

Edgar Filing: CIT GROUP INC - Form 424B3

Form: Global Note.

Interest Reset Dates: Monthly on the 25th day of each month, commencing December 27, 2002, provided that if any Interest Reset Date would otherwise fall on a day that is not a Business Day, then the Interest Reset Date will be the first following day that is a Business Day, except that if such Business Day is in the next succeeding calendar month, such Interest Reset Date will be the immediately preceding Business Day.

Interest Payment Dates: Monthly on the 25th day of each month, commencing December 27, 2002, provided that if any such day is not a Business Day, the Interest Payment Date will be the next succeeding Business Day, except that if such Business Day is in the next succeeding calendar month, such Interest Payment Date will be the immediately preceding Business Day, and no interest on such payment will accrue for the period from and after the Maturity Date.

Accrual of Interest: Accrued interest will be computed by adding the Interest Factors calculated for each day from the Original Issue Date or from the last date to which interest has been paid or duly provided for up to but not including the day for which accrued interest is being calculated. The "Interest Factor" for any Note for each such day will be computed by multiplying the face amount of the Note by the interest rate applicable to such day and dividing the product thereof by 360.

Interest payments will include the amount of interest accrued from and including the most recent Interest Payment Date to which interest has been paid (or from and including the Original Issue Date) to but excluding the applicable Interest Payment Date.

Interest Determination Date: Two London Business Days prior to each Interest Reset Date.

Calculation Date: The earlier of (i) the fifth Business Day after each Interest Determination Date, or (ii) the Business Day immediately preceding the applicable Interest Payment Date.

Maximum Interest Rate: Maximum rate permitted by New York law.

Minimum Interest Rate: 0.0%.

Exchange Listing: None

Other Provisions:

"LIBOR Telerate" means the rate for deposits in U.S. dollars having the Index Maturity specified above which appears on the Telerate Page 3750 (defined below) as of 11:00 a.m., London time, on the applicable Interest Determination Date.

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"Telerate Page 3750" means the display page designated as page 3750 on the Bridge Telerate, Inc. service (or such other page as may replace page 3750 on that service for the purpose of displaying London interbank offered rates).

"Business Day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are generally authorized or required by law or regulation to close in The City of New York, which day is also a day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

"London Business Day" means any day on which deposits in U.S. dollars are transacted in the London interbank market.

Trustee, Registrar, Authenticating and Paying Agent: Bank One Trust Company, N.A.

Agents:

Agent -----	Principal Amount -----
Barclays Capital Inc.	\$175,000,000
Goldman, Sachs and Co.	\$107,000,000
Banc of America Securities LLC	\$41,000,000
Deutsche Bank Securities, Inc.	\$40,000,000
Lehman Brothers Inc.	\$40,000,000
J.P. Morgan Securities Inc.	\$20,000,000
Wachovia Securities Inc.	\$10,000,000
BNP Paribas Securities Corp.	\$5,000,000
Salomon Smith Barney Inc.	\$2,000,000
UBS Warburg LLC	\$2,000,000

Total	\$442,000,000

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