

## **GE Capital, First USA Announce Credit Card Joint Venture, Portfolio Transaction and Co-Brand Partnership**

STAMFORD, Conn./WILMINGTON, Del.-- Dec. 14, 1998-- GE Capital and First USA, the credit card subsidiary of BANK ONE CORPORATION, today announced several strategic actions to strengthen their respective credit card operations, including a joint venture, credit card portfolio transaction and co-brand partnership. The actions include:

-- the formation of a private-label credit card joint venture that will combine \$1 billion in GE Capital private-label credit card receivables and First USA's \$1.6 billion private-label credit card portfolio;

-- the sale of \$2.2 billion of GE Capital's Visa/MasterCard receivables to First USA; and

-- a co-brand partnership agreement for First USA to market and issue Visa and MasterCard credit cards featuring the GE brand.

The private-label credit card joint venture will have approximately \$2.6 billion in private-label credit card receivables. GE Capital will act as managing partner of the joint venture in recognition of GE Capital's extensive experience in private-label credit cards. First USA will contribute its existing private-label business located in Dayton, Ohio, to the joint venture, and GE Capital will contribute private-label assets. As part of the new joint venture, First USA's Dayton-based private-label operation and its employees will remain in Dayton. GE Capital and First USA will each own 50% of the joint venture.

First USA will acquire \$2.2 billion of GE Capital's Visa and MasterCard domestic credit card portfolio.

The co-brand agreement powerfully combines the GE brand and more than 20 million GE consumer relationships with the direct marketing and innovative product expertise of First USA. GE Capital will continue to own and expand its GE-branded bankcards and retailer co-branded bankcards outside the U.S. and operate its rapidly-growing Utah-based corporate card business.

GE Capital Executive Vice President Ed Stewart said, "This agreement makes GE Capital and First USA much stronger players in the credit card industry, both individually and as a team. We've created a terrific way to benefit business lines and our customers at the same time."

First USA Chairman and Chief Executive Officer Richard W. Vague said, "This truly is a win-win transaction that plays to the strengths of both companies and provides an opportunity to build stronger customer relationships. The acquisition of approximately \$2.2 billion in credit card receivables from GE Capital represents a continuation of First USA's strategy of purchasing credit card portfolios."

The transaction is expected to be completed by year-end pending the expiration or termination of the Hart-Scott-Rodino Act waiting period. Terms of the agreements were not disclosed.

GE Capital Consumer Financial Services develops and markets consumer bankcards. Its Corporate Expense Management Services business develops and markets corporate bankcards designed for medium- and large-sized companies. The cards are issued by its subsidiary, GE Capital Financial Inc.

GE Capital, with assets of over US \$250 billion, is a global, diversified financial services company with 28 specialized businesses. A wholly-owned subsidiary of General Electric Company (NYSE:GE), GE Capital, based in Stamford, Conn., provides equipment management, mid-market and specialized financing, specialty insurance and a variety of consumer services, such as car leasing, home mortgages and credit cards, to businesses and individuals around the world. GE is a diversified manufacturing, technology and services company with operations worldwide.

First USA ([www.firstusa.com](http://www.firstusa.com)), a subsidiary of BANK ONE CORPORATION (NYSE:ONE), is one of the nation's two largest credit card lenders. First USA offers credit cards for consumers and businesses under the First USA, First Card and Bank One names and on behalf of more than 1,400 marketing partners. BANK ONE is the nation's fifth largest bank holding company, with assets of more than \$235 billion, and offers a full range of financial services to commercial and business customers and consumers.