

Edgar Filing: DREYERS GRAND ICE CREAM INC - Form SC 13D/A

DREYERS GRAND ICE CREAM INC  
Form SC 13D/A  
January 30, 2002

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)\*

Dreyer's Grand Ice Cream, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share

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

26187810

-----  
(CUSIP Number)

Nancy E. Barton, Esq.  
General Electric Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927  
(203) 961-5523

Alan M. Lewis  
General Electric Pension Trust  
P.O. Box 7900  
3003 Summer Street  
Stamford, CT 06904  
(203) 326-2313

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

January 29, 2002

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

If the filing Person(s) has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(f) or 240.13d-1(g), check the following box [].

\*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 disclosures provided in a prior cover page.

The information required on the remainder of this cover 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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This Amendment No. 5 amends and supplements the Statement on Schedule 13D (the "Schedule 13D") filed by General Electric Capital Corporation, a Delaware corporation ("GECC"), General Electric Pension Trust, a New York common law trust ("GEPT"), GE Investment Private Placement Partners I, Limited Partnership, a Delaware limited partnership ("GEIPPP"), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of General Electric Company ("GEAM"), General Electric Capital Services, Inc., a Delaware corporation and General Electric Company, a New York corporation on July 12, 1993 and amended on each of May 24, 1994, December 10, 1997, July 5, 2001 and August 7, 2001, relating to the common stock, par value \$1.00 per share (the "Common Stock") of Dreyer's Grand Ice Cream, Inc., a Delaware corporation (the "Company"). Capitalized terms used and not defined in this Amendment have the meanings set forth in the Schedule 13D.

The Schedule 13D is amended in the following manner:

Item 1. Security and Issuer.  
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Unchanged.

Item 2. Identity and Background.  
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Unchanged.

Item 3. Source and Amount of Funds or Other Consideration.  
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Unchanged.

Item 4. Purpose of Transaction.  
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On January 29, 2002, GECC, GEPT, GEIPP and the Company entered into the letter agreement dated January 28, 2002, a copy of which is attached as an exhibit and which is incorporated by reference.

Item 5. Interest in Securities of the Issuer.  
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Unchanged.

Item 6. Contracts Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.  
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On January 29, 2002, GECC, GEPT, GEIPP and the Company entered into the letter agreement dated January 28, 2002, a copy of which is attached as an exhibit and which is incorporated by reference.

Item 7. Material to be Filed as Exhibits.  
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Letter agreement dated January 28, 2002, among GECC, GEPT, GEIPP and the Company.

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Schedules:

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Schedule I is replaced in its entirety by Schedule I attached hereto.

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.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole

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

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GE INVESTMENT PRIVATE PLACEMENT PARTNERS I,  
LIMITED PARTNERSHIP

By: GE Asset Management Incorporated,  
its General Partner

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

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

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

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

Dated: January 30, 2002

Schedule I

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Amendment No. 5 to the Schedule 13D filed on the date with respect to the beneficial ownership by the undersigned of shares of Common Stock of Dreyer's Grand Ice Cream, Inc. is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: January 30, 2002

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole

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

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GE INVESTMENT PRIVATE PLACEMENT PARTNERS I,  
LIMITED PARTNERSHIP

By: GE Asset Management Incorporated,  
its General Partner

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

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

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GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

-----  
Name: Jonathan K. Sprole

Title: Attorney-in-Fact