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VMIC INC  
Form SC 13D  
July 13, 2001

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D

(RULE 13d-101)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(a)

Under the Securities Exchange Act of 1934

VMIC, Inc.

-----  
(Name of Issuer)

Common Stock (\$.10 par value per share)

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

N/A

-----  
(CUSIP Number)

Greerson G. McMullen  
Senior Vice President and General Counsel  
GE Fanuc Automation North America, Inc.  
29N and Route 606  
Charlottesville, VA 22911  
Telephone: (804) 978-5000

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

Copy to:  
Brian J. Fahrney  
Sidley Austin Brown & Wood  
Bank One Plaza  
10 South Dearborn Street  
Chicago, Illinois 60603  
Telephone: (312) 853-7000

July 3, 2001

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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CUSIP NO. 13D PAGE 2 OF 17 PAGES

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) GE Fanuc Automation North America, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [x] (b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER NUMBER OF SHARES Approximately 2,354,664 shares (See Item 4)\*

8 SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

9 SOLE DISPOSITIVE POWER PERSON WITH Approximately 2,354,664 shares (See Item 4)\*

10 SHARED DISPOSITIVE POWER WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Approximately 2,354,664 shares (See Item 4)\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 50.1% of the Shares issued and outstanding assuming exercise of the option to purchase Shares granted under the Stock Option

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Agreement description in Item 4 of this Statement.

14 TYPE OF REPORTING PERSON (See Instructions)

CO, HC

\*REPORTING PERSON DISCLAIMS LEGAL AND BENEFICIAL OWNERSHIP OF ALL SHARES.

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CUSIP NO. 13D PAGE 3 OF 17 PAGES

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) General Electric Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [x]
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER
NUMBER OF SHARES Approximately 2,354,664 shares (See Item 4)\*

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH -0-

9 SOLE DISPOSITIVE POWER
REPORTING PERSON Approximately 2,354,664 shares (See Item 4)\*

10 SHARED DISPOSITIVE POWER
WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Approximately 2,354,664 shares (See Item 4)\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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50.1% of the Shares issued and outstanding assuming exercise of the option to purchase Shares granted under the Stock Option Agreement description in Item 4 of this Statement.

-----  
14 TYPE OF REPORTING PERSON (See Instructions)

CO, HC  
-----

\*REPORTING PERSON DISCLAIMS LEGAL AND BENEFICIAL OWNERSHIP OF ALL SHARES.

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ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, \$.10 par value (the "Shares"), of VMIC, Inc. ("VMIC"). VMIC's principal executive offices are located at 12090 South Memorial Parkway, Huntsville, Alabama 35803.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed by GE Fanuc Automation North America, Inc., a Delaware corporation ("GE Fanuc") and General Electric Company, a New York corporation ("General Electric"). GE Fanuc is an indirect majority owned subsidiary of General Electric. The principal business address of GE Fanuc is 29N and Route 606, Charlottesville, Virginia 22911. GE Fanuc is a supplier of industrial control systems. General Electric is one of the largest and most diversified industrial corporations in the world. General Electric has engaged in developing, manufacturing and marketing a wide variety of products for the generation, transmission, distribution, control and utilization of electricity since its incorporation in 1892. Over the years, General Electric has developed or acquired new technologies and services that have broadened considerably the scope of its activities. General Electric's products include major appliances; lighting products; industrial automation products; medical diagnostic imaging equipment; motors; electrical distribution and control equipment; locomotives; power generation and delivery products; nuclear power support services and fuel assemblies; commercial and military aircraft jet engines; and engineered materials, such as plastics, silicones and superabrasive industrial diamonds. General Electric's services include product services; electrical product supply houses; electrical apparatus installation, engineering, repair and rebuilding services; and computer-related information services. Through its affiliate, the National Broadcasting Company, Inc., General Electric delivers network television services, operates television stations, and provides cable programming and distribution services. Through another affiliate, General Electric Capital Services, Inc., General Electric offers a broad array of financial and other services including consumer financing, commercial and industrial financing, real estate financing, asset management and leasing, mortgage services, consumer savings and insurance services, specialty insurance and reinsurance, and satellite communications. General Electric's principal executive offices are located at 3135 Easton Turnpike, Fairfield, CT 06431 (telephone (203) 373-2211).

GE Fanuc and General Electric have not and, to the best of GE Fanuc's and General Electric's knowledge, none of their respective executive officers or directors has been, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a

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judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The name, business address and present principal occupation (including the name and address of the corporation or organization in which such employment is conducted) of each executive officer and director of General Electric is set forth in Schedule A to this Schedule 13D and is specifically incorporated herein by reference in its entirety. All such persons are citizens of the United States unless otherwise noted. The name, business address, present principal occupation (including the name and address of the corporation or organization in which such employment is conducted) and citizenship of each executive officer and director of GE Fanuc is set forth in Schedule B to this Schedule 13D and is specifically incorporated herein by reference in its entirety.

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### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Stockholder Agreements described in Item 4 of this Statement were entered into by GE Fanuc and the Stockholders (as defined below) listed in Item 4 as an inducement to GE Fanuc and Shandy Merger Corp., a Delaware corporation ("Shandy"), to enter into the Agreement and Plan of Merger among GE Fanuc, Shandy and VMIC, dated as of July 3, 2001 (the "Merger Agreement"). The Stock Option Agreement described in Item 4 of this statement was entered into by GE Fanuc and VMIC as an inducement to GE Fanuc and Shandy to enter into the Merger Agreement. Except as set forth in the preceding sentence, none of General Electric, GE Fanuc nor Shandy has paid consideration in connection with entering into the Stockholder Agreements or the Stock Option Agreement.

### ITEM 4. PURPOSE OF TRANSACTION.

On July 3, 2001, GE Fanuc, Shandy and VMIC entered into the Merger Agreement, providing for the merger of Shandy with and into VMIC (the "Merger") for the consideration specified therein, with VMIC surviving the Merger and becoming a wholly owned subsidiary of GE Fanuc (the "Surviving Corporation"). Pursuant to the Merger Agreement, in the Merger each outstanding Share (other than Shares that are held in the treasury of VMIC, Shares owned by GE Fanuc or by any wholly owned subsidiary of GE Fanuc and Shares held by stockholders who properly perfect appraisal rights under the Delaware General Corporation Law) will be converted into the right to receive the consideration specified in the Merger Agreement.

Pursuant to the Merger Agreement, at the effective time of the Merger, the Certificate of Incorporation of VMIC shall be amended as set forth in Exhibit E to the Merger Agreement and the Bylaws of Shandy shall be the Bylaws of the Surviving Corporation; the directors of Shandy shall become the directors of the Surviving Corporation and the officers of VMIC shall remain the officers of the Surviving Corporation. It is anticipated that, following the consummation of the Merger, the Shares will be terminated from registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended. A copy of the Merger Agreement is included as Exhibit 1 hereto and the description of the Merger Agreement contained herein is qualified in its entirety by reference to Exhibit 1, which is incorporated herein by reference.

Concurrently with the execution of the Merger Agreement, in order to induce GE Fanuc and Shandy to enter into the Merger Agreement, Arthur Faulkner,

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Gary Saliba, Ernest Potter, Jim Caudle, Carroll Williams, Mary Williams, Gordon Hubbert, George Meares, Charles McDonald and Alfred Casteleyn (collectively, the "Stockholders") and who own an aggregate of 2,173,658 (approximately 46.2%) of the outstanding Shares, entered into stockholder agreements (the "Stockholder Agreements"), dated as of July 3, 2001, with GE Fanuc.

Pursuant to the Stockholder Agreements, each Stockholder has agreed that, (a) the Stockholder will vote the Shares held by such Stockholder in favor of the Merger and the Merger Agreement; (b) the Stockholder will vote his or her Shares against (i) any other merger agreement or merger, consolidation, combination, sale of substantial assets, reorganization, recapitalization, dissolution, liquidation or winding up of or by VMIC or any other Takeover Proposal (as defined in the Merger Agreement) or (ii) any amendment of VMIC's Certificate of Incorporation or Bylaws or other proposal or transaction involving VMIC, which amendment or other proposal or transaction would in any manner impede, frustrate, prevent or nullify the Merger, the Merger Agreement or any of the other transactions contemplated by the Merger Agreement; (c) the Stockholder will not (i) sell, transfer, pledge, assign or otherwise dispose of, or enter into any contract, option or other arrangement (including any profit sharing arrangement) with respect to the sale, transfer, pledge, assignment or other disposition of, his or her Shares to any person or (ii) enter into any voting arrangement, whether by proxy, voting agreement or otherwise, in connection with his or her Shares; (d) the Stockholder will not, and will not permit any investment banker, attorney or other adviser or representative of such Stockholder to, (i) directly or indirectly solicit, initiate or encourage the submission of, any Takeover Proposal or (ii) directly or indirectly participate in any discussions or negotiations regarding, or furnish to any person any information with respect to, or take any other action to facilitate any inquiries or the making of any proposal that constitutes, or may reasonably be expected to lead to, any Takeover Proposal; and (e) the Stockholder will use the Stockholder's best efforts to support, consummate and make effective the Merger and the other transactions contemplated by the Merger Agreement.

The Stockholder Agreements terminate upon the earlier of (i) the effective time of the Merger and (ii) six months after the termination of the Merger Agreement (except in certain circumstances, upon termination of the Merger Agreement as set forth in the Stockholder Agreements).

In addition to the Stockholder Agreements, GE Fanuc and VMIC entered into a Stock Option Agreement, dated as of July 3, 2001 (the "Stock Option Agreement"), pursuant to which VMIC has granted GE Fanuc an option

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to purchase (the "Option") from time to time up to the number of Shares, such that the aggregate number of Shares for which the Option is exercisable, when added to the number of Shares held legally and beneficially by the Stockholders, equals 50.1% of the aggregate Shares then outstanding (on a fully diluted basis), at a price of \$13.403 per Share.

The description of the Stockholder Agreements and the Stock Option Agreement contained herein is qualified in its entirety by reference to the copies of the form of Stockholder Agreements included as Exhibit 2 and the Stock Option Agreement included as Exhibit 4 hereto, which are incorporated herein by reference.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) - (c) By reason of the Stockholder Agreements and the Stock Option Agreement described in Item 4, General Electric and GE Fanuc may be

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deemed to be the beneficial owner of, in the aggregate, 2,354,664 Shares. Such Shares represent approximately 50.1% of the outstanding Shares, based upon the number of Shares outstanding as of July 3, 2001. By virtue of the limited nature of the Stockholder Agreements and Stock Option Agreement, General Electric and GE Fanuc expressly disclaim beneficial ownership of such Shares. Except as described in this Schedule 13D, neither General Electric or GE Fanuc nor, to the best knowledge of General Electric and GE Fanuc, any of the persons listed in Item 2 above, beneficially owns or has acquired or disposed of any Shares during the past 60 days.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

As described in Item 4, GE Fanuc anticipates that it will acquire the entire equity interest in VMIC pursuant to the Merger Agreement.

Other than the Merger Agreement, the Stock Option Agreement and the Stockholder Agreements described in Item 4 to this Statement, to the best knowledge of General Electric and GE Fanuc, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the persons listed in Item 2 of this Statement and any person with respect to the Shares.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- 1 Agreement and Plan of Merger, dated as of July 3, 2001, among GE Fanuc, Shandy and VMIC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of VMIC filed on July 5, 2001).
- 2 Form of Stockholder Agreement, dated as of July 3, 2001, among GE Fanuc and certain stockholders of VMIC (incorporated by reference to Exhibit 2.1 (see Exhibit A of the Merger Agreement) to the Current Report on Form 8-K of VMIC filed on July 5, 2001).
- 3 Schedule listing each stockholder and the number of shares owned by such stockholder as set forth in the Stockholder Agreement entered into by such stockholder and GE Fanuc.
- 4. Stock Option Agreement, dated as of July 3, 2001, between GE Fanuc and VMIC (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K of VMIC filed on July 5, 2001).

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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 as of July 13, 2001.

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GE FANUC AUTOMATION NORTH AMERICA, INC.

By: /s/ Greerson G. McMullen

Name: Greerson G. McMullen
Title: Senior Vice President and
General Counsel

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing

Name: Robert E. Healing
Title: Corporate Counsel

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Exhibit Index

Table with 2 columns: Exhibit No. and Description. Contains 4 rows of exhibit details.

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Exhibit 3

SCHEDULE OF STOCKHOLDERS



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| Stockholder<br>----- | Shares<br>----- |
|----------------------|-----------------|
| Arthur Faulkner      | 28,090          |
| Gary Saliba          | 40,134          |
| Ernest Potter        | 95,714          |
| Jim Caudle           | 13,343          |
| Carroll Williams     | 1,112,099       |
| Mary Williams        | 541,510         |
| Gordon Hubbert       | 38,248          |
| George Meares        | 61,798          |
| Charles McDonald     | 106,666         |
| Alfred Casteleyn     | 136,056         |

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SCHEDULE A

GENERAL ELECTRIC COMPANY

DIRECTORS

| NAME<br>-----  | PRESENT<br>BUSINESS ADDRESS<br>-----  | PRESENT<br>PRINCIPAL OCCUPATION<br>-----   |
|----------------|---|--|
| J.I.Cash, Jr.  | Harvard Business School<br>Morgan Hall<br>Soldiers Field Road<br>Boston, MA 02163   | Professor of Business<br>Administration-Graduat<br>School of Business<br>Administration, Harvar<br>University          |
| S.S. Cathcart  | 222 Wisconsin Avenue<br>Suite 103<br>Lake Forest, IL 60045  | Retired Chairman,<br>Illinois Tool Works   |
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431   | Vice Chairman of the B<br>Executive Officer, Gen<br>Electric Company; Chai<br>General Electric Capit<br>Services, Inc. |
| P. Fresco      | Fiat SpA<br>via Nizza 250<br>10126 Torino, Italy  | Chairman of the Board,<br>Fiat SpA   |
| A. M. Fudge    | 4 Lowlyn Road<br>Westport, CT 06880   |  |
| C.X. Gonzalez  | Kimberly-Clark de Mexico,<br>S.A. de C.V.<br>Jose Luis Lagrange 103,<br>Tercero Piso<br>Colonia Los Morales<br>Mexico, D.F. 11510, Mexico | Chairman of the Board<br>and Chief Executive Of<br>Kimberly-Clark de Mexi<br>S.A. de C.V.                              |
| J.R. Immelt    | General Electric Company<br>3135 Easton Turnpike  | President<br>General Electric Compa  |

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Fairfield, CT 06431

|              |  |   |
|--------------|--|---|
| A. Jung      | Avon Products, Inc.<br>1345 Avenue of the Americas<br>New York, NY 10105 | President and Chief<br>Executive Officer,<br>Avon Products, Inc.          |
| K.G. Langone | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152        | Chairman, President and<br>Executive Officer,<br>Invemed Associates, Inc. |

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GENERAL ELECTRIC COMPANY DIRECTORS (CONTINUED)

| NAME<br>-----   | PRESENT<br>BUSINESS ADDRESS<br>-----   | PRESENT<br>PRINCIPAL OCCUPATION<br>-----   |
|-----------------|--|--|
| R.B. Lazarus    | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, NY 10019-7316   | Chairman and Chief<br>Executive Officer  |
| S.G. McNealy    | Sun Microsystems, Inc.<br>901 San Antonio Road<br>Palo Alto, CA 94303-4900   | Chairman, President and<br>Executive Officer,<br>Sun Microsystems, Inc.                                  |
| G.G. Michelson  | Federated Department Stores<br>151 West 34th Street<br>New York, NY 10001  | Former Member of the<br>Board of Directors,<br>Federated Department S                                    |
| S. Nunn         | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, Georgia 30303  | Partner, King & Spaldi   |
| R.S. Penske     | Penske Corporation<br>13400 Outer Drive, West<br>Detroit, MI 48239-4001  | Chairman of the Board<br>and President, Penske<br>Corporation  |
| F.H.T. Rhodes   | Cornell University<br>3104 Snee Building<br>Ithaca, NY 14853   | President Emeritus,<br>Cornell University  |
| G. L. Rogers    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431  | Vice Chairman of the B<br>Executive Officer, Gen<br>Electric Company                                     |
| A.C. Sigler     | Champion International<br>Corporation<br>1 Champion Plaza<br>Stamford, CT 06921  | Retired Chairman of th<br>Board and CEO<br>and former Director,<br>Champion International<br>Corporation |
| D.A. Warner III | J. P. Morgan Chase & Co.,<br>The Chase Manhattan Bank and<br>Morgan Guaranty Trust Co. of New York<br>270 Park Avenue<br>New York, NY 10017-2070 | Chairman of the Board  |

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J.F. Welch, Jr.

General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

Chairman of the Board  
and Chief Executive  
Officer, General Elect  
Company

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GENERAL ELECTRIC COMPANY DIRECTORS (CONTINUED)

R. C. Wright

National Broadcasting Company, Inc.  
30 Rockefeller Plaza  
New York, NY 10112

Vice Chairman of the B  
Executive Officer, Gen  
Electric Company; Chai  
and Chief Executive Of  
National Broadcasting

Citizenship  
-----

|                |        |
|----------------|--------|
| P. Fresco      | Italy  |
| C. X. Gonzalez | Mexico |
| Andrea Jung    | Canada |
| All Others     | U.S.A. |

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GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS

| NAME<br>-----   | PRESENT<br>BUSINESS ADDRESS<br>-----                                    | PRESENT<br>PRINCIPAL OCCUPATION<br>-----        |
|-----------------|---|---|
| J.F. Welch, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Chairman of the Board<br>Chief Executive Office |
| J.R. Immelt     | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | President<br>General Electric Compa             |
| P.D. Ameen      | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President and Com                          |
| J.R. Bunt       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President and Tre                          |
| D.C. Calhoun    | General Electric Company  | Senior Vice President                           |

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|                |   |  |
|----------------|---|--|
|                | 1 Neumann Way<br>Cincinnati, OH 05215                                   | GE Aircraft Engines  |
| J.P. Campbell  | General Electric Company<br>Appliance Park<br>Louisville, KY 40225      | Vice President -<br>GE Appliances  |
| W.J. Conaty    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President<br>Human Resources   |
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the B<br>Executive Officer, Gen<br>Electric Company; Chai<br>General Electric Capit<br>Services, Inc. |
| S. C. Donnelly | General Electric Company<br>One Research Circle<br>Niskayuna 12309      | Senior Vice President<br>Corporate Research<br>and Development   |
| M. J. Espe     | General Electric Company<br>Nela Park<br>Cleveland, OH 44112            | Senior Vice President<br>GE Lighting   |
| Y. Fujimori    | General Electric Company<br>1 Plastics Avenue<br>Pittsfield, MA 01201   | Senior Vice President<br>GE Plastics   |

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GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS (Continued)

| NAME<br>-----      | PRESENT<br>BUSINESS ADDRESS<br>-----                                    | PRESENT<br>PRINCIPAL OCCUPATION<br>-----                   |
|--------------------|---|--|
| B.W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President<br>General Counsel and Se            |
| J.M. Hogan         | General Electric Company<br>P.O. Box 414<br>Milwaukee, WI 53201         | Senior Vice President<br>GE Medical Systems                |
| J. Krenicki, Jr.   | General Electric Company<br>2901 East Lake Road<br>Erie, PA 16531       | Vice President -<br>GE Transportation Syst                 |
| R.W. Nelson        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President -<br>Corporate Financial Pl<br>and Analysis |
| G.M. Reiner        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President<br>Chief Information Offi            |

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|              |   |   |
|--------------|---|---|
| J. G. Rice   | General Electric Company<br>1 River Road<br>Schenectady, NY 12345       | Senior Vice President<br>GE Power Systems       |
| G.L. Rogers  | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the B<br>and Executive Officer |
| K.S. Sherin  | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President<br>and Chief Financial Of |
| L.G. Trotter | General Electric Company<br>41 Woodford Avenue<br>Plainville, CT 06062  | Senior Vice President<br>GE Industrial Systems  |

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GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS (Continued)

| NAME<br>-----  | PRESENT<br>BUSINESS ADDRESS<br>-----  | PRESENT<br>PRINCIPAL OCCUPATION<br>-----  |
|----------------|---|---|
| W. A. Woodburn | General Electric Company<br>41 Woodford Avenue<br>Plainville, CT 06062            | Senior Vice President<br>GE Specialty Chemicals   |
| R. C. Wright   | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the B<br>Executive Officer, Gen<br>Electric Company; Chai<br>and Chief Executive Of<br>National Broadcasting |

Citizenship of All Executive Officers  
-----

U.S.A.

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SCHEDULE B

GE FANUC AUTOMATION NORTH AMERICA, INC.

BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

| NAME<br>-----     | PRESENT<br>BUSINESS ADDRESS<br>-----    | PRESENT<br>PRINCIPAL OCC<br>----- |
|-------------------|---|-----------------------------------|
| Douglas O. Albert | GE Fanuc Automation North America, Inc. | Vice Presiden                     |

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|                          |  |   |
|--------------------------|--|---|
|                          | 29N & Rt. 606<br>Charlottesville, VA 22911 Fanuc   | Business Deve                                 |
| Bernie B. Anger          | Total Control Products (Canada), Inc.<br>2700 Oxford Tower<br>10235 - 101 Street<br>Edmonton, Alberta T5J 3G1 Canada | Vice Presiden<br>Development o                |
| James L. Berlin          | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Senior Vice P<br>Hardware Tech                |
| Donald C. Borwhat        | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Senior Vice P<br>Resources and<br>of GE Fanuc |
| Mary A. Doddy            | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Vice Presiden<br>GE Fanuc                     |
| David A. Friesema        | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Senior Vice P<br>Manufacturing                |
| Dr. Eng. Yoshiharu Inaba | FANUC Ltd.<br>Oshino-mura<br>Yamanashi Prefecture<br>401-0597 Japan  | Director/Co-C<br>Fanuc, Chairm<br>Fanuc Ltd.  |
| Tomoaki Ishibe           | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Director of G                                 |
| Katsuo Kohari            | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Director/Exec<br>President of                 |
| Robert J. Lawson         | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Director/Trea                                 |
| Greerson G. McMullen     | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Senior Vice P<br>General Couns                |
| 17                       |  |   |
| NAME<br>-----            | PRESENT<br>BUSINESS ADDRESS<br>-----   | PRESENT<br>PRINCIPAL OCC<br>-----             |
| Lorrie M. Norrington     | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Director/Pres<br>GE Fanuc                     |
| Kevin D. O'Connor        | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911                                | Vice Presiden<br>Fanuc                        |

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|-----------------------|---|--|
| Robert F. Oelschlager | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911 Fanuc | Director/Seni<br>President, Op                           |
| Douglas E. Peterson   | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911       | Director/Vice<br>Business of G                           |
| Kevin M. Roach        | GE Fanuc Automation North America, Inc.<br>1 Columbia Circle<br>Albany, NY 12203-5189       | Vice Presiden<br>Business of G                           |
| Gaylord W. Seemann    | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911       | Chief Informa<br>GE Fanuc                                |
| Naoki Shimizu         | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911       | Director/Secr  |
| Lloyd G. Trotter      | GE Industrial Systems, Inc.<br>41 Woodford Avenue<br>Plainville, CT 06062                   | Director/Co-C<br>Fanuc<br>Senior Vice P<br>Industrial Sy |
| Vincent L. Tullo      | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911       | Senior Vice P<br>Automation Eq<br>of GE Fanuc            |
| Eric K. Wallace       | GE Fanuc Automation North America, Inc.<br>29N & Rt. 606<br>Charlottesville, VA 22911       | Vice Presiden<br>Fanuc                                   |