For individual debtors: Social Security number: xxx - xx- Individual Taxpayer Identification number (ITIN): 9 xx - xx - Other Other		
3.	Name of foreign representative(s)			
4.	Foreign proceeding in which appointment of the foreign representative(s) occurred	(Commercial Court of Paris) France		
5.	Nature of the foreign proceeding	Check one: Foreign main proceeding Foreign nonmain proceeding Foreign main proceeding, or in the alternative foreign nonmain proceeding		
6.	Evidence of the foreign proceeding	A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached. A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached. Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.		
7.	Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?	 No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.) Yes 		

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 2 of 26

Debtor	Ca	se number (if known)		
8. Others entitled to notice	 (ii) all parties to litigation pending in the United State petition, and 	or bodies authorized to administer foreign proceedings of the debtor, o litigation pending in the United States in which the debtor is a party at the time of filing of this		
9. Addresses	Country where the debtor has the center of its main interests:	Debtor's registered office: Tour Maine Montparnasse		
		P.O. Box City State/Province/Region ZIP/Postal Code		
		Country		
	Individual debtor's habitual residence:	Address of foreign representative(s): Tour Maine Montparnasse		
	Number Street	Number Street		
	City State/Province/Region ZIP/Postal Code	City State/Province/Region ZIP/Postal Code		
	Country	Country		
10. Debtor's website (URL)				
11. Type of debtor	Check one: Non-individual (check one): Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1. Partnership Other. Specify:			

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 3 of 26

Debtor		Case number (if known)	
12. Why is venue proper in <i>this district</i> ?	 Debtor does not have a place of business of action or proceeding in a federal or state constant. If neither box is checked, venue is consistent. 	cipal assets in the United States are in this district. or assets in the United States, but the following ourt is pending against the debtor in this district: ent with the interests of justice and the convenience bught by the foreign representative, because:	
13. Signature of foreign representative(s)	equest relief in accordance with chapter 15 of title 11, United States Code. m the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the ief sought in this petition, and I am authorized to file this petition. ave examined the information in this petition and have a reasonable belief that the ormation is true and correct.		
	I declare under penalty of perjury that the f	foregoing is true and correct,	
	Signature of foreign representative Executed on MM / DD / YYYY	Printed name	
14. Signature of attorney	Signature of Attorney for foreign representation Printed name Firm name Number Street City Contact phone	Date tive MM / DD / YYYY State ZIP Code Email address	
	Bar number	State	

Attachment 1

Item 6: Certified Copy of Decision Commencing Foreign Proceeding

Pg 5 of 26

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TRIBUNAL DE COMMERCE DE PARIS

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PREVENTION ET SAUVEGARDE 2EME CHAMBRE

R.G.: 2017033581 P.C.: P201701575

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Par sa mise à disposition au greffe

JUGEMENT D'OUVERTURE DE SAUVEGARDE

SA CGG, Société anonyme, dont le siège social est Tour Maine Montparnasse 33 avenue du Maine 75015 Paris (RCS PARIS 1973B02947 / 969 202 241)

- M. Jean-Georges Malcor, 1 bis rue de la Paix 92100 Boulogne-Billancourt, directeur général, assisté de Maître Aymar de Mauléon avocat (JJ30).

- Mme Béatrice Place-Faget, 18 rue de Toul 75012 Paris, directrice juridique groupe, présente.

- Mme Irène Huard, 9 avenue de la Résidence 92160 Antony, représentant des salariés, présente.

- M. Thibaut Allemand, 9 square de la Résidence 92160 Antony, représentant du comité d'entreprise, présent,

- M. Renaud Montupet, 9 avenue Sainte Foy 92200 Neuilly sur seine, Directeur Alix Partners, présent.

- SELARL FHB, prise en la personne de Me Hélène Bourbouloux, 22 avenue Victoria 75001 Paris, sachant, présente.

PROCEDURE

Par déclaration en date du 9 juin 2017, la société CGG SA, dont le siège social est sis Tour Maine Montparnasse au 33, avenue du Maine, 75015 Paris, immatriculée au RCS de PARIS sous le numéro n° 969 202 241, sollicite l'ouverture d'une procédure de sauvegarde.

A l'appui de sa demande, les dirigeants communiquent l'ensemble des pièces prévues par les dispositions de l'article R621-1 du code de commerce.

Conformément aux dispositions de l'article R621-2 du code de commerce, les représentants légaux de l'entreprise ont été avisés par le greffier qu'ils devaient réunir le cas échéant le comité d'entreprise pour que soient désignées les personnes habilitées à être entendues par le tribunal et à exercer les voies de recours conformément aux dispositions de l'article L661-10 du code de commerce.

La demande a été communiquée au Ministère Public qui, avisé de la date d'audience, est présent à la chambre du conseil qui l'a examinée le 12 juin 2017.

Après avoir entendu les parties, le président a clos les débats et annoncé qu'un jugement serait rendu par mise à disposition au greffe le 14 juin 2017 à partir de 15h.

FAITS ET EXPOSE DE LA DEMANDE,

La société CGG (anciennement dénommée « Compagnie Générale de Géophysique -Veritas ») est la société faîtière du groupe CGG qui détient des filiales présentes dans de nombreux pays dont les États-Unis. Elle est cotée à la bourse de Paris depuis 1981 et à la bourse de New York depuis 1997.

Le groupe CGG emploie 5 766 salariés dans le monde, dont 1 393 en France, et a réalisé en 2016 un chiffre d'affaires de 1 195,5 millions de dollars US.

La société CGG a pour objet social de réaliser toutes affaires se rapportant à l'étude géophysique du sous-sol et du sol en tout pays, et ce pour le compte de tiers ou pour son *178271608*

LACU 14/06/2017 10:41:45 Page 1/4 (1)



Pg 6 of 26

2

propre compte, la participation directe ou indirecte dans toutes affaires, entreprises ou sociétés dont l'objet serait de nature à le favoriser, et plus généralement toutes opérations commerciales, industrielles, minières, mobilières ou immobilières s'y rapportant.

La société CGG a réalisé en 2016 un chiffre d'affaires de 49,1 millions d'euros. Elle emploie 33 personnes.

Pour financer son activité et ses acquisitions, la société CGG a conclu les contrats de financement suivants :

- un contrat de crédit renouvelable intitulé « Multicurrency Revolving Facility Agreement », conclu le 31 juillet 2013 pour un montant initial en principal de 325 000 000 dollars US, ramené à 300 000 000 dollars US, intégralement tiré à ce jour et devant être remboursé à hauteur de 25 000 000 dollars US à fin juillet 2017, et au plus tard le 15 juillet 2018 pour le solde ;

- deux émissions d'obligations convertibles, à savoir :

o une émission d'obligations à option de conversion et/ou d'échange en actions nouvelles ou existantes en date du 20 novembre 2012 pour un montant total initial de 360 000 000 euros, ramené à environ 34 900 000 euros à échéance au 1er janvier 2019,

o une émission d'obligations à option de conversion et/ou d'échange en actions nouvelles ou existantes en date du 26 juin 2015 pour un montant total initial de 325 100 000 euros, à échéance au 1er janvier 2020,

- plusieurs émissions obligataires à haut rendement (senior notes) de droit américain, à savoir :

o une émission d'obligations à échéance au 15 mai 2020 pour un montant total de 400 000 000 euros ;

o une émission d'obligations à échéance au 1er juin 2021 pour un montant total initial de 650 000 000 dollars US, s'élevant à ce jour à environ 675 600 000 dollars US ; et

o une émission d'obligations à échéance au 15 janvier 2022 pour un montant total initial de 500 000 000 dollars US, s'élevant à ce jour à environ 420 000 000 dollars US.

Par ailleurs, la société CGG s'est notamment portée garante des prêts souscrits par sa sous-filiale américaine CGG Holding (US) Inc, à hauteur de :

- 165 000 000 dollars US au titre d'un contrat de crédit renouvelable intitulé « Credit Agreement » en date du 15 juillet 2013 et remboursable au plus tard le 15 juillet 2018 ;

- 340 000 000 dollars US au titre d'un contrat de prêt in fine intítulé « Term Loan Credit Agreement » conclu le 19 novembre 2015 et remboursable au plus tard le 15 mai 2019.

Les difficultés rencontrées par la société sont principalement dues à la baisse du prix du baril de pétrole depuis 2013, qui a entrainé une baisse très importante des investissements de ses clients dans le domaine de l'exploration - production pétrolière et gazlère.

A compter de fin 2013, le groupe CGG a mis en œuvre un plan de transformation stratégique pour s'adapter à ce nouveau contexte économique.

Malgré tous ces efforts opérationnels, il apparait que l'endettement du groupe CGG n'est plus en adéquation avec ses capacités financières, dans un marché atone qui continue de peser sur le volume d'activité et les prix.

Au 30 avril 2017, la dette nette de la société CGG s'établissait à environ de 2 441 millions de dollars US (pour un taux de change de clôture euro/dollar de 1,09), soit environ 2 339 millions d'euros.

Dans ce contexte, la société CGG a entamé des discussions avec l'ensemble des parties prenantes dans leurs différentes juridictions pour parvenir à une solution de restructuration financière globale visant à adapter le niveau d'endettement et de charges financières du groupe à son volume d'activités et assurer ainsi sa pérennité.

Compte tenu du nombre de parties prenantes, de la complexité de la structure financière du groupe et de l'importance de la restructuration envisagée, la société CGG a sollicité et obtenu le 27 février 2017, la nomination de la SELARL FHB, prise en la personne de Maître Hélène Bourbouloux, en qualité de mandataire ad hoc pour une durée de cinq mois.

Au terme des négociations, un accord de principe a été trouvé entre la société CGG, un groupe de prêteurs seniors, un groupe de prêteurs obligataires et la société DNCA Finance



Pg 7 of 26

le 1er juin 2017. Cet accord de principe répond aux objectifs de la société CGG (i) de conversion totale en capital du principal de la dette non-sécurisée existante (obligations seniors et obligations convertibles),

(ii) d'extension des échéances des prêts seniors et

(iii) de flexibilité financière, grâce notamment à l'apport de nouvelles liquidités complémentaires pour faire face à divers scénarios d'activité.

C'est dans ces conditions que la société a sollicité l'ouverture d'une procédure de sauvegarde, afin de lui permettre de mettre en œuvre l'accord négocié le 1er juin 2017, étant précisé qu'elle en demandera la reconnaissance aux États-Unis dans le cadre d'une procédure de « Chapter 15 » du « Federal Bankruptcy Code ». La plupart des sociétés étrangères garantes des financements susvisés prévoient de demander en parallèle l'ouverture de procédures de « Chapter 11 » du « Federal Bankruptcy Code ».

La société indique souhaiter la désignation de la SELARL FHB prise en la personne de Me Hélène Bourbouloux et Me Gaël Couturier, comme administrateurs judiciaires.

Les représentants du comité d'entreprise se sont déclarés favorables à l'ouverture d'une procédure de sauvegarde.

Madame Felici, vice procureur de la république, entendue en ses observations, est favorable à l'ouverture d'une procédure de sauvegarde, et dit ne pas avoir d'objection à la désignation des administrateurs judiciaires proposés.

SUR CE,

Attendu qu'aux termes de l'article L620.1 du code de commerce, il peut être ouvert une procédure de sauvegarde à la demande d'un débiteur qui sans être en état de cessation des paiements justifie de difficultés qu'il n'est pas en mesure de surmonter,

Attendu que cette procédure est destinée à faciliter la réorganisation de l'entreprise, afin de permettre la poursuite de l'activité économique, le maintien de l'emploi et l'apurement du passif;

Attendu qu'il résulte des éléments fournis à l'audience qu'au jour de l'audience la société CGG n'est pas en état de cessation des paiements, justifiant d'un actif disponible de 17 787 502 euros en regard d'un passif exigible de 69 299 euros ;

Attendu qu'il résulte des faits exposés, des pièces communiquées et des informations recueillies en chambre du conseil que les difficultés rencontrées ne paraissent pas pouvoir être surmontées par le débiteur sans l'ouverture d'une procédure de sauvegarde ;

Attendu que les prévisions d'activité, de résultats et de trésorerie établies par les dirigeants ainsi que l'état des négociations avec les créanciers permettent de penser que la société pourra présenter un plan de restructuration et de remboursement de son passif ;

Attendu que les conditions d'ouverture d'une procédure de sauvegarde en vertu des dispositions de l'article L620.1 du code de commerce sont effectivement réunies ;

Attendu que la désignation d'un second administrateur judiciaire n'a pas un caractère obligatoire ;

Attendu que l'ouverture en France de la procédure de sauvegarde permettra à la société CGG de bénéficier de l'application du « Chapter 15 » du « Federal Bankruptcy Code » américain et qu'il sera précisé à cet effet que le directeur juridique groupe de la société CGG sollicitera en tant que « foreign representative », tel que désigné à cet effet par décision de Jean-Georges Malcor, directeur général, suite au conseil d'administration en date du 5 mai 2017, l'ouverture d'une procédure de « Chapter 15 » auprès du tribunal américain compétent.

Il conviendra en conséquence d'ouvrir une procédure de sauvegarde au profit de la société CGG SA, et de statuer ainsi qu'il suit.

PAR CES MOTIFS,

Le tribunal, après en avoir délibéré, statuant par jugement contradictoire en premier ressort,

Ouvre une procédure de sauvegarde au bénéfice de la société CGG SA, dont le siège social



LACU 14/06/2017 10:41:45 Page 3/4 (3)



Pg 8 of 26

4

est sis Tour Maine Montparnasse au 33, avenue du Maine, 75015 Paris, immatriculé au RCS de PARIS sous le numéro n° 969 202 241 et ayant pour activité toutes affaires se rapportant à l'étude géophysique du sous-sol et du sol, en tout pays et ce pour le compte de tiers ou son propre compte.

Désigne M. Jean-Pierre Bégon-Lours, juge commissaire.

Désigne la SELARL FHB, prise en la personne de Me Hélène Bourbouloux, 22 avenue Victoria 75001 Paris, administrateur judiciaire, avec une mission de surveillance.

Désigne la SALAFA MJA, prise en la personne de Me Lucile Jouve, 102 rue du Faubourg Saint Denis 75479 Paris Cedex 10, mandataire judiciaire.

Dit que Mme Béatrice Place-Faget, directrice juridique groupe, sollicitera, en tant que « foreign representative » de la société CGG SA désignée à cet effet par décision de Jean-Georges Malcor, en sa qualité de représentant légal de la société CGG SA suite au conseil d'administration en date du 5 mai 2017, l'ouverture d'une procédure de « Chapter 15 » du « Federal Bankruptcy Code » auprès du tribunal américain compétent.

Ouvre une période d'observation de 6 mois, selon les dispositions des articles L621-3 et R621-9 du code de commerce, soit jusqu'au 14 décembre 2017,

Fixe le délai de déclaration des créances imparti aux créanciers à deux mois à compter de la publication au BODACC du présent jugement,

Fixe à six mois de la publication au BODACC du présent jugement, le délai imparti au mandataire judiciaire pour établir la liste des créances déclarées selon les dispositions de l'article L624-1 du code de commerce.

Dit que le jugement est exécutoire de plein droit.

Dit que les dépens du présent jugement liquidés à la somme de 97,48 euros TTC dont 16,25euros de TVA, ainsi que les frais de publicité et de notification à venir seront portés en frais de sauvegarde.

Retenu à l'audience de la chambre du conseil du 12 juin 2017 où siégeaient :

MM Jean-Pierre Bégon-Lours, Louis Martin, Mme Sylvie Fayner, MM Michel Teytu, Alain Fargeaud,

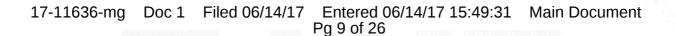
Délibéré par les mêmes juges,

Dit que le présent jugement est prononcé par sa mise à disposition au greffe de ce tribunal, les parties en ayant été préalablement avisées lors des débats dans les conditions prévues au deuxième alinéa de l'article 450 du code de procédure civile.

La minute du jugement est signée par M. Jean-Pierre Bégon-Lours, président du délibéré, et par M. Laurent Cuny, greffier,

En l'absence du Président du délibéré empêché, le présent jugement est signé par M. A. F.

out -



Tribunal de commerce de Paris

N° RG : 2017033581 14/06/2017 2 - PREVENTION ET SAUVEGARDE 2EME CHAMBRE

En conséquence, la République Française mande et ordonne à tous huissiers de justice, sur ce requis, de mettre ladite décision à exécution, aux procureurs généraux et aux procureurs de la République près les tribunaux de grande instance d'y tenir la main, à tous commandants et officiers de la force publique, de prêter main-forte, lorsqu'ils en seront légalement requis.

Pour EXPEDITION certifiée conforme et revêtue de la formule exécutoire.

Mr CUNY

Expédition délivrée le 14/06/2017

Le greffier,

Attachment 1A

Item 6: English Translation of Decision Commencing Foreign Proceeding

-1

COMMERCIAL COURT OF PARIS JUDGMENT PROVIDED ON JUNE 14, 2017 PREVENTION AND SAFEGUARDING 2ND CHAMBER By its provision to the registry SAFEGUARD OPENING JUDGMENT

General Registry: 2017033581 Exhibit: P201701575

SA CGG, a public limited company, whose registered office is Tower Maine Montparnasse, 33 avenue du Maine, 75015 Paris (RC PARIS 19736029471 969 202 241)

- Mr. Jean-Georges Malcor, 1 bis rue de la Paix, 92100 Boulogne-Billancourt, CEO, assisted by Aymar de Mauléon, attorney (JJ30).

- Mrs. Béatrice Place-Faget, 18 rue de Toul, 75012 Paris, Director of a legal group, present.

- Mrs. Irène Huard, 9 avenue de la Résidence, 92160 Antony, representative of the employees, present.

- Mr. Thibaut Allemand, 9 square de la Résidence, 92160 Antony, representative of the Works Council, present.

- Mr. Renaud Montupet, 9 avenue Sainte Foy, 92200 Neuilly sur seine, Director Alix Partners, present.

- SELARL FHB, in the person of Hélène Bourbouloux, 22 avenue Victoria, 75001 Paris, expert, present.

PROCEDURE

By a declaration dated June 9, 2017, the company CGG SA, whose registered office is at Tour Maine Montparnasse at 33, avenue du Maine, 75015 Paris, registered with the RC of PARIS under the number 969 202 241, solicits the opening of a safeguard procedure. In support of its request, the managers communicate all the documents required by the provisions of Article R621-1 of the Commercial Code. In accordance with the provisions of Article R621-2 of the Commercial Code, the legal representatives of the company were notified by the Registrar that they should, if necessary, meet with the Works Council to designate the persons entitled to be heard by the court and to exercise remedies in accordance with the provisions of Article L661-10 of the Commercial Code.

The request was communicated to the Public Prosecutor who, notified of the date of the hearing, examined it on June 12, 201 and is present in the Chamber of the Council.

After hearing the parties, the President closed the proceedings and announced that a judgment would be rendered by making available at the Registry on June 14, 2017 after 03.00 PM.

FACTS AND EXPLANATIONS OF THE REQUEST

CGG (formerly known as Compagnie Générale de Géophysique Ventas) is the umbrella company of the CGG Group, which has subsidiaries in many countries, including the United States. It has been listed on the Paris Stock Exchange since 1981 and on the New York Stock Exchange since 1997.

The CGG Group employs 5,766 people worldwide, out of which 1,393 in France, and achieved a turnover of US \$ 1,195 million in 2016.

The object of CGG is to carry out all matters relating to the geophysical study of the subsoil and soil in any country, on behalf of third parties or on its own behalf, the direct or indirect participation in any business, undertaking or company whose object is likely to favor that, and more generally any commercial, industrial, mining, movable or immovable business relating thereto. In 2016, CGG achieved a turnover of 49.1 million euros. It employs 33 persons.

In order to finance its business and acquisitions, CGG has entered into the following financing agreements

Registry of the Commercial Court of Paris LACU 06/14/2017 10:41:45 Page 1 out of 4 *

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[2 initials]

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 12 of 26

A revolving credit facility entitled "Multicurrency Revolving Facility Agreement" concluded on July 31, 2013 for an initial principal amount of US \$ 325,000,000, reduced to US \$ 300,000,000, fully drawn to date and to be repaid up to US \$ 25,000,000 by the end of July 2017 and by July 15, 2018 for the balance;
Two issues of convertible bonds, namely:

o An issue of bonds convertible into and/or exchangeable into new or existing shares on November 20, 2012 for an initial total amount of 360 million euros, reduced to approximately € 34 million euros maturing on January 1, 2019;

o An issue of bonds convertible into and/or exchangeable into new or existing shares on June 26, 2015 for an initial total amount of 325 million euros, maturing on January 1, 2020;

- A number of senior notes issued under US law, namely:

o An issue of bonds due on May 15, 2020 for a total amount of 400 million euros;

o An issue of bonds maturing on June 1, 2021, for an initial total amount of US \$ 650 million to date amounting approximately to US \$ 675,600,000; and

o An issue of bonds maturing on January 15, 2022 for an initial total amount of US \$ 500 million to date approximately US \$ 420 million.

In addition, CGG has, in particular, guaranteed the loans subscribed by its US sub-subsidiary CGG Holding (US) Inc. for:

- US \$ 165 million under a revolving credit agreement entitled "Credit Agreement" dated July 15, 2013 and repayable on or before July 15, 2018;

- US \$ 340 million under a "Term Loan Credit Agreement" concluded on November 19, 2015 and repayable on or before May 15, 2019.

The Company's difficulties are mainly due to the decline of the price of a barrel of oil since 2013, which has led to a significant decline in its customers' investments in oil and gas exploration and production. From the end of 2013, the CGG Group has implemented a strategic transformation plan to adapt to this new economic context. Despite all these operational efforts, it appears that the CGG group's debt is no longer in line with its financial capacity, in a sluggish market that continues to weigh on business volume and prices. As at April 30, 2017, CGG's net debt amounted to approximately US 2,441 million (for a euro/dollar closing exchange rate of 1.09), that is approximately $\in 2,339$ million. In this context, CGG began discussions with all stakeholders in their various jurisdictions in order to arrive at a comprehensive financial restructuring solution aimed at adapting the level of debt and financial expenses of the group to its volume of business, activities and ensure its sustainability. Given the number of stakeholders, the complexity of the Group's financial structure and the size of the planned restructuring, CGG applied for and received on February 27, 2017 the appointment of SELARL FHB, in the person of Maître Hélène Bourbouloux, attorney acting as an ad hoc agent for a period of five months. At the end of the negotiations, an agreement of principle was reached between CGG, a group of senior lenders, a group of bond lenders, and the Company DNCA Finance

That agreement in principle meets the goals of the CGG company

(i) of full conversion of the existing unsecured debt's principal into capital (high-yield notes and convertible bonds)

(ii) extension of the maturities of the loans and

(iii) financial flexibility, due in particular to the injection of new supplementary liquidities in order to face various activity scenarios.

It is in these conditions that the company requested the opening of safeguard proceedings, in order to allow it to implement the agreement negotiated in June 1 of 2017, on the understanding that it will request the

Registry of the Commercial Court of Paris LACU 06/14/2017 10:41:45 Page 2 out of 4 * 178271608 * [2 initials]

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 13 of 26

acknowledgement of the United States in the context of "Chapter 15" proceedings of the "Federal Bankruptcy Code". Most of the foreign companies that guarantee the abovementioned financings plan to simultaneously request the opening of "Chapter 11" proceedings of the "Federal Bankruptcy Code".

The company indicates that it wanted the appointment of SELARL FHB, represented by Mrs. Hélène Bourbouloux and Mrs. Gaël Couturier, as court-appointed administrators.

The representatives of the workers committee declared that they are in favor of the opening of safeguard proceedings.

Mrs. Felici, deputy public prosecutor, having made her comments, is favorable to the opening of safeguard proceedings, and said she had no objection to the appointment of the proposed administrators.

THEREUPON,

Whereas under article L. 620-1 of the French Commercial Code, safeguard proceedings may be commenced at the request of a debtor which, while not being cash-flow insolvent, accounts for difficulties it is not able to overcome;

Whereas such proceedings are intended to facilitate the reorganisation of the company, in order to allow continued economic activity, safeguard of jobs and discharge of liabilities;

Whereas it results from the information provided during the hearing that CGG is not cash-flow insolvent (in a state of *cessation des paiements*) as at the hearing day, making proof of available assets amounting to EUR 17,787,502 for due debts amounting to $\in 69,299$;

Whereas it results from the recited facts, disclosure materials and information collected *in camera* that the difficulties encountered may not be overcome by the debtor without the commencement of safeguard proceedings;

Whereas business, earnings and cash-flow forecasts established by the management as well as the status of the negotiations with the creditors suggest that the company will be able to submit a plan providing for its restructuring and the discharge of its liabilities;

Whereas conditions for the commencement of safeguard proceedings set forth in the provisions of article L. 620-1 of the French Commercial Code are effectively met;

Whereas the appointment of a second judicial administrator is not mandatory;

Whereas the commencement of safeguard proceedings in France will allow CGG to benefit from the application of the provisions of the Chapter 15 of the US Federal Bankruptcy Code and it will be stated in this respect that CGG's Group General Counsel will file a petition for the opening of Chapter 15 proceedings before the relevant US Court, in her capacity as foreign representative appointed to that effect by Jean-Georges Malcor's decision, in his capacity as Chief Executive Officer, following the board of directors meeting held on 5 may 2017.

Therefore, safeguard proceedings shall be commenced with respect to CGG SA and it shall be ruled as follows.

THEREFORE,

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 14 of 26

The Court, after having deliberated, in a contradictory ruling in first instance;

Opens safeguard proceedings in respect of CGG SA, whose registered office is located Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris, registered with the trade and company register of Paris under number 969 202 241 and whose activity consists in any matter relating to the soil and subsurface geophysical study, in all countries and on behalf of third parties or for its own account.

Appoints M. Jean-Pierre Bégon-Lours as supervising judge.

Appoints the SELARL FHB, acting through Maître Hélène Bourbouloux, 22 avenue Victoria 75001, as judicial administrator with the mission to supervise the debtor.

Appoints the SELAFA MJA, acting through Maître Lucile Jouve, 102 rue du Faubourg Saint Denis 75479 Paris Cedex 10, as creditors' representative.

Holds that Mrs. Béatrice Place-Faget, Group General Counsel, will file a petition for the opening of Chapter 15 proceedings of the US Federal Bankruptcy Code before the relevant US Court, in her capacity as foreign representative of CGG SA appointed to that effect by Jean-Georges Malcor's decision, in his capacity as legal representative of CGG SA, following the board of directors meeting held on 5 may 2017.

Opens a six-month observation period, pursuant to the provisions of articles L. 621-3 and R. 621-9 of the French Commercial Code, i.e. until 14 December 2017,

Sets at 2 months from the publication in BODACC of this ruling the time period during which the creditors can file a proof of claim;

Sets at 6 months from the publication in BODACC of this ruling the time period afforded to the creditors' representative to establish the list of claims which have been filed, pursuant to the provisions of article L. 624-1 of the French Commercial Code;

Holds that this ruling is enforceable by operation of law.

Holds that the costs of this ruling fixed at the amount of EUR 97.48, including EUR 16.25 of VAT, as well as the forthcoming publicity and notification expenses will be deemed to be safeguard costs.

For the hearing of the audience of the court chambers of June 12 of 2017, on which sat:

Mr. Jean-Pierre Bégon-Lours, Louis Martin, Mrs. Sylvie Fayner, Mr. Michel Teytu, Alain Fargeaud,

Deliberated by these judges,

It is declared that this ruling is made available for registering by the Court's Clerk, with the parties having been previously notified during the debates in accordance with the provisions of the second paragraph of article 450 of the Code of Civil Proceedings.

The deed of the ruling was signed Mr. Jean-Pierre Bégon-Lours, the presiding judge, and by Mr. Laurent Cuny, Clerk,

In the absence of the presiding judge,

The present ruling is signed by Mr. [Signature:] [Illegible]

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 15 of 26

Commercial Court of Paris

General Registry: 2017033581 June 14, 2016 PREVENTION AND SAFEGUARD 2ND CHAMBER

Consequently, the French Republic demands and orders all bailiffs, upon this requisition, to put the said decision into execution, to the General Prosecutors and Prosecutors of the Republic to the Courts of First Instance to uphold it, at all commanding officers and officers of law enforcement, to assist, when legally required.

For EXPEDITION certified true and bearing the executory form.

Issued on 06/14/2017

The Court Clerk, [Stamp of the Court Clerk, Mr. Cuny] [Seal of the Commercial Court of Paris] [Signature present]



City of New York, State of New York, County of New York

TransPerfect is ISO 9001:2008 & EN 15038:2006 certified

I, Angela Lo, hereby affirm that the following is to the best of my knowledge and belief, a true and accurate translation from French to English of the document:

"Safeguard opening ruling 2017-06-14-154041"

Angela Lo Signature

Sworn to before me this June 14, 2017

Signature Jotary Public



Stamp, Notary Public

Attachment 2

Item 7: Statement Identifying Pending Foreign Proceedings

Margot B. Schonholtz Robert H. Trust Christopher J. Hunker LINKLATERS LLP 1345 Avenue of the Americas New York, NY 10105 Telephone: (212) 903 9000 Facsimile: (212) 903 9100

Counsel to the Foreign Representative

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

CGG S.A.,¹

Debtor in a Foreign Proceeding.

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Chapter 15

Case No. 17-____(__)

DECLARATION OF FOREIGN REPRESENTATIVE PURSUANT TO SECTION 1515(C) OF THE BANKRUTPCY CODE

I, Béatrice Place-Faget, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury under the laws of the United States of America, as follows:

1. I am the duly authorized foreign representative (the "Foreign

Representative") of CGG S.A. ("CGG" or the "Foreign Debtor"), a French company in

reorganization proceedings under French law (the "Sauvegarde") currently pending before the

Tribunal de Commerce de Paris (Commercial Court of Paris) France (the "French Court").

2. I respectfully submit this statement, as required by section 1515(c) of title

11 of the United States Code (the "Bankruptcy Code"), in support of the verified petition filed

herewith seeking recognition by this Court of the Sauvegarde as a foreign main proceeding.

¹ The last four digits of the Foreign Debtor's federal employer identification number are 4402. The location of the Foreign Debtor's executive headquarters is Tour Maine Montparnasse, 33 Avenue du Maine, 75015 Paris, France.

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 19 of 26

3. Pursuant to the requirements of section 1515(c) of the Bankruptcy Code, to the best of my knowledge, the *Sauvegarde* is the only insolvency proceeding of any kind pending for the Foreign Debtor and, thus, is the only known "foreign proceeding" with respect to the Foreign Debtor as that term is defined in section 101(23) of the Bankruptcy Code.

4. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: June 14, 2017

/s/ Béatrice Place-Faget

Béatrice Place-Faget Executive Vice President General Secretary Group General Counsel

Authorized Foreign Representative of the Foreign Debtor

Attachment 3

Item 8: Disclosure Pursuant to FRBP Rule 1007(a)(4)

Margot B. Schonholtz Robert H. Trust Christopher J. Hunker LINKLATERS LLP 1345 Avenue of the Americas New York, NY 10105 Telephone: (212) 903 9000 Facsimile: (212) 903 9100

Counsel to the Foreign Representative

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

CGG S.A.,¹

Debtor in a Foreign Proceeding.

.....Х

Chapter 15

Case No. 17-____(__)

DISCLOSURE PURSUANT TO RULE 1007(a)(4) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

Béatrice Place-Faget, in her capacity as the duly authorized foreign representative (the "**Foreign Representative**") of CGG S.A. ("**CGG**" or the "**Foreign Debtor**"), a French company in reorganization proceedings under French law (the "*Sauvegarde*" or "**Safeguard Proceeding**") currently pending before the *Tribunal de Commerce de Paris* (Commercial Court of Paris) France (the "**French Court**"), hereby files this list pursuant to Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure and respectfully sets forth as follows:

¹ The last four digits of the Foreign Debtor's federal employer identification number are 4402. The location of the Foreign Debtor's executive headquarters is Tour Maine Montparnasse, 33 Avenue du Maine, 75015 Paris, France.

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 22 of 26

I. Administrators in Foreign Proceeding Concerning the Foreign Debtor

Béatrice Place-Faget is the duly authorized foreign representative of the Foreign Debtor in the Safeguard Proceeding. The Foreign Representative's address is: Tour Maine Montparnasse, 33 Avenue du Maine, 75015 Paris, France.

Jean Messinesi is the President of the Commercial Court of Paris, located at: 1 Quai de la Corse, 75004 Paris, France.

Mr. Bégon-Lours is the Supervisory Judge (*juge-commissaire*), Commercial Court of Paris, located at: 1 Quai de la Corse, 75004 Paris, France.

Selarl FHB, represented by Maître Hélène Bourbouloux is the Judiciary Administrator (*administrateur judiciaire*), located at: Tour CB21, 16 Place de L'Iris, 92040 Paris La Défense Cedex.

SELAFA MJA, represented by Lucile Jouve is the Creditors' Representative (*mandataire judiciaire*), located at: 102 rue du Faubourg Saint-Denis, 75479 Paris Cedex 10, France.

II. Entities Against Whom Provisional Relief is Sought Pursuant to 11 U.S.C. § 1519

The Foreign Representative is not seeking provisional relief at this time because she is not aware of any imminent threat to the Foreign Debtor's assets located in the United States or to the Safeguard Proceeding by virtue of actions in the United States. If circumstances change or the Foreign Representative becomes aware of additional facts, the Foreign Representative reserves all rights to seek provisional relief pursuant to section 1519 of the Bankruptcy Code to protect the Foreign Debtor and its assets.

III. <u>All Parties to Litigation Pending in the United States in which the Foreign</u> <u>Debtor is a Party at the Time of Filing of the Petition</u>

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 23 of 26

Neither the Foreign Representative nor the Foreign Debtor is party to any pending

litigation in the United States as of the date hereof.

Dated: New York, New York June 14, 2017

Respectfully submitted,

/s/ Robert H. Trust

Margot B. Schonholtz Robert H. Trust Christopher J. Hunker LINKLATERS LLP 1345 Avenue of the Americas New York, NY 10105 Telephone: (212) 903 9000 Facsimile: (212) 903 9100

Counsel to the Foreign Representative

Attachment 4

Item 11: Corporate Ownership Statement

Margot B. Schonholtz Robert H. Trust Christopher J. Hunker LINKLATERS LLP 1345 Avenue of the Americas New York, NY 10105 Telephone: (212) 903 9000 Facsimile: (212) 903 9100

Counsel to the Foreign Representative

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

CGG S.A.,¹

Debtor in a Foreign Proceeding.

.....Х

Chapter 15

Case No. 17-____ (___)

CORPORATE OWNERSHIP STATEMENT OF CGG S.A. PURSUANT TO BANKRUPTCY RULES 1007(a)(4) <u>AND 7007.1 AND LOCAL RULE 1007-3</u>

Béatrice Place-Faget, in her capacity as the duly authorized foreign representative (the "**Foreign Representative**") of CGG S.A. ("**CGG**" or the "**Foreign Debtor**"), a French company in reorganization proceedings under French law (the "*Sauvegarde*" or "**Safeguard Proceeding**") currently pending before the *Tribunal de Commerce de Paris* (Commercial Court of Paris) France (the "**French Court**"), hereby files the corporate ownership information required by Rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York.

¹ The last four digits of the Foreign Debtor's federal employer identification number are 4402. The location of the Foreign Debtor's executive headquarters is Tour Maine Montparnasse, 33 Avenue du Maine, 75015 Paris, France.

17-11636-mg Doc 1 Filed 06/14/17 Entered 06/14/17 15:49:31 Main Document Pg 26 of 26

As of May 31, 2017, no corporation directly or indirectly owns 10% or more of the outstanding equity interests in the Foreign Debtor. Bpifrance Participations, which is a finance company partially owned by the French state, owns 9.3% of the outstanding equity interests in the Foreign Debtor and controls 10.8% of the shareholder voting rights in respect of the Foreign Debtor.

Dated: New York, New York June 14, 2017

Respectfully submitted,

/s/ Robert H. Trust

Margot B. Schonholtz Robert H. Trust Christopher J. Hunker LINKLATERS LLP 1345 Avenue of the Americas New York, NY 10105 Telephone: (212) 903 9000 Facsimile: (212) 903 9100

Counsel to the Foreign Representative