

GENERAL ELECTRIC CO  
Form 10-Q  
November 04, 2014

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, 2014

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 001-00035

GENERAL ELECTRIC COMPANY  
(Exact name of registrant as specified in its charter)

New York 14-0689340  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

3135 Easton Turnpike, Fairfield, CT 06828-0001  
(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code) (203) 373-2211

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(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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☐

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

There were 10,042,192,011 shares of common stock with a par value of \$0.06 per share outstanding at September 30, 2014.

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General Electric Company

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## FORWARD-LOOKING STATEMENTS

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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 financial condition, and often contain words such as "expect," "anticipate," "intend," "plan," "believe," "seek," "see," "will," "would," or "target." Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about expected income; earnings per share; revenues; organic growth; margins; cost structure; restructuring charges; cash flows; return on capital; capital expenditures, capital allocation or capital structure; dividends; and the split between Industrial and GE Capital earnings. For us, particular uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include: current economic and financial conditions, including interest and exchange rate volatility, commodity and equity prices and the value of financial assets; the impact of conditions in the financial and credit markets on the availability and cost of General Electric Capital Corporation's (GECC) funding, GECC's exposure to counterparties and our ability to reduce GECC's asset levels as planned; the impact of conditions in the housing market and unemployment rates on the level of commercial and consumer credit defaults; pending and future mortgage securitization claims and litigation in connection with WMC, which may affect our estimates of liability, including possible loss estimates; our ability to maintain our current credit rating and the impact on our funding costs and competitive position if we do not do so; the adequacy of our cash flows and earnings and other conditions which may affect our ability to pay our quarterly dividend at the planned level or to repurchase shares at planned levels; GECC's ability to pay dividends to GE at the planned level, which may be affected by GECC's cash flows and earnings, financial services regulation and oversight, and other factors; our ability to convert pre-order commitments/wins into orders; the price we realize on orders since commitments/wins are stated at list prices; customer actions or developments such as early aircraft retirements or reduced energy demand and other factors that may affect the level of demand and financial performance of the major industries and customers we serve; the effectiveness of our risk management framework; the impact of regulation and regulatory, investigative and legal proceedings and legal compliance risks, including the impact of financial services regulation; adverse market conditions, timing of and ability to obtain required bank regulatory approvals, or other factors relating to us or Synchrony Financial that could prevent us from completing the Synchrony split-off as planned; our capital allocation plans, as such plans may change including with respect to the timing and size of share repurchases, acquisitions, joint ventures, dispositions and other strategic actions; our success in completing announced transactions, such as the proposed transactions and alliances with Alstom, and our ability to realize anticipated earnings and savings; our success in integrating acquired businesses and operating joint ventures; the impact of potential information technology or data security breaches; and the other factors that are described in "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013. 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.

This document includes certain forward-looking projected financial information that is based on current estimates and forecasts. Actual results could differ materially.

## CORPORATE INFORMATION

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GE's Investor Relations website at [www.ge.com/investor](http://www.ge.com/investor) and our corporate blog at [www.gereports.com](http://www.gereports.com), as well as GE's Facebook page and Twitter accounts, contain a significant amount of information about GE, including financial and other information for investors. GE encourages investors to visit these websites from time to time, as information is updated and new information is posted.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

General Electric Company and consolidated affiliates  
Condensed Statement of Earnings  
(Unaudited)

| (In millions, except share amounts)                                   | Three months ended September 30 |           |           |           |                           |          |
|-----------------------------------------------------------------------|---------------------------------|-----------|-----------|-----------|---------------------------|----------|
|                                                                       | Consolidated                    |           | GE(a)     |           | Financial Services (GECC) |          |
|                                                                       | 2014                            | 2013      | 2014      | 2013      | 2014                      | 2013     |
| Revenues and other income                                             |                                 |           |           |           |                           |          |
| Sales of goods                                                        | \$ 18,723                       | \$ 17,967 | \$ 18,764 | \$ 17,994 | \$ 28                     | \$ 33    |
| Sales of services                                                     | 7,167                           | 7,185     | 7,261     | 7,268     | -                         | -        |
| Other income                                                          | 258                             | 363       | 236       | 271       | -                         | -        |
| GECC earnings from continuing operations                              | -                               | -         | 1,492     | 1,903     | -                         | -        |
| GECC revenues from services (Note 12)                                 | 10,026                          | 10,146    | -         | -         | 10,423                    | 10,573   |
| Total revenues and other income                                       | 36,174                          | 35,661    | 27,753    | 27,436    | 10,451                    | 10,606   |
| Costs and expenses                                                    |                                 |           |           |           |                           |          |
| Cost of goods sold                                                    | 15,232                          | 14,657    | 15,274    | 14,690    | 25                        | 29       |
| Cost of services sold                                                 | 4,508                           | 4,798     | 4,603     | 4,881     | -                         | -        |
| Interest and other financial charges                                  | 2,357                           | 2,445     | 377       | 338       | 2,093                     | 2,224    |
| Investment contracts, insurance losses and insurance annuity benefits | 662                             | 672       | -         | -         | 700                       | 714      |
| Provision for losses on financing receivables                         | 957                             | 789       | -         | -         | 957                       | 789      |
| Other costs and expenses                                              | 8,543                           | 8,680     | 3,686     | 3,921     | 5,082                     | 4,934    |
| Total costs and expenses                                              | 32,259                          | 32,041    | 23,940    | 23,830    | 8,857                     | 8,690    |
| Earnings from continuing operations before income taxes               | 3,915                           | 3,620     | 3,813     | 3,606     | 1,594                     | 1,916    |
| Benefit (provision) for income taxes                                  | (463)                           | (348)     | (416)     | (344)     | (47)                      | (3)      |
| Earnings from continuing operations                                   | 3,452                           | 3,272     | 3,397     | 3,262     | 1,547                     | 1,913    |
| Earnings (loss) from discontinued operations, net of taxes            | 57                              | (91)      | 57        | (91)      | 57                        | (91)     |
| Net earnings                                                          | 3,509                           | 3,181     | 3,454     | 3,171     | 1,604                     | 1,822    |
| Less net earnings (loss) attributable to noncontrolling interests     | (28)                            | (10)      | (83)      | (20)      | 55                        | 10       |
| Net earnings attributable to the Company                              | 3,537                           | 3,191     | 3,537     | 3,191     | 1,549                     | 1,812    |
| Preferred stock dividends declared                                    | -                               | -         | -         | -         | -                         | -        |
| Net earnings attributable to GE common shareowners                    | \$ 3,537                        | \$ 3,191  | \$ 3,537  | \$ 3,191  | \$ 1,549                  | \$ 1,812 |
| Amounts attributable to GE common shareowners:                        |                                 |           |           |           |                           |          |
| Earnings from continuing operations                                   | \$ 3,452                        | \$ 3,272  | \$ 3,397  | \$ 3,262  | \$ 1,547                  | \$ 1,913 |
| Less net earnings (loss) attributable to noncontrolling interests     | (28)                            | (10)      | (83)      | (20)      | 55                        | 10       |
| Earnings from continuing operations attributable to the Company       | 3,480                           | 3,282     | 3,480     | 3,282     | 1,492                     | 1,903    |

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|                                                                           |          |          |          |          |          |          |
|---------------------------------------------------------------------------|----------|----------|----------|----------|----------|----------|
| GECC preferred stock dividends declared                                   | -        | -        | -        | -        | -        | -        |
| Earnings from continuing operations attributable to GE common shareowners | 3,480    | 3,282    | 3,480    | 3,282    | 1,492    | 1,903    |
| Earnings (loss) from discontinued operations, net of taxes                | 57       | (91)     | 57       | (91)     | 57       | (91)     |
| Net earnings attributable to GE common shareowners                        | \$ 3,537 | \$ 3,191 | \$ 3,537 | \$ 3,191 | \$ 1,549 | \$ 1,812 |

Per-share amounts

|                                     |         |         |
|-------------------------------------|---------|---------|
| Earnings from continuing operations |         |         |
| Diluted earnings per share          | \$ 0.34 | \$ 0.32 |
| Basic earnings per share            | \$ 0.35 | \$ 0.32 |
| Net earnings                        |         |         |
| Diluted earnings per share          | \$ 0.35 | \$ 0.31 |
| Basic earnings per share            | \$ 0.35 | \$ 0.31 |
| Dividends declared per common share | \$ 0.22 | \$ 0.19 |

(a) Represents the adding together of all affiliated companies except General Electric Capital Corporation (GECC or Financial Services), which is presented on a one-line basis.

See Note 3 for other-than-temporary impairment amounts.

See accompanying notes. Separate information is shown for "GE" and "Financial Services (GECC)." Transactions between GE and GECC have been eliminated from the "Consolidated" columns.

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General Electric Company and consolidated affiliates  
Condensed Statement of Earnings  
(Unaudited)

| (In millions, except share amounts)                                       | Nine months ended September 30 |           |           |           |                           |          |
|---------------------------------------------------------------------------|--------------------------------|-----------|-----------|-----------|---------------------------|----------|
|                                                                           | Consolidated                   |           | GE(a)     |           | Financial Services (GECC) |          |
|                                                                           | 2014                           | 2013      | 2014      | 2013      | 2014                      | 2013     |
| Revenues and other income                                                 |                                |           |           |           |                           |          |
| Sales of goods                                                            | \$ 53,893                      | \$ 50,902 | \$ 54,017 | \$ 50,970 | \$ 89                     | \$ 90    |
| Sales of services                                                         | 21,945                         | 20,939    | 22,245    | 21,218    | -                         | -        |
| Other income                                                              | 792                            | 2,082     | 689       | 1,893     | -                         | -        |
| GECC earnings from continuing operations                                  | -                              | -         | 5,289     | 5,765     | -                         | -        |
| GECC revenues from services (Note 12)                                     | 29,955                         | 31,740    | -         | -         | 31,124                    | 32,900   |
| Total revenues and other income                                           | 106,585                        | 105,663   | 82,240    | 79,846    | 31,213                    | 32,990   |
| Costs and expenses                                                        |                                |           |           |           |                           |          |
| Cost of goods sold                                                        | 43,600                         | 41,390    | 43,729    | 41,474    | 81                        | 75       |
| Cost of services sold                                                     | 14,668                         | 13,871    | 14,969    | 14,150    | -                         | -        |
| Interest and other financial charges                                      | 7,116                          | 7,648     | 1,142     | 988       | 6,325                     | 6,994    |
| Investment contracts, insurance losses and insurance annuity benefits     | 1,940                          | 2,022     | -         | -         | 2,041                     | 2,131    |
| Provision for losses on financing receivables                             | 2,895                          | 3,256     | -         | -         | 2,895                     | 3,256    |
| Other costs and expenses                                                  | 25,216                         | 25,984    | 11,355    | 11,881    | 14,477                    | 14,631   |
| Total costs and expenses                                                  | 95,435                         | 94,171    | 71,195    | 68,493    | 25,819                    | 27,087   |
| Earnings from continuing operations before income taxes                   | 11,150                         | 11,492    | 11,045    | 11,353    | 5,394                     | 5,903    |
| Benefit (provision) for income taxes                                      | (1,172)                        | (1,166)   | (1,143)   | (1,065)   | (29)                      | (100)    |
| Earnings from continuing operations                                       | 9,978                          | 10,326    | 9,902     | 10,288    | 5,365                     | 5,803    |
| Earnings (loss) from discontinued operations, net of taxes                | 28                             | (335)     | 28        | (335)     | 33                        | (334)    |
| Net earnings                                                              | 10,006                         | 9,991     | 9,930     | 9,953     | 5,398                     | 5,469    |
| Less net earnings (loss) attributable to noncontrolling interests         | (75)                           | 140       | (151)     | 102       | 76                        | 38       |
| Net earnings attributable to the Company                                  | 10,081                         | 9,851     | 10,081    | 9,851     | 5,322                     | 5,431    |
| Preferred stock dividends declared                                        | -                              | -         | -         | -         | (161)                     | (135)    |
| Net earnings attributable to GE common shareowners                        | \$ 10,081                      | \$ 9,851  | \$ 10,081 | \$ 9,851  | \$ 5,161                  | \$ 5,296 |
| Amounts attributable to GE common shareowners:                            |                                |           |           |           |                           |          |
| Earnings from continuing operations                                       | \$ 9,978                       | \$ 10,326 | \$ 9,902  | \$ 10,288 | \$ 5,365                  | \$ 5,803 |
| Less net earnings (loss) attributable to noncontrolling interests         | (75)                           | 140       | (151)     | 102       | 76                        | 38       |
| Earnings from continuing operations attributable to the Company           | 10,053                         | 10,186    | 10,053    | 10,186    | 5,289                     | 5,765    |
| GECC preferred stock dividends declared                                   | -                              | -         | -         | -         | (161)                     | (135)    |
| Earnings from continuing operations attributable to GE common shareowners | 10,053                         | 10,186    | 10,053    | 10,186    | 5,128                     | 5,630    |
| Earnings (loss) from discontinued operations,                             |                                |           |           |           |                           |          |

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|                                                    |           |          |           |          |          |          |
|----------------------------------------------------|-----------|----------|-----------|----------|----------|----------|
| net of taxes                                       | 28        | (335)    | 28        | (335)    | 33       | (334)    |
| Net earnings attributable to GE common shareowners | \$ 10,081 | \$ 9,851 | \$ 10,081 | \$ 9,851 | \$ 5,161 | \$ 5,296 |

Per-share amounts

Earnings from continuing operations

|                            |         |        |
|----------------------------|---------|--------|
| Diluted earnings per share | \$ 0.99 | \$0.98 |
| Basic earnings per share   | \$ 1.00 | \$0.99 |

Net earnings

|                            |         |        |
|----------------------------|---------|--------|
| Diluted earnings per share | \$ 0.99 | \$0.95 |
| Basic earnings per share   | \$ 1.00 | \$0.96 |

|                                     |        |        |
|-------------------------------------|--------|--------|
| Dividends declared per common share | \$0.66 | \$0.57 |
|-------------------------------------|--------|--------|

(a) Represents the adding together of all affiliated companies except General Electric Capital Corporation (GECC or Financial Services), which is presented on a one-line basis.

See Note 3 for other-than-temporary impairment amounts.

See accompanying notes. Separate information is shown for "GE" and "Financial Services (GECC)." Transactions between GE and GECC have been eliminated from the "Consolidated" columns.

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General Electric Company and consolidated affiliates  
Condensed, Consolidated Statement of Comprehensive Income  
(Unaudited)

| (In millions)                                                                      | Three months<br>ended September<br>30 |          | Nine months ended<br>September 30 |           |
|------------------------------------------------------------------------------------|---------------------------------------|----------|-----------------------------------|-----------|
|                                                                                    | 2014                                  | 2013     | 2014                              | 2013      |
| Net earnings                                                                       | \$ 3,509                              | \$ 3,181 | \$ 10,006                         | \$ 9,991  |
| Less net earnings (loss) attributable to<br>noncontrolling interests               | (28)                                  | (10)     | (75)                              | 140       |
| Net earnings attributable to the Company                                           | \$ 3,537                              | \$ 3,191 | \$ 10,081                         | \$ 9,851  |
| Other comprehensive income (loss)                                                  |                                       |          |                                   |           |
| Investment securities                                                              | \$ (284)                              | \$ 170   | \$ 450                            | \$ (362)  |
| Currency translation adjustments                                                   | (1,590)                               | (383)    | (1,649)                           | (469)     |
| Cash flow hedges                                                                   | 55                                    | 58       | 136                               | 351       |
| Benefit plans                                                                      | 859                                   | 765      | 2,072                             | 2,826     |
| Other comprehensive income (loss)                                                  | (960)                                 | 610      | 1,009                             | 2,346     |
| Less other comprehensive income (loss) attributable to<br>noncontrolling interests | (8)                                   | 10       | (1)                               | (21)      |
| Other comprehensive income (loss) attributable to the Company                      | \$ (952)                              | \$ 600   | \$ 1,010                          | \$ 2,367  |
| Comprehensive income                                                               | \$ 2,549                              | \$ 3,791 | \$ 11,015                         | \$ 12,337 |
| Less comprehensive income (loss) attributable to<br>noncontrolling interests       | (36)                                  | -        | (76)                              | 119       |
| Comprehensive income attributable to the Company                                   | \$ 2,585                              | \$ 3,791 | \$ 11,091                         | \$ 12,218 |

Amounts presented net of taxes. See Note 11 for further information about other comprehensive income and noncontrolling interests.

See accompanying notes.

General Electric Company and consolidated affiliates  
Condensed, Consolidated Statement of Changes in Shareowners' Equity  
(Unaudited)

| (In millions)                                                 | Nine months ended<br>September 30 |            |
|---------------------------------------------------------------|-----------------------------------|------------|
|                                                               | 2014                              | 2013       |
| GE shareowners' equity balance at January 1                   | \$ 130,566                        | \$ 123,026 |
| Increases from net earnings attributable to the Company       | 10,081                            | 9,851      |
| Dividends and other transactions with shareowners             | (6,635)                           | (5,839)    |
| Other comprehensive income (loss) attributable to the Company | 1,010                             | 2,367      |
| Net sales (purchases) of shares for treasury                  | (444)                             | (6,454)    |
| Changes in other capital                                      | 420                               | (259)      |
| Ending balance at September 30                                | 134,998                           | 122,692    |

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|                                      |            |            |
|--------------------------------------|------------|------------|
| Noncontrolling interests             | 8,513      | 6,353      |
| Total equity balance at September 30 | \$ 143,511 | \$ 129,045 |

See Note 11 for further information about changes in shareowners' equity.

See accompanying notes.

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General Electric Company and consolidated affiliates  
Condensed Statement of Financial Position

|                                                                            | Consolidated      |                   | GE(a)             |                   | Financial Services (GECC) |                   |
|----------------------------------------------------------------------------|-------------------|-------------------|-------------------|-------------------|---------------------------|-------------------|
|                                                                            | September 30,     | December 31,      | September 30,     | December 31,      | September 30,             | December 31,      |
| (In millions, except share amounts)                                        | 2014              | 2013              | 2014              | 2013              | 2014                      | 2013              |
|                                                                            | (Unaudited)       | (Unaudited)       | (Unaudited)       | (Unaudited)       | (Unaudited)               | (Unaudited)       |
| <b>Assets</b>                                                              |                   |                   |                   |                   |                           |                   |
| Cash and equivalents                                                       | \$ 90,439         | \$ 88,555         | \$ 10,576         | \$ 13,682         | \$ 79,863                 | \$ 74,873         |
| Investment securities (Note 3)                                             | 47,016            | 43,981            | 318               | 323               | 46,701                    | 43,662            |
| Current receivables                                                        | 21,957            | 21,388            | 11,461            | 10,970            | -                         | -                 |
| Inventories (Note 4)                                                       | 19,431            | 17,325            | 19,374            | 17,257            | 57                        | 68                |
| Financing receivables – net (Note 5 and 18)                                | 226,553           | 241,940           | -                 | -                 | 237,405                   | 253,029           |
| Other GECC receivables                                                     | 8,601             | 9,114             | -                 | -                 | 15,273                    | 16,513            |
| Property, plant and equipment – net (Note 6)                               | 65,460            | 68,827            | 16,677            | 17,574            | 49,135                    | 51,607            |
| Investment in GECC                                                         | -                 | -                 | 81,323            | 77,745            | -                         | -                 |
| Goodwill (Note 7)                                                          | 77,859            | 77,648            | 52,193            | 51,453            | 25,666                    | 26,195            |
| Other intangible assets – net (Note 7)                                     | 14,357            | 14,310            | 13,167            | 13,180            | 1,195                     | 1,136             |
| All other assets                                                           | 71,241            | 70,808            | 24,705            | 23,708            | 47,140                    | 47,366            |
| Assets of businesses held for sale (Note 2)                                | 5,777             | 50                | 2,619             | -                 | 3,158                     | 50                |
| Assets of discontinued operations (Note 2)                                 | 1,330             | 2,339             | 9                 | 9                 | 1,321                     | 2,330             |
| <b>Total assets(b)</b>                                                     | <b>\$ 650,021</b> | <b>\$ 656,285</b> | <b>\$ 232,422</b> | <b>\$ 225,901</b> | <b>\$ 506,914</b>         | <b>\$ 516,829</b> |
| <b>Liabilities and equity</b>                                              |                   |                   |                   |                   |                           |                   |
| Short-term borrowings (Note 8)                                             | \$ 69,916         | \$ 77,890         | \$ 2,043          | \$ 1,841          | \$ 68,676                 | \$ 77,298         |
| Accounts payable, principally trade accounts                               | 16,758            | 16,471            | 15,693            | 16,353            | 7,182                     | 6,549             |
| Progress collections and price adjustments accrued                         | 12,384            | 13,125            | 12,397            | 13,152            | -                         | -                 |
| Dividends payable                                                          | 2,209             | 2,220             | 2,209             | 2,220             | -                         | -                 |
| Other GE current liabilities                                               | 12,695            | 13,381            | 12,695            | 13,381            | -                         | -                 |
| Non-recourse borrowings of consolidated securitization entities (Note 8)   | 30,231            | 30,124            | -                 | -                 | 30,231                    | 30,124            |
| Bank deposits (Note 8)                                                     | 60,815            | 53,361            | -                 | -                 | 60,815                    | 53,361            |
| Long-term borrowings (Note 8)                                              | 213,179           | 221,665           | 14,543            | 11,515            | 198,735                   | 210,279           |
| Investment contracts, insurance liabilities and insurance annuity benefits | 27,491            | 26,544            | -                 | -                 | 27,991                    | 26,979            |
| All other liabilities                                                      | 56,347            | 61,057            | 40,214            | 40,955            | 16,593                    | 20,531            |
| Deferred income taxes                                                      | 1,612             | (275)             | (4,084)           | (5,061)           | 5,696                     | 4,786             |
| Liabilities of businesses held for sale (Note 2)                           | 1,721             | 6                 | 807               | -                 | 914                       | 6                 |
| Liabilities of discontinued operations (Note 2)                            | 1,152             | 3,933             | 148               | 143               | 1,004                     | 3,790             |
| <b>Total liabilities(b)</b>                                                | <b>506,510</b>    | <b>519,502</b>    | <b>96,665</b>     | <b>94,499</b>     | <b>417,837</b>            | <b>433,703</b>    |

GECC preferred stock (50,000 shares outstanding

at both September 30, 2014 and December 31, 2013)

- - - - -

Common stock (10,042,192,000 and 10,060,881,000

shares outstanding at September 30, 2014 and

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|                                               |            |            |            |            |            |            |
|-----------------------------------------------|------------|------------|------------|------------|------------|------------|
| December 31, 2013, respectively)              | 702        | 702        | 702        | 702        | -          | -          |
| Accumulated other comprehensive income (loss) |            |            |            |            |            |            |
| – net(c)                                      |            |            |            |            |            |            |
| Investment securities                         | 755        | 307        | 755        | 307        | 830        | 309        |
| Currency translation adjustments              | (1,518)    | 126        | (1,518)    | 126        | (1,196)    | (687)      |
| Cash flow hedges                              | (121)      | (257)      | (121)      | (257)      | (105)      | (293)      |
| Benefit plans                                 | (7,226)    | (9,296)    | (7,226)    | (9,296)    | (360)      | (363)      |
| Other capital                                 | 32,914     | 32,494     | 32,914     | 32,494     | 32,999     | 32,563     |
| Retained earnings                             | 152,497    | 149,051    | 152,497    | 149,051    | 54,105     | 51,165     |
| Less common stock held in treasury            | (43,005)   | (42,561)   | (43,005)   | (42,561)   | -          | -          |
| Total GE shareowners' equity                  | 134,998    | 130,566    | 134,998    | 130,566    | 86,273     | 82,694     |
| Noncontrolling interests(d) (Note 11)         | 8,513      | 6,217      | 759        | 836        | 2,804      | 432        |
| Total equity                                  | 143,511    | 136,783    | 135,757    | 131,402    | 89,077     | 83,126     |
| Total liabilities and equity                  | \$ 650,021 | \$ 656,285 | \$ 232,422 | \$ 225,901 | \$ 506,914 | \$ 516,829 |

(a) Represents the adding together of all affiliated companies except General Electric Capital Corporation (GECC or Financial Services), which is presented on a one-line basis.

Our consolidated assets at September 30, 2014 included total assets of \$49,456 million of certain variable interest entities (VIEs) that can only be used to settle the liabilities of those VIEs. These assets included net financing receivables of \$42,799 million and investment securities of \$3,500 million. Our consolidated liabilities at September 30, 2014 included liabilities of certain VIEs for which the VIE creditors do not have recourse to GE. These liabilities included non-recourse borrowings of consolidated securitization entities (CSEs) of \$28,780 million. See Note 16.

(c) The sum of accumulated other comprehensive income (loss) (AOCI) attributable to the Company was \$(8,110) million and \$(9,120) million at September 30, 2014 and December 31, 2013, respectively.

(d) Included AOCI attributable to noncontrolling interests of \$(181) million and \$(180) million at September 30, 2014 and December 31, 2013, respectively.

See accompanying notes. Separate information is shown for "GE" and "Financial Services (GECC)." Transactions between GE and GECC have been eliminated from the "Consolidated" columns.

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General Electric Company and consolidated affiliates  
Condensed Statement of Cash Flows

| (In millions)                                                                                                | Nine months ended September 30 (Unaudited) |          |          |          |                           |          |
|--------------------------------------------------------------------------------------------------------------|--------------------------------------------|----------|----------|----------|---------------------------|----------|
|                                                                                                              | Consolidated                               |          | GE(a)    |          | Financial Services (GECC) |          |
|                                                                                                              | 2014                                       | 2013     | 2014     | 2013     | 2014                      | 2013     |
| Cash flows – operating activities                                                                            |                                            |          |          |          |                           |          |
| Net earnings                                                                                                 | \$ 10,006                                  | \$ 9,991 | \$ 9,930 | \$ 9,953 | \$ 5,398                  | \$ 5,469 |
| Less net earnings (loss) attributable to noncontrolling interests                                            | (75)                                       | 140      | (151)    | 102      | 76                        | 38       |
| Net earnings attributable to the Company                                                                     | 10,081                                     | 9,851    | 10,081   | 9,851    | 5,322                     | 5,431    |
| (Earnings) loss from discontinued operations                                                                 | (28)                                       | 335      | (28)     | 335      | (33)                      | 334      |
| Adjustments to reconcile net earnings attributable to the Company to cash provided from operating activities |                                            |          |          |          |                           |          |
| Depreciation and amortization of property, plant and equipment                                               | 6,995                                      | 7,152    | 1,891    | 1,783    | 5,104                     | 5,369    |
| Earnings from continuing operations retained by GECC(b)                                                      | -                                          | -        | (3,068)  | (1,818)  | -                         | -        |
| Deferred income taxes                                                                                        | (1,937)                                    | (2,043)  | (618)    | (2,568)  | (1,319)                   | 525      |
| Decrease (increase) in GE current receivables                                                                | (691)                                      | 196      | (535)    | (1,262)  | -                         | -        |
| Decrease (increase) in inventories                                                                           | (2,768)                                    | (1,795)  | (2,771)  | (1,759)  | 20                        | -        |
| Increase (decrease) in accounts payable                                                                      | 1,377                                      | 971      | 1,054    | 574      | 811                       | 741      |
| Increase (decrease) in GE progress collections                                                               | (735)                                      | 918      | (748)    | 944      | -                         | -        |
| Provision for losses on GECC financing receivables                                                           | 2,895                                      | 3,256    | -        | -        | 2,895                     | 3,256    |
| All other operating activities                                                                               | 921                                        | (1,631)  | 1,917    | 1,748    | (1,083)                   | (3,848)  |
| Cash from (used for) operating activities – continuing operations                                            | 16,110                                     | 17,210   | 7,175    | 7,828    | 11,717                    | 11,808   |
| Cash from (used for) operating activities – discontinued operations                                          | 135                                        | (48)     | (1)      | (2)      | 136                       | (46)     |
| Cash from (used for) operating activities                                                                    | 16,245                                     | 17,162   | 7,174    | 7,826    | 11,853                    | 11,762   |
| Cash flows – investing activities                                                                            |                                            |          |          |          |                           |          |
| Additions to property, plant and equipment                                                                   | (9,701)                                    | (10,129) | (2,806)  | (2,705)  | (7,351)                   | (7,581)  |
| Dispositions of property, plant and equipment                                                                | 4,914                                      | 4,119    | -        | -        | 4,935                     | 4,119    |
| Net decrease (increase) in GECC financing receivables                                                        | 849                                        | 7,324    | -        | -        | 963                       | 8,598    |
| Proceeds from sale of discontinued operations                                                                | 232                                        | -        | -        | -        | 232                       | -        |
| Proceeds from principal business dispositions                                                                | 607                                        | 1,101    | 579      | 260      | -                         | 841      |
| Proceeds from sale of equity interest in NBCU LLC                                                            | -                                          | 16,699   | -        | 16,699   | -                         | -        |
| Net cash from (payments for) principal businesses purchased                                                  | (2,090)                                    | (1,617)  | (2,090)  | (8,001)  | -                         | 6,384    |
| All other investing activities                                                                               | 3,501                                      | 14,538   | (254)    | (946)    | 4,901                     | 15,922   |

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|                                                                       |           |           |           |           |           |           |
|-----------------------------------------------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|
| Cash from (used for) investing activities – continuing operations     | (1,688)   | 32,035    | (4,571)   | 5,307     | 3,680     | 28,283    |
| Cash from (used for) investing activities – discontinued operations   | (231)     | (13)      | 1         | 2         | (232)     | (15)      |
| Cash from (used for) investing activities                             | (1,919)   | 32,022    | (4,570)   | 5,309     | 3,448     | 28,268    |
| Cash flows – financing activities                                     |           |           |           |           |           |           |
| Net increase (decrease) in borrowings (maturities of 90 days or less) | (5,957)   | (9,949)   | (704)     | (164)     | (6,611)   | (9,917)   |
| Net increase (decrease) in bank deposits                              | 9,004     | (2,229)   | -         | -         | 9,004     | (2,229)   |
| Newly issued debt (maturities longer than 90 days)                    | 33,490    | 41,456    | 3,058     | 101       | 30,432    | 41,355    |
| Repayments and other reductions (maturities longer than 90 days)      | (41,984)  | (55,451)  | (215)     | (5,051)   | (41,768)  | (50,396)  |
| Proceeds from issuance of GECC preferred stock                        | -         | 990       | -         | -         | -         | 990       |
| Net dispositions (purchases) of GE shares for treasury                | (1,359)   | (7,496)   | (1,359)   | (7,496)   | -         | -         |
| Dividends paid to shareowners                                         | (6,643)   | (5,895)   | (6,643)   | (5,895)   | (2,382)   | (4,082)   |
| Proceeds from initial public offering of Synchrony Financial          | 2,842     | -         | -         | -         | 2,842     | -         |
| All other financing activities                                        | (466)     | (445)     | 246       | 115       | (552)     | (425)     |
| Cash from (used for) financing activities – continuing operations     | (11,073)  | (39,019)  | (5,617)   | (18,390)  | (9,035)   | (24,704)  |
| Cash from (used for) financing activities – discontinued operations   | (6)       | 22        | -         | -         | (6)       | 22        |
| Cash from (used for) financing activities                             | (11,079)  | (38,997)  | (5,617)   | (18,390)  | (9,041)   | (24,682)  |
| Effect of currency exchange rate changes on cash and equivalents      | (1,360)   | (1,038)   | (93)      | (52)      | (1,267)   | (986)     |
| Increase (decrease) in cash and equivalents                           | 1,887     | 9,149     | (3,106)   | (5,307)   | 4,993     | 14,362    |
| Cash and equivalents at beginning of year                             | 88,787    | 77,459    | 13,682    | 15,509    | 75,105    | 62,044    |
| Cash and equivalents at September 30                                  | 90,674    | 86,608    | 10,576    | 10,202    | 80,098    | 76,406    |
| Less cash and equivalents of discontinued operations at September 30  | 130       | 152       | -         | -         | 130       | 152       |
| Cash and equivalents of continuing operations at September 30         | \$ 90,544 | \$ 86,456 | \$ 10,576 | \$ 10,202 | \$ 79,968 | \$ 76,254 |

(a) Represents the adding together of all affiliated companies except General Electric Capital Corporation (GECC or Financial Services), which is presented on a one-line basis.

(b) Represents GECC earnings from continuing operations attributable to the Company, net of GECC dividends paid to GE.

See accompanying notes. Separate information is shown for "GE" and "Financial Services (GECC)." Transactions between GE and GECC have been eliminated from the "Consolidated" columns and are discussed in Note 17.

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NOTES TO CONDENSED, CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed, consolidated financial statements represent the consolidation of General Electric Company (the Company) and all companies that we directly or indirectly control, either through majority ownership or otherwise. See Note 1 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (2013 consolidated financial statements), which discusses our consolidation and financial statement presentation. As used in this report on Form 10-Q (Report), "GE" represents the adding together of all affiliated companies except General Electric Capital Corporation (GECC or Financial Services), whose continuing operations are presented on a one-line basis; GECC consists of General Electric Capital Corporation and all of its affiliates; and "Consolidated" represents the adding together of GE and GECC with the effects of transactions between the two eliminated. Unless otherwise indicated, we refer to the caption revenues and other income simply as "revenues" throughout Item 1 of this Form 10-Q.

We have reclassified certain prior-period amounts to conform to the current-period presentation. Unless otherwise indicated, information in these notes to the condensed, consolidated financial statements relates to continuing operations.

Interim Period Presentation

The condensed, consolidated financial statements and notes thereto are unaudited. 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. It is suggested that these condensed, consolidated financial statements be read in conjunction with the financial statements and notes thereto included in our 2013 consolidated financial statements. 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 for 2014 is available on our website, [www.ge.com/secreports](http://www.ge.com/secreports).

Synchrony Financial Initial Public Offering

On August 5, 2014, we completed the initial public offering (IPO) of our North American Retail Finance business, Synchrony Financial, as a first step in a planned, staged exit from that business. Synchrony Financial closed the IPO of 125 million shares of common stock at a price to the public of \$23.00 per share and on September 3, 2014, Synchrony Financial issued an additional 3.5 million shares of common stock pursuant to an option granted to the underwriters in the IPO (Underwriters' Option). We received net proceeds from the IPO and the Underwriters' Option of \$2,842 million, which remain at Synchrony Financial. Following the closing of the IPO and the Underwriters' Option, we currently own approximately 85% of Synchrony Financial and as a result, GECC will continue to consolidate the business. In addition, in August 2014, Synchrony Financial completed issuances of \$3,593 million of senior unsecured debt with maturities up to 10 years and \$8,000 million of unsecured term loans maturing in 2019 under the New Bank Term Loan Facility with third party lenders.

Summary of Significant Accounting Policies

See the Notes in our 2013 consolidated financial statements for a summary of our significant accounting policies.

#### Accounting Changes

On January 1, 2014, we adopted Accounting Standards Update (ASU) 2013-05, Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity. Under the revised guidance, the entire amount of the cumulative translation adjustment associated with the foreign entity will be released into earnings in the following circumstances: (a) the sale of a subsidiary or group of net assets within a foreign entity that represents a complete or substantially complete liquidation of that entity, (b) the loss of a controlling financial interest in an investment in a foreign entity, or (c) when the accounting for an investment in a foreign entity changes from the equity method to full consolidation. The revised guidance applies prospectively to transactions or events occurring on or after January 1, 2014.

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On January 1, 2014, we adopted ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. Under the new guidance, an unrecognized tax benefit is required to be presented as a reduction to a deferred tax asset if the disallowance of the tax position would reduce the available tax loss or tax credit carryforward instead of resulting in a cash tax liability. The ASU applies prospectively to all unrecognized tax benefits that exist as of the adoption date and reduced both deferred tax assets and income tax liabilities by \$1,224 million as of January 1, 2014.

In the second quarter of 2014, the Company elected to early adopt ASU 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This ASU changes the criteria for reporting discontinued operations. To be classified as a discontinued operation, the disposal of a component or group of components must represent a strategic shift that has, or will have, a major effect on an entity's operations and financial results. The ASU also expands the disclosure requirements for those transactions that meet the new criteria to be classified as discontinued operations. The revised accounting guidance applies prospectively to all disposals (or classifications as held for sale) of components of an entity and for businesses that, upon acquisition, are classified as held for sale on or after adoption. Early adoption is permitted for disposals (or classifications as held for sale) that have not been previously reported in financial statements. The effects of applying the revised guidance will vary based upon the nature and size of future disposal transactions. It is expected that fewer disposal transactions will meet the new criteria to be reported as discontinued operations.

## 2. ASSETS AND LIABILITIES OF BUSINESSES HELD FOR SALE AND DISCONTINUED OPERATIONS

### Assets and Liabilities of Businesses Held for Sale

In the third quarter of 2014, we signed an agreement to sell our Appliances business with assets of \$2,619 million and liabilities of \$807 million to Electrolux for \$3.3 billion. The transaction remains subject to customary closing conditions and regulatory approvals, and is targeted to close in 2015.

In the second quarter of 2014, we committed to sell GE Money Bank AB, our consumer finance business in Sweden, Denmark and Norway (GEMB-Nordic) with assets of \$3,158 million and liabilities of \$914 million to Santander. The transaction is targeted to close in the fourth quarter of 2014.

In the first quarter of 2013, we committed to sell certain of our machining & fabrication businesses at Aviation and our Consumer auto and personal loan business in Portugal. We completed the sale of our machining & fabrication business on December 2, 2013 for proceeds of \$108 million. We completed the sale of our Consumer auto and personal loan business in Portugal on July 15, 2013 for proceeds of \$83 million.

### Financial Information for Assets and Liabilities of Businesses Held for Sale

| (In millions)                        | September<br>30, 2014 | December<br>31, 2013 |
|--------------------------------------|-----------------------|----------------------|
| Assets                               |                       |                      |
| Cash and equivalents                 | \$ 105                | \$ 5                 |
| Inventories                          | 696                   | -                    |
| Financing receivables – net          | 2,684                 | -                    |
| Property, plant, and equipment – net | 915                   | -                    |
| Goodwill                             | 590                   | 24                   |

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|                                    |          |       |
|------------------------------------|----------|-------|
| Intangible assets – net            | 120      | 2     |
| Other                              | 667      | 19    |
| Assets of businesses held for sale | \$ 5,777 | \$ 50 |

Liabilities

|                                         |          |      |
|-----------------------------------------|----------|------|
| Accounts payable                        | \$ 480   | \$ 1 |
| Other current liabilities               | 300      | -    |
| Bank deposits                           | 757      | -    |
| Other                                   | 184      | 5    |
| Liabilities of businesses held for sale | \$ 1,721 | \$ 6 |

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## NBCU

On March 19, 2013, we closed a transaction to sell our remaining 49% common equity interest in NBCUniversal LLC (NBCU LLC) to Comcast Corporation (Comcast) for total consideration of \$16,722 million, consisting of \$11,997 million in cash, \$4,000 million in Comcast guaranteed debt and \$725 million in preferred stock. The \$4,000 million of debt and the \$725 million of preferred shares were both issued by a wholly-owned subsidiary of Comcast. During the three months ended March 31, 2013, both of these instruments were sold at approximately par value. In addition, Comcast is obligated to share with us potential tax savings associated with Comcast's purchase of our NBCU LLC interest, if realized. We did not recognize these potential future payments as consideration for the sale, but are recording such payments in income as they are received. GECC also sold real estate comprising certain floors located at 30 Rockefeller Center, New York and the CNBC property located in Englewood Cliffs, New Jersey to affiliates of NBCU LLC for \$1,430 million in cash.

In the first quarter of 2013, as a result of the transactions, we recognized pre-tax gains of \$1,096 million (\$825 million after tax) on the sale of our 49% common equity interest in NBCU LLC and \$921 million (\$564 million after tax) on the sale of GECC's real estate properties.

## Discontinued Operations

Discontinued operations primarily comprised GE Money Japan (our Japanese personal loan business, Lake, and our Japanese mortgage and card businesses, excluding our investment in GE Nissen Credit Co., Ltd.), our U.S. mortgage business (WMC), our Commercial Lending and Leasing (CLL) trailer services business in Europe (CLL Trailer Services) and our Consumer banking business in Russia (Consumer Russia). Results of operations, financial position and cash flows for these businesses are separately reported as discontinued operations for all periods presented.

## Financial Information for Discontinued Operations

| (In millions)                                                    | Three months ended |          | Nine months ended |          |
|------------------------------------------------------------------|--------------------|----------|-------------------|----------|
|                                                                  | September 30       |          | September 30      |          |
|                                                                  | 2014               | 2013     | 2014              | 2013     |
| Operations                                                       |                    |          |                   |          |
| Total revenues and other income (loss)                           | \$ (34)            | \$ 143   | \$ (45)           | \$ 304   |
| Earnings (loss) from discontinued operations before income taxes | \$ (46)            | \$ (10)  | \$ (115)          | \$ (186) |
| Benefit (provision) for income taxes                             | 103                | 12       | 128               | 158      |
| Earnings (loss) from discontinued operations, net of taxes       | \$ 57              | \$ 2     | \$ 13             | \$ (28)  |
| Disposal                                                         |                    |          |                   |          |
| Gain (loss) on disposal before income taxes                      | \$ -               | \$ (108) | \$ 14             | \$ (390) |
| Benefit (provision) for income taxes                             | -                  | 15       | 1                 | 83       |
| Gain (loss) on disposal, net of taxes                            | \$ -               | \$ (93)  | \$ 15             | \$ (307) |
| Earnings (loss) from discontinued operations, net of taxes(a)    | \$ 57              | \$ (91)  | \$ 28             | \$ (335) |

(a) The sum of GE industrial earnings (loss) from discontinued operations, net of taxes, and GECC earnings (loss) from discontinued operations, net of taxes, is reported as GE earnings (loss) from discontinued operations, net of

taxes, on the Condensed Statement of Earnings.

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| (In millions)                          | September<br>30, 2014 | December<br>31, 2013 |
|----------------------------------------|-----------------------|----------------------|
| Assets                                 |                       |                      |
| Cash and equivalents                   | \$ 130                | \$ 232               |
| Financing receivables – net            | 1                     | 711                  |
| Other                                  | 1,199                 | 1,396                |
| Assets of discontinued operations      | \$ 1,330              | \$ 2,339             |
| Liabilities                            |                       |                      |
| Deferred income taxes                  | \$ 229                | \$ 248               |
| Other                                  | 923                   | 3,685                |
| Liabilities of discontinued operations | \$ 1,152              | \$ 3,933             |

Other assets at September 30, 2014 and December 31, 2013 primarily comprised a deferred tax asset for a loss carryforward, which expires principally in 2017 and in part in 2019, related to the sale of our GE Money Japan business.

#### GE Money Japan

During the third quarter of 2008, we completed the sale of GE Money Japan, which included our Japanese personal loan business. Under the terms of the sale, we reduced the proceeds from the sale for estimated refund claims in excess of the statutory interest rate. Proceeds from the sale were to be increased or decreased based on the actual claims experienced in accordance with loss-sharing terms specified in the sale agreement, with all claims in excess of 258 billion Japanese yen (approximately \$3,000 million) remaining our responsibility. On February 26, 2014, we reached an agreement with the buyer to pay 175 billion Japanese yen (approximately \$1,700 million) to extinguish this obligation. We have no remaining amount payable under the February 26, 2014 agreement as our reserve for refund claims of \$1,836 million at December 31, 2013 was fully paid in the six months ended June 30, 2014.

#### Financial Information for GE Money Japan

| (In millions)                                                 | Three months<br>ended<br>September 30<br>2014 |         | Nine months<br>ended<br>September 30<br>2013 |          |
|---------------------------------------------------------------|-----------------------------------------------|---------|----------------------------------------------|----------|
| Earnings (loss) from discontinued operations,<br>net of taxes | \$ 62                                         | \$ (80) | \$ 59                                        | \$ (196) |

#### WMC

During the fourth quarter of 2007, we completed the sale of WMC, our U.S. mortgage business. WMC substantially discontinued all new loan originations by the second quarter of 2007, and is not a loan servicer. In connection with the sale, WMC retained certain representation and warranty obligations related to loans sold to third parties prior to the disposal of the business and contractual obligations to repurchase previously sold loans that had an early payment default. All claims received by WMC for early payment default have either been resolved or are no longer being pursued.

The remaining active claims have been brought by securitization trustees or administrators seeking recovery from WMC for alleged breaches of representations and warranties on mortgage loans that serve as collateral for residential mortgage-backed securities (RMBS). At September 30, 2014, such claims consisted of \$3,694 million of individual claims generally submitted before the filing of a lawsuit (compared to \$5,643 million at December 31, 2013) and \$8,266 million of additional claims asserted against WMC in litigation without making a prior claim (Litigation Claims) (compared to \$6,780 million at December 31, 2013). The total amount of these claims, \$11,960 million, reflects the purchase price or unpaid principal balances of the loans at the time of purchase and does not give effect to pay downs or potential recoveries based upon the underlying collateral, which in many cases are substantial, nor to accrued interest or fees. As of September 30, 2014, these amounts do not include approximately \$1,156 million of repurchase claims relating to alleged breaches of representations that are not in litigation and that are beyond the applicable statute of limitations. WMC believes that repurchase claims brought based upon representations and warranties made more than six years before WMC was notified of the claim would be disallowed in legal proceedings under applicable statutes of limitations. Subsequent to the end of the third quarter, WMC received additional Litigation Claims of \$864 million and other non-Litigation Claims of \$308 million, all of which are beyond the applicable statute of limitations.

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Reserves related to repurchase claims made against WMC were \$588 million at September 30, 2014, reflecting a net decrease to reserves in the nine months ended September 30, 2014 of \$212 million due to settlement activity. The reserve estimate takes into account recent settlement activity that reduced WMC's exposure on certain claims and is based upon WMC's evaluation of the remaining exposures as a percentage of estimated mortgage loan losses within the pool of loans supporting each securitization. Recent settlements reduced WMC's exposure on claims asserted in certain securitizations and the claim amounts reported above give effect to these settlements.

#### Rollforward of the Reserve

|                                 | Three months<br>ended<br>September 30<br>2014 |        | Nine months<br>ended<br>September 30<br>2013 |        |
|---------------------------------|-----------------------------------------------|--------|----------------------------------------------|--------|
| (In millions)                   | 2014                                          | 2013   | 2014                                         | 2013   |
| Balance, beginning of period    | \$ 549                                        | \$ 787 | \$ 800                                       | \$ 633 |
| Provision                       | 40                                            | 18     | 142                                          | 172    |
| Claim resolutions / rescissions | (1)                                           | (5)    | (354)                                        | (5)    |
| Balance, end of period          | \$ 588                                        | \$ 800 | \$ 588                                       | \$ 800 |

Given the significant recent claim and related litigation activity and WMC's continuing efforts to resolve the lawsuits involving claims made against WMC, it is difficult to assess whether future losses will be consistent with WMC's past experience. Adverse changes to WMC's assumptions supporting the reserve may result in an increase to these reserves. Taking into account both recent settlement activity and the potential variability of settlements, WMC estimates a range of reasonably possible loss from \$0 to approximately \$500 million over its recorded reserve at September 30, 2014. This estimate excludes any possible loss associated with an adverse court decision on the applicable statute of limitations, as WMC is unable at this time to develop such a meaningful estimate.

At September 30, 2014, there were 14 lawsuits involving claims made against WMC arising from alleged breaches of representations and warranties on mortgage loans included in 13 securitizations. Subsequent to the end of the third quarter, WMC learned of an additional lawsuit filed on October 10, 2014, bringing the total to 15 pending lawsuits on 14 securitizations. The adverse parties in these cases are securitization trustees or parties claiming to act on their behalf. Although the alleged claims for relief vary from case to case, the complaints and counterclaims in these actions generally assert claims for breach of contract, indemnification, and/or declaratory judgment, and seek specific performance (repurchase of defective mortgage loan) and/or money damages. Adverse court decisions, including in cases not involving WMC, could result in new claims and lawsuits on additional loans. However, WMC continues to believe that it has defenses to the claims asserted in litigation, including, for example, based on causation and materiality requirements and applicable statutes of limitations. It is not possible to predict the outcome or impact of these defenses and other factors, any of which could materially affect the amount of any loss ultimately incurred by WMC on these claims.

WMC has also received indemnification demands, nearly all of which are unspecified, from depositors/underwriters/sponsors of RMBS in connection with lawsuits brought by RMBS investors concerning alleged misrepresentations in the securitization offering documents to which WMC is not a party. WMC believes that it has defenses to these demands.

To the extent WMC is required to repurchase loans, WMC's loss also would be affected by several factors, including pay downs, accrued interest and fees, and the value of the underlying collateral. The reserve and estimate of possible loss reflect judgment, based on currently available information, and a number of assumptions, including economic conditions, claim and settlement activity, pending and threatened litigation, court decisions regarding WMC's legal

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defenses, indemnification demands, government activity, and other variables in the mortgage industry. Actual losses arising from claims against WMC could exceed these amounts and additional claims and lawsuits could result if actual claim rates, governmental actions, litigation and indemnification activity, adverse court decisions, actual settlement rates or losses WMC incurs on repurchased loans differ from its assumptions.

### Financial Information for WMC

| (In millions)                                                 | Three months |         | Nine months  |          |
|---------------------------------------------------------------|--------------|---------|--------------|----------|
|                                                               | ended        |         | ended        |          |
|                                                               | September 30 |         | September 30 |          |
|                                                               | 2014         | 2013    | 2014         | 2013     |
| Total revenues and other income (loss)                        | \$ (35)      | \$ (13) | \$ (70)      | \$ (167) |
| Earnings (loss) from discontinued operations,<br>net of taxes | \$ (25)      | \$ (11) | \$ (57)      | \$ (116) |
| (13)                                                          |              |         |              |          |

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## Other Financial Services

In the fourth quarter of 2013, we announced the planned disposition of Consumer Russia and classified the business as discontinued operations. At that time, we recorded a \$170 million loss on the planned disposal. We completed the sale in the first quarter of 2014 for proceeds of \$232 million.

## Financial Information for Consumer Russia

| (In millions)                                              | Three months ended |        | Nine months ended |         |
|------------------------------------------------------------|--------------------|--------|-------------------|---------|
|                                                            | September 30       |        | September 30      |         |
|                                                            | 2014               | 2013   | 2014              | 2013    |
| Total revenues and other income (loss)                     | \$ -               | \$ 64  | \$ 24             | \$ 195  |
| Gain (loss) on disposal, net of taxes                      | \$ -               | \$ -   | \$ 4              | \$ -    |
| Earnings (loss) from discontinued operations, net of taxes | \$ (1)             | \$ (9) | \$ (1)            | \$ (22) |

In the first quarter of 2013, we announced the planned disposition of CLL Trailer Services and classified the business as discontinued operations. We completed the sale in the fourth quarter of 2013 for proceeds of \$528 million.

## Financial Information for CLL Trailer Services

| (In millions)                                              | Three months ended |         | Nine months ended |          |
|------------------------------------------------------------|--------------------|---------|-------------------|----------|
|                                                            | September 30       |         | September 30      |          |
|                                                            | 2014               | 2013    | 2014              | 2013     |
| Total revenues and other income (loss)                     | \$ -               | \$ 91   | \$ 1              | \$ 274   |
| Gain (loss) on disposal, net of taxes                      | \$ -               | \$ (21) | \$ 12             | \$ (118) |
| Earnings (loss) from discontinued operations, net of taxes | \$ 23              | \$ (9)  | \$ 34             | \$ (19)  |

## 3. INVESTMENT SECURITIES

Substantially all of our investment securities are classified as available-for-sale. These comprise mainly investment-grade debt securities supporting obligations to annuitants, policyholders in our run-off insurance operations and supporting obligations to holders of guaranteed investment contracts (GICs) in Trinity and investments held in our CLL business collateralized by senior secured loans of high-quality, middle-market companies in a variety of industries. We do not have any securities classified as held-to-maturity.

| (In millions)                      | September 30, 2014 |                        |                         |                      | December 31, 2013 |                        |                         |                      |
|------------------------------------|--------------------|------------------------|-------------------------|----------------------|-------------------|------------------------|-------------------------|----------------------|
|                                    | Amortized cost     | Gross unrealized gains | Gross unrealized losses | Estimated fair value | Amortized cost    | Gross unrealized gains | Gross unrealized losses | Estimated fair value |
| GE                                 |                    |                        |                         |                      |                   |                        |                         |                      |
| Debt                               |                    |                        |                         |                      |                   |                        |                         |                      |
| U.S. corporate                     | \$ 5               | \$ 2                   | \$ -                    | \$ 7                 | \$ 21             | \$ 14                  | \$ -                    | \$ 35                |
| Corporate – non-U.S.               | 14                 | -                      | -                       | 14                   | 13                | -                      | (1)                     | 12                   |
| Equity                             |                    |                        |                         |                      |                   |                        |                         |                      |
| Available-for-sale                 | 305                | 4                      | (131)                   | 178                  | 302               | 9                      | (41)                    | 270                  |
| Trading                            | 119                | -                      | -                       | 119                  | 6                 | -                      | -                       | 6                    |
|                                    | 443                | 6                      | (131)                   | 318                  | 342               | 23                     | (42)                    | 323                  |
| GECC                               |                    |                        |                         |                      |                   |                        |                         |                      |
| Debt                               |                    |                        |                         |                      |                   |                        |                         |                      |
| U.S. corporate                     | 20,000             | 3,524                  | (99)                    | 23,425               | 19,600            | 2,323                  | (217)                   | 21,706               |
| State and municipal                | 5,176              | 517                    | (89)                    | 5,604                | 4,245             | 235                    | (191)                   | 4,289                |
| Residential                        | 1,698              | 155                    | (25)                    | 1,828                | 1,819             | 139                    | (48)                    | 1,910                |
| mortgage-backed(a)                 |                    |                        |                         |                      |                   |                        |                         |                      |
| Commercial mortgage-backed         | 2,993              | 181                    | (40)                    | 3,134                | 2,929             | 188                    | (82)                    | 3,035                |
| Asset-backed                       | 7,767              | 12                     | (119)                   | 7,660                | 7,373             | 60                     | (46)                    | 7,387                |
| Corporate – non-U.S.               | 1,569              | 175                    | (44)                    | 1,700                | 1,741             | 103                    | (86)                    | 1,758                |
| Government – non-U.S.              | 2,250              | 129                    | (2)                     | 2,377                | 2,336             | 81                     | (7)                     | 2,410                |
| U.S. government and federal agency | 579                | 53                     | -                       | 632                  | 752               | 45                     | (27)                    | 770                  |
| Retained interests                 | 25                 | 2                      | -                       | 27                   | 64                | 8                      | -                       | 72                   |
| Equity                             |                    |                        |                         |                      |                   |                        |                         |                      |
| Available-for-sale                 | 251                | 51                     | (10)                    | 292                  | 203               | 51                     | (3)                     | 251                  |
| Trading                            | 22                 | -                      | -                       | 22                   | 74                | -                      | -                       | 74                   |
|                                    | 42,330             | 4,799                  | (428)                   | 46,701               | 41,136            | 3,233                  | (707)                   | 43,662               |
| Eliminations                       | (3)                | -                      | -                       | (3)                  | (4)               | -                      | -                       | (4)                  |
| Total                              | \$ 42,770          | \$ 4,805               | \$ (559)                | \$ 47,016            | \$ 41,474         | \$ 3,256               | \$ (749)                | \$ 43,981            |

Substantially collateralized by U.S. mortgages. At September 30, 2014, \$1,218 million related to securities issued by government-sponsored entities and \$610 million related to securities of private-label issuers. Securities issued by private-label issuers are collateralized primarily by pools of individual direct mortgage loans of financial institutions.

Estimated Fair Value and Gross Unrealized Losses of Available-for-Sale  
Investment Securities

| (In millions)                      | In loss position for    |                      |                      |                      |
|------------------------------------|-------------------------|----------------------|----------------------|----------------------|
|                                    | Less than 12 months     |                      | 12 months or more    |                      |
|                                    | Gross                   |                      | Gross                |                      |
|                                    | Estimated fair value(a) | Unrealized losses(b) | Estimated fair value | Unrealized losses(b) |
| September 30, 2014                 |                         |                      |                      |                      |
| Debt                               |                         |                      |                      |                      |
| U.S. corporate                     | \$ 647                  | \$ (8)               | \$ 1,433             | \$ (91)              |
| State and municipal                | 134                     | (2)                  | 649                  | (87)                 |
| Residential mortgage-backed        | 96                      | (1)                  | 436                  | (24)                 |
| Commercial mortgage-backed         | 126                     | (1)                  | 853                  | (39)                 |
| Asset-backed                       | 7,172                   | (86)                 | 274                  | (33)                 |
| Corporate – non-U.S.               | 29                      | -                    | 317                  | (44)                 |
| Government – non-U.S.              | 880                     | (2)                  | 2                    | -                    |
| U.S. government and federal agency | -                       | -                    | 7                    | -                    |
| Retained interests                 | -                       | -                    | -                    | -                    |
| Equity                             | 235                     | (141)                | -                    | -                    |
| Total                              | \$ 9,319                | \$ (241)             | \$ 3,971             | \$ (318) (c)         |

## December 31, 2013

|                                    |          |          |          |          |
|------------------------------------|----------|----------|----------|----------|
| Debt                               |          |          |          |          |
| U.S. corporate                     | \$ 2,170 | \$ (122) | \$ 598   | \$ (95)  |
| State and municipal                | 1,076    | (82)     | 367      | (109)    |
| Residential mortgage-backed        | 232      | (11)     | 430      | (37)     |
| Commercial mortgage-backed         | 396      | (24)     | 780      | (58)     |
| Asset-backed                       | 112      | (2)      | 359      | (44)     |
| Corporate – non-U.S.               | 108      | (4)      | 454      | (83)     |
| Government – non-U.S.              | 1,479    | (6)      | 42       | (1)      |
| U.S. government and federal agency | 229      | (27)     | 254      | -        |
| Retained interests                 | 2        | -        | -        | -        |
| Equity                             | 253      | (44)     | -        | -        |
| Total                              | \$ 6,057 | \$ (322) | \$ 3,284 | \$ (427) |

Includes the estimated fair value of and gross unrealized losses on Corporate-non-U.S. and Equity securities held by GE. At September 30, 2014, the estimated fair value of and gross unrealized losses on Equity securities were (a) \$149 million and \$(131) million, respectively. At December 31, 2013, the estimated fair value of and gross unrealized losses on Corporate-non-U.S. securities were \$12 million and \$(1) million, respectively. The estimated fair value of and gross unrealized losses on Equity securities were \$222 million and \$(41) million, respectively.

(b) Included gross unrealized losses related to securities that had other-than-temporary impairments previously recognized of \$(55) million at September 30, 2014.

(c) The majority relate to debt securities held to support obligations to holders of GICs and more than 70% are debt securities that were considered to be investment-grade by the major rating agencies at September 30, 2014.

We regularly review investment securities for other-than-temporary impairment (OTTI) using both qualitative and quantitative criteria. For debt securities, our qualitative review considers our ability and intent to hold the security and the financial condition of and near-term prospects for the issuer, including whether the issuer is in compliance with the terms and covenants of the security. Our quantitative review considers whether there has been an adverse change in expected future cash flows. Unrealized losses are not indicative of the amount of credit loss that would be recognized and at September 30, 2014 are primarily due to increases in market yields subsequent to our purchase of the securities. We presently do not intend to sell the vast majority of our debt securities that are in an unrealized loss position and believe that it is not more likely than not that we will be required to sell the vast majority of these securities before anticipated recovery of our amortized cost. The methodologies and significant inputs used to measure the amount of credit loss for our investment securities during the nine months ended September 30, 2014 have not changed. For equity securities, we consider the duration and the severity of the unrealized loss. We believe that the unrealized loss associated with our equity securities will be recovered within the foreseeable future.

Our corporate debt portfolio comprises securities issued by public and private corporations in various industries, primarily in the U.S. Substantially all of our corporate debt securities are rated investment grade by the major rating agencies.

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Our RMBS portfolio is collateralized primarily by pools of individual, direct mortgage loans, of which substantially all are in a senior position in the capital structure of the deals, not other structured products such as collateralized debt obligations. Of the total RMBS held at September 30, 2014, \$1,218 million and \$610 million related to agency and non-agency securities, respectively. Additionally, \$316 million was related to residential subprime credit securities, primarily supporting our guaranteed investment contracts. Substantially all of the subprime exposure is related to securities backed by mortgage loans originated in 2006 and prior. A majority of subprime RMBS have been downgraded to below investment grade and are insured by Monoline insurers (Monolines). We continue to place partial reliance on Monolines with adequate capital and claims paying resources depending on the extent of the Monoline's anticipated ability to cover expected credit losses.

Our commercial mortgage-backed securities (CMBS) portfolio is collateralized by both diversified pools of mortgages that were originated for securitization (conduit CMBS) and pools of large loans backed by high-quality properties (large loan CMBS), a majority of which were originated in 2007 and prior. The vast majority of the securities in our CMBS portfolio have investment-grade credit ratings.

Our asset-backed securities (ABS) portfolio is collateralized by senior secured loans of high-quality, middle-market companies in a variety of industries, as well as a variety of diversified pools of assets such as student loans and credit cards. The vast majority of the securities in our ABS portfolio are in a senior position in the capital structure of the deals.

#### Pre-tax, Other-Than-Temporary Impairments on Investment Securities

|                                         | Three months ended September 30 |       | Nine months ended September 30 |        |
|-----------------------------------------|---------------------------------|-------|--------------------------------|--------|
| (In millions)                           | 2014                            | 2013  | 2014                           | 2013   |
| Total pre-tax, OTTI recognized          | \$ 5                            | \$ 62 | \$ 52                          | \$ 523 |
| Pre-tax, OTTI recognized in AOCI        | -                               | (6)   | (4)                            | (36)   |
| Pre-tax, OTTI recognized in earnings(a) | \$ 5                            | \$ 56 | \$ 48                          | \$ 487 |

Included pre-tax, other-than-temporary impairments recorded in earnings related to equity securities of an (a) insignificant amount and \$13 million in the three months ended September 30, 2014 and 2013, respectively, and \$3 million and \$14 million in the nine months ended September 30, 2014 and 2013, respectively.

#### Changes in Cumulative Credit Loss Impairments Recognized on Debt Securities Still Held

|                                                                          | Three months ended September 30 |        | Nine months ended September 30 |        |
|--------------------------------------------------------------------------|---------------------------------|--------|--------------------------------|--------|
| (In millions)                                                            | 2014                            | 2013   | 2014                           | 2013   |
| Cumulative credit loss impairments recognized, beginning of period       | \$ 1,171                        | \$ 945 | \$ 1,193                       | \$ 588 |
| Credit loss impairments recognized on securities not previously impaired | 2                               | -      | 3                              | 385    |

|                                                                                            |          |        |          |        |
|--------------------------------------------------------------------------------------------|----------|--------|----------|--------|
| Incremental credit loss impairments recognized<br>on securities previously impaired        | 3        | 42     | 34       | 61     |
| Less credit loss impairments previously<br>recognized on securities sold during the period | 6        | 52     | 60       | 99     |
| Cumulative credit loss impairments recognized,<br>end of period                            | \$ 1,170 | \$ 935 | \$ 1,170 | \$ 935 |

Contractual Maturities of Investment in  
Available-for-Sale Debt Securities  
(Excluding Mortgage-Backed and Asset-Backed  
Securities)

| (In millions)                      | Amortized<br>cost | Estimated<br>fair value |
|------------------------------------|-------------------|-------------------------|
| Due                                |                   |                         |
| Within one year                    | \$ 1,850          | \$ 1,857                |
| After one year through five years  | 3,807             | 4,150                   |
| After five years through ten years | 5,294             | 5,626                   |
| After ten years                    | 18,642            | 22,126                  |

We expect actual maturities to differ from contractual maturities because borrowers have the right to call or prepay certain obligations.

(17)

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Gross Realized Gains and Losses on Available-for-Sale  
Investment Securities

|                               | Three<br>months<br>ended<br>September<br>30 |         | Nine months<br>ended<br>September 30 |          |
|-------------------------------|---------------------------------------------|---------|--------------------------------------|----------|
| (In millions)                 | 2014                                        | 2013    | 2014                                 | 2013     |
| GE                            |                                             |         |                                      |          |
| Gains                         | \$ -                                        | \$ -    | \$ 2                                 | \$ 1     |
| Losses, including impairments | -                                           | -       | -                                    | (20)     |
| Net                           | -                                           | -       | 2                                    | (19)     |
| GECC                          |                                             |         |                                      |          |
| Gains                         | 42                                          | 34      | 104                                  | 219      |
| Losses, including impairments | (8)                                         | (60)    | (53)                                 | (477)    |
| Net                           | 34                                          | (26)    | 51                                   | (258)    |
| Total                         | \$ 34                                       | \$ (26) | \$ 53                                | \$ (277) |

Although we generally do not have the intent to sell any specific securities at the end of the period, in the ordinary course of managing our investment securities portfolio, we may sell securities prior to their maturities for a variety of reasons, including diversification, credit quality, yield and liquidity requirements and the funding of claims and obligations to policyholders. In some of our bank subsidiaries, we maintain a certain level of purchases and sales volume principally of non-U.S. government debt securities. In these situations, fair value approximates carrying value for these securities.

Proceeds from investment securities sales and early redemptions by issuers totaled \$1,689 million and \$4,240 million for the three and nine months ended September 30, 2014, respectively, principally from sales of short-term government securities in our bank subsidiaries and Treasury operations and redemptions of non-U.S. corporate and asset-backed securities in our CLL business.

Proceeds from investment securities sales and early redemptions by issuers totaled \$2,890 million and \$16,828 million for the three and nine months ended September 30, 2013, respectively, principally from the sale of Comcast guaranteed debt, sales of short-term securities in our bank subsidiaries and Treasury operations and redemptions of non-U.S. corporate and asset-backed securities in our CLL business.

We recognized pre-tax gains (losses) on trading securities of \$56 million and \$(2) million in the three months ended September 30, 2014 and 2013, respectively, and \$52 million and \$49 million in the nine months ended September 30, 2014 and 2013, respectively.

#### 4. INVENTORIES

| (In millions) | September<br>30, 2014 | December<br>31, 2013 |
|---------------|-----------------------|----------------------|
|---------------|-----------------------|----------------------|

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|                                   |           |           |
|-----------------------------------|-----------|-----------|
| Raw materials and work in process | \$ 10,593 | \$ 10,220 |
| Finished goods                    | 8,084     | 6,794     |
| Unbilled shipments                | 878       | 584       |
|                                   | 19,555    | 17,598    |
| Less revaluation to LIFO          | (124)     | (273)     |
| Total                             | \$ 19,431 | \$ 17,325 |

(18)

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## 5. GECC FINANCING RECEIVABLES AND ALLOWANCE FOR LOSSES ON FINANCING RECEIVABLES

| (In millions)                                          | September<br>30, 2014 | December<br>31, 2013 |
|--------------------------------------------------------|-----------------------|----------------------|
| Loans, net of deferred income                          | \$ 217,444            | \$ 231,268           |
| Investment in financing leases, net of deferred income | 25,131                | 26,939               |
|                                                        | 242,575               | 258,207              |
| Allowance for losses                                   | (5,170)               | (5,178)              |
| Financing receivables – net(a)                         | \$ 237,405            | \$ 253,029           |

Financing receivables at September 30, 2014 and December 31, 2013 included \$372 million and \$544 million, (a)respectively, relating to loans that had been acquired in a transfer but have been subject to credit deterioration since origination.

## Financing Receivables by Portfolio and Allowance for Losses

During the first quarter of 2014, we combined our CLL Europe and CLL Asia portfolios into CLL International and we transferred our CLL Other portfolio to the CLL Americas portfolio. Prior-period amounts were reclassified to conform to the current-period presentation.

| (In millions)   | September 30,<br>2014 | December 31,<br>2013 |
|-----------------|-----------------------|----------------------|
| Commercial      |                       |                      |
| CLL             |                       |                      |
| Americas        | \$ 66,871             | \$ 69,036            |
| International   | 43,268                | 47,431               |
| Total CLL       | 110,139               | 116,467              |
| Energy          |                       |                      |
| Financial       | 2,798                 | 3,107                |
| Services        |                       |                      |
| GE Capital      |                       |                      |
| Aviation        |                       |                      |
| Services        | 8,449                 | 9,377                |
| (GECAS)         |                       |                      |
| Other           | 134                   | 318                  |
| Total           | 121,520               | 129,269              |
| Commercial      |                       |                      |
| Real Estate     | 19,799                | 19,899               |
| Consumer        |                       |                      |
| Non-U.S.        |                       |                      |
| residential     | 27,674                | 30,501               |
| mortgages       |                       |                      |
| Non-U.S.        | 10,098                | 13,677               |
| installment and |                       |                      |
| revolving       |                       |                      |

|                  |            |         |
|------------------|------------|---------|
| credit           |            |         |
| U.S.             |            |         |
| installment and  | 55,258     | 55,854  |
| revolving        |            |         |
| credit           |            |         |
| Non-U.S.         | 1,588      | 2,054   |
| auto             |            |         |
| Other            | 6,638      | 6,953   |
| Total            | 101,256    | 109,039 |
| Consumer         |            |         |
| Total financing  | 242,575    | 258,207 |
| receivables      |            |         |
| Allowance for    | (5,170)    | (5,178) |
| losses           |            |         |
| Total financing  |            |         |
| receivables – \$ | 237,405 \$ | 253,029 |
| net              |            |         |

(19)

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Allowance for Losses on Financing Receivables

| (In millions)                             | Provision            |                       |          | Gross          |                | Balance         |     |
|-------------------------------------------|----------------------|-----------------------|----------|----------------|----------------|-----------------|-----|
|                                           | Balance at January 1 | charged to operations | Other    | (a) write-offs | (b) Recoveries | at September 30 | (b) |
| 2014                                      |                      |                       |          |                |                |                 |     |
| Commercial                                |                      |                       |          |                |                |                 |     |
| CLL                                       |                      |                       |          |                |                |                 |     |
| Americas                                  | \$ 473               | \$ 195                | \$ (1)   | \$ (316)       | \$ 75          | \$ 426          |     |
| International                             | 505                  | 107                   | (22)     | (287)          | 76             | 379             |     |
| Total CLL                                 | 978                  | 302                   | (23)     | (603)          | 151            | 805             |     |
| Energy Financial Services                 | 8                    | 13                    | -        | (17)           | 2              | 6               |     |
| GECAS                                     | 17                   | 9                     | -        | (11)           | -              | 15              |     |
| Other                                     | 2                    | -                     | (2)      | -              | -              | -               |     |
| Total Commercial                          | 1,005                | 324                   | (25)     | (631)          | 153            | 826             |     |
| Real Estate                               | 192                  | (92)                  | -        | (49)           | 103            | 154             |     |
| Consumer                                  |                      |                       |          |                |                |                 |     |
| Non-U.S. residential mortgages            | 358                  | 209                   | (21)     | (139)          | 32             | 439             |     |
| Non-U.S. installment and revolving credit | 594                  | 184                   | (88)     | (574)          | 329            | 445             |     |
| U.S. installment and revolving credit     | 2,823                | 2,089                 | 18       | (2,302)        | 425            | 3,053           |     |
| Non-U.S. auto                             | 56                   | 127                   | (7)      | (67)           | 38             | 147             |     |
| Other                                     | 150                  | 54                    | (22)     | (121)          | 45             | 106             |     |
| Total Consumer                            | 3,981                | 2,663                 | (120)    | (3,203)        | 869            | 4,190           |     |
| Total                                     | \$ 5,178             | \$ 2,895              | \$ (145) | \$ (3,883)     | \$ 1,125       | \$ 5,170        |     |
| 2013                                      |                      |                       |          |                |                |                 |     |
| Commercial                                |                      |                       |          |                |                |                 |     |
| CLL                                       |                      |                       |          |                |                |                 |     |
| Americas                                  | \$496                | \$ 203                | \$(1)    | \$ (319)       | \$ 91          | \$ 470          |     |
| International                             | 525                  | 265                   | (9)      | (434)          | 70             | 417             |     |
| Total CLL                                 | 1,021                | 468                   | (10)     | (753)          | 161            | 887             |     |
| Energy Financial Services                 | 9                    | 2                     | -        | -              | -              | 11              |     |
| GECAS                                     | 8                    | 2                     | -        | -              | -              | 10              |     |
| Other                                     | 3                    | (1)                   | -        | (2)            | 2              | 2               |     |
| Total Commercial                          | 1,041                | 471                   | (10)     | (755)          | 163            | 910             |     |
| Real Estate                               | 320                  | (21)                  | (5)      | (133)          | 9              | 170             |     |
| Consumer                                  |                      |                       |          |                |                |                 |     |
| Non-U.S. residential mortgages            | 480                  | 138                   | (1)      | (216)          | 39             | 440             |     |
| Non-U.S. installment and revolving credit | 582                  | 322                   | (39)     | (662)          | 390            | 593             |     |
| U.S. installment and revolving credit     | 2,282                | 2,198                 | (50)     | (2,118)        | 409            | 2,721           |     |
| Non-U.S. auto                             | 67                   | 51                    | (11)     | (96)           | 56             | 67              |     |
| Other                                     | 172                  | 97                    | 4        | (149)          | 59             | 183             |     |

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|                |         |          |         |    |         |    |       |          |
|----------------|---------|----------|---------|----|---------|----|-------|----------|
| Total Consumer | 3,583   | 2,806    | (97)    |    | (3,241) |    | 953   | 4,004    |
| Total          | \$4,944 | \$ 3,256 | \$(112) | \$ | (4,129) | \$ | 1,125 | \$ 5,084 |

(a) Other primarily includes the effects of currency exchange and the 2014 reclassification of GEMB-Nordic to held for sale.

Net write-offs (gross write-offs less recoveries) in certain portfolios may exceed the beginning allowance for losses (b) as a result of losses that are incurred subsequent to the beginning of the fiscal year due to information becoming available during the current year, which may identify further deterioration on existing financing receivables.

## 6. PROPERTY, PLANT AND EQUIPMENT

| (In millions)                                  | September<br>30, 2014 | December<br>31, 2013 |
|------------------------------------------------|-----------------------|----------------------|
| Original cost                                  | \$ 112,580            | \$ 116,470           |
| Less accumulated depreciation and amortization | (47,120)              | (47,643)             |
| Property, plant and equipment – net            | \$ 65,460             | \$ 68,827            |

Consolidated depreciation and amortization was \$2,494 million and \$2,577 million in the three months ended September 30, 2014 and 2013, respectively, and \$6,995 million and \$7,152 million in the nine months ended September 30, 2014 and 2013, respectively.

(20)

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## 7. ACQUISITIONS, GOODWILL AND OTHER INTANGIBLE ASSETS

## Acquisitions

On June 20, 2014, GE's offer to acquire the Thermal, Renewables and Grid businesses of Alstom for \$13.5 billion, net of \$3.4 billion of assumed net cash in the businesses to be acquired, was positively recommended by Alstom's board of directors. In addition, GE, Alstom and the French Government signed a memorandum of understanding for the formation of three joint ventures in grid technology, renewable energy, and global nuclear and French steam power. Alstom will invest \$3.5 billion of cash in these joint ventures. The proposed transaction is subject to further reviews and approvals, including Alstom's works councils and shareholder approval, as well as regulatory approvals. The transaction is targeted to close in 2015.

On June 2, 2014, we acquired Cameron's Reciprocating Compression division for \$550 million. The division provides reciprocating compression equipment and aftermarket services for oil and gas production, gas processing, gas distribution and independent power industries. The division is included in our Oil & Gas segment. The preliminary purchase price allocation resulted in goodwill of approximately \$240 million and amortizable intangible assets of approximately \$100 million. The allocation of the purchase price will be finalized upon completion of post-closing procedures.

In the first quarter of 2014, we acquired several businesses in our Healthcare segment. On February 12, 2014, we acquired API Healthcare (API) for \$340 million in cash. API is a healthcare workforce management software and analytics solutions provider. The preliminary purchase price allocation resulted in goodwill of approximately \$280 million and amortizable intangible assets of approximately \$125 million. On March 21, 2014, we acquired certain Thermo Fisher Scientific Inc. life-science businesses for \$1,065 million in cash. The primary business acquired, Hyclone, is a leading manufacturer of products used to support biopharmaceutical research and production. The preliminary purchase price allocation resulted in goodwill of approximately \$700 million and amortizable intangible assets of approximately \$320 million. The allocation of purchase prices will be finalized upon completion of post-closing procedures.

## Goodwill

| (In millions)         | Balance                  |              | Dispositions,<br>currency | Balance at            |
|-----------------------|--------------------------|--------------|---------------------------|-----------------------|
|                       | at<br>January<br>1, 2014 | Acquisitions | exchange<br>and other     | September<br>30, 2014 |
| Power & Water         | \$ 8,822                 | \$ 21        | \$ (26)                   | \$ 8,817              |
| Oil & Gas             | 10,516                   | 261          | (32)                      | 10,745                |
| Energy Management     | 4,748                    | -            | (34)                      | 4,714                 |
| Aviation              | 9,103                    | -            | (19)                      | 9,084                 |
| Healthcare            | 16,643                   | 1,008        | (61)                      | 17,590                |
| Transportation        | 1,012                    | 1            | (34)                      | 979                   |
| Appliances & Lighting | 606                      | -            | (376)                     | 230                   |
| GE Capital            | 26,195                   | -            | (529)                     | 25,666                |
| Corporate             | 3                        | 31           | -                         | 34                    |
| Total                 | \$ 77,648                | \$ 1,322     | \$ (1,111)                | \$ 77,859             |

Goodwill balances increased by \$211 million in the nine months ended September 30, 2014, primarily as a result of acquisitions at Healthcare and Oil & Gas, partially offset by the result of currency exchange effects of a stronger U.S.

dollar, the reclassification of goodwill associated with Appliances and GEMB-Nordic to assets of businesses held for sale and dispositions.

We test goodwill for impairment annually in the third quarter of each year using data as of July 1 of that year. The impairment test consists of two steps: in step one, the carrying value of the reporting unit is compared with its fair value; in step two, which is applied when the carrying value is more than its fair value, the amount of goodwill impairment, if any, is derived by deducting the fair value of the reporting unit's assets and liabilities from the fair value of its equity, and comparing that amount with the carrying amount of goodwill. We determined fair values for each of the reporting units using the market approach, when available and appropriate, or the income approach, or a combination of both. We assess the valuation methodology based upon the relevance and availability of the data at the time we perform the valuation. If multiple valuation methodologies are used, the results are weighted appropriately.

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Valuations using the market approach are derived from metrics of publicly traded companies or historically completed transactions of comparable businesses. The selection of comparable businesses is based on the markets in which the reporting units operate giving consideration to risk profiles, size, geography, and diversity of products and services. A market approach is limited to reporting units for which there are publicly traded companies that have the characteristics similar to our businesses.

Under the income approach, fair value is determined based on the present value of estimated future cash flows, discounted at an appropriate risk-adjusted rate. We use our internal forecasts to estimate future cash flows and include an estimate of long-term future growth rates based on our most recent views of the long-term outlook for each business. Actual results may differ from those assumed in our forecasts. We derive our discount rates using a capital asset pricing model and analyzing published rates for industries relevant to our reporting units to estimate the cost of equity financing. We use discount rates that are commensurate with the risks and uncertainty inherent in the respective businesses and in our internally developed forecasts. Discount rates used in our reporting unit valuations ranged from 9.0% to 16.0%.

During the third quarter of 2014, we performed our annual impairment test of goodwill for all of our reporting units. Based on the results of our step one testing, the fair values of each of the GE reporting units exceeded their carrying values; therefore, the second step of the impairment test was not required to be performed for any of our reporting units and no goodwill impairment was recognized.

While all of our reporting units passed step one of our annual impairment testing, we identified one reporting unit for which the fair value was not substantially in excess of its carrying value. Within our Energy Management operating segment, the Power Conversion reporting unit was determined to have a fair value in excess of its carrying value by approximately 10%. The goodwill associated with the Power Conversion reporting unit was \$1.6 billion at September 30, 2014, representing approximately 2% of our total goodwill. While the goodwill of the reporting unit is not currently impaired, there could be an impairment in the future as a result of changes in certain estimates and assumptions. For example, the reporting unit's fair value could be adversely affected and result in an impairment of goodwill if actual cash flows are below estimated cash flows, the estimated cash flows are discounted at a higher risk-adjusted rate or market multiples decrease.

As of September 30, 2014, we believe the goodwill is recoverable for all of the reporting units; however, there can be no assurances that the goodwill will not be impaired in future periods.

In 2013, while the Real Estate reporting unit's book value was within the range of its fair value, we further substantiated our Real Estate goodwill balance by performing the second step analysis in which the implied fair value of goodwill exceeded its carrying value by approximately \$3.7 billion. In the current year, it was determined that the second step was not required, as the results of step one indicated that the fair value of the Real Estate reporting unit exceeded its book value.

Estimating the fair value of reporting units requires the use of estimates and significant judgments that are based on a number of factors including actual operating results. It is reasonably possible that the judgments and estimates described above could change in future periods.

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## Other Intangible Assets - Net

| (In millions)                             | SeptemberDecember |           |
|-------------------------------------------|-------------------|-----------|
|                                           | 30, 2014          | 31, 2013  |
| Intangible assets subject to amortization | \$ 14,249         | \$ 14,150 |
| Indefinite-lived intangible assets(a)     | 108               | 160       |
| Total                                     | \$ 14,357         | \$ 14,310 |

(a) Indefinite-lived intangible assets principally comprise trademarks and in-process research and development.

## Intangible Assets Subject to Amortization

| (In millions)                      | September 30, 2014          |                             |           | December 31, 2013           |                             |           |
|------------------------------------|-----------------------------|-----------------------------|-----------|-----------------------------|-----------------------------|-----------|
|                                    | Gross<br>carrying<br>amount | Accumulated<br>amortization | Net       | Gross<br>carrying<br>amount | Accumulated<br>amortization | Net       |
| Customer-related                   | \$ 8,508                    | \$ (2,575)                  | \$ 5,933  | \$ 7,938                    | \$ (2,312)                  | \$ 5,626  |
| Patents and technology             | 6,894                       | (2,918)                     | 3,976     | 6,602                       | (2,621)                     | 3,981     |
| Capitalized software               | 8,500                       | (5,301)                     | 3,199     | 8,256                       | (5,252)                     | 3,004     |
| Trademarks                         | 1,167                       | (243)                       | 924       | 1,356                       | (295)                       | 1,061     |
| Lease valuations                   | 594                         | (444)                       | 150       | 703                         | (498)                       | 205       |
| Present value of future profits(a) | 605                         | (605)                       | -         | 574                         | (574)                       | -         |
| All other                          | 456                         | (389)                       | 67        | 632                         | (359)                       | 273       |
| Total                              | \$ 26,724                   | \$ (12,475)                 | \$ 14,249 | \$ 26,061                   | \$ (11,911)                 | \$ 14,150 |

Balances at September 30, 2014 and December 31, 2013 reflect adjustments of \$300 million and \$322 million, respectively, to the present value of future profits in our run-off insurance operation to reflect the effects that would have been recognized had the related unrealized investment securities holding gains and losses actually been realized.

Intangible assets subject to amortization increased \$663 million in the nine months ended September 30, 2014, primarily as a result of acquisitions at Healthcare and Oil & Gas, as well as the capitalization of new software across several business platforms.

Consolidated amortization expense related to intangible assets subject to amortization was \$465 million and \$429 million in the three months ended September 30, 2014 and 2013, respectively, and \$1,316 million and \$1,257 million in the nine months ended September 30, 2014 and 2013, respectively.

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## 8. BORROWINGS AND BANK DEPOSITS

| (In millions)                                                      | September<br>30, 2014 | December<br>31, 2013 |
|--------------------------------------------------------------------|-----------------------|----------------------|
| Short-term borrowings                                              |                       |                      |
| GE                                                                 |                       |                      |
| Commercial paper                                                   | \$ 350                | \$ -                 |
| Payable to banks                                                   | 652                   | 346                  |
| Current portion of long-term borrowings                            | 82                    | 70                   |
| Other                                                              | 959                   | 1,425                |
| Total GE short-term borrowings                                     | 2,043                 | 1,841                |
| GECC                                                               |                       |                      |
| Commercial paper                                                   |                       |                      |
| U.S.                                                               | 21,999                | 24,877               |
| Non-U.S.                                                           | 3,014                 | 4,168                |
| Current portion of long-term borrowings(a)(b)                      | 37,319                | 39,215               |
| GE Interest Plus notes(c)                                          | 5,732                 | 8,699                |
| Other(b)                                                           | 612                   | 339                  |
| Total GECC short-term borrowings                                   | 68,676                | 77,298               |
| Eliminations                                                       | (803)                 | (1,249)              |
| Total short-term borrowings                                        | \$ 69,916             | \$ 77,890            |
| Long-term borrowings                                               |                       |                      |
| GE                                                                 |                       |                      |
| Senior notes                                                       | \$ 13,944             | \$ 10,968            |
| Payable to banks                                                   | 6                     | 10                   |
| Other                                                              | 593                   | 537                  |
| Total GE long-term borrowings                                      | 14,543                | 11,515               |
| GECC                                                               |                       |                      |
| Senior unsecured notes(a)(d)                                       | 170,048               | 186,433              |
| Subordinated notes(e)                                              | 4,775                 | 4,821                |
| Subordinated debentures(f)                                         | 7,263                 | 7,462                |
| Other(b)(g)                                                        | 16,649                | 11,563               |
| Total GECC long-term borrowings                                    | 198,735               | 210,279              |
| Eliminations                                                       | (99)                  | (129)                |
| Total long-term borrowings                                         | \$ 213,179            | \$ 221,665           |
| Non-recourse borrowings of consolidated securitization entities(h) | \$ 30,231             | \$ 30,124            |
| Bank deposits(i)                                                   | \$ 60,815             | \$ 53,361            |
| Total borrowings and bank deposits                                 | \$ 374,141            | \$ 383,040           |

(a) Included \$461 million and \$481 million of obligations to holders of GICs at September 30, 2014 and December 31, 2013, respectively. These obligations included conditions under which certain GIC holders could require immediate repayment of their investment should the long-term credit ratings of GECC fall below AA-/Aa3. The remaining outstanding GICs will continue to be subject to their scheduled maturities and individual terms, which may include provisions permitting redemption upon a downgrade of one or more of GECC's ratings, among other

things.

- Included \$7,385 million and \$9,468 million of funding secured by real estate, aircraft and other collateral at
- (b) September 30, 2014 and December 31, 2013, respectively, of which \$2,524 million and \$2,868 million is non-recourse to GECC at September 30, 2014 and December 31, 2013, respectively.
- (c) Entirely variable denomination floating-rate demand notes.
- Included \$700 million of debt at both September 30, 2014 and December 31, 2013 raised by a funding entity related to Penske Truck Leasing Co., L.P. (PTL). GECC, as co-issuer and co-guarantor of the debt, reports this
- (d) amount as borrowings in its financial statements. GECC has been indemnified by the other limited partners of PTL for their proportionate share of the debt obligation. Also included \$3,593 million related to Synchrony Financial. See Note 1.
- (e) Included \$300 million of subordinated notes guaranteed by GE at both September 30, 2014 and December 31, 2013.
- (f) Subordinated debentures receive rating agency equity credit.
- (g) Included \$7,495 million related to Synchrony Financial. See Note 1.
- (h) Included \$8,160 million and \$9,047 million of current portion of long-term borrowings at September 30, 2014 and December 31, 2013, respectively. See Note 16.
- Included \$12,259 million and \$13,614 million of deposits in non-U.S. banks at September 30, 2014 and December
- (i) 31, 2013, respectively, and \$22,872 million and \$18,275 million of certificates of deposits with maturities greater than one year at September 30, 2014 and December 31, 2013, respectively.

In the first quarter of 2014, GE issued \$3,000 million senior unsecured debt, composed of \$750 million aggregate principal amount of 3.375% Notes due 2024 and \$2,250 million aggregate principal amount of 4.500% Notes due 2044.

## 9. POSTRETIREMENT BENEFIT PLANS

We sponsor a number of pension and retiree health and life insurance benefit plans. Principal pension plans are the GE Pension Plan and the GE Supplementary Pension Plan. Principal retiree benefit plans provide health and life insurance benefits to certain eligible participants and these participants share in the cost of the healthcare benefits. Other pension plans include the U.S. and non-U.S. pension plans with pension assets or obligations greater than \$50 million. Smaller pension plans and other retiree benefit plans are not material individually or in the aggregate.

## Effect on Operations of Pension Plans

| (In millions)                       | Principal Pension Plans         |          |                                |          |
|-------------------------------------|---------------------------------|----------|--------------------------------|----------|
|                                     | Three months ended September 30 |          | Nine months ended September 30 |          |
|                                     | 2014                            | 2013     | 2014                           | 2013     |
| Service cost for benefits earned    | \$ 304                          | \$ 362   | \$ 921                         | \$ 1,145 |
| Prior service cost amortization     | 54                              | 62       | 162                            | 185      |
| Expected return on plan assets      | (792)                           | (875)    | (2,393)                        | (2,625)  |
| Interest cost on benefit obligation | 687                             | 615      | 2,060                          | 1,845    |
| Net actuarial loss amortization     | 642                             | 916      | 1,925                          | 2,748    |
| Curtailment loss                    | 65 (a)                          | -        | 65 (a)                         | -        |
| Pension plans cost                  | \$ 960                          | \$ 1,080 | \$ 2,740                       | \$ 3,298 |

(a) Loss resulting from of our agreement with Electrolux to sell the GE Appliances business.

| (In millions)                       | Other Pension Plans             |        |                                |        |
|-------------------------------------|---------------------------------|--------|--------------------------------|--------|
|                                     | Three months ended September 30 |        | Nine months ended September 30 |        |
|                                     | 2014                            | 2013   | 2014                           | 2013   |
| Service cost for benefits earned    | \$ 91                           | \$ 130 | \$ 310                         | \$ 330 |
| Prior service cost amortization     | 1                               | 2      | 4                              | 6      |
| Expected return on plan assets      | (200)                           | (170)  | (596)                          | (496)  |
| Interest cost on benefit obligation | 149                             | 135    | 443                            | 392    |
| Net actuarial loss amortization     | 50                              | 85     | 149                            | 256    |
| Pension plans cost                  | \$ 91                           | \$ 182 | \$ 310                         | \$ 488 |

## Effect on Operations of Principal Retiree Health and Life Insurance Plans

| (In millions) | Principal Retiree Health and Life Insurance Plans |      |                                |      |
|---------------|---------------------------------------------------|------|--------------------------------|------|
|               | Three months ended September 30                   |      | Nine months ended September 30 |      |
|               | 2014                                              | 2013 | 2014                           | 2013 |

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|                                     |        |        |        |        |
|-------------------------------------|--------|--------|--------|--------|
| Service cost for benefits earned    | \$ 41  | \$ 43  | \$ 125 | \$ 168 |
| Prior service cost amortization     | 88     | 98     | 285    | 294    |
| Expected return on plan assets      | (12)   | (15)   | (37)   | (45)   |
| Interest cost on benefit obligation | 106    | 101    | 326    | 309    |
| Net actuarial gain amortization     | (38)   | (16)   | (124)  | (28)   |
| Curtailment loss                    | 48 (a) | -      | 48 (a) | -      |
| Retiree benefit plans cost          | \$ 233 | \$ 211 | \$ 623 | \$ 698 |

(a) Loss resulting from of our agreement with Electrolux to sell the GE Appliances business.

In September 2014, the Company's Board of Directors approved a plan amendment that affects post-65 retiree health coverage for certain former salaried employees and eligible dependents. Effective January 1, 2015, the Company will transition eligible participants to a notional credit to help pay for eligible premiums and out-of-pocket expenses. The postretirement benefit plan obligations were remeasured to reflect this change, reducing obligations by \$586 million for the plan amendment partially offset by a \$290 million actuarial loss to reflect lower discount rates.

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## 10. INCOME TAXES

## Unrecognized Tax Benefits

| (In millions)                                                                                        | September<br>30,<br>2014 | December<br>31, 2013 |
|------------------------------------------------------------------------------------------------------|--------------------------|----------------------|
| Unrecognized tax benefits                                                                            | \$ 5,877                 | \$ 5,816             |
| Portion that, if recognized, would reduce tax<br>expense and effective tax rate(a)                   | 3,973                    | 4,307                |
| Accrued interest on unrecognized tax benefits                                                        | 823                      | 975                  |
| Accrued penalties on unrecognized tax benefits                                                       | 100                      | 164                  |
| Reasonably possible reduction to the balance of<br>unrecognized tax benefits in succeeding 12 months | 0-650                    | 0-900                |
| Portion that, if recognized, would reduce tax<br>expense and effective tax rate(a)                   | 0-100                    | 0-350                |

(a) Some portion of such reduction may be reported as discontinued operations.

The Internal Revenue Service (IRS) is currently auditing our consolidated U.S. income tax returns for 2010-2011. In addition, certain other U.S. tax deficiency issues and refund claims for previous years are still unresolved. The IRS has disallowed the tax loss on our 2003 disposition of ERC Life Reinsurance Corporation. We have contested the disallowance of this loss. It is reasonably possible that the unresolved items could be resolved during the next 12 months, which could result in a decrease in our balance of unrecognized tax benefits – that is, the aggregate tax effect of differences between tax return positions and the benefits recognized in our financial statements. We believe that there are no other jurisdictions in which the outcome of unresolved issues or claims is likely to be material to our results of operations, financial position or cash flows. We further believe that we have made adequate provision for all income tax uncertainties.

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## 11. SHAREOWNERS' EQUITY

## Accumulated Other Comprehensive Income (Loss)

| (In millions)                                                                                                                   | Three months ended<br>September 30 |             | Nine months ended<br>September 30 |             |
|---------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------|-----------------------------------|-------------|
|                                                                                                                                 | 2014                               | 2013        | 2014                              | 2013        |
| Investment securities                                                                                                           |                                    |             |                                   |             |
| Beginning balance                                                                                                               | \$ 1,040                           | \$ 146      | \$ 307                            | \$ 677      |
| Other comprehensive income (loss) (OCI) before reclassifications –<br>net of deferred taxes of \$(146), \$67, \$310 and \$(302) | (265)                              | 155         | 484                               | (515)       |
| Reclassifications from OCI – net of deferred taxes<br>of \$(15), \$11, \$(19) and \$124                                         | (19)                               | 15          | (34)                              | 153         |
| Other comprehensive income (loss)(a)                                                                                            | (284)                              | 170         | 450                               | (362)       |
| Less OCI attributable to noncontrolling interests                                                                               | 1                                  | 1           | 2                                 | -           |
| Ending balance                                                                                                                  | \$ 755                             | \$ 315      | \$ 755                            | \$ 315      |
| Currency translation adjustments (CTA)                                                                                          |                                    |             |                                   |             |
| Beginning balance                                                                                                               | \$ 61                              | \$ 358      | \$ 126                            | \$ 412      |
| OCI before reclassifications – net of deferred taxes<br>of \$198, \$(12), \$314 and \$(326)                                     | (1,575)                            | (327)       | (1,674)                           | (313)       |
| Reclassifications from OCI – net of deferred taxes<br>of \$1, \$7, \$124 and \$85                                               | (15)                               | (56)        | 25                                | (156)       |
| Other comprehensive income (loss)(a)                                                                                            | (1,590)                            | (383)       | (1,649)                           | (469)       |
| Less OCI attributable to noncontrolling interests                                                                               | (11)                               | 11          | (5)                               | (21)        |
| Ending balance                                                                                                                  | \$ (1,518)                         | \$ (36)     | \$ (1,518)                        | \$ (36)     |
| Cash flow hedges                                                                                                                |                                    |             |                                   |             |
| Beginning balance                                                                                                               | \$ (176)                           | \$ (430)    | \$ (257)                          | \$ (722)    |
| OCI before reclassifications – net of deferred taxes<br>of \$(44), \$43, \$(5) and \$144                                        | (329)                              | 63          | (421)                             | 271         |
| Reclassifications from OCI – net of deferred taxes<br>of \$30, \$(20), \$39 and \$(85)                                          | 384                                | (5)         | 557                               | 80          |
| Other comprehensive income (loss)(a)                                                                                            | 55                                 | 58          | 136                               | 351         |
| Less OCI attributable to noncontrolling interests                                                                               | -                                  | (2)         | -                                 | (1)         |
| Ending balance                                                                                                                  | \$ (121)                           | \$ (370)    | \$ (121)                          | \$ (370)    |
| Benefit plans                                                                                                                   |                                    |             |                                   |             |
| Beginning balance                                                                                                               | \$ (8,083)                         | \$ (18,537) | \$ (9,296)                        | \$ (20,597) |
| Prior service credit (costs) - net of deferred taxes<br>of \$212, \$0, \$212 and \$0                                            | 374                                | -           | 374                               | -           |
| Net actuarial gain (loss) – net of deferred taxes<br>of \$(58), \$(7), \$(26) and \$295                                         | (107)                              | 9           | 59                                | 548         |
| Net curtailment/settlement - net of deferred taxes<br>of \$41, \$0, \$41 and \$0                                                | 72                                 | -           | 72                                | -           |
| Prior service cost amortization – net of deferred taxes<br>of \$62, \$68, \$192 and \$201                                       | 85                                 | 100         | 273                               | 298         |
| Net actuarial loss amortization – net of deferred taxes<br>of \$213, \$334, \$637 and \$1,008                                   | 435                                | 656         | 1,294                             | 1,980       |

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|                                                   |            |             |            |             |
|---------------------------------------------------|------------|-------------|------------|-------------|
| Other comprehensive income (loss)(a)              | 859        | 765         | 2,072      | 2,826       |
| Less OCI attributable to noncontrolling interests | 2          | -           | 2          | 1           |
| Ending balance                                    | \$ (7,226) | \$ (17,772) | \$ (7,226) | \$ (17,772) |

|                                                               |            |             |            |             |
|---------------------------------------------------------------|------------|-------------|------------|-------------|
| Accumulated other comprehensive income (loss) at September 30 | \$ (8,110) | \$ (17,863) | \$ (8,110) | \$ (17,863) |
|---------------------------------------------------------------|------------|-------------|------------|-------------|

Total other comprehensive income (loss) was \$(960) million and \$610 million in the three months ended (a) September 30, 2014 and 2013, respectively, and \$1,009 million and \$2,346 million in the nine months ended September 30, 2014 and 2013, respectively.

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## Reclassification out of AOCI

| (In millions)                                            | Three months ended<br>September 30 |                                     | Nine months ended<br>September 30       |                                           | Statement of Earnings Caption                                                 |
|----------------------------------------------------------|------------------------------------|-------------------------------------|-----------------------------------------|-------------------------------------------|-------------------------------------------------------------------------------|
|                                                          | 2014                               | 2013                                | 2014                                    | 2013                                      |                                                                               |
| Available-for-sale securities                            |                                    |                                     |                                         |                                           |                                                                               |
| Realized gains (losses) on sale/impairment of securities | \$ 34<br>(15)<br>\$ 19             | \$ (26)<br>11<br>\$ (15)            | \$ 53<br>(19)<br>\$ 34                  | \$ (277)<br>124<br>\$ (153)               | Other income<br>Benefit (provision) for income taxes<br>Net of tax            |
| Currency translation adjustments                         |                                    |                                     |                                         |                                           |                                                                               |
| Gains (losses) on dispositions                           | \$ 14<br>1<br>\$ 15                | \$ 49<br>7<br>\$ 56                 | \$ (149)<br>124<br>\$ (25)              | \$ 71<br>85<br>\$ 156                     | Costs and expenses<br>Benefit (provision) for income taxes<br>Net of tax      |
| Cash flow hedges                                         |                                    |                                     |                                         |                                           |                                                                               |
| Gains (losses) on interest rate derivatives              | \$ (53)                            | \$ (88)                             | \$ (182)                                | \$ (282)                                  | Interest and other financial charges                                          |
| Foreign exchange contracts                               | (381)                              | 62                                  | (400)                                   | 168                                       | (a)                                                                           |
| Other                                                    | 20<br>(414)<br>30<br>\$ (384)      | 51<br>25<br>(20)<br>\$ 5            | (14)<br>(596)<br>39<br>\$ (557)         | 119<br>5<br>(85)<br>\$ (80)               | (b)<br>Total before tax<br>Benefit (provision) for income taxes<br>Net of tax |
| Benefit plan items                                       |                                    |                                     |                                         |                                           |                                                                               |
| Curtailment loss                                         | \$ (113)                           | \$ -                                | \$ (113)                                | \$ -                                      | (c)                                                                           |
| Amortization of prior service costs                      | (147)                              | (168)                               | (465)                                   | (499)                                     | (c)                                                                           |
| Amortization of actuarial gains (losses)                 | (648)<br>(908)<br>316<br>\$ (592)  | (990)<br>(1,158)<br>402<br>\$ (756) | (1,931)<br>(2,509)<br>870<br>\$ (1,639) | (2,988)<br>(3,487)<br>1,209<br>\$ (2,278) | (c)<br>Total before tax<br>Benefit (provision) for income taxes<br>Net of tax |
| Total reclassification adjustments                       | \$ (942)                           | \$ (710)                            | \$ (2,187)                              | \$ (2,355)                                | Net of tax                                                                    |

Included \$(357) million and \$73 million in GECC revenues from services and \$(24) million and \$(11) million in interest and other financial charges in the three months ended September 30, 2014 and 2013, respectively, and (a) \$(368) million and \$210 million in GECC revenues from services and \$(32) million and \$(42) million in interest and other financial charges in the nine months ended September 30, 2014 and 2013, respectively.

(b) Primarily recorded in costs and expenses.

(c) Curtailment loss, amortization of prior service costs and actuarial gains and losses out of AOCI are included in the computation of net periodic pension costs. See Note 9 for further information.

## Noncontrolling Interests

| (In millions)     | Three months ended<br>September 30 |          | Nine months ended<br>September 30 |          |
|-------------------|------------------------------------|----------|-----------------------------------|----------|
|                   | 2014                               | 2013     | 2014                              | 2013     |
| Beginning balance | \$ 6,054                           | \$ 6,302 | \$ 6,217                          | \$ 5,444 |

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|                                  |          |          |          |          |
|----------------------------------|----------|----------|----------|----------|
| Net earnings (loss)              | (21)     | (10)     | (2)      | 140      |
| GECC issuance of preferred stock | -        | -        | -        | 990      |
| GECC preferred stock dividend    | -        | -        | (161)    | (135)    |
| Dividends                        | (20)     | (9)      | (55)     | (72)     |
| Dispositions                     | (6)      | (15)     | (98)     | (119)    |
| Synchrony Financial IPO          | 2,393    | -        | 2,393    | -        |
| Other (including AOCI)           | 113      | 85       | 219      | 105      |
| Ending balance                   | \$ 8,513 | \$ 6,353 | \$ 8,513 | \$ 6,353 |

GECC preferred stock is presented as noncontrolling interests in the GE consolidated Condensed Statement of Financial Position. GECC preferred stock dividends are presented as noncontrolling interests in the GE consolidated Condensed Statement of Earnings.

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## Other

GE's authorized common stock consists of 13,200,000,000 shares having a par value of \$0.06 each.

GECC paid quarterly dividends of \$472 million and \$500 million and special dividends of \$333 million and \$1,500 million to GE in the three months ended September 30, 2014 and 2013, respectively. GECC paid quarterly dividends of \$1,555 million and \$947 million and special dividends of \$666 million and \$3,000 million to GE in the nine months ended September 30, 2014 and 2013, respectively.

## 12. GECC REVENUES FROM SERVICES

| (In millions)                           | Three months ended September 30 |           | Nine months ended September 30 |           |
|-----------------------------------------|---------------------------------|-----------|--------------------------------|-----------|
|                                         | 2014                            | 2013      | 2014                           | 2013      |
| Interest on loans                       | \$ 4,350                        | \$ 4,532  | \$ 12,912                      | \$ 13,443 |
| Equipment leased to others              | 2,417                           | 2,435     | 7,514                          | 7,397     |
| Fees                                    | 1,177                           | 1,195     | 3,412                          | 3,485     |
| Investment income(a)                    | 617                             | 514       | 1,785                          | 1,502     |
| Financing leases                        | 345                             | 395       | 1,075                          | 1,220     |
| Associated companies                    | 211                             | 406       | 884                            | 852       |
| Premiums earned by insurance activities | 397                             | 403       | 1,130                          | 1,208     |
| Real estate investments(b)              | 358                             | 331       | 1,058                          | 2,139     |
| Other items                             | 551                             | 362       | 1,354                          | 1,654     |
|                                         | 10,423                          | 10,573    | 31,124                         | 32,900    |
| Eliminations                            | (397)                           | (427)     | (1,169)                        | (1,160)   |
| Total                                   | \$ 10,026                       | \$ 10,146 | \$ 29,955                      | \$ 31,740 |

Included net other-than-temporary impairments on investment securities of \$5 million and \$56 million in the three months ended September 30, 2014 and 2013, respectively, and \$48 million and \$467 million in the nine months ended September 30, 2014 and 2013, respectively. The nine months ended September 30, 2013 included \$96 million related to the impairment of an investment in a Brazilian company that was fully offset by the benefit of a guarantee provided by GE reflected as a component in other items.

(b) During the nine months ended September 30, 2013, we sold real estate comprising certain floors located at 30 Rockefeller Center, New York for a pre-tax gain of \$902 million.

## 13. EARNINGS PER SHARE INFORMATION

| (In millions; per-share amounts in dollars) | Three months ended September 30 |       |         |       |
|---------------------------------------------|---------------------------------|-------|---------|-------|
|                                             | 2014                            |       | 2013    |       |
|                                             | Diluted                         | Basic | Diluted | Basic |

Amounts attributable to the Company:

Consolidated

Earnings from continuing operations attributable to

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|                                                                                       |          |          |          |          |
|---------------------------------------------------------------------------------------|----------|----------|----------|----------|
| common shareowners for per-share calculation(a)(b)                                    | \$ 3,475 | \$ 3,475 | \$ 3,268 | \$ 3,278 |
| Earnings (loss) from discontinued operations<br>for per-share calculation(a)(b)       | 57       | 57       | (101)    | (91)     |
| Net earnings attributable to GE common<br>shareowners for per-share calculation(a)(b) | \$ 3,532 | \$ 3,532 | \$ 3,177 | \$ 3,187 |
| Average equivalent shares                                                             |          |          |          |          |
| Shares of GE common stock outstanding                                                 | 10,039   | 10,039   | 10,151   | 10,151   |
| Employee compensation-related shares (including<br>stock options) and warrants        | 80       | -        | 72       | -        |
| Total average equivalent shares                                                       | 10,119   | 10,039   | 10,223   | 10,151   |
| Per-share amounts                                                                     |          |          |          |          |
| Earnings from continuing operations                                                   | \$ 0.34  | \$ 0.35  | \$ 0.32  | \$ 0.32  |
| Earnings (loss) from discontinued operations                                          | 0.01     | 0.01     | (0.01)   | (0.01)   |
| Net earnings                                                                          | 0.35     | 0.35     | 0.31     | 0.31     |

(a) Included an insignificant amount of dividend equivalents in each of the periods presented.

(b) Included in the three months ended September 30, 2013 is a dilutive adjustment for the change in income for forward purchase contracts that may be settled in stock.

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| (In millions; per-share amounts in dollars)                                                            | Nine months ended September 30 |           |           |           |
|--------------------------------------------------------------------------------------------------------|--------------------------------|-----------|-----------|-----------|
|                                                                                                        | 2014                           |           | 2013      |           |
|                                                                                                        | Diluted                        | Basic     | Diluted   | Basic     |
| Amounts attributable to the Company:                                                                   |                                |           |           |           |
| Consolidated                                                                                           |                                |           |           |           |
| Earnings from continuing operations attributable to common shareowners for per-share calculation(a)(b) | \$ 10,039                      | \$ 10,039 | \$ 10,172 | \$ 10,172 |
| Earnings (loss) from discontinued operations for per-share calculation(a)(b)                           | 29                             | 29        | (334)     | (334)     |
| Net earnings attributable to GE common shareowners for per-share calculation(a)(b)                     | \$ 10,068                      | \$ 10,067 | \$ 9,838  | \$ 9,838  |
| Average equivalent shares                                                                              |                                |           |           |           |
| Shares of GE common stock outstanding                                                                  | 10,042                         | 10,042    | 10,262    | 10,262    |
| Employee compensation-related shares (including stock options) and warrants                            | 79                             | -         | 65        | -         |
| Total average equivalent shares                                                                        | 10,121                         | 10,042    | 10,328    | 10,262    |
| Per-share amounts                                                                                      |                                |           |           |           |
| Earnings from continuing operations                                                                    | \$ 0.99                        | \$ 1.00   | \$ 0.98   | \$ 0.99   |
| Earnings (loss) from discontinued operations                                                           | -                              | -         | (0.03)    | (0.03)    |
| Net earnings                                                                                           | 0.99                           | 1.00      | 0.95      | 0.96      |

(a) Included an insignificant amount of dividend equivalents in each of the periods presented.

(b) Included in the nine months ended September 30, 2013 is a dilutive adjustment for the change in income for forward purchase contracts that may be settled in stock.

For the three and nine months ended September 30, 2014 and 2013, there were approximately 88 million and 78 million, respectively, and 104 million and 273 million, respectively, of outstanding stock awards that were not included in the computation of diluted earnings per share because their effect was antidilutive.

Earnings-per-share amounts are computed independently for earnings from continuing operations, earnings (loss) from discontinued operations and net earnings. As a result, the sum of per-share amounts from continuing operations and discontinued operations may not equal the total per-share amounts for net earnings.

#### 14. FAIR VALUE MEASUREMENTS

##### Recurring Fair Value Measurements

Our assets and liabilities measured at fair value on a recurring basis include investment securities primarily supporting obligations to annuitants and policyholders in our run-off insurance operations and supporting obligations to holders of GICs in Trinity and investment securities held in our CLL business collateralized by senior secured loans of high-quality, middle-market companies in a variety of industries.

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Assets and Liabilities Measured at Fair Value on a Recurring Basis

| (In millions)                      | Level 1 (a) | Level 2 (a) | Level 3   | Netting adjustment(b) | Net balance |
|------------------------------------|-------------|-------------|-----------|-----------------------|-------------|
| September 30, 2014                 |             |             |           |                       |             |
| Assets                             |             |             |           |                       |             |
| Investment securities              |             |             |           |                       |             |
| Debt                               |             |             |           |                       |             |
| U.S. corporate                     | \$ -        | \$ 20,315   | \$ 3,117  | \$ -                  | \$ 23,432   |
| State and municipal                | -           | 5,032       | 572       | -                     | 5,604       |
| Residential mortgage-backed        | -           | 1,812       | 16        | -                     | 1,828       |
| Commercial mortgage-backed         | -           | 3,124       | 10        | -                     | 3,134       |
| Asset-backed(c)                    | -           | 393         | 7,267     | -                     | 7,660       |
| Corporate – non-U.S.               | -           | 711         | 1,003     | -                     | 1,714       |
| Government – non-U.S.              | 59          | 2,318       | -         | -                     | 2,377       |
| U.S. government and federal agency | -           | 368         | 264       | -                     | 632         |
| Retained interests                 | -           | -           | 27        | -                     | 27          |
| Equity                             |             |             |           |                       |             |
| Available-for-sale                 | 431         | 27          | 9         | -                     | 467         |
| Trading                            | 139         | 2           | -         | -                     | 141         |
| Derivatives(d)                     | -           | 9,345       | 137       | (7,186)               | 2,296       |
| Other(e)                           | -           | -           | 347       | -                     | 347         |
| Total                              | \$ 629      | \$ 43,447   | \$ 12,769 | \$ (7,186)            | \$ 49,659   |
| Liabilities                        |             |             |           |                       |             |
| Derivatives                        | \$ -        | \$ 4,215    | \$ 15     | \$ (3,889)            | \$ 341      |
| Other(f)                           | -           | 1,151       | -         | -                     | 1,151       |
| Total                              | \$ -        | \$ 5,366    | \$ 15     | \$ (3,889)            | \$ 1,492    |
| December 31, 2013                  |             |             |           |                       |             |
| Assets                             |             |             |           |                       |             |
| Investment securities              |             |             |           |                       |             |
| Debt                               |             |             |           |                       |             |
| U.S. corporate                     | \$ -        | \$ 18,788   | \$ 2,953  | \$ -                  | \$ 21,741   |
| State and municipal                | -           | 4,193       | 96        | -                     | 4,289       |
| Residential mortgage-backed        | -           | 1,824       | 86        | -                     | 1,910       |
| Commercial mortgage-backed         | -           | 3,025       | 10        | -                     | 3,035       |
| Asset-backed(c)                    | -           | 489         | 6,898     | -                     | 7,387       |
| Corporate – non-U.S.               | 61          | 645         | 1,064     | -                     | 1,770       |
| Government – non-U.S.              | 1,590       | 789         | 31        | -                     | 2,410       |
| U.S. government and federal agency | -           | 545         | 225       | -                     | 770         |
| Retained interests                 | -           | -           | 72        | -                     | 72          |
| Equity                             |             |             |           |                       |             |
| Available-for-sale                 | 475         | 31          | 11        | -                     | 517         |
| Trading                            | 78          | 2           | -         | -                     | 80          |
| Derivatives(d)                     | -           | 8,304       | 175       | (6,739)               | 1,740       |
| Other(e)                           | -           | -           | 494       | -                     | 494         |
| Total                              | \$ 2,204    | \$ 38,635   | \$ 12,115 | \$ (6,739)            | \$ 46,215   |

Liabilities

|             |      |          |       |            |          |
|-------------|------|----------|-------|------------|----------|
| Derivatives | \$ - | \$ 5,409 | \$ 20 | \$ (4,355) | \$ 1,074 |
| Other(f)    | -    | 1,170    | -     | -          | 1,170    |
| Total       | \$ - | \$ 6,579 | \$ 20 | \$ (4,355) | \$ 2,244 |

(a) Included \$912 million of Government – non-U.S. and \$17 million of Corporate – non-U.S. available-for-sale debt securities transferred from Level 1 to Level 2 primarily attributable to changes in market observable data in the nine months ended September 30, 2014. The fair value of securities transferred between Level 1 and Level 2 was \$2 million in the twelve months ended December 31, 2013.

(b) The netting of derivative receivables and payables (including the effects of any collateral posted or received) is permitted when a legally enforceable master netting agreement exists.

(c) Includes investments in our CLL business in asset-backed securities collateralized by senior secured loans of high-quality, middle-market companies in a variety of industries.

(d) The fair value of derivatives includes an adjustment for non-performance risk. The cumulative adjustment was a gain (loss) of \$20 million and \$(7) million at September 30, 2014 and December 31, 2013, respectively. See Note 15 for additional information on the composition of our derivative portfolio.

(e) Includes private equity investments and loans designated under the fair value option.

(f) Primarily represented the liability associated with certain of our deferred incentive compensation plans.

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## Level 3 Instruments

The majority of our Level 3 balances consist of investment securities classified as available-for-sale with changes in fair value recorded in shareowners' equity.

## Changes in Level 3 Instruments for the Three Months Ended

|                              |                         | Net<br>realized/<br>unrealized<br>gains<br>(losses)<br>included<br>in<br>earnings | Net<br>realized/<br>realized/<br>unrealized<br>gains<br>(losses)<br>included<br>in AOCI | Purchases       | Sales           | Settlements       | Transfers<br>into<br>Level<br>3(b) | Transfers<br>out of<br>Level<br>3(b) | Balance<br>at<br>September<br>30 | Net<br>change<br>in<br>unrealized<br>gains<br>(losses)<br>relating<br>to<br>instruments<br>still held<br>at<br>September<br>30(c) |
|------------------------------|-------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-----------------|-----------------|-------------------|------------------------------------|--------------------------------------|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| (In millions)                | Balance<br>at<br>July 1 |                                                                                   |                                                                                         |                 |                 |                   |                                    |                                      |                                  |                                                                                                                                   |
| <b>2014</b>                  |                         |                                                                                   |                                                                                         |                 |                 |                   |                                    |                                      |                                  |                                                                                                                                   |
| <b>Investment securities</b> |                         |                                                                                   |                                                                                         |                 |                 |                   |                                    |                                      |                                  |                                                                                                                                   |
| <b>Debt</b>                  |                         |                                                                                   |                                                                                         |                 |                 |                   |                                    |                                      |                                  |                                                                                                                                   |
| U.S. corporate               | \$ 3,155                | \$ 7                                                                              | \$ (9)                                                                                  | \$ 102          | \$ (63)         | \$ (91)           | \$ 32                              | \$ (16)                              | \$ 3,117                         | \$ -                                                                                                                              |
| State and municipal          | 560                     | -                                                                                 | -                                                                                       | 4               | (10)            | (1)               | 19                                 | -                                    | 572                              | -                                                                                                                                 |
| RMBS                         | 66                      | -                                                                                 | -                                                                                       | -               | -               | (3)               | -                                  | (47)                                 | 16                               | -                                                                                                                                 |
| CMBS                         | 12                      | -                                                                                 | -                                                                                       | -               | -               | (2)               | -                                  | -                                    | 10                               | -                                                                                                                                 |
| ABS                          | 7,277                   | 1                                                                                 | (106)                                                                                   | 784             | -               | (689)             | -                                  | -                                    | 7,267                            | -                                                                                                                                 |
| Corporate – non-U.S.         | 1,054                   | 6                                                                                 | (18)                                                                                    | 179             | (10)            | (208)             | -                                  | -                                    | 1,003                            | -                                                                                                                                 |
| Government – non-U.S.        | 1                       | -                                                                                 | -                                                                                       | -               | -               | -                 | -                                  | (1)                                  | -                                | -                                                                                                                                 |
| U.S. government and          |                         |                                                                                   |                                                                                         |                 |                 |                   |                                    |                                      |                                  |                                                                                                                                   |
| federal agency               | 249                     | -                                                                                 | 6                                                                                       | -               | -               | -                 | 9                                  | -                                    | 264                              | -                                                                                                                                 |
| Retained interests           | 73                      | 32                                                                                | (10)                                                                                    | -               | (67)            | (1)               | -                                  | -                                    | 27                               | -                                                                                                                                 |
| <b>Equity</b>                |                         |                                                                                   |                                                                                         |                 |                 |                   |                                    |                                      |                                  |                                                                                                                                   |
| Available-for-sale           | 9                       | -                                                                                 | -                                                                                       | -               | -               | -                 | -                                  | -                                    | 9                                | -                                                                                                                                 |
| Derivatives(d)(e)            | 151                     | (13)                                                                              | 1                                                                                       | (3)             | -               | (1)               | -                                  | (1)                                  | 134                              | (15)                                                                                                                              |
| Other                        | 357                     | 3                                                                                 | -                                                                                       | 266             | (1)             | (280)             | -                                  | 2                                    | 347                              | -                                                                                                                                 |
| <b>Total</b>                 | <b>\$ 12,964</b>        | <b>\$ 36</b>                                                                      | <b>\$ (136)</b>                                                                         | <b>\$ 1,332</b> | <b>\$ (151)</b> | <b>\$ (1,276)</b> | <b>\$ 60</b>                       | <b>\$ (63)</b>                       | <b>\$ 12,766</b>                 | <b>\$ (15)</b>                                                                                                                    |

**2013****Investment securities**

|                     |          |       |         |        |         |         |      |      |          |      |
|---------------------|----------|-------|---------|--------|---------|---------|------|------|----------|------|
| <b>Debt</b>         |          |       |         |        |         |         |      |      |          |      |
| U.S. corporate      | \$ 3,229 | \$ 24 | \$ (32) | \$ 160 | \$ (34) | \$ (49) | \$ - | \$ - | \$ 3,298 | \$ - |
| State and municipal | 98       | -     | (4)     | 4      | -       | (4)     | -    | -    | 94       | -    |
| RMBS                | 91       | -     | (2)     | -      | -       | (1)     | -    | -    | 88       | -    |
| CMBS                | 5        | -     | -       | -      | -       | (1)     | 10   | -    | 14       | -    |
| ABS                 | 5,346    | 1     | 36      | 569    | -       | (14)    | -    | -    | 5,938    | -    |

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|                                    |           |       |         |          |          |            |       |         |           |         |
|------------------------------------|-----------|-------|---------|----------|----------|------------|-------|---------|-----------|---------|
| Corporate – non-U.S.               | 1,197     | (29)  | (2)     | 1,827    | -        | (1,930)    | -     | (10)    | 1,053     | -       |
| Government – non-U.S.              | 38        | 1     | (6)     | -        | -        | -          | -     | -       | 33        | -       |
| U.S. government and federal agency | 264       | -     | (52)    | -        | -        | -          | -     | -       | 212       | -       |
| Retained interests                 | 93        | -     | (11)    | -        | -        | (4)        | -     | -       | 78        | -       |
| Equity Available-for-sale          | 10        | -     | -       | -        | -        | -          | 1     | -       | 11        | -       |
| Derivatives(d)(e)                  | 167       | 1     | 1       | (1)      | -        | 2          | 2     | (1)     | 171       | 13      |
| Other                              | 854       | 16    | (1)     | 148      | (295)    | -          | -     | (4)     | 718       | (34)    |
| Total                              | \$ 11,392 | \$ 14 | \$ (73) | \$ 2,707 | \$ (329) | \$ (2,001) | \$ 13 | \$ (15) | \$ 11,708 | \$ (21) |

(a) Earnings effects are primarily included in the GECC revenues from services and Interest and other financial charges captions in the Condensed Statement of Earnings.

Transfers in and out of Level 3 are considered to occur at the beginning of the period. Transfers out of Level 3 (b) were primarily a result of increased use of quotes from independent pricing vendors based on recent trading activity.

(c) Represented the amount of unrealized gains or losses for the period included in earnings.

(d) Represented derivative assets net of derivative liabilities and included cash accruals of \$12 million and \$8 million not reflected in the fair value hierarchy table in the three months ended September 30, 2014 and 2013, respectively.

(e) Gains (losses) included in net realized/unrealized gains (losses) included in earnings were offset by the earnings effects from the underlying items that were economically hedged. See Note 15.

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## Changes in Level 3 Instruments for the Nine Months Ended

| (In millions)                      | Balance at January 1 | Net realized/unrealized gains (losses) included in earnings(a) | Net realized/unrealized gains (losses) included in AOCI | Purchases | Sales    | Settlements | Transfers                 |                             | Balance at September 30 | Net change in unrealized gains (losses) relating to instruments still held at September 30(c) |
|------------------------------------|----------------------|----------------------------------------------------------------|---------------------------------------------------------|-----------|----------|-------------|---------------------------|-----------------------------|-------------------------|-----------------------------------------------------------------------------------------------|
|                                    |                      |                                                                |                                                         |           |          |             | Transfers into Level 3(b) | Transfers out of Level 3(b) |                         |                                                                                               |
| 2014                               |                      |                                                                |                                                         |           |          |             |                           |                             |                         |                                                                                               |
| Investment securities              |                      |                                                                |                                                         |           |          |             |                           |                             |                         |                                                                                               |
| Debt                               |                      |                                                                |                                                         |           |          |             |                           |                             |                         |                                                                                               |
| U.S. corporate                     | \$ 2,953             | \$ 27                                                          | \$ 103                                                  | \$ 449    | \$ (222) | \$ (230)    | \$ 170                    | \$ (133)                    | \$ 3,117                | \$ -                                                                                          |
| State and municipal                | 96                   | -                                                              | 31                                                      | 17        | (17)     | (9)         | 454                       | -                           | 572                     | -                                                                                             |
| RMBS                               | 86                   | 1                                                              | -                                                       | -         | (16)     | (8)         | -                         | (47)                        | 16                      | -                                                                                             |
| CMBS                               | 10                   | -                                                              | -                                                       | -         | -        | (2)         | 2                         | -                           | 10                      | -                                                                                             |
| ABS                                | 6,898                | 3                                                              | (132)                                                   | 1,780     | -        | (1,272)     | -                         | (10)                        | 7,267                   | -                                                                                             |
| Corporate – non-U.S.               | 1,064                | 9                                                              | 61                                                      | 614       | (75)     | (665)       | 1                         | (6)                         | 1,003                   | -                                                                                             |
| Government – non-U.S.              | 31                   | -                                                              | -                                                       | -         | -        | -           | -                         | (31)                        | -                       | -                                                                                             |
| U.S. government and federal agency | 225                  | -                                                              | 32                                                      | -         | -        | -           | 9                         | (2)                         | 264                     | -                                                                                             |
| Retained interests                 | 72                   | 35                                                             | (5)                                                     | 1         | (67)     | (9)         | -                         | -                           | 27                      | -                                                                                             |
| Equity                             |                      |                                                                |                                                         |           |          |             |                           |                             |                         |                                                                                               |
| Available-for-sale                 | 11                   | -                                                              | -                                                       | 2         | (2)      | (2)         | -                         | -                           | 9                       | -                                                                                             |
| Derivatives(d)(e)                  | 164                  | (25)                                                           | 1                                                       | (4)       | -        | 1           | (1)                       | (2)                         | 134                     | (19)                                                                                          |
| Other                              | 494                  | 17                                                             | -                                                       | 523       | (16)     | (392)       | -                         | (279)                       | 347                     | 4                                                                                             |
| Total                              | \$ 12,104            | \$ 67                                                          | \$ 91                                                   | \$ 3,382  | \$ (415) | \$ (2,588)  | \$ 635                    | \$ (510)                    | \$ 12,766               | \$ (15)                                                                                       |

## 2013

Investment  
securities

## Debt

|                        |          |          |        |        |          |          |        |         |          |      |
|------------------------|----------|----------|--------|--------|----------|----------|--------|---------|----------|------|
| U.S. corporate         | \$ 3,591 | \$ (247) | \$ 184 | \$ 257 | \$ (383) | \$ (139) | \$ 108 | \$ (73) | \$ 3,298 | \$ - |
| State and<br>municipal | 77       | -        | (8)    | 20     | -        | (5)      | 10     | -       | 94       | -    |
| RMBS                   | 100      | -        | (4)    | -      | (2)      | (6)      | -      | -       | 88       | -    |
| CMBS                   | 6        | -        | -      | -      | -        | (2)      | 10     | -       | 14       | -    |
| ABS                    | 5,023    | 3        | (32)   | 1,479  | (1)      | (539)    | 12     | (7)     | 5,938    | -    |

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|                                    |           |          |       |          |          |            |        |          |           |          |
|------------------------------------|-----------|----------|-------|----------|----------|------------|--------|----------|-----------|----------|
| Corporate – non-U.S.               | 1,218     | (112)    | 18    | 4,637    | (3)      | (4,672)    | 21     | (54)     | 1,053     | -        |
| Government – non-U.S.              | 42        | 1        | (10)  | -        | -        | -          | -      | -        | 33        | -        |
| U.S. government and federal agency | 277       | -        | (65)  | -        | -        | -          | -      | -        | 212       | -        |
| Retained interests                 | 83        | 5        | 5     | 2        | -        | (17)       | -      | -        | 78        | -        |
| Equity Available-for-sale          | 13        | -        | -     | -        | -        | -          | -      | (2)      | 11        | -        |
| Derivatives(d)(e)                  | 416       | (52)     | 2     | (2)      | -        | (221)      | 28     | -        | 171       | (30)     |
| Other                              | 799       | (81)     | 3     | 352      | (351)    | -          | -      | (4)      | 718       | (121)    |
| Total                              | \$ 11,645 | \$ (483) | \$ 93 | \$ 6,745 | \$ (740) | \$ (5,601) | \$ 189 | \$ (140) | \$ 11,708 | \$ (151) |

(a) Earnings effects are primarily included in the GECC revenues from services and Interest and other financial charges captions in the Condensed Statement of Earnings.

Transfers in and out of Level 3 are considered to occur at the beginning of the period. Transfers out of Level 3 (b) were primarily a result of increased use of quotes from independent pricing vendors based on recent trading activity.

(c) Represents the amount of unrealized gains or losses for the period included in earnings.

Represents derivative assets net of derivative liabilities and included cash accruals of \$12 million and \$8 million (d) not reflected in the fair value hierarchy table for the nine months ended September 30, 2014 and 2013, respectively.

(e) Gains (losses) included in "net realized/unrealized gains (losses) included in earnings" were offset by the earnings effects from the underlying items that were economically hedged. See Note 15.

(33)

## Non-Recurring Fair Value Measurements

The following table represents non-recurring fair value amounts (as measured at the time of the adjustment) for those assets remeasured to fair value on a non-recurring basis during the fiscal year and still held at September 30, 2014 and December 31, 2013.

| (In millions)                                 | Remeasured during the nine months ended September 30, 2014 |          | Remeasured during the year ended December 31, 2013 |          |
|-----------------------------------------------|------------------------------------------------------------|----------|----------------------------------------------------|----------|
|                                               | Level 2                                                    | Level 3  | Level 2                                            | Level 3  |
| Financing receivables and loans held for sale | \$ 97                                                      | \$ 1,971 | \$ 210                                             | \$ 2,986 |
| Cost and equity method investments            | 260                                                        | 437      | -                                                  | 690      |
| Long-lived assets, including real estate      | 452                                                        | 1,024    | 2,050                                              | 1,088    |
| Total                                         | \$ 809                                                     | \$ 3,432 | \$ 2,260                                           | \$ 4,764 |

The following table represents the fair value adjustments to assets measured at fair value on a non-recurring basis and still held at September 30, 2014 and 2013.

| (In millions)                                 | Three months ended September 30 |          | Nine months ended September 30 |            |
|-----------------------------------------------|---------------------------------|----------|--------------------------------|------------|
|                                               | 2014                            | 2013     | 2014                           | 2013       |
| Financing receivables and loans held for sale | \$ (112)                        | \$ (107) | \$ (298)                       | \$ (257)   |
| Cost and equity method investments            | (94)                            | (45)     | (333)                          | (276)      |
| Long-lived assets, including real estate      | (374)                           | (366)    | (491)                          | (855)      |
| Total                                         | \$ (580)                        | \$ (518) | \$ (1,122)                     | \$ (1,388) |

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Level 3 Measurements - Significant Unobservable Inputs

| (Dollars in millions)                         | Fair value | Valuation technique                                            | Unobservable inputs    | Range (weighted average) |
|-----------------------------------------------|------------|----------------------------------------------------------------|------------------------|--------------------------|
| September 30, 2014                            |            |                                                                |                        |                          |
| Recurring fair value measurements             |            |                                                                |                        |                          |
| Investment securities – Debt                  |            |                                                                |                        |                          |
| U.S. corporate                                | \$ 985     | Income approach                                                | Discount rate(a)       | 1.5%-10.0%(6.2%)         |
| State and municipal                           | 478        | Income approach                                                | Discount rate(a)       | 2.0%-5.2%(3.3%)          |
| Asset-backed                                  | 7,244      | Income approach                                                | Discount rate(a)       | 1.9%-11.0%(5.0%)         |
| Corporate – non-U.S.                          | 633        | Income approach                                                | Discount rate(a)       | 0.2%-15.1%(7.8%)         |
| Other financial assets                        | 227        | Income approach, Market comparables                            | EBITDA multiple        | 5.4X-9.1X(7.7X)          |
|                                               |            |                                                                | Discount rate(a)       | 4.1%-4.8%(4.3%)          |
|                                               |            |                                                                | Capitalization rate(b) | 6.3%-7.8%(7.4%)          |
| Non-recurring fair value measurements         |            |                                                                |                        |                          |
| Financing receivables and loans held for sale | \$ 787     | Income approach, Business enterprise value                     | Capitalization rate(b) | 2.7%-11.3%(7.3%)         |
|                                               |            |                                                                | EBITDA multiple        | 4.3X-6.5X(6.1X)          |
| Cost and equity method investments            | 343        | Income approach, Business enterprise value, Market comparables | Discount rate(a)       | 8.0%-10.0%(9.4%)         |
|                                               |            |                                                                | EBITDA multiple        | 1.8X-16.2X(7.8X)         |
| Long-lived assets, including real estate      | 877        | Income approach                                                | Capitalization rate(b) | 5.5%-15.3%(6.3%)         |
|                                               |            |                                                                | Discount rate(a)       | 2.0%-19.0%(6.8%)         |
| December 31, 2013                             |            |                                                                |                        |                          |
| Recurring fair value measurements             |            |                                                                |                        |                          |
| Investment securities – Debt                  |            |                                                                |                        |                          |
| U.S. corporate                                | \$ 898     | Income approach                                                | Discount rate(a)       | 1.5%-13.3% (6.5%)        |
| Asset-backed                                  | 6,854      | Income approach                                                | Discount rate(a)       | 1.2%-10.5%(3.7%)         |
| Corporate – non-U.S.                          | 819        | Income approach                                                | Discount rate(a)       | 1.4%-46.0%(15.1%)        |
| Other financial assets                        | 381        |                                                                | WACC(c)                | 9.3%-9.3% (9.3%)         |

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|                                               |          |                                            |                        |                    |
|-----------------------------------------------|----------|--------------------------------------------|------------------------|--------------------|
|                                               |          | Income approach, Market comparables        | EBITDA multiple        | 5.4X-12.5X(9.5X)   |
|                                               |          |                                            | Discount rate(a)       | 5.2%-8.8%(5.3%)    |
|                                               |          |                                            | Capitalization rate(b) | 6.3%-7.5%(7.2%)    |
| Non-recurring fair value measurements         |          |                                            |                        |                    |
| Financing receivables and loans held for sale | \$ 1,937 | Income approach, Business enterprise value | Capitalization rate(b) | 5.5%-16.7%(8.0%)   |
|                                               |          |                                            | EBITDA multiple        | 4.3X-5.5X(4.8X)    |
|                                               |          |                                            | Discount rate(a)       | 6.6%-6.6% (6.6%)   |
| Cost and equity method investments            | 102      | Income approach, Market comparables        | Discount rate(a)       | 5.7%-5.9%(5.8%)    |
|                                               |          |                                            | Capitalization rate(b) | 8.5%-10.6% (10.0%) |
|                                               |          |                                            | WACC(c)                | 9.3%-9.6%(9.4%)    |
|                                               |          |                                            | EBITDA multiple        | 7.1X-14.5X(11.3X)  |
|                                               |          |                                            | Revenue multiple       | 2.2X-12.6X(9.4X)   |
| Long-lived assets, including real estate      | 694      | Income approach                            | Capitalization rate(b) | 5.4%-14.5%(7.8%)   |
|                                               |          |                                            | Discount rate(a)       | 4.0%-23.0%(9.0%)   |

(a) Discount rates are determined based on inputs that market participants would use when pricing investments, including credit and liquidity risk. An increase in the discount rate would result in a decrease in the fair value.

Represents the rate of return on net operating income that is considered acceptable for an investor and is used to (b) determine a property's capitalized value. An increase in the capitalization rate would result in a decrease in the fair value.

(c) Weighted average cost of capital (WACC).

At September 30, 2014 and December 31, 2013, other Level 3 recurring fair value measurements of \$2,947 million and \$2,816 million, respectively, and non-recurring measurements of \$1,325 million and \$1,460 million, respectively, are valued using non-binding broker quotes or other third-party sources. At September 30, 2014 and December 31, 2013, other recurring fair value measurements of \$240 million and \$327 million, respectively, and non-recurring fair value measurements of \$100 million and \$571 million, respectively, were individually insignificant and utilize a number of different unobservable inputs not subject to meaningful aggregation.

(35)

## 15. FINANCIAL INSTRUMENTS

The following table provides information about assets and liabilities not carried at fair value. The table excludes finance leases and non-financial assets and liabilities. Substantially all of the assets discussed below are considered to be Level 3. The vast majority of our liabilities' fair value can be determined based on significant observable inputs and thus considered Level 2. Few of the instruments are actively traded and their fair values must often be determined using financial models. Realization of the fair value of these instruments depends upon market forces beyond our control, including marketplace liquidity.

| (In millions)                      | September 30, 2014   |              |                      | December 31, 2013    |              |                      |
|------------------------------------|----------------------|--------------|----------------------|----------------------|--------------|----------------------|
|                                    | Assets (liabilities) |              |                      | Assets (liabilities) |              |                      |
|                                    | Carrying             |              |                      | Carrying             |              |                      |
|                                    | Notional amount      | amount (net) | Estimated fair value | Notional amount      | amount (net) | Estimated fair value |
| <b>GE</b>                          |                      |              |                      |                      |              |                      |
| <b>Assets</b>                      |                      |              |                      |                      |              |                      |
| Investments and notes receivable   | \$(a)                | \$ 447       | \$ 477               | \$(a)                | \$ 488       | \$ 512               |
| <b>Liabilities</b>                 |                      |              |                      |                      |              |                      |
| Borrowings(b)                      | (a)                  | (16,586)     | (17,405)             | (a)                  | (13,356)     | (13,707)             |
| <b>GECC</b>                        |                      |              |                      |                      |              |                      |
| <b>Assets</b>                      |                      |              |                      |                      |              |                      |
| Loans                              | (a)                  | 212,454      | 217,203              | (a)                  | 226,293      | 230,792              |
| Other commercial mortgages         | (a)                  | 2,838        | 2,886                | (a)                  | 2,270        | 2,281                |
| Loans held for sale                | (a)                  | 2,446        | 2,574                | (a)                  | 512          | 512                  |
| Other financial instruments(c)     | (a)                  | 812          | 1,224                | (a)                  | 1,622        | 2,203                |
| <b>Liabilities</b>                 |                      |              |                      |                      |              |                      |
| Borrowings and bank deposits(b)(d) | (a)                  | (358,457)    | (374,185)            | (a)                  | (371,062)    | (386,823)            |
| Investment contract benefits       | (a)                  | (3,007)      | (3,584)              | (a)                  | (3,144)      | (3,644)              |
| Guaranteed investment contracts    | (a)                  | (1,265)      | (1,273)              | (a)                  | (1,471)      | (1,459)              |
| Insurance – credit life(e)         | 2,057                | (100)        | (87)                 | 2,149                | (108)        | (94)                 |

(a) These financial instruments do not have notional amounts.

(b) See Note 8.

(c) Principally comprises cost method investments.

Fair values exclude interest rate and currency derivatives designated as hedges of borrowings. Had they been (d) included, the fair value of borrowings at September 30, 2014 and December 31, 2013 would have been reduced by \$3,824 million and \$2,284 million, respectively.

(e) Net of reinsurance of \$964 million and \$1,250 million at September 30, 2014 and December 31, 2013, respectively.

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## Notional Amounts of Loan Commitments

| (In millions)                                      | September<br>30, 2014 | December<br>31, 2013 |
|----------------------------------------------------|-----------------------|----------------------|
| Ordinary course of business lending commitments(a) | \$ 4,511              | \$ 4,756             |
| Unused revolving credit lines(b)                   |                       |                      |
| Commercial(c)                                      | 14,145                | 16,570               |
| Consumer – principally credit cards                | 310,602               | 290,662              |

(a) Excluded investment commitments of \$1,007 million and \$1,395 million at September 30, 2014 and December 31, 2013, respectively.

(b) Excluded amounts related to inventory financing arrangements, which may be withdrawn at our option, of \$15,972 million and \$13,502 million at September 30, 2014 and December 31, 2013, respectively.

(c) Included amounts related to commitments of \$9,797 million and \$11,629 million at September 30, 2014 and December 31, 2013, respectively, associated with secured financing arrangements that could have increased to a maximum of \$12,241 million and \$14,590 million at September 30, 2014 and December 31, 2013, respectively, based on asset volume under the arrangement.

## Securities Repurchase and Reverse Repurchase Arrangements

Our issuances of securities repurchase agreements are insignificant and are limited to activities at certain of our foreign banks primarily for purposes of liquidity management. At September 30, 2014, we were party to repurchase agreements totaling \$175 million, which were reported in short-term borrowings on the financial statements. We have had no repurchase agreements that were accounted for as off-book financing and we do not engage in securities lending transactions.

We also enter into reverse securities repurchase agreements, primarily for short-term investment with maturities of 90 days or less. At September 30, 2014, we were party to reverse repurchase agreements totaling \$12.2 billion, which were reported in cash and equivalents on the financial statements. Under these reverse securities repurchase agreements, we typically lend available cash at a specified rate of interest and hold U.S. or highly-rated European government securities as collateral during the term of the agreement. Collateral value is in excess of amounts loaned under the agreements.

## Derivatives and Hedging

As a matter of policy, we use derivatives for risk management purposes and we do not use derivatives for speculative purposes. A key risk management objective for our financial services businesses is to mitigate interest rate and currency risk by seeking to ensure that the characteristics of the debt match the assets they are funding. If the form (fixed versus floating) and currency denomination of the debt we issue do not match the related assets, we typically execute derivatives to adjust the nature and tenor of funding to meet this objective within pre-defined limits. The determination of whether we enter into a derivative transaction or issue debt directly to achieve this objective depends on a number of factors, including market related factors that affect the type of debt we can issue.

The notional amounts of derivative contracts represent the basis upon which interest and other payments are calculated and are reported gross, except for offsetting foreign currency forward contracts that are executed in order to manage our currency risk of net investment in foreign subsidiaries. Of the outstanding notional amount of \$341,000 million, approximately 88% or \$301,000 million, is associated with reducing or eliminating the interest rate, currency or market risk between financial assets and liabilities in our financial services businesses. The remaining derivative activities primarily relate to hedging against adverse changes in currency exchange rates and commodity prices related to anticipated sales and purchases and contracts containing certain clauses that meet the accounting definition of a

derivative. The instruments used in these activities are designated as hedges when practicable. When we are not able to apply hedge accounting, or when the derivative and the hedged item are both recorded in earnings concurrently, the derivatives are deemed economic hedges and hedge accounting is not applied. This most frequently occurs when we hedge a recognized foreign currency transaction (e.g., a receivable or payable) with a derivative. Since the effects of changes in exchange rates are reflected concurrently in earnings for both the derivative and the transaction, the economic hedge does not require hedge accounting.

(37)

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## Fair Value of Derivatives

| (In millions)                                                   | September 30, 2014 |             | December 31, 2013 |             |
|-----------------------------------------------------------------|--------------------|-------------|-------------------|-------------|
|                                                                 | Assets             | Liabilities | Assets            | Liabilities |
| Derivatives accounted for as hedges                             |                    |             |                   |             |
| Interest rate contracts                                         | \$ 4,630           | \$ 874      | \$ 3,837          | \$ 1,989    |
| Currency exchange contracts                                     | 2,473              | 528         | 1,830             | 984         |
| Other contracts                                                 | -                  | -           | 1                 | -           |
|                                                                 | 7,103              | 1,402       | 5,668             | 2,973       |
| Derivatives not accounted for as hedges                         |                    |             |                   |             |
| Interest rate contracts                                         | 256                | 139         | 270               | 169         |
| Currency exchange contracts                                     | 1,888              | 2,644       | 2,257             | 2,245       |
| Other contracts                                                 | 235                | 45          | 284               | 42          |
|                                                                 | 2,379              | 2,828       | 2,811             | 2,456       |
| Gross derivatives recognized in statement of financial position |                    |             |                   |             |
| Gross derivatives                                               | 9,482              | 4,230       | 8,479             | 5,429       |
| Gross accrued interest                                          | 1,200              | 35          | 1,227             | 241         |
|                                                                 | 10,682             | 4,265       | 9,706             | 5,670       |
| Amounts offset in statement of financial position               |                    |             |                   |             |
| Netting adjustments(a)                                          | (3,586)            | (3,606)     | (4,120)           | (4,113)     |
| Cash collateral(b)                                              | (3,600)            | (283)       | (2,619)           | (242)       |
|                                                                 | (7,186)            | (3,889)     | (6,739)           | (4,355)     |
| Net derivatives recognized in statement of financial position   |                    |             |                   |             |
| Net derivatives                                                 | 3,496              | 376         | 2,967             | 1,315       |
| Amounts not offset in statement of financial position           |                    |             |                   |             |
| Securities held as collateral(c)                                | (3,123)            | -           | (1,962)           | -           |
| Net amount                                                      | \$ 373             | \$ 376      | \$ 1,005          | \$ 1,315    |

Derivatives are classified in all other assets and all other liabilities and the related accrued interest is classified in other GECC receivables and all other liabilities in our financial statements.

The netting of derivative receivables and payables is permitted when a legally enforceable master netting agreement exists. Amounts include fair value adjustments related to our own and counterparty non-performance risk. At September 30, 2014 and December 31, 2013, the cumulative adjustment for non-performance risk was a gain (loss) of \$20 million and \$(7) million, respectively.

(a) Excluded excess cash collateral received and posted of \$81 million and \$93 million, and \$160 million and \$37 million at September 30, 2014 and December 31, 2013, respectively.

(b) Excluded excess securities collateral received of \$110 million and \$363 million at September 30, 2014 and December 31, 2013, respectively.

## Fair value hedges

We use interest rate and currency exchange derivatives to hedge the fair value effects of interest rate and currency exchange rate changes on local and non-functional currency denominated fixed-rate debt. For relationships designated as fair value hedges, changes in fair value of the derivatives are recorded in earnings within interest and other financial charges, along with offsetting adjustments to the carrying amount of the hedged debt.

(38)

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## Earnings Effect of Fair Value Hedging Relationships

| (In millions)               | Three months ended September 30 |             |             |             |
|-----------------------------|---------------------------------|-------------|-------------|-------------|
|                             | 2014                            |             | 2013        |             |
|                             | Gain                            | Gain        | Gain        | Gain        |
|                             | (loss)                          | (loss)      | (loss)      | (loss)      |
|                             | on                              | on          | on          | on          |
|                             | hedging                         | hedged      | hedging     | hedged      |
|                             | derivatives                     | derivatives | derivatives | derivatives |
| Interest rate contracts     | \$ 341                          | \$ (350)    | \$ (449)    | \$ 410      |
| Currency exchange contracts | (8)                             | 8           | (4)         | 3           |

Fair value hedges resulted in \$(9) million and \$(40) million of ineffectiveness in the three months ended September 30, 2014 and 2013, respectively. In both the three months ended September 30, 2014 and 2013, there were insignificant amounts excluded from the assessment of effectiveness.

| (In millions)               | Nine months ended September 30 |             |             |             |
|-----------------------------|--------------------------------|-------------|-------------|-------------|
|                             | 2014                           |             | 2013        |             |
|                             | Gain                           | Gain        | Gain        | Gain        |
|                             | (loss)                         | (loss)      | (loss)      | (loss)      |
|                             | on                             | on          | on          | on          |
|                             | hedging                        | hedged      | hedging     | hedged      |
|                             | derivatives                    | derivatives | derivatives | derivatives |
| Interest rate contracts     | \$ 2,056                       | \$ (2,129)  | \$ (4,295)  | \$ 4,236    |
| Currency exchange contracts | (11)                           | 10          | (11)        | 10          |

Fair value hedges resulted in \$(74) million and \$(60) million of ineffectiveness in the nine months ended September 30, 2014 and 2013, respectively. In both the nine months ended September 30, 2014 and 2013, there were insignificant amounts excluded from the assessment of effectiveness.

## Cash flow hedges

We use interest rate, currency exchange and commodity derivatives to reduce the variability of expected future cash flows associated with variable rate borrowings and commercial purchase and sale transactions, including commodities. For derivatives that are designated in a cash flow hedging relationship, the effective portion of the change in fair value of the derivative is reported as a component of AOCI and reclassified into earnings contemporaneously and in the same caption with the earnings effects of the hedged transaction.

## Gains (Losses) Recognized through AOCI

|               | Gain (loss)   |
|---------------|---------------|
|               | reclassified  |
|               | from AOCI     |
|               | into earnings |
| Gain (loss)   |               |
| recognized in |               |

## AOCI

|               |               |               |      |      |
|---------------|---------------|---------------|------|------|
|               | for the three | for the three |      |      |
|               | months ended  | months ended  |      |      |
|               | September 30  | September 30  |      |      |
| (In millions) | 2014          | 2013          | 2014 | 2013 |

|                             |          |         |          |         |
|-----------------------------|----------|---------|----------|---------|
| Interest rate contracts     | \$ 9     | \$ (24) | \$ (53)  | \$ (88) |
| Currency exchange contracts | (318)    | 58      | (361)    | 114     |
| Commodity contracts         | (1)      | 1       | -        | (1)     |
| Total(a)                    | \$ (310) | \$ 35   | \$ (414) | \$ 25   |

(a) Gain (loss) is recorded in GECC revenues from services, interest and other financial charges, and other costs and expenses when reclassified to earnings.

|               |               |              |                |      |
|---------------|---------------|--------------|----------------|------|
|               |               |              | Gain (loss)    |      |
|               |               |              | reclassified   |      |
|               | Gain (loss)   |              | from AOCI into |      |
|               | recognized in |              | earnings       |      |
|               | AOCI          |              |                |      |
|               | for the nine  | for the nine |                |      |
|               | months ended  | months ended |                |      |
|               | September 30  | September 30 |                |      |
| (In millions) | 2014          | 2013         | 2014           | 2013 |

|                             |          |         |          |          |
|-----------------------------|----------|---------|----------|----------|
| Interest rate contracts     | \$ -     | \$ (15) | \$ (182) | \$ (282) |
| Currency exchange contracts | (343)    | 372     | (412)    | 290      |
| Commodity contracts         | (2)      | (6)     | (2)      | (3)      |
| Total(a)                    | \$ (345) | \$ 351  | \$ (596) | \$ 5     |

(a) Gain (loss) is recorded in GECC revenues from services, interest and other financial charges, and other costs and expenses when reclassified to earnings.

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The total pre-tax amount in AOCI related to cash flow hedges of forecasted transactions was an \$81 million loss at September 30, 2014. We expect to transfer \$220 million to earnings as an expense in the next 12 months contemporaneously with the earnings effects of the related forecasted transactions. In both the nine months ended September 30, 2014 and 2013, we recognized insignificant gains and losses related to hedged forecasted transactions and firm commitments that did not occur by the end of the originally specified period. At September 30, 2014 and 2013, the maximum term of derivative instruments that hedge forecasted transactions was 18 years and 19 years, respectively. See Note 11 for additional information about reclassifications out of AOCI.

For cash flow hedges, the amount of ineffectiveness in the hedging relationship and amount of the changes in fair value of the derivatives that are not included in the measurement of ineffectiveness were insignificant for each reporting period.

### Net investment hedges in foreign operations

We use currency exchange derivatives to protect our net investments in global operations conducted in non-U.S. dollar currencies. For derivatives that are designated as hedges of net investment in a foreign operation, we assess effectiveness based on changes in spot currency exchange rates. Changes in spot rates on the derivative are recorded as a component of AOCI until such time as the foreign entity is substantially liquidated or sold, or upon the loss of a controlling interest in a foreign entity. The change in fair value of the forward points, which reflects the interest rate differential between the two countries on the derivative, is excluded from the effectiveness assessment.

### Gains (Losses) Recognized through CTA

|               | Gain (loss)<br>recognized in<br>CTA<br>for the three<br>months ended<br>September 30 |      | Gain (loss)<br>reclassified<br>from CTA<br>for the three<br>months ended<br>September 30 |      |
|---------------|--------------------------------------------------------------------------------------|------|------------------------------------------------------------------------------------------|------|
| (In millions) | 2014                                                                                 | 2013 | 2014                                                                                     | 2013 |

Currency exchange contracts(a) \$ 2,792 \$ 645 \$ (24) \$ (169)

(a) Gain (loss) is recorded in GECC revenues from services when reclassified out of AOCI.

|               | Gain (loss)<br>recognized in<br>CTA<br>for the nine<br>months ended<br>September 30 |      | Gain (loss)<br>reclassified<br>from CTA<br>for the nine<br>months ended<br>September 30 |      |
|---------------|-------------------------------------------------------------------------------------|------|-----------------------------------------------------------------------------------------|------|
| (In millions) | 2014                                                                                | 2013 | 2014                                                                                    | 2013 |

Currency exchange contracts(a) \$ 2,194 \$ 3,162 \$ (14) \$ (278)

(a) Gain (loss) is recorded in GECC revenues from services when reclassified out of AOCI.

The amounts related to the change in the fair value of the forward points that are excluded from the measure of effectiveness were \$(147) million and \$(161) million in the three months ended September 30, 2014 and 2013, respectively, and \$(458) million and \$(514) million in the nine months ended September 30, 2014 and 2013, respectively, and were recorded in interest and other financial charges.

#### Free-standing derivatives

Changes in the fair value of derivatives that are not designated as hedges are recorded in earnings each period. As discussed above, these derivatives are typically entered into as economic hedges of changes in interest rates, currency exchange rates, commodity prices and other risks. Gains or losses related to the derivative are typically recorded in GECC revenues from services or other income, based on our accounting policy. In general, the earnings effects of the item that represent the economic risk exposure are recorded in the same caption as the derivative. Gains (losses) for the nine months ended September 30, 2014 on derivatives not designated as hedges were \$(575) million composed of amounts related to interest rate contracts of \$(24) million, currency exchange contracts of \$(581) million, and other derivatives of \$30 million. These losses were more than offset by the earnings effects from the underlying items that were economically hedged. Gains (losses) for the nine months ended September 30, 2013 on derivatives not designated as hedges were \$(960) million composed of amounts related to interest rate contracts of \$(90) million, currency exchange contracts of \$(1,011) million, and other derivatives of \$141 million. These losses were more than offset by the earnings effects from the underlying items that were economically hedged.

(40)

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Counterparty credit risk

Fair values of our derivatives can change significantly from period to period based on, among other factors, market movements and changes in our positions. We manage counterparty credit risk (the risk that counterparties will default and not make payments to us according to the terms of our agreements) on an individual counterparty basis. Where we have agreed to netting of derivative exposures with a counterparty, we net our exposures with that counterparty and apply the value of collateral posted to us to determine the exposure. We actively monitor these net exposures against defined limits and take appropriate actions in response, including requiring additional collateral.

As discussed above, we have provisions in certain of our master agreements that require counterparties to post collateral (typically, cash or U.S. Treasury securities) when our receivable due from the counterparty, measured at current market value, exceeds a specified limit. The fair value of such collateral was \$6,723 million at September 30, 2014, of which \$3,600 million was cash and \$3,123 million was in the form of securities held by a custodian for our benefit. Under certain of these same agreements, we post collateral to our counterparties for our derivative obligations, the fair value of which was \$283 million at September 30, 2014. At September 30, 2014, our exposure to counterparties (including accrued interest), net of collateral we hold, was \$329 million. This excludes exposure related to embedded derivatives.

Additionally, our master agreements typically contain mutual downgrade provisions that provide the ability of each party to require termination if the long-term credit rating of the counterparty were to fall below A-/A3. In certain of these master agreements, each party also has the ability to require termination if the short-term rating of the counterparty were to fall below A-1/P-1. Our master agreements also typically contain provisions that provide termination rights upon the occurrence of certain other events, such as a bankruptcy or events of default by one of the parties. If an agreement was terminated under any of these circumstances, the termination amount payable would be determined on a net basis and could also take into account any collateral posted. The net amount of our derivative liability, after consideration of collateral posted by us and outstanding interest payments was \$334 million at September 30, 2014. This excludes embedded derivatives.

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## 16. VARIABLE INTEREST ENTITIES

We use variable interest entities primarily to securitize financial assets and arrange other forms of asset-backed financing in the ordinary course of business. Except as noted below, investors in these entities only have recourse to the assets owned by the entity and not to our general credit. We do not have implicit support arrangements with any VIE. We did not provide non-contractual support for previously transferred financing receivables to any VIE in 2014 or 2013.

### Consolidated Variable Interest Entities

We consolidate VIEs because we have the power to direct the activities that significantly affect the VIE's economic performance, typically because of our role as either servicer or manager for the VIE. Our consolidated VIEs fall into three main groups, which are further described below:

Trinity comprises two consolidated entities that hold investment securities, the majority of which are investment-grade, and were funded by the issuance of GICs. The GICs include conditions under which certain holders could require immediate repayment of their investment should the long-term credit ratings of GECC fall below AA-/Aa3 or the short-term credit ratings fall below A-1+/P-1. The outstanding GICs are subject to their scheduled maturities and individual terms, which may include provisions permitting redemption upon a downgrade of one or more of GECC's ratings, among other things, and are reported in investment contracts, insurance liabilities and insurance annuity benefits.

Consolidated Securitization Entities (CSEs) were created to facilitate securitization of financial assets and other forms of asset-backed financing that serve as an alternative funding source by providing access to variable funding notes and term markets. The securitization transactions executed with these entities are similar to those used by many financial institutions and all are non-recourse. We provide servicing for substantially all of the assets in these entities. The financing receivables in these entities have similar risks and characteristics to our other financing receivables and were underwritten to the same standard. Accordingly, the performance of these assets has been similar to our other financing receivables; however, the blended performance of the pools of receivables in these entities reflects the eligibility criteria that we apply to determine which receivables are selected for transfer. Contractually the cash flows from these financing receivables must first be used to pay third-party debt holders as well as other expenses of the entity. Excess cash flows are available to GE. The creditors of these entities have no claim on other assets of GE.

Other remaining assets and liabilities of consolidated VIEs relate primarily to three categories of entities: (1) joint ventures that lease equipment with \$1,552 million of assets and \$690 million of liabilities; (2) other entities that are involved in power generating and leasing activities with \$681 million of assets and no liabilities; and (3) insurance entities that, among other lines of business, provide property and casualty and workers' compensation coverage for GE with \$1,222 million of assets and \$578 million of liabilities.

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## Assets and Liabilities of Consolidated VIEs

| (In millions)              | Consolidated Securitization Entities |              |              |                |                | Total     |
|----------------------------|--------------------------------------|--------------|--------------|----------------|----------------|-----------|
|                            | Trinity(a)                           | Credit cards | (b)Equipment | (b)receivables | Trade<br>Other |           |
| September 30, 2014         |                                      |              |              |                |                |           |
| Assets(c)                  |                                      |              |              |                |                |           |
| Financing receivables, net | \$ -                                 | \$ 25,043    | \$ 12,849    | \$ 3,044       | \$ 2,754       | \$ 43,690 |
| Investment securities      | 2,451                                | -            | -            | -              | 1,049          | 3,500     |
| Other assets               | 108                                  | 999          | (d) 771      | 1              | 2,865          | 4,744     |
| Total                      | \$ 2,559                             | \$ 26,042    | \$ 13,620    | \$ 3,045       | \$ 6,668       | \$ 51,934 |
| Liabilities(c)             |                                      |              |              |                |                |           |
| Borrowings                 | \$ -                                 | \$ -         | \$ -         | \$ -           | \$ 547         | \$ 547    |
| Non-recourse borrowings    | -                                    | 15,091       | 10,763       | 2,479          | 447            | 28,780    |
| Other liabilities          | 1,285                                | 331          | 596          | 21             | 1,498          | 3,731     |
| Total                      | \$ 1,285                             | \$ 15,422    | \$ 11,359    | \$ 2,500       | \$ 2,492       | \$ 33,058 |
| December 31, 2013          |                                      |              |              |                |                |           |
| Assets(c)                  |                                      |              |              |                |                |           |
| Financing receivables, net | \$ -                                 | \$ 24,766    | \$ 12,928    | \$ 2,509       | \$ 2,044       | \$ 42,247 |
| Investment securities      | 2,786                                | -            | -            | -              | 1,044          | 3,830     |
| Other assets               | 213                                  | 20           | 557          | -              | 2,430          | 3,220     |
| Total                      | \$ 2,999                             | \$ 24,786    | \$ 13,485    | \$ 2,509       | \$ 5,518       | \$ 49,297 |
| Liabilities(c)             |                                      |              |              |                |                |           |
| Borrowings                 | \$ -                                 | \$ -         | \$ -         | \$ -           | \$ 598         | \$ 598    |
| Non-recourse borrowings    | -                                    | 15,363       | 10,982       | 2,180          | 49             | 28,574    |
| Other liabilities          | 1,482                                | 228          | 248          | 25             | 1,351          | 3,334     |
| Total                      | \$ 1,482                             | \$ 15,591    | \$ 11,230    | \$ 2,205       | \$ 1,998       | \$ 32,506 |

(a) Excluded intercompany advances from GECC to Trinity, which were eliminated in consolidation of \$1,490 million and \$1,837 million at September 30, 2014 and December 31, 2013, respectively.

We provide servicing to the CSEs and are contractually permitted to commingle cash collected from customers on financing receivables sold to CSE investors with our own cash prior to payment to a CSE, provided our short-term credit rating does not fall below A-1/P-1. These CSEs also owe us amounts for purchased financial assets and scheduled interest and principal payments. At September 30, 2014 and December 31, 2013, the amounts of commingled cash owed to the CSEs were \$3,040 million and \$6,314 million, respectively, and the amounts owed to us by CSEs were \$2,918 million and \$5,540 million, respectively.

Asset amounts exclude intercompany receivables for cash collected on behalf of the entities by GECC as servicer, which are eliminated in consolidation. Such receivables provide the cash to repay the entities' liabilities. If these intercompany receivables were included in the table above, assets would be higher. In addition, other assets, borrowings and other liabilities exclude intercompany balances that are eliminated in consolidation.

(d) Includes receivables required to be classified as held-for-sale following third-party notice to terminate a private label credit card program and purchase the program receivables.

Total revenues from our consolidated VIEs were \$2,070 million and \$1,950 million in the three months ended September 30, 2014 and 2013, respectively, and \$5,780 million and \$5,598 million in the nine months ended

September 30, 2014 and 2013, respectively. Related expenses consisted primarily of provisions for losses of \$246 million and \$175 million in the three months ended September 30, 2014 and 2013, respectively, and \$814 million and \$764 million in the nine months ended September 30, 2014 and 2013, respectively, and interest and other financial charges of \$93 million and \$85 million in the three months ended September 30, 2014 and 2013, respectively, and \$262 million and \$270 million in the nine months ended September 30, 2014 and 2013, respectively. These amounts do not include intercompany revenues and costs, principally fees and interest between GE and the VIEs, which are eliminated in consolidation.

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## Investments in Unconsolidated Variable Interest Entities

Our involvement with unconsolidated VIEs consists of the following activities: assisting in the formation and financing of the entity; providing recourse and/or liquidity support; servicing the assets; and receiving variable fees for services provided. We are not required to consolidate these entities because the nature of our involvement with the activities of the VIEs does not give us power over decisions that significantly affect their economic performance.

Our largest exposure to any single unconsolidated VIE at September 30, 2014 is a \$8,165 million investment in asset-backed securities issued by the Senior Secured Loan Program ("SSLP"), a fund that invests in high-quality senior secured debt of various middle-market companies. Other significant unconsolidated VIEs include investments in real estate entities (\$1,749 million), which generally consist of passive limited partnership investments in tax-advantaged, multi-family real estate and investments in various European real estate entities; and exposures to joint ventures that purchase factored receivables (\$2,400 million).

The classification of our variable interests in these entities in our financial statements is based on the nature of the entity and the type of investment we hold. Variable interests in partnerships and corporate entities are classified as either equity method or cost method investments. In the ordinary course of business, we also make investments in entities in which we are not the primary beneficiary but may hold a variable interest such as limited partner interests or mezzanine debt investments. These investments are classified in two captions in our financial statements: "All other assets" for investments accounted for under the equity method, and "Financing receivables – net" for debt financing provided to these entities.

## Investments in Unconsolidated VIEs

| (In millions)                                             | September<br>30, 2014 | December<br>31, 2013 |
|-----------------------------------------------------------|-----------------------|----------------------|
| Other assets and investment securities                    | \$ 9,570              | \$ 9,129             |
| Financing receivables – net                               | 2,930                 | 3,346                |
| Total investments                                         | 12,500                | 12,475               |
| Contractual obligations to fund investments or guarantees | 2,536                 | 2,741                |
| Revolving lines of credit                                 | 164                   | 31                   |
| Total                                                     | \$ 15,200             | \$ 15,247            |

In addition to the entities included in the table above, we also hold passive investments in RMBS, CMBS and ABS issued by VIEs. Such investments were, by design, investment-grade at issuance and held by a diverse group of investors. Further information about such investments is provided in Note 3.

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## 17. INTERCOMPANY TRANSACTIONS

Transactions between related companies are made on an arms-length basis, are eliminated and consist primarily of GECC dividends to GE; GE customer receivables sold to GECC; GECC services for trade receivables management and material procurement; buildings and equipment (including automobiles) leased between GE and GECC; information technology (IT) and other services sold to GECC by GE; aircraft engines manufactured by GE that are installed on aircraft purchased by GECC from third-party producers for lease to others; and various investments, loans and allocations of GE corporate overhead costs.

These intercompany transactions are reported in the GE and GECC columns of our financial statements, but are eliminated in deriving our consolidated financial statements. Effects of these eliminations on our consolidated cash flows from operating, investing and financing activities are \$(2,782) million, \$(797) million and, \$3,579 million for the nine months ended September 30, 2014, respectively, and, \$(2,426) million, \$(1,555) million and, \$4,075 million for the nine months ended September 30, 2013, respectively. Details of these eliminations are shown below.

| (In millions)                                                   | Nine months ended<br>September 30 |             |
|-----------------------------------------------------------------|-----------------------------------|-------------|
|                                                                 | 2014                              | 2013        |
| Cash from (used for) operating activities-continuing operations |                                   |             |
| Combined                                                        | \$ 18,892                         | \$ 19,636   |
| GE customer receivables sold to GECC                            | 43                                | 918         |
| GECC dividends to GE                                            | (2,221)                           | (3,947)     |
| Other reclassifications and eliminations                        | (604)                             | 603         |
|                                                                 | \$ 16,110                         | \$ 17,210   |
| Cash from (used for) investing activities-continuing operations |                                   |             |
| Combined                                                        | \$ (891)                          | \$ 33,590   |
| GE customer receivables sold to GECC                            | (948)                             | (900)       |
| Other reclassifications and eliminations                        | 151                               | (655)       |
|                                                                 | \$ (1,688)                        | \$ 32,035   |
| Cash from (used for) financing activities-continuing operations |                                   |             |
| Combined                                                        | \$ (14,652)                       | \$ (43,094) |
| GE customer receivables sold to GECC                            | 905                               | (18)        |
| GECC dividends to GE                                            | 2,221                             | 3,947       |
| Other reclassifications and eliminations                        | 453                               | 146         |
|                                                                 | \$ (11,073)                       | \$ (39,019) |

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# 18. SUPPLEMENTAL INFORMATION ABOUT THE CREDIT QUALITY OF FINANCING RECEIVABLES AND ALLOWANCE FOR LOSSES ON FINANCING RECEIVABLES

## Credit Quality Indicators

We provide further detailed information about the credit quality of our Commercial, Real Estate and Consumer financing receivables portfolios. For each portfolio, we describe the characteristics of the financing receivables and provide information about collateral, payment performance, credit quality indicators and impairment. We manage these portfolios using delinquency and nonaccrual data as key performance indicators. The categories used within this section such as impaired loans, troubled debt restructuring (TDR) and nonaccrual financing receivables are defined by the authoritative guidance and we base our categorization on the related scope and definitions contained in the related standards. The categories of nonaccrual and delinquent are used in our process for managing our financing receivables.

## Past Due and Nonaccrual Financing Receivables

| (In millions)                               | September 30, 2014    |                       |            | December 31, 2013     |                       |            |     |
|---------------------------------------------|-----------------------|-----------------------|------------|-----------------------|-----------------------|------------|-----|
|                                             | Over 30 days past due | Over 90 days past due | Nonaccrual | Over 30 days past due | Over 90 days past due | Nonaccrual |     |
| Commercial                                  |                       |                       |            |                       |                       |            |     |
| CLL                                         |                       |                       |            |                       |                       |            |     |
| Americas                                    | \$ 592                | \$ 376                | \$ 1,101   | \$ 755                | \$ 359                | \$ 1,275   |     |
| International                               | 1,563                 | 846                   | 1,013      | 1,490                 | 820                   | 1,459      |     |
| Total CLL                                   | 2,155                 | 1,222                 | 2,114      | 2,245                 | 1,179                 | 2,734      |     |
| Energy Financial Services                   | -                     | -                     | 57         | -                     | -                     | 4          |     |
| GECAS                                       | -                     | -                     | 153        | -                     | -                     | -          |     |
| Other                                       | -                     | -                     | -          | -                     | -                     | 6          |     |
| Total Commercial                            | 2,155                 | 1,222                 | 2,324      | (a) 2,245             | 1,179                 | 2,744      | (a) |
| Real Estate                                 | 284                   | 247                   | 1,628      | (b) 247               | 212                   | 2,551      | (b) |
| Consumer                                    |                       |                       |            |                       |                       |            |     |
| Non-U.S. residential mortgages              | 3,044                 | 1,892                 | 1,960      | 3,406                 | 2,104                 | 2,161      |     |
| Non-U.S. installment and revolving credit   | 320                   | 95                    | 50         | 512                   | 146                   | 88         |     |
| U.S. installment and revolving credit       | 2,372                 | 1,038                 | 2          | 2,442                 | 1,105                 | 2          |     |
| Non-U.S. auto                               | 73                    | 10                    | 19         | 89                    | 13                    | 18         |     |
| Other                                       | 131                   | 66                    | 218        | 172                   | 99                    | 351        |     |
| Total Consumer                              | 5,940                 | 3,101                 | (c) 2,249  | (d) 6,621             | 3,467                 | (c) 2,620  | (d) |
| Total                                       | \$ 8,379              | \$ 4,570              | \$ 6,201   | \$ 9,113              | \$ 4,858              | \$ 7,915   |     |
| Total as a percent of financing receivables | 3.5                   | % 1.9                 | % 2.6      | % 3.5                 | % 1.9                 | % 3.1      | %   |

(a) Included \$1,157 million and \$1,397 million at September 30, 2014 and December 31, 2013, respectively, that are currently paying in accordance with their contractual terms.

(b)

Included \$1,355 million and \$2,308 million at September 30, 2014 and December 31, 2013, respectively, that are currently paying in accordance with their contractual terms.

Included \$1,134 million and \$1,197 million of Consumer loans at September 30, 2014 and December 31, 2013, (c)respectively, that are over 90 days past due and continue to accrue interest until the accounts are written off in the period that the account becomes 180 days past due.

Included \$234 million and \$324 million at September 30, 2014 and December 31, 2013, respectively, that are (d)currently paying in accordance with their contractual terms.

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## Impaired Loans and Related Reserves

| (In millions)             | With no specific allowance   |                          |                             | With a specific allowance    |                          |                      | Average investment in loans |
|---------------------------|------------------------------|--------------------------|-----------------------------|------------------------------|--------------------------|----------------------|-----------------------------|
|                           | Recorded investment in loans | Unpaid principal balance | Average investment in loans | Recorded investment in loans | Unpaid principal balance | Associated allowance |                             |
| September 30, 2014        |                              |                          |                             |                              |                          |                      |                             |
| Commercial                |                              |                          |                             |                              |                          |                      |                             |
| CLL                       |                              |                          |                             |                              |                          |                      |                             |
| Americas                  | \$ 1,508                     | \$ 1,987                 | \$ 1,694                    | \$ 235                       | \$ 365                   | \$ 64                | \$ 287                      |
| International(a)          | 1,064                        | 3,009                    | 1,139                       | 312                          | 445                      | 125                  | 508                         |
| Total CLL                 | 2,572                        | 4,996                    | 2,833                       | 547                          | 810                      | 189                  | 795                         |
| Energy Financial Services | 57                           | 58                       | 19                          | -                            | -                        | -                    | 26                          |
| GECAS                     | 61                           | 61                       | 27                          | -                            | -                        | -                    | 19                          |
| Other                     | -                            | -                        | 1                           | -                            | -                        | -                    | 1                           |
| Total Commercial(b)       | 2,690                        | 5,115                    | 2,880                       | 547                          | 810                      | 189                  | 841                         |
| Real Estate(c)            | 1,994                        | 2,315                    | 2,468                       | 478                          | 631                      | 27                   | 778                         |
| Consumer(d)               | 131                          | 173                      | 115                         | 2,369                        | 2,503                    | 484                  | 2,673                       |
| Total                     | \$ 4,815                     | \$ 7,603                 | \$ 5,463                    | \$ 3,394                     | \$ 3,944                 | \$ 700               | \$ 4,292                    |

December 31, 2013

|                           |          |          |          |          |          |        |          |
|---------------------------|----------|----------|----------|----------|----------|--------|----------|
| Commercial                |          |          |          |          |          |        |          |
| CLL                       |          |          |          |          |          |        |          |
| Americas                  | \$ 1,670 | \$ 2,187 | \$ 2,154 | \$ 417   | \$ 505   | \$ 96  | \$ 509   |
| International(a)          | 1,104    | 3,082    | 1,136    | 691      | 1,059    | 231    | 629      |
| Total CLL                 | 2,774    | 5,269    | 3,290    | 1,108    | 1,564    | 327    | 1,138    |
| Energy Financial Services | -        | -        | -        | 4        | 4        | 1      | 2        |
| GECAS                     | -        | -        | -        | -        | -        | -      | 1        |
| Other                     | 2        | 3        | 9        | 4        | 4        | -      | 5        |
| Total Commercial(b)       | 2,776    | 5,272    | 3,299    | 1,116    | 1,572    | 328    | 1,146    |
| Real Estate(c)            | 2,615    | 3,036    | 3,058    | 1,245    | 1,507    | 74     | 1,688    |
| Consumer(d)               | 109      | 153      | 98       | 2,879    | 2,948    | 567    | 3,058    |
| Total                     | \$ 5,500 | \$ 8,461 | \$ 6,455 | \$ 5,240 | \$ 6,027 | \$ 969 | \$ 5,892 |

Write-offs to net realizable value are recognized against the allowance for losses primarily in the reporting period in which management has deemed all or a portion of the financing receivable to be uncollectible, but not later than 360 days after initial recognition of a specific reserve for a collateral dependent loan. However, in accordance with (a) regulatory standards that are applicable in Italy, commercial loans are considered uncollectible when there is demonstrable evidence of the debtor's insolvency, which may result in write-offs occurring beyond 360 days after initial recognition of a specific reserve.

(b) We recognized \$139 million, \$218 million and \$173 million of interest income, including none, \$60 million and \$53 million on a cash basis, in the nine months ended September 30, 2014, the year ended December 31, 2013 and the nine months ended September 30, 2013, respectively, principally in our CLL Americas business. The total

average investment in impaired loans for the nine months ended September 30, 2014 and the year ended December 31, 2013 was \$3,721 million and \$4,445 million, respectively.

We recognized \$47 million, \$187 million and \$161 million of interest income, including none, \$135 million and \$132 million on a cash basis, in the nine months ended September 30, 2014, the year ended December 31, 2013 and (c) the nine months ended September 30, 2013, respectively. The total average investment in impaired loans for the nine months ended September 30, 2014 and the year ended December 31, 2013 was \$3,246 million and \$4,746 million, respectively.

We recognized \$135 million, \$221 million and \$166 million of interest income, including \$3 million, \$3 million and \$3 million on a cash basis, in the nine months ended September 30, 2014, the year ended December 31, 2013 (d) and the nine months ended September 30, 2013, respectively, principally in our Consumer-U.S. installment and revolving credit portfolios. The total average investment in impaired loans for the nine months ended September 30, 2014 and the year ended December 31, 2013 was \$2,788 million and \$3,156 million, respectively.

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| (In millions) | Non-impaired<br>financing<br>receivables | General<br>reserves | Impaired<br>loans | Specific<br>reserves |
|---------------|------------------------------------------|---------------------|-------------------|----------------------|
|---------------|------------------------------------------|---------------------|-------------------|----------------------|

September 30, 2014

|             |            |          |          |        |
|-------------|------------|----------|----------|--------|
| Commercial  | \$ 118,283 | \$ 637   | \$ 3,237 | \$ 189 |
| Real Estate | 17,327     | 127      | 2,472    | 27     |
| Consumer    | 98,756     | 3,706    | 2,500    | 484    |
| Total       | \$ 234,366 | \$ 4,470 | \$ 8,209 | \$ 700 |

December 31, 2013

|             |            |          |           |        |
|-------------|------------|----------|-----------|--------|
| Commercial  | \$ 125,377 | \$ 677   | \$ 3,892  | \$ 328 |
| Real Estate | 16,039     | 118      | 3,860     | 74     |
| Consumer    | 106,051    | 3,414    | 2,988     | 567    |
| Total       | \$ 247,467 | \$ 4,209 | \$ 10,740 | \$ 969 |

Impaired loans classified as TDRs in our CLL business were \$2,276 million and \$2,961 million at September 30, 2014 and December 31, 2013, respectively, and were primarily attributable to CLL Americas (\$1,312 million and \$1,770 million, respectively). For the nine months ended September 30, 2014, we modified \$777 million of loans classified as TDRs, primarily in CLL Americas (\$428 million). Changes to these loans primarily included extensions, interest only payment periods, debt to equity exchange and forbearance or other actions, which are in addition to, or sometimes in lieu of, fees and rate increases. Of our \$1,133 million and \$1,808 million of modifications classified as TDRs in the twelve months ended September 30, 2014 and 2013, respectively, \$33 million and \$80 million have subsequently experienced a payment default in the nine months ended September 30, 2014 and 2013, respectively.

Real Estate TDRs decreased from \$3,625 million at December 31, 2013 to \$2,338 million at September 30, 2014, primarily driven by resolution of TDRs through paydowns. We deem loan modifications to be TDRs when we have granted a concession to a borrower experiencing financial difficulty and we do not receive adequate compensation in the form of an effective interest rate that is at current market rates of interest given the risk characteristics of the loan or other consideration that compensates us for the value of the concession. The limited liquidity and higher return requirements in the real estate market for loans with higher loan-to-value (LTV) ratios has typically resulted in the conclusion that the modified terms are not at current market rates of interest, even if the modified loans are expected to be fully recoverable. For the nine months ended September 30, 2014, we modified \$531 million of loans classified as TDRs. Changes to these loans primarily included forbearance, maturity extensions and changes to collateral or covenant terms or other actions, which are in addition to, or sometimes in lieu of, fees and rate increases. Of our \$768 million and \$2,089 million of modifications classified as TDRs in the twelve months ended September 30, 2014 and 2013, respectively, \$311 million and \$282 million have subsequently experienced a payment default in the nine months ended September 30, 2014 and 2013, respectively.

Impaired loans in our Consumer business represent restructured smaller balance homogeneous loans meeting the definition of a TDR, and are therefore subject to the disclosure requirement for impaired loans, and commercial loans in our Consumer-Other portfolio. The recorded investment of these impaired loans totaled \$2,500 million (with an unpaid principal balance of \$2,676 million) and comprised \$131 million with no specific allowance, primarily all in our Consumer-Other portfolio, and \$2,369 million with a specific allowance of \$484 million at September 30, 2014. The impaired loans with a specific allowance included \$134 million with a specific allowance of \$17 million in our Consumer-Other portfolio and \$2,235 million with a specific allowance of \$467 million across the remaining Consumer business and had an unpaid principal balance and average investment of \$2,503 million and \$2,673 million,

respectively, at September 30, 2014.

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Impaired loans classified as TDRs in our Consumer business were \$2,428 million and \$2,874 million at September 30, 2014 and December 31, 2013, respectively. We utilize certain loan modification programs for borrowers experiencing financial difficulties in our Consumer loan portfolio. These loan modification programs primarily include interest rate reductions and payment deferrals in excess of three months, which were not part of the terms of the original contract, and are primarily concentrated in our non-U.S. residential mortgage and U.S. credit card portfolios. For the nine months ended September 30, 2014, we modified \$788 million of consumer loans for borrowers experiencing financial difficulties, which are classified as TDRs, and included \$442 million of non-U.S. consumer loans, primarily residential mortgages, credit cards and personal loans and \$346 million of U.S. consumer loans, primarily credit cards. We expect borrowers whose loans have been modified under these programs to continue to be able to meet their contractual obligations upon the conclusion of the modification. Of our \$1,074 million and \$1,576 million of modifications classified as TDRs in the twelve months ended September 30, 2014 and 2013, respectively, \$95 million and \$215 million have subsequently experienced a payment default in the nine months ended September 30, 2014 and 2013, respectively.

#### Supplemental Credit Quality Information

##### Commercial

Substantially all of our Commercial financing receivables portfolio is secured lending and we assess the overall quality of the portfolio based on the potential risk of loss measure. The metric incorporates both the borrower's credit quality along with any related collateral protection.

Our internal risk ratings process is an important source of information in determining our allowance for losses and represents a comprehensive, statistically validated approach to evaluate risk in our financing receivables portfolios. In deriving our internal risk ratings, we stratify our Commercial portfolios into 21 categories of default risk and/or six categories of loss given default to group into three categories: A, B and C. Our process starts by developing an internal risk rating for our borrowers, which is based upon our proprietary models using data derived from borrower financial statements, agency ratings, payment history information, equity prices and other commercial borrower characteristics. We then evaluate the potential risk of loss for the specific lending transaction in the event of borrower default, which takes into account such factors as applicable collateral value, historical loss and recovery rates for similar transactions, and our collection capabilities. Our internal risk ratings process and the models we use are subject to regular monitoring and validation controls. The frequency of rating updates is set by our credit risk policy, which requires annual Risk Committee approval. The models are updated on a regular basis and statistically validated annually, or more frequently as circumstances warrant.

As described above, financing receivables are assigned one of 21 risk ratings based on our process and then these are grouped by similar characteristics into three categories in the table below. Category A is characterized by either high-credit-quality borrowers or transactions with significant collateral coverage that substantially reduces or eliminates the risk of loss in the event of borrower default. Category B is characterized by borrowers with weaker credit quality than those in Category A, or transactions with moderately strong collateral coverage that minimizes but may not fully mitigate the risk of loss in the event of default. Category C is characterized by borrowers with higher levels of default risk relative to our overall portfolio or transactions where collateral coverage may not fully mitigate a loss in the event of default.

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Commercial Financing Receivables by  
Risk Category

| (In millions)             | Secured    |          |          | Total      |
|---------------------------|------------|----------|----------|------------|
|                           | A          | B        | C        |            |
| September 30, 2014        |            |          |          |            |
| CLL                       |            |          |          |            |
| Americas                  | \$ 63,828  | \$ 1,279 | \$ 1,409 | \$ 66,516  |
| International             | 41,030     | 609      | 1,030    | 42,669     |
| Total CLL                 | 104,858    | 1,888    | 2,439    | 109,185    |
| Energy Financial Services | 2,686      | 55       | 30       | 2,771      |
| GECAS                     | 8,236      | 106      | 107      | 8,449      |
| Other                     | 134        | -        | -        | 134        |
| Total                     | \$ 115,914 | \$ 2,049 | \$ 2,576 | \$ 120,539 |

December 31, 2013

|                           |            |          |          |            |
|---------------------------|------------|----------|----------|------------|
| CLL                       |            |          |          |            |
| Americas                  | \$ 65,545  | \$ 1,587 | \$ 1,554 | \$ 68,686  |
| International             | 44,930     | 619      | 1,237    | 46,786     |
| Total CLL                 | 110,475    | 2,206    | 2,791    | 115,472    |
| Energy Financial Services | 2,969      | 9        | -        | 2,978      |
| GECAS                     | 9,175      | 50       | 152      | 9,377      |
| Other                     | 318        | -        | -        | 318        |
| Total                     | \$ 122,937 | \$ 2,265 | \$ 2,943 | \$ 128,145 |

For our secured financing receivables portfolio, our collateral position and ability to work out problem accounts mitigates our losses. Our asset managers have deep industry expertise that enables us to identify the optimum approach to default situations. We price risk premiums for weaker credits at origination, closely monitor changes in creditworthiness through our risk ratings and watch list process, and are engaged early with deteriorating credits to minimize economic loss. Secured financing receivables within risk Category C are predominantly in our CLL businesses and are primarily composed of senior term lending facilities and factoring programs secured by various asset types including inventory, accounts receivable, cash, equipment and related business facilities as well as franchise finance activities secured by underlying equipment.

Loans within Category C are reviewed and monitored regularly, and classified as impaired when it is probable that they will not pay in accordance with contractual terms. Our internal risk rating process identifies credits warranting closer monitoring; and as such, these loans are not necessarily classified as nonaccrual or impaired.

Our unsecured Commercial financing receivables portfolio is primarily attributable to our Interbanca S.p.A. and GE Sanyo Credit acquisitions in CLL International. At September 30, 2014 and December 31, 2013, these financing receivables included \$342 million and \$313 million rated A, \$402 million and \$580 million rated B, and \$237 million and \$231 million rated C, respectively.

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## Real Estate

Due to the primarily non-recourse nature of our Debt portfolio, loan-to-value ratios (the ratio of the outstanding debt on a property to the re-indexed value of that property) provide the best indicators of the credit quality of the portfolio.

|               |  | Loan-to-value ratio |            |                  |                   |            |                  |
|---------------|--|---------------------|------------|------------------|-------------------|------------|------------------|
|               |  | September 30, 2014  |            |                  | December 31, 2013 |            |                  |
|               |  | Less than 80%       | 80% to 95% | Greater than 95% | Less than 80%     | 80% to 95% | Greater than 95% |
| (In millions) |  |                     |            |                  |                   |            |                  |
| Debt          |  | \$ 16,564           | \$ 1,044   | \$ 1,368         | \$ 15,576         | \$ 1,300   | \$ 2,111         |

The credit quality of the owner occupied/credit tenant portfolio is primarily influenced by the strength of the borrower's general credit quality, which is reflected in our internal risk rating process, consistent with the process we use for our Commercial portfolio. As of September 30, 2014, the balances of our owner occupied/credit tenant portfolio with an internal risk rating of A, B and C approximated \$575 million, \$142 million and \$106 million, respectively, as compared to the December 31, 2013, balances of \$571 million, \$179 million and \$162 million, respectively.

The financing receivables within our Debt portfolio are primarily concentrated in our North American and European Lending platforms and are secured by various property types. A substantial majority of our Debt financing receivables with loan-to-value ratios greater than 95% are paying in accordance with contractual terms. Substantially all of these loans and the majority of our owner occupied/credit tenant financing receivables included in Category C are impaired loans that are subject to the specific reserve evaluation process. The ultimate recoverability of impaired loans is driven by collection strategies that do not necessarily depend on the sale of the underlying collateral and include full or partial repayments through third-party refinancing and restructurings.

## Consumer

At September 30, 2014, our U.S. consumer financing receivables included private-label credit card and sales financing for approximately 60 million customers across the U.S. with no metropolitan area accounting for more than 6% of the portfolio. Of the total U.S. consumer financing receivables, approximately 65% relate to credit card loans that are often subject to profit and loss sharing arrangements with the retailer (which are recorded in revenues), and the remaining 35% are sales finance receivables that provide financing to customers in areas such as electronics, recreation, medical and home improvement.

Our Consumer financing receivables portfolio comprises both secured and unsecured lending. Secured financing receivables comprise residential loans and lending to small and medium-sized enterprises predominantly secured by auto and equipment, inventory finance, and cash flow loans. Unsecured financing receivables include private-label credit card financing. A substantial majority of these cards are not for general use and are limited to the products and services sold by the retailer. The private-label portfolio is diverse with no metropolitan area accounting for more than 6% of the related portfolio.

## Non-U.S. residential mortgages

For our secured non-U.S. residential mortgage book, we assess the overall credit quality of the portfolio through loan-to-value ratios (the ratio of the outstanding debt on a property to the value of that property at origination). In the event of default and repossession of the underlying collateral, we have the ability to remarket and sell the properties to

eliminate or mitigate the potential risk of loss.

|               | Loan-to-value ratio |                         |                  |                   |                         |                  |
|---------------|---------------------|-------------------------|------------------|-------------------|-------------------------|------------------|
|               | September 30, 2014  |                         |                  | December 31, 2013 |                         |                  |
|               | 80% or less         | Greater than 80% to 90% | Greater than 90% | 80% or less       | Greater than 80% to 90% | Greater than 90% |
| (In millions) |                     |                         |                  |                   |                         |                  |

Non-U.S. residential mortgages \$ 15,640 \$ 4,647 \$ 7,387 \$ 17,224 \$ 5,130 \$ 8,147

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The majority of these financing receivables are in our U.K. and France portfolios and have re-indexed loan-to-value ratios of 71% and 56%, respectively. Re-indexed loan-to-value ratios may not reflect actual realizable values of future repossessions. We have third-party mortgage insurance for about 22% of the balance of Consumer non-U.S. residential mortgage loans with loan-to-value ratios greater than 90% at September 30, 2014. Such loans were primarily originated in France and the U.K.

### Installment and Revolving Credit

We assess overall credit quality using internal and external credit scores. For our U.S. installment and revolving credit portfolio we use Fair Isaac Corporation ("FICO") scores. FICO scores are generally obtained at origination of the account and are refreshed at a minimum quarterly, but could be as often as weekly, to assist in predicting customer behavior. We categorize these credit scores into the following three categories; (a) 661 or higher, which are considered the strongest credits; (b) 601 to 660, which are considered moderate credit risk; and (c) 600 or less, which are considered weaker credits.

| (In millions) | Refreshed FICO score |            |             |                   |            |             |
|---------------|----------------------|------------|-------------|-------------------|------------|-------------|
|               | September 30, 2014   |            |             | December 31, 2013 |            |             |
|               | 661 or higher        | 601 to 660 | 600 or less | 661 or higher     | 601 to 660 | 600 or less |

|                                       |           |           |          |           |           |          |
|---------------------------------------|-----------|-----------|----------|-----------|-----------|----------|
| U.S. installment and revolving credit | \$ 39,998 | \$ 11,051 | \$ 4,209 | \$ 40,079 | \$ 11,142 | \$ 4,633 |
|---------------------------------------|-----------|-----------|----------|-----------|-----------|----------|

For our non-U.S. installment and revolving credit and non-U.S. auto portfolios, our internal credit scores imply a probability of default that we consistently translate into three approximate credit bureau equivalent credit score categories, including (a) 671 or higher, which are considered the strongest credits; (b) 626 to 670, which are considered moderate credit risk; and (c) 625 or less, which are considered weaker credits.

| (In millions) | Internal ratings translated to approximate credit bureau equivalent score |            |             |                   |            |             |
|---------------|---------------------------------------------------------------------------|------------|-------------|-------------------|------------|-------------|
|               | September 30, 2014                                                        |            |             | December 31, 2013 |            |             |
|               | 671 or higher                                                             | 626 to 670 | 625 or less | 671 or higher     | 626 to 670 | 625 or less |

|                                           |          |          |          |          |          |          |
|-------------------------------------------|----------|----------|----------|----------|----------|----------|
| Non-U.S. installment and revolving credit | \$ 6,026 | \$ 2,183 | \$ 1,889 | \$ 8,310 | \$ 2,855 | \$ 2,512 |
| Non-U.S. auto                             | 1,274    | 152      | 162      | 1,395    | 373      | 286      |

U.S. installment and revolving credit accounts with FICO scores of 600 or less and non U.S. installment and revolving credit accounts with credit bureau equivalent scores of 625 or less have an average outstanding balance less than one thousand U.S. dollars and are primarily concentrated in our retail card and sales finance receivables in the U.S. and closed-end loans outside the U.S., which minimizes the potential for loss in the event of default. For lower credit scores, we adequately price for the incremental risk at origination and monitor credit migration through our risk ratings process. We continuously adjust our credit line underwriting management and collection strategies based on customer behavior and risk profile changes.

### Consumer – Other

We develop our internal risk ratings for this portfolio in a manner consistent with the process used to develop our Commercial credit quality indicators, described above. We use the borrower's credit quality and underlying collateral strength to determine the potential risk of loss from these activities.

At September 30, 2014, Consumer – Other financing receivables of \$5,843 million, \$325 million and \$470 million were rated A, B and C, respectively. At December 31, 2013, Consumer – Other financing receivables of \$6,137 million, \$315 million and \$501 million were rated A, B and C, respectively.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

We are one of the largest and most diversified infrastructure and financial services corporations in the world. With products and services ranging from aircraft engines, power generation, oil and gas production equipment, and household appliances to medical imaging, business and consumer financing and industrial products. Operating businesses that are reported as segments include Power & Water, Oil & Gas, Energy Management, Aviation, Healthcare, Transportation, Appliances & Lighting and GE Capital.

General Electric Company's consolidated financial statements represent the combination of the industrial manufacturing and product services businesses of General Electric Company (GE) and the financial services businesses of General Electric Capital Corporation (GECC or Financial Services).

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(a) to this Form 10-Q Report.

We supplement our GAAP net earnings and earnings per share (EPS) reporting by also reporting operating earnings and operating EPS (non-GAAP measures). Operating earnings and operating EPS include service costs, prior service cost amortization and curtailment loss for our principal pension plans as these costs represent expenses associated with employee benefits earned. Operating earnings and operating EPS exclude non-operating pension cost/income such as interest costs, expected return on plan assets and non-cash amortization of actuarial gains and losses. We believe that this reporting provides better transparency to the employee benefit costs of our principal pension plans and Company operating results.

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

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.

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

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## OVERVIEW

| (Dollars in millions, except per share amounts)                                         | Three months ended<br>September 30 |           |     | Nine months ended<br>September 30 |            |      |
|-----------------------------------------------------------------------------------------|------------------------------------|-----------|-----|-----------------------------------|------------|------|
|                                                                                         | 2014                               | 2013      | V % | 2014                              | 2013       | V %  |
| <b>GAAP</b>                                                                             |                                    |           |     |                                   |            |      |
| Consolidated revenues and other income                                                  | \$ 36,174                          | \$ 35,661 | 1%  | \$ 106,585                        | \$ 105,663 | 1%   |
| Earnings from continuing operations attributable to the Company                         | 3,480                              | 3,282     | 6%  | 10,053                            | 10,186     | (1)% |
| Earnings (loss) from discontinued operations, net of taxes, attributable to the Company | 57                                 | (91)      | F   | 28                                | (335)      | F    |
| Consolidated net earnings attributable to the Company                                   | 3,537                              | 3,191     | 11% | 10,081                            | 9,851      | 2%   |
| EPS from continuing operations-diluted                                                  | 0.34                               | 0.32      | 6%  | 0.99                              | 0.98       | 1%   |
| EPS from net earnings-diluted                                                           | 0.35                               | 0.31      | 13% | 0.99                              | 0.95       | 4%   |
| Effective tax rate                                                                      | 11.8 %                             | 9.6 %     |     | 10.5 %                            | 10.1 %     |      |
| <b>Non-GAAP</b>                                                                         |                                    |           |     |                                   |            |      |
| Operating earnings                                                                      | \$ 3,829                           | \$ 3,708  | 3%  | \$ 11,088                         | \$ 11,465  | (3)% |
| Operating EPS                                                                           | 0.38                               | 0.36      | 6%  | 1.09                              | 1.11       | (2)% |

## Revenues

Revenues increased 1% in the three months ended September 30, 2014 compared with the same period of 2013. Industrial sales increased 3%, reflecting organic growth. Financial Services revenues decreased 1% as a result of organic revenue declines and the effects of dispositions, partially offset by higher gains and lower impairments.

Overall, the effects of acquisitions increased consolidated revenues \$0.3 billion and \$0.6 billion in the three months ended September 30, 2014 and 2013, respectively. Dispositions also affected our operations through lower revenues of \$0.6 billion and \$1.0 billion in the three months ended September 30, 2014 and 2013, respectively.

Revenues increased 1% in the nine months ended September 30, 2014 compared with the same period of 2013. Industrial sales increased 6%, reflecting organic growth and the effects of acquisitions. Financial Services revenues decreased 5% as a result of organic revenue declines, primarily due to lower ending net investment, the effects of dispositions and lower gains, partially offset by lower impairments. Other income decreased to \$0.8 billion in the nine months ended September 30, 2014 from \$2.1 billion in the same period of 2013 due to the absence of NBCUniversal (NBCU LLC) related income, primarily from the sale of our remaining 49% common equity interest in NBCU LLC in the first quarter of 2013.

Overall, the effects of acquisitions increased consolidated revenues \$1.5 billion and \$0.9 billion in the nine months ended September 30, 2014 and 2013, respectively. Dispositions also affected our operations through lower revenues of \$3.0 billion and \$0.2 billion in the nine months ended September 30, 2014 and 2013, respectively.

## Earnings from continuing operations attributable to the Company

Earnings from continuing operations attributable to the Company increased 6% in the three months ended September 30, 2014 compared with the same period of 2013, primarily due to a 9% increase in the operating profit of the industrial segments.

Our consolidated earnings in both the three months ended September 30, 2014 and 2013 increased an insignificant amount from acquired businesses. The effects of dispositions on earnings were decreases of \$0.1 billion and \$0.6 billion in the three months ended September 30, 2014 and 2013, respectively.

Earnings from continuing operations attributable to the Company decreased 1% in the nine months ended September 30, 2014 compared with the same period of 2013, primarily due to the absence of gains related to the first quarter 2013 sale of our remaining 49% common equity interest in NBCU LLC (\$1.4 billion), partially offset by a 10% increase in the operating profit of the industrial segments.

Our consolidated earnings in the nine months ended September 30, 2014 and 2013 increased \$0.2 billion and an insignificant amount, respectively, from acquired businesses. The effects of dispositions on earnings were a decrease of \$1.5 billion and an increase of \$0.2 billion in the nine months ended September 30, 2014 and 2013, respectively.

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Other 2014 Financial Highlights and Significant Developments

In the third quarter of 2014, Industrial segment revenues increased 3% on organic growth of 4%, and Industrial segment profit increased 9% with growth driven by Aviation, Oil & Gas and Healthcare. In the nine months ended September 30, 2014, Industrial segment revenues increased 6% on organic growth of 5%, and Industrial segment profit increased 10% with growth driven by Aviation, Oil & Gas, Power & Water and Energy Management.

In the third quarter of 2014, Industrial segment margin increased 90 bps driven by higher productivity and pricing, partially offset by the effects of inflation. In the nine months ended September 30, 2014, Industrial segment margin increased 50 bps driven by higher pricing and productivity, partially offset by the effects of inflation.

In the third quarter of 2014, orders of \$31.4 billion increased 22%. In the nine months ended September 30, 2014, orders of \$80.3 billion increased 9%. Backlog increased to \$250.4 billion.

GE Capital segment earnings decreased 22% and 9% in the three and nine months ended September 30, 2014, respectively, on GE Capital ending net investment (ENI), excluding cash and equivalents, of \$365 billion.

On October 13, 2014, we announced that GE Capital Aviation Services signed an agreement to acquire Milestone Aviation Group, a helicopter leasing business, for approximately \$1.8 billion. The transaction remains subject to customary closing conditions and regulatory approval, and is targeted to close in 2015.

During the third quarter of 2014, GE signed an agreement to sell its Appliances business to Electrolux for \$3.3 billion. The transaction has been approved by the boards of directors of GE and Electrolux and remains subject to customary closing conditions and regulatory approvals, and is targeted to close in 2015. We recorded a \$0.1 billion curtailment loss on the principal retirement plans as a result of this agreement.

On August 5, 2014, we completed the initial public offering (IPO) of our North American Retail Finance business, Synchrony Financial, as a first step in a planned, staged exit from that business. Synchrony Financial closed the IPO of 125 million shares of common stock at a price to the public of \$23.00 per share and on September 3, 2014, Synchrony Financial issued an additional 3.5 million shares of common stock pursuant to an option granted to the underwriters in the IPO (Underwriters' Option). We received net proceeds from the IPO and the Underwriters' Option of \$2.8 billion, which remain at Synchrony Financial. Following the closing of the IPO and the Underwriters' Option, we currently own approximately 85% of Synchrony Financial and as a result, GECC will continue to consolidate the business. In addition, in August 2014, Synchrony Financial completed issuances of \$3.6 billion of senior unsecured debt with maturities up to 10 years and \$8.0 billion of unsecured term loans maturing in 2019 under the New Bank Term Loan Facility with third party lenders.

During the second quarter of 2014, GE's offer to acquire the Thermal, Renewables and Grid businesses of Alstom for \$13.5 billion, net of \$3.4 billion of assumed net cash in the businesses to be acquired, was positively recommended by Alstom's board of directors. In addition, GE, Alstom and the French Government signed a memorandum of understanding for the formation of three joint ventures in grid technology, renewable energy, and global nuclear and French steam power. Alstom will invest \$3.5 billion of cash in these joint ventures. The proposed transaction is subject to further reviews and approvals, including Alstom's works councils and shareholder approval, as well as regulatory approvals. The transaction is targeted to close in 2015.

During the second quarter of 2014, we committed to sell GE Money Bank AB, our consumer finance business in Sweden, Denmark and Norway (GEMB – Nordic) to Santander. The transaction is targeted to close in the fourth quarter of 2014.

GE acquired API Healthcare (API), a healthcare workforce management software and analytics solutions provider, in February 2014 for \$0.3 billion and certain Thermo Fisher Scientific Inc. life-science businesses (Thermo Fisher) in March 2014 for \$1.1 billion. GE acquired Cameron's Reciprocating Compression division in June 2014 for \$0.6 billion.

GE completed issuances of \$3.0 billion of senior unsecured debt with maturities up to 30 years in the first quarter of 2014.

## SEGMENT OPERATIONS

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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; acquisition costs and other related charges; technology and product development costs; certain gains and losses from acquisitions or dispositions; and litigation settlements or other charges, responsibility for which preceded the current management team.

Segment revenues include both revenues and other income related to the segment. Segment profit excludes results reported as discontinued operations, the portion of earnings attributable to noncontrolling interests of consolidated subsidiaries, 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 sometimes refer to as "operating profit," for Power & Water, Oil & Gas, Energy Management, Aviation, Healthcare, Transportation and Appliances & Lighting; included in determining segment profit, which we sometimes refer to as "net earnings," for GE Capital. Certain corporate costs, such as shared services, employee benefits and information technology are allocated to our segments based on usage. A portion of the remaining corporate costs are allocated based on each segment's relative net cost of operations.

Effective in the second quarter of 2014, our GE Capital segment results include the effects of the GECC preferred stock dividends. Previously, such dividends had been reported in the caption "Corporate items and eliminations" in the Company's Summary of Operating Segments table. Presenting GE Capital segment results including the effects of the GECC preferred stock dividends is consistent with the way management now measures the results of our financial services business. Prior-period segment information has been recast to be consistent with how we currently evaluate the performance of GE Capital.

Results of our former equity method investment in NBCU LLC, through the date of sale in the first quarter of 2013, are reported in the Corporate items and eliminations line in the Summary of Operating Segments.

In addition to providing information on segments in their entirety, we have also provided supplemental information for certain operations within the segments.

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Summary of Operating Segments (Unaudited)

| (Dollars in millions)                                              | Three months ended<br>September 30 |           |      |   | Nine months ended<br>September 30 |            |      |   |
|--------------------------------------------------------------------|------------------------------------|-----------|------|---|-----------------------------------|------------|------|---|
|                                                                    | 2014                               | 2013      | V    | % | 2014                              | 2013       | V    | % |
| <b>Revenues</b>                                                    |                                    |           |      |   |                                   |            |      |   |
| Power & Water                                                      | \$ 6,375                           | \$ 6,498  | (2)  | % | \$ 18,176                         | \$ 17,038  | 7    | % |
| Oil & Gas                                                          | 4,597                              | 4,315     | 7    | % | 13,666                            | 11,669     | 17   | % |
| Energy Management                                                  | 1,813                              | 1,828     | (1)  | % | 5,341                             | 5,557      | (4)  | % |
| Aviation                                                           | 5,698                              | 5,364     | 6    | % | 17,566                            | 15,741     | 12   | % |
| Healthcare                                                         | 4,485                              | 4,304     | 4    | % | 13,166                            | 13,083     | 1    | % |
| Transportation                                                     | 1,540                              | 1,406     | 10   | % | 4,073                             | 4,425      | (8)  | % |
| Appliances & Lighting                                              | 2,117                              | 2,098     | 1    | % | 6,094                             | 6,142      | (1)  | % |
| Total industrial segment revenues                                  | 26,625                             | 25,813    | 3    | % | 78,082                            | 73,655     | 6    | % |
| GE Capital                                                         | 10,451                             | 10,606    | (1)  | % | 31,213                            | 32,990     | (5)  | % |
| Total segment revenues                                             | 37,076                             | 36,419    | 2    | % | 109,295                           | 106,645    | 2    | % |
| Corporate items and eliminations                                   | (902)                              | (758)     | (19) | % | (2,710)                           | (982)      | U    | % |
| Consolidated revenues and other income                             | \$ 36,174                          | \$ 35,661 | 1    | % | \$ 106,585                        | \$ 105,663 | 1    | % |
| <b>Segment profit</b>                                              |                                    |           |      |   |                                   |            |      |   |
| Power & Water                                                      | \$ 1,191                           | \$ 1,289  | (8)  | % | \$ 3,212                          | \$ 3,095   | 4    | % |
| Oil & Gas                                                          | 660                                | 519       | 27   | % | 1,771                             | 1,376      | 29   | % |
| Energy Management                                                  | 59                                 | 18        | F    |   | 133                               | 64         | F    |   |
| Aviation                                                           | 1,264                              | 1,091     | 16   | % | 3,576                             | 3,094      | 16   | % |
| Healthcare                                                         | 727                                | 665       | 9    | % | 2,027                             | 1,986      | 2    | % |
| Transportation                                                     | 342                                | 306       | 12   | % | 814                               | 886        | (8)  | % |
| Appliances & Lighting                                              | 88                                 | 77        | 14   | % | 243                               | 239        | 2    | % |
| Total industrial segment profit                                    | 4,331                              | 3,965     | 9    | % | 11,776                            | 10,740     | 10   | % |
| GE Capital                                                         | 1,492                              | 1,903     | (22) | % | 5,128                             | 5,630      | (9)  | % |
| Total segment profit                                               | 5,823                              | 5,868     | (1)  | % | 16,904                            | 16,370     | 3    | % |
| Corporate items and eliminations                                   | (1,550)                            | (1,904)   | 19   | % | (4,566)                           | (4,131)    | (11) | % |
| GE interest and other financial charges                            | (377)                              | (338)     | (12) | % | (1,142)                           | (988)      | (16) | % |
| GE provision for income taxes                                      | (416)                              | (344)     | (21) | % | (1,143)                           | (1,065)    | (7)  | % |
| Earnings from continuing operations<br>attributable to the Company | 3,480                              | 3,282     | 6    | % | 10,053                            | 10,186     | (1)  | % |
| Earnings (loss) from discontinued operations,<br>net of taxes      | 57                                 | (91)      | F    |   | 28                                | (335)      | F    |   |
| Consolidated net earnings attributable to<br>the Company           | \$ 3,537                           | \$ 3,191  | 11   | % | \$ 10,081                         | \$ 9,851   | 2    | % |

Power & Water

Revenues of \$6.4 billion in the three months ended September 30, 2014 decreased \$0.1 billion, or 2%, on lower volume (\$0.1 billion) and lower prices (\$0.1 billion). Lower volume was primarily driven by lower equipment sales at Distributed Power. Segment profit of \$1.2 billion in the three months ended September 30, 2014 decreased \$0.1 billion, or 8%, on lower productivity (\$0.1 billion) and lower prices (\$0.1 billion).

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Revenues of \$18.2 billion in the nine months ended September 30, 2014 increased \$1.1 billion, or 7%, on higher volume (\$1.3 billion), primarily an increase in sales of equipment at Wind and Thermal, partially offset by lower prices (\$0.2 billion). Segment profit of \$3.2 billion in the nine months ended September 30, 2014 increased \$0.1 billion, or 4%, on higher volume (\$0.2 billion) and higher other income (\$0.1 billion), partially offset by lower prices (\$0.2 billion). The increase in earnings from higher volume was primarily driven by Wind and Thermal.

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## Oil & Gas

Revenues of \$4.6 billion in the three months ended September 30, 2014 increased \$0.3 billion, or 7%, on higher volume (\$0.3 billion). Higher volume was primarily due to higher equipment sales, primarily at Subsea and Drilling & Surface. Segment profit of \$0.7 billion in the three months ended September 30, 2014 increased \$0.1 billion, or 27%, on higher productivity (\$0.1 billion).

Revenues of \$13.7 billion in the nine months ended September 30, 2014 increased \$2.0 billion, or 17%, on higher volume (\$1.8 billion), the effects of a weaker U.S. dollar (\$0.1 billion), higher other income (\$0.1 billion) due to non-repeat of charges incurred in the first quarter of 2013 and higher prices (\$0.1 billion). Higher volume was primarily due to higher equipment sales, primarily at Subsea and Turbomachinery and the result of the third-quarter 2013 acquisition of Lufkin Industries, Inc. Segment profit of \$1.8 billion in the nine months ended September 30, 2014 increased \$0.4 billion, or 29%, on higher volume (\$0.2 billion), higher productivity (\$0.1 billion) and higher prices (\$0.1 billion). The operating profit improvements were primarily at Subsea and Turbomachinery.

## Energy Management

Revenues of \$1.8 billion in the three months ended September 30, 2014 decreased 1% on lower volume. Segment profit of \$0.1 billion increased more than 100% in the three months ended September 30, 2014 on higher productivity reflecting SG&A cost reductions.

Revenues of \$5.3 billion in the nine months ended September 30, 2014 decreased \$0.2 billion, or 4%, on lower volume (\$0.2 billion). Lower volume was primarily driven by the weakness in the electrical distribution markets. Segment profit of \$0.1 billion in the nine months ended September 30, 2014 increased \$0.1 billion on higher productivity (\$0.1 billion) reflecting continued SG&A cost reductions, partially offset by the absence of a gain on a disposition in the first quarter of 2013.

## Aviation

Revenues of \$5.7 billion in the three months ended September 30, 2014 increased \$0.3 billion, or 6%, on higher prices (\$0.2 billion) and higher volume (\$0.1 billion). Higher volume was driven by higher equipment sales on increased commercial engine shipments and the third-quarter 2013 acquisition of Avio S.p.A. (Avio). Segment profit of \$1.3 billion in three months ended September 30, 2014 increased \$0.2 billion, or 16%, on higher prices (\$0.2 billion), partially offset by the effects of inflation (\$0.1 billion). Operating profit improvements were primarily driven by equipment sales and the impact of Avio.

Revenues of \$17.6 billion in the nine months ended September 30, 2014 increased \$1.8 billion, or 12%, on higher volume (\$1.0 billion) and higher prices (\$0.7 billion). Higher volume was driven by higher equipment sales on increased commercial engine shipments, and increased service revenues as well as the third-quarter 2013 acquisition of Avio. Segment profit of \$3.6 billion in nine months ended September 30, 2014 increased \$0.5 billion, or 16%, on higher prices (\$0.7 billion), higher volume (\$0.2 billion) and higher other income (\$0.1 billion), partially offset by lower productivity (\$0.4 billion) and the effects of inflation (\$0.2 billion). Operating profit improvements were primarily driven by services and the impact of Avio.

## Healthcare

Revenues of \$4.5 billion in the three months ended September 30, 2014 increased \$0.2 billion, or 4%, on higher volume (\$0.3 billion), partially offset by lower prices (\$0.1 billion). The revenue increase was driven by higher equipment sales. Segment profit of \$0.7 billion in the three months ended September 30, 2014 increased \$0.1 billion, or 9%, on higher productivity (\$0.2 billion) reflecting SG&A cost reductions, partially offset by lower prices (\$0.1

billion).

Revenues of \$13.2 billion in the nine months ended September 30, 2014 increased \$0.1 billion, or 1%, on higher volume (\$0.3 billion), partially offset by lower prices (\$0.2 billion). The revenue increase was driven by higher equipment sales. Segment profit of \$2.0 billion in the nine months ended September 30, 2014 increased 2% on higher productivity (\$0.4 billion) reflecting SG&A cost reductions and higher volume (\$0.1 billion), partially offset by lower prices (\$0.2 billion) and the effects of inflation (\$0.1 billion).

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## Transportation

Revenues of \$1.5 billion in the three months ended September 30, 2014 increased \$0.1 billion, or 10%, on higher volume (\$0.1 billion). Higher volume was driven by higher locomotive equipment sales, partially offset by the weakness in the Mining business where both equipment and services revenues decreased. Segment profit of \$0.3 billion in the three months ended September 30, 2014 increased 12% on higher volume due to the higher locomotive equipment sales.

Revenues of \$4.1 billion in the nine months ended September 30, 2014 decreased \$0.4 billion, or 8%, on lower volume (\$0.4 billion). Segment profit of \$0.8 billion in the nine months ended September 30, 2014 decreased \$0.1 billion, or 8%, primarily due to lower volume (\$0.1 billion). Lower volume was driven by lower equipment sales and the weakness in the Mining business where both equipment and services revenues decreased.

## Appliances & Lighting

Revenues of \$2.1 billion in the three months ended September 30, 2014 increased 1% on higher volume. Segment profit of \$0.1 billion in the three months ended September 30, 2014 increased 14% driven by higher productivity.

Revenues of \$6.1 billion in the nine months ended September 30, 2014 decreased 1%, on lower volume. Segment profit of \$0.2 billion in the nine months ended September 30, 2014 increased 2% on higher productivity.

## GE Capital

GE Capital revenues decreased 1% and net earnings decreased 22% in the three months ended September 30, 2014. Revenues decreased as a result of organic revenue declines, and the effects of dispositions, partially offset by higher gains and lower impairments. Net earnings reflected core decreases, higher provisions for losses on financing receivables and the effects of dispositions, partially offset by higher gains and lower impairments.

GE Capital revenues decreased 5% and net earnings decreased 9% in the nine months ended September 30, 2014. Revenues decreased as a result of organic revenue declines, primarily due to lower ENI, the effects of dispositions and lower gains, partially offset by lower impairments. Net earnings reflected core decreases, the effects of dispositions and lower gains, partially offset by lower impairments and lower provisions for losses on financing receivables.

We have communicated our goal of reducing GE Capital's ENI, excluding cash and equivalents, most recently targeting a balance of \$300 billion to \$350 billion. ENI is a metric used by us to measure the total capital we have invested in our financial services business. GE Capital's ENI, excluding cash and equivalents, was \$365 billion at September 30, 2014. To achieve this goal, we are more aggressively focusing our businesses on selective financial services products where we have deep domain experience, broad distribution, the ability to earn a consistent return on capital and are competitively advantaged, while managing our overall balance sheet size and risk. We have a strategy of exiting those businesses that are deemed to be non-strategic or that are underperforming. We have completed a number of dispositions in our businesses in the past and will continue to evaluate options going forward.

Accordingly, in the short-term, as we reduce our ENI through exiting non-core businesses, the overall level of our future net earnings may be reduced. However, over the long-term, we believe that this strategy will improve our long-term performance through higher returns as we will have a larger concentration of assets in our core businesses, as opposed to the underperforming or non-strategic assets we will be exiting; reduce liquidity risk as we pay down outstanding debt and diversify our sources of funding (with less reliance on the global commercial paper markets and an increase in alternative sources of funding such as deposits); and reduce capital requirements while strengthening capital ratios.

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Additional Information – GE Capital Businesses

| (Dollars in millions)                                         | Three months ended<br>September 30 |           |       | Nine months ended<br>September 30 |           |       |
|---------------------------------------------------------------|------------------------------------|-----------|-------|-----------------------------------|-----------|-------|
|                                                               | 2014                               | 2013      | V%    | 2014                              | 2013      | V%    |
| Revenues                                                      |                                    |           |       |                                   |           |       |
| CLL                                                           | \$ 3,681                           | \$ 3,677  | -%    | \$ 10,874                         | \$ 11,091 | (2)%  |
| Consumer                                                      | 3,622                              | 3,683     | (2)%  | 10,822                            | 11,158    | (3)%  |
| Real Estate                                                   | 697                                | 689       | 1%    | 1,992                             | 3,218     | (38)% |
| Energy Financial Services                                     | 344                                | 438       | (21)% | 1,120                             | 1,084     | 3%    |
| GECAS                                                         | 1,262                              | 1,312     | (4)%  | 3,952                             | 3,973     | (1)%  |
| Total revenues                                                | 9,606                              | 9,799     | (2)%  | 28,760                            | 30,524    | (6)%  |
| Corporate items and eliminations                              | 845                                | 807       | 5%    | 2,453                             | 2,466     | (1)%  |
| Total revenues                                                | \$ 10,451                          | \$ 10,606 | (1)%  | \$ 31,213                         | \$ 32,990 | (5)%  |
| Profit                                                        |                                    |           |       |                                   |           |       |
| CLL                                                           | \$ 617                             | \$ 479    | 29%   | \$ 1,722                          | \$ 1,702  | 1%    |
| Consumer                                                      | 621                                | 898       | (31)% | 1,879                             | 2,262     | (17)% |
| Real Estate                                                   | 175                                | 464       | (62)% | 703                               | 1,589     | (56)% |
| Energy Financial Services                                     | 61                                 | 150       | (59)% | 290                               | 293       | (1)%  |
| GECAS                                                         | 133                                | 173       | (23)% | 828                               | 825       | -%    |
| Total profit                                                  | 1,607                              | 2,164     | (26)% | 5,422                             | 6,671     | (19)% |
| Corporate items and eliminations                              | (115)                              | (261)     | 56%   | (133)                             | (906)     | 85%   |
| Earnings from continuing operations                           |                                    |           |       |                                   |           |       |
| attributable to GECC                                          | 1,492                              | 1,903     | (22)% | 5,289                             | 5,765     | (8)%  |
| Preferred stock dividends declared                            | -                                  | -         | -%    | (161)                             | (135)     | (19)% |
| Earnings from continuing operations                           |                                    |           |       |                                   |           |       |
| attributable to GECC common shareowner                        | 1,492                              | 1,903     | (22)% | 5,128                             | 5,630     | (9)%  |
| Earnings (loss) from discontinued operations,<br>net of taxes | 57                                 | (91)      | F     | 33                                | (334)     | F     |
| Net earnings attributable to GECC<br>common shareowner        | \$ 1,549                           | \$ 1,812  | (15)% | \$ 5,161                          | \$ 5,296  | (3)%  |

| (In millions)                    | September<br>30, 2014 | December<br>31, 2013 | September<br>30, 2013 |
|----------------------------------|-----------------------|----------------------|-----------------------|
| Assets                           |                       |                      |                       |
| CLL                              | \$ 170,478            | \$ 174,357           | \$ 170,310            |
| Consumer                         | 140,529               | 132,236              | 134,645               |
| Real Estate                      | 36,485                | 38,744               | 39,947                |
| Energy Financial Services        | 16,197                | 16,203               | 18,135                |
| GECAS                            | 42,960                | 45,876               | 47,172                |
| Corporate items and eliminations | 100,265               | 109,413              | 110,519               |
| Total Assets                     | \$ 506,914            | \$ 516,829           | \$ 520,728            |

CLL

CLL revenues were flat and net earnings increased 29% in the three months ended September 30, 2014. Net earnings increased reflecting lower impairments (\$0.1 billion) and core increases.

CLL revenues decreased 2% and net earnings increased 1% in the nine months ended September 30, 2014. Revenues decreased as a result of organic revenue declines (\$0.4 billion) and the effects of dispositions (\$0.2 billion), partially offset by lower impairments (\$0.4 billion). Net earnings increased reflecting lower impairments (\$0.4 billion) and lower provisions for losses on financing receivables (\$0.1 billion), partially offset by core decreases (\$0.3 billion) and the effects of dispositions (\$0.2 billion).

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## Consumer

Consumer revenues decreased 2% and net earnings decreased 31% in the three months ended September 30, 2014. Revenues decreased as a result of the effects of dispositions (\$0.1 billion), partially offset by organic revenue growth. The decrease in net earnings resulted primarily from higher provisions for losses on financing receivables (\$0.1 billion), core decreases (\$0.1 billion) and the effects of dispositions (\$0.1 billion).

Consumer revenues decreased 3% and net earnings decreased 17% in the nine months ended September 30, 2014. Revenues decreased as a result of the effects of dispositions (\$0.3 billion), partially offset by lower impairments (\$0.1 billion). The decrease in net earnings resulted primarily from core decreases (\$0.3 billion) and the effects of dispositions (\$0.2 billion), partially offset by lower provisions for losses on financing receivables (\$0.1 billion).

## Real Estate

Real Estate revenues increased 1% and net earnings decreased 62% in the three months ended September 30, 2014. Revenues increased as a result of increases in net gains on property sales (\$0.1 billion), partially offset by organic revenue declines (\$0.1 billion). Net earnings decreased as a result of core decreases (\$0.3 billion), including lower tax benefits (\$0.3 billion) and higher impairments (\$0.1 billion), partially offset by increases in net gains on property sales (\$0.1 billion). Depreciation expense on real estate equity investments totaled \$0.1 billion in both the three months ended September 30, 2014 and 2013, respectively.

Real Estate revenues decreased 38% and net earnings decreased 56% in the nine months ended September 30, 2014. Revenues decreased as a result of decreases in net gains on property sales (\$0.9 billion) mainly due to the 2013 sale of real estate comprising certain floors located at 30 Rockefeller Center, New York and organic revenue declines (\$0.3 billion). Net earnings decreased as a result of core decreases (\$0.9 billion), including decreases in net gains on property sales (\$0.5 billion) and lower tax benefits (\$0.4 billion), partially offset by lower provisions for losses on financing receivables and lower impairments associated with the strategic decision to exit certain equity platforms in 2013. Depreciation expense on real estate equity investments totaled \$0.2 billion and \$0.4 billion in the nine months ended September 30, 2014 and 2013, respectively.

## Energy Financial Services

Energy Financial Services revenues decreased 21% and net earnings decreased 59% in the three months ended September 30, 2014. Revenues decreased as a result of lower gains (\$0.1 billion) and higher impairments, partially offset by organic revenue growth. The decrease in net earnings resulted primarily from lower gains, core decreases and higher impairments.

Energy Financial Services revenues increased 3% and net earnings decreased 1% in the nine months ended September 30, 2014. Revenues increased as a result of organic revenue growth (\$0.3 billion) and higher gains (\$0.1 billion), partially offset by the effects of dispositions (\$0.1 billion) and higher impairments (\$0.1 billion). The decrease in net earnings resulted primarily from higher impairments (\$0.1 billion) and the effects of dispositions (\$0.1 billion), partially offset by core increases (\$0.1 billion) and higher gains.

## GECAS

GECAS revenues decreased 4% and net earnings decreased 23% in the three months ended September 30, 2014. Revenues decreased as a result of organic revenue declines (\$0.1 billion), partially offset by higher gains. The decrease in net earnings resulted primarily from core decreases (\$0.1 billion), partially offset by higher gains.

GECAS revenues decreased 1% and net earnings were flat in the nine months ended September 30, 2014. Revenues decreased as a result of organic revenue declines (\$0.2 billion), partially offset by higher gains (\$0.1 billion).

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## Corporate Items and Eliminations

| (In millions)                                             | Three months<br>ended September<br>30 |            | Nine months ended<br>September 30 |            |
|-----------------------------------------------------------|---------------------------------------|------------|-----------------------------------|------------|
|                                                           | 2014                                  | 2013       | 2014                              | 2013       |
| Revenues                                                  |                                       |            |                                   |            |
| NBCU LLC                                                  | \$ -                                  | \$31       | \$ -                              | \$ 1,402   |
| Gains (losses) on disposed or held for sale<br>businesses | -                                     | -          | 91                                | -          |
| Eliminations and other                                    | (902)                                 | (789)      | (2,801)                           | (2,384)    |
| Total                                                     | \$ (902)                              | \$ (758)   | \$ (2,710)                        | \$ (982)   |
| Operating Profit (Cost)                                   |                                       |            |                                   |            |
| NBCU LLC                                                  | \$ -                                  | \$31       | \$ -                              | \$ 1,402   |
| Gains (losses) on disposed or held for sale<br>businesses | -                                     | -          | 91                                | -          |
| Principal retirement plans(a)                             | (582)                                 | (811)      | (1,745)                           | (2,409)    |
| Restructuring and other charges                           | (435)                                 | (456)      | (1,218)                           | (1,282)    |
| Unallocated corporate, other costs and eliminations       | (533)                                 | (668)      | (1,694)                           | (1,842)    |
| Total                                                     | \$ (1,550)                            | \$ (1,904) | \$ (4,566)                        | \$ (4,131) |

(a) Included non-operating (non-GAAP) pension income (cost) of \$(0.5) billion and \$(0.7) billion in the three months ended September 30, 2014 and 2013, respectively, and \$(1.6) billion and \$(2.0) billion in the nine months ended September 30, 2014 and 2013, respectively, which includes expected return on plan assets, interest costs and non-cash amortization of actuarial gains and losses.

Revenues in the three months ended September 30, 2014 decreased \$0.1 billion as a result of \$0.1 billion of higher inter-segment eliminations. Operating cost decreased \$0.4 billion as a result of \$0.2 billion of lower costs of our principal retirement plans and \$0.1 billion of lower research and development spending and global corporate costs. Restructuring and other charges in the third quarter of 2014 included \$0.1 billion of curtailment loss on the principal retirement plans resulting from our agreement with Electrolux to sell the GE Appliances business.

Revenues in the nine months ended September 30, 2014 decreased \$1.7 billion as a result of \$1.4 billion lower income related to the operations and disposition of NBCU LLC in the first quarter of 2013 and \$0.4 billion of higher inter-segment eliminations, partially offset by \$0.1 billion gain related to the disposition of our fuel dispenser business at Oil & Gas in the second quarter of 2014. Operating cost increased \$0.4 billion as a result of \$1.4 billion of lower NBCU LLC related income, partially offset by \$0.7 billion of lower costs of our principal retirement plans, \$0.2 billion of lower research and development spending and global corporate costs, \$0.1 billion of higher gains on business dispositions and \$0.1 billion of lower restructuring and other charges. Restructuring and other charges in the nine months ended September 30, 2014 included \$0.1 billion of asset write-offs at a consolidated nuclear joint venture in which we hold a 51% interest at Power & Water and \$0.1 billion of curtailment loss on the principal retirement plans resulting from our agreement with Electrolux to sell the GE Appliances business.

Certain amounts included in corporate items and eliminations cost are not allocated to GE operating segments because they are excluded from the measurement of their operating performance for internal purposes. These costs include certain restructuring and other charges, technology and product development costs and acquisition-related costs.

For the three months ended September 30, 2014, these amounts totaled \$0.5 billion, including Power & Water (\$0.1 billion), Oil & Gas (\$0.1 billion), Energy Management (\$0.1 billion), Aviation (\$0.1 billion) and Healthcare (\$0.1

billion). For the nine months ended September 30, 2014, these amounts totaled \$1.4 billion, including Power & Water (\$0.3 billion), Oil & Gas (\$0.2 billion), Energy Management (\$0.2 billion), Aviation (\$0.2 billion), Healthcare (\$0.4 billion) and Appliances & Lighting (\$0.1 billion). In addition, corporate items and eliminations included a \$0.1 billion gain related to the Oil & Gas fuel dispenser business disposition in the second quarter of 2014.

For the three months ended September 30, 2013, these amounts totaled \$0.6 billion, including Power & Water (\$0.1 billion), Oil & Gas (\$0.1 billion), Aviation (\$0.2 billion) and Healthcare (\$0.1 billion). For the nine months ended September 30, 2013, these amounts totaled \$1.6 billion, including Power & Water (\$0.3 billion), Oil & Gas (\$0.2 billion), Energy Management (\$0.1 billion), Aviation (\$0.5 billion), Healthcare (\$0.4 billion), Transportation (\$0.1 billion) and Appliances & Lighting (\$0.1 billion).

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## INCOME TAXES

The consolidated provision for income taxes was an expense of \$0.5 billion in the three months ended September 30, 2014 (an effective tax rate of 11.8%), compared with \$0.3 billion for the same period of 2013 (an effective tax rate of 9.6%). The increase in consolidated tax expense is primarily attributable to decreased benefits from lower-taxed global operations. This increase was partially offset by the adjustment in the third quarter of 2014 to bring our nine month tax rate in line with the projected full year tax rate that was lower than in the third quarter 2013 adjustment.

The consolidated provision for income taxes was an expense of \$1.2 billion in the nine months ended September 30, 2014 (an effective tax rate of 10.5%), a slight increase in expense from the same period of 2013 (an effective tax rate of 10.1%). The increase in consolidated tax expense is primarily attributable to decreased benefits from lower-taxed global operations including the absence of the 2013 benefits from enactment, discussed below, of the extension of the U.S. tax provision deferring tax on active financial services income. This increase was partially offset by the 2014 year-to-date adjustment to bring our nine month tax rate in line with the projected full year tax rate that was significantly lower than the third quarter 2013 year-to-date adjustment and a decrease in income taxed at rates above the average tax rate.

On January 2, 2013, the American Taxpayer Relief Act of 2012 was enacted and the law extended several provisions, including a two year extension of the U.S. tax provision deferring tax on active financial services income and certain U.S. business credits, retroactive to January 1, 2012. Under accounting rules, a tax law change is taken into account in calculating the income tax provision in the period enacted. Because the extension was enacted into law in 2013, tax expense in the first quarter of 2013 reflected retroactive extension of the previously expired provisions.

GE and GECC file a consolidated U.S. federal income tax return. This enables GE to use GECC tax deductions and credits to reduce the tax that otherwise would have been payable by GE. The GECC effective tax rate for each period reflects the benefit of these tax reductions in the consolidated return. GE makes cash payments to GECC for these tax reductions at the time GE's tax payments are due.

Our effective income tax rate is lower than the U.S. statutory rate primarily because of benefits from lower-taxed global operations, including the use of global funding structures. There is a tax benefit from global operations as non-U.S. income is subject to local country tax rates that are significantly below the 35% U.S. statutory rate. These non-U.S. earnings have been indefinitely reinvested outside the U.S. and are not subject to current U.S. income tax. The rate of tax on our indefinitely reinvested non-U.S. earnings is below the 35% U.S. statutory rate largely because GECC funds the majority of its non-U.S. operations through foreign companies that are subject to low foreign taxes and because we have significant business operations subject to tax in countries where the tax on that income is lower than the U.S. statutory rate. The most significant portion of these benefits at GECC depends on the provision of U.S. law deferring the tax on active financial services income, which, as discussed below, is subject to expiration. A substantial portion of the remaining benefit at GECC related to business operations subject to tax in countries where the tax on that income is lower than the U.S. statutory rate is derived from our GECAS aircraft leasing operations located in Ireland.

We expect our ability to benefit from non-U.S. income taxed at less than the U.S. rate to continue subject to changes of U.S. or foreign law, including the expiration of the U.S. tax law provision deferring tax on active financial services income. If this provision is not extended, our tax rate will increase significantly after 2014. In addition, since this benefit depends on management's intention to indefinitely reinvest amounts outside the U.S., our tax provision will increase to the extent we no longer intend to indefinitely reinvest foreign earnings.

DISCONTINUED OPERATIONS

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|                                                               | Three<br>months<br>ended<br>September<br>30 | Nine months<br>ended<br>September<br>30 |
|---------------------------------------------------------------|---------------------------------------------|-----------------------------------------|
| (In millions)                                                 | 20142013                                    | 2014 2013                               |
| Earnings (loss) from discontinued operations,<br>net of taxes | \$57 \$ (91)                                | \$ 28 \$ (335)                          |

Discontinued operations primarily comprises GE Money Japan (our Japanese personal loan business, Lake, and our Japanese mortgage and card businesses, excluding our investment in GE Nissen Credit Co., Ltd.), our U.S. mortgage business (WMC), our CLL trailer services business in Europe (CLL Trailer Services) and our Consumer banking business in Russia (Consumer Russia). Results of these businesses are reported as discontinued operations for all periods presented.

Earnings from discontinued operations, net of taxes, in the three months ended September 30, 2014 primarily reflect a \$0.1 billion tax benefit related to the extinguishment of our loss-sharing arrangement for excess interest claims associated with the 2008 sale of GE Money Japan.

Earnings from discontinued operations, net of taxes, in the nine months ended September 30, 2014 primarily reflect a \$0.1 billion tax benefit related to the extinguishment of our loss-sharing arrangement for excess interest claims associated with the 2008 sale of GE Money Japan, offset by a \$0.1 billion after-tax effect of incremental reserves related to retained representation and warranty obligations to repurchase previously sold loans on the 2007 sale of WMC.

Loss from discontinued operations, net of taxes, in the three months ended September 30, 2013 primarily reflected a \$0.1 billion after-tax effect of incremental reserves for excess interest claims related to our loss-sharing arrangement on the 2008 sale of GE Money Japan.

Loss from discontinued operations, net of taxes, in the nine months ended September 30, 2013 primarily reflected a \$0.2 billion after-tax effect of incremental reserves for excess interest claims related to our loss-sharing arrangement on the 2008 sale of GE Money Japan, and a \$0.1 billion after-tax effect of incremental reserves related to retained representation and warranty obligations to repurchase previously sold loans on the 2007 sale of WMC.

For additional information related to discontinued operations, see Note 2 to the condensed, consolidated financial statements.

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STATEMENT OF FINANCIAL POSITION

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Major changes in our financial position for the nine months ended September 30, 2014 resulted from the following:

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The U.S. dollar was stronger against most major currencies at September 30, 2014 than at December 31, 2013, decreasing the translated levels of our non-U.S. dollar assets and liabilities.

GE's inventory balance increased \$2.1 billion in order to fulfill commitments and backlog, partially offset by the reclassification of inventories at our Appliances business of \$0.7 billion to held for sale.

Consistent with our effort to reduce the GECC balance sheet, collections (which includes sales) on financing receivables exceeded originations by \$1.0 billion and net repayments exceeded new issuances of total borrowings by \$17.9 billion.

GE completed issuances of \$3.0 billion of senior unsecured debt with maturities up to 30 years.

GECC's bank deposits balance increased \$7.5 billion, primarily due to increases at Synchrony Financial.

We committed to sell our Appliances business with assets of \$2.6 billion and liabilities of \$0.8 billion.

We committed to sell GEMB-Nordic with assets of \$3.2 billion and liabilities of \$0.9 billion.

GE completed acquisitions of Thermo Fisher and API in our Healthcare segment and Cameron's Reciprocating Compression Division in our Oil & Gas segment resulting in increased goodwill and intangible assets balances of \$1.7 billion.

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## STATEMENT OF CASH FLOWS

We evaluate our cash flow performance by reviewing our industrial (non-financial services) businesses and financial services businesses separately. Cash from operating activities (CFOA) is the principal source of cash generation for our industrial businesses. The industrial businesses also have liquidity available via the public capital markets. Our financial services businesses use a variety of financial resources to meet our capital needs. Cash for financial services businesses is primarily provided from the issuance of term debt and commercial paper in the public and private markets, time deposits, as well as financing receivables, collections, sales and securitizations.

## GE Cash Flow

GE CFOA totaled \$7.2 billion and \$7.8 billion for the nine months ended September 30, 2014 and 2013, respectively. With respect to GE CFOA, we believe that it is useful to supplement our GE Condensed Statement of Cash Flows and to examine in a broader context the business activities that provide and require cash.

|                                                | Nine months<br>ended September<br>30 |         |
|------------------------------------------------|--------------------------------------|---------|
| (In billions)                                  | 2014                                 | 2013    |
| Operating cash collections(a)                  | \$ 76.7                              | \$ 72.9 |
| Operating cash payments                        | (71.7)                               | (69.0)  |
| Cash dividends from GECC                       | 2.2                                  | 3.9     |
| GE cash from operating activities (GE CFOA)(a) | \$ 7.2                               | \$ 7.8  |

GE sells customer receivables to GECC in part to fund the growth of our industrial businesses. These transactions can result in cash generation or cash use. During any given period, GE receives cash from the sale of receivables to GECC. It also foregoes collection of cash on receivables sold. The incremental amount of cash received from sale of receivables in excess of the cash GE would have otherwise collected had those receivables not been sold, (a) represents the cash generated or used in the period relating to this activity. The incremental cash generated in GE CFOA from selling these receivables to GECC increased GE CFOA by \$0.2 billion and decreased GE CFOA by \$0.8 billion in the nine months ended September 30, 2014 and 2013, respectively. See Note 17 to the condensed, consolidated financial statements for additional information about the elimination of intercompany transactions between GE and GECC.

The most significant source of cash in GE CFOA is customer-related activities, the largest of which is collecting cash resulting from product or services sales. GE operating cash collections increased \$3.8 billion in the nine months ended September 30, 2014. This increase is consistent with comparable GE segment revenue increases from sales of goods and services and higher collections on current receivables. These increases were partially offset by a decrease in progress collections.

The most significant operating use of cash is to pay our suppliers, employees, tax authorities and others for a wide range of material and services. GE operating cash payments increased \$2.7 billion in the nine months ended September 30, 2014. This increase is consistent with cost and expense increases and increased inventory spend to fulfill commitments and backlog. These increases were partially offset by the non-recurrence of payments made in 2013, including NBCU deal-related tax payments and payouts under our long-term incentive plan.

Dividends from GECC, including special dividends, represent the distribution of a portion of GECC retained earnings, and are distinct from cash from continuing operations within the financial services businesses. The amounts included in GE CFOA are the total dividends, including special dividends from excess capital. GECC paid dividends totaling

\$2.2 billion and \$3.9 billion, including special dividends of \$0.7 billion and \$3.0 billion to GE in the nine months ended September 30, 2014 and 2013, respectively.

GE cash used for investing activities was \$4.6 billion compared with cash from investing activities of \$5.3 billion during the nine months ended September 30, 2014 and 2013, respectively. Cash from investing activities decreased \$9.9 billion compared with the same period in 2013, primarily due to proceeds of \$16.7 billion from the 2013 sale of our remaining 49% common equity interest in NBCU LLC to Comcast Corporation. This decrease in cash from investing activities was partially offset by a decrease in business acquisitions of \$5.9 billion primarily driven by the 2014 acquisitions of Thermo Fisher for \$1.1 billion, Cameron's Reciprocating Compression Division for \$0.6 billion, and API for \$0.3 billion compared with the 2013 acquisitions of Avio for \$4.4 billion and Lufkin for \$3.3 billion.

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GE cash used for financing activities was \$5.6 billion and \$18.4 billion for the nine months ended September 30, 2014 and 2013, respectively. Cash used for financing activities decreased \$12.8 billion compared with the same period in 2013, primarily as a result of our 2013 repayment of \$5.0 billion of unsecured notes compared with an issuance of \$3.0 billion of unsecured notes in 2014. Additionally, there was decreased net repurchases of GE shares for treasury of \$6.1 billion. These decreases in cash used for financing were partially offset by an increase in the dividends paid to shareowners of \$0.7 billion.

#### GECC Cash Flow

GECC cash from operating activities was \$11.7 billion and \$11.8 billion for the nine months ended September 30, 2014 and 2013, respectively. Cash from operating activities decreased \$0.1 billion compared with the same period in 2013 primarily due to a \$2.4 billion decrease driven by net tax payments in 2014 compared with net tax refunds in 2013 coupled with a decrease in cash generated from net earnings in 2014, partially offset by a decrease in net cash collateral activity with counterparties on derivative contracts of \$4.2 billion.

GECC cash from investing activities was \$3.7 billion and \$28.3 billion for the nine months ended September 30, 2014 and 2013, respectively. Cash from investing activities decreased \$24.6 billion compared with the same period in 2013 primarily due to lower collections (which includes sales) exceeding originations of financing receivables of \$7.6 billion, the 2013 acquisition of MetLife Bank, N.A., resulting in net cash provided of \$6.4 billion, lower cash settlements on derivative instruments of \$3.4 billion, lower net maturities of investment securities of \$2.0 billion, the payment of our obligation to the buyer of GE Money Japan of \$1.7 billion and lower net loan repayments from our equity method investments of \$1.6 billion.

GECC cash used for financing activities was \$9.0 billion and \$24.7 billion for the nine months ended September 30, 2014 and 2013, respectively. Cash used for financing activities decreased \$15.7 billion compared with the same period in 2013 primarily due to a net increase in deposits at our banks of \$11.2 billion and proceeds received from the initial public offering of Synchrony Financial of \$2.8 billion. Additionally, lower net repayments of borrowings of \$1.0 billion was driven by net cash provided from the issuances of unsecured term loans of \$7.5 billion and senior unsecured debt of \$3.6 billion at Synchrony Financial, partially offset by higher repayments on other borrowings of \$10.1 billion.

GECC paid dividends totaling \$2.2 billion and \$3.9 billion, including special dividends of \$0.7 billion and \$3.0 billion to GE for the nine months ended September 30, 2014 and 2013, respectively. There were preferred stock dividend payments of \$0.2 billion and \$0.1 billion in the nine months ended September 30, 2014 and 2013, respectively.

#### LIQUIDITY AND BORROWINGS

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We maintain a strong focus on liquidity. At both GE and GECC we manage our liquidity to help provide access to sufficient funding to meet our business needs and financial obligations throughout business cycles.

Our liquidity and borrowing plans for GE and GECC are established within the context of our annual financial and strategic planning processes. At GE, our liquidity and funding plans take into account the liquidity necessary to fund our operating commitments, which include primarily purchase obligations for inventory and equipment, payroll and general expenses (including pension funding). We also take into account our capital allocation and growth objectives, including paying dividends, repurchasing shares, investing in research and development and acquiring industrial businesses. At GE, we rely primarily on cash generated through our operating activities, any dividend payments from GECC, and also have historically maintained a commercial paper program that we regularly use to fund operations in the U.S., principally within fiscal quarters.

GECC's liquidity position is targeted to meet its obligations under both normal and stressed conditions. GECC establishes a funding plan annually that is based on the projected asset size and cash needs of the Company, which, over the past few years, has included our strategy to reduce our ending net investment in GE Capital. GECC relies on a diversified source of funding, including the unsecured term debt markets, the global commercial paper markets, deposits, secured funding, retail funding products, bank borrowings and securitizations to fund its balance sheet, in addition to cash generated through collection of principal, interest and other payments on our existing portfolio of loans and leases to fund its operating and interest expense costs.

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Our 2014 GECC funding plan anticipates repayment of principal on outstanding short-term borrowings, including the current portion of long-term debt (\$39.2 billion at December 31, 2013), through issuance of long-term debt and reissuance of commercial paper, cash on hand, collections of financing receivables exceeding originations, dispositions, asset sales, and deposits and other alternative sources of funding. Long-term maturities and early redemptions were \$12.0 billion in the third quarter of 2014. Interest on borrowings is primarily repaid through interest earned on existing financing receivables. During the third quarter of 2014, GECC earned interest income on financing receivables of \$4.7 billion, which more than offset interest and other financial charges of \$2.1 billion.

We maintain a detailed liquidity policy for GECC that includes a requirement to maintain a contingency funding plan. The liquidity policy defines GECC's liquidity risk tolerance under different stress scenarios based on its liquidity sources and also establishes procedures to escalate potential issues. We actively monitor GECC's access to funding markets and its liquidity profile through tracking external indicators and testing various stress scenarios. The contingency funding plan provides a framework for handling market disruptions and establishes escalation procedures in the event that such events or circumstances arise.

In August 2014, the U.S. Government enacted the "Highway and Transportation Funding Act", which contained provisions that changed the interest rate methodology to calculate minimum pension funding requirements in the U.S. We currently estimate that the change will reduce our GE Pension Plan required cash funding by approximately \$2.9 billion through year-end 2015. We are currently in the process of finalizing our revised cash funding plan for the next few years.

Postretirement benefit actuarial assumptions, including mortality assumptions, are significant inputs to the actuarial models that measure benefit obligations and their related effects on operations. The Society of Actuaries recently issued new mortality tables that project longer life expectancies that will result in higher postretirement benefit obligations for U.S. companies.

We are in the process of reviewing the new tables and will update our mortality assumptions at year end. Our current best estimate indicates that the new mortality assumptions may increase postretirement benefit obligations by approximately \$5.0 billion at year end and may increase our postretirement benefit costs resulting in a reduction in 2015 earnings of approximately \$0.06 per share, including a \$0.01 per share reduction in operating earnings.

#### Liquidity Sources

We maintain liquidity sources that consist of cash and equivalents, committed unused credit lines and high-quality, liquid investments.

We had consolidated cash and equivalents of \$90.4 billion at September 30, 2014 that were available to meet our needs. Of this, \$10.6 billion was held at GE and \$79.9 billion was held at GECC.

We had committed, unused credit lines totaling \$45.0 billion that were extended to us by 50 financial institutions at September 30, 2014. GECC can borrow up to \$44.5 billion under all of these credit lines. GE can borrow up to \$14.2 billion under certain of these credit lines. These lines include \$25.4 billion of revolving credit agreements under which we can borrow funds for periods exceeding one year. Additionally, \$19.6 billion are 364-day lines that contain a term-out feature that allows us to extend borrowings for two years from the date on which such borrowings would otherwise be due.

Cash and equivalents of \$62.4 billion at September 30, 2014 were held by non-U.S. subsidiaries. Of this amount, \$5.1 billion was indefinitely reinvested. Indefinitely reinvested cash held outside of the U.S. is available to fund operations and other growth of non-U.S. subsidiaries; it is also available to fund our needs in the U.S. on a short-term basis through short-term loans, without being subject to U.S. tax. Under the Internal Revenue Code, these loans are

permitted to be outstanding for 30 days or less and the total of all such loans is required to be outstanding for less than 60 days during the year.

At September 30, 2014, GE cash and equivalents of \$2.7 billion were held in countries with currency controls that may restrict the transfer of funds to the U.S. or limit our ability to transfer funds to the U.S. without incurring substantial costs. These funds are available to fund operations and growth in these countries and we do not currently anticipate a need to transfer these funds to the U.S.

At September 30, 2014, GECC cash and equivalents of \$24 billion were in regulated banks and insurance entities and were subject to regulatory restrictions.

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If we were to repatriate indefinitely reinvested cash held outside the U.S., we would be subject to additional U.S. income taxes and foreign withholding taxes.

#### Funding Plan

We reduced our GE Capital ENI, excluding cash and equivalents, to \$365 billion at September 30, 2014.

During the first nine months of 2014, GE completed issuances of \$3.0 billion of senior unsecured debt with maturities up to 30 years. GECC completed issuances of \$9.4 billion of senior unsecured debt (excluding securitizations described below) with maturities up to 23 years. In addition, in August 2014, Synchrony Financial completed issuances of \$3.6 billion of senior unsecured debt with maturities up to 10 years and \$8.0 billion of unsecured term loans maturing in 2019 under the New Bank Term Loan Facility with third party lenders. Average commercial paper borrowings for GECC and GE during the third quarter were \$25.1 billion and \$8.3 billion, respectively, and the maximum amounts of commercial paper borrowings outstanding for GECC and GE during the third quarter were \$25.1 billion and \$10.8 billion, respectively. GECC commercial paper maturities are funded principally through new commercial paper issuances and at GE are substantially repaid before quarter-end using indefinitely reinvested overseas cash, which as discussed above, is available for use in the U.S. on a short-term basis without being subject to U.S. tax.

We securitize financial assets as an alternative source of funding. During 2014, we completed \$9.4 billion of non-recourse issuances and \$9.3 billion of non-recourse borrowings matured. At September 30, 2014, consolidated non-recourse securitization borrowings were \$30.2 billion.

We have 9 deposit-taking banks outside of the U.S. and two deposit-taking banks in the U.S. – Synchrony Bank (formerly GE Capital Retail Bank), a Federal Savings Bank (FSB), and GE Capital Bank, an industrial bank (IB). The FSB and IB currently issue certificates of deposit (CDs) in maturity terms up to 10 years.

Total alternative funding at September 30, 2014 was \$117.4 billion, composed mainly of \$60.8 billion of bank deposits, \$30.2 billion of non-recourse securitization borrowings, \$7.3 billion of funding secured by real estate, aircraft and other collateral and \$5.8 billion of GE Interest Plus notes. The comparable amount of total alternative funding at December 31, 2013 was \$107.5 billion.

As a matter of general practice, we routinely evaluate the economic impact of calling debt instruments where GECC has the right to exercise a call. In determining whether to call debt, we consider the economic benefit to GECC of calling debt, the effect of calling debt on GECC's liquidity profile and other factors. During 2014, we called \$0.4 billion of long-term debt.

#### Income Maintenance Agreement

GE provides implicit and explicit support to GECC through commitments, capital contributions and operating support. For example, and as discussed below, GE has committed to keep GECC's ratio of earnings to fixed charges above a minimum level. GECC's credit rating is higher than it would be on a stand-alone basis as a result of this financial support. GECC currently does not pay GE for this support.

As set forth in Exhibit 99(b) hereto, GECC's ratio of earnings to fixed charges was 1.78:1 during the nine months ended September 30, 2014. For additional information, see the Income Maintenance Agreement section in the Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2013 consolidated financial statements.

## PORTFOLIO QUALITY

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### Investment Securities

Investment securities comprise mainly investment-grade debt securities supporting obligations to annuitants, policyholders and holders of guaranteed investment contracts (GICs) in Trinity, and investments held in our CLL business collateralized by senior secured loans of high-quality, middle-market companies in a variety of industries.

The fair value of investment securities increased to \$47.0 billion at September 30, 2014 from \$44.0 billion at December 31, 2013, reflecting higher net unrealized gains in U.S. Corporate and State and Municipal securities driven by lower interest rates in the U.S.

Total pre-tax, other-than-temporary impairment losses recognized in earnings during the three months ended September 30, 2014 and September 30, 2013 were an insignificant amount and \$0.1 billion, respectively. The 2013 amount primarily related to credit losses on corporate debt securities and other-than-temporary impairment on equity securities.

Total pre-tax, other-than-temporary impairment losses recognized in earnings during the nine months ended September 30, 2014 and September 30, 2013 were an insignificant amount and \$0.5 billion, respectively. The 2013 amount primarily related to credit losses on corporate debt securities and other-than-temporary impairment on equity securities.

For additional information, see Note 3 to the condensed, consolidated financial statements.

### Financing Receivables

Financing receivables is our largest category of assets and represents one of our primary sources of revenues. Our portfolio of financing receivables is diverse and not directly comparable to major U.S. banks. A discussion of the quality of certain elements of the financing receivables portfolio follows.

Our commercial portfolio primarily comprises senior secured positions with comparatively low loss history. The secured receivables in this portfolio are collateralized by a variety of asset classes, which for our CLL business primarily include: industrial-related facilities and equipment, vehicles, corporate aircraft, and equipment used in many industries, including the construction, manufacturing, transportation, media, communications, entertainment, and healthcare industries. The portfolios in our Real Estate, GECAS and Energy Financial Services businesses are collateralized by commercial real estate, commercial aircraft and operating assets in the global energy and water industries, respectively. We are in a secured position for substantially all of our commercial portfolio.

During the first quarter of 2014, we combined our CLL Europe and CLL Asia portfolios into CLL International and we transferred our CLL Other portfolio to the CLL Americas portfolio. Prior-period amounts were reclassified to conform to the current-period presentation.

Our consumer portfolio is composed primarily of non-U.S. mortgage, sales finance, auto and personal loans in various European and Asian countries and U.S. consumer credit card and sales finance receivables. In 2007, we exited the U.S. mortgage business and we have no U.S. auto or student loans.

Losses on financing receivables are recognized when they are incurred, which requires us to make our best estimate of probable losses inherent in the portfolio. The method for calculating the best estimate of losses depends on the size, type and risk characteristics of the related financing receivable. Such an estimate requires consideration of historical

loss experience, adjusted for current conditions, and judgments about the probable effects of relevant observable data, including present economic conditions such as delinquency rates, financial health of specific customers and market sectors, collateral values (including housing price indices as applicable), and the present and expected future levels of interest rates. The underlying assumptions, estimates and assessments we use to provide for losses are updated periodically to reflect our view of current conditions and are subject to the regulatory examinations process, which can result in changes to our assumptions. Changes in such estimates can significantly affect the allowance and provision for losses. It is possible to experience credit losses that are different from our current estimates.

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Our risk management process includes standards and policies for reviewing major risk exposures and concentrations, and evaluates relevant data either for individual loans or financing leases, or on a portfolio basis, as appropriate.

Loans acquired in a business acquisition are recorded at fair value, which incorporates our estimate at the acquisition date of the credit losses over the remaining life of the portfolio. As a result, the allowance for losses is not carried over at acquisition. This may have the effect of causing lower reserve coverage ratios for those portfolios.

For purposes of the discussion that follows, "delinquent" receivables are those that are 30 days or more past due based on their contractual terms. Loans purchased at a discount are initially recorded at fair value and accrete interest income over the estimated life of the loan based on reasonably estimable cash flows even if the underlying loans are contractually delinquent at acquisition. "Nonaccrual" financing receivables are those on which we have stopped accruing interest. We stop accruing interest at the earlier of the time at which collection of an account becomes doubtful or the account becomes 90 days past due, with the exception of consumer credit card accounts, for which we continue to accrue interest until the accounts are written off in the period that the account becomes 180 days past due. Recently restructured financing receivables are not considered delinquent when payments are brought current according to the restructured terms, but may remain classified as nonaccrual until there has been a period of satisfactory payment performance by the borrower and future payments are reasonably assured of collection.

Further information on the determination of the allowance for losses on financing receivables and the credit quality and categorization of our financing receivables is provided in Notes 5 and 18 to the condensed, consolidated financial statements.

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| (In millions)                                | Financing<br>receivables at |                      | Nonaccrual<br>receivables at |                      | Allowance for<br>losses at |                      |
|----------------------------------------------|-----------------------------|----------------------|------------------------------|----------------------|----------------------------|----------------------|
|                                              | September<br>30, 2014       | December<br>31, 2013 | September<br>30,<br>2014     | December<br>31, 2013 | September<br>30,<br>2014   | December<br>31, 2013 |
| Commercial                                   |                             |                      |                              |                      |                            |                      |
| CLL                                          |                             |                      |                              |                      |                            |                      |
| Americas                                     | \$ 66,871                   | \$ 69,036            | \$ 1,101                     | \$ 1,275             | \$ 426                     | \$ 473               |
| International(a)                             | 43,268                      | 47,431               | 1,013                        | 1,459                | 379                        | 505                  |
| Total CLL                                    | 110,139                     | 116,467              | 2,114                        | 2,734                | 805                        | 978                  |
| Energy                                       |                             |                      |                              |                      |                            |                      |
| Financial Services                           | 2,798                       | 3,107                | 57                           | 4                    | 6                          | 8                    |
| GECAS                                        | 8,449                       | 9,377                | 153                          | -                    | 15                         | 17                   |
| Other                                        | 134                         | 318                  | -                            | 6                    | -                          | 2                    |
| Total Commercial                             | 121,520                     | 129,269              | 2,324                        | 2,744                | 826                        | 1,005                |
| Real Estate                                  | 19,799                      | 19,899               | 1,628                        | 2,551                | 154                        | 192                  |
| Consumer                                     |                             |                      |                              |                      |                            |                      |
| Non-U.S. residential<br>mortgages(b)         | 27,674                      | 30,501               | 1,960                        | 2,161                | 439                        | 358                  |
| Non-U.S. installment<br>and revolving credit | 10,098                      | 13,677               | 50                           | 88                   | 445                        | 594                  |
| U.S. installment<br>and revolving credit     | 55,258                      | 55,854               | 2                            | 2                    | 3,053                      | 2,823                |
| Non-U.S. auto                                | 1,588                       | 2,054                | 19                           | 18                   | 147                        | 56                   |
| Other                                        | 6,638                       | 6,953                | 218                          | 351                  | 106                        | 150                  |
| Total Consumer                               | 101,256                     | 109,039              | 2,249                        | 2,620                | 4,190                      | 3,981                |
| Total                                        | \$ 242,575                  | \$ 258,207           | \$ 6,201 (c)                 | \$ 7,915             | \$ 5,170                   | \$ 5,178             |

Write-offs to net realizable value are recognized against the allowance for losses primarily in the reporting period in which management has deemed all or a portion of the financing receivable to be uncollectible, but not later than 360 days after initial recognition of a specific reserve for a collateral dependent loan. In accordance with regulatory standards that are applicable in Italy, commercial loans are considered uncollectible when there is demonstrable evidence of the debtor's insolvency, which may result in write-offs occurring beyond 360 days after initial recognition of a specific reserve.

(a) Included financing receivables of \$11,555 million and \$12,401 million, nonaccrual receivables of \$895 million and \$965 million and allowance for losses of \$179 million and \$126 million at September 30, 2014 and December 31, 2013, respectively, primarily related to loans, net of credit insurance, whose terms permitted repayments that are less than the repayments for fully amortizing loans and high loan-to-value ratios at inception (greater than 90%). At origination, we underwrite loans with an adjustable rate to the reset value. Of these loans, about 85% are in our U.K. and France portfolios, which have a delinquency rate of 14%, have a loan-to-value ratio at origination of 82% and have re-indexed loan-to-value ratios of 78% and 65%, respectively. Re-indexed loan-to-value ratios may not reflect actual realizable values of future reposessions. At September 30, 2014, 13% (based on dollar values) of these loans in our U.K. and France portfolios have been restructured.

(c) Of our \$6.2 billion nonaccrual loans of September 30, 2014, \$2.7 billion are currently paying in accordance with the contractual terms.

The portfolio of financing receivables, before allowance for losses, was \$242.6 billion at September 30, 2014, and \$258.2 billion at December 31, 2013. Financing receivables, before allowance for losses, decreased \$15.6 billion from December 31, 2013, primarily as a result of write-offs (\$3.9 billion), the stronger U.S. dollar (\$3.3 billion), the reclassification of GEMB-Nordic to held for sale (\$2.9 billion) and collections (which includes sales) exceeding originations (\$1.0 billion).

Related nonaccrual receivables totaled \$6.2 billion (2.6% of outstanding receivables) at September 30, 2014 compared with \$7.9 billion (3.1% of outstanding receivables), at December 31, 2013. Nonaccrual receivables decreased from December 31, 2013 primarily due to payoffs, collections and write-offs in our Real Estate and CLL portfolios.

The allowance for losses remained constant at \$5.2 billion at September 30, 2014 representing our best estimate of probable losses inherent in the portfolio. Allowance for losses decreased at Commercial and Real Estate, primarily as a result of write-offs and resolutions. These decreases were offset by increases at Consumer, primarily as a result of an increase in the projected net write-offs over the next 12 months in the U.S. and the effects of recent legislation on consumer pricing in Hungary, partially offset by the reclassification of GEMB-Nordic to held for sale. These factors also resulted in an increase in allowance for losses as a percent of total financing receivables from 2.0% at December 31, 2013 to 2.1% at September 30, 2014. Further information about the allowance for losses for each of our portfolios is provided below.

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## Selected Ratios Related to Nonaccrual Financing Receivables and the Allowance for Losses

|                                                | Nonaccrual financing<br>receivables<br>as a percent of<br>total financing receivables at |                      | Allowance for losses<br>as a percent of<br>nonaccrual financing<br>receivables at |                      | Allowance for losses<br>as a percent of<br>total financing receivables at |                      |
|------------------------------------------------|------------------------------------------------------------------------------------------|----------------------|-----------------------------------------------------------------------------------|----------------------|---------------------------------------------------------------------------|----------------------|
|                                                | September 30,<br>2014                                                                    | December 31,<br>2013 | September 30,<br>2014                                                             | December 31,<br>2013 | September 30,<br>2014                                                     | December 31,<br>2013 |
| Commercial                                     |                                                                                          |                      |                                                                                   |                      |                                                                           |                      |
| CLL                                            |                                                                                          |                      |                                                                                   |                      |                                                                           |                      |
| Americas                                       | 1.7                                                                                      | % 1.8                | % 38.7                                                                            | % 37.1               | % 0.6                                                                     | % 0.7                |
| International                                  | 2.3                                                                                      | 3.1                  | 37.4                                                                              | 34.6                 | 0.9                                                                       | 1.1                  |
| Total CLL                                      | 1.9                                                                                      | 2.3                  | 38.1                                                                              | 35.8                 | 0.7                                                                       | 0.8                  |
| Energy Financial                               |                                                                                          |                      |                                                                                   |                      |                                                                           |                      |
| Services                                       | 2.0                                                                                      | 0.1                  | 10.5                                                                              | 200.0                | 0.2                                                                       | 0.3                  |
| GECAS                                          | 1.8                                                                                      | -                    | 9.8                                                                               | -                    | 0.2                                                                       | 0.2                  |
| Other                                          | -                                                                                        | 1.9                  | -                                                                                 | 33.3                 | -                                                                         | 0.6                  |
| Total Commercial                               | 1.9                                                                                      | 2.1                  | 35.5                                                                              | 36.6                 | 0.7                                                                       | 0.8                  |
| Real Estate                                    | 8.2                                                                                      | 12.8                 | 9.5                                                                               | 7.5                  | 0.8                                                                       | 1.0                  |
| Consumer                                       |                                                                                          |                      |                                                                                   |                      |                                                                           |                      |
| Non-U.S.<br>residential                        |                                                                                          |                      |                                                                                   |                      |                                                                           |                      |
| mortgages(a)                                   | 7.1                                                                                      | 7.1                  | 22.4                                                                              | 16.6                 | 1.6                                                                       | 1.2                  |
| Non-U.S.<br>installment                        |                                                                                          |                      |                                                                                   |                      |                                                                           |                      |
| and revolving<br>credit                        | 0.5                                                                                      | 0.6                  | 890.0                                                                             | 675.0                | 4.4                                                                       | 4.3                  |
| U.S. installment<br>and<br>revolving<br>credit | -                                                                                        | -                    | (b)                                                                               | (b)                  | 5.5                                                                       | 5.1                  |
| Non-U.S. auto(c)                               | 1.2                                                                                      | 0.9                  | 773.7                                                                             | 311.1                | 9.3                                                                       | 2.7                  |
| Other                                          | 3.3                                                                                      | 5.0                  | 48.6                                                                              | 42.7                 | 1.6                                                                       | 2.2                  |
| Total Consumer                                 | 2.2                                                                                      | 2.4                  | 186.3                                                                             | 151.9                | 4.1                                                                       | 3.7                  |
| Total                                          | 2.6                                                                                      | 3.1                  | 83.4                                                                              | 65.4                 | 2.1                                                                       | 2.0                  |

Included nonaccrual financing receivables as a percent of financing receivables of 7.7% and 7.8%, allowance for losses as a percent of nonaccrual receivables of 20.0% and 13.0% and allowance for losses as a percent of total financing receivables of 1.5% and 1.0% at September 30, 2014 and December 31, 2013, respectively, primarily related to loans, net of credit insurance, whose terms permitted repayments that are less than the repayments for fully amortizing loans and high loan-to-value ratios at inception (greater than 90%). Compared to the overall Non-U.S. residential mortgage loan portfolio, the ratio of allowance for losses as a percent of nonaccrual financing receivables for these loans is lower, driven primarily by the higher mix of such products in the U.K. and France portfolios and as a result of the better performance and collateral realization experience in these markets.

(a)

(b) Not meaningful.

(c) Increase in allowance for losses ratios attributable to recent legislation on consumer pricing in Hungary.

Included below is a discussion of financing receivables, allowance for losses, nonaccrual receivables and related metrics for each of our significant portfolios.

CLL – Americas. Nonaccrual receivables of \$1.1 billion represented 17.8% of total nonaccrual receivables at September 30, 2014. The ratio of allowance for losses as a percent of nonaccrual receivables increased from 37.1% at December 31, 2013, to 38.7% at September 30, 2014, reflecting a decline in nonaccrual receivables in our media, materials and franchise portfolios, partially offset by increases in our Canada and Latin America portfolios. The ratio of nonaccrual receivables as a percent of financing receivables decreased from 1.8% at December 31, 2013 to 1.7% at September 30, 2014, reflecting decreased nonaccrual receivables for the reasons described above. Collateral supporting these nonaccrual financing receivables primarily includes assets in the restaurant and hospitality, trucking and industrial equipment industries and corporate aircraft, and for our leveraged finance business, equity of the underlying businesses.

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CLL – International. Nonaccrual receivables of \$1.0 billion represented 16.3 % of total nonaccrual receivables at September 30, 2014. The ratio of allowance for losses as a percent of nonaccrual receivables increased from 34.6 % at December 31, 2013 to 37.4 % at September 30, 2014, reflecting a decrease in nonaccrual receivables and allowance for losses in our Interbanca S.p.A. and Australia portfolios primarily as a result of account resolutions and sales of nonaccrual receivables in Korea. Approximately 54% of our CLL – International nonaccrual receivables are attributable to the Interbanca S.p.A. portfolio, which was acquired in 2009. The loans acquired with Interbanca S.p.A. were recorded at fair value, which incorporates an estimate at the acquisition date of credit losses over their remaining life. Accordingly, these loans generally have a lower ratio of allowance for losses as a percent of nonaccrual receivables compared to the remaining portfolio. Excluding the nonaccrual loans attributable to the 2009 acquisition of Interbanca S.p.A., the ratio of allowance for losses as a percent of nonaccrual receivables increased from 42.2 % at December 31, 2013, to 53.1% at September 30, 2014, primarily due to sales of nonaccrual receivables in Korea and a decrease in nonaccrual receivables and allowance for losses in our Australia portfolio. The ratio of nonaccrual receivables as a percent of financing receivables decreased from 3.1% at December 31, 2013 to 2.3% at September 30, 2014, for the reasons described above. Collateral supporting these secured nonaccrual financing receivables are primarily equity of the underlying businesses, purchased receivables, commercial real estate, manufacturing and other equipment, and corporate aircraft.

Real Estate. Nonaccrual receivables of \$1.6 billion represented 26.3% of total nonaccrual receivables at September 30, 2014. The decrease in nonaccrual receivables from December 31, 2013, was primarily due to Asian office collections and resolutions as well as the resolution of North American office, multi-family and hotel nonaccrual loans, and European retail nonaccrual loans through payoffs and collections. The ratio of allowance for losses as a percent of nonaccrual receivables increased from 7.5% to 9.5% reflecting decreases in the allowance for losses at a lower rate than decreases in nonaccrual loans as mentioned above. The ratio of allowance for losses as a percent of total financing receivables decreased from 1.0% at December 31, 2013 to 0.8% at September 30, 2014, driven primarily by the reduction in overall reserves due to improving market conditions and new loan originations in 2014.

The Real Estate financing receivables portfolio is collateralized by income-producing or owner-occupied commercial properties across a variety of asset classes and markets. At September 30, 2014, total Real Estate financing receivables of \$19.8 billion were primarily collateralized by office buildings (\$6.2 billion), apartment buildings (\$3.3 billion), retail facilities (\$2.9 billion), warehouse properties (\$2.4 billion) and hotel properties (\$1.9 billion). In 2014, commercial real estate markets continue to show signs of improved stability and liquidity in certain markets; however, the pace of improvement varies significantly by asset class and market and the long-term outlook remains uncertain. We have and continue to maintain an intense focus on operations and risk management. Loan loss reserves related to our Real Estate–Debt financing receivables are particularly sensitive to declines in underlying property values. Estimating the impact of global property values on loss performance across our portfolio depends on a number of factors, including macroeconomic conditions, property level operating performance, local market dynamics and individual borrower behavior. As a result, any attempts to forecast potential losses carry a high degree of imprecision and are subject to change. At September 30, 2014, we had 100 foreclosed commercial real estate properties totaling \$0.8 billion.

Consumer – Non-U.S. residential mortgages. Nonaccrual receivables of \$2.0 billion represented 31.6 % of total nonaccrual receivables at September 30, 2014. The ratio of allowance for losses as a percent of nonaccrual receivables increased from 16.6% at December 31, 2013, to 22.4% at September 30, 2014, due to an increase in provisions as a result of recent legislation on consumer pricing in Hungary and an increase in allowances for losses in our U.K. portfolio. Our non-U.S. mortgage portfolio has a loan-to-value ratio of approximately 76% at origination and the vast majority are first lien positions. Our U.K. and France portfolios, which comprise a majority of our total mortgage portfolio, have reindexed loan-to-value ratios of 71% and 56%, respectively, and about 7% of these loans are without mortgage insurance and have a reindexed loan-to-value ratio equal to or greater than 100%. Re-indexed loan-to-value ratios may not reflect actual realizable values of future repossessions. Loan-to-value information is updated on a quarterly basis for a majority of our loans and considers economic factors such as the housing price index. At September 30, 2014, we had in repossession stock 180 houses in the U.K., which had a value of less than \$0.1 billion.

The ratio of nonaccrual receivables as a percent of financing receivables remained constant at 7.1% at September 30, 2014.

Consumer – Non-U.S. installment and revolving credit. Nonaccrual receivables of \$0.1 billion represented 0.8% of total nonaccrual receivables at September 30, 2014. The ratio of allowance for losses as a percent of financing receivables increased slightly from 4.3% at December 31, 2013 to 4.4% at September 30, 2014, primarily reflecting the reclassification of GEMB-Nordic to held for sale.

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Consumer – U.S. installment and revolving credit. The ratio of allowance for losses as a percent of financing receivables increased from 5.1% at December 31, 2013 to 5.5% at September 30, 2014, reflecting an increase in the projected net write-offs over the next 12 months.

#### Impaired Loans

"Impaired" loans in the table below are defined as larger-balance or restructured loans for which it is probable that the lender will be unable to collect all amounts due according to original contractual terms of the loan agreement. The vast majority of our Consumer and a portion of our CLL nonaccrual receivables are excluded from this definition, as they represent smaller-balance homogeneous loans that we evaluate collectively by portfolio for impairment.

Impaired loans include nonaccrual receivables on larger-balance or restructured loans, loans that are currently paying interest under the cash basis (but are excluded from the nonaccrual category), and loans paying currently that had been previously restructured.

Specific reserves are recorded for individually impaired loans to the extent we have determined that it is probable that we will be unable to collect all amounts due according to original contractual terms of the loan agreement. Certain loans classified as impaired may not require a reserve because we believe that we will ultimately collect the unpaid balance (through collection or collateral repossession).

#### Loans Classified as Impaired and Specific Reserves

| (In millions)                                  | September<br>30, 2014 | December<br>31, 2013 |
|------------------------------------------------|-----------------------|----------------------|
| Loans requiring allowance for losses           |                       |                      |
| Commercial(a)                                  | \$ 547                | \$ 1,116             |
| Real Estate                                    | 478                   | 1,245                |
| Consumer                                       | 2,369                 | 2,879                |
| Total loans requiring allowance for losses     | 3,394                 | 5,240                |
| Loans expected to be fully recoverable         |                       |                      |
| Commercial(a)                                  | 2,690                 | 2,776                |
| Real Estate                                    | 1,994                 | 2,615                |
| Consumer                                       | 131                   | 109                  |
| Total loans expected to be fully recoverable   | 4,815                 | 5,500                |
| Total impaired loans                           | \$ 8,209              | \$ 10,740            |
| Allowance for losses (specific reserves)       |                       |                      |
| Commercial(a)                                  | \$ 189                | \$ 328               |
| Real Estate                                    | 27                    | 74                   |
| Consumer                                       | 484                   | 567                  |
| Total allowance for losses (specific reserves) | \$ 700                | \$ 969               |
| Average investment during the period           | \$ 9,755              | \$ 12,347            |
| Interest income earned while impaired(b)       | 321                   | 626                  |

(a) Includes CLL, Energy Financial Services, GECAS and Other.

(b) Recognized principally on an accrual basis.

We regularly review our Real Estate loans for impairment using both quantitative and qualitative factors, such as debt service coverage and loan-to-value ratios. We evaluate a Real Estate loan for impairment when the most recent valuation reflects a projected loan-to-value ratio at maturity in excess of 100%, even if the loan is currently paying in accordance with its contractual terms.

Of our \$2.5 billion of impaired loans at Real Estate at September 30, 2014, \$2.2 billion are currently paying in accordance with the contractual terms of the loan and are typically loans where the borrower has adequate debt service coverage to meet contractual interest obligations. Impaired loans at CLL primarily represent senior secured lending positions.

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Impaired Loan Balance Classified by the  
Method Used To Measure Impairment

| (In millions)        | September<br>30, 2014 | December<br>31, 2013 |
|----------------------|-----------------------|----------------------|
| Discounted cash flow | \$ 4,172              | \$ 5,558             |
| Collateral value     | 4,037                 | 5,182                |
| Total                | \$ 8,209              | \$ 10,740            |

Our loss mitigation strategy is intended to minimize economic loss and, at times, can result in rate reductions, principal forgiveness, extensions, forbearance or other actions, which may cause the related loan to be classified as a troubled debt restructuring (TDR), and also as impaired. Changes to Real Estate's loans primarily include forbearance, maturity extensions and changes to collateral or covenant terms or other actions, which are in addition to, or sometimes in lieu of, fees and rate increases. The determination of whether these changes to the terms and conditions of our commercial loans meet the TDR criteria includes our consideration of all relevant facts and circumstances. At September 30, 2014, TDRs included in impaired loans were \$7.1 billion, primarily relating to Consumer (\$2.4 billion), Real Estate (\$2.3 billion) and CLL (\$2.3 billion).

Real Estate TDRs decreased from \$3.6 billion at December 31, 2013 to \$2.3 billion at September 30, 2014, primarily driven by resolution of TDRs through paydowns. For borrowers with demonstrated operating capabilities, we work to restructure loans when the cash flow and projected value of the underlying collateral support repayment over the modified term. We deem loan modifications to be TDRs when we have granted a concession to a borrower experiencing financial difficulty and we do not receive adequate compensation in the form of an effective interest rate that is at current market rates of interest given the risk characteristics of the loan or other consideration that compensates us for the value of the concession. For the nine months ended September 30, 2014, we modified \$0.5 billion of loans classified as TDRs. Changes to these loans primarily included forbearance, maturity extensions and changes to collateral or covenant terms or other actions, which are in addition to, or sometimes in lieu of, fees and rate increases. The limited liquidity and higher return requirements in the real estate market for loans with higher loan-to-value (LTV) ratios have typically resulted in the conclusion that the modified terms are not at current market rates of interest, even if the modified loans are expected to be fully recoverable. We received the same or additional compensation in the form of rate increases and fees for the majority of these TDRs. Of our \$0.8 billion and \$2.1 billion of modifications classified as TDRs in the last 12 months ended September 30, 2014 and 2013, respectively, \$0.3 billion and \$0.3 billion have subsequently experienced a payment default in the nine months ended September 30, 2014 and 2013, respectively.

The substantial majority of the Real Estate TDRs have reserves determined based upon collateral value. Our specific reserves on Real Estate TDRs were less than \$0.1 billion at September 30, 2014 and \$0.1 billion at December 31, 2013, and were 1.2% and 1.9%, respectively, of Real Estate TDRs. In many situations these loans did not require a specific reserve as collateral value adequately covered our recorded investment in the loan. While these modified loans had adequate collateral coverage, we were still required to complete our TDR classification evaluation on each of the modifications without regard to collateral adequacy.

We utilize certain short-term (three months or less) loan modification programs for borrowers experiencing temporary financial difficulties in our Consumer loan portfolio. These loan modification programs are primarily concentrated in our non-U.S. residential mortgage and non-U.S. installment and revolving portfolios. We sold our U.S. residential mortgage business in 2007 and, as such, do not participate in the U.S. government-sponsored mortgage modification programs. For the nine months ended September 30, 2014, we provided short-term modifications of less than \$0.1 billion of consumer loans for borrowers experiencing financial difficulties, substantially all in our non-U.S. residential

mortgage, credit card and personal loan portfolios, which are not classified as TDRs. For these modified loans, we provided insignificant interest rate reductions and payment deferrals, which were not part of the terms of the original contract. We expect borrowers whose loans have been modified under these short-term programs to continue to be able to meet their contractual obligations upon the conclusion of the short-term modification. In addition, we have modified \$0.8 billion of Consumer loans for the nine months ended September 30, 2014, which are classified as TDRs. Further information on Consumer impaired loans is provided in Note 18 to the condensed, consolidated financial statements.

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## Delinquencies

For additional information on delinquency rates at each of our major portfolios, see Note 18 to the condensed, consolidated financial statements.

## All Other Assets

All other assets of our financial services business comprises mainly real estate equity properties and investments, equity and cost method investments, derivative instruments and assets held for sale, and totaled \$47.1 billion at September 30, 2014, a decrease of \$0.2 billion from December 31, 2013, primarily related to the sale of certain held-for-sale real estate and aircraft (\$5.8 billion), the net sale of loans held for sale (\$3.1 billion), the net decrease in equity and cost method investments (\$1.1 billion), and the sale of certain real estate investments (\$1.1 billion). These decreases were partially offset by a net increase in assets held for sale (\$10.1 billion) and an increase in derivative instruments (\$0.6 billion). During the three and nine months ended September 30, 2014, we recognized \$0.1 billion and \$0.4 billion, respectively, of pre-tax other-than-temporary impairments of cost and equity method investments, excluding those related to real estate.

Included in other assets are Real Estate equity investments of \$12.1 billion and \$13.7 billion and Real Estate equity assets classified as held for sale of \$0.1 billion and \$0.7 billion at September 30, 2014 and December 31, 2013, respectively. Our portfolio is diversified, both geographically and by asset type. We review the estimated values of our commercial real estate investments at least annually, or more frequently as conditions warrant. Commercial real estate valuations have shown signs of improved stability and liquidity in certain markets, primarily in the U.S.; however, the pace of improvement varies significantly by asset class and market. Accordingly, there continues to be risk and uncertainty surrounding commercial real estate values. Declines in estimated value of real estate below carrying amount result in impairment losses when the aggregate undiscounted cash flow estimates used in the estimated value measurement are below the carrying amount. As such, estimated losses in the portfolio will not necessarily result in recognized impairment losses. During the three and nine months ended September 30, 2014, Real Estate recognized pre-tax impairments of \$0.1 billion and \$0.2 billion, respectively, in its real estate held for investment. Real Estate investments with undiscounted cash flows in excess of carrying value of 0% to 5% at September 30, 2014 had a carrying value of \$1.3 billion and an associated estimated unrealized loss of \$0.1 billion. Continued deterioration in economic conditions or prolonged market illiquidity may result in further impairments being recognized.

## FOREIGN EXPOSURE

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### GECC Selected European Exposures

At September 30, 2014, we had \$69.9 billion in financing receivables to consumer and commercial customers in Europe. The GECC financing receivables portfolio in Europe is well diversified across European geographies and customers. Approximately 93% of the portfolio is secured by collateral and represents approximately 500,000 commercial customers. Several European countries, including Spain, Portugal, Ireland, Italy, Greece and Hungary (focus countries), have been subject to credit deterioration due to weaknesses in their economic and fiscal situations. The carrying value of GECC funded exposures in these focus countries and in the rest of Europe comprised the following at September 30, 2014.

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| (In millions)                                                                     | Spain    | Portugal | Ireland  | Italy    | Greece | Hungary  | Rest of Europe | Total Europe |
|-----------------------------------------------------------------------------------|----------|----------|----------|----------|--------|----------|----------------|--------------|
| September 30, 2014                                                                |          |          |          |          |        |          |                |              |
| Financing receivables, before allowance for losses on financing receivables       | \$ 1,360 | \$ 215   | \$ 521   | \$ 5,782 | \$ 2   | \$ 2,746 | \$ 60,424      | \$ 71,050    |
| Allowance for losses on financing receivables                                     | (85)     | (17)     | -        | (178)    | -      | (222)    | (655)          | (1,157)      |
| Financing receivables, net of allowance for losses on financing receivables(a)(b) | 1,275    | 198      | 521      | 5,604    | 2      | 2,524    | 59,769         | 69,893       |
| Investments(c)(d)                                                                 | 3        | -        | -        | 454      | -      | 277      | 2,129          | 2,863        |
| Cost and equity method investments(e)                                             | -        | -        | 469      | 50       | 33     | -        | 1,643          | 2,195        |
| Derivatives, net of collateral(c)(f)                                              | 2        | -        | -        | 52       | -      | -        | 374            | 428          |
| Equipment leased to others (ELTO)(g)                                              | 484      | 208      | 64       | 675      | 233    | 234      | 9,775          | 11,673       |
| Real estate held for investment(g)                                                | 612      | -        | -        | 399      | -      | -        | 3,479          | 4,490        |
| Total funded exposures(h)(i)                                                      | \$ 2,376 | \$ 406   | \$ 1,054 | \$ 7,234 | \$ 268 | \$ 3,035 | \$ 77,169      | \$ 91,542    |
| Unfunded commitments(j)                                                           | \$ 16    | \$ 8     | \$ 189   | \$ 189   | \$ 4   | \$ 827   | \$ 5,597       | \$ 6,830     |

(a) Financing receivable amounts are classified based on the location or nature of the related obligor.

Substantially all relates to non-sovereign obligors. Included residential mortgage loans of approximately \$27.4

(b) billion before consideration of purchased credit protection. We have third-party mortgage insurance for less than 10% of these residential mortgage loans, which were primarily originated in France and the U.K.

(c) Investments and derivatives are classified based on the location of the parent of the obligor or issuer.

Included \$0.8 billion related to financial institutions, \$0.2 billion related to non-financial institutions and

(d) \$1.9 billion related to sovereign issuers. Sovereign issuances totaled \$0.1 billion and \$0.2 billion related to Italy and Hungary, respectively. We held no investments issued by sovereign entities in the other focus countries.

(e) Substantially all is non-sovereign.

(f) Net of cash collateral; entire amount is non-sovereign.

These assets are held under long-term investment and operating strategies, and our ELTO strategies contemplate an

(g) ability to redeploy assets under lease should default by the lessee occur. The values of these assets could be subject to decline or impairment in the current environment.

Excluded \$34.8 billion of cash and equivalents, which is composed of \$25.9 billion of cash on short-term placement with highly rated global financial institutions based in Europe, sovereign central banks and agencies or

(h) supranational entities, of which \$1.1 billion is in focus countries, and \$8.9 billion of cash and equivalents placed with highly rated European financial institutions on a short-term basis, secured by U.S. Treasury securities (\$3.7 billion) and sovereign bonds of non-focus countries (\$5.2 billion), where the value of our collateral exceeds the amount of our cash exposure.

(i) Rest of Europe included \$2.0 billion and \$0.1 billion of exposure for Russia and Ukraine, respectively, substantially all ELTO and financing receivables related to commercial aircraft in our GECAS portfolio.

(j) Includes ordinary course of business lending commitments, commercial and consumer unused revolving credit lines, inventory financing arrangements and investment commitments.

We manage counterparty exposure, including credit risk, on an individual counterparty basis. We place defined risk limits around each obligor and review our risk exposure on the basis of both the primary and parent obligor, as well as the issuer of securities held as collateral. These limits are adjusted on an ongoing basis based on our continuing assessment of the credit risk of the obligor or issuer. In setting our counterparty risk limits, we focus on high-quality

credits and diversification through spread of risk in an effort to actively manage our overall exposure. We actively monitor each exposure against these limits and take appropriate action when we believe that risk limits have been exceeded or there are excess risk concentrations. Our collateral position and ability to work out problem accounts have historically mitigated our actual loss experience. Delinquency experience has been relatively stable in our European commercial and consumer platforms in the aggregate, and we actively monitor and take action to reduce exposures where appropriate. Uncertainties surrounding European markets could have an impact on the judgments and estimates used in determining the carrying value of these assets.

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## Other

For our operations in Venezuela, determining the appropriate exchange rate for remeasurement of bolivar-denominated monetary assets and liabilities into U.S. dollars continues to be subject to uncertainty. We continue to access the official exchange mechanism maintained by the government for certain of our qualifying imports and measure the associated bolivar-denominated net monetary assets at that rate. During the three months ended September 30, 2014, we became eligible to access the SICAD1 exchange mechanism to settle certain future transactions, including the payment of dividends. In light of this development, we concluded the SICAD1 rate is the most appropriate for measuring those monetary assets that do not qualify for the official exchange rate and recorded a \$29 million pre-tax charge during the three months ended September 30, 2014.

We continue to monitor the evolving situation in Venezuela and will reevaluate the determination of the appropriate exchange rates for remeasurement in light of current developments related to the alternative exchange mechanisms. Net monetary assets subject to remeasurement were approximately \$43 million at September 30, 2014, including approximately \$18 million in Bolivar denominated cash and cash equivalents and approximately \$68 million related to a non-consolidated investment. We also continue to monitor the effects of economic and operating environment in Venezuela on recoverable amounts of bolivar denominated non-monetary assets.

## NEW ACCOUNTING STANDARDS

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In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective on January 1, 2017. Early application is not permitted. The standard permits the use of either the retrospective or modified retrospective (cumulative effect) transition method. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

## REGULATIONS AND SUPERVISION

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GECC is a regulated savings and loan holding company under U.S. law and became subject to Federal Reserve Board (FRB) supervision on July 21, 2011, the one-year anniversary of the Dodd-Frank Wall Street Reform and Consumer Protection Act (DFA). In addition, on July 8, 2013, the U.S. Financial Stability Oversight Council (FSOC) designated GECC as a nonbank systemically important financial institution (nonbank SIFI) under the DFA. Many of the rulemakings for supervision of nonbank SIFIs are not final and therefore the exact impact and implementation date remain uncertain. GECC continues to plan for the enhanced prudential standards that will apply to nonbank SIFIs. These DFA rulemakings will require, among other items, enhanced capital and liquidity levels, compliance with the comprehensive capital analysis and review regulations (CCAR), compliance with counterparty credit exposure limits, and the development of a resolution plan for submission to regulators.

GECC submitted its first resolution plan to the FRB and Federal Deposit Insurance Corporation (FDIC) on June 30, 2014. GECC's resolution plan describes how GECC could be resolved under existing insolvency regimes in a manner that mitigates potential disruption to the U.S. financial system and the global financial markets without the use of

government support or taxpayer funds. If the FRB and FDIC determine that GECC's resolution plan is deficient, the Dodd-Frank Act authorizes the FRB and FDIC to impose more stringent capital, leverage or liquidity requirements on GECC or restrict its growth or activities until it submits a plan remedying the deficiencies. If the FRB and FDIC ultimately determine that GECC has not adequately addressed the deficiencies, they could order GECC to divest assets or operations in order to facilitate orderly resolution in the event of its failure.

GE is also subject to the Volcker Rule, which U.S. regulators finalized on December 10, 2013. The rule prohibits companies that are affiliated with U.S. insured depository institutions from engaging in "proprietary trading" or acquiring or retaining ownership interest in, or sponsoring or engaging in certain transactions with, a "hedge fund" or a "private equity fund." Proprietary trading and fund investing, as prohibited by the rule, are not core activities for GE, but GE is assessing the full impact of the rule, in anticipation of full conformance with the rule, as required by July 21, 2015.

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In July 2013, the FRB finalized regulations to revise and replace its current rules on capital adequacy and to extend capital regulations to savings and loan holding companies like GECC. Under the final rules, the standardized approach for calculating capital could apply to GECC, in its capacity as a savings and loan holding company, as early as January 1, 2015. However, that timing could change once nonbank SIFI rules are finalized. GECC may become subject to the Basel III advanced capital rules that will be applicable to institutions with \$250 billion or more in assets. Initial actions required for compliance with the advanced capital rules, including building out the necessary systems and models, will begin once GECC is subject to regulatory capital rules. However, full implementation will take several years to complete.

The FRB has also indicated that they will require nonbank SIFIs to submit annual capital plans for review, including institutions' plans to make capital distributions, such as dividend payments. The applicability and timing of this requirement to GECC is not yet determined. While GECC is not yet subject to this regulation, GECC's capital allocation planning remains subject to FRB review as a savings and loan holding company.

GECC undertakes an annual review of its capital adequacy prior to establishing a plan for dividends to its parent, GE. This review is based on a forward-looking assessment of GECC's material enterprise risks and involves the consideration of a number of factors. This analysis also includes an assessment of GECC's capital and liquidity levels, as well as incorporating risk management and governance considerations. The most recent capital adequacy review was approved by the GECC board of directors and the GE Board of Directors Risk Committee in 2014. While a savings and loan holding company and nonbank SIFI like GECC is currently not required to obtain FRB approval to pay a dividend, it may not, under FRB regulations, conduct its operations in an unsafe or unsound manner. The FRB has articulated factors that it expects boards of directors of bank holding companies and savings and loan holding companies to consider in determining whether to pay a dividend.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There have been no significant changes to our market risk since December 31, 2013. For a discussion of our exposure to market risk, refer to Part II, Item 7A. "Quantitative and Qualitative Disclosures about Market Risk," contained in our Annual Report on Form 10 K for the year ended December 31, 2013.

### 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, 2014, and (ii) no change in internal control over financial reporting occurred during the quarter ended September 30, 2014, that has materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

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## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS.

The following information supplements and amends our discussion set forth under Part I, Item 3 "Legal Proceedings" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarters ended March 31, 2014 and June 30, 2014.

There are 15 lawsuits relating to pending mortgage loan repurchase claims in which WMC, our U.S. mortgage business that we sold in 2007, is a party, one of which was initiated after the third quarter. The adverse parties in these cases are securitization trustees or parties claiming to act on their behalf. While the alleged claims for relief vary from case to case, the complaints and counterclaims in these actions generally assert claims for breach of contract, indemnification, and/or declaratory judgment, and seek specific performance (repurchase) and/or monetary damages. Beginning in the fourth quarter 2013, WMC entered into settlements that reduced its exposure on claims asserted in certain securitizations, and the claim amounts reported herein reflect the effect of these settlements.

Five WMC cases are pending in the United States District Court for the District of Connecticut. Four of these cases were initiated in 2012, and one was initiated in the third quarter 2013. Deutsche Bank National Trust Company (Deutsche Bank) is the adverse party in four cases, and Law Debenture Trust Company of New York (Law Debenture) is the adverse party in one case. The Deutsche Bank complaints assert claims on approximately \$4,300 million of mortgage loans and seek to recover damages in excess of approximately \$1,800 million. The Law Debenture complaint asserts claims on approximately \$800 million of mortgage loans, and alleges losses on these loans in excess of approximately \$425 million. On March 31, 2014, the District Court denied WMC's motions to dismiss these cases.

Four WMC cases are pending in the United States District Court for the District of Minnesota against US Bank National Association (US Bank), one of which was initiated by WMC seeking declaratory judgment. Three of these cases were filed in 2012, and one was filed in 2011. The Minnesota cases involve claims on approximately \$800 million of mortgage loans and do not specify the amount of damages sought. In September 2013, the District Court granted in part and denied in part WMC's motions to dismiss or for summary judgment in these cases. On September 8, 2014, US Bank filed a petition for instructions in the administration of trusts in Minnesota state court seeking authorization and instruction for US Bank to implement the terms of a settlement agreement reached with WMC to compromise, settle, and release all claims arising out of the securitizations at issue in these four lawsuits. In light of the state court action seeking approval of the proposed settlement, the District Court entered an order on September 18, 2014 staying further proceedings in the four cases until January 15, 2015.

Four cases are pending against WMC in New York State Supreme Court, all of which were initiated by securitization trustees or securities administrators. These cases involve, in the aggregate, claims involving approximately \$4,559 million of mortgage loans. One of these lawsuits was initiated by Deutsche Bank in the second quarter 2013 and names as defendants WMC and Barclays Bank PLC. It involves claims against WMC on approximately \$1,000 million of mortgage loans and does not specify the amount of damages sought. The second case, in which the plaintiff is The Bank of New York Mellon (BNY), was initiated in the fourth quarter 2012 and names as defendants WMC, J.P. Morgan Mortgage Acquisition Corporation and JPMorgan Chase Bank, N.A. BNY asserts claims on approximately \$1,300 million of mortgage loans, and seeks to recover damages in excess of \$650 million. The third case was initiated by BNY in November 2013 and names as defendants WMC, J.P. Morgan Mortgage Acquisition Corporation and JPMorgan Chase Bank, N.A. In this case, BNY asserts claims on approximately \$1,300 million of mortgage loans, and seeks to recover damages in excess of \$600 million. The fourth case was filed in October 2014 and names as defendants WMC, J.P. Morgan Mortgage Acquisition Corporation and JPMorgan Chase Bank, N.A. The plaintiff, BNY, asserts claims on approximately \$959 million of mortgage loans and seeks to recover damages in excess of

\$475 million.

Two cases are pending against WMC in the United States District Court for the Southern District of New York. One case, in which the plaintiff is BNY, was filed in the third quarter 2012. In the second quarter 2013, BNY filed an amended complaint in which it asserts claims on approximately \$900 million of mortgage loans, and seeks to recover damages in excess of \$378 million. In September 2013, the District Court denied WMC's motion to dismiss. On September 18, 2014, the District Court issued an order directing the parties to participate in settlement discussions before a private mediator or the assigned magistrate judge. The second case was initiated by the Federal Housing Finance Agency (FHFA), which filed a summons with

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notice in the fourth quarter 2012. In the second quarter 2013, Deutsche Bank, in its role as securitization trustee of the trust at issue in the case, intervened as a plaintiff and filed a complaint relating to approximately \$1,300 million of loans and alleging losses in excess of approximately \$100 million. In December 2013, the District Court issued an order denying WMC's motion to dismiss.

The amounts of the claims at issue in these cases (discussed above) reflect the purchase price or unpaid principal balances of the mortgage loans at issue at the time of purchase and do not give effect to pay downs, accrued interest or fees, or potential recoveries based upon the underlying collateral. All of the mortgage loans involved in these lawsuits are included in WMC's reported claims at September 30, 2014.

## ITEM 2. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.

| Period(a)             | Total number of shares purchased (a)(b) | Average price paid per share (b) | Total number of shares purchased as part of our share repurchase program (c) | Approximate dollar value of shares that may yet be purchased under our share repurchase program (a)(c) |
|-----------------------|-----------------------------------------|----------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| (Shares in thousands) |                                         |                                  |                                                                              |                                                                                                        |
| 2014                  |                                         |                                  |                                                                              |                                                                                                        |
| July                  | 3,022                                   | \$ 25.95                         | 2,952                                                                        |                                                                                                        |
| August                | 2,671                                   | \$ 25.68                         | 2,623                                                                        |                                                                                                        |
| September             | 3,978                                   | \$ 25.90                         | 3,927                                                                        |                                                                                                        |
| Total                 | 9,671                                   | \$ 25.86                         | 9,502                                                                        | \$10.5 billion                                                                                         |

(a) Information is presented on a fiscal calendar basis, consistent with our quarterly financial reporting.

(b) This category included 169 thousand shares repurchased from our various benefit plans.

Shares are repurchased through the 2007 GE Share Repurchase Program (the Program). As of December 31, 2013, we were authorized to repurchase up to \$35 billion of our common stock through 2015 and we had repurchased a total of approximately \$22.7 billion under the Program. The Program is flexible and shares are acquired with a combination of borrowings and free cash flow from the public markets and other sources, including GE Stock Direct, a stock purchase plan that is available to the public.

ITEM 6. Exhibits.

Exhibit

11 Computation of Per Share Earnings.\*

Exhibit 12 Computation of Ratio of Earnings to Fixed Charges.

Exhibit 31(a) Certification Pursuant to Rules 13a 14(a) or 15d 14(a) under the Securities Exchange Act of 1934, as Amended.

Exhibit 31(b) Certification Pursuant to Rules 13a 14(a) or 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(a) Financial Measures That Supplement Generally Accepted Accounting Principles.

Exhibit 99(b) Computation of Ratio of Earnings to Fixed Charges (Incorporated by reference to Exhibit 12 to General Electric Capital Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2014 (Commission file number 001-06461)).

Exhibit 101 The following materials from General Electric Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (eXtensible Business Reporting Language); (i) Condensed Statement of Earnings for the three and nine months ended September 30, 2014 and 2013, (ii) Condensed, Consolidated Statement of Comprehensive Income for the three and nine months ended September 30, 2014 and 2013, (iii) Condensed, Consolidated Statement of Changes in Shareowners' Equity for the nine months ended September 30, 2014 and 2013, (iv) Condensed Statement of Financial Position at September 30, 2014 and December 31, 2013, (v) Condensed Statement of Cash Flows for the nine months ended September 30, 2014 and 2013, and (vi) Notes to Condensed, Consolidated Financial Statements.

\* Data required by Financial Accounting Standards Board Accounting Standards Codification 260, Earnings Per Share, is provided in Note 13 to the Condensed, Consolidated Financial Statements in this Report.

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 Company

(Registrant)

November 3, 2014 /s/ Jan R. Hauser

Jan R. Hauser

Date

Vice President and Controller

Duly Authorized Officer and Principal Accounting Officer

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