

GENERAL ELECTRIC CAPITAL CORP
Form FWP
September 29, 2006

Dated September 25, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|---|---|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | September 25, 2006 |
| Settlement Date (Original Issue Date): | October 2, 2006 |
| Maturity Date: | January 15, 2010 |
| Principal Amount (in Specified Currency): | JPY 50,000,000,000 |
| Equivalent Principal Amount | US\$429,169,703 |
| In U.S. Dollars: | (based on the exchange rate of JPY 1.00 = US\$0.008583) |
| Price to Public (Issue Price): | 100.00% |
| Agents Commission: | 0.150% |
| All-in Price: | 99.85% |
| Net Proceeds to Issuer (in Specified Currency): | JPY 49,925,000,000 |
| Interest Rate Basis | JPY LIBOR, as determined by LIBOR Telerate |
| (Benchmark): | |
| Index Currency: | Japanese Yen ("JPY") |
| Coupon: | JPY LIBOR plus 0.03% |

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| | |
|----------------------------------|--|
| Re-offer Spread (plus or minus): | Plus 0.03% |
| Index Maturity: | Three Months |
| Index Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each January 15, April 15, July 15 and October 15, commencing on January 15, 2007 and ending on the Maturity Date |

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|------------------------|--|
| 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 Dates: | Quarterly, two London Business Days prior to each Interest Reset Date |
|-------------------------------|---|

| | |
|-----------------------|------------|
| Day Count Convention: | Actual/360 |
|-----------------------|------------|

| | |
|----------------|--------------------------|
| Denominations: | Minimum of JPY 1,000,000 |
|----------------|--------------------------|

| | |
|--------|-----|
| CUSIP: | N/A |
|--------|-----|

| | |
|--------------|-----------|
| Common Code: | 026969794 |
|--------------|-----------|

| | |
|-------|--------------|
| ISIN: | XS0269697941 |
|-------|--------------|

Plan of Distribution:

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The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters") in the aggregate principal amounts listed below, as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.150% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|--------------------------------------|---------------------------|
| Lead Manager | |
| Citigroup Global Markets Limited | JPY 48,000,000,000 |
| Co-Managers | |
| Daiwa Securities SMBC Europe Limited | 500,000,000 |
| Merrill Lynch International | 500,000,000 |
| Nomura International plc | 500,000,000 |
| UBS Limited | <u>500,000,000</u> |
| Total | <u>JPY 50,000,000,000</u> |

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

Additional Information:

At June 30, 2006, the Company had outstanding indebtedness totaling \$382.374 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at June 30, 2006, excluding subordinated notes payable after one year, was equal to \$379.581 billion.

Consolidated Ratio of Earnings to Fixed Charges

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

| <u>Year Ended December 31</u> | | | | | <u>Six Months Ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|-------------------------|
| <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>June 30, 2006</u> |
| 1.56 | 1.62 | 1.71 | 1.82 | 1.66 | 1.62 |

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, minority interest and fixed charges.

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

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

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting the SEC Web site at www.sec.gov. Alternatively, the issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling

Citigroup Global Markets Limited at 1-877-858-5407 or Investor Communications of the issuer at 1-203-357-3950.

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