

GENERAL ELECTRIC CAPITAL CORP  
Form 424B3  
June 25, 2002

FORM 04

GECC SERIES A FIXED RATE PRICING SUPPLEMENT

PROSPECTUS	Pricing Supplement No. 3768
Dated April 9, 2002	Dated June 21, 2002
PROSPECTUS SUPPLEMENT	Rule 424(b)(3)-Registration Statement
Dated April 16, 2002	No. 333-84462

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Fixed Rate Notes)

Trade Date: June 21, 2002

Settlement Date (Original Issue Date): June 26, 2002

Maturity Date: February 22, 2011

Principal Amount (in Specified Currency): \$500,000,000

Price to Public (Issue Price): 101.987% (plus accrued interest from February 22, 2002)

Agent's Discount or Commission: H.400%

Net Proceeds to Issuer: \$507,935,000 (plus accrued interest from February 22, 2002)

Interest Rate Per Annum: 6.125%

Interest Payment Date(s)

:

X August 22 and February 22 of each year commencing August 22, 2002 and  
on the Maturity Date.

Form of Notes

:

X DTC registered \_\_\_ non-DTC registered

CUSIP No.: K6962GWB6

ISIN No.: US36962GWB66

Common Code:H12512759

CAPITALIZED TERMS USED IN THIS PRICING SUPPLEMENT WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

(Fixed Rate)

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Pricing Supplement No. 3768

Dated June 21, 2002

Rule 424(b)(3)-Registration Statement

No. 333-84462

Repayment, Redemption and Acceleration

Optional Repayment Date(s): N/A

Initial Redemption Date: N/A

Initial Redemption Percentage: N/A

Annual Redemption Percentage Reduction: N/A

Modified Payment Upon Acceleration: N/A

Reopening of Issue:

Additional notes may be issued with the same terms as these Notes. After such additional notes are issued, they will be fungible with these Notes. See "Description of Notes Reopening of Issue" as described in the Prospectus Supplement dated April 16, 2002.

The Notes are intended to be fully fungible with and will be consolidated and form a single issue for all purposes with the Companys issue of US\$ 750,000,000 6.125% Notes due February 22, 2011, described in the Companys Pricing Supplement number 3628 dated February 14, 2001 and with the Companys issue of US\$ 350,000,000 6.125% Notes

Due February 22, 2011, as described in the Companys Pricing Supplement number 3745 dated May 7, 2002.

Original Issue Discount

:

Amount of OID: N/A

Yield to Maturity: N/A

Interest Accrual Date: N/A

Initial Accrual Period OID: N/A

Amortizing Notes

:

Amortization Schedule: N/A

Dual Currency Notes

:

Face Amount Currency: N/A

Optional Payment Currency: N/A

Designated Exchange Rate: N/A

Option Value Calculation Agent: N/A

Option Election Date(s): N/A

Indexed Notes

:

Currency Base Rate: N/A

Determination Agent: N/A

(Fixed Rate)

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Pricing Supplement No. 3768

Dated June 21, 2002

Rule 424(b)(3)-Registration Statement

No. 333-84462

Additional Information

:

General.

At March 30, 2002 the Company had outstanding indebtedness totaling \$231.585 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at March 30, 2002 excluding subordinated notes payable after one year was equal to \$230.700 billion.

		<u>Year Ended</u> <u>December 31,</u>			<u>Three Months</u> <u>ended March 30,</u> <u>2002</u>
<u>1997</u>	<u>1998</u>	<u>1999</u>	<u>2000</u>	<u>2001</u>	
1.48	1.50	1.60	1.52	1.72	1.43

Consolidated Ratio of Earnings to Fixed Charges

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The information contained in the Prospectus under the caption "Consolidated Ratio of Earnings to Fixed Charges" is hereby amended in its entirety, as follows:

Plan of Distribution:

The Notes are being purchased by Lehman Brothers Inc. (the "Underwriter"), as principal, at 101.987% of the aggregate principal amount less an underwriting discount equal to 0.400% of the principal amount of the Notes.

The Company has agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

GECC SERIES A FLOATING RATE PRICING STICKER

SERIES A CLOSING DOCUMENTS

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 30.09	01/07/2011		M		6,000 02/26/2002 <sup>(4)</sup> 02/26/2011 <sup>(5)</sup>	Common Stock
Restricted Stock Units	<u>(6)</u>	12/30/2010		A	5.6981	<u>(7)</u> <u>(7)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	12/30/2010		A	5.6981	<u>(8)</u> <u>(8)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	12/30/2010		A	13.4046	<u>(9)</u> <u>(9)</u>	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Murrin James T  
C/O HEWLETT-PACKARD COMPANY  
3000 HANOVER STREET  
PALO ALTO, CA 94304

SVP, Controller & PAO

## Signatures

/s/ David Ritenour as Attorney-in-Fact for James T. Murrin

01/11/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The total includes the acquisition of 19,3849 shares at \$42.0244 per share received on 12/30/10 through dividends paid under the HP Share Ownership Plan ("SOP") with respect to shares held under the SOP.
- (2) The sale reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/06/10. These shares were held indirectly under the Issuer's 401(k) Plan as of 12/31/10. Fidelity Investments Institutional Services Company, Inc. accounts for holdings in the stock fund in units, comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of Issuer's common stock.
- (3) This option became exercisable in four equal annual installments beginning on this date.
- (5) This option is no longer exercisable beginning on this date.
- (6) Each restricted stock unit represents a contingent right to receive one share of HP common stock. As previously reported, on 01/15/09 the reporting person was granted 6,020 restricted stock units ("RSUs"), 3,010 of which vested on 01/15/10, and 3,010 of which will vest on 01/15/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 9 includes 5.6981 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.
- (7) As previously reported, on 12/10/09 the reporting person was granted 6,020 restricted stock units ("RSUs"), 3,010 of which vested on 12/10/10 and 3,010 of which will vest on 12/10/11. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 9 includes 5.6981 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.
- (8) On 12/10/10 the reporting person was granted 7,081 restricted stock units ("RSUs"), 3,540 of which will vest on 12/10/11 and 3,541 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned in column 9 includes 13.4046 dividend equivalent rights at \$42.26 per RSU credited to the reporting person's account on 12/30/10.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. nt-weight:bold;">

Investments at fair value:

Plan interest in DuPont and Related Companies Defined Contribution Plan Master Trust

\$

Signatures

	29,164,111
\$	
	19,632,437
Company stock	
	1,448,000
	656,476
Participant-directed brokerage accounts	
	74,906
	42,977
Total investments	
	30,687,017
	20,331,890

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Receivables:

Participants' contributions

34,118

62,567

Employer's contributions

349,997

305,091

Dividends and interest

1,508

1,501

Notes receivable from participants

1,115,550

Explanation of Responses:

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	1,012,236
Total receivables	

1,501,173

1,381,395

Cash	
	1,050

5,746,113

**Liabilities:**

Accounts payable

22,815

Net assets available for benefits, at fair value

32,166,425

27,459,398

Adjustment from fair value to contract value for fully benefit-responsive investment contacts

(817,214

)

(276,400

Explanation of Responses:

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Net assets available for benefits

\$

31,349,211

\$

27,182,998

See Notes to Financial Statements beginning on page 4.

Table of Contents**DUPONT 401(k) AND PROFIT SHARING PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****FOR THE YEAR ENDED DECEMBER 31, 2010**

	<b>2010</b>
<b>Additions:</b>	
Investment income:	
Net investment income from interest in DuPont and Related Companies Defined Contribution Plan Master Trust	\$ 3,034,812
Net appreciation in fair value on other investments	428,957
Dividend income	43,281
Investment income	3,507,050
<b>Contributions:</b>	
Participants contributions	1,801,053
Employer s contributions	1,280,559
Rollovers	116,794
Total contributions	3,198,406
Interest from notes receivable from participants	50,190
Total additions	6,755,646
<b>Deductions:</b>	
Benefits paid to participants	2,692,477
Administrative expenses	21,596
Total deductions	2,714,073
Asset transfers in	127,540
Asset transfers out	(2,900)
Net increase	4,166,213
<b>Net assets available for benefits:</b>	
Beginning of year	27,182,998
End of year	\$ 31,349,211

See Notes to Financial Statements beginning on page 4.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

**NOTE 1 DESCRIPTION OF THE PLAN**

The following description of the DuPont 401(k) and Profit Sharing Plan (the Plan) is provided for general purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan is sponsored by E. I. du Pont de Nemours and Company (Plan Sponsor). Eligible employees of the Plan Sponsor's subsidiaries or general partnerships, which have adopted the Plan with the Plan Sponsor's approval, are eligible to participate in the Plan.

In April 2009, employees of Coastal Technologies Corp. adopted and became part of the Plan. As part of the transition a portion of the assets of the Coastal Technologies Corp. 401(k) Plan (Coastal Plan) were merged into the Plan effective at close of day December 31, 2009. The remaining assets, as described in Note 6, were merged into the Plan during 2010.

As of December 31, 2010, DuPont Liqui-box Corporation, Building Media, Inc., DuPont Danisco Cellulosic Ethanol LLC and Coastal Training Technologies Corp. (collectively the Company or the Employer) participated in the Plan.

**Administration**

The Plan Administrator is the Benefit Plan Administrative Committee, whose members are appointed by the Company. The Savings Plan Investment Committee, whose members are also appointed by the Company, has responsibility for selecting and overseeing the plan investments. The Company holds authority to appoint trustees and has designated Bank of America, N.A. (Bank of America) and Northern Trust Corporation (Northern Trust) as trustees for the Plan. Bank of America is the trustee for the balances in company stocks and the participant-directed brokerage account and also provides recordkeeping and participant services.

Effective January 28, 2008, the Plan entered into a Master Trust Agreement with Northern Trust to establish the DuPont and Related Companies Defined Contribution Plan Master Trust (the Master Trust). The objective of the Master Trust is to allow participants from affiliated plans to invest in several custom designed investment choices through separately managed accounts. DuPont Capital Management Corporation (DCMC), a registered investment adviser and wholly-owned subsidiary of DuPont, has responsibility to oversee the investments' managers and

evaluate funds performances under the Master Trust, except for the Master Trust Stable Value Fund (the Stable Value Fund ), which is managed by DCMC.

**Participation**

All employees of a subsidiary of the Company, which has adopted the Plan with the approval of the Company, are eligible to participate except any employee whose compensation and conditions of employment are covered by a collective bargaining agreement to which the Company is a party unless the agreement calls for the employee s participation in the Plan or an employee whose services are leased from another company. Employees are eligible to participate in the Plan beginning on the first day of employment.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

**Contributions**

Each year, participants may contribute between 1% to 75% of their eligible earnings, as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants are automatically enrolled in the Plan at a 3% before-tax savings rate, if no action is taken by the employee within 60 days from the date of hire. Under the automatic enrollment the participant assets are invested in accordance with a managed account feature offered by Bank of America, and before-tax contributions are increased 1% annually, up to a maximum of 5% of pay. The participant may elect not to participate in the plan at any time. All of the above participant's savings and elections are subject to regulatory and Plan limitations.

The Company will make a matching contribution of 100% of the first 3% of eligible earnings that a participant contributes to the Plan plus an additional matching contribution of 50% of any contributions that exceed 3% but do not exceed 5% of the participant's eligible compensation. Contributions to the Plan are subject to certain limits imposed by the Internal Revenue Service ( IRS ) and the Plan terms.

In addition, the Plan permits each participating Company to make a discretionary profit sharing contribution for the benefit of their eligible employees. Any employee of such participating company who is actively employed on the last day of the Plan year or who retired, died, or became disabled during the Plan year will receive an allocation based on the ratio that the participant's compensation bears to the total compensation of all eligible participants employed by that participating Company. During the year ended December 31, 2010, contributions were made to the Plan for the benefit of eligible employees of DuPont Liqui-Box Corporation and DuPont Danisco LLC of approximately \$177,000 and \$139,000, respectively.

**Participant Accounts**

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings. Allocations are based on participant earnings or account balance, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investments**

Participants direct the investment of the contributions into various investment options offered by the Plan. The Plan currently offers five passively managed index funds, six actively managed custom-designed funds, 11 target retirement funds, DuPont company stock, a stable value fund and a self-directed brokerage account where participants can choose from approximately 1,400 funds from 70 mutual funds families.

**Vesting**

Participants are immediately vested in their contributions and Company matching contributions plus actual earnings thereon. A participant's vested interest in the Company's profit sharing contributions and the related earnings are determined using the following table:

<b>Years of Service</b>	<b>Vested Percent</b>
immediately upon participation	0%
1	33%
2	66%
3 or more	100%

In addition, a participant becomes 100% vested in all contributions upon attainment of normal retirement age (age 59 ½) or disability or death while employed by the Company.



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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

Participant balances related to company contributions transferred from the Coastal Training Technologies Corp. 401(k) Plan that were not vested at the time the balances were merged in prior year into the Plan will continue to vest according to the previous plans' vesting schedules.

**Notes Receivable from Participants**

Participants may borrow from their 401(k) and matching fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 (less the participant's highest outstanding loan balance during the previous 12 months) or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 10.50%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. A maximum of two loans per participant may be outstanding at any time and loan maturities cannot exceed five years, except for loans made to purchase a primary residence, in which case the maturity cannot exceed ten years.

**Payment of Benefits**

A withdrawal of all or a portion of a participant's account may be made by the participant after attaining age 59½. Withdrawals of employee contributions for undue financial hardship are also permitted. Upon termination, retirement, death, or disability, a participant may elect to receive the value of their vested balances, in accordance with the provisions of the Plan, in a lump-sum distribution or in installments, payable in cash or in kind, or part in cash and part in kind. Required minimum distributions will begin in April of the calendar year following the later of the year in which the participant attains age 70½ or the year following retirement or termination of employment.

**Forfeited Accounts**

At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$31,903 and \$8,165, respectively. Forfeitures can be used, as defined in the Plan, to pay administrative expenses and to reduce the amount of future employer contributions. During the year ended December 31, 2010, forfeited accounts were used to pay for administrative expenses totaling approximately \$4,000.

**Administrative Expenses**

Expenses of administering the Plan, including various recordkeeping services, may be paid by the Plan at the election of the Company. Expenses paid by the Plan for the year ended December 31, 2010 were \$21,596, which excludes expenses paid by the Master Trust. Brokerage fees, transfer taxes, investment fees and other expenses incident to the purchase and sale of securities and investments can be included in the cost of such securities or investments or deducted from the sales proceeds.

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America ( GAAP ).

**Fully Benefit-Responsive Investment Contracts**

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Plan utilizes various investment options, which include investments in any combination of equities, fixed income securities, individual guaranteed investment contracts, currency and commodities, futures, forwards, options, swaps and derivative contracts. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect participants' account balances and the amounts reported in the financial statements.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Company stock is valued at the year-end market price of the common stock. The participant-directed brokerage account, which consists of shares of registered investment companies ( mutual funds ), is valued at the net asset value of shares held by the Plan at year-end.

Purchases and sales of investments are recorded on a trade-date basis. Realized gains and losses on the sale of company stocks are based on average cost of the securities sold. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

**Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

**Payment of Benefits**

Explanation of Responses:

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Benefit payments to participants are recorded upon distribution. Amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid, were \$6,811 and \$13,620 at December 31, 2010 and 2009, respectively.

### **New Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends Accounting Standards Codification ( ASC ) 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan prospectively adopted the new guidance in 2010, except for the Level 3 reconciliation disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and the future adoption is not expected to materially affect, the Plan's financial statements.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. The ASU requires that participant loans be classified as notes receivable rather than a plan investment and measured at unpaid principal balance plus accrued but unpaid interest rather than fair value. The Plan retrospectively adopted the new accounting in 2010. The adoption did not have a material effect on the Plan's financial condition.

In March 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards*. ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011. The Plan is currently evaluating the impact of the adoption on the financial statements.

**NOTE 3 INVESTMENTS**

Investments that represent 5% or more of the net assets available for benefits as of December 31, 2010 and 2009 consist of the Plan's interest in the Master Trust.

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	<b>2010</b>
DuPont company stock	\$ 424,261
Participant-directed brokerage account	4,696
Net appreciation in fair value of investments	\$ 428,957

For the year ended December 31, 2010, the Plan net investment gain from interest in the Master Trust amounted to \$3,034,812.

**NOTE 4 INTEREST IN MASTER TRUST**

Explanation of Responses:

As previously described, effective January 28, 2008, the Plan entered into a Master Trust Agreement with Northern Trust to establish a new Master Trust. This Master Trust contains several actively managed investments pools and commingled index funds offered to participants as core investment options and age-targeted options. The investment pools are administered by different investment managers through separately managed accounts at Northern Trust. The Master Trust also includes the Stable Value Fund.

At December 31, 2010, the Master Trust includes the assets of the following plans:

- DuPont Retirement Savings Plan
- DuPont 401(k) and Profit Sharing Plan
- Thrift and Savings Plan for Employees of Sentinel Transportation, LLC

To participate in the Master Trust, affiliates who sponsor qualified savings plans and who have adopted the Master Trust Agreement are required to make payments to the Trustee of designated portions of employees' savings and other contributions by the affiliate. Investment income relating to the Master Trust is allocated proportionately by investment fund to the plans within the Master Trust based on the Plan's interest to the total fair value of the Master Trust investment funds. The Plan's undivided interest in the Master Trust was 0.35% and 0.25% as of December 31, 2010 and 2009, respectively.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

**Master Trust Investments**

The investments of the Master Trust are reported at fair value. Purchases and sales of the investments within the Master Trust are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Cash and short-term investments include cash and short-term interest-bearing investments with initial maturities of three months or less. Such amounts are recorded at cost, plus accrued interest, which approximate fair value.

Mutual funds are valued at the net asset value of shares held by the Master Trust at year-end. Units held in common collective trusts ( CCTs ) are valued at the net asset value as reported by the CCTs trustee at year-end.

Common stock, preferred stock, fixed income securities, options and futures traded in active markets on national and international securities exchanges are valued at closing prices on the last business day of each period presented. Securities traded in markets that are not considered active are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Securities that trade infrequently and therefore have little or no price transparency are valued using the trustees or investment managers best estimates.

Forward foreign currency contracts are valued at fair value, as determined by the trustees (or independent third parties on behalf of the Master Trust), using quoted forward foreign currency exchange rates. At the end of each period presented, open contracts are valued at the current forward foreign currency exchange rates, and the change in market value is recorded as an unrealized gain or loss. When the contract is closed or delivery taken, the Master Trust records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

Swap contracts are valued at fair value, as determined by the trustees (or independent third parties on behalf of the Master Trust) utilizing pricing models and taking into consideration exchange quotations on underlying instruments, dealer quotations and other market information.

Investments denominated in currencies other than the U.S. dollar are converted using exchange rates prevailing at the end of the periods presented. Purchases and sales of such investments are translated at the rate of exchange on the respective dates of such transactions.

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The Master Trust holds contracts that have investments in fully benefit-responsive investment contracts. In accordance with GAAP, an investment contract is generally required to be reported at fair value, rather than contract value, to the extent it is fully benefit-responsive. The fair value of the guaranteed investment contracts ( GICs ) is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The fair value of synthetic and separate account GICs are determined using the market price of the underlying securities and the fair value of the investment contract ( wrapper ). The fair value of the wrappers for the GICs are primarily determined by taking the difference between the actual wrap fee of the contract and the price at which the wrapper would issue an identical contract under current market conditions. That change in fees is applied to the year-end book value of the contract to determine the wrapper contract s fair value.



Table of Contents**DUPONT 401(k) AND PROFIT SHARING PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

The following presents the Master Trust's net assets at December 31, 2010 and 2009:

	2010	2009
<b>Assets</b>		
Investments, at fair value:		
Common stocks	\$ 1,036,121,034	\$ 1,069,544,763
Preferred stocks	3,664,629	5,662,597
Fixed income securities	49,952,320	28,258,005
Mutual funds	299,935,070	110,849,115
CCTs	1,502,499,265	1,217,694,419
Investment contracts	5,563,483,176	5,492,836,673
Cash and short term investments	15,055,667	18,740,468
Total investments	8,470,711,161	7,943,586,040
Cash	144,343	55,938
Receivables for securities sold	13,453,848	3,653,373
Unrealized appreciation on foreign exchange contracts		246,716
Accrued income	1,518,871	1,305,186
Other assets	28,662	
Total assets	8,485,856,885	7,948,847,253
<b>Liabilities</b>		
Payables for securities purchased	25,868,142	9,198,251
Unrealized depreciation on foreign exchange contracts	88,378	
Accrued expenses	4,472,816	4,620,603
Other liabilities	16,499	28,955
Total liabilities	30,445,835	13,847,809
Master Trust net assets, at fair value	8,455,411,050	7,934,999,444
Adjustment from fair value to contract value for fully benefit- responsive investment contracts	(236,883,567)	(111,699,787)
Master Trust net assets	\$ 8,218,527,483	\$ 7,823,299,657

Table of Contents**DUPONT 401(k) AND PROFIT SHARING PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

The following presents net investment gain for the Master Trust for the year ended December 31, 2010:

	<b>2010</b>
Change in net appreciation (depreciation) in fair value of investments:	
Investments, at fair value:	
Common stocks	\$ 155,154,609
Preferred stocks	558,395
Mutual funds	27,866,364
Fixed income securities	1,929,593
CCTs	183,641,894
Other	2,337
Net foreign currency exchange gains	135,169
Net appreciation on swap agreements	22,974
Net depreciation on foreign exchange contracts	(1,717,704)
Net depreciation on futures contracts	(118,133)
Net increase from investments	367,475,498
Investment income (expense):	
Interest	208,492,488
Dividends	15,220,540
Administrative expenses	(12,961,616)
Net investment gain	\$ 578,226,910

Investments of the Master Trust that represent 5% or more of the Master Trust assets as of December 31, 2010 and 2009 were as follows:

	<b>2010</b>	<b>2009</b>
<b>Underlying Assets of Synthetic GICs:</b>		
GEM Trust Short Duration	\$ 579,605,654	\$ 619,605,204
GEM Trust Risk-Controlled 1	472,783,635	682,195,256
GEM Trust Risk-Controlled 2 A	263,681,824	697,484,554
GEM Trust Opportunistic 1 A	79,245,476	546,691,462
GEM Trust Opportunistic 2 A	315,243,413	719,260,547
GEM Trust Opportunistic 3	442,469,957	606,115,121
PIMCO Separate Account B	534,978,466	
PIMCO Low Duration Fund C		724,412,126
<b>Separate Account GICs:</b>		
Prudential Retirement & Annuity Co. B	1,130,222,021	

Metropolitan Life Insurance Co. B

597,598,653

- 
- A Investment represents less than 5 percent of the Master Trust net assets as of December 31, 2010.
- B Investment was not part of the Master Trust assets as of December 31, 2009.
- C Investment was not part of the Master Trust assets as of December 31, 2010.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

**Description of the Master Trust's Investment Contracts**

The Stable Value Fund invests in traditional GICs, synthetic GICs and separate account GICs. Traditional GICs are comprised of assets held in the issuing company's general account and are backed by the full faith and credit of the issuer. Synthetic and separate account GICs are backed by fixed income assets. The underlying investments held within the synthetic GICs are comprised of DCMC sponsored GEM Trusts and a PIMCO managed separate account fixed income portfolio. The GEM Trusts are commingled fixed income portfolios managed by DCMC and additional investment managers hired by DCMC that invest in high quality fixed income securities across the short, intermediate and core sectors. The crediting interest rates on investment contracts ranged from 0.67% to 6.44% for the year ended December 31, 2010 and from 3.69% to 5.83% for the year ended December 31, 2009. The weighted average credited interest rate of return of the investment contracts based on the interest rate credited to participants was 3.89% and 4.06% for the year ended December 31, 2010 and 2009, respectively. The weighted average yield of the investment contracts based on the actual earnings of underlying assets in the Master Trust was 3.50% and 4.54% for the years ended December 31, 2010 and 2009, respectively.

For traditional GICs, the insurer maintains the assets in a general account. Regardless of the performance of the general account assets, a traditional GIC will provide a fixed rate of return as negotiated when the contract is purchased. Synthetic GICs, backed by underlying assets, are designed to provide principal protection and accrued interest over a specified period of time (i.e., period of time before the crediting rate reset) through benefit-responsive wrapper contracts issued by a third party assuming that the underlying assets meet the requirements of the GIC. Separate account GICs are investment contracts invested in insurance company separate accounts established for the sole benefit of stable value fund participants. The assets are wrapped by the financially responsible insurance company. The Master Trust participates in the underlying experience of the separate account via future periodic rate resets.

The crediting rates for synthetic and separate account GICs are reset periodically throughout the year and are based on the performance of the portfolio of assets underlying these contracts. Inputs used to determine the crediting rate include each contract's portfolio market value of fixed income assets, current yield-to-maturity, duration (similar to weighted average life) and market value relative to contract value. All contracts have a guaranteed rate of at least 0% or higher with respect to determining interest rate resets.

Traditional GICs expose the Plan through the Stable Value Fund to direct credit risk associated with each contract issuer. To mitigate this risk, the investment guidelines prohibit DCMC from purchasing contracts from issuers with a credit rating lower than Aa3/AA. In addition, the weighted average credit rating of all contracts must be A3/A- or higher at all times and no single traditional GIC issuer may represent more than 5% of the total Stable Value Fund. Additionally, DCMC continually monitors the issuers of these investments through external credit rating agencies. DCMC monitors credit rating history, downgrade/upgrade notifications, and analyst reports for all current and potential issuers. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value for plan permitted benefit payments. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following:

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(i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (ii) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the Plan sponsor or other Plan sponsor events (i.e. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value, is probable.

Based on certain events specified in fully benefit-responsive investment contracts, both the Plan/Trust and issuers of such investment contracts are permitted to terminate the investment contracts. If applicable, such terminations can occur prior to the scheduled maturity date.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

Examples of termination events that permit issuers to terminate investment contracts include the following:

- The Plan Sponsor's receipt of a final determination notice from the IRS that the Plan does not qualify under Section 401(a) of the Internal Revenue Code ( IRC ).
- The Trust ceases to be exempt from federal income taxation under Section 501(a) of the IRC.
- The Plan/Trust or its representative breaches material obligations under the investment contract such as a failure to satisfy its fee payment obligations.
- The Plan/Trust or its representative makes a material misrepresentation.
- The Plan/Trust makes a material amendment to the Plan/Trust and/or the amendment adversely impacts the issuer.
- The Plan/Trust, without the issuer's consent, attempts to assign its interest in the investment contract.
- The balance of the contract value is zero or immaterial.
- Mutual consent.
- The termination event is not cured within a reasonable time period, i.e., 30 days.

For synthetic and separate account GICs, additional termination events include the following:

- The investment manager of the underlying securities is replaced without the prior written consent by the issuer.
- The underlying securities are managed in a way that does not comply with the investment guidelines.

At termination, the contract value is adjusted to reflect a discounted value based on surrender charges or other penalties for GICs.

For synthetic and separate account GICs, termination is at market value of the underlying securities less unpaid issuer fees or charges. If the termination event is not material based on industry standards, it may be possible for the Plan/Trust to exercise its right to require the issuer that initiated the termination to extend the investment contract for a period no greater than what it takes to immunize the underlying securities and/or it may be possible to replace the issuer of a synthetic and separate account GIC that terminates the contract with another synthetic and separate account GIC issuer. Both options help maintain the stable contract value.

#### **Financial Instruments with Off-Balance-Sheet Risk in the Master Trust**

In accordance with the investment strategy of the managed accounts, the Master Trust's investment managers execute transactions in various financial instruments that may give rise to varying degrees of off-balance-sheet market and credit risk. These instruments can be executed on an exchange or negotiated in the over-the-counter market. These financial instruments include futures, forward settlement contracts, swap and option contracts.

Swap contracts include interest rate swap contracts which involve an agreement to exchange periodic interest payment streams (typically fixed vs. variable) calculated on an agreed upon periodic interest rate multiplied by a predetermined notional principal amount.

Market risk arises from the potential for changes in value of financial instruments resulting from fluctuations in interest and foreign exchange rates and in prices of debt and equity securities. The gross notional (or contractual) amounts used to express the volume of these transactions do not necessarily represent the amounts potentially subject to market risk. In many cases, these financial instruments serve to reduce, rather than increase, the Trust's exposure to losses from market or other risks. In addition, the measurement of market risk is meaningful only when all related and offsetting transactions are identified. The Trust's investment managers generally limit the Trust's market risk by holding or purchasing offsetting positions.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

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**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

As a writer of option contracts, the Master Trust receives a premium to become obligated to buy or sell financial instruments for a period of time at the holder's option. During this period, the Trust bears the risk of an unfavorable change in the market value of the financial instrument underlying the option, but has no credit risk, as the counterparty has no performance obligation to the Trust once it has paid its cash premium.

The Master Trust is subject to credit risk of counterparty nonperformance on derivative contracts in a gain position, except for written options, which obligate the Trust to perform and do not give rise to any counterparty credit risk.

**NOTE 5 FAIR VALUE MEASUREMENTS**

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Fair value calculations may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.



Table of Contents**DUPONT 401(k) AND PROFIT SHARING PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

The following table sets forth by level, within the fair value hierarchy, the Plan's and the Master Trust's assets and liabilities at fair value as of December 31, 2010:

	Investments at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Plan's investments, excluding interest in Master Trust:				
DuPont company stock	\$ 1,448,000	\$	\$	\$ 1,448,000
Participant-directed brokerage account <sup>1</sup>	74,906			74,906
Total Plan's investments	\$ 1,522,906	\$	\$	\$ 1,522,906
Master Trust's investments:				
Common stocks:				
International common stocks	\$ 167,198,740	\$	\$	\$ 167,198,740
Large-cap domestic common stocks	510,225,660			510,225,660
Mid-cap domestic common stocks	296,682,652			296,682,652
Small-cap domestic common stocks	62,013,982			62,013,982
Total common stocks	1,036,121,034			1,036,121,034
Investment contracts:				
Separate account GICs		2,054,237,682		2,054,237,682
Traditional GICs		814,045,947		814,045,947
Wrapper contracts		7,191,123		7,191,123
Underlying assets on synthetic GICs:				
Pooled separate account		534,978,466		534,978,466
Commingled funds		2,153,029,958		2,153,029,958
Total investment contracts		5,563,483,176		5,563,483,176
Preferred stocks	3,664,629			3,664,629
Fixed income securities		49,952,320		49,952,320
Mutual funds	299,935,070			299,935,070
CCTs		1,502,499,265		1,502,499,265
Cash and short term investments		15,055,667		15,055,667
Total Trust investments assets	1,339,720,733	7,130,990,428		8,470,711,161
Other financial instruments <sup>2</sup>	(16,500)	(59,715)		(76,215)
Total Master Trust assets	\$ 1,339,704,233	\$ 7,130,930,713	\$	\$ 8,470,634,946

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Explanation of Responses:

- 1 Underlying assets on the participant-directed brokerage account relate to mutual funds.
- 2 Other financial instruments include forwards, futures, options and swaps.

Table of Contents**DUPONT 401(k) AND PROFIT SHARING PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

The following table sets forth by level, within the fair value hierarchy, the Plan's and the Master Trust's assets and liabilities at fair value as of December 31, 2009:

	Investments at Fair Value as of December 31, 2009			Total
	Level 1	Level 2	Level 3	
Plan's investments, excluding interest in Master Trust:				
DuPont company stock	\$ 656,476	\$	\$	\$ 656,476
Participant-directed brokerage account <sup>1</sup>	42,977			42,977
Total Plan's investments	\$ 699,453	\$	\$	\$ 699,453
Master Trust's investments:				
Common stocks:				
International common stocks	\$ 128,216,804	\$	\$	\$ 128,216,804
Large-cap domestic common stocks	609,918,604			609,918,604
Mid-cap domestic common stocks	286,302,553			286,302,553
Small-cap domestic common stocks	45,106,802			45,106,802
Total common stocks	1,069,544,763			1,069,544,763
Investment contracts:				
Traditional GICs		894,567,953		894,567,953
Wrapper contracts		2,504,450		2,504,450
Underlying assets on synthetic GICs:				
Mutual funds	724,412,126			724,412,126
Commingled funds		3,871,352,144		3,871,352,144
Total investment contracts	724,412,126	4,768,424,547		5,492,836,673
Preferred stocks	5,662,597			5,662,597
Fixed income securities		28,258,005		28,258,005
Mutual funds	110,849,115			110,849,115
CCTs		1,217,694,419		1,217,694,419
Cash and short term investments		18,740,468		18,740,468
Total Trust investments assets	1,910,468,601	6,033,117,439		7,943,586,040
Other financial instruments <sup>2</sup>	(8,825)	226,586		217,761
Total Master Trust assets	\$ 1,910,459,776	\$ 6,033,344,025	\$	\$ 7,943,803,801

1 Underlying assets on the participant-directed brokerage account relate to mutual funds.

2 Other financial instruments include forwards, futures, and options.

For the year ended December 31, 2010, there were no significant transfers in or out of Levels 1, 2 or 3.

**NOTE 6 ASSET TRANSFERS**

Coastal Plan assets were merged into the Plan in 2009. Asset transfers in of \$127,540 for the year ended December 31, 2010 primarily relate to investments of the Coastal Plan in the Guaranteed Portfolio Fund that were not transferred to the Plan due to provisions within the fund which did not allow the Plan to initiate a transfer before December 31, 2010.

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010**

**NOTE 7 RELATED PARTY TRANSACTIONS**

Certain Plan investments are shares of mutual funds and units of CCTs managed by Northern Trust and Bank of America, which also serve as trustees. In addition, the Plan offers DuPont common stock as an investment option. At December 31, 2010, the Plan held 29,030 shares of DuPont common stock valued at \$1,448,000. At December 31, 2009, the Plan held 19,497 shares of DuPont common stock valued at \$656,476. During the year ended December 31, 2010, the Plan purchased and sold approximately \$632,000 and \$264,000 of DuPont common stock, respectively. Transactions in these investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

Also, the Stable Value Fund assets held by the Plan are managed by DCMC, under the terms of an investment management agreement between DCMC and the Company. DCMC hires additional investment managers to manage a portion of the fixed income assets backing synthetic GICs allocated to the Stable Value Fund. The amount of DCMC fees accrued and paid by the Stable Value fund was approximately \$2,419,000 for the year ended December 31, 2010. DCMC fee amounts relate to the Master Trust and are allocated proportionately to the plans within the Master Trust based on each plan's interest to the total fair value of the Master Trust investment funds. These fees qualify as party-in-interest transactions, which are exempt from prohibited transaction rules of ERISA.

**NOTE 8 PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in the profit sharing contributions.

**NOTE 9 TAX STATUS**

The Plan is a qualified plan pursuant to Section 401(a) of the IRC and the related trust is exempt from federal taxation under Section 501(a) of the IRC. A favorable tax determination letter from the IRS dated May 16, 2011, covering the Plan and amendments through December 31, 2010, has been received by the Plan. The Plan has not been amended since receiving the determination letter. Therefore, no provision has been made for federal income taxes in the Plan's financial statements.

**NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2010 and 2009 to the Form 5500:

	<b>2010</b>		<b>2009</b>
Net assets available for benefits per the financial statements	\$ 31,349,211	\$	27,182,998
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	817,214		276,400
Amounts allocated to withdrawing participants	(6,811)		(13,620)
Loans balances considered deemed distributions	(18,255)		(24,130)
Net assets available for benefits per the Form 5500	\$ 32,141,359	\$	27,421,648

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The following is a reconciliation of total additions per the financial statements for the year ended December 31, 2010 to total income per the Form 5500:

	<b>2010</b>
Total additions per the financial statements	\$ 6,755,646
2010 adjustment from contract value to fair value for fully benefit-responsive investment contracts	817,214
2009 adjustment from contract value to fair value for fully benefit-responsive investment contracts	(276,400)
Total income per the Form 5500	\$ 7,296,460

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but are not yet paid as of that date. The following is a reconciliation of total deductions per the financial statements to total expenses per the Form 5500 for the year ended December 31, 2010:

	<b>2010</b>
Total deductions per the financial statements	\$ 2,714,073
Amounts allocated to withdrawing participants at December 31, 2010	6,811
Amounts allocated to withdrawing participants at December 31, 2009	(13,620)
Current year cumulative deemed distributions	18,255
Prior year cumulative deemed distributions	(24,130)
Total expenses per the Form 5500	\$ 2,701,389

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**SUPPLEMENTAL SCHEDULE**

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**DUPONT 401(k) AND PROFIT SHARING PLAN**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2010**

**ATTACHMENT TO FORM 5500, SCHEDULE H, PART IV, LINE I**

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
*	Plan interest in DuPont and Related Companies Defined Contribution Plan Master Trust	Master Trust	**	\$ 29,164,111
*	Participant-directed Brokerage Account	Brokerage account	**	74,906
*	DuPont Company Stock	Company stock	**	1,448,000
*	Notes receivable from participants	4.25% to 10.50% - Maturing from January 2011 - May 2020	**	1,115,550
	<b>Total Assets Held At End of Year</b>			<b>\$ 31,802,567</b>

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of Independent Registered Public Accounting Firm

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**SIGNATURE**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

DuPont 401(k) and Profit Sharing Plan

/s/ Robert Slone  
Robert Slone  
Director Global Rewards

June 27, 2011