

GENERAL ELECTRIC CAPITAL CORP  
Form 10-Q  
November 02, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

\_\_\_\_\_  
Commission file number 001-06461  
\_\_\_\_\_

GENERAL ELECTRIC CAPITAL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-1500700  
(I.R.S. Employer Identification No.)

3135 Easton Turnpike, Fairfield,  
Connecticut  
(Address of principal executive offices)

06828-0001  
(Zip Code)

(Registrant's telephone number, including area code) (203) 373-2211

(Former name, former address and former fiscal year,  
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

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to submit and post such files). Yes "No "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer " Accelerated filer " Non-accelerated filer  Smaller reporting company "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No

At October 30, 2009, 3,985,404 shares of voting common stock, which constitute all of the outstanding common equity, with a par value of \$14 per share were outstanding.

REGISTRANT MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION H(1)(a) AND (b) OF FORM 10-Q AND IS THEREFORE FILING THIS FORM 10-Q WITH THE REDUCED DISCLOSURE FORMAT.

(1)

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## General Electric Capital Corporation

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## Forward-Looking Statements

This document contains “forward-looking statements”- that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” or “will.” Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For us, particular uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include: the severity and duration of current economic and financial conditions, including volatility in interest and exchange rates, commodity and equity prices and the value of financial assets; the impact of U.S. and foreign government programs to restore liquidity and stimulate national and global economies; the impact of conditions in the financial and credit markets on the availability and cost of our funding and on our ability to reduce our asset levels as planned; the impact of conditions in the housing market and unemployment rates on the level of commercial and consumer credit defaults; our ability to maintain our current credit rating and the impact on our funding costs and competitive position if we do not do so; the soundness of other financial institutions with which we do business; the level of demand and financial performance of the major industries we serve, including, without limitation, real estate and healthcare; the impact of regulation and regulatory, investigative and legal proceedings and legal compliance risks, including the impact of proposed financial services regulation; strategic actions, including acquisitions and dispositions and our success in integrating acquired businesses; and numerous other matters of national, regional and global scale, including those of a political, economic, business and competitive nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements.



## Part I. Financial Information

## Item 1. Financial Statements.

General Electric Capital Corporation and consolidated affiliates

Condensed Statement of Current and Retained Earnings

(Unaudited)

(In millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
<b>Revenues</b>				
Revenues from services (Note 9)	\$ 11,652	\$ 17,045	\$ 37,398	\$ 51,422
Sales of goods	213	579	691	1,474
Total revenues	11,865	17,624	38,089	52,896
<b>Costs and expenses</b>				
Interest	4,122	6,675	13,648	19,021
Operating and administrative	3,633	4,580	10,945	13,946
Cost of goods sold	181	486	569	1,264
Investment contracts, insurance losses and insurance annuity benefits	47	108	165	373
Provision for losses on financing receivables	2,860	1,634	7,997	4,437
Depreciation and amortization	2,064	2,355	6,176	6,612
Total costs and expenses	12,907	15,838	39,500	45,653
<b>Earnings (loss) from continuing operations</b>				
before income taxes	(1,042)	1,786	(1,411)	7,243
Benefit for income taxes	1,145	413	2,978	286
Earnings from continuing operations	103	2,199	1,567	7,529
Earnings (Loss) from discontinued operations, net of taxes (Note 2)	84	(169)	(113)	(551)
Net earnings	187	2,030	1,454	6,978
Less net earnings attributable to noncontrolling interests	16	111	95	210
Net earnings attributable to GECC	171	1,919	1,359	6,768
Dividends	—	(273)	—	(2,292)
Retained earnings at beginning of period(a)	46,662	43,343	45,474	40,513
Retained earnings at end of period	\$ 46,833	\$ 44,989	\$ 46,833	\$ 44,989
<b>Amounts attributable to GECC</b>				
Earnings from continuing operations	\$ 87	\$ 2,088	\$ 1,472	\$ 7,319
	84	(169)	(113)	(551)

Earnings (loss) from discontinued operations, net  
of taxes

Net earnings attributable to GECC	\$	171	\$	1,919	\$	1,359	\$	6,768
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(a) Primarily included a cumulative effect adjustment to increase retained earnings in 2009.

See Note 3 for other-than-temporary impairment amounts.

See accompanying notes.

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## General Electric Capital Corporation and consolidated affiliates

## Condensed Statement of Financial Position

(In millions)	September 30, 2009 (Unaudited)	December 31, 2008
<b>Assets</b>		
Cash and equivalents	\$ 56,250	\$ 36,430
Investment securities (Note 3)	26,325	19,318
Inventories	79	77
Financing receivables – net (Note 4)	347,356	370,592
Other receivables	20,748	22,175
Property, plant and equipment, less accumulated amortization of \$26,458 and \$29,026	58,685	64,043
Goodwill (Note 5)	28,043	25,204
Other intangible assets – net (Note 5)	3,371	3,174
Other assets	87,133	84,201
Assets of businesses held for sale	1,263	10,556
Assets of discontinued operations (Note 2)	1,533	1,640
<b>Total assets</b>	<b>\$ 630,786</b>	<b>\$ 637,410</b>
<b>Liabilities and equity</b>		
Short-term borrowings (Note 6)	\$ 155,722	\$ 188,601
Accounts payable	12,560	14,863
Long-term borrowings (Note 6)	348,354	321,755
Investment contracts, insurance liabilities and insurance annuity benefits	9,640	11,403
Other liabilities	20,099	30,629
Deferred income taxes	8,128	8,112
Liabilities of businesses held for sale	143	636
Liabilities of discontinued operations (Note 2)	843	799
<b>Total liabilities</b>	<b>555,489</b>	<b>576,798</b>
Capital stock	56	56
Accumulated other comprehensive income – net(a)		
Investment securities	(1,077)	(2,013)
Currency translation adjustments	1,266	(1,337)
Cash flow hedges	(1,954)	(3,253)
Benefit plans	(374)	(367)
Additional paid-in capital	28,418	19,671
Retained earnings	46,833	45,472
<b>Total GECC shareowner's equity</b>	<b>73,168</b>	<b>58,229</b>
Noncontrolling interests(b)	2,129	2,383
<b>Total equity</b>	<b>75,297</b>	<b>60,612</b>
<b>Total liabilities and equity</b>	<b>\$ 630,786</b>	<b>\$ 637,410</b>

- (a) The sum of accumulated other comprehensive income – net was \$(2,139) million and \$(6,970) million at September 30, 2009 and December 31, 2008, respectively.
- (b) Included accumulated other comprehensive income attributable to noncontrolling interests of \$(97) million and \$(181) million at September 30, 2009 and December 31, 2008, respectively.

See accompanying notes.

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## General Electric Capital Corporation and consolidated affiliates

## Condensed Statement of Cash Flows

(Unaudited)

(In millions)	Nine months ended September 30	
	2009	2008
Cash flows – operating activities		
Net earnings attributable to GECC	\$ 1,359	\$ 6,768
Loss from discontinued operations	113	551
Adjustments to reconcile net earnings attributable to GECC to cash provided from operating activities		
Depreciation and amortization of property, plant and equipment	6,176	6,612
Increase (decrease) in accounts payable	(2,422)	(62)
Provision for losses on financing receivables	7,997	4,437
All other operating activities	(12,762)	(462)
Cash from (used for) operating activities – continuing operations	461	17,844
Cash from (used for) operating activities – discontinued operations	(41)	512
Cash from (used for) operating activities	420	18,356
Cash flows – investing activities		
Additions to property, plant and equipment	(4,184)	(9,348)
Dispositions of property, plant and equipment	3,921	7,055
Increase in loans to customers	(175,395)	(290,958)
Principal collections from customers – loans	200,097	263,839
Investment in equipment for financing leases	(6,155)	(18,477)
Principal collections from customers – financing leases	13,554	17,850
Net change in credit card receivables	3,859	(2,852)
Proceeds from sale of discontinued operations	–	5,220
Proceeds from principal business dispositions	8,818	4,422
Payments for principal businesses purchased	(5,637)	(24,989)
All other investing activities	35	(969)
Cash from (used for) investing activities – continuing operations	38,913	(49,207)
Cash from (used for) investing activities – discontinued operations	45	(631)
Cash from (used for) investing activities	38,958	(49,838)
Cash flows – financing activities		
Net increase (decrease) in borrowings (maturities of 90 days or less)	(33,884)	(16,888)
Newly issued debt		
Short-term (91 to 365 days)	4,008	26,982
Long-term (longer than one year)	68,495	72,175
Non-recourse, leveraged lease	–	113
Repayments and other debt reductions		
Short-term (91 to 365 days)	(60,158)	(41,778)
Long-term (longer than one year)	(4,664)	(2,471)
Non-recourse, leveraged lease	(587)	(524)
Dividends paid to shareowner	–	(2,291)
Capital contribution and share issuance	8,750	–

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All other financing activities	(1,514)	(362)
Cash from (used for) financing activities – continuing operations	(19,554)	34,956
Cash used for financing activities – discontinued operations	–	(4)
Cash from (used for) financing activities	(19,554)	34,952
Increase in cash and equivalents	19,824	3,470
Cash and equivalents at beginning of year	36,610	8,907
Cash and equivalents at September 30	56,434	12,377
Less cash and equivalents of discontinued operations at September 30	184	177
Cash and equivalents of continuing operations at September 30	\$ 56,250	\$ 12,200

See accompanying notes.

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Notes to Condensed, Consolidated Financial Statements (Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

All of the outstanding common stock of General Electric Capital Corporation (GE Capital or GECC) is owned by General Electric Capital Services, Inc. (GECS), all of whose common stock is owned by General Electric Company (GE Company or GE). Our financial statements consolidate all of our affiliates – companies that we control and in which we hold a majority voting interest. We also consolidate the economic interests we hold in certain businesses within companies in which we hold a voting equity interest and are majority owned by our ultimate parent, but which we have agreed to actively manage and control. See Note 1 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2008 (2008 Form 10-K), which discusses our consolidation and financial statement presentation. GECC includes Commercial Lending and Leasing (CLL), Consumer (formerly GE Money), Real Estate, Energy Financial Services and GE Capital Aviation Services (GECAS). During the first quarter of 2009, we transferred Banque Artesia Nederland N.V. (Artesia) from CLL to Consumer. Details of total revenues and segment profit by operating segment can be found on page 43 of this report. We have reclassified certain prior-period amounts to conform to the current-period's presentation. Unless otherwise indicated, information in these notes to condensed, consolidated financial statements relates to continuing operations.

Accounting Changes

The Financial Accounting Standards Board (FASB) issued FASB Accounting Standards Codification (ASC) effective for financial statements issued for interim and annual periods ending after September 15, 2009. The ASC is an aggregation of previously issued authoritative U.S. generally accepted accounting principles (GAAP) in one comprehensive set of guidance organized by subject area. In accordance with the ASC, references to previously issued accounting standards have been replaced by ASC references. Subsequent revisions to GAAP will be incorporated into the ASC through Accounting Standards Updates (ASU).

We adopted FASB ASC 820, Fair Value Measurements and Disclosures, in two steps; effective January 1, 2008, we adopted it for all financial instruments and non-financial instruments accounted for at fair value on a recurring basis and effective January 1, 2009, for all non-financial instruments accounted for at fair value on a non-recurring basis. This guidance establishes a new framework for measuring fair value and expands related disclosures. See Note 10.

On January 1, 2009, we adopted an amendment to FASB ASC 805, Business Combinations. This amendment significantly changed the accounting for business acquisitions both during the period of the acquisition and in subsequent periods. Among the more significant changes in the accounting for acquisitions are the following:

- Acquired in-process research and development (IPR&D) is accounted for as an asset, with the cost recognized as the research and development is realized or abandoned. IPR&D was previously expensed at the time of the acquisition.
- Contingent consideration is recorded at fair value as an element of purchase price with subsequent adjustments recognized in operations. Contingent consideration was previously accounted for as a subsequent adjustment of purchase price.
- Subsequent decreases in valuation allowances on acquired deferred tax assets are recognized in operations after the measurement period. Such changes were previously considered to be subsequent changes in consideration and were recorded as decreases in goodwill.
  - Transaction costs are expensed. These costs were previously treated as costs of the acquisition.

In April 2009, the FASB amended FASB ASC 805 and changed the previous accounting for assets and liabilities arising from contingencies in a business combination. We adopted this amendment retrospectively effective January 1, 2009. The amendment requires pre-acquisition contingencies to be recognized at fair value, if fair value can be determined or reasonably estimated during the measurement period. If fair value cannot be determined or reasonably estimated, the standard requires measurement based on the recognition and measurement criteria of FASB ASC 450, Contingencies.

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On January 1, 2009, we adopted an amendment to FASB ASC 810, Consolidation, which requires us to make certain changes to the presentation of our financial statements. This amendment requires us to classify noncontrolling interests (previously referred to as "minority interest") as part of consolidated net earnings (\$16 million and \$111 million for the three months ended September 30, 2009 and 2008, respectively, and \$95 million and \$210 million for the nine months ended September 30, 2009 and 2008, respectively) and to include the accumulated amount of noncontrolling interests as part of shareowner's equity (\$2,129 million and \$2,383 million at September 30, 2009 and December 31, 2008, respectively). The net earnings amounts we have previously reported are now presented as "Net earnings attributable to GECC". Similarly, in our presentation of shareowner's equity, we distinguish between equity amounts attributable to the GECC shareowner and amounts attributable to the noncontrolling interests – previously classified as minority interest outside of shareowner's equity. Beginning January 1, 2009, dividends to noncontrolling interests are classified as financing cash flows. In addition to these financial reporting changes, this guidance provides for significant changes in accounting related to noncontrolling interests; specifically, increases and decreases in our controlling financial interests in consolidated subsidiaries will be reported in equity similar to treasury stock transactions. If a change in ownership of a consolidated subsidiary results in loss of control and deconsolidation, any retained ownership interests are remeasured with the gain or loss reported in net earnings.

Effective April 1, 2009, the FASB amended ASC 820 in relation to determining fair value when the volume and level of activity for an asset or liability have significantly decreased and identifying transactions that are not orderly. Adoption of this amendment had an insignificant effect on our financial statements.

Effective April 1, 2009, the FASB amended ASC 320, Investments – Debt and Equity Securities. See Note 3. This amendment modified the existing model for recognition and measurement of impairment for debt securities. The two principal changes to the impairment model for securities are as follows:

- Recognition of an other-than-temporary impairment charge for debt securities is required if any of these conditions are met: (1) we do not expect to recover the entire amortized cost basis of the security, (2) we intend to sell the security or (3) it is more likely than not that we will be required to sell the security before we recover its amortized cost basis.
- If the first condition above is met, but we do not intend to sell and it is not more likely than not that we will be required to sell the security before recovery of its amortized cost basis, we would be required to record the difference between the security's amortized cost basis and its recoverable amount in earnings and the difference between the security's recoverable amount and fair value in other comprehensive income. If either the second or third criteria are met, then we would be required to recognize the entire difference between the security's amortized cost basis and its fair value in earnings.

#### Interim Period Presentation

The condensed, consolidated financial statements and notes thereto are unaudited. These statements include all adjustments (consisting of normal recurring accruals) that we considered necessary to present a fair statement of our results of operations, financial position and cash flows. We have evaluated subsequent events that have occurred through November 2, 2009, the date of financial statement issuance. The results reported in these condensed, consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. It is suggested that these condensed, consolidated financial statements be read in conjunction with the financial statements and notes thereto included in our 2008 Form 10-K. We label our quarterly information using a calendar convention, that is, first quarter is labeled as ending on March 31, second quarter as ending on June 30, and third quarter as ending on September 30. It is our longstanding practice to establish interim quarterly closing dates using a fiscal calendar, which requires our businesses to close their books on either a Saturday or Sunday, depending on the business. The effects of this practice are modest and only exist within a reporting year. The fiscal closing

calendar from 1993 through 2013 is available on our website, [www.ge.com/secreports](http://www.ge.com/secreports).

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## 2. DISCONTINUED OPERATIONS

Discontinued operations comprised GE Money Japan (our Japanese personal loan business, Lake, and our Japanese mortgage and card businesses, excluding our investment in GE Nissen Credit Co., Ltd.), our U.S. mortgage business (WMC), GE Life and Genworth Financial, Inc. (Genworth). Associated results of operations, financial position and cash flows are separately reported as discontinued operations for all periods presented.

### GE Money Japan

During the third quarter of 2007, we committed to a plan to sell Lake upon determining that, despite restructuring, Japanese regulatory limits for interest charges on unsecured personal loans did not permit us to earn an acceptable return. During the third quarter of 2008, we completed the sale of GE Money Japan, which included Lake, along with our Japanese mortgage and card businesses, excluding our investment in GE Nissen Credit Co., Ltd. As a result, we recognized an after-tax loss of \$908 million in 2007 and an incremental loss in 2008 of \$361 million. In connection with the transaction, GE Money Japan reduced the proceeds on the sale for estimated interest refund claims in excess of the statutory interest rate. Proceeds from the sale may be increased or decreased based on the actual claims experienced in accordance with terms specified in the agreement, and will not be adjusted unless claims exceed approximately \$3,000 million. During the second quarter of 2009, we accrued \$132 million, which represents the amount by which we expect claims to exceed those levels and is based on our historical and recent claims experience and the estimated future requests, taking into consideration the ability and likelihood of customers to make claims and other industry risk factors. Uncertainties around the status of laws and regulations and lack of certain information related to the individual customers make it difficult to develop a meaningful estimate of the aggregate claims exposure. We will continue to review our estimated exposure quarterly, and make adjustments when required. GE Money Japan revenues from discontinued operations were an insignificant amount and \$209 million in the third quarters of 2009 and 2008, respectively, and an insignificant amount and \$760 million in the first nine months of 2009 and 2008, respectively. In total, GE Money Japan losses from discontinued operations, net of taxes, were \$10 million and \$160 million in the third quarters of 2009 and 2008, respectively, and \$142 million and \$508 million in the first nine months of 2009 and 2008, respectively.

### WMC

During the fourth quarter of 2007, we completed the sale of our U.S. mortgage business. In connection with the transaction, WMC retained certain obligations related to loans sold prior to the disposal of the business, including WMC's contractual obligations to repurchase previously sold loans as to which there was an early payment default or with respect to which certain contractual representations and warranties were not met. Reserves related to these obligations were \$212 million at September 30, 2009, and \$244 million at December 31, 2008. The amount of these reserves is based upon pending and estimated future loan repurchase requests, the estimated percentage of loans validly tendered for repurchase, and our estimated losses on loans repurchased. Based on our historical experience, we estimate that a small percentage of the total loans we originated and sold will be tendered for repurchase, and of those tendered, only a limited amount will qualify as "validly tendered," meaning the loans sold did not satisfy specified contractual obligations. The amount of our current reserve represents our best estimate of losses with respect to our repurchase obligations. However, actual losses could exceed our reserve amount if actual claim rates, valid tenders or losses we incur on repurchased loans are higher than historically observed. WMC revenues from discontinued operations were \$4 million and \$(7) million in the third quarters of 2009 and 2008, respectively, and \$(5) million and \$(64) million in the first nine months of 2009 and 2008, respectively. In total, WMC's earnings (loss) from discontinued operations, net of taxes, were \$3 million and \$(8) million in the third quarters of 2009 and 2008, respectively, and \$(8) million and \$(35) million in the first nine months of 2009 and 2008, respectively.

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Summarized financial information for discontinued operations is shown below.

(In millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
<b>Operations</b>				
Total revenues	\$ 4	\$ 202	\$ (4)	\$ 696
Earnings (loss) from discontinued operations before income taxes	\$ 12	\$ (206)	\$ (100)	\$ (488)
Income tax benefit (expense)	(16)	51	26	184
Loss from discontinued operations, net of taxes	\$ (4)	\$ (155)	\$ (74)	\$ (304)
<b>Disposal</b>				
Earnings (loss) on disposal before income taxes	\$ 88	\$ (1,278)	\$ (35)	\$ (1,502)
Income tax benefit (expense)	–	1,264	(4)	1,255
Earnings (loss) on disposal, net of taxes	\$ 88	\$ (14)	\$ (39)	\$ (247)
Earnings (loss) from discontinued operations, net of taxes	\$ 84	\$ (169)	\$ (113)	\$ (551)

(In millions)	At	
	September 30, 2009	December 31, 2008
<b>Assets</b>		
Cash and equivalents	\$ 184	\$ 180
Other assets	13	19
Other	1,336	1,441
Assets of discontinued operations	\$ 1,533	\$ 1,640

(In millions)	At	
	September 30, 2009	December 31, 2008
<b>Liabilities</b>		
Liabilities of discontinued operations	\$ 843	\$ 799

Assets at September 30, 2009 and December 31, 2008, primarily comprised a deferred tax asset for a loss carryforward, which expires in 2015, related to the sale of our GE Money Japan business.

## 3. INVESTMENT SECURITIES

The vast majority of our investment securities are classified as available-for-sale and comprise mainly investment-grade debt securities supporting obligations to holders of guaranteed investment contracts and retained interests in securitization entities.

(In millions)	At							
	September 30, 2009				December 31, 2008			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
<b>Debt</b>								
U.S. corporate	\$ 4,053	\$ 85	\$ (410)	\$ 3,728	\$ 4,456	\$ 54	\$ (637)	\$ 3,873
State and municipal	1,231	10	(202)	1,039	915	5	(70)	850
Residential	3,200	21	(828)	2,393	4,228	9	(976)	3,261
mortgage-backed(a)								
Commercial	1,628	3	(390)	1,241	1,664	-	(509)	1,155
mortgage-backed								
Asset-backed	2,844	35	(330)	2,549	2,922	2	(668)	2,256
Corporate – non-U.S.	832	24	(23)	833	608	6	(23)	591
Government –	2,896	11	(9)	2,898	936	2	(15)	923
non-U.S.								
U.S. government								
and								
federal agency	2,728	2	-	2,730	26	3	-	29
Retained	6,907	223	(44)	7,086	5,144	73	(136)	5,081
interests(b)(c)								
<b>Equity</b>								
Available-for-sale	982	195	(8)	1,169	1,023	22	(134)	911
Trading	659	-	-	659	388	-	-	388
<b>Total</b>	<b>\$ 27,960</b>	<b>\$ 609</b>	<b>\$ (2,244)</b>	<b>\$ 26,325</b>	<b>\$ 22,310</b>	<b>\$ 176</b>	<b>\$ (3,168)</b>	<b>\$ 19,318</b>

(a) Substantially collateralized by U.S. mortgages.

(b) Included \$1,846 million and \$1,752 million of retained interests at September 30, 2009 and December 31, 2008, respectively, accounted for in accordance with FASB ASC 815, Derivatives and Hedging. See Note 12.

(c) Amortized cost and estimated fair value included \$2 million of trading securities at September 30, 2009.

The following tables present the estimated fair values and gross unrealized losses of our available-for-sale investment securities.

(In millions)	In loss position for			
	Less than 12 months	Gross	12 months or more	Gross
	Estimated	unrealized	Estimated	unrealized
	fair value	losses	fair value	losses
September 30, 2009				
Debt				
U.S. corporate	\$ 1,273	\$ (27)	\$ 1,485	\$ (383)
State and municipal	387	(120)	393	(82)
Residential mortgage-backed	159	(11)	1,633	(817)
Commercial mortgage-backed	-	-	1,016	(390)
Asset-backed	81	(2)	1,378	(328)
Corporate – non-U.S.	203	(10)	305	(13)
Government – non-U.S.	1,067	(7)	224	(2)
U.S. government and federal agency	7	-	-	-
Retained interests	272	(9)	90	(35)
Equity	63	(4)	21	(4)
Total	\$ 3,512	\$ (190)	\$ 6,545	\$ (2,054)
December 31, 2008				
Debt				
U.S. corporate	\$ 1,152	\$ (397)	\$ 1,253	\$ (240)
State and municipal	302	(21)	278	(49)
Residential mortgage-backed	1,216	(64)	1,534	(912)
Commercial mortgage-backed	285	(85)	870	(424)
Asset-backed	903	(406)	1,031	(262)
Corporate – non-U.S.	60	(7)	265	(16)
Government – non-U.S.	-	-	275	(15)
U.S. government and federal agency	-	-	-	-
Retained interests	1,246	(61)	238	(75)
Equity	200	(132)	6	(2)
Total	\$ 5,364	\$ (1,173)	\$ 5,750	\$ (1,995)

We adopted amendments to FASB ASC 320 and recorded a cumulative effect adjustment to increase retained earnings as of April 1, 2009 of \$25 million.

We regularly review investment securities for impairment using both qualitative and quantitative criteria. We presently do not intend to sell our debt securities and believe that it is not more likely than not that we will be required to sell these securities that are in an unrealized loss position before recovery of our amortized cost. We believe that the unrealized loss associated with our equity securities will be recovered within the foreseeable future.

The vast majority of our U.S. corporate debt securities are rated investment grade by the major rating agencies. We evaluate U.S. corporate debt securities based on a variety of factors such as the financial health of and specific

prospects for the issuer, including whether the issuer is in compliance with the terms and covenants of the security. In the event a U.S. corporate debt security is deemed to be other-than-temporarily impaired, we isolate the credit portion of the impairment by comparing the present value of our expectation of cash flows to the amortized cost of the security. We discount the cash flows using the original effective interest rate of the security.

The vast majority of our residential mortgage-backed securities (RMBS) have investment-grade credit ratings from the major rating agencies and are in a senior position in the capital structure of the deal. Of our total RMBS at September 30, 2009 and December 31, 2008, approximately \$968 million and \$1,284 million, respectively, relate to residential subprime credit, primarily supporting our guaranteed investment contracts. These are collateralized primarily by pools of individual, direct mortgage loans (a majority of which were originated in 2006 and 2005), not other structured products such as collateralized debt obligations. In addition, of the total residential subprime credit exposure at September 30, 2009 and December 31, 2008, approximately \$836 million and \$1,089 million, respectively, was insured by monoline insurers.

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Substantially all of our commercial mortgage-backed securities (CMBS) also have investment-grade credit ratings from the major rating agencies and are in a senior position in the capital structure of the deal. Our CMBS investments are collateralized by both diversified pools of mortgages that were originated for securitization (conduit CMBS) and pools of large loans backed by high quality properties (large loan CMBS), a majority of which were originated in 2006 and 2007.

For asset-backed securities, including RMBS, we estimate the portion of loss attributable to credit using a discounted cash flow model that considers estimates of cash flows generated from the underlying collateral. Estimates of cash flows consider internal credit risk, interest rate and prepayment assumptions that incorporate management's best estimate of key assumptions, including default rates, loss severity and prepayment rates. For CMBS, we estimate the portion of loss attributable to credit by evaluating potential losses on each of the underlying loans in the security. Collateral cash flows are considered in the context of our position in the capital structure of the deal. Assumptions can vary widely depending upon the collateral type, geographic concentrations and vintage.

If there has been an adverse change in cash flows for RMBS, management considers credit enhancements such as monoline insurance (which are features of a specific security). In evaluating the overall credit worthiness of the Monoline, we use an analysis that is similar to the approach we use for corporate bonds, including an evaluation of the sufficiency of the Monoline's cash reserves and capital, ratings activity, whether the Monoline is in default or default appears imminent, and the potential for intervention by an insurance or other regulator.

During the three months ended September 30, 2009, we recorded pre-tax, other-than-temporary impairments of \$239 million, of which \$79 million was recorded through earnings (\$18 million relates to equity securities), and \$160 million was recorded in Accumulated Other Comprehensive Income (AOCI).

Previously recognized other-than-temporary impairments related to credit on securities still held at July 1, 2009 were \$159 million. During the third quarter, first time and incremental credit impairments were \$27 million and \$31 million, respectively. Previous credit impairments relating to securities sold were \$82 million.

During the period April 1, 2009 through September 30, 2009, we recorded pre-tax, other-than-temporary impairments of \$391 million, of which \$130 million was recorded through earnings (\$26 million relates to equity securities), and \$261 million was recorded in AOCI.

Previously recognized other-than-temporary impairments related to credit on securities still held at April 1, 2009 were \$117 million. During the period April 1, 2009 through September 30, 2009, first time and incremental credit impairments were \$48 million and \$52 million, respectively. Previous credit impairments relating to securities sold were \$82 million.

Supplemental information about gross realized gains and losses on available-for-sale investment securities follows.

(In millions)	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
Gains	\$ 36	\$ 26	\$ 63	\$ 133
Losses, including impairments	(101)	(110)	(299)	(210)
Net	\$ (65)	\$ (84)	\$ (236)	\$ (77)

Although we generally do not have the intent to sell any specific securities at the end of the period, in the ordinary course of managing our investment securities portfolio, we may sell securities prior to their maturities for a variety of reasons, including diversification, credit quality, yield and liquidity requirements and the funding of claims and obligations to policyholders.

Proceeds from investment securities sales and early redemptions by the issuer totaled \$3,393 million and \$887 million in the third quarters of 2009 and 2008, respectively, and \$6,671 million and \$2,177 million in the first nine months of 2009 and 2008, respectively, principally from the sales and maturities of short-term securities in our bank subsidiaries.

We recognized pre-tax gains on trading securities of \$29 million and pre-tax losses of \$(164) million in the third quarters of 2009 and 2008, respectively, and pre-tax gains of \$273 million and \$223 million in the first nine months of 2009 and 2008, respectively. Investments in retained interests increased by \$210 million and \$10 million during the first nine months of 2009 and 2008, respectively, reflecting changes in fair value.

#### 4. FINANCING RECEIVABLES AND ALLOWANCE FOR LOSSES ON FINANCING RECEIVABLES

Financing receivables – net, consisted of the following.

(In millions)	At	
	September 30, 2009	December 31, 2008
Loans, net of deferred income	\$ 297,568	\$ 308,821
Investment in financing leases, net of deferred income	57,136	67,077
	354,704	375,898
Less allowance for losses	(7,348)	(5,306)
Financing receivables – net(a)	\$ 347,356	\$ 370,592

- (a) Included \$4,406 million and \$6,461 million related to consolidated, liquidating securitization entities at September 30, 2009 and December 31, 2008, respectively. In addition, financing receivables at September 30, 2009 and December 31, 2008 included \$2,880 million and \$2,736 million, respectively, relating to loans that had been acquired in a transfer but have been subject to credit deterioration since origination per FASB ASC 310, Receivables.

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Effective January 1, 2009, loans acquired in a business acquisition are recorded at fair value, which incorporates our estimate at the acquisition date of the credit losses over the remaining life of the portfolio. As a result, the allowance for loan losses is not carried over at acquisition. This may result in lower reserve coverage ratios prospectively. Details of financing receivables – net follow.

(In millions)	September 30, 2009	At December 31, 2008
Commercial Lending and Leasing (CLL)(a)		
Americas	\$ 91,807	\$ 104,462
Europe	39,804	36,972
Asia	14,096	16,683
Other	776	786
	146,483	158,903
Consumer(a)		
Non-U.S. residential mortgages	61,308	60,753
Non-U.S. installment and revolving credit	25,197	24,441
U.S. installment and revolving credit	22,324	27,645
Non-U.S. auto	14,366	18,168
Other	13,191	11,541
	136,386	142,548
Real Estate	45,471	46,735
Energy Financial Services	8,326	8,355
GE Capital Aviation Services (GECAS)(b)	14,943	15,326
Other(c)	3,095	4,031
	354,704	375,898
Less allowance for losses	(7,348)	(5,306)
Total	\$ 347,356	\$ 370,592

(a) During the first quarter of 2009, we transferred Artesia from CLL to Consumer. Prior-period amounts were reclassified to conform to the current-period's presentation.

(b) Included loans and financing leases of \$12,927 million and \$13,078 million at September 30, 2009 and December 31, 2008, respectively, related to commercial aircraft at Aviation Financial Services.

(c) Consisted of loans and financing leases related to certain consolidated, liquidating securitization entities.



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Individually impaired loans are defined by GAAP as larger balance or restructured loans for which it is probable that the lender will be unable to collect all amounts due according to original contractual terms of the loan agreement. An analysis of impaired loans and specific reserves follows. The vast majority of our consumer and a portion of our CLL nonearning receivables are excluded from this definition, as they represent smaller balance homogeneous loans that we evaluate collectively by portfolio for impairment.

(In millions)	September 30, 2009	At December 31, 2008
Loans requiring allowance for losses	\$ 8,842	\$ 2,712
Loans expected to be fully recoverable	3,218	871
Total impaired loans	\$ 12,060	\$ 3,583
Allowance for losses (specific reserves)	\$ 1,874	\$ 635
Average investment during the period	7,463	2,064
Interest income earned while impaired(a)	133	48

(a) Recognized principally on cash basis.

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Impaired loans increased by \$8.5 billion from December 31, 2008 to September 30, 2009 primarily relating to increases at Real Estate (\$5.4 billion) and CLL (\$2.2 billion). Impaired loans increased by \$4.0 billion from June 30, 2009 to September 30, 2009, primarily relating to increases at Real Estate (\$2.9 billion) and CLL (\$0.7 billion). The increase in impaired loans and related specific reserves in Real Estate reflects our current estimate of collateral values of the underlying properties, and our estimate of loans which are not past due, but for which it is probable that we will be unable to collect the full principal balance at maturity due to a decline in the underlying value of the collateral. Of our \$6.2 billion impaired loans at Real Estate at September 30, 2009, approximately \$4 billion are currently paying in accordance with the contractual terms of the loan. Impaired loans at CLL primarily represent senior secured lending positions.

#### Allowance for Losses on Financing Receivables

(In millions)	Balance	Provision	Other(a)	Gross	Recoveries	Balance
	January 1, 2009	charged to operations		write-offs		September 30, 2009
<b>CLL(b)</b>						
Americas	\$ 824	\$ 945	\$ (31)	\$ (715)	\$ 63	\$ 1,086
Europe	288	412	8	(225)	17	500
Asia	163	188	8	(136)	19	242
Other	2	4	1	(1)	—	6
<b>Consumer(b)</b>						
Non-U.S. residential mortgages	383	805	81	(424)	130	975
Non-U.S. installment and revolving credit	1,051	1,347	41	(1,702)	376	1,113
U.S. installment and revolving credit	1,700	2,631	(761)	(2,134)	132	1,568
Non-U.S. auto	222	351	31	(441)	138	301
Other	226	284	25	(329)	73	279
Real Estate	301	903	13	(190)	1	1,028
Energy Financial Services	58	42	1	—	—	101
GECAS	60	69	—	(3)	—	126
Other	28	16	—	(22)	1	23
<b>Total</b>	<b>\$ 5,306</b>	<b>\$ 7,997</b>	<b>\$ (583)</b>	<b>\$ (6,322)</b>	<b>\$ 950</b>	<b>\$ 7,348</b>

(a) Other primarily included the effects of securitization activity and currency exchange.

(b) During the first quarter of 2009, we transferred Artesia from CLL to Consumer. Prior-period amounts were reclassified to conform to the current-period's presentation.

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(In millions)	Balance	Provision	Other(a)	Gross	Recoveries	Balance
	January 1, 2008	charged to operations		write-offs		September 30, 2008
CLL(b)						
Americas	\$ 451	\$ 377	\$ 157	\$ (352)	\$ 50	\$ 683
Europe	230	146	(58)	(141)	23	200
Asia	226	78	(7)	(188)	5	114
Other	3	2	—	—	—	5
Consumer(b)						
Non-U.S. residential mortgages	246	147	(15)	(135)	52	295
Non-U.S. installment and revolving credit	1,371	1,259	(57)	(1,968)	722	1,327
U.S. installment and revolving credit	985	1,908	(416)	(1,477)	215	1,215
Non-U.S. auto	324	260	(59)	(479)	225	271
Other	167	136	25	(182)	54	200
Real Estate	168	47	4	(10)	1	210
Energy Financial Services	19	12	2	—	—	33
GECAS	8	47	—	(1)	—	54
Other	18	18	(1)	(15)	—	20
Total	\$ 4,216	\$ 4,437	\$ (425)	\$ (4,948)	\$ 1,347	\$ 4,627

(a) Other primarily included the effects of securitization activity, currency exchange, dispositions and acquisitions.

(b) During the first quarter of 2009, we transferred Artesia from CLL to Consumer. Prior-period amounts were reclassified to conform to the current-period's presentation.

## 5. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and other intangible assets – net, consisted of the following.

(In millions)	At	
	September 30, 2009	December 31, 2008
Goodwill	\$ 28,043	\$ 25,204
Other intangible assets		
Intangible assets subject to amortization	\$ 3,371	\$ 3,174

Changes in goodwill balances follow.

(In millions)	Balance	Acquisitions/ acquisition	Dispositions, currency	Balance
	January 1, 2009	accounting adjustments	exchange and other	September 30, 2009
CLL	\$ 12,321 (a)	\$ 1,262	\$ (109)	\$ 13,474
Consumer	9,407 (a)	1,352	325	11,084
Real Estate	1,159	(7)	57	1,209
Energy Financial Services	2,162	(4)	(39)	2,119
GECAS	155	-	2	157
Total	\$ 25,204	\$ 2,603	\$ 236	\$ 28,043

- (a) Reflected the transfer of Artesia during the first quarter of 2009, resulting in a related movement of beginning goodwill balance of \$326 million.

Goodwill related to new acquisitions in the first nine months of 2009 was \$2,384 million and included acquisitions of BAC Credomatic (BAC) (\$1,309 million) at Consumer and Interbanca S.p.A. (Interbanca) (\$1,075 million) at CLL. During the first nine months of 2009, the goodwill balance increased by \$219 million related to acquisition accounting adjustments for prior-year acquisitions. The most significant of these adjustments was an increase of \$180 million associated with the 2008 acquisition of CitiCapital at CLL. Also during the first nine months of 2009, goodwill balances increased \$236 million, primarily as a result of the weaker U.S. dollar (\$1,034 million), partially offset by the deconsolidation of Penske Truck Leasing Co., L.P. (PTL) (\$634 million) at CLL.

On June 25, 2009, we increased our ownership in BAC from 49.99% to 75% for a purchase price of \$623 million, in accordance with terms of a previous agreement. We remeasured our previously held equity investment to fair value, resulting in a pre-tax gain of \$343 million, which is reported in Revenues from services.

We test goodwill for impairment annually and more frequently if circumstances warrant. We determine fair values for each of the reporting units using an income approach. When available and as appropriate, we use comparative market multiples to corroborate discounted cash flow results. For purposes of the income approach, fair value is determined based on the present value of estimated future cash flows, discounted at an appropriate risk-adjusted rate. We use our internal forecasts to estimate future cash flows and include an estimate of long-term future growth rates based on our most recent views of the long-term outlook for each business. Actual results may differ from those assumed in our forecasts. We derive our discount rates by applying the capital asset pricing model (i.e., to estimate the cost of equity financing) and analyzing published rates for industries relevant to our reporting units. We use discount rates that are commensurate with the risks and uncertainty inherent in the respective businesses and in our internally developed forecasts. Valuations using the market approach reflect prices and other relevant observable information generated by market transactions involving comparable businesses.

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Compared to the market approach, the income approach more closely aligns the reporting unit valuation to a company's or business' specific business model, geographic markets and product offerings, as it is based on specific projections of the business. Required rates of return, along with uncertainty inherent in the forecasts of future cash flows are reflected in the selection of the discount rate. Equally important, under this approach, reasonably likely scenarios and associated sensitivities can be developed for alternative future states that may not be reflected in an observable market price. A market approach allows for comparison to actual market transactions and multiples. It can be somewhat more limited in its application because the population of potential comparables (or pure plays) is often limited to publicly-traded companies where the characteristics of the comparative business and ours can be significantly different, market data is usually not available for divisions within larger conglomerates or non-public subsidiaries that could otherwise qualify as comparable, and the specific circumstances surrounding a market transaction (e.g., synergies between the parties, terms and conditions of the transaction, etc.) may be different or irrelevant with respect to our business. It can also be difficult under the current market conditions to identify orderly transactions between market participants in similar financial services businesses. We assess the valuation methodology based upon the relevance and availability of data at the time of performing the valuation and weight the methodologies appropriately.

Given the significant decline in GE's stock price in the first quarter of 2009 and market conditions in the financial services industry at that time, we conducted an additional impairment analysis of the reporting units during the first quarter of 2009 using data as of January 1, 2009. As a result of these tests, no goodwill impairment was recognized.

We performed our annual impairment test for goodwill at all of our reporting units in the third quarter using data as of July 1, 2009. In performing the valuations, we used cash flows which reflected management's forecasts and discount rates which reflect the risks associated with the current market. Based on the results of our testing, the fair values of CLL, Consumer, Energy Financial Services and GECAS reporting units exceeded their book values; therefore, the second step of the impairment test (in which fair value of each of the reporting unit's assets and liabilities are measured) was not required to be performed and no goodwill impairment was recognized. Due to the volatility and uncertainties in the current commercial real estate environment, we used a range of valuations to determine the fair value for our Real Estate reporting unit. While the Real Estate reporting unit's book value was within the range of its fair value, we further substantiated our Real Estate goodwill balance by performing the second step analysis described above. As a result of our tests for Real Estate, no goodwill impairment was recognized. Our Real Estate reporting unit had a goodwill balance of \$1,209 million at September 30, 2009.

Estimating the fair value of reporting units involves the use of estimates and significant judgments that are based on a number of factors including actual operating results. If current conditions persist longer or deteriorate further than expected, it is reasonably possible that the judgments and estimates described above could change in future periods.

#### Intangible Assets Subject to Amortization

(In millions)	September 30, 2009			At December 31, 2008		
	Gross carrying amount	Accumulated amortization	Net	Gross carrying amount	Accumulated amortization	Net
Customer-related Patents, licenses and trademarks	\$ 1,801	\$ (767)	\$ 1,034	\$ 1,790	\$ (616)	\$ 1,174
Capitalized software	568	(409)	159	564	(460)	104
	2,161	(1,517)	644	2,148	(1,463)	685



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Lease valuations	1,734	(730)	1,004	1,761	(594)	1,167
All other	895	(365)	530	233	(189)	44
Total	\$ 7,159	\$ (3,788)	\$ 3,371	\$ 6,496	\$ (3,322)	\$ 3,174

Amortization related to intangible assets subject to amortization was \$298 million and \$273 million for the quarters ended September 30, 2009 and 2008, respectively. Amortization related to intangible assets subject to amortization for the nine months ended September 30, 2009 and 2008, was \$708 million and \$675 million, respectively.

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## 6. BORROWINGS

Borrowings are summarized in the following table.

(In millions)	At	
	September 30, 2009	December 31, 2008
Short-term borrowings		
Commercial paper		
U.S.		
Unsecured(a)	\$ 34,669	\$ 57,665
Asset-backed(b)	2,884	3,652
Non-U.S.		
Current portion of long-term debt(a)(c)(d)	69,322	69,680
Bank deposits(e)	25,738	29,634
Bank borrowings(f)	5,041	10,569
GE Interest Plus notes(g)	6,520	5,633
Other	1,677	2,735
Total	155,722	188,601
Long-term borrowings		
Senior notes		
Unsecured(a)(d)(h)	323,518	299,651
Asset-backed(i)	4,069	5,002
Subordinated notes(j)	2,412	2,567
Subordinated debentures(k)	7,706	7,315
Bank deposits(l)	10,649	7,220
Total	348,354	321,755
Total borrowings	\$ 504,076	\$ 510,356

(a) GE Capital had issued and outstanding \$59,110 million (\$3,660 million commercial paper and \$55,450 million long-term borrowings) and \$35,243 million (\$21,823 million commercial paper and \$13,420 million long-term borrowings) of senior, unsecured debt that was guaranteed by the Federal Deposit Insurance Corporation (FDIC) under the Temporary Liquidity Guarantee Program at September 30, 2009 and December 31, 2008, respectively. GE Capital and GE are parties to an Eligible Entity Designation Agreement and GE Capital is subject to the terms of a Master Agreement, each entered into with the FDIC. The terms of these agreements include, among other things, a requirement that GE and GE Capital reimburse the FDIC for any amounts that the FDIC pays to holders of GE Capital debt that is guaranteed by the FDIC.

(b) Consists entirely of obligations of consolidated, liquidating securitization entities. See Note 12.

(c) Included \$239 million and \$326 million of asset-backed senior notes, issued by consolidated, liquidating securitization entities at September 30, 2009 and December 31, 2008, respectively.

- (d) Included \$1,665 million (\$74 million short-term and \$1,591 million long-term) of borrowings under European government-sponsored programs at September 30, 2009.
- (e) Included \$20,893 million and \$11,793 million of deposits in non-U.S. banks at September 30, 2009 and December 31, 2008, respectively, and included certificates of deposits distributed by brokers of \$4,845 million and \$17,841 million at September 30, 2009 and December 31, 2008, respectively.
- (f) Term borrowings from banks with an original term to maturity of less than 12 months.
- (g) Entirely variable denomination floating rate demand notes.
- (h) Included borrowings from GECS affiliates of \$1,011 million and \$1,006 million at September 30, 2009 and December 31, 2008, respectively.
- (i) Included \$895 million and \$2,104 million of asset-backed senior notes, issued by consolidated, liquidating securitization entities at September 30, 2009 and December 31, 2008, respectively. See Note 12.
- (j) Included \$117 million and \$450 million of subordinated notes guaranteed by GE at September 30, 2009 and December 31, 2008, respectively.
- (k) Subordinated debentures receive rating agency equity credit and were hedged at issuance to the U.S. dollar equivalent of \$7,725 million.
- (l) Included certificates of deposits distributed by brokers with maturities greater than one year of \$9,898 million and \$6,699 million at September 30, 2009 and December 31, 2008, respectively.

## 7. INCOME TAXES

During the first quarter of 2009, following the change in our external credit ratings, funding actions taken and review of our operations, liquidity and funding, we determined that undistributed prior-year earnings of non-U.S. subsidiaries of GECC, on which we had previously provided deferred U.S. taxes, would be indefinitely reinvested outside the U.S. This change increased the amount of prior-year earnings indefinitely reinvested outside the U.S. by approximately \$2 billion to \$52 billion, resulting in an income tax benefit of \$700 million in the first quarter of 2009.

The balance of “unrecognized tax benefits,” the amount of related interest and penalties we have provided and what we believe to be the range of reasonably possible changes in the next 12 months, were:

(In millions)	At	
	September 30, 2009	December 31, 2008
Unrecognized tax benefits	\$ 3,711	\$ 3,454
Portion that, if recognized, would reduce tax expense and effective tax rate(a)	1,822	1,734
Accrued interest on unrecognized tax benefits	701	693
Accrued penalties on unrecognized tax benefits	72	65
Reasonably possible reduction to the balance of unrecognized tax benefits in succeeding 12 months	0-300	0-350
Portion that, if recognized, would reduce tax expense and effective tax rate(a)	0-150	0-50

(a) Some portion of such reduction might be reported as discontinued operations.

The IRS is currently auditing the GE consolidated income tax returns for 2003-2007, a substantial portion of which include our activities. In addition, certain other U.S. tax deficiency issues and refund claims for previous years remain unresolved. It is reasonably possible that the 2003-2005 U.S. audit cycle will be completed during the next 12 months, which could result in a decrease in our balance of unrecognized tax benefits. We believe that there are no other jurisdictions in which the outcome of unresolved issues or claims is likely to be material to our results of operations, financial position or cash flows. We further believe that we have made adequate provision for all income tax uncertainties.

GE and GECC file a consolidated U.S. federal income tax return. The GECC provision for current tax expense includes its effect on the consolidated return. The effect of GECC on the consolidated liability is settled in cash as GE tax payments are due.

## 8. SHAREOWNER'S EQUITY

A summary of increases (decreases) in GECC shareowner's equity that did not result directly from transactions with the shareowner, net of income taxes, follows.

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(In millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
Net earnings attributable to GECC	\$ 171	\$ 1,919	\$ 1,359	\$ 6,768
Investment securities – net	420	(367)	936	(1,108)
Currency translation adjustments – net	896	(3,389)	2,603	(2,600)
Cash flow hedges – net	(17)	(1,513)	1,299	(1,399)
Benefit plans – net	2	3	(7)	21
Total	\$ 1,472	\$ (3,347)	\$ 6,190	\$ 1,682

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Changes to noncontrolling interests during the third quarter of 2009 resulted from net earnings (\$16 million), dividends (\$(6) million), AOCI (\$(9) million) and other (\$10 million). Changes to the individual components of AOCI attributable to noncontrolling interests were insignificant.

Changes to noncontrolling interests during the first nine months of 2009 resulted from net earnings (\$95 million), dividends (\$(12) million), the effects of deconsolidating PTL (\$(331) million, including \$101 million of AOCI), other AOCI (\$(17) million) and other (\$11 million). Changes to the individual components of AOCI attributable to noncontrolling interests were insignificant.

During the first quarter of 2009, GE made a \$9,500 million capital contribution to GECS, of which GECS subsequently contributed \$8,250 million to us. In addition, we issued one share of common stock (par value \$14) to GECS for \$500 million.

## 9. REVENUES FROM SERVICES

Revenues from services are summarized in the following table.

(In millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
Interest on loans	\$ 4,906	\$ 7,153	\$ 15,012	\$ 20,258
Equipment leased to others	2,894	3,953	9,283	11,644
Fees	1,158	1,985	3,417	4,716
Financing leases	791	1,099	2,517	3,438
Real estate investments	410	798	1,125	3,088
Associated companies	277	560	751	1,676
Investment income(a)	379	300	1,303	1,446
Net securitization gains	403	275	1,043	897
Other items(b)(c)	434	922	2,947	4,259
Total	\$ 11,652	\$ 17,045	\$ 37,398	\$ 51,422

- (a) Included net other-than-temporary impairments on investment securities of \$79 million and \$109 million in the third quarters of 2009 and 2008, respectively, and \$272 million and \$206 million in the first nine months of 2009 and 2008, respectively. See Note 3.
- (b) Included a gain on the sale of a limited partnership interest in PTL and a related gain on the remeasurement of the retained investment to fair value totaling \$296 million in the first quarter of 2009. See Note 12.
- (c) Included a gain of \$343 million on the remeasurement to fair value of our equity method investment in BAC, following our acquisition of a controlling interest in the second quarter of 2009. See Note 5.

## 10. FAIR VALUE MEASUREMENTS

We adopted FASB ASC 820 in two steps; effective January 1, 2008, we adopted it for all financial instruments and non-financial instruments accounted for at fair value on a recurring basis and effective January 1, 2009, for all non-financial instruments accounted for at fair value on a non-recurring basis. This guidance establishes a new framework for measuring fair value and expands related disclosures. Broadly, the framework requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. It also establishes a three-level valuation hierarchy based upon observable and non-observable inputs.

For financial assets and liabilities, fair value is the price we would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.

Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 – Significant inputs to the valuation model are unobservable.

We maintain policies and procedures to value instruments using the best and most relevant data available. In addition, we have risk management teams that review valuation, including independent price validation for certain instruments. Further, in other instances, we retain independent pricing vendors to assist in valuing certain instruments.

The following section describes the valuation methodologies we use to measure different financial instruments at fair value on a recurring basis. There has been no change to the valuation methodologies during 2009.

### Investments in Debt and Equity Securities

When available, we use quoted market prices to determine the fair value of investment securities, and they are included in Level 1. Level 1 securities primarily include publicly-traded equity securities.

When quoted market prices are unobservable, we obtain pricing information from an independent pricing vendor. The pricing vendor uses various pricing models for each asset class that are consistent with what other market participants would use. The inputs and assumptions to the model of the pricing vendor are derived from market observable sources including: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers, and other market-related data. Since many fixed income securities do not trade on a daily basis, the methodology of the pricing vendor uses available information as applicable such as benchmark curves, benchmarking of like securities, sector groupings, and matrix pricing. The pricing vendor considers all available market observable inputs in determining the evaluation for a security. Thus, certain securities may not be priced using quoted prices, but rather determined from market observable information. These investments are included in Level 2 and primarily comprise

our portfolio of corporate fixed income, and government, mortgage and asset-backed securities. In infrequent circumstances, our pricing vendors may provide us with valuations that are based on significant unobservable inputs, and in those circumstances we classify the investment securities in Level 3.

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Annually, we conduct reviews of our primary pricing vendor, with the assistance of an accounting firm, to validate that the inputs used in that vendor's pricing process are deemed to be market observable as defined in the standard. While we were not provided access to proprietary models of the vendor, our reviews have included on-site walk-throughs of the pricing process, methodologies and control procedures for each asset class and level for which prices are provided. Our review also included an examination of the underlying inputs and assumptions for a sample of individual securities across asset classes, credit rating levels and various durations, a process we continue to perform for each reporting period. In addition, the pricing vendor has an established challenge process in place for all security valuations, which facilitates identification and resolution of potentially erroneous prices. We believe that the prices received from our pricing vendor are representative of prices that would be received to sell the assets at the measurement date (exit prices) and are classified appropriately in the hierarchy.

We use non-binding broker quotes as our primary basis for valuation when there is limited, or no, relevant market activity for a specific instrument or for other instruments that share similar characteristics. We have not adjusted the prices we have obtained. Investment securities priced using non-binding broker quotes are included in Level 3. As is the case with our primary pricing vendor, third-party brokers do not provide access to their proprietary valuation models, inputs and assumptions. Accordingly, our risk management personnel conduct internal reviews of pricing for all such investment securities quarterly to ensure reasonableness of valuations used in our financial statements. These reviews are designed to identify prices that appear stale, those that have changed significantly from prior valuations, and other anomalies that may indicate that a price may not be accurate. Based on the information available, we believe that the fair values provided by the brokers are representative of prices that would be received to sell the assets at the measurement date (exit prices). Level 3 investment securities valued using non-binding broker quotes totaled \$620 million and \$556 million at September 30, 2009 and December 31, 2008, respectively, and were classified as available-for-sale securities.

Retained interests in securitizations are valued using a discounted cash flow model that considers the underlying structure of the securitization and estimated net credit exposure, prepayment assumptions, discount rates and expected life.

Private equity investments held in investment company affiliates are initially valued at cost. Valuations are reviewed at the end of each quarter utilizing available market data to determine whether or not any fair value adjustments are necessary. Such market data include any comparable public company trading multiples. Unobservable inputs include company-specific fundamentals and other third-party transactions in that security. These investments are generally included in Level 3.

#### Derivatives

We use closing prices for derivatives included in Level 1, which are traded either on exchanges or liquid over-the-counter markets.

The majority of our derivatives portfolio is valued using internal models. The models maximize the use of market observable inputs including interest rate curves and both forward and spot prices for currencies and commodities. Derivative assets and liabilities included in Level 2 primarily represent interest rate swaps, cross-currency swaps and foreign currency and commodity forward and option contracts.

Derivative assets and liabilities included in Level 3 primarily represent interest rate products that contain embedded optionality or prepayment features.

The following tables present our assets and liabilities measured at fair value on a recurring basis. Included in the tables are investment securities of \$7,204 million and \$8,190 million at September 30, 2009 and December 31, 2008,

respectively, supporting obligations to holders of guaranteed investment contracts. Such securities are mainly investment grade.

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(In millions)	Level 1	Level 2	Level 3	Netting adjustment(a)	Net balance
September 30, 2009					
Assets					
Investment securities					
Debt					
U.S. corporate	\$ 180	\$ 1,981	\$ 1,567	\$ —	\$ 3,728
State and municipal	185	607	247	—	1,039
Residential mortgage-backed	—	2,348	45	—	2,393
Commercial					
mortgage-backed	—	1,188	53	—	1,241
Asset-backed	—	716	1,833	—	2,549
Corporate - non-U.S.	238	43	552	—	833
Government - non-U.S.	1,156	1,576	166	—	2,898
U.S. government and federal					
agency	8	2,722	—	—	2,730
Retained interests	—	—	7,086	—	7,086
Equity					
Available-for-sale	508	643	18	—	1,169
Trading	659	—	—	—	659
Derivatives(b)	—	11,620	434	(4,541)	7,513
Other(c)	—	—	604	—	604
Total	\$ 2,934	\$ 23,444	\$ 12,605	\$ (4,541)	\$ 34,442
Liabilities					
Derivatives	\$ —	\$ 8,108	\$ 275	\$ (4,567)	\$ 3,816
Other	—	32	—	—	32
Total	\$ —	\$ 8,140	\$ 275	\$ (4,567)	\$ 3,848
December 31, 2008					
Assets					
Investment securities					
Debt					
U.S. corporate	\$ 525	\$ 1,708	\$ 1,640	\$ —	\$ 3,873
State and municipal	—	603	247	—	850
Residential mortgage-backed	30	3,113	118	—	3,261
Commercial					
mortgage-backed	—	1,098	57	—	1,155
Asset-backed	—	676	1,580	—	2,256
Corporate - non-U.S.	69	50	472	—	591
Government - non-U.S.	495	11	417	—	923
U.S. government and federal					
agency	5	24	—	—	29
Retained interests	—	—	5,081	—	5,081
Equity					
Available-for-sale	395	498	18	—	911

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Trading	83	305	–	–	388
Derivatives(b)	–	17,721	544	(7,054)	11,211
Other(c)	–	288	551	–	839
Total	\$ 1,602	\$ 26,095	\$ 10,725	\$ (7,054)	\$ 31,368
Liabilities	\$ 2	\$ 10,810	\$ 162	\$ (7,218)	\$ 3,756
Derivatives	–	323	–	–	323
Other	\$ 2	\$ 11,133	\$ 162	\$ (7,218)	\$ 4,079
Total					

- (a) The netting of derivative receivables and payables is permitted when a legally enforceable master netting agreement exists. Included fair value adjustments related to our own and counterparty credit risk.
- (b) The fair value of derivatives included an adjustment for non-performance risk. At September 30, 2009 and December 31, 2008, the cumulative adjustment was a gain of \$26 million and \$164 million, respectively.
- (c) Included private equity investments and loans designated under the fair value option.

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The following tables present the changes in Level 3 instruments measured on a recurring basis for the three months ended September 30, 2009 and 2008, and the nine months ended September 30, 2009 and 2008. The majority of our Level 3 balances consist of investment securities classified as available-for-sale with changes in fair value recorded in shareowner's equity.

## Changes in Level 3 Instruments for the Three Months Ended September 30, 2009

(In millions)	Net realized/unrealized gains (losses) included in comprehensive earnings(a)		Net realized/unrealized gains (losses) included in other income		Purchases, issuances and settlements	Transfers in and/or out of Level 3(b)	September 30, 2009	Net change in unrealized gains (losses) relating to instruments still held at September 30, 2009 (c)
	July 1, 2009							
Investment securities								
Debt								
U.S. corporate	\$ 1,546	\$ (38)	\$ 69	\$ (8)	\$ (2)	\$ 1,567	\$ —	
State and municipal	157	—	6	73	11	247	—	
Residential mortgage-backed	51	—	3	—	(9)	45	—	
Commercial mortgage-backed	50	—	3	—	—	53	—	
Asset-backed	1,748	(9)	14	(28)	108	1,833	—	
Corporate - non-U.S.	452	12	58	(4)	34	552	—	
Government - non-U.S.	142	—	10	14	—	166	—	
U.S. government and federal agency	—	—	—	—	—	—	—	
Retained interests	6,259	250	46	531	—	7,086	75	
Equity								
Available-for-sale	16	—	2	—	—	18	—	
Trading	—	—	—	—	—	—	—	
Derivatives(d)	380	(17)	26	(15)	(184)	190	(10)	
Other	571	12	21	—	—	604	12	
Total	\$ 11,372	\$ 210	\$ 258	\$ 563	\$ (42)	\$ 12,361	\$ 77	

(a)

Earnings effects are primarily included in the “Revenues from services” and “Interest” captions in the Condensed Statement of Current and Retained Earnings.

- (b) Transfers in and out of Level 3 are considered to occur at the beginning of the period. Transfers out of Level 3 were a result of increased use of quotes from independent pricing vendors based on recent trading activity.
  - (c) Represented the amount of unrealized gains or losses for the period included in earnings.
- (d) Represented derivative assets net of derivative liabilities and included cash accruals of \$31 million not reflected in the fair value hierarchy table.

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Changes in Level 3 Instruments for the Three Months Ended September 30, 2008

(In millions)	Net realized/ unrealized gains (losses)							Net change in unrealized gains (losses)  relating to instruments still held at September 30, 2008 (c)
	July 1, 2008	Net realized/ unrealized gains(losses) included in earnings(a)	included in comprehensive income	Purchases, and settlements	Transfers in and/or out of Level 3(b)	September 30, 2008	September 30, 2008 (c)	
Investment securities	\$ 9,797	\$ 284	\$ (215)	\$ (477)	\$ (75)	\$ 9,314	\$ 128	
Derivatives(d)(e)	414	301	17	(30)	7	709	268	
Other	715	(34)	(37)	1	—	645	(31)	
Total	\$ 10,926	\$ 551	\$ (235)	\$ (506)	\$ (68)	\$ 10,668	\$ 365	

(a) Earnings effects are primarily included in the “Revenues from services” and “Interest” captions in the Condensed Statement of Current and Retained Earnings.

(b) Transfers in and out of Level 3 are considered to occur at the beginning of the period.

(c) Represented the amount of unrealized gains or losses for the period included in earnings.

(d) Earnings from derivatives were more than offset by \$85 million in losses from related derivatives included in Level 2 and \$253 million in losses from qualifying fair value hedges.

(e) Represented derivative assets net of derivative liabilities and included cash accruals of \$19 million not reflected in the fair value hierarchy table.

## Changes in Level 3 Instruments for the Nine Months Ended September 30, 2009

(In millions)	Net realized/		Net unrealized gains (losses) included in accumulated other comprehensive income	Purchases, issuances and settlements	Transfers in and/or out of Level 3(b)	September 30, 2009	Net change in unrealized gains (losses) relating to instruments still held at September 30, 2009 (c)
	January 1, 2009	gains(losses) included in earnings(a)					
<b>Investment securities</b>							
<b>Debt</b>							
U.S. corporate	\$ 1,640	\$ (26)	\$ 69	\$ (11)	\$ (105)	\$ 1,567	\$ -
State and municipal	247	-	(101)	65	36	247	-
Residential mortgage-backed	118	-	(6)	(20)	(47)	45	-
Commercial mortgage-backed	57	-	(4)	-	-	53	-
Asset-backed	1,580	(1)	232	55	(33)	1,833	-
Corporate - non-U.S.	472	(3)	46	43	(6)	552	-
Government - non-U.S.	418	-	6	17	(275)	166	-
U.S. government and federal agency	-	-	-	-	-	-	-
Retained interests	5,081	856	244	905	-	7,086	167
<b>Equity</b>							
Available-for-sale	17	-	2	(1)	-	18	-
Trading	-	-	-	-	-	-	-
Derivatives(d)(e)	401	60	(40)	(82)	(149)	190	(114)
Other	551	(7)	31	29	-	604	(10)
<b>Total</b>	<b>\$ 10,582</b>	<b>\$ 879</b>	<b>\$ 479</b>	<b>\$ 1,000</b>	<b>\$ (579)</b>	<b>\$ 12,361</b>	<b>\$ 43</b>

(a) Earnings effects are primarily included in the "Revenues from services" and "Interest" captions in the Condensed Statement of Current and Retained Earnings.

(b)



Transfers in and out of Level 3 are considered to occur at the beginning of the period. Transfers out of Level 3 were a result of increased use of quotes from independent pricing vendors based on recent trading activity.

- (c) Represented the amount of unrealized gains or losses for the period included in earnings.
- (d) Earnings from derivatives were partially offset by \$56 million in losses from related derivatives included in Level 2.
- (e) Represented derivative assets net of derivative liabilities and included cash accruals of \$31 million not reflected in the fair value hierarchy table.

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Changes in Level 3 Instruments for the Nine Months Ended September 30, 2008

(In millions)	Net realized/						September 30, 2008	Net change in unrealized gains (losses) relating to instruments still held at September 30, 2008 (c)
	January 1, 2008	Net realized/unrealized gains(losses) included in earnings(a)	Net realized/unrealized gains (losses) included in comprehensive income	Purchases, and issuances and settlements	Transfers in and/or out of Level 3(b)	September 30, 2008		
Investment securities	\$ 8,329	\$ 665	\$ (314)	\$ 221	\$ 413	\$ 9,314	\$ 102	
Derivatives(d)(e)	200	591	43	(132)	7	709	464	
Other	689	(42)	(9)	(44)	51	645	9	
Total	\$ 9,218	\$ 1,214	\$ (280)	\$ 45	\$ 471	\$ 10,668	\$ 575	

(a) Earnings effects are primarily included in the “Revenues from services” and “Interest” captions in the Condensed Statement of Current and Retained Earnings.

(b) Transfers in and out of Level 3 are considered to occur at the beginning of the period.

(c) Represented the amount of unrealized gains or losses for the period included in earnings.

(d) Earnings from derivatives were partially offset by \$132 million in losses from related derivatives included in Level 2 and \$309 million in losses from qualifying fair value hedges.

(e) Represented derivative assets net of derivative liabilities and included cash accruals of \$19 million not reflected in the fair value hierarchy table.

Non-Recurring Fair Value Measurements

Certain assets are measured at fair value on a non-recurring basis. These assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances. These include certain loans that are written down to fair value when they are held for sale or when they are written down to the fair value of their underlying collateral when deemed impaired, cost and equity method investments that are written down to fair value when their declines are determined to be other-than-temporary, long-lived assets that are written down to fair value when they are held for sale or determined to be impaired and the remeasurement of retained investments in formerly consolidated subsidiaries.

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Non-recurring fair value amounts (as measured at the time of the adjustment) for assets still held at September 30, 2009 and December 31, 2008, totaled \$741 million and \$48 million, identified as Level 2, and \$16,149 million and \$3,100 million, identified as Level 3, respectively. Level 3 amounts at September 30, 2009 primarily included our retained investment in PTL (\$5,991 million), financing receivables and loans held for sale (\$5,404 million), long-lived assets (\$3,145 million), primarily real estate held for investment and equipment leased to others, and cost and equity method investments (\$1,299 million).

The following table represents the fair value adjustments to assets measured at fair value on a non-recurring basis and still held at September 30, 2009 and September 30, 2008.

(In millions)	Three months ended September		Nine months ended September 30	
	2009	2008	2009	2008
Financing receivables and loans held for sale	\$ (656)	\$ (121)	\$ (1,338)	\$ (379)
Cost and equity method investments	(219)	(199)	(674)	(275)
Long-lived assets(a)	(351)	(135)	(615)	(180)
Retained investments in formerly consolidated subsidiaries(a)	—	—	237	—
Total	\$ (1,226)	\$ (455)	\$ (2,390)	\$ (834)

(a) FASB ASC 820 was adopted for non-financial assets valued on a non-recurring basis as of January 1, 2009.

The following describes the valuation methodologies we use to measure non-financial instruments accounted for at fair value on a non-recurring basis. There has been no change to the valuation methodologies during 2009.

#### Loans

When available, we use observable market data, including pricing on recent closed market transactions, to value loans which are included in Level 2. When this data is unobservable, we use valuation methodologies using current market interest rate data adjusted for inherent credit risk, and such loans are included in Level 3. When appropriate, loans are valued using collateral values as a practical expedient.

#### Long-lived Assets

Long-lived assets, including aircraft and real estate, may be measured at fair value if such assets are held for sale or when there is a determination that the asset is impaired. The determination of fair value is based on the best information available, including internal cash flow estimates discounted at an appropriate interest rate, quoted market prices when available, market prices for similar assets and independent appraisals, as appropriate. For real estate, cash flow estimates are based on current market estimates that reflect current and projected lease profiles and available industry information about expected trends in rental, occupancy and capitalization rates.

#### Investments in Subsidiaries and Formerly Consolidated Subsidiaries

Upon a change in control that results in deconsolidation of a subsidiary, a fair value measurement may be required if we sell a controlling interest and retain a noncontrolling stake in the entity. Such investments are valued using a discounted cash flow model, comparative market multiples or a combination of both approaches as appropriate. In applying these methodologies, we rely on a number of factors, including actual operating results, future business plans, economic projections and market data.

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## 11. FINANCIAL INSTRUMENTS

The following table provides information about the assets and liabilities not carried at fair value in our Statement of Financial Position. Consistent with FASB ASC 825, the table excludes financing leases and non-financial assets and liabilities. Apart from certain of our borrowings and certain marketable securities, few of the instruments identified below are actively traded and their fair values must often be determined using financial models. Realization of the fair value of these instruments depends upon market forces beyond our control, including marketplace liquidity. For a description on how we estimate fair value, see Note 20 to the consolidated financial statements in our 2008 Form 10-K.