

GENERAL ELECTRIC CAPITAL CORP
Form 10-Q
October 31, 2006

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

**FORM
10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____ to ____

Commission file number 1-6461

GENERAL ELECTRIC CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

13-1500700

(I.R.S. Employer Identification No.)

260 Long Ridge Road, Stamford, CT

(Address of principal executive offices)

06927

(Zip Code)

(Registrant's telephone number, including area code) **(203) 357-4000**

(Former name, former address and former fiscal year,
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated

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filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

At October 27, 2006, 3,985,403 shares of voting common stock, which constitute all of the outstanding common equity, with a par value of \$14 per share were outstanding.

REGISTRANT MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION H(1)(a) AND (b) OF FORM 10-Q AND IS THEREFORE FILING THIS FORM 10-Q WITH THE REDUCED DISCLOSURE FORMAT.

(1)

General Electric Capital Corporation

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Forward-Looking Statements

This document contains “forward-looking statements” - that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” or “will.” Forward-looking statements of this nature address matters that are, to different degrees, uncertain. For us, particular uncertainties which could adversely or positively affect our future results include: the behavior of financial markets, including fluctuations in interest rates and commodity prices; strategic actions, including dispositions; future integration of acquired businesses; future financial performance of major industries which we serve, including, without limitation, the air and rail transportation, energy generation, media, real estate and healthcare industries; and numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive and regulatory nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements.

(2)

Part I. Financial Information**Item 1. Financial Statements****General Electric Capital Corporation and consolidated affiliates
Condensed Statement of Current and Retained Earnings
(Unaudited)**

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|--|---------------------------|--------------|--------------------------|--------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Revenues | | | | |
| Revenues from services (note 3) | \$ 14,787 | \$ 13,241 | \$ 41,674 | \$ 37,848 |
| Sales of goods | 519 | 543 | 1,786 | 1,881 |
| Total revenues | 15,306 | 13,784 | 43,460 | 39,729 |
| Costs and expenses | | | | |
| Interest | 4,697 | 3,469 | 12,895 | 10,374 |
| Operating and administrative | 4,301 | 4,065 | 12,722 | 12,270 |
| Cost of goods sold | 480 | 505 | 1,652 | 1,768 |
| Investment contracts, insurance losses and insurance annuity benefits | 169 | 274 | 480 | 693 |
| Provision for losses on financing receivables | 961 | 1,091 | 2,677 | 2,979 |
| Depreciation and amortization | 1,648 | 1,560 | 4,699 | 4,574 |
| Minority interest in net earnings of consolidated affiliates | 60 | 66 | 205 | 116 |
| Total costs and expenses | 12,316 | 11,030 | 35,330 | 32,774 |
| Earnings from continuing operations before income taxes | | | | |
| Provision for income taxes | 2,990 | 2,754 | 8,130 | 6,955 |
| | (301) | (334) | (800) | (669) |
| Earnings from continuing operations | 2,689 | 2,420 | 7,330 | 6,286 |
| Earnings (loss) from discontinued operations, net of taxes (note 2) | (70) | 330 | (45) | 664 |
| Net earnings | 2,619 | 2,750 | 7,285 | 6,950 |
| Dividends | (1,081) | (3,693) | (7,089) | (5,566) |
| Retained earnings at beginning of period | 34,585 | 37,274 | 35,927 | 34,947 |
| Retained earnings at end of period | \$ 36,123 | \$ 36,331 | \$ 36,123 | \$ 36,331 |

The notes to condensed, consolidated financial statements are an integral part of this statement.

(3)

General Electric Capital Corporation and consolidated affiliates
Condensed Statement of Financial Position

| <i>(In millions)</i> | September 30, 2006 (Unaudited) | December 31, 2005 |
|---|---|------------------------------------|
| Assets | | |
| Cash and equivalents | \$ 8,985 | \$ 5,996 |
| Investment securities | 19,873 | 18,467 |
| Inventories | 174 | 159 |
| Financing receivables - net (note 4) | 305,500 | 284,567 |
| Other receivables | 34,133 | 25,250 |
| Buildings and equipment, less accumulated amortization of \$22,517 and \$21,271 | 56,320 | 50,936 |
| Intangible assets - net (note 5) | 24,620 | 23,086 |
| Other assets | 59,366 | 49,521 |
| Assets of discontinued operations (note 2) | 15,522 | 17,291 |
| Total assets | \$ 524,493 | \$ 475,273 |
| Liabilities and equity | | |
| Borrowings (note 6) | \$ 398,803 | \$ 355,885 |
| Accounts payable | 13,499 | 14,345 |
| Investment contracts, insurance liabilities and insurance annuity benefits | 12,484 | 12,094 |
| Other liabilities | 17,663 | 16,269 |
| Deferred income taxes | 11,169 | 11,085 |
| Liabilities of discontinued operations (note 2) | 14,700 | 13,195 |
| Total liabilities | 468,318 | 422,873 |
| Minority interest in equity of consolidated affiliates | 2,283 | 2,212 |
| Capital stock | 56 | 56 |
| Accumulated gains (losses) - net | | |
| Investment securities | 408 | 744 |
| Currency translation adjustments | 3,791 | 2,343 |
| Cash flow hedges | (451) | (790) |
| Minimum pension liabilities | (193) | (147) |
| Additional paid-in capital | 14,158 | 12,055 |
| Retained earnings | 36,123 | 35,927 |
| Total shareowner's equity | 53,892 | 50,188 |
| Total liabilities and equity | \$ 524,493 | \$ 475,273 |

The sum of accumulated gains (losses) on investment securities, currency translation adjustments, cash flow hedges and minimum pension liabilities constitutes "Accumulated nonowner changes other than earnings," and amounted to \$3,555 million and \$2,150 million at September 30, 2006, and December 31, 2005, respectively.

The notes to condensed, consolidated financial statements are an integral part of this statement.

(4)

General Electric Capital Corporation and consolidated affiliates
Condensed Statement of Cash Flows
(Unaudited)

| <i>(In millions)</i> | Nine months ended | |
|--|--------------------------|-----------------|
| | September 30 | |
| | 2006 | 2005 |
| Cash flows - operating activities | | |
| Net earnings | \$ 7,285 | \$ 6,950 |
| Loss (earnings) from discontinued operations | 45 | (664) |
| Adjustments to reconcile net earnings to cash provided from operating activities | | |
| Depreciation and amortization | 4,699 | 4,574 |
| Decrease in accounts payable | (517) | (88) |
| Provision for losses on financing receivables | 2,677 | 2,979 |
| All other operating activities | 794 | 1,653 |
| Cash from operating activities - continuing operations | 14,983 | 15,404 |
| Cash from (used for) operating activities - discontinued operations | (307) | 4,432 |
| Cash from operating activities | 14,676 | 19,836 |
| Cash flows - investing activities | | |
| Additions to buildings and equipment | (8,362) | (7,742) |
| Dispositions of buildings and equipment | 3,752 | 3,987 |
| Increase in loans to customers | (230,800) | (212,262) |
| Principal collections from customers - loans | 211,422 | 206,261 |
| Investment in financing leases | (18,861) | (16,886) |
| Principal collections from customers - financing leases | 15,793 | 17,875 |
| Net change in credit card receivables | 743 | (641) |
| Payments for principal businesses purchased | (6,898) | (6,743) |
| Proceeds from sales of discontinued operations | 2,753 | 5,865 |
| All other investing activities | (11,665) | (864) |
| Cash used for investing activities - continuing operations | (42,123) | (11,150) |
| Cash from (used for) investing activities - discontinued operations | 344 | (6,069) |
| Cash used for investing activities | (41,779) | (17,219) |
| Cash flows - financing activities | | |
| Net increase (decrease) in borrowings (maturities of 90 days or less) | 978 | (8,013) |
| Newly issued debt: | | |
| Short-term (91 to 365 days) | 605 | 1,697 |
| Long-term (longer than one year) | 61,596 | 46,980 |
| Non-recourse, leveraged lease | 920 | 172 |
| Repayments and other debt reductions: | | |
| Short-term (91 to 365 days) | (24,859) | (29,795) |
| Long-term (longer than one year) | (3,928) | (9,458) |
| Non-recourse, leveraged lease | (597) | (682) |
| Dividends paid to shareowner | (6,729) | (5,566) |
| All other financing activities | 2,143 | (1,768) |
| Cash from (used for) financing activities - continuing operations | 30,129 | (6,433) |
| Cash from (used for) financing activities - discontinued operations | (37) | 249 |
| Cash from (used for) financing activities | 30,092 | (6,184) |

| | | |
|--|-----------------|-----------------|
| Increase (decrease) in cash and equivalents | 2,989 | (3,567) |
| Cash and equivalents at beginning of year | 6,182 | 9,840 |
| Cash and equivalents at September 30 | 9,171 | 6,273 |
| Less cash and equivalents of discontinued operations at September 30 | 186 | 109 |
| Cash and equivalents of continuing operations at September 30 | \$ 8,985 | \$ 6,164 |

The notes to condensed, consolidated financial statements are an integral part of this statement.

(5)

Notes to Condensed, Consolidated Financial Statements (Unaudited)

1. Our financial statements are prepared in conformity with U.S. generally accepted accounting principles (GAAP). Preparing financial statements in conformity with GAAP requires us to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ from those estimates. These statements include all adjustments (consisting of normal recurring accruals) that we considered necessary to present a fair statement of our results of operations, financial position and cash flows. The results reported in these condensed, consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. We reclassified certain prior-period amounts to conform to the current period's presentation. Unless otherwise indicated, information in these notes to condensed, consolidated financial statements relates to continuing operations.

All of our outstanding common stock is owned by General Electric Capital Services, Inc. (GE Capital Services or GECS), all of whose common stock is owned, directly or indirectly, by General Electric Company (GE Company or GE). Our financial statements consolidate all of our affiliates - companies that we control and in which we hold a majority voting interest. Details of total revenues and segment profit by operating segment can be found on page 14 of this report.

We label our quarterly information using a calendar convention, that is, first quarter is labeled as ending on March 31, second quarter as ending on June 30, and third quarter as ending on September 30. It is our longstanding practice to establish interim quarterly closing dates using a fiscal calendar, which requires our businesses to close their books on either a Saturday or Sunday, depending on the business. The effects of this practice are modest and only exist within a reporting year. The fiscal closing calendar from 1993 through 2013 is available on our website, www.ge.com/secreports.

2. We classified GE Life and Genworth Financial, Inc. (Genworth) as discontinued operations. Associated results of operations, financial position and cash flows are separately reported for all periods presented.

Completed sale of Genworth

In March 2006, we completed the sale of our remaining 18% investment in Genworth through a secondary public offering of 71 million shares of Class A Common Stock and direct sale to Genworth of 15 million shares of Genworth Class B Common Stock. As a result, we recognized a pre-tax gain of \$516 million (\$300 million after tax) in the first quarter of 2006.

Planned sale of GE Life

On October 13, 2006, Swiss Reinsurance Company (Swiss Re) agreed to purchase GE Life, our U.K.-based life insurance operation, for 465 million pounds (approximately \$863 million). Operating results through closing will be controlled by us and be for our benefit, subject to certain restrictions with respect to conducting the operation being sold. Effective at closing, all policyholder and other customer contracts will be the responsibility of Swiss Re. We expect this transaction to close in the fourth quarter of 2006, subject to regulatory approvals and customary closing conditions. GE Life revenues for the third quarter and first nine months of 2006 were \$490 million and \$1,352 million, respectively; its earnings from operations for the third quarter and first nine months of 2006 were \$12 million and \$29 million, respectively. We have provided for our best estimate of loss on the sale. We made no such provision in the third quarter of 2006. We have provided \$320 million (\$285 million after tax) for the first nine months of 2006.

Summarized financial information for discontinued operations

Summarized financial information for discontinued operations is set forth below. Gain (loss) on disposal included both actual (Genworth) and estimated (GE Life) effects.

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|---|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Operations | | | | |
| Revenues from services | \$ 490 | \$ 3,327 | \$ 1,356 | \$ 9,554 |
| Earnings from discontinued operations before minority interest and income taxes | \$ 18 | \$ 457 | \$ 29 | \$ 1,351 |
| Minority interest | - | 150 | - | 394 |
| Earnings from discontinued operations before income taxes | 18 | 307 | 29 | 957 |
| Income tax expense | (8) | (231) | (9) | (633) |
| Earnings from discontinued operations before disposal, net of taxes | \$ 10 | \$ 76 | \$ 20 | \$ 324 |
| Disposal | | | | |
| Gain (loss) on disposal before income taxes | \$ (132) | \$ 420 | \$ 64 | \$ 576 |
| Income tax benefit (expense) | 52 | (166) | (129) | (236) |
| Gain (loss) on disposal, net of taxes | \$ (80) | \$ 254 | \$ (65) | \$ 340 |
| Earnings (loss) from discontinued operations, net of taxes | \$ (70) | \$ 330 | \$ (45) | \$ 664 |

| <i>(In millions)</i> | At | |
|--|----------------|-----------------|
| | 9/30/06 | 12/31/05 |
| Assets | | |
| Cash and equivalents | \$ 186 | \$ 186 |
| Investment securities | 12,107 | 13,977 |
| Other receivables | 449 | 435 |
| Other | 2,780 | 2,693 |
| Assets of discontinued operations | \$ 15,522 | \$ 17,291 |
| Liabilities and equity | | |
| Investment contracts, insurance liabilities and insurance annuity benefits | \$ 13,403 | \$ 12,335 |
| Other | 1,297 | 860 |
| Liabilities of discontinued operations | \$ 14,700 | \$ 13,195 |

| | | | | |
|--|----|-----|----|-----|
| Total accumulated nonowner changes other than earnings | \$ | 198 | \$ | 633 |
|--|----|-----|----|-----|

(7)

3. Revenues from services are summarized in the following table.

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|-------------------------|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Interest on loans | \$ 5,519 | \$ 4,743 | \$ 16,328 | \$ 14,795 |
| Operating lease rentals | 3,381 | 2,980 | 9,386 | 8,484 |
| Fees | 1,032 | 1,085 | 2,996 | 2,829 |
| Financing leases | 1,163 | 940 | 3,160 | 2,963 |
| Investment income | 277 | 372 | 769 | 863 |
| Other income | 3,415 | 3,121 | 9,035 | 7,914 |
| Total | \$ 14,787 | \$ 13,241 | \$ 41,674 | \$ 37,848 |

4. Financing receivables - net, consisted of the following.

| <i>(In millions)</i> | At | |
|--|----------------|-----------------|
| | 9/30/06 | 12/31/05 |
| Loans, net of deferred income | \$ 242,502 | \$ 226,113 |
| Investment in financing leases, net of deferred income | 67,489 | 63,024 |
| | 309,991 | 289,137 |
| Less allowance for losses | (4,491) | (4,570) |
| Financing receivables - net | \$ 305,500 | \$ 284,567 |

Included in the above are the financing receivables of consolidated, liquidating securitization entities as follows (see note 8):

| <i>(In millions)</i> | At | |
|--|----------------|-----------------|
| | 9/30/06 | 12/31/05 |
| Loans, net of deferred income | \$ 12,444 | \$ 15,868 |
| Investment in financing leases, net of deferred income | 213 | 769 |
| | 12,657 | 16,637 |
| Less allowance for losses | (29) | (22) |
| Financing receivables - net | \$ 12,628 | \$ 16,615 |

(8)

5. Intangible assets - net, consisted of the following.

| <i>(In millions)</i> | At | |
|---|-----------|-----------|
| | 9/30/06 | 12/31/05 |
| Goodwill | \$ 22,029 | \$ 21,161 |
| Intangible assets subject to amortization | 2,591 | 1,925 |
| Total | \$ 24,620 | \$ 23,086 |

Changes in goodwill balances follow.

| <i>(In millions)</i> | 2006 | | | | |
|--|-----------------------------|----------------------------|---------------------------------|-------------------------------------|-----------|
| | GE Commercial Finance | GE Money ^(a) | GE Industrial ^(b) | GE Infrastructure ^(b) | Total |
| Balance January 1 | \$ 10,445 | \$ 9,184 | \$ 1,406 | \$ 126 | \$ 21,161 |
| Acquisitions/purchase accounting adjustments | 378 | 224 | (4) | - | 598 |
| Currency exchange and other | 63 | 165 | 41 | 1 | 270 |
| Balance September 30 | \$ 10,886 | \$ 9,573 | \$ 1,443 | \$ 127 | \$ 22,029 |

(a) Formerly known as GE Consumer Finance.

(b) Included only portions of the segment that are financial services businesses.

Goodwill balances increased \$696 million in 2006 as a result of new acquisitions. The largest goodwill balance increases this year arose from acquisitions of the custom fleet business of National Australia Bank Ltd. (\$279 million) and the senior housing portfolios of Formation Capital LLC (\$180 million) at GE Commercial Finance. During 2006, we decreased goodwill associated with previous acquisitions by \$98 million.

Intangible Assets Subject to Amortization

| <i>(In millions)</i> | At | | | | | |
|-------------------------------------|-----------------------------|-----------------------------|----------|-----------------------------|------------|----------|
| | 9/30/06 | | Net | 12/31/05 | | |
| Gross carrying amount | Accumulated amortization | Gross carrying amount | | Accumulated amortization | Net | |
| Capitalized software | \$ 1,594 | \$ (904) | \$ 690 | \$ 1,453 | \$ (784) | \$ 669 |
| Patents, licenses and trademarks | 460 | (287) | 173 | 495 | (272) | 223 |
| All other | 2,679 | (951) | 1,728 | 1,774 | (741) | 1,033 |
| Total | \$ 4,733 | \$ (2,142) | \$ 2,591 | \$ 3,722 | \$ (1,797) | \$ 1,925 |

Amortization expense related to intangible assets subject to amortization amounted to \$164 million and \$88 million for the quarters ended September 30, 2006 and 2005, respectively, and \$414 million and \$292 million for the nine months ended September 30, 2006 and 2005, respectively.

(9)

6. Borrowings are summarized in the following table.

| <i>(In millions)</i> | At | |
|---|------------|------------|
| | 9/30/06 | 12/31/05 |
| Short-Term Borrowings | | |
| Commercial paper | | |
| U.S. | | |
| Unsecured | \$ 58,222 | \$ 60,640 |
| Asset-backed ^(a) | 6,927 | 9,267 |
| Non-U.S. | 24,137 | 20,456 |
| Current portion of long-term debt ^{(b)(c)} | 49,621 | 41,744 |
| Other | 20,249 | 17,572 |
| Total | 159,156 | 149,679 |
| Long-Term Borrowings | | |
| Senior notes | | |
| Unsecured ^(d) | 216,733 | 182,654 |
| Asset-backed ^(e) | 6,181 | 6,845 |
| Extendible notes ^(f) | 11,991 | 14,022 |
| Subordinated notes ^(g) | 4,742 | 2,685 |
| Total | 239,647 | 206,206 |
| Total borrowings | \$ 398,803 | \$ 355,885 |

(a) Entirely obligations of consolidated, liquidating securitization entities. See note 8.

(b) Included short-term borrowings by consolidated, liquidating securitization entities of \$497 million and \$697 million at September 30, 2006, and December 31, 2005, respectively. See note 8.

(c) Included \$250 million of subordinated notes guaranteed by GE at both September 30, 2006, and December 31, 2005.

(d) Included borrowings from GECS affiliates of \$3,920 million and \$1,464 million at September 30, 2006, and December 31, 2005, respectively.

(e) Included asset-backed senior notes issued by consolidated, liquidating securitization entities of \$5,024 million and \$6,845 million at September 30, 2006, and December 31, 2005, respectively. See note 8.

(f) Included \$38 million of obligations of consolidated, liquidating securitization entities at December 31, 2005. See note 8.

(g) Included \$450 million of subordinated notes guaranteed by GE at both September 30, 2006, and December 31, 2005.

7. A summary of increases (decreases) in shareowner's equity, net of income taxes, that did not result directly from transactions with the shareowner follows.

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|--|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Net earnings | \$ 2,619 | \$ 2,750 | \$ 7,285 | \$ 6,950 |
| Investment securities - net | 129 | (459) | (336) | (410) |
| Currency translation adjustments - net | 363 | 224 | 1,448 | (1,795) |
| Cash flow hedges - net | (224) | 52 | 339 | 373 |
| Minimum pension liabilities - net | (1) | 4 | (46) | (7) |
| Total | \$ 2,886 | \$ 2,571 | \$ 8,690 | \$ 5,111 |

(10)

8. The following table represents assets in securitization entities, both consolidated and off-balance sheet.

| <i>(In millions)</i> | At | |
|--------------------------|-----------|-----------|
| | 9/30/06 | 12/31/05 |
| Receivables secured by: | | |
| Equipment | \$ 9,640 | \$ 12,949 |
| Commercial real estate | 9,906 | 11,437 |
| Residential real estate | 7,726 | 8,882 |
| Other assets | 14,758 | 12,869 |
| Credit card receivables | 12,853 | 10,039 |
| Trade receivables | 163 | - |
| Total securitized assets | \$ 55,046 | \$ 56,176 |

| <i>(In millions)</i> | At | |
|-------------------------------------|-----------|-----------|
| | 9/30/06 | 12/31/05 |
| Off-balance sheet ^{(a)(b)} | \$ 41,390 | \$ 38,272 |
| On-balance sheet ^(c) | 13,656 | 17,904 |
| Total securitized assets | \$ 55,046 | \$ 56,176 |

(a) At September 30, 2006, and December 31, 2005, liquidity support amounted to \$1,737 million and \$1,931 million, respectively. These amounts are net of \$2,051 million and \$2,450 million, respectively, participated or deferred beyond one year. Credit support amounted to \$3,385 million and \$4,386 million at September 30, 2006, and December 31, 2005, respectively.

(b) Liabilities for recourse obligations related to off-balance sheet assets amounted to \$74 million and \$93 million at September 30, 2006, and December 31, 2005, respectively.

(c) At September 30, 2006, and December 31, 2005, liquidity support amounted to \$7,315 million and \$10,044 million, respectively. These amounts are net of \$21 million and \$138 million, respectively, participated or deferred beyond one year. Credit support amounted to \$3,535 million and \$4,780 million at September 30, 2006, and December 31, 2005, respectively.

Assets in consolidated, liquidating securitization entities are shown in the following captions in the Condensed Statement of Financial Position.

| <i>(In millions)</i> | At | |
|--------------------------------------|-----------|-----------|
| | 9/30/06 | 12/31/05 |
| Financing receivables - net (note 4) | \$ 12,628 | \$ 16,615 |
| Other | 1,028 | 1,289 |
| Total | \$ 13,656 | \$ 17,904 |

9. As part of our continuing review of our derivatives and hedging activities, we made immaterial adjustments in the third quarter of 2006 for certain prior-period activities. The largest such adjustment related to termination of hedge accounting for commercial paper swaps associated with the 2004 disposal of Genworth. This correction comprised a reduction of \$79 million, net of tax, in our gain on the Genworth disposition and an adjustment of \$45 million, net of tax, for the subsequent net increase in value of the stand-alone swaps.

(11)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

A. Results of Operations

In the accompanying analysis of financial information, we sometimes use information derived from consolidated financial information but not presented in our financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP). Certain of these data are considered "non-GAAP financial measures" under the U.S. Securities and Exchange Commission (SEC) rules. For such measures, we have provided supplemental explanations and reconciliations in Exhibit 99 to this report on Form 10-Q.

Unless otherwise indicated, we refer to captions such as revenues and earnings from continuing operations simply as "revenues" and "earnings" throughout this Management's Discussion and Analysis. Similarly, discussion of other matters in our consolidated financial statements relates to continuing operations unless otherwise indicated.

Overview

Revenues for the third quarter of 2006 were \$15.3 billion, a \$1.5 billion (11%) increase over the third quarter of 2005. Revenues for the third quarter of 2006 included \$0.5 billion of revenue from acquisitions and were reduced by \$0.2 billion as a result of dispositions. Revenues also increased \$1.2 billion compared with the third quarter of 2005 as a result of organic revenue growth, the weakening U.S. dollar and the second quarter 2006 consolidation of GE SeaCo, an entity previously accounted for using the equity method. Organic revenue growth excludes the effects of acquisitions, business dispositions (other than dispositions of businesses acquired for investment) and currency exchange rates. Earnings were \$2.7 billion, up 11% from \$2.4 billion in the third quarter of 2005, primarily as a result of core growth and acquisitions.

Revenues for the first nine months of 2006 were \$43.5 billion, a \$3.7 billion (9%) increase over the first nine months of 2005. Revenues for the first nine months of 2006 and 2005 included \$1.3 billion and \$0.1 billion of revenue from acquisitions, respectively, and in 2006 were reduced by \$0.4 billion as a result of dispositions. Revenues also increased \$3.0 billion compared with the first nine months of 2005 as a result of organic revenue growth and the consolidation of GE SeaCo, partially offset by the strengthening U.S. dollar. Earnings were \$7.3 billion, up 17% from \$6.3 billion during the first nine months of 2005, primarily as a result of core growth, acquisitions and gain on sale of a business interest at Equipment Services, partially offset by the effects of the strengthening U.S. dollar.

Acquisitions contributed \$0.5 billion and \$0.6 billion to total revenues in the third quarters of 2006 and 2005, respectively. Our earnings included an insignificant effect from acquired businesses in the third quarter of 2006 compared with \$0.1 billion in the third quarter of 2005. We integrate acquisitions as quickly as possible. Only revenues and earnings from the date we complete the acquisition through the end of the fourth following quarter are attributed to such businesses. Dispositions also affected our results through lower revenues of approximately \$0.2 billion and \$0.3 billion in the third quarters of 2006 and 2005, respectively, and earnings by an insignificant amount in each of the third quarters of 2006 and 2005.

Acquisitions contributed \$1.3 billion and \$2.5 billion to total revenues in the first nine months of 2006 and 2005, respectively. Our earnings in the first nine months of 2006 and 2005 included approximately \$0.2 billion and \$0.3 billion, respectively, from acquired businesses. Dispositions also affected our results through lower revenues of approximately \$0.4 billion and \$0.6 billion and increased earnings of \$0.1 billion and an insignificant amount in the first nine months of 2006 and 2005, respectively.

The most significant acquisitions affecting 2006 results were:

- GE Commercial Finance - Transportation Financial Services Group of CitiCapital, Antares Capital Corp. and the custom fleet business of National Australia Bank Ltd.
- GE Money (formerly GE Consumer Finance) - joint ventures with Garanti Bank and Hyundai Card Company.

In total, these acquisitions contributed \$0.2 billion and an insignificant amount to third quarter 2006 revenues and earnings, respectively. Contributions to revenues and earnings for the first nine months of 2006 were \$0.6 billion and \$0.2 billion, respectively.

The provision for income taxes was \$0.3 billion for the third quarter of 2006 (effective tax rate of 10.1%), compared with \$0.3 billion for the third quarter of 2005 (effective tax rate of 12.1%). The tax rate decreased primarily because of growth in lower-taxed earnings from global operations and lower state taxes, partially offset by the absence of the 2005 one-time benefits from the reorganization of our foreign aircraft leasing operations.

The provision for income taxes was \$0.8 billion for the first nine months of 2006 (effective tax rate of 9.8%), compared with \$0.7 billion for the first nine months of 2005 (effective tax rate of 9.6%). The tax rate increased primarily because of the absence of the 2005 one-time benefits from the reorganization of our foreign aircraft leasing operations. This increase was partially offset by growth in lower-taxed earnings from global operations and lower state taxes.

Segment Operations

Operating segments comprise our four businesses focused on the broad markets they serve: GE Commercial Finance, GE Money, GE Industrial and GE Infrastructure. For segment reporting purposes, certain financial services businesses are included in the industrial operating segments that actively manage such businesses and report their results for internal performance measurement purposes. These include Equipment Services reported in the GE Industrial segment and Aviation Financial Services, Energy Financial Services and Transportation Finance reported in the GE Infrastructure segment.

GECC corporate items and eliminations include the effects of eliminating transactions between operating segments; results of our insurance activities remaining in continuing operations; results of liquidating businesses such as consolidated, liquidating securitization entities; underabsorbed corporate overhead; certain non-allocated amounts determined by the Chief Executive Officer; and a variety of sundry items. GECC corporate items and eliminations is not an operating segment. Rather, it is added to operating segment totals to reconcile to consolidated totals on the financial statements.

The Chief Executive Officer allocates resources to, and assesses the performance of operations at the consolidated GE-level. General Electric Capital Corporation (GE Capital or GECC) operations are a portion of those segments. We present below in their entirety the four GE segments that include financial services operations. We also provide a one-line reconciliation to GECC-only results, the most significant component of which is the elimination of GE businesses that are not financial services businesses. In addition to providing information on GE segments in their entirety, we have also provided supplemental information for certain businesses within the GE segments. Our Chief Executive Officer does not separately assess the performance of, or allocate resources among, these product lines.

Segment profit is determined based on internal performance measures used by the Chief Executive Officer to assess the performance of each business in a given period. In connection with that assessment, the Chief Executive Officer may exclude matters such as charges for restructuring; rationalization and other similar expenses; in-process research and development and certain other acquisition-related charges and balances; technology and product development costs; certain gains and losses from dispositions; and litigation settlements or other charges, responsibility for which preceded the current management team.

Segment profit always excludes the effects of principal pension plans, results reported as discontinued operations and accounting changes. Segment profit excludes or includes interest and other financial charges and income taxes according to how a particular segment's management is measured - excluded in determining segment profit, which we refer to as "operating profit," for GE Healthcare, GE NBC Universal and the industrial businesses of the GE Industrial and GE Infrastructure segments; included in determining segment profit, which we refer to as "net earnings," for GE Commercial Finance, GE Money, and the financial services businesses of the GE Industrial segment (Equipment Services) and the GE Infrastructure segment (Aviation Financial Services, Energy Financial Services and Transportation Finance).

We have reclassified certain prior-period amounts to conform to the current period's presentation.

Summary of Operating Segments

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|--|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Revenues | | | | |
| GE Commercial Finance | \$ 6,006 | \$ 5,414 | \$ 17,017 | \$ 15,415 |
| GE Money ^(a) | 5,590 | 4,913 | 15,948 | 14,530 |
| GE Industrial | 8,526 | 8,257 | 25,454 | 24,178 |
| GE Infrastructure | 12,104 | 10,128 | 33,588 | 29,723 |
| Total segment revenues | 32,226 | 28,712 | 92,007 | 83,846 |
| GECC corporate items and eliminations ^(b) | 451 | 551 | 1,487 | 1,599 |
| Total revenues | 32,677 | 29,263 | 93,494 | 85,445 |
| Less portion of GE revenues not included in GECC | (17,371) | (15,479) | (50,034) | (45,716) |
| Total revenues in GECC | \$ 15,306 | \$ 13,784 | \$ 43,460 | \$ 39,729 |
| Segment profit | | | | |
| GE Commercial Finance | \$ 1,290 | \$ 1,212 | \$ 3,521 | \$ 3,010 |
| GE Money ^(a) | 916 | 810 | 2,632 | 2,280 |
| GE Industrial | 692 | 629 | 2,021 | 1,790 |
| GE Infrastructure | 2,336 | 1,880 | 6,146 | 5,336 |
| Total segment profit | 5,234 | 4,531 | 14,320 | 12,416 |
| GECC corporate items and eliminations | (25) | 30 | (21) | 74 |
| Less portion of GE segment profit not included in GECC | (2,520) | (2,141) | (6,969) | (6,204) |
| Earnings in GECC from continuing operations | 2,689 | 2,420 | 7,330 | 6,286 |

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| | | | | |
|--|----------|----------|----------|----------|
| Earnings (loss) in GECC from discontinued operations, net of taxes | (70) | 330 | (45) | 664 |
| Total net earnings in GECC | \$ 2,619 | \$ 2,750 | \$ 7,285 | \$ 6,950 |

(a) Formerly known as GE Consumer Finance.

(b) Included revenues associated with our insurance activities remaining in continuing operations that were previously reported in the GE Commercial Finance segment.

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GE Commercial Finance

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|--|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Revenues | \$ 6,006 | \$ 5,414 | \$ 17,017 | \$ 15,415 |
| Less portion of GE Commercial Finance not included in GECC | (221) | (213) | (581) | (499) |
| Total revenues in GECC | \$ 5,785 | \$ 5,201 | \$ 16,436 | \$ 14,916 |
| Segment profit | \$ 1,290 | \$ 1,212 | \$ 3,521 | \$ 3,010 |
| Less portion of GE Commercial Finance not included in GECC | (75) | (100) | (252) | (239) |
| Total segment profit in GECC | \$ 1,215 | \$ 1,112 | \$ 3,269 | \$ 2,771 |

| <i>(In millions)</i> | At | | 12/31/05 |
|--|----------------|----------------|-----------------|
| | 9/30/06 | 9/30/05 | |
| Total assets | \$ 215,276 | \$ 183,139 | \$ 190,546 |
| Less portion of GE Commercial Finance not included in GECC | 2,821 | (387) | (1,408) |
| Total assets in GECC | \$ 218,097 | \$ 182,752 | \$ 189,138 |

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|-----------------------------|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Revenues in GE | | | | |
| Capital Solutions | \$ 3,101 | \$ 2,834 | \$ 8,968 | \$ 8,579 |
| Real Estate | 1,328 | 1,022 | 3,450 | 2,664 |
| Segment profit in GE | | | | |
| Capital Solutions | \$ 525 | \$ 444 | \$ 1,297 | \$ 1,055 |
| Real Estate | 440 | 343 | 1,215 | 893 |

| <i>(In millions)</i> | At | | 12/31/05 |
|----------------------|----------------|----------------|-----------------|
| | 9/30/06 | 9/30/05 | |
| Assets in GE | | | |
| Capital Solutions | \$ 92,560 | \$ 83,724 | \$ 87,306 |
| Real Estate | 48,525 | 34,845 | 35,323 |

GE Commercial Finance revenues and net earnings increased 11% and 6%, respectively, in the third quarter of 2006. Revenues for 2006 included \$0.2 billion from acquisitions. Revenues for the third quarter also increased as a result of organic revenue growth (\$0.3 billion) and the effects of the weakening U.S. dollar (\$0.1 billion). The increase in net earnings resulted primarily from core growth (\$0.1 billion), including growth in lower-taxed earnings from global operations.

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GE Commercial Finance revenues and net earnings increased 10% and 17%, respectively, in the first nine months of 2006. Revenues for the first nine months of 2006 and 2005 included \$0.6 billion and \$0.1 billion from acquisitions, respectively, and in 2006 were reduced by dispositions (\$0.2 billion). Revenues for the first nine months also increased as a result of organic revenue growth (\$1.5 billion), partially offset by the strengthening U.S. dollar (\$0.1 billion). The increase in net earnings resulted primarily from core growth (\$0.5 billion), including growth in lower-taxed earnings from global operations, and acquisitions (\$0.1 billion).

GE Money

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|---|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Revenues | \$ 5,590 | \$ 4,913 | \$ 15,948 | \$ 14,530 |
| Less portion of GE Money not included in GECC | - | - | - | - |
| Total revenues in GECC | \$ 5,590 | \$ 4,913 | \$ 15,948 | \$ 14,530 |
| Segment profit | \$ 916 | \$ 810 | \$ 2,632 | \$ 2,280 |
| Less portion of GE Money not included in GECC | (15) | 2 | (42) | (4) |
| Total segment profit in GECC | \$ 901 | \$ 812 | \$ 2,590 | \$ 2,276 |

| <i>(In millions)</i> | At | | |
|---|----------------|----------------|-----------------|
| | 9/30/06 | 9/30/05 | 12/31/05 |
| Total assets | \$ 175,649 | \$ 153,315 | \$ 158,829 |
| Less portion of GE Money not included in GECC | 956 | 16 | 763 |
| Total assets in GECC | \$ 176,605 | \$ 153,331 | \$ 159,592 |

GE Money revenues and net earnings increased 14% and 13%, respectively, in the third quarter of 2006. Revenues for 2006 included \$0.2 billion from acquisitions. Revenues for the third quarter also increased as a result of organic revenue growth (\$0.4 billion) and the effects of the weakening U.S. dollar (\$0.1 billion). The \$0.1 billion increase in net earnings resulted primarily from higher securitizations and acquisitions.

GE Money revenues and net earnings increased 10% and 15%, respectively, in the first nine months of 2006. Revenues for 2006 included \$0.7 billion from acquisitions. Revenues for the first nine months also increased as a result of organic revenue growth (\$1.0 billion), partially offset by the strengthening U.S. dollar (\$0.3 billion). The increase in net earnings resulted primarily from core growth (\$0.2 billion), including growth in lower-taxed earnings from global operations, acquisitions (\$0.2 billion) and higher securitizations (\$0.1 billion).

In Japan, we are evaluating the potential effects of legislative proposals to reduce the maximum allowable lending rate and limit individual consumer borrowing. We have also made provisions related to customer claims for interest refunds under Japanese law. Our future revenues and provisions for losses could be affected by both this proposed legislation and continued increases in the volume and amounts of interest refund claims.

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GE Industrial

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|--|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Revenues | \$ 8,526 | \$ 8,257 | \$ 25,454 | \$ 24,178 |
| Less portion of GE Industrial not included in GECC | (6,678) | (6,548) | (20,175) | (19,243) |
| Total revenues in GECC | \$ 1,848 | \$ 1,709 | \$ 5,279 | \$ 4,935 |
| Segment profit | \$ 692 | \$ 629 | \$ 2,021 | \$ 1,790 |
| Less portion of GE Industrial not included in GECC | (601) | (563) | (1,854) | (1,678) |
| Total segment profit in GECC | \$ 91 | \$ 66 | \$ 167 | \$ 112 |
| Revenues in GE | | | | |
| Consumer & Industrial | \$ 3,533 | \$ 3,522 | \$ 10,919 | \$ 10,359 |
| Equipment Services | 1,848 | 1,709 | 5,279 | 4,935 |
| Plastics | 1,677 | 1,663 | 5,005 | 4,951 |
| Segment profit in GE | | | | |
| Consumer & Industrial | \$ 283 | \$ 196 | \$ 821 | \$ 588 |
| Equipment Services | 91 | 66 | 167 | 112 |
| Plastics | 152 | 197 | 560 | 645 |

GE Industrial revenues rose 3%, or \$0.3 billion, in the third quarter of 2006 as higher volume (\$0.2 billion) was partially offset by lower prices (\$0.1 billion) at the industrial businesses in the segment. The increase in volume and decrease in prices was primarily at Plastics. Revenues in the third quarter of 2006 were also approximately \$0.3 billion lower as a result of the sale of GE Supply during the quarter. Revenues also increased at Equipment Services as a result of the second quarter 2006 consolidation of GE SeaCo, an entity previously accounted for using the equity method (\$0.1 billion) and organic revenue growth (\$0.1 billion).

Segment profit rose 10%, or \$0.1 billion, in the third quarter of 2006 as productivity (\$0.4 billion), primarily at Consumer & Industrial and Plastics, was partially offset by higher material and other costs (\$0.3 billion), primarily at Consumer & Industrial and Plastics, and lower prices (\$0.1 billion), primarily at Plastics.

GE Industrial revenues rose 5% for the nine months ended September 30, 2006 as higher volume (\$1.2 billion) was partially offset by the effects of the strengthening U.S. dollar (\$0.1 billion) and lower prices (\$0.1 billion) at the industrial businesses in the segment. Volume increases were primarily at Consumer & Industrial and Plastics. Revenues also increased at Equipment Services as a result of organic revenue growth (\$0.2 billion) and the consolidation of GE SeaCo (\$0.2 billion).

Segment profit rose 13% for the nine months ended September 30, 2006, as productivity (\$0.8 billion), primarily at Consumer & Industrial and Plastics, and higher volume (\$0.1 billion) were partially offset by higher material and other costs (\$0.6 billion), primarily at Consumer & Industrial and Plastics, and lower prices (\$0.1 billion). Lower prices at Plastics were partially offset by higher prices at Consumer & Industrial.

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GE Infrastructure

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|--|---------------------------|-----------------|--------------------------|-----------------|
| | September 30 | | September 30 | |
| | 2006 | 2005 | 2006 | 2005 |
| Revenues | \$ 12,104 | \$ 10,128 | \$ 33,588 | \$ 29,723 |
| Less portion of GE Infrastructure not included in GECC | (10,472) | (8,718) | (29,278) | (25,974) |
| Total revenues in GECC | \$ 1,632 | \$ 1,410 | \$ 4,310 | \$ 3,749 |
| Segment profit | \$ 2,336 | \$ 1,880 | \$ 6,146 | \$ 5,336 |
| Less portion of GE Infrastructure not included in GECC | (1,829) | (1,480) | (4,821) | (4,283) |
| Total segment profit in GECC | \$ 507 | \$ 400 | \$ 1,325 | \$ 1,053 |
| Revenues in GE | | | | |
| Aviation | \$ 3,157 | \$ 3,007 | \$ 9,489 | \$ 8,568 |
| Aviation Financial Services | 1,075 | 964 | 2,990 | 2,600 |
| Energy | 5,055 | 3,681 | 13,332 | 11,516 |
| Energy Financial Services | 524 | 379 | 1,189 | 989 |
| Oil & Gas | 1,029 | 906 | 2,895 | 2,310 |
| Transportation | 1,016 | 910 | 3,041 | 2,558 |
| Segment profit in GE | | | | |
| Aviation | \$ 706 | \$ 604 | \$ 2,079 | \$ 1,821 |
| Aviation Financial Services | 261 | 195 | 777 | 543 |
| Energy | 747 | 584 | 1,872 | 1,786 |
| Energy Financial Services | 234 | 177 | 497 | 450 |
| Oil & Gas | 161 | 107 | 324 | 209 |
| Transportation | 196 | 161 | 565 | 344 |

GE Infrastructure revenues increased 20%, or \$2.0 billion, in the third quarter of 2006 reflecting higher volume (\$1.7 billion), higher prices (\$0.1 billion) and the effect of the weakening U.S. dollar (\$0.1 billion) at the industrial businesses of the segment. Volume increased at Energy (primarily Wind equipment), Aviation (commercial, partially offset by military), Transportation (primarily locomotives and services) and Oil & Gas (new equipment and services). Higher prices were primarily at Energy, especially Wind equipment. The effect of the weakening U.S. dollar was primarily at Oil & Gas. Revenues also increased as a result of organic revenue growth at Energy Financial Services (\$0.1 billion) and Aviation Financial Services (\$0.1 billion). Intra-segment revenues, which increased \$0.1 billion, were eliminated from total Infrastructure revenues.

Segment profit rose 24%, or \$0.5 billion, in the third quarter as higher volume (\$0.3 billion) and higher prices (\$0.1 billion) more than offset lower productivity (\$0.1 billion) and higher material and other costs (\$0.1 billion) at the industrial businesses of the segment. Segment profit from the financial services businesses increased as a result of core growth at Aviation Financial Services (\$0.1 billion), including growth in lower-taxed earnings from global operations that were more than offset by lower one-time benefits from our aircraft leasing reorganization, and Energy Financial Services (\$0.1 billion).

GE Infrastructure revenues rose 13% to \$33.6 billion for the nine months ended September 30, 2006, as higher volume (\$3.6 billion) and higher prices (\$0.1 billion) were partially offset by the effects of the overall strengthening U.S. dollar over the nine months (\$0.1 billion) at the industrial businesses of the segment. The

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increase in volume reflected increased sales of power generation equipment at Energy, commercial and military services and commercial engines at Aviation, equipment at Oil & Gas, and locomotives at Transportation. Revenues also increased as a result of organic revenue growth at Aviation Financial Services (\$0.4 billion) and Energy Financial Services (\$0.2 billion). Intra-segment revenues, which increased \$0.5 billion, were eliminated from total GE Infrastructure revenues.

Segment profit for the nine months ended September 30, 2006, rose 15% to \$6.1 billion, compared with \$5.3 billion in 2005, as higher volume (\$0.6 billion) and higher prices (\$0.1 billion) were partially offset by higher material and other costs (\$0.2 billion) at the industrial businesses of the segment. Volume increases were primarily at Energy and Aviation. Higher material and other costs were primarily at Aviation. Segment profit from the financial services businesses increased \$0.3 billion primarily as a result of core growth at Aviation Financial Services (\$0.2 billion), including growth in lower-taxed earnings from global operations that were more than offset by lower one-time benefits from our aircraft leasing reorganization.

Discontinued Insurance Operations

| <i>(In millions)</i> | Three months ended | | Nine months ended | |
|--|----------------------|--------|----------------------|--------|
| | September 30 2006 | 2005 | September 30 2006 | 2005 |
| Earnings (loss) in GECC from discontinued operations, net of taxes | \$ (70) | \$ 330 | \$ (45) | \$ 664 |

In October 2006, Swiss Reinsurance Company (Swiss Re) agreed to purchase GE Life, our U.K.-based life insurance operation, for approximately \$0.9 billion. We have recorded a provision for our best estimate of loss on the sale of \$0.3 billion before and after tax. We expect this transaction to close in the fourth quarter of 2006, subject to regulatory approvals and customary closing conditions.

In March 2006, we completed the sale of our remaining 18% investment in Genworth Financial, Inc. (Genworth) through a secondary public offering of 71 million shares of Class A Common Stock and direct sale to Genworth of 15 million shares of Genworth Class B Common Stock. As a result, we recognized a pre-tax gain of \$0.5 billion (\$0.3 billion after tax).

Discontinued operations comprise GE Life and Genworth, our formerly wholly-owned subsidiary that conducted most of our consumer insurance business, including life and mortgage insurance operations. Results of these businesses are reported as discontinued operations for all periods presented.

Loss from discontinued operations, net of taxes, for the third quarter of 2006 was mostly the result of adjustments related to Genworth.

Earnings from discontinued operations, net of taxes, for the third quarter of 2005 reflected the gain related to Genworth's secondary public offering (\$0.3 billion) and our share of Genworth's earnings from operations (\$0.1 billion).

Loss from discontinued operations, net of taxes, for the first nine months of 2006 reflected the provision for estimated loss on the planned sale of GE Life (\$0.3 billion), partially offset by the gain on the sale of our remaining 18% investment in Genworth common stock (\$0.2 billion).

Earnings from discontinued operations, net of taxes, for the first nine months of 2005 reflected our share of Genworth's earnings from operations (\$0.3 billion) and the gain related to Genworth's secondary public offering (\$0.3 billion).

B. Statement of Financial Position

Overview of Financial Position

Major changes in our financial position resulted from the following:

- In October 2006, Swiss Re agreed to purchase GE Life, our U.K.-based life insurance operation. Since the first quarter of 2006, when we initiated our plan to sell GE Life, we have separately reported the assets and liabilities of GE Life as discontinued operations for all periods presented.
- During the first quarter of 2006, we completed the sale of our remaining 18% investment in Genworth common stock. We have separately reported the assets and liabilities of Genworth as discontinued operations for all periods presented.
- During the first nine months of 2006, we completed the acquisitions of Arden Realty, Inc., the custom fleet business of National Australia Bank Ltd., and the senior housing portfolios of Formation Capital LLC at GE Commercial Finance; and the private-label credit card portfolio of Hudson's Bay Co. at GE Money.
- The U.S. dollar was weaker at September 30, 2006, than it was at December 31, 2005, increasing the translated levels of our non-U.S. dollar assets and liabilities. However, on average, the U.S. dollar in the first nine months of 2006 has been stronger than during the comparable 2005 period, decreasing the translated levels of our non-U.S. dollar operations, as noted in the preceding Results of Operations section.

Investment securities comprise mainly available-for-sale investment-grade debt securities supporting obligations to annuitants and policyholders. We regularly review investment securities for impairment based on criteria that include the extent to which cost exceeds market value, the duration of that market decline, our intent and ability to hold to recovery and the financial health and specific prospects for the issuer. Of available-for-sale securities with unrealized losses at September 30, 2006, an insignificant amount was at risk of being charged to earnings in the next 12 months. Impairment losses for the first nine months of 2006 totaled \$0.1 billion compared with an insignificant amount in the 2005 period. We do not believe that any of the 2006 impairment losses indicate likely future impairments in the remaining portfolio.

Financing receivables is our largest category of assets and represents one of our primary sources of revenues. The portfolio of financing receivables, before allowance for losses, amounted to \$310.0 billion at September 30, 2006, and \$289.1 billion at December 31, 2005. The related allowance for losses amounted to \$4.5 billion at September 30, 2006, and \$4.6 billion at December 31, 2005, representing our best estimate of probable losses inherent in the portfolio. A discussion of the quality of certain elements of the financing receivables portfolio follows. For purposes of that discussion, "delinquent" receivables are those that are 30 days or more past due; and "nonearning" receivables are those that are 90 days or more past due (or for which collection has otherwise become doubtful).

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Financing receivables, before allowance for losses, increased \$20.9 billion from December 31, 2005, primarily as a result of core growth (\$47.0 billion), the effects of the weaker U.S. dollar at September 30, 2006, (\$5.6 billion) and acquisitions (\$3.6 billion), partially offset by securitizations and sales (\$33.4 billion) and loans transferred to assets held for sale (\$1.7 billion). Related nonearning receivables were \$4.7 billion (1.5% of outstanding receivables) at September 30, 2006, compared with \$4.1 billion (1.4% of outstanding receivables) at year-end 2005. This \$0.6 billion increase was primarily related to additions from certain secured transactions in our corporate finance business at GE Commercial Finance and higher nonearning receivables at GE Money resulting from core growth.

Delinquency rates on managed GE Commercial Finance equipment loans and leases and managed GE Money financing receivables follow.

| | Delinquency rates at | | |
|-----------------------|-----------------------------|-----------------|----------------|
| | 9/30/06(a) | 12/31/05 | 9/30/05 |
| GE Commercial Finance | 1.33% | 1.31% | 1.24% |
| GE Money | 5.14 | 5.08 | 5.23 |

(a) Subject to update.

Delinquency rates at GE Commercial Finance increased slightly from December 31, 2005, and September 30, 2005, to September 30, 2006, reflecting continued stable portfolio quality.

Delinquency rates at GE Money increased from December 31, 2005, to September 30, 2006, associated with the effects of the weakening U.S. dollar. The decrease from September 30, 2005, to September 30, 2006, resulted from growth in our unsecured financing businesses, which tend to experience relatively lower delinquencies than the rest of our portfolio, partially offset by the effects of the weakening U.S. dollar.

C. Debt Instruments

During the first nine months of 2006, GECC and GECC affiliates issued \$57 billion of senior, unsecured long-term debt and \$2 billion of subordinated, unsecured long-term debt. This debt was both fixed and floating rate and was issued to institutional and retail investors in the U.S. and 17 other global markets. Maturities for these issuances ranged from one to sixty years. We used the proceeds for repayment of maturing long-term debt, and to fund acquisitions and organic growth. We anticipate that we will issue between \$20 billion and \$25 billion of additional long-term debt during the remainder of 2006, mostly to repay maturing long-term debt. The ultimate amount we issue will depend on our needs and on the markets.

D. Other Information

New Accounting Standards

In July 2006, the Financial Accounting Standards Board (FASB) issued two related standards that address accounting for income taxes: FASB Interpretation No. (FIN) 48, *Accounting for Uncertainty in Income Taxes*, and FASB Staff Position (FSP) FAS 13-2, *Accounting for a Change or Projected Change in the Timing of Cash Flows Relating to Income Taxes Generated by a Leveraged Lease Transaction*. Among other things, FIN 48 requires applying a “more likely than not” threshold to the recognition and derecognition of tax positions, while FSP FAS 13-2 requires a recalculation of returns on leveraged leases if there is a change or projected change in the timing of

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cash flows relating to income taxes generated by the leveraged lease. The new guidance will be effective for us on January 1, 2007. We expect the transition effects to be modest and to consist of reclassification of certain income tax-related liabilities in our Statement of Financial Position and an immaterial adjustment to the balance of retained earnings. Prior periods will not be restated as a result of this required accounting change.

In November 2005, the FASB added a project to its agenda to reconsider all accounting and disclosure requirements of its existing standards on pensions and other postretirement benefits. The initial objective of that project was to require annual measurement and recognition of an asset or liability reflecting the funded status of defined benefit postretirement plans, with current year changes in that funded status recognized through all other comprehensive income. No aspect of measuring net earnings was addressed or modified under this objective. In September 2006, FASB issued Statement of Financial Accounting Standards (SFAS) 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, which will be effective for us beginning December 31, 2006. Based on the December 31, 2005, funded status of our plans, we estimate that the effect of SFAS 158 at that time would have been to increase total liabilities and decrease shareowner's equity about \$0.2 billion. The actual effects will depend on the funded status of our plans at December 31, 2006, which will depend on several factors, principally 2006 returns on plan assets and December 31, 2006, discount rates.

Item 4. Controls and Procedures

Under the direction of our Chief Executive Officer and Chief Financial Officer, we evaluated our disclosure controls and procedures and internal control over financial reporting and concluded that (i) our disclosure controls and procedures were effective as of September 30, 2006, and (ii) no change in internal control over financial reporting occurred during the quarter ended September 30, 2006, that has materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

In August 2006, the New Jersey Department of Environmental Protection (DEP) issued an Administrative Order seeking a penalty of \$142,000 for violations of the Clean Air Act at General Electric Capital Corporation's Linden, New Jersey facility. The DEP has alleged that emissions from the facility exceed thresholds established in the site's permit. General Electric Capital Corporation has requested a hearing to contest the fine.

Item 6. Exhibits

- Exhibit 12 Computation of Ratio of Earnings to Fixed Charges and Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.
- Exhibit 31(a) Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Amended.
- Exhibit 31(b) Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Amended.
- Exhibit 32 Certification Pursuant to 18 U.S.C. Section 1350.
- Exhibit 99 Financial Measures that Supplement Generally Accepted Accounting Principles.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

General Electric Capital Corporation

(Registrant)

October 30, 2006
Date

/s/ Philip D. Ameen
Philip D. Ameen
Senior Vice President and Controller
Duly Authorized Officer and Principal Accounting
Officer

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