

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
September 15, 2010

Filed Pursuant to Rule 433

Dated September 13, 2010

Registration Statement No. 333-156929

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

Investing in these notes involves risks.

**See "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission.**

Issuer: General Electric Capital Corporation

Trade Date: September 13, 2010

Settlement Date (Original Issue Date): September 16, 2010

Maturity Date: September 16, 2020

Principal Amount: US \$2,000,000,000

Price to Public (Issue Price): 99.217%

Agents Commission: 0.425%

All-in Price: 98.792%

Net Proceeds to Issuer: US \$1,975,840,000

Treasury Benchmark: 2.625% due August 15, 2020

Treasury Yield: 2.723%

Spread to Treasury Benchmark: Plus 1.750%

Reoffer Yield: 4.473%

Interest Rate Per Annum: 4.375%

Interest Payment Dates:

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Semi-annually on the 16<sup>th</sup> day of each March and September, commencing March 16, 2011 and ending on the Maturity Date

Day Count Convention: 30/360

Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter

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Call Notice Period: None

Put Dates (if any): None

Put Notice Period: None

CUSIP: 36962G4R2

ISIN: US36962G4R28

Common Code: 054306091

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.217% of the aggregate principal amount less an underwriting discount equal to 0.425% of the principal amount of the Notes.

<u>Institution</u>	<u>Commitment</u>
Lead Managers:	
Banc of America Securities LLC	\$475,000,000
Barclays Capital Inc.	\$475,000,000
Citigroup Global Markets Inc.	\$475,000,000
Credit Suisse Securities (USA) LLC	\$475,000,000

Co-Managers:

Blaylock Robert Van, LLC	\$20,000,000
CastleOak Securities, L.P.	\$20,000,000
Loop Capital Markets LLC	\$20,000,000
Samuel A. Ramirez & Company, Inc.	\$20,000,000
The Williams Capital Group, L.P.	\$20,000,000
Total	\$2,000,000,000

The Issuer has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

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Additional Information

General

At the quarter ended June 30, 2010, we had outstanding indebtedness totaling \$405.714 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year, and excluding bank deposits and non-recourse borrowings of consolidated securitization entities. The total amount of outstanding indebtedness at June 30, 2010, excluding subordinated notes and debentures payable after one year, was equal to \$396.650 billion.

Consolidated Ratio of Earnings to Fixed Charges

The information contained in the Prospectus under the caption "Consolidated Ratio of Earnings to Fixed Charges" is hereby amended in its entirety, as follows:

<u>Year Ended December 31,</u>					<u>Six Months</u>
<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>Ended</u>
					<u>June 30,</u>
					<u>2010</u>
1.66	1.63	1.56	1.24	0.85	1.08

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, noncontrolling interests, discontinued operations and undistributed earnings of equity investees.

Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which we believe is a reasonable approximation of the interest factor of such rentals.

As set forth above, GE Capitals ratio of earnings to fixed charges increased to 1.08:1 in the first six months of 2010 due to higher pre-tax earnings at GECC, which were primarily driven by lower losses and delinquencies.

CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

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The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting the SEC Web site at [www.sec.gov](http://www.sec.gov)

**. Alternatively, the Issuer or the underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free in the United States at 1-800-294-1322, Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. at 1-877-858-5407, Credit Suisse Securities (USA) LLC at 1-800-221-1037 or Investor Communications of the Issuer at 1-203-357-3950.**