

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information												
1a Name of plan <u>ERC RETIREMENT PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GENERAL ELECTRIC CAPITAL CORPORATION</u> <u>3135 EASTON TURNPIKE</u> <u>FAIRFIELD, CT 06828-0001</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 50%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1941</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>13-1500700</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>800-432-3450</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>525990</u></td> </tr> <tr> <td colspan="2" style="background-color: #cccccc; height: 40px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>01/01/1941</u>		2b Employer Identification Number (EIN) <u>13-1500700</u>		2c Sponsor's telephone number <u>800-432-3450</u>		2d Business code (see instructions) <u>525990</u>			
1b Three-digit plan number (PN) ▶	<u>004</u>												
1c Effective date of plan <u>01/01/1941</u>													
2b Employer Identification Number (EIN) <u>13-1500700</u>													
2c Sponsor's telephone number <u>800-432-3450</u>													
2d Business code (see instructions) <u>525990</u>													

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/10/2013</u> Date	<u>DENISE FAGGELLA</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address GENERAL ELECTRIC CAPITAL CORPORATION 3135 EASTON TURNPIKE FAIRFIELD, CT 06828-0001		3b Administrator's EIN 13-1500700
		3c Administrator's telephone number 800-432-3450
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2139
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	284
b Retired or separated participants receiving benefits.....	6b	513
c Other retired or separated participants entitled to future benefits.....	6c	1287
d Subtotal. Add lines 6a , 6b , and 6c	6d	2084
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	37
f Total. Add lines 6d and 6e	6f	2121
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 3F 3H 1I		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ERC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GENERAL ELECTRIC CAPITAL CORPORATION</u>	D Employer Identification Number (EIN) <u>13-1500700</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>174684865</u>
b Actuarial value	2b <u>177875123</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>535</u> <u>109708040</u>
b For terminated vested participants.....	3b <u>1313</u> <u>59381633</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>1979189</u>
(2) Vested benefits.....	3c(2) <u>9416900</u>
(3) Total active	3c(3) <u>295</u> <u>11396089</u>
d Total	3d <u>2143</u> <u>180485762</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.06 %</u>
6 Target normal cost.....	6 <u>1100000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/30/2013</u>
<u>JON HAMBERG</u>	Signature of actuary	Date
<u>HEWITT ASSOCIATES LLC</u>	Type or print name of actuary	<u>11-06624</u>
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069</u>	Firm name	Most recent enrollment number
	Address of the firm	<u>847-295-5000</u>
		Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	244937	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	244937	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>0.42</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		14204019
	b Interest on (a) using prior year's effective interest rate of <u>6.33</u> % except as otherwise provided (see instructions)		884639
	c Total available at beginning of current plan year to add to prefunding balance		15088658
	d Portion of (c) to be added to prefunding balance		4000000
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	4000000

Part III		Funding Percentages	
14	Funding target attainment percentage	14	96.33 %
15	Adjusted funding target attainment percentage	15	96.33 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.41 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/09/2013	12600000				
			Totals ►	18(b)	12600000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 11296257
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1100000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	6610639	2017348	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	3117348	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	4000000	4000000
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	11296257	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	11296257	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	3117348	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ERC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL ELECTRIC CAPITAL CORPORATION</u>	D Employer Identification Number (EIN) <u>13-1500700</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES LLC

100 HALF DAY ROAD
LINCOLNSHIRE, IL 60069

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13	NONE	260508	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

KPMG, LLP

515 BROADWAY
ALBANY, NY 12207

13-5565207

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	36750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

IVINS, PHILLIPS, & BARKER

1700 PENNSYLVANIA AVENUE, N.W.
SUITE 600
WASHINGTON DC, DC 20006-4723

52-1229560

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	32896	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STATE STREET RETIREE SERVICES

CORPORATE HEADQUARTERS
8900 FREEDOM COMMERCE PKWY
JACKSONVILLE, FL 04186-7445

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
62 99	NONE	27029	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ERC RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GENERAL ELECTRIC CAPITAL CORPORATION</u>	D Employer Identification Number (EIN) <u>13-1500700</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: GENERAL ELECTRIC PENSION TRUST

b Name of sponsor of entity listed in (a): GENERAL ELECTRIC COMPANY

c EIN-PN <u>14-6015763-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>183709561</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan ERC RETIREMENT PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 GENERAL ELECTRIC CAPITAL CORPORATION	D Employer Identification Number (EIN) 13-1500700	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	21550000	12600000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	153486704	183709561
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	175036704	196309561

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	175036704	196309561
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	12600000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		12600000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		19330061
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		-235129
d Total income. Add all income amounts in column (b) and enter total.....	2d		31694932

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9654570	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		9654570
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	194690	
(2) Contract administrator fees	2i(2)	135464	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	437351	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		767505
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10422075

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		21272857
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **KPMG LLP**

(2) EIN: **13-5565207**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		90000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust
 GENERAL ELECTRIC PENSION TRUST

6b Trust's EIN
 146015763

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ERC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GENERAL ELECTRIC CAPITAL CORPORATION</u>	D Employer Identification Number (EIN) <u>13-1500700</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>14-6015763</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>8</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 43.0% Investment-Grade Debt: 27.0% High-Yield Debt: 4.0% Real Estate: 7.0% Other: 19.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

2012 5500, Schedule H, Line 3a

Plan Name: ERC PLAN

Plan Year Beginning: 01/01/2012

Employer Identification Number: 14-6015763

Plan Year Ending: 12/31/2012

Three-Digit Plan Number: 004

AUDITOR'S REPORT

ERC RETIREMENT PLAN
Financial Statements
December 31, 2012 and 2011
(With Independent Auditors' Report Thereon)

ERC RETIREMENT PLAN

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December 31, 2012 and 2011

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KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

Plan Administrator
ERC Retirement Plan:

We have audited the accompanying financial statements of the ERC Retirement Plan (the Plan) which comprise the statements of net assets available for benefits and of accumulated plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits and the accumulated plan benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits and the changes in accumulated plan benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

KPMG LLP

Albany, New York
September 24, 2013

ERC Retirement Plan
Statements of Net Assets Available for Plan Benefits
December 31, 2012 and 2011
(in thousands)

	<u>2012</u>	<u>2011</u>
Investments at fair value (notes 3 and 4)		
Plan interest in GE Pension Trust	\$ 183,710	\$ 153,487
Employer contribution receivable (note 8)	<u>12,600</u>	<u>21,550</u>
Net assets available for plan benefits	<u>\$ 196,310</u>	<u>\$ 175,037</u>

See accompanying notes to financial statements.

ERC Retirement Plan
Statements of Changes in Net Assets Available for Plan Benefits
Years Ended December 31, 2012 and 2011
(in thousands)

	<u>2012</u>	<u>2011</u>
Additions (reductions) to net assets attributed to:		
Investment income allocated from GE Pension Trust (note 3):		
Interest and dividends	\$ 3,530	\$ 3,066
Net appreciation (depreciation) in fair value of investments	16,401	(2,512)
Net realized and unrealized gain (loss) in foreign currency	(270)	223
Other income	36	40
Investment management fees and other expenses (note 7)	(601)	(528)
Employer contributions (note 8)	<u>12,600</u>	<u>22,975</u>
Total additions	<u>31,696</u>	<u>23,264</u>
Deductions from plan assets attributed to:		
Benefit payments and employee refunds	9,655	9,010
Administrative expenses (note 7)	<u>768</u>	<u>771</u>
Total deductions	<u>10,423</u>	<u>9,781</u>
Net increase	21,273	13,483
Net assets available for plan benefits:		
Beginning of year	<u>175,037</u>	<u>161,554</u>
End of year	\$ <u><u>196,310</u></u>	\$ <u><u>175,037</u></u>

See accompanying notes to financial statements

ERC Retirement Plan
Statements of Accumulated Plan Benefits
December 31, 2012 and 2011
(in thousands)

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 99,458	\$ 99,614
Other participants	<u>67,715</u>	<u>61,854</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 167,173</u>	<u>\$ 161,468</u>

See accompanying notes to financial statements.

ERC Retirement Plan
Statements of Changes in Accumulated Plan Benefits
Years Ended December 31, 2012 and 2011
(in thousands)

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ <u>161,468</u>	\$ <u>156,115</u>
Increase (decrease) during the year attributable to:		
Increase for interest due to the decrease in the discount period	12,539	12,136
Benefit payments	(9,655)	(9,010)
Changes in actuarial assumptions	299	2,463
Experience losses (gains), net	<u>2,522</u>	<u>(236)</u>
Net increase	<u>5,705</u>	<u>5,353</u>
Actuarial present value of accumulated plan benefits at end of year	\$ <u><u>167,173</u></u>	\$ <u><u>161,468</u></u>

See accompanying notes to financial statements.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The ERC Retirement Plan (the “Plan”) is a frozen defined benefit pension plan for the benefit of eligible employees of Employers Reinsurance Corporation (“ERC”) and its participating affiliated companies. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The main Plan provisions provide benefits to certain U.S. employees of ERC and certain affiliates. In addition, employees of HSB Industrial Risk Insurers (“IRI”) became participants in the Plan effective January 1, 2002 and the Medical Protective Corporation Employees’ Retirement Plan (“MedPro”) was merged into the Plan effective December 31, 2002. Thus, the Plan includes three different sets of benefit provisions.

General Electric Company (“GE”) sold ERC in June 2006. Substantially all of the then current employees became employees of Swiss Reinsurance Company (“Swiss Re”) at the time of the sale and are no longer accruing benefits (although they may grow into early retirement eligibility). The remaining active employees of GE ceased benefit accruals as of December 31, 2006 (although they may grow into early retirement eligibility). Effective June 8, 2006, the Plan sponsorship was transferred to General Electric Capital Corporation (the “Company”).

The ERC provisions of the Plan include the following: These participants are generally entitled to pension benefits (paid monthly) beginning at normal retirement age (65). The Plan also provides for early, unreduced benefit at age 60 with 15 or more years of service. The Plan benefit is a “wrap” benefit. At retirement, the participant will receive a benefit from both the Plan and the GE Pension Plan in amounts that, when combined, equal, but do not exceed, the monthly benefit the participant would have received if the participant had continued accruing benefits solely under the Plan (until the applicable freeze date).

The IRI provisions of the Plan include the following: These participants also participate in the Pension Plan for Insurance Organizations (“PPIO”). Their Plan benefit is a “wrap” benefit based on a distinct benefit structure. Participants are generally entitled to pension benefits (paid monthly) beginning at normal retirement age (65). The Plan also provides for early retirement beginning at age 60.

The MedPro provisions of the Plan include the following: These participants’ benefits are determined using a formula that includes length of service and certain compensation. Participants are generally entitled to pension benefits (paid monthly or in a lump sum) beginning at normal retirement age (65). The Plan also provides for early retirement beginning at age 55 if a participant has at least 10 years of vesting service.

This description of the Plan is provided for general information purposes only. The complete terms of the Plan are provided in the ERC Retirement Plan document. Information concerning the Plan, including benefits and vesting provisions, is also included in the Summary Plan Description (“SPD”).

The Plan invests its funds in the GE Pension Trust (the “Trust”). The Trustees of the Trust are officers of GE Asset Management Incorporated (“GEAM”), a wholly owned subsidiary of GE. GEAM is the investment advisor to the Trust and provides investment management and other services. State Street Corporation is the primary custodian for Trust assets.

ERC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Accounting Changes

On January 1, 2012, the Plan adopted Accounting Standards Updates (“ASU”) 2011-04, *Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 clarifies how to apply existing fair value measurement and disclosure requirements as well as expand disclosure about valuation techniques and unobservable inputs used in Level 3 fair value measurements. In addition, the amendments require with respect to fair value measurements categorized within Level 3 of the fair value hierarchy, the disclosure of the fair valuation processes used and a narrative description of the sensitivity of the fair value measurement to changes in unobservable inputs and the interrelationships between those unobservable inputs, if any.

(c) Investments

All Plan investment assets are held in the Trust. The Trust’s investments are carried at fair value. See notes 3 and 4 for additional information.

Investment transactions are recorded by the Trust on a trade date basis. Interest income is earned from settlement date and is recognized on an accrual basis. Dividend income is recorded on the ex-dividend date.

Securities for which exchange quotations are readily available are valued at the last sale price, or if no sales occurred on that day, at the quoted bid price. Short-term investments generally maturing within 60 days or less at the time of purchase are valued on the basis of amortized cost, which approximates fair value. Non-publicly traded investments are principally investments in real estate, alternative investment funds and private equity securities. The fair value estimates for these non-publicly traded investments involve subjective judgments and the actual selling price of these investments can only be determined by negotiations between independent third parties in a sales transaction.

The Trust also invests in collective funds. A collective fund is a pool of investments from various investors to create a diversified fund.

Off-balance-sheet financial instruments and commitments are valued at current market prices and rates, are included in due from brokers and due to brokers, as applicable on the statements of net assets of the Trust. The net realized and unrealized gains or losses are included in net appreciation (depreciation) in value of investments in the statements of changes in net assets of the Trust. Future contracts are valued at the settlement price established each day by the board of trade or exchange on which they principally trade. Forward foreign currency contracts are valued at the closing market price.

Investment income and related expenses, including interest and dividend income, net realized gains (losses) on sale and unrealized appreciation (depreciation) in value of investments, is allocated by the Trust to the Plan based upon the Plan’s percentage of Trust net assets at the beginning of each month.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(d) Fair Value Measurements

For financial assets and liabilities, fair value is the price the Trust 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 investments in active markets.

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

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

GE maintains policies and procedures to value investments using the best and most relevant data available. Independent pricing vendors are used to assist in valuing certain investments. In addition, GE performs reviews through assessment of the inputs in the determination of valuation for a representative sample of direct investments in private equity securities and real estate investments to assess reasonableness of the valuations.

The following section describes the valuation methodologies used to measure investments at fair value.

When available, quoted market prices are used to determine 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, pricing information is obtained from independent pricing vendors. The pricing vendors use 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 vendors 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 vendors use available information as applicable such as benchmark curves, benchmarking of like securities, sector groupings, and matrix pricing. The pricing vendors consider 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 the portfolio of corporate fixed income, and government, mortgage and asset-backed securities. In infrequent circumstances, pricing vendors may provide valuations that are based on significant unobservable inputs, and in those circumstances the investment securities are classified in Level 3.

The Trust's ownership in the collective funds is carried at fair value based on the investment's net asset value per unit and included in Level 2.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Private equity security valuations are reviewed at the end of each reporting period utilizing available market data to determine whether or not any fair value adjustments are necessary. The market data includes recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers. Unobservable inputs include company specific fundamentals and other third party transactions in that security.

Real estate investments are valued using discounted cash flow techniques on estimated future cash flows generated by the property, market analysis and sales comparison information. 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.

Private equity and real estate partnerships are valued using the net asset values provided by the general partners and updated, if necessary, using analytical procedures and/or inquiry of general partners. The net asset values are determined based upon the fair values of the underlying investments in the funds. Investments in private equity and real estate funds are generally included in Level 3 because they are not redeemable at the measurement date.

The valuation methodology for private equity security and real estate investments is applied consistently, and is included in Level 3.

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

Trust securities that are valued using techniques other than market quotations, particularly securities that are “fair valued,” are subject to valuation risk. The inputs or methodology used for valuing securities are not an indication of the risk associated with investing in those securities.

Annually, GE conducts a review of the primary pricing vendor to validate that the inputs used in that vendor’s pricing process are deemed to be market observable as defined in the standard. While GE is not provided access to proprietary models of the vendor, GE’s review has included on-site walkthroughs of pricing processes, methodologies and control procedures for each asset class for which prices were provided. GE’s review also includes an examination of the underlying inputs and assumptions for a sample of individual securities across asset classes, credit rating levels and various durations. GE believes that the prices received from the pricing vendor are representative of prices that would be received to sell the assets at the measurement date (exit price).

The Trust may use non-binding broker quotes as its 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. GE has not adjusted the prices obtained from the brokers. Investment securities priced using non-binding broker quotes are included in Level 3. As is the case with the primary pricing vendor, third-party brokers do not provide access to their proprietary valuation models, inputs and assumptions.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(e) Management Estimates and Assumptions

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, the actuarial present value of accumulated plan benefits and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(f) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Benefits under the Plan are based on employee's compensation during the sixty highest-paid consecutive months of credited service. The accumulated plan benefits for active employees are based on historical earnings through the date benefit accruals were frozen. Benefits payable under all circumstances (retirement, death, disability, termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits provided via annuity contracts excluded from plan assets are excluded from accumulated plan benefits.

The actuarial present value of accumulated plan benefits is determined by independent actuaries and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, termination of employment, and retirement) between the valuation date and the expected date of payment. The more significant actuarial assumptions used in the valuations as of December 31, 2012 and 2011 were: (a) expected mortality rates of participants based on mortality tables selected to reflect the demographic characteristics of the participants; (b) retirement age assumptions; the average assumed retirement age was approximately 60; and (c) interest discount assumption of 8.0%. During 2012, a review of the demographic assumptions versus plan experience resulted in an update in the active termination and retirement rates, as well as the terminated vested retirement assumption, to better reflect anticipated plan experience.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue indefinitely. If the Plan was expected to be completely terminated, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that certain changes in these estimates and assumptions could be material to the financial statements.

(g) Benefit Payments

Benefit payments to participants are recorded when paid.

(h) Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(3) Summary of Trust Financial Information

- (a) The Plan's net assets are invested solely in the irrevocable Trust which has been established to receive employer and employee contributions, invest or reinvest such sums, and pay benefits in accordance with specific provisions for participating plans.
- (b) The Plan's net investment in the Trust rounded to less than 1% of the Trust net assets as of December 31, 2012 and 2011, respectively. The net assets and changes in net assets of the Trust follow.

Net Assets:	December 31	
	<u>2012</u>	<u>2011</u>
	(in thousands)	
Assets:		
Investments (note 4):		
Public equity securities	\$ 19,840,236	\$ 18,975,227
Fixed income securities	13,836,478	11,192,119
Private equity securities	6,933,714	6,835,059
Real estate	3,382,996	3,297,216
Other	<u>1,751,205</u>	<u>1,720,924</u>
Total investments	<u>45,744,629</u>	<u>42,020,545</u>
Cash	<u>21,512</u>	<u>37,720</u>
Receivables:		
Due from brokers	43,496	422,709
Income receivable	147,683	184,457
Other receivables	<u>22,323</u>	<u>24,939</u>
Total receivables	<u>213,502</u>	<u>632,105</u>
Total assets	<u>45,979,643</u>	<u>42,690,370</u>
Liabilities:		
Due to brokers	856,807	219,159
Accounts payable and accrued expenses	<u>19,024</u>	<u>29,352</u>
Total liabilities	<u>875,831</u>	<u>248,511</u>
Net assets of the Trust	\$ <u>45,103,812</u>	\$ <u>42,441,859</u>

ERC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012 and 2011

Changes in Net Assets:	Years Ended December 31	
	<u>2012</u>	<u>2011</u>
	(in thousands)	
Investment income:		
Interest and dividend income	\$ 888,540	\$ 891,597
Net appreciation (depreciation) in value of investments:		
Public equity securities	2,511,519	(2,481,574)
Fixed income securities	502,682	439,281
Private equity securities	575,517	1,018,636
Real estate	301,416	252,224
Other	<u>393,938</u>	<u>76,611</u>
Total net appreciation (depreciation)	4,285,072	(694,822)
Net realized and unrealized gain (loss) in foreign currency	(66,636)	28,873
Other income	8,914	43,736
Investment management fees and other expenses	(161,998)	(157,187)
Transfers in:		
Employee contributions	158,363	167,648
Employer contributions	476,744	25,970
Transfers out:		
Benefit payments and employee refunds	(2,863,515)	(2,939,948)
Administrative expenses	<u>(63,531)</u>	<u>(25,440)</u>
Net increase (decrease)	2,661,953	(2,659,573)
Net assets of the Trust:		
Beginning of year	<u>42,441,859</u>	<u>45,101,432</u>
End of year	\$ <u>45,103,812</u>	\$ <u>42,441,859</u>

(c) Investments

The Trust invests in U.S. equities, international equities, fixed income securities, private equity securities, real estate, partnerships, and certain other assets. Due to risks associated with certain investments, it is reasonable to expect that changes in the value of investments will occur (including in the near term) and that such changes could materially affect the Trust investments.

According to the statute, the aggregate holdings of all qualifying employer securities (e.g. General Electric Company common stock) and qualifying employer real property may not exceed 10% of the fair value of trust assets at the time of purchase. General Electric Company securities represented 4.2% and 3.8% of Trust net assets at December 31, 2012 and 2011, respectively.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(d) Security Lending

The Trust may loan securities to certain unrelated brokers. In the event the counterparty does not meet its contracted obligation to return securities used, the Trust may be exposed to the risk of reacquiring the securities at prevailing market prices in order to satisfy its obligations. In a securities loan arrangement, the Trust receives collateral in the form of cash or securities, which may be supplemented by letters of credit, in an amount in excess of the market value of securities loaned. The Trust monitors the market value of the securities loaned on a daily basis with additional collateral obtained or refunded, as necessary. The value of cash collateral obtained and reinvested in short-term investments is reflected as a liability in the Trust's financial statements. The Trust did not participate in a security lending program during the years ended December 31, 2012 and December 31, 2011.

(e) Financial Instruments with Off-Balance-Sheet Risk

In the normal course of business, the Trust enters into transactions in various financial instruments with off-balance-sheet risk. These financial instruments involve varying degrees and types of risks, including credit and market risks, which may be in excess of the amounts recognized in the net assets of the Trust.

Credit risk represents the potential loss to the Trust due to possible nonperformance by obligors and counterparties of the terms of their contracts. Market risk represents the potential loss to the Trust due to the decrease in the value of an off-balance-sheet financial instrument caused primarily by changes in interest rates, foreign exchange rates, or a combination thereof.

Forward contracts and futures represent commitments to purchase or sell securities, money market instruments or foreign currencies at a future date and at a specified price. Short sells represent commitments to purchase securities at a future date. Options give the holder the right, but not the obligation, to purchase or sell securities at a future date and at a specified price. Both credit and market risks exist with respect to forward contracts. Market risk exists with respect to futures, short sells and options. These positions are carried at current market value, and the unrealized gain or loss is included in due from brokers and due to brokers in the net assets of the Trust. Financial futures are marked to market and settled with the broker on a daily basis. The Trust does not anticipate that losses, if any, as a result of credit or market risk would materially affect the net asset position of the Trust. The Trust, to a limited extent, enters into transactions involving other financial instruments and commitments as an integral part of the overall management of the investment portfolio.

The Trust had unfunded commitments of \$1,898 million and \$1,843 million as of December 31, 2012 and 2011, respectively, related to investments in private equity and real estate partnerships.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The derivative contracts entered into by the Trust, summarized by primary risk exposure as noted below in the statement of net assets of the Trust as of December 31, 2012 follow.

(in thousands)	Asset Derivatives Fair Value	Liability Derivatives Fair Value
<u>Derivatives classified in Other investments:</u>		
Options, commodity	\$ 5	\$ -
Options, equity	11,334	-
Credit default swaps	-	572
<u>Derivatives classified in Due from brokers or Due to brokers:</u>		
Futures:		
Equity index	751	116
Fixed income	518	699
Commodity	10	3,335
Forwards, foreign currency	254	43,634
Credit Default Swaps	-	66

The effects of derivative instruments classified in the net appreciation (depreciation) in the value of other investments on the statement of changes in net assets of the Trust for the year ended December 31, 2012 are shown below.

(in thousands)	Total Notional/Cost Amount of Derivative Contracts		Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income
Derivatives	Purchased	Sold		
Options	\$ 210,132	\$ 172,795	\$ 7,260	\$ (79,239)
Rights	267	783	22	38
Warrants	178	108	166	-
Futures	14,662,768	14,103,270	(67,257)	3,779
Forwards, foreign currency	4,752,975	4,756,927	79,536	(99,941)
Credit Default Swaps	545,700	506,100	(895)	(1,547)

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The derivative contracts entered into by the Trust, summarized by primary risk exposure as noted below in the statement of net assets of the Trust as of December 31, 2011 follow.

(in thousands)	Asset Derivatives Fair Value	Liability Derivatives Fair Value
<u>Derivatives classified in Other investments:</u>		
Options, foreign currency	\$ 7,527	\$ -
Options, commodity	170	-
Options, equity	1,022	-
Rights	40	-
<u>Derivatives classified in Due from brokers or Due to brokers:</u>		
Futures:		
Equity index	1,107	8,595
Fixed income	873	1,255
Commodity	3,592	2,372
Forwards, foreign currency	67,916	11,356

The effects of derivative instruments classified in the net appreciation (depreciation) in the value of other investments on the statement of changes in net assets of the Trust for the year ended December 31, 2011 are shown below.

(in thousands)	Total Notional/Cost Amount of Derivative Contracts		Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income
Derivatives	Purchased	Sold		
Options	\$ 9,524	\$ 251	\$ (65)	\$ (16,903)
Rights	2,622	2,741	71	(545)
Warrants	243	812	(4,179)	(1,236)
Futures	29,186,276	30,899,017	210,607	(10,649)
Forwards, foreign currency	2,864,873	2,840,217	(24,009)	50,569

ERC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012 and 2011

(4) Fair Value Measurements

The Trust's investments measured at fair value on a recurring basis at December 31, 2012 follow.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	(in thousands)			
<u>Investments:</u>				
Public equity securities				
U.S. equity securities (a)	\$ 8,947,322	\$ 2,482,144	\$ -	\$ 11,429,466
Non-U.S. equity securities (a)	6,753,555	1,657,215	-	8,410,770
Fixed income securities				
Fixed income and cash investment funds	-	1,946,640	50,815	1,997,455
U.S. corporate (b)	-	2,780,187	-	2,780,187
Residential mortgage-backed	-	1,431,267	2,848	1,434,115
U.S. government and federal agency (c)	-	5,533,703	-	5,533,703
Other debt securities (d)	-	2,069,191	21,827	2,091,018
Private equity securities (a)	-	-	6,933,714	6,933,714
Real estate (a)	-	-	3,382,996	3,382,996
Other (e)	5	43,857	1,707,343	1,751,205
Total investments	<u>\$ 15,700,882</u>	<u>\$ 17,944,204</u>	<u>\$ 12,099,543</u>	<u>\$ 45,744,629</u>
<u>Other assets:</u>				
Derivatives (f)	<u>\$ 1,279</u>	<u>\$ 254</u>	<u>\$ -</u>	<u>\$ 1,533</u>
<u>Other liabilities:</u>				
Derivatives (f)	\$ 4,150	\$ 43,700	\$ -	\$ 47,850

(a) Included direct investments and investment funds.

(b) Primarily represented investment grade bonds of U.S. issuers from diverse industries.

(c) Included short-term investments to meet liquidity needs.

(d) Primarily represented investments in non-U.S. corporate bonds and commercial mortgage-backed securities.

(e) Substantially all represented hedge fund investments.

(f) Primarily represented futures and foreign currency forward exchange contracts.

There were no significant transfers between Level 1 and Level 2 during 2012.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The Trust's investments measured at fair value on a recurring basis at December 31, 2011 follow.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	(in thousands)			
<u>Investments:</u>				
Public equity securities				
U.S. equity securities	\$ 10,720,644	\$ 192,408	\$ -	\$ 10,913,052
Non-U.S. equity securities	7,413,404	648,771	-	8,062,175
Fixed income securities				
Fixed income and cash investment funds	-	2,072,219	62,475	2,134,694
U.S. corporate (a)	-	2,140,638	2,860	2,143,498
Residential mortgage-backed	-	1,285,432	4,634	1,290,066
U.S. government and federal agency (b)	-	3,899,805	-	3,899,805
Other debt securities (c)	-	1,577,290	146,766	1,724,056
Private equity securities (d)	-	-	6,835,059	6,835,059
Real estate (d)	-	-	3,297,216	3,297,216
Other (e)	210		1,720,714	1,720,924
Total investments	<u>\$ 18,134,258</u>	<u>\$ 11,816,563</u>	<u>\$ 12,069,724</u>	<u>\$ 42,020,545</u>
<u>Other assets:</u>				
Derivatives (f)	<u>\$ 5,572</u>	<u>\$ 67,916</u>	<u>\$ -</u>	<u>\$ 73,488</u>
<u>Other liabilities:</u>				
Derivatives (f)	\$ 12,222	\$ 11,356	\$ -	\$ 23,578

(a) Primarily represented investment grade bonds of U.S. issuers from diverse industries.

(b) Included short-term investments to meet liquidity needs.

(c) Primarily represented investments in non-U.S. corporate bonds and commercial mortgage-backed securities.

(d) Included direct investments and investment funds.

(e) Substantially all represented hedge fund investments.

(f) Represented futures and foreign currency forward exchange contracts.

There were no significant transfers between Level 1 and Level 2 during 2011.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The changes in Level 3 investments measured on a recurring basis for the year ended December 31, 2012 follow.

	January 1, 2012	Net realized gains (losses)	Net unrealized gains (losses)	Purchases (in thousands)	Sales	Transfers into (out of) Level 3 ^(a)	December 31, 2012
Fixed income securities							
Fixed income and cash investment funds	\$ 62,475	\$ -	\$ 9,559	\$ -	\$ (21,219)	\$ -	\$ 50,815
U.S. Corporate	2,860	(738)	-	-	(2,122)	-	-
Residential mortgage-backed	4,634	(1,786)	-	-	-	-	2,848
Other debt securities	146,766	(2,859)	476	1,776	(124,332)	-	21,827
Private equity securities	6,835,059	134,442	441,076	826,744	(1,303,607)	-	6,933,714
Real Estate	3,297,216	20,420	280,996	204,972	(420,608)	-	3,382,996
Other	<u>1,720,714</u>	<u>31,784</u>	<u>72,486</u>	<u>246,229</u>	<u>(315,608)</u>	<u>(48,262)</u>	<u>1,707,343</u>
	<u>\$ 12,069,724</u>	<u>\$ 181,263</u>	<u>\$ 804,593</u>	<u>\$ 1,279,721</u>	<u>\$ (2,187,496)</u>	<u>\$ (48,262)</u>	<u>\$ 12,099,543</u>

- (a) Transfers in and out of Level 3 are considered to occur at the beginning of the period.
The transfers out of Level 3 are for hedge fund investments redeemable within 90 days.

ERC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012 and 2011

The changes in Level 3 investments measured on a recurring basis for the year ended December 31, 2011 follow.

	January 1, 2011	Net realized gains (losses)	Net unrealized gains (losses)	Purchases (in thousands)	Sales	Transfers into (out of) Level 3 ^(a)	December 31, 2011
Fixed income securities							
Fixed income and cash investment funds	\$ 62,654	\$ (1,386)	\$ (3,565)	\$ 8,902	\$ (4,130)	\$ -	\$ 62,475
U.S. Corporate	3,894	116	-	-	(4,011)	2,861	2,860
Residential mortgage-backed	21,257	(877)	(845)	223	(5,288)	(9,836)	4,634
Other debt securities	284,387	3,825	5,602	168,710	(314,057)	(1,701)	146,766
Private equity securities	6,054,091	312,670	705,966	1,589,654	(1,827,154)	(168)	6,835,059
Real Estate	3,395,318	(69,687)	321,911	214,924	(432,666)	(132,584)	3,297,216
Other	<u>1,697,969</u>	<u>(40,986)</u>	<u>(88,088)</u>	<u>455,124</u>	<u>(303,305)</u>	<u>-</u>	<u>1,720,714</u>
	<u>\$ 11,519,570</u>	<u>\$ 203,675</u>	<u>\$ 940,981</u>	<u>\$ 2,437,537</u>	<u>\$ (2,890,611)</u>	<u>\$ (141,428)</u>	<u>\$ 12,069,724</u>

- (a) Transfers in and out of Level 3 are considered to occur at the beginning of the period.
The transfers out of Level 3 for real estate are for publicly traded real estate investments.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Information related to the significant unobservable inputs used in the valuation of Level 3 investments as of December 31, 2012 follows.

(in thousands)

Investment	Fair Value at December 31, 2012	Valuation technique	Unobservable inputs (b) (c)	Weighted Average	Range of unobservable inputs
Private equity	\$ 5,945,373	Net asset value	Third party valuation	N/A	N/A
	531,441	Market comparables	EBITDA multiple	9.4X	5X - 12.9X
			Book value multiple	1.2X	1.0X - 1.5X
			Revenue multiple	2.5X	0.6X - 5.2X
	278,086	Private transaction	Recent financing	N/A	N/A
			Recent acquisitions	N/A	N/A
			EBITDA multiple	8.1X	7.7X - 8.5X
	94,250	Income approach	Discount rate	13.0%	8.0% - 20.0%
Real estate	1,744,649	Discounted cash flow	Capitalization rate	6.9%	5.0% - 9.0%
			Discount rate	8.2%	7.0% - 17.0%
	1,476,807	Net asset value	Third party valuation	N/A	N/A
Shares in hedge fund	1,696,008	Net asset value	Third party valuation	N/A	N/A
Other (a)	332,929	Other	Other	N/A	N/A
Total	<u>\$ 12,099,543</u>				

- (a) Fair value measurements classified as Other were individually insignificant and utilize a number of different unobservable inputs.
- (b) Discount rates are determined based on inputs that market participants would use when pricing investments, including credit and liquidity risk. An increase in the discount rate would result in a decrease in the fair value.
- (c) Capitalization rates represent the rate of return on net operating income which is considered acceptable for an investor and is used to determine a real estate investment capitalized value. An increase in the capitalization rate would result in a decrease in the fair value.

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(5) Related Party Transactions (Parties-in-Interest)

As described in Note 7, the Plan paid certain expenses related to Plan operations and investment activity to various service providers. These transactions may be transactions with parties in interest under ERISA. KPMG LLP, the auditor of the Plan's financial statements, is also a party in interest.

(6) Tax Status

The Internal Revenue Service has notified the Company by a letter dated November 14, 2011 that the Plan continues to be qualified under the appropriate sections of the Internal Revenue Code. The Plan has been amended and restated since that letter was issued. However, counsel for the Plan has no reason to believe that those changes have adversely affected the validity of the determination letter. The Plan satisfies the non-discrimination requirements of Code sections 401(a)(4) and 410(b). To the extent the Trust recognizes any "unrelated business taxable income" as defined in Section 512 of the Code, the Trust is required to pay tax on any such income. For the year ended December 31, 2012, the Trust recorded a current income tax provision of \$25.1 million and deferred tax benefit of \$6.0 million. For the year ended December 31, 2011, the Trust recorded a current income tax provision of \$4.2 million and deferred income tax provision of \$7.6 million. For the years ended December 31, 2012 and December 31, 2011, the Trust recorded deferred tax liabilities of \$0.2 million and \$6.3 million, respectively, related to the differences between book and tax bases in its' underlying real estate investments.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions. In May 2013, the Internal Revenue Service initiated an audit of the Plan for the year ending December 31, 2011. The audit has not yet been closed. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(7) Expenses

Pursuant to the Plan document, the Plan incurs certain administrative expenses and the Plan's proportionate share of other Trust expenses. Administrative expenses consist primarily of direct recordkeeping and transaction processing costs. The Plan's proportionate share of the other Trust expenses is primarily associated with investment management fees. All reasonable expenses of the Plan are paid by the Plan, unless paid by the Company at its sole discretion.

Expenses for the Plan for the years ended December 31, 2012 and 2011 follow.

	December 31	
	<u>2012</u>	<u>2011</u>
	(in thousands)	
Administrative expenses	\$ 768	\$ 771
Investment management fees and other expenses	601	528
Total expenses	<u>\$ 1,369</u>	<u>\$ 1,299</u>

ERC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(8) Funding

It is the Company's policy to contribute amounts sufficient to meet minimum funding requirements as set forth in employee benefit and tax laws plus such additional amounts as the Company may determine to be appropriate. The Company contributed \$10,125,000 in 2011 of which \$8,700,000 was for the 2010 Plan Year and \$1,425,000 for the 2011 Plan Year. In addition, the Company has contributed \$21,550,000 in 2012 for the 2011 Plan Year and \$12,600,000 in 2013 for the 2012 Plan Year.

(9) Plan Termination

Although the Company has not expressed any intent to do so, it has the right to terminate the Plan in accordance with the Plan provisions and the provisions set forth in ERISA.

In the event of complete Plan termination, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide benefits in a prescribed order starting with benefits attributable to employee contributions.

Additionally, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC"), a U.S. government agency, if the Plan so terminates. Generally, the PBGC guarantees most vested normal retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Whether all participants will receive their benefits should the Plan so terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and level of benefits guaranteed by the PBGC. There is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2013, that ceiling, which is adjusted periodically, is \$4,790 per month.

(10) Plan Amendments

On July 1, 2013, the Plan was amended to reflect the funding-based limitations of Code section 436, as added by the Pension Protection Act of 2006.

On December 29, 2011, the Plan was amended to make changes to comply with IRS requests in connection with the determination letter issued on November 14, 2011. On that same date, a Plan restatement was adopted that included the amendments adopted on January 7, 2011 and December 29, 2011.

On January 7, 2011, the Plan was amended to reflect changes required by the Heroes Earnings Assistance and Relief Tax Act of 2008 (HEART) for participants who perform qualified military service. On that same date, the plan was also amended to de-link the benefit payment form for IRI Participants who receive a benefit from both the Plan and the Pension Plan for Insurance Organizations.

(11) Subsequent Events

Subsequent events after the balance sheet date through September 24, 2013, have been evaluated in the preparation of the financial statements.

Schedule SB Attachment (Form 5500)—2012 Plan Year
 ERC Retirement Plan
 EIN: 13-1500700 PN: 004

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

**Schedule SB, Line 26—Schedule of Active Participant Data
 As of January 1, 2012**

**ERC
 Active Plan Participants
 As of January 1, 2012**

EIN: 13--150070 PN: 004

Number of Participants

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34					1					
35-39				3	4					
40-44				17	15	9				
45-49				14	23	26	15			
50-54				14	21	15	15	8	2	
55-59				2	10	17	13	9	6	1
60-64				3	5	8	5	6	2	1
65-69				1			1	2	1	
70+										

N-295

Schedule SB Attachment (Form 5500)—2012 Plan Year
ERC Retirement Plan
EIN: 13-1500700 PN: 004

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 60
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	None
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 80% of males and 60% of females have an eligible spouse, and that males are five years older than their spouses.

Schedule SB Attachment (Form 5500)—2012 Plan Year
ERC Retirement Plan
EIN: 13-1500700 PN: 004

Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the IRC section 401(a)(17) compensation limit of \$250,000.
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected Return on Assets	
2010 Plan Year	6.82%
2011 Plan Year	6.57%
Trust Expenses Included in Target Normal Cost	Based on prior year actual plan administrative expenses (\$1,100,000 for 2012)
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
ERC Retirement Plan
EIN: 13-1500700 PN: 004

Table 1

Retirement Rates

Age	Rate
55	15.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	35.00%
61	20.00%
62	20.00%
63	20.00%
64	20.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
ERC Retirement Plan
EIN: 13-1500700 PN: 004

Table 2—Page 1 of 2

Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
15	52.50%	52.50%	52.50%	52.50%	52.50%	25.00%
16	52.50%	52.50%	52.50%	52.50%	52.50%	25.00%
17	52.50%	52.50%	52.50%	52.50%	52.50%	25.00%
18	52.50%	52.50%	52.50%	52.50%	52.50%	25.00%
19	52.50%	52.50%	52.50%	52.50%	52.50%	25.00%
20	52.50%	52.50%	52.50%	52.50%	52.50%	25.00%
21	52.50%	52.50%	52.50%	52.50%	52.50%	25.00%
22	50.10%	50.10%	50.10%	50.10%	50.10%	25.00%
23	47.40%	47.40%	47.40%	47.40%	47.40%	25.00%
24	45.30%	45.30%	45.30%	45.30%	45.30%	25.00%
25	42.90%	42.90%	42.90%	42.90%	42.90%	25.00%
26	40.80%	40.80%	40.80%	40.80%	40.80%	25.00%
27	38.40%	38.40%	38.40%	38.40%	38.40%	25.00%
28	38.10%	36.30%	36.30%	36.30%	36.30%	25.00%
29	38.10%	35.70%	34.50%	34.50%	34.50%	25.00%
30	38.10%	35.70%	33.00%	32.40%	32.40%	25.00%
31	38.10%	35.70%	33.00%	30.60%	30.60%	25.00%
32	38.10%	35.70%	33.00%	30.60%	28.80%	25.00%
33	38.10%	35.70%	33.00%	30.60%	28.50%	25.00%
34	38.10%	35.70%	33.00%	30.60%	28.50%	25.00%
35	38.10%	35.70%	33.00%	30.60%	28.50%	23.70%
36	38.10%	35.70%	33.00%	30.60%	28.50%	22.20%
37	38.10%	35.70%	33.00%	30.60%	28.50%	20.70%
38	38.10%	35.70%	33.00%	30.60%	28.50%	19.50%
39	38.10%	35.70%	33.00%	30.60%	28.50%	18.00%
40	38.10%	35.70%	33.00%	30.60%	28.50%	16.80%
41	38.10%	35.70%	33.00%	30.60%	28.50%	15.60%
42	38.10%	35.70%	33.00%	30.60%	28.50%	14.70%
43	38.10%	35.70%	33.00%	30.60%	28.50%	13.50%
44	38.10%	35.70%	33.00%	30.60%	28.50%	12.60%

Schedule SB Attachment (Form 5500)—2012 Plan Year
ERC Retirement Plan
EIN: 13-1500700 PN: 004

Table 4—Page 2 of 2

Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
45	38.10%	35.70%	33.00%	30.60%	28.50%	11.70%
46	38.10%	35.70%	33.00%	30.60%	28.50%	10.80%
47	38.10%	35.70%	33.00%	30.60%	28.50%	10.20%
48	38.10%	35.70%	33.00%	30.60%	28.50%	9.30%
49	38.10%	35.70%	33.00%	30.60%	28.50%	8.70%
50	38.10%	35.70%	33.00%	30.60%	28.50%	8.10%
51	38.10%	35.70%	33.00%	30.60%	28.50%	8.10%
52	38.10%	35.70%	33.00%	30.60%	28.50%	8.10%
53	38.10%	35.70%	33.00%	30.60%	28.50%	8.10%
54	38.10%	35.70%	33.00%	30.60%	28.50%	8.10%
55+	38.10%	35.70%	33.00%	30.60%	28.50%	8.10%

Schedule SB Attachment (Form 5500)—2012 Plan Year
ERC Retirement Plan
EIN: 13-1500700 PN: 004

Table 3

Disability Rates					
Age	Male	Female	Age	Male	Female
15	0.0700%	0.0700%	40	0.1150%	0.2000%
16	0.0700%	0.0700%	41	0.1200%	0.2200%
17	0.0700%	0.0700%	42	0.1270%	0.2400%
18	0.0700%	0.0700%	43	0.1360%	0.2600%
19	0.0700%	0.0700%	44	0.1480%	0.2800%
20	0.0700%	0.0700%	45	0.1620%	0.3100%
21	0.0710%	0.0700%	46	0.1760%	0.3400%
22	0.0720%	0.0800%	47	0.1910%	0.3800%
23	0.0730%	0.0800%	48	0.2070%	0.4200%
24	0.0740%	0.0800%	49	0.2230%	0.4700%
25	0.0750%	0.0900%	50	0.2400%	0.5200%
26	0.0760%	0.0900%	51	0.2600%	0.5800%
27	0.0780%	0.0900%	52	0.2860%	0.6600%
28	0.0800%	0.1000%	53	0.3180%	0.7500%
29	0.0820%	0.1000%	54	0.3560%	0.8600%
30	0.0840%	0.1000%	55	0.4000%	0.9900%
31	0.0860%	0.1100%	56	0.4590%	1.1300%
32	0.0880%	0.1100%	57	0.5340%	1.2800%
33	0.0900%	0.1200%	58	0.6100%	1.4300%
34	0.0930%	0.1300%	59	0.7200%	1.5800%
35	0.0960%	0.1400%	60	0.8430%	1.7400%
36	0.0990%	0.1500%	61	0.9750%	1.9100%
37	0.1030%	0.1600%	62	1.1300%	2.1100%
38	0.1070%	0.1700%	63	1.3050%	2.3300%
39	0.1110%	0.1800%	64	1.4900%	2.5800%

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

- Round off amounts to nearest dollar.
 ► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan ERC Retirement Plan	B Three-digit plan number (PN) ► <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF General Electric Capital Corporation	D Employer Identification Number (EIN) 13-1500700
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		174,684,865
b Actuarial value	2b		177,875,123
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	535	109,708,040
b For terminated vested participants	3b	1,313	59,381,633
c For active participants:			
(1) Non-vested benefits	3c(1)		1,979,189
(2) Vested benefits	3c(2)		9,416,900
(3) Total active	3c(3)	295	11,396,089
d Total	3d	2,143	180,485,762
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		7.06 %
6 Target normal cost	6		1,100,000

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>Jon Hamberg JH</u> Signature of actuary	<u>09/30/2013</u> Date
<u>Jon Hamberg</u> Type or print name of actuary	<u>11-06624</u> Most recent enrollment number	
<u>Hewitt Associates LLC</u> Firm name	<u>(847) 295-5000</u> Telephone number (including area code)	
<u>4 Overlook Point</u> Address of the firm	<u>Lincolnshire IL 60069</u>	

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	244,937	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	244,937	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>0.42</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		14,204,019
b Interest on (a) using prior year's effective interest rate of <u>6.33</u> % except as otherwise provided (see instructions)		884,639
c Total available at beginning of current plan year to add to prefunding balance		15,088,658
d Portion of (c) to be added to prefunding balance		4,000,000
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	4,000,000

Part III Funding Percentages

14 Funding target attainment percentage	14	96.33 %
15 Adjusted funding target attainment percentage	15	96.33 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.41 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/09/2013	12,600,000				
Totals ▶			18(b)	12,600,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	11,296,257

20 Quarterly contributions and liquidity shortfalls:

- a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code):			21b 4
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.		27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	1,100,000
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:			
a Net shortfall amortization installment		Outstanding Balance 6,610,639	Installment 2,017,348
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	3,117,348
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement	0	4,000,000	4,000,000
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	11,296,257
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	11,296,257
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	3,117,348
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
August 9, 2013	\$ 12,600,000	7.06%	586	\$ 11,296,257
Total Contribution	\$ 12,600,000			\$ 11,296,257

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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	15.00%	1.0000	8.33
56.5	10.00%	0.8500	4.80
57.5	10.00%	0.7650	4.40
58.5	10.00%	0.6885	4.03
59.5	10.00%	0.6197	3.69
60.5	35.00%	0.5577	11.81
61.5	20.00%	0.3625	4.46
62.5	20.00%	0.2900	3.62
63.5	20.00%	0.2320	2.95
64.5	20.00%	0.1856	2.39
65	100.00%	0.1485	9.65
Weighted Average			60.13

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Schedule SB, Part V—Summary of Plan Provisions

Summary of Plan Provisions-ERC Participants

Eligibility

After completion of 12-month period of employment of not less than 1,000 hours but excluding:

- (a) any person more than half of whose remuneration consists of commissions;
- (b) any person who is a member of any labor organization which has accepted this plan;
- (c) any person who is a leased employee; and
- (d) any person hired after April 30, 1999 or hired prior to May 1, 1999 but has not yet completed the 1,000 hour service requirement by October 1, 1999.

Effective June 9, 2006, the Plan was amended such that plan members that transferred to Swiss Re ceased to accrue new benefits under the plan. However, participants (other than IRI participants) that continue to be employed by Swiss Re will grow into eligibility for the Plan's early retirement benefits by reaching the age and service requirements for such benefits based on their combined service with the Company at GE and Swiss Re.

Effective December 31, 2006, the Plan was amended such that plan members that were still employed by GE ceased to accrue new benefits under the plan. However, they will grow into eligibility for the Plan's early retirement benefits by reaching the age and service requirements for such benefits based on their full service with the Company. In addition, for members who continue to accrue benefits under the GE Pension Plan after December 31, 2006, the GE Pension Plan benefit used for purposes of the offset is the members GE Pension Plan benefit determined as of December 31, 2006.

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Normal Retirement

Eligibility	The first day of the month coincident with or next following the attainment of age 65.
Monthly Benefit	1.667% of Average Monthly Compensation up to \$1,300 plus 2.000% of Average Monthly Compensation in excess of \$1,300 for each year of credited service (maximum 30 years) less any benefit payable from the GE Pension Plan for benefit service after October 1, 1999.

Early Retirement

Eligibility	Age 55 and 5 years of service.
Benefit Reduction for Early Payment	Less Than 15 Years Of Service: Accrued benefit reduced .25% the first 60 months and .4167% for the next 60 months by which payments precede Normal Retirement Age.
Years Of Service	Accrued benefit reduced .4167% for each month by which payments precede age 60.

Disability Retirement

Eligibility	Five years of service.
Benefit	Accrued benefit payable at age 65 based on earnings of disability and service projected to age 65.

Preretirement Surviving Spouse Benefit

Eligibility	All vested participants.
Benefit	50% of an employee's accrued benefit, payable to a surviving spouse commencing on the date of death.

Vested Termination Benefits

Eligibility	Five years of vesting service.
Benefit	Accrued benefit payable at normal retirement age, or payable at early retirement age reduced .5556% for the first 60 months and .2778% for the next 60 months payments precede normal retirement age.

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Cost of Living Adjustments	Adjustments occur on July 1 of each year. The benefit is equal to 100% plus (or minus) the proportionate change in the cost of living index between the two most recent January 1, provided that: (a) No pension will be reduced below its original amount; and (b) The maximum upward adjustment in any year is 2% of the current pension.
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Definitions

Year of Service	Years of full-time continuous employment to December 31, 1975, rounded up to next full year; plus the number of years beginning with 1976 during which the Employee earns 1,000 or more hours of service. Former employees of companies acquired by ERC receive service for vesting in accordance with the terms of the agreement.
Credited Service	Years and months of continuous full-time employment to December 31, 1983, rounded to nearest month; plus the number of years beginning with 1984 during which the Employee earns 1,000 or more hours of service. Former employees of companies acquired by ERC receive credited service in accordance with the terms of the agreement.
Compensation	Base salary plus overtime.
Average Monthly Compensation	The average monthly compensation for the highest 60 consecutive months.
Normal Form of Benefit	Life annuity or an actuarially equivalent 50% joint and survivor annuity if the participant is married at the date of his retirement.
Employers Included	Employers Reinsurance Corporation, First Excess Reinsurance Corporation, Bates Turner, ERC Life Insurance.
Actuarial Equivalent	A benefit of equivalent value based on the rates from the 1984 Unisex Pension Table and an interest rate of 8% per year.

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Summary of Plan Provisions-IRI Participants

Eligibility	Any former employee of HSB Industrial Risk Insurers hired prior to May 1, 1999, who commenced employment with a GE Controlled Entity as of May 1, 1999 and who participated in the BCG Pension Plan (now known as the PPIO) as of December 31, 2000 and enrolled in the GE Pension Plan as of January 1, 2001.
Normal Retirement	
Eligibility	The first day of the month coincident with or next following the attainment of age 65.
Monthly Benefit	Monthly benefit equal to the excess of (1) over (2): (1) The GE Pension (comprised of both the Regular Pension and Additional Pension, if applicable, but not including any amounts attributable to the participant's Personal Pension Account or Voluntary Pension Account) based on the participant's Pension Benefit Service and Pension Qualification Service. (2) Equals (a) plus (b) (a) the Participant's BCG Accrued Benefit under the BCG Pension Plan as of December 31, 2000; (b) the Participant's GE Pension (comprised of both the Regular Pension and Additional Pension, if applicable, but not including any amounts attributable to the IRI Personal Pension Account or Voluntary Pension Account) under the GE Pension Plan based solely upon the IRI Participant's Pension Benefit Service earned on or after January 1, 2001.
Early Retirement	
Eligibility	Age 55 and 5 years of service.
Benefit Reduction for Early Payment	Unreduced accrued benefit payable at age 60.
Disability Retirement	
Eligibility	Fifteen years of service.
Benefit	Accrued benefit reduced 2% per year below age 60 (maximum 12% reduction) payable immediately.

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**Preretirement Surviving
Spouse Benefit**

Eligibility	Age 50 and 5 years of service, 30 years of service, or age 60.
Benefit	50% of employee's accrued benefit reduced 1% per year below age 60 and for 50% joint and survivor option payable to a surviving spouse immediately.
Eligibility	Five years of service and not eligible for above benefit.
Benefit	50% of employee's accrued benefit, reduced for the 50% joint and survivor option, payable to a surviving spouse commencing on the later of (a) the date the participant would have attained age 60, or (b) the date of death.

Vested Termination Benefits

Eligibility	Five years of service.
Benefit	Accrued benefit payable at age 60.

Definitions

Actuarial Equivalent	A benefit of equivalent value based on the rates from the 1951 Group Annuity Mortality Table and an interest rate of 4.5% per year. The unisex adjustment for participants is 95% male with one year setback plus 5% male with six year setback. The unisex adjustment for spouses is 5% male with one year setback plus 95% male with six year setback.
Normal Form of Benefit	Life annuity or an actuarially equivalent 50% joint and survivor annuity if the participant is married at the date of his retirement.

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Summary of Plan Provisions-Med Pro Participants

Eligibility

Any former employee of the Medical Protective Corporation hired prior to May 1, 1999 and completed a 12-month period of employment of not less than 1,000 hours.

Effective March 8, 2000, and recognized in the January 1, 2000 valuation, the Plan was amended to include a “gap pension benefit” for former Kemper RE (“KRE”) employees.

The plan was retroactively amended on September 17, 2007, with an effective date of June 9, 2006, to allow former Kemper Reinsurance participants that were part of the sale to Swiss Re to take a distribution of their benefit.

Normal Retirement

Eligibility

The first day of the month coincident with or next following the attainment of age 65.

Monthly Benefit

The sum of (1) and (2) below:

- (1) For plan years beginning after December 31, 1995, 1/12 of 1% of compensation times each year or partial year of benefit service after December 31, 1995 and before October 1, 1999.
- (2) For plan years beginning before December 31, 1995, 40% of average monthly compensation plus 20% of average monthly compensation over covered compensation, the sum prorated for benefit service before January 1, 1996 if less than 35 years.

Postponed Retirement

Eligibility

After attaining eligibility for normal retirement.

Monthly Benefit

The greater of (1) or (2) below:

- (1) The amount that would have been payable if the employee had retired when he or she attained normal retirement age, increased to the actuarial equivalent as of the earlier of the benefit commencement date or the September 30, 1999 freeze date.
- (2) The amount determined as for normal retirement based on compensation and benefit service at the time of termination of employment.

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Early Retirement

Eligibility Age 55 and 10 years of service.

Benefit Reduction for Early Payment Reduced to the actuarial equivalent as of the benefit commencement date.

Preretirement Surviving

Spouse Benefit

Eligibility All vested participants.

Benefit 100% of the amount that would have been payable if the employee had terminated employment on the date of death (if not already terminated) and begun to receive a 100% joint and survivor annuity.

Vested Termination Benefits

Eligibility Five years of vesting service.

Benefit The amount determined as for early retirement.

Definitions

Actuarial Equivalent For benefits other than lump-sum benefits: a benefit of equivalent value based on the male rates from the 1951 Group Annuity Mortality Table projected to 1960 and an interest rate of 6% per annum, compounded annually.

For lump-sum benefits: a benefit of equivalent value based on the 1983 Group Annuity Mortality Table, weighted 50% male/50% female, and an interest rate equivalent to the rate on 30-year Treasury securities (unrounded) for the November preceding the plan year in which distribution occurs, subject to certain minimum requirements.

Average Monthly Compensation 1/36 of the highest compensation for any three consecutive plan years of employment prior to January 1, 1996.

Benefit Service The sum of (1) and (2) below:

- (1) 1/12 for each month of employment on or after January 1, 1996.
- (2) One year for each year of employment (rounded to the nearest whole year) before January 1, 1996.

Compensation The pay rate in effect on January 1 (or on date of hire in year of hire), determined prior to any reductions for the Company's section 401(k) or 125 plan, subject to the 401(a)(17) limits.

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Covered Compensation	1/12 of the average of the taxable wage bases for each calendar year during the 35-year period ending with the last day of the calendar year in which the employee attains (or will attain) Social Security retirement age; determined assuming that future wage bases will be the same as the current wage base, frozen as of December 31, 1995.
Plan Year	Each calendar year.
Vesting Service	The number of years of benefit service, plus service during certain periods of absence.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$6,506,506	January 1, 2010	5	\$1,445,274
Shortfall	\$25,374,044	January 1, 2011	6	\$4,860,999
Shortfall	-\$25,269,911	January 1, 2012	7	-\$4,288,925

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Schedule SB, line 24—Change in Actuarial Assumptions

- A change in the retirement rates to better reflect anticipated experience.
- A change in the withdrawal rates to better reflect anticipated experience.

These changes were made to better reflect the anticipated plan experience. These assumption changes did not reduce the funding shortfall by more than thresholds stated in Internal Revenue Code Section 430(h)(5); as such, approval of the Commissioner is not required

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