

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

IFCO SYSTEMS NV  
Form SC 13G/A  
February 14, 2002

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. 1)\*

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, 2001

-----  
(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  
the Notes).

NY2:\1032991\03\M52703!.DOC\47660.0249

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

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

6.8%

12 TYPE OF REPORTING PERSON

CO

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

CUSIP No. N43961-10-6

13G

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

Delaware

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

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,200,000 (includes all shares beneficially owned by

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

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

Page 3 of 15 Pages

CUSIP No. N43961-10-6

13G

1 NAMES OF REPORTING PERSONS

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

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 Electric Capital Se

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

Page 4 of 15 Pages

CUSIP No. N43961-10-6

13G

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

General Electric Company  
14-0689340

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		Disclaimed (see 9 below)
	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 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

-----

Page 5 of 15 Pages

-----

CUSIP No. N43961-10-6

13G

-----

-----

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

-----

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

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 Beteiligungs GmbH)
		7 SOLE DISPOSITIVE POWER
		0
		8 SHARED DISPOSITIVE POWER
		3,200,000 (includes all shares beneficially owned by Beteiligungs GmbH)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		3,200,000 (includes all shares beneficially owned by General Electric Erste Bet
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

Page 6 of 15 Pages

	CUSIP No. N43961-10-6	13G
--	-----------------------	-----

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	

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

Germany

	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
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	3,200,000 (includes all shares beneficially owned by
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		

Page 7 of 15 Pages

CUSIP No. N43961-10-6

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	GE	Asset Management Incorporated (formerly General Electric Investment Corporation), 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

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0.0%	
12	TYPE OF REPORTING PERSON	
	IA, CO	

Page 8 of 15 Pages

	CUSIP No. N43961-10-6	13G
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



Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0.0%	
12	TYPE OF REPORTING PERSON	
	EP	

Page 9 of 15 Pages

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")

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

## Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

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 GE Capital, GECS and GEAM is a Delaware corporation. 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

Page 10 of 15 Pages

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)
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

- (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 Shares beneficially owned by GEEB, TIP Holdings, TIP Overseas and GE Capital consist of 3,200,000 Ordinary Shares which GEEB has the right to acquire pursuant to a convertible debenture issued to GEEB by Schoeller Logistics Technologies Holding GmbH in the amount of Deutsche Marks (DM) 45.0 million (or approximately US \$22.1 million). GEEB may require conversion of the debenture into 3,200,000 Ordinary Shares (which constituted 16% of the capital stock of the Issuer prior to its initial public offering) or into a corresponding number of ordinary shares of Schoeller Logistics Technologies Holding GmbH. If the value of the 3,200,000 Ordinary Shares into which the debenture is convertible decreases to an amount less than DM 45.0 million, GEEB would then have the option to demand payment of the DM 45.0 million in cash, and Schoeller Logistics Industries GmbH would have the option, in its sole discretion, to instead make payment to GEEB in the form of an aggregate number of Ordinary Shares equal to DM 45.0 million.

(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, 2001, GEF, TIP Holdings, TIP Overseas and GE Capital beneficially owned in the aggregate 3,200,000 Ordinary Shares, representing approximately 6.8% of the Ordinary Shares determined in accordance 13d-3(d)(1) (based on 43,934,650 Ordinary Shares reported as outstanding as of September 30, 2001, by the Issuer in its Form 6-K dated December 3, 2001).

(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.

Page 11 of 15 Pages

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.

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.

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

Item 8. Identification and Classification of Members of the Group.

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.

Page 12 of 15 Pages

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 13, 2002

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

Edgar Filing: IFCO SYSTEMS NV - Form SC 13G/A

TIP OVERSEAS HOLDING BV

By: Jonathan K. Sprole

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

GENERAL ELECTRIC CAPITAL CORPORATION

By: Jonathan K. Sprole

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

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: Jonathan K. Sprole

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

Page 13 of 15 Pages

GENERAL ELECTRIC COMPANY

By: Jonathan K. Sprole

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

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

-----  
Name: Michael M. Pastore  
Title: Vice President

Page 14 of 15 Pages

EXHIBIT INDEX

Exhibit No. -----	Description -----
1	Joint Filing Agreement, dated February 13, 2002, 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, dated February 14, 2002.
5	Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for TIP Holdings, dated February 14, 2002.
6	Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for TIP Overseas, dated February 14, 2002.

Page 15 of 15 Pages