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GENERAL ELECTRIC CAPITAL CORP

Form POS AM

July 31, 2002

As Filed with the Securities and Exchange Commission on July 31, 2002
File No. 333-84462

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT No. 1

FILED PURSUANT TO RULE 462(d) TO

FORM S-3

REGISTRATION STATEMENT

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 Statement 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. 333-84462

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

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-84462) is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to such Registration Statement.

PART II

POST EFFECTIVE AMENDMENT No. 1

(FILE No. 333-84462)

ITEM 16. EXHIBITS.

EXHIBIT

NUMBER DESCRIPTION

-
- 5(a) Opinion and consent of David P. Russell, Counsel Treasury Operations and Assistant Secretary of General Electric Capital Corporation relating to that certain Indenture, dated June 18, 1998 (as amended, modified and supplemented from time to time), among Security Capital Group Incorporated, the Company and State Street Bank and Trust Company.
- 5(b) Opinion and consent of David P. Russell, Counsel Treasury Operations and Assistant Secretary of General Electric Capital Corporation relating to that certain Indenture, dated as of November 16, 1998 (as amended, modified and supplemented from time to time), among Security Capital Group Incorporated, the Company and State Street Bank and Trust Company.
- 5(c) Opinion and consent of David P. Russell, Counsel Treasury Operations and Assistant Secretary of General Electric Capital Corporation relating to that certain Indenture, dated as of November 1, 1996 (as amended, modified and supplemented from time to time), among SUSA Partnership, L.P., the Company and Bank One, N.A., formerly known as The First National Bank of Chicago.

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 this Post-Effective Amendment No. 1 to the Registration Statement (No. 333-84462) to be signed on its behalf by the undersigned, thereunto duly

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authorized, in the City of Stamford, State of Connecticut, on the 31st day of July 2002.

General Electric Capital Corporation

By /s/ Kathryn A. Cassidy

Kathryn A. Cassidy,
Senior Vice President
Corporate Treasury and
Global Funding Operation

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement (No. 333-84462) has been signed below by the following persons in the capacities and 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/ Kathryn A. Cassidy

Kathryn A. Cassidy
Senior Vice President Corporate
Treasury and Global Funding
Operation

*Nancy E. Barton

Nancy E. Barton
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
Director

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*Michael D. Fraizer

*Arthur H. Harper

Michael D. Fraizer
Director

Arthur H. Harper
Director

*Jeffrey R. Immelt

Benjamin W. Heineman, Jr.
Director

Jeffrey R. Immelt
Director

Robert Jeffe
Director

John H. Myers
Director

Michael A. Neal
Director

Ronald R. Pressman
Director

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*Gary M. Reiner

Gary M. Reiner
Director

Gary L. Rogers
Director

*Keith S. Sherin

John M. Samuels
Director

Keith S. Sherin
Director

*Edward D. Stewart

Edward D. Stewart
Director

Robert C. Wright
Director

*By:

/s/ Kathryn A. Cassidy

Attorney-in-fact

Kathryn A. Cassidy

July 31, 2002

