

Edgar Filing: GUILFORD MILLS INC - Form SC 13G

GUILFORD MILLS INC  
Form SC 13G  
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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)

GUILFORD MILLS, INC.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

401794201

-----  
(CUSIP Number)

October 4, 2002

-----  
(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 disclosures provided in a prior cover page.

The information required on 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 ("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 the Notes).

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
GE Capital CFE, Inc.  
06-1471032

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

|   |   |                          |         |
|---|---|--------------------------|---------|
|   | 5 | SOLE VOTING POWER        |         |
|   |   |                          | 406,736 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6 | SHARED VOTING POWER      |         |
|   |   |                          | 0       |
|   | 7 | SOLE DISPOSITIVE POWER   |         |
|   |   |                          | 406,736 |
|   | 8 | SHARED DISPOSITIVE POWER |         |
|   |   |                          | 0       |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
406,736

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
7.4%

12 TYPE OF REPORTING PERSON\*  
  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP No. 401794201

13G

1 NAME 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\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

406,736

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

406,736

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

406,736

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.4%

12 TYPE OF REPORTING PERSON\*

CO

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CUSIP No. 401794201

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- 1 NAME 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\* (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware
- |   |   |                          |  |
|---|---|--------------------------|--|
|   | 5 | SOLE VOTING POWER        |  |
|   |   | Disclaimed (See 9 below) |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>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 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

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP No. 401794201

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- 1 NAME 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\* (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
New York
- |   |   |  |
|---|---|--|
|   | 5 | SOLE VOTING POWER<br><br>Disclaimed (See 9 below)        |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6 | SHARED VOTING POWER<br><br>Disclaimed (See 9 below)      |
|   | 7 | SOLE DISPOSITIVE POWER<br><br>Disclaimed (See 9 below)   |
|   | 8 | SHARED DISPOSITIVE POWER<br><br>Disclaimed (See 9 below) |
- 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

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1(a) Name of Issuer.

Guilford Mills, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

601 West Market Street, Greensboro, NC 27409

Item 2(a) Name of Person Filing.

This Schedule 13G (the "Schedule 13G") is being filed on behalf of each of the following persons (each, a "Reporting Person"):

- (i) GE Capital CFE, Inc. ("CFE");
- (ii) General Electric Capital Corporation ("GE Capital");
- (iii) General Electric Capital Services, Inc. ("GECS"); and
- (iv) General Electric Company ("GE").

This statement relates to shares held directly by CFE.

GE Capital is the parent company of CFE.

GECS is the parent company of GE Capital.

GE is the parent company of GECS.

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

Item 2(b) Address of Principal Business Office, or, if none, Residence.

The address of the principal business office of each of CFE, GE Capital and GECS is: c/o of General Electric Capital Corporation, 260 Long Ridge Road, Stamford, CT 06927.

GE's principal business office is located at 3135 Easton Turnpike, Fairfield, CT 06431.

Item 2(c) Citizenship or Place of Organization.

- (i) CFE is a Delaware corporation;
- (ii) GE Capital is a Delaware corporation;
- (iii) GECS is a Delaware corporation; and
- (iv) GE is a New York corporation.

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Item 2(d) Title of Class of Securities.

Common Stock, \$0.01 par value (the "Shares").

Item 2(e) CUSIP Number.

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401794201

- Item 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:  
Not applicable.
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment advisor in accordance with ss.240.13d-1(b)(1)(ii)(E).
  - (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
  - (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
  - (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4 Ownership.

Ownership as of December 31, 2003 is incorporated by reference to items (5) - (9) and (11) of the cover page of the Reporting Person.

Each of GECS and GE hereby disclaims beneficial ownership of the Shares.

Item 5 Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

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Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Not applicable.

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- Item 8 Identification and Classification of Members of the Group.  
Not applicable.
- Item 9 Notice of Dissolution of Group.  
Not applicable.
- Item 10 Certification.

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above 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.

SIGNATURE

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.

Date: February 11, 2004

GE CAPITAL CFE, INC.

By: /s/ James C. Ungari  
Name: James C. Ungari  
Title: Vice President

Date: February 11, 2004

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ James C. Ungari  
Name: James C. Ungari  
Title: Vice President

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Date: February 11, 2004

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Barbara A. Lane  
Name: Barbara A. Lane  
Title: Attorney-in-fact

Date: February 11, 2004

GENERAL ELECTRIC COMPANY

By: /s/ Barbara A. Lane  
Name: Barbara A. Lane  
Title: Attorney-in-fact



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EXHIBIT INDEX

- A. Joint Filing Agreement, dated February 11, 2004, by and among (i) GE Capital CFE, Inc.; (ii) General Electric Capital Corporation; (iii) General Electric Capital Services, Inc.; and (iv) General Electric Company.
- B. Power of Attorney, dated as of November 26, 2003, appointing Barbara A. Lane as attorney-in-fact for General Electric Capital Services, Inc.
- C. Power of Attorney, dated as of December 16, 2003, appointing Barbara A. Lane as attorney-in-fact for General Electric Company.

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