

GENERAL ELECTRIC CAPITAL CORP
Form 10-Q
August 03, 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 June 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 1-6461

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 July 31, 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)

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 and commercial paper exposure 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		Six months ended	
	June 30		June 30	
	2009	2008	2009	2008
Revenues				
Revenues from services (Note 9)	\$ 12,357	\$ 17,621	\$ 25,693	\$ 34,377
Sales of goods	205	528	478	895
Total revenues	12,562	18,149	26,171	35,272
Costs and expenses				
Interest	4,436	6,267	9,526	12,346
Operating and administrative	3,454	4,834	7,312	9,366
Cost of goods sold	164	461	388	778
Investment contracts, insurance losses and insurance annuity benefits	45	122	118	265
Provision for losses on financing receivables	2,815	1,470	5,137	2,803
Depreciation and amortization	1,939	2,136	4,112	4,257
Total costs and expenses	12,853	15,290	26,593	29,815
Earnings (loss) from continuing operations before income taxes				
	(291)	2,859	(422)	5,457
Benefit (provision) for income taxes	695	(46)	1,850	(127)
Earnings from continuing operations	404	2,813	1,428	5,330
Loss from discontinued operations, net of taxes (Note 2)	(194)	(336)	(197)	(382)
Net earnings	210	2,477	1,231	4,948
Less net earnings attributable to noncontrolling interests	29	63	79	99
Net earnings attributable to GECC	181	2,414	1,152	4,849
Dividends	—	(889)	—	(2,019)
Retained earnings at beginning of period(a)	46,468	41,818	45,497	40,513
Retained earnings at end of period	\$ 46,649	\$ 43,343	\$ 46,649	\$ 43,343
Amounts attributable to GECC				
Earnings from continuing operations	\$ 375	\$ 2,750	\$ 1,349	\$ 5,231
Loss from discontinued operations, net of taxes	(194)	(336)	(197)	(382)
Net earnings attributable to GECC	\$ 181	\$ 2,414	\$ 1,152	\$ 4,849

- (a) Included a cumulative effect adjustment to increase retained earnings by \$25 million in 2009.

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

(3)

General Electric Capital Corporation and consolidated affiliates
Condensed Statement of Financial Position

(In millions)	June 30, 2009 (Unaudited)	December 31, 2008
Assets		
Cash and equivalents	\$ 49,141	\$ 36,430
Investment securities (Note 3)	20,817	19,318
Inventories	73	77
Financing receivables – net (Note 4)	358,006	370,592
Other receivables	21,784	22,175
Property, plant and equipment, less accumulated amortization of \$26,315 and \$29,026	58,618	64,043
Goodwill (Note 5)	27,160	25,204
Other intangible assets – net (Note 5)	3,541	3,174
Other assets	84,849	84,201
Assets of businesses held for sale	232	10,556
Assets of discontinued operations (Note 2)	1,462	1,640
Total assets	\$ 625,683	\$ 637,410
Liabilities and equity		
Short-term borrowings (Note 6)	\$ 168,029	\$ 188,601
Accounts payable	13,184	14,863
Long-term borrowings (Note 6)	330,067	321,755
Investment contracts, insurance liabilities and insurance annuity benefits	9,526	11,403
Other liabilities	24,058	30,629
Deferred income taxes	5,961	8,112
Liabilities of businesses held for sale	196	636
Liabilities of discontinued operations (Note 2)	913	799
Total liabilities	551,934	576,798
Capital stock	56	56
Accumulated other comprehensive income – net(a)		
Investment securities	(1,497)	(2,013)
Currency translation adjustments	370	(1,337)
Cash flow hedges	(1,937)	(3,253)
Benefit plans	(376)	(367)
Additional paid-in capital	28,419	19,671
Retained earnings	46,649	45,472
Total GECC shareowner's equity	71,684	58,229
Noncontrolling interests(b)	2,065	2,383
Total equity	73,749	60,612
Total liabilities and equity	\$ 625,683	\$ 637,410

(a)

The sum of accumulated other comprehensive income – net was \$(3,440) million and \$(6,970) million at June 30, 2009 and December 31, 2008, respectively.

- (b) Included accumulated other comprehensive income attributable to noncontrolling interests of \$(120) million and \$(181) million at June 30, 2009 and December 31, 2008, respectively.

See accompanying notes.

(4)

General Electric Capital Corporation and consolidated affiliates
Condensed Statement of Cash Flows
(Unaudited)

(In millions)	Six months ended	
	June 30	
	2009	2008
Cash flows – operating activities		
Net earnings attributable to GECC	\$ 1,152	\$ 4,849
Loss from discontinued operations	197	382
Adjustments to reconcile net earnings attributable to GECC to cash provided from operating activities		
Depreciation and amortization of property, plant and equipment	4,112	4,257
Increase (decrease) in accounts payable	(1,789)	1,949
Provision for losses on financing receivables	5,137	2,803
All other operating activities	(11,484)	(1,851)
Cash from (used for) operating activities – continuing operations	(2,675)	12,389
Cash from (used for) operating activities – discontinued operations	(26)	474
Cash from (used for) operating activities	(2,701)	12,863
Cash flows – investing activities		
Additions to property, plant and equipment	(3,269)	(6,519)
Dispositions of property, plant and equipment	2,631	5,332
Increase in loans to customers	(114,353)	(191,176)
Principal collections from customers – loans	132,489	165,348
Investment in equipment for financing leases	(4,609)	(13,460)
Principal collections from customers – financing leases	9,818	12,098
Net change in credit card receivables	2,046	(468)
Proceeds from principal business dispositions	8,846	4,422
Payments for principal businesses purchased	(5,637)	(12,762)
All other investing activities	2,928	(1,638)
Cash from (used for) investing activities – continuing operations	30,890	(38,823)
Cash from (used for) investing activities – discontinued operations	30	(438)
Cash from (used for) investing activities	30,920	(39,261)
Cash flows – financing activities		
Net increase (decrease) in borrowings (maturities of 90 days or less)	(34,239)	8,395
Newly issued debt		
Short-term (91 to 365 days)	2,804	313
Long-term (longer than one year)	47,792	61,026
Non-recourse, leveraged lease	–	57
Repayments and other debt reductions		
Short-term (91 to 365 days)	(35,656)	(33,251)
Long-term (longer than one year)	(2,866)	(859)
Non-recourse, leveraged lease	(470)	(429)
Dividends paid to shareowner	–	(2,019)
Capital contribution and share issuance	8,750	–
All other financing activities	(1,619)	95

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Cash from (used for) financing activities – continuing operations	(15,504)	33,328
Cash used for financing activities – discontinued operations	–	(3)
Cash from (used for) financing activities	(15,504)	33,325
Increase in cash and equivalents	12,715	6,927
Cash and equivalents at beginning of year	36,610	8,907
Cash and equivalents at June 30	49,325	15,834
Less cash and equivalents of discontinued operations at June 30	184	333
Cash and equivalents of continuing operations at June 30	\$ 49,141	\$ 15,501

See accompanying notes.

(5)

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 42 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

Effective January 1, 2008, we adopted Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) 157, Fair Value Measurements, for all financial instruments and non-financial instruments accounted for at fair value on a recurring basis. Effective January 1, 2009, we adopted SFAS 157 for all non-financial instruments accounted for at fair value on a non-recurring basis. SFAS 157 establishes a new framework for measuring fair value and expands related disclosures. See Note 10.

On January 1, 2009, we adopted SFAS 141(R), Business Combinations. This standard significantly changes 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 issued FASB Staff Position (FSP) FAS 141(R)-1, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies, which amends the accounting in SFAS 141(R) for assets and liabilities arising from contingencies in a business combination. The FSP is effective January 1, 2009, and requires pre-acquisition contingencies to be recognized at fair value, if fair value can be

reasonably determined during the measurement period. If fair value cannot be reasonably determined, the FSP requires measurement based on the recognition and measurement criteria of SFAS 5, Accounting for Contingencies.

(6)

On January 1, 2009, we adopted SFAS 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51, which requires us to make certain changes to the presentation of our financial statements. This standard requires us to classify noncontrolling interests (previously referred to as "minority interest") as part of consolidated net earnings (\$29 million and \$63 million for the three months ended June 30, 2009 and 2008, respectively, and \$79 million and \$99 million for the six months ended June 30, 2009 and 2008, respectively) and to include the accumulated amount of noncontrolling interests as part of shareowner's equity (\$2,065 million and \$2,383 million at June 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, SFAS 160 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, we adopted FASB FSP FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. Adoption of the FSP had an insignificant effect on our financial statements.

Effective April 1, 2009, we adopted FASB FSP FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments. See Note 3. The FSP modifies 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 August 3, 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.

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.

(7)

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 \$2,800 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 \$261 million in the second quarters of 2009 and 2008, respectively, and an insignificant amount and \$551 million in the first six months of 2009 and 2008, respectively. In total, GE Money Japan losses from discontinued operations, net of taxes, were \$136 million and \$311 million in the second quarters of 2009 and 2008, respectively, and \$132 million and \$348 million in the first six 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 \$243 million at June 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 \$(2) million and \$(62) million in the second quarters of 2009 and 2008, respectively, and \$(9) million and \$(57) million in the first six months of 2009 and 2008, respectively. In total, WMC's losses from discontinued operations, net of taxes, were \$5 million and \$20 million in the second quarters of 2009 and 2008, respectively, and \$11 million and \$27 million in the first six months of 2009 and 2008, respectively.

Summarized financial information for discontinued operations is shown below.

(In millions)	Three months ended June 30		Six months ended June 30	
	2009	2008	2009	2008
Operations				
Total revenues	\$ (2)	\$ 199	\$ (8)	\$ 494
Loss from discontinued operations before income taxes	\$ (101)	\$ (204)	\$ (112)	\$ (282)
Income tax benefit	38	101	42	133
Loss from discontinued operations, net of taxes	\$ (63)	\$ (103)	\$ (70)	\$ (149)
Disposal				
Loss on disposal before income taxes	\$ (130)	\$ (224)	\$ (123)	\$ (224)
Income tax expense	(1)	(9)	(4)	(9)
Loss on disposal, net of taxes	\$ (131)	\$ (233)	\$ (127)	\$ (233)
Loss from discontinued operations, net of taxes	\$ (194)	\$ (336)	\$ (197)	\$ (382)

(In millions)	At	
	June 30, 2009	December 31, 2008
Assets		
Cash and equivalents	\$ 184	\$ 180
Other assets	13	19
Other	1,265	1,441
Assets of discontinued operations	\$ 1,462	\$ 1,640

(In millions)	At	
	June 30, 2009	December 31, 2008
Liabilities		
Liabilities of discontinued operations	\$ 913	\$ 799

Assets at June 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.

(In millions)	At							
	June 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
Debt								
U.S. corporate	\$ 3,927	\$ 53	\$ (514)	\$ 3,466	\$ 4,456	\$ 54	\$ (637)	\$ 3,873
State and municipal	1,204	4	(216)	992	915	5	(70)	850
Residential mortgage-backed(a)	3,526	20	(994)	2,552	4,228	9	(976)	3,261
Commercial mortgage-backed	1,649	–	(487)	1,162	1,664	–	(509)	1,155
Asset-backed	2,920	25	(345)	2,600	2,922	2	(668)	2,256
Corporate – non-U.S.	707	14	(48)	673	608	6	(23)	591
Government – non-U.S.	1,490	6	(20)	1,476	936	2	(15)	923
U.S. government and federal agency	71	2	–	73	26	3	–	29
Retained interests(b)(c)	6,154	167	(62)	6,259	5,144	73	(136)	5,081
Equity								
Available-for-sale	867	78	(25)	920	1,023	22	(134)	911
Trading	644	–	–	644	388	–	–	388
Total	\$ 23,159	\$ 369	\$ (2,711)	\$ 20,817	\$ 22,310	\$ 176	\$ (3,168)	\$ 19,318

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

(b) Included \$1,861 million and \$1,752 million of retained interests at June 30, 2009 and December 31, 2008, respectively, accounted for in accordance with SFAS 155, Accounting for Certain Hybrid Financial Instruments. See Note 12.

(c) Amortized cost and estimated fair value included \$5 million of trading securities at June 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		12 months or more	
	Estimated fair value	Gross unrealized losses	Estimated fair value	Gross unrealized losses
June 30, 2009				
Debt				
U.S. corporate	\$ 478	\$ (44)	\$ 1,474	\$ (470)
State and municipal	318	(135)	283	(81)
Residential mortgage-backed	126	(39)	1,713	(955)
Commercial mortgage-backed	–	–	1,155	(487)
Asset-backed	65	(7)	1,369	(338)
Corporate – non-U.S.	198	(27)	260	(21)
Government – non-U.S.	447	(3)	280	(17)
U.S. government and federal agency	–	–	–	–
Retained interests	204	(5)	182	(57)
Equity	91	(23)	5	(2)
Total	\$ 1,927	\$ (283)	\$ 6,721	\$ (2,428)
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 FASB FSP FAS 115-2 and 124-2, Recognition and Presentation of Other-Than-Temporary Impairments, 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. The unrealized loss on these securities at June 30, 2009 largely reflects changes in interest rates and higher spreads driven by the challenging conditions in the credit markets. 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, in accordance with the FSP, 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.

(11)

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 June 30, 2009 and December 31, 2008, approximately \$1,116 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 June 30, 2009 and December 31, 2008, approximately \$962 million and \$1,089 million, respectively, was insured by monoline insurers.

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 June 30, 2009, we recorded pre-tax, other-than-temporary impairments of \$132 million, of which \$57 million was recorded through earnings (\$15 million relates to equity securities), and \$75 million was recorded in Accumulated Other Comprehensive Income (AOCI). Had we not adopted FASB FSP FAS 115-2 and 124-2, other-than-temporary impairments recorded to earnings would have been \$121 million in the second quarter of 2009.

Under the new standard, previously recognized other-than-temporary impairments related to credit on securities still held at April 1, 2009 were \$101 million. During the quarter, first time credit and incremental impairments were both \$21 million. There were no securities sold that had previously been impaired.

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

(In millions)	Three months ended June 30		Six months ended June 30	
	2009	2008	2009	2008
Gains	\$ 19	\$ 55	\$ 27	\$ 107
Losses, including impairments	(58)	(62)	(204)	(100)
Net	\$ (39)	\$ (7)	\$ (177)	\$ 7

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 \$1,313 million and \$1,031 million in the second quarters of 2009 and 2008, respectively, and \$3,278 million and \$1,290 million in the first six 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 \$204 million and \$167 million in the second quarters of 2009 and 2008, respectively, and \$244 million and \$387 million in the first six months of 2009 and 2008, respectively. Investments in retained interests increased by \$172 million and decreased by \$93 million during the first six months of 2009 and 2008, respectively, reflecting changes in fair value accounted for in accordance with SFAS 155.

(12)

4. FINANCING RECEIVABLES AND ALLOWANCE FOR LOSSES ON FINANCING RECEIVABLES

Financing receivables – net, consisted of the following.

(In millions)	June 30, 2009	At	December 31, 2008
Loans, net of deferred income		\$ 305,003	\$ 308,821
Investment in financing leases, net of deferred income		59,593	67,077
		364,596	375,898
Less allowance for losses		(6,590)	(5,306)
Financing receivables – net(a)		\$ 358,006	\$ 370,592

(a) Included \$4,967 million and \$6,461 million related to consolidated, liquidating securitization entities at June 30, 2009 and December 31, 2008, respectively. In addition, financing receivables at June 30, 2009 and December 31, 2008 included \$3,011 million and \$2,736 million, respectively, relating to loans that had been acquired and accounted for in accordance with SOP 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer.

We adopted SFAS 141(R) on January 1, 2009. As a result of this adoption, 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)	June 30, 2009	At December 31, 2008
CLL(a)		
Americas	\$ 96,352	\$ 104,462
Europe	40,549	36,972
Asia	14,057	16,683
Other	751	786
	151,709	158,903
Consumer(a)		
Non-U.S. residential mortgages(b)	62,587	60,753
Non-U.S. installment and revolving credit	25,485	24,441
U.S. installment and revolving credit	23,939	27,645
Non-U.S. auto	14,853	18,168
Other	13,218	11,541
	140,082	142,548