

**THE SECURITIES ACT**

)

**Order No. 4228**

)

**Section 20(1)**

)

**July 23, 2003**

**GE CAPITAL CANADA FUNDING COMPANY**

**WHEREAS:**

(A) GE Capital Canada Funding Company (the "Issuer") and General Electric Capital Corporation (the "GE Capital") (collectively, the "Applicants") have applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to Subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 (the "Act") in connection with the non-convertible debt securities of the Issuer presently outstanding and in connection with such non-convertible debt securities as the Issuer may issue in the future, the Issuer be exempted from compliance with Parts VIII and IX of the Securities Regulation promulgated under the Act (the "Securities Regulation") provided that the Issuer and GE Capital shall comply with the requirements of the MRRS Decision Document (as described below) and the New MRRS Decision Document (as described below).

1. GE Capital was incorporated in 1943 in the State of New York under the provisions of the New York Banking Law relating to investment companies, as successor to General Electric Contracts Corporation, which was formed in 1932, the name of GE Capital until 1987 being General Electric Credit Corporation; GE Capital was reincorporated in the State of Delaware in 2001;

2. all outstanding common stock of GE Capital is owned by General Electric Capital Services, Inc., the common stock of which is in turn wholly owned directly or indirectly by General Electric Company, is a diversified industrial company whose common stock is listed and posted for trading on the facilities of the New York Stock Exchange;

3. GE Capital provides a variety of consumer services, mid-market financing, specialized financing, specialty insurance, equipment management and other specialized services to businesses and individuals around the world and as at December 31, 2002, had total assets of more than US\$439 billion;

4. GE Capital is not a reporting issuer in Manitoba;

5. GE Capital has been a reporting company under the United States *Securities Exchange Act of 1934*, as amended, for more than 15 years;

6. GE Capital's outstanding long term debt is rated AAA by both Standard & Poor's and Moody's Investors Services; as at December 31, 2002, GE Capital had more than US\$138 billion long term debt outstanding and more than US\$76 billion outstanding in the commercial paper markets;

7. the Issuer was incorporated as an unlimited liability company under the laws of Nova Scotia on September 17, 1998 as an indirect wholly-owned subsidiary of GE Capital and its head office is in Mississauga, Ontario;

8. the Issuer is a reporting issuer in Manitoba;

9. the Issuer's primary business is to obtain financing in public markets to fund the operations of affiliated companies in Canada and it has no other operation;

10. as at December 31, 2002, the Issuer had more than \$10.2 billion in non-convertible debt securities outstanding which was issued in the Eurobond market, the Canadian commercial paper market and pursuant to a previous prospectus dated July 18, 2002 and which has been fully and unconditionally guaranteed by GE Capital (the "Existing Debt"); the Issuer expects to continue to obtain financing on the same basis from time-to-time;

11. in the matter of *General Electric Capital Corporation and GE Capital Canada Funding Company* dated June 21, 2002, the Decision Makers ruled pursuant to the Legislation (the "MRRS Decision Document"), that the Eligibility Requirement, the Reconciliation Requirement, the AIF Requirement and the Continuous Disclosure and Reporting Requirements be waived in connection with the offering of the Notes by the Issuer, all such capitalized terms being used herein as defined in the MRRS Decision Document;

12. in reliance on the MRRS Decision Document, the Issuer filed and received a receipt for a short form base shelf prospectus in each of the Jurisdictions on July 18, 2002 for Notes in an aggregate amount of up to \$6,000,000,000 (the "Previous Prospectus") and as at July 1, 2003, Notes in an aggregate principal amount of \$5,483,000,000 have been offered under the Previous Prospectus;

13. the Issuer proposes to file in the future as may be appropriate short form base shelf prospectuses in each of the Jurisdictions for Notes, together with any other non-convertible debt securities that may be offered by the Issuer in the future ("Future Offerings");

14. the Applicants have applied to the Regulators in each of the Jurisdictions under the Mutual Reliance Review System for Exemptive Relief Applications and are seeking to obtain from the Decision Makers a decision (the "New MRRS Decision Document"), in terms the same as or substantially similar to the MRRS Decision Document, whereby the Applicants will be exempted from certain requirements contained in the Legislation, all as set forth in the New MRRS Decision Document;

15. the Issuer has obtained from the Commission Order No. 2384 dated December 18, 1998, as amended by Order No. 3922 dated October 16, 2002, exempting the Issuer from the requirements of subsection 64(1) of Part VIII of the Securities Regulation with respect to certain prior issues of the Existing Debt;

16. since the Issuer's primary business is to obtain financing to fund the operations of affiliated companies, the Issuer may be considered to be a "finance company" as that term is defined in Subsection 1(1) of the Securities Regulation; and

17. if the Issuer were to be considered a "finance company" as aforesaid, the Issuer would be required to comply with Parts VIII and IX of the Securities Regulation, and without limitation the requirements of subsection 64(1) of said Part VIII.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

**IT IS ORDERED:**

**1. THAT**, pursuant to subsection 20(1) of the Act, the Applicants shall be exempted from compliance with the requirements of Parts VIII and IX of the Securities Regulation for so long as the Applicants shall continue to comply with the requirements of the MRRS Decision Document and the New MRRS Decision Document.

**2. THAT** the fee for this Order is \$25.00.

**BY ORDER OF THE COMMISSION**

**Deputy Director - Legal**