

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
March 31, 2009

Filed Pursuant to Rule 433

Dated March 27, 2009

Registration Statement No. 333-156929

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES G

(Senior Floating Rate Notes pursuant to the FDICs Temporary Liquidity Guarantee Program)

This debt is guaranteed under the Federal Deposit Insurance Corporations Temporary Liquidity Guarantee Program and is backed by the full faith and credit of the United States. The details of the FDIC guarantee are provided in the FDICs regulations, 12 CFR Part 370, and at the FDICs website, [www.fdic.gov/tlgp](http://www.fdic.gov/tlgp). The expiration date of the FDICs guarantee is the earlier of the maturity date of the debt or June 30, 2012.

Issuer:	General Electric Capital Corporation ("GE Capital")
Guarantor:	Federal Deposit Insurance Corporation ("FDIC")
Ratings:	Aaa/AAA
Trade Date:	March 27, 2009
Settlement Date (Original Issue Date):	March 31, 2009
Maturity Date:	March 30, 2012
Principal Amount:	US \$975,000,000
Price to Public (Issue Price):	100%
Agents Commission:	0.150%
All-in Price:	99.850%
Net Proceeds to Issuer:	US \$973,537,500
Ranking:	Senior
Interest Rate Basis (Benchmark):	LIBOR, as determined by LIBOR Reuters
Index Currency:	U.S. Dollars
Spread (Plus or Minus):	Plus 0.22%
Index Maturity:	Three Month

Interest Payment Period: Quarterly

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Interest Payment Dates: Quarterly on the 30th day of each March, June, September and December, commencing

June 30, 2009 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business Days prior to the Original Issue Date

Interest Reset Periods and Dates: Quarterly on each Interest Payment Date

Interest Determination Date: Quarterly, two London Business Days prior to each Interest Reset Date

Day Count Convention: Actual/360, Modified Following

Business Day Convention: New York

Denominations: Minimum of \$2,000 with increments of \$1,000 t Times, Serif; margin: 0pt 0">

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:







sale to the trade receivables to the Lenders.

The description of the Assignment Agreement is qualified by reference to the complete Assignment Agreement, a copy of which attached to this Current Report on Form 8-K as Exhibit 10.1, and which is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The information set forth in Item 1.01 of this Current Report is incorporated herein by reference.

Item 5.02 Election of Directors.

(d) On March 21, 2008, Mr. Gordon Reichard, Jr., the Company's Chief Executive Officer, was appointed to serve on the Board as a director to fill a vacancy on the Board created by the increase in Board size to eight members. Mr. Reichard will serve a term expiring at the next annual meeting of stockholders and until his successor has been elected and qualified.

Item 9.01. Financial Statements and Exhibits

The following exhibit is filed with this Form 8-K:

(d) Exhibit No.	Description
10.1	Assignment Agreement between ISCO International, Inc., Grace Investments, Ltd., and Manchester Securities Corporation.

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SIGNATURES

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

Date: March 25, 2008

ISCO INTERNATIONAL, INC.

By: /s/ Frank Cesario

Frank Cesario

Chief Financial Officer

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Index of Exhibits

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\* Filed herewith