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GENERAL ELECTRIC CAPITAL CORP

Form POS AM

October 16, 2001

As Filed with the Securities and Exchange Commission on October 16, 2001
File Nos. 333-40880 and 333-66560

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT No. 1

AND POST EFFECTIVE AMENDMENT No. 2

FILED PURSUANT TO RULE 462(d) TO

FORMS S-3

REGISTRATION STATEMENTS

UNDER

THE SECURITIES ACT OF 1933

GENERAL ELECTRIC CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)
DELAWARE 13-1500700

(State of incorporation) (I.R.S. Employer Identification Number)

260 LONG RIDGE ROAD

STAMFORD, CONNECTICUT 06927

(203) 357-4000

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

DAVID P. RUSSELL

COUNSEL--TREASURY OPERATIONS AND ASSISTANT SECRETARY

260 LONG RIDGE ROAD

STAMFORD, CONNECTICUT 06927

(203) 357-4000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

From time to time after the effective date of this Post-Effective Amendment to the Registration Statements as determined by market conditions.

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, 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(d) under the Securities Act, check the following box and list the Securities Act registration statements numbers of the earlier effective registration statements for the same offering. No.s 333-40880 and 33-66560

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

EXPLANATORY NOTE

These Post-Effective Amendments No.s 1 and 2 to Registration Statements on Forms S-3 (No.s 333-40880 and 33-66560) are filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to such Registration Statements.

PART II

POST EFFECTIVE AMENDMENT No.s 1 and 2

(FILE No.s 333-40880 and 33-66560)

ITEM 16. EXHIBITS.

EXHIBIT

NUMBER DESCRIPTION

5 Opinion and consent of David P. Russell, Counsel Treasury Operations
and Assistant Secretary of General Electric Capital Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 these Post-Effective Amendment No.s 1 and 2 to the Registration Statements (No.s 333-40880 and 33-66560) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 16th day of October, 2001.

General Electric Capital Corporation

/s/ Jeffrey S. Werner

By _____

(JEFFREY S. WERNER,
SENIOR VICE PRESIDENT
CORPORATE TREASURY AND
GLOBAL FUNDING OPERATION)

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendment No.s 1 and 2 to the Registration Statements (No.s 333-40880 and 33-66560) have been signed below by the following persons in the capacities and

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on the date indicated.

*Denis J. Nayden

Denis J. Nayden
Chairman, Chief Executive Officer
And Director
(Principal Executive Officer)

*James A. Parke

James A. Parke
Vice Chairman, Chief Financial
Officer and Director
(Principal Financial Officer)

*Joan C. Amble

Joan C. Amble
Vice President and Controller
(Principal Accounting Officer)

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/s/ Jeffrey S. Werner

Jeffrey S. Werner
Senior Vice President Corporate
Treasury and Global Funding
Operation

(Ferdinando Beccalli)
Director

*Nancy E. Barton

Nancy E. Barton
Director

*Francis S. Blake

Francis S. Blake
Director

*James R. Bunt

James R. Bunt
Director

*David L. Calhoun

David L. Calhoun
Director

*Dennis D. Dammerman

Dennis D. Dammerman
Director

*Scott C. Donnelly

Scott C. Donnelly
Director

*Michael D. Frazier

Michael D. Fraizer
Director

Benjamin W. Heineman, Jr.
Director

*Jeffrey R. Immett

Jeffrey R. Immett
Director

*John H. Myers

John H. Myers
Director

*Michael A. Neal

*Ronald R. Pressman

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Michael A. Neal
Director

Ronald R. Pressman
Director

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*Gary M. Reiner

Gary M. Reiner
Director

John M. Samuels
Director

* Keith S. Sherin

*Edward D. Stewart

Keith S. Sherin
Director

Edward D. Stewart
Director

Robert C. Wright
Director

*By: /s/ Jeffrey S. Werner

Jeffrey S. Werner)

Attorney-in-fact
October 16, 2001

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EXHIBIT

NUMBER DESCRIPTION

5 Opinion and consent of David P. Russell, Counsel Treasury Operations
 and Assistant Secretary of General Electric Capital Corporation.