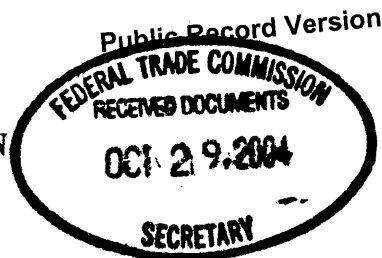


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



In the Matter of

GENERAL ELECTRIC COMPANY,
a corporation.

File No. 041-0106, Docket No. C-4119

**PETITION OF GENERAL ELECTRIC COMPANY
FOR APPROVAL OF PROPOSED DIVESTITURE**

Pursuant to Section 2.41(f) of the Federal Trade Commission ("Commission") Rules of Practice and Procedure, 16 C.F.R. 2.41(f) (2002), and Paragraph II.A. of the Decision and Order in the above-captioned matter (the "Decision and Order"), General Electric Company ("GE") hereby petitions the Commission to approve the divestiture of the X-Ray NDT Business (as defined in the Decision and Order) to Prinzpal 26. V V GmbH, a subsidiary of Andlinger & Company, Inc ("Andlinger").

I. CONSENT AGREEMENT AND COMPLAINT

On July 29, 2004, GE and the Commission entered into an Agreement Containing Consent Orders, which included the Decision and Order (collectively the "Consent Agreement") to settle the Commission's charges that GE's acquisition of InVision Technologies, Inc. ("InVision") violated federal antitrust laws. The Consent Agreement expressly provides that it does not constitute an admission by GE that the law had been violated or that the facts alleged by the Commission in its Complaint are true. On September 15, 2004, the Commission accepted the Consent Agreement for public comment. The public comment period expired on October 14, 2004, and the Consent Agreement currently awaits final Commission approval.

The Commission's Complaint had charged that the effects of the acquisition, if consummated, may be substantially to lessen competition in the U.S. market for the

research, development, manufacture and sale of standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators. Section II of the Decision and Order requires that, no later than six months from the date GE executed the Consent Agreement, GE shall divest the X-Ray NDT Business. Such a transaction must receive the prior approval of the Commission.

This Petition describes the principal terms of the agreement by which GE proposes to divest the X-Ray NDT Business to Andlinger after GE completes its acquisition of InVision and explains why that agreement satisfies the purposes of the Decision and Order.

II. CURRENT STATUS OF GE'S ACQUISITION OF INVISION

Among the closing conditions of the GE-InVision Agreement and Plan of Merger is a requirement that there not be any pending or threatened investigation by a governmental authority for the purpose of imposing criminal sanctions or material penalties or fines on the company. GE has not yet consummated its acquisition of InVision because on July 30, 2004, InVision announced that it been informed that the Department of Justice and the Securities and Exchange Commission may commence an investigation of InVision with respect to possible violations of the Foreign Corrupt Practices Act based upon InVision's voluntary disclosure of certain possible offers of improper payments by distributors in connection with foreign sales activities. *See* InVision Press Release, InVision Technologies Announces Internal Investigation; Investigation Could Impact Acquisition of InVision by General Electric, *available at* <http://investor.invision-tech.com/ReleaseDetail.cfm?ReleaseID=140716>.

In connection with InVision's announcement, GE issued a press release stating that it "continues to want to conclude the acquisition and is hopeful that this matter will

be resolved.” GE Press Release, *Statement regarding InVision Voluntary Disclosure*, available at http://www.ge.com/cgi-bin/cnn-storydisplay_nu.cgi?story=/www/bw/webbox/bw.073004/242124579.htm.

Notwithstanding InVision’s announcement, and as described in detail in GE’s compliance reports submitted pursuant to the Agreement Containing Consent Orders, GE has continued to prepare to comply with the Consent Agreement by divesting the X-Ray NDT Business following an acquisition of InVision.

III. THE TRANSACTION DOCUMENTS

GE and Andlinger have reached an agreement for the divestiture of the X-Ray NDT Business, subject to the approval of the Commission and other foreign competition authorities. The agreement is embodied in a Share Purchase Agreement (the “Agreement”). A copy of that Agreement and its attachments, exhibits and schedules (the “Transaction Documents”) is attached to this Application as Confidential Appendix A.

GE requests that the Transaction Documents and other information provided in Confidential Appendix A be treated by the Commission as strictly confidential and not be made available to the public. Confidential Appendix A contains commercially and competitively sensitive information relating to the divestiture of the X-Ray NDT Business. Disclosure of the information contained in the Confidential Appendix to the public may prejudice GE and Andlinger and may negatively affect GE’s ability to comply with the Consent Agreement. GE requests that the Commission inform it immediately if the Commission will not treat the accompanying Appendix A as confidential so that GE may seek appropriate relief.

The terms of the Transaction Documents comply with and satisfy the purposes of the Decision and Order. Pursuant to the Agreement, GE will sell the X-Ray NDT Business, as that term is defined in the Decision and Order. See Agreement §§ 2.1, 2.4, 3.2.

IV. THE PROPOSED ACQUIRER

A. Background and Relevant Experience

Andlinger is a private investment and management firm with offices in the United States in Europe. Andlinger has acquired over 100 companies in North America and Europe over the past 25 years. Andlinger's experienced team of management and investment professionals has a proven track record of helping companies in a wide variety of business sectors grow, expand, and improve by providing strategic and operational guidance. Andlinger's current investment portfolio includes:

- AgCert: a supplier of greenhouse gas emission-reduction credits to industries that must comply with climate change legislation anywhere in the world
- MCE: engineering, facilities management, industrial services
- CyberAlert: internet monitoring services
- Ethox Corp.: designer, manufacturer and sterilizer of disposable medical products
- Global Graphics: developer of commercial graphic image software
- Lantran Technologies: digital color proof printing systems
- Leobersdorfer Maschinenfabrik AG: manufacturer of high-pressure piston compressors for industrial and energy applications
- Primus: manufacturer of a complete line of industrial washing machines
- Proterion Corporation: manufacturer of high-precision scientific instruments for measurement of physical properties and molecular characterization
- R.H. Burton Company: ophthalmic equipment manufacturing and servicing

- Synerlab: contract drug manufacturer and packager
- TM Window and Door: manufacturer of aluminum exterior windows and doors
- Xanalys: information management software for law enforcement, intelligence and fraud detection

Andlinger plans to retain and work closely with the existing management team of the X-Ray NDT Business, which will participate in the ownership of the business. Thus, the X-Ray NDT Business will remain a viable and effective competitor in the research, development, manufacture and sale of X-Ray NDT products. We understand that Andlinger has provided detailed information about its plans for operating the X-Ray NDT Business directly to FTC staff. At the request of FTC staff, this information has not been shared with GE.

B. Financial Capability

Each of the Andlinger portfolio companies is a completely independent entity, locally managed and controlled, and there are no financial statements prepared or available with respect to Andlinger and all such companies as a group. However, on an annualized basis, the portfolio companies of Andlinger have aggregate revenues in excess of \$1 billion, total assets in excess of \$800 million and approximately 9,000 employees.

V. ABSENCE OF MARKET PRESENCE

Andlinger does not currently engage in the research, development, manufacture or sale of X-Ray NDT Products. Accordingly, the divestiture of the X-Ray NDT Business to Andlinger does not create any competitive concerns.

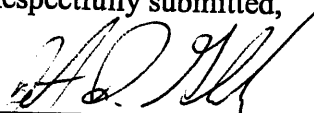
VI. CONCLUSION

The proposed divestiture to Andlinger will accomplish the purposes of the Consent Agreement and remedy any alleged lessening of competition in the market for

the research, development, manufacture, and sale of X-Ray NDT Products. Andlinger has the financial capability and relevant experience to ensure that the X-Ray NDT Business remains a viable and effective competitor to GE. Accordingly, GE requests that the Commission approve the proposed divestiture and acquirer.

Dated: October 27, 2004

Respectfully submitted,



Jonathan I. Gleklen, Esq.

Arnold & Porter LLP

Counsel for General Electric Company