



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

July 30, 2010

Paul R. Eckert, Esq.  
Wilmer Cutler Pickering Hale and Dorr LLP  
1875 Pennsylvania Avenue NW  
Washington, DC 20006

**Re: SEC v. General Electric Company, et al., Civil Action No. 10-1258  
(District of Columbia)  
Waiver Request under Regulation A and Rule 505 of Regulation D**

Dear Mr. Eckert:

This responds to your letter dated July 30, 2010, written on behalf of General Electric Company and its subsidiaries, GE Ionics, Inc. (formerly Ionics, Inc.) and GE Healthcare Ltd. (formerly Amersham plc) ("Defendants"), and constituting an application for relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D under the Securities Act of 1933 (the "Securities Act").

You requested relief from disqualifications from exemptions available under Regulation A and Rule 505 that arose by reason of the Final Judgment as to GE entered on July 30, 2010 by the United States District Court for the District of Columbia in SEC v. General Electric Company, Ionics, Inc. & Amersham plc, Civil Action No. 10-1258 (the "Judgment"). The Judgment, among other things, permanently restrains and enjoins the Defendants from violations of sections 13(b)(2)(A) and 13(b)(2)(B) of the Securities Exchange Act of 1934.

For purposes of this letter, we have assumed as facts the representations set forth in your letter and the findings supporting entry of the Judgment. We also have assumed that GE will comply with the Judgment.

On the basis of your letter, I have determined that you have made showings of good cause under Rule 262 and Rule 505 that it is not necessary under the circumstances to deny the exemptions available under Regulation A and Rule 505 by reason of entry of the Judgment. Accordingly, pursuant to delegated authority, on behalf of the Division of Corporation Finance, I hereby grant relief from any disqualifications from exemptions otherwise available under Regulation A and Rule 505 that may have arisen by reason of entry of the Judgment.

Very truly yours,

A handwritten signature in cursive script that reads "Mauri L. Osheroff".

Mauri L. Osheroff  
Associate Director (Regulatory Policy)  
Division of Corporation Finance

July 30, 2010

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**BY E-MAIL AND U.S. MAIL**

Gerald J. Laporte, Esq.  
Chief, Office of Small Business Policy  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: SEC v. General Electric Company, Ionics, Inc., and Amersham plc,  
1:10-cv-01258 (RWR) (D.D.C. July 30, 2010)

Dear Mr. Laporte:

This letter is submitted on behalf of our clients, General Electric Company, a New York corporation ("GE"), and its subsidiaries, Ionics, Inc. (currently GE Ionics, Inc.) ("Ionics") and Amersham plc (currently GE Healthcare Ltd.) ("Amersham"), the settling defendants ("Settling Parties") in the above-captioned injunctive action brought by the Securities and Exchange Commission (the "Commission"). The Settling Parties hereby request, pursuant to Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D of the Commission promulgated under the Securities Act of 1933 (the "Securities Act"), waivers of any disqualifications from relying on exemptions under Regulation A and Rule 505 of Regulation D that may be applicable to the Settling Parties and any of their affiliates as a result of the entry of Final Judgment as to Defendants GE, Ionics, and Amersham (the "Final Judgment"), which is described below. The Settling Parties request that these waivers be granted effective today. It is our understanding that the staff of the Division of Enforcement does not object to the grant of the requested waivers.

**BACKGROUND**

The staff of the Division of Enforcement engaged in settlement discussions with the Settling Parties in connection with the above-captioned injunctive action pursuant to Sections 21(d), 21(e), and 27 of the Securities Exchange Act of 1934 (the "Exchange Act"). As a result of these discussions, the Settling Parties submitted a Consent to Entry of Final Judgment (the "Consent") that was presented by the staff of the Commission to the United States District Court for the District of Columbia (the "Court") on July 30, 2010, when the Commission filed its complaint (the "Complaint") against the Settling Parties in a civil action captioned Securities and Exchange Commission v. General Electric Company, Ionics, Inc., and Amersham plc, 1:10-cv-01258 (RWR) (D.D.C. July 30, 2010).

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In the Consent, solely for the purpose of proceedings brought by or on behalf of the Commission or to which the Commission is a party, the Settling Parties agreed to consent to the entry of the Final Judgment without admitting or denying the matters set forth therein (other than those relating to the jurisdiction of the district court over it and the subject matter of the action). Under the terms of the Final Judgment, the Court permanently enjoined the Settling Parties from future violations of Sections 13(b)(2)(A) and Section 13(b)(2)(B) of the Exchange Act. The Final Judgment resolved the Complaint's allegations that, between 2000 and 2003, four current subsidiaries of GE, including Ionics and Amersham, which were both acquired by GE after the conduct at issue in the Complaint, authorized and made payments in the form of cash, medical equipment, and services to Iraqi government ministries through agents on sales of products to Iraq under the United Nations Oil for Food Program. The Final Judgment also permanently enjoined the Settling Parties from future violations of the securities law provisions referenced in the Complaint and requires that GE pay, on behalf of all Settling Parties, disgorgement in the amount of \$18,397,949, prejudgment interest in the amount of \$4,080,665, and a civil monetary penalty of \$1 million pursuant to Section 21(d) of the Exchange Act.

### DISCUSSION

The Settling Parties understand that the entry of the Final Judgment may disqualify them and their affiliated entities from relying on certain exemptions under Regulation A and Rule 505 of Regulation D promulgated under the Securities Act, insofar as the Final Judgment causes the Settling Parties to be subject to an order, judgment, or decree of a court of competent jurisdiction permanently enjoining them from engaging in or continuing prescribed conduct in connection with the purchase or sale of any security. The Settling Parties are concerned that, should they or any of their affiliates need to serve in the capacities subject to the disqualifications set forth in Securities Act Rule 262, the Settling Parties and those of their issuer affiliates who rely upon or may rely upon these offering exemptions when issuing securities would be prohibited from doing so. The Commission has the authority to waive the Regulation A and D exemption disqualifications upon a showing of good cause that such disqualifications are not necessary under the circumstances. See 17 C.F.R. §§ 230.262 and 230.505(b)(2)(iii)(C).

The Settling Parties request that the Commission waive any disqualifying effects that the Final Judgment may have under Regulation A and Rule 505 of Regulation D with respect to the Settling Parties or their issuer affiliates on the following grounds:

1. The Settling Parties' alleged conduct addressed in the Final Judgment does not pertain to either Regulation A or D. Nor does the alleged conduct involve any employee or entity based in the United States; rather, the alleged conduct was limited to the alleged actions of mid-level management personnel of several foreign subsidiaries of GE, Ionics, and Amersham. The vast

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majority – 14 of 18 – of the transactions described in the Complaint concern alleged conduct of Ionics and Amersham, that took place several years prior to GE's acquisition of these companies. Despite conducting reasonable pre-acquisition due diligence concerning compliance matters in connection with its acquisitions of Ionics and Amersham, GE had no knowledge of the alleged payments at the time of either acquisition.

2. Before learning of the Commission's investigation in this matter, GE, of its own accord, substantially enhanced the compliance control environment in both of these companies. The Settling Parties have implemented extraordinary and far-reaching remedial steps to address the conduct at issue and to prevent the recurrence of similar issues in the future. Specifically, in response to the allegations found in the Complaint, the Settling Parties have taken strong disciplinary action – up to and including termination – against employees and third party representatives whose conduct failed to meet GE's standards and have enhanced their compliance-related policies and procedures.

3. The disqualification of the Settling Parties and any of their issuer affiliates from relying on the exemptions under Regulation A and Rule 505 of Regulation D would be undue and disproportionately severe given the nature of the violations addressed in the Final Judgment and the extent to which disqualification may affect the business operations of the Settling Parties and those of their issuer affiliates by impairing their ability to issue securities pursuant to these exemptions to raise new capital or for other purposes. In addition, the disqualification of the Settling Parties and their issuer affiliates from the exemptions may place GE or their issuer affiliates at a competitive disadvantage with respect to third parties that might seek to invest in securities that rely on the regulatory exemptions.

4. The disqualification of the Settling Parties and their issuer affiliates from relying on the exemptions available under Regulation A and Rule 505 of Regulation D would be undue and disproportionately severe, given (i) the lack of any relationship between the actions that are the subject of the Staff's allegations and any activity related to either Regulation A or D conducted by the Settling Parties and their issuer affiliates, and (ii) the fact that the Commission staff has negotiated a settlement with the Settling Parties and reached a satisfactory conclusion to this matter that resulted in the issuance of an injunctive order compelling prospective compliance with specified federal securities laws and requiring the payment of \$18,397,949 in disgorgement, \$4,080,665 in prejudgment interest, and \$1 million in civil monetary penalties.

In light of the grounds for relief discussed above, we believe that disqualification is not necessary and that the Settling Parties have shown good cause that relief should be granted. Accordingly, we respectfully urge the Commission to waive the disqualification provisions in Regulation A and Rule 505 of Regulation D to the extent they may be applicable to the Settling

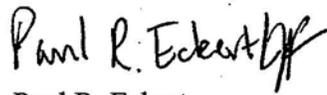
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Parties and any of their issuer affiliates as a result of the entry of the Final Judgment.<sup>1</sup>

Please do not hesitate to call me at (202) 663-6537 if you have any questions.

Sincerely,



Paul R. Eckert

cc: Michael R. McAlevey, Esq., Vice President, Chief Corporate,  
Securities and Finance Counsel, General Electric Company

F. Joseph Warin, Esq., Gibson, Dunn & Crutcher LLP

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<sup>1</sup> We note in support of this request that the Commission has granted relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D for similar reasons and/or in similar circumstances. *See, e.g.*, American International Group, Inc., S.E.C. No-Action Letter (pub. avail. Feb. 21, 2006); Sybaris Clubs International, Inc., S.E.C. No-Action Letter (pub. avail. July 1, 1996); The Cooper Companies, Inc., S.E.C. No-Action Letter (pub. avail. Dec. 20, 1994); Michigan National Corporation, S.E.C. No-Action Letter (pub. avail. Dec. 17, 1993); and General Electric Company, S.E.C. No-Action Letter (pub. avail. May 24, 1988). *See also*, Citigroup Global Markets Inc., S.E.C. No-Action Letter (pub. avail. Dec. 23, 2008); UBS Securities LLC et al., S.E.C. No-Action Letter (pub. avail. Dec. 23, 2008); Prudential Financial, Inc., S.E.C. No-Action Letter (pub. avail. Sept. 4, 2008); First Southwest Company, S.E.C. No-Action Letter (pub. avail. May 27, 2008); Hartford Investment Financial Services, LLC, et al., S.E.C. No-Action Letter (pub. avail. May 14, 2008); Gabelli Funds LLC, S.E.C. No-Action Letter (pub. avail. Apr. 24, 2008); Pritchard Capital Partners, LLC et al., S.E.C. No-Action Letter (pub. avail. Apr. 23, 2008); and General Electric Company, S.E.C. No-Action Letter (pub. avail. Aug. 11, 2009).