

NEWELL RUBBERMAID INC  
 Form 4  
 May 16, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MONTGOMERY CYNTHIA ANN

2. Issuer Name and Ticker or Trading Symbol  
 NEWELL RUBBERMAID INC  
 [NWL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PKWY.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ATLANTA, GA 30328

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/14/2014	M		4,234		<u>(2)</u>	<u>(3)</u>	Common Stock	4,234

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTGOMERY CYNTHIA ANN C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328		X		

## Signatures

/s/ Christine E. Hermann, Attorney in Fact for Cynthia A. Montgomery 05/16/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share Newell Rubbermaid common stock.  
The reporting person shall become fully vested in his or her award upon the earlier of: (i) the first anniversary of the date of the grant of the award; or (ii) the date immediately preceding the date of the Company's 2015 annual meeting of shareholders, provided he or she remains in continuous service on the Board until such date, but the award may vest earlier in the event of death, disability or retirement.
  - (2) Prior to the vesting of the award, if the Company pays a dividend on its common stock, the reporting person will receive an amount in cash equal in value to the dividends that the reporting person would have received had the reporting person been the actual owner of the number of shares of Newell Rubbermaid common stock represented by the restricted stock units.
  - (3) Not applicable.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ottom"> (0.7) (0.7) (0.7)

Exchange differences on foreign currency translation (3)

0.6 0.3 9.5 10.4 0.2 **10.6**

**Other comprehensive income (1)+(2)+(3)**

**0.7 (0.4) 9.5 9.8 0.2 10.0**

Exchange differences on foreign currency translation generated by the mother company

Explanation of Responses:

7.6 7.6 **7.6**

Changes in consolidation scope and other

(0.9) (0.9) 0.3 **(0.6)**

**Balance at March 31, 2013**

*176,453,758 92.5 3,179.7 1,347.3 (20.2) (20.6) (8.0) 11.4 4,582.1 101.6 4,683.7*

Amounts in millions of U.S.\$, except share data	Number of Shares issued	Share capital	Additional paid-in capital	Retained earnings	Other reserves	Treasury shares	Income and expense	Equity attributable to Non-owners	CGGcontrolling interests	Total equity	
							Recognized directly	Cumulative adjustment			
Balance at January 1,	176,890,866	92.7	3,180.4	575.1	(46.1)	(20.6)	(7.6)	26.0	3,799.9	90.2	3,890.1

Explanation of Responses:

<b>2014</b>												
Capital increase												
Net income				(40.4)					(40.4)	1.4		(39.0)
Cost of share-based payment				2.9					2.9			2.9
Net gain (loss) on actuarial changes on pension plan (1)				(0.2)					(0.2)			(0.2)
Net gain (loss) on cash flow hedges (2)							(0.3)		(0.3)			(0.3)
Exchange differences on foreign currency translation (3)							(1.3)		(1.3)	(0.4)		(1.7)
<b>Other comprehensive income (1)+(2)+(3)</b>				<b>(0.2)</b>			<b>(0.3)</b>	<b>(1.3)</b>	<b>(1.8)</b>	<b>(0.4)</b>		<b>(2.2)</b>
Exchange differences on foreign currency translation generated by the mother company							(0.6)		(0.6)			(0.6)
Changes in consolidation scope and other				(0.1)			(0.1)		(0.2)			(0.2)
<b>Balance at March 31, 2014</b>	<b>176,890,866</b>	<b>92.7</b>	<b>3,180.4</b>	<b>537.3</b>	<b>(46.7)</b>	<b>(20.6)</b>	<b>(8.0)</b>	<b>24.7</b>	<b>3,759.8</b>	<b>91.2</b>		<b>3,851.0</b>

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

CGG S.A. ( the Company ) and its subsidiaries (together, the Group ) is a global participant in the geophysical and geological services industry, providing a wide range of data acquisition, processing and interpretation services as well as related imaging and interpretation software to clients in the oil and gas exploration and production business. It is also a global manufacturer of geophysical equipment.

Given that the Company is listed on a European Stock Exchange and pursuant to European regulation n°1606/2002 dated July 19, 2002, the accompanying interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ( IFRS ) and its interpretations as issued by the International Accounting Standards Board (IASB) and adopted by the European Union.

These interim condensed consolidated financial statements have been authorized by the Audit Committee on May 6, 2014 for issue.

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates due to the change in economic conditions, changes in laws and regulations, changes in strategy and the inherent imprecision associated with the use of estimates.

The interim condensed consolidated financial statements are presented in U.S.dollars and have been prepared on a historical cost basis, except for certain financial assets and liabilities that have been measured at fair value.

**Critical accounting policies**

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group s annual financial statements as of and for the year ended December 31, 2013 included in its report on Form 20-F for the year 2013 filed with the SEC on April 10, 2014.

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group s annual financial statements for the year ended December 31, 2013, except for the adoption of the following new Standards and Interpretations:

Amendment to IFRS7 / IAS32 Offsetting financial assets and financial liabilities

Amendments to IAS 36 Recoverable Amount Disclosures for Non-Financial Assets



Amendments to IAS 39 Financial Instruments – novation of derivatives and continuation of hedge accounting  
The adoption of these Standards and Interpretations had no significant impact on the Group’s interim financial statements.

At the date of issuance of these consolidated financial statements, the following Standards and Interpretations were issued but not yet adopted by the European Union and were thus not effective:

IFRS 9 Financial instrument – classification and valuation of financial assets

IFRIC 21 Levies – recognition of a liability for a levy imposed by a government

F-7

**Table of Contents**

Amendments to IAS 19 Defined Benefit Plans: Employee Contributions

Annual Improvements (2010-2012)

Annual Improvements (2011-2013)

We are currently reviewing these standards and interpretations to measure their potential impact on our consolidated financial statements.

***Use of judgment and estimates***

Key judgments and estimates used in the financial statements are summarized in the following table:

<b>Judgments and estimates</b>	<b>Key assumptions</b>
Fair value of assets and liabilities acquired through purchase price allocation	Pattern used to determine the fair value of assets and liabilities
Recoverability of client receivables	Assessment of clients' credit default risk
Valuation of investments	Financial assets fair value
	Equity method companies fair value
Amortization and impairment of multi-client surveys	Expected margin rate for each category of surveys
	Expected useful life of multi-client surveys
Depreciation and amortization of tangible and intangible assets	Assets useful lives
Recoverable value of goodwill and intangible assets	Expected geophysical market trends
	Discount rate (WACC)
Post-employment benefits	Discount rate
	Participation rate to post employment benefit plans
	Inflation rate
Provisions for risks, claims and litigations	Assessment of risks considering court rulings and attorney's positions
Revenue recognition	Contract completion rates
	Assessment of fair value of customer loyalty programs
	Assessment of fair value of contracts identifiable parts
Development costs	Assessment of future benefits of each project
Deferred tax assets	Hypothesis supporting the achievement of future taxable benefits

***Operating revenues***

Operating revenues are recognized when they can be measured reliably, and when it is likely that the economic benefits associated with the transaction will flow to the entity, which is at the point that such revenues have been realized or are considered realizable.

*Multi-client surveys*

Revenues related to multi-client surveys result from (i) pre-commitments and (ii) licenses after completion of the surveys ( after-sales ).

*Pre-commitments* generally, we obtain commitments from a limited number of customers before a seismic project is completed. These pre-commitments cover part or all of the survey area blocks. In return for the commitment, the customer typically gains the right to direct or influence the project specifications, advance access to data as it is being acquired, and favorable pricing. We record payments that we receive during periods of mobilization as advance billing in the balance sheet in the line item Advance billings to customers .

## **Table of Contents**

We recognize pre-commitments as revenue when production has started based on the physical progress of the project, as services are rendered.

*After sales* generally, we grant a license entitling non-exclusive access to a complete and ready for use, specifically defined portion of our multi-client data library in exchange for a fixed and determinable payment. We recognize after sales revenue upon the client executing a valid license agreement and being granted access to the data.

In case after sales agreements contain multiple deliverable elements, the revenue is allocated to the various elements based on specific objective evidence of fair value, regardless of any separate allocations stated within the contract for each element. Each element is appropriately accounted for under the applicable accounting standard.

*After sales volume agreements* we enter into a customer arrangement in which we agree to grant licenses to the customer for access to a specified number of blocks of the multi-client library. These arrangements typically enable the customer to select and access the specific blocks for a limited period of time. We recognize revenue when the blocks are selected and the client has been granted access to the data and if the corresponding revenue can be reliably estimated.

### *Exclusive surveys*

In exclusive surveys, we perform seismic services (acquisition and processing) for a specific customer. We recognize proprietary/contract revenues as the services are rendered. We evaluate the progress to date, in a manner generally consistent with the physical progress of the project, and recognize revenues based on the ratio of the project cost incurred during that period to the total estimated project costs as far as they can reliably be assessed.

The billings and the costs related to the transit of seismic vessels at the beginning of the survey are deferred and recognized over the duration of the contract by reference to the technical stage of completion.

In some exclusive survey contracts and a limited number of multi-client survey contracts, we are required to meet certain milestones. We defer recognition of revenue on such contracts until all milestones that provide the customer a right of cancellation or refund of amounts paid have been met.

### *Equipment sales*

We recognize revenues on equipment sales upon delivery to the customer when risks and rewards are fully transferred. Any advance billings to customers are recorded in current liabilities.

### *Software and hardware sales*

We recognize revenues from the sale of software and hardware products following acceptance of the product by the customer at which time we have no further significant vendor obligations remaining. Any advance billings to customers are recorded in current liabilities.

If an arrangement to deliver software, either alone or together with other products or services, requires significant production, modification, or customization of software, the entire arrangement is accounted for as a production-type contract, i.e. using the percentage of completion method.

If the software arrangement provides for multiple deliverables (e.g. upgrades or enhancements, post-contract customer support such as maintenance, or services), the revenue is allocated to the various elements based on specific objective evidence of fair value, regardless of any separate allocations stated within the contract for each element. Each element is appropriately accounted for under the applicable accounting standard.

**Table of Contents**

Maintenance revenues consist primarily of post contract customer support agreements and are recorded as advance billings to customers and recognized as revenue on a proportional performance basis over the contract period.

*Other geophysical sales/services*

Revenues from our other geophysical sales/services are recognized as the services are performed and, when related to long-term contracts, using the proportional performance method of recognizing revenues.

*Customer loyalty programs*

We may grant award credits to our main clients. These award credits are contractually based on cumulative services provided during the calendar year and attributable to future services.

These credits are considered as a separate component of the initial sale and measured at their fair value by reference to the contractual rates and the forecasted cumulative revenues for the calendar year. These proceeds are recognized as revenue only when the obligation has been fulfilled.

Multi-client surveys consist of seismic surveys to be licensed to customers on a non-exclusive basis. All costs directly incurred in acquiring, processing and otherwise completing seismic surveys are capitalized into the multi-client surveys (including transit costs when applicable). The value of our multi-client library is stated on our balance sheet at the aggregate of those costs less accumulated amortization or at fair value if lower. We review the library for potential impairment at each balance sheet date at the relevant level (independent surveys or groups of surveys).

***Multi-client surveys***

Multi-client surveys are classified into a same category when they are located in the same area with the same estimated sales ratio, such estimates generally relying on the historical patterns.

We amortize the multi-client surveys over the period during which the data is expected to be marketed using an amortization rate applied to recognized revenues.

Depending on the category of the survey, we generally use amortization rates from 50% to 80% corresponding to the ratio of total estimated costs over total estimated sales, unless specific indications lead to apply a different rate.

For all categories of surveys, starting from data delivery, a minimum straight-line depreciation scheme is applied over a five-year to seven year period, if total accumulated depreciation from the applicable amortization rate is below this minimum level.

***Development costs***

Expenditures on research activities undertaken with the prospect of gaining new scientific or technological knowledge and understanding are recognized in the income statement as expenses as incurred and are presented as Research and development expenses net . Expenditures on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, are capitalized if:

the project is clearly defined, and costs are separately identified and reliably measured,

the product or process is technically and commercially feasible,

we have sufficient resources to complete development, and

the intangible asset is likely to generate future economic benefits, either because it is useful to us or through an existing market for the intangible asset itself or for its products.

F-10

**Table of Contents**

The expenditures capitalized include the cost of materials, direct labor and an appropriate proportion of overhead. Other development expenditures are recognized in the income statement as expenses as incurred and are presented as Research and development expenses net .

Capitalized development expenditures are stated at cost less accumulated amortization and impairment losses.

We amortize capitalized developments costs over 5 years.

Research and development expenses in our income statement represent the net cost of development costs that are not capitalized, of research costs, offset by government grants acquired for research and development.

**NOTE 2 ACQUISITIONS AND DIVESTITURES**

None.

**NOTE 3 ANALYSIS BY OPERATING SEGMENT AND GEOGRAPHIC AREA**

Since February 1, 2013, as a result of the acquisition of the Fugro s Geoscience division, we organized our activities into three divisions which we also use as segments for our financial reporting. These segments are:

**Acquisition**, which comprises the following operating segments:

Marine: offshore seismic data acquisition undertaken by us on behalf of a specific client or for our Multi-client business line (internal activity);

Land and Airborne: other seismic data acquisition undertaken by us on behalf of a specific client, or for our Multi-client business line (internal activity);

**Geology, Geophysics & Reservoir ( GGR )**. This operating segment comprises the Multi-client business line (development and management of seismic surveys that we undertake and license to a number of clients on a non-exclusive basis) and the Subsurface Imaging and Reservoir business line (processing and imaging of geophysical data, reservoir characterization, geophysical consulting and software services, geological data library and data management solutions). Both business lines regularly combine their offerings, generating overall synergies between their respective activities.

**Equipment**, which comprises our manufacturing and sales activities for seismic equipment used for data acquisition, both on land and marine. We carry out the activity in the Equipment segment through our subsidiary Sercel.

Financial information by segment is reported in accordance with our internal reporting system and provides internal segment information that is used by the chief operating decision maker to manage and measure the performance.



As a complement to the operating income, EBIT is defined as one of our main performance indicator. EBIT is used by Management as a performance indicator because it captures the contribution to our results of the significant businesses that are managed through our joint-ventures. We define EBIT as operating income plus our share of income in companies accounted for under the equity method.

Inter-company transactions between segments are made at arm's length prices. They relate primarily to geophysical equipment sales made by the Equipment segment to the Acquisition segment and to services rendered by the Acquisition segment to the GGR segment for the multi-client seismic library.

These inter-segment revenues and the related earnings are eliminated in consolidation in the tables that follow under the column Eliminations and other .

F-11

**Table of Contents**

The inter-segment sales and the related earnings recognized by the Equipment segment are eliminated and presented in the tables that follow as follows: (i) operating income and EBIT for our Acquisition segment are presented after elimination of amortization expenses corresponding to capital expenditures between our Equipment segment and Acquisition segment; and (ii) capital expenditures for our Acquisition segment are presented after elimination of inter-segment margin.

Operating income and EBIT may include non-recurring items, which are disclosed in the reportable segment if material. General corporate expenses, which include Group management, financing, and legal activities, have been included in the column Eliminations and other in the tables that follow. The Group does not disclose financial expenses or financial revenues by segment because they are managed at the Group level.

Identifiable assets are those used in the operations of each segment. Unallocated and corporate assets consist primarily of financial assets, including cash and cash equivalents. Due to the constant changes in work locations, the group does not track its assets based on country of origin or ownership.

Capital employed is defined as total assets excluding cash and cash equivalents less (i) current liabilities excluding bank overdrafts and current portion of financial debt and (ii) non-current liabilities excluding financial debt.

The following tables also present operating revenues, operating income and EBIT by segment, and operating revenues by geographic area (by location of customers).

**Table of Contents***Analysis by operating segment*

	Three months ended March 31,									
	2014					2013				
In millions of U.S.\$,										
except for assets and capital employed in billions of U.S.\$	Acquisition	GGR	Equipment	Other	Total	Acquisition	GGR	Equipment	Other	Total
	Eliminations and Consolidated					Eliminations and Consolidated				
Revenues from unaffiliated customers	352.9	289.9	163.4		806.2	421.3	259.6	189.8		870.7
Inter-segment revenues	206.4		42.8	(249.2)		172.7		60.9	(233.6)	
<b>Operating revenues</b>	<b>559.3</b>	<b>289.9</b>	<b>206.2</b>	<b>(249.2)</b>	<b>806.2</b>	<b>594.0</b>	<b>259.6</b>	<b>250.7</b>	<b>(233.6)</b>	<b>870.7</b>
Depreciation and amortization (excluding multi-client surveys)	(77.7)	(16.4)	(9.9)		(104.0)	(88.4)	(12.0)	(11.4)		(111.8)
Depreciation and amortization of multi-client surveys		(80.2)			(80.2)		(71.6)			(71.6)
<b>Operating income</b>	<b>0.5</b>	<b>63.5</b>	<b>41.3</b>	<b>(70.8)</b>	<b>34.5</b>	<b>38.1</b>	<b>79.2</b>	<b>69.1</b>	<b>(34.6)</b>	<b>151.8</b>
Share of income in companies accounted for under equity method <sup>(1)</sup>	(16.2)	(0.3)			(16.5)	9.1	1.5			10.6
<b>Earnings before interest and tax<sup>(2)</sup></b>	<b>(15.7)</b>	<b>63.2</b>	<b>41.3</b>	<b>(70.8)</b>	<b>18.0</b>	<b>47.2</b>	<b>80.7</b>	<b>69.1</b>	<b>(34.6)</b>	<b>162.4</b>
Capital expenditures (excluding multi-client surveys) <sup>(3)</sup>	58.7	17.9	18.9	6.3	101.8	57.0	11.2	6.7	1.2	76.1
Investments in multi-client surveys, net cash		155.9			155.9		127.2			127.2

<b>Capital employed</b>	<b>2.6</b>	<b>2.9</b>	<b>0.8</b>		<b>6.3</b>	<b>3.3</b>	<b>2.7</b>	<b>0.8</b>		<b>6.8</b>
<b>Total identifiable assets</b>	<b>3.1</b>	<b>3.1</b>	<b>1.0</b>	<b>0.5</b>	<b>7.7</b>	<b>3.9</b>	<b>2.9</b>	<b>1.1</b>	<b>0.4</b>	<b>8.3</b>

- (1) Share of operating results of companies accounted for under equity method were U.S.\$(14.3) million and U.S.\$11.6 million for the three months ended March 31, 2014 and 2013, respectively.
- (2) For the three months ended March 31, 2014, eliminations and other included U.S.\$(17.2) million of general corporate expenses.
- GGR EBIT for the three months ended March 31, 2013 included a gain of U.S.\$19.8 million related to the sale of the Company's shareholding interest in Spectrum ASA.

For the three months ended March 31, 2013, eliminations and other included U.S.\$(13.5) million of general corporate expenses, U.S.\$(56.0) million of intra-group margin and U.S.\$34.9 million of non recurring items related to the acquisition of Fugro's Geoscience Division: (i) a gain of U.S.\$84.5 million related to the contribution of shallow-water and OBC assets to our Seabed joint-venture with Fugro; (ii) restructuring costs of U.S.\$(31.1) million related to the acquired vessels from Fugro; and (iii) acquisition costs of U.S.\$(18.5) million.

- (3) Capital expenditures include capitalized development costs of U.S.\$(15.9) million and U.S.\$(10.8) million for the three months ended March 31, 2014 and 2013, respectively.

**Table of Contents*****Analysis by geographic area***

The following table sets forth our consolidated operating revenues by location of customers, and the percentage of total consolidated operating revenues represented thereby:

<b>In millions of U.S.\$, except percentages</b>	<b>Three months ended March 31,</b>			
	<b>2014</b>		<b>2013</b>	
North America	215.0	27%	217.1	25%
Central and South Americas	131.8	16%	78.1	9%
Europe, Africa and Middle East	301.1	37%	378.8	43%
Asia Pacific	158.3	20%	196.7	23%
<b>Total</b>	<b>806.2</b>	<b>100%</b>	<b>870.7</b>	<b>100%</b>

**NOTE 4 RECEIVABLES**

In 2013 and 2014, we entered into several factoring agreements with various banks. As of March 31, 2014, we had transferred U.S.\$107.7 million of notes receivable compared to U.S.\$36.9 million as of December 31, 2013 under these agreements.

The risks retained by the Group are mainly the risk of payment delay up to 30 days and the risk of commercial litigation. Both have been historically low with the transferred clients.

As a consequence, the Group retained only non-significant amounts to the extent of its continuing involvement. Related costs recorded in operating income are not significant.

**NOTE 5 LITIGATION AND CONTINGENCIES**

The City of Rio de Janeiro has claimed U.S.\$48 million (103 million Brazilian reais) against Veritas do Brazil plus U.S.\$30 million (63 million Brazilian reais) to CGG do Brazil concerning tax on services (ISS) with respect to the years 2001 to 2008, which has been duly disputed.

Decisions in favor of Veritas do Brazil were rendered on appeal in August 2011 and May 2012. The municipality appealed to Supreme Court in June 2012 and Veritas do Brazil presented its defense in August 2012. The Superior Court of Justice refused the municipality's appeal in the case in 2013.

The Municipality did not timely appeal the decision before Supreme Court. As a consequence, from late February 2014, the litigation process is definitively ended with no reassessment.

**NOTE 6 SUBSEQUENT EVENTS*****Financial debt***

On April 23, 2014, CGG issued 400 million in aggregate principal amount of 5.875% Senior Notes due 2020 at par.

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The Company will use the net proceeds from this offering to finance the full repurchase of its OCEANE convertible bonds due January 2016 for 360 million in principal amount. The remaining net proceeds will be used to reimburse the 2015 instalment of the Fugro Vendor Loan.

On May 1, 2014, CGG issued U.S.\$500 million in aggregate principal amount of 6.875% Senior Notes due 2022 at par.

F-14

**Table of Contents**

The Company intends to use the net proceeds from this offering to redeem all of the U.S.\$225 million outstanding principal amount of its 9 1/2% Senior Notes due 2016 and will use the remaining net proceeds to redeem a portion of the U.S.\$400 million outstanding principal amount of its 7 3/4% Senior Notes due 2017.

***Purchase option over Geomar with Louis Dreyfus Armateurs Group (LDA)***

On November 27, 2013, we agreed with LDA to exercise a purchase option on the shares held by LDA in Geomar, the company owning the CGG Alizé vessel. This purchase took effect on April 1, 2014.

This transaction has no impact on the consolidation method of this subsidiary which remains fully consolidated. The change of ownership interests was accounted for as an equity transaction as of December 31, 2013.

***Condensed consolidating information for certain subsidiaries***

At March 31, 2014 the obligations to pay our outstanding Senior Notes are guaranteed by certain subsidiaries: CGG Canada Services Ltd, CGG Marine Resources Norge AS, CGG Holding (U.S.) Inc, Alitheia Resources Inc, CGG Land (U.S.) Inc., CGG Services (U.S.) Inc., Veritas Geophysical (Mexico) LLC, Veritas Investments Inc., Viking Maritime Inc., CGG Marine BV, CGG Holding BV as the Services guarantors , and Sercel Inc., Sercel Australia Pty Ltd, Sercel Canada Ltd and Sercel GRC Corp. as the Equipment guarantors .

**Table of Contents**

The following tables presents condensed consolidated financial information in IFRS as of and for the three months ended March 31, 2014 and 2013 for the Company, the Guarantor subsidiaries, the Non-Guarantor subsidiaries and the eliminations to arrive at CGG on a consolidated basis.

As of March 31, 2014	CGG	Services Guarantors	Equipment Guarantors	Non Guarantors	Consolidation Adjustments	Group Consolidated
			(in millions of U.S.\$)			
Goodwill		2,210.6	91.8	181.2		2,483.6
Intangible assets (including multi-client surveys)	35.9	703.1	30.5	845.8	(209.2)	1,406.1
Property, plant and equipment	102.3	727.6	45.1	933.0	(279.7)	1,528.3
Investment in affiliates	4,598.9	1,950.9	7.1	492.9	(7,049.8)	
Other non-current assets	2,442.8	581.2	4.9	487.8	(2,927.4)	589.3
Current assets	328.6	1,123.3	290.6	3,014.8	(2,580.8)	2,176.5
<b>Total assets</b>	<b>7,508.5</b>	<b>7,296.7</b>	<b>470.0</b>	<b>5,955.5</b>	<b>(13,046.9)</b>	<b>8,183.8</b>
Financial debt (including bank overdrafts, current and non-current portion)	2,657.2	2,381.3	0.1	722.6	(2,874.7)	2,886.5
Other non-current liabilities (excluding financial debt)	27.0	78.8	27.0	204.4	(22.8)	314.4
Current liabilities (excluding current portion of debt)	973.3	540.3	98.5	2,146.7	(2,626.9)	1,131.9
<b>Total liabilities (excluding equity)</b>	<b>3,657.5</b>	<b>3,000.4</b>	<b>125.6</b>	<b>3,073.7</b>	<b>(5,524.4)</b>	<b>4,332.8</b>
<b>Equity</b>	<b>3,851.0</b>	<b>4,296.3</b>	<b>344.4</b>	<b>2,881.8</b>	<b>(7,522.5)</b>	<b>3,851.0</b>
Operating revenues	1.9	185.8	80.3	927.2	(389.0)	806.2
Depreciation and amortization	1.9	92.8	3.0	103.9	(17.4)	184.2
Operating income (loss)	(15.0)	9.2	14.2	39.5	(13.4)	34.5
Equity in income of affiliates	34.6	23.4		(0.1)	(57.9)	
<b>Net income (loss) group share</b>	<b>(39.0)</b>	<b>(12.6)</b>	<b>9.7</b>	<b>(26.4)</b>	<b>29.3</b>	<b>(39.0)</b>
Cash flow from operating activities	7.7	(5.8)	5.5	156.6	(46.2)	117.8
Cash flow from investing activities	(1.5)	(148.9)	(8.5)	(167.7)	45.7	(280.9)
Cash flow from financing activities	(20.3)	136.4	(0.1)	(24.5)	0.4	91.9
Effect of exchange rates on cash					0.1	0.1
<b>Cash at opening</b>	<b>266.5</b>	<b>92.9</b>	<b>4.0</b>	<b>166.6</b>		<b>530.0</b>



<b>Cash at closing</b>	<b>252.4</b>	<b>74.6</b>	<b>0.9</b>	<b>131.0</b>	<b>458.9</b>
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F-16

**Table of Contents**

As of March 31, 2013	CGG	Services Guarantors	Equipment Guarantors	Non Guarantors	Consolidation Adjustments	Group Consolidated
		(in millions of U.S.\$)				
Goodwill		2,846.7	93.9	171.4		3,112.0
Intangible assets (including multi-client surveys)	26.1	587.2	31.2	671.8	(132.4)	1,183.9
Property, plant and equipment	102.4	645.2	39.5	1,180.8	(256.1)	1,711.8
Investment in affiliates	5,049.0	2,071.0	6.1	488.2	(7,614.3)	
Other non-current assets	1,257.0	114.9	6.2	250.5	(1,083.8)	544.8
Current assets	1,558.8	1,692.3	244.9	3,334.5	(4,527.6)	2,302.9
<b>Total assets</b>	<b>7,993.3</b>	<b>7,957.3</b>	<b>421.8</b>	<b>6,097.2</b>	<b>(13,614.2)</b>	<b>8,855.4</b>
Financial debt (including bank overdrafts, current and non-current portion)	2,516.0	1,096.7	0.4	135.9	(1,140.0)	2,609.0
Other non-current liabilities (excluding financial debt)	19.8	109.6	29.4	210.1	(43.7)	325.2
Current liabilities (excluding current portion of debt)	773.8	1,683.0	115.9	3,201.0	(4,536.2)	1,237.5
<b>Total liabilities (excluding equity)</b>	<b>3,309.6</b>	<b>2,889.3</b>	<b>145.7</b>	<b>3,547.0</b>	<b>(5,719.9)</b>	<b>4,171.7</b>
<b>Equity</b>	<b>4,683.7</b>	<b>5,068.0</b>	<b>276.1</b>	<b>2,550.2</b>	<b>(7,894.3)</b>	<b>4,683.7</b>
Operating revenues	2.7	196.1	123.2	958.9	(410.2)	870.7
Depreciation and amortization	1.8	91.3	3.2	105.2	(18.1)	183.4
Operating income (loss)	(30.6)	60.2	32.4	43.9	45.9	151.8
Equity in income of affiliates	(85.6)	43.2		(0.2)	42.6	
<b>Net income (loss) group share</b>	<b>79.1</b>	<b>37.9</b>	<b>21.8</b>	<b>10.7</b>	<b>(70.4)</b>	<b>79.1</b>
Cash flow from operating activities	(1,067.0)	1,099.6	(3.8)	141.4	(107.4)	62.8
Cash flow from investing activities	31.4	(1,079.5)	(1.0)	(60.9)	2.1	(1,107.9)
Cash flow from financing activities	(23.7)	(17.2)		(22.7)	84.6	21.0
Effect of exchange rates on cash					20.7	20.7
<b>Cash at opening</b>	<b>1,289.8</b>	<b>67.6</b>	<b>8.8</b>	<b>154.0</b>		<b>1,520.2</b>
<b>Cash at closing</b>	<b>230.5</b>	<b>70.5</b>	<b>4.0</b>	<b>211.8</b>		<b>516.8</b>

**Table of Contents**

**You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not offering the new notes in any jurisdiction where the offer is not permitted. We do not claim the accuracy of the information in this prospectus as of any date other than the date stated on the cover.**

**US\$500,000,000**

**CGG**

**Offer to Exchange**

**6.875% Initial Senior Notes due 2022**

**Guaranteed on a senior basis by certain subsidiaries**

**for**

**6.875% Exchange Senior Notes due 2022**

**Guaranteed on a senior basis by certain subsidiaries**

**PROSPECTUS**

We have not authorized anyone to give you any information or to make any representations about the transactions we discuss in this prospectus other than those contained herein or in the documents we incorporate herein by reference. If you are given any information or representations about these matters that is not discussed or incorporated in this prospectus, you must not rely on that information. This prospectus is not an offer to sell or a solicitation of an offer to buy securities anywhere or to anyone where or to whom we are not permitted to offer or sell securities under applicable law. The delivery of this prospectus does not, under any circumstances, mean that there has not been a change in our affairs since the date hereof. It also does not mean that the information in this prospectus or in the documents we incorporate herein by reference is correct after this date.



Table of Contents

**Part II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**ITEM 20. Indemnification of Directors and Officers**

As used in this Item 20, we, us and our refer to the entity in the corresponding heading.

**CGG**

The French Commercial Code prohibits provisions of *statuts* that limit the liability of directors. The French Commercial Code also prohibits a company from indemnifying its directors against liability. However, if a director is sued by a third party and ultimately prevails in the litigation on all counts, but is nevertheless required to bear attorneys' fees and costs, the company may reimburse those fees and costs pursuant to an indemnification arrangement with the director.

Our *statuts* do not expressly provide for indemnification by us of liabilities of our directors or officers in their capacity as such. However, we maintain officers' and directors' liability insurance, which insures against certain liabilities that officers and directors in our group companies may incur in such capacities, including liabilities arising under the U.S. securities laws, subject to certain exceptions.

**CGG Canada Services Ltd.**

Under the Business Corporations Act (Alberta), we may indemnify a present or former director or officer or a person who acts or acted at our request as a director or officer of a body corporate of which we are or were a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of us or that body corporate, if the director or officer acted honestly and in good faith with a view to our best interests, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. Such indemnification may be in connection with a derivative action only with court approval. Except in respect of a derivative action, a director or officer is entitled to indemnification from us as a matter of right if he was substantially successful on the merits of his defense of the action, fulfilled the conditions set forth above, and is fairly and reasonably entitled to indemnity. In addition, we may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to above. However, such person will be required to repay the funds advanced if he is not substantially successful on the merits, does not fulfill the conditions set forth above and is not fairly and reasonably entitled to the indemnity.

Subject to the limitations in the Business Corporations Act (Alberta), our by-law no. 1 provides that we will indemnify a director, or a former director or officer, or a person who acts or acted at our request as a director or officer of a body corporate of which we are or were a shareholder or creditor and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been our director or officer of such body corporate, if (a) he acted honestly in good faith with a view to our best interests; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. These provisions may be sufficiently broad to indemnify such persons for liabilities arising under the U.S. securities laws.

**CGG Marine Resources Norge AS**

Norwegian law provides that a director or the chief executive officer of a Norwegian company is liable for any loss or damage he has intentionally or negligently caused the company in the performance of his duties. The shareholders may, by a majority resolution at the general meeting, either hold liable or discharge from liability

## **Table of Contents**

such director or chief executive officer. Any discharge of liability will only be valid for intentional or negligent acts or omissions which the relevant director or chief executive officer has informed the shareholders of. Notwithstanding a decision at the general meeting to discharge a person from liability or to reject a proposal to hold a person liable, shareholders owning at least 10% of the share capital may within a limited period of time bring a claim predicated on such liability on behalf of the company. Our articles of association do not expressly provide for indemnification by us of liabilities of our directors or officers in their capacity as such.

### **Sercel, Inc. and Sercel-GRC Corp.**

The Oklahoma General Corporation Act allows us to indemnify each of our officers and directors against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any action, suit or proceeding brought by reason of the fact that such person is or has been our director, officer, employee or agent, or of any other corporation, partnership, joint venture, trust or other enterprise at our request, other than an action by us or in our right. Such indemnification may only be provided if the individual acted in good faith and in a manner he reasonably believed to be in or not opposed to our best interest, and with respect to any criminal action, the person seeking indemnification had no reasonable cause to believe that the conduct was unlawful. The Oklahoma General Corporation Act also allows us to indemnify our officers and directors for expenses, including attorneys' fees, actually and reasonably incurred in connection with the defense or settlement of any action or suit by us or in our right brought by reason of the person seeking indemnification being or having been our director, officer, employee or agent, or of any other corporation, partnership, joint venture, trust or other enterprise at our request, provided the actions were in good faith and were reasonably believed to be in or not opposed to our best interest. No indemnification shall be made in respect of any claim, issue or matter as to which the individual shall have been adjudged liable to us, unless and only to the extent that the court in which such action was decided has determined upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court deems proper.

The bylaws of both Sercel, Inc. and Sercel-GRC Corp. provide that we will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that such person is or was our director, officer, employee or agent, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgment, fines and amounts paid in settlement as provided in the Oklahoma General Corporation Act. These provisions may be sufficiently broad to indemnify such persons for liabilities arising under the U.S. securities laws.

### **Sercel Australia Pty Ltd.**

Section 199A(1) of the Corporations Act 2001 (Commonwealth) (the Corporations Act) provides that a company or a related body corporate must not exempt a person (whether directly or through an interposed entity) from a liability to the company incurred as an officer of the company.

Section 199A(2) of the Corporations Act provides that a company or a related body corporate must not indemnify a person (whether by agreement or by making a payment and whether directly or through an interposed entity) against any of the following liabilities incurred as an officer of the company:

a liability owed to the company or a related body corporate;

a liability for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 961M, 1317H, 1317HA or 1317HB of the Corporations Act; or

a liability that is owed to someone other than the company or a related body corporate that did not arise out of conduct in good faith.



**Table of Contents**

Section 199A(2) does not apply to a liability for legal costs.

Indemnification (as opposed to exemption) which falls outside this provision is permissible.

Section 199A(3) provides that a company or a related body corporate must not indemnify a person (whether by agreement or by making a payment and whether directly or through an interposed entity) against legal costs incurred in defending an action for a liability incurred as an officer of the company if the costs are incurred:

in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2); or

in defending or resisting criminal proceedings in which the person is found guilty; or

in defending or resisting proceedings brought by the Australian Securities and Investments Commission (ASIC) or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or

in connection with proceedings for relief to the person under the Corporations Act in which the court denies the relief.

Section 199B of the Corporations Act provides that a company or a related body corporate must not pay, or agree to pay, a premium for a contract insuring a person who is or has been an officer of the company against a liability (other than one for legal costs) arising out of:

conduct involving a willful breach of any duty in relation to the company; or

a contravention of the officer's duties under the Corporations Act not to improperly use their position or make improper use of information obtained as an officer.

Section 199C(2) of the Corporations Act provides that anything that purports to indemnify or insure a person against a liability, or exempt them from a liability, is void to the extent that it contravenes section 199A or 199B of the Corporations Act.

For the purpose of sections 199A and 199B, an officer of a company includes:

a director or secretary;

a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company;

a person who has the capacity to significantly affect the company's financial standing; and

a person in accordance with whose instructions or wishes the directors of the company are accustomed to act.

Our constitution provides that, to the extent permitted by law and without limiting our powers, we must indemnify each person who is, or has been, our director or secretary against any liability which results from facts or circumstances relating to the person serving or having served as a director, secretary or employee of us or any of our subsidiaries (a) other than a liability owed to us or a related body corporate, a liability for a pecuniary penalty order under section 1317G or a compensation order under section 1317H of the Corporation Act or a liability this is owed to someone (other than us or a related body corporate) and did not arise out of conduct in good faith (but this does not apply to a liability for legal costs) or (b) other than for legal costs incurred in defending an action for liability if the costs are incurred:

- (i) in defending or resisting civil proceedings in which the person is found to have a liability for which they could not be indemnified under paragraph (a); or
- (ii) is defending or resisting criminal proceedings in which the person is found guilty;

**Table of Contents**

(iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to be established;

(iv) in connection with proceedings for relief to the person under the Corporations Act in which the Court denies relief.

Paragraph (iii) does not apply to costs incurred in responding to actions brought by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order.

These provisions may be sufficiently broad to indemnify such persons for liabilities arising under the U.S. securities laws.

**Sercel Canada Ltd.**

Under the Business Corporations Act (New Brunswick) we may indemnify a present or former director or officer of our corporation or a person who acts or acted at our request as a director or officer of a body corporate of which we are or were a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of us or that body corporate, if the director or officer acted honestly and in good faith with a view to our best interests, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable ground for believing that his conduct was lawful. Such indemnification may be in connection with an action by or on behalf of our corporation or body corporate to procure a judgment in its favor only with court approval. A director or officer is entitled to indemnification from us as a matter of right if he was substantially successful on the merits, fulfilled the conditions set forth above, and is fairly and reasonably entitled to indemnity.

Our by-law no. 1 provides that, subject to subsections 81(2) and 81(3) of the Business Corporations Act (New Brunswick), except in respect to an action by or on behalf of our corporation or body corporate to procure a judgment in its favor, we will indemnify a director or officer, or a former director or officer, and each person who acts or acted at our request as a director or officer of a body corporate of which we are or were a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been our director or officer of such corporation or body corporate, if (a) he acted honestly in good faith with a view to our best interests; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. These provisions may be sufficiently broad to indemnify such persons for liabilities arising under the U.S. securities laws.

**CGG Services (U.S.) Inc., Veritas Land (U.S.) Inc., CGG Holding (U.S.) Inc., Veritas Investments Inc., Viking Maritime Inc. and Alitheia Resources Inc.**

Section 145 of the Delaware General Corporation Law permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action.

In a suit brought to obtain a judgment in the corporation's favor, whether by the corporation itself or derivatively by a stockholder, the corporation may only indemnify for expenses, including attorneys' fees, actually and reasonably incurred in connection with the defense or settlement of the case, and the corporation may not indemnify for amounts paid in satisfaction of a judgment or in settlement of the claim. In any such action, no indemnification may be paid in respect of any claim, issue or matter as to which such persons shall

**Table of Contents**

have been adjudged liable to the corporation except as otherwise provided by the Delaware Court of Chancery or the court in which the claim was brought. In any other type of proceeding, the indemnification may extend to judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such other proceeding, as well as to expenses (including attorneys' fees).

The statute does not permit indemnification unless the person seeking indemnification has acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation and, in the case of criminal actions or proceedings, the person had no reasonable cause to believe his conduct was unlawful. There are additional limitations applicable to criminal actions and to actions brought by or in the name of the corporation. The determination as to whether a person seeking indemnification has met the required standard of conduct is to be made (i) by a majority vote of a quorum of disinterested members of the board of directors, (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, (iii) by independent counsel in a written opinion, if such a quorum does not exist or if the disinterested directors so direct, or (iv) by the stockholders.

Prior to the merger of CGG and Veritas DGC (which was subsequently renamed CGG Holding (U.S.) Inc.) in January 2007, the restated certificate of incorporation and bylaws of Veritas DGC required it to indemnify its directors and officers to the fullest extent permitted under Delaware law. In addition, prior to the merger, Veritas DGC entered into indemnification agreements with each of its officers and directors providing for indemnification to the fullest extent permitted under Delaware law. CGG Holding (U.S.) Inc.'s restated certificate of incorporation limited the personal liability of a director to the company or its stockholders to damages for breach of the director's fiduciary duty.

Prior to the merger, Veritas DGC maintained insurance on behalf of its directors and officers and the directors and officers of its subsidiaries against certain liabilities that may be asserted against, or incurred by, such persons in their capacities as directors or officers, or that may arise out of their status as directors or officers of Veritas DGC or its subsidiaries, including liabilities under the federal and state securities laws.

The merger agreement provides that, for a period of six years following the effective time of the merger, CGG and CGG Holding (U.S.) Inc., as successor in interest to Veritas DGC, shall, jointly and severally, indemnify, defend and hold harmless the present and former officers, directors, employees and agents of Veritas DGC in such capacities to the fullest extent that Veritas DGC would have been required to do so in accordance with the provisions of each indemnification or similar agreement or arrangement with Veritas DGC. CGG and CGG Holding (U.S.) Inc. agreed that all rights to exculpation, advancement of expenses and indemnification for acts or omissions occurring prior to the merger now existing in favor of the current and former officers and directors of Veritas as provided in the certificate of incorporation, bylaws or any material contract of Veritas DGC, will survive the merger and continue in full force and effect in accordance with their terms.

The merger agreement further provided that, for a period of six years following the merger, CGG and CGG Holding (U.S.) Inc. shall take all necessary actions to ensure that CGG's directors' and officers' liability insurance continues to cover each officer and director of Veritas DGC, in each case so long as they remain employed or retained by CGG as an officer or director. CGG will also maintain a tail directors' and officers' liability insurance from an insurance carrier with the same or better credit rating as Veritas' current insurance carrier, with a claims period of six years from the merger, with respect to the directors and officers of Veritas who are currently covered by Veritas' existing directors and officers' liability insurance with respect to claims arising from facts or events that occurred before the merger, in an amount and scope and on terms and conditions no less favorable to such directors and officers than those in effect at the signing of the merger agreement.

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The current certificates of incorporation and bylaws of CGG Land (U.S.) Inc., CGG Services (U.S.) Inc., Veritas Investments Inc., Viking Maritime Inc., and Alitheia Resources Inc. require each corporation to indemnify its respective directors and officers to the fullest extent permitted under Delaware law.

**Table of Contents**

**Veritas Geophysical (Mexico) LLC**

Section 18-108 of the Delaware Limited Liability Company Act provides that, subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement, a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against all claims and demands whatsoever.

Veritas Geophysical (Mexico) LLC was formed under the laws of the State of Delaware. The operating agreement of Veritas Geophysical (Mexico) LLC provides, in effect, that, subject to certain limitations, it will indemnify its members, officers, directors, employees and agents of Veritas Geophysical (Mexico) LLC (collectively, the Covered Persons ), to the fullest extent permitted by applicable law, for any loss, damage or claim incurred by such Covered Person by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of Veritas Geophysical (Mexico) LLC and in a manner reasonably believed to be within the scope of authority conferred on such Covered Person by the operating agreement, except that no Covered Person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such Covered Person by reason of gross negligence or willful misconduct with respect to such acts or omissions; provided however, that any indemnity under the operating agreement shall be provided out of and to the extent of assets of Veritas Geophysical (Mexico) LLC only, and no Covered Person shall have any personal liability with respect to such indemnity.

To the fullest extent permitted by applicable law, expenses (including legal fees) incurred by a Covered Person in defending any claim, demand, action, suit or proceeding shall, from time to time, be advanced by Veritas Geophysical (Mexico) LLC prior to the final disposition of such claim, demand, action, suit or proceeding upon receipt by Veritas Geophysical (Mexico) LLC of an undertaking by or on behalf of the Covered Person to repay such amount if it shall be determined that the Covered Person is not entitled to be indemnified as authorized in the operating agreement.

A Covered Person shall be fully protected in relying in good faith upon the records of Veritas Geophysical (Mexico) LLC and upon such information, opinions, reports or statements presented to Veritas Geophysical (Mexico) LLC by any person as to matters the Covered Person reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of Veritas Geophysical (Mexico) LLC, including information, opinions, reports or statements as to the value and amount of the assets, liabilities, profits, losses or net cash flow or any other facts pertinent to the existence and amount of assets from which distributions to members might properly be paid.

To the extent that, at law or in equity, a Covered Person has duties (including fiduciary duties) and liabilities relating to such duties to Veritas Geophysical (Mexico) LLC or to any other Covered Person, a Covered Person acting under the operating agreement shall not be liable to Veritas Geophysical (Mexico) LLC or to any member for its good faith reliance on the provisions of the operating agreement. The provisions of the operating agreement, to the extent that they restrict the duties and liabilities of such Covered Person otherwise existing at law or in equity, are agreed by the parties to replace such other duties and liabilities of such Covered Person.

**CGG Holding B.V. and CGG Marine B.V.**

Under Dutch law, directors can be held liable by the company itself or by third parties. Although the Dutch Civil Code does not expressly provide for the indemnification of directors against any such liability, the concept of indemnification of directors of a company for liabilities arising from their actions as members of the management or supervisory board is, in principle, accepted in the Netherlands.

The articles of association of CGG Holding B.V. and CGG Marine B.V. do not provide for indemnification of directors by either company against liabilities to it or third parties, including expenses or amounts paid in settlement relating to claims, actions, suits or proceedings to which a director becomes a party as a result of his or her position.



**Table of Contents**

Although not constituting an indemnification, with respect to liability to either company it should be noted that the articles of association provide that in certain cases the general meeting of shareholders may resolve to release the directors from liability to the company for their actions in the course of managing the company, insofar as the exercise of such duties is reflected in the annual accounts or otherwise disclosed to the general meeting prior to the adoption of the annual accounts.

**Table of Contents****ITEM 21. Exhibits and Financial Schedules**

The following instruments and documents are included as Exhibits to this Registration Statement. Exhibits incorporated by reference are so indicated.

<b>Exhibit No</b>	<b>Exhibit</b>
3.1	English translation of the Articles of Association ( <i>statuts</i> ) of CGG. <sup>(1)</sup>
3.2	Articles of Amalgamation of CGG Canada Services Ltd. <sup>(2)</sup>
3.3	CGG Canada Services Ltd. Resolution of the Sole Shareholder. <sup>(2)</sup>
3.4	By-law No. 1 of CGG Canada Services Ltd. <sup>(2)</sup>
3.5	Articles of Association of CGG Marine Resources Norge AS. <sup>(3)</sup>
3.6	Amended Certificate of Incorporation of Opseis, Inc. (Sercel, Inc.), dated February 24, 1993. <sup>(2)</sup>
3.7	Certificate of Amendment of Certificate of Incorporation of Opseis, Inc. (Sercel, Inc.), dated December 23, 1996. <sup>(2)</sup>
3.8*	Amended and Restated Bylaws of Sercel, Inc.
3.9	Constitution of Sercel Australia Pty Ltd. <sup>(2)</sup>
3.10	Articles of Incorporation of Sercel Canada Ltd. <sup>(2)</sup>
3.11	Certificate of Amendment of Sercel Canada Ltd. <sup>(4)</sup>
3.12	By-Law No. 1 of Sercel Canada Ltd. <sup>(4)</sup>
3.13	Certificate of Incorporation of Volnay Acquisition Co. II (CGG Holding (U.S.) Inc.), dated September 5, 2006. <sup>(5)</sup>
3.14	Certificate of Amendment of Certificate of Incorporation of Volnay Acquisition Co. II (CGG Holding (U.S.) Inc.), dated January 12, 2007. <sup>(5)</sup>
3.15*	Certificate of Amendment of Certificate of Incorporation of CGGVeritas Holding (U.S.) Inc. (CGG Holding (U.S.) Inc.), dated May 31, 2012.
3.16*	Certificate of Amendment of Certificate of Incorporation of CGG Holding (U.S.) Inc., dated April 30, 2013.
3.17	Bylaws of CGGVeritas Services Holding (U.S.) Inc. (CGG Holding (U.S.) Inc.). <sup>(3)</sup>
3.18	Restated Certificate of Incorporation (with Amendments) of Veritas DGC Land Inc. (CGG Land (U.S.) Inc.), dated July 18, 2000. <sup>(5)</sup>
3.19	Certificate of Amendment of Certificate of Incorporation of CGGVeritas Land (U.S.) Inc. (CGG Land (U.S.) Inc.), dated December 19, 2007. <sup>(4)</sup>
3.20*	Certificate of Amendment of Certificate of Incorporation of CGG Land (U.S.) Inc., dated April 30, 2013.
3.21	Bylaws of Veritas DGC Land Inc. (CGG Land (U.S.) Inc.). <sup>(5)</sup>
3.22	Restated Certificate of Incorporation (with Amendments) of Digicon Geophysical Corp. (CGG

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Services (U.S.) Inc.), dated February 6, 2001.<sup>(5)</sup>

- 3.23 Certificate of Amendment of Certificate of Incorporation of CGGVeritas Services (U.S.) Inc (CGG Services (U.S.) Inc.), dated December 19, 2007.<sup>(4)</sup>
- 3.24\* Certificate of Amendment of Certificate of Incorporation of CGG Services (U.S.) Inc., dated April 30, 2013.
- 3.25 Bylaws of CGGVeritas Services (U.S.) Inc. (CGG Services (U.S.) Inc.).<sup>(3)</sup>

**Table of Contents**

<b>Exhibit No</b>	<b>Exhibit</b>
3.26	Restated Certificate of Incorporation (with Amendments) of Veritas Geophysical Inc. (Veritas Investments Inc.), dated February 6, 2001. <sup>(5)</sup>
3.27	Amended and Restated Bylaws of Veritas Investments Inc. <sup>(3)</sup>
3.28	Certificate of Incorporation of Viking Maritime Inc., dated March 29, 2001. <sup>(5)</sup>
3.29	Amended and Restated Bylaws of Viking Maritime Inc. <sup>(3)</sup>
3.30	Certificate of Formation of Veritas Geophysical (Mexico) LLC, dated February 20, 2001. <sup>(5)</sup>
3.31	Operating Agreement of Veritas Geophysical (Mexico) LLC. <sup>(5)</sup>
3.32	Certificate of Incorporation of Alitheia Resources Inc., dated June 29, 2004. <sup>(5)</sup>
3.33	Amended and Restated Bylaws of Alitheia Resources Inc. <sup>(3)</sup>
3.34*	Deed of Amendment of Articles of Association of CGGVeritas Holding B.V. (CGG Holding B.V.).
3.35*	Deed of Amendment of Articles of Association of CGGVeritas Marine B.V. (CGG Marine B.V.).
3.36*	Certificate of Incorporation of Sercel GRC, Inc. (Sercel-GRC Corp.) dated September 21, 2011.
3.37*	Certificate of Correction of Sercel Acquisition Corp. (Sercel-GRC Corp.) dated September 22, 2011.
3.38*	Amended Certificate of Incorporation of Sercel-GRC Corp. dated January 17, 2012.
3.39*	Bylaws of Sercel Acquisition Corp.
4.1	Mixed Capital Company Contract dated November 26, 2003 by and among Sercel SA, the Committee of the Hebei JunFeng Prospecting Equipment Company, the Dongfang Geological Prospecting Limited Liability Company, and the Xian General Factory for Oil Prospecting Equipment. <sup>(6)</sup>
4.2	Agreement between the Shareholders of CGG Ardiseis dated June 23, 2006 between Industrialization & Energy Services Company (TAQA) and us. <sup>(7)</sup>
4.3	Sale and Purchase Agreement relating to the Geoscience Business between Fugro N.V. (as the Seller) and CGGVeritas S.A. (CGG) (as the Purchaser), dated 23 September 2012. <sup>(1)</sup>
4.4	Joint Venture Agreement relating to Seabed Geosolutions B.V. between Fugro Consultants International N.V. and CGGVeritas S.A. (CGG) dated 27 January 2013. <sup>(1)</sup>
4.5	Joint Venture Agreement relating to Seabed Geosolutions B.V. between Fugro Consultants International N.V. and CGGVeritas S.A. (CGG) dated 27 January 2013. <sup>(1)</sup>
4.6	Amendment dated February 16, 2013 to the Joint-Venture Agreement relating to Seabed Geosolutions B.V. between Fugro Consultants International N.V. and CGGVeritas S.A. (CGG). <sup>(1)</sup>
4.7*	Indenture dated as of May 1, 2014 among the Registrants and The Bank of New York Mellon, as Trustee, which includes the form of the 6.875% Senior Notes due 2022 as an exhibit thereto.
4.8*	Registration Rights Agreement dated May 1, 2014 among the Registrants, Credit Suisse Securities (Europe) Limited, BNP Paribas, Merrill Lynch, Pierce, Fenner & Smith Incorporated,

and RBS Capital Markets, LLC.

- 5.1\* Opinion of Linklaters LLP, special U.S. counsel to the Registrants, as to the legality of the notes and the guarantees.
- 5.2\* Opinion of Linklaters LLP, special French counsel to CGG, as to the legality of the notes.
- 5.3\* Opinion of Linklaters LLP, special Dutch counsel to CGG Holding B.V. and CGG Marine B.V., as to the legality of their guarantees.

**Table of Contents**

<b>Exhibit No</b>	<b>Exhibit</b>
5.4*	Opinion of Blake, Cassels & Graydon LLP, special Alberta, Canada counsel to CGG Canada Services Ltd., as to the legality of its guarantee.
5.5*	Opinion of Advokatfirmaet Wiersholm, special Norwegian counsel to CGG Marine Resources Norge AS, as to the legality of its guarantee.
5.6*	Opinion of GableGotwals, special Oklahoma counsel to Sercel, Inc. and Sercel-GRC Corp., as to the legality of their guarantees.
5.7*	Opinion of McInnes Cooper, special New Brunswick, Canada counsel to Sercel Canada Ltd., as to the legality of its guarantee.
5.8*	Opinion of Allens, special New South Wales, Australia counsel to Sercel Australia Pty Ltd., as to the legality of its guarantee.
12.1*	Statement re Computation of Ratios.
23.1*	Consent of Linklaters LLP, special U.S. counsel to the Registrants (included in Exhibit 5.1).
23.2*	Consent of Linklaters LLP, special French counsel to CGG (included in Exhibit 5.2).
23.3*	Consent of Linklaters LLP, special Dutch counsel to CGG Holding B.V. and CGG Marine B.V. (included in Exhibit 5.3).
23.4*	Consent of Blake, Cassels & Graydon LLP, special Alberta, Canada counsel to CGG Canada Services Ltd. (included in Exhibit 5.4).
23.5*	Consent of Advokatfirmaet Wiersholm, special Norwegian counsel to CGG Marine Resources Norge AS (included in Exhibit 5.5).
23.6*	Consent of GableGotwals, special Oklahoma counsel to Sercel, Inc. and Sercel-GRC Corp. (included in Exhibit 5.6).
23.7*	Consent of McInnes Cooper, special New Brunswick, Canada counsel to Sercel Canada Ltd. (included in Exhibit 5.7).
23.8*	Consent of Allens, special New South Wales, Australia counsel to Sercel Australia Pty Ltd. (included in Exhibit 5.8).
23.9*	Consent of Ernst & Young et Autres.
23.10*	Consent of Ernst & Young et Autres and Mazars.
25.1*	Statement of Eligibility of Trustee.
99.1*	Form of Letter of Transmittal.
99.2*	Form of Notice of Guaranteed Delivery.
99.3*	Instructions to Registered Holder or DTC Participant.
99.4*	Form of Letter to Registered Holders and Depository Trust Company Participants.
99.5*	Form of Letter to Clients.

\* Filed herewith

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- (1) Incorporated by reference to CGG's Annual Report on Form 20-F for the year ended December 31, 2013 dated April 10, 2014. Pursuant to the rules of the SEC, the schedules and similar attachments to these agreement have not been filed therewith. We agree to furnish a copy of any omitted schedule to the SEC upon request.
- (2) Incorporated by reference to the Registrants' Registration Statement on Forms F-4 and S-4 (SEC File No. 333-126556), dated July 13, 2005, as amended.
- (3) Incorporated by reference to the Registrants' Registration Statement on Form F-4, dated September 27, 2011 (SEC File No. 333- 177040).
- (4) Incorporated by reference to the Registrants' Registration Statement on Form F-4, dated September 21, 2009 (SEC File No. 333-162041), as amended.

**Table of Contents**

- (5) Incorporated by reference to the Registrants' Registration Statement on Forms F-3 and S-3 (SEC File No. 333-140274), dated January 29, 2007.
- (6) Incorporated by reference to CGG's Report on Form 6-K dated May 13, 2004.
- (7) Incorporated by reference to CGG's Annual Report on Form 20-F for the year ended December 31, 2006, dated May 7, 2007.

We and our consolidated subsidiaries are party to several debt instruments under which the total amount of securities authorized does not exceed 10% of our total assets on a consolidated basis. We agree to furnish a copy of such instruments to the SEC upon request.

**ITEM 22. Undertakings**

The undersigned Registrants hereby undertake:

To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement;

To include any prospectus required by Section 10(a)(3) of the Securities Act;

To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.



For purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

To (i) respond to requests for information that is incorporated by reference into the Prospectus pursuant to Item 4, 10(b), 11, or 13 of Form F-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means; and (ii) arrange or provide for a facility in the United States for the purpose of responding to such requests. The undertaking in subparagraph (i) above includes information contained in documents filed subsequent to the effective date of the Registration Statement through the date of responding to the request.

To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the Registration Statement when it became effective.

**Table of Contents**

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrants, the Registrants have been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the Registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrants will, unless, in the opinion of their counsel, the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Paris, France, on July 3, 2014.

CGG

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Rémi Dorval  Rémi Dorval	Chairman of the Board of Directors
By:	/s/ Jean-Georges Malcor  Jean-Georges Malcor	Chief Executive Officer and Director (principal executive officer)
By:	/s/ Stéphane-Paul Frydman  Stéphane-Paul Frydman	Chief Financial Officer (principal financial and accounting officer)
By:	/s/ Olivier Appert  Olivier Appert	Director

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By: /s/ Loren Carroll Director

Loren Carroll

By: /s/ Agnès Lemarchand Director

Agnès Lemarchand

By: /s/ Gilberte Lombard Director

Gilberte Lombard

**Table of Contents**

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Hilde Myrberg Hilde Myrberg	Director
By:	/s/ Robert Semmens Robert Semmens	Director
By:	/s/ Kathleen Sendall Kathleen Sendall	Director
By:	/s/ Daniel Valot Daniel Valot	Director
By:	/s/ Terence Young Terence Young	Director
By:	/s/ Chad Meinte Chad Meintel	Authorized representative of CGG in the United States

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Paris, France, on July 3, 2014.

CGG HOLDING B.V.

/s/ Christian Klemt

By: Christian Klemt

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Christian Klemt  Christian Klemt	Managing Director (principal executive,  financial and accounting officer)
By:	/s/ Beatrice Place-Faget  Beatrice Place-Faget	Managing Director
By:	/s/ Chad Meintel  Chad Meintel	Authorized representative of CGG Holding  B.V. in the United States

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Paris, France, on July 3, 2014.

CGG MARINE B.V.

/s/ Christian Klemt

By: Christian Klemt

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Christian Klemt  Christian Klemt	Managing Director (principal executive,  financial and accounting officer)
By:	/s/ Benoît Ribadeau-Dumas  Benoît Ribadeau-Dumas	Managing Director
By:	/s/ Chad Meintel  Chad Meintel	Authorized representative of CGG Marine B.V.  in the United States

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on July 3, 2014.

CGG HOLDING (U.S.) INC.

/s/ Colin Murdoch

By: Colin Murdoch

Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Colin Murdoch  Colin Murdoch	President (principal executive officer) and Director
By:	/s/ Vincent Thielen  Vincent Thielen	Treasurer and Senior Vice president  Finance and Services (principal financial and accounting officer) and Director
By:	/s/ Stéphane-Paul Frydman  Stéphane-Paul Frydman	Director



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on July 3, 2014.

CGG LAND (U.S.) INC.

/s/ Colin Murdoch

By: Colin Murdoch

Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Colin Murdoch  Colin Murdoch	President (principal executive officer) and Director
By:	/s/ Vincent Thielen  Vincent Thielen	Treasurer and Senior Vice president Finance and Services (principal financial and accounting officer) and Director

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on July 3, 2014.

CGG SERVICES (U.S.) INC.

/s/ Colin Murdoch

By: Colin Murdoch

Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Colin Murdoch  Colin Murdoch	President (principal executive officer) and Director
By:	/s/ Vincent Thielen  Vincent Thielen	Treasurer and Senior Vice president Finance and Services (principal financial and accounting officer) and Director
By:	/s/ Luc Schlumberger  Luc Schlumberger	Director

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on July 3, 2014.

VERITAS INVESTMENTS INC.

/s/ Colin Murdoch

By: Colin Murdoch

Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Colin Murdoch  Colin Murdoch	President (principal executive officer) and Director
By:	/s/ Vincent Thielen  Vincent Thielen	Treasurer and Senior Vice president Finance and Services (principal financial and accounting officer) and Director
By:	/s/ Luc Schlumberger  Luc Schlumberger	Director

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on July 3, 2014.

VIKING MARITIME INC.

/s/ Colin Murdoch  
 By: Colin Murdoch  
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Colin Murdoch  Colin Murdoch	President (principal executive officer) and Director
By:	/s/ Vincent Thielen  Vincent Thielen	Treasurer and Senior Vice president Finance and Services (principal financial and accounting officer) and Director
By:	/s/ Luc Schlumberger  Luc Schlumberger	Director

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on July 3, 2014.

VERITAS GEOPHYSICAL (MEXICO) LLC

/s/ Colin Murdoch

By: Colin Murdoch

Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Colin Murdoch  Colin Murdoch	President (principal executive officer) and Director
By:	/s/ Vincent Thielen  Vincent Thielen	Treasurer and Senior Vice president Finance and Services (principal financial and accounting officer) and Director

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on July 3, 2014.

ALITHEIA RESOURCES INC.

/s/ Luc Schlumberger  
 By: Luc Schlumberger  
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Luc Schlumberger  Luc Schlumberger	President (principal executive officer) and Director
By:	/s/ Vincent Thielen  Vincent Thielen	Treasurer and Senior Vice president Finance and Services (principal financial and accounting officer) and Director
By:	/s/ Colin Murdoch  Colin Murdoch	Director

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Nantes, France, on July 3, 2014.

SERCEL, INC.

/s/ Pascal Rouiller

By: Pascal Rouiller

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Pascal Rouiller  Pascal Rouiller	Chief Executive Officer (principal executive officer) and Director
By:	/s/ Ken Fitts  Ken Fitts	Chief Financial Officer (principal financial and accounting officer) and Director
By:	/s/ George Wood  George Wood	Director
By:	/s/ Arnaud Surpas  Arnaud Surpas	Director

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By: /s/ Alain Tisserand Director

Alain Tisserand

By: /s/ Pierre Baliguet Director

Pierre Baliguet



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Nantes, France, on July 3, 2014.

SERCEL-GRC CORP.

/s/ Arnaud Surpas

By: Arnaud Surpas

Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Arnaud Surpas  Arnaud Surpas	President (principal executive officer) and Director
By:	/s/ George Wood  George Wood	Treasurer (principal financial and accounting officer) and Director
By:	/s/ Gérard Dufoulon  Gérard Dufoulon	Director
By:	/s/ Ken Fitts  Ken Fitts	Director

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Oslo, Norway, on July 3, 2014.

CGG MARINE RESOURCES NORGE AS

/s/ Marianne Lefdal  
 By: Marianne Lefdal  
 Title: General Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Marianne Lefdal  Marianne Lefdal	General Manager (principal executive officer) and Director
By:	/s/ Christian Klemt  Christian Klemt	Chief Financial Officer (principal financial and accounting officer)
By:	/s/ Rolf Erik Rolfsen  Rolf Erik Rolfsen	Director and Chairman
By:	/s/ Yves Goulard  Yves Goulard	Director

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By: /s/ Eva Rudin Director  
Eva Rudin

By: /s/ Chad Meintel Authorized representative of CGG Marine Resources  
Norge AS in the United States  
Chad Meintel

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Nantes, France, on July 3, 2014.

SERCEL CANADA LTD.

/s/ Pascal Rouiller

By: Pascal Rouiller

Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Pascal Rouiller  Pascal Rouiller	President (principal executive officer) and Director
By:	/s/ Ken Fitts  Ken Fitts	Treasurer (principal financial and accounting officer) and Director
By:	/s/ George Wood  George Wood	Director
By:	/s/ Arnaud Surpas  Arnaud Surpas	Director

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By: /s/ Chad Meintel Authorized representative of Sercel Canada Ltd. in the  
Chad Meintel United States

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Nantes, France, on July 3, 2014.

SERCEL AUSTRALIA PTY LTD.

/s/ Pascal Rouiller

By: Pascal Rouiller

Title: Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Pascal Rouiller Pascal Rouiller	Chairman (principal executive officer) and Director
By:	/s/ Gérard Dufoulon Gérard Dufoulon	Director (principal financial and accounting officer)
By:	/s/ Chad Meintel Chad Meintel	Authorized representative of Sercel Australia Pty Ltd. in the United States

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Alberta, Province of Alberta, on July 3, 2014.

CGG CANADA SERVICES LTD.

/s/ Dave Tam  
 By: Dave Tam  
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2014.

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Yves Goulard and Stéphane-Paul Frydman, and each of them acting individually as his or her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, in any and all capacities, to sign on his or her behalf any or all amendments, (including post-effective amendments) and supplements to this registration statement and any registration statements filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933 relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

	<b>Signatures</b>	<b>Title</b>
By:	/s/ Dave Tam  Dave Tam	President (principal executive officer)
By:	/s/ Grant Duncan  Grant Duncan	Treasurer (principal financial and accounting officer) and Director
By:	/s/ Kent Milani  Kent Milani	Director
By:	/s/ Chad Meintel	Authorized representative of CGG Canada Services Ltd. in the United States

Chad Meintel