

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 9131 / August 2, 2010**

**In the Matter of**

**General Electric Company,**  
**Respondent.**

**ORDER UNDER RULE 602(e) OF THE**  
**SECURITIES ACT OF 1933 GRANTING A**  
**WAIVER OF THE RULE 602(c)(2) & 602(b)(4)**  
**DISQUALIFICATION PROVISIONS**

**I.**

General Electric Company (“GE”) has submitted a letter, dated June 18, 2010, requesting a waiver of the Rule 602(c)(2) and 602(b)(4) disqualifications from the exemption from registration under Regulation E arising from GE’s settlement of an injunctive action commenced by the Commission.

**II.**

On July 30, 2010, the Federal District Court for the District of Columbia entered a final judgment permanently enjoining GE and two of its subsidiaries, Ionics, Inc., currently GE Ionics, Inc. (“Ionics”), and Amersham plc, currently GE Healthcare Ltd. (“Amersham”), from violating Sections 13(b)(2)(A) and 13(b)(2)(B) of the Securities Exchange Act of 1934. The complaint alleges that from 2000 to 2003 GE, Ionics, and Amersham violated the books and records and internal controls provisions of the Foreign Corrupt Practices Act by paying, or agreeing to pay, approximately \$3.6 million in illegal kickbacks in connection with the United Nations Oil for Food Program in Iraq. The complaint alleges that GE, Ionics, and Amersham failed to keep books, records, and accounts, which in reasonable detail, accurately and fairly reflected these transactions. The complaint further alleges that GE, Ionics, and Amersham failed to ensure that their subsidiaries maintained systems of internal accounting controls sufficient to provide reasonable assurances that: (i) payments were made in accordance with management’s general or specific authorization; and (ii) payments were recorded as necessary to maintain accountability for the companies’ assets.

### III.

The Regulation E exemption is unavailable for the securities of small business investment company issuers or business development company issuers if such issuer or any of its affiliates is subject to a court order entered within the past five years “permanently restraining or enjoining such person from engaging in or continuing any conduct or practice in connection with the purchase or sale of securities,” 17 C.F.R. § 230.602(b)(4), or if any of the issuer’s directors, officers or principal security holders, any investment adviser or underwriter of the securities to be offered, or any partner, director or officer of any such investment adviser or underwriter of the securities to be offered is “temporarily or permanently restrained or enjoined by any court from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security or arising out of such person’s conduct as an underwriter, broker, dealer or investment adviser.” 17 C.F.R. § 230.602(c)(2). Rule 602(e) of the Securities Act of 1933 (“Securities Act”) provides, however, that the disqualification “shall not apply . . . if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the exemption be denied.” 17 C.F.R. § 230.602(e).

### IV.

Based upon the representations set forth in GE’s request, the Commission has determined that pursuant to Rule 602(e) under the Securities Act a showing of good cause has been made that it is not necessary under the circumstances that the exemption be denied as a result of the Final Judgment.

Accordingly, **IT IS ORDERED**, pursuant to Rule 602(e) under the Securities Act, that a waiver from the application of the disqualification provisions of Rule 602(c)(2) and 602(b)(4) under the Securities Act resulting from the entry of the Final Judgment is hereby granted.

By the Commission.

Elizabeth M. Murphy  
Secretary