

CIT GROUP INC
Form T-3
October 02, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form T-3
FOR APPLICATION FOR QUALIFICATION OF INDENTURE
UNDER THE TRUST INDENTURE ACT OF 1939**

**CIT Group Inc.
CIT Group Funding Company of Delaware LLC**
(Name of Applicant)
c/o CIT Group Inc.
505 Fifth Avenue
New York, New York 10017
(Address of Principal Executive Offices)
Securities to be Issued Under the Indentures to be Qualified

| Title of Class | Amount |
|------------------------|------------------|
| Series A Secured Notes | \$22,075,000,000 |
| Series B Secured Notes | \$ 2,150,000,000 |

Approximate date of proposed public offering: As soon as practicable after the date of this Application for Qualification.

| | |
|--|--|
| Name and address of agent for service: | Copies to be sent to: |
| Robert J. Ingato, Esq. | Andrea Nicolas, Esq. |
| Executive Vice President and General Counsel | Skadden, Arps, Slate, Meagher & Flom LLP |
| CIT Group Inc. | Four Times Square |
| 505 Fifth Avenue | New York, New York 10036 |
| New York, New York 10017 | (212) 735-3000 |
| (212) 771-0505 | |

Applicant hereby amends this Application for Qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this Application for Qualification, or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, may determine upon the written request of the Applicant.

1. General Information.

- (a) CIT Group Inc. (the Corporation) is a corporation and CIT Group Funding Company of Delaware LLC (Delaware Funding) is a limited liability company.

(b) The Corporation was organized under the laws of the State of Delaware. Delaware Funding was domesticated as a Delaware limited liability company.

2. Securities Act Exemption Applicable.

As described in the Offering Memorandum, Disclosure Statement and Solicitation of Acceptances of a Prepackaged Plan of Reorganization, dated October 1, 2009 (the Offering Memorandum) attached hereto as Exhibit T3E.1, (i) the Corporation is offering to exchange any and all of the outstanding notes (including the U.S. dollar equivalent of non-U.S. dollar-denominated notes) of the Corporation listed in the table below for a pro rata portion of each of five series of its newly issued Series A secured notes (the Series A Notes) and/or up to approximately 70 million shares of its newly issued preferred stock (the New Preferred Stock) and (ii) Delaware Funding, an indirect, wholly-owned subsidiary of the Corporation, is offering to exchange any and all of its outstanding notes listed in the table below for a pro rata portion of each of five series of its newly issued Series B secured notes (the Series B Notes) and together with the Series A Notes, the New Notes) for the consideration specified in the table below (the Exchange Offers). We refer to the notes to be tendered in the Exchange Offers as the Old Notes. On October 1, 2009, the Corporation and Delaware Funding, as applicable, amended each of the indentures under which the Old Notes were issued to provide guarantees by all of the Corporation's current domestic wholly-owned subsidiaries for each of the Old Notes that would be exchanged for New Notes in the Exchange Offer, with the exception of Delaware Funding, CIT Bank and other regulated subsidiaries, special purpose entities and immaterial subsidiaries.

Corporation Outstanding Notes

| Title of Old Notes to be Tendered | Outstanding Principal | | Consideration per | |
|---|-----------------------|---------------------|-------------------|-----------|
| | | | Principal | Number of |
| Amount | CUSIP/ISIN | US\$1,000 | Shares of | |
| | | Principal Amount of | New | |
| | | Old Notes Tendered | Preferred | |
| | | Amount | Stock | |
| | | of New | to be Issued(1) | |
| | | Notes | | |
| | | to be | | |
| | | Issued | | |
| 6.88% Notes due November 1, 2009 | USD 300,000,000 | 12560PCL3 | \$ 900 | 0.40749 |
| 4.13% Notes due November 3, 2009 | USD 500,000,000 | 125581AM0 | \$ 900 | 0.40749 |
| 3.85% Notes due November 15, 2009 | USD 1,959,000 | 12557WJP7 | \$ 900 | 0.40749 |
| 4.63% Notes due November 15, 2009 | USD 1,349,000 | 12557WLV1 | \$ 900 | 0.40749 |
| 5.05% Notes due November 15, 2009 | USD 2,800,000 | 12557WPC9 | \$ 900 | 0.40749 |
| 5.00% Notes due November 15, 2009 | USD 4,217,000 | 12557WB26 | \$ 900 | 0.40749 |
| 5.00% Notes due November 15, 2009 | USD 5,083,000 | 12557WB59 | \$ 900 | 0.40749 |
| 5.00% Notes due November 15, 2009 | USD 6,146,000 | 12557WB83 | \$ 900 | 0.40749 |
| 3.95% Notes due December 15, 2009 | USD 3,314,000 | 12557WJV4 | \$ 900 | 0.40749 |
| 4.80% Notes due December 15, 2009 | USD 2,073,000 | 12557WMB4 | \$ 900 | 0.40749 |
| 4.70% Notes due December 15, 2009 | USD 285,000 | 12557WPL9 | \$ 900 | 0.40749 |
| 4.85% Notes due December 15, 2009 | USD 582,000 | 12557WPU9 | \$ 900 | 0.40749 |
| 6.25% Notes due December 15, 2009 | USD 63,703,000 | 12557WSJ1 | \$ 900 | 0.40749 |
| 6.50% Notes due December 15, 2009 | USD 40,994,000 | 12557WSM4 | \$ 900 | 0.40749 |
| Floating Rate Notes due December 21, 2009 | USD 113,000,000 | 12560PDL2 | \$ 900 | 0.40749 |

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|--|-------------------|--------------|--------|---------|
| 4.25% Notes due February 1, 2010 | USD 750,000,000 | 125581AQ1 | \$ 850 | 1.22248 |
| 4.05% Notes due February 15, 2010 | USD 4,172,000 | 12557WKE0 | \$ 850 | 1.22248 |
| 5.15% Notes due February 15, 2010 | USD 1,918,000 | 12557WQC8 | \$ 850 | 1.22248 |
| 5.05% Notes due February 15, 2010 | USD 1,497,000 | 12557WQL8 | \$ 850 | 1.22248 |
| 6.50% Notes due February 15, 2010 | USD 58,219,000 | 12557WSX0 | \$ 850 | 1.22248 |
| 6.25% Notes due February 15, 2010 | USD 44,138,000 | 12557WTE1 | \$ 850 | 1.22248 |
| Floating Rate Notes due March 1, 2010 | CHF 100,000,000 | CH0029382659 | \$ 850 | 1.22248 |
| 2.75% Notes due March 1, 2010 | CHF 50,000,000 | CH0029407191 | \$ 850 | 1.22248 |
| Floating Rate Notes due March 12, 2010 | USD 1,000,000,000 | 125581CX4 | \$ 850 | 1.22248 |
| 4.30% Notes due March 15, 2010 | USD 1,822,000 | 12557WKL4 | \$ 850 | 1.22248 |
| 5.05% Notes due March 15, 2010 | USD 4,241,000 | 12557WMH1 | \$ 850 | 1.22248 |
| 5.15% Notes due March 15, 2010 | USD 6,375,000 | 12557WMP3 | \$ 850 | 1.22248 |
| 4.90% Notes due March 15, 2010 | USD 297,000 | 12557WQU8 | \$ 850 | 1.22248 |
| 4.85% Notes due March 15, 2010 | USD 784,000 | 12557WRC7 | \$ 850 | 1.22248 |
| 6.50% Notes due March 15, 2010 | USD 33,677,000 | 12557WTL5 | \$ 850 | 1.22248 |
| Floating Rate Notes due March 22, 2010 | USD 150,000,000 | 12560PFN6 | \$ 850 | 1.22248 |
| 4.45% Notes due May 15, 2010 | USD 3,980,000 | 12557WKS9 | \$ 850 | 1.22248 |
| 5.25% Notes due May 15, 2010 | USD 2,414,000 | 12557WMV0 | \$ 850 | 1.22248 |
| 5.38% Notes due June 15, 2010 | GBP 300,000,000 | XS0276327342 | \$ 850 | 1.22248 |
| 4.30% Notes due June 15, 2010 | USD 1,013,000 | 12557WKX8 | \$ 850 | 1.22248 |
| 4.35% Notes due June 15, 2010 | USD 1,419,000 | 12557WLE9 | \$ 850 | 1.22248 |
| 5.30% Notes due June 15, 2010 | USD 2,622,000 | 12557WNB3 | \$ 850 | 1.22248 |
| 4.60% Notes due August 15, 2010 | USD 1,131,000 | 12557WLL3 | \$ 850 | 1.22248 |
| 5.45% Notes due August 15, 2010 | USD 11,920,000 | 12557WNH0 | \$ 850 | 1.22248 |
| 5.50% Notes due August 15, 2010 | USD 1,511,000 | 12557WA92 | \$ 850 | 1.22248 |
| 4.25% Notes due September 15, 2010 | USD 295,000 | 12557WLS8 | \$ 850 | 1.22248 |

| Title of Old Notes to be Tendered | Outstanding Principal | | Consideration per US\$1,000 Principal Amount of Old Notes Tendered | Number of Shares of New Preferred Stock to be Issued(1) |
|--|-----------------------|--------------|---|--|
| | Amount | CUSIP/ISIN | Principal Amount of New Notes to be Issued | |
| 5.25% Notes due September 15, 2010 | USD 11,403,000 | 12557WNR8 | \$ 850 | 1.22248 |
| 5.20% Notes due November 3, 2010 | USD 500,000,000 | 125577AS5 | \$ 850 | 1.22248 |
| Floating Rate Notes due November 3, 2010 | USD 474,000,000 | 125577AT3 | \$ 850 | 1.22248 |
| 5.05% Notes due November 15, 2010 | USD 9,054,000 | 12557WLY5 | \$ 850 | 1.22248 |
| 5.25% Notes due November 15, 2010 | USD 6,349,000 | 12557WNZ0 | \$ 850 | 1.22248 |
| 5.25% Notes due November 15, 2010 | USD 12,292,000 | 12557WC33 | \$ 850 | 1.22248 |
| 5.25% Notes due November 15, 2010 | USD 1,686,000 | 12557WC74 | \$ 850 | 1.22248 |
| 4.75% Notes due December 15, 2010 | USD 750,000,000 | 12560PDB4 | \$ 850 | 1.22248 |
| 5.00% Notes due December 15, 2010 | USD 5,842,000 | 12557WME8 | \$ 850 | 1.22248 |
| 5.05% Notes due December 15, 2010 | USD 5,926,000 | 12557WPH8 | \$ 850 | 1.22248 |
| 4.90% Notes due December 15, 2010 | USD 3,188,000 | 12557WPR6 | \$ 850 | 1.22248 |
| 5.25% Notes due December 15, 2010 | USD 807,000 | 12557WSE2 | \$ 850 | 1.22248 |
| 6.50% Notes due December 15, 2010 | USD 12,177,000 | 12557WSR3 | \$ 850 | 1.22248 |
| 6.50% Notes due January 15, 2011 | USD 17,752,000 | 12557WSV4 | \$ 800 | 2.03746 |
| 4.72% Notes due February 10, 2011 | CAD 400,000,000 | 125581AU2 | \$ 800 | 2.03746 |
| 5.15% Notes due February 15, 2011 | USD 2,158,000 | 12557WPZ8 | \$ 800 | 2.03746 |
| 5.15% Notes due February 15, 2011 | USD 1,458,000 | 12557WQH7 | \$ 800 | 2.03746 |
| 6.60% Notes due February 15, 2011 | USD 25,229,000 | 12557WTB7 | \$ 800 | 2.03746 |
| Floating Rate Notes due February 28, 2011 | GBP 70,000,000 | XS0245933121 | \$ 800 | 2.03746 |
| 5.05% Notes due March 15, 2011 | USD 1,560,000 | 12557WML2 | \$ 800 | 2.03746 |
| 5.00% Notes due March 15, 2011 | USD 1,001,000 | 12557WQR5 | \$ 800 | 2.03746 |
| 4.90% Notes due March 15, 2011 | USD 806,000 | 12557WQZ7 | \$ 800 | 2.03746 |
| 5.00% Notes due March 15, 2011 | USD 1,589,000 | 12557WRH6 | \$ 800 | 2.03746 |
| 6.75% Notes due March 15, 2011 | USD 7,604,000 | 12557WTJ0 | \$ 800 | 2.03746 |
| 6.50% Notes due March 15, 2011 | USD 6,187,000 | 12557WTQ4 | \$ 800 | 2.03746 |
| 5.15% Notes due April 15, 2011 | USD 957,000 | 12557WMS7 | \$ 800 | 2.03746 |
| Floating Rate Notes due April 27, 2011 | USD 280,225,000 | 125581BA5 | \$ 800 | 2.03746 |
| 5.60% Notes due April 27, 2011 | USD 750,000,000 | 125581AZ1 | \$ 800 | 2.03746 |
| 5.40% Notes due May 15, 2011 | USD 1,283,000 | 12557WMY4 | \$ 800 | 2.03746 |
| 5.35% Notes due June 15, 2011 | USD 558,000 | 12557WNE7 | \$ 800 | 2.03746 |
| Floating Rate Notes due July 28, 2011 | USD 669,500,000 | 125581BE7 | \$ 800 | 2.03746 |
| 5.80% Notes due July 28, 2011 | USD 550,000,000 | 125581BF4 | \$ 800 | 2.03746 |
| 5.35% Notes due August 15, 2011 | USD 2,254,000 | 12557WNM9 | \$ 800 | 2.03746 |
| 5.20% Notes due September 15, 2011 | USD 2,685,000 | 12557WNV9 | \$ 800 | 2.03746 |
| Floating Rate Notes due September 21, 2011 | GBP 40,000,000 | XS0268935698 | \$ 800 | 2.03746 |

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|------------------------------------|-----------------|--------------|--------|---------|
| 4.25% Notes due September 22, 2011 | EUR 750,000,000 | XS0201605192 | \$ 800 | 2.03746 |
| 5.20% Notes due November 15, 2011 | USD 7,392,000 | 12557WPD7 | \$ 800 | 2.03746 |
| 5.25% Notes due November 15, 2011 | USD 4,427,000 | 12557WB34 | \$ 800 | 2.03746 |
| 5.25% Notes due November 15, 2011 | USD 5,175,000 | 12557WB67 | \$ 800 | 2.03746 |
| 5.25% Notes due November 15, 2011 | USD 4,944,000 | 12557WB91 | \$ 800 | 2.03746 |

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| Title of Old Notes to be Tendered | Outstanding Principal | | Principal Amount of Old Notes Tendered | Consideration per US\$1,000 | Number of New Preferred Shares of Stock to be Issued(1) |
|---|-----------------------|--------------|--|-----------------------------|---|
| | Amount | CUSIP/ISIN | Amount of New Notes to be Issued | | |
| Floating Rate Notes due November 30, 2011 | EUR 500,000,000 | XS0275670965 | \$ 800 | | 2.03746 |
| 4.85% Notes due December 15, 2011 | USD 482,000 | 12557WPM7 | \$ 800 | | 2.03746 |
| 5.00% Notes due December 15, 2011 | USD 1,685,000 | 12557WPV7 | \$ 800 | | 2.03746 |
| 5.40% Notes due February 13, 2012 | USD 479,996,000 | 125581CT3 | \$ 800 | | 2.03746 |
| Floating Rate Notes due February 13, 2012 | USD 654,250,000 | 125581CU0 | \$ 800 | | 2.03746 |
| 5.25% Notes due February 15, 2012 | USD 2,937,000 | 12557WQD6 | \$ 800 | | 2.03746 |
| 5.15% Notes due February 15, 2012 | USD 1,532,000 | 12557WQM6 | \$ 800 | | 2.03746 |
| 7.25% Notes due February 15, 2012 | USD 30,577,000 | 12557WSY8 | \$ 800 | | 2.03746 |
| 7.00% Notes due February 15, 2012 | USD 17,676,000 | 12557WTF8 | \$ 800 | | 2.03746 |
| 5.00% Notes due March 15, 2012 | USD 482,000 | 12557WQV6 | \$ 800 | | 2.03746 |
| 5.00% Notes due March 15, 2012 | USD 1,059,000 | 12557WRD5 | \$ 800 | | 2.03746 |
| 7.25% Notes due March 15, 2012 | USD 13,609,000 | 12557WTM3 | \$ 800 | | 2.03746 |
| 7.75% Notes due April 2, 2012 | USD 259,646,000 | 125581AB4 | \$ 800 | | 2.03746 |
| 5.75% Notes due August 15, 2012 | USD 466,000 | 12557WA68 | \$ 800 | | 2.03746 |
| 3.80% Notes due November 14, 2012 | EUR 450,000,000 | XS0234935434 | \$ 800 | | 2.03746 |
| 5.50% Notes due November 15, 2012 | USD 2,711,000 | 12557WC41 | \$ 800 | | 2.03746 |
| 5.50% Notes due November 15, 2012 | USD 1,381,000 | 12557WC82 | \$ 800 | | 2.03746 |
| 7.63% Notes due November 30, 2012 | USD 1,277,653,000 | 125577AZ9 | \$ 800 | | 2.03746 |
| 5.50% Notes due December 15, 2012 | USD 495,000 | 12557WSF9 | \$ 800 | | 2.03746 |
| 7.00% Notes due December 15, 2012 | USD 36,343,000 | 12557WSK8 | \$ 800 | | 2.03746 |
| 7.25% Notes due December 15, 2012 | USD 19,425,000 | 12557WSN2 | \$ 800 | | 2.03746 |
| 7.30% Notes due December 15, 2012 | USD 11,775,000 | 12557WSS1 | \$ 800 | | 2.03746 |
| Floating Rate Notes due December 21, 2012 | USD 290,705,000 | 12560PEP2 | \$ 800 | | 2.03746 |
| 6.15% Notes due January 15, 2013 | USD 29,038,000 | 12557WAZ4 | \$ 700 | | 3.25993 |
| 6.25% Notes due January 15, 2013 | USD 62,461,000 | 12557WBC4 | \$ 700 | | 3.25993 |
| 6.15% Notes due January 15, 2013 | USD 52,560,000 | 12557WBF7 | \$ 700 | | 3.25993 |
| 6.25% Notes due January 15, 2013 | USD 53,967,000 | 12557WBJ9 | \$ 700 | | 3.25993 |
| 7.50% Notes due January 15, 2013 | USD 27,292,000 | 12557WSW2 | \$ 700 | | 3.25993 |
| 6.25% Notes due February 15, 2013 | USD 22,781,000 | 12557WBM2 | \$ 700 | | 3.25993 |
| 6.20% Notes due February 15, 2013 | USD 24,387,000 | 12557WBQ3 | \$ 700 | | 3.25993 |
| 6.00% Notes due February 15, 2013 | USD 22,368,000 | 12557WBT7 | \$ 700 | | 3.25993 |
| 7.60% Notes due February 15, 2013 | USD 23,615,000 | 12557WTC5 | \$ 700 | | 3.25993 |
| 6.15% Notes due February 15, 2013 | USD 23,318,000 | 12557WBW0 | \$ 700 | | 3.25993 |
| 5.40% Notes due March 7, 2013 | USD 483,516,000 | 125581AX6 | \$ 700 | | 3.25993 |
| 7.75% Notes due March 15, 2013 | USD 18,242,000 | 12557WTK7 | \$ 700 | | 3.25993 |

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|--------------------------------|----------------|-----------|--------|---------|
| 7.90% Notes due March 15, 2013 | USD 17,591,000 | 12557WTN1 | \$ 700 | 3.25993 |
| 7.25% Notes due March 15, 2013 | USD 5,350,000 | 12557WTR2 | \$ 700 | 3.25993 |
| 6.00% Notes due March 15, 2013 | USD 26,178,000 | 12557WBZ3 | \$ 700 | 3.25993 |
| 6.00% Notes due March 15, 2013 | USD 27,547,000 | 12557WCC3 | \$ 700 | 3.25993 |
| 6.10% Notes due March 15, 2013 | USD 27,499,000 | 12557WCF6 | \$ 700 | 3.25993 |

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| Title of Old Notes to be Tendered | Outstanding Principal | | Principal Amount of Old Notes Tendered | Consideration per US\$1,000 | Number of New Preferred Shares of Stock to be Issued(1) |
|---------------------------------------|-----------------------|--------------|--|-----------------------------|---|
| | Amount | CUSIP/ISIN | Amount of New Notes to be Issued | | |
| 6.25% Notes due March 15, 2013 | USD 26,121,000 | 12557WCJ8 | \$ 700 | | 3.25993 |
| 6.15% Notes due April 15, 2013 | USD 24,593,000 | 12557WCM1 | \$ 700 | | 3.25993 |
| 6.15% Notes due April 15, 2013 | USD 28,983,000 | 12557WCQ2 | \$ 700 | | 3.25993 |
| 6.05% Notes due April 15, 2013 | USD 19,386,000 | 12557WCT6 | \$ 700 | | 3.25993 |
| 6.05% Notes due May 15, 2013 | USD 44,494,000 | 12557WCW9 | \$ 700 | | 3.25993 |
| 4.95% Notes due May 15, 2013 | USD 9,133,000 | 12557WCZ2 | \$ 700 | | 3.25993 |
| 4.95% Notes due May 15, 2013 | USD 11,492,000 | 12557WDC2 | \$ 700 | | 3.25993 |
| 4.88% Notes due June 15, 2013 | USD 6,237,000 | 12557WDF5 | \$ 700 | | 3.25993 |
| 4.85% Notes due June 15, 2013 | USD 7,956,000 | 12557WDJ7 | \$ 700 | | 3.25993 |
| 4.60% Notes due June 15, 2013 | USD 9,421,000 | 12557WDM0 | \$ 700 | | 3.25993 |
| 4.45% Notes due June 15, 2013 | USD 5,051,000 | 12557WDQ1 | \$ 700 | | 3.25993 |
| Floating Rate Notes due June 20, 2013 | EUR 500,000,000 | XS0258343564 | \$ 700 | | 3.25993 |
| 5.05% Notes due July 15, 2013 | USD 5,228,000 | 12557WEF4 | \$ 700 | | 3.25993 |
| 4.65% Notes due July 15, 2013 | USD 9,267,000 | 12557WDT5 | \$ 700 | | 3.25993 |
| 4.75% Notes due July 15, 2013 | USD 2,318,000 | 12557WDW8 | \$ 700 | | 3.25993 |
| 5.00% Notes due July 15, 2013 | USD 15,182,000 | 12557WDZ1 | \$ 700 | | 3.25993 |
| 4.75% Notes due July 15, 2013 | USD 5,779,000 | 12557WEC1 | \$ 700 | | 3.25993 |
| 5.30% Notes due August 15, 2013 | USD 7,479,000 | 12557WEJ6 | \$ 700 | | 3.25993 |
| 5.50% Notes due August 15, 2013 | USD 2,903,000 | 12557WEM9 | \$ 700 | | 3.25993 |
| 5.50% Notes due August 15, 2013 | USD 6,810,000 | 12557WEQ0 | \$ 700 | | 3.25993 |
| 5.40% Notes due September 15, 2013 | USD 2,445,000 | 12557WET4 | \$ 700 | | 3.25993 |
| 5.50% Notes due September 15, 2013 | USD 4,171,000 | 12557WEW7 | \$ 700 | | 3.25993 |
| 5.25% Notes due September 15, 2013 | USD 4,374,000 | 12557WEZ0 | \$ 700 | | 3.25993 |
| 5.20% Notes due September 15, 2013 | USD 4,378,000 | 12557WFC0 | \$ 700 | | 3.25993 |
| 5.20% Notes due October 15, 2013 | USD 5,497,000 | 12557WFF3 | \$ 700 | | 3.25993 |
| 5.20% Notes due October 15, 2013 | USD 8,130,000 | 12557WFI5 | \$ 700 | | 3.25993 |
| 5.25% Notes due October 15, 2013 | USD 3,359,000 | 12557WFM8 | \$ 700 | | 3.25993 |
| 5.30% Notes due November 15, 2013 | USD 3,146,000 | 12557WFO9 | \$ 700 | | 3.25993 |
| 5.10% Notes due November 15, 2013 | USD 7,480,000 | 12557WFT3 | \$ 700 | | 3.25993 |
| 5.40% Notes due December 15, 2013 | USD 5,783,000 | 12557WFW6 | \$ 700 | | 3.25993 |
| 5.20% Notes due December 15, 2013 | USD 7,241,000 | 12557WFZ9 | \$ 700 | | 3.25993 |
| 5.10% Notes due January 15, 2014 | USD 2,897,000 | 12557WGC9 | \$ 700 | | 3.25993 |
| 4.85% Notes due January 15, 2014 | USD 1,333,000 | 12557WGF2 | \$ 700 | | 3.25993 |
| 5.00% Notes due February 13, 2014 | USD 671,749,000 | 125581AH1 | \$ 700 | | 3.25993 |
| 5.00% Notes due February 15, 2014 | USD 5,957,000 | 12557WGJ4 | \$ 700 | | 3.25993 |

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|-----------------------------------|----------------|-----------|--------|---------|
| 4.90% Notes due February 15, 2014 | USD 1,958,000 | 12557WGM7 | \$ 700 | 3.25993 |
| 7.85% Notes due February 15, 2014 | USD 23,034,000 | 12557WSZ5 | \$ 700 | 3.25993 |
| 7.65% Notes due February 15, 2014 | USD 10,897,000 | 12557WTG6 | \$ 700 | 3.25993 |
| 4.80% Notes due March 15, 2014 | USD 4,492,000 | 12557WGQ8 | \$ 700 | 3.25993 |
| 4.60% Notes due March 15, 2014 | USD 4,211,000 | 12557WGT2 | \$ 700 | 3.25993 |
| 7.85% Notes due March 15, 2014 | USD 4,573,000 | 12557WTS0 | \$ 700 | 3.25993 |
| 4.80% Notes due April 15, 2014 | USD 2,177,000 | 12557GW5 | \$ 700 | 3.25993 |
| 5.10% Notes due April 15, 2014 | USD 5,735,000 | 12557WGZ8 | \$ 700 | 3.25993 |

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| Title of Old Notes to be Tendered | Outstanding Principal | | Principal Amount of Old Notes Tendered | Consideration per US\$1,000 | Number of New Preferred Shares of Stock |
|------------------------------------|-----------------------|--------------|--|-----------------------------|---|
| | Amount | CUSIP/ISIN | Amount of New Notes to be Issued | | to be Issued(1) |
| 5.00% Notes due May 13, 2014 | EUR 463,405,000 | XS0192461837 | \$ 700 | | 3.25993 |
| 5.25% Notes due May 15, 2014 | USD 4,898,000 | 12557WHC8 | \$ 700 | | 3.25993 |
| 5.80% Notes due May 15, 2014 | USD 11,357,000 | 12557WHF1 | \$ 700 | | 3.25993 |
| 5.70% Notes due June 15, 2014 | USD 8,890,000 | 12557WHJ3 | \$ 700 | | 3.25993 |
| 5.75% Notes due June 15, 2014 | USD 10,815,000 | 12557WHM6 | \$ 700 | | 3.25993 |
| 5.75% Notes due June 15, 2014 | USD 1,930,000 | 12557WRU7 | \$ 700 | | 3.25993 |
| 5.85% Notes due June 15, 2014 | USD 1,593,000 | 12557WRX1 | \$ 700 | | 3.25993 |
| 6.00% Notes due June 15, 2014 | USD 10,892,000 | 12557WSA0 | \$ 700 | | 3.25993 |
| 5.65% Notes due July 15, 2014 | USD 8,504,000 | 12557WHQ7 | \$ 700 | | 3.25993 |
| 5.30% Notes due July 15, 2014 | USD 10,005,000 | 12557WHT1 | \$ 700 | | 3.25993 |
| 5.20% Notes due August 15, 2014 | USD 5,691,000 | 12557WHW4 | \$ 700 | | 3.25993 |
| 5.30% Notes due August 15, 2014 | USD 3,915,000 | 12557WHZ7 | \$ 700 | | 3.25993 |
| 6.00% Notes due August 15, 2014 | USD 2,555,000 | 12557WA27 | \$ 700 | | 3.25993 |
| 6.00% Notes due August 15, 2014 | USD 2,389,000 | 12557WA76 | \$ 700 | | 3.25993 |
| 5.25% Notes due September 15, 2014 | USD 16,332,000 | 12557WJC6 | \$ 700 | | 3.25993 |
| 5.05% Notes due September 15, 2014 | USD 17,112,000 | 12557WJF9 | \$ 700 | | 3.25993 |
| 5.13% Notes due September 30, 2014 | USD 638,267,000 | 125581AK4 | \$ 700 | | 3.25993 |
| 4.90% Notes due October 15, 2014 | USD 5,520,000 | 12557WJJ1 | \$ 700 | | 3.25993 |
| 5.10% Notes due October 15, 2014 | USD 13,944,000 | 12557WJM4 | \$ 700 | | 3.25993 |
| 5.05% Notes due November 15, 2014 | USD 7,238,000 | 12557WJQ5 | \$ 700 | | 3.25993 |
| 5.50% Notes due December 1, 2014 | GBP 480,000,000 | XS0207079764 | \$ 700 | | 3.25993 |
| 5.13% Notes due December 15, 2014 | USD 7,632,000 | 12557WJT9 | \$ 700 | | 3.25993 |
| 5.10% Notes due December 15, 2014 | USD 18,101,000 | 12557WJW2 | \$ 700 | | 3.25993 |
| 5.05% Notes due January 15, 2015 | USD 6,302,000 | 12557WJZ5 | \$ 700 | | 3.25993 |
| 5.00% Notes due February 1, 2015 | USD 671,141,000 | 125581AR9 | \$ 700 | | 3.25993 |
| 4.95% Notes due February 15, 2015 | USD 6,678,000 | 12557WKC4 | \$ 700 | | 3.25993 |
| 4.90% Notes due February 15, 2015 | USD 6,848,000 | 12557WKF7 | \$ 700 | | 3.25993 |
| 7.90% Notes due February 15, 2015 | USD 24,329,000 | 12557WTD3 | \$ 700 | | 3.25993 |
| 5.10% Notes due March 15, 2015 | USD 12,247,000 | 12557WKJ9 | \$ 700 | | 3.25993 |
| 5.05% Notes due March 15, 2015 | USD 2,575,000 | 12557WKM2 | \$ 700 | | 3.25993 |
| 4.25% Notes due March 17, 2015 | EUR 412,500,000 | XS0215269670 | \$ 700 | | 3.25993 |
| 5.38% Notes due April 15, 2015 | USD 6,369,000 | 12557WKQ3 | \$ 700 | | 3.25993 |
| 5.25% Notes due May 15, 2015 | USD 15,954,000 | 12557WKT7 | \$ 700 | | 3.25993 |
| 5.30% Notes due May 15, 2015 | USD 27,090,000 | 12557WKW0 | \$ 700 | | 3.25993 |
| 5.10% Notes due June 15, 2015 | USD 14,930,000 | 12557WKZ3 | \$ 700 | | 3.25993 |

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|------------------------------------|----------------|-----------|--------|---------|
| 5.05% Notes due June 15, 2015 | USD 10,912,000 | 12557WLA7 | \$ 700 | 3.25993 |
| 5.20% Notes due June 15, 2015 | USD 8,322,000 | 12557WLF6 | \$ 700 | 3.25993 |
| 5.30% Notes due August 15, 2015 | USD 10,741,000 | 12557WLJ8 | \$ 700 | 3.25993 |
| 5.38% Notes due August 15, 2015 | USD 15,892,000 | 12557WLM1 | \$ 700 | 3.25993 |
| 5.25% Notes due September 15, 2015 | USD 11,241,000 | 12557WLQ2 | \$ 700 | 3.25993 |
| 5.10% Notes due September 15, 2015 | USD 4,898,000 | 12557WLT6 | \$ 700 | 3.25993 |
| 5.50% Notes due November 15, 2015 | USD 4,016,000 | 12557WLW9 | \$ 700 | 3.25993 |
| 5.80% Notes due November 15, 2015 | USD 7,456,000 | 12557WLZ2 | \$ 700 | 3.25993 |

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| Title of Old Notes to be Tendered | Outstanding Principal | | Principal Amount of Old Notes Tendered | Consideration per US\$1,000 | Number of New Preferred Shares of Stock |
|---|-----------------------|--------------|--|-----------------------------|---|
| | Amount | CUSIP/ISIN | Amount of New Notes to be Issued | | to be Issued(1) |
| 5.75% Notes due December 15, 2015 | USD 8,155,000 | 12557WMC2 | \$ 700 | | 3.25993 |
| 5.80% Notes due December 15, 2015 | USD 12,621,000 | 12557WMF5 | \$ 700 | | 3.25993 |
| 5.40% Notes due January 30, 2016 | USD 604,263,000 | 125581AW8 | \$ 700 | | 3.25993 |
| 5.85% Notes due March 15, 2016 | USD 14,372,000 | 12557WMJ7 | \$ 700 | | 3.25993 |
| 5.80% Notes due March 15, 2016 | USD 11,705,000 | 12557WMM0 | \$ 700 | | 3.25993 |
| 6.00% Notes due March 15, 2016 | USD 69,046,000 | 12557WMQ1 | \$ 700 | | 3.25993 |
| 5.88% Notes due April 15, 2016 | USD 4,888,000 | 12557WMT5 | \$ 700 | | 3.25993 |
| 6.05% Notes due May 15, 2016 | USD 14,943,000 | 12557WMW8 | \$ 700 | | 3.25993 |
| 6.15% Notes due May 15, 2016 | USD 18,636,000 | 12557WMZ1 | \$ 700 | | 3.25993 |
| 6.10% Notes due June 15, 2016 | USD 15,478,000 | 12557WNC1 | \$ 700 | | 3.25993 |
| 6.10% Notes due June 15, 2016 | USD 17,660,000 | 12557WNF4 | \$ 700 | | 3.25993 |
| 6.20% Notes due August 15, 2016 | USD 37,135,000 | 12557WNJ6 | \$ 700 | | 3.25993 |
| 6.13% Notes due August 15, 2016 | USD 36,401,000 | 12557WNN7 | \$ 700 | | 3.25993 |
| 5.85% Notes due September 15, 2016 | USD 391,533,000 | 125581CS5 | \$ 700 | | 3.25993 |
| 6.05% Notes due September 15, 2016 | USD 31,772,000 | 12557WNS6 | \$ 700 | | 3.25993 |
| 5.95% Notes due September 15, 2016 | USD 11,219,000 | 12557WNW7 | \$ 700 | | 3.25993 |
| 4.65% Notes due September 19, 2016 | EUR 474,000,000 | XS0268133799 | \$ 700 | | 3.25993 |
| 6.00% Notes due November 15, 2016 | USD 29,155,000 | 12557WPA3 | \$ 700 | | 3.25993 |
| 5.95% Notes due November 15, 2016 | USD 13,264,000 | 12557WPE5 | \$ 700 | | 3.25993 |
| Floating Rate Notes due December 14, 2016 | USD 34,452,000 | 12560PDK4 | \$ 700 | | 3.25993 |
| 5.80% Notes due December 15, 2016 | USD 35,842,000 | 12557WPJ4 | \$ 700 | | 3.25993 |
| 5.65% Notes due December 15, 2016 | USD 8,701,000 | 12557WPN5 | \$ 700 | | 3.25993 |
| 5.70% Notes due December 15, 2016 | USD 9,571,000 | 12557WPS4 | \$ 700 | | 3.25993 |
| 5.70% Notes due December 15, 2016 | USD 9,817,000 | 12557WPW5 | \$ 700 | | 3.25993 |
| 5.50% Notes due December 20, 2016 | GBP 367,400,000 | XS0278525992 | \$ 700 | | 3.25993 |
| 5.65% Notes due February 13, 2017 | USD 548,087,000 | 125577AY2 | \$ 700 | | 3.25993 |
| 5.85% Notes due February 15, 2017 | USD 7,724,000 | 12557WQA2 | \$ 700 | | 3.25993 |
| 5.95% Notes due February 15, 2017 | USD 11,074,000 | 12557WQE4 | \$ 700 | | 3.25993 |
| 5.85% Notes due February 15, 2017 | USD 6,471,000 | 12557WQJ3 | \$ 700 | | 3.25993 |
| 5.80% Notes due February 15, 2017 | USD 7,792,000 | 12557WQN4 | \$ 700 | | 3.25993 |
| Floating Rate Notes due March 15, 2017 | USD 50,000,000 | 12560PDR9 | \$ 700 | | 3.25993 |
| 5.75% Notes due March 15, 2017 | USD 6,741,000 | 12557WQS3 | \$ 700 | | 3.25993 |
| 5.75% Notes due March 15, 2017 | USD 13,498,000 | 12557WQW4 | \$ 700 | | 3.25993 |
| 5.70% Notes due March 15, 2017 | USD 9,533,000 | 12557WRA1 | \$ 700 | | 3.25993 |
| 5.65% Notes due March 15, 2017 | USD 5,935,000 | 12557WRE3 | \$ 700 | | 3.25993 |

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| | | | | |
|--------------------------------|----------------|-----------|--------|---------|
| 5.75% Notes due March 15, 2017 | USD 10,298,000 | 12557WRJ2 | \$ 700 | 3.25993 |
| 5.75% Notes due May 15, 2017 | USD 2,708,000 | 12557WRL7 | \$ 700 | 3.25993 |
| 5.80% Notes due May 15, 2017 | USD 3,779,000 | 12557WRN3 | \$ 700 | 3.25993 |
| 5.80% Notes due May 15, 2017 | USD 5,038,000 | 12557WRQ6 | \$ 700 | 3.25993 |
| 6.00% Notes due June 15, 2017 | USD 23,842,000 | 12557WRS2 | \$ 700 | 3.25993 |
| 6.00% Notes due June 15, 2017 | USD 8,205,000 | 12557WRV5 | \$ 700 | 3.25993 |
| 6.10% Notes due June 15, 2017 | USD 6,648,000 | 12557WRY9 | \$ 700 | 3.25993 |

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| Title of Old Notes to be Tendered | Outstanding Principal | | Principal Amount of New Notes to be Issued | Consideration per US\$1,000 Principal Amount of Old Notes Tendered | Number of Shares of New Preferred Stock to be Issued(1) |
|---|-----------------------|------------|--|--|---|
| | Amount | CUSIP/ISIN | | | |
| 6.25% Notes due June 15, 2017 | USD 10,535,000 | 12557WSB8 | \$ 700 | | 3.25993 |
| 6.25% Notes due August 15, 2017 | USD 1,190,000 | 12557WA35 | \$ 700 | | 3.25993 |
| 6.25% Notes due November 15, 2017 | USD 8,958,000 | 12557WB42 | \$ 700 | | 3.25993 |
| 6.25% Notes due November 15, 2017 | USD 11,778,000 | 12557WB75 | \$ 700 | | 3.25993 |
| 6.25% Notes due November 15, 2017 | USD 6,339,000 | 12557WC25 | \$ 700 | | 3.25993 |
| 6.40% Notes due November 15, 2017 | USD 3,404,000 | 12557WC58 | \$ 700 | | 3.25993 |
| 6.50% Notes due November 15, 2017 | USD 2,197,000 | 12557WC90 | \$ 700 | | 3.25993 |
| 10-Year Forward Rate Bias Notes due December 11, 2017 | USD 500,000,000 | N/A | \$ 700 | | 3.25993 |
| 6.50% Notes due December 15, 2017 | USD 556,000 | 12557WSG7 | \$ 700 | | 3.25993 |
| 7.50% Notes due December 15, 2017 | USD 24,275,000 | 12557WSL6 | \$ 700 | | 3.25993 |
| 7.75% Notes due December 15, 2017 | USD 14,936,000 | 12557WSP7 | \$ 700 | | 3.25993 |
| 7.80% Notes due December 15, 2017 | USD 8,731,000 | 12557WST9 | \$ 700 | | 3.25993 |
| 5.80% Senior Notes due October 1, 2036 | USD 316,015,000 | 12560PFP1 | \$ 700 | | 3.25993 |
| 12.00% Subordinated Notes due December 18, 2018 | USD 1,117,448,000 | 125581FS2 | \$ 0 | | 4.07492 |
| 12.00% Subordinated Notes due December 18, 2018 | USD 31,559,000 | U17186AF1 | \$ 0 | | 4.07492 |
| 6.10% Junior Subordinated Notes due March 15, 2067 | USD 750,000,000 | 125577AX4 | \$ 0 | | 2.03746 |

(1) The New Preferred Stock will have a liquidation preference per share of \$1,300 and be entitled to 87.5 votes per share on all matters presented to the Corporation's stockholders for a vote. Assuming the exchange of 100% of the Old Notes for the New Notes and the New Preferred Stock, the New Preferred Stock issued will consist of approximately 70.0 million shares having an aggregate liquidation preference of approximately \$91 billion and representing approximately 94.0% of the aggregate voting power of the Corporation's capital stock generally entitled to vote on matters presented to the Corporation's stockholders.

Delaware Funding Outstanding Notes

Consideration per
US\$1,000 Principal
Amount of

| Title of Old Notes to be Tendered | Outstanding Principal | | Old Notes Tendered | Number of Shares of New Preferred Stock to be Issued |
|-----------------------------------|-----------------------|---------------------|---|--|
| | Amount | CUSIP/ISIN | Principal Amount of New Notes to be Issued | |
| 4.65% Notes due July 1, 2010 | USD 1,000,000,000 | 125568AA3/125568AB1 | \$ 1,000 | 0 |
| 5.60% Notes due November 2, 2011 | USD 487,000,000 | 125568AE5 | \$ 1,000 | 0 |
| 5.20% Notes due June 1, 2015 | USD 657,408,000 | 125568AC9/125568AD7 | \$ 1,000 | 0 |

The terms of the Exchange Offers are contained in the Offering Memorandum and in related documents incorporated by reference herein as Exhibit T3E.1, T3E.2 and T3E.3.

The Corporation is offering the Series A Notes and/or the New Preferred Stock for exchange with its existing security holders exclusively and solely for outstanding securities of the Corporation. Delaware Funding is offering the Series B Notes for exchange with its existing security holders exclusively and solely for outstanding securities of Delaware Funding. In addition, the Old Notes that will receive New Notes in the Exchange Offer are guaranteed by the same guarantors as the New Notes. Accordingly, the Exchange Offers are exempt from registration under the Securities Act of 1933, as amended (the Securities Act), pursuant to the provisions of Section 3(a)(9) thereof. No sales of securities of the same class as the New Notes have been or are to be made by the Corporation or Delaware Funding or by or through an underwriter at or about the same time as the Exchange Offers for which the exemption is claimed. No consideration has been, or is to be given, directly or indirectly, to any person in connection with the transaction, except for the customary payments to be made in respect of preparation, printing, and mailing of the Offering Memorandum and related documents and the engagement of Financial Balloting Group LLC as Exchange Agent and Voting Agent and D.F. King & Co. as Information Agent for the Exchange Offers. No holder of the outstanding securities has made or will be requested to make any cash payment to the Corporation or Delaware Funding in connection with the Exchange Offers.

AFFILIATIONS**3. Affiliates.**

The following is a list of entities that may be deemed affiliates of the Corporation and Delaware Funding as of the date of this Application. The voting securities of each of these entities are owned 100% by its immediate parent unless otherwise indicated. Where an immediate parent owns less than 100% of the stock of its subsidiary, the remainder of the stock is owned by unaffiliated third parties, unless otherwise indicated.

| Name of Company | Jurisdiction of Organization |
|--|-------------------------------------|
| 1143986 Ontario Limited (67) | Can-Ont |
| 1243029 Ontario Inc. (67) | Can-Ont |
| 1244771 Ontario Limited (86) | Can-Ont |
| 1309673 Ontario Limited (69) | Can-Ont |
| 1641964 Ontario Limited (67) | Can-Ont |
| 3068234 Canada Inc. (71) | Canada |
| 3918041 Canada Inc. (67) | Canada |
| 505 CLO I Ltd. (25) | Cayman Islands |
| 505 CLO II Ltd. (25) | Cayman Islands |
| 505 CLO III Ltd. (25) | Cayman Islands |
| 505 CLO IV Ltd. (25) | Cayman Islands |
| 544211 Alberta Ltd. (67) | Can-Alb |
| 555565 Alberta Ltd. (67) | Can-Alb |
| 555566 Alberta Ltd. (67) | Can-Alb |
| 991102 Alberta Ltd. (67) | Can-Alb |
| 991122 Alberta Ltd. (81) | Can-Alb |
| Adams Capital Limited (75) | Barbados |
| Aireal Technologies of Harrisburg, LLC (105) | U.S.-DE |
| AlphaGen Power LLC (33) | U.S.-DE |
| Arrendadora Capita Corporation, S.A. de C.V. (93) | Mexico |
| ATMOR Properties Inc. (102) | U.S.-DE |
| Avion Capital Limited (62) | Ireland |
| Baffin Shipping Co., Inc. (20) | U.S.-DE |
| Balfour Capital Inc. (77) | Canada |
| Banco Commercial Investment Trust do Brasil S.A. Banco Múltiplo (89) | Brazil |
| Barrow Capital Limited (75) | Barbados |
| Broad River OL-1 LLC (114) | U.S.-DE |
| Broad River OL-2 LLC (117) | U.S.-DE |
| Broad River OL-3 LLC (120) | U.S.-DE |
| Broad River OL-4 LLC (123) | U.S.-DE |
| BRSP, LLC (105) | U.S.-DE |
| BRT Colt LLC (105) | U.S.-DE |
| Bunga Bebaru, Ltd. (20) | Bermuda |
| C.I.T. Foreign Sales Corporation One, Ltd. (37) | Barbados |
| C.I.T. Leasing Corporation (23) | U.S.-DE |
| Canadian Income Partners I LP (78) | Can-Alb |
| Canadian Income Partners II LP (79) | Can-Alb |
| Canadian Income Partners III LP (80) | Can-Alb |
| Capita Canadian Trust (1) | Canada |
| Capita Colombia Holdings Corp. (89) | U.S.-DE |

| Name of Company | Jurisdiction of Organization |
|---|-------------------------------------|
| Capita Corporation (83) | U.S.-DE |
| Capita Funding de Mexico, S.A. de C.V. (93) | Mexico |
| Capita International L.L.C. (89) | U.S.-DE |
| Capita Preferred Trust (1) | U.S.-DE |
| Capita Premium Corporation (89) | U.S.-DE |
| Capita Servicios S.A. de C.V. (94) | Mexico |
| Capital Partners Fund I (68) | Can-Ont |
| Capital Syndication Corporation (89) | U.S.-DE |
| CCG Trust Corporation (76) | Barbados |
| Centennial Aviation (Bermuda), Ltd. I (39) | Bermuda |
| Centennial Aviation (France) 1, Sarl (39) | France |
| Centennial Aviation (France) 2, Sarl (39) | France |
| Centennial Aviation (Ireland) 1, Limited (46) | Ireland |
| Centennial Aviation (Ireland) 6, Limited (46) | Ireland |
| Centennial Aviation (Ireland) 7, Ltd. (46) | Ireland |
| CFHE Funding Company LLC (11) | U.S.-DE |
| Chessman S.a.r.l. (1) | Luxembourg |
| CIT (France) S.A. (50) | France |
| CIT (France) SAS (51) | France |
| CIT (PL) Limited (58) | U.K. |
| CIT (UK) Unit Investment Holdings LLC (105) | U.S.-DE |
| CIT Aerospace (Australia) Pty Ltd. (52) | Australia |
| CIT Aerospace Asia Pte Ltd. (46) | Singapore |
| CIT Aerospace International (45) | Ireland |
| CIT Aerospace International (Aruba) A.V.V. (46) | Aruba |
| CIT Aerospace International (Australia) Pty Ltd. (46) | Australia |
| CIT Aerospace International Leasing II (46) | Ireland |
| CIT Aerospace Sweden AB (46) | Sweden |
| CIT Aerospace, Belgium Sprl (46) | Belgium |
| CIT Asset Finance (UK) Limited (57) | U.K. |
| CIT Asset Management LLC (103) | U.S.-DE |
| CIT Aviation Finance I (France) Sarl (47) | France |
| CIT Aviation Finance I (Ireland) Limited (47) | Ireland |
| CIT Aviation Finance I (UK) Ltd. (47) | U.K. |
| CIT Aviation Finance I Ltd. (44) | Bermuda |
| CIT Aviation Finance II (France) Sarl (48) | France |
| CIT Aviation Finance II (Ireland) Limited (48) | Ireland |
| CIT Aviation Finance II (UK) Ltd. (48) | U.K. |
| CIT Aviation Finance II Ltd. (44) | Bermuda |
| CIT Aviation Note Purchasing Ltd. (43) | Bermuda |
| CIT Bank (1) | U.S.-UT |
| CIT Bank Limited (9) | U.K. |
| CIT Blue Water Haas Drive, LLC (102) | U.S.-MI |
| CIT Brisk Winds Aircraft Leasing, Limited (63) | Ireland |
| CIT Broad River LLC (105) | U.S.-DE |
| CIT Business Credit Canada Inc. (67) | Canada |

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|---|----------|
| CIT Canada Equip REC Trust (1) | Canada |
| CIT Canada Funding ULC (67) | Can-Alb |
| CIT Canadian Funding Trust (1) | Canada |
| CIT Capita Colombia S.A Compañía de Financiamiento Comercial (93) | Colombia |
| CIT Capital Aviation (UK) Limited (46) | U.K. |
| CIT Capital Finance (Ireland) Limited (39) | Ireland |
| CIT Capital Finance (UK) Limited (55) | U.K. |
| CIT Capital Funding Inc. (20) | U.S.-DE |

| Name of Company | Jurisdiction of Organization |
|--|-------------------------------------|
| CIT Capital Securities LLC (105) | U.S.-DE |
| CIT Capital Trust I (1) | U.S.-DE |
| CIT Capital USA Inc. (83) | U.S.-DE |
| CIT Cayman Blue Lagoon Leasing, Ltd. (37) | Cayman Island |
| CIT Cayman Coconut Palm Leasing, Ltd. (16) | Cayman Island |
| CIT Cayman Sandy Keys Leasing, Ltd. (46) | Cayman Island |
| CIT China 12, Inc. (20) | U.S.-DE |
| CIT China 13, Inc. (20) | U.S.-DE |
| CIT China 2, Inc. (20) | U.S.-DE |
| CIT China 3, Inc. (20) | U.S.-DE |
| CIT China 6, Inc. (20) | U.S.-DE |
| CIT China 7, Inc. (20) | U.S.-DE |
| CIT CLO Holding Corporation (1) | U.S.-DE |
| CIT CLO Holdings II, Ltd. (20) | Cayman Islands |
| CIT CLO Holdings, Ltd. (20) | Cayman Islands |
| CIT Commercial (UK) Limited (57) | U.K. |
| CIT Commercial Real Estate Brokerage LLC (105) | U.S.-DE |
| CIT Commercial Services (Europe) GmbH (60) | Germany |
| CIT Commercial Services-Pan Pacific, Ltd. (20) | U.S.-DE |
| CIT Communications Finance Corporation (89) | U.S.-DE |
| CIT CRE LLC (39) | U.S.-DE |
| CIT Credit Finance Corp. (20) | U.S.-DE |
| CIT Credit Group USA Inc. (64) | U.S.-DE |
| CIT Credit Pty Limited (52) | Australia |
| CIT DCC Inc. (83) | U.S.-DE |
| CIT Destin White Sands Aircraft Leasing, Inc. (38) | U.S.-DE |
| CIT DFS Inc. (83) | U.S.-DE |
| CIT DPA Trust II (1) | U.S.-DE |
| CIT Education Loan Trust 2005-1 (4) | U.S.-DE |
| CIT Education Loan Trust 2007-1 (4) | U.S.-DE |
| CIT Education Loan Trust 2008-BBC (6) | U.S.-DE |
| CIT Education Loan Trust 2009-1 (8) | U.S.-DE |
| CIT Emerald Isle Leasing, Limited (62) | Ireland |
| CIT Equipment Finance (UK) Limited (57) | U.K. |
| CIT Equipment Trust VFC Series II (1) | U.S.-DE |
| CIT Equipment Trust VFC Series III (1) | U.S.-DE |
| CIT Equipment Trust VFC Series V (99) | U.S.-DE |
| CIT Finance & Leasing Corporation (89) | China (PRC) |
| CIT Finance No. 1 (Ireland) Limited (62) | Ireland |
| CIT Finance No. 2 (Ireland) Limited (62) | Ireland |
| CIT Financial (Alberta) ULC (67) | Can-Alb |
| CIT Financial (Barbados) Srl (65) | Barbados |
| CIT Financial (Bermuda) Limited (1) | Bermuda |
| CIT Financial (Hong Kong) Limited (1) | Hong Kong |
| CIT Financial (Korea) Ltd. (50) | Korea |
| CIT Financial de Puerto Rico, Inc. (89) | Puerto Rico |

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| CIT Financial II (Barbados) Srl (64) | Barbados |
| CIT Financial Ltd. (66) | Can-Ont |
| CIT Financial Ltd. of Puerto Rico (91) | U.S.-DE |
| CIT Financial USA, Inc. (89) | U.S.-DE |
| CIT FSC Eight, Ltd. (39) | Bermuda |
| CIT FSC Eighteen, Ltd. (20) | Bermuda |
| CIT FSC Four, Ltd. (37) | Bermuda |
| CIT FSC Nine, Ltd. (37) | Bermuda |

| Name of Company | Jurisdiction of Organization |
|---|-------------------------------------|
| CIT FSC Nineteen, Ltd. (20) | Bermuda |
| CIT FSC Six, Ltd. (39) | Bermuda |
| CIT FSC Sixteen, Ltd. (20) | Bermuda |
| CIT FSC Ten, Ltd. (37) | Bermuda |
| CIT FSC Thirty, Ltd. (37) | Bermuda |
| CIT FSC Three, Ltd. (37) | Bermuda |
| CIT FSC Twelve, Ltd. (20) | Bermuda |
| CIT FSC Twenty, Ltd. (39) | Bermuda |
| CIT FSC Twenty-Eight, Ltd. (37) | Bermuda |
| CIT FSC Twenty-Five, Ltd. (37) | Bermuda |
| CIT FSC Twenty-Four, Ltd. (37) | Bermuda |
| CIT FSC Twenty-Nine, Ltd. (37) | Bermuda |
| CIT FSC Twenty-One, Ltd. (37) | Bermuda |
| CIT FSC Twenty-Seven, Ltd. (37) | Bermuda |
| CIT FSC Twenty-Six, Ltd. (37) | Bermuda |
| CIT FSC Twenty-Three, Ltd. (37) | Bermuda |
| CIT FSC Twenty-Two, Ltd. (37) | Bermuda |
| CIT FSC Two, Ltd. (37) | Bermuda |
| CIT Funding (Barbados) Srl (45) | Barbados |
| CIT Funding (Ireland) Limited | Ireland |
| CIT Funding (Nederland) B.V. (45) | Netherlands |
| CIT Funding Company II, LLC (97) | U.S.-DE |
| CIT Funding Company III, LLC (97) | U.S.-DE |
| CIT Funding Company IV, LLC (95) | U.S.-DE |
| CIT Funding Company V, LLC (97) | U.S.-DE |
| CIT Funding Company VI, LLC (20) | U.S.-DE |
| CIT Funding Company VII, LLC (20) | U.S.-DE |
| CIT Funding Company VIII, LLC (97) | U.S.-DE |
| CIT Funding Company, LLC (97) | U.S.-DE |
| CIT Funding Pty Limited (52) | Australia |
| CIT Funds LLC (105) | U.S.-DE |
| CIT Global Vendor Services S.A. (92) | Colombia |
| CIT Group (Australia) Limited (50) | Australia |
| CIT Group (Austria) GmbH (50) | Austria |
| CIT Group (Belgium) NV (50) | Belgium |
| CIT Group (Germany) GmbH (14) | Germany |
| CIT Group (Hungary) Ltd. (1) | Hungary |
| CIT Group (Nederland) B.V. (54) | Netherlands |
| CIT Group (New Zealand) Limited (1) | New Zealand |
| CIT Group (NFL) Limited (55) | U.K. |
| CIT Group (NJ) LLC (1) | U.S.-DE |
| CIT Group (Nordic) AB (50) | Sweden |
| CIT Group (Portugal) Renting, Lda. (61) | Portugal |
| CIT Group (Singapore) Pte Ltd. (50) | Singapore |
| CIT Group (Switzerland) AG (50) | Switzerland |
| CIT Group (Taiwan) Limited (1) | Taiwan |

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|---|-----------|
| CIT Group (UK) Funding Public Limited Company (55) | U.K. |
| CIT Group (UK) Limited (55) | U.K. |
| CIT Group (UK) Property Limited (55) | U.K. |
| CIT Group (UK) Services Limited (56) | U.K. |
| CIT Group (UK) Vendor Services Limited (55) | U.K. |
| CIT Group Beteiligungs (Germany) AG (50) | Germany |
| CIT Group Capital Finance (Singapore) Pte Ltd. (39) | Singapore |
| CIT Group Finance (Ireland) (18) | Ireland |

| Name of Company | Jurisdiction of Organization |
|---|-------------------------------------|
| CIT Group Financial (Ireland) Limited (19) | Ireland |
| CIT Group Funding Company of Delaware LLC (39) | U.S.-DE |
| CIT Group Holding (Germany) GmbH (54) | Germany |
| CIT Group Holdings (UK) Limited (54) | U.K. |
| CIT Group Holdings BV (50) | Netherlands |
| CIT Group Italy S.p.A. (54) | Italy |
| CIT Group Location (France) SAS (54) | France |
| CIT Group Securities (Canada) Inc. (70) | Can-Ont |
| CIT Group SF Holding Co., Inc. (1) | U.S.-DE |
| CIT Healthcare LLC (20) | U.S.-DE |
| CIT Holdings (Barbados) Srl (64) | Barbados |
| CIT Holdings (Ireland) Limited (50) | Ireland |
| CIT Holdings (No. 2) Ireland (1) | Ireland |
| CIT Holdings B.V. (49) | Netherlands |
| CIT Holdings Canada ULC (43) | Can-Alb |
| CIT Holdings, LLC (39) | U.S.-DE |
| CIT Home Lending Securitization Company, LLC (11) | U.S.-DE |
| CIT Industrial Finance (UK) Limited (58) | U.K. |
| CIT Industrie Bank (Germany) GmbH (9) | Germany |
| CIT Industrie Leasing (Germany) GmbH (10) | Germany |
| CIT Insurance Agency, Inc. (1) | U.S.-DE |
| CIT International (Malaysia) Sdn. Bhd. (59) | Malaysia |
| CIT Lease Holdings Limited (55) | U.K. |
| CIT Leasing (Bermuda) Ltd. (46) | Bermuda |
| CIT Leasing (Germany) GmbH (60) | Germany |
| CIT Leasing Chile Ltda. (89) | Chile |
| CIT Leasing De Argentina Srl (90) | Argentina |
| CIT Lending Services Corporation (89) | U.S.-DE |
| CIT Lending Services Corporation (Illinois) (20) | U.S.-DE |
| CIT Loan Corporation (1) | U.S.-DE |
| CIT Lodi LLC (105) | U.S.-DE |
| CIT Luxembourg Cobblestone Leasing S.a.r.l. (14) | Luxembourg |
| CIT Luxembourg S.a.r.l. (15) | Luxembourg |
| CIT Malaysia One, Inc. (46) | Malaysia (Labuan) |
| CIT Malaysia Two, Inc. (39) | Malaysia (Labuan) |
| CIT Marquis Williamsburg RE Holding LLC (102) | U.S.-DE |
| CIT Mezzanine Partners of Canada Limited (67) | Canada |
| CIT Middle Market Funding Company, LLC (113) | U.S.-DE |
| CIT Middle Market Holdings, LLC (102) | U.S.-DE |
| CIT Middle Market Loan Partnership Trust I (trust) (27) | U.S.-DE |
| CIT Middle Market Loan Partnership Trust II (trust) (26) | U.S.-DE |
| CIT Middle Market Loan Partnership Trust III (trust) (28) | U.S.-DE |
| CIT Middle Market Loan Trust I (trust) (30) | U.S.-DE |
| CIT Middle Market Loan Trust II (trust) (29) | U.S.-DE |
| CIT Middle Market Loan Trust III (trust) (31) | U.S.-DE |
| CIT Millbury Inc. (105) | U.S.-DE |

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|--|---------|
| CIT Peakers LLC (91) | U.S.-DE |
| CIT Programme Management (UK) Limited (58) | U.K. |
| CIT Project Finance CBO I, LLC (107) | U.S.-DE |
| CIT Project Finance Manager, L.L.C. (105) | U.S.-DE |
| CIT Project Finance, L.L.C. (106) | U.S.-DE |
| CIT Rail Leasing Trust I (1) | U.S.-DE |
| CIT Real Estate Holding Corporation (20) | U.S.-DE |
| CIT Realty LLC (20) | U.S.-DE |

| Name of Company | Jurisdiction of Organization |
|--|-------------------------------------|
| CIT SBL 2008-1, Ltd. (100) | Cayman Islands |
| CIT SBL Holdings, Ltd. (89) | Cayman Islands |
| CIT SBL Property Holdings Corporation (101) | U.S.-DE |
| CIT SLX Issuer Holdings, Ltd. (7) | Cayman Islands |
| CIT SLX Residual Holdings, Ltd. (6) | Cayman Islands |
| CIT Small Business Lending Corporation (89) | U.S.-DE |
| CIT Small Business Loan Trust 2008-1 (trust) (101) | U.S.-DE |
| CIT Subordinated Debt Fund (II) Limited (82) | Canada |
| CIT Subordinated Debt Fund (III) Limited (82) | Canada |
| CIT Technologies Corporation (102) | U.S.-MI |
| CIT Technology Finance (Germany) GmbH (58) | Germany |
| CIT Technology Financing Services I LLC (103) | U.S.-DE |
| CIT Technology Financing Services II LLC (103) | U.S.-DE |
| CIT Technology Financing Services, Inc. (102) | U.S.-MA |
| CIT Transportation Holdings B.V. (42) | Netherlands |
| CIT Vendor Finance (UK) Limited (55) | U.K. |
| CIT Vendor Finance Japan K.K. (1) | Japan |
| CIT Vendor Finance Trust 2009 (97) | U.S.-DE |
| CLM VII LLC (105) | U.S.-DE |
| CLM VIII LLC (105) | U.S.-DE |
| CMS Funding Company LLC (37) | U.S.-DE |
| Corporacion Financiera Atlas, S.A. (24) | Mexico |
| Cummins Capital Limited (75) | Barbados |
| Dell Financial Services Canada Limited (67) | Can-Ont |
| Durham Capital Limited (75) | Barbados |
| Edgeview Partners LLC (20) | U.S.-NC |
| Education Fund RSC IV (1) | U.S. |
| Education Funding Capital I, LLC (3) | U.S.-DE |
| Education Funding Capital Trust II (4) | U.S.-DE |
| Education Funding Capital Trust III (4) | U.S.-DE |
| Education Funding Capital Trust IV (4) | U.S.-DE |
| Education Funding Resources II, LLC (3) | U.S.-DE |
| Education Funding Resources III, LLC (6) | U.S.-DE |
| Education Funding Resources, LLC (5) | U.S.-DE |
| Education Lending Services, Inc. (2) | U.S.-DE |
| Education Loan Servicing Corporation (2) | U.S.-DE |
| Emerald Funding (Netherlands) C.V. (41) | Netherlands |
| Emerald Funding (No. 2) C.V. (41) | Netherlands |
| Emerald Funding (No. 3) C.V. (41) | Netherlands |
| Emerald Holdings C.V. (40) | Netherlands |
| Equipment Acceptance Corporation (12) | U.S.-DE |
| Equipment Protection Services (Europe) Limited (1) | Ireland |
| Equipment Rental Billing Services Pty Ltd. (52) | Australia |
| ERF Leasing Limited (56) | U.K. |
| Erie Capital Limited (75) | Barbados |
| Essex Capital Limited (75) | Barbados |

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|--|---------|
| FH Transaction Corp. (36) | U.S.-DE |
| Flex Asset Management Corporation (34) | U.S.-DE |
| Flex Holdings, LLC (35) | U.S.-DE |
| Flex Leasing Corporation (20) | U.S.-DE |
| Flex Leasing I, LLC (36) | U.S.-DE |
| Flex Leasing II, LLC (34) | U.S.-DE |
| Flex Mexico Corp. (34) | U.S.-DE |
| Flugzeug Limited (19) | Ireland |

| Name of Company | Jurisdiction of Organization |
|---|-------------------------------------|
| Franchise Portfolio 1, Inc. (20) | U.S.-DE |
| Franchise Portfolio 2, Inc. (20) | U.S.-DE |
| Frontenac Capital Limited (75) | Barbados |
| GFSC Aircraft Acquisition Financing Corporation (1) | U.S.-DE |
| Graybar Financial Services, LLC (104) | U.S.-DE |
| Grey Capital Limited (75) | Barbados |
| Groupe Financier Laplante (1997) Inc. (71) | Canada |
| Hastings Transition Company, Inc. (102) | U.S.-DE |
| Highlands Insurance Company Limited (96) | Barbados |
| HNZF Pty Limited (17) | New Zealand |
| Hudson Shipping Co., Inc. (1) | U.S.-DE |
| Hunter Leasing Limited (52) | Australia |
| Image Financial Services Inc. (72) | Canada |
| Ironbridge Capital Limited (75) | Barbados |
| Jam Funding Corp. (97) | U.S.-DE |
| Memphis Peaking Power LLC (105) | U.S.-DE |
| Millenium Leasing Company I, LLC (105) | U.S.-DE |
| Millennium Leasing Company II LLC (112) | U.S.-DE |
| Montana OL1 LLC (109) | U.S.-DE |
| Montana OP1 LLC (108) | U.S.-DE |
| Montana OPCM1A LLC (105) | U.S.-DE |
| Montana OPCM1B LLC (105) | U.S.-DE |
| MultiGen LLC (32) | U.S.-DE |
| Namekeepers LLC (20) | U.S.-DE |
| NCT Capital Inc. (83) | U.S.-DE |
| NCT Receivables LLC (102) | U.S.-DE |
| New Broad River, LLC (110) | U.S.-DE |
| New Creditcorp SPC LLC (88) | U.S.-DE |
| Newcourt Common Holdings LLC (105) | U.S.-DE |
| Newcourt Financial (Australia) Pty Limited (53) | Australia |
| Newcourt Financial CIS, LLC (1) | Russia |
| Newcourt Financial España S.A. (54) | Spain |
| Newcourt Financial Polska Sp. zo.o (1) | Poland |
| Nobrega Gas Storage LLC (87) | U.S.-DE |
| North American Exchange, Inc. (1) | U.S.-DE |
| North Romeo Storage Corporation (83) | U.S.-DE |
| Owner-Operator Finance Company (97) | U.S.-DE |
| Pasadena Owner Participant LP (85) | U.S.-DE |
| RockGen OL-1 LLC (115) | U.S.-DE |
| RockGen OL-2 LLC (118) | U.S.-DE |
| RockGen OL-3 LLC (121) | U.S.-DE |
| RockGen OL-4 LLC (124) | U.S.-DE |
| SBR OP-1, LLC (105) | U.S.-DE |
| SBR OP-2, LLC (105) | U.S.-DE |
| SBR OP-3, LLC (105) | U.S.-DE |
| SBR OP-4, LLC (105) | U.S.-DE |

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|----------------------------|---------|
| SE Holdco Inc. (67) | Can-Ont |
| Snap-On Credit LLC (84) | U.S.-DE |
| South Point OL-1 LLC (116) | U.S.-DE |
| South Point OL-2 LLC (119) | U.S.-DE |
| South Point OL-3 LLC (122) | U.S.-DE |
| South Point OL-4 LLC (125) | U.S.-DE |
| Sovereign AC, LLC (98) | U.S.-DE |
| Sovereign ACII, LLC (98) | U.S.-DE |

| Name of Company | Jurisdiction of Organization |
|---|-------------------------------------|
| Sovereign BP, LLC (98) | U.S.-DE |
| Sovereign BW, LLC (98) | U.S.-DE |
| Sovereign FT, LLC (98) | U.S.-DE |
| Sovereign JCS, LLC (98) | U.S.-DE |
| Sovereign JCSII, LLC (98) | U.S.-DE |
| Sovereign JO, LLC (98) | U.S.-DE |
| Sovereign LS, LLC (98) | U.S.-DE |
| Sovereign LSII, LLC (98) | U.S.-DE |
| Sovereign LSIII, LLC (98) | U.S.-DE |
| Sovereign SP, LLC (98) | U.S.-DE |
| Sovereign Ventures NNN, LLC (22) | U.S.-DE |
| Sovereign WW, LLC (98) | U.S.-DE |
| Sovereign WWII, LLC (98) | U.S.-DE |
| Student Loan Xpress Foundation (2) | U.S.-OH |
| Student Loan Xpress, Inc. (1) | U.S.-DE |
| SW Holding Corp. (105) | U.S.-DE |
| TCC Attala OL LLC (126) | U.S.-DE |
| TCC Attala OP LLC (105) | U.S.-DE |
| The Capita Corporation de Mexico S.A. de C.V., SOFOM, E.N.R. (93) | Mexico |
| The Capita Corporation do Brasil Ltda. (89) | Brazil |
| The CIT GP Corporation (1) | U.S.-IL |
| The CIT GP Corporation II (1) | U.S.-DE |
| The CIT GP Corporation III (1) | U.S.-DE |
| The CIT GP Corporation V (1) | U.S.-DE |
| The CIT Group Securitization Corporation (1) | U.S.-DE |
| The CIT Group Securitization Corporation II (1) | U.S.-DE |
| The CIT Group Securitization Corporation III (1) | U.S.-DE |
| The CIT Group Securitization Corporation IV (1) | U.S.-DE |
| The CIT Group/BC Securities Investment, Inc. (21) | U.S.-NJ |
| The CIT Group/Business Credit, Inc. (20) | U.S.-NY |
| The CIT Group/Capital Finance, Inc. (1) | U.S.-DE |
| The CIT Group/Capital Transportation, Inc. (37) | U.S.-DE |
| The CIT Group/CmS Securities Investment, Inc. (37) | U.S.-NJ |
| The CIT Group/Commercial Services (Asia), Limited (1) | Hong Kong |
| The CIT Group/Commercial Services, Inc. (20) | U.S.-NY |
| The CIT Group/Commercial Services, Inc. (Va.) (37) | U.S.-DE |
| The CIT Group/Consumer Finance, Inc.(NY) (1) | U.S.-NY |
| The CIT Group/Consumer Finance, Inc.(TN) (1) | U.S.-DE |
| The CIT Group/Corporate Aviation, Inc. (20) | U.S.-DE |
| The CIT Group/Equipment Financing, Inc. (1) | U.S.-DE |
| The CIT Group/Equity Investments, Inc. (1) | U.S.-NJ |
| The CIT Group/Factoring One, Inc. (37) | U.S.-NY |
| The CIT Group/FM Securities Investment, Inc. (1) | U.S.-NJ |
| The CIT Group/LsC Securities Investment, Inc. (39) | U.S.-NJ |
| The CIT Group/Securities Investment, Inc. (20) | U.S.-DE |
| The CIT Group/Venture Capital, Inc. (13) | U.S.-NJ |

| | |
|---|----------|
| The Equipment Insurance Company (89) | U.S.-VT |
| Torontosudden Limited (67) | U.K. |
| Waste to Energy II LLC (111) | U.S.-DE |
| Wellington Capital Corporation (74) | Barbados |
| Western Star Finance, Inc. (83) | U.S.-DE |
| Worrell Capital Limited (67) | Barbados |
| Xerox Leasing de Mexico S.R.L. de C.V. (73) | Mexico |

- (1) Owned by CIT Group Inc.
- (2) Owned by Student Loan Xpress, Inc.
- (3) Owned by Education Lending Services, Inc.
- (4) Owned by Education Funding Capital I, LLC
- (5) Owned by CIT Bank
- (6) Owned by Education Funding Resources, LLC
- (7) Owned by CIT SLX Residual Holdings, Ltd.
- (8) Owned by CIT SLX Issuer Holdings, Ltd.
- (9) Owned by CIT Group SF Holding Co., Inc.
- (10) Owned by CIT Industrie Bank (Germany) GmbH
- (11) Owned by CIT Loan Corporation
- (12) Owned by The CIT Group/Capital Finance, Inc.
- (13) Owned by The CIT Group/Equity Investments, Inc.

- (14) Owned by
Chessman S.a.r.l.
- (15) Joint venture that is
33% owned by
Chessman S.a.r.l.
- (16) Owned by CIT
Luxembourg
Cobblestone
Leasing S.a.r.l.
- (17) Owned by CIT
Group (New
Zealand) Limited
- (18) Owned by CIT
Holdings (No. 2)
Ireland
- (19) Owned by CIT
Group Finance
(Ireland)
- (20) Owned by The CIT
Group/Equipment
Financing, Inc.
- (21) Owned by The CIT
Group/Business
Credit, Inc.
- (22) Joint venture that is
75% owned by The
CIT
Group/Equipment
Financing, Inc. and
managed by
Sovereign
- (23) Owned 49% by The
CIT
Group/Equipment
Financing, Inc. and
51% by The CIT
Group/Commercial
Services, Inc.
- (24) Joint venture that is
30% owned by The
CIT

Group/Equipment
Financing, Inc.

- (25) 100% preferred shares owned by CIT CLO Holdings, Ltd. and 100% common shares held by Cayman charity
- (26) Owned 99.97% by 505 CLO IV Ltd. and 0.03% by CIT CLO Holdings, Ltd.
- (27) Owned 99.97% by 505 CLO III Ltd. and 0.03% by CIT CLO Holdings, Ltd.
- (28) Owned 99.97% by 505 CLO II Ltd. and 0.03% by CIT CLO Holdings, Ltd.
- (29) Owned by CIT Middle Market Loan Partnership Trust II
- (30) Owned by CIT Middle Market Loan Partnership Trust I
- (31) Owned by CIT Middle Market Loan Partnership Trust III
- (32) Owned by CIT Capital Funding Inc.
- (33) Owned by MultiGen LLC
- (34) Owned by Flex Leasing Corporation

- (35) 72.3% owned by Flex Leasing Corporation
- (36) Owned by Flex Holdings, LLC
- (37) Owned by The CIT Group/Commercial Services, Inc.
- (38) Owned by CIT Cayman Blue Lagoon Leasing, Ltd.
- (39) Owned by C.I.T. Leasing Corporation
- (40) 99% partnership interest owned by C.I.T. Leasing Corporation
- (41) 99% partnership interest owned by Emerald Holdings C.V.
- (42) 100% beneficial interest owned by Emerald Funding (No. 3) C.V. Legal title held by C.I.T. Leasing Corporation
- (43) Owned by CIT Transportation Holdings B.V.
- (44) 10% owned by CIT Transportation Holdings B.V.
- (45) Owned by CIT Holdings Canada ULC

- (46) Owned by CIT
Aerospace
International
- (47) Owned by CIT
Aviation Finance I
Ltd.
- (48) Owned by CIT
Aviation Finance II
Ltd.
- (49) 100% beneficial
interest owned by
Emerald Funding
(Netherlands) C.V.
Legal title held by
C.I.T.

Leasing
Corporation

- (50) Owned by CIT Holdings B.V.
- (51) Owned by CIT (France) S.A.
- (52) Owned by CIT Group (Australia) Limited
- (53) Owned by Hunter Leasing Limited
- (54) Owned by CIT Group Holdings BV.
- (55) Owned by CIT Group Holdings (UK) Limited
- (56) Owned by CIT Group (UK) Limited
- (57) Owned by CIT Vendor Finance (UK) Limited
- (58) Owned by CIT Equipment Finance (UK) Limited
- (59) Owned by CIT Group (Singapore) Pte Ltd.
- (60) Owned by CIT Group Holding (Germany) GmbH
- (61) Owned by CIT Group

- (Nederland) B.V.
- (62) Owned by CIT Holdings (Ireland) Limited
- (63) Owned by CIT Emerald Isle Leasing, Limited
- (64) Owned by CIT Holdings, LLC
- (65) Owned by CIT Holdings (Barbados) SRL
- (66) Owned by CIT Financial (Barbados) Srl
- (67) Owned by CIT Financial Ltd.
- (68) 99% owned by CIT Financial Ltd. and 1% owned by the general partner of 1243029 Ontario Inc.
- (69) Owned by Capital Partners Fund I. Shares held by 1243029 Ontario Inc. on behalf of Capital Partners Fund I
- (70) 63.5% owned by CIT Financial Ltd.
- (71) Joint venture that is 50% owned by CIT Financial Ltd.
- (72) 50% owned by CIT Financial

Ltd.

- (73) 55% owned by
Arrendadora
Capita
Corporation, S.A.
de C.V.
- (74) Owned by
Worrell Capital
Limited
- (75) Owned by CIT
Group Securities
(Canada) Inc.
- (76) Owned by
Adams Capital
Limited
- (77) 40% equity
interest owned by
3918041 Canada
Inc.
- (78) Owned by
544211 Alberta
Ltd.
- (79) Owned by
555565 Alberta
Ltd.
- (80) Owned by
555566 Alberta
Ltd.
- (81) Owned by
991102 Alberta
Ltd.
- (82) 0.01% owned by
CIT Mezzanine
Partners of
Canada Limited
- (83) Owned by CIT
Credit Group
USA Inc.
- (84)

Joint venture that
is 50% Owned by
CIT Credit Group
USA Inc.

- (85) Owned by NCT
Capital Inc.
- (86) Owned by North
Romeo Storage
Corporation
- (87) Owned by
1244771 Ontario
Limited
- (88) Owned by
Snap-On Credit
LLC
- (89) Owned by Capita
Corporation
- (90) 90% owned by
Capita
Corporation and
10% owned by
CIT Financial
USA, Inc.
- (91) Owned by CIT
Communications
Finance
Corporation
- (92) Owned by Capita
Colombia
Holdings Corp.
- (93) Owned by Capita
International
L.L.C.
- (94) Owned by
Arrendadora
Capita
Corporation, S.A.
de C.V.
- (95) Owned by CIT
Small Business

Lending
Corporation

- (96) Owned by The
Equipment
Insurance
Company
- (97) Owned by CIT
Financial USA,
Inc.
- (98) Owned and
managed by
Sovereign
Ventures NNN,
LLC
- (99) Owned by CIT
Funding
Company VIII,
LLC
- (100) 100% preferred
shares held by
CIT SBL
Holdings, Ltd.
and 100%
ordinary shares
held by Cayman
charity
- (101) Owned by CIT
SBL 2008-1, Ltd.
- (102) Owned by CIT
Lending Services
Corporation

- (103) Owned by CIT
Technology
Financing
Services, Inc.
- (104) Joint venture
that is 75%
owned by CIT
Technology
Financing
Services, Inc.
- (105) Owned by CIT
Capital USA
Inc.
- (106) Joint venture
that is 33%
owned by CIT
Project Finance
Manager, L.L.C.
- (107) Owned by CIT
Project Finance,
L.L.C
- (108) Owned by
Montana
OPCM1A LLC
- (109) Owned by
Montana OP1
LLC
- (110) Joint venture
that is 50%
owned by CIT
Broad River
LLC
- (111) Joint venture
that is 50%
owned by CIT
Millbury Inc.
- (112) Owned by
Millenium
Leasing
Company I,

LLC

(113) Owned by CIT
Middle Market
Holdings, LLC

(114) Owned by SBR
OP-1, LLC

(115) Owned by
Broad River
OL-1 LLC

(116) Owned by
RockGen OL-1
LLC

(117) Owned by SBR
OP-2, LLC

(118) Owned by
Broad River
OL-2 LLC

(119) Owned by
RockGen OL-2
LLC

(120) Owned by SBR
OP-3, LLC

(121) Owned by
Broad River
OL-3 LLC

(122) Owned by
RockGen OL-3
LLC

(123) Owned by SBR
OP-4, LLC

(124) Owned by
Broad River
OL-4 LLC

(125) Owned by
RockGen OL-4
LLC

(126)

Owned by TCC
Attala OP LLC

MANAGEMENT AND CONTROL

4. Directors and Executive Officers.

(a) The Corporation.

The following table lists the names and offices held by all directors and executive officers of the Corporation as of the date of this Application for Qualification (this Application). The mailing address for each of the individuals listed in the following table is c/o CIT Group Inc., 505 Fifth Avenue, New York, New York 10017.

| Name | Office |
|-----------------------|--|
| Jeffrey M. Peek | Chairman of the Board of Directors and Chief Executive Officer |
| Michael A. Carpenter | Director |
| William M. Freeman | Director |
| Susan M. Lyne | Director |
| Marianne Miller Parrs | Director |
| John R. Ryan | Director |
| Christopher H. Shays | Director |
| Seymour Sternberg | Director |
| Peter J. Tobin | Director |
| Lois M. Van Deusen | Director |
| Usama Ashraf | Senior Vice President Treasury, Assistant Treasurer |
| Michael Baresich | Executive Vice President and Global Chief Information Officer |
| Kathleen A. Beck | Vice President Treasury |
| Kenneth A. Brause | Executive Vice President Investor Relations |
| Barbara Callahan | Senior Vice President, Assistant Treasurer |
| Mark A. Carlson | Senior Vice President, Assistant Treasurer |

| Name | Office |
|-------------------------|---|
| Keith Cheses | Vice President, BSA/AML Officer |
| James J. Duffy | Executive Vice President Human Resources |
| Umar Farooq | Executive Vice President Corporate Strategy and Chief Sales Officer |
| Nancy J. Foster | Executive Vice President and Chief Risk Officer |
| Kelley J. Gipson | Executive Vice President Brand Marketing and Communications |
| Christopher J. Grimes | Senior Vice President Head of Enterprise Risk Management |
| William Hopf | Senior Vice President Human Resources |
| Robert J. Ingato | Executive Vice President, General Counsel and Secretary |
| Nicole L. Kelsey | Senior Vice President and Chief Counsel, Corporate Development |
| Stephen Klimas | Senior Vice President Investor Relations |
| Joseph M. Leone | Vice Chairman and Chief Financial Officer |
| Jonathan Macey | Senior Vice President and Acting Controller |
| Michael Magee | Executive Vice President Tax |
| Eric S. Mandelbaum | Senior Vice President, Deputy General Counsel and Assistant Secretary |
| Alexander T. Mason | President and Chief Operating Officer |
| Jacqueline P. McCaulley | Senior Vice President and Interim Director of Internal Audit |
| Michael J. McConnell | Vice President Treasury |
| Lorraine A. Milazzo | Senior Vice President Corporate Insurance |
| Deborah Reperowitz | Senior Vice President, Chief Counsel, Litigation and Preventative Law |
| Suzanne Ridgway | Vice President, OFAC Officer |
| James P. Shanahan | Senior Vice President, Chief Compliance Officer and Assistant Secretary |
| John P. Sirico | Vice President, Associate General Counsel and Assistant Secretary |
| Edward K. Sperling | Senior Vice President |
| Glenn A. Votek | Executive Vice President and Treasurer |

(b) Delaware Funding.

The following table lists the names and offices held by all directors and executive officers of Delaware Funding as of the date of this Application. The mailing address for each of the individuals listed in the following table is c/o CIT Group Funding Company of Delaware LLC, 1 CIT Drive, Livingston, NJ 07039.

| Name | Office |
|--------------------|--|
| Kathleen A. Beck | Vice President Corporate Treasury |
| Barbara Callahan | Senior Vice President Corporate Treasury and Assistant Treasurer |
| Mark A. Carlson | Senior Vice President Corporate Treasury and Assistant Treasurer |
| Robert J. Ingato | Executive Vice President and Assistant Secretary |
| Michael C. Magee | Executive Vice President |
| Eric S. Mandelbaum | Manager, Senior Vice President and Secretary |
| Kathleen Nassaney | Vice President |
| Frank Riepl | Vice President |
| Kathleen M. Sawka | Assistant Vice President Corporate Treasury |
| Linda M. Seufert | Assistant Secretary |
| Glenn A. Votek | Manager, Executive Vice President Corporate Treasury and Treasurer |

5. Principal Owners of Voting Securities.

As of September 15, 2009, no person owned 10% or more of the voting securities of the Corporation. As of the date of this Application, C.I.T. Leasing Corporation, a wholly-owned subsidiary of the Corporation, was the sole member of and owned a 100% membership interest in Delaware Funding.

UNDERWRITERS**6. Underwriters.**

(a) Attached hereto as Annex A are charts containing the name and complete mailing address of each person who, within three years prior to the date hereof, acted as an underwriter of any securities of the Corporation or Delaware Funding which are outstanding on the date hereof and the title of each class of securities underwritten.

(b) No person is acting, or proposed to act, as principal underwriter of the New Notes proposed to be offered pursuant to the Indentures.

CAPITAL SECURITIES**7. Capitalization.**

(a) The following tables set forth information with respect to each authorized class of securities of the applicants as of August 31, 2009.

(i) Equity Securities

| Title of Class | Amount Authorized | Amount Outstanding |
|--|------------------------------|-------------------------------|
| Common Stock, par value \$0.01 per share, of the Corporation ¹ | 600,000,000 | 392,104,656 |
| 6.350% Non-Cumulative Preferred Stock, Series A, par value \$0.01 per share, of the Corporation | 14,000,000 | 14,000,000 |
| Non-Cumulative Preferred Stock, Series B, par value \$0.01 per share, of the Corporation | 1,500,000 | 1,500,000 |
| 8.75% Non-Cumulative Preferred Stock, Series C, par value \$0.01 per share, of the Corporation | 11,500,000 | 11,500,000 |
| Fixed Rate Cumulative Preferred Stock, Series D, par value \$0.01 per share, of the Corporation ² | 2,330,000 | 2,330,000 |
| Junior Participating Preferred Stock, Series E, par value \$0.01 per share, of the Corporation | 400 | 0 |

¹ The Tax Benefits Preservation Plan, entered into by the Corporation on August 13, 2009, provided for a dividend distribution of one preferred share purchase right for each outstanding share of the Corporation's common stock.

² On December 31, 2008, under the U.S. Treasury's

TARP Capital Purchase Program, the Corporation issued to the U.S. Treasury 2.33 million shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series D, and a 10-year warrant to purchase up to 88.7 million shares of common stock at an initial exercise price of \$3.94 per share, for aggregate proceeds of \$2.33 billion. The warrant is exercisable at any time until December 31, 2018 and the number of shares of common stock underlying the warrant and the exercise price are subject to adjustment for certain dilutive events. The exercise price will be reduced by 15% of the original exercise price on each six-month anniversary of the issue date, subject to maximum reduction of 45%. If, on or

prior to
December 31,
2009, the
Corporation
receives
aggregate gross
cash proceeds of
at least \$
2.33 billion
from sales of
Tier 1
qualifying
perpetual
preferred stock
or common
stock, the
number of
shares of
common stock
issuable upon
exercise of the
warrant will be
reduced by
one-half of the
original number
of shares of
common stock.

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|--|------------|-----------|
| Equity Units, stated amount \$25.00 per unit, of the Corporation | 27,600,000 | 7,993,787 |
| Membership Interests in Delaware Funding | N/A | N/A |
| (ii) Debt Securities of Delaware Funding | | |

| Title of Class³ | Amount Authorized | Amount Outstanding |
|--|--------------------------|---------------------------|
| 4.65% Notes due July 1, 2010 | USD 1,000,000,000 | USD 1,000,000,000 |
| 5.60% Notes due November 2, 2011 | USD 487,000,000 | USD 487,000,000 |
| 5.20% Notes due June 1, 2015 | USD 657,408,000 | USD 657,408,000 |
| (iii) Debt Securities of the Corporation | | |

| Title of Class³ | Amount Authorized | Amount Outstanding |
|---|--------------------------|---------------------------|
| 6.88% Notes due November 1, 2009 | USD 300,000,000 | USD 300,000,000 |
| 4.13% Notes due November 3, 2009 | USD 500,000,000 | USD 500,000,000 |
| 3.85% Notes due November 15, 2009 | USD 1,959,000 | USD 1,959,000 |
| 4.63% Notes due November 15, 2009 | USD 1,349,000 | USD 1,349,000 |
| 5.05% Notes due November 15, 2009 | USD 2,800,000 | USD 2,800,000 |
| 5.00% Notes due November 15, 2009 | USD 4,217,000 | USD 4,217,000 |
| 5.00% Notes due November 15, 2009 | USD 5,083,000 | USD 5,083,000 |
| 5.00% Notes due November 15, 2009 | USD 6,146,000 | USD 6,146,000 |
| 3.95% Notes due December 15, 2009 | USD 3,314,000 | USD 3,314,000 |
| 4.80% Notes due December 15, 2009 | USD 2,073,000 | USD 2,073,000 |
| 4.70% Notes due December 15, 2009 | USD 285,000 | USD 285,000 |
| 4.85% Notes due December 15, 2009 | USD 582,000 | USD 582,000 |
| 6.25% Notes due December 15, 2009 | USD 63,703,000 | USD 63,703,000 |
| 6.50% Notes due December 15, 2009 | USD 40,994,000 | USD 40,994,000 |
| Floating Rate Notes due December 21, 2009 | USD 113,000,000 | USD 113,000,000 |
| 4.25% Notes due February 1, 2010 | USD 750,000,000 | USD 750,000,000 |
| 4.05% Notes due February 15, 2010 | USD 4,172,000 | USD 4,172,000 |
| 5.15% Notes due February 15, 2010 | USD 1,918,000 | USD 1,918,000 |
| 5.05% Notes due February 15, 2010 | USD 1,497,000 | USD 1,497,000 |
| 6.50% Notes due February 15, 2010 | USD 58,219,000 | USD 58,219,000 |
| 6.25% Notes due February 15, 2010 | USD 44,138,000 | USD 44,138,000 |
| Floating Rate Notes due March 1, 2010 | CHF 100,000,000 | CHF 100,000,000 |
| 2.75% Notes due March 1, 2010 | CHF 50,000,000 | CHF 50,000,000 |
| Floating Rate Notes due March 12, 2010 | USD 1,000,000,000 | USD 1,000,000,000 |
| 4.30% Notes due March 15, 2010 | USD 1,822,000 | USD 1,822,000 |
| 5.05% Notes due March 15, 2010 | USD 4,241,000 | USD 4,241,000 |
| 5.15% Notes due March 15, 2010 | USD 6,375,000 | USD 6,375,000 |
| 4.90% Notes due March 15, 2010 | USD 297,000 | USD 297,000 |
| 4.85% Notes due March 15, 2010 | USD 784,000 | USD 784,000 |
| 6.50% Notes due March 15, 2010 | USD 33,677,000 | USD 33,677,000 |
| Floating Rate Notes due March 22, 2010 | USD 150,000,000 | USD 150,000,000 |
| 4.45% Notes due May 15, 2010 | USD 3,980,000 | USD 3,980,000 |

³ On October 1, 2009, the

Corporation and Delaware Funding, as applicable, amended each of the indentures under which the Old Notes were issued to provide guarantees by all of the Corporation's current domestic wholly-owned subsidiaries, with the exception of Delaware Funding, CIT Bank and other regulated subsidiaries, special purpose entities and immaterial subsidiaries.

| Title of Class ³ | Amount Authorized | Amount Outstanding |
|--|----------------------|-----------------------|
| 5.25% Notes due May 15, 2010 | USD 2,414,000 | USD 2,414,000 |
| 5.38% Notes due June 15, 2010 | GBP 300,000,000 | GBP 300,000,000 |
| 4.30% Notes due June 15, 2010 | USD 1,013,000 | USD 1,013,000 |
| 4.35% Notes due June 15, 2010 | USD 1,419,000 | USD 1,419,000 |
| 5.30% Notes due June 15, 2010 | USD 2,622,000 | USD 2,622,000 |
| 4.60% Notes due August 15, 2010 | USD 1,131,000 | USD 1,131,000 |
| 5.45% Notes due August 15, 2010 | USD 11,920,000 | USD 11,920,000 |
| 5.50% Notes due August 15, 2010 | USD 1,511,000 | USD 1,511,000 |
| 4.25% Notes due September 15, 2010 | USD 295,000 | USD 295,000 |
| 5.25% Notes due September 15, 2010 | USD 11,403,000 | USD 11,403,000 |
| 5.20% Notes due November 3, 2010 | USD 500,000,000 | USD 500,000,000 |
| Floating Rate Notes due November 3, 2010 | USD 474,000,000 | USD 474,000,000 |
| 5.05% Notes due November 15, 2010 | USD 9,054,000 | USD 9,054,000 |
| 5.25% Notes due November 15, 2010 | USD 6,349,000 | USD 6,349,000 |
| 5.25% Notes due November 15, 2010 | USD 12,292,000 | USD 12,292,000 |
| 5.25% Notes due November 15, 2010 | USD 1,686,000 | USD 1,686,000 |
| 4.75% Notes due December 15, 2010 | USD 750,000,000 | USD 750,000,000 |
| 5.00% Notes due December 15, 2010 | USD 5,842,000 | USD 5,842,000 |
| 5.05% Notes due December 15, 2010 | USD 5,926,000 | USD 5,926,000 |
| 4.90% Notes due December 15, 2010 | USD 3,188,000 | USD 3,188,000 |
| 5.25% Notes due December 15, 2010 | USD 807,000 | USD 807,000 |
| 6.50% Notes due December 15, 2010 | USD 12,177,000 | USD 12,177,000 |
| 6.50% Notes due January 15, 2011 | USD 17,752,000 | USD 17,752,000 |
| 4.72% Notes due February 10, 2011 | CAD 400,000,000 | CAD 400,000,000 |
| 5.15% Notes due February 15, 2011 | USD 2,158,000 | USD 2,158,000 |
| 5.15% Notes due February 15, 2011 | USD 1,458,000 | USD 1,458,000 |
| 6.60% Notes due February 15, 2011 | USD 25,229,000 | USD 25,229,000 |
| Floating Rate Notes due February 28, 2011 | GBP 70,000,000 | GBP 70,000,000 |
| 5.05% Notes due March 15, 2011 | USD 1,560,000 | USD 1,560,000 |
| 5.00% Notes due March 15, 2011 | USD 1,001,000 | USD 1,001,000 |
| 4.90% Notes due March 15, 2011 | USD 806,000 | USD 806,000 |
| 5.00% Notes due March 15, 2011 | USD 1,589,000 | USD 1,589,000 |
| 6.75% Notes due March 15, 2011 | USD 7,604,000 | USD 7,604,000 |
| 6.50% Notes due March 15, 2011 | USD 6,187,000 | USD 6,187,000 |
| 5.15% Notes due April 15, 2011 | USD 957,000 | USD 957,000 |
| Floating Rate Notes due April 27, 2011 | USD 280,225,000 | USD 280,225,000 |
| 5.60% Notes due April 27, 2011 | USD 750,000,000 | USD 750,000,000 |
| 5.40% Notes due May 15, 2011 | USD 1,283,000 | USD 1,283,000 |
| 5.35% Notes due June 15, 2011 | USD 558,000 | USD 558,000 |
| Floating Rate Notes due July 28, 2011 | USD 669,500,000 | USD 669,500,000 |
| 5.80% Notes due July 28, 2011 | USD 550,000,000 | USD 550,000,000 |
| 5.35% Notes due August 15, 2011 | USD 2,254,000 | USD 2,254,000 |
| 5.20% Notes due September 15, 2011 | USD 2,685,000 | USD 2,685,000 |
| Floating Rate Notes due September 21, 2011 | GBP 40,000,000 | GBP 40,000,000 |
| 4.25% Notes due September 22, 2011 | EUR 750,000,000 | EUR 750,000,000 |
| 5.20% Notes due November 15, 2011 | USD 7,392,000 | USD 7,392,000 |

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|---|-----|-------------|-----|-------------|
| 5.25% Notes due November 15, 2011 | USD | 4,427,000 | USD | 4,427,000 |
| 5.25% Notes due November 15, 2011 | USD | 5,175,000 | USD | 5,175,000 |
| 5.25% Notes due November 15, 2011 | USD | 4,944,000 | USD | 4,944,000 |
| Floating Rate Notes due November 30, 2011 | EUR | 500,000,000 | EUR | 500,000,000 |
| 4.85% Notes due December 15, 2011 | USD | 482,000 | USD | 482,000 |
| 5.00% Notes due December 15, 2011 | USD | 1,685,000 | USD | 1,685,000 |
| 5.40% Notes due February 13, 2012 | USD | 500,000,000 | USD | 479,996,000 |
| Floating Rate Notes due February 13, 2012 | USD | 654,250,000 | USD | 654,250,000 |

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| Title of Class ³ | Amount Authorized | Amount Outstanding |
|---|----------------------|-----------------------|
| 5.25% Notes due February 15, 2012 | USD 2,937,000 | USD 2,937,000 |
| 5.15% Notes due February 15, 2012 | USD 1,532,000 | USD 1,532,000 |
| 7.25% Notes due February 15, 2012 | USD 30,577,000 | USD 30,577,000 |
| 7.00% Notes due February 15, 2012 | USD 17,676,000 | USD 17,676,000 |
| 5.00% Notes due March 15, 2012 | USD 482,000 | USD 482,000 |
| 5.00% Notes due March 15, 2012 | USD 1,059,000 | USD 1,059,000 |
| 7.25% Notes due March 15, 2012 | USD 13,609,000 | USD 13,609,000 |
| 7.75% Notes due April 2, 2012 | USD 259,646,000 | USD 259,646,000 |
| 5.75% Notes due August 15, 2012 | USD 466,000 | USD 466,000 |
| 3.80% Notes due November 14, 2012 | EUR 450,000,000 | EUR 450,000,000 |
| 5.50% Notes due November 15, 2012 | USD 2,711,000 | USD 2,711,000 |
| 5.50% Notes due November 15, 2012 | USD 1,381,000 | USD 1,381,000 |
| 7.63% Notes due November 30, 2012 | USD 2,000,000,000 | USD 1,277,653,000 |
| 5.50% Notes due December 15, 2012 | USD 495,000 | USD 495,000 |
| 7.00% Notes due December 15, 2012 | USD 36,343,000 | USD 36,343,000 |
| 7.25% Notes due December 15, 2012 | USD 19,425,000 | USD 19,425,000 |
| 7.30% Notes due December 15, 2012 | USD 11,775,000 | USD 11,775,000 |
| Floating Rate Notes due December 21, 2012 | USD 290,705,000 | USD 290,705,000 |
| 6.15% Notes due January 15, 2013 | USD 29,038,000 | USD 29,038,000 |
| 6.25% Notes due January 15, 2013 | USD 62,461,000 | USD 62,461,000 |
| 6.15% Notes due January 15, 2013 | USD 52,560,000 | USD 52,560,000 |
| 6.25% Notes due January 15, 2013 | USD 53,967,000 | USD 53,967,000 |
| 7.50% Notes due January 15, 2013 | USD 27,292,000 | USD 27,292,000 |
| 6.25% Notes due February 15, 2013 | USD 22,781,000 | USD 22,781,000 |
| 6.20% Notes due February 15, 2013 | USD 24,387,000 | USD 24,387,000 |
| 6.00% Notes due February 15, 2013 | USD 22,368,000 | USD 22,368,000 |
| 7.60% Notes due February 15, 2013 | USD 23,615,000 | USD 23,615,000 |
| 6.15% Notes due February 15, 2013 | USD 23,318,000 | USD 23,318,000 |
| 5.40% Notes due March 7, 2013 | USD 500,000,000 | USD 483,516,000 |
| 7.75% Notes due March 15, 2013 | USD 18,242,000 | USD 18,242,000 |
| 7.90% Notes due March 15, 2013 | USD 17,591,000 | USD 17,591,000 |
| 7.25% Notes due March 15, 2013 | USD 5,350,000 | USD 5,350,000 |
| 6.00% Notes due March 15, 2013 | USD 26,178,000 | USD 26,178,000 |
| 6.00% Notes due March 15, 2013 | USD 27,547,000 | USD 27,547,000 |
| 6.10% Notes due March 15, 2013 | USD 27,499,000 | USD 27,499,000 |
| 6.25% Notes due March 15, 2013 | USD 26,121,000 | USD 26,121,000 |
| 6.15% Notes due April 15, 2013 | USD 24,593,000 | USD 24,593,000 |
| 6.15% Notes due April 15, 2013 | USD 28,983,000 | USD 28,983,000 |
| 6.05% Notes due April 15, 2013 | USD 19,386,000 | USD 19,386,000 |
| 6.05% Notes due May 15, 2013 | USD 44,494,000 | USD 44,494,000 |
| 4.95% Notes due May 15, 2013 | USD 9,133,000 | USD 9,133,000 |
| 4.95% Notes due May 15, 2013 | USD 11,492,000 | USD 11,492,000 |
| 4.88% Notes due June 15, 2013 | USD 6,237,000 | USD 6,237,000 |
| 4.85% Notes due June 15, 2013 | USD 7,956,000 | USD 7,956,000 |
| 4.60% Notes due June 15, 2013 | USD 9,421,000 | USD 9,421,000 |
| 4.45% Notes due June 15, 2013 | USD 5,051,000 | USD 5,051,000 |

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|---------------------------------------|-----|-------------|-----|-------------|
| Floating Rate Notes due June 20, 2013 | EUR | 500,000,000 | EUR | 500,000,000 |
| 5.05% Notes due July 15, 2013 | USD | 5,228,000 | USD | 5,228,000 |
| 4.65% Notes due July 15, 2013 | USD | 9,267,000 | USD | 9,267,000 |
| 4.75% Notes due July 15, 2013 | USD | 2,318,000 | USD | 2,318,000 |
| 5.00% Notes due July 15, 2013 | USD | 15,182,000 | USD | 15,182,000 |
| 4.75% Notes due July 15, 2013 | USD | 5,779,000 | USD | 5,779,000 |
| 5.30% Notes due August 15, 2013 | USD | 7,479,000 | USD | 7,479,000 |
| 5.50% Notes due August 15, 2013 | USD | 2,903,000 | USD | 2,903,000 |

| Title of Class ³ | Amount Authorized | Amount Outstanding |
|------------------------------------|----------------------|-----------------------|
| 5.50% Notes due August 15, 2013 | USD 6,810,000 | USD 6,810,000 |
| 5.40% Notes due September 15, 2013 | USD 2,445,000 | USD 2,445,000 |
| 5.50% Notes due September 15, 2013 | USD 4,171,000 | USD 4,171,000 |
| 5.25% Notes due September 15, 2013 | USD 4,374,000 | USD 4,374,000 |
| 5.20% Notes due September 15, 2013 | USD 4,378,000 | USD 4,378,000 |
| 5.20% Notes due October 15, 2013 | USD 5,497,000 | USD 5,497,000 |
| 5.20% Notes due October 15, 2013 | USD 8,130,000 | USD 8,130,000 |
| 5.25% Notes due October 15, 2013 | USD 3,359,000 | USD 3,359,000 |
| 5.30% Notes due November 15, 2013 | USD 3,146,000 | USD 3,146,000 |
| 5.10% Notes due November 15, 2013 | USD 7,480,000 | USD 7,480,000 |
| 5.40% Notes due December 15, 2013 | USD 5,783,000 | USD 5,783,000 |
| 5.20% Notes due December 15, 2013 | USD 7,241,000 | USD 7,241,000 |
| 5.10% Notes due January 15, 2014 | USD 2,897,000 | USD 2,897,000 |
| 4.85% Notes due January 15, 2014 | USD 1,333,000 | USD 1,333,000 |
| 5.00% Notes due February 13, 2014 | USD 750,000,000 | USD 671,749,000 |
| 5.00% Notes due February 15, 2014 | USD 5,957,000 | USD 5,957,000 |
| 4.90% Notes due February 15, 2014 | USD 1,958,000 | USD 1,958,000 |
| 7.85% Notes due February 15, 2014 | USD 23,034,000 | USD 23,034,000 |
| 7.65% Notes due February 15, 2014 | USD 10,897,000 | USD 10,897,000 |
| 4.80% Notes due March 15, 2014 | USD 4,492,000 | USD 4,492,000 |
| 4.60% Notes due March 15, 2014 | USD 4,211,000 | USD 4,211,000 |
| 7.85% Notes due March 15, 2014 | USD 4,573,000 | USD 4,573,000 |
| 4.80% Notes due April 15, 2014 | USD 2,177,000 | USD 2,177,000 |
| 5.10% Notes due April 15, 2014 | USD 5,735,000 | USD 5,735,000 |
| 5.00% Notes due May 13, 2014 | EUR 463,405,000 | EUR 463,405,000 |
| 5.25% Notes due May 15, 2014 | USD 4,898,000 | USD 4,898,000 |
| 5.80% Notes due May 15, 2014 | USD 11,357,000 | USD 11,357,000 |
| 5.70% Notes due June 15, 2014 | USD 8,890,000 | USD 8,890,000 |
| 5.75% Notes due June 15, 2014 | USD 10,815,000 | USD 10,815,000 |
| 5.75% Notes due June 15, 2014 | USD 1,930,000 | USD 1,930,000 |
| 5.85% Notes due June 15, 2014 | USD 1,593,000 | USD 1,593,000 |
| 6.00% Notes due June 15, 2014 | USD 10,892,000 | USD 10,892,000 |
| 5.65% Notes due July 15, 2014 | USD 8,504,000 | USD 8,504,000 |
| 5.30% Notes due July 15, 2014 | USD 10,005,000 | USD 10,005,000 |
| 5.20% Notes due August 15, 2014 | USD 5,691,000 | USD 5,691,000 |
| 5.30% Notes due August 15, 2014 | USD 3,915,000 | USD 3,915,000 |
| 6.00% Notes due August 15, 2014 | USD 2,555,000 | USD 2,555,000 |
| 6.00% Notes due August 15, 2014 | USD 2,389,000 | USD 2,389,000 |
| 5.25% Notes due September 15, 2014 | USD 16,332,000 | USD 16,332,000 |
| 5.05% Notes due September 15, 2014 | USD 17,112,000 | USD 17,112,000 |
| 5.13% Notes due September 30, 2014 | USD 750,000,000 | USD 638,267,000 |
| 4.90% Notes due October 15, 2014 | USD 5,520,000 | USD 5,520,000 |
| 5.10% Notes due October 15, 2014 | USD 13,944,000 | USD 13,944,000 |
| 5.05% Notes due November 15, 2014 | USD 7,238,000 | USD 7,238,000 |
| 5.50% Notes due December 1, 2014 | GBP 480,000,000 | GBP 480,000,000 |
| 5.13% Notes due December 15, 2014 | USD 7,632,000 | USD 7,632,000 |

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|-----------------------------------|-----|-------------|-----|-------------|
| 5.10% Notes due December 15, 2014 | USD | 18,101,000 | USD | 18,101,000 |
| 5.05% Notes due January 15, 2015 | USD | 6,302,000 | USD | 6,302,000 |
| 5.00% Notes due February 1, 2015 | USD | 750,000,000 | USD | 671,141,000 |
| 4.95% Notes due February 15, 2015 | USD | 6,678,000 | USD | 6,678,000 |
| 4.90% Notes due February 15, 2015 | USD | 6,848,000 | USD | 6,848,000 |
| 7.90% Notes due February 15, 2015 | USD | 24,329,000 | USD | 24,329,000 |
| 5.10% Notes due March 15, 2015 | USD | 12,247,000 | USD | 12,247,000 |
| 5.05% Notes due March 15, 2015 | USD | 2,575,000 | USD | 2,575,000 |

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| Title of Class ³ | Amount Authorized | Amount Outstanding |
|---|----------------------|-----------------------|
| 4.25% Notes due March 17, 2015 | EUR 412,500,000 | EUR 412,500,000 |
| 5.38% Notes due April 15, 2015 | USD 6,369,000 | USD 6,369,000 |
| 5.25% Notes due May 15, 2015 | USD 15,954,000 | USD 15,954,000 |
| 5.30% Notes due May 15, 2015 | USD 27,090,000 | USD 27,090,000 |
| 5.10% Notes due June 15, 2015 | USD 14,930,000 | USD 14,930,000 |
| 5.05% Notes due June 15, 2015 | USD 10,912,000 | USD 10,912,000 |
| 5.20% Notes due June 15, 2015 | USD 8,322,000 | USD 8,322,000 |
| 5.30% Notes due August 15, 2015 | USD 10,741,000 | USD 10,741,000 |
| 5.38% Notes due August 15, 2015 | USD 15,892,000 | USD 15,892,000 |
| 5.25% Notes due September 15, 2015 | USD 11,241,000 | USD 11,241,000 |
| 5.10% Notes due September 15, 2015 | USD 4,898,000 | USD 4,898,000 |
| 5.50% Notes due November 15, 2015 | USD 4,016,000 | USD 4,016,000 |
| 5.80% Notes due November 15, 2015 | USD 7,456,000 | USD 7,456,000 |
| 5.75% Notes due December 15, 2015 | USD 8,155,000 | USD 8,155,000 |
| 5.80% Notes due December 15, 2015 | USD 12,621,000 | USD 12,621,000 |
| 5.40% Notes due January 30, 2016 | USD 750,000,000 | USD 604,263,000 |
| 5.85% Notes due March 15, 2016 | USD 14,372,000 | USD 14,372,000 |
| 5.80% Notes due March 15, 2016 | USD 11,705,000 | USD 11,705,000 |
| 6.00% Notes due March 15, 2016 | USD 69,046,000 | USD 69,046,000 |
| 5.88% Notes due April 15, 2016 | USD 4,888,000 | USD 4,888,000 |
| 6.05% Notes due May 15, 2016 | USD 14,943,000 | USD 14,943,000 |
| 6.15% Notes due May 15, 2016 | USD 18,636,000 | USD 18,636,000 |
| 6.10% Notes due June 15, 2016 | USD 15,478,000 | USD 15,478,000 |
| 6.10% Notes due June 15, 2016 | USD 17,660,000 | USD 17,660,000 |
| 6.20% Notes due August 15, 2016 | USD 37,135,000 | USD 37,135,000 |
| 6.13% Notes due August 15, 2016 | USD 36,401,000 | USD 36,401,000 |
| 5.85% Notes due September 15, 2016 | USD 500,000,000 | USD 391,533,000 |
| 6.05% Notes due September 15, 2016 | USD 31,772,000 | USD 31,772,000 |
| 5.95% Notes due September 15, 2016 | USD 11,219,000 | USD 11,219,000 |
| 4.65% Notes due September 19, 2016 | EUR 474,000,000 | EUR 474,000,000 |
| 6.00% Notes due November 15, 2016 | USD 29,155,000 | USD 29,155,000 |
| 5.95% Notes due November 15, 2016 | USD 13,264,000 | USD 13,264,000 |
| Floating Rate Notes due December 14, 2016 | USD 34,452,000 | USD 34,452,000 |
| 5.80% Notes due December 15, 2016 | USD 35,842,000 | USD 35,842,000 |
| 5.65% Notes due December 15, 2016 | USD 8,701,000 | USD 8,701,000 |
| 5.70% Notes due December 15, 2016 | USD 9,571,000 | USD 9,571,000 |
| 5.70% Notes due December 15, 2016 | USD 9,817,000 | USD 9,817,000 |
| 5.50% Notes due December 20, 2016 | GBP 367,400,000 | GBP 367,400,000 |
| 5.65% Notes due February 13, 2017 | USD 750,000,000 | USD 548,087,000 |
| 5.85% Notes due February 15, 2017 | USD 7,724,000 | USD 7,724,000 |
| 5.95% Notes due February 15, 2017 | USD 11,074,000 | USD 11,074,000 |
| 5.85% Notes due February 15, 2017 | USD 6,471,000 | USD 6,471,000 |
| 5.80% Notes due February 15, 2017 | USD 7,792,000 | USD 7,792,000 |
| Floating Rate Notes due March 15, 2017 | USD 50,000,000 | USD 50,000,000 |
| 5.75% Notes due March 15, 2017 | USD 6,741,000 | USD 6,741,000 |
| 5.75% Notes due March 15, 2017 | USD 13,498,000 | USD 13,498,000 |

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|--------------------------------|-----|------------|-----|------------|
| 5.70% Notes due March 15, 2017 | USD | 9,533,000 | USD | 9,533,000 |
| 5.65% Notes due March 15, 2017 | USD | 5,935,000 | USD | 5,935,000 |
| 5.75% Notes due March 15, 2017 | USD | 10,298,000 | USD | 10,298,000 |
| 5.75% Notes due May 15, 2017 | USD | 2,708,000 | USD | 2,708,000 |
| 5.80% Notes due May 15, 2017 | USD | 3,779,000 | USD | 3,779,000 |
| 5.80% Notes due May 15, 2017 | USD | 5,038,000 | USD | 5,038,000 |
| 6.00% Notes due June 15, 2017 | USD | 23,842,000 | USD | 23,842,000 |
| 6.00% Notes due June 15, 2017 | USD | 8,205,000 | USD | 8,205,000 |

| Title of Class ³ | Amount Authorized | Amount Outstanding |
|---|--------------------|--------------------|
| 6.10% Notes due June 15, 2017 | USD 6,648,000 | USD 6,648,000 |
| 6.25% Notes due June 15, 2017 | USD 10,535,000 | USD 10,535,000 |
| 6.25% Notes due August 15, 2017 | USD 1,190,000 | USD 1,190,000 |
| 6.25% Notes due November 15, 2017 | USD 8,958,000 | USD 8,958,000 |
| 6.25% Notes due November 15, 2017 | USD 11,778,000 | USD 11,778,000 |
| 6.25% Notes due November 15, 2017 | USD 6,339,000 | USD 6,339,000 |
| 6.40% Notes due November 15, 2017 | USD 3,404,000 | USD 3,404,000 |
| 6.50% Notes due November 15, 2017 | USD 2,197,000 | USD 2,197,000 |
| 10-Year Forward Rate Bias Notes due December 11, 2017 | USD 500,000,000 | USD 500,000,000 |
| 6.50% Notes due December 15, 2017 | USD 556,000 | USD 556,000 |
| 7.50% Notes due December 15, 2017 | USD 24,275,000 | USD 24,275,000 |
| 7.75% Notes due December 15, 2017 | USD 14,936,000 | USD 14,936,000 |
| 7.80% Notes due December 15, 2017 | USD 8,731,000 | USD 8,731,000 |
| 5.80% Senior Notes due October 1, 2036 | USD 500,000,000 | USD 316,015,000 |
| 12.00% Subordinated Notes due December 18, 2018 | USD 1,117,448,000 | USD 1,117,448,000 |
| 12.00% Subordinated Notes due December 18, 2018 | USD 31,559,000 | USD 31,559,000 |
| 6.10% Junior Subordinated Notes due March 15, 2067 | USD 750,000,000 | USD 750,000,000 |
| 0.95% Notes due October 1, 2009 | USD 1,000,000,000 | USD 1,000,000,000 |
| 0.90% Notes due November 7, 2010 | JPY 20,000,000,000 | JPY 20,000,000,000 |
| 7.75% Notes due November 17, 2010 | USD 199,844,675 | USD 199,844,675 |
| 4.25% Notes due September 22, 2011 | EUR 750,000,000 | EUR 750,000,000 |
| 1.42% Notes due October 4, 2011 | USD 100,000,000 | USD 100,000,000 |
| 5.15% Notes due December 11, 2017 | USD 500,000,000 | USD 500,000,000 |
| 6.00% Notes due April 1, 2036 | USD 309,021,000 | USD 309,021,000 |
| 3.70% Notes due October 15, 2009 | USD 1,802,000 | USD 1,802,000 |
| 6.25% Notes due August 15, 2021 | USD 44,964,000 | USD 43,904,000 |
| 6.25% Notes due September 15, 2021 | USD 41,435,000 | USD 39,924,000 |
| 6.15% Notes due September 15, 2021 | USD 28,075,000 | USD 27,437,000 |
| 6.25% Notes due November 15, 2021 | USD 36,469,000 | USD 35,172,000 |
| 6.10% Notes due November 15, 2021 | USD 66,669,000 | USD 63,647,000 |
| 6.00% Notes due December 15, 2021 | USD 61,507,000 | USD 58,477,000 |
| 5.85% Notes due December 15, 2021 | USD 15,339,000 | USD 14,571,000 |
| 5.88% Notes due December 15, 2021 | USD 19,034,000 | USD 18,181,000 |
| 5.90% Notes due December 15, 2021 | USD 19,762,000 | USD 18,463,000 |
| 6.00% Notes due February 15, 2022 | USD 49,872,000 | USD 48,666,000 |
| 6.05% Notes due February 15, 2022 | USD 25,428,000 | USD 24,566,000 |
| 6.00% Notes due February 15, 2022 | USD 37,898,000 | USD 36,857,000 |
| 5.95% Notes due February 15, 2022 | USD 12,918,000 | USD 12,386,000 |
| 5.90% Notes due March 15, 2022 | USD 8,664,000 | USD 8,389,000 |
| 5.85% Notes due March 15, 2022 | USD 12,828,000 | USD 12,187,000 |
| 5.85% Notes due March 15, 2022 | USD 16,435,000 | USD 15,269,000 |
| 5.85% Notes due March 15, 2022 | USD 20,459,000 | USD 19,510,000 |
| 5.95% Notes due March 15, 2022 | USD 29,733,000 | USD 28,018,000 |
| 6.00% Notes due May 15, 2022 | USD 14,227,000 | USD 13,726,000 |
| 6.00% Notes due May 15, 2022 | USD 18,705,000 | USD 18,355,000 |
| 6.00% Notes due May 15, 2022 | USD 11,932,000 | USD 11,441,000 |

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| | | | | |
|-----------------------------------|-----|------------|-----|------------|
| 6.15% Notes due June 15, 2022 | USD | 31,354,000 | USD | 30,302,000 |
| 6.20% Notes due June 15, 2022 | USD | 6,921,000 | USD | 6,819,000 |
| 6.25% Notes due June 15, 2022 | USD | 4,816,000 | USD | 4,611,000 |
| 6.50% Notes due June 15, 2022 | USD | 16,043,000 | USD | 15,036,000 |
| 6.50% Notes due August 15, 2022 | USD | 1,487,000 | USD | 1,457,000 |
| 6.50% Notes due August 15, 2022 | USD | 397,000 | USD | 397,000 |
| 6.70% Notes due November 15, 2022 | USD | 2,130,000 | USD | 1,930,000 |
| 6.75% Notes due November 15, 2022 | USD | 2,619,000 | USD | 2,609,000 |
| 6.75% Notes due December 15, 2022 | USD | 676,000 | USD | 676,000 |

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(b) Holders of common stock of the Corporation are entitled to one vote for each share registered in such holder's name on all matters upon which such holders are entitled to vote. In the event that dividends on any shares of preferred stock of the Corporation are not declared and paid for at least six dividend periods, whether or not consecutive (a Nonpayment Event), the number of directors then constituting the board of directors of the Corporation shall automatically be increased by two and the holders of each series of preferred stock of the Corporation, together with the holders of any and all other series of preferred stock of the Corporation that rank equally with such series of preferred stock, either or both as to the payment of dividends and/or the distribution of assets upon liquidation, dissolution or winding up of the Corporation (Voting Preferred Stock), shall be entitled to vote for the election of the two additional directors. If and when dividends have been paid in full, or declared and a sum sufficient for such payment shall have been set aside, on such series of preferred stock of the Corporation for at least four consecutive dividend periods after a Nonpayment Event, the holders of such series shall immediately, and without any further action by the Corporation, be divested of the foregoing voting rights. So long as any shares of preferred stock of the Corporation are outstanding, the vote or consent of 66 and 2/3% of the shares of such series and any Voting Preferred Stock then outstanding and entitled to vote thereon, voting together as a single class, is necessary to effect certain transactions that would be deemed to materially and adversely affect the special rights, preferences, privileges or voting powers of such series.

INDENTURE SECURITIES

8. Analysis of Indenture Provisions.

The Corporation will issue the Series A Notes under a supplemental indenture to a base indenture (the Series A Indenture) between itself and The Bank of New York Mellon as trustee (the Trustee) and Delaware Funding will issue the Series B Notes under a supplemental indenture to a base indenture (the Series B Indenture) and together with the Series A Indenture, the Indentures) between itself and the Trustee. The following analysis is not a complete description of the provisions discussed and is qualified in its entirety by reference to the terms of the Indentures. Forms of the base indentures are attached as Exhibit T3C.1 and Exhibit T3C.2 hereto and are incorporated by reference herein. As of the date of this Application, the Corporation and Delaware Funding (each of which may be referred to herein as the Issuer) have not entered into the Indentures and the terms of the Indentures remain subject to change prior to their execution. Capitalized terms used below but not defined herein have the meanings assigned to them in the Indentures.

(a) Events of Default; Withholding of Notice

An Event of Default with respect to each series of New Notes will be defined as any one of the following events:

- (i) default for 30 days in the payment when due of interest on the New Notes;
- (ii) default in the payment when due (at maturity, upon redemption or otherwise) of the principal of, or premium, if any, on, the New Notes;
- (iii) failure by the Issuer or any of its Restricted Subsidiaries to comply with the provisions in the Offering Memorandum described under the captions Repurchase at the Option of Holders Change of Control, Repurchase at the Option of Holders Asset Sales or Certain Covenants Merger, Consolidation or Sale of Assets;
- (iv) failure by the Issuer or any of its Restricted Subsidiaries for 60 days after notice to the Issuer by the Trustee or the Holders of at least 25% in aggregate principal amount of the New Notes then outstanding voting as a single class to comply with any of the other agreements in the applicable Indenture;
- (v) default under any mortgage, indenture or instrument under which there may be issued or by which there may be secured or evidenced any Indebtedness for money borrowed by the Issuer or any of its Restricted Subsidiaries (or the payment of which is guaranteed by the Issuer or any of its Restricted Subsidiaries), whether such Indebtedness or Guarantee now exists, or is created after the date of the applicable Indenture, if that default:
 - (A) is caused by a failure to pay principal of, or interest or premium, if any, on, such Indebtedness prior to the expiration of the grace period provided in such Indebtedness on the date of such default (a Payment Default); or
 - (B) results in the acceleration of such Indebtedness prior to its express maturity, and, in each case, the principal amount of any such Indebtedness, together with the principal amount of any other such Indebtedness under which there has been a Payment Default or the maturity of which has been so accelerated, aggregates to an amount that is equal to or more than an amount specified in the applicable Indenture;
- (vi) failure by the Issuer or any of its Restricted Subsidiaries to pay final judgments entered by a court or courts of competent jurisdiction aggregating in excess of an amount specified in the applicable Indenture, which judgments are not paid, discharged or stayed for a period of 60 days;

- (vii) certain events of bankruptcy or insolvency described in the applicable Indenture with respect to the Issuer or any Restricted Subsidiaries that is a Significant Subsidiary;
- (viii) any Note Guarantee of any Significant Subsidiary ceases to be in full force and effect (other than in accordance with the terms of such Note Guarantee and the applicable Indenture) or is declared null and void and unenforceable or found to be invalid or any Significant Subsidiary denies its liability under its Note Guarantee (other than by reason of release of a Guarantor from its Note Guarantee in accordance with the terms of the applicable indenture and the Note Guarantee); and
- (ix) any security interest and Lien purported to be created by any Security Document with respect to any Collateral, individually or in the aggregate, having a Fair Market Value in excess of an amount specified in the applicable Indenture shall cease to be in full force and effect, or shall cease to give the Notes Collateral Agent, for the benefit of the Holders, the Liens, rights, powers and privileges purported to be created and granted thereby (including a perfected second-priority security interest in and Lien on, all of the Collateral thereunder (except as otherwise expressly provided in the applicable Indenture, the Security Documents and the Intercreditor Agreement)) in favor of the Notes Collateral Agent, or shall be asserted by the Issuer or any Guarantor to not be, a valid, perfected, second-priority (except as otherwise expressly provided in the applicable Indenture, the Security Documents or the Intercreditor Agreement) security interest in or Lien on the Collateral covered thereby; except to the extent that any such loss of perfection or priority results from the failure of the Trustee (or an agent or trustee on its behalf) to make filings, renewals and continuations (or other equivalent filings) or take other appropriate action or the failure of the Trustee (or an agent or trustee on its behalf) to maintain possession of certificates actually delivered to it (or such agent or trustee) representing securities pledged under the Security Documents.

In the case of an Event of Default arising from certain events of bankruptcy or insolvency, with respect to the Corporation, any Restricted Subsidiary of the Corporation that is a Significant Subsidiary or any group of Restricted Subsidiaries of the Corporation that, taken together, would constitute a Significant Subsidiary, all outstanding New Notes will become due and payable immediately without further action or notice. If any other Event of Default occurs and is continuing, the Trustee or the Holders of at least 25% in aggregate principal amount of the then outstanding New Notes of a series may declare all the New Notes of that series to be due and payable immediately.

Subject to certain limitations, Holders of a majority in aggregate principal amount of the then outstanding New Notes of a series may direct the Trustee in its exercise of any trust or power. The Trustee may withhold from Holders of the New Notes notice of any continuing Default or Event of Default if it determines that withholding notice is in their interest, except a Default or Event of Default relating to the payment of principal, interest or premium, if any.

Subject to the provisions of the applicable indenture relating to the duties of the Trustee, in case an Event of Default occurs and is continuing, the Trustee will be under no obligation to exercise any of the rights or powers under the applicable Indenture at the request or direction of any Holders of New Notes unless such Holders have offered to the Trustee reasonable indemnity or security against any loss, liability or expense. Except to enforce the right to receive payment of principal, premium, if any, or interest when due, no Holder of a New Note may pursue any remedy with respect to the applicable Indenture or the New Notes of that series unless: (i) such Holder has previously given the Trustee notice that an Event of Default is continuing; (ii) Holders of at least 25% in aggregate principal amount of the then outstanding New Notes of such series have requested the Trustee to pursue the remedy; (iii) such Holders have offered the Trustee reasonable security or indemnity against any loss, liability or expense; (iv) the Trustee has not complied with such request within 60 days after the receipt of the request and the offer of security or indemnity; and (v) Holders of a majority in aggregate principal amount of the then outstanding New Notes of such series have not given the Trustee a direction inconsistent with such request within such 60-day period.

The Holders of a majority in aggregate principal amount of the then outstanding New Notes of a series by notice to the Trustee may, on behalf of the Holders of all of such New Notes, rescind an acceleration or waive any existing Default or Event of Default and its consequences under the applicable Indenture except a continuing Default or Event of Default in the payment of interest or premium, if any, on, or the principal of, the New Notes of such series.

(b) Authentication and Delivery of New Notes; Use of Proceeds

As set forth in Section 3.3 of each Indenture, the New Notes to be issued under such Indenture may from time to time be executed on behalf of the Issuer by its Chairman of the Board, a Vice Chairman, its President, its Chief Executive Officer, its Chief Financial Officer, its Treasurer or a Vice President under its corporate seal, if any, and attested by its Secretary or one of its Assistant Secretaries and delivered to the Trustee for authentication and delivery in accordance with the Indenture. Each New Note shall be dated the date of its authentication, and no New Note shall be valid unless it bears a certificate of authentication, as provided in the Indenture, executed by or on behalf of the Trustee by manual signature of an authorized officer and such certificate shall be conclusive evidence that such New Note has been duly authenticated and delivered under the Indenture.

Because the New Notes are being issued in exchange for the Old Notes, there will be no proceeds from the issuance of the New Notes.

(c) Release and Substitution of Property Subject to the Lien of the Indenture

The requirements for release and substitution of any property subject to liens will be set forth in a supplemental indenture relating to each series of New Notes as described in the Offering Memorandum attached hereto as Exhibit T3E.1, which will provide that upon (i) a series of New Notes having an Investment Grade Rating from Moody's and S&P, (ii) so long as no Default has occurred and is then continuing with respect to New Notes of such series, with the consent of the Holders of at least a majority in aggregate principal amount of the New Notes of

such series then outstanding any Security Document, any Intercreditor Agreement or the provisions in the Indenture dealing with the Collateral or the Security Documents or the application of trust proceeds of the Collateral may be amended to release all or substantially all of the Collateral from the Liens of the Security Documents or to change or alter the priority of the security interests in the Collateral with respect to New Notes of such series. Except as provided in the preceding sentence, the Indenture will provide that the consent of each affected Holder shall be required to make any change in any Security Document, any Intercreditor Agreement or the provisions in the Indenture dealing with the Collateral or the Security Documents or the application of trust proceeds of the Collateral that would release all or substantially all of the Collateral from the Liens of the Security Documents (except as permitted by the terms of the indenture, the Security Documents and the Intercreditor Agreement) or change or alter the priority of the security interests in the Collateral.

(d) Satisfaction and Discharge of the Indenture

Upon the direction of the Issuer by a Company Order, the applicable Indenture shall cease to be of further effect with respect to any series of New Notes specified in such Company Order and any Coupons appertaining thereto (except as to any expressly surviving rights of Securities of such series), and the Trustee, on receipt of a Company Order shall execute proper instruments acknowledging satisfaction and discharge of such Indenture as to such series, when (i) either (A) all New Notes of such series and all Coupons appertaining thereto (subject to certain exceptions) have been delivered to the Trustee for cancellation or (B) all New Notes of such series and, if applicable, any Coupons appertaining thereto not theretofore delivered to the Trustee for cancellation (1) have become due and payable, or will become due and payable at their Stated Maturity within one year, or (2) if redeemable at the option of the Issuer, are to be called for redemption within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption by the Trustee, and the Issuer has deposited or caused to be deposited with the Trustee as funds in trust for such purpose, money in an amount sufficient to pay and discharge the entire indebtedness on such New Notes and any Coupons appertaining thereto not theretofore delivered to the Trustee for cancellation, including the principal of, and any premium or interest thereon, to the date of such deposit (in the case of New Notes which have become due and payable) or to the Maturity thereof, as the case may be; (ii) the Issuer has paid or caused to be paid all other sums payable hereunder by the Issuer with respect to the outstanding New Notes of such series and any Coupons appertaining thereto; and (iii) the Issuer has delivered to the Trustee an Opinion of Counsel and an Officers Certificate, each stating that all conditions precedent herein provided for relating to the satisfaction and discharge of this Indenture as to such series have been complied with.

(e) Evidence Required to be Furnished by the Issuer to the Trustee as to Compliance with the Conditions and Covenants Provided for in the Indenture.

The Issuer shall deliver to the Trustee, within 120 days after the end of each fiscal year, a written statement signed by the principal executive officer, the principal financial officer or the principal accounting officer of the Issuer, stating that (i) a review of the activities of the Issuer during such year and of its performance under this Indenture has been made under his or her

supervision and (ii) to the best of his or her knowledge, based on such review, (A) the Issuer has complied with all the conditions and covenants imposed on it under the applicable Indenture throughout such year, or, if there has been a default in the fulfillment of any such condition or covenant or agreement, specifying each such default known to him or her and the nature and status thereof, and (B) no event has occurred and is continuing which is, or after notice or lapse of time or both would become, an Event of Default, or, if such an event has occurred and is continuing, specifying each such event known to him and the nature and status thereof.

The Issuer shall deliver to the Trustee, within thirty days after the occurrence thereof, written notice of any Event of Default or any event which after notice or lapse of time or both would become an Event of Default.

9. Other Obligors.

The Series A Notes will be issued by the Corporation and the Series B Notes will be issued by Delaware Funding. All of the New Notes will be guaranteed by each of the Corporation's current domestic wholly-owned subsidiaries, with the exception of Delaware Funding, CIT Bank and other regulated subsidiaries, special purpose entities and immaterial subsidiaries, as set forth below. The mailing address for each of the persons listed in the following table is c/o CIT Group Inc., 505 Fifth Avenue, New York, New York 10017.

Baffin Shipping Co., Inc.
C.I.T. Leasing Corporation
Capita Colombia Holdings Corp.
Capita Corporation
Capita International L.L.C.
Capita Premium Corporation
CIT Capital USA Inc.
CIT China 12, Inc.
CIT China 13, Inc.
CIT China 2, Inc.
CIT China 3, Inc.
CIT Communications Finance Corporation
CIT Credit Finance Corp.
CIT Credit Group USA Inc.
CIT Financial Ltd. of Puerto Rico
CIT Financial USA, Inc.
CIT Group (NJ) LLC
CIT Group SF Holding Co., Inc.
CIT Healthcare LLC
CIT Holdings, LLC
CIT Lending Services Corporation
CIT Lending Services Corporation (Illinois)
CIT Loan Corporation (f/k/a The CIT Group/Consumer Finance, Inc.)
CIT Real Estate Holding Corporation
CIT Realty LLC

CIT Technologies Corporation
CIT Technology Financing Services, Inc.
Education Loan Servicing Corporation
Equipment Acceptance Corporation
Franchise Portfolio 1, Inc.
Franchise Portfolio 2, Inc.
GFSC Aircraft Acquisition Financing Corporation
Hudson Shipping Co., Inc.
Namekeepers LLC
Owner-Operator Finance Company
Student Loan Xpress, Inc.
The CIT Group/BC Securities Investment, Inc.
The CIT Group/Business Credit, Inc.
The CIT Group/Capital Finance, Inc.
The CIT Group/Capital Transportation, Inc.
The CIT Group/CmS Securities Investment, Inc.
The CIT Group/Commercial Services, Inc.
The CIT Group/Commercial Services, Inc. (Va.)
The CIT Group/Consumer Finance, Inc. (NY)
The CIT Group/Consumer Finance, Inc. (TN)
The CIT Group/Corporate Aviation, Inc.
The CIT Group/Equipment Financing, Inc.
The CIT Group/Equity Investments, Inc.
The CIT Group/Factoring One, Inc.
The CIT Group/FM Securities Investment, Inc.
The CIT Group/LsC Securities Investment, Inc.
The CIT Group/Securities Investment, Inc.
The CIT Group/Venture Capital, Inc.
Western Star Finance, Inc.

Content of Application for Qualification. This application for qualification comprises:

- (a) Pages numbered 1 to 46 consecutively.
- (b) The statements of eligibility and qualification on Form T-1 of The Bank of New York Mellon, as Trustee under the Indentures to be qualified.
- (c) The following exhibits in addition to those filed as part of the statement of eligibility and qualification of each trustee.

List of Exhibits

Exhibit T3A.1 Second Restated Certificate of Incorporation of CIT Group Inc. (filed as Exhibit 3.1 to CIT Group Inc. s Quarterly Report on

Form 10-Q for the quarter ended June 30, 2003 and incorporated by reference herein).

- Exhibit T3A.2 Certificate of Formation of CIT Group Funding Company of Delaware LLC, dated as of December 28, 2007 (filed herewith).
- Exhibit T3B.1 Amended and Restated By-laws of CIT Group Inc. (filed as Exhibit 99.3 to CIT Group Inc. s Current Report on Form 8-K filed on January 17, 2008 and incorporated by reference herein).
- Exhibit T3B.2 Limited Liability Company Agreement of CIT Group Funding Company of Delaware LLC, dated as of December 31, 2007 (filed herewith).
- Exhibit T3C.1 Form of Indenture between CIT Group Funding Company of Delaware LLC and The Bank of New York Mellon, as Trustee (filed herewith).
- Exhibit T3C.2 Form of Indenture between CIT Group Inc. and The Bank of New York Mellon, as Trustee (filed herewith).
- Exhibit T3D Not applicable.
- Exhibit T3E.1 Offering Memorandum, Disclosure Statement and Solicitation of Acceptances of a Prepackaged Plan of Reorganization (filed herewith).
- Exhibit T3E.2 Ballot (filed herewith).
- Exhibit T3E.3 Letter of Transmittal and Ballot (filed herewith).
- Exhibit T3F A cross reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to Section 310 through 318(a), inclusive, of the Trust Indenture Act (included as part of Exhibit T3C herewith).
- Exhibit 25.1 Form T-1s qualifying The Bank of New York Mellon as Trustee under the Indentures to be qualified (filed herewith).

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, CIT Group Inc., a corporation organized and existing under the laws of the State of Delaware, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Livingston, and State of New Jersey, on the 1st day of October, 2009.

(Seal)

CIT GROUP INC.

By: /s/ Glenn A. Votek

Name: Glenn A. Votek

Title: Executive Vice President and
Treasurer

Attest:

By: /s/ Robert J. Ingato

Name: Robert J. Ingato

Title: Executive Vice President, General
Counsel and Secretary

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, CIT Group Funding Company of Delaware LLC, a corporation organized and existing under the laws of the State of Delaware, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Livingston, and State of New Jersey, on the 1st day of October, 2009.

CIT GROUP FUNDING COMPANY OF
DELAWARE LLC

By: /s/ Glenn A. Votek
Name: Glenn A. Votek
Title: President and Treasurer

Attest:

By: /s/ Robert J. Ingato
Name: Robert J. Ingato
Title: Executive Vice President, and
Assistant Secretary

**Schedule of Underwriters for Securities of the Corporation and Delaware Funding
within the Previous Three Years**

A. The Corporation.

| Underwriters | Securities |
|---|---|
| ABN AMRO Incorporated 540 W. Madison St. Chicago, IL 60661 | Common Stock |
| Banc of America Securities LLC One Bryant Park New York, NY 10036 | Common Stock 7.625% Senior Notes due November 30, 2012 Equity Units 6.10% Junior Subordinated Notes due March 15, 2067 Floating Rate Senior Notes due March 12, 2010 5.40% Senior Notes due February 13, 2012 Floating Rate Senior Notes due February 13, 2012 5.65% Senior Notes due February 13, 2017 The Senior Notes set forth in Exhibit 1 hereto. |
| Barclays Capital Inc. 35 th Floor 200 Park Avenue New York, NY 10166 | Common Stock 6.10% Junior Subordinated Notes due March 15, 2067 Floating Rate Senior Notes due March 12, 2010 |
| Bear, Stearns & Co. Inc. Not applicable. | 6.10% Junior Subordinated Notes due March 15, 2067 5.40% Senior Notes due February 13, 2012 Floating Rate Senior Notes due February 13, 2012 5.65% Senior Notes due February 13, 2017 The Senior Notes set forth in Exhibit 1 hereto. |
| Blaylock & Company, Inc. 780 3rd Ave., 44th Floor New York, NY 10017 | 6.10% Junior Subordinated Notes due March 15, 2067 |
| BMO Capital Markets Corp. Three Times Square New York, NY 10036 | Common Stock 5.40% Senior Notes due February 13, 2012 Floating Rate Senior Notes due February 13, 2012 5.65% Senior Notes due February 13, 2017 |
| BNP Paribas Securities Corp. 787 Seventh Avenue New York, NY 10019 | Common Stock 7.625% Senior Notes due November 30, 2012 Floating Rate Senior Notes due March 12, 2010 5.40% Senior Notes due February 13, 2012 Floating Rate Senior Notes due February 13, 2012 5.65% Senior Notes due February 13, 2017 |

BNY Capital Markets, Inc.
18th Floor

Common Stock
5.40% Senior Notes due February 13, 2012
38

Underwriters

One Wall Street
New York, NY 10005

Charles Schwab & Co., Inc.
101 Montgomery Street, Suite 200
San Francisco, CA 94104

CIBC World Markets Corp.
161 Bay St., Suite 700
Toronto ON M5J 2S8
Canada

Citigroup Global Markets Inc.
388 Greenwich Street
New York, NY 10013

Credit Suisse Securities (USA) LLC
11 Madison Avenue
New York, NY 10010

Daiwa Securities America Inc.
Financial Square
32 Old Slip
New York, NY 10005-3538

Deutsche Bank Securities Inc.
60 Wall Street
New York, NY 10005

Edward D. Jones & Co., LP
12555 Manchester Road

Securities

Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit 1 hereto.

Common Stock
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
7.625% Senior Notes due November 30, 2012
Equity Units
6.10% Junior Subordinated Notes due March 15, 2067
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit 1 hereto.

Common Stock
7.625% Senior Notes due November 30, 2012
Floating Rate Senior Notes due March 12, 2010
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

Common Stock

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit 1 hereto.

St. Louis, MO 63131

Fortis Securities LLC

3rd Floor
520 Madison Avenue
New York, NY 10022

Common Stock

Goldman, Sachs & Co.

Equity Units
39

Underwriters

85 Broad Street
New York, NY 10004

Greenwich Capital Markets, Inc. (formerly RBS Securities Inc.)

600 Washington Boulevard
Stamford, CT 06901

HSBC Securities (USA) Inc.

452 Fifth Avenue
New York, NY 10018-2706

Incapital LLC

200 S. Wacker Drive, Suite 3700
Chicago, IL 60606

J.P. Morgan Securities Inc.

277 Park Avenue
New York, NY 10172

Keefe, Bruyette & Woods, Inc.

The Equitable Building
787 Seventh Avenue, 4th Floor
New York, NY 10019

LaSalle Financial Services, Inc.

135 S. LaSalle St., Suite 2111
Chicago, IL 60603-1000

Lehman Brothers Inc.

Not applicable.

Securities

6.10% Junior Subordinated Notes due March 15, 2067
Floating Rate Senior Notes due March 12, 2010
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
Floating Rate Senior Notes due March 12, 2010
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit 1 hereto.

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
6.10% Junior Subordinated Notes due March 15, 2067
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

Common Stock

5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value

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\$0.01 per share

7.625% Senior Notes due November 30, 2012

Equity Units

Extendible Floating Rate Senior Notes

6.10% Junior Subordinated Notes due March 15, 2067

Merrill Lynch & Co., Inc.
4 World Financial Center #4
New York, NY

The Senior Notes set forth in Exhibit 1 hereto.

Merrill Lynch, Pierce, Fenner & Smith

Common Stock
40

Underwriters

Incorporated

Four World Financial Center
250 Vesey Street
New York, NY 10080

Mitsubishi UFJ Securities International plc

4-1, Marunouchi 2-chome
Chiyoda-ku, Tokyo 100-6317

Mizuho Securities USA Inc.

1251 Avenue of The Americas, 33rd Floor
New York, NY 10017

Morgan Stanley & Co. Incorporated

1585 Broadway
New York, NY 10036

National Australia Bank Limited

L 3 800 Bourke St.
Melbourne, Australia

Raymond James & Associates, Inc.

880 Carillon Parkway
Saint Petersburg, FL 33716

RBC Capital Markets Corporation

One Liberty Plaza
165 Broadway
New York, NY 10006-1404

Securities

8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
7.625% Senior Notes due November 30, 2012
6.10% Junior Subordinated Notes due March 15, 2067
Floating Rate Senior Notes due March 12, 2010

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
7.625% Senior Notes due November 30, 2012

Common Stock

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
Equity Units
Extendible Floating Rate Senior Notes
6.10% Junior Subordinated Notes due March 15, 2067

The Senior Notes set forth in Exhibit 1 hereto.

5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit 1 hereto.

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par value
\$0.01 per share
7.625% Senior Notes due November 30, 2012
Floating Rate Senior Notes due March 12, 2010
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit I hereto.

Scotia Capital (USA) Inc.

Floor 24

One Liberty Plaza

New York, NY 10006

Common Stock

5.40% Senior Notes due February 13, 2012

Floating Rate Senior Notes due February 13, 2012

5.65% Senior Notes due February 13, 2017

SG Americas Securities, LLC

6th Floor

1221 Avenue of the Americas

New York, NY 10020

Common Stock

8.75% Non-Cumulative Preferred Stock, Series C, par value

\$0.01 per share

41

Underwriters

UBS Securities LLC
677 Washington Boulevard
Stamford, CT 06901

**Wells Fargo Securities LLC (formerly
Wachovia Capital Markets, LLC)**
301 S. College Street
Charlotte, NC 28288

**Wells Fargo Advisors (formerly Wachovia
Securities)**
Wachovia Securities
MO1100
One North Jefferson
St. Louis, MO 63103

Securities

6.10% Junior Subordinated Notes due March 15, 2067
5.40% Senior Notes due February 13, 2012
Floating Rate Senior Notes due February 13, 2012
5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit I hereto.

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par
value
\$0.01 per share
6.10% Junior Subordinated Notes due March 15, 2067

The Senior Notes set forth in Exhibit I hereto.

B. Delaware Funding.

| Underwriters | Securities |
|--|-----------------------------------|
| BMO Capital Markets Corp. Three Times Square New York, NY 10036 | 5.60% Senior Notes due November 2 |
| CIBC World Markets Corp. 161 Bay St., Suite 700 Toronto ON M5J 2S8 | 5.60% Senior Notes due November 2 |
| Citigroup Global Markets Inc. 388 Greenwich Street New York, NY 10013 | 5.60% Senior Notes due November 2 |
| Credit Suisse Securities (USA) LLC 11 Madison Avenue New York, NY 10010 | 5.60% Senior Notes due November 2 |
| Morgan Stanley & Co. Incorporated 1585 Broadway New York, NY 10036 | 5.60% Senior Notes due November 2 |
| RBC Dominion Securities Inc. 200 Bay St Toronto ON M5J 2W7 Canada | 5.60% Senior Notes due November 2 |
| Scotia Capital (USA) Inc. Floor 24 One Liberty Plaza New York, NY 10006 | 5.60% Senior Notes due November 2 |

Exhibit 1
Senior Notes

5.250% Senior Notes, due November 15, 2010
6.000% Senior Notes, due November 15, 2016
6.250% Senior Notes, due November 15, 2021
5.050% Senior Notes, due November 15, 2009
5.200% Senior Notes, due November 15, 2011
5.950% Senior Notes, due November 15, 2016
6.100% Senior Notes, due November 15, 2021
5.050% Senior Notes, due December 15, 2010
5.800% Senior Notes, due December 15, 2016
6.000% Senior Notes, due December 15, 2021
4.700% Senior Notes, due December 15, 2009
4.850% Senior Notes, due December 15, 2011
5.650% Senior Notes, due December 15, 2016
5.850% Senior Notes, due December 15, 2021
4.900% Senior Notes, due December 15, 2010
5.700% Senior Notes, due December 15, 2016
5.875% Senior Notes, due December 15, 2021
4.850% Senior Notes, due December 15, 2009
5.000% Senior Notes, due December 15, 2011
5.700% Senior Notes, due December 15, 2016
5.900 % Senior Notes, due December 15, 2021
5.150% Senior Notes, due February 15, 2011
5.850% Senior Notes, due February 15, 2017
6.000% Senior Notes, due February 15, 2022
5.150% Senior Notes, due February 15, 2010
5.250% Senior Notes, due February 15, 2012
5.950% Senior Notes, due February 15, 2017
6.050% Senior Notes, due February 15, 2022
5.150% Senior Notes, due February 15, 2011
5.850% Senior Notes, due February 15, 2017
6.000% Senior Notes, due February 15, 2022
5.050% Senior Notes, due February 15, 2010
5.150% Senior Notes, due February 15, 2012
5.800% Senior Notes, due February 15, 2017
5.950% Senior Notes, due February 15, 2022
5.000% Senior Notes, due March 15, 2011
5.750% Senior Notes, due March 15, 2017
5.900% Senior Notes, due March 15, 2022
4.900% Senior Notes, due March 15, 2010
5.000% Senior Notes, due March 15, 2012
5.750% Senior Notes, due March 15, 2017
5.850% Senior Notes, due March 15, 2022
4.900% Senior Notes, due March 15, 2011
5.700% Senior Notes, due March 15, 2017
5.850% Senior Notes, due March 15, 2022
4.850% Senior Notes, due March 15, 2010
5.000% Senior Notes, due March 15, 2012

5.650% Senior Notes, due March 15, 2017
5.850% Senior Notes, due March 15, 2022
5.000% Senior Notes, due March 15, 2011
5.750% Senior Notes, due March 15, 2017
5.950% Senior Notes, due March 15, 2022
5.750% Senior Notes, due May 15, 2017
6.000% Senior Notes, due May 15, 2022
5.800% Senior Notes, due May 15, 2017

6.000% Senior Notes, due May 15, 2022
5.800% Senior Notes, due May 15, 2017
6.000% Senior Notes, due May 15, 2022
6.000% Senior Notes, due June 15, 2017
6.150% Senior Notes, due June 15, 2022
5.750% Senior Notes, due June 15, 2014
6.000% Senior Notes, due June 15, 2017
6.200% Senior Notes, due June 15, 2022
5.850% Senior Notes, due June 15, 2014
6.100% Senior Notes, due June 15, 2017
6.250% Senior Notes, due June 15, 2022
6.000% Senior Notes, due June 15, 2014
6.250% Senior Notes, due June 15, 2017
6.500% Senior Notes, due June 15, 2022
6.000% Senior Notes, due August 15, 2014
6.250% Senior Notes, due August 15, 2017
6.500% Senior Notes, due August 15, 2022
5.500% Senior Notes, due August 15, 2010
5.750% Senior Notes, due August 15, 2012
6.000% Senior Notes, due August 15, 2014
6.500% Senior Notes, due August 15, 2022
5.750% Senior Notes, due August 15, 2012
6.000% Senior Notes, due August 15, 2014
6.500% Senior Notes, due August 15, 2022
5.500% Senior Notes, due August 15, 2010
5.000% Senior Notes, due November 15, 2009
5.250% Senior Notes, due November 15, 2011
6.250% Senior Notes, due November 15, 2017
5.000% Senior Notes, due November 15, 2009
5.250% Senior Notes, due November 15, 2011
6.250% Senior Notes, due November 15, 2017
5.000% Senior Notes, due November 15, 2009
5.250% Senior Notes, due November 15, 2011
6.250% Senior Notes, due November 15, 2017
5.250% Senior Notes, due November 15, 2010
5.500% Senior Notes, due November 15, 2012
6.400% Senior Notes, due November 15, 2017
6.700% Senior Notes, due November 15, 2022
5.250% Senior Notes, due November 15, 2010
5.500% Senior Notes, due November 15, 2012
6.500% Senior Notes, due November 15, 2017
6.750% Senior Notes, due November 15, 2022
5.250% Senior Notes, due December 15, 2010
5.500% Senior Notes, due December 15, 2012
6.500% Senior Notes, due December 15, 2017
6.750% Senior Notes, due December 15, 2022
6.250% Senior Notes, due December 15, 2009
7.000% Senior Notes, due December 15, 2012
7.500% Senior Notes, due December 15, 2017

6.500% Senior Notes, due December 15, 2009
7.250% Senior Notes, due December 15, 2012
7.750% Senior Notes, due December 15, 2017
6.125% Senior Notes, due June 15, 2009
6.500% Senior Notes, due December 15, 2010
7.300% Senior Notes, due December 15, 2012
7.800% Senior Notes, due December 15, 2017
6.500% Senior Notes, due January 15, 2011
7.500% Senior Notes, due January 15, 2013

6.500% Senior Notes, due February 15, 2010
7.250% Senior Notes, due February 15, 2012
7.850% Senior Notes, due February 15, 2014
6.600% Senior Notes, due February 15, 2011
7.600% Senior Notes, due February 15, 2013
7.900% Senior Notes, due February 15, 2015
6.250% Senior Notes, due February 15, 2010
7.000% Senior Notes, due February 15, 2012
7.650% Senior Notes, due February 15, 2014
6.750% Senior Notes, due March 15, 2011
7.750% Senior Notes, due March 15, 2013
6.500% Senior Notes, due March 15, 2010
7.250% Senior Notes, due March 15, 2012
7.900% Senior Notes, due March 15, 2013
6.500% Senior Notes, due March 15, 2011
7.250% Senior Notes, due March 15, 2013
7.850% Senior Notes, due March 15, 2014