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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

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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

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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)

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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.

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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.

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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

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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

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

\*James A. Parke

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

\*Joan C. Amble

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

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/s/ Jeffrey S. Werner

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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

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James R. Bunt  
Director

\*David L. Calhoun

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David L. Calhoun  
Director

\*Dennis D. Dammerman

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Dennis D. Dammerman  
Director

\*Scott C. Donnelly

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Scott C. Donnelly  
Director

\*Michael D. Frazier

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Michael D. Fraizer  
Director

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Benjamin W. Heineman, Jr.  
Director

\*Jeffrey R. Immett

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Jeffrey R. Immett  
Director

\*John H. Myers

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John H. Myers  
Director

\*Michael A. Neal

\*Ronald R. Pressman

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Michael A. Neal  
Director

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Ronald R. Pressman  
Director

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\*Gary M. Reiner

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Gary M. Reiner  
Director

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John M. Samuels  
Director

\* Keith S. Sherin

\*Edward D. Stewart

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Keith S. Sherin  
Director

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Edward D. Stewart  
Director

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Robert C. Wright  
Director

\*By: /s/ Jeffrey S. Werner

\_\_\_\_\_  
Jeffrey S. Werner)

Attorney-in-fact  
October 16, 2001

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EXHIBIT

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