

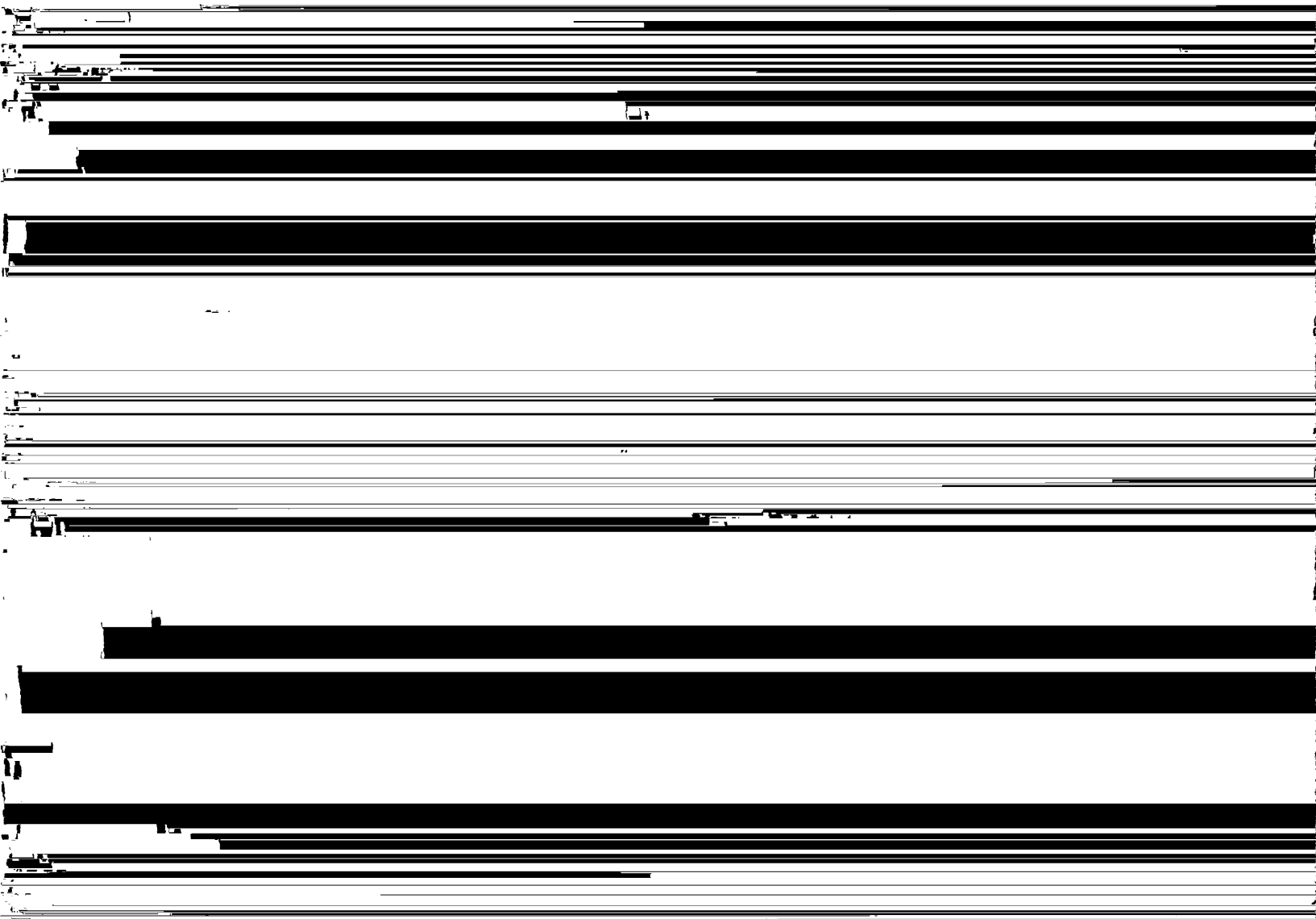
research, development, manufacture and sale of standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators. Section II of the Decision and Order requires that, no later than six months from the date GE executed the Consent Agreement, GE shall divest the X-Ray NDT Business. Such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

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



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

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

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

- Synerlab: contract drug manufacturer and packager

- TM Window and Door: manufacturer of aluminum exterior windows and doors

doors

- Xanalys: information management software for law enforcement, intelligence and fraud detection

Andlinger plans to retain and work closely with

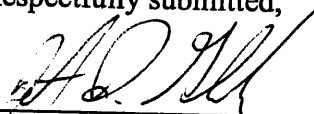
the research, development, manufacture, and sale of X-Ray NDT Products. Andlinger

has the financial control of the

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,



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