

APPLICATION FOR LISTING

To: The NASDAQ Dubai

Terms defined in the NASDAQ Dubai Listing Rules (“the Listing Rules”) shall bear the same meaning in this Form.

1. **Full name of Issuer:** GE Capital Sukuk Ltd.

hereby applies for the following Securities to be Listed by the NASDAQ Dubai subject to the Listing Rules: USD Trust Certificates due 2014.
2. **Manner, country and date of incorporation or other establishment:** GE Capital Sukuk Ltd., a Bermuda exempted limited liability company, was incorporated on 9 July 2009 under the Companies Act 1981 with company registration number 43353.
3. **Type of issue for which Application is being made and details of any proposed distribution of the securities:** Debt Issuance - Trust Certificates.
4. **Amount and full description of each class of security for which Application is now being made:** USD Trust Certificates due 2014 (the “Certificates”). The Certificates will be issued in registered form in minimum denominations of U.S.\$100,000 and integral multiples of U.S.\$1,000 in excess thereof.
5. **The name of any other stock exchange on which any Securities of the Issuer are already listed and/or traded:** London Stock Exchange.
6. **Expected size of offering:** U.S.\$500,000,000.
7. **Expected market cap post issue (US\$)** (In the case of Debentures, the total net tangible assets of the Issuer): As the Issuer is a special purpose vehicle, it will not have assets of U.S.\$10 million. However, General Electric Capital Corporation as the guarantor (the “Guarantor”) has shareowner’s equity (net assets) of U.S.\$73,168 million according to its condensed consolidated financial statements (unaudited) as at 30 September 2009.
8. **Are the Securities for which Application is now made identical in all respects:**
 - a) with each other? YES
 - b) with an existing class of security? NO

If you answered NO to either question, how do the Securities differ and when will they become identical? No other class of securities exist.

Note: “identical” means in this context:

- a) the Securities are of the same nominal value with the same amount called or paid up;

- b) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
- c) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and are *pari passu* in all other respects.

If the Securities are not identical, but will become identical in the future, definitive certificates issued before that date must be en faced with a note to this effect.

9. **If the Securities will not be issued in dematerialized form, definitive certificates in respect of the securities for which Application to trading is now sought were/will be issued on:** The Certificates will be represented by interests in a registered form Global Certificate. Definitive Certificates may only be issued in limited circumstances.

10. **The name of the proposed settlement system and details regarding the clearing and settlement arrangements for the Securities:** Euroclear Bank S.A./N.V., Luxembourg and Clearstream Banking, société anonyme, Luxembourg.

11. **Issuer details:**

- a) **Registered office address:** Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
- b) **Contact name:** Mr. Alan Green
- c) **Email address:** alan.green1@ge.com
- d) **Telephone number:** +1 203 961 5077 (U.S.)
- e) **Name and address of transfer agent/share registrar and any paying agent:** Principal Paying Agent: The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom
Registrar and Transfer Agent: The Bank of New York Mellon (Luxembourg), Aerogolf Centre, 1A Hoehenhof L-1736, Luxembourg
- f) **Name and address of the issuer's current auditors:** The first financial period of the Issuer will end on 31 December 2009. No auditors have yet been appointed.
The auditors of the Guarantor are KPMG LLP of 3001 Summer Street, Stamford, Connecticut 06905, U.S.A.

12. **Brief description of business:** The Issuer has no prior operating history or prior business and will not have any substantial liabilities other than in connection with the issue of the Trust Certificates. The objects for which the Issuer is established are set out in clause 6 of its Memorandum of Association as registered or adopted on 3 July 2009.

13. **Directors and officers (names, roles, executive/non-executive status):**

<i>Name</i>	<i>Role</i>	<i>Principal Occupation</i>
Alan M. Green	Director	Associate General Counsel – Corporate Treasury, General Electric Company
Julie E. McLean	Director	Attorney
Marcello Ausenda	Director	Attorney

14. **Company web site address:** The Issuer does not have its own website. The website of the Guarantor is www.gecapital.com.

15. **Fiscal year-end:** The first financial period of the Issuer will end on 31 December 2009.

16. **Sponsor:** N/A

17. **Issuer's ongoing contacts:**

- | | | |
|----|--------------------------|---------------------------|
| A. | Name: | Jurgita Karobkaite |
| | Email address: | Jurgita.karobkaite@ge.com |
| | Telephone number: | + 1203-585-1054 |
| B. | Name: | Reia Balchan |
| | Email address: | Reia.balchan@ge.com |
| | Telephone number: | + 1203-961-3439 |

18. **Financial advisers:** Citigroup Global Markets Limited and Goldman Sachs International are Global Co-ordinators and Joint Bookrunners. Liquidity Management House for Investment Co. K.S.C.C and National Bank of Abu Dhabi P.J.S.C. are also Joint Bookrunners.

19. **Address at which the listing document (and all the material documents that the listing document states will be available for inspection) will be available to the public:** Office of the Issuer: Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda; Office of the Paying Agent: The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom.

Anticipated date on which the listing document will be published: On or about 25 November 2009.

20. **Particulars of any litigation or claims of material importance made against the Issuer or any member of the Issuer's group in the last five (5) years or which is pending or threatened against the Issuer or any member of the Issuer's group, or an appropriate negative statement:** The Issuer is not and has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of the Prospectus which may have or have in such period had a significant effect on the financial position or profitability of the Issuer. The Guarantor is not aware of any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened) in the 12 months preceding the date of the Prospectus which may have or have in such period had a significant effect on the financial position or profitability of the Guarantor and its subsidiaries, as the case may be.

Islamic Product

21. **Background information on the originator:**

Sukuk Aviation Leasing Inc. (the "**Obligor**"), a Delaware corporation, was incorporated on 4 March 2009 under the Delaware General Corporation Law. The Obligor's principal place of business is 201 High Ridge Road, Stamford, Connecticut, 06927, USA. The Obligor has no prior operating history or prior business and its principal business as at the date of the Prospectus is its participation in the transactions contemplated therein to which it is a party and the performance by it of its continuing role in such transactions. Pursuant to its Certificate of Incorporation, the corporate purpose of the Obligor is to engage in any lawful act or activity for which corporations may be organised under the General Corporation Law of the State of Delaware.

General Electric Capital Corporation (the "**Guarantor**") was incorporated in 1943 in the State of New York under the provisions of the New York Banking Law relating to investment companies, as successor to General Electric Contracts Corporation, which was formed in 1932. Until November 1987, the name of the Guarantor was General Electric Credit Corporation. On 2 July 2001, the Guarantor changed its state of incorporation to the State of Delaware under the Delaware General

Corporation Law (Title 8). The Guarantor's principal executive offices are located at 3135 Easton Turnpike, Fairfield, Connecticut, 06828-0001, USA. Pursuant to its Certificate of Incorporation, the corporate purpose of the Obligor is to engage in any lawful act or activity for which corporations may be organised under the General Corporation Law of the State of Delaware

22. **A description of the transaction and structure of the issue including the Islamic concept adopted:** The Certificates will be constituted by a declaration of trust (the “**Declaration of Trust**”). Pursuant to the Declaration of Trust, the Issuer will declare a trust for the benefit of the Certificateholders over all of its rights, title, interest and benefit, present and future, in and to the Sukuk Assets, all of its rights, title, interest and benefit, present and future, in and to the Transaction Documents (excluding any rights which have been expressly waived therein) and all monies which may now be, or hereafter from time to time are, standing to the credit of the Transaction Account, and all proceeds of the foregoing. The structure is based on a murabaha structure.
23. **Details on the utilisation of proceeds:** U.S.\$448,225,000 of the proceeds of the issue of the Trust Certificates will be paid by the Trustee on the Closing Date to the Original Aircraft Owners as the purchase price for the Sukuk Assets and the balance of such proceeds will be paid by the Trustee on the Closing Date to the Servicing Agent with instructions to credit such amount to the Funded Reserve Account on terms that all amounts standing to the credit of the Funded Reserve Account must be repaid to the Trustee on the earlier of any Termination Date and the Total Loss Settlement Date.
24. **Details on any underlying assets, including**
a) **Type of asset:** Certain assets which are further defined under the Purchase Agreement.
b) **Value of underlying asset:** To be determined.
c) **Location:** N/A.
d) **Usage:** N/A.
25. **Details of the Shari’a Advisory Board, including the identity, qualifications and experience of every member of the board:**

Citi Islamic Investment Bank:

- Dr. Nazih Hammad** Dr. Nazih Hammad is a graduate of Faculty of Shari’a at University of Damascus, Syria and holds a Ph. D. in Islamic Jurisprudence from Cairo University, Egypt. He has taught in Faculty of Shari’a at Um Alqura University, Makkah for 17 years. In addition to advising Citi Islamic Investment Bank and other Islamic finance institutions and funds, he is a member of the Islamic Fiqh Academy, Auditing and Accounting Organisation for Islamic Financial Institutions, and Fiqh Islamic Council of North America. Dr. Nazih Hammad is the author of several research papers and books on Islamic jurisprudence and banking and finance.
- Sheikh Nizam Yaquby** Sheikh Nizam Yaquby studied traditional Islamic studies under the guidance of eminent Islamic scholars from different parts of the world. He has a BA in economics & comparative religions and M.Sc. in finance from McGill University– Canada. He has served in Bahrain Mosques from 1981 to 1990 where he taught Tafsir, Hadith and Fiqh in Bahrain since 1976. In addition to advising Citi Islamic Investment Bank and other Islamic finance institutions and funds, Sheikh Nizam Yaquby is a member of the Islamic Fiqh Academy and Auditing and Accounting Organisation for Islamic Financial Institutions. He has published several articles and books on various Islamic subjects including banking and finance.
- Dr. Mohammed Ali Elgari** Center for Research in Islamic Economics at King Abdulaziz University in Jeddah. He has published numerous articles and books on Islamic banking and finance. He is the editor of the Review of Islamic Economics and a member of the Academic Committee of Islamic Development Bank.

Goldman Sachs International:

- Sheikh Dr. Mohamed A. Elgari** Sheikh Dr. Mohamed A. Elgari is Professor of Islamic Economics at King Abdulaziz University in Jeddah, Saudi Arabia and former director of the Centre for Research in Islamic Economics. He is member of the OIC Fiqh Academy and the academic committee of Islamic Development Bank. He

serves as a Shari'ah consultant to several financial institutions including Citigroup, HSBC, Merrill Lynch, Credit Suisse, Dow Jones and for Permal's Islamic funds. Dr. Elgari is a Member of the editorial board of the Harvard Law School's Harvard Series in Islamic Law and of the Review of Islamic Economics. Dr Elgari holds a Ph.D. in Economics from the University of California.

**Sheikh
Nizam
Yaquby**

Sheikh Nizam Yaquby has contributed important original research on many aspects of modern Islamic finance, and is considered one of the world's leading experts in the field. He advises a number of banks and financial institutions including Abu Dhabi Islamic Bank, BNP Paribas, Dow Jones, Lloyds TSB, Citigroup, Merrill Lynch, Credit Suisse and Standard Chartered on matters pertaining to Islamic Banking and Finance. Since 1976, he has taught Tafsir, Hadith and Fiqh in Bahrain. He is also the author of several articles and publications on Islamic finance and other sciences in English and Arabic. Sheikh Yaquby received his M.Sc. in Finance from McGill University in Montreal. He was educated in the classical Shari'ah sciences in Bahrain and in Makkah.

**Dr. Abdul
Sattar
Abu
Ghuddah**

Dr Abdul Sattar Abu Ghuddah holds a PhD in Islamic law and comparative Fiqh from Al Azhar University Cairo, Egypt. He has taught at various institutes, including at Imam Al Da'awa Institute (Riyadh), Religious Institute (Kuwait), and at the Sharia College of the Law Faculty in Kuwait University. He holds the positions of Shari'ah Advisor and Director of Department of Financial Instruments at Al-Baraka Investment Co., Saudi Arabia. He is an active member of Islamic Fiqh Academy and the Accounting & Auditing Organization of Islamic Financial Institutions and is also the Secretary General of the Unified Shari'ah Supervisory Board of Dallah Albaraka Group, Jeddah. He advises a number of banks and financial institutions including UBS, Standard Chartered Bank, Dow Jones, Islamic Development Bank, Abu Dhabi Islamic Bank and Arcapita.

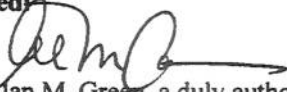
Issuer's Declaration

We acknowledge our obligations under the Listing Rules. Accordingly we declare that:

- (a) all the eligibility criteria for listing in the Listing Rules which are required to be fulfilled prior to application have been fulfilled in relation to us, as the Issuer, and in relation to the Securities for which application is now made;
- (b) all the documents and information required to be included in the application have been or will be supplied in accordance with the Listing Rules and all other requirements of the NASDAQ Dubai in respect of the application have been or will be complied with;
- (c) there are no legal or regulatory restrictions that prevents the listing on the NASDAQ Dubai of the Securities for which application is now made;
- (d) that there are no other facts bearing on our application which, in our opinion, should be disclosed to the NASDAQ Dubai; and
- (e) we are in compliance with the requirements of all securities regulators that regulate us and/or any other exchange on which we have Securities listed and/or traded.

We hereby undertake to comply with, and to be legally bound by, the Listing Rules as published by the NASDAQ Dubai from time to time.

Signed:



By Alan M. Green, a duly authorised director, for and on behalf of GE Capital Sukuk Ltd.

Date: 18 November 2009

Please ensure that all sections of this form have been completed before submission.