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GENERAL ELECTRIC CAPITAL CORP  
Form POS AM  
July 03, 2001

As filed with the Securities and Exchange Commission on July 3, 2001

Post-Effective Amendment No. 1 to File No. 333-40880

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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GENERAL ELECTRIC CAPITAL CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

|   |   |
|---|---|
| Delaware  | 13-1500700                              |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |

General Electric Capital Corporation  
260 Long Ridge Road  
Stamford, Connecticut 06927  
(Address of Principal Executive Offices)

David Russell  
Counsel  
260 Long Ridge Road  
Stamford, Connecticut 06927  
(203) 357-4000  
(Name and Address of Agent for Service)  
(Telephone Number, Including Area Code, of Agent for Service)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same

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offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

THE REGISTRANT HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

### EXPLANATORY NOTE

#### Reincorporation in Delaware

At 10:00 am EDT on July 2, 2001, General Electric Capital Corporation, a corporation organized under Article XII of the New York Banking Law ("GE Capital-NY"), reincorporated as a Delaware business corporation (the "Reincorporation"). The Reincorporation was effected by means of the merger (the "Merger") of GE Capital-NY with and into a newly-formed corporation organized under the Delaware General Corporation Law ("GE Capital-DE"). GE Capital-DE was the surviving corporation in the Merger and upon the consummation of the Merger, changed its name to "General Electric Capital Corporation." As a result of the Merger, GE Capital-DE succeeded to and assumed all rights and obligations of GE Capital-NY, and immediately after the Merger GE Capital-DE had substantially the same assets and liabilities as GE Capital-NY had immediately prior to the Merger. The directors and officers of GE Capital-NY immediately prior to the Merger became the directors and officers of GE Capital-DE upon consummation of the Merger.

Immediately following the Reincorporation, all of the outstanding common stock of GE Capital-DE continued to be owned by General Electric Capital Services, Inc., a Delaware corporation ("GECS") (which previously held all of the outstanding common stock of GE Capital-NY). Each share of preferred stock of GE Capital-NY outstanding immediately prior to the Reincorporation was converted (pursuant to the Merger) into one share of preferred stock of GE Capital-DE having substantially the same designations, rights, powers and preferences of the preferred stock of GE Capital-NY so converted. Upon consummation of the Merger, GE Capital-DE has succeeded to GE Capital-NY's reporting obligations under Sections 13(a) and 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

### POST-EFFECTIVE AMENDMENT

This Post-Effective Amendment is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by GE Capital-DE, as successor to GE Capital-NY. GE Capital-DE hereby expressly adopts the Registration Statement, as amended, on Form S-3 (File No. 333-40880) (the "Registration Statement") as its own Registration Statement for all purposes of the Securities Act and the Exchange Act. The information contained in this Post-Effective Amendment No. 1 to the Registration Statement sets forth the additional information necessary to reflect any material changes made in connection with or resulting from the Reincorporation, or necessary to keep the Registration Statement, identified above, from being misleading in any material

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respect.

Item 16. Exhibits

| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----   | Description<br>-----  |
|-------------------------|--|---|
| 1(a)                    | Exhibit 1(a) to the Company's Registration Statement on Form S-3 (No. 33-50909).                                     | Form of Underwriting Agreement for Debt Securities.   |
| 1(b)                    | Exhibit 1(b) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-76479).  | Amended and Restated U.S. Distribution Agreement of May 3, 1999 among the Company and the Dealers party to                                    |
| 1(c)                    | Exhibit 1 to the Company's Registration Statement on Form S-3 (No. 33-37156).  | Form of Underwriting Agreement for Preferred Stock.   |
| 1(d)                    | Exhibit 1(d) to the Company's Registration Statement on Form S-3 (No. 333-59707).                                    | Form of Underwriting Agreement for Variable Cumulative Preferred Stock.   |
| 4(a)                    | Exhibit 4(a) to the Company's Registration Statement on Form S-3 (No. 333-59707).                                    | Amended and Restated General Electric Capital Corporation Standard Global Multiple-Series Indenture Provisions dated as of February 27, 1997. |
| 4(b)                    | Exhibit 4(b) to the Company's Registration Statement on Form S-3 (No. 333-59707).                                    | Amended and Restated General Electric Capital Corporation Standard Multiple-Series Indenture Provisions dated as of February 28, 1997.        |
| 4(c)                    | Exhibit 4(c) to the Company's Registration Statement on Form S-3 (No. 333-59707).                                    | Amended and Restated Indenture dated as of February 27, 1997 between the Company and Manhattan Bank, as successor trustee.                    |
| 4(d)                    | Exhibit 4(dd) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-76479). | First Supplemental Indenture dated as of May 3, 1999 supplemental to Third Amended and Restated Indenture dated February 27, 1999.            |

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----  | Description<br>-----   |
|-------------------------|---|--|
| 4 (e)                   | Exhibit 4(d) to the Company's<br>Registration Statement on Form<br>S-3 (No. 333-59707).                                       | Amended and Restated In<br>dated as of February 28<br>between the Company and<br>Manhattan Bank, as succ<br>trustee.   |
| 4 (f)                   |   | Second Supplemental Ind<br>dated as of the effecti<br>and date of the Merger<br>defined therein), to th<br>Amended and Restated In<br>dated as of February 27<br>among the Company, GECS<br>Sub, Inc., and The Chas<br>Manhattan Bank.   |
| 4 (g)                   |   | First Supplemental Inde<br>dated as of the effecti<br>and date of the Merger<br>defined therein), to th<br>Amended and Restated In<br>dated as of February 28<br>among the Company, GECS<br>Sub, Inc., and The Chas<br>Manhattan Bank.   |
| 4 (h)                   | Exhibit 4(ee) to the Company's<br>Post-Effective Amendment No. 1 to<br>Registration Statement on Form<br>S-3 (No. 333-76479). | Second Amended and Rest<br>Fiscal and Paying Agenc<br>Agreement among the Com<br>Capital Australia, GE C<br>Australia Funding Pty L<br>Capital Finance Austral<br>General Electric Capita<br>Inc., GE Capital Canada<br>Company, GE Card Servic<br>Inc. (formerly known as<br>Capital Retailer Financ<br>Services Company) and T<br>Manhattan Bank dated as<br>31, 1999. |

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----                             | Description<br>-----     |
|-------------------------|--|--------------------------|
| 4 (i)                   | Exhibit 4(k) to the Company's<br>Registration Statement on Form<br>S-3 (No. 333-18118) | Form of Warrant Agreeeme |

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|      |   |  |
|------|---|--|
| 4(j) | Exhibit 4(f) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-76479). | Form of Global Medium-Term Series A, Fixed Rate Registered Note.                   |
| 4(k) | Exhibit 4(g) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-76479). | Form of Global Medium-Term Series A, Floating Rate Registered Note.                |
| 4(l) | Exhibit 4(w) to the Company's Registration Statement on Form S-3 (No. 33-50909).                                    | Form of Global Medium-Term Series B/C, Fixed Rate Global Bearer Note.              |
| 4(m) | Exhibit 4(x) to the Company's Registration Statement on Form S-3 (No. 33-50909).                                    | Form of Global Medium-Term Series B/C, Floating Rate Temporary Global Bearer Note. |
| 4(n) | Exhibit 4(y) to the Company's Registration Statement on Form S-3 (No. 33-50909).                                    | Form of Global Medium-Term Series B/C, Fixed Rate Bearer/Registered Note.          |
| 4(o) | Exhibit 4(z) to the Company's Registration Statement on Form S-3 (No. 33-50909).                                    | Form of Global Medium-Term Series B/C, Floating Rate Bearer/Registered Note.       |
| 4(p) | Exhibit 4(aa) to the Company's Registration Statement on Form S-3 (No. 33-50909).                                   | Form of Global Medium-Term Series B/C, Fixed Rate Global Bearer Note.              |
| 4(q) | Exhibit 4(bb) to the Company's Registration Statement on Form S-3 (No. 33-50909).                                   | Form of Global Medium-Term Series B/C, Floating Rate Note.                         |

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----  | Description<br>-----                            |
|-------------------------|---|---|
| 4(r)                    | Exhibit 4(p) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-40880). | Form of Euro Temporary Fixed Rate Bearer Note.  |
| 4(s)                    | Exhibit 4(q) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-40880). | Form of Euro Permanent Fixed Rate Bearer Note.  |
| 4(t)                    | Exhibit 4(r) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-40880). | Form of Euro Definitive Fixed Rate Bearer Note. |
| 4(u)                    | Exhibit 4(s) to the Company's   | Form of Euro Temporary                          |

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|       |   |   |
|-------|---|---|
|       | Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-40880).                                   | Floating Rate Bearer No   |
| 4 (v) | Exhibit 4(t) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-40880).     | Form of Euro Permanent Floating Rate Bearer No  |
| 4 (w) | Exhibit 4(u) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-40880)      | Form of Euro Definitive Rate Bearer Note.   |
| 4 (x) | Exhibit 3(i) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1993 (File No. 1-6461). | Restated Organization C filed by the Superinten Banks of the State of N November 28, 1988, as l amended on December 6,                                |
| 4 (y) | Exhibit 4(b) to the Company's Registration Statement on Form S-3 (No. 33-58771).  | Certificate of Amendmen authorizing 3,500 addit shares of Variable Cumu Preferred Stock filed b Superintendent of Banks State of New York on Ap 1995. |

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----                       | Description<br>-----   |
|-------------------------|--|--|
| 4 (z)                   | Exhibit 4(c) to the Company's Registration Statement on Form S-3 (No. 33-61257). | Certificate of Amendmen specifying certain term Series O, P and Q Varia<br><br>Cumulative Preferred St by the Acting Deputy Superintendent of Banks State of New York as of 1995.    |
| 4 (aa)                  | Exhibit 4(d) to the Company's Registration Statement on Form S-3 (No. 33-61257). | Certificate of Amendmen specifying certain term Series R, S, T, U, V an<br><br>Variable Cumulative Pre Stock filed by the Acti Superintendent of Banks State of New York as of 1995. |
| 4 (bb)                  | Exhibit 4(e) to the Company's  | Certificate of Amendmen  |

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|        |   |   |
|--------|---|---|
|        | Registration Statement on Form S-3 (No. 33-61257).                                | authorizing 4,000 additional shares of Variable Cumulative Preferred Stock filed by the Acting Deputy Superintendent of Banks of the State of New York as of July 17, 1995.   |
| 4 (cc) | Exhibit 4(f) to the Company's Registration Statement on Form S-3 (No. 333-13195). | Certificate of Amendment specifying certain terms of Series X, X-1, Y, Y-1 and Variable Cumulative Preferred Stock filed by the Acting Superintendent of Banks of the State of New York as of July 17, 1995.  |
| 4 (dd) | Exhibit 4(f) to the Company's Registration Statement on Form S-3 (No. 333-13195). | Certificate of Amendment authorizing 5,000 additional shares of Variable Cumulative Preferred Stock and certain other amendments to the Organization Certificate filed by the Deputy Superintendent of Banks of the State of New York as of September 26, 1995. |

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----                        | Description<br>-----   |
|-------------------------|---|--|
| 4 (ee)                  | Exhibit 4(c) to the Company's Registration Statement on Form S-3 (No. 333-58771). | Form of Certificate of Amendment specifying certain terms of Series of Variable Cumulative Preferred Stock.  |
| 4 (ff)                  | Exhibit 4(f) to the Company's Registration Statement on Form S-3 (No. 333-13195). | Certificate of Amendment specifying certain terms of Series AA, BB, CC and DD Cumulative Preferred Stock filed by the Deputy Superintendent of Banks of the State of New York as of December 9, 1997.  |
| 4 (gg)                  | Exhibit 4(f) to the Company's Registration Statement on Form S-3 (No. 333-13195). | Certificate of Amendment specifying certain terms of Series EE, FF, GG and HH Cumulative Preferred Stock filed by the Deputy Superintendent of Banks of the State of New York as of December 19, 1997. |

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|       |   |   |
|-------|---|---|
| 4(hh) | Exhibit 4(f) to the Company's Registration Statement on Form S-3 (No. 333-13195). | Certificate of Amendment of the authorized number of shares of Series EE, FF, GG and Variable Cumulative Preferred Stock filed by the Deputy Superintendent of Banks of the State of New York as of 17, 1998. |
|-------|---|---|

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----  | Description<br>-----  |
|-------------------------|---|---|
| 4(ii)                   | Exhibit 4(k) to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-59707). | Certificate of Amendment authorizing 5,000 additional shares of Variable Cumulative Preferred Stock and 750 shares of Preferred Stock with a par value \$.01 per share to be authorized by the Organization Certificate filed by the Deputy Superintendent of Banks of the State of New York. |
| 4(jj)                   | Exhibit 4(z) to the Company's Registration Statement on Form S-3 (No. 333-59707).                                   | Form of Certificate of Amendment specifying certain terms of Series of Preferred Stock with a par value \$.01 per share.  |
| 4(kk)                   | Exhibit 4(l) to the Company's Post-Effective Amendment No. 2 to Registration Statement on Form S-3 (No. 333-59707). | Certificate of Amendment specifying certain terms of Series II Variable Cumulative Preferred Stock filed by the Deputy Superintendent of Banks of the State of New York as of June 24, 1998.  |
| 4(ll)                   | Exhibit 4(l) to the Company's Post-Effective Amendment No. 2 to Registration Statement on Form S-3 (No. 333-59707). | Certificate of Amendment specifying certain terms of Series JJ, KK and LL Variable Cumulative Preferred Stock filed by the Deputy Superintendent of Banks of the State of New York as of February 16, 1999.   |
| 4(mm)                   | Exhibit 4(kk) to the Company's Registration Statement on Form S-3 (No. 333-87367).                                  | Certificate of Amendment authorizing 5,000 additional shares of Variable Cumulative Preferred Stock dated and effective as of April 15, 1999.   |
| 5                       | Exhibit 5 to the Company's Post-Effective Amendment No. 1 to  | Opinion and consent of G. G. Goggins, Associate General   |



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Registration Statement on Form  
S-3 (No. 333-40880).

Counsel - Treasury Open  
Assistant Secretary of  
Company.

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----   | Description<br>-----   |
|-------------------------|--|--|
| 12                      | Exhibit 12 to the Company's<br>Quarterly Report on Form 10-Q for<br>the quarter ended April 1, 2000<br>(File No. 1-6461).      | Computation of ratio of<br>to fixed charges and co<br>of ratio of earnings to<br>charges and preferred s<br>dividends.   |
| 23                      | Exhibit 23 to the Company's<br>Post-Effective Amendment No. 1 to<br>Registration Statement on Form<br>S-3 (No. 333-40880).     | Consent of KPMG LLP. C<br>Glenn J. Goggins is inc<br>his opinion referred to<br>Exhibit 5 above. Conse<br>James Kalashian, Senior<br>Counsel of the Company.   |
| 24                      | Exhibit 24 to the Company's<br>Post-Effective Amendment No. 1 to<br><br>Registration Statement on Form<br>S-3 (No. 333-40880). | Power of Attorney.   |
| 25                      | Exhibit 25 to the Company's<br>Post-Effective Amendment No. 1 to<br>Registration Statement on Form<br>S-3 (No. 333-40880).     | T-1 Statement of Eligib<br>Qualification under the<br>Indenture Act of 1939 o<br>Chase Manhattan Bank, i<br>of the Amended and Rest<br>Indenture previously fi<br>Exhibit 4(c) and 4(d) a<br>Amended and Restated In<br>previously filed as Exh<br>4(e). |
| 99(a)                   | Exhibit 28(a) to the Company's<br>Registration Statement on Form<br>S-3 (No. 33-24667).  | Trust Company Agreement  |
| 99(b)                   | Exhibit 28(b) to the Company's<br>Registration Statement on Form<br>S-3 (No. 33-37156).  | Amendment to Trust Comp<br>Agreement.  |
| 99(c)                   | Exhibit 28(c) to the Company's<br>Registration Statement on Form<br>S-3 (No. 33-37156).  | Amendment No. 2 to the<br>Company Agreement.   |

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| Exhibit Number<br>----- | Incorporated by Reference<br>to Filings Indicated<br>-----  | Description<br>-----   |
|-------------------------|---|--|
| 99(d)                   | Exhibit 99(d) to the Company's<br>Registration Statement on Form<br>S-3 (No. 33-58771).                                       | Form of Amendment No. 3<br>Company Agreement.  |
| 99(e)                   | Exhibit 28(d) to the Company's<br>Registration Statement on Form<br>S-3 (No. 33-37156).                                       | Form of Broker-Dealer A  |
| 99(f)                   | Exhibit 28(e) to the Company's<br>Registration Statement on Form<br>S-3 (No. 33-37156).                                       | Form of Letter to the D<br>Trust Company.  |
| 99(g)                   | Exhibit 99(g) to the Company's<br>Post-Effective Amendment No. 1 to<br>Registration Statement on Form<br>S-3 (No. 333-59707). | Letter to Vice Chairman<br>General Electric Compan<br>General Electric Capita<br>Corporation, dated Febr<br>1999 with respect to re<br>redeemed variable cumul<br>preferred stock with an<br>form of equity in certa<br>circumstances. |

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant, General Electric Capital Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 29th day of June, 2001.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ James A. Parke+

-----  
James A. Parke  
(Vice Chairman and Chief Financial  
Officer)

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

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| Signature  | Title   | Date |
|--|---|------|
| *DENIS J. NAYDEN<br>-----<br>(Denis J. Nayden)     | Chairman, Chief Executive Officer and<br>Director                                       |      |
| /s/ James A. Parke+<br>-----<br>(James A. Parke)   | Vice Chairman, Chief Financial<br>Officer and Director (Principal<br>Financial Officer) |      |
| *JEFFREY S. WERNER<br>-----<br>(Jeffrey S. Werner) | Senior Vice President—Corporate<br>Treasury and Global Funding Operation                |      |
| *NANCY E. BARTON<br>-----<br>Nancy E. Barton       | Director  |      |
| -----<br>(Francis S. Blake)                        | Director  |      |
| *JAMES R. BUNT<br>-----<br>(James R. Bunt)         | Director  |      |
| -----<br>(David L. Calhoun)                        | Director  |      |
| -----<br>(Dennis D. Dammerman)                     | Director  |      |
| -----<br>(Scott C. Donnelly)                       | Director  |      |

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| Signature  | Title    | Date |
|--|----------|------|
| *MICHAEL D. FRAIZER<br>-----<br>(Michael D. Fraizer) | Director |      |
| -----<br>(Benjamin W. Heineman, Jr.)                 | Director |      |
| *JEFFREY R. IMMELT<br>-----<br>(Jeffrey R. Immelt)   | Director |      |
| *JOHN H. MYERS<br>-----                              | Director |      |

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(John H. Myers)

\*MICHAEL A. NEAL

-----  
(Michael A. Neal)

Director

\*RONALD R. PRESSMAN

-----  
(Ronald R. Pressman)

Director

\*GARY M. REINER

-----  
(Gary M. Reiner)

Director

\*JOHN M. SAMUELS

-----  
(John M. Samuels)

Director

\*KEITH S. SHERIN

-----  
(Keith S. Sherin)

Director

\*EDWARD D. STEWART

-----  
(Edward D. Stewart)

Director

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Signature

Title

Date

-----  
(John F. Welch, Jr.)

Director

\*WILLIAM A. WOODBURN

-----  
(William A. Woodburn)

Director

\*JOAN C. AMBLE

-----  
(Joan C. Amble)

Vice President and Controller  
(Principal Accounting Officer)

By /s/ James A. Parke+

-----  
(James A. Parke)

Attorney-in-fact

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