

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
September 22, 2006

Dated September 12, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Fixed Rate Notes)

Issuer:	General Electric Capital Corporation
Ratings:	Aaa/AAA
Trade Date/Pricing Effective Time:	September 12, 2006
Settlement Date (Original Issue Date):	September 26, 2006
Maturity Date:	September 26, 2016
Principal Amount (in Specified Currency):	NZD 300,000,000
Equivalent Principal Amount in U.S. Dollars:	US\$192,900,000 (based on the exchange rate of NZD 1.00 = US\$0.6430)
Price to Public (Issue Price):	99.04%
Agents Commission:	0.400%
Net Proceeds to Issuer (in Specified Currency):	NZD 295,920,000.00
All-in Price:	98.64%
Benchmark:	NZGB 6% due April 15, 2015
Benchmark Yield:	5.864%

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Spread to Benchmark:	Plus 102 basis points
Re-Offer Yield:	6.884% semiannually
Interest Rate Per Annum:	6.750%
Interest Payment Dates:	Semi-Annually on March 26 and September 26 of each year, commencing March 26, 2007 and ending on the Maturity Date

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Day Count Convention:	Actual/Actual (ICMA)
Denominations:	Minimum of NZD 5,000 and multiples thereafter
Business Days:	New York, London, Wellington and Auckland
Listing:	Listed on the Official List of the UK Listing Authority and an application has been made for the Notes to be admitted to trading on the London Stock Exchanges Gilt Edged and Fixed Interest Market with effect on or after September 26, 2006
Clearance and Settlement:	Euroclear and Clearstream, Luxembourg only
CUSIP:	N/A
ISIN:	XS0269584669
Common Code:	026958466
Other:	N/A
Plan of Distribution:	

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The Notes are being purchased by the Toronto Dominion Bank, London Branch (the "Underwriter"), as principal, at the Issue Price of 99.04% of the aggregate principal amount less an underwriting discount equal to 0.400% of the principal amount of the Notes.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Additional Information:

### Calculation of Interest

Each Note will bear interest at the Interest Rate Per Annum. Interest on the Notes will be calculated by applying the Interest Rate Per Annum to the principal amount of the Notes, multiplying such sum by the Applicable Day Count Fraction, and rounding the resultant figure to the nearest cent, half a cent being rounded upwards.

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"Actual/Actual (ICMA)" means, where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the "Calculation Period") is equal to or shorter than the Determination Period (as defined below) during which the Calculation Period ends, the number of days in such Calculation Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates that would occur in one calendar year, assuming interest was to be payable in respect of the whole of that year.

"Determination Dates" mean March 26 and September 26 in each year.

"Determination Period" means the period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date).

"Interest Commencement Date" means the Original Issue Date

### General

At June 30, 2006, the Company had outstanding indebtedness totaling \$382.374 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at June 30, 2006, excluding subordinated notes payable after one year, was equal to \$379.581 billion.

Consolidated Ratio of Earnings to Fixed Charges

The information contained in the Prospectus under the caption "Consolidated Ratio of Earnings to Fixed Charges" is hereby amended in its entirety, as follows:

<u>Year Ended December 31</u>					Six Months ended
					June 30,
<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>
1.56	1.62	1.71	1.82	1.66	1.62

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, minority interest and fixed charges.

Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which the Company believes is a reasonable approximation of the interest factor of such rentals.

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CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting the SEC Web site at [www.sec.com](http://www.sec.com)

**. Alternatively, the issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling the underwriter at +44-20-7628-2262 or Investor Communications of the issuer at 1-203-357-3950.**

Any legends, disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such legends, disclaimers or other notices have been automatically generated as a result of this communication having been sent via Bloomberg or another system.

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Type of reporting person (see instructions)

EP

CUSIP No. 00790R104

**Item 1.**

(a) Name of Issuer

Advanced Drainage Systems, Inc.

(b) Address of Issuer's Principal Executive Offices

4640 Trueman Boulevard, Hilliard, Ohio 43026

**Item 2.**

(a) Name of Person Filing

Advanced Drainage Systems, Inc. Employee Stock Ownership Plan

(b) Address of the Principal Office or, if none, residence

c/o Advanced Drainage Systems, Inc., 4640 Trueman Boulevard, Hilliard, Ohio 43026

(c) Citizenship

USA

(d) Title of Class of Securities

Common Stock, \$0.01 par value per share

(e) CUSIP Number

00790R104

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

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- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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**Item 4. Ownership.**

The percentage of beneficial ownership is based on 56,518,365 shares of common stock (including 256,757 shares of unvested restricted common stock) of the issuer outstanding as of January 31, 2018, as reflected in the issuer's Quarterly Report on Form 10-Q, filed with the United States Securities and Exchange Commission on February 9, 2018. As of January 31, 2018:

- (a) Amount beneficially owned: 18,046,435\*
  
- (b) Percent of class: 24.2%
  
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  
  - (ii) Shared power to vote or to direct the vote: 18,046,435\*
  
  - (iii) Sole power to dispose or to direct the disposition of: 0
  
  - (iv) Shared power to dispose or to direct the disposition of: 18,046,435\*

\* Includes, with respect to the reporting person, 18,046,435 shares of common stock that the reporting person has the right to acquire within sixty (60) days upon the conversion of shares of ESOP preferred stock of the issuer owned of record by the reporting person.

**Item 5. Ownership of Five Percent or Less of a Class.**

N/A

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

N/A

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

N/A

**Item 8. Identification and Classification of Members of the Group.**



N/A

**Item 9. Notice of Dissolution of Group.**

N/A

**Item 10. Certification.**

N/A

CUSIP No. 00790R104

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

02/14/2018

Date

ADVANCED DRAINAGE SYSTEMS, INC.  
EMPLOYEE STOCK OWNERSHIP PLAN

By: Fifth Third Bank of Columbus, Ohio as  
Trustee for: Advanced Drainage Systems,  
Inc. Employee Stock Ownership Plan and  
Trust

/s/ Anthony E. Hunter

Signature

Anthony E. Hunter, Vice President, Fifth

Third

Bank of Columbus, Ohio as Trustee for:

Advanced Drainage Systems, Inc. Employee

Stock Ownership Plan and Trust

Name/Title