

IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE LAGOS JUDICIAL DIVISION
HOLDEN AT LAGOS

IN THE MATTER OF THE COMPANIES AND ALLIED MATTERS ACT, CAP C20,
LAWS OF THE FEDERATION OF NIGERIA, 2004

File No. 747/05
SUIT NO:.....

BETWEEN:

BAKER HUGHES COMPANY LIMITED

.... PETITIONER

AND

BELBOP NIGERIA LIMITED

.... RESPONDENT

PETITION

THE HUMBLE PETITION OF THE ABOVE-NAMED PETITIONER, BAKER HUGHES COMPANY LIMITED, states as follows:

1. The Petitioner is a Company duly incorporated under the laws of the Federal Republic of Nigeria, and carrying on the business of drilling, exploration and development of wells, and other oil services and related business, and having its registered office at No. 10, Club Road, Ikoyi, Lagos.

BACKGROUND INFORMATION ABOUT THE RESPONDENT

2. The Respondent (BELBOP NIGERIA LIMITED) was incorporated on the 24th February, 1993 under the Companies and Allied Matters Act 1990, Cap C20, Laws of the Federation of Nigeria, 2004. The Respondent is engaged in the provision of Integrated Project Management and Integrated Support Services to oil and gas exploration and/or production companies in Nigeria.
3. The registered office address of the Respondent is situate at 211B, Corporation Drive, Dolphin Estate, Osborne Road, Ikoyi, Lagos. However, the principal and operational place of business of the Respondent is at Mike Adenuga Towers, 5th Floor, No. 1 Mike Adenuga Close, off Adeola Odeku Street, Victoria Island, Lagos.

4. The nominal share capital of the Respondent upon incorporation was ₦50,000.00
5. The object for which the Respondent company was set up, amongst others, are as follows:
 - a. To carry on the business of importers, exporters, motor spare parts, general merchants, industrialists, distributors, and suppliers of general goods, commission agents, manufacturers, manufacturers' representative, beauticians and general contractors.
 - b. To carry on business as building contractors, supplier of building materials and to engage in road, bridge, and other construction works such as housing, hospitals, schools, recreation houses, hotels, water dams or railway recovery and maintenance services thereof and property development.
 - c. To carry on business of merchandised farming and agriculture in all its branches feedmills, business of arable and fruit farmers, millers and manufacturers of cereal products and sales by wholesale or retail flour, fruits and all cereal or farm products.

STATEMENT OF FACTS

6. By virtue of an agreement comprised in **Contract No. BEL/HH/2009** dated 1st of December 2009 executed under the hand of both the Petitioner and the Respondent, the Respondent contracted the services of the Petitioner for the provision of Directional Drilling, MWD/LWD Services and supply of Drilling Fluids and Drilling Bits, Logging Cabin and surface acquisition system.
7. In addition to paragraph 6 above, the Petitioner and Respondent also executed two addendums to the contract namely, Addendum No.1 dated 11th January 2011 and Addendum No. 2 dated 15th of December 2011 to **Contract No. BEL/HH/2009** for the provision of Directional Drilling, MWD and LWD services.
8. The Petitioner duly discharged its obligations under the contract and rendered the requisite services for the benefit of the Respondent, whereupon the Petitioner issued invoices for the services rendered to the Respondent for payment. The invoices include the following:

Order No	Purchase Order No	Invoice Number	Total Outstanding Sum (US Dollars)
5878028 from 17-Oct-2013	BELBOP from 04-Mar-2013	903944650	103,597.12
5967551 from 22-Nov-2013	BELBOP from 04-Mar-2013	903972903	336,000.00
6120205 from 29-Jan-2014	BEL/BH/2009 from 04-Mar-2013	904273068	255,298.08
6064166 from 07-Jan-2014	BEL/BH/2009 from 04-Mar-2013	904273081	42,262.50
6144440 from 10-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904273100	40,591.95
6184419 from 25-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904273227	20,580.00
5994359 from 05-Dec-2013	BEL/BH/2009 from 04-Mar-2013	904273529	85,482.26
6108532 from 24-Jan-2014	BEL/BH/2009 from 04-Mar-2013	904273860	20,580.00
6130248 from 03-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904273869	29,767.50
6129757 from 03-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904273884	20,275.92
6112920 from 27-Jan-2014	BEL/BH/2009 from 04-Mar-2013	904273894	6,536.25
6132510 from 04-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904274098	34,146.63
6052415 from 31-Dec-2013	BEL/BH/2009 from 04-Mar-2013	904279410	527,697.14
6132411 from 04-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904279690	12,852.00
6019058 from 16-Dec-2013	BEL/BH/2009 from 04-Mar-2013	904279708	27,247.50
6034859 from 20-Dec-2013	BEL/BH/2009 from 04-Mar-2013	904279759	46,305.00
5996332 from 06-Dec-2013	BEL/BH/2009 from 04-Mar-2013	904279977	48,954.32
6188155 from 26-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904280437	824.02
6188228 from 26-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904287508	58,066.74
6194312 from 28-Feb-2014	BEL/BH/2009 from 04-Mar-2013	904293898	28,297.50
6219138 from 12-Mar-2014	BEL/BH/2009 from 04-Mar-2013	904331827	3,917.33
6245962 from 21-Mar-2014	BEL/BH/2009 from 04-Mar-2013	904370099	16,170.00
6268531 from 31-Mar-2014	BEL/BH/2009 from 04-Mar-2013	904412262	2,246.13
6268464 from 31-Mar-2014	BEL/BH/2009 from 04-Mar-2013	904412299	8,226.38
6269315 from 31-Mar-2014	BEL/BH/2009 from 04-Mar-2013	904415868	1,196.94
6295096 from 11-Apr-2014	BEL/BH/2009 from 04-Mar-2013	904454102	30,870.00
6295116 from 11-Apr-2014	BEL/BH/2009 from 04-Mar-2013	904454169	15,435.00
6338187 from 29-Apr-2014	BEL/BH/2009 from 04-Mar-2013	904517866	27,562.50
6351642 from 05-May-2014	W14001041 from 04-Mar-2013	904543272	8,220.00
6351712 from 05-May-2014	N14002476 from 04-Mar-2013	904543319	59,505.40
6353961 from 06-May-2014	N14001894 from 04-Mar-2013	904546799	62,987.14
6354066 from 06-May-2014	N14002056 from 04-Mar-2013	904546997	126,185.94
6354124 from 06-May-2014	W13021253 from 04-Mar-2013	904547048	3,669.63

6410735 from 28-May-2014	BEL/BH/2009 from 04-Mar-2013	904643769	27,622.77
6052415 from 31-Dec-2013	904279410 from 26-Feb-2014	904612291	-17,804.43
5705379 from 07-Aug-2013	903658083 from 17-Sep-2013	904612300	-26,880.32
		904276038	94,762.50
		904276070	94,762.50
		903944893	2,103,213.20
		1600007248	310,520.42
		1600008204	485,901.25
		904280006	2,100,588.48
		904280008	928,889.12
		904280016	368,981.24
		904280090	260,420.74
		904280184	55,989.41
		904280187	133,091.18
		904485886	170,103.15
		904280036	121,235.00
		904282251	88,092.90
		904294218	6,877.50
		904294220	22,099.77
TOTAL			9,440,021.20

9. The total indebtedness of the Respondent to the Petitioner on all the invoices issued for the services rendered as well as goods and equipment supplied amounted to the sum of **US\$9,440,021.20 (Nine Million, Four Hundred and Forty Thousand, Twenty One Dollars, Twenty Cents)**. The Petitioner shall rely on the invoices issued to the Respondent at the hearing of this Petition.
10. Your Petitioner has made several demands on the Respondent to liquidate the said indebtedness to no avail, and has written several demand letters, which culminated in the letter dated 28th of January 2015, wherein your Petitioner demanded for the payment of the outstanding debt from the Respondent. The Petitioner shall rely on the said letter at the hearing of this Petition.
11. Despite several demands made on the Respondent via telephone calls, emails and letters to liquidate its indebtedness to the Petitioner, the Respondent has failed, refused and neglected to pay the outstanding debt, till date.
12. Whereupon your Petitioner served on the Respondent Statutory Demand Letter dated 16th April 2015, pursuant to Section 409(a) of the Companies and Allied Matters Act, 1990, which demand were in the following terms:

“TAKE NOTICE that unless payment of the sum of US\$9,440,021.20 (Nine million, four hundred and forty thousand dollars, twenty one dollars, twenty Cents) is received within 3 (three) weeks after the service of this letter, we shall commence Winding-Up proceedings at the Federal High Court against your Company.”

13. More than twenty-one (21) days have elapsed since the said demand letter was served on the Respondent and the Respondent has failed, refused and neglected to pay or satisfy the said sum of part thereof. The Petitioner shall rely on the said Statutory Demand Letter at the hearing of this Petition.
14. The Respondent is insolvent and unable to pay its debt.
15. Your Petitioner shall rely on all relevant documents to this Petition, and in particular, on the following documents at the hearing of this Petition:
 - i. Agreement dated 1st of December 2009, between Belbop Nigeria Limited and Baker Hughes Company Limited in association with Baker Oilfield Nigeria Limited, for provision of Directional drilling, MWD and LWD services - CONTRACT NO: BEL/BH/2009, attached hereto as ANNEXURE A.
 - ii. Addendum No. 1 to BEL/BH/2009 dated January 11, 2011, between Belbop Nigeria Limited and Baker Hughes Company Limited for the provision of Directional Drilling, MWD/LWD services and supply of Drilling Fluids and Drill bits, attached hereto as ANNEXURE B.
 - iii. Addendum No. 2 to Contract No: BEL/BH/2009, dated 15th December 2011, between Belbop Nigeria Limited and Baker Hughes Company Limited, for provision of Electoral Wireline Logging and Completion services, attached hereto as ANNEXURE C.
 - iv. Letter dated 28th January 2015 from Baker Hughes Company Limited to the Managing Director Belbop Nigeria Limited, attached hereto as ANNEXURE D.
 - v. Letter dated 16th April 2015 from Baker Hughes Company Limited to the Managing Director Belbop Nigeria Limited, attached hereto as ANNEXURE E.
 - vi. Excel sheet compilation of all the invoices issued by Baker Hughes Company Limited to Belbop Nigeria Limited, attached hereto as ANNEXURE F.

vii. Copies of all the invoices issued by Baker Hughes Company Limited to Belbop Nigeria Limited, attached hereto as ANNEXURE G.

YOUR PETITIONER humbly prays as follows:-

- a. That Belbop Nigeria Limited be wound-up by this Honourable Court under the provisions of the Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria, 2004.
- b. That the Court may make such Order or other Orders as this honourable Court may deem fit to make in the circumstances.

AND YOUR PETITIONER will ever pray.

DATED THIS 20 DAY OF May 2015



Y. A. Kadiri, Esq. (FCIArb.) ✓

I. O. Muftau, Esq.

JACKSON, ETTI & EDU

Legal Practitioners for the Petitioner

3 - 5 Sinari Daranijo Street (RCO Court)

Off Ajose Adeogun Street

Victoria Island, Lagos

Email :(i) asamahkadiri@jacksonettiandedu.com

(ii) jacksonettiedu@jacksonettiandedu.com

Phone: 01 - 4626841; 01 - 4626843; 7057759102

FOR SERVICE ON:

The Respondent
Mike Adenuga Towers
5th Floor, No. 1, Mike Adenuga Close
Off Adeola Odeku Street
Victoria Island, Lagos

