

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G

IFCO SYSTEMS NV
Form SC 13G
February 15, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(B)

(AMENDMENT NO. __) *

IFCO Systems NV

(Name of Issuer)

Ordinary shares, nominal value 2 euros per share

(Title of Class of Securities)

N43961-10-6

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Exchange Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see

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the Notes).

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47660.0249

 CUSIP No. N43961-10-6 13G

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 General Electric Erste Beteiligungs GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Germany

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |

| | | |
|--|---|---------------------|
| | 6 | SHARED VOTING POWER |
| | | 3,200,000 |

| | | |
|--|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| | | 3,200,000 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 3,200,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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6.8%

12 TYPE OF REPORTING PERSON
CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Capital Corporation
13-1500700

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,200,000 (includes all shares
beneficially owned by TIP Overseas Holding BV)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,200,000 (includes all shares beneficially
owned by TIP Overseas Holding BV)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,200,000 (includes all shares beneficially owned by TIP Overseas Holding BV)

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.8%

12 TYPE OF REPORTING PERSON
CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Capital Services, Inc.
06-1109503

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Disclaimed (see 9 below)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

Disclaimed (see 9 below)

7 SOLE DISPOSITIVE POWER

Disclaimed (see 9 below)

8 SHARED DISPOSITIVE POWER

Disclaimed (see 9 below)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares is disclaimed by General

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Electric Capital Services, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Company
14-0689340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

Disclaimed (see 9 below)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

Disclaimed (see 9 below)

7 SOLE DISPOSITIVE POWER

Disclaimed (see 9 below)

8 SHARED DISPOSITIVE POWER

Disclaimed (see 9 below)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares is disclaimed by General Electric Company.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON

CO; HC

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TIP Holdings GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,200,000 (includes all shares beneficially owned by General Electric Erste Beteiligungs G

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

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3,200,000 (includes all shares beneficially owned by General Electric Erste Beteiligungs GmbH)

| | | |
|----|--|--|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 3,200,000 (includes all shares beneficially owned by General Electric Erste Beteiligungs GmbH) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 6.8% |
| 12 | TYPE OF REPORTING PERSON | CO |

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| | | |
|---|--|---|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | TIP Overseas Holding BV |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Germany |
| 5 | SOLE VOTING POWER | 0 |
| 6 | SHARED VOTING POWER | 3,200,000 (includes all shares beneficially owned by TIP Holdings GmbH) |
| 7 | SOLE DISPOSITIVE POWER | |

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0

8 SHARED DISPOSITIVE POWER

3,200,000 (includes all shares beneficially owned by TIP Holdings GmbH)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,200,000 (includes all shares beneficially owned by TIP Holdings GmbH)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.8%

12 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GE Asset Management Incorporated (formerly GE Investment Management Incorporated), as Investment Manager of GEPT (as defined below) and as Investment Adviser to certain other entities and accounts.
06-1238874

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

120,158

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

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WITH

| | | |
|----|--|---------|
| 6 | SHARED VOTING POWER | 10,127 |
| 7 | SOLE DISPOSITIVE POWER | 120,158 |
| 8 | SHARED DISPOSITIVE POWER | 10,127 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 130,285 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.3% |
| 12 | TYPE OF REPORTING PERSON | IA, CO |

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| | | |
|---|--|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | Trustees of General Electric Pension Trust 14-6015763 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | New York |

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

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EACH
REPORTING
PERSON
WITH

| | | | |
|----|---|--|--------|
| | 6 | SHARED VOTING POWER | 10,127 |
| | 7 | SOLE DISPOSITIVE POWER | 0 |
| | 8 | SHARED DISPOSITIVE POWER | 10,127 |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 10,127 |
| 10 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 11 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.2% |
| 12 | | TYPE OF REPORTING PERSON | EP |

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ITEM 1(A). NAME OF ISSUER:

IFCO Systems N.V., a Netherlands corporation (the "Issuer")

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

"Rivierstate," Amsteldijk 166, NL-1079 LH Amsterdam, The Netherlands

ITEM 2(A). NAME OF PERSON FILING:

This statement is being filed by each of:

General Electric Erste Beteiligungs GmbH ("GEEB")
TIP Holdings GmbH ("TIP Holdings")
TIP Overseas Holding BV ("TIP Overseas")
General Electric Capital Corporation ("GE Capital")
General Electric Capital Services, Inc. ("GECS")

GE Asset Management Incorporated ("GEAM")
Trustees of General Electric Pension Trust ("GEPT")

General Electric Company ("GE")

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GEEB is a subsidiary of TIP Holdings; TIP Holdings is a subsidiary of TIP Overseas; TIP Overseas is a subsidiary of GECS; and GECS is a wholly-owned subsidiary of GE. GEAM is a wholly-owned subsidiary of GE.

GEEB, TIP Holdings, TIP Overseas, GE Capital, GECS, GEAM, GEPT and GE are referred to herein collectively as the "Reporting Persons".

An agreement among the Reporting Persons that this statement be filed on behalf of each of them is attached hereto as Exhibit 1.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The principal business offices of GEEB and TIP Holdings are c/o Central Trailer Rento GmbH Bleichen Bruecke 9, 20354 Hamburg, Germany. The principal business office of TIP Overseas is Amsteldijk 166, 1079 LH Amsterdam, The Netherlands. The principal business offices of GE Capital and GECS are located at 260 Long Ridge Road, Stamford, Connecticut 06927. The principal business offices of GEAM, and GEPT are 3003 Summer Street, Stamford, CT 06904-7900. The principal business office of GE is located at 3135 Easton Turnpike, Fairfield, Connecticut 06431.

ITEM 2(C). CITIZENSHIP:

Each of GECS and GEAM is a Delaware corporation. Each of GE Capital and GE is a New York corporation. GEPT is a New York common law trust. Each of GEEB and TIP Holdings is a German corporation. TIP Overseas is a Netherlands corporation.

ITEM 2(D). TITLE AND CLASS OF SECURITIES:

Ordinary shares, nominal value 2 euros per share, of the Issuer (the "Ordinary Shares")

ITEM 2(E). CUSIP NUMBER:

N43961-10-6

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment company registered under Section 8 of the Investment Company Act
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) GEAM (only)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) GEPT (only)
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)

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- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this box.

ITEM 4. OWNERSHIP.

(a) The responses of the Reporting Persons to Row 9 of the cover pages of this statement on Schedule 13G are incorporated herein by reference. The Ordinary Shares beneficially owned by GEEB, TIP Holdings, TIP Overseas and GE Capital consist of 3,200,000 shares of Ordinary Shares which GEEB has the right to acquire pursuant to a convertible debenture issued to GEEB by Schoeller Holdings in the amount of DM 45.0 million or approximately \$22.1 million. GEEB may require conversion of the debenture into 3,200,000 shares of Ordinary Shares (which constitutes 16% of the capital stock of the Issuer prior to its initial public offering) or into a corresponding number of ordinary shares of Schoeller Holdings.

(b) The responses of the Reporting Persons to Row (11) of the cover pages of this statement on Schedule 13G are incorporated herein by reference. As of December 31, 2000, GEEB, TIP Holdings, TIP Overseas, GE Capital, GEAM and GEPT beneficially owned in the aggregate 3,330,285 Ordinary Shares, representing approximately 7.1% of the Ordinary Shares determined in accordance 13d-3(d)(1).

(c) The responses of the Reporting Persons to Rows (5) through (8) of the cover pages of this statement are incorporated herein by reference.

Neither the filing of this Schedule 13G or any amendment thereto, nor anything contained herein is intended as, or should be construed as, an admission that GECS or GE is the beneficial owner of any shares of Ordinary Shares. Neither the filing of this Schedule 13G or any amendment thereto, nor anything construed herein is intended as, or should be construed as, an admission that GEEB, TIP Holding, TIP Overseas, GE Capital, GECS or GE is the beneficial owner of any Ordinary Shares held by GEAM or GEPT.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

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Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

(a) The following certification applies to GEAM and GEPT only:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2001

GENERAL ELECTRIC ERSTE BETEILIGUNGS GMBH

By: Jonathan K. Sprole

Name: Jonathan K. Sprole

Title: Attorney-in-fact

TIP HOLDINGS GMBH

By: Jonathan K. Sprole

Name: Jonathan K. Sprole

Title: Attorney-in-fact

TIP OVERSEAS HOLDING BV

By: Jonathan K. Sprole

Name: Jonathan K. Sprole

Title: Attorney-in-fact

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GENERAL ELECTRIC CAPITAL CORPORATION

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Dept. Operations Manager

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GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-fact

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GE ASSET MANAGEMENT INCORPORATED

By: Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated
Its Investment Manager

By: Michael M. Pastore

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Name: Michael M. Pastore
Title: Vice President

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EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 1 | Joint Filing Agreement, dated February 14, 2001, among GEEB, TIP Holdings, TIP Overseas, GE Capital, GECS, GE, GEAM, and GEPT |
| 2 | Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for GECS, dated February 22, 2000 |
| 3 | Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for GE, dated February 22, 2000 |
| 4 | Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for GEEB. |

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