

OFFICE OF THRIFT SUPERVISION

Approval of Application for Permission to Modify a Business Plan

Order No.: 2003-42

Date: August 28, 2003

OTS No. 15044

GE Capital Consumer Card Co., Mason, Ohio (Applicant), has applied for approval of the Office of Thrift Supervision (OTS) pursuant to Condition Nine of OTS Order 2001-37 (May 31, 2001), for permission to modify its business plan to permit it to acquire Monogram Credit Card Bank of Georgia, Atlanta, Georgia (Monogram), as an operating subsidiary (Application).

In the absence of specific statutory or regulatory provisions governing the Application, OTS has considered the Application under its general supervisory authority set forth in 12 U.S.C. § 1463(a)(1). In addition, OTS has considered the submissions made by the Applicant and the results of examinations conducted by federal agencies.

In the proposed transaction, General Electric Capital Corporation (the Holding Company), the parent company of both the Applicant and Monogram, will contribute all of the shares of Monogram stock to the Applicant.¹ OTS has reviewed the operations of Monogram and the proposed modification of the Applicant's business plan to incorporate those operations. In our review of the Application we have not found that Monogram's ongoing operations will be in violation of any federal statute. We conclude that the modification of the business plan will not result in a significant change in the nature of the operations conducted by the Applicant but, rather, largely represents a change in the magnitude of those operations. OTS is familiar with the management and capital of the Applicant and concludes that the Applicant has the wherewithal to effectuate the modified business plan safely and soundly.

Based on the foregoing analysis, OTS concludes that the Application does not present supervisory issues that would warrant denial, and, therefore the Application is hereby approved, provided that the following conditions are complied within a manner satisfactory to the Northeast Regional Director, or his designee (Regional Director):

1. The proposed transaction must be consummated within 120 calendar days from the date of this Order;
2. On the business day prior to the consummation of the proposed transaction, the chief financial officers of Monogram and the Applicant must certify in writing to the Regional

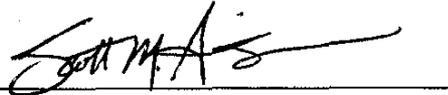
¹ Prior to that transaction Monogram will dividend certain of its assets to the Holding Company and the Holding Company will contribute those assets to the Applicant. After Monogram becomes a subsidiary of the Applicant, those assets will be contributed by the Applicant to Monogram.

Director that no material adverse changes have occurred with respect to the financial condition or operation of Monogram and the Applicant as disclosed in the Application. If additional information having a material adverse bearing on any feature of the Application is brought to the attention of Monogram, the Applicant or OTS since the date of the financial statements submitted with the Application, the transaction must not be consummated unless that information is presented to the Regional Director, and the Regional Director provides written non-objection to consummation of the transaction; and;

3. Within 5 calendar days after the effective date of the proposed transaction, the Applicant must submit to the Regional Director a written statement: (a) providing the effective date of the transaction; (b) affirming that the transaction was consummated in accordance with all applicable laws and regulations, the Application, and this Order; and (c) providing a reconciliation of the Applicant's capital.

Any time period set forth herein may be extended for up to 120 calendar days, for good cause, by the Regional Director.

By order of the Director of the Office of Thrift Supervision, or his designee, effective August 28, 2003.



Scott M. Albinson
Managing Director
Office of Supervision