

Edgar Filing: ORBCOMM Inc. - Form SC 13G

ORBCOMM Inc.
Form SC 13G
April 06, 2007

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. ____)

ORBCOMM INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

68555P100

(CUSIP Number)

MARCH 29, 2007

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

GE Pacific-1 Holdings, Inc.
20-8691969

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(see instructions) (b)

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	2,000,001
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	2,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.41%

12 TYPE OF REPORTING PERSON

CO

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

GE Pacific-2 Holdings, Inc.
20-8691766

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(see instructions) (b)

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	
			2,000,001
	7	SOLE DISPOSITIVE POWER	
			0
	8	SHARED DISPOSITIVE POWER	
			2,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.41%

12 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS

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

GE Pacific-3 Holdings, Inc.
20-8785927

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(see instructions) (b)

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

2,000,001

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.41%

12 TYPE OF REPORTING PERSON

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

GE International Holdings Inc.
87-0792745

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(see instructions) (b)

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

2,000,001

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.41%

12 TYPE OF REPORTING PERSON

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

GE CFE Luxembourg S. a r.l.
20022406249

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

(a)
(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,000,001

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.41%

12 TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS

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

GE CFE Luxembourg Holdings L.L.C.
20-5665561

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

	5	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			2,000,001
	7	SOLE DISPOSITIVE POWER	
			0
	8	SHARED DISPOSITIVE POWER	
			2,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,000,001

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.41%

12 TYPE OF REPORTING PERSON
CO

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1 NAMES 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) []
(see instructions) (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

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0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
2,000,001

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
2,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,000,001

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.41%

12 TYPE OF REPORTING PERSON
CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
GE Capital Equity Holdings, Inc.
06-1448607

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(see instructions) (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
0

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NUMBER OF SHARES	6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		2,000,001	
	7	SOLE DISPOSITIVE POWER	
		0	
	8	SHARED DISPOSITIVE POWER	
		2,000,001	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,000,001		

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	5.41%		

12	TYPE OF REPORTING PERSON		
	CO		

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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 (see instructions)	(a) [] (b) [X]	

3	SEC USE ONLY		

4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		

	5	SOLE VOTING POWER	
		0	

NUMBER OF SHARES	6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY		2,032,085	

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EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,032,085

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,032,085

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.5%

12 TYPE OF REPORTING PERSON

CO

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1 NAMES 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) []
(see instructions) (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Disclaimed (See 9 below)

6 SHARED VOTING POWER

Disclaimed (See 9 below)

7 SOLE DISPOSITIVE POWER

Disclaimed (See 9 below)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

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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 (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Not Applicable (See 9 above)

12 TYPE OF REPORTING PERSON

CO

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1 NAMES 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 (see instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

Disclaimed (See 9 below)

5 SOLE VOTING POWER

Disclaimed (See 9 below)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

6 SHARED VOTING POWER

Disclaimed (See 9 below)

7 SOLE DISPOSITIVE POWER

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PERSON
WITH

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
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Not Applicable (See 9 above)

12 TYPE OF REPORTING PERSON

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ITEM 1(a) NAME OF ISSUER:

ORBCOMM Inc. (the "Issuer")

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2115 Linwood Avenue, Suite 100, Fort Lee, NJ 07024

ITEM 2(a) NAME OF PERSON FILING:

This statement is being filed jointly by:

- (1) GE Pacific-1 Holdings, Inc. ("Pacific 1")
- (2) GE Pacific-2 Holdings, Inc. ("Pacific 2")
- (3) GE Pacific-3 Holdings, Inc. ("Pacific 3" and, collectively with Pacific 1 and Pacific 2, the "GE Entities")
- (4) GE International Holdings Inc. ("GE International")
- (5) GE CFE Luxembourg S. a r.l. ("GECFE")
- (6) GE CFE Luxembourg Holdings L.L.C ("GECFE LLC")
- (7) GE Capital CFE, Inc. ("GECFE Inc.")

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- (8) GE Capital Equity Holdings Inc. ("GECH")
- (9) General Electric Capital Corporation ("GECC")
- (10) General Electric Capital Services, Inc. ("GECS")
- (11) General Electric Company ("GE")

GECS is a wholly owned subsidiary of GE, and GECC is a wholly owned subsidiary of GECS. GECH and GECFE Inc. are wholly owned subsidiaries of GECC. GECFE LLC is a wholly owned subsidiary of GECFE Inc, and GECFE is a wholly owned subsidiary of GECFE Inc. GE International is a subsidiary of GECFE and GECH. The GE Entities are wholly owned subsidiaries of GE International.

GE International, GECFE, GECFE LLC, GECFE Inc., GECH, GECC, GECS and GE 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.

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ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office of the GE Entities, GE International, GECFE LLC, GECFE Inc. and GECH is 201 Merritt 7, Norwalk, CT 06851. The address of the principal business office of GECFE is 12 Rue Leon Thys, L-2636 Luxembourg].

The address of the principal business office of GECC and GECS is 901 Main Avenue, Norwalk, CT 06851.

The address of the principal business office of GE is 3135 Easton Turnpike, Fairfield, CT 06431

ITEM 2(c) CITIZENSHIP:

- (1) Pacific 1 is a Delaware corporation
- (2) Pacific 2 is a Delaware corporation
- (3) Pacific 2 is a Delaware corporation
- (4) GE Holdings is a Delaware corporation
- (5) GECH is a Delaware corporation
- (6) GECFE is a Luxembourg corporation

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ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10 CERTIFICATIONS.

By signing below I certify that, to the best of my 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.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 5, 2007

GE PACIFIC-1 HOLDINGS, INC..

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GE PACIFIC-2 HOLDINGS, INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GE PACIFIC-3 HOLDINGS, INC.

By: /s/ John W. Campo, Jr.

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Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GE INTERNATIONAL HOLDINGS INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GE CFE LUXEMBOURG, S. A R.L.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Attorney-in-fact

CUSIP No. 68555P100

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GE CFE LUXEMBOURG HOLDINGS L.L.C.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Vice President and Secretary

GE CAPITAL CFE, INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Attorney-in-fact

GE CAPITAL EQUITY HOLDINGS, INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Ronald J. Herman, Jr.

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Name: Ronald J. Herman, Jr.
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Ronald J. Herman, Jr.

Name: Ronald J. Herman, Jr.
Title: Attorney-in-fact

CUSIP No. 68555P100

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GENERAL ELECTRIC COMPANY

By: /s/ Ronald J. Herman, Jr.

Name: Ronald J. Herman, Jr.
Title: Attorney-in-fact

CUSIP No. 68555P100

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Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13G filed on or about this date and any amendments thereto with respect to shares of the Common Stock, \$0.001 par value per share, of ORBCOMM Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1). This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: April 5, 2007

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GE PACIFIC-1 HOLDINGS, INC..

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GE PACIFIC-2 HOLDINGS, INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GE PACIFIC-3 HOLDINGS, INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GE INTERNATIONAL HOLDINGS INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

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GE CFE LUXEMBOURG, S. A R.L.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Attorney-in-fact

GE CFE LUXEMBOURG HOLDINGS L.L.C.

By: /s/ John W. Campo, Jr.

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Name: John W. Campo, Jr.
Title: Vice President and Secretary

GE CAPITAL CFE, INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Attorney-in-fact

GE CAPITAL EQUITY HOLDINGS, INC.

By: /s/ John W. Campo, Jr.

Name: John W. Campo, Jr.
Title: Managing Director, General
Counsel and Secretary

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Ronald J. Herman, Jr.

Name: Ronald J. Herman, Jr.
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Ronald J. Herman, Jr.

Name: Ronald J. Herman, Jr.
Title: Attorney-in-fact

CUSIP No. 68555P100

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GENERAL ELECTRIC COMPANY

By: /s/ Ronald J. Herman, Jr.

Name: Ronald J. Herman, Jr.
Title: Attorney-in-fact