GLOBAL POWER EQUIPMENT GROUP INC/
Form S-1/A
April 27, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 27, 2001

REGISTRATION NO. 333-56832

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3

TO
FORM S-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

GLOBAL POWER EQUIPMENT GROUP INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	3443	73-1541378
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	(I.R.S. EMPLO IDENTIFICATION

6120 SOUTH YALE
SUITE 1480
TULSA, OKLAHOMA 74136
(918) 488-0828
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

LARRY D. EDWARDS
PRESIDENT AND CHIEF EXECUTIVE OFFICER
GLOBAL POWER EQUIPMENT GROUP INC.
6120 SOUTH YALE
SUITE 1480
TULSA, OKLAHOMA 74136
(918) 488-0828
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

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(212) 819-8200	NEW YORK, NEW YORK 10019

(212) 474-1000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SEC, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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THE INFORMATION CONTAINED IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED APRIL 27, 2001

7,350,000 Shares

GLOBAL POWER LOGO
Common Stock

$ per share

This is our initial public offering and no public market currently exists for our common stock. The initial public offering price is expected to be between $16 and $18 per share. We have applied to list our common stock on the New York Stock Exchange under the symbol "GEG."

The selling stockholders have granted the underwriters an option to purchase a maximum of 1,102,500 additional shares to cover over-allotments.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS. SEE "RISK FACTORS" ON PAGE 6.

	PER SHARE	TOTAL
Price to public....................................	$	$
Underwriting discounts and commissions..............	$	$
Proceeds to Global Power Equipment Group............	$	$

Delivery of the shares of common stock will be made on or about , 2001.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

CREDIT SUISSE FIRST BOSTON SALOMON SMITH BARNEY

DEUTSCHE BANC ALEX. BROWN

RAYMOND JAMES

The date of this prospectus is , 2001.

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[Inside front cover art on a fold-out page: Graphic of our logo and combined-cycle power plant with the labels "Exhaust Silencer," "Inlet Ductwork," "Inlet Silencer," "Exhaust Ductwork," and "Pre-Cab Assembly," positioned around the graphic and attached by bar lines to the parts of the graphic that the labels describe. The graphic and labels will be encircled with photographs of the following components and assemblies we manufacture which are attached by connectors to the specific part of the graphic that they are representative of:

- Exhaust Stack;
- Filter House;
- Gas Turbine Enclosure;
- Diverter Damper; and
- HRSG.

Below each photograph will be the text above identifying the component or assembly.]

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROSPECTUS OR TO WHICH WE HAVE REFERRED YOU. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. THIS PROSPECTUS MAY ONLY BE USED WHERE IT IS LEGAL TO SELL THESE SECURITIES. YOU SHOULD NOT ASSUME THAT THE INFORMATION IN THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE OF THIS PROSPECTUS.

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UNTIL , 2001 (25 DAYS AFTER THE COMMENCEMENT OF THE OFFERING), ALL DEALERS THAT EFFECT TRANSACTIONS IN THESE SECURITIES, WHETHER OR NOT PARTICIPATING IN THIS OFFERING, MAY BE REQUIRED TO DELIVER A PROSPECTUS. THIS IS IN ADDITION TO THE DEALER'S OBLIGATION TO DELIVER A PROSPECTUS WHEN ACTING AS AN UNDERWRITER AND WITH RESPECT TO UNSOLD ALLOTMENTS OR SUBSCRIPTIONS.

PROSPECTUS SUMMARY

This summary may not contain all of the information that may be important to you. You should read the entire prospectus, including our consolidated financial statements and related notes, before making an investment decision.

GLOBAL POWER EQUIPMENT GROUP INC.

We are a global designer, engineer and manufacturer of a comprehensive portfolio of equipment for gas turbine power plants, with over 30 years of power generation industry experience. We believe that we are a leader in our industry, offer one of the broadest ranges of gas turbine power plant equipment in the world and hold the number one or number two market position by sales in a majority of our product lines. Our equipment is installed in power plants in more than 30 countries on six continents and we believe that we have one of the largest installed bases of gas turbine power plant equipment in the world. In addition, we provide our customers with value-added services including engineering, retrofit and upgrade, and maintenance and repair.

According to the Energy Information Administration, or EIA, U.S. demand for electricity has increased substantially since 1990, while generating capacity has remained relatively flat. To correct this imbalance, the EIA estimates that 1,300 new power generation plants with approximately 390 gigawatts of electrical generation capacity will be needed in the United States by 2020. Internationally, the International Energy Agency, or IEA, estimates that significant new capacity is necessary to keep pace with worldwide demand, which is expanding at more than twice the rate of U.S. demand. Of the various power generation alternatives, gas turbine technology is well-positioned to benefit from the need for new and more efficient power generation infrastructure. Based on IEA projections, approximately 90% of new U.S. generation capacity and approximately 51% of new generation capacity outside the United States, net of retirements, through 2020 will employ gas turbine technology.

We sell our products to the gas turbine power generation market, the fastest growing segment of the power generation industry. Our products are critical to the efficient operation of gas turbine power plants and are highly engineered to meet customer-specific requirements. Our products include:

- heat recovery steam generators;

- filter houses;

- inlet systems;

- gas and steam turbine enclosures;

- exhaust systems;

- diverter dampers; and

- specialty boilers and related products.

We market and sell our products globally under the Deltak, Braden and Consolidated Fabricators brand names through our worldwide sales network.

We believe that our design and engineering capabilities differentiate us from our competitors. In addition, our network of exclusive subcontractors, located throughout 30 countries, allows us to manufacture equipment for power plant projects worldwide at competitive prices. Our subcontractors also enable us to meet increasing demand without being restricted by manufacturing capacity limitations, thus limiting our capital expenditure requirements. By providing high-quality products on a timely basis and offering a broad range of equipment,

we have forged long-standing relationships with the leading power industry participants, including General Electric, Mitsubishi Heavy Industries, Siemens-Westinghouse, Bechtel and Duke Power.

Our revenues have grown from $142.7 million in fiscal year 1997 to $416.6 million in fiscal year 2000, representing a compound annual growth rate of 42.9%. To continue this growth and maximize shareholder value, we will continue to pursue the following objectives:

- expand our leading market position in the high-growth U.S. market;

- leverage our presence in the emerging international power markets;

- pursue strategic acquisitions which will increase our market share in existing product lines, broaden our overall product offering and expand our geographic reach; and

- leverage our design and engineering capabilities to expand our product lines and to capture a larger share of our customers' total equipment purchases.

BACKGROUND

On June 5, 1998, GEEG Holdings, L.L.C. acquired Jason Incorporated's power generation division. In August 2000, investment entities controlled by Harvest Partners, Inc. acquired a controlling interest in GEEG Holdings, L.L.C. through a recapitalization of the company. This recapitalization resulted in the entities controlled by Harvest Partners, Inc. owning 81.5% of the outstanding equity interests in GEEG Holdings, L.L.C. and having a majority of the votes on its board of directors. For additional information on this transaction, see "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Overview."

In October 2000, GEEG Holdings, L.L.C. acquired CFI Holdings, Inc., including its subsidiary, Consolidated Fabricators, Inc.

Immediately prior to the completion of this offering, GEEG Holdings, L.L.C. will complete a reorganization. As part of this reorganization, the holders of common and preferred membership units of GEEG Holdings, L.L.C. will exchange their units for shares of our common stock and GEEG Holdings, L.L.C. will merge into us, Global Power Equipment Group Inc. As a result, we will be the successor to GEEG Holdings, L.L.C. For additional information on the reorganization, see "Management's Discussion and Analysis of Financial Condition and Results of Operations -- The Reorganization Transaction."

Unless this prospectus indicates otherwise or the context otherwise requires, the terms "we," "our," "us" and "Global Power Equipment Group," as used in this prospectus refer to (1) the power generation division of Jason Incorporated for periods prior to June 5, 1998; (2) GEEG Holdings, L.L.C. and its subsidiaries for the period from June 5, 1998 until completion of the reorganization; and (3) Global Power Equipment Group Inc. and its subsidiaries after the reorganization.

Our fiscal year ends on the last Saturday in December. As a result, references in this prospectus to fiscal year 1998 refer to the fiscal year ended December 26, 1998, references to fiscal year 1999 refer to the fiscal year ended December 25, 1999, references to fiscal year 2000 refer to the fiscal year ended

December 30, 2000, references to first quarter of fiscal year 2000 refer to the three months ended March 25, 2000 and references to first quarter of fiscal year 2001 refer to the three months ended March 31, 2001. References in this prospectus to results of operations for fiscal year 1998 refer to the combined results of (1) Jason Incorporated's power generation division for the period from December 27, 1997 through June 4, 1998 and (2) GEEG Holdings, L.L.C. from June 5, 1998 through December 26, 1998.

Our principal executive offices are located at 6120 South Yale, Suite 1480, Tulsa, Oklahoma 74136. Our telephone number at that location is (918) 488-0828.

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THE OFFERING

Common stock offered..........	7,350,000 shares
Total common stock to be outstanding after this offering(1).................	44,843,264 shares
Use of proceeds...............	The net proceeds of this offering will be used to repay existing indebtedness and to pay a distribution in an aggregate amount equal to the accrued and unpaid dividends on the preferred units of GEEG Holdings, L.L.C. See "Use of Proceeds."
Proposed NYSE symbol..........	GEG

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(1) This amount excludes 2,921,359 shares of common stock issuable upon exercise of options outstanding as of March 31, 2001.

All trademarks and tradenames appearing in this prospectus are owned by their respective holders.

Unless otherwise stated, the information in this prospectus assumes:

- no exercise of the underwriters' option to purchase up to an additional 1,102,500 shares of common stock to cover over-allotments; and

- completion of the reorganization described in "Management's Discussion and Analysis of Financial Condition and Results of Operations -- The Reorganization Transaction."

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SUMMARY HISTORICAL AND PRO FORMA FINANCIAL DATA

The following table sets forth certain summary historical and pro forma consolidated financial data for us and our predecessor for the periods and as of the dates indicated. The financial data has been derived from our consolidated financial statements and those of our predecessor, Jason Incorporated's power generation division. The pro forma data gives effect to the transactions described under "Unaudited Pro Forma Condensed Consolidated Financial

Statements." The historical and pro forma data should be read together with the historical consolidated financial statements and related notes and the unaudited pro forma condensed consolidated financial statements and related notes included elsewhere in this prospectus.

	HISTORICAL			
	PREDECESSOR	HISTORICAL		
	DECEMBER 27, 1997 THROUGH JUNE 4, 1998	JUNE 5 THROUGH DECEMBER 26, 1998	FISCAL YEAR 1999	FISCAL YEAR 2000
	(IN THOUSANDS, EXCEPT EARNINGS PER SHARE DATA)			
STATEMENTS OF OPERATIONS DATA:				
Revenues................	$60,881	$98,363	$275,199	$416,591
Cost of sales...........	48,529	80,283	226,051	345,688
Gross profit...........	12,352	18,080	49,148	70,903
Selling and administrative expenses...............	8,787	10,825	23,166	27,045
Recapitalization charge(1)..............	--	--	--	38,114
Amortization expense....	787	727	1,100	1,250
Operating income.......	2,778	6,528	24,882	4,494
Interest expense, net...	439	2,966	3,410	12,175
Income (loss) before income taxes and extraordinary item...	2,339	3,562	21,472	(7,681)
Income tax provision (benefit)..............	996	176	1,087	(433)
Income (loss) before extraordinary item...	$ 1,343	$ 3,386	$ 20,385	$ (7,248)(3)
PER SHARE DATA:				
Earnings per share:				
Basic..................				
Diluted................				
Weighted average shares outstanding:				
Basic..................				
Diluted................				
OTHER FINANCIAL DATA:				
EBITDA, as adjusted(2)............		$ 8,379	$ 28,008	$ 46,919
Depreciation and amortization...........		1,851	3,126	4,311
Capital expenditures....		1,065	2,375	2,187
Net cash provided by (used in):				
Operating activities...		7,514	39,466	24,789
Investing activities...		(1,065)	1,393	(19,840)

Financing activities...	(213)	(39,469)	10,246

		HISTORICAL		
	PRO FORMA AS ADJUSTED FISCAL YEAR 2000(4)	THREE MONTHS ENDED MARCH 25, 2000	THREE MONTHS ENDED MARCH 31, 2001	PRO FORMA AS ADJUSTED THREE MONTHS ENDED MARCH 31, 2001(4)
	(IN THOUSANDS, EXCEPT EARNINGS PER SHARE DATA)			
STATEMENTS OF OPERATIONS DATA:				
Revenues................	$447,851	$111,083	$156,170	$156,170
Cost of sales...........	369,135	92,606	129,756	129,756
Gross profit...........	78,716	18,477	26,414	26,414
Selling and administrative expenses...............	30,159	5,935	8,533	8,533
Recapitalization charge(1)..............	--	--	--	--
Amortization expense....	1,745	259	397	397
Operating income.......	46,812	12,283	17,484	17,484
Interest expense, net...	11,589	791	6,392	2,884
Income (loss) before income taxes and extraordinary item...	35,223	11,492	11,092	14,600
Income tax provision (benefit).............	13,576	117	931	5,694
Income (loss) before extraordinary item...	$ 21,647	$ 11,375	$ 10,161	$ 8,906
PER SHARE DATA:				
Earnings per share:				
Basic..................	$ 0.48			$ 0.20
Diluted................	$ 0.47			$ 0.19
Weighted average shares outstanding:				
Basic..................	44,843			44,843
Diluted................	45,967			46,509
OTHER FINANCIAL DATA:				
EBITDA, as adjusted(2)............	$ 52,198	$ 13,184	$ 19,002	$ 19,002
Depreciation and amortization...........	5,386	901	1,518	1,518
Capital expenditures....	2,301	979	7,170	7,170
Net cash provided by (used in):				
Operating activities...		19,652	(1,328)	
Investing activities...		(979)	(7,170)	
Financing activities...		(253)	(9,895)	

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	AS OF MARCH 31, 2001	
	ACTUAL	PRO FORMA AS ADJUSTED
	(IN THOUSANDS)	
BALANCE SHEET DATA:		
Working capital(5)	$(30,904)	$(13,122)
Property, plant and equipment, net	25,898	25,898
Goodwill(6)	45,482	45,482
Total assets	228,195	306,648
Total debt	210,431	105,268
Members' deficit	(152,324)	--
Stockholders' equity	--	36,074

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(1) In fiscal year 2000, we incurred a non-recurring recapitalization charge associated with the cancellation of options outstanding as of the closing date of the August 2000 recapitalization.

(2) EBITDA, as adjusted, represents income (loss) before extraordinary item, interest, taxes, depreciation, amortization and recapitalization charge. EBITDA, as adjusted, is presented because we believe that it is frequently used by security analysts in the evaluation of companies. EBITDA, as adjusted, should not be considered as an alternative to cash flow from operating activities, as a measure of liquidity, as an alternative to net income, as an indicator of operating performance, or as an alternative to any other measure of performance in accordance with generally accepted accounting principles. Our EBITDA, before adjusting for the recapitalization charge, was $8.8 million for fiscal year 2000.

(3) Extraordinary item represents a $1.5 million loss on extinguishment of debt in August 2000.

(4) Does not include an extraordinary loss of approximately $7.5 million ($12.3 million less the associated tax benefit of $4.8 million) resulting from the write-off of deferred financing costs and debt discount as well as prepayment premiums relating to the repayment of long-term debt. This amount will be charged to earnings in the quarter in which the debt is repaid. We anticipate repaying the debt in the second quarter of fiscal year 2001.

(5) Working capital represents current assets (excluding cash and cash equivalents) less current liabilities (excluding current maturities of

long-term debt).

(6) Goodwill represents the costs of acquisitions in excess of the fair value of the net assets acquired and is amortized using the straight-line method over 30 years.

RISK FACTORS

You should carefully consider the following risk factors and other information appearing in this prospectus before buying our common stock.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

SUBSTANTIALLY ALL OF OUR REVENUES ARE FROM SALES OF EQUIPMENT FOR GAS TURBINE POWER PLANTS. IF CONSTRUCTION OF NEW GAS TURBINE POWER PLANTS WERE TO DECLINE, THE MARKET FOR OUR PRODUCTS WOULD BE SIGNIFICANTLY DIMINISHED.

The demand for our products and services depends on the continued construction of gas turbine power generation plants. In fiscal year 2000, approximately 91% of our revenues, and in the first quarter of fiscal year 2001, approximately 82% of our revenues, were from sales of equipment and provision of services for gas turbine power plants. The power generation equipment industry has experienced cyclical periods of slow growth or decline. In periods of decreased demand for new gas turbine power plants, our customers may be more likely to decrease expenditures on the types of products and systems that we supply and, as a result, our sales may decrease. In addition, the gas turbine power industry depends on natural gas. A rise in the price or shortage of natural gas could reduce the profitability of gas turbine power plants, which could adversely affect our sales.

Environmental laws and regulations have played a part in the increased use of gas turbine technology in various jurisdictions. These laws and regulations may change or other jurisdictions may not adopt similar laws and regulations. Changes in existing laws and regulations could result in a reduction in the building and refurbishment of gas turbine power plants. In addition, stricter environmental regulation could result in our customers seeking new ways of generating electricity that do not require the use of our products. Furthermore, although gas turbine power plants have lower emissions than coal-fired power plants, emissions from gas turbine power plants remain a concern and attempts to reduce or regulate emissions could increase the cost of gas turbine power plants and result in our customers' switching to alternative sources of power.

Other current power technologies, improvements to these technologies and new alternative power technologies that compete or may compete in the future with gas turbine power plants could affect our sales and profitability. Furthermore, in fiscal year 2000, approximately 53% of our revenues, and in the first quarter of fiscal year 2001, approximately 41% of our revenues, were from sales of heat recovery equipment used in combined-cycle power plants. Any change in the power generation industry which results in a decline in the construction of new combined-cycle power plants or a decline in the upgrading of existing simple-cycle power plants to combined-cycle ones could materially adversely affect our sales.

Because some of our contracts stipulate that customer progress payments be made in advance of work performed, increases in overall sales volume typically allow us to finance our business through these payments. Conversely, a prolonged decline in our revenues could impair this ability.

A SMALL NUMBER OF MAJOR CUSTOMERS ACCOUNT FOR A SIGNIFICANT PORTION OF OUR REVENUES, AND THE LOSS OF ANY OF THESE CUSTOMERS COULD HARM US.

We depend on a relatively small number of customers for a significant portion of our revenues. In fiscal year 1998, one customer represented more than 10% of our revenues. In fiscal year 1999, three customers each represented more than 10% of our revenues. In fiscal year 2000, two customers each represented more than 10% of our revenues. Of these two customers, one represented approximately 31% of our revenues and approximately 25% of our backlog at the end of the year, while the other represented approximately 22% of our revenues and approximately 14% of our backlog at the end of the year. In addition, our five largest customers accounted for approximately 75% of our revenues in fiscal year 2000 and approximately 66% of our backlog at the end of the year. Other than their obligations under firm orders placed in our backlog, none of our customers has a long-term contractual obligation to purchase any material amounts of products from us. All of our firm orders contain cancellation provisions which permit

us to recover only our costs and a portion of our anticipated profit in the event a customer cancels its order. If a customer elects to cancel, we may not realize the full amount of revenues included in our backlog. We expect to continue to depend upon a relatively small number of customers for a significant percentage of our revenues. Because our major customers represent a large part of our business, the loss of any of our major customers could negatively impact our business.

IF OUR COSTS EXCEED THE ESTIMATES WE USE TO SET THE FIXED PRICES OF OUR CONTRACTS, OUR EARNINGS WILL BE REDUCED.

We enter into all of our contracts on a fixed-price basis. As a result, we benefit from cost savings, but have limited ability to recover for any cost overruns. The costs that we incur in connection with each contract can vary, sometimes substantially, from our original projections. Because of the large scale and long duration of our contracts, unanticipated changes may occur, such as customer budget decisions, design changes, delays in receiving permits and cost increases, that may delay delivery of our products. In addition, under our contracts, we often are subject to liquidated damages for late delivery.

Unanticipated cost increases or delays may occur as a result of several factors, including:

- increases in the cost, or shortages, of components, materials or labor;

- unanticipated technical problems;

- required project modifications not initiated by the customer; and

- suppliers' or subcontractors' failure to perform.

Cost overruns that we cannot pass on to our customers or the payment of liquidated damages under our contracts will lower our earnings.

COMPETITION COULD RESULT IN DECREASED SALES OR DECREASED PRICES FOR OUR PRODUCTS AND SERVICES.

Our products face and will continue to face significant competition. Competition could result in a reduction in the demand for, or the prices that we can charge for, our products and services. Our success is dependent in large part on our ability to:

- anticipate or respond quickly to our customers' needs and enhance and upgrade our existing products and services to meet those needs;

- continue to price our products and services competitively and find low cost subcontractors that can produce quality products; and

- develop new products and systems that are accepted by our customers and differentiated from our competitors' offerings.

Our competitors may:

- develop more desirable, efficient, environmentally friendly or less expensive products;

- be willing to accept lower prices to protect strategic marketing positions or increase market share;

- be better able to take advantage of acquisition opportunities; or

- adapt more quickly to changes in customer requirements.

As a result of our competitors' business practices, we may need to lower our prices or devote significant resources to marketing our products in order to remain competitive. Lower prices or higher costs would reduce our revenues and our profitability.

IF WE ARE UNABLE TO CONTROL THE QUALITY OR TIMELY PRODUCTION OF PRODUCTS MANUFACTURED FOR US BY SUBCONTRACTORS, OUR REPUTATION COULD BE ADVERSELY AFFECTED AND WE COULD LOSE CUSTOMERS. IF WE ARE UNABLE TO RECOVER ANY ADVANCE PROGRESS PAYMENTS MADE TO SUBCONTRACTORS, OUR PROFITABILITY WOULD BE ADVERSELY AFFECTED.

We rely on subcontractors to manufacture and assemble a substantial portion of our products. In fiscal year 2000, we estimate that subcontractors accounted for approximately 70% of our manufacturing costs. Although we have on-site supervision of our subcontractors to review and monitor their quality control systems, the quality and timing of their production is not totally under our control. Our subcontractors may not always meet the level of quality control and the delivery schedules required by our customers. The failure of our subcontractors to produce quality products in a timely manner could adversely affect our reputation and result in the cancellation of orders for our products and the loss of customers.

Furthermore, we make advance progress payments to subcontractors in anticipation of their completion of our orders. In the event a subcontractor fails to complete an order, we may be unable to recover those advances.

INVESTORS MAY NOT BE ABLE TO PROJECT OUR FUTURE REVENUES BASED UPON THE DOLLAR AMOUNT OF OUR BACKLOG.

Customers may cancel or delay projects for reasons beyond our control and we may be unable to replace any canceled orders with new orders. To the extent projects were delayed, the timing of our revenues could be affected. If a

customer cancels an order, we may be reimbursed for incurred costs. Typically, however, we have no contractual right to the full amount of the revenues that we would have received if the order had not been canceled, which potential revenues are reflected in our backlog. In addition, projects may remain in our backlog for extended periods of time. Revenue recognition occurs over long periods of time and is subject to unanticipated delays. Fluctuations in our quarterly backlog levels also result from the fact that we may receive a small number of relatively large orders in any given quarter that may be included in our backlog. Because of these large orders, our backlog in that quarter may reach levels that may not be sustained in subsequent quarters. Our backlog, therefore, is not necessarily indicative of our future revenues.

IT MAY BE DIFFICULT FOR INVESTORS TO EVALUATE OUR PROSPECTS AND FOR US TO ESTIMATE OUR FUTURE REVENUES AND PROFITS BECAUSE OUR FINANCIAL PERFORMANCE MAY VARY SIGNIFICANTLY FROM QUARTER TO QUARTER.

Our quarterly revenues and earnings have varied in the past and are likely to vary in the future. Our contracts stipulate customer-specific delivery terms which, coupled with other factors beyond our control that may occur at any time over a contract cycle of up to a year or more, may result in uneven realization of revenues and earnings over time. Due to our large average contract size, our sales volume during any given period may be concentrated in relatively few orders, intensifying the magnitude of these irregularities. Consequently our quarterly performance may not be indicative of our success in achieving year-over-year growth objectives. Furthermore, some of our operating costs are fixed. As a result, we may have limited ability to reduce our operating costs in response to unanticipated decreases in our revenues or the demand for our products in any given quarter. Therefore, our operating results in any quarter may not be indicative of our future performance, and it may be difficult for you to evaluate our prospects. In addition, because we must make significant estimates related to potential charges when we recognize revenue on a percentage completion basis, we may have difficulty accurately estimating revenues and profits from quarter to quarter.

COMPLIANCE WITH ENVIRONMENTAL LAWS AND REGULATIONS IS COSTLY, AND OUR ONGOING OPERATIONS MAY EXPOSE US TO ENVIRONMENTAL LIABILITIES.

Our operations are subject to laws and regulations governing the discharge of materials into the environment or otherwise relating to the protection of the environment or human health. These laws include U.S. federal statutes such as the Resource Conservation and Recovery Act of 1976, the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 or CERCLA, the

Clean Water Act and the Clean Air Act, and the regulations implementing them, as well as similar laws and regulations at the state and local levels and in other countries in which we operate.

If we fail to comply with environmental laws or regulations, we may be subject to significant liabilities for fines, penalties or damages, or lose or be denied significant operating permits. In addition, some environmental laws, including CERCLA, impose liability for the costs of investigating and remediating releases of hazardous substances without regard to fault and on a joint and several basis, so that in some circumstances we may be liable for costs attributable to hazardous substances released into the environment by others. Moreover, the environmental laws and regulations to which we are subject are constantly changing, and we cannot predict the effect of these changes on us.

A MALFUNCTION IN OUR PRODUCTS COULD RESULT IN UNANTICIPATED WARRANTY COSTS OR

PRODUCT LIABILITY NOT COVERED BY OUR INSURANCE WHICH COULD ADVERSELY AFFECT OUR FINANCIAL CONDITION OR RESULTS OF OPERATIONS.

We provide warranties for terms of two years or less on our products. These warranties require us to repair or replace faulty products. Warranty claims could result in significant unanticipated costs. The need to repair or replace products with design or manufacturing defects could also temporarily delay the sale of new products and adversely affect our reputation.

In addition, we may be subject to product liability claims involving claims of personal injury or property damage. Because our products are used primarily in power plants, claims could arise in different contexts, including the following:

- fires, explosions and power surges that can result in significant property damage or personal injury; and

- equipment failure that can result in damage to other equipment in the power plant.

If a very large product liability claim were sustained, our insurance coverage might not be adequate to cover our defense costs and the amount awarded. Additionally, a well-publicized actual or perceived problem could adversely affect our reputation and reduce demand for our products.

IF WE ARE UNABLE TO PROTECT THE PROPRIETARY DESIGN SOFTWARE PROGRAMS THAT WE USE IN OUR BUSINESS AND THIRD PARTIES USED THEM TO DEVELOP PRODUCTS TO COMPETE AGAINST OURS, OUR REVENUES WOULD BE ADVERSELY AFFECTED.

We have developed several proprietary software programs to help us design our products. Our ability to protect our proprietary rights to these programs is important to our success. We protect these rights through the use of internal controls and confidentiality and non-disclosure agreements and other legal protections. The legal protections afforded to our proprietary rights and the precautions taken by our company may not be adequate to prevent misappropriation of our proprietary rights. We generally enter into non-disclosure and confidentiality agreements with our employees and subcontractors with access to sensitive design software and technology. However, these contractual protections do not prevent independent third-parties from developing functionally equivalent or superior technologies, programs, products or professional services. Third parties may also infringe upon or misappropriate our proprietary rights and use them to develop competing products. If we were required to commence legal actions to enforce our intellectual property or proprietary rights or to defend ourselves against claims that we are infringing on the intellectual property or proprietary rights of others, we could incur substantial costs and divert management's attention from operations.

THE LOSS OF THE SERVICES OF OUR KEY EXECUTIVE OFFICERS COULD HAVE A NEGATIVE EFFECT ON OUR BUSINESS.

Our success depends to a significant extent on the continued services of Larry Edwards, our president and chief executive officer, and Gary Obermiller and Gene Schockemoehl, two of our senior executives. Our failure to retain the services of Messrs. Edwards, Obermiller or Schockemoehl, or attract highly qualified management in the future, could adversely affect our ability to grow and manage our operations. Although we have employment agreements containing non-competition clauses with Messrs. Edwards, Obermiller and Schockemoehl, courts are sometimes reluctant to enforce these agreements. In addition,

although we carry key man life insurance for Messrs. Edwards, Obermiller and

Schockemoehl, the loss of their services could disrupt our operations.

OUR INABILITY TO ATTRACT AND RETAIN EMPLOYEES WHO FILL KEY REQUIREMENTS OF OUR BUSINESS MAY MAKE IT DIFFICULT TO SUSTAIN OR EXPAND OUR OPERATIONS.

We must attract and retain highly qualified experienced mechanical, design, structural and software engineers, service technicians, marketing and sales personnel and other key personnel to expand our operations. If we are unable to attract and retain necessary personnel, we may not be able to sustain or expand our operations.

WE MAY NOT BE ABLE TO MAINTAIN OR EXPAND OUR BUSINESS OUTSIDE THE UNITED STATES BECAUSE OF NUMEROUS FACTORS OUTSIDE OUR CONTROL.

Our business outside the United States is subject to risks from:

- labor unrest;

- regional economic uncertainty;

- political instability;

- restrictions on the transfer of funds into or out of a country;

- currency exchange rate fluctuations;

- export duties and quotas;

- expropriations;

- domestic and foreign customs and tariffs;

- current and changing regulatory environments; and

- potentially adverse tax consequences.

These factors may result in a decline in revenues or profitability and could adversely affect our ability to expand our business outside the United States.

IF WE WERE REQUIRED TO WRITE-OFF OR ACCELERATE THE AMORTIZATION OF OUR GOODWILL, OUR RESULTS OF OPERATIONS AND STOCKHOLDERS' EQUITY COULD BE MATERIALLY ADVERSELY AFFECTED.

As a result of our June 1998 acquisition of the power generation division of Jason Incorporated and our October 2000 acquisition of CFI Holdings, Inc. and its subsidiaries, we have approximately $45.5 million of goodwill recorded on our consolidated balance sheet as of March 31, 2001. We are amortizing the goodwill on a straight-line basis over 30 years. The amount of goodwill that we amortize in any given year is treated as a charge against earnings under accounting principles generally accepted in the United States. If we were required to write-off our goodwill or accelerate the amortization of our goodwill, our results of operations and stockholders' equity could be materially adversely affected.

RISKS RELATED TO OUR COMMON STOCK

HARVEST PARTNERS, INC. AND ITS AFFILIATES WILL CONTINUE TO HAVE SIGNIFICANT INFLUENCE OVER OUR BUSINESS AFTER THIS OFFERING AND THEY MAY NOT ACT IN A MANNER FAVORABLE TO OUR OTHER STOCKHOLDERS.

Upon completion of this offering, affiliates of Harvest Partners, Inc. will hold in the aggregate approximately 30.6% of our outstanding common stock. If the underwriters' over-allotment is exercised in full, these affiliates will hold approximately 29.7% of our outstanding common stock. In addition, two of the directors that will serve on our board following this offering are representatives of Harvest Partners, Inc. After this offering, Harvest Partners, Inc. and its affiliates will continue to have a significant influence over all matters submitted to our stockholders, including the election of our directors, and will continue to

exercise significant influence over our business, policies and affairs. Such concentration of voting power could have the effect of delaying, deterring or preventing a change of control of our company or other business combination that might otherwise be beneficial to stockholders.

PROVISIONS IN OUR CERTIFICATE OF INCORPORATION AND BY-LAWS COULD PREVENT CHANGES IN OUR STRUCTURE OR CONTROL THAT OUR STOCKHOLDERS MAY PREFER.

We will have authorized but unissued shares of preferred stock which may be issued by the board of directors with rights, preferences and designations as the board may determine without any vote of the stockholders. We will also have a classified board of directors. Furthermore, our by-laws will (1) eliminate the ability of stockholders to act by written consent; (2) require that special meetings of stockholders may only be called by holders of more than 35% of our common stock; and (3) set forth advance notice requirements that stockholders must meet before submitting proposals to be considered at stockholder meetings. These measures may have the effect of delaying, deterring or preventing a change in our control. In addition, "anti-takeover" provisions of the Delaware General Corporation Law may restrict the ability of our stockholders to authorize a merger, business combination or change of control.

YOU WILL PAY A PRICE FOR SHARES OF COMMON STOCK THAT WAS NOT ESTABLISHED IN A COMPETITIVE MARKET AND THE PRICE THAT PREVAILS IN THE MARKET MAY BE LOWER.

Before this offering, there has been no public market for our common stock. We will apply to list our common stock for trading on the New York Stock Exchange. After this offering, an active trading market for our common stock might not develop or continue, which could negatively affect the market price of our common stock.

The market price of our common stock may decline below the initial public offering price. The initial public offering price for our common stock will be determined by negotiations between us and the representatives of the underwriters and may not be indicative of prices that will prevail in the trading market. Furthermore, a prolonged decline in the market price of our common stock could adversely affect our efforts to retain qualified employees if the prevailing market price of our common stock remains below the exercise price of employee stock options.

In addition, the market price for our common stock may be subject to wide fluctuations as a result of a variety of factors, including:

- announcements of technological or competitive developments by third parties;

- changes in estimates of our financial performance by securities analysts or changes in recommendations by securities analysts regarding us; and

- changes in investor perceptions of the industry or any of our particular products or service.

Because of this volatility, it is likely we will fail to meet the expectations of our stockholders at some time in the future, resulting in a decline in our stock price.

FUTURE SALES BY EXISTING STOCKHOLDERS COULD DEPRESS THE MARKET PRICE OF OUR COMMON STOCK.

Immediately after this offering there will be a total of 44,843,264 shares of common stock outstanding. The shares of common stock held by substantially all of our existing stockholders are subject to "lock-up" agreements that prohibit them from selling their shares in the public market for 180 days after the date of this prospectus. When the 180-day "lock-up" period expires or if Credit Suisse First Boston Corporation and Salomon Smith Barney Inc. consent, in their sole discretion, to an earlier sale, our existing stockholders will be able to sell their shares in the public market, subject to some legal restrictions. If our existing stockholders were to sell a large number of shares, the market price of shares of our common stock could decline dramatically. Moreover, the perception in the public market that these stockholders might sell shares of common stock could depress the market price of the common stock.

Furthermore, some of our existing stockholders have the right to require us to register their shares in future offerings, which may facilitate their sales of shares in the public market.

IF OUTSTANDING OR FUTURE OPTIONS ARE EXERCISED, OR IF WE ISSUE ADDITIONAL COMMON STOCK AT PRICES LOWER THAN THE INITIAL OFFERING PRICE, YOU WILL EXPERIENCE DILUTION IN THE NET TANGIBLE BOOK VALUE OF YOUR COMMON STOCK.

As a purchaser of our common stock in this offering, you will incur immediate and substantial dilution in the net tangible book value per ordinary share of $16.74 from the price you pay for our common stock based on an assumed initial public offering price of $17.00 per share (the midpoint of the range set forth on the cover of this prospectus). Additionally, your ownership interest will be further diluted if outstanding or future options to purchase our common stock are exercised, or if we issue additional common stock at prices lower than the initial offering price in connection with acquisitions or for other purposes.

WE ANTICIPATE THAT THE COVENANTS CONTAINED IN OUR AMENDED AND RESTATED CREDIT FACILITY WILL LIMIT OUR ABILITY TO BORROW ADDITIONAL MONEY, SELL ASSETS AND MAKE ACQUISITIONS. COMPLIANCE WITH THESE RESTRICTIONS AND COVENANTS MAY LIMIT OUR ABILITY TO IMPLEMENT ELEMENTS OF OUR BUSINESS STRATEGY.

We anticipate that our amended and restated senior credit facility will contain a number of significant restrictions and covenants limiting our ability and that of our subsidiaries to:

- borrow more money or make capital expenditures;

- incur liens;

- pay dividends or make other restricted payments;
- merge or sell assets;
- enter into transactions with affiliates; and
- make acquisitions.

In addition, we anticipate that our amended and restated senior credit facility will contain other restrictive covenants, including covenants that will require us to maintain specified financial ratios, including leverage, interest and fixed charge ratios and mandatory repayment provisions that will require us to repay our indebtedness with proceeds from certain asset sales, certain debt issuances and certain insurance casualty events. If we are unable to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, restructure or refinance our indebtedness or seek additional equity capital. Also, compliance with the restrictive covenants of our amended and restated credit agreement may limit our ability to operate our business or implement elements of our business strategy.

OUR CERTIFICATE OF INCORPORATION AUTHORIZES OUR BOARD OF DIRECTORS, WITHOUT STOCKHOLDER APPROVAL, TO ISSUE PREFERRED STOCK WHICH MAY HAVE RIGHTS, POWERS AND PREFERENCES MORE FAVORABLE THAN THAT OF OUR COMMON STOCK.

Our board of directors may determine the rights, preferences, privileges and restrictions of unissued series of preferred stock without any vote or authorization by our stockholders. Therefore, the board can authorize and issue shares of preferred stock with voting or conversion rights that could adversely affect the voting or other rights of holders of our common stock. In addition, the issuance of preferred stock may have the effect of delaying, deferring or preventing a change of control of our company, because the terms of the preferred stock that might be issued could potentially prohibit our consummation of any merger, reorganization, sale of substantially all of our assets, liquidation or other extraordinary corporate transaction without the approval of our preferred stockholders.

WE ARE EXPOSED TO MARKET RISKS FROM CHANGES IN INTEREST AND FOREIGN CURRENCY EXCHANGE AND THE CONVERSION BY EUROPEAN UNION NATIONS TO THE EURO CURRENCY.

We are subject to market risks from changes in interest rates. We anticipate that our amended and restated senior credit facility will bear interest, at our option, at either the eurodollar rate or an alternate base rate plus, in each case, an applicable margin. Assuming our current level of borrowings, a 100 basis point increase in interest rates under these borrowings would increase our interest expense for fiscal year 2000 by approximately $1.5 million without taking into account our interest rate collar agreement.

We are also subject to market risks from fluctuations in foreign currency rates and the anticipated conversion by several European Union members from local currencies to the use of the euro. Portions of our operations are located in foreign jurisdictions and a portion of our billings are paid in foreign currencies. Changes in foreign currency exchange rates or weak economic conditions in foreign markets could therefore cause fluctuations in those

revenues derived from foreign operations. In addition, sales of products and services are affected by the value of the U.S. dollar relative to other currencies. Furthermore, the long-term affect of the conversion to the use of the euro on our accounting, treasury and computer systems, as well as its effect on trade competition and our foreign operating subsidiaries, is uncertain.

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes "forward-looking statements." These forward-looking statements include, in particular, the statements about our plans, strategies, and prospects under the headings "Prospectus Summary," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Business." Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we may not achieve our plans, intentions or expectations.

Important factors that could cause actual results to differ materially from the forward-looking statements we make in this prospectus are set forth in "Risk Factors" and elsewhere in this prospectus. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements in "Risk Factors," in which we have disclosed the material risks related to our business and this offering. These forward-looking statements involve risks and uncertainties, and the cautionary statements identify important factors that could cause actual results to differ materially from those predicted in any forward-looking statements.

USE OF PROCEEDS

We expect that the net proceeds from the sale of our common stock in this offering will be approximately $113.3 million after deducting underwriting discounts and commissions and estimated offering expenses payable by us. These amounts assume the sale of all of our common stock offered by this prospectus at an initial offering price of $17.00 per share (the midpoint of the range set forth on the cover of this prospectus).

We intend to use the net proceeds of this offering as follows:

- approximately $81.5 million to repay a portion of our senior term loans;

- approximately $25.5 million to repay a portion of our senior subordinated loan and to pay related prepayment premiums; and

- approximately $6.3 million to make a distribution on the preferred units of GEEG Holdings, L.L.C. in an aggregate amount equal to the accrued and unpaid dividends on those units.

Of the $6.3 million distribution, $2.9 million will be paid to our affiliates. Affiliates of Harvest Partners, Inc. will receive $2.4 million and members of our management and our directors will receive in the aggregate $0.5 million.

As of March 31, 2001, our outstanding senior term loans bore interest at rates ranging from 8.34% to 9.09% per annum and consisted of (1) a $27.7 million term A loan maturing in July 2006; (2) a $103.8 million term B loan maturing in July 2008; and (3) a $13.9 million term C loan maturing in July 2006. Our senior subordinated loan has an outstanding principal amount of $67.5 million, matures in August 2010 and bears interest at the rate of 13.5% per annum. The amounts borrowed under the term A loan, the term B loan and the senior subordinated loan financed a portion of the August 2000 recapitalization. We used the term C loan to partially fund the acquisition of CFI Holdings, Inc. in October 2000.

We intend to refinance any remaining balances on our senior term loans after the application of the net proceeds of this offering using the proceeds of a new loan under an amended and restated senior credit facility and available cash.

We will not receive any proceeds from the sale of our common stock, if any, by the selling stockholders upon the exercise of the underwriters' over-allotment option.

DIVIDEND POLICY

We intend to retain future earnings for use in our business and do not anticipate declaring or paying any dividends on shares of our common stock in the foreseeable future. In addition, any determination to declare and pay dividends will be made by our board of directors in light of our earnings, financial position, capital requirements, contractual restrictions of any future financing instruments and any other factors as the board of directors deems relevant. Our senior subordinated loan restricts and we anticipate that our amended and restated senior credit facility will restrict our ability to pay dividends. See "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Liquidity and Capital Resources" for a discussion of restrictions on our ability to pay dividends.

DILUTION

Purchasers of the common stock offered by this prospectus will suffer an immediate and substantial dilution in net tangible book value per share. Dilution is the amount by which the initial public offering price paid by the purchasers of the shares of common stock in this offering will exceed the pro forma net tangible book value per share of common stock after this offering. The pro forma net tangible book value per share of common stock is determined by subtracting pro forma total liabilities from the pro forma tangible assets and dividing the difference by the pro forma number of shares of common stock deemed to be outstanding on the date the book value is determined. The number of shares used in this calculation and otherwise in this section give effect to the reorganization transaction as described under "Management's Discussion and Analysis of Financial Condition and Results of Operations -- The Reorganization Transaction" and assume the exercise of all options held by officers. As of March 31, 2001, our pro forma net tangible book value would have been a deficit of $101.4 million, or $(2.62) per share, based upon an assumed initial public offering price of $17.00 per share (the mid-point of the range set forth on the cover of this prospectus). Assuming the sale of 7,350,000 shares at an assumed initial public offering price of $17.00 per share and deducting underwriters' discounts and commissions and estimated offering expenses, our pro forma tangible book value as of March 31, 2001 would have been $11.9 million, or $0.26 per share. This represents an immediate increase in pro forma net tangible book

value to existing stockholders prior to the closing of this offering of $2.88 per share and an immediate dilution to new investors of $16.74 per share. The following table illustrates this per share dilution:

		PER SHARE
Assumed initial public offering price		$17.00
Pro forma net tangible book value before this offering	$(2.62)	
Increase in pro forma net tangible book value attributable to this offering	2.88	
Pro forma net tangible book value after this offering		0.26
Dilution to new investors		$16.74

The following table summarizes, on a pro forma basis as of March 31, 2001, the number of shares of common stock purchased from us, the estimated value of the total consideration paid for or attributed to this common stock, and the average price per share paid by or attributable to existing stockholders along with the exercise of all options held by officers and the new investors purchasing shares in this offering at an assumed initial offering price of $17.00 per share, before deducting underwriting discounts and commissions and estimated offering expenses.

	SHARES OF COMMON STOCK HELD		TOTAL CASH CONSIDERATION		AVERAGE PRICE PER SHARE
	NUMBER	PERCENT	AMOUNT	PERCENT	
Existing stockholders, assuming exercise of all options held by officers	38,726,129	84%	$112,558,030	47%	$ 2.91
New investors	7,350,000	16	124,950,000	53	17.00
Total	46,076,129	100%	$237,508,030	100%	

The discussion and tables above include the assumed exercise of options to purchase 1,232,865 shares of common stock held by officers at March 31, 2001 and exclude options outstanding at March 31, 2001, not held by officers, to purchase a total of 1,688,494 shares of common stock with a weighted average exercise price of $0.36 per share. To the extent these options are exercised, new investors will experience further dilution.

CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of March 31, 2001 on:

- an actual basis;
- a pro forma basis giving effect to our planned reorganization; and
- a pro forma as adjusted basis to reflect (1) this offering and our use of the net proceeds at an assumed initial public offering price of $17.00 per share (the midpoint of the range set forth on the cover of this prospectus), and (2) the refinancing of our senior term loans, including the application of available cash.

The table should be read together with "Use of Proceeds," the audited historical consolidated financial statements and the related notes which are included elsewhere in this prospectus, "Unaudited Pro Forma Condensed Consolidated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

	AT MARCH 31, 2001		
	ACTUAL	PRO FORMA	PRO FORM AS ADJUST
		(IN THOUSANDS)	
Cash and cash equivalents	$ 7,915	$ 7,915	$ 2,207
Long-term debt, including current maturities:			
Senior term loans	$ 145,368	$ 145,368	$ 60,000
Senior subordinated loan, net of discount	59,386	59,386	39,591
Other	5,677	5,677	5,677
Total long-term debt, including current maturities	210,431	210,431	105,268
Members' deficit	(152,324)	--	--
Stockholders' equity			
Preferred stock	--	--	--
Common stock	--	375	448
Additional paid-in capital deficit	--	(152,699)	(44,895
Retained earnings	--	88,000	80,521
Total stockholders' equity (deficit)	--	(64,324)	36,074
Total capitalization	$ 58,107	$ 146,107	141,342

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro forma condensed consolidated interim financial statements are based on the historical financial statements of GEEG Holdings, L.L.C. included elsewhere in this prospectus, adjusted to give effect to the following transactions, which we refer to as the "Transactions":

- the reorganization in connection with this offering;

- the refinancing of our senior term loans under our amended and restated senior credit facility; and

- consummation of this offering and the use of the net proceeds as described under "Use of Proceeds."

In addition, the unaudited pro forma consolidated statement of income (loss) for fiscal year 2000 is based on the historical financial statements of GEEG Holdings, L.L.C. included elsewhere in this prospectus, adjusted to give effect to the Transactions, the August 2000 recapitalization and the acquisition of CFI Holdings, Inc. in October 2000.

The unaudited pro forma consolidated statements of income (loss) for the three months ended March 31, 2001 and for fiscal year 2000 give effect to the pro forma adjustments discussed above as if they had occurred as of December 31, 2000 and December 26, 1999, respectively, and the unaudited pro forma condensed consolidated balance sheet gives effect to the Transactions as if they had occurred as of March 31, 2001. The Transactions, the August 2000 recapitalization and the CFI acquisition are described under "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Overview," "-- The Reorganization Transaction" and "-- Liquidity and Capital Resources" and the related adjustments are described in the notes below. The pro forma adjustments are based upon available information and assumptions that we believe are reasonable. The pro forma condensed consolidated financial statements do not purport to represent what our results of operations or financial condition would actually have been had the Transactions, the August 2000 recapitalization and the CFI acquisition in fact occurred on the dates provided above or to project our results of operations or financial condition for any subsequent period or at any subsequent date. The pro forma condensed consolidated financial statements should be read in conjunction with our audited historical consolidated financial statements and related notes included elsewhere in this prospectus.

The acquisition of CFI Holdings, Inc. has been accounted for using the purchase method of accounting. The total purchase price of the acquisition has been allocated to our tangible and intangible assets and liabilities based upon their respective fair values. The allocation of the aggregate purchase price included in the pro forma condensed consolidated financial statements is preliminary as we believe further refinement is impractical to perform at this time. However, we do not expect the final allocation of the purchase price to materially differ from the preliminary allocation set forth below.

The unaudited pro forma consolidated statements of income (loss) does not include an extraordinary loss of approximately $7.5 million ($12.3 million less the associated income tax benefit of $4.8 million) resulting from the write-off of deferred financing costs and debt discount, as well as prepayment premiums relating to the repayment of long-term debt. This amount will be charged to earnings in the quarter in which the long-term debt is repaid. We anticipate repaying the debt in the second quarter of fiscal year 2001.

The unaudited pro forma consolidated statements of income (loss) also does not give effect to an $88.0 million increase in net income (loss) before extraordinary item that will result from our change from a limited liability company, a non-taxable entity, to a C-corporation, a taxable entity. The unaudited pro forma consolidated statement of income (loss) also does not give effect to an approximate $0.4 million ($0.7 million less the associated income tax benefit of $0.3 million) decrease in net income (loss) before extraordinary item that will result from the immediate vesting of certain options which were granted at exercise prices which were deemed less than fair value at the date of grant. The accelerated vesting will have no net impact on total stockholders' equity included within the unaudited pro forma condensed consolidated balance sheet.

UNAUDITED PRO FORMA INTERIM CONSOLIDATED STATEMENT OF INCOME

	FOR THE THREE MONTHS ENDED MARCH 31, 2001				
	ACTUAL	REORGANIZATION ADJUSTMENTS	PRO FORMA	OFFERING ADJUSTMENTS	PRO AS AD
	(IN THOUSANDS, EXCEPT INCOME PER COMMON UNIT/SHARE DATA)				
Revenues........................	$156,170	$ --	$156,170	$ --	$156
Cost of sales...................	129,756	--	129,756	--	129
Gross profit..................	26,414	--	26,414	--	26
Selling and administrative expenses......................	8,533	--	8,533	--	8
Recapitalization charge.........			--	--	
Amortization expense............	397	--	397	--	
Operating income..............	17,484		17,484	--	17
Interest expense, net...........	6,392		6,392	(3,508)(4)	2
Income before income taxes and extraordinary item.........	11,092		11,092	3,508	14
Income tax provision............	931	3,395(2)	4,326	1,368(5)	5
Income before extraordinary item.........................	$ 10,161	$(3,395)	$ 6,766	$ 2,140	$ 8

Income before extraordinary item per common unit/share					
Basic	$ 7.24(1)		$ 0.18(3)		$
Diluted	$ 6.65(1)		$ 0.17(3)		$
Weighted average common units/shares outstanding					
Basic	1,122		37,493(3)		44
Diluted	1,221		39,159(3)		46

See "Notes to Unaudited Pro Forma Interim Consolidated Statement of Income" on the following page.

NOTES TO UNAUDITED PRO FORMA INTERIM CONSOLIDATED STATEMENT OF INCOME

(1) Calculated by dividing net income before extraordinary item after adjusting for preferred dividends by the weighted-average number of common units outstanding during the period. Preferred dividends were $2.0 million for the three months ended March 31, 2001.

(2) Reflects the income tax provision for the three months ended March 31, 2001 actual results of operations as if we were a C-corporation.

(3) Reflects the exchange of the common and preferred units for shares of common stock in the reorganization.

(4) Reflects interest expense adjustments as follows:

Interest expense on the new $60.0 million senior term loan incurred in the refinancing at an assumed weighted average interest rate of 6%	$ 900,000
Amortization of deferred financing costs related to the new senior term loan	77,500
Historical interest expense on debt repaid as a part of this offering and the refinancing, including amortization of related deferred financing costs	(4,485,500)
Total	$(3,508,000)

(5) Reflects the income tax effect of the offering adjustments at an assumed effective income tax rate of 39%.

(6) Reflects the new shares of common stock issued in this offering.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME (LOSS)

	FISCAL YEAR 2000				
	ACTUAL	CFI HISTORICAL(2)	CFI ACQUISITION ADJUSTMENTS	REORGANIZATION/ RECAPITALIZATION ADJUSTMENTS	PRO FORMA
	(IN THOUSANDS, EXCEPT INCOME PER COMMON UNIT/SHAR				
Revenues................	$416,591	$31,260	$ --	$ --	$447,851
Cost of sales...........	345,688	22,954	493(3)	--	369,135
Gross profit..........	70,903	8,306	(493)	--	78,716
Selling and administrative expenses..............	27,045	3,114	--	--	30,159
Recapitalization charge................	38,114	--	--	(38,114)(5)	--
Amortization expense....	1,250	30	465(3)	--	1,745
Operating income......	4,494	5,162	(958)	38,114	46,812
Interest expense, net...	12,175	398	1,543(4)	12,077(6)	26,193
Income (loss) before income taxes and extraordinary item................	(7,681)	4,764	(2,501)	26,037	20,619
Income tax provision (benefit).............	(433)	1,664	(961)	10,180(7) (2,570)(8)	7,880
Income (loss) before extraordinary item..................	$ (7,248)	$ 3,100	$(1,540)	$ 18,427	$ 12,739
Income (loss) before extraordinary item per common unit/share					
Basic.................	$ (0.77)(1)				$ 0.34(9)
Diluted...............	$ (0.77)(1)				$ 0.33(9)

Weighted average common units/shares outstanding		
Basic	13,814	37,493(9)
Diluted	13,814	38,617(9)

See "Notes to Unaudited Pro Forma Consolidated Statement of Income (Loss)" on the following page.

NOTES TO UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME (LOSS)

(1) Calculated by dividing net income (loss) before extraordinary item after adjusting for preferred dividends by the weighted-average number of common units outstanding during the period. Extraordinary item consists of a $1.5 million loss on extinguishment of debt in fiscal year 2000. Preferred dividends were $3.4 million in fiscal year 2000.

(2) Represents the actual results of operations of CFI Holdings, Inc. from December 26, 1999, the first day of fiscal year 2000, through October 31, 2000, the date of acquisition.

(3) Reflects purchase accounting adjustments associated with the CFI acquisition and the resulting additional depreciation and amortization expense.

(4) Reflects the incremental interest expense resulting from $15.0 million of borrowings incurred at an interest rate of 9.74%, and a $5.5 million note issued at an interest rate of 10.0%, to finance the CFI acquisition and the retirement of $2.7 million of existing debt of CFI Holdings, Inc. at an assumed interest rate of approximately 9%.

(5) Eliminates the non-recurring recapitalization charge associated with the cancellation of options in connection with the August 2000 recapitalization.

(6) Reflects the incremental interest expense resulting from $207.5 million of borrowings at an assumed weighted-average interest rate of 11.36% to finance the August 2000 recapitalization and the retirement of $15.0 million of existing debt at an interest rate of 13%.

(7) Reflects the income tax effect of the August 2000 recapitalization adjustments at an assumed effective income tax rate of 39%.

(8) Reflects the income tax provision for fiscal year 2000 actual results of operations as if we were a C-corporation.

(9) Reflects the exchange of the common and preferred units for shares of common stock in the reorganization.

(10) Reflects interest expense adjustments as follows:

Interest expense on the new $60.0 million senior term loan incurred in the refinancing at an assumed weighted average interest rate of 6%....................................	$ 3,600,000
Amortization of deferred financing costs related to the new senior term loan..	310,000
Historical interest expense on debt repaid as a part of this offering and the refinancing, including amortization of related deferred financing costs.........................	(18,514,000)
Total...	$(14,604,000)

(11) Reflects the income tax effect of the offering adjustments at an assumed effective income tax rate of 39%.

(12) Reflects the new shares of common stock issued in this offering.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

	AT MARCH 31, 2001			
	ACTUAL	REORGANIZATION ADJUSTMENTS	PRO FORMA	OFFERING ADJUSTMENTS
		(IN THOUSANDS)		
Current assets				
Cash and cash equivalents.......	$ 7,915	$ --	$ 7,915	$ (5,708)(
Accounts receivable, net........	78,401	--	78,401	--
Inventories.....................	11,211	--	11,211	--
Costs and estimated earnings in excess of billings............	47,920	--	47,920	--
Other current assets............	1,652	13,000(1)	14,652	--
Total current assets.....	147,099	13,000	160,099	(5,708)
Property, plant and equipment, net............................	25,898	--	25,898	--
Goodwill........................	45,482	--	45,482	--
Other assets....................	9,716	75,000(1)	84,716	(3,839)(
Total assets.............	$ 228,195	$ 88,000	$316,195	$ (9,547)
Current liabilities				
Current maturities of long-term debt..........................	$ 3,767	$ --	$ 3,767	$ 5,233(5
Accounts payable................	25,461	--	25,461	--
Accrued expenses................	17,932	--	17,932	(4,782)(
Billings in excess of costs and estimated earnings............	120,202	--	120,202	--
Other current liabilities.......	6,493	--	6,493	--
Total current				

liabilities...........	173,855	--	173,855	451
Long-term debt, net of current maturities.....................	206,664	--	206,664	(110,396)(
Members' equity (deficit).........	(152,324)	152,324(2)	--	--
Stockholders' equity (deficit)....	--	88,000(1)	(64,324)	(7,480)(
		(152,324)(2)		107,878(7
Total liabilities and equity................	$ 228,195	$ 88,000	$316,195	$ (9,547)

See "Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet" on the following page.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

(1) Gives effect to the recording of deferred taxes in connection with the reorganization and resulting change from a non-taxable to a taxable entity. Prior to the reorganization, we will continue to be a non-taxable limited liability company. As a limited liability company, all federal income tax liabilities are the responsibility of individual investors. When the reorganization occurs and the limited liability company structure is converted to a C-corporation, all deferred tax assets and liabilities become our responsibility. At March 31, 2001, approximately $88.0 million of net deferred tax assets are the responsibility of the individual investors. The reorganization would result in an $88.0 million increase in our total assets along with a corresponding increase in net income and stockholders' equity.

(2) Reflects the exchange of members' equity for stockholders' equity in connection with the reorganization.

(3) Sources and uses of cash from this offering and the refinancing are as follows:

Net proceeds from this offering............................	$ 113,303,500
Borrowings under our amended and restated senior credit facility..	32,268,000
Repayment of debt and related expenditures.................	(145,853,500)
Preferred unit dividends (at March 31, 2001)................	(5,426,000)
Net adjustment to cash..................................	$ (5,708,000)

(4) Reflects the write-off of $5.1 million of deferred financing costs associated with the repayment of debt and the capitalization of new deferred financing costs of $1.2 million related to the refinancing under our amended and restated credit facility.

(5) Reflects the repayment of senior term and senior subordinated loans with the proceeds of this offering and borrowings under the amended and restated senior credit facility.

(6) Reflects the extraordinary loss of approximately $7.5 million ($12.3 million less the associated income tax benefit of $4.8 million) resulting from the write-off of deferred financing costs and debt discount, as well as prepayment premiums relating to the repayment of long-term debt.

(7) To give effect to the receipt of the proceeds from this offering of $125.0 million, net of estimated fees and expense of $11.6 million, assuming the sale of all of our common stock offered by this prospectus at an initial public offering price of $17.00 per share (the midpoint of the range set forth on the cover of this prospectus). Also gives effect to a $5.4 million distribution on the preferred units of GEEG Holdings, L.L.C. in an aggregate amount equal to the accrued and unpaid dividends on those units through March 31, 2001.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following table sets forth selected historical consolidated financial data of GEEG Holdings, L.L.C. and its predecessor for periods and as of the dates indicated. The financial data of GEEG Holdings, L.L.C.'s predecessor for the fiscal years ended December 27, 1996 and December 26, 1997 has been derived from unaudited consolidated financial statements of the predecessor, which are not included in this prospectus. The financial data for GEEG Holdings, L.L.C.'s predecessor for the period from December 27, 1997 through June 4, 1998 has been derived from audited consolidated financial statements of the predecessor, which are included elsewhere in this prospectus. The financial data for GEEG Holdings, L.L.C for the period from June 5, 1998 through December 26, 1998 and fiscal year 1999 and fiscal year 2000 has been derived from audited consolidated financial statements of GEEG Holdings, L.L.C., which are included elsewhere in this prospectus. The interim consolidated financial data as of and for the three months ended March 25, 2000 and March 31, 2001 is derived from the unaudited consolidated financial statements of GEEG Holdings, LLC, which are included elsewhere in this prospectus. The financial data set forth in the following table should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical consolidated financial statements and related notes.

	PREDECESSOR			
	YEAR ENDED		PERIOD FROM DECEMBER 27, 1997 TO JUNE 4, 1998	PERIOD FROM JUNE 5 TO DECEMBER 26, 1998
	DECEMBER 27, 1996	DECEMBER 26, 1997		
	(IN THOUSANDS, EXCEPT EARNINGS PER COMMON UNIT DATA)			
RESULTS OF OPERATION DATA:				

Revenues	$151,730	$142,714	$60,881	$98,363
Cost of sales	131,482	118,674	48,529	80,283
Gross profit	20,248	24,040	12,352	18,080
Selling and administrative expenses	16,355	18,070	8,787	10,825
Recapitalization charge(1)	--	--	--	--
Amortization expense	1,824	1,783	787	727
Operating income	2,069	4,187	2,778	6,528
Interest expense, net	2,229	1,215	439	2,966
Income (loss) before income taxes and extraordinary item	(160)	2,972	2,339	3,562
Income tax provision (benefit)	(62)	1,159	996	176
Income (loss) before extraordinary item	(98)	1,813	1,343	3,386
Extraordinary loss from extinguishment of debt	--	--	--	--
Net income (loss)	$ (98)	$ 1,813	$ 1,343	$ 3,386
PER COMMON UNIT DATA(2):				
Earnings (loss) before extraordinary item per common unit:				
Basic				$ 0.14
Diluted				$ 0.11
Weighted average common units outstanding:				
Basic				21,320
Diluted				26,384

	FISCAL YEAR 1999	FISCAL YEAR 2000	THREE MONTHS ENDED MARCH 25, 2000	THREE MONTHS ENDED MARCH 31, 2001
	(IN THOUSANDS, EXCEPT EARNINGS PER COMMON UNIT DATA)			
RESULTS OF OPERATION DATA:				
Revenues	$275,199	$416,591	$111,083	$156,170
Cost of sales	226,051	345,688	92,606	129,756
Gross profit	49,148	70,903	18,477	26,414
Selling and administrative expenses	23,166	27,045	5,935	8,533
Recapitalization charge(1)	--	38,114	--	--
Amortization expense	1,100	1,250	259	397
Operating income	24,882	4,494	12,283	17,484
Interest expense, net	3,410	12,175	791	6,392
Income (loss) before income taxes and extraordinary				

item.........................	21,472	(7,681)	11,492	11,092
Income tax provision (benefit)...	1,087	(433)	117	931
Income (loss) before extraordinary item.............	20,385	(7,248)	11,375	10,161
Extraordinary loss from extinguishment of debt.......	--	(1,536)	--	--
Net income (loss)................	$ 20,385	$ (8,784)	$ 11,375	$ 10,161
PER COMMON UNIT DATA(2):				
Earnings (loss) before extraordinary item per common unit:				
Basic..........................	$ 0.89	$ (0.77)	$ 0.50	$ 7.24
Diluted........................	$ 0.71	$ (0.77)	$ 0.40	$ 6.65
Weighted average common units outstanding:				
Basic..........................	22,526	13,814	22,526	1,122
Diluted........................	28,029	13,814	28,383	1,221

	PREDECESSOR			
	YEAR ENDED		PERIOD FROM DECEMBER 27, 1997 TO JUNE 4, 1998	PERIOD FROM JUNE 5 TO DECEMBER 26, 1998
	DECEMBER 27, 1996	DECEMBER 26, 1997		
	(IN THOUSANDS, EXCEPT EARNINGS PER COMMON UNIT DATA)			
OTHER FINANCIAL DATA:				
EBITDA, as adjusted(3)...........				$ 8,379
Depreciation and amortization....				1,851
Capital expenditures.............				1,065
Net cash provided by (used in):				
Operating activities...........				$ 7,514
Investing activities...........				(1,065)
Financing activities...........				(213)
BALANCE SHEET DATA (AT END OF PERIOD):				
Property, plant and equipment, net...........................	$ 10,917	$ 9,831	$ 9,356	$14,864
Total assets.....................	126,777	129,965	136,486	109,316
Total debt.......................	--	--	--	44,401

	FISCAL YEAR 1999	FISCAL YEAR 2000	THREE MONTHS ENDED MARCH 25, 2000	THREE MONTHS ENDED MARCH 31, 2001

	(IN THOUSANDS, EXCEPT EARNINGS PER COMMON UNIT DATA)			
OTHER FINANCIAL DATA:				
EBITDA, as adjusted(3)...........	$ 28,008	$ 46,919	$ 13,184	$ 19,002
Depreciation and amortization....	3,126	4,311	901	1,518
Capital expenditures.............	2,375	2,187	979	7,170
Net cash provided by (used in):				
Operating activities...........	$ 39,466	$ 24,789	$ 19,652	$ (1,328)
Investing activities...........	1,393	(19,840)	(979)	(7,170)
Financing activities...........	(39,469)	10,246	(253)	(9,895)
BALANCE SHEET DATA (AT END OF PERIOD):				
Property, plant and equipment, net...........................	$ 15,071	$ 19,433	$ 15,496	$ 25,898
Total assets.....................	131,493	245,693	190,072	228,195
Total debt.......................	27,421	219,094	27,178	210,431

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(1) In fiscal year 2000, we incurred a non-recurring recapitalization charge associated with the cancellation of options outstanding as of the closing date of the August 2000 recapitalization.

(2) Income (loss) before extraordinary item per common unit is calculated by dividing income before extraordinary item after adjusting for preferred dividends by the weighted-average number of common units outstanding during each period. Preferred dividends were $0.4 million, $0.4 million and $3.4 million in the period from June 5, 1998 through December 26, 1998, fiscal year 1999 and fiscal year 2000, respectively, and $0 and $2.0 million for the three months ended March 25, 2000 and March 31, 2001, respectively.

(3) EBITDA, as adjusted, represents income (loss) before extraordinary item, interest, taxes, depreciation, amortization and recapitalization charge. EBITDA, as adjusted, is presented because we believe that it is frequently used by security analysts in the evaluation of companies. EBITDA, as adjusted, should not be considered as an alternative to cash flow from operating activities, as a measure of liquidity, as an alternative to net income, as an indicator or operating performance, or as an alternative to any other measure of performance in accordance with generally accepted accounting principles. Our EBITDA, before adjusting for the recapitalization charge, was $8.8 million for fiscal year 2000.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

We design, engineer and fabricate a comprehensive portfolio of heat recovery and auxiliary power equipment and provide related services.

On May 13, 1998, GEEG Holdings, L.L.C. was formed as a Delaware limited liability company by the management of Jason Incorporated's power generation products division for the purpose of acquiring the division. In addition to the equity units issued to its management members, including Larry Edwards, Michael Hackner, Gene Schockemoehl, Gary Obermiller and James Wilson, all of whom are currently our executive officers, GEEG Holdings, L.L.C. issued equity units to

Saw Mill Investments L.L.C. and SMC Power Holdings L.L.C., each an affiliate of Saw Mill Capital, L.L.C., and several other financial investors. On June 5, 1998, GEEG Holdings, L.L.C. acquired Jason Incorporated's power generation division, consisting of Braden Manufacturing L.L.C., Deltak L.L.C. and other subsidiaries.

In July 2000, the owners of GEEG Holdings, L.L.C. sought purchasers for the company, as a result of which, in August 2000, GEEG Acquisition Holdings Corp. and GEEG Acquisition Holdings, L.L.C., investment entities controlled by Harvest Partners, Inc., acquired control of GEEG Holdings, L.L.C. in a recapitalization transaction. Pursuant to the operating agreement of GEEG Holdings, L.L.C., the representatives of Harvest Partners, Inc. controlled a majority of the votes on the board of directors.

In addition, under the terms of the recapitalization that were negotiated between GEEG Holdings, L.L.C. and Harvest Partners, Inc.:

- GEEG Acquisition Holdings, L.L.C. and GEEG Acquisition Holdings Corp. contributed $82.0 million in cash and received equity interests in GEEG Holdings, L.L.C. representing an 81.5% voting interest, including equity interests issued in connection with the senior subordinated loan;

- existing investors, including Saw Mill Investments L.L.C., SMC Power Holdings L.L.C., Larry Edwards, Michael Hackner, Gene Schockemoehl, Gary Obermiller and James Wilson, received approximately $233 million in cash and escrow funds;

- members of management, including Larry Edwards, Michael Hackner, Gene Schockemoehl, Gary Obermiller and James Wilson, and several financial investors, including Saw Mill Investments L.L.C. and SMC Power Holdings L.L.C., retained an aggregate 18.5% equity investment in GEEG Holdings, L.L.C.; and

- officers, directors and employees of GEEG Holdings, L.L.C., including Larry Edwards, Michael Hackner, Gene Schockemoehl, Gary Obermiller and James Wilson, received approximately $38.1 million in cash in consideration for the cancellation of options.

GEEG Holdings, L.L.C. partially financed the recapitalization with $140.0 million of borrowings under a senior credit facility and a $67.5 million senior subordinated loan.

In October 2000, GEEG Holdings, L.L.C. acquired CFI Holdings, Inc. and its subsidiary, Consolidated Fabricators Inc., for $25.2 million. The purchase price consisted of (1) $15.2 million in cash and escrow funds, (2) $5.5 million in promissory notes, (3) $2.5 million in earn-out payments and (4) $2.0 million in equity interests in GEEG Holdings, L.L.C.

THE REORGANIZATION TRANSACTION

Prior to the completion of this offering, GEEG Holdings, L.L.C. will complete a reorganization, referred to in this prospectus as the reorganization transaction. The beneficial ownership of our common stock immediately after completion of the reorganization transaction, but prior to the closing of this offering, will be identical to the beneficial ownership of the common and preferred units of GEEG

Holdings, L.L.C. immediately before the reorganization transaction. As part of the reorganization transaction, the following will occur:

- GEEG Holdings, L.L.C. will declare a distribution on its preferred units in an aggregate amount equal to the accrued and unpaid dividend on those units to be paid from the proceeds of this offering;

- GEEG Holdings, L.L.C. will declare a distribution to its members on account of their remaining fiscal year 2001 tax liability to be paid out of available cash after completion of this offering once the amount of the tax liability is determined; and

- the holders of common and preferred units of GEEG Holdings, L.L.C. will exchange their units for shares of our common stock.

The common units of GEEG Holdings, L.L.C. will be converted into 31,558,514 shares of our common stock. Each preferred unit of GEEG Holdings, L.L.C. will be converted into the number of shares of our common stock equal to the liquidation preference of the preferred unit divided by the initial public offering price of a share of our common stock. Assuming an initial public offering price of $17.00 per share (the mid-point of the range set forth on the cover of this prospectus) all of the preferred units would be convertible into 5,934,750 shares of our common stock. Upon completion of the reorganization transaction, (1) GEEG Holdings, L.L.C. will become our wholly-owned subsidiary and then will merge into us and (2) GEEG Acquisition Holdings Corp. and GEEG Acquisition Holdings L.L.C. intend to liquidate and distribute our common stock held by them to their equity holders as a result of which, after this offering, and assuming no exercise of the underwriters' overallotment option, the affiliates of Harvest Partners, Inc. will control 30.6% of our common stock.

In connection with the reorganization and this offering, we intend to refinance a portion of our outstanding indebtedness. We will use a portion of the net proceeds from this offering to repay a portion of our outstanding senior subordinated loan and a portion of our outstanding senior term loans. We intend to refinance any remaining balances on our senior term loans using the proceeds of a new loan under an amended and restated senior credit facility and approximately $4.0 million of available cash. For additional information, see "Use of Proceeds" and "-- Liquidity and Capital Resources" below. We expect that this refinancing of our outstanding indebtedness will result in an approximate $7.0 million after-tax extraordinary loss from the write-off of deferred financing costs and debt discount, as well as prepayment premiums relating to the prepayment of long-term debt. This amount will be charged to earnings in the quarter in which the long-term debt is repaid.

In connection with the reorganization and this offering, in the fiscal quarter in which this offering is completed, we will incur an approximate $0.4 million after-tax expense from the immediate vesting of certain options which were granted at exercise prices which were deemed less than fair value at the date of grant.

RESULTS OF OPERATIONS

As a result of the transactions described above, our historical financial statements prior to June 5, 1998 are those of Jason Incorporated's power generation division, the predecessor of GEEG Holdings, L.L.C., and from June 5, 1998 are those of GEEG Holdings, L.L.C.

The table below represents the historical operating results of GEEG Holdings, L.L.C. and its predecessor for the three-year period ended December 30, 2000, as well as the fiscal quarters ended March 25, 2000 and March 31, 2001. The combined fiscal year 1998 results noted below represent the combination of the results of operations from (1) the power generation division of Jason Incorporated from December 26, 1997 through June 4, 1998 and (2) GEEG Holdings, L.L.C. from June 5, 1998 through December 26, 1998. The combined fiscal year 1998 results set forth below may not be indicative of the results that would have been realized had GEEG Holdings, L.L.C. owned Jason Incorporated's power generation division from December 26, 1997. The combined fiscal year 1998 results are not comparable to subsequent periods because the basis of accounting for the period after June 5, 1998 is different from the basis of accounting prior to June 5, 1998, as a result of purchase accounting adjustments made upon the acquisition of the power generation division. Nevertheless, although purchase accounting adjustments

resulted in a different basis of accounting at GEEG Holdings, L.L.C. prior to June 5, 1998, these adjustments did not materially affect revenues or gross profit. We believe that a discussion of the results of operations of fiscal year 1999 compared to fiscal year 1998 using the combined fiscal year 1998 is more meaningful to potential investors than a discussion using uncombined results for fiscal year 1998. As a result, the discussion below with respect to fiscal year 1998 is based upon the combined results for fiscal year 1998.

	PREDECESSOR					
	DECEMBER 27, 1997 THROUGH JUNE 4, 1998	JUNE 5, 1998 THROUGH DECEMBER 26, 1998	COMBINED FISCAL YEAR 1998	FISCAL YEAR 1999	FISCAL YEAR 2000	FI OF
				(IN THOUSANDS)		
Revenues.............	$60,881	$98,363	$159,244	$275,199	$416,591	
Cost of sales........	48,529	80,283	128,812	226,051	345,688	
Gross profit.......	12,352	18,080	30,432	49,148	70,903	
Selling and administrative expenses...........	8,787	10,825	19,612	23,166	27,045	
Recapitalization charge.............	--	--	--	--	38,114	
Amortization expense............	787	727	1,514	1,100	1,250	
Operating income...	2,778	6,528	9,306	24,882	4,494	
Interest expense, net................	439	2,966	3,405	3,410	12,175	

Income (loss) before income taxes and extraordinary item.............	2,339	3,562	5,901	21,472	(7,681)
Income tax provision (benefit)..........	996	176	1,172	1,087	(433)
Income (loss) before extraordinary item.............	$ 1,343	$ 3,386	$ 4,729	$ 20,385	$ (7,248)

The following information should be read in conjunction with our consolidated financial statements and notes and those of our predecessor included elsewhere in this prospectus. See notes to the audited historical consolidated financial statements included elsewhere in this prospectus for the income, assets and other information of our segments.

FIRST QUARTER OF FISCAL YEAR 2001 COMPARED TO FIRST QUARTER OF FISCAL YEAR 2000

Revenues

Revenues increased 40.6% to $156.2 million for the first quarter of fiscal year 2001 from $111.1 million for the first quarter of fiscal year 2000. This increase was primarily the result of larger multiple unit orders for HRSGs and a significant increase in the volume of auxiliary power equipment products sold. These increases in order size and volume were caused by the higher demand experienced overall in the gas turbine power generation equipment industry. Development of new gas turbine power plants continued to increase substantially in 2001, including a greater number of larger projects.

The following table sets forth our segment revenues for the first quarter of fiscal year 2000 and the first quarter of fiscal year 2001 (dollars in thousands):

	FIRST QUARTER OF FISCAL YEAR 2000	FIRST QUARTER OF FISCAL YEAR 2001	PERCENTAGE CHANGE
Heat recovery equipment segment:			
HRSGs......................................	$54,590	$63,486	16.3%
Specialty boilers..........................	12,838	29,391	128.9
Total segment......................	$67,428	$92,877	37.7%

Auxiliary power equipment segment:			
Exhaust systems	$26,678	$32,387	21.4%
Inlet systems	15,508	15,614	0.7
Other	1,469	15,292	941.0
Total segment	$43,655	$63,293	45.0%

The heat recovery equipment segment revenues increased 37.7% to $92.9 million for the first quarter of fiscal year 2001 compared to the first quarter of fiscal year 2000. Revenues for HRSGs increased 16.3% to $63.5 million. Although the volume of orders did not increase significantly, orders were much larger, on average, than in the previous year. This enabled us to recognize higher revenues compared to the first quarter of fiscal year 2000. Revenues for specialty boilers increased 128.9% to $29.4 million. This increase was due primarily to several larger, multiple unit orders, on which we were able to generate substantially increased revenues, as well as accelerated delivery requirements of our customers.

The auxiliary power equipment segment revenues increased 45.0% to $63.3 million for the first quarter of fiscal year 2001 compared to the first quarter of fiscal year 2000. Revenues for exhaust systems increased 21.4% to $32.4 million. This increase was due primarily to the increased volume of orders, resulting from the increased demand and our ability to handle increased orders through our use of subcontractors to manufacture products. Additional production capacity in Mexico contributed to our increased production and related revenues. Revenues for inlet systems increased by 0.7% to $15.6 million. Revenues for other equipment increased by 941.0% to $15.3 million. A total of $11.3 million of the increase was attributable to the inclusion in the first quarter of fiscal year 2001 of revenues from Consolidated Fabricators, Inc., which we acquired in October 2000. Our focus on the retrofit market, which has provided us with access to a broader customer base, also contributed to this increase.

The following table presents our revenues by geographic region (in millions):

	FIRST QUARTER OF FISCAL YEAR 2000	FIRST QUARTER OF FISCAL YEAR 2001
United States	$ 98.6	$144.0
Asia	6.1	2.7
Europe	3.4	4.2
Other	3.0	5.3
Total	$111.1	$156.2

Revenues in the United States comprised 92.2% of our total revenues for the first quarter of fiscal year 2001 and 88.7% for the first quarter of fiscal year 2000. Revenues in the United States increased 46.0% to $144.0 million for the first quarter of fiscal year 2001 compared to the first quarter of fiscal year 2000, primarily as a result of significant increases in the volume of products sold. This volume increase was primarily caused by the increase in demand experienced overall in the U.S. gas turbine power

generation equipment industry. This increase in industry demand reflected the continued increase in demand for electricity and the lack of sufficient power generation facilities in the United States. Revenues in Asia decreased by 55.7% to $2.7 million for the first quarter of fiscal year 2001 compared to the first quarter of fiscal year 2000, as a result of that region's economic instability and decline in power plant construction. Other revenues increased 76.7% to $5.3 million for the first quarter of fiscal year 2001 compared to the first quarter of fiscal year 2000, with slight increases in the volume of products sold, without any particular country contributing a significant amount.

Gross Profit

Gross profit increased 43.0% to $26.4 million for the first quarter of fiscal year 2001 from $18.5 million for first quarter of fiscal year 2000 as a result of the increase in our revenues. Gross profit as a percentage of revenues increased to 16.9% in the first quarter of fiscal year 2001 from 16.6% in the first quarter of fiscal year 2000. This increase is due primarily to the higher volume of specialty boiler revenues relative to our other product offerings. Specialty boilers typically generate a higher percentage of gross profit.

Selling and Administrative Expenses

Selling and administrative expenses increased 43.8% to $8.5 million for the first quarter of fiscal year 2001 from $5.9 million for the first quarter of fiscal year 2000. Of this increase, $1.0 million resulted from the hiring of additional sales and administrative personnel in connection with the continued growth of our business. The inclusion of selling and administrative expenses of Consolidated Fabricators, Inc. accounted for $0.9 million of the increase. As a percentage of revenues, selling and administrative expenses increased to 5.5% for the first quarter of fiscal year 2001 from 5.3% for the comparable period of fiscal year 2000.

Operating Income

Operating income increased to $17.5 million for the first quarter of fiscal

year 2001 from $12.3 million in the first quarter of fiscal year 2000. The increase in revenues, and associated gross profit contributed to this increase in operating income.

Interest Expense, Net

Net interest expense increased to $6.4 million for the first quarter of fiscal year 2001 from $0.8 million for the first quarter of fiscal year 2000. This increase is due primarily to the additional borrowings incurred in connection with the August 2000 recapitalization.

Income Taxes

GEEG Holdings, L.L.C. and most of its operating subsidiaries are limited liability companies and have been treated as partnerships for income tax purposes. As a result, no income tax provision was made with respect to these entities for the first quarter of fiscal year 2001 or the first quarter of fiscal year 2000. However, because some of GEEG Holdings, L.L.C.'s subsidiaries are corporations, our historical consolidated financial statements reflect a small income tax provision.

As a result of the reorganization transaction, we will be subject to corporate federal and state income taxes. At the time of the reorganization transaction, we will record a deferred tax benefit and related deferred tax asset of approximately $88.0 million which primarily represents the excess tax basis over book basis related to the August 2000 recapitalization. For informational purposes, our consolidated statements of income for the first quarter of fiscal year 2001 and the first quarter of fiscal year 2000 include pro forma income on an after-tax basis assuming we had been taxed as a corporation since December 26, 1999. We did not have any net operating loss carryforwards at March 31, 2001.

FISCAL YEAR 2000 COMPARED TO FISCAL YEAR 1999

Revenues

Revenues increased 51.4% to $416.6 million for fiscal year 2000 from $275.2 million for fiscal year 1999. This increase is primarily the result of larger multiple unit orders for HRSGs and a significant increase in the volume of auxiliary power equipment products sold. These increases in order size and volume were caused by the higher demand experienced overall in the gas turbine power generation equipment industry. Development of gas turbine power plants continued to increase substantially in 2000 as the number and size of projects grew.

The following table sets forth our segment revenues for fiscal year 1999 and fiscal year 2000 (dollars in thousands):

	FISCAL YEAR 1999	FISCAL YEAR 2000	PERCENTAGE CHANGE
Heat recovery equipment segment:			
HRSGs	$134,036	$219,649	63.9%
Specialty boilers	51,538	38,995	(24.3)
Total segment	$185,574	$258,644	39.4%
Auxiliary power equipment segment:			
Exhaust systems	$ 54,722	$ 86,228	57.6%
Inlet systems	22,550	52,004	130.6
Other	12,353	19,715	59.6
Total segment	$ 89,625	$157,947	76.2%

The heat recovery equipment segment revenues increased 39.4% to $258.6 million for fiscal year 2000. Revenues for HRSGs increased 63.9% to $219.7 million. Although the volume of orders did not increase significantly, the size of the orders increased to allow us to recognize significantly higher revenues over the year. Revenues for specialty boilers decreased by 24.3%, to $39.0 million. This decrease is due primarily to the fact that fiscal year 1999 results included $28.0 million in revenues from one order delivered during that year.

The auxiliary power equipment segment revenues increased 76.2% to $157.9 million for fiscal year 2000. Revenues for exhaust systems increased by 57.6% to $86.2 million. This increase is due primarily to the increased volume of orders, combined with our ability to handle increased orders through our use of subcontractors to manufacture products. Revenues for inlet systems increased by 130.6%, to $52.0 million. This increase is due primarily to the increased volume of orders, with a broader scope of equipment included in each order. Revenues for other equipment increased by 59.6% to $19.7 million. This increase is due primarily to our focus on the retrofit market, which has provided us with access to a broader customer base.

The following table presents our revenues by geographic region (in millions):

	FISCAL YEAR 1999	FISCAL YEAR 2000
United States	$208.1	$380.4
Asia	37.0	11.8
Europe	17.6	11.6
Other	12.5	12.8
Total	$275.2	$416.6

Revenues in the United States comprised 91.3% of our revenues for fiscal year 2000 and 75.6% for fiscal year 1999. Revenues in the United States increased 82.8% to $380.4 million for fiscal year 2000, primarily as a result of significant increases in the volume of products sold. This volume increase was caused

primarily by the increase in demand experienced overall in the U.S. gas turbine power generation equipment industry. This increase in industry demand reflected the rapid increase in demand for electricity and the lack of sufficient power generation facilities in the United States. Revenues in Asia decreased by 68.1% to $11.8 million for fiscal year 2000 as a result of that region's economic instability and decline in power plant construction.

Gross Profit

Gross profit increased 44.3% to $70.9 million for fiscal year 2000 from $49.1 million for fiscal year 1999 as a result of the increase in our revenues. Gross profit as a percentage of revenues decreased slightly to 17.0% in fiscal year 2000 from 17.9% in fiscal year 1999.

Selling and Administrative Expenses

Selling and administrative expenses increased 16.7% to $27.0 million for fiscal year 2000 from $23.2 million for fiscal year 1999. Of this increase, $1.5 million resulted from the hiring of additional sales and administrative personnel in connection with the growth of our business. A total of $1.0 million of the increase resulted from outside sales representative commissions associated with the increased revenue volume. Although our bad debt experience historically has been low, the provision for bad debts increased by a total of $0.8 million, due to uncertainty as to collectability of amounts due on several projects. Changes in our provision for bad debts primarily are impacted by the circumstances relating to specific projects, and not by the overall growth of our business. As a result, whether any increase in the provision will be required in future periods largely will depend on the status of particular projects at the time. As a percentage of revenues, selling and administrative expenses decreased to 6.5% for fiscal year 2000 from 8.4% for the comparable prior period as a result of our revenues growing at a higher rate than the expenses. With the significant growth in revenues being driven by larger project size and not numbers of orders, we were able to reduce our selling and administrative expenses as a percentage of revenues.

Operating Income

Operating income decreased to $4.5 million for fiscal year 2000 from $24.9 million in fiscal year 1999. This decrease was the result of the $38.1 million non-recurring recapitalization charge relating to cash payments made to officers, directors and employees for option cancellations in connection with the August 2000 recapitalization discussed above. Excluding this charge, operating income would have been $42.6 million, or an increase of 71.2%, compared to fiscal year 1999. The increase in revenues, and associated gross profit, together with the decrease in selling and administrative expenses as a percent of revenues, contributed to this increase in operating income.

Interest Expense, Net

Net interest expense increased to $12.2 million for fiscal year 2000 from $3.4 million for fiscal year 1999. This increase is due primarily to the additional borrowings incurred in connection with the August 2000 recapitalization.

Income Taxes

GEEG Holdings, L.L.C. and most of its operating subsidiaries are limited liability companies and have been treated as partnerships for income tax purposes. As a result, no income tax provision was made with respect to these entities for fiscal year 2000 or fiscal year 1999. However, because some of GEEG Holdings, L.L.C.'s subsidiaries are corporations, our historical consolidated financial statements reflect a small income tax provision.

As a result of the reorganization transaction, we will be subject to corporate federal and state income taxes. At the time of the reorganization transaction, we will record a deferred tax benefit and related deferred tax asset of approximately $84 million which primarily represents the excess tax basis over book basis related to the August 2000 recapitalization. For informational purposes, our consolidated statements

of income (loss) for fiscal year 2000 include pro forma income on an after-tax basis assuming we had been taxed as a corporation since December 29, 1999. We did not have any net operating loss carryforwards at December 30, 2000.

FISCAL YEAR 1999 COMPARED TO FISCAL YEAR 1998

Revenues

Revenues increased 72.8% to $275.2 million for fiscal year 1999 from $159.2 million for fiscal year 1998. This increase is primarily the result of larger multiple unit orders for heat recovery equipment products and a significant increase in the volume of auxiliary power equipment products sold. Development of gas turbine power plants continued to increase significantly in fiscal year 1999 as a result of developments in the deregulation of the power industry and a renewed interest in the U.S. market, which began after 1997 when a number of power plant projects in Asia were put on hold. The number of U.S. projects increased and were larger.

The following table sets forth our segment revenues for fiscal year 1998 and fiscal year 1999 (dollars in thousands):

	FISCAL YEAR 1998	FISCAL YEAR 1999	PERCENTAGE CHANGE
Heat recovery equipment segment:			
HRSGs	$ 72,254	$134,036	85.5%
Specialty boilers	30,295	51,538	70.1
Total segment	$102,549	$185,574	81.0%
Auxiliary power equipment segment:			
Exhaust systems	$ 28,163	$ 54,722	94.3%
Inlet systems	16,145	22,550	39.7
Other	12,387	12,353	(0.3)
Total segment	$ 56,695	$ 89,625	58.1%

The heat recovery equipment segment revenues increased 81.0% to $185.6 million for fiscal year 1999. Revenues for HRSGs increased 85.5% to $134.0 million. Although the volume of orders did not increase significantly, the size of the orders increased to allow us to recognize significantly higher revenues over the year. Revenues for specialty boilers increased by 70.1% to $51.5 million. This increase is due primarily to the fact that fiscal year 1999 results included $28.0 million in revenues from one order delivered during that year.

The auxiliary power equipment segment revenues increased 58.1% to $89.6 million for fiscal year 1999. Revenues for exhaust systems increased by 94.3% to $54.7 million. This increase is due primarily to the increased volume of orders, combined with our ability to handle increased orders through our use of subcontractors to manufacture products. Revenues for inlet systems increased by 39.7%, to $22.6 million. This increase is due primarily to the increased volume of orders, while pricing did not increase significantly. Revenues for other equipment declined slightly.

The following table presents our revenues by geographic region (in millions):

	FISCAL YEAR 1998	FISCAL YEAR 1999
United States	$ 86.2	$208.1
Asia	31.0	37.0
Europe	10.8	17.6
Other	31.2	12.5
Total	$159.2	$275.2

Revenues within the United States comprised 75.6% of our revenues for fiscal year 1999 and 54.1% of our revenues for fiscal year 1998. Revenues in the United States increased 141.4% to $208.1 million for fiscal year 1999 due to significant increases in the volume of products sold. This volume increase was caused primarily by the increase in demand experienced in the U.S. gas turbine power generation equipment industry referred to above. Revenues in Asia increased 242.6% to $37.0 million in fiscal year 1999 as a result of the delivery of a large order in that region.

Gross Profit

Gross profit increased 61.5% to $49.1 million for fiscal year 1999 from $30.4 million for fiscal year 1998 as a result of our increase in revenues. Gross profit as a percentage of revenues decreased slightly to 17.9% in fiscal year 1999 from 19.1% in fiscal year 1998 because of a change in our product mix.

Selling and Administrative Expenses

Selling and administrative expenses increased 18.1% to $23.2 million for fiscal year 1999 from $19.6 million for fiscal year 1998. Of this increase, $2.5 million resulted from the hiring of sales and administrative support staff and

other compensation costs incurred in response to the growth of our business. As a percentage of revenues, selling and administrative expenses decreased to 8.4% for fiscal year 1999 from 12.3% for the comparable prior period as a result of our revenues growing at a higher rate than these expenses. Because the growth in revenues was driven by larger project size as well as an increase in the number of orders, we were able to reduce our selling and administrative expenses as a percentage of revenues.

Operating Income

Operating income increased 167.4% to $24.9 million for fiscal year 1999 from $9.3 million in fiscal year 1998 for reasons discussed above. The increase in revenues, and associated gross profit, combined with the decrease in selling and administrative expenses as a percent of revenues, contributed to this increase in operating income.

Interest Expense, Net

Net interest expense was $3.4 million for fiscal year 1999 and $3.4 million for fiscal year 1998.

Income Taxes

Income taxes decreased 7.3% to $1.1 million for fiscal year 1999 from $1.2 million in fiscal year 1998, because of the different tax treatments of GEEG Holdings, L.L.C. and the Jason Incorporated power generation division. GEEG Holdings, L.L.C. and most of its operating subsidiaries are limited liability companies and have been treated as partnerships for income tax purposes. As a result, no income tax provision was made in respect to these entities for fiscal year 1999. However, because some of GEEG Holdings, L.L.C.'s subsidiaries are corporations, our historical consolidated financial statements reflect a small income tax provision. Jason Incorporated was taxed as a C-corporation and therefore the income tax provision for fiscal year 1998 reflects different tax treatments for the predecessor company period and the post-acquisition period.

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of cash are net cash flow from operations and borrowings under our senior credit facility. Our primary uses of this cash are principal and interest payments on indebtedness and capital expenditures.

To finance the August 2000 recapitalization, GEEG Holdings, L.L.C. obtained $207.5 million as follows: (1) $30.0 million under our senior credit facility in the form of a term A loan maturing in

July 2006 which bears interest at LIBOR plus 3.25% per annum, (2) $110.0 million under our senior credit facility in the form of a term B loan maturing in July 2008 which bears interest at LIBOR plus 4.00% per annum and (3) $67.5 million in the form of a senior subordinated loan maturing in August 2010 which bears interest at a rate of 13.5% per annum. In October 2000, GEEG Holdings, L.L.C. borrowed an additional $15.0 million under our senior credit facility in the form of a term C loan which matures July 2006 and bears interest at LIBOR plus 3.25% per annum. The loan was used to fund a portion of the acquisition of CFI Holdings, Inc. The senior credit facility includes a revolving loan facility of $55.0 million. Amounts borrowed under the revolving credit facility are available from time to time for general corporate and working capital purposes.

Our senior credit facility is secured by a lien on all our and our domestic subsidiaries' property and assets, including, without limitation, a pledge of

all of the capital stock owned by us and our domestic subsidiaries, subject to a limitation of 65% of the voting stock of any foreign subsidiary. At December 30, 2000, a total of $154.2 million was outstanding under the senior credit facility.

Our senior subordinated loan agreement, among other things, restricts our ability to incur additional indebtedness, sell assets other than in the ordinary course of business, pay dividends, make investments and acquisitions and enter into mergers, consolidations or similar transactions.

We intend to use a portion of the net proceeds of this offering to repay $81.4 million of the outstanding loans under our existing senior credit facility, plus accrued and unpaid interest, and to repay $22.5 million of our senior subordinated loan, plus accrued and unpaid interest, and to pay related prepayment premiums, fees and expenses. See "Use of Proceeds." We intend to refinance any balances on our senior credit facility remaining after the application of the net proceeds of this offering using the proceeds of new loans under an amended and restated senior credit facility described below and approximately $4.0 million in available cash.

We have received a commitment from Bankers Trust Company (an affiliate of Deutsche Banc Alex. Brown Inc., one of the underwriters of this offering) to amend and restate our existing senior credit facility at or prior to the closing of this offering. Our amended and restated senior credit facility will consist of a term loan facility of up to $60.0 million and a revolving loan facility of up to $75.0 million. We anticipate that, at closing, we will borrow the full amount available under the term loan and not more than $20.0 million will be outstanding under the revolving loan facility. Amounts borrowed under the term loan facility will amortize over four years and will mature on the fourth anniversary of the closing of the amended and restated credit facility. The revolving credit facility will mature on the fourth anniversary of the closing of the amended and restated credit facility.

At our option, amounts borrowed under the amended and restated senior credit facility will bear interest at either the eurodollar rate or an alternate base rate, plus, in each case, an applicable margin. The applicable margin will range from 1.0% to 2.25% in the case of a eurodollar based loan and from 0% to 1.25% in the case of a base rate loan, in each case, based on a leverage ratio.

We anticipate that our amended and restated senior credit facility will:

- be guaranteed by all of our domestic subsidiaries;

- secured by a lien on all our and our domestic subsidiaries' property and assets, including, without limitation, a pledge of all capital stock owned by us and our domestic subsidiaries, subject to a limitation of 65% of the voting stock of any foreign subsidiary;

- require us to maintain minimum interest and fixed charge coverage ratios and limit our maximum leverage; and

- among other things, restrict our ability to (1) incur additional indebtedness, (2) sell assets other than in the ordinary course of business, (3) pay dividends in excess of 25% of our cumulative net income from January 1, 2001 through the most recent fiscal quarter end, subject

to leverage and liquidity thresholds and other customary restrictions, (4) make capital expenditures in excess of $10

million in any fiscal year with adjustments for carry-overs from the previous year, (5) make investments and acquisitions and (6) enter into mergers, consolidations or similar transactions.

Under the anticipated provisions of our amended and restated senior credit facility, but using as the relevant measuring period the four fiscal quarter periods ended March 31, 2001, we would have been able to incur as of March 31, 2001 approximately $35 million of additional indebtedness for borrowed money. Under the anticipated provisions of the amended and restated senior credit facility, we would be able to pay dividends on our common stock upon compliance with the relevant covenants. However, as of March 31, 2001, we were not permitted to pay any dividends under the terms of our senior subordinated loan agreement.

In April 2001, we declared a distribution equal to $5.0 million to our members on account of their first quarter fiscal year 2001 tax liability. In addition, in connection with the reorganization transaction, we will declare (1) a distribution on account of our members' remaining fiscal year 2001 tax liability and (2) a distribution on our preferred units in an aggregate amount equal to the accrued and unpaid dividends on those units. We will pay these distributions after the closing of this offering. We will use a portion of the net proceeds from this offering to pay the preferred distribution.

Net cash used for operations was $1.3 million for the first quarter of fiscal year 2001 compared to net cash provided by operations of $19.7 million for the first quarter of fiscal year 2000. The decrease in net operating cash flow primarily resulted from an increase in working capital caused by fluctuations in the timing of advance billings to customers. Net cash provided by operations decreased 37.2% to $24.8 million for fiscal year 2000 from $39.5 million for fiscal year 1999. The decrease in net operating cash flow resulted from the non-recurring $38.1 recapitalization charge relating to option cancellation payments made in connection with the August 2000 recapitalization. This decrease was partially offset by a reduction in working capital.

Net cash used by investing activities increased to $7.2 million for the first quarter of fiscal year 2001 from $1.0 million for the first quarter of fiscal year 2000. This cash was primarily used for the acquisition in January 2001 of a manufacturing facility in Mexico. Net cash provided by investing activities was $1.4 million in fiscal year 1999 and net cash used for investing activities was $19.8 million in fiscal year 2000. Net cash used for investing activities in fiscal year 2000 was primarily the result of the acquisition of CFI Holdings, Inc.

Net cash used for financing activities increased to $9.9 million for the

first quarter of fiscal year 2001 from $0.3 million for the first quarter of fiscal year 2000. In the first quarter of fiscal year 2001, cash was used in financing activities to prepay approximately $8.8 million of long-term debt and to make tax distributions to members of GEEG Holdings, L.L.C. Net cash used for financing activities was $39.5 million in fiscal year 1999 and net cash provided by financing activities was $10.2 million in fiscal year 2000. In fiscal year 1999, cash was used to prepay long-term debt, to make tax distributions to members of GEEG Holdings, L.L.C. and to redeem preferred units. In fiscal year 2000, net cash provided by financing activities was primarily in connection with the August 2000 recapitalization.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks. Market risk is the potential loss arising from adverse changes in market prices and interest and foreign currency rates. We do not enter into derivative or other financial instruments for speculative purposes. Our market risk could arise from changes in interest rates and foreign currency exchange.

Interest Rate Risk. We are subject to market risk exposure related to changes in interest rates. Assuming our current level of borrowings, a 100 basis point increase in interest rates under these borrowings would increase our interest expense for fiscal year 2000 by approximately $1.5 million without taking into effect our interest rate collar agreement. We manage our exposure to interest rate fluctuations on our variable rate debt through the use of an interest rate collar agreement with a notional amount of $77.1 million at December 30, 2000. The fair value of the collar was not significant as of December 30, 2000. There were no material changes in interest rate risk since December 30, 2000.

Foreign Currency Exchange Risk. Portions of our operations are located in foreign jurisdictions including Europe and Mexico. Our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. In addition, sales of products and services are affected by the value of the U.S. dollar relative to other currencies. We manage our foreign currency exposure through the use of foreign currency option contracts. Notional amounts outstanding under such contracts totaled $3.6 million at December 30, 2000. The fair values of the option contracts were not significant as of December 30, 2000. There were no material changes in foreign currency exchange risk since December 30, 2000.

Euro Currency Conversion. On January 1, 1999, several member countries of the European Union established fixed conversion rates and adopted the euro as their new legal currency. On that date, the euro began trading on currency exchanges while legacy currencies remain legal tender in the participating countries for a transition period between January 1, 1999 and January 1, 2002. During the transition period, parties can elect to pay for goods and services and transact business using either the euro or a legacy currency. Between January 1, 2002 and July 1, 2002, the participating countries will introduce euro hard currency and withdraw all legacy currencies.

Our foreign operating subsidiaries affected by the euro conversion are evaluating the business issues raised, including the competitive impact of cross-border price transparency. We do not anticipate any significant near-term

business ramifications. However, long-term implications such as the euro currency conversions effect on accounting, treasury and computer systems are under review.

RECENT ACCOUNTING PRONOUNCEMENTS

We adopted Statement of Financial Accounting Standard (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities," effective December 31, 2000. This standard establishes accounting and reporting standards requiring that every derivative instrument be recorded on the balance sheet as either an asset or a liability measured at fair value. SFAS 133 requires that changes in a derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement and requires that a company must formally document, designate and assess the effectiveness of transactions that receive hedge accounting treatment. The impact of adopting SFAS 133 was not material.

In December 1999, the SEC staff released Staff Accounting Bulletin (SAB) 101, "Revenue Recognition in Financial Statements." The adoption of this statement in the fourth quarter of fiscal year 2000 did not have a material impact on our financial position or results of operations.

BUSINESS

OVERVIEW

We are a global designer, engineer and fabricator of a comprehensive portfolio of equipment for gas turbine power plants, with over 30 years of power generation industry experience. We believe that we are a leader in our industry, offer one of the broadest ranges of gas turbine power plant equipment in the world and hold the number one or number two market position by sales in a majority of our product lines. Our equipment is installed in power plants in more than 30 countries on six continents and we believe that we have one of the largest installed bases of gas turbine power plant equipment in the world. In addition, we provide our customers with value-added services including engineering, retrofit and upgrade, and maintenance and repair.

We sell our products to the gas turbine power generation market, the fastest growing segment of the power generation industry. Our products are critical to the efficient operation of gas turbine power plants and are highly engineered to meet customer-specific requirements. Our products include:

- heat recovery steam generators;
- filter houses;
- inlet systems;
- gas and steam turbine enclosures;
- exhaust systems;
- diverter dampers; and
- specialty boilers and related products.

We market and sell our products globally under the Deltak, Braden and Consolidated Fabricators brand names through our worldwide sales network.

We fabricate our equipment through a combination of in-house manufacturing and extensive outsourcing relationships. Our network of exclusive subcontractors, located throughout 30 countries, allows us to manufacture equipment for power plant projects worldwide at competitive prices. Our subcontractors also enable us to meet increasing demand without being restricted by manufacturing capacity limitations, thus limiting capital expenditure requirements.

We believe our design and engineering capabilities differentiate us from our competitors. By providing high-quality products on a timely basis and offering a broad range of equipment, we have forged long-standing relationships with the leading power industry participants, including General Electric, Mitsubishi Heavy Industries, Siemens-Westinghouse, Bechtel and Duke Power. Our revenues have grown from $142.7 million in fiscal year 1997 to $416.6 million in fiscal year 2000, representing a compound annual growth rate of 42.9%.

GROWTH STRATEGY

To maximize shareholder value and enhance our market position in the growing power generation industry, we will continue to pursue the following growth strategies:

- Expand our leading market position in the high-growth U.S. market. Our design and engineering expertise positions us to bid on and execute virtually any major gas turbine power plant project. According to the Energy Information Administration, or EIA, over 1,300 new power generation plants with approximately 390 gigawatts of electrical generation capacity will be needed in the United States by 2020 to meet demand. We believe that our reputation for quality products, low-cost fabrication and on-time delivery of a broad line of equipment have made us a critical supplier to our customers and end users, further strengthening our position as a market leader.

- Leverage our presence in the emerging international power markets. Through our international presence, we are positioned to undertake power generation projects throughout the world. According to the International Energy Agency, or IEA, approximately 90% of the $2.9 trillion in worldwide electrical generation capacity investment through 2020 will be expended outside of North America.

Our global presence and experience allows us to serve our multinational customers' needs in a timely and efficient manner.

- Pursue strategic acquisitions. We intend to pursue selective acquisitions which will increase our market share in existing product lines, broaden our overall product offering and expand our geographic reach. The power generation equipment industry is highly fragmented, comprised largely of small companies or corporate divisions with relatively limited product lines. The fragmented nature of the industry provides us with numerous acquisition opportunities.

- Leverage our design and engineering capabilities to expand our product lines. We intend to expand our product lines to capture a larger share of our customers' equipment purchases. Through our design and engineering capabilities and experience in gas turbine technology, we have developed a number of complementary product lines, including inlet cooling systems, pulse filters, air filter elements and diverter dampers. Throughout our 30-year history, we have also successfully introduced new end-use

applications for our underlying technologies, including products for the process, marine, pulp and paper and pharmaceutical industries.

INDUSTRY OVERVIEW

Supply and Demand Trends

According to the EIA, U.S. demand for electricity generation has increased substantially since 1990, while capacity has remained relatively flat. Underbuilding of new power generation capacity due to deregulation uncertainty and environmental concerns has caused reserve margins to fall. Based on North American Electric Reliability Council, or NERC, data, reserve margins, the difference between total capacity and peak electricity demand as a percentage of total capacity, have fallen to historically low levels over the last decade. U.S. reserve margins have fallen from 21.1% in 1992 to 7.1% in 1999, resulting in electricity price increases. In some areas of the United States, such as California, these margins have fallen even lower, causing numerous brownouts. Internationally, although many developing countries are moving towards industrialization and electrification, according to the IEA, approximately one-third of the world's population is still without electricity. Significant new worldwide generation capacity is necessary to keep pace with international demand growth, which is expanding at more than twice the rate of U.S. demand.

Gas Turbine Technology

Gas turbine power plants are well-positioned to benefit from the need for new or more efficient power generation infrastructure. The advantages of power generation plants utilizing gas turbine technologies versus other technologies include:

- lower construction costs;

- shorter construction period;

- improved operating efficiency;

- lower environmental impact;

- ability to expand plant capacity; and

- rapid start-up and shut-down time.

Due to these advantages, IEA projects that approximately 90% of new U.S. generation capacity and approximately 51% of new generation capacity outside the United States, net of retirements, through 2020 will utilize gas turbine technology.

Gas turbine power plants can have either a simple-cycle or combined-cycle configuration, both of which utilize a gas turbine and a generator to produce electricity. A simple-cycle gas turbine plant incorporates many of the products which we manufacture, including filter houses, inlet and exhaust

systems and turbine enclosures. A simple-cycle plant converts approximately 33% of the fuel's energy content into electricity. A combined-cycle plant has the same components as a simple-cycle plant, with the addition of a heat recovery steam generator, or HRSG. In a combined-cycle plant, the hot exhaust from the gas turbine is routed through the HRSG where steam is generated which is used to power a steam turbine and produce more electricity. A combined-cycle power plant converts up to 57% of the fuel's energy content into electricity. As a result of

this increased efficiency, the EIA projects that domestic combined-cycle plant capacity will increase more than ten times over the next 20 years. As a leading provider of equipment for simple- and combined-cycle power plants, we are well-positioned to benefit from these trends and, as a result, to increase our revenues and earnings.

PRODUCTS AND SERVICES

We conduct our business through two operating segments: our heat recovery equipment segment and our auxiliary power equipment segment. We offer a broad range of products that are integral parts of gas turbine power plants. We also provide advanced engineering, retrofit and upgrade, maintenance and repair services to the power generation industry. For information regarding our revenues, profitability and total assets by segment, see note 11 to our consolidated financial statements included elsewhere in this prospectus.

Heat Recovery Equipment

Our heat recovery equipment segment is a leader in the production of HRSGs and specialty boilers. Our products in this segment are marketed under the Deltak brand name.

- Heat Recovery Steam Generators. A HRSG is a boiler that creates steam in a combined-cycle power plant using the hot exhaust emitted by a gas turbine. This steam generates additional electricity by driving a steam turbine in a combined-cycle power plant. Each HRSG is custom-designed and engineered to meet the specifications of the customer, taking into account the type of gas turbine and environmental locale. We design and manufacture HRSGs for all size applications for both new combined cycle and retrofitted simple-cycle power plants. We believe we are the overall market leader with the largest installed base of gas turbine HRSGs in the world.

- Specialty Boilers and Related Products. Specialty boilers are a highly customized class of equipment that capture waste heat and convert it into steam. We produce specialty boilers used in process heat recovery and incineration systems, small power generation systems and marine cogeneration systems. Our specialty boilers, which require creative engineering solutions, are used in a wide range of markets, including oil and gas, pulp and paper, chemicals, petrochemical, marine and food industries. We have an installed base of more than 600 specialty boilers in over 30 countries. In addition, we design and manufacture catalytic recovery systems for gas turbine exhaust systems which reduce emissions.

Auxiliary Power Equipment

Our auxiliary power equipment segment includes a variety of products and services critical to the operation of gas turbine power plants. These products are marketed under the Braden and Consolidated Fabricators brand names.

- Filter Houses. A filter house cleans debris, dirt and other contaminants from the air that enters the turbine, using either a barrier filter or a pulse filter. Barrier filters use a series of filter elements contained in a large filter house to remove airborne contaminants. Pulse filters are self-cleaning filters that use a blast of air to expel dirt or ice from the filter element. In addition, a filter house may include evaporative coolers, chiller coils, fog cooling systems, anti-icing systems and a broad range of other equipment that treats the air that is pulled through the turbine.

- Inlet Systems. Inlet systems are large air intake ducts that connect the filter house to the gas turbine and provide silencing for the noise emanating from the gas turbine through the inlet. The major components of an inlet system are inlet silencers, expansion joints and inlet ductwork.

- Gas and Steam Turbine Enclosures. Gas and steam turbine enclosures protect the turbines from the environment. In addition, they provide acoustical treatment to reduce the noise produced by gas and steam turbines. Fire suppression systems are also an integral feature of most enclosures.

- Exhaust Systems. Exhaust systems direct the hot exhaust from the turbine to the atmosphere. The main components of an exhaust system are exhaust ductwork, acoustic silencing equipment and the stack. Exhaust systems are highly engineered and very complex due to the severe turbulence and heat exposure that they must endure.

- Diverter Dampers. Diverter dampers divert the hot exhaust from the gas turbine into a HRSG when the power plant is operated as a combined-cycle facility or into the exhaust stack in the case of simple-cycle operation. We also design and manufacture various other types of dampers.

BACKLOG

The time frame between receipt of an order and actual completion or delivery of our products can stretch from a few weeks to a year or more. At the time we receive a firm order from a customer, that order is added to our backlog. Over the last five years, virtually all backlog has been subsequently recognized as revenues.

	AS OF FISCAL YEAR END,			AS OF MARCH 25,	AS OF MARCH 31,
	1998	1999	2000	2000	2001
	(IN MILLIONS)				
Backlog..........................	$206.0	$289.4	$464.6	$297.2	$633.6

We estimate that approximately $492 million, or 78%, of our backlog at March 31, 2001, will be recognized as a portion of our revenues in the remaining three quarters of fiscal year 2001.

SALES AND MARKETING

We have an extensive sales network consisting of employees and independent representatives worldwide. We have sales offices in Australia, China, Egypt, the Netherlands, Singapore, South Korea and the United States. Our international sales force allows us to assess local market conditions, utilize local contacts and respond quickly to our customers' regional needs. We focus our sales and marketing efforts on end users of our products, including the developers and operators of gas turbine power plants, and on gas turbine original equipment manufacturers who may order our products directly or specify the use of our products.

CUSTOMERS

Customers for both our heat recovery equipment segment and our auxiliary power equipment segment include original equipment manufacturers, engineering and construction firms and operators of power generation facilities. The end users of most of our products are developers and operators of gas turbine power plants. Our top ten customers vary from year to year due to the relative size and duration of our projects. In fiscal year 2000, General Electric accounted for approximately 31% of our revenues and Mitsubishi Heavy Industries accounted for approximately 22% of our revenues. For information with respect to our geographic markets, see note 11 to our consolidated financial statements included elsewhere in this prospectus.

ENGINEERING AND DESIGN CAPABILITIES

Our business is driven by design and engineering expertise, an area in which we believe that we are an industry leader. Our products are custom-designed and engineered to meet the precise specifications of our

customers, and may require a significant number of engineering hours to design. As of December 30, 2000, we employed 136 degreed engineers specializing in thermal, structural, electrical, mechanical, acoustical and chemical engineering. Our engineers utilize an extensive PC-based network and engineering programs such as AutoCad(TM), ANSYS(TM), StruCAD(TM) and several internally developed proprietary programs. Our proprietary programs enable us to use design elements from previous projects, thereby increasing our engineering efficiency on subsequent projects.

MANUFACTURING AND OUTSOURCING

Our products are fabricated utilizing a combination of in-house manufacturing and subcontractors. Our extensive use of outsourcing relationships provides us the following benefits:

- flexibility to rapidly expand or contract manufacturing capacity without increasing capital expenditures;

- ability to manufacture in low cost countries, thereby reducing the overall cost of our products; and

- ability to satisfy local content requirements.

In fiscal year 2000, we estimate that subcontractors accounted for approximately 70% of our manufacturing costs. Our subcontractors manufacture products on a fixed-price basis for each project. Typically, our subcontractors agree not to manufacture competing products. We provide on-site technical advisors at our subcontracted facilities to ensure high levels of quality and workmanship. We are constantly pursuing new international subcontractor relationships to enhance our ability to manufacture equipment at the lowest cost while maintaining high-quality standards and on-time delivery.

While a majority of our manufacturing is outsourced, we maintain significant in-house capabilities. Our in-house manufacturing capability allows us to internally develop production methods, train personnel, protect highly sensitive designs and fabricate products whose complexity may preclude their production by subcontractors.

RAW MATERIALS AND SUPPLIERS

The principal raw materials for our products are stainless steel sheet products, carbon steel plate and structural shapes, insulation and finned tubing. We obtain these products from a number of domestic and foreign suppliers. The market for most of the raw materials we use is comprised of numerous participants and we believe that we can obtain each of the raw materials we required from more than one supplier.

COMPETITION

We compete with a large number of U.S. and international companies along all of our major products lines. We believe that our major competitors generally are small companies or corporate divisions that offer relatively limited product lines and do not compete on a global basis. We compete based on the price, quality, reliability and reputation of our products. We believe that no single competitor offers our breadth of products to the gas turbine power generation industry.

EMPLOYEES

As of December 30, 2000, we had 1,405 employees. Other than 156 of our manufacturing employees located in Tulsa, Oklahoma and 155 of our production employees at our three Mexico facilities, none of our employees are represented by unions. We believe our employee relations are satisfactory.

INTELLECTUAL PROPERTY

We depend upon a combination of patents, trademarks and nondisclosure and confidentiality agreements with our employees, customers and others and various security measures to protect our proprietary rights. Designs and processes are developed for specific projects and are charged directly to such projects. Due to the unique nature of each project, we typically do not reuse our designs. Also, our

customers are contractually obligated to treat these designs as confidential and proprietary. For these reasons, we do not generally pursue patent protection. However, we believe that intellectual property protection is less important than our ability to continue to develop new design applications that meet the demands of our customers. As a result, we do not believe that any single patent or trademark is material to our business.

We typically enter into non-disclosure and confidentiality agreements with our employees and subcontractors with access to sensitive design software and technology. However, this protection does not preclude others from creating programs which perform the same function. In addition, our agreements may be breached and we may not have adequate remedies for any breach.

FACILITIES

Our executive offices currently occupy 5,300 square feet in Tulsa, Oklahoma. The lease for this facility expires in May 2002. We have 13 other U.S. facilities, as well as facilities in the Netherlands, Singapore and Mexico. Information about our material facilities is described below:

Heat Recovery Equipment Segment

LOCATION	SQUARE FEET	LEASED/OWNED (EXPIRATION DATE)	PRINCIPAL USES

Plymouth, Minnesota	38,000	leased (12/31/03)	manufacturing, engineering
	92,000	leased (1/31/06)	and administrative office
	84,900	owned	

Auxiliary Power Equipment Segment

LOCATION	SQUARE FEET	LEASED/OWNED (EXPIRATION DATE)	PRINCIPAL USES
Auburn, Massachusetts	69,000	owned	manufacturing, engineering and administrative office
Clinton, South Carolina	71,000	owned	manufacturing and engineering
Fort Smith, Arkansas	94,000	owned	manufacturing
	15,000	leased (2/13/03)	
Heerlen, The Netherlands	10,000	leased (10/31/01)	engineering
Monterrey, Mexico	100,000	owned	manufacturing
San Antonio, Mexico	40,000	leased (2/1/06)	manufacturing
Toluca, Mexico	60,000	leased (5/1/04)	manufacturing
Tulsa, Oklahoma	164,000	leased (8/31/11)	manufacturing, engineering
	39,000	leased (10/31/02)	and administrative office
Worcester, Massachusetts	26,000	leased (12/31/02)	manufacturing

LEGAL PROCEEDINGS

In March 2001, one of our subcontractors commenced a lawsuit against Deltak Construction Services, Inc., one of our subsidiaries, seeking $7.9 million in damages plus interest and costs. The subcontractor alleges that our subsidiary failed to pay it for work on a project. We believe that we have meritorious defenses and intend to defend the action vigorously. In addition, our subsidiary has filed counterclaims against the subcontractor alleging, among other things, breach of two contracts, seeking (1) $1.8 million in damages and (2) either $8.0 million in lost profits or the return of a $1.7 million payment previously made.

In addition, we are subject to routine litigation arising out of the normal and ordinary operation of our business, which we believe will not result in a material adverse effect on our business, results of operations or financial condition.

ENVIRONMENTAL MATTERS

Our operations are subject to laws and regulations governing the discharge of materials into the environment or otherwise relating to the protection of the environment or human health. These laws include U.S. federal statutes such as the Resource Conservation and Recovery Act of 1976, the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, or CERCLA, the Clean Water Act and the Clean Air Act, and the regulations implementing them, as well as similar laws and regulations at the state and local levels and in other countries in which we operate.

Failure to comply with environmental laws or regulations could subject us to significant liabilities for fines, penalties or damages, or result in the denial or loss of significant operating permits. In addition, some environmental laws, including CERCLA, impose liability for the costs of investigating and remediating releases of hazardous substances without regard to fault and on a joint and several basis, so that in some circumstances we may be liable for costs attributable to hazardous substances released into the environment by others.

Our manufacturing facilities use and produce wastes containing various substances classified as hazardous or otherwise regulated under environmental laws and regulations, and are subject to ongoing compliance costs and capital expenditure requirements. We believe we are in substantial compliance with applicable environmental laws and regulations and that the costs of compliance are not material to us. However, any newly-discovered environmental conditions could result in unanticipated expenses or liabilities that would be material. Moreover, the environmental laws and regulations to which we are subject are constantly changing, and it is impossible to predict the effect of these changes on us. We cannot give any assurances that our operations will comply with future laws and regulations or that these laws and regulations will not significantly adversely affect us.

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MANAGEMENT

DIRECTORS AND EXECUTIVE OFFICERS

At the completion of the offering made by this prospectus, our executive officers and directors and their ages will be as set forth below. Following this offering, Harvest Partners, Inc. will no longer control a majority of the votes on our board of directors.

NAME	AGE	POSITION
Larry Edwards	51	President, Chief Executive Officer and Director
Gary Obermiller	52	Senior Vice President and President, Deltak
Gene Schockemoehl	51	Senior Vice President and President, Braden
Michael Hackner	53	Chief Financial Officer and Vice President of Financ
James Wilson	41	Vice President of Administration and Secretary
Stephen Eisenstein	39	Chairman of the Board
Ira Kleinman	44	Director
Bengt Sohlen	68	Director
Edgar Hotard	51	Director

Larry Edwards will be our president, chief executive officer and one of our directors upon completion of the reorganization transaction. Since June 1998, Mr. Edwards has served as a director of and chief executive officer of GEEG Holdings, L.L.C and as president and chief executive officer of GEEG, Inc. From February 1994 until June 1998, Mr. Edwards served as the president of Jason Incorporated's power generation division, the predecessor of GEEG Holdings, L.L.C. From 1976 until 1994, Mr. Edwards held the following positions with Braden: systems analyst; manager of data processing; manager of management services; manager of purchasing and traffic; manager of operations; vice

president of operations; general manager; and president of Braden. Mr. Edwards earned a B.S. in Industrial Engineering and Management from Oklahoma State University and an M.B.A. with honors from Oklahoma City University.

Gary Obermiller will be our senior vice president upon completion of the reorganization transaction. Mr. Obermiller has served as president of Deltak since June 1997 and as a director and vice president of GEEG Holdings, L.L.C. since June 1998. Mr. Obermiller joined Deltak in 1990 as vice president of engineering and in 1993 became executive vice president of operations. Mr. Obermiller has over 29 years of management, engineering, operations, sales, and marketing experience. He previously served as manager of market development and manager of the adhesive business unit at Graco, Inc. and held various positions, including manager of project management, sales manager and vice president of engineering, at Econotherm Energy Systems Corporation. Mr. Obermiller earned a B.S. in Mechanical Engineering from the University of Minnesota and an M.B.A. from the University of St. Thomas. Mr. Obermiller is also a licensed mechanical engineer.

Gene Schockemoehl will be our senior vice president upon completion of the reorganization transaction. Mr. Schockemoehl has served as president of Braden since January 1994 and as a director and vice president of GEEG Holdings, L.L.C. since June 1998. He began his employment at Braden in 1968, progressing through the plant production area into management positions, and served as plant superintendent and manager of manufacturing through 1985. In mid-1985, Mr. Schockemoehl became operations manager and in 1990 became vice president of operations. He served as vice president of sales from mid-1991 until January 1994. Mr. Schockemoehl has a manufacturing and general business educational background, having attended both Tulsa Community College and Rogers State College.

Michael Hackner will be our chief financial officer and vice president of finance upon the completion of the reorganization transaction. Since June 1998, Mr. Hackner has served GEEG Holdings, L.L.C. in the same capacities and as its treasurer. Mr. Hackner joined Deltak in 1985 as controller and was promoted to vice president of finance and administration, Deltak in 1989. Previously, Mr. Hackner held

various accounting and finance positions at Proform, Inc., was manager of accounting and systems development at Polaris/EZ-GO, a division of Textron, Inc., and held various positions in the audit and taxation department of Peat, Marwick, Mitchell and Company. Mr. Hackner received a B.S. from the University of Minnesota and attended the Minnesota Management Institute. Mr. Hackner has earned a C.P.A. designation and been a member of the American Institute of Certified Public Accountants since 1974.

James Wilson will be our secretary upon the completion of the reorganization tranaction. Mr. Wilson has served GEEG Holdings, L.L.C. as secretary since June 1998 and as vice president of administration since September 2000. He joined Braden in 1986 as controller and became vice president of finance, Braden in 1989. Between 1982 and 1986, Mr. Wilson was employed as a senior auditor with Arthur Andersen LLP. Mr. Wilson has received the C.P.A. designation and had been a member of the American Institute of Certified Public Accountants since 1983. He earned a B.S. in Accounting from Oral Roberts University.

Stephen Eisenstein will be chairman of our board upon the completion of the reorganization transaction. He has served as chairman of the board of GEEG Holdings, L.L.C. and a director of GEEG, Inc. since August 2000. Mr. Eisenstein has been a general partner of Harvest Partners, Inc. since September 1999. Before joining Harvest Partners, Inc. he was a founding partner at Paribas Principal Partners, which was created in 1996. From 1990 to September 1996, Mr. Eisenstein worked at Paribas in the Merchant Banking Group where he was a managing director specializing in financing and investing in leveraged buyouts. From 1988 until 1990, he worked at the Chase Manhattan Bank in the Media and Telecom Corporate Finance Group, and at Paine Webber Inc. in the Equity Research Department from 1984 to 1986. He earned a B.A. in Economics from Tufts University and an M.B.A. from the Wharton School at the University of Pennsylvania.

Ira Kleinman will be one of our directors upon completion of the reorganization transaction. Mr. Kleinman has served as a director of GEEG Holdings, L.L.C. since August 2000. Since 1992, Mr. Kleinman has served as a general partner of Harvest Partners, Inc. Prior to joining Harvest Partners, Inc., he held financial management positions at American International Group and Bank of New York. Mr. Kleinman is a Certified Public Accountant and earned his bachelors from the State University of New York at Binghamton and his M.B.A. from St. John's University.

Bengt Sohlen will be one of our directors upon completion of the reorganization transaction. Mr. Sohlen has served as a director of GEEG Holdings, L.L.C. since December 2000. Since January 1997, Mr. Sohlen has served as a member of Harvest Partners, Inc.'s advisory board, an informal committee that advises Harvest Partners, Inc. on investment opportunities. In September 1997, Mr. Sohlen retired from ABB Inc., a subsidiary of ABB Ltd., which manufactures equipment and provides services to the power transmission and distribution, automation, and oil, gas and petro-chemical industries, for which he served as vice president for strategy and corporate development since November 1983. Mr. Sohlen served as a director of ABB Inc. between September 1976 and October 1983. Mr. Sohlen has an engineering background derived from training in his native Sweden.

Edgar Hotard will be one of our directors upon completion of the reorganization transaction. Mr. Hotard has been a private consultant since January 1999. From July 1992 to January 1999, Mr. Hotard served as president and chief operating officer of Praxair Inc., an industrial gases, electronics materials, medical services and surface technology company. From January 1996 to February 1997, he also served as chairman and chief executive officer of Chicago Bridge & Iron Company NV, a global engineering and construction company. He has served as a director of Edgen Corp. since August 1999 and Home Care Supply, Inc. since July 2000, each of which is a private company managed by Harvest Partners, Inc. In addition, since April 1999, Mr. Hotard has served as a director of Global Industries, Ltd., a public company that provides marine construction and support services. Mr. Hotard earned a B.S. in Mechanical Engineering form Northwestern University and is a member of the board of directors of the U.S.-China Business Council.

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ELECTION OF DIRECTORS

After completion of this offering, our board of directors will be divided into three classes, each of whose members serves for a staggered three-year term. Mr. Hotard will serve in the class whose term expires in 2002, Messrs.

Kleinman and Sohlen will serve in the class whose term expires in 2003 and Messrs. Eisenstein and Edwards will serve in the class whose term expires in 2004. At each annual meeting of stockholders, a class of directors will be elected to succeed the directors of the same class whose terms are then expiring.

COMMITTEES OF THE BOARD

Our board of directors has the authority to perform management and administration functions. Following this offering, we intend to establish an audit committee, a compensation committee and an executive committee.

Upon completion of this offering, we will adopt an audit committee charter and establish an audit committee comprised of three directors who satisfy the New York Stock Exchange rules on the independence of audit committee members. Initially, Messrs. Sohlen and Hotard will serve on our audit committee. The functions of the audit committee will include reviewing the adequacy of our systems of internal accounting controls; reviewing the results of the independent auditors' annual audit, including any significant adjustments, management judgments and estimates, new accounting policies and disagreements with management; reviewing our audited financial statements and discussing them with management; reviewing the audit reports submitted by the independent auditors; reviewing disclosure by independent auditors concerning relationships with our company and the performance of our independent auditors and annually recommending independent auditors; adopting and annually assessing our audit charter; and preparing any reports or statements as may be required by the New York Stock Exchange and the securities laws.

Upon the completion of this offering, the compensation committee will consist of at least two non-employee directors, as defined in Rule 16b-3 under the Securities Act. Mr. Sohlen and a non-employee director to be appointed after completion of this offering will serve on our compensation committee. The compensation committee will review and make recommendations to the board regarding our compensation policies and all forms of compensation to be provided to our executive officers and directors. In addition, the compensation committee will review bonus and stock compensation arrangements for all of our employees and directors.

The executive committee will consist of Messrs. Eisenstein, Kleinman and Edwards. The functions of the executive committee will include the oversight of general corporate matters and approval of all major capital expenditures.

SENIOR MANAGEMENT EMPLOYMENT AGREEMENTS

GEEG Holdings, L.L.C. entered into employment agreements dated August 1, 2000 with each named executive which provide for annual base salaries of not less than $275,000 for Mr. Edwards, $200,000 for Mr. Obermiller, $157,000 for Mr. Schockemoehl, $120,778 for Mr. Hackner and $108,800 for Mr. Wilson. Each agreement is for a term of two years ending August 1, 2002, automatically renewable unless we give sixty days written notice, and contains customary non-competition, non-solicitation of employees and confidentiality provisions.

DIRECTOR COMPENSATION

Except for a quarterly fee of $5,000 paid to Mr. Sohlen and for fees paid to directors of GEEG Holdings, L.L.C. appointed pursuant to the management agreements with Harvest Partners, Inc. and Saw Mill Capital L.L.C, described in "Certain Transactions," we currently do not pay any compensation to directors for serving in that capacity. We reimburse directors for out-of-pocket expenses

incurred in

attending board meetings. Our board of directors has the discretion to grant options to non-employee directors under our stock option plans.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

We currently do not have a compensation committee. The compensation arrangements for each of our executive officers were established under the terms of the respective employment agreements between us and each executive officer. The terms of the employment agreements were established in arms-length negotiations between us and each executive officer and approved by our board of directors.

Mr. Sohlen and another non-employee director to be appointed after completion of this offering will serve on the compensation committee. Mr. Sohlen has never been an officer or employee of ours. Prior to formation of the compensation committee, all decisions regarding executive compensation will be made by the full board of directors. No interlocking relationship will exist between the board of directors or the compensation committee and the board of directors or compensation committee of any other company, nor has any interlocking relationship existed in the past.

EXECUTIVE COMPENSATION

The following table summarizes the compensation paid to the chief executive officer of GEEG Holdings, L.L.C. and to each of the other four most highly compensated executive officers of GEEG Holdings, L.L.C. for fiscal year 2000. These named executive officers will continue to serve in comparable capacities for us after completion of the reorganization transaction.

	ANNUAL COMPENSATION			LONG-TERM COMPENSATION	
NAME AND PRINCIPAL POSITIONS	SALARY	BONUS(1)	OTHER ANNUAL COMPENSATION (2)	SHARES UNDERLYING OPTIONS(3)	AL COMPE
Larry Edwards.................... Chief Executive Officer	$275,000	$275,000	--	377,151	$3
Gary Obermiller.................. Vice President	200,000	160,000	--	293,136	2
Gene Schockemoehl................ Vice President	157,000	125,600	--	279,605	2
Michael Hackner.................. Chief Financial Officer and Vice President of Finance	120,778	72,467	--	152,404	1
James Wilson..................... Vice President of Administration and Secretary	110,317	66,190	--	130,566	1

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(1) Represents payments made in 2001 on amounts accrued in 2000 under the

Management Incentive Compensation Plan.

(2) Excludes perquisites and other personal benefits unless the aggregate amount of the compensation exceeds the lesser of either $50,000 or 10% of the total of annual salary and bonus reported for the named executive officer.

(3) Represents options to purchase our common stock, giving effect to our assumption of the 2000 Option Plan of GEEG Holdings, L.L.C. and the conversion of options to purchase common units granted under the plan into economically equivalent options to purchase shares of our common stock.

(4) Includes cash payments made by GEEG Holdings, L.L.C. in exchange for the cancellation of options issued under its 1998 Option Plan in connection with the August 1 recapitalization. Includes matching contributions of $6,800, $5,250, $6,280, $3,623 and $4,413 to the accounts of Messrs. Edwards, Obermiller, Schockemoehl, Hackner and Wilson, respectively, under our 401(k) plan. Includes contributions of $15,300 to the account of Mr. Obermiller and $10,870 to the account of Mr. Hackner under our Deltak Profit Sharing Plan. Also includes the taxable portions of term life insurance premiums of $1,380 for Mr. Edwards, $690 for Mr. Obermiller, $729 for Mr. Schockemoehl, $529 for Mr. Hackner and $214 for Mr. Wilson.

OPTION GRANTS

The following table sets forth information regarding options to acquire common units granted by GEEG Holdings, L.L.C. to the named executive officers during fiscal year 2000. Any options outstanding at the time of the reorganization transaction will be converted into economically equivalent options to purchase our common stock. These options will fully vest upon completion of this offering. Information regarding those assumed options is also set forth below.

	ACTUAL INDIVIDUAL GRANTS				ASSUMED OPT AFTER REORGANIZAT TRANSACTI	E
NAME	NUMBER OF UNITS UNDERLYING OPTIONS GRANTED	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN 2000	EXERCISE PRICE(1)	EXPIRATION DATE	NUMBER OF SHARES UNDERLYING OPTIONS ASSUMED	E
Larry Edwards..................	13,412.2	12.9%	$10.00	8/1/10	377,151	
Gary Obermiller................	10,424.5	10.0	10.00	8/1/10	293,136	
Gene Schockemoehl..............	9,943.3	9.6	10.00	8/1/10	279,605	
Michael Hackner................	5,419.8	5.2	10.00	8/1/10	152,404	
James Wilson...................	4,643.2	4.5	10.00	8/1/10	130,566	

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(1) The options were granted on the date of grant with a term of 10 years, unless otherwise noted.

(2) In accordance with the rules of the SEC, we have included the gains or "option spreads" that would exist for the respective options granted. These gains are based on the assumed rates of annual compound stock price appreciation of 5% and 10% from the date the option was granted over the full option term. These assumed annual compound rates of stock price appreciation are mandated by the rules of the SEC and do not represent our estimate or projection of our future common stock prices.

OPTION EXERCISES IN THE LAST FISCAL YEAR AND FISCAL YEAR-END VALUES

The following table sets forth information concerning options issued under GEEG Holdings, L.L.C.'s option plans to purchase common units exercised by the named executive officers during fiscal year 2000 and the number and value of unexercised options held by each of the named executive officers, on an actual basis and on a pro forma basis to give effect to the reorganization transaction, and the value of these unexercised options. Information is given for fiscal year 2000.

NAME	SHARES ACQUIRED ON EXERCISE	VALUE REALIZED	NUMBER OF UNITS UNDERLYING UNEXERCISED OPTIONS AT DECEMBER 30, 2000		PRO FORMA NUMBER SHARES UNDERLYING A UNEXERCISABLE OPTIO DECEMBER 30, 20	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXER
Larry Edwards..........	--	--	--	13,412.2	--	377
Gary Obermiller........	--	--	--	10,424.5	--	293
Gene Schockemoehl......	--	--	--	9,943.3	--	279
Michael Hackner........	--	--	--	5,419.8	--	152
James Wilson...........	--	--	--	4,643.2	--	130

NAME	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DECEMBER 30, 2000(1)	
	EXERCISABLE	UNEXERCISABLE
Larry Edwards..........	--	$6,275,793
Gary Obermiller........	--	4,877,783
Gene Schockemoehl......	--	4,652,627
Michael Hackner........	--	2,536,002
James Wilson...........	--	2,172,618

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(1) There was no public market for the common stock on December 30, 2000. The value of unexercised in-the-money options at December 30, 2000 has been calculated assuming completion of the reorganization transaction and using an initial public offering price of $17.00 per share (the midpoint of the range set forth on the cover of this prospectus).

MANAGEMENT INCENTIVE COMPENSATION PLAN

Our 2000 Management Incentive Compensation Plan became effective on January 1, 2000 to reward our chief executive officer, vice presidents and other key

management with additional performance-based

compensation. The Management Incentive Compensation Plan effective for fiscal year 2000 and prior years allowed an eligible participant to earn bonuses up to stated percentages of base salary for the achievement of 100% of our targeted performance as established at the time of our business plan. These bonuses were paid in the first quarter of each calendar year following the accrual. For fiscal year 2000, the percentages for the participants were (1) up to a maximum of 100% for Mr. Edwards; (2) up to a maximum of 80% for Messrs. Obermiller and Schockemoehl; and (3) up to a maximum of 60% for our vice presidents and other participants.

We have adopted a 2001 Management Incentive Compensation Plan. The new plan allows eligible participants to earn bonuses up to stated percentages of their base salary with maximum bonuses of (1) up to 150% for our president and chief executive officer; (2) up to 110% for our senior vice presidents; and (3) up to 90% for our vice presidents and other participants. The bonuses will be paid in the first quarter of the following calendar year and will be based on our specific achievement of enterprise valuation goals.

2000 OPTION PLAN

The board of directors of GEEG Holdings, L.L.C. approved its 2000 Option Plan in August 2000. The 2000 Option Plan provided for the grant of options to acquire class A or class B common units in GEEG Holdings, L.L.C. When we complete the reorganization transaction, all options outstanding under the 2000 Option Plan prior to the reorganization will vest and become fully exercisable and will be converted into options to purchase shares of our common stock with the same economic value, and otherwise on the same terms. Similarly, we will assume the 2000 Option Plan and common units available for option grants under such plan will be replaced by shares of our common stock with the same economic value as of the completion of the reorganization transaction. The following is a summary description of the 2000 Option Plan as it will apply to us after the reorganization transaction. You should read the text of the 2000 Option Plan, which we have filed as an exhibit to the registration statement of which this prospectus is a part, for a full statement of the terms and provisions of the 2000 Option Plan.

The board of directors administers the 2000 Option Plan and may grant options under the plan to selected key executives or employees to purchase up to an aggregate total of 3,440,257 shares of common stock, subject to adjustment if particular capital changes affect the common stock, as described below. An option permits, but does not require, the option holder to purchase up to a particular number of shares of common stock, by exercising the option, at a price fixed by the board of directors when the option is granted, during a specified period of time following grant of the option if particular conditions are satisfied. Those conditions may relate to one or more of the following: (1) the passage of a specified period of time, (2) our achievement of particular performance goals or (3) the fulfillment of other specified conditions. In the event of a sale of the business, as defined in the 2000 Option Plan, the board of directors may, in its discretion under the plan, notify plan participants that any or all options outstanding under the plan will (1) become immediately vested and, if not exercised, will terminate on the date of the sale of the company or another date designated by the board of directors, or (2) become a right to receive consideration that the board of directors deems equitable in the circumstances based on the difference between the consideration to be received in connection with such sale of the business and the exercise price of

the options. For purposes of the option plan, a sale of the company generally means any transaction or series of transactions which results, directly or indirectly, in (1) the sale of all or substantially all of the company's and its subsidiaries' assets to persons other than Harvest Partners, Inc. or its affiliates or (2) a sale or transfer of a majority of our outstanding voting securities or the outstanding voting securities of GEEG Acquisition Holdings Corp. to persons other than Harvest Partners, Inc. or its affiliates.

The exercise price of options may be paid by option holders in cash, using shares of our common stock already owned by the option holder, through a cashless exercise procedure approved by the board of directors or a combination of these payment methods.

Option holders may not transfer their options under the option plan. However, if an option holder becomes disabled or dies, that option holder's options may be exercised by the legal representative of the

option holder or of his or her estate, or by the laws of descent and distribution. An option holder may exercise his or her option under the 2000 Option Plan within 90 days after his or her employment with the company or any of our subsidiaries terminates, or, if such termination of employment is due to the option holder's death, the option may be exercised within 180 days after his or her death. However, the option may only be exercised after the option holder's employment terminates to the extent that it is vested on the date of termination, and an option cannot be exercised after its stated expiration date.

In the event of particular changes in our capital structure, such as a recapitalization, reorganization, consolidation, merger, asset sale, unit or stock dividend or split or other change in our common stock, we may make certain changes to the 2000 Option Plan or options granted under the plan. If the particular change in our capital structure results in holders of common stock becoming entitled to receive units, stock, securities or assets in respect of their common stock, options under the 2000 Option Plan may only be exercised for those units, shares of stock, securities or assets, including cash, that would be issued or paid in respect of the number and class of shares of common stock subject to the options prior to that change in our capital structure. The board of directors may terminate options outstanding under the plan in the event of a change in our capital structure described in the preceding sentence, subject to payment to the holders of those options of the consideration that the board of directors deems equitable in the circumstances. The board of directors may, as it determines to be appropriate and equitable, adjust (1) the number and type of units or shares or other consideration as to which options may be granted under the 2000 Option Plan, (2) the number and type of units or shares covered by outstanding options, (3) the exercise prices of outstanding options and (4) other provisions of the 2000 Option Plan specifying a number of units or shares, to prevent dilution or enlargement of rights under the 2000 Option Plan or outstanding options in the event of particular changes in our capital structure specified in the plan.

To date, options to purchase 2,921,359 shares of common stock have been granted under the 2000 Option Plan and 518,898 shares of common stock remain available for future option grants under the 2000 Option Plan. No options have been exercised under the 2000 Option Plan. We have the right under the 200 Option Plan to repurchase common stock issued to an option holder upon any exercise of his or her options under the plan if the option holder's employment terminates, and, if the termination is due to the option holder's death or disability, the option holder or his or her executor or administrator can require us to repurchase his or her shares of common stock that are not otherwise repurchased by us according to the terms of the plan. These repurchase

rights will terminate upon the closing of this offering. The 2000 Option Plan restricts the transferability of shares of common stock purchased under the option plan; however, the 2000 Option Plan permits the board of directors to waive these restrictions and, in any event, permits option holders to transfer their shares of common stock in public sales beginning two years after this offering. If requested by Harvest Partners, Inc., participants in the 2000 Option Plan will be deemed to have agreed to vote any shares of common stock purchased under their options in favor of any sale of the business, as defined in the plan, and to sell those shares in connection with that sale of the business.

The board of directors may amend or terminate the 2000 Option Plan, subject to particular limitations specified in the plan. No options may be granted under the 2000 Option Plan after August 1, 2010.

2001 STOCK OPTION PLAN

We have adopted a 2001 Stock Option Plan, which will become effective immediately prior to this offering. The 2001 Option Plan is intended to further our success by increasing the ownership interest of our employees, directors and consultants in our company and to enhance our ability to attract and retain employees, directors and consultants of outstanding ability. This is a summary of the 2001 Option Plan. You should read the text of the 2001 Option Plan, which we filed as an exhibit to the registration statement of which this prospectus is a part, for a full statement of the terms and provisions of the 2001 Option Plan.

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We may issue up to 1,500,000 shares of common stock, subject to adjustment if particular capital changes affect the common stock, upon the exercise of options granted under the new option plan. Options to purchase no more than 1,500,000 shares of common stock can be granted under the 2001 Option Plan to a single individual in a particular calendar year. The options may be incentive stock options, which are intended to provide employees with beneficial income tax consequences, or non-qualified stock options. The shares of common stock that may be issued under the 2001 Option Plan may be either authorized and unissued shares or previously issued shares held as treasury stock. As of the closing of this offering, no options will have been granted under the 2001 Option Plan.

An option permits, but does not require, the option holder to purchase up to a specified number of shares of common stock, by exercising the option, at a price fixed when the option is granted, during a specified period of time following such grant, if particular conditions are satisfied. The exercise price of an option granted under the 2001 Option Plan will be determined by the compensation committee of the board of directors but must be equal to or greater than the fair market value of the common stock when the option is granted. An option holder may pay the exercise price of an option by any legal manner that we permit, which may include use of shares of our common stock already owned by the option holder or by a broker-assisted cashless exercise procedure.

The compensation committee will administer the 2001 Option Plan. The board of directors may, subject to any legal limitations, exercise any powers or duties of the compensation committee concerning the 2001 Option Plan. The compensation committee will select eligible employees, directors and consultants of us and our affiliates to receive options and will determine the number of shares of common stock covered by options, the period of time during which options may be exercised, but in no event more than 10 years from the grant date of an option, and the other terms and conditions of options in accordance with the provisions of the 2001 Option Plan. Option holders may not transfer their options unless they die or, in the case of non-qualified options, the compensation committee determines otherwise.

If we undergo a change of control, as defined in the 2001 Option Plan, all outstanding options will immediately become fully exercisable, and the compensation committee may adjust outstanding options by substituting stock or other securities of any successor or another party to the change in control transaction, or cash out such outstanding options, in any such case, generally based on the consideration received by our shareholders in the transaction.

Subject to particular limitations specified in the 2001 Option Plan, the board of directors may amend or terminate the 2001 Option Plan, and the compensation committee may amend options outstanding under the 2001 Option Plan, but no such amendment may impair the previously accrued rights of options without his or her written consent. The 2001 Option Plan will terminate no later than 10 years from the date the plan was approved. However, any options outstanding when the 2001 Option Plan terminates will remain outstanding in accordance with their terms.

PRINCIPAL AND SELLING STOCKHOLDERS

The following table sets forth information with respect to the beneficial ownership of our common stock on a pro forma basis to give effect to the reorganization transaction both immediately before and immediately following this offering by:

- each person that we know will own beneficially more than five percent, in the aggregate, of the outstanding shares of our common stock;
- our directors and our named executive officers;
- all executive officers and directors as a group; and
- each selling stockholder.

The information in this table and the related footnotes is based upon the beneficial ownership of equity interests in GEEG Holdings, L.L.C. as of March 31, 2001, and gives effect to the exchange of these interests for shares of our common stock in connection with the reorganization transaction and the distribution of those shares, assuming an initial public offering price of $17.00 (the mid-point of the range set forth on the cover of this prospectus).

The selling stockholders have granted the underwriters an option to purchase up to 1,102,500 shares of common stock to cover over-allotments, if any. If the underwriters do not exercise their over-allotment option, the selling stockholders will not sell any shares in the offering.

We determined beneficial ownership in accordance with the rules of the SEC, which generally require inclusion of shares over which a person has voting or investment power. Share ownership in each case includes shares issuable upon exercise of outstanding options that are exercisable within 60 days. Except as otherwise indicated, the address for each of the named individuals is c/o Global Power Equipment Group Inc., 6120 South Yale, Suite 1480, Tulsa, Oklahoma 74136.

	SHARES BENEFICIALLY OWNED PRIOR TO THIS OFFERING		SHARES BENEFICIALLY OWNED AFTER THIS OFFERING(1)	
NAME OF BENEFICIAL OWNER	NUMBER	PERCENT	NUMBER	PERCENT
Harvest Associates III, L.L.C.(2)	13,733,071	36.6%	13,733,071	30.6%
Saw Mill Capital L.L.C.(3)	1,881,831	5.0	1,881,831	4.2
Q.P.O.N. Beteiligungs GmbH(4)	1,921,293	5.1	1,921,293	4.3
PPM America Capital Partners, L.L.C.(5)	5,012,070	13.4	5,012,070	11.2
Credit Suisse First Boston Corporation(6)	2,709,228	7.2	2,709,228	6.0
Deutsche Banc Alex. Brown Inc.(7)	1,354,695	3.6	1,354,695	3.0
National City Equity Partners, Inc.(8)	610,637	1.6	610,637	1.4
Great Lakes Capital Investments II, LLC(9)	107,759	*	107,759	*
Heller Financial(10)	501,207	1.3	501,207	1.1
BancBoston Capital Investments II, LLC(11)	1,336,552	3.6	1,336,552	3.0
Liberty Mutual Insurance Company(12)	1,670,690	4.5	1,670,690	3.7
Carlyle High Yield Partners, L.P.(13)	81,763	*	81,763	*
J.H. Whitney Market Value Fund, L.P.(14)	81,763	*	81,763	*
Highland Legacy Limited(15)	54,531	*	54,531	*
Blackrock Financial Management, Inc(16)	204,392	*	204,392	*
Goldentree High Yield Master Fund, Ltd.(17)	27,232	*	27,232	*
Goldentree Asset Management, L.P.(18)	36,387	*	36,387	*
GSC Partners CDO Fund, Limited(19)	136,261	*	136,261	*
Regiment Capital Advisors, L.L.C.(20)	54,530	*	54,530	*
ARES Management, L.P.(21)	102,179	*	102,179	*
ARES Management II, L.P.(22)	102,179	*	102,179	*

	SHARES BENEFICIALLY OWNED PRIOR TO THIS OFFERING		SHARES BENEFICIALLY OWNED AFTER THIS OFFERING(1)	
NAME OF BENEFICIAL OWNER	NUMBER	PERCENT	NUMBER	PERCENT
Cascade Investment Partners, L.L.C.	300,724	*	300,724	*
Paribas Principal Inc.	562,748	1.5	562,748	1.3

Indosuez GEEG Partners(23)	487,734	1.3	487,734	1.1
Jack Silver	258,469	*	258,469	*
Albert Breuer	252,259	*	252,259	*
John Rieckman	255,367	*	255,367	*
Tike Wong	246,709	*	246,709	*
Monte Ness	274,912	*	274,912	*
Kevin Zahler	267,156	*	267,156	*
John McSweeney	668,276	1.8	668,276	1.5
William M. Gerstner	108,340	*	108,340	*
Larry Edwards(24)	1,124,136	3.0	1,124,136	2.5
Stephen Eisenstein(25)	13,733,071	36.6	13,733,071	30.6
Michael Hackner(26)	454,257	1.2	454,257	1.0
Edgar Hotard	--	--	--	--
Ira Kleinman(27)	13,733,071	36.6	13,733,071	30.6
Gary Obermiller(28)	873,730	2.3	873,730	1.9
Gene Schockemoehl(29)	833,395	2.2	833,395	1.8
Bengt Sohlen	33,884	*	33,884	*
James Wilson(30)	389,162	1.0	389,162	*
All executive officers and directors as a group (9 persons)(31)	17,441,635	45.0	17,441,635	37.9

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* Less than 1%.

(1) The numbers in these columns assume no exercise by the underwriters of their over-allotment option.

(2) Includes 12,085,103 shares of common stock owned by Harvest Partners III, LP, and 1,647,968 shares of common stock owned by Harvest Partners III, GbR, for each of which Harvest Associates III, L.L.C. is the general partner. Harvest Associates III, L.L.C. has six members, each of whom has equal voting rights in the company and who may be deemed to share beneficial ownership of the shares of our common stock beneficially owned by it. The six members are Stephen Eisenstein and Ira Kleinman, each of whom is one of our directors, and Harvey Wertheim, Harvey Mallement, William Kane and Thomas Arenz. Each of Messrs. Eisenstein, Kleinman, Wertheim, Mallement, Kane and Arenz disclaims beneficial ownership of the shares of common stock owned by Harvest Partners III, L.P. and Harvest Partners III, GbR. Harvest Partners, Inc., which is controlled by Messrs. Wertheim and Mallement, provides management services for Harvest Associates III, L.L.C. in connection with Harvest Partners III, L.P. and Harvest Partners III, GbR and may be deemed to share beneficial ownership of the shares of common stock owned by Harvest Partners III, L.P. and Harvest Partners III, GbR. Each of Messrs. Wertheim and Mallement disclaim beneficial ownership of the shares of common stock which Harvest Partners, Inc. may be deemed to share with Harvest Associates III, L.L.C. Each of Messrs. Eisenstein and Kleinman is an employee of Harvest Partners, Inc. If the over-allotment is exercised in full, Harvest Partners III, LP will sell 356,663 shares of common stock in this offering and will hold 11,728,440 shares of common stock, or 26.2%, after this offering, and Harvest Partners III, GbR will sell 48,636 shares of common stock in this offering and will hold 1,599,332 shares of common stock, or 3.6%, after this offering. The address of the named entities is 280 Park Avenue, 33rd Floor, New York, New York 10017.

(3) Includes 906,767 shares of common stock owned by SMC Power Holdings, L.L.C., and 975,064 shares of common stock held by Saw Mill Investments, L.L.C., both of which are affiliates of Saw

Mill Capital L.L.C. Mr. Howard Unger serves as managing member of Saw Mill Capital L.L.C. and disclaims beneficial ownership of shares owned by SMC Power Holdings, L.L.C. and Saw Mill Investments, L.L.C. If the over-allotment is exercised in full, SMC Power Holdings, L.L.C. will sell 26,761 shares of common stock in this offering and will hold 880,006 shares of common stock, or 2.0%, after this offering, and Saw Mill Investments, L.L.C. will sell 28,777 shares of common stock in this offering and will hold 946,287 shares of common stock, or 2.1%, after this offering. The address of the named entities is Pleasantville Road, South Building, Suite 220, Briarcliff Manor, New York 10510.

(4) The address of the named entity is Emil von Behring Strasse, D-60439 Frankfurt, Germany.

(5) Includes 5,012,070 shares of common stock owned by PPM America Private Equity Fund, L.P., for which PPM America Capital Partners, L.L.C. is the general partner. PPM America Capital Partners, L.L.C. has four managing members, each of whom has equal voting rights in the company and who may be deemed to share beneficial ownership of the shares of our common stock beneficially owned by it. The four managing members are Bruce Gorchow, Bruce Saewitz, Scott Rooth and William Considine. Each of Messrs. Gorchow, Saewitz, Rooth and Considine disclaims beneficial ownership of the shares of common stock owned by PPM America Private Equity Fund, L.P. The address of the named entities is 225 West Wacker Drive, Suite 1200, Chicago, Illinois 60606.

(6) Includes 1,392,022 shares of common stock owned by Donaldson, Lufkin & Jenrette Securities Corporation, 418,174 shares of common stock owned by DLJ Investment Partners II, L.P., 581,401 shares of common stock owned by DLJ Capital Partners V, LLC, 39,528 shares of common stock owned by DLJ Investment Funding II, Inc., 92,289 shares of common stock owned by DLJ ESC II, L.P. and 185,814 shares of common stock owned by DLJ Investment Partners, L.P. If the over-allotment is exercised in full, Donaldson, Lufkin & Jenrette Securities Corporation will sell 41,082 shares of common stock in this offering and will hold 1,350,940 shares of common stock, or 3.0%, after this offering, DLJ Investment Partners, L.P. will sell 5,484 shares of common stock in this offering and will hold 180,330 shares of common stock, or 0.4%, after the offering, DLJ Investment Partners II, L.P. will sell 12,341 shares of common stock in this offering and will hold 405,833 shares of common stock, or 0.9%, after this offering, DLJ Capital Partners V, LLC will sell 17,159 shares of common stock in this offering and will hold 564,242 shares of common stock, or 1.3%, after this offing, DLJ Investment Funding II, Inc. will sell 1,167 shares of common stock in this offering and will hold 38,361 shares of common stock, or 0.1%, after this offering, and DLJ ESC II, L.P. will sell 2,724 shares of common stock in this offering and will hold 89,565 shares of common stock, or 0.2%, after this offering. The address of the named entities is Eleven Madison

Avenue, New York, New York 10010.

(7) Includes 1,336,552 shares of common stock owned by BT Investment Partners, Inc., and 18,143 shares of common stock held by Golden Tree Asset Management, L.P., as Agent for Deutsche Banc Sharps Pixley Inc. If the over-allotment is exercised in full, BT Investment Partners, Inc. will sell 39,445 shares of common stock in this offering and will hold 1,297,107 shares of common stock, or 2.9%, after this offering; and Golden Tree Asset Management, L.P., as Agent for Deutsche Banc Sharps Pixley Inc., will sell 535 shares of common stock in this offering and will hold 17,608 shares of common stock, or 0.0%, after this offering. The address of the named entities is 130 Liberty Street, New York, New York 10006.

(8) The address of the named entity is 1965 East Sixth Street, Suite 1010, Cleveland, Ohio 44114.

(9) The address of the named entity is 1965 East Sixth Street, Suite 1010, Cleveland, Ohio 44114.

(10) The address of the named entity is 500 West Monroe Street, Chicago, Illinois 60661.

(11) The address of the named entity is 175 Federal Street, 10th Floor, Boston, Massachusetts 02110.

(12) The address of the named entity is 175 Berkley Street, Boston, Massachusetts 02117.

(13) The address of the named entity is 520 Madison Avenue, 41st Floor, New York, New York 10022.

(14) The address of the named entity is 177 Broad Street, Stamford, Connecticut 06901.

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(15) The address of the named entity is P.O. Box 309 GT, Ugland House, South Church Street, George Town, Grand Cayman.

(16) Includes 204,392 shares of common stock owned by Magnetite Asset Investors, L.L.C., for which Blackrock Financial Management, Inc. is the managing

member. The address of the named entities is 345 Park Avenue, New York, New York 10154.

(17) The address of the named entity is 300 Park Avenue, 25th Floor, New York, New York 10022.

(18) Includes 36,387 shares of common stock owned by Highbridge Capital Management, L.L.C. for which Goldentree Asset Management, L.P. is the agent. The address of the named entities is 300 Park Avenue, 25th Floor, New York, New York 10022.

(19) The address of the named entity is P.O. Box 1984 GT, Elizabethan Square, George Town, Grand Cayman, Cayman Islands, British West Indies.

(20) Includes 27,265 shares of common stock held by Norse CBO, Ltd. and 27,265 shares of common stock held by Regiment Capital Ltd., for each of which Regiment Capital Advisors, L.L.C. is the manager. If the overallotment is exercised in full, Norse CBO, Ltd., for which Regiment Capital Advisors, L.L.C. is the manager, will sell 805 shares of common stock in this offering and will hold 26,460 shares of common stock, or 0.1%, after this offering, and Regiment Capital Ltd., for which Regiment Capital Advisors, L.L.C. is the manager, will sell 805 shares of common stock in this offering and will hold 26,460 shares of common stock, or 0.1%, after this offering. The address of the named entities is 70 Federal Street, 7th Floor, Boston, Massachusetts 02110.

(21) Includes 102,179 shares of common stock owned by ARES Leveraged Investment Fund, L.P., for which ARES Management, L.P. is the general partner. The address of the named entities is 1999 Avenue of the Stars, Suite 1900, Los Angeles, California 90067.

(22) Includes 102,179 shares of common stock held by ARES Leveraged Investment Fund II, L.P., for which ARES Management II, L.P. is the general partner. The address of the named entities is 1999 Avenue of the Stars, Suite 1900, Los Angeles, California 90067.

(23) The address of the named entity is 666 Third Avenue, New York, New York 10017.

(24) Includes options to purchase 377,151 shares of common stock.

(25) Includes 12,085,103 shares of common stock owned by Harvest Partners III, LP, and 1,647,968 shares of common stock owned by Harvest Partners III, GbR, for each of which Harvest Associates III, L.L.C. is the general

partner. Mr. Eisenstein is a member of Harvest Associates III, L.L.C. and may be deemed to share beneficial ownership of the shares of our common stock beneficially owned by it. Mr. Eisenstein disclaims beneficial ownership of shares owned by Harvest Partners III, L.P. and Harvest Partners III GbR.

(26) Includes options to purchase 152,404 shares of common stock.

(27) Includes 12,085,103 shares of common stock owned by Harvest Partners III, LP, and 1,647,968 shares of common stock owned by Harvest Partners III, GbR, for each of which Harvest Associates III, L.L.C. is the general partner. Mr. Kleinman is a member of Harvest Associates III, L.L.C. and may be deemed to share beneficial ownership of the shares of our common stock beneficially owned by it. Mr. Kleinman disclaims beneficial ownership of shares owned by Harvest Partners III, L.P. and Harvest Partners III GbR.

(28) Includes options to purchase 293,136 shares of common stock.

(29) Includes options to purchase 279,605 shares of common stock.

(30) Includes options to purchase 130,566 shares of common stock.

(31) Includes options to purchase 1,232,862 shares of common stock.

CERTAIN TRANSACTIONS

THE AUGUST 2000 RECAPITALIZATION

In connection with the August 2000 recapitalization, we paid existing investors in GEEG Holdings, L.L.C. approximately $233 million for certain of their equity interests and officers, directors and employees of GEEG Holdings, L.L.C. approximately $38.1 million in consideration for cancellation of options. For additional information regarding the August 2000 recapitalization, see "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Overview." A portion of the financing for the August 2000 recapitalization was provided by affiliates of Credit Suisse First Boston Corporation and Deutsche Banc Alex. Brown Inc. See "Underwriting."

HARVEST MANAGEMENT AGREEMENT

In connection with the August 2000 recapitalization, Global Energy Equipment Group, L.L.C., an indirect, wholly-owned subsidiary of GEEG Holdings, L.L.C., entered into a management agreement with Harvest Partners, Inc. which will be amended and assumed by us immediately prior to completion of this offering. Under this agreement, in August 2000, Harvest Partners, Inc. received

from Global Energy Equipment Group, L.L.C. a one time fee of $5.0 million for structuring and implementing the recapitalization and its equity investment. This fee was fully disclosed to the equity holders of GEEG Holdings, L.L.C. and we believe this fee is customary for transactions like the recapitalization. In addition, Global Energy Equipment Group, L.L.C. paid Harvest Partners, Inc. fees and reimbursed expenses aggregating $420,000 in 2000 and $400,000 in February 2001 for financial advisory and strategic planning services provided to Global Energy Equipment Group, L.L.C. and its subsidiaries and affiliates. Under the amended agreement, Harvest Partners, Inc. will provide us with financial advisory and strategic planning services. For these ongoing services under the amended management agreement, Harvest Partners, Inc. will receive an annual management fee of $1.25 million, payable semi-annually in advance beginning on August 1, 2001. After the initial term of the management agreement, in any subsequent renewal period the management fee will decrease to $750,000 if the affiliates of Harvest Partners, Inc. sell more than 50% of the shares of our common stock that they will own after this offering. The management fee will be eliminated, and the management agreement will terminate, if in any subsequent renewal period the affiliates of Harvest Partners, Inc. sell more than 66.6% of the shares of our common stock that they will own after this offering. In addition, under a letter agreement, Harvest Partners, Inc. will receive a one-time payment of $500,000 in connection with the refinancing of our senior credit facility. We will also reimburse Harvest Partners, Inc. for all reasonable out-of-pocket expenses related to the services it provides. Stephen Eisenstein, who is one of our directors and a director of GEEG Holdings, L.L.C., has been a general partner of Harvest Partners, Inc. and a member of Harvest Associates III, L.L.C., since 1999. Ira Kleinman, who is a director of GEEG Holdings, L.L.C. and who will be a member of our board of directors at the completion of this offering, has been a general partner of Harvest Partners, Inc. and a member of Harvest Associates III, L.L.C. since 1992. For information regarding the equity ownership of GEEG Holdings, L.L.C. by affiliates of Harvest Partners, Inc., see "Principal and Selling Stockholders."

SAW MILL MANAGEMENT AGREEMENT

In connection with the August 2000 recapitalization, Global Energy Equipment Group, L.L.C. (1) terminated an existing management agreement with Saw Mill Capital L.L.C. and paid it $550,000 and (2) entered into a new management agreement with Saw Mill Capital L.L.C. which will be terminated immediately prior to the completion of this offering. Under this agreement, Global Energy Equipment Group, L.L.C. paid Saw Mill Capital L.L.C. fees and reimbursed expenses aggregating $233,864 in 2000 and $75,000 in February 2001. After completion of this offering and the reorganization transaction, we will pay Saw Mill Capital L.L.C. the sum of $278,711 for termination of the existing management agreement. For information regarding Saw Mill Capital L.L.C.'s equity ownership of GEEG Holdings, L.L.C., see "Principal and Selling Stockholders."

EQUITYHOLDERS AND REGISTRATION RIGHTS AGREEMENT

Upon the completion of the August 2000 recapitalization, GEEG Holdings, L.L.C. and all of its direct and indirect equityholders, including Harvest Partners, Inc., on behalf of the limited partnerships which are stockholders of GEEG Acquisition Holdings Corp., and Saw Mill Capital L.L.C., entered into an equityholders agreement. Under this agreement, GEEG Holdings, L.L.C. agrees to use its reasonable efforts to register an equityholder's common equity (1) at any time if requested by Harvest Partners, Inc. or (2) at any time after 18 months from the date of its initial public offering if requested by Saw Mill Capital L.L.C. or the holders of 25% of the common equity issued in connection with the senior subordinated loan. If GEEG Holdings, L.L.C. proposes to register

a public offering of any of its securities under the Securities Act, either for its own account after this offering or for the account of other security holders exercising registration rights at any time, the parties to the equityholders agreement are entitled to notice of the registration and are entitled to include securities in the registration. After completion of this offering and the reorganization transaction, the equityholders agreement will terminate and we will enter into a registration rights agreement with the former members of GEEG Holdings, L.L.C. containing substantially the same registration rights as described above.

DESCRIPTION OF CAPITAL STOCK

The following is a summary of the material provisions of our certificate of incorporation as it will be amended and restated immediately prior to the closing of the offering made by this prospectus. A copy of our certificate of incorporation and the form of the amended and restated certificate of incorporation to be filed prior to the closing of the offering being made by this prospectus are filed as exhibits to the registration statement of which this prospectus is a part. Our capital stock will consist of (1) 100,000,000 authorized shares of common stock, $0.01 par value per share, of which 37,493,264 will be outstanding based on the number of preferred and common units of GEEG Holdings, L.L.C. outstanding immediately prior to the completion of this offering and (2) 5,000,000 authorized shares of preferred stock, $0.01 par value per share, of which no shares will be outstanding.

COMMON STOCK

The holders of our common stock will be entitled to one vote for each share held on all matters voted upon by stockholders, including the election of directors and any proposed amendment to the certificate of incorporation. The holders of our common stock will not have cumulative voting rights and therefore holders of a majority of the shares voting for the election of directors will be able to elect all of the directors. In this event, the holders of the remaining shares will not be able to elect any directors. The holders of our common stock will be entitled to any dividends as may be declared at the discretion of our board of directors out of funds legally available for that purpose. The holders of our common stock will be entitled to share ratably in our net assets upon liquidation after payment or provision for all liabilities and the preferential amounts owing with respect to any outstanding preferred stock. All shares of common stock will be fully paid and non-assessable.

PREFERRED STOCK

Our board of directors has the authority to issue preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued shares of undesignated preferred stock and to fix the number of shares constituting any series and the designations of that series, without any further vote or action by the stockholders. Our board of directors, without stockholder approval, can issue preferred stock with voting and conversion rights which could adversely affect the voting power of the holders of common stock. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of our company, or could delay or prevent a transaction that might otherwise give our stockholders an opportunity to realize a premium over the then prevailing market price of our common stock.

PROVISIONS IN CERTIFICATE OF INCORPORATION AND BY-LAWS

Anti-Takeover Effects of Provisions of the Certificate of Incorporation,

Bylaws and Delaware Law

Certificate of Incorporation and Bylaws

We have provisions in our certificate of incorporation and bylaws that:

- provide that all directors will be part of a classified board of directors that results in only approximately one-third of our directors within the classified board being elected at each annual meeting of stockholders;

- require approval of at least 35% of our stockholders in order to call a special meeting of stockholders or bring matters before a special meeting of stockholders;

- eliminate the ability of our stockholders to act by written consent;

- require stockholders to give us advance notice of their intent to nominate directors or bring matters before an annual meeting of stockholders; and

- permit the board of directors to create one or more series of preferred stock and to issue the shares thereof.

These provisions could adversely affect the rights of the holders of common stock by delaying, deferring or preventing a change in control or the removal of the incumbent board of directors. These

provisions are intended to enhance the likelihood of continuity and stability in the composition of the board of directors and in the policies formulated by the board of directors and to discourage any types of transactions that may involve an actual or threatened change of control. These provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal and to discourage tactics that may be used in proxy fights. However, these provisions could have the effect of discouraging others from making tender offers for our shares and, as a consequence, they also may inhibit fluctuations in the market price of our shares that could result from actual or rumored takeover attempts. These provisions also may have the effect of preventing changes in our management.

Delaware Anti-Takeover Statute

Prior to this offering, our certificate of incorporation provided that we would not be governed by Section 203 of the Delaware General Corporation Law. In connection with this offering, we have amended our certificate of incorporation to become subject to Section 203. Neither Harvest Partners III, L.P. nor Harvest Partners III, GbR will be subject to the restrictions of Section 203, as each of them was an "interested stockholder" prior to this amendment. Section 203, subject to specific exceptions, prohibits a publicly held Delaware corporation from engaging in any "business combination" with any "interested stockholder" for a period of three years following the date that the stockholder became an interested stockholder, unless:

- prior to that date, the board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;

- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned by directors, officers and specific employee stock plans; or

- on or after that date, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock that is not owned by the interested stockholder.

Section 203 defines "business combination" to include:

- any merger or consolidation involving the corporation and the interested stockholder;

- any sale, transfer, pledge or other disposition of 10% or more of our assets involving the interested stockholder;

- subject to limited exceptions, any transaction that results in the issuance or transfer by us of any of our stock to the interested stockholder;

- any transaction involving us that has the effect of increasing the proportionate share of the stock of any class or series beneficially owned by the interested stockholder; and

- the receipt by the "interested stockholder" of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

In general, Section 203 defines an interested stockholder as an entity or person beneficially owning 15% or more of our outstanding voting stock and any entity or person affiliated with or controlling or controlled by that entity or person.

LIMITATIONS ON LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Our certificate of incorporation limits the liability of our directors and officers to the fullest extent permitted by the Delaware General Corporation Law.

LISTING

We have applied to have our common stock listed on the New York Stock Exchange under the trading symbol "GEG."

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for our common stock is EquiServe Trust Company, N.A.

SHARES ELIGIBLE FOR FUTURE SALE

Before this offering, there has been no public market for our common stock. The sale or availability for sale of substantial amounts of common stock in the public market after this offering, or the perception that these types of sales

could occur, could adversely affect market prices prevailing from time to time. Sales of substantial amounts of common stock in the public market after this offering could also adversely affect our ability to raise equity capital in the future.

After this offering, we will have 44,843,264 shares of common stock outstanding assuming no exercise of outstanding options. Of these shares, 7,350,000 shares of common stock (8,452,500 shares if the overallotment option is exercised in full) sold in this offering will be freely tradable without restriction under the Securities Act, unless purchased by our "affiliates" as that term is defined in Rule 144 promulgated under the Securities Act.

Shares held by our affiliates and the remaining shares of common stock held by existing stockholders are "restricted securities" under Rule 144 of the Securities Act of 1933, as amended. Generally, restricted securities that have been owned for two years may be sold immediately after the completion of this offering and restricted securities that have been owned for at least one year may be sold 90 days after completion of this offering subject to compliance with the volume and other limitations of Rule 144, which are summarized below.

The following table illustrates the shares eligible for sale in the public market (assuming no exercise of the overallotment option), subject to the lock-up agreements described below and in "Underwriting."

NUMBER OF SHARES	DATE
7,350,000	Upon the date of this prospectus subject, in some cases, to volume and manner of sale limitations under Rule 144.
37,493,264	At various times after the later of 180 days after the date of this prospectus or expiration of applicable one year holding periods, subject to volume and manner of sale limitations under Rule 144.

RULE 144

In general, under Rule 144 as currently in effect, beginning 90 days after this offering, a person who has beneficially owned "restricted securities" for at least one year is entitled to sell within any three-month period a number of shares that does not exceed the greater of 1% of our then-outstanding shares of common stock or the average weekly trading volume of our common stock on the New York Stock Exchange during the four calendar weeks preceding the filing of a notice of the sale on Form 144. Sales under Rule 144 are also subject to manner of sale provisions, notice requirements and the availability of current public information about us. A person who is not deemed to have been one of our affiliates at any time during the three months preceding a sale, and who has beneficially owned "restricted securities" for at least two years would be entitled to sell the shares under Rule 144(k) without regard to the volume limitations, manner of sale provisions, public information requirements or notice requirements. Therefore, unless otherwise restricted, shares eligible for sale under Rule 144(k) may be sold immediately upon completion of this offering.

RULE 701

Our employees, directors, officers, consultants or advisers who purchased common sto