

**SUPPLEMENT DATED 25 NOVEMBER 2009 TO THE
PROSPECTUS DATED 20 NOVEMBER 2009**

GE Capital Sukuk Ltd.

(an exempted company incorporated under the laws of Bermuda with limited liability)

US\$500,000,000 Trust Certificates due 2014

This Supplement (the **Supplement**) to the Prospectus (the **Prospectus**) dated 20 November 2009 which comprises a prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the US\$500,000,000 Trust Certificates due 2014 (the **Certificates**) of GE Capital Sukuk Ltd. (the **Trustee**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus.

Each of the Trustee, SAL and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Trustee, SAL and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Under the terms and conditions contained in the Subscription Agreement, subject to certain conditions, Citigroup Global Markets Limited, Goldman Sachs International, Liquidity Management House for Investment Co. K.S.C.C. and National Bank of Abu Dhabi P.J.S.C. (together, the **Joint Bookrunners**) and Bank Islam Brunei Darussalam Berhad (the **Joint Lead Manager**) have jointly and severally agreed to subscribe for the Certificates. Pursuant to a Supplemental Subscription Agreement dated 25 November 2009 (the **Supplemental Subscription Agreement**) between the parties to the Subscription Agreement and Standard Chartered Bank (the **Co-Manager** and, together with the Joint Bookrunners and the Joint Lead Manager, the **Managers**), the Co-Manager has also agreed to jointly and severally subscribe for the Certificates together with the other Managers on the terms and conditions set forth in the Subscription Agreement, as supplemented and modified by the Supplemental Subscription Agreement.

Accordingly, all references in the Prospectus to (a) the Joint Bookrunners and the Joint Lead Manager, shall be deemed to include immediately following each such reference a similar reference to the Co-Manager, (b) the Managers, shall be deemed to include reference to the Co-Manager, (c) the Subscription Agreement, shall be deemed unless the context otherwise requires to be references to the Subscription Agreement as supplemented and modified by the Supplemental Subscription Agreement with such consequential changes made as may be necessary to reflect this and (c) the Prospectus, shall be deemed unless the context otherwise requires to be references to the Prospectus as supplemented and modified by this Supplement with such consequential changes made as may be necessary to reflect this.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.

Investors should be aware of their rights under section 87Q(4) of the FSMA.