

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13
Rule 13d-102

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

C3, Inc.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

229 42 P 109

(CUSIP Number)

January 1, 1998

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

Rule 13d-1 (b)
 Rule 13d-1 (c)
 Rule 13d-1 (d)

(* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

Page 1 of 12 pages

CUSIP No. 22942P109

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trustees of the General Electric Pension Trust
I.R.S. #14-6015763

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF 5 SOLE VOTING POWER
SHARES None

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
581,737

7 SOLE DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

581,737

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.34%

12 TYPE OF REPORTING PERSON*

EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Investment Corporation, as Investment Manager of GEPT
(as defined below)

I.R.S. #22-2152310

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
None

6 SHARED VOTING POWER
581,737

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
581,737

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

581,737

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.34%

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Company
I.R.S. #14-0689340

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
State of New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER Disclaimed (see 9 below)
	6	SHARED VOTING POWER None
	7	SOLE DISPOSITIVE POWER Disclaimed (see 9 below)
	8	SHARED DISPOSITIVE POWER None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Beneficial ownership of all shares disclaimed by General Electric Company

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[X] Disclaimed (see 9 below)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INTRODUCTORY NOTE: This Amendment No. 1 amends the Statement on Schedule 13G filed on behalf of General Electric Company, a New York corporation ("GE"), General Electric Investment Corporation, a Delaware corporation and a wholly owned subsidiary of GE ("GEIC"), and Trustees of General Electric Pension Trust, a New York common law trust ("GEPT") on February 13 1998 (as amended, the "Schedule 13G"). GEIC is a registered investment adviser and acts as Investment Manager of GEPT, and may be deemed to be a beneficial owner of 581,737 shares of Common Stock of C3, Inc. (the "Issuer") owned by GEPT. GEPT and GEIC each expressly disclaim that they are members of a "group". GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a "group".

Item 1 Name of Issuer

Not applicable

Item 2(a) Name of Person Filing

Trustees of General Electric Pension Trust (See Schedule II).

General Electric Investment Corporation, as Investment Manager of GEPT

General Electric Company

Item 3 If this statement is filed pursuant to ss.240.13d-1(b) or 240.13-2(b) or (c), check whether the person filing is a:

(a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C.78o)

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C.78c)

(c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C.78c)

(d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (U.S.C.80a-8)

(e) An Investment Adviser in accordance with ss.240.13-1(b)(1)(ii)(E)

(f) An Employee Benefit Plan or Endowment Fund in accordance with ss.240.13d-1(b)(1)(ii)(F)

(g) A Parent Holding Company or Control Person in accordance with ss.240.13d-1(b)(1)(ii)G)

(h) A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act (U.S.C. 1813)

(i) [] A Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)

(j) [] Group, in accordance with ss.240.13d-1(b)(1)(ii)(J)

Item 4 Ownership

	GEPT	GEIC	GE
(a) Amount beneficially owned	581,737	581,737	0
(b) Percent of class	8.34%	8.34%	disclaimed
(c) No. of shares to which person has			
(i) sole power to vote or direct the vote	None	None	None
(ii) shared power to vote or direct	581,737	581,737	disclaimed
(iii) sole power to dispose or to direct disposition	None	None	None
(iv) share power to dispose or to direct disposition	581,737	581,737	0

Item 5 Ownership of Five Percent or Less of a Class

Not applicable

Item 6 Ownership of More Than Five Percent on Behalf of Another Person

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the parent Holding Company

Not applicable

Item 8 Identification and Classification of Members of the Group

Not applicable

Item 9 Notice of Dissolution of Group

Not applicable

Item 10

Certification

Not applicable

SIGNATURE

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

Dated: February 16, 1999

GENERAL ELECTRIC INVESTMENT CORPORATION

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

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SIGNATURE

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

Dated: February 16, 1999

GENERAL ELECTRIC PENSION TRUST
By: General Electric Investment
Corporation, its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

SIGNATURE

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

Dated: February 16, 1999

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

Name: John H. Myers
Title: Vice President

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JOINT FILING AGREEMENT

This will confirm the agreement by and between all the undersigned that the Schedule 13G on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of the Common Stock of C3, Inc. is being filed on behalf of each of the undersigned.

Dated: February 16, 1999

GENERAL ELECTRIC PENSION TRUST
By: General Electric Investment
Corporation its Investment Manger

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

GENERAL ELECTRIC INVESTMENT CORPORATION

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

Name: John H. Myers
Title: Vice President

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST

3003 Summer Street, P.O. Box 7900
Stamford, Connecticut 06904

The names of the Trustees of General Electric Pension Trust are as follows:

Eugene K. Bolton

Michael J. Cosgrove

Ralph R. Layman

Alan M. Lewis

Robert A. MacDougall

John H. Myers

Thomas J. Szkutak

Donald W. Torey