

CGG VERITAS
Form F-3ASR
January 29, 2007

As filed with the Securities and Exchange Commission on January 29, 2007
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Forms F-3* and S-3*
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
Compagnie Générale de Géophysique-Veritas
(Exact Name of Registrant as Specified in its Charter)
General Geophysics Company
(Translation of Registrant's Name into English)

Republic of France
*(State or Other Jurisdiction of
Incorporation or Organization)*

Tour Maine-Montparnasse
33 avenue de Maine
BP 191
75755 Paris CEDEX 15
France
(33) 1 64 47 45 00

Not Applicable
*(I.R.S. Employer
Identification No.)*

*(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)*

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8400

*(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)*

Copies to:

Beatrice Place-Faget
Corporate General Counsel
Tour Maine-Montparnasse
33, avenue du Maine
75755 Paris Cedex 15
+33 1 64 47 45 00

Thomas N. O Neill III
Linklaters
25, rue de Marignan
75008 Paris
France
+33 1 56 43 56 43

William P. Rogers, Jr.
Cravath, Swaine & Moore LLP
City Point
One Ropemaker Street
London EC2Y 9HR
United Kingdom
+44 207 453 1000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earliest effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered/Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Senior Notes	\$ 600,000,000(1)	\$ (3)
Guarantees of Senior Notes	(2)	None

(1) Estimated solely for the purpose of calculating the registration fee.

(2) No separate consideration will be received for the Guarantees.

(3) The Registrants have elected to rely on Rule 456(b) and Rule 457(r) of the Securities Act of 1933, as amended, to defer payment of the registration fee.

Table of Additional Registrants

Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Principal Executive Offices	State or Other Jurisdiction of Incorporation	I.R.S. Employer Identification No.
CGG Americas Inc. 16430 Park Ten Place Houston, Texas 77084 (1) 281 646 2400	Texas	74 - 1596771
CGG Canada Services Ltd. 450, 808-4th Avenue SW Calgary, Alberta TP3 E8 Canada (1) 403 266 1011	Alberta, Canada	
CGG Marine Resources Norge A/ S OH Bangs Vei 70 N-1363 Høvik Norway (47) 67 11 34 72	Norway	
Sercel, Inc. 17200 Park Row Houston, Texas 77084 (1) 281 492 6688	Oklahoma	73 - 1396603
Sercel Canada Ltd. 1108 55th Avenue, NE Calgary, Alberta TZE 6Y Canada (1) 403 275 3544	New Brunswick, Canada	
Sercel Australia Pty Ltd. 274 Victoria Road Rydalmere, New South Wales 2116 Australia (61) 2 8832 5500	New South Wales, Australia	
CGGVeritas Services Inc. 10300 Town Park Drive Houston, Texas 77072 (1) 832 351 8300	Delaware	20 - 8026762
Veritas DGC Land Inc. 10300 Town Park Drive Houston, Texas 77072 (1) 832 351 8300	Delaware	76 - 0542437
Veritas Geophysical Corporation 10300 Town Park Drive Houston, Texas 77072 (1) 832 351 8300	Delaware	74 - 1813790
Veritas Investments Inc.	Delaware	76 - 0569069

c/o Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
Viking Maritime Inc.
c/o Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Delaware

76 - 0677405

Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Principal Executive Offices	State or Other Jurisdiction of Incorporation	I.R.S. Employer Identification No.
Veritas Geophysical (Mexico) LLC c/ o Corporation Trust Center 1209 Orange Street Wilmington, DE 19801	Delaware	76 - 0670383
Veritas DGC Asia Pacific Ltd. 10300 Town Park Drive Houston, Texas 77072 (1) 832 351 8300	Delaware	74 - 2007144
Alitheia Resources Inc. 10300 Town Park Drive Houston, Texas 77072 (1) 832 351 8300	Delaware	56 - 2475147

* This registration statement comprises a filing on Form F-3 with respect to the securities of Compagnie Générale de Géophysique-Veritas, CGG Canada Services Ltd., CGG Marine Resources Norge A/ S, Sercel Canada Ltd. and Sercel Australia Pty Ltd. and a filing on Form S-3 with respect to the securities of CGG Americas Inc., Sercel, Inc., CGGVeritas Services Inc., Veritas DGC Land Inc., Veritas Geophysical Corporation, Veritas Investments Inc., Viking Maritime Inc., Veritas Geophysical (Mexico) LLC, Veritas DGC Asia Pacific Ltd. and Alitheia Resources Inc.

The information in this preliminary prospectus is not complete and may be changed. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 29, 2007.

\$600,000,000

Compagnie Générale de Géophysique-Veritas

\$300,000,000 7¹/₂% Senior Notes due 2015

\$300,000,000 % Senior Notes due 2017

Guaranteed on a senior basis by certain subsidiaries

We are offering an additional \$300,000,000 principal amount of our 7¹/₂% Senior Notes due 2015 (the additional notes) and \$300,000,000 principal amount of our % Senior Notes due 2017 (the new notes , and together with the additional notes, the notes).

The Additional Notes

The additional notes will mature on May 15, 2015. We will pay interest on the additional notes each May 15 and November 15. We will make the first payment on May 15, 2007 for interest accrued and unpaid from November 15, 2006. The additional notes constitute a further issuance of our 7¹/₂% Senior Notes due 2015 first issued in a principal amount of \$165,000,000 on April 28, 2005 and issued in an additional principal amount of \$165,000,000 on February 3, 2006 (together, the existing notes). The sales of the existing notes were not registered under the Securities Act of 1933 but were the subject of subsequent exchange offers for identical notes registered with the Securities and Exchange Commission. The additional notes and the existing notes will be treated as the same series of notes under the indenture dated April 28, 2005 pursuant to which the existing notes were issued.

We may redeem all or a part of the additional notes at any time on or after May 15, 2010 at the redemption prices described in this prospectus. We may redeem up to 35% of the aggregate principal amount of the existing notes and the additional notes prior to May 15, 2008 using the proceeds of certain equity offerings. At any time prior to May 15, 2010, we may redeem all or part of the additional notes at a redemption price equal to 100% of the principal amount of the additional notes plus the applicable premium described in this prospectus. We may also redeem all, but not less than all, of the additional notes at a redemption price equal to 100% of the principal amount of the additional notes in the event of certain changes in tax laws. If we undergo a change of control, each holder may require us to repurchase all or a portion of the additional notes at 101% of the principal amount thereof, plus accrued and unpaid interest.

The New Notes

The new notes will mature on May 15, 2017. We will pay interest on the new notes each May 15 and November 15. We will make the first payment on May 15, 2007 for interest accrued and unpaid from the issue date of the new notes. The new notes will be issued pursuant to a new indenture. We may redeem all or a part of the new notes at any time on or after May 15, 2012 at the redemption prices described in this prospectus. We may redeem up to 35% of the new notes prior to May 15, 2010 using the proceeds of certain equity offerings. At any time prior to May 15, 2012, we may redeem all or part of the new notes at a redemption price equal to 100% of the principal amount of the new notes plus the applicable premium described in this prospectus. We may also redeem all, but not less than all, of the new notes at a redemption price equal to 100% of the principal amount of the new notes in the event of certain changes in tax laws. If we undergo a change of control, each holder may require us to repurchase all or a portion of the new notes at 101% of the principal amount thereof, plus accrued and unpaid interest.

The notes will be our senior unsecured obligations and will be initially guaranteed on a senior unsecured basis by certain of our subsidiaries. The notes will rank equally in right of payment with all our other existing and future senior unsecured indebtedness and senior in right of payment to all our existing and future subordinated indebtedness. The notes and the subsidiary guarantees will be effectively subordinated to all our secured obligations and all secured obligations of our subsidiaries that guarantee the notes to the extent of the value of the collateral. The notes will also

be effectively junior to all obligations of our subsidiaries that do not guarantee the notes.

Application has been made to admit the notes to listing on the Official List of the Luxembourg Stock Exchange and to trading on the Euro MTF market (Euro MTF).

Investing in the notes involves risks. See Risk Factors beginning on page 22.

Price to public(1)	Underwriting discounts and commissions	Proceeds to issuer
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Additional notes

New notes

(1) In the case of the additional notes, plus accrued and unpaid interest from and including November 15, 2006 to but excluding the delivery date and in the case of the new notes, plus accrued and unpaid interest from and including the issue date of the new notes to but excluding the delivery date.

Delivery of the notes in book-entry form will be made on or about _____, 2007.

Neither the Securities and Exchange Commission, any state securities commission nor any non-U.S. securities authority has approved or disapproved of these securities or determined that this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

Sole Bookrunner and Lead Manager

Credit Suisse

Joint Lead Managers

BNP PARIBAS

Natexis Bleichroeder Inc.

Co-Managers

Calyon Securities

SOCIETE GENERALE

The date of this prospectus is _____, 2007.

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You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities and may only be used for the purposes for which it has been published. The information in this document may only be accurate on the date of this document.

In connection with this offering, Credit Suisse Securities (Europe) Limited may over-allot or effect transactions for a limited period of time with a view to supporting the market price of the notes at a level higher than that which might otherwise prevail. However, Credit Suisse Securities (Europe) Limited is not obliged to do this. Such stabilizing, if commenced, may be discontinued at any time, and must be brought to an end after a limited period.

NOTICE TO INVESTORS

CGGVeritas, having made all reasonable inquiries, confirms to the best of its knowledge, information and belief that the information contained in this prospectus with respect to CGGVeritas and its consolidated subsidiaries and affiliates taken as a whole and the notes offered hereby is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in this document are honestly held and that there are no other facts the omission of which would make this prospectus as a whole misleading in any material respect. Subject to the following paragraph, CGGVeritas accepts responsibility for the information contained in this prospectus.

The information contained under the section Exchange Rates includes extracts from information and data publicly released by official and other sources. While we accept responsibility for accurately summarizing the information

concerning exchange rate information, we accept no further responsibility in respect of such information. The information set out in relation to sections of this prospectus describing clearing and settlement arrangements, including the sections entitled Description of the Additional Notes Book Entry, Delivery and Form and Description of the New Notes Book Entry, Delivery and Form , is subject to any change or reinterpretation of the rules, regulations and procedures of Cede & Co., Euroclear Bank S.A./ N.V. (Euroclear)

or Clearstream Banking, société anonyme (Clearstream) currently in effect. While we accept responsibility for accurately summarizing the information concerning Cede & Co., Euroclear and Clearstream, we accept no further responsibility in respect of such information. In addition, this prospectus contains summaries believed to be accurate with respect to certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such reference. Copies of documents referred to herein will be made available to prospective investors upon request to us.

We are providing this prospectus only to prospective purchasers of the notes. You should read this prospectus before making a decision whether to purchase any notes.

This prospectus does not constitute an offer to sell or an invitation to subscribe for or purchase any of the notes in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, other than the United States. Accordingly, the notes may not be offered or sold, directly or indirectly, and this prospectus may not be distributed, in any jurisdiction except in accordance with the legal requirements applicable to such jurisdiction. You must comply with all laws that apply to you in any place in which you buy, offer or sell any notes or possess this prospectus. You must also obtain any consents or approvals that you need in order to purchase, offer or sell any notes or possess or distribute this prospectus. We and the underwriters are not responsible for your compliance with any of the foregoing legal requirements.

We are not, the underwriters are not, and none of our respective representatives are making an offer to sell the notes in any jurisdiction except where an offer or sale is permitted. You should understand that you will be required to bear the financial risks of your investment for an indefinite period of time. This prospectus is based on information provided by us and by other sources that we believe are reliable. We cannot assure you that this information is accurate or complete. The underwriters named in this prospectus make no representation or warranty, express or implied, as to the accuracy or completeness of such information, and nothing contained or incorporated by reference in this prospectus is, or shall be relied upon as, a promise or representation by the underwriters with respect to the notes as to the past or the future.

The information contained in this prospectus speaks as of the date hereof. Neither the delivery of this prospectus at any time after the date of publication nor any subsequent commitment to purchase the notes shall, under any circumstances, create an implication that there has been no change in the information set forth in this prospectus or in our business since the date of this prospectus.

We are not, the underwriters are not, and none of our respective representatives are making any representation to you regarding the legality of an investment in the notes by you under any legal, investment or similar laws or regulations. You should not consider any information in this prospectus to be legal, business, tax or other advice. You should consult your own attorney, business advisor and tax advisor for legal, financial, business and tax and related aspects of an investment in the notes. You are responsible for making your own examination of us and our business and your own assessment of the merits and risks of investing in the notes.

The notes will be issued in the form of one or more global notes, which will be deposited with, or on behalf of, a common depository for the accounts of Cede & Co., Euroclear and Clearstream. Beneficial interests in the global notes will be shown on, and transfers of beneficial interests in the global notes will be effected only through, records maintained by Cede & Co., Euroclear and/or Clearstream and their participants, as applicable. See Description of the Additional Notes Book Entry, Delivery and Form and Description of the New Notes Book Entry, Delivery and Form .

This prospectus sets out the procedures of Cede & Co., Euroclear and Clearstream in order to facilitate the original issue and subsequent transfers of interests in the notes among participants of Euroclear and Clearstream. However, neither Cede & Co., Euroclear nor Clearstream is under any obligation to perform or continue to perform such procedures and such procedures may be modified or discontinued by either of them at any time. We will not, nor will any of our agents, have responsibility for the performance of the respective obligations of Cede & Co., Euroclear, Clearstream or their respective participants under the rules and procedures governing their operations, nor will we or our agents have any responsibility or liability for any aspect of the records relating to, or payments made on account of, book-entry interests held through the facilities of any clearing system or for

maintaining, supervising or reviewing any records relating to these book-entry interests. Investors wishing to use these clearing systems are advised to confirm the continued applicability of their rules, regulations and procedures.

We reserve the right to withdraw this offering of the notes at any time. We and the underwriters also reserve the right to reject any offer to purchase the notes in whole or in part for any reason or no reason and to allot to any prospective purchaser less than the full amount of the notes sought by it. The underwriters and certain of their respective related entities may acquire, for their own accounts, a portion of the notes.

This prospectus has not received the visa of the French *Autorité des Marchés Financiers* (AMF) and accordingly may not be used in connection with any offer or sale of the notes to the public in France.

This prospectus has been prepared on the basis that all offers of notes will be made pursuant to an exemption under the Prospectus Directive, as implemented in member states of the European Economic Area (EEA), from the requirement to produce a prospectus for offers of notes. Accordingly any person making or intending to make any offer within the EEA of notes which are the subject of the placement contemplated in this prospectus should only do so in circumstances in which no obligation arises for us or any of the underwriters to produce a prospectus for such offer. Neither we nor the underwriters have authorized, nor do they authorize, the making of any offer of notes through any financial intermediary, other than offers made by the underwriters which constitute the final placement of notes contemplated in this prospectus.

Each person in a Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) who receives any communication in respect of, or who acquires any notes under, the offering contemplated in this prospectus will be deemed to have represented, warranted and agreed to with each underwriter and us that:

- (a) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and
- (b) in the case of any notes acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the notes acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the underwriters has been given to the offer or resale; or (ii) where notes have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those notes to it is not treated under the Prospectus Directive as having been made to such persons. For the purposes of this representation, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

We expect that delivery of the notes will be made against payment therefor on or about the fifth business day following the date of pricing of the notes (this settlement cycle being referred to as T+5). Under Rule 15c6-1 of the U.S. Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of this prospectus or the next succeeding two business days will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to make such trades should consult their own adviser.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934 (the Exchange Act) applicable to foreign private issuers. In accordance with the Exchange Act, we electronically file reports, including annual reports on Form 20-F and interim reports on Form 6-K, and other information with the Securities and Exchange Commission.

You may obtain these reports and other information by sending a written request to CGGVeritas, Tour Maine-Montparnasse, 33 avenue de Maine, BP 191, 75755 Paris CEDEX 15, France, Attention: Investor Relations Officer, Telephone: (33) 1 64 47 45 00.

You can inspect and copy these reports, and other information, without charge, at the Public Reference Room of the Commission located at 100 F. Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission also maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission.

In addition, you can inspect material filed by CGG, Veritas and CGGVeritas at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which American Depositary Shares representing shares of our common stock are listed. As a foreign private issuer, we are not subject to the proxy rules under Section 14 or the short-swing insider profit disclosure rules under Section 16 of the Exchange Act.

All information referred to above will, for so long as the notes are listed on the Luxembourg Stock Exchange, also be available, without charge, at the specified office of the Paying Agent in Luxembourg during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this prospectus.

On January 12, 2007, following the completion of the merger with CGG, Veritas was delisted from the New York Stock Exchange and filed a Form 15 to terminate its registration and reporting obligations under the Exchange Act.

PRESENTATION OF INFORMATION

In this prospectus, references to United States or U.S. are to the United States of America, references to U.S. dollars or \$ are to United States dollars, references to France are to the Republic of France, references to Norway are to the Kingdom of Norway, references to NOK are to Norwegian kroner and references to euro or are to the single currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty establishing the European Union.

Unless otherwise indicated, statements in this prospectus relating to market share, ranking and data are derived from management estimates based, in part, on independent industry publications, reports by market research firms or other published independent sources. Any discrepancies in any table between totals and the sums of the amounts listed in such table are due to rounding.

As used in this prospectus CGG refers to Compagnie Générale de Géophysique and its subsidiaries, except as otherwise indicated, Veritas refers to Veritas DGC Inc. and its subsidiaries before the merger between CGG and Veritas and to CGGVeritas Services Inc. following such merger, except as otherwise indicated, and CGGVeritas, we, us and our refer to Compagnie Générale de Géophysique-Veritas and its subsidiaries, except as otherwise indicated.

INCORPORATION BY REFERENCE

The Commission allows us to incorporate by reference the information we file with the Commission in other documents, which means:

incorporated documents are considered part of this prospectus;

we can disclose important information to you by referring you to those documents; and

information that we file with the Commission after the date of this prospectus and incorporate by reference herein automatically updates and supersedes this prospectus and information previously incorporated by reference herein.

We incorporate by reference the following document that we have previously filed with the Commission:

SEC Filing

Filing Date

CGG's Form 20-F for the fiscal year ended December 31, 2005

May 9, 2006

In addition, we incorporate by reference each of the following documents that we will file with the Commission (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission) between the date of this prospectus and termination of the offering of the notes:

all annual reports on Form 20-F we file with the Commission; and

any future reports furnished on Form 6-K that indicate that they are incorporated by reference in this prospectus.

You may obtain a copy of any of the documents referred to above (excluding exhibits) at no cost by contacting us at the following address:

Compagnie Générale de Géophysique-Veritas
Tour Maine-Montparnasse
33 avenue de Maine
BP 191
75755 Paris CEDEX 15
Attention: Investor Relations Officer
Tel: (33) 1 64 47 45 00

In addition, for so long as the notes are listed on the Luxembourg Stock Exchange, you may obtain a copy of any of the documents referred to above (excluding exhibits) at no cost during usual business hours on any weekday (except Saturdays, Sundays and public holidays) at the specified offices of the Paying Agent in Luxembourg.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this prospectus to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties, including, without limitation, certain statements made in the sections entitled Our Business , Business of CGG , Business of Veritas and Management s Discussion and Analysis of Financial Condition and Results of Operations . You can identify forward-looking statements because they contain words such as believes , expects , may , should , seeks , approximately , intends , plans , estimates , or anticipates or similar expressions to our strategy, plans or intentions. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We have based these forward-looking statements on our current views and assumptions about future events. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are based upon information available to us on the date of this prospectus.

Important factors that could cause actual results to differ materially from our expectations (cautionary statements) are disclosed under Risk Factors and elsewhere in this prospectus, including, without limitation, in conjunction with the forward-looking statements included in this prospectus. All forward-looking information in this prospectus and subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our actual results include:

our ability to develop an integrated strategy for CGGVeritas;

difficulties and delays in achieving synergies and cost savings;

our substantial indebtedness;

changes in international economic and political conditions and, in particular, in oil and gas prices;

exposure to the credit risk of customers;

our ability to finance our operations on acceptable terms;

the timely development and acceptance of our new products and services;

the complexity of products sold;

changes in demand for seismic products and services;

the effects of competition;

the social, political and economic risks of our global operations;

the costs and risks associated with pension and post-retirement benefit obligations;

changes to existing regulations or technical standards;

existing or future litigation;

difficulties and costs in protecting intellectual property rights and exposure to infringement claims by others;

the costs of compliance with environmental, health and safety laws;

the timing and extent of changes in currency exchange rates and interest rates;

the accuracy of our assessment of risks related to acquisitions, projects and contracts and whether these risks materialize;

our ability to integrate successfully the businesses or assets we acquire, including Veritas;

our ability to monitor existing and targeted partnerships;

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our ability to sell our seismic data library;

our ability to access the debt and equity markets during the periods covered by the forward-looking statements, which will depend on general market conditions and on our credit ratings for our debt obligations; and

our success at managing the risks of the foregoing.

We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements included in this prospectus, including those described in the Risk Factors section of this prospectus.

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PROSPECTUS SUMMARY

This prospectus summary highlights selected information from this prospectus to help you understand our business and the terms of the notes. You should carefully read all of this prospectus, including the consolidated financial statements and related notes, to understand fully our business and the terms of the notes, as well as some of the other considerations that may be important to you in making your investment decision. You should pay special attention to the Risk Factors section of this prospectus to determine whether an investment in the notes is appropriate for you.

Compagnie Générale de Géophysique-Veritas

We are a leading international provider of geophysical services and manufacturer of geophysical equipment. We provide geophysical services principally to oil and gas companies that use seismic imaging to help explore for, develop and manage oil and gas reserves by:

identifying new areas where subsurface conditions are favorable for the accumulation of oil and gas;

determining the size and structure of previously identified oil and gas fields; and

optimizing development and production of oil and gas reserves (reservoir management).

We manufacture and sell our geophysical equipment primarily to other geophysical service companies.

Following the merger with Veritas, we intend to continue CGG's segmentation between geophysical services and products, and to organize our services business both into geographical operating segments for the western and eastern hemispheres, and into the following three business lines:

the land business line for land and shallow water seismic acquisition and non-exclusive (multi-client) library sales;

the offshore business line for marine seismic acquisition, multi-client library sales and related services; and

the processing & reservoir business line for seismic data processing, data management and reservoir studies.

Our products segment, which conducts business primarily through our subsidiary Sercel Holding S.A. and its subsidiaries (Sercel), manufactures and sells seismic data acquisition equipment, both for land and offshore use.

On a pro forma basis after giving effect to the merger and the financing transactions (as defined below), we would have had total revenue of 1,489.1 million and 1,470.1 million and operating income of 125.7 million and 289.6 million for the year ended December 31, 2005 and the nine months ended September 30, 2006, respectively under IFRS. See Unaudited Pro Forma Condensed Combined Financial Information .

Our address is Tour Maine-Montparnasse, 33, avenue de Maine, BP 191, 75755 Paris Cedex 15, France, and our telephone number is +33 (0) 1 64 47 45 00.

Recent Developments

The Merger

On January 12, 2007, CGG acquired Veritas (the merger) pursuant to an agreement and plan of merger dated September 4, 2006 (the merger agreement). In the merger, CGG issued an aggregate of 46.1 million ADSs and paid an aggregate of \$1.5 billion in cash to holders of Veritas stock. Upon completion of the merger, CGG was renamed Compagnie Générale de Géophysique-Veritas (abbreviated as CGGVeritas).

Merger Rationale

We believe a number of strategic factors support the merger, including the following:

the combination of CGG and Veritas took place in a strong business environment, as decreasing reserves of oil and gas companies have been coupled with growing energy consumption sustained by long-term demand, particularly in China and India;

the combination of CGG and Veritas creates a strong, global, pure-play seismic company, offering a broad range of seismic services, and, through Sercel, geophysical equipment to the industry across all markets;

the combination of CGG and Veritas brings together two companies with strong technological foundations in the geophysical services and equipment market, as both CGG and Veritas have a long tradition of providing seismic services both onshore and offshore;

the addition of Veritas' fleet of seven vessels creates a combined seismic services business operating the world's leading seismic fleet of 20 vessels, including 14 high capacity 3D vessels;

multi-client services benefits from two complementary, recent vintage, well-positioned seismic data libraries;

CGG's and Veritas' respective offerings for land acquisition services represent strong geographical and technological complementarities for high-end positioning and further development of local partnerships;

CGG's and Veritas' respective positions in data processing and imaging as well as the skills and reputation of their experts and geoscientists, allow us to create the industry reference in this segment, with particular strengths in advanced technologies such as depth imaging, 4D processing and reservoir characterization as well as a close link with clients through dedicated centers;

the merger will not affect Sercel's open technology approach. Sercel will pursue its strategy of maintaining leading edge technology, offering new generations of differentiating products and focusing on key markets; and

with a combined workforce of approximately 7,000 staff operating worldwide, including Sercel, CGGVeritas will, through continued innovation, be an industry leader in seismic technology, services and equipment with a broad base of customers, including independent, international and national oil companies.

For a more complete discussion of the merger, see "The Veritas Merger".

Bridge Loan and Senior Credit Facilities

In order to finance a portion of the cash merger consideration, on January 12, 2007, CGG drew \$700 million under a senior secured bridge loan facility (the "bridge loan facility") guaranteed by certain of our subsidiaries. We intend to use the net proceeds from this offering plus cash on hand to repay in full the bridge loan facility.

Also on January 12, 2007, Volnay Acquisition Co. I (which was subsequently merged with Veritas and Volnay Acquisition Co. II, with the surviving entity renamed CGGVeritas Services Inc.) and CGG entered into a senior credit agreement (the "senior facilities"), pursuant to which CGGVeritas Services Inc. borrowed \$1 billion under a senior secured term loan (the "term loan facility") principally for the purpose of financing the remaining portion of the cash component of the consideration for the merger and obtained a \$115 million senior secured revolving facility (the "U.S. revolving facility"). Aggregate commitments under the U.S. revolving facility are expected to be increased to \$140 million. The senior facilities are guaranteed by us and certain of our subsidiaries.

We are also planning to enter into a senior secured revolving credit facility (the "French revolving facility"), guaranteed by certain of our subsidiaries, of up to \$200 million for working capital purposes.

For a description of the credit facilities above, see "Description of Certain Indebtedness".

The borrowings under the term loan facility and the bridge loan facility and the issuance of the notes offered hereby and the use of proceeds therefrom are collectively referred to in this prospectus as the financing transactions .

Our Business

Services accounted for 64% and Products accounted for 36% of CGG's consolidated operating revenue for the year ended December 31, 2005. Service operations accounted for 98% and Veritas Hampson-Russell (VHR), Veritas proprietary software business, accounted for 2% of Veritas' consolidated revenues for the year ended July 31, 2006. Veritas provides geophysical services and geophysical software products but does not manufacture geophysical equipment.

The tables below present CGG's operating revenue (in euros) by business line for the nine months ended September 30, 2006 and the years ended December 31, 2005 and 2004 under IFRS and Veritas' revenues (in U.S. dollars) by business line for the three months ended October 31, 2006 and the fiscal years ended July 31, 2006, 2005 and 2004 under U.S. GAAP.

	2006		2005		2004	
	Nine months ended September 30,		Year ended December 31,		2004	
)					
	(in millions, except percentages)					
CGG Operating Revenue by Business						
Land	96.9	10%	119.8	14%	77.3	11%
Offshore	404.1	42%	319.5	37%	205.7	30%
Processing and Reservoir	102.3	11%	113.0	13%	105.0	15%
Total Services	603.3	63%	552.3	64%	388.0	56%
Products	352.3	37%	317.6	36%	299.4	44%
Total	955.6	100%	869.9	100%	687.4	100%

	2006		2005		2004	
	Three months ended October		Year ended July 31,		2004	

31,

) millions, except percentages
(in \$

Veritas	Revenues by Business							
Land	85.4	37%	286.9	35%	195.5	31%	200.7	36%
Offshore	105.7	46%	405.1	49%	331.4	52%	272.7	48%
Processing and Reservoir	34.6	15%	110.6	14%	90.9	14%	75.7	13%
Total Services	225.7	98%	802.6	98%	617.8	97%	549.1	97%
VHR	5.1	2%	19.6	2%	16.2	3%	15.4	3%
Total	230.8	100%	822.2	100%	634.0	100%	564.5	100%

The tables below present CGG's operating revenue (in euros) by region for the nine months ended September 30, 2006 and the years ended December 31, 2005 and 2004 under IFRS and Veritas' revenues (in

U.S. dollars) by region for the three months ended October 31, 2006 and fiscal years ended July 31, 2006, 2005 and 2004 under U.S. GAAP.

	Nine months ended September 30,		Year ended December 31,			
	2006		2005		2004	
(in millions, except percentages)						
CGG Operating Revenue by Region						
Americas	314.0	33%	291.7	34%	207.7	30%
Asia Pacific/Middle East	313.2	33%	297.3	34%	274.5	40%
Europe	229.4	24%	190.3	22%	138.2	20%
Africa	99.0	10%	90.6	10%	67.0	10%
Total	955.6	100%	869.9	100%	687.4	100%

	Three months ended October 31,		Year ended July 31,					
	2006		2006		2005		2004	
(in \$ millions, except percentages)								
Veritas Revenues by Region								
Americas	143.4	62%	552.4	67%	397.8	63%	390.6	70%
Asia Pacific/Middle East	41.9	18%	138.2	17%	124.9	20%	81.3	14%
Europe	44.8	20%	93.6	11%	71.9	11%	79.2	14%
Africa	0.7		38.0	5%	39.4	6%	13.3	2%
Total	230.8	100%	822.2	100%	634.0	100%	564.5	100%

Land

We believe we are a leading land seismic contractor, particularly in difficult terrain. Land seismic acquisition includes all seismic surveying techniques where the recording sensor is either in direct contact with, or in close proximity to, the ground. Our land business line offers integrated services, including the acquisition and processing of seismic data on land, in transition zones and on the ocean floor (seabed surveys). As at September 30, 2006, CGG had 12 land crews performing specialized 3D and 2D seismic surveys, all of which were recording data. During its fiscal year 2006, Veritas had an average of 12 land crews in operation. As at December 31, 2005, CGG's land survey equipment had a combined recording capacity of approximately 59,000 channels. As at July 31, 2006, Veritas' land survey equipment had a combined recording capacity of approximately 52,000 channels. We have developed partnerships with local seismic acquisition companies in several countries, including Saudi Arabia, Indonesia and Libya. We bring to these partnerships our international expertise, technical know-how, equipment and experienced key personnel as needed, while local partners provide their logistical resources, equipment and knowledge of the

environment and local market. We are also continuing to invest in Veritas' non-exclusive land seismic data libraries.

Land activities accounted for 14% of CGG's consolidated operating revenue and 35% of Veritas' consolidated revenues, for the years ended December 31, 2005 and July 31, 2006, respectively.

Offshore

We provide a full range of 3D marine seismic services, principally in the Gulf of Mexico, the North Sea and off the coasts of West Africa and Brazil, as well as in the Asia-Pacific region. The capacity to both acquire and process marine seismic data is an important element of our overall strategy to maintain and develop our leading position in marine seismic data acquisition and processing. We currently operate a combined fleet of 20 vessels, including 14 high capacity 3D vessels. Capacity in the combined fleet is balanced between large (more than

10 streamers), medium (six to eight streamers) and smaller sizes, with all vessels equipped with Sercel's solid or fluid streamers. Time charters allow us to change vessels in order to keep pace with market developments and provide us with the security of continued access to vessels without the significant investment required for ownership.

We undertake both exclusive and multi-client marine surveys. When we acquire marine seismic data on an exclusive basis, the customer contracts to pay for and directs the scope and extent of the survey and retains ownership of the data obtained. In regions where there is extensive petroleum exploration, such as Brazil, the Gulf of Mexico, West Africa, the Mediterranean Sea and the North Sea, we also undertake multi-client surveys, in which we fund the survey ourselves and retain ownership of the seismic data. This enables us to provide multiple companies access to the data by way of license. As a result, we have the potential to obtain multiple and higher revenues, while our customers who license the data have the opportunity to pay lower prices. Multi-client surveys accounted for 42% of CGG's offshore operating revenue in 2005 and 40% in the nine months ended September 30, 2006. In the fiscal year ended July 31, 2006, and the three months ended October 31, 2006, 60% and 61%, respectively of Veritas' marine revenues came from multi-client work.

Offshore activities accounted for 37% of CGG's consolidated operating revenue and 49% of Veritas' consolidated revenues for the years ended December 31, 2005 and July 31, 2006, respectively.

Processing & Reservoir

We provide seismic data processing and reservoir services through our network of 30 data processing centers and reservoir teams located around the world. Our seismic data processing operations transform seismic data acquired in the field into 2D cross-sections, or 3D images of the earth's subsurface or 4D time-lapse seismic data using Geocluster and Hampson-Russell software, our proprietary seismic software, or third party applications. These images are then interpreted by geophysicists and geologists for use by oil and gas companies in evaluating prospective areas, selecting drilling sites and managing producing reservoirs. We process seismic data acquired by our land and marine acquisition crews as well as seismic data acquired by non-affiliated third parties. Marine seismic data has been a significant source of the growth in demand for our data processing services and represents over two-thirds of the operating revenues generated in our processing centers. In addition, we reprocess previously processed data using new techniques to improve the quality of seismic images. We also license our proprietary software to companies wishing to do their own geophysical interpretation.

We complement our network of international centers with regional multi-client centers and dedicated centers that bring processing facilities within our clients' premises. Fifteen of our data processing centers are dedicated centers that are located in clients' offices. We believe that these dedicated centers are responsive to the trend among oil and gas companies to outsource processing work. They also allow us to provide clients with a high level of service. These centers enable our geoscientists to work directly with clients and tailor our services to meet individual clients' needs.

We also operate four visualization centers that allow teams of our customers' geoscientists and engineers to view and interpret large volumes of 3D data.

Processing and reservoir activities accounted for 13% of CGG's consolidated operating revenue and 14% of Veritas' consolidated revenues for the years ended December 31, 2005 and July 31, 2006, respectively.

Products

We conduct our equipment development and production operations through Sercel. We believe Sercel is the market leader in the development and production of seismic acquisition systems and specialized equipment in the land and offshore seismic markets. Sercel's principal product line is seismic recording equipment, particularly the 408UL 24-bit recording systems. Sercel is operated as an independent division and makes most of its sales to third-party purchasers. Veritas provides geophysical software but does not produce geophysical equipment.

Sercel currently operates eight seismic equipment manufacturing facilities, located in Nantes, Saint Gaudens and Toulon in France, Houston, Sydney, Singapore, Alfreton in England and Calgary. In China, Sercel operates its activities through Sercel-JunFeng Geophysical Equipment Co Ltd, based in Hebei (China), in which Sercel

acquired a 51% interest in 2004 and through Xian-Sercel a manufacturing joint venture with XPEIC (Xian Petroleum Equipment Industrial Corporation), in which Sercel holds a 40% interest. In addition, two sites in Massy and Brest (France) are dedicated to borehole tools and submarine acoustic instrumentation, respectively.

Purchases by CGG of geophysical equipment from Sercel have historically been included in intragroup sales. Prior to the merger, Veritas was a customer of Sercel and following the merger, purchases by Veritas of geophysical equipment from Sercel are also included in intragroup sales.

Products accounted for 36% of CGG's consolidated operating revenue for the year ended December 31, 2005.

Our Strategy

We intend to continue to strengthen our competitive position in the global geophysical services and products markets by capitalizing on growth opportunities resulting from both the application of new technologies in every sector of the oil and gas business – from exploration to production and reservoir management – and from our diversified geographic presence. See *Our Business* – *Our Strategy* .

To achieve this objective, we have adopted the following strategies:

Develop Technological Synergies for Products and Capitalize on New Generation Equipment.

We believe Sercel is the leading producer of land, marine and subsea geophysical equipment, particularly in difficult terrain. We plan to continue developing synergies among the technologies available within Sercel and to capitalize fully on our position as a market leader. Through internal expenditures on research and development, we seek to improve existing products and maintain an active new product development program in all segments of the geophysical equipment market (land, marine and ocean-bottom).

Develop and Utilize Innovative Technology.

The industry is increasingly demanding clearer seismic imaging and better visibility, particularly underneath salt layers. We expect recent technologies such as multi-azimuth, multi-component (3C/4C) surveys and time-lapse (4D) surveys to become increasingly important for new production-related applications, particularly in the marine sector, and expect specialized recording equipment for difficult terrain to become more important in land seismic data acquisition, particularly in transition zones and shallow water. We believe that the combined technology and know-how of CGG and Veritas will strengthen research and development capabilities to best serve our client base.

Emphasize Client Service.

There is an industry trend towards higher quality outsourcing in the selection of third-party service providers. We plan to continue our client service strategy through: individually tailoring our data acquisition operations; expanding regional multi-client and dedicated on-site processing centers; recruiting and training customer-oriented service staff; organizing client training seminars focused on our products and services; developing easy access to our multi-client data library through the application of e-business technologies; developing corporate contracts with our main clients; and gaining access to new data acquisition markets, such as subsea and newly opening territories.

Provide Integrated Services.

We are committed to providing clients with a full array of seismic data services, from acquisition and processing to data interpretation and management. We believe that integration of compatible technology and equipment increases the accuracy of data acquisition and processing, enhances the quality of our client service and thereby improves productivity in oil and gas exploration and production.

Exploit Strong Data Libraries.

We intend to take advantage of the complementary, recent vintage, well positioned seismic data libraries of CGG and Veritas. For example, in the Gulf of Mexico, Veritas' data library is positioned in the Western and Central Gulf while CGG's data library is in the Central and Eastern Gulf. Data merging from the CGG and Veritas libraries will provide potential for cross imaging enhancement and value creation by applying the latest processing software development to achieve an optimal image. Onshore, Veritas' land library offers additional potential in North America. Our combined library is a strength in a market where a global library portfolio is increasingly attractive to clients.

Develop Reservoir Applications.

Seismic data is mainly used by oil and gas companies for exploration purposes. However, we are progressively extending our core business towards compiling and analyzing seismic data of existing reservoirs. Through high-resolution images and our expertise in 4D seismic and permanent monitoring, we aim to assist hydrocarbon producers in better characterizing and predicting the static properties and dynamic behavior of their reservoirs.

Industry Conditions

Overall demand for geophysical services and equipment is dependent on spending by oil and gas companies for exploration, production development and field management activities. This spending depends in part on present and expected future oil and gas prices.

We believe that the outlook for the geophysical services sector and the demand for geophysical products is fundamentally positive for a number of reasons:

Economic growth, particularly in more active regions such as Asia (notably China and India) and Brazil, is generating increased energy demand and leading to higher energy prices and increased exploration efforts;

The need to replace depleting reserves and maximize the recovery of oil in existing reservoirs should encourage capital expenditures by companies engaged in exploration and production, which we expect will benefit the seismic industry;

The scope of application of geophysical services has considerably increased over the last several years as a result of significant research and development efforts. Geophysical services can now potentially be applied to the entire sequence of exploration, development and production as opposed to exploration only. This is particularly true with technologies such as 4D (time lapse seismic data); and

The depth and duration of the contraction in the geophysical sector between 1999 and 2004 may have increased awareness among geophysical service providers of the risks related to market overcapacity.

We believe that the merger puts us in a strong position to benefit from these industry conditions. See "The Veritas Merger" Merger Rationale .

SUMMARY FINANCING STRUCTURE

The following diagram summarizes our financing structure and debt obligations after giving effect to the merger and the financing transactions. We have listed below only our subsidiaries that guarantee the senior facilities and the notes (with the exception of Sercel Canada Ltd., which does not guarantee the senior facilities). We expect that each of these subsidiaries (other than Sercel Canada Ltd.) will also guarantee the French revolving facility. Our other subsidiaries, which will not initially guarantee the notes, have no obligation to pay amounts due on the notes. As a result, the notes are effectively subordinated to existing and future third party indebtedness and other liabilities of those non-guarantor subsidiaries. See [Risk Factors](#) [Risks Related to the Notes](#) [Your right to receive payments on the notes is effectively junior to most of our existing indebtedness and possibly all of our future borrowings](#) . For a summary of the debt obligations identified in this diagram, please see [Description of the Additional Notes](#) , [Description of the New Notes](#) and [Description of Certain Indebtedness](#) .

Notes:

- (1) We are planning to enter into the French revolving facility of \$200 million. To secure the obligations under the French revolving facility, we and our subsidiaries acting as guarantors under the senior facilities intend to grant the same guarantees and security interests as were granted to secure the obligations under the senior facilities.
- (2) The senior facilities include the U.S. revolving facility of \$115 million, which is expected to be increased to \$140 million. There are no drawings under the U.S. revolving facility as of the date of this prospectus. The senior facilities are guaranteed by us and the initial guarantors of the notes shown in the diagram above, other than Sercel Canada Ltd. As security for CGGVeritas Services Inc.'s obligations under the senior facilities, we have pledged first-priority security in the shares of CGGVeritas Services Inc. and certain of our other first-tier subsidiaries, as well as material first-tier subsidiaries of Veritas. In addition, certain guarantors have provided (or will provide) first-priority security interests in certain of their respective tangible and intangible assets, including (without limitation) certain vessels, real property, mineral rights, deposit accounts and intellectual property.
- (3) CGG issued, on April 28, 2005 and February 3, 2006, an aggregate of \$330 million of its 7¹/₂% Senior Notes due 2015. The additional notes are being issued as part of the same series as such notes and pursuant to the same indenture governing such notes.

SUMMARY OF THE OFFERING

The Issuer	Compagnie Générale de Géophysique-Veritas
Securities Offered	
Additional notes	\$300,000,000 aggregate principal amount of 7 ¹ / ₂ % Senior Notes due 2015 (the additional notes) issued under an indenture dated as of April 28, 2005. Notes in an aggregate principal amount of \$330,000,000 have been previously issued under that indenture and are outstanding (the existing notes). The additional notes and the existing notes will be treated as the same series of notes under the indenture.
New notes	\$300,000,000 aggregate principal amount of % Senior Notes due 2017 (the new notes), and together with the additional notes, the notes). The new notes will be issued under a new indenture.
Maturity	
Additional notes	May 15, 2015.
New notes	May 15, 2017.
Interest	
Additional notes	7 ¹ / ₂ % per annum, payable semi-annually in arrears on May 15 and November 15. Interest on the additional notes will accrue from and including November 15, 2006 and will be paid commencing on May 15, 2007.
New notes	% per annum, payable semi-annually in arrears on May 15 and November 15. Interest on the new notes will accrue from and including the issue date and will be paid commencing on May 15, 2007.
Guarantees	<p>Initially, the notes will be guaranteed on a senior unsecured basis by CGGVeritas Services Inc., Veritas DGC Land Inc., Veritas Geophysical Corporation, Veritas Investments Inc., Viking Maritime Inc., Veritas Geophysical (Mexico) LLC, Veritas DGC Asia Pacific Ltd. and Alitheia Resources Inc. (the Veritas Guarantors), Sercel Inc., Sercel Canada Ltd. and Sercel Australia Pty Ltd. (the Sercel Guarantors) and CGG Americas, Inc., CGG Canada Services Ltd. and CGG Marine Resources Norge A/ S (the CGG Guarantors), and together with the Veritas Guarantors and the Sercel Guarantors, the Initial Guarantors). Our other subsidiaries, including Exploration Resources, will not initially guarantee the notes and, in certain circumstances, we may elect to have the Sercel Guarantors released from their guarantees of the notes.</p> <p>The Veritas Guarantors (excluding their subsidiaries that have not guaranteed the notes) generated, before consolidation entries, \$384.1 million of revenues, \$65.5 million of operating income and \$49.5 million of net income in the year ended July 31, 2006 and held \$807.9 million of total assets before consolidation entries as at July 31, 2006. They generated, before consolidation entries, \$112.5 million of revenues, \$15.2 million of operating income and \$20.4 million of net income in the three-month period ended</p>

October 31, 2006 and held \$781.3 million of total assets before consolidation entries as at October 31, 2006.

The CGG Guarantors (excluding their subsidiaries that have not guaranteed the notes) generated, before consolidation entries, 161.0 million of revenues, 49.8 million of operating income and 30.7 million of net income in the year ended December 31, 2005 and held 394.4 million of total assets before consolidation entries as at December 31, 2005. They generated, before consolidation entries, 194.2 million of revenues, 92.8 million of operating income and 54.7 million of net income in the nine-month period ended September 30, 2006 and held 402.1 million of total assets before consolidation entries as at September 30, 2006.

The Sercel Guarantors (excluding their subsidiaries that have not guaranteed the notes) generated, before consolidation entries, 146.5 million of revenues, 10.9 million of operating income and 6.3 million of net income in the year ended December 31, 2005 and held 205.9 million of total assets before consolidation entries as at December 31, 2005. They generated, before consolidation entries, 229.3 million of revenues, 33.6 million of operating income and 22.3 million of net income in the nine-month period ended September 30, 2006 and held 208.7 million of total assets before consolidation entries as at September 30, 2006.

Ranking

The notes will be our senior unsecured obligations, ranking equally in right of payment with all our other existing and future senior unsecured indebtedness and senior in right of payment to all our existing and future subordinated indebtedness. The notes and the subsidiary guarantees will be effectively subordinated to all our secured obligations and all secured obligations of the subsidiaries that guarantee the notes, including any indebtedness under our senior facilities or under the French revolving facility, to the extent of the value of the collateral. In addition, the notes will be effectively subordinated to all current and future indebtedness and other obligations, including trade payables, of our subsidiaries that do not guarantee the notes. As at September 30, 2006, on a pro forma basis for the merger and the financing transactions, there would have been 947 million of outstanding indebtedness, including accrued interest, effectively senior to the notes, of which 926 million would have been secured. As at October 31, 2006, Veritas non-guarantor subsidiaries had no outstanding indebtedness. The Indentures permit us and our subsidiaries to incur additional indebtedness (including additional secured indebtedness), subject to certain conditions. See Description of Certain Indebtedness .

Optional Redemption

Additional notes

We may redeem all or a part of the additional notes at any time on or after May 15, 2010 at the redemption prices described in this prospectus. We may redeem up to 35% of the aggregate principal amount of the existing notes and the additional notes prior to May 15, 2008 using the proceeds of certain equity offerings. At any time prior to May 15, 2010, we may redeem all or part of the additional notes at a redemption price equal to 100% of the principal

amount of the additional notes plus the applicable premium described in this prospectus.

New notes

We may redeem all or a part of the new notes at any time on or after May 15, 2012 at the redemption prices described in this prospectus. We may redeem up to 35% of the aggregate principal amount of the new notes prior to May 15, 2010 using the proceeds of certain equity offerings. At any time prior to May 15, 2012, we may redeem all or part of the new notes at a redemption price equal to 100% of the principal amount of the new notes plus the applicable premium described in this prospectus.

Change of Control

If we undergo a change of control, each holder may require us to repurchase all or a portion of the notes held by such holder at 101% of the principal amount thereof, plus accrued and unpaid interest.

Redemption for Changes in Tax Law

We will be required to pay additional amounts to the holders of the notes to compensate them for any amounts deducted from payments to them in respect of the notes on account of certain taxes and other governmental charges. If we become obliged to pay such additional amounts as a result of a change in law, the notes will be subject to redemption, in whole but not in part, at our option at a price equal to 100% of the principal amount of the notes.

Certain Covenants and Events of Default

Each of the indentures governing the notes contains certain covenants and events of default that, among other things, limit our ability and that of certain of our subsidiaries to:

- incur or guarantee additional indebtedness or issue preferred shares;
- pay dividends or make other distributions;
- purchase equity interests or redeem subordinated indebtedness early;
- create or incur certain liens;
- create or incur restrictions on the ability to pay dividends or make other payments to us;
- enter into transactions with affiliates;
- issue or sell capital stock of our subsidiaries;
- engage in sale-and-leaseback transactions; and
- sell assets or merge or consolidate with another company.

All of these limitations are subject to a number of important qualifications and exceptions. In addition, the starting dates for the calculation of the availability under the various baskets relating to restricted payments, indebtedness, liens and other covenants are the same as those under the indenture governing the existing notes, namely either January 1, 2005 or April 28, 2005 (depending on the particular basket).

If at any time the notes receive ratings of BBB- or higher from Standard & Poor's and Baa3 or higher from Moody's, and no default or event of default has occurred and is continuing, certain restrictions, covenants and events of default will cease to be applicable to the notes for so long as the notes maintain such ratings.

Taxation

Because the notes constitute *obligations* and are deemed to be issued outside the Republic of France for the purposes of Article 131 *quater* of the French tax code (*Code général des impôts*), payments of principal or interest on, and other revenues with respect to the notes will be entitled to the exemption from the withholding tax on interest set out under Article 125 A III of the French tax code. Accordingly, such payments do not give the right to any tax credit from any French source.

Use of Proceeds

We intend to use the net proceeds of the offering, plus cash on hand, to repay in full all amounts outstanding under the bridge loan facility used to finance the merger. See *Use of Proceeds* and *Description of Certain Indebtedness - Bridge Loan Facility*.

Listing

Application has been made to admit the notes to listing on the Official List of the Luxembourg Stock Exchange and to trading on the Euro MTF.

Governing Law

New York.

Trustee and Principal Paying Agent

The Bank of New York Trust Company, National Association.

Luxembourg Listing and Paying Agent

Dexia Banque Internationale à Luxembourg, société anonyme.

*For further information regarding the notes, see *Description of the Additional Notes* and *Description of the New Notes*.*

Risk Factors

Investment in the notes offered hereby involves certain risks. You should carefully consider the information under *Risk Factors* and all other information included in this prospectus before investing in the notes.

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING INFORMATION OF CGG

In accordance with regulations adopted by the European Union in July 2002, all companies incorporated under the laws of one of the member states of the European Union and whose securities are publicly traded within the European Union were required to prepare their consolidated financial statements for the fiscal year starting on or after January 1, 2005, on the basis of accounting standards issued by the International Accounting Standards Board. Therefore, in accordance with these requirements, CGG converted from using French generally accepted accounting principles to IFRS, as adopted by the European Union. As a first-time adopter of IFRS at January 1, 2005, CGG has followed the specific requirements described in IFRS 1, First Time Adoption of IFRS. The options selected for the purpose of the transition to IFRS are described in the notes to CGG's audited consolidated financial statements included elsewhere in this prospectus. Effects of the transition on the balance sheet at January 1, 2004, the statement of income for the year ended December 31, 2004 and the balance sheet at December 31, 2004 are presented and discussed in Note 30 to CGG's audited consolidated financial statements included elsewhere in this prospectus.

The tables below set forth CGG's summary historical consolidated financial and operating information: as at and for the nine months ended September 30, 2006 and 2005 in accordance with both IFRS and U.S. GAAP;

as at and for the years ended December 31, 2005 and 2004 in accordance with IFRS; and

as at and for the years ended December 31, 2005, 2004 and 2003 in accordance with U.S. GAAP.

The following summary historical consolidated financial information as at and for the years ended December 31, 2005 and 2004 is derived from CGG's consolidated audited financial statements included elsewhere in this prospectus. CGG's consolidated financial statements for the years ended December 31, 2005 and 2004 have been audited by Barbier Frinault & Autres Ernst & Young and Mazars & Guérard. The following summary historical consolidated financial information for the nine-month periods ended September 30, 2006 and 2005 is unaudited and is derived from CGG's unaudited financial statements included elsewhere in this prospectus. The unaudited financial statements include all adjustments, consisting of normal recurring accruals, which CGG considers necessary for a fair presentation of its financial position and results of operations for these periods. The results of operations for the nine-month periods presented below are not necessarily indicative of the results for the full fiscal year.

The tables should be read in conjunction with, and are qualified in their entirety by reference to, CGG's consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations - CGG Results of Operations included elsewhere in this prospectus.

IFRS differs from U.S. GAAP in certain significant respects. For a discussion of significant differences between U.S. GAAP and IFRS as they relate to CGG's consolidated financial statements and a reconciliation to U.S. GAAP of CGG's net income and shareholders' equity for 2005 and 2004, see Note 31 to CGG's audited consolidated financial statements included elsewhere in this prospectus and Note 3 to CGG's unaudited consolidated financial statements included elsewhere in this prospectus.

	As at and for the nine months ended September 30,		As at and for the year ended December 31,	
	2006 (unaudited)	2005 (unaudited)	2005	2004

(in millions, except for
per share and ratio data)

Amounts in accordance with IFRS:**Statement of Operations Data:**

Operating revenues	955.6	607.5	869.9	687.4
Other revenues from ordinary activities	1.4	1.2	1.9	0.4
Cost of operations	(636.7)	(473.2)	(670.0)	(554.0)
Gross profit	320.3	135.5	201.8	133.8
Research and development expenses, net	(27.8)	(23.6)	(31.1)	(28.8)
Selling, general and administrative expenses	(86.9)	(64.2)	(91.2)	(78.6)
Other revenues (expenses)	12.0	2.7	(4.4)	19.3
Operating income	217.6	45.0	75.1	45.7
Cost of financial debt, net	(19.2)	(26.7)	(42.3)	(27.8)
Derivative and other expenses on convertible bonds	(23.0)	(38.0)	(11.5)	(23.5)
Other financial income (loss)	(8.4)	1.3	(14.5)	0.8
Income taxes	(54.9)	(18.5)	(26.6)	(10.9)
Equity in income of affiliates	8.9	9.6	13.0	10.3
Net income (loss)	121.0	(27.3)	(6.8)	(5.4)
Attributable to minority interests	1.2	0.6	(1.0)	(1.0)
Attributable to shareholders	119.8	(27.9)	(7.8)	(6.4)
Net income (loss) per share:				
Basic ⁽¹⁾	6.92	(2.37)	(0.64)	(0.55)
Diluted ⁽²⁾	6.78	(2.37)	(0.64)	(0.55)

Other Ratios:

Ratio of earnings to fixed charges ⁽³⁾	10.9x	1.7x	1.4x	1.8x
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Balance Sheet Data (at period end):

Cash and cash equivalents	168.7		112.4	130.6
Working capital ⁽⁴⁾	254.0		154.1	116.4
Property, plant & equipment, net	485.0		480.1	204.1
Multi-client surveys	69.8		93.6	124.5
Total assets	1,751.7		1,565.1	971.2
Financial debt ⁽⁵⁾	430.8		400.3	249.6
Stockholders' equity	850.5		698.5	393.2

	As at and for the nine months ended September 30,		As at and for the year ended December 31,	
	2006 (unaudited)	2005 (unaudited)	2005	2004

(in millions, except for
per share and ratio data)

Other Historical Financial Data:

ORBDA ⁽⁶⁾	359.9	148.9	229.5	172.5
Capital expenditures (property, plant & equipment) ⁽⁷⁾	117.2	75.4	125.1	49.8
Capital expenditures for multi-client surveys	38.9	19.2	32.0	51.1
Net debt ⁽⁸⁾	273.0	500.5	297.2	121.8
Net debt ⁽⁸⁾ / ORBDA ⁽⁶⁾			1.3x	0.7x

	As at and for the nine months ended September 30,		As at and for the year ended December 31,		
	2006 (unaudited)	2005 (unaudited)	2005	2004	2003

(in millions, except for per share, ratio and operational data)

Amounts in accordance with U.S. GAAP:**Statement of Operations Data:**

Operating revenues	967.7	601.6	860.8	709.5	645.6
Operating income	215.0	38.2	61.9	55.0	42.7
Net income (loss)	94.0	(15.3)	8.3	(20.2)	3.1
Per share amounts:					
Basic common stock holder ⁽¹⁾	5.43	(1.30)	0.69	(1.73)	0.27
Diluted common stock holder ⁽⁹⁾	5.32	(1.30)	0.67	(1.73)	0.26

Other Ratios:

Ratio of earnings to fixed charges ⁽³⁾	8.8x	2.0x	1.6x	1.4x	0.5x
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Balance Sheet Data (at period end):

Total assets	1,751.2		1,573.8	975.8	924.2
Financial debt ⁽⁵⁾	436.7		416.7	266.5	232.4
Stockholders' equity	811.7		689.5	372.2	413.4

Operational Data (at period end):

Land teams in operations	8	12	11	8	12
Operational streamers ⁽¹⁰⁾	44	52	46	39	42
Data processing centers	31	30	27	26	26

Notes:

(1)

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Basic per share amounts under IFRS and U.S. GAAP have been calculated on the basis of 17,318,957 issued and outstanding shares in the nine month period ended September 30, 2006, 11,765,118 issued and outstanding shares in the nine month period ended September 30, 2005, 12,095,925 issued and outstanding shares in 2005 and 11,681,406 issued and outstanding shares in 2004. Basic per share amounts under U.S. GAAP have been calculated on the basis of 11,680,718 issued and outstanding shares in 2003.

- (2) Diluted per share amount under IFRS has been calculated on the basis of 17,675,616 issued and outstanding shares in the nine month period ended September 30, 2006, 13,451,097 issued and outstanding shares in the nine month period ended September 30, 2005, 12,095,925 issued and outstanding shares in 2005 and 11,681,406 issued and outstanding shares in 2004. For the nine-month period ended September 30, 2005, the effect of convertible bonds was anti-dilutive.
- (3) For purposes of calculating the ratio of earnings to fixed charges, earnings in IFRS consist of income (loss) from consolidated companies before income taxes, excluding derivative and other expenses on convertible bonds included in CGG's income statement for the relevant

period included elsewhere in this prospectus. Earnings under U.S. GAAP consist of income from consolidated companies before income taxes and minority interests, excluding equity in income of affiliates included in CGG's income statement for the relevant period included elsewhere in this prospectus. Fixed charges under each of IFRS and U.S. GAAP consist of net cost of financial debt (including amortization fees). For the year ended December 31, 2003, our earnings were insufficient to cover fixed charges by 13.5 million under U.S. GAAP.

- (4) Working capital consists of trade accounts and notes receivable, inventories and work-in-progress, tax assets, other current assets and assets held for sale less trade accounts and notes payable, accrued payroll costs, income tax payable, advance billings to customers, current provisions and other current liabilities.
- (5) Financial debt means total financial debt, including current maturities, capital leases and accrued interest but excluding bank overdrafts. Financial debt excludes fees relating to the raising of debt under IFRS, but includes such fees under U.S. GAAP.
- (6) A discussion of ORBDA (Operating Result Before Depreciation and Amortization, previously denominated Adjusted EBITDA), including (i) a reconciliation to net cash provided by operating activities and (ii) the reasons why our management believes that a presentation of ORBDA provides useful information to investors regarding our financial condition and results of operations, is found in Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - ORBDA.
- (7) Capital expenditures is defined as purchases of property, plant and equipment plus equipment acquired under capital lease.

The following table presents a reconciliation of capital expenditures to purchases of property, plant and equipment and equipment acquired under capital lease for the periods indicated:

	For the nine months ended September 30,		For the year ended December 31,	
	2006 (unaudited)	2005 (unaudited)	2005	2004
	(in millions)			
Purchase of property, plant and equipment	117.0	61.8	107.7	41.1
Equipment acquired under capital lease	0.2	13.6	17.4	8.7
Capital expenditures	117.2	75.4	125.1	49.8

- (8) Net debt means bank overdrafts, financial debt including current portion (including capital lease debt) net of cash and cash equivalents. A discussion of net debt, including (i) a reconciliation of net debt to financing items of the CGG balance sheet and (ii) the reasons why our management believes that a presentation of net debt provides useful information to investors regarding our financial condition and results of operations, is found in Management's Discussion and Analysis of Financial Condition and Results of Operations - Net Debt.
- (9) Diluted per share amounts under U.S. GAAP have been calculated on the basis of 17,675,616 issued and outstanding shares in the nine month period ended September 30, 2006, 13,451,097 issued and outstanding shares in the nine month period ended September 30, 2005, 12,378,209 issued and outstanding shares in 2005, 11,681,406 issued and outstanding shares in 2004, and 11,760,630 issued and outstanding shares in 2003.
- (10)

Data includes Exploration Resources ASA s streamers (from and including December 31, 2005) and excludes streamers of vessels in transit or dry-dock.

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF VERITAS

The table below sets forth summary historical consolidated financial information for Veritas as at and for the three months ended October 31, 2006 and 2005, and as at and for the years ended July 31, 2006, 2005 and 2004 in each case in accordance with U.S. GAAP.

The following summary historical consolidated financial information as at and for the years ended July 31, 2006, 2005 and 2004 is derived from Veritas' consolidated annual financial statements under U.S. GAAP included elsewhere in this prospectus. Veritas' consolidated financial statements as at and for the years ended July 31, 2006, 2005 and 2004 have been audited by PricewaterhouseCoopers LLP. The following summary historical consolidated financial information for the three-month periods ended October 31, 2006 and 2005 is derived from Veritas' unaudited financial statements included elsewhere in this prospectus. The unaudited financial statements include all adjustments, consisting of normal recurring accruals, which Veritas considers necessary for a fair presentation of its financial position and results of operations for these periods. The results of operations for the three-month periods presented below are not necessarily indicative of the results for the full fiscal year.

The table below should be read in conjunction with, and is qualified in its entirety by reference to, the consolidated financial statements of Veritas and Management's Discussion and Analysis of Financial Condition and Results of Operations - Veritas Results of Operations included elsewhere in this prospectus.

	As at and for the three months ended October 31,		As at and for the year ended July 31,		
	2006 (unaudited)	2005 (unaudited)	2006 ⁽¹⁾	2005 ⁽²⁾	2004 ⁽³⁾
(in \$ millions, except per share amount)					
Statement of Operations Data:					
Revenues	230.8	168.7	822.2	634.0	564.5
Cost of services	165.8	136.7	623.2	519.0	495.7
Research and development	5.4	4.9	22.9	18.9	15.5
General and administrative	11.4	8.9	43.2	31.9	25.5
Operating income (loss)	37.9	18.3	132.9	64.2	27.8
Interest expense	2.2	1.5	7.3	4.0	18.9
Interest income	(5.0)	(1.9)	(12.0)	(5.3)	(1.6)
Gain on involuntary conversion of assets		(2.0)	(2.0)	(9.9)	
Other (income) expense, net	0.03	(.13)	.12	(.88)	1.6
Provision (benefit) for income tax expense	13.2	9.0	57.2	(6.8)	3.7
Net income (loss)	27.5	11.8	82.2	83.0	5.2
Net income (loss) per common share - basic	0.77	0.34	2.33	2.45	0.16
Net income (loss) per common share - diluted	0.68	0.32	2.08	2.37	0.15
Balance Sheet Data (at period end):					
Cash and cash equivalents	353.8	228.0	402.0	249.4	116.3
Property and equipment, net	141.9	128.8	110.6	127.9	121.7
Multi-client data library	324.1	333.3	296.6	316.8	313.2
Total assets	1,175.6	954.5	1,158.0	966.6	776.2
Long-term debt (including current maturities)	155.0	155.0	155.0	155.0	155.0
Stockholders' equity	749.8	607.8	710.5	582.5	489.7

Other Historical Financial Data:

ORBDA ⁽⁴⁾	123.5	81.6	383.7	265.9	278.3
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Notes:

- (1) Includes a gain on involuntary conversion of assets of \$2.0 million.
- (2) Includes a gain on involuntary conversion of assets of \$9.9 million and a release of deferred tax valuation allowances of \$36.9 million.
- (3) Includes charges of \$22.1 million related to a change in multi-client accounting policies and \$7.4 million related to debt refinancing. The change in multi-client accounting policies may affect the comparability between periods and is more fully described in Note 1 of the Veritas consolidated financial statements included elsewhere in this prospectus.
- (4) A discussion of ORBDA (Operating Result Before Depreciation and Amortization), including (i) a reconciliation to net cash provided by operating activities and (ii) the reasons why our management believes that a presentation of ORBDA provides useful information to investors regarding our financial condition and results of operations, is found in Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - ORBDA .

SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following summary unaudited pro forma condensed combined financial information is presented in millions of euros and gives pro forma effect to the merger and the financing transactions under IFRS and U.S. GAAP as if they occurred on January 1, 2005, in the case of the pro forma statements of income, and September 30, 2006, in the case of the pro forma balance sheet. The pro forma condensed combined statements of income give pro forma effect to the acquisition of Exploration Resources and the related financings as if they occurred on January 1, 2005. The merger and the acquisition of Exploration Resources reflected in the unaudited pro forma financial statements using the purchase method of accounting under U.S. GAAP.

The unaudited pro forma adjustments reflect the following assumptions:

under U.S. GAAP, the price of CGG ADSs was \$32.44, the average price of CGG ADSs for the period beginning two days before and ending two days after September 5, 2006 (the date that the merger was announced);

under IFRS, the price of CGG ADSs was \$40.50, the closing price on the closing date of the merger;

each outstanding share of Veritas common stock was converted in the merger into the right to receive either (i) 2.25 CGG ADSs (with respect to 50.664% of Veritas total common stock) or (ii) \$75.00 in cash (with respect to 49.336% of Veritas total common stock);

the cash consideration paid by CGG in connection with the merger was financed by a \$1.0 billion term loan facility, the issuance of \$600 million in notes offered hereby and cash on hand; and

each employee option to purchase shares of Veritas common stock pursuant to any stock option plan, program or arrangement of Veritas outstanding at the time of the merger, whether or not vested, has been cancelled and converted into the right to receive, for each share of Veritas common stock subject to such option, an amount in cash equal to the excess, if any, of \$75.00 over the exercise price per share under such option (less any applicable withholding taxes).

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and is not indicative of the results of operations or the financial condition of CGGVeritas that would have been achieved had the merger, the acquisition of Exploration Resources, and the related financing transactions been completed as of the dates indicated, nor is the unaudited pro forma condensed combined financial information indicative of our future results of operations or financial position. The unaudited pro forma condensed combined financial information does not reflect any cost savings or other synergies that may result from the merger nor does it reflect any special items such as restructuring and integration costs that may be incurred as a result of the merger.

CGGVeritas reports, and CGG reported, its financial results in euros and in conformity with IFRS, with a reconciliation to U.S. GAAP. Veritas reported its financial results in U.S. dollars and in conformity with U.S. GAAP. IFRS differs from U.S. GAAP in certain significant respects. For a discussion of significant differences between U.S. GAAP and IFRS as they relate to CGG's consolidated financial statements and a reconciliation to U.S. GAAP of CGG's net income and shareholders' equity for 2005 and 2004, see Note 31 to CGG's audited consolidated financial statements included elsewhere in this prospectus and Note 3 to CGG's unaudited consolidated financial statements included elsewhere in this prospectus. For an explanation of the differences between IFRS and U.S. GAAP as they apply to CGG's and Veritas' historical accounting treatments, see Note 2 to the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined financial information has been derived from and should be read in conjunction with the unaudited pro forma condensed combined financial information and the related notes included elsewhere in this prospectus, and the respective consolidated financial statements of CGG for the year ended December 31, 2005 and as at and for the nine-month period ended September 30, 2006 and the consolidated financial statements of Veritas for the year ended July 31, 2006 and as at and for the three months ended October 31, 2006, all

included elsewhere in this prospectus.

The unaudited pro forma condensed combined financial information is based on preliminary estimates and assumptions, which we believe to be reasonable. In the unaudited pro forma condensed combined financial information, the cash to be paid and CGG ADSs to be issued as merger consideration for Veritas shares of

common stock have been allocated to the Veritas assets and liabilities based upon preliminary estimates by the management of CGG of their respective fair values at the date of the merger. Any difference between the consideration paid and the fair value of the Veritas assets and liabilities has been recorded as goodwill. Definitive allocations will be performed after the effective time of the merger. Accordingly, the pro forma adjustments relating to the purchase price allocation are preliminary, have been made solely for the purpose of preparing the unaudited pro forma condensed combined financial information and are subject to revision based on the final determination of fair value after the effective time of the merger. Any such revisions may be material.

	As at and for the nine months ended September 30, 2006	For the year ended December 31, 2005
	(unaudited)	(unaudited)
	(in millions, except for per share and ratio data)	
IFRS		
<i>Statement of Income Data in accordance with IFRS:</i>		
Operating revenues	1,470.1	1,489.1
Gross profit	430.9	292.2
Operating income (loss)	289.6	125.7
Net income attributable to shareholders	123.9	(17.3)
Earnings per share basic	4.60	(0.80)
Earnings per share diluted	4.54	(0.79)
Ratio of earnings to fixed charges	2.1x	
<i>Balance Sheet Data in accordance with IFRS (at end of period):</i>		
Total assets	4,863.4	
Shareholders' equity attributable to shareholders	2,405.5	
Cash, cash equivalents and marketable securities	300.5	
Current portion of long-term debt	60.6	
Bonds and notes issued and long-term debt	1,630.5	
U.S. GAAP		
<i>Statement of Income Data in accordance with U.S. GAAP:</i>		
Operating revenues	1,479.3	1,474.4
Gross profit	439.2	288.3
Operating income (loss)	278.5	105.8
Net income attributable to shareholders	92.6	0.4
Earnings per share basic	3.44	0.02
Earnings per share diluted	3.39	0.02
Ratio of earnings to fixed charges	1.2x	
<i>Balance Sheet Data in accordance with U.S. GAAP (at end of period):</i>		
Total assets	4,524.4	

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Shareholders' equity attributable to shareholders	2,018.8
Cash, cash equivalents and marketable securities	300.4
Current portion of long-term debt	63.4
Bonds and notes issued and long-term debt	1,656.5

RISK FACTORS

An investment in the notes involves risks. Before investing in the notes, you should carefully consider the following risk factors and all information contained in this prospectus. Additional risks and uncertainties of which we are not aware or that we believe are immaterial may also adversely affect our business, financial condition, liquidity, results of operations or prospects. If any of these events occur, our business, financial condition, liquidity, results of operations or prospects could be materially and adversely affected. If that happens, we may not be able to pay interest or principal on the notes when due and you could lose all or part of your investment.

Risks Related to Our Business

We are subject to certain risks related to acquisitions, including the merger, and these risks may materially adversely affect our revenues, expenses, operating results and financial condition.

The merger involves the integration of CGG and Veritas, two companies that have previously operated independently and as competitors. CGG and Veritas entered into the merger with the expectation that, among other things, the merger would enable us to achieve expected cost synergies from having one rather than two public companies as well as the redeployment of support resources towards operations and premises rationalization. Achieving the benefits of the merger will depend in part upon meeting the challenges inherent in the successful combination and integration of global business enterprises of the size and scope of CGG and Veritas and the possible resulting diversion of management attention for an extended period of time. There can be no assurance that we will meet these challenges and that such diversion will not negatively affect our operations. In addition, delays encountered in the transition process could have a material adverse effect on our revenues, expenses, operating results and financial condition. There can be no assurance that we will actually achieve anticipated synergies or other benefits from the merger.

In addition, in the past we have grown by acquisition, and we may acquire companies or assets in the future. Such acquisitions, whether completed or in the future, present various financial and management-related risks, including integration of the acquired businesses in a cost-effective manner; implementation of a combined intended business strategy; diversion of our management's attention; outstanding or unforeseen legal, regulatory, contractual, labor or other issues arising from the acquisitions; additional capital expenditure requirements; retention of customers; integration of different company and management cultures; operation in new geographic markets; the need for more extensive management coordination; and retention, hiring and training of key personnel. Should any of these risks associated with acquisitions materialize, it could have a material adverse effect on our business, financial condition and results of operations.

We are subject to risks related to our international operations that could harm our business and results of operations.

With operations worldwide, and with a majority of our revenues likely to be derived outside of the United States and Western Europe, including in emerging markets, our business and results of operations will be subject to various risks inherent in international operations. These risks include:

instability of foreign economies and governments;

risks of war, terrorism, civil disturbance, seizure, renegotiation or nullification of existing contracts; and

foreign exchange restrictions, sanctions and other laws and policies affecting taxation, trade and investment.

We are exposed to these risks in all of our foreign operations to some degree, and our exposure could be material to our financial condition and results of operations in emerging markets where the political and legal environment is less stable.

While we carry insurance against political risks associated with such operations in amounts we consider appropriate in accordance with industry practices, we cannot assure you that we will not be subject to material

adverse developments with respect to our international operations or that our coverage will be adequate to cover us for any losses arising from such risks.

Revenue generating activities in certain foreign countries may require prior United States government approval in the form of an export license and may otherwise be subject to tariffs and import/export restrictions. These laws can change over time and may result in limitations on our ability to compete globally. In addition, non-U.S. persons employed by our separately incorporated non-U.S. entities will conduct business in some foreign jurisdictions that have been subject to U.S. trade embargoes and sanctions by the U.S. Office of Foreign Assets Control. CGG and Veritas have typically generated revenue in these countries through the performance of data processing, reservoir consulting services and the sale of software licenses and software maintenance. We have current and ongoing relations with customers in these countries. CGG and Veritas did, and we do, have procedures in place to conduct these operations in compliance with applicable U.S. laws. However, failure to comply with U.S. laws on foreign operations could result in material fines and penalties and damage to our reputation. In addition, our activities in these countries could reduce demand for our securities among certain investors.

We and certain of our subsidiaries and affiliated entities also conduct business in countries which experience government corruption. We are committed to doing business in accordance with all applicable laws and our codes of ethics, but there is a risk that we, our subsidiaries or affiliated entities or our respective officers, directors, employees and agents may take action in violation of applicable laws, including the Foreign Corrupt Practices Act of 1977. Any such violations could result in substantial civil and/or criminal penalties and might materially adversely affect our business and results of operations or financial condition.

We invest significant amounts of money in acquiring and processing seismic data for multi-client surveys and for our data library without knowing precisely how much of the data we will be able to sell or when and at what price we will be able to sell the data.

We invest significant amounts of money in acquiring and processing seismic data that we will own. By making such investments, we are exposed to risks that:

We may not fully recover the costs of acquiring and processing the data through future sales. The amounts of these data sales are uncertain and depend on a variety of factors, many of which are beyond our control. In addition, the timing of these sales is unpredictable and sales can vary greatly from period to period.

Technological or regulatory changes or other developments could also materially adversely affect the value of the data.

The value of our multi-client data could be significantly adversely affected if any material adverse change occurs in the general prospects for oil and gas exploration, development and production activities in the areas where we acquire multi-client data.

Any reduction in the market value of such data will require us to write down our recorded value, which could have a significant material adverse effect on our results of operations.

For example, in its fiscal years 2003 and 2002, Veritas incurred \$4.9 million and \$55.3 million, respectively, in impairment charges related to surveys with relatively low levels of sales in its multi-client library. These surveys were found to be impaired for various reasons, including slow acreage turnover in the case of U.S. land surveys, a border dispute in the case of a Shetland-Faroes survey and excessive acquisition cost in the case of a Gulf of Mexico survey. In addition, a decision by the Norwegian government on March 31, 2006 not to award exploration-production licenses in the area where one of CGG's surveys is located (Moere) changed CGG's previous estimate of future sales, and caused this \$4.6 million survey to be fully depreciated at March 31, 2006. Additionally, each of our individual surveys has a minimum book life based on its location, so particular surveys may be subject to significant amortization even though sales of licenses associated with that survey are weak or non-existent, thus reducing our profits.

Our results of operations may be significantly affected by currency fluctuations.

We derive a substantial amount of our revenues from international sales, subjecting us to risks relating to fluctuations in currency exchange rates. Our revenues and expenses are denominated in currencies including the euro, the U.S. dollar and, to a significantly lesser extent, other non-euro Western European currencies, principally the British pound and the Norwegian kroner. Historically, a significant portion of CGG's revenues that were invoiced in euros related to contracts that were effectively priced in U.S. dollars, as the U.S. dollar often serves as the reference currency when bidding for contracts to provide geophysical services. CGG's U.S. dollar-linked revenues have increased considerably over the last few years due to increased sales outside of Europe.

Fluctuations in the exchange rate of the euro against such other currencies, particularly the U.S. dollar, can have a significant effect upon our results of operations, which are reported in euros. The merger will increase both our dollar-denominated revenues and expenses, as Veritas' revenues and expenses have historically been denominated largely in U.S. dollars. In addition, since we participate in competitive bids for data acquisition contracts that are denominated in U.S. dollars, a depreciation of the U.S. dollar against the euro harms our competitive position against companies whose costs and expenses are denominated to a greater extent in U.S. dollars. For financial reporting purposes, such depreciation will negatively affect our reported results of operations since U.S. dollar-denominated earnings that are converted to euros are stated at a decreased value. While CGG has in the past attempted to reduce the risks associated with such exchange rate fluctuations through its hedging policy, we cannot assure you that we will be effective or that fluctuations in the values of the currencies in which we operate will not materially adversely affect our future results of operations.

Our working capital needs are difficult to forecast and may vary significantly, which could result in additional financing requirements that we may not be able to meet on satisfactory terms, or at all.

It will be difficult for us to predict with certainty our working capital needs. This difficulty is due primarily to working capital requirements related to the marine seismic acquisition business and related to the development and introduction of new lines of geophysical equipment products. For example, under specific circumstances, we may extend the length of payment terms we grant to customers or increase our inventories substantially. We may therefore be subject to significant and rapid increases in our working capital needs that we may have difficulty financing on satisfactory terms, or at all, due to limitations in our debt agreements.

Technological changes and new products and services are frequently introduced in the market, and our technology could be rendered obsolete by these introductions, or we may not be able to develop and produce new and enhanced products on a cost-effective and timely basis.

Technology changes rapidly in the seismic industry, and new and enhanced products are frequently introduced in the market for our products and services, particularly in our equipment manufacturing and data processing and geosciences sectors. Our profitability and ability to generate cash depends to a significant extent upon our ability to develop and produce new and enhanced products and services on a cost-effective and timely basis in accordance with industry demands. While we commit substantial resources to research and development, we may encounter resource constraints or technical or other difficulties that could delay the introduction of new and enhanced products and services in the future. In addition, the continuing development of new products risks making our older products obsolete. New and enhanced products and services, if introduced, may not gain market acceptance and may be materially adversely affected by technological changes or product or service introductions by one of our competitors.

We rely on significant customers, so the loss of a single customer or a few customers could have a material adverse effect on our operating revenues and business.

A relatively small number of our clients account for a significant percentage of our revenues. These clients include clients that were significant to each of CGG and Veritas prior to the merger. The loss of a significant amount of the business of any of these clients (either as a result of external factors such as the economic environment or a breakdown of a client relationship) could cause shortfalls against financial targets and may have

a material adverse effect on our operating revenues and business. Certain of the master agreements governing the relationship of Veritas with some of these clients are terminable at will by such clients.

The nature of our business subjects us to significant ongoing operating risks for which we may not have adequate insurance or for which we may not be able to procure adequate insurance on economical terms, if at all.

Our seismic data acquisition activities, particularly in deepwater marine areas, are often conducted under harsh weather and other hazardous operating conditions. These operations are subject to risks of loss to property and injury to personnel from fires, accidental explosions, ice floes and high seas. These types of events could result in loss from business interruption, delay, equipment destruction or other liability. We carry insurance against the destruction of or damage to our seismic equipment and against business interruption for our data processing activities in amounts we consider appropriate in accordance with industry practice. However, our insurance coverage may not be adequate in all circumstances or against all hazards, and we may not be able to maintain adequate insurance coverage in the future at commercially reasonable rates or on acceptable terms.

A reduction in our seismic fleet could materially adversely affect our operating revenues and business.

We rely on our fleet of seismic vessels to perform offshore surveys. We own certain of our vessels and we charter others from their owners for contractually agreed periods. Although our fleet has grown and improved through recent upgrades and the acquisitions of Exploration Resources and Veritas, if the number or quality of our vessels available for surveys were to diminish, our capacity to conduct surveys would be reduced. A reduction in the number of available vessels could result from damage or destruction to them or other property loss, injury to personnel, or because we cannot enter into or renew charters on economically reasonable terms or at all. Of our 20 vessels, two have charters ending before December 31, 2008. Any such reduction in the size or quality of our fleet may have a material adverse effect on our operating revenues and business. Moreover, it is difficult to bring new vessels into service because of substantial backlog and capacity constraints at shipyards globally. The adverse consequences experienced by a reduction in the size of our fleet would be exacerbated by a corresponding inability to replace such a lost vessel in a commercially timely manner.

Compliance with internal controls procedures and evaluations and attestation requirements will require significant efforts and resources and may result in the identification of significant deficiencies or material weaknesses.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we will be required, for 2006, as a foreign private issuer, to perform an evaluation of our internal controls over financial reporting and have our independent auditors publicly disclose their conclusions regarding such evaluation. CGG established procedures in 2006 in order to comply with Section 404 in the timeframe permitted under the regulations of the SEC. We expect that ensuring compliance with these requirements will be a substantial and time-consuming process. If we fail to complete these procedures and the required evaluation in a timely manner, or if our independent auditors cannot attest to its evaluation in a timely manner, we could be subject to regulatory review and penalties that may result in a loss of public confidence in our internal controls and our access to the U.S. public capital markets could be hindered. In addition, we may uncover significant deficiencies or material weaknesses in our internal controls. Measures taken by us to remedy these issues may require significant efforts, dedicated time and expenses, as well as the commitment of significant managerial resources. Each of these circumstances may have a material adverse effect on our business, ability to raise financing for its business, financial condition and results of operations.

We depend on proprietary technology and are exposed to risks associated with the misappropriation or infringement of that technology.

Our results of operations depend in part upon our proprietary technology. We rely on a combination of patents, trademarks and trade secret laws to establish and protect our proprietary technology. We currently hold or have applied for 160 patents in various countries for products and processes. These patents last between four and twenty years, depending on the date of filing and the protection accorded by each country. In addition, we enter into confidentiality and license agreements with our employees, customers and potential customers and

limit access to and distribution of our technology. However, actions that we take to protect our proprietary rights may not be adequate to deter the misappropriation or independent third-party development of our technology. Although none of CGGVeritas, CGG or Veritas has been involved in any material litigation regarding its intellectual property rights or the possible infringement of intellectual property rights of others, such litigation may be brought in the future. In addition, the laws of certain foreign countries do not protect proprietary rights to the same extent as either the laws of France or the laws of the United States, which may limit our ability to pursue third parties that misappropriate our proprietary technology.

A failure to attract and retain qualified employees may materially adversely affect our future business and operations.

Our future results of operations will depend in part upon our ability to retain our existing highly skilled and qualified employees and to attract new employees. A number of our employees are highly skilled scientists and highly trained technicians, and failure by us to continue to attract and retain such individuals could materially adversely affect our ability to compete in the geophysical services industry.

We compete with other seismic products and services companies and, to a lesser extent, companies in the oil industry for skilled geophysical and seismic personnel, particularly in times, such as the present, when demand for seismic services is relatively high. A limited number of such skilled personnel is available, and demand from other companies may limit our ability to fill our human resources needs. If we are unable to hire, train and retain a sufficient number of qualified employees, this could impair our ability to manage and maintain our business and to develop and protect our know-how. Our success will also depend to a significant extent upon the abilities and efforts of members of our senior management, the loss of whom could materially adversely affect our business and results of operations.

In addition, key employees may depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with CGGVeritas following the merger. Although following the merger we have not observed significant departures of key scientific and technical personnel, several members of Veritas senior management have agreed to provide consulting services for a limited period of time but will no longer be employed by us. Accordingly, no assurance can be given that we will be able to attract or retain key employees to the same extent that CGG and Veritas have been able to attract or retain their own employees in the past. Any failure to do so could have a material adverse effect on our business and results of operations.

The financial statements and other financial information of Veritas presented in this prospectus and used to prepare the unaudited pro forma condensed combined financial information presented in this prospectus and the pro forma financial information itself may not be indicative of the results of Veritas as part of our group.

This prospectus contains unaudited pro forma condensed combined financial information, which gives effect to the merger and the financing transactions. The unaudited pro forma condensed combined financial information is based on preliminary estimates and assumptions which we believe to be reasonable and is being furnished solely for illustrative purposes and is not necessarily indicative of what our combined results of operations and financial condition would have been had the merger and financing transactions occurred on January 1, 2005 or on September 30, 2006, respectively. The historical results of operations and other financial information of Veritas presented in this prospectus were reported in U.S. dollars in accordance with U.S. GAAP (not IFRS) and are not necessarily indicative of the contribution of Veritas operations to CGGVeritas. See Unaudited Pro Forma Condensed Combined Financial Information, Business of Veritas and The Veritas Merger Merger Rationale. IFRS differs in material respects from U.S. GAAP including with respect to such matters as the accounting treatment of development costs and revenue recognition and consolidation policies. We are currently assessing the impact of Veritas results of operations on our future consolidated IFRS financial statements. As a result, you should not place undue reliance on our unaudited condensed consolidated pro forma financial information presented in this prospectus.

CGG and Veritas have had losses in the past and we cannot assure that we will be profitable in the future.

CGG recorded net losses in 2004 and 2005 (attributable to shareholders) of 6.4 million and 7.8 million, respectively, although excluding the accounting impact under IFRS of its 7.75% subordinated convertible bonds due 2012 denominated in U.S. dollars, its net income would have been positive. Veritas recorded a net loss of \$59.1 million in its fiscal year 2003. We cannot assure you that we will be profitable in the future.

Risks Related to the Industry

We depend on capital expenditures by the oil and gas industry, and reductions in such expenditures may have a material adverse effect on our business.

Demand for the products and services of CGG and Veritas has historically been dependent upon the level of capital expenditures by oil and gas companies for exploration, production and development activities. These expenditures are significantly influenced by oil and gas prices and by expectations regarding future oil and gas prices. Oil and gas prices may fluctuate based on relatively minor changes in the supply of and demand for oil and gas, expectations regarding future supply of and demand for oil and gas and certain other factors beyond our control. Lower or volatile oil and gas prices tend to limit the demand for seismic services and products.

Factors affecting the prices of oil and gas include:

demand for oil, natural gas and natural gas liquids;

worldwide political, military and economic conditions, including political developments in the Middle East, economic growth levels and the ability of OPEC to set and maintain production levels and prices for oil;

levels of oil and gas production;

the price and availability of alternative fuels;

policies of governments regarding the exploration for and production and development of oil and gas reserves in their territories; and

global weather conditions.

Although oil and gas prices are currently high compared with historical values, which generally increases demand for seismic products and services, the markets for oil and gas historically have been volatile and are likely to continue to be so in the future.

We believe that global geopolitical uncertainty or uncertainty in the Middle Eastern producing regions (where we are particularly active) could lead oil companies to suddenly delay or cancel current geophysical projects. Any events that affect worldwide oil and gas supply, demand or prices or that generate uncertainty in the market could reduce exploration and development activities and materially adversely affect our operations. We cannot assure you as to future oil and gas prices or the resulting level of industry spending for exploration, production and development activities.

We are subject to intense competition, which could limit our ability to maintain or increase our market share or to maintain our prices at profitable levels.

Most of our contracts are obtained through a competitive bidding process, which is standard for the seismic services industry in which we operate. Competitive factors in recent years have included price, crew availability, technological expertise and reputation for quality, safety and dependability. While no single company competes with us in all of our segments, we are subject to intense competition in each of our segments. We compete with large, international companies as well as smaller, local companies. In addition, we compete with major service providers and government-sponsored enterprises and affiliates. Some of our competitors operate more data acquisition crews than we do and have greater financial and other resources. These and other competitors may be better positioned to withstand and adjust more quickly to volatile market conditions, such as fluctuations in oil and gas prices and production levels, as well as changes in government regulations. In addition, if geophysical

service competitors increase their capacity in the future (or do not reduce capacity if demand decreases), the excess supply in the seismic services market could apply downward pressure on prices. The negative effects of the competitive environment in which we operate could have a material adverse effect on our results of operations.

We have high levels of fixed costs that are incurred regardless of our level of business activity.

We have high fixed costs. As a result, downtime or low productivity due to, among other things, reduced demand, weather interruptions, equipment failures or other causes could result in significant operating losses. Low utilization rates may hamper our ability to recover the cost of necessary capital investments.

Our land and marine seismic acquisition revenues vary significantly during the year.

Our land and marine seismic acquisition revenues are partially seasonal in nature. The offshore data acquisition business is, by its nature, exposed to unproductive interim periods due to necessary repairs or transit time from one operational zone to another during which revenue is usually not recognized. Other factors that cause variations from quarter to quarter include the effects of weather conditions in a given operating area, the internal budgeting process of some important clients relative to their exploration expenses, the timing of the receipt and commencement of contracts for data acquisition, the timing of offshore lease sales and the effect of such timing on the demand for geophysical activities and the timing of sales of licenses to geophysical data in our multi-client data library, which may be significant and which are not typically made in a linear or consistent pattern. Combined with our high fixed costs, these revenue fluctuations could produce unexpected material adverse effects on our results of operations in any fiscal period.

Our business is subject to governmental regulation, which may adversely affect our future operations.

Our operations are subject to a variety of federal, provincial, state, foreign and local laws and regulations, including environmental, health and safety laws. We need to invest financial and managerial resources to comply with these laws and related permit requirements. Our failure to do so could result in fines or penalties, enforcement actions, claims for personal injury or property damages, or obligations to investigate and/or remediate contamination. Failure to timely obtain the required permits may also result in crew downtime and operating losses. Moreover, if applicable laws and regulations, including environmental, health and safety requirements, or the interpretation or enforcement thereof, become more stringent in the future, we could incur capital or operating costs beyond those currently anticipated. The adoption of laws and regulations that directly or indirectly curtail exploration by oil and gas companies could also materially adversely affect our operations by reducing the demand for our geophysical products and services.

Risks Related to our Indebtedness

Our substantial debt could adversely affect our financial health and prevent us from fulfilling our obligations.

We have a significant amount of debt. As at September 30, 2006, on a pro forma basis to reflect the merger and the financing transactions, our total financial debt, total assets and shareholders' equity would have been 1,702 million, 4,863 million and 2,406 million, respectively. We cannot assure you that we will be able to generate sufficient cash to service our debt or sufficient earnings to cover fixed charges in future years.

Our substantial debt could have important consequences. In particular, it could:

make it more difficult to satisfy our obligations with respect to the notes;

increase our vulnerability to general adverse economic and industry conditions;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our businesses and the industries in which we operate;

place us at a competitive disadvantage compared to our competitors that have less debt; and

limit, along with the financial and other restrictive covenants of our indebtedness, among other things, our ability to borrow additional funds.

Our debt agreements contain restrictive covenants that may limit our ability to respond to changes in market conditions or pursue business opportunities.

The indentures governing the notes and Veritas convertible notes and the agreements governing our credit facilities (including the senior facilities and the French revolving facility) contain restrictive covenants that limit our ability and the ability of certain of our subsidiaries to, among other things:

incur or guarantee additional indebtedness or issue preferred shares;

pay dividends or make other distributions;

purchase equity interests;

create or incur certain liens;

create or incur restrictions on the ability to pay dividends or make other payments to us;

enter into transactions with affiliates;

issue or sell capital stock of subsidiaries;

engage in sale-and-leaseback transactions; and

sell assets or merge or consolidate with another company.

Complying with the restrictions contained in some of these covenants requires us to meet certain ratios and tests, notably with respect to consolidated interest coverage, total assets, net debt, equity and net income. The requirement that we comply with these provisions may materially adversely affect our ability to react to changes in market conditions, take advantage of business opportunities we believe to be desirable, obtain future financing, fund needed capital expenditures, finance our equipment purchases, increase research and development expenditures, or withstand a continuing or future downturn in our business.

If we are unable to comply with the restrictions and covenants in the indentures and debt agreements governing the notes and other debt, there could be a default under the terms of these indentures and agreements, which could result in an acceleration of repayment.

If we are unable to comply with the restrictions and covenants in the indentures governing the notes or in current or future debt agreements, including agreements governing the senior facilities and the French revolving facility, there could be a default under the terms of these indentures and agreements. Our ability to comply with these restrictions and covenants, including meeting financial ratios and tests, may be affected by events beyond our control. See

Description of the Additional Notes , Description of the New Notes and Description of Certain Indebtedness . As a result, we cannot assure you that we will be able to comply with these restrictions and covenants or meet these tests. In the event of a default under these agreements, lenders could terminate their commitments to lend or accelerate the loans and declare all amounts borrowed due and payable. Borrowings under other debt instruments that contain cross-acceleration or cross-default provisions may also be accelerated and become due and payable. If any of these events occur, our assets might not be sufficient to repay in full all of our outstanding indebtedness, including the notes offered hereby, and we may be unable to find alternative financing. Even if we could obtain alternative financing, it

might not be on terms that are favorable or acceptable to us.

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We and our subsidiaries may incur substantially more debt.

We and our subsidiaries may incur substantial additional debt (including secured debt) in the future. Some or all of this debt could rank senior to the notes. The terms of the indentures governing the notes and our existing senior indebtedness will limit, but not prohibit, us and our subsidiaries from doing so. As of the date of this prospectus, we have no outstanding drawings under our \$115 million U.S. revolving facility. In addition, we have drawn \$700 million under our bridge loan facility, which we intend to refinance entirely with the proceeds of this offering and cash on hand, and \$1 billion under our term loan facility to finance the cash component of the consideration for the merger. If new debt is added to the current debt levels of us and our subsidiaries, the related risks for us could intensify.

To service our indebtedness, we will require a significant amount of cash, and our ability to generate cash will depend on many factors beyond our control.

Our ability to make payments on and to refinance our indebtedness, and to fund planned capital expenditures will partly depend on our ability to generate cash in the future. This ability is, to a certain extent, subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. See Risks Related to Our Business and Risks Related to the Industry .

We cannot assure you that we will generate sufficient cash flow from operations, that we will realize operating improvements on schedule or that future borrowings will be available to us in an amount sufficient to enable us to service and repay our indebtedness or to fund our other liquidity needs. If we are unable to satisfy our debt obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. We cannot assure you that any refinancing or debt restructuring would be possible, that any assets could be sold or that, if sold, the timing of the sales and the amount of proceeds realized from those sales, or that additional financing could be obtained on acceptable terms.

Our results of operations could be materially adversely affected by changes in interest rates.

Our sources of liquidity include credit facilities and debt securities which are or may be subject to variable interest rates. In particular, the term loan facility is subject to interest based on U.S. dollar LIBOR. As a result, our interest expenses could increase significantly if short-term interest rates increase. Each 50 basis point increase in the LIBOR will increase our pro forma interest expense by approximately \$5 million per year.

Risks Related to the Notes

Your right to receive payments on the notes is effectively junior to most of our existing indebtedness and possibly all of our future borrowings.

The notes effectively rank behind all of our secured indebtedness, to the extent of the assets which secure such indebtedness, including borrowings under the term loan facility and any future borrowings under our U.S. revolving facility and French revolving facility. In the event of any foreclosure, dissolution, winding-up, liquidation, reorganization, administration or other bankruptcy or insolvency proceeding of an entity that has secured obligations, holders of secured indebtedness will have prior claims to our assets or the relevant guarantor's assets that constitute their collateral.

Only certain of our subsidiaries will initially guarantee the notes. Our other subsidiaries have no obligation to pay amounts due on the notes and will not initially guarantee the notes. As a result, the notes are effectively subordinated to existing and future third party indebtedness and other liabilities, including trade payables, of those non-guarantor subsidiaries. The CGG Guarantors and the Sercel Guarantors (excluding their subsidiaries that have not guaranteed the notes) generated, before consolidation entries, 307.5 million of revenue, 60.7 million of operating income and 37.0 million of net income in the year ended December 31, 2005 and held 600.3 million of total assets (before consolidation entries) as at December 31, 2005. The CGG Guarantors and the Sercel Guarantors generated, before consolidation entries, 423.5 million of revenue, 126.4 million of operating income and 77.0 million of net income in the nine months ended September 30, 2006 and held

610.8 million of total assets (before consolidation entries) as at September 30, 2006. The Veritas Guarantors (excluding their subsidiaries that have not guaranteed the notes) generated, before consolidation entries, \$384.1 million of revenue, \$65.5 million of operating income and \$49.5 million of net income in the year ended July 31, 2006 and held \$807.9 million of total assets (before consolidation entries) as at July 31, 2006. The Veritas Guarantors generated, before consolidation entries, \$112.5 million of revenue, \$15.2 million of operating income and \$20.4 million of net income in the three months ended October 31, 2006 and held \$781.3 million of total assets (before consolidation entries) as at October 31, 2006.

In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to us, our subsidiaries or our respective properties, holders of the notes will participate with our trade creditors and all other holders of our senior unsecured indebtedness in the assets remaining. In any of these cases, we may not have sufficient funds to pay all of our creditors, and holders of the notes may receive less, ratably, than the holders of secured debt.

As at September 30, 2006, on a pro forma basis for the merger and the financing transactions, there would have been 947 million of outstanding indebtedness, including accrued interest, effectively senior to the notes, of which 926 million would have been secured.

We will rely in part on our subsidiaries for funds necessary to meet our financial obligations, including the notes.

We conduct a significant proportion of our activities through our subsidiaries. We will depend in part on those subsidiaries for dividends and other payments to generate the funds necessary to meet our financial obligations, including the payment of principal and interest on the notes. We cannot assure you that the earnings from, or other available assets of, these operating subsidiaries, together with our own operations, will be sufficient to enable us to pay principal or interest on the notes when due.

Although the occurrence of specific change of control events affecting us will permit you to require us to repurchase your notes, we may not be able to repurchase your notes.

Upon the occurrence of specific change of control events affecting us, you will have the right to require us to repurchase your notes at 101% of their principal amount, plus accrued and unpaid interest. Our ability to repurchase your notes upon such a change of control event would be limited by our access to funds at the time of the repurchase and the terms of our debt agreements, which agreements could restrict or prohibit such a repurchase. Upon a change of control event, we may be required immediately to repay the outstanding principal, any accrued interest on and any other amounts owed by us under our senior facilities and our French revolving facility. The source of funds for these repayments would be our available cash or cash generated from other sources. However, we cannot assure you that we will have sufficient funds available upon a change of control to make these repayments and any required repurchases of tendered notes.

Certain affiliates or associated entities of underwriters participating in this offering will receive the net proceeds of this offering, which may present a conflict of interest.

We will use the proceeds from this offering to repay the loans outstanding under the bridge loan facility. Affiliates of Credit Suisse Securities (Europe) Limited, BNP Paribas Securities Corp., Calyon Securities (USA), Inc., Natexis Bleichroeder Inc. and SG Americas Securities, LLC, the underwriters in this offering, are lenders under the bridge loan facility, owning, as of January 12, 2007, 45.6%, 7.2%, 2.5%, 7.2% and 6.3%, respectively, of the loans outstanding under the bridge loan facility. The proceeds from this offering, plus cash on hand, will be used to repay in full the loans outstanding under the bridge loan facility. See the information under the heading titled "Underwriting" for a more detailed description of these relationships.

The circumstances described above may present a conflict of interest because certain of the underwriters participating in this offering may have an interest in the successful completion of this offering in addition to the underwriting discounts and commissions they expect to receive. This offering is therefore being made using a qualified independent underwriter in compliance with Rule 2710(h) of the Conduct Rules of the National Association of Securities Dealers, Inc., which is intended to address potential conflicts of interest involving

underwriters. BNP Paribas Securities Corp. is assuming the responsibilities of acting as the qualified independent underwriter with respect to this offering. See the information under the heading *Underwriting* for a more detailed description of the independent underwriting procedures that are being used in connection with this offering.

Insolvency laws in France may not be as favorable to you as U.S. or other insolvency laws.

We are incorporated under the laws of France. Consequently, we and our French subsidiaries will be subject to French laws and proceedings affecting creditors, including article 1244-1 of the French Civil Code (*Code civil*), the conciliation procedure (*conciliation*), the safeguard procedure (*procédure de sauvegarde*) and insolvency proceedings, which may be either judicial reorganization or liquidation proceedings (*redressement or liquidation judiciaire*).

Pursuant to article 1244-1 of the French Civil Code, French courts may, in any civil proceeding involving the debtor, whether initiated by the debtor or a creditor, taking into account the debtor's financial position and the creditor's financial needs, defer or otherwise reschedule over a maximum period of two years the payment dates of payment obligations. In addition, if a debtor specifically initiates proceedings therefor, French courts may decide that any amounts the payment date of which is thus deferred or rescheduled, will bear interest at a rate which is lower than the contractual rate (but not lower than the legal rate) and that payments made shall first be allocated to repayment of principal. If a court order under article 1244-1 is made, it will suspend any pending enforcement measures, and any contractual interest or penalty for late payment will not accrue or be due during the period ordered by the court.

A company may initiate, in its sole discretion a conciliation procedure (*conciliation*) with respect to itself whereby it tries to reach a judicial amicable settlement of its debts, provided it (i) has not become unable to pay its debts as they come due out of its available assets (*cessation de paiements*) for more than 45 days and (ii) experiences legal, economic or financial difficulties. At the request of the company, the court will enter an order appointing a conciliator (*conciliateur*) to help the company reach an agreement with its creditors for reducing or rescheduling its indebtedness. Certain conditions must be satisfied for the agreement to be approved by the court, and in particular, it must permit the survival of the company as a going concern. The court may impose, pursuant to article 1244-1 of the French Civil Code, debt deferrals on creditors which, during the course of the conciliation procedure, take any action against the company for the payment of their claims.

A company may initiate, in its sole discretion, a safeguard procedure (*procédure de sauvegarde*) with respect to itself, provided it (i) has not become unable to pay its debts as they come due out of its available assets and (ii) experiences difficulties, which it is not able to overcome, which may cause the company to become unable to pay its debts. From the time of the court order initiating the safeguard procedure until the end of an observation period, which may last for up to 18 months in exceptional cases, the company is prohibited from paying any prior debts and its creditors are barred from pursuing any legal proceedings against it to (i) obtain the payment of such debts, (ii) terminate an agreement with the company or (iii) seize or attach any of its assets. The purpose of the observation period is to determine whether a safeguard plan can be adopted. This plan (which can provide for debt deferrals or write-offs) may be negotiated with two separate creditors' committees, one comprising the main suppliers of the company and the other comprising its credit institutions. Each committee votes on the plan with a majority in number of the creditors representing at least two thirds of the claims of the committee members. If the committees reject the plan, and for creditors who are not members of the committees, the court may impose debt deferrals of up to ten years, with minimum installments of 5% of the total amount of the company's liabilities. The current applicable legislation does not provide for the inclusion of noteholders in the membership of any committee, thus they must be consulted separately.

A company's directors are required to petition for insolvency proceedings within 45 days of becoming unable to pay its debts as they come due. A company's creditors, the relevant commercial court or the public prosecutor may also file a petition for insolvency proceedings if the company becomes unable to pay its debts as they come due. The date on which the debtor became unable to pay its debts as they came due (i.e., the date of suspension of payments (*date de cessation des paiements*)), is deemed to be the date of the court order commencing insolvency proceedings (*jugement d'ouverture*). However, in this order or in a subsequent order, a

court may set the date of suspension of payments at an earlier date of up to 18 months prior to the court order commencing proceedings (but in any event at no earlier date than the date on which the court approved any prior conciliation agreement). If the proceedings are judicial reorganization proceedings, an administrator appointed by the court investigates the affairs of the debtor during an initial observation period (*période d'observation*) and makes proposals for the debtor's reorganization, sale or liquidation. The court can order the liquidation of the debtor at any time during the observation period. There is no observation period if the court directly opens judicial liquidation proceedings against the debtor. The outcome of the proceedings is decided by the court without a vote of the creditors. During the observation period, a reorganization plan may be negotiated and adopted by two creditors' committees under the same principles as those applicable to the safeguard procedure described above. A court may also impose debt deferrals of up to ten years, with minimum installments of 5% of the total amount of the company's liabilities.

The importance of the date of suspension of payments is that it marks the beginning of the suspect period (*période suspecte*). Certain transactions made during the suspect period may be void or voidable. Void transactions include transactions or payments entered into during the suspect period that constitute voluntary preferences for the benefit of certain creditors to the detriment of other creditors. These include transfers of assets for no or nominal consideration (*à titre gratuit*), contracts under which the reciprocal obligations of the debtor significantly exceed those of the other party, payments on debts not due at the time of payment, payments of matured debts otherwise than through recognized means of payment (e.g., checks, promissory notes, cash), security granted for debts previously incurred, provisional measures unless the writ of attachment or seizure predates the date of suspension of payments. Voidable transactions include transfers of assets for no or nominal consideration (*à titre gratuit*) within six months prior to the commencement of the suspect period and include transactions entered into, or payments made when due, after the date of suspension of payments if the party dealing with the debtor knew or should have known that it had suspended payment of its debts.

As a general rule, creditors domiciled in France whose debts arose prior to the commencement of bankruptcy proceedings, including safeguard procedures or judicial reorganizations, must file a claim with the creditors representative within two months of the publication of the court order in the *Bulletin Officiel des Annonces Civiles et Commerciales*. This period is extended to four months for creditors domiciled outside France. Creditors who have not submitted their claims during this period are barred from receiving distributions made in connection with the bankruptcy proceedings. Employees are not subject to such limitations.

Contractual provisions to the effect that termination of agreements with, or the acceleration of the payment obligations of, a company which result from:

the opening of judicial reorganization or safeguard proceedings against such company, or

the existence of the state of suspension of payments (i.e., the inability to pay due debts out of available assets) against such company shall not be enforceable.

An administrator may continue or not continue executory contracts. If the administrator elects to continue a contract, the administrator must ensure that the debtor fully performs its post-petition contractual obligations.

If the court adopts a judicial reorganization or safeguard plan, it can prohibit for a period of time the sale of an asset that it deems to be essential to the continued business of the debtor.

In general, French insolvency legislation favors the continuation of a business and protection of employment over the payment of creditors. It assigns priority to the payment of certain creditors, including the employees, judicial expenses and post-petition creditors.

Courts, under certain circumstances, may void the guarantees of the notes provided by certain of our subsidiaries.

Our creditors or the creditors of one or more guarantors of the notes or a liquidator, administrator or other controller appointed to a guarantor could challenge the guarantees as fraudulent transfers, conveyances, preferences, insolvent transactions or uncommercial transactions or on other grounds (including because of the

absence of a corporate benefit to the guarantor or due to financial assistance principles) under applicable U.S. federal or state law, applicable Canadian federal or provincial law, applicable Australian law, applicable Norwegian law or the applicable law governing the country of incorporation of any future guarantors. While the relevant laws vary from one jurisdiction to another, the entering into the guarantees by certain of our subsidiaries could be found to be a fraudulent transfer, conveyance, preference, insolvent transaction or uncommercial transaction or otherwise void or unenforceable if a court were to determine that, for example, one or more of the following apply to the provision of the guarantee:

a guarantor delivered its guarantee with the intent to defeat, hinder, delay, defraud or otherwise interfere with its existing or future creditors;

the guarantor did not receive fair consideration or benefit for the delivery of the guarantee and the guarantor was insolvent at the time it delivered the guarantee;

the guarantor delivered its guarantee in contravention of laws relating to the provision of financial assistance;

the guarantor was insolvent at the time of execution of the guarantee or was rendered insolvent by reason of its execution of the guarantee or the observance of its obligations under the guarantee;

a reasonable person in the guarantor's circumstances would not have entered into the transaction having regard to the benefits (if any) to the guarantor, the detriment to the guarantor and the respective benefits to other parties;

the guarantor was engaged, or was about to engage, in a business or transaction for which its remaining assets constituted unreasonably small capital to carry on its business;

the guarantor intended to incur, or believed it would incur, debts beyond its ability to pay the debts as they matured;

the guarantor was a defendant in an action for money damage, or had a judgment for money damages docketed against it (if, in either case, after final judgment, the judgment is unsatisfied); or

the availability of certain equitable remedies that are in the discretion of the courts.

To the extent a court voids a guarantee as a fraudulent transfer, preference, insolvent transaction or uncommercial transaction or conveyance or holds it unenforceable for any other reason, holders of notes would cease to have any direct claim against the guarantor that delivered the guarantee. If a court were to take this action, the guarantor's assets would, in certain jurisdictions, be applied first to satisfy the guarantor's liabilities, including trade payables and preferred stock claims, if any, before any portion of its assets could be distributed to us to be applied to the payment of the notes. We cannot assure you that a guarantor's remaining assets would be sufficient to satisfy the claims of the holders of notes relating to any voided portions of the guarantees. In other jurisdictions (such as Australia), if a guarantee is so voided or held unenforceable, you will cease to have any claim against the guarantor.

Judgments of U.S. courts may not be enforceable against CGGVeritas.

Judgments of U.S. courts, including those predicated on the civil liability provisions of the federal securities laws of the United States, may not be enforceable in French courts. As a result, shareholders who obtain a judgment against CGGVeritas in the United States may not be able to require it to pay the amount of the judgment.

A trading market for the new notes may not develop and a trading market for the notes may not continue to exist.

There has not been an established trading market for the new notes. Although the underwriters have informed us that they currently intend to make a market in the new notes offered hereby, they have no obligation to do so and may discontinue making a market at any time without notice.

The liquidity of any market for either the new notes or the additional notes will depend upon the number of holders of such notes, our performance, the market for similar securities, the interest of securities dealers in making a market in such notes and other factors, including general declines or disruptions in the markets for debt securities. Although we have applied to admit the notes to listing on the Official List of the Luxembourg Stock Exchange and to trading on the Euro MTF, a liquid trading market may not develop or continue to exist for the notes.

In addition, the notes may trade at prices that are lower than their initial purchase price.

There is a possibility that the additional notes may not be fungible with the existing notes.

In the event that the additional notes are issued with more than a *de minimis* amount of original issue discount (OID), the additional notes will be issued with a separate CUSIP number and will likely be treated as a separate series for U.S. federal income tax purposes. In such a case, an investment in the additional notes will likely be considerably less liquid and a trading market may not develop or exist at all with respect to the additional notes. In addition, in such a case, the additional notes will be considered to have been issued with OID and the treatment under Taxation United States Federal Tax Considerations Original Issue Discount would apply. See Taxation United States Federal Tax Considerations for further information.

EXCHANGE RATES

The following table sets forth, for the periods and dates indicated, certain information concerning the exchange rates for the euro expressed in U.S. dollars per euro. Information concerning the U.S. dollar exchange rate is based on the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York (the Noon Buying Rate). Such rates are provided solely for convenience and no representation is made that euro were, could have been, or could be, converted into U.S. dollars at these rates or at any other rate. Such rates were not used by us in the preparation of our audited and unaudited consolidated financial statements included elsewhere in this prospectus. The Noon Buying Rate on January 26, 2007 was \$1.2909 per euro.

Dollars per euro exchange rate

Year ended December 31,	Period-end	High	Low	Average⁽¹⁾
2002	1.05	1.05	0.86	0.95
2003	1.26	1.26	1.04	1.14
2004	1.35	1.36	1.18	1.24
2005	1.18	1.35	1.17	1.24
2006	1.32	1.33	1.19	1.26
Year ended July 31,				
2002	0.98	1.02	0.86	0.91
2003	1.12	1.19	0.96	1.06
2004	1.20	1.29	1.08	1.20
2005	1.21	1.36	1.19	1.27
2006	1.28	1.30	1.17	1.22
Nine months ended September 30,				
2005	1.21	1.35	1.19	1.26
2006	1.27	1.30	1.19	1.25
Three months ended October 31,				
2005	1.20	1.25	1.19	1.22
2006	1.28	1.29	1.25	1.27
Month				
July 2006		1.28	1.25	
August 2006		1.29	1.27	
September 2006		1.28	1.26	
October 2006		1.28	1.25	
November 2006		1.33	1.27	
December 2006		1.33	1.31	
January 2007 (through January 26)		1.33	1.29	

Note:

(1) The annual average rate is the average of the Noon Buying Rates on the last business day of each month.

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USE OF PROCEEDS

We expect the net proceeds to be received by us from the offering, net of underwriting commissions and discounts and other expenses, to be approximately \$590 million. We intend to use the net proceeds from this offering plus cash on hand to repay in full the \$700 million outstanding under the bridge loan facility used to finance a portion of the cash consideration paid in the merger. The merger was completed on January 12, 2007. The total purchase price that we paid for the acquisition of Veritas was \$1.5 billion in cash and 46.1 million CGG ADSs. The bridge loan facility matures on the date that is 18 months from the effective date of the merger, subject to a six-month extension at our option. Borrowings under the bridge loan facility bear an interest rate based on LIBOR plus an interest rate margin which varies depending on the credit rating of the bridge loan facility. With respect to the first interest period, the effective interest rate on the bridge loan facility is LIBOR plus 4.10%. For further details of the bridge loan facility, the repayment of the bridge loan facility and the merger see [Description of Certain Indebtedness](#) [Bridge Loan Facility](#) , [The Veritas Merger](#) and [Underwriting](#) .

CAPITALIZATION

The following table shows our cash and cash equivalents, total financial debt and total capitalization as at September 30, 2006:

on an historical CGG basis; and

as adjusted to reflect the merger and the financing transactions.

The historical information has been derived from the unaudited interim consolidated financial statements of CGG included elsewhere in this prospectus. The information set out below should be read in conjunction with The Veritas Merger, Use of Proceeds and Description of Certain Indebtedness, the unaudited interim consolidated financial statements and the accompanying notes included elsewhere in this prospectus and the unaudited pro forma condensed combined financial information included elsewhere in this prospectus. The unaudited pro forma capitalization has been prepared for illustrative purposes only and, because of its nature, may not give a true picture of our capitalization. Other than as described below, there has been no material change in our consolidated capitalization since September 30, 2006.

The exchange rate used to translate U.S. dollar amounts to euros (U.S.\$1.2660 per 1.00) in the following table is the rate used by CGG to prepare its financial statements as at September 30, 2006.

As at September 30, 2006

	CGG Actual September 30, 2006 (IFRS)	Veritas Actual October 31, 2006 (U.S. GAAP)	Pro Forma Consistency Adjustments⁽¹⁾	Other Pro Forma Adjustments for the Merger and the Financing Transactions	As Adjusted
	(in millions)				
Cash and cash equivalents	169	280	0	(148)⁽²⁾	301
Bank overdrafts	11				11
Current portion of financial debt	44	122	(3)	(103)	61
Capital lease (current portion)		1			1
Other financial debt (current including accrued interest)	44				44
Veritas convertible notes		121	(3)	(103) ⁽³⁾	15
Financial debt	387			1,244	1,631
Capital lease	50				50
Other financial debt (including accrued interest)	82				82
Senior facilities				778 ⁽⁴⁾	778
Senior notes due 2015	255			233 ⁽⁵⁾	488
Senior notes due 2017				233 ⁽⁵⁾	233
Total financial debt (including bank overdrafts)	442	122	(3)	1,141	1,702
Shareholders' equity	851	592	(5)	968 ⁽⁶⁾	2,406
Minority interests	24				24

Total shareholders equity and minority interests	874	592	(5)	968	2,429
Net debt/(Cash)	273	(157)	(3)	(1,288)	1,402

Note:

- (1) Adjustments to Veritas consolidated balance sheet as at October 31, 2006 have been made to ensure consistency of accounting principles with CGG under IFRS. See Notes 2 and 3 to our unaudited pro forma condensed combined financial statements included elsewhere in this prospectus.

- (2) Net effect of pro forma adjustment on cash as described in Note 4.2.5 to our unaudited pro forma condensed combined financial statements included elsewhere in this prospectus.