

CIT GROUP INC  
Form 10-Q  
May 09, 2014

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

|  |   |
|--|---|
| <input checked="" type="checkbox"/> Quarterly Report Pursuant to Section 13 or 15(d)<br>of the Securities Exchange Act of 1934<br><i>For the quarterly period ended March 31, 2014</i> | <input type="checkbox"/> Transition Report Pursuant to Section 13<br>or 15(d)<br>of the Securities Exchange Act of 1934 |
|--|---|

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Commission File Number: 001-31369

**CIT GROUP INC.**

*(Exact name of Registrant as specified in its charter)*

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**65-1051192**  
(IRS Employer Identification Number)

**11 West 42nd Street New York, New York**  
(Address of Registrant's principal executive offices)

**10036**  
(Zip Code)

**(212) 461-5200**  
(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of 'large accelerated filer,' 'accelerated filer' and 'smaller reporting company' in Rule 12b-2 of the Exchange Act. (Check One): Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☒ No ☐

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As of April 30, 2014 there were 193,441,985 shares of the registrant's common stock outstanding.

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#### Part One Financial Information

## ITEM 1. Consolidated Financial Statements

### CIT GROUP INC. AND SUBSIDIARIES

#### CONSOLIDATED BALANCE SHEETS (Unaudited) (dollars in millions except share data)

|   | March 31,<br>2014 | December 31,<br>2013 |
|---|-------------------|----------------------|
| <b>Assets</b>   |                   |                      |
| Cash and due from banks, including restricted balances of \$1,567.4 and \$178.1 at March 31, 2014 and December 31, 2013 <sup>(1)</sup> , respectively | \$ 2,145.1        | \$ 680.1             |

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|   | March 31,<br>2014 | December 31,<br>2013 |
|---|-------------------|----------------------|
| Interest bearing deposits, including restricted balances of \$855.9 and \$880.0 at March 31, 2014 and December 31, 2013 <sup>(1)</sup> , respectively | 4,636.7           | 5,459.1              |
| Investment securities <sup>(1)</sup>  | 2,255.0           | 2,630.7              |
| Assets held for sale <sup>(1)</sup>   | 4,403.0           | 4,377.9              |
| Loans (see Note 5 for amounts pledged)  | 18,571.7          | 18,629.2             |
| Allowance for loan losses   | (352.6)           | (356.1)              |
| Total loans, net of allowance for loan losses <sup>(1)</sup>  | 18,219.1          | 18,273.1             |
| Operating lease equipment, net (see Note 5 for amounts pledged) <sup>(1)</sup>  | 14,182.4          | 13,035.4             |
| Unsecured counterparty receivable   | 559.5             | 584.1                |
| Goodwill  | 403.5             | 334.6                |
| Other assets, including \$91.1 and \$50.3 at March 31, 2014 and December 31, 2013, respectively, at fair value  | 1,773.8           | 1,764.0              |
| <b>Total Assets</b>   | <b>\$48,578.1</b> | <b>\$47,139.0</b>    |
| <b>Liabilities</b>  |                   |                      |
| Deposits  | \$13,189.3        | \$12,526.5           |
| Credit balances of factoring clients  | 1,213.5           | 1,336.1              |
| Other liabilities, including \$117.1 and \$111.0 at March 31, 2014 and December 31, 2013, respectively, at fair value                                 | 2,704.4           | 2,676.4              |
| Long-term borrowings, including \$4,144.4 and \$2,639.1 contractually due within twelve months at March 31, 2014 and December 31, 2013, respectively  | 22,669.1          | 21,750.0             |
| <b>Total Liabilities</b>  | <b>39,776.3</b>   | <b>38,289.0</b>      |
| <b>Stockholders' Equity</b>   |                   |                      |
| Common stock: \$0.01 par value, 600,000,000 authorized  |                   |                      |
| Issued: 203,064,247 and 202,182,395 at March 31, 2014 and December 31, 2013, respectively   | 2.0               | 2.0                  |
| Outstanding: 195,029,842 and 197,403,751 at March 31, 2014 and December 31, 2013, respectively  |                   |                      |
| Paid-in capital   | 8,569.7           | 8,555.4              |
| Retained earnings   | 678.4             | 581.0                |
| Accumulated other comprehensive loss  | (76.0)            | (73.6)               |
| Treasury stock: 8,034,405 and 4,778,644 shares at March 31, 2014 and December 31, 2013 at cost, respectively  | (378.1)           | (226.0)              |
| <b>Total Common Stockholders' Equity</b>  | <b>8,796.0</b>    | <b>8,838.8</b>       |
| Noncontrolling minority interests   | 5.8               | 11.2                 |
| <b>Total Equity</b>   | <b>8,801.8</b>    | <b>8,850.0</b>       |
| <b>Total Liabilities and Equity</b>   | <b>\$48,578.1</b> | <b>\$47,139.0</b>    |

<sup>(1)</sup> The following table presents information on assets and liabilities related to Variable Interest Entities (VIEs) that are consolidated by the Company. The difference between VIE total assets and total liabilities represents the Company's interests in those entities, which were eliminated in consolidation. The assets of the consolidated VIEs will be used to settle the liabilities of those entities and, except for the Company's interest in the VIEs, are not available to the creditors of CIT or any affiliates of CIT.

|   |                   |                   |
|---|-------------------|-------------------|
| <b>Assets</b>   |                   |                   |
| Cash and interest bearing deposits, restricted  | \$ 599.0          | \$ 610.9          |
| Assets held for sale  | 3,312.9           | 3,440.4           |
| Total loans, net of allowance for loan losses   | 3,102.7           | 3,109.7           |
| Operating lease equipment, net  | 4,497.3           | 4,569.9           |
| Other   | 10.7              | 11.9              |
| <b>Total Assets</b>   | <b>\$11,522.6</b> | <b>\$11,742.8</b> |
| <b>Liabilities</b>  |                   |                   |
| Beneficial interests issued by consolidated VIEs (classified as long-term borrowings) | \$ 7,956.4        | \$ 8,422.0        |

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**Total Liabilities** **\$ 7,956.4** **\$ 8,422.0**

The accompanying notes are an integral part of these consolidated financial statements.

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**CIT GROUP INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)** (dollars in millions except per share data)

|   | <b>Quarters Ended March 31,</b> |             |
|---|---------------------------------|-------------|
|   | <b>2014</b>                     | <b>2013</b> |
| <b>Interest income</b>  |                                 |             |
| Interest and fees on loans  | \$ 314.5                        | \$ 350.3    |
| Interest and dividends on interest bearing deposits and investments   | 8.8                             | 6.4         |
| Interest income   | 323.3                           | 356.7       |
| <b>Interest expense</b>   |                                 |             |
| Interest on long-term borrowings                                      | (239.0)                         | (249.6)     |
| Interest on deposits  | (51.9)                          | (42.3)      |
| Interest expense  | (290.9)                         | (291.9)     |
| Net interest revenue  | 32.4                            | 64.8        |
| Provision for credit losses   | (36.7)                          | (19.5)      |
| Net interest revenue, after credit provision                          | (4.3)                           | 45.3        |
| <b>Non-interest income</b>  |                                 |             |
| Rental income on operating leases                                     | 491.9                           | 476.4       |
| Other income  | 74.2                            | 70.1        |
| Total non-interest income   | 566.1                           | 546.5       |
| Total revenue, net of interest expense and credit provision           | 561.8                           | 591.8       |
| <b>Other expenses</b>   |                                 |             |
| Depreciation on operating lease equipment                             | (148.8)                         | (133.3)     |
| Maintenance and other operating lease expenses                        | (51.6)                          | (42.4)      |
| Operating expenses  | (235.7)                         | (235.3)     |
| Total other expenses  | (436.1)                         | (411.0)     |
| Income before provision for income taxes                              | 125.7                           | 180.8       |
| Provision for income taxes  | (14.2)                          | (15.2)      |
| Income before noncontrolling interests                                | 111.5                           | 165.6       |
| Net loss (income) attributable to noncontrolling interests, after tax | 5.7                             | (3.0)       |
| Net Income  | \$ 117.2                        | \$ 162.6    |
| <b>Basic income per common share</b>                                  | \$ 0.60                         | \$ 0.81     |
| <b>Diluted income per common share</b>                                | \$ 0.59                         | \$ 0.81     |
| Average number of common shares basic (thousands)                     | 196,089                         | 201,149     |
| Average number of common shares diluted (thousands)                   | 197,047                         | 201,779     |
| Dividends declared per common share                                   | \$ 0.10                         | \$          |

The accompanying notes are an integral part of these consolidated financial statements.

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#### CIT GROUP INC. AND SUBSIDIARIES

#### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited) (dollars in millions)

|  | Quarters Ended March 31, |          |
|--|--------------------------|----------|
|  | 2014                     | 2013     |
| <b>Income before noncontrolling interests</b>                            | \$ 111.5                 | \$ 165.6 |
| Other comprehensive income (loss), net of tax:                           |                          |          |
| Foreign currency translation adjustments                                 | (4.3)                    | (5.0)    |
| Changes in fair values of derivatives qualifying as cash flow hedges     |                          | (0.1)    |
| Net unrealized gains (losses) on available for sale securities           | 0.3                      | (0.3)    |
| Changes in benefit plans net gain (loss) and prior service (cost)/credit | 1.6                      | (0.2)    |
| Other comprehensive loss, net of tax                                     | (2.4)                    | (5.6)    |
| <b>Comprehensive income before noncontrolling interests</b>              | 109.1                    | 160.0    |
| Comprehensive loss (income) attributable to noncontrolling interests     | 5.7                      | (3.0)    |
| <b>Comprehensive income</b>  | \$ 114.8                 | \$ 157.0 |

The accompanying notes are an integral part of these consolidated financial statements.

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#### CIT GROUP INC. AND SUBSIDIARIES

#### CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (Unaudited) (dollars in millions)

|                                      | Common<br>Stock | Paid-in<br>Capital | Retained<br>Earnings<br>(Accumulated<br>Deficit) | Accumulated<br>Other<br>Comprehensive<br>Loss | Treasury<br>Stock | Noncontrolling<br>Minority<br>Interests | Total<br>Equity   |
|--------------------------------------|-----------------|--------------------|--|---|-------------------|---|-------------------|
| <b>December 31, 2013</b>             | <b>\$ 2.0</b>   | <b>\$ 8,555.4</b>  | <b>\$ 581.0</b>                                  | <b>\$ (73.6)</b>                              | <b>\$ (226.0)</b> | <b>\$ 11.2</b>                          | <b>\$ 8,850.0</b> |
| Net income                           |                 |                    | 117.2  |   |                   | (5.7)                                   | 111.5             |
| Other comprehensive loss, net of tax |                 |                    |  | (2.4)   |                   |   | (2.4)             |

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|  | Common<br>Stock | Paid-in<br>Capital | Retained<br>Earnings<br>(Accumulated<br>Deficit) | Accumulated<br>Other<br>Comprehensive<br>Loss | Treasury<br>Stock | Noncontrolling<br>Minority<br>Interests | Total<br>Equity  |
|--|-----------------|--------------------|--|---|-------------------|---|------------------|
| Dividends paid   |                 |                    | (19.8)   |   |                   |   | (19.8)           |
| Amortization of restricted stock, stock option and performance shares expenses and shares withheld to cover taxes upon vesting |                 | 14.0               |  |   | (16.5)            |   | (2.5)            |
| Repurchase of common stock   |                 |                    |  |   | (135.6)           |   | (135.6)          |
| Employee stock purchase plan   |                 | 0.3                |  |   |                   |   | 0.3              |
| Distribution of earnings and capital   |                 |                    |  |   |                   | 0.3                                     | 0.3              |
| <b>March 31, 2014</b>  | <b>\$ 2.0</b>   | <b>\$8,569.7</b>   | <b>\$678.4</b>                                   | <b>\$(76.0)</b>                               | <b>\$(378.1)</b>  | <b>\$ 5.8</b>                           | <b>\$8,801.8</b> |
| <b>December 31, 2012</b>   | <b>\$2.0</b>    | <b>\$8,501.8</b>   | <b>\$(74.6)</b>                                  | <b>\$(77.7)</b>                               | <b>\$(16.7)</b>   | <b>\$ 4.7</b>                           | <b>\$8,339.5</b> |
| Net income (loss)  |                 |                    | 162.6  |   |                   | 3.0                                     | 165.6            |
| Other comprehensive income, net of tax   |                 |                    |  | (5.6)   |                   |   | (5.6)            |
| Amortization of restricted stock and stock option expenses   |                 | 12.4               |  |   | (10.0)            |   | 2.4              |
| Employee stock purchase plan   |                 | 0.2                |  |   |                   |   | 0.2              |
| Distribution of earnings and capital   |                 |                    |  |   |                   |   |                  |
| <b>March 31, 2013</b>  | <b>\$2.0</b>    | <b>\$8,514.4</b>   | <b>\$ 88.0</b>                                   | <b>\$(83.3)</b>                               | <b>\$(26.7)</b>   | <b>\$ 7.7</b>                           | <b>\$8,502.1</b> |

The accompanying notes are an integral part of these consolidated financial statements.

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**CIT GROUP INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)** (dollars in millions)

|  | Three Months Ended March 31, |          |
|--|------------------------------|----------|
|  | 2014                         | 2013     |
| <b>Cash Flows From Operations</b>                                      |                              |          |
| Net income   | \$ 117.2                     | \$ 162.6 |
| Adjustments to reconcile net income to net cash flows from operations: |                              |          |
| Provision for credit losses  | 36.7                         | 19.5     |
| Net depreciation, amortization and (accretion)                         | 163.2                        | 173.1    |
| Net gains on equipment, receivable and investment sales                | (14.4)                       | (29.9)   |
| Provision for deferred income taxes                                    | 3.4                          | 6.7      |
| Increase in finance receivables held for sale                          | (12.8)                       | (4.3)    |
| Increase in other assets   | (4.2)                        | (61.5)   |
| Decrease in accrued liabilities and payables                           | (62.2)                       | (197.3)  |

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|  | Three Months Ended March 31, |                   |
|--|------------------------------|-------------------|
| Net cash flows provided by operations                        | 226.9                        | 68.9              |
| <b>Cash Flows From Investing Activities</b>                  |                              |                   |
| Loans originated and purchased                               | (4,044.4)                    | (4,613.7)         |
| Principal collections of loans                               | 3,618.9                      | 3,420.4           |
| Purchases of investment securities                           | (3,262.4)                    | (3,912.7)         |
| Proceeds from maturities of investment securities            | 3,642.7                      | 3,255.1           |
| Proceeds from asset and receivable sales                     | 484.1                        | 364.8             |
| Purchases of assets to be leased and other equipment         | (734.6)                      | (190.7)           |
| Net increase in short-term factoring receivables             | (118.3)                      | (243.8)           |
| Acquisitions, net of cash received                           | (245.5)                      |                   |
| Change in restricted cash                                    | (1,365.2)                    | (18.0)            |
| Net cash flows used in investing activities                  | (2,024.7)                    | (1,938.6)         |
| <b>Cash Flows From Financing Activities</b>                  |                              |                   |
| Proceeds from the issuance of term debt                      | 1,136.7                      | 110.4             |
| Repayments of term debt                                      | (578.5)                      | (562.5)           |
| Net increase in deposits                                     | 663.4                        | 1,018.9           |
| Collection of security deposits and maintenance funds        | 137.5                        | 122.2             |
| Use of security deposits and maintenance funds               | (128.5)                      | (117.8)           |
| Repurchase of common stock                                   | (135.6)                      |                   |
| Dividends paid   | (19.8)                       |                   |
| Net cash flows provided by financing activities              | 1,075.2                      | 571.2             |
| Decrease in cash and cash equivalents                        | (722.6)                      | (1,298.5)         |
| Unrestricted cash and cash equivalents, beginning of period  | 5,081.1                      | 5,636.2           |
| <b>Unrestricted cash and cash equivalents, end of period</b> | <b>\$ 4,358.5</b>            | <b>\$ 4,337.7</b> |
| <b>Supplementary Cash Flow Disclosure</b>                    |                              |                   |
| Interest paid  | \$ (299.5)                   | \$ (301.3)        |
| Federal, foreign, state and local income taxes paid, net     | \$ (6.6)                     | \$ (39.2)         |
| <b>Supplementary Non Cash Flow Disclosure</b>                |                              |                   |
| Transfer of assets from held for investment to held for sale | \$ 464.4                     | \$ 186.9          |
| Transfer of assets from held for sale to held for investment | \$ 31.0                      | \$ 8.0            |

The accompanying notes are an integral part of these consolidated financial statements.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

### **NOTE 1 BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

CIT Group Inc., together with its subsidiaries (collectively "CIT" or the "Company"), has provided financial solutions to its clients since its formation in 1908. The Company provides financing, leasing and advisory services principally to middle market companies in a wide variety of industries primarily in North America, and equipment financing and leasing solutions to the transportation industry worldwide. CIT became a bank holding company ("BHC") in December 2008 and a financial holding company ("FHC") in July 2013. CIT is regulated by the Board of Governors of the Federal Reserve System ("FRB") and the Federal Reserve Bank of New York ("FRBNY") under the U.S. Bank Holding Company Act of 1956. CIT Bank (the "Bank"), a wholly-owned subsidiary, is a state-chartered bank located in Salt Lake City, Utah, and is regulated by the Federal Deposit Insurance Corporation ("FDIC") and the Utah Department of Financial Institutions ("UDFI"). The Company operates primarily in

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North America, with locations in Europe and Asia.

### **BASIS OF PRESENTATION**

#### **Principles of Consolidation**

The accompanying consolidated financial statements include financial information related to CIT Group Inc., a Delaware corporation, and its majority owned subsidiaries, including the Bank, and those variable interest entities ( VIEs ) where the Company is the primary beneficiary. Assets held in an agency or fiduciary capacity are not included in the consolidated financial statements.

In preparing the consolidated financial statements, all significant intercompany accounts and transactions have been eliminated. These consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q for interim financial information and accordingly, do not include all information and note disclosures required by generally accepted accounting principles in the United States of America ( GAAP ) for complete financial statements. The financial statements in this Form 10-Q have not been audited by an independent registered public accounting firm in accordance with standards of the Public Company Accounting Oversight Board (U.S.), but in the opinion of management include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of CIT 's financial position, results of operations and cash flows in accordance with GAAP. These consolidated financial statements should be read in conjunction with our current Form 10-K on file.

The consolidated financial statements include the effects of adopting Fresh Start Accounting ( FSA ) upon emergence from bankruptcy on December 10, 2009, as required by GAAP, based on a convenience date of December 31, 2009. Accretion and amortization of certain FSA adjustments are included in the Consolidated Statements of Operations and Cash Flows.

The accounting and financial reporting policies of CIT Group Inc. conform to GAAP and the preparation of the consolidated financial statements requires management to make estimates and assumptions that affect reported amounts and disclosures. Actual results could differ from those estimates and assumptions. Some of the more significant estimates include: allowance for loan losses, loan impairment, fair value determination, lease residual values, liabilities for uncertain tax positions, realizability of deferred tax assets and goodwill assets. Additionally where applicable, the policies conform to accounting and reporting guidelines prescribed by bank regulatory authorities.

#### **Revisions**

In preparing the financial statements for the quarter ended March 31, 2014, the Company discovered and corrected an immaterial error impacting the classification of Interest Bearing Deposits and Cash and due from Banks in the amount of \$300 million as of December 31, 2013.

The Company also discovered and corrected an immaterial error impacting the classification of railcar maintenance expenses. Management determined that railcar maintenance expenses, which reduced Rental income on operating leases , should be reflected as a separate line item in the Other expenses section of the Company's Consolidated Statement of Operations (i.e., gross presentation). These classification errors had no impact on the Company 's Consolidated Balance Sheet or Consolidated Statement of Cash Flows in any period.

### **NEW ACCOUNTING PRONOUNCEMENTS**

#### **Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity**

On April 10, 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, which changes the criteria for determining which disposals can be presented as discontinued operations and modifies related disclosure requirements.

The final guidance raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. The ASU is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts that have or will have a major effect on an entity 's operations and financial results. In another change from current US GAAP, the guidance permits companies to have continuing cash flows and significant continuing involvement with the disposed component.

The ASU eliminates most of the scope exceptions in current US GAAP.



**Table of Contents****CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

Under the revised standard, a discontinued operation is (1) a component of an entity or group of components that has been disposed of by sale, disposed of other than by sale or is classified as held for sale that represents a strategic shift that has or will have a major effect on an entity's operations and financial results or (2) an acquired business or nonprofit activity that is classified as held for sale on the date of the acquisition.

The guidance does not change the presentation requirements for discontinued operations in the statement where net income is presented. Although it permits significant continuing involvement, the standard does not address how companies should present continuing involvement with a discontinued operation prior to the disposal. Also, the ASU requires the reclassification of assets and liabilities of a discontinued operation in the statement of financial position for all prior periods presented.

The standard expands the disclosures for discontinued operations and requires new disclosures related to individually material disposals that do not meet the definition of a discontinued operation, an entity's continuing involvement with a discontinued operation following the disposal date, and retained equity method investments in a discontinued operation.

For public entities, the guidance is effective for annual periods beginning on or after December 15, 2014 and interim periods within that year. The ASU is applied prospectively. However, all entities may early adopt the guidance for new disposals (or new classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. CIT expects to classify its guaranteed student loan business as a discontinued operation in the second quarter of 2014 due to the sale of this business in April 2014. CIT will evaluate any future dispositions under this ASU.

**NOTE 2 LOANS**

Finance receivables consist of the following:

**Finance Receivables by Product** (dollars in millions)

|  | <b>March 31, 2014</b> | <b>December 31, 2013</b> |
|--|-----------------------|--------------------------|
| Loans  | \$ 13,980.0           | \$ 13,814.3              |
| Direct financing leases and leveraged leases         | 4,591.7               | 4,814.9                  |
| Finance receivables                                  | 18,571.7              | 18,629.2                 |
| Finance receivables held for sale                    | 4,353.4               | 4,168.8                  |
| Finance and held for sale receivables <sup>(1)</sup> | \$ 22,925.1           | \$ 22,798.0              |

<sup>(1)</sup> Assets held for sale on the Balance Sheet includes finance receivables and operating lease equipment. As discussed in subsequent tables, since the Company manages the credit risk and collections of finance receivables held for sale consistently with its finance receivables held for investment, the applicable amount is presented in this table.

The following table presents finance receivables by segment, based on obligor location:

**Finance Receivables** (dollars in millions)

|  | <b>March 31, 2014</b> |                |              | <b>December 31, 2013</b> |                |              |
|--|-----------------------|----------------|--------------|--------------------------|----------------|--------------|
|  | <b>Domestic</b>       | <b>Foreign</b> | <b>Total</b> | <b>Domestic</b>          | <b>Foreign</b> | <b>Total</b> |
| Transportation & International Finance | \$ 660.0              | \$ 2,893.5     | \$ 3,553.5   | \$ 666.6                 | \$ 2,827.8     | \$ 3,494.4   |
| North American Commercial Finance      | 13,500.1              | 1,402.7        | 14,902.8     | 13,196.7                 | 1,496.4        | 14,693.1     |

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|                          | March 31, 2014 |            |             | December 31, 2013 |            |             |
|--------------------------|----------------|------------|-------------|-------------------|------------|-------------|
| Non-Strategic Portfolios | 114.8          | 0.6        | 115.4       | 117.9             | 323.8      | 441.7       |
| Total                    | \$ 14,274.9    | \$ 4,296.8 | \$ 18,571.7 | \$ 13,981.2       | \$ 4,648.0 | \$ 18,629.2 |

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

The following table presents selected components of the net investment in finance receivables.

#### Components of Net Investment in Finance Receivables (dollars in millions)

|   | March 31,<br>2014 | December 31,<br>2013 |
|---|-------------------|----------------------|
| Unearned income                           | \$ (959.0)        | \$ (942.0)           |
| Unamortized (discounts)                   | (42.8)            | (47.9)               |
| Net unamortized deferred costs and (fees) | 52.0              | 49.7                 |

Certain of the following tables present credit-related information at the class level in accordance with ASC 310-10-50, *Disclosures about the Credit Quality of Finance Receivables and the Allowance for Credit Losses*. A class is generally a disaggregation of a portfolio segment. In determining the classes, CIT considered the finance receivable characteristics and methods it applies in monitoring and assessing credit risk and performance.

### Credit Quality Information

The following table summarizes finance receivables by the risk ratings that bank regulatory agencies utilize to classify credit exposure and which are consistent with indicators the Company monitors. Customer risk ratings are reviewed on a regular basis by Credit Risk Management and are adjusted as necessary for updated information affecting the borrowers' ability to fulfill their obligations.

The definitions of these ratings are as follows:

- n Pass finance receivables in this category do not meet the criteria for classification in one of the categories below.
- n Special mention a special mention asset exhibits potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may, at some future date, result in the deterioration of the repayment prospects.
- n Classified a classified asset ranges from: (1) assets that exhibit a well-defined weakness and are inadequately protected by the current sound worth and paying capacity of the borrower, and are characterized by the distinct possibility that some loss will be sustained if the deficiencies are not corrected to (2) assets with weaknesses that make collection or liquidation in full unlikely on the basis of current facts, conditions, and values. Assets in this classification can be accruing or on non-accrual depending on the evaluation of these factors.

#### Finance and Held for Sale Receivables by Risk Rating (dollars in millions)

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|                          | Transportation & International Finance |                       | North American Commercial Finance |                   |                     |                     | Subtotal    | Non-Strategic Portfolios | Total       |
|--------------------------|--|-----------------------|-----------------------------------|-------------------|---------------------|---------------------|-------------|--------------------------|-------------|
|                          | Transportation Finance                 | International Finance | Corporate Finance                 | Equipment Finance | Real Estate Finance | Commercial Services |             |                          |             |
| <b>Grade:</b>            |  |                       |                                   |                   |                     |                     |             |                          |             |
| <b>March 31, 2014</b>    |  |                       |                                   |                   |                     |                     |             |                          |             |
| Pass                     | \$ 1,760.0                             | \$ 1,578.7            | \$ 6,208.5                        | \$ 3,440.2        | \$ 1,534.3          | \$ 1,798.3          | \$ 16,320.0 | \$ 3,658.8               | \$ 19,978.8 |
| Special mention          | 62.1                                   | 94.7                  | 593.8                             | 288.7             | 80.9                | 293.2               | 1,413.4     | 285.3                    | 1,698.7     |
| Classified accruing      | 62.5                                   | 26.0                  | 175.3                             | 247.0             |                     | 178.3               | 689.1       | 340.1                    | 1,029.2     |
| Classified non-accrual   | 15.6                                   | 20.3                  | 63.7                              | 65.7              |                     | 1.9                 | 167.2       | 51.2                     | 218.4       |
| Total                    | \$ 1,900.2                             | \$ 1,719.7            | \$ 7,041.3                        | \$ 4,041.6        | \$ 1,615.2          | \$ 2,271.7          | \$ 18,589.7 | \$ 4,335.4               | \$ 22,925.1 |
| <b>December 31, 2013</b> |  |                       |                                   |                   |                     |                     |             |                          |             |
| Pass                     | \$ 1,627.3                             | \$ 1,530.3            | \$ 5,783.1                        | \$ 3,355.2        | \$ 1,554.8          | \$ 1,804.6          | \$ 15,655.3 | \$ 3,637.0               | \$ 19,292.3 |
| Special mention          | 28.6                                   | 145.8                 | 769.6                             | 363.5             |                     | 314.7               | 1,622.2     | 472.0                    | 2,094.2     |
| Classified accruing      | 97.2                                   | 36.2                  | 233.6                             | 266.0             |                     | 138.9               | 771.9       | 398.9                    | 1,170.8     |
| Classified non-accrual   | 14.3                                   | 21.0                  | 83.8                              | 59.4              |                     | 4.2                 | 182.7       | 58.0                     | 240.7       |
| Total                    | \$ 1,767.4                             | \$ 1,733.3            | \$ 6,870.1                        | \$ 4,044.1        | \$ 1,554.8          | \$ 2,262.4          | \$ 18,232.1 | \$ 4,565.9               | \$ 22,798.0 |

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

**Past Due and Non-accrual Loans**

The table that follows presents portfolio delinquency status, regardless of accrual/non-accrual classification:

**Finance and Held for Sale Receivables Delinquency Status** (dollars in millions)

|                          | 30 59 Days<br>Past Due | 60 89 Days<br>Past Due | 90 Days or<br>Greater | Total Past<br>Due 30 Days<br>or Greater | Current     | Total Finance<br>Receivables |
|--------------------------|------------------------|------------------------|-----------------------|---|-------------|------------------------------|
| <b>March 31, 2014</b>    |                        |                        |                       |   |             |                              |
| Transportation Finance   | \$ 7.1                 | \$ 0.6                 | \$ 16.4               | \$ 24.1                                 | \$ 1,876.1  | \$ 1,900.2                   |
| International Finance    | 38.1                   | 14.8                   | 17.0                  | 69.9                                    | 1,649.8     | 1,719.7                      |
| Corporate Finance        |                        |                        | 0.5                   | 0.5                                     | 7,040.8     | 7,041.3                      |
| Equipment Finance        | 100.7                  | 20.6                   | 17.1                  | 138.4                                   | 3,903.2     | 4,041.6                      |
| Real Estate Finance      |                        |                        |                       |   | 1,615.2     | 1,615.2                      |
| Commercial Services      | 26.1                   | 1.5                    | 0.8                   | 28.4                                    | 2,243.3     | 2,271.7                      |
| Sub-total                | 172.0                  | 37.5                   | 51.8                  | 261.3                                   | 18,328.4    | 18,589.7                     |
| Non-Strategic Portfolios | 148.1                  | 61.5                   | 210.5                 | 420.1                                   | 3,915.3     | 4,335.4                      |
| Total                    | \$ 320.1               | \$ 99.0                | \$ 262.3              | \$ 681.4                                | \$ 22,243.7 | \$ 22,925.1                  |
| <b>December 31, 2013</b> |                        |                        |                       |   |             |                              |
| Transportation Finance   | \$ 18.3                | \$ 0.9                 | \$ 0.5                | \$ 19.7                                 | \$ 1,747.7  | \$ 1,767.4                   |
| International Finance    | 30.6                   | 11.6                   | 12.6                  | 54.8                                    | 1,678.5     | 1,733.3                      |
| Corporate Finance        |                        |                        | 17.8                  | 17.8                                    | 6,852.3     | 6,870.1                      |

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|                          | 30 59 Days<br>Past Due | 60 89 Days<br>Past Due | 90 Days or<br>Greater | Total Past<br>Due 30 Days<br>or Greater | Current    | Total Finance<br>Receivables |
|--------------------------|------------------------|------------------------|-----------------------|---|------------|------------------------------|
| Equipment Finance        | 116.6                  | 30.0                   | 18.6                  | 165.2                                   | 3,878.9    | 4,044.1                      |
| Real Estate Finance      |                        |                        |                       |   | 1,554.8    | 1,554.8                      |
| Commercial Services      | 47.9                   | 2.4                    | 1.0                   | 51.3                                    | 2,211.1    | 2,262.4                      |
| Sub-total                | 213.4                  | 44.9                   | 50.5                  | 308.8                                   | 17,923.3   | 18,232.1                     |
| Non-Strategic Portfolios | 142.8                  | 82.0                   | 239.8                 | 464.6                                   | 4,101.3    | 4,565.9                      |
| Total                    | \$356.2                | \$126.9                | \$290.3               | \$773.4                                 | \$22,024.6 | \$22,798.0                   |

The following table sets forth non-accrual loans and assets received in satisfaction of loans (repossessed assets). Non-accrual loans include loans that are individually evaluated and determined to be impaired (generally loans with balances greater than \$500,000), as well as other, smaller balance loans placed on non-accrual due to delinquency (generally 90 days or more).

### Finance Receivables on Non-accrual Status (dollars in millions)

|   | March 31, 2014         |                  |         | December 31, 2013      |                  |         |
|---|------------------------|------------------|---------|------------------------|------------------|---------|
|   | Held for<br>Investment | Held for<br>Sale | Total   | Held for<br>Investment | Held for<br>Sale | Total   |
| Transportation Finance                  | \$ 15.6                | \$               | \$ 15.6 | \$ 14.3                | \$               | \$ 14.3 |
| International Finance                   | 20.3                   |                  | 20.3    | 21.0                   |                  | 21.0    |
| Corporate Finance                       | 63.7                   |                  | 63.7    | 83.5                   | 0.3              | 83.8    |
| Equipment Finance                       | 65.7                   |                  | 65.7    | 59.4                   |                  | 59.4    |
| Real Estate Finance                     |                        |                  |         |                        |                  |         |
| Commercial Services                     | 1.9                    |                  | 1.9     | 4.2                    |                  | 4.2     |
| Sub-total                               | 167.2                  |                  | 167.2   | 182.4                  | 0.3              | 182.7   |
| Non-Strategic Portfolios                | 4.4                    | 46.8             | 51.2    | 17.6                   | 40.4             | 58.0    |
| Total                                   | \$171.6                | \$46.8           | \$218.4 | \$200.0                | \$40.7           | \$240.7 |
| Repossessed assets                      |                        |                  | 6.2     |                        |                  | 7.0     |
| Total non-performing assets             |                        |                  | \$224.6 |                        |                  | \$247.7 |
| Accruing loans past due 90 days or more |                        |                  |         |                        |                  |         |
| Government guaranteed Consumer          |                        |                  | \$195.6 |                        |                  | \$223.7 |
| Other                                   |                        |                  | 12.6    |                        |                  | 10.0    |
| Total                                   |                        |                  | \$208.2 |                        |                  | \$233.7 |

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Payments received on non-accrual financing receivables are generally applied first against outstanding principal, though in certain instances where the remaining recorded investment is deemed fully collectible, interest income is recognized on a cash basis.

#### Impaired Loans

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The Company's policy is to review for impairment finance receivables greater than \$500,000 that are on non-accrual status. Consumer loans and small-ticket loan and lease receivables that have not been modified in a troubled debt restructuring, as well as short-term factoring receivables, are included (if appropriate) in the reported non-accrual balances above, but are excluded from the impaired finance receivables disclosure below as charge-offs are typically determined and recorded for such loans when they are more than 120 - 150 days past due.

The following table contains information about impaired finance receivables and the related allowance for loan losses, exclusive of finance receivables that were identified as impaired at the Convenience Date for which the Company is applying the income recognition and disclosure guidance in ASC 310-30 (*Loans and Debt Securities Acquired with Deteriorated Credit Quality*), which are disclosed further below in this note.

### Impaired Loans (dollars in millions)

|   | March 31, 2014      |                          |                   | Three Months Ended March 31, |                             |
|---|---------------------|--------------------------|-------------------|------------------------------|-----------------------------|
|   |                     |                          |                   | 2014                         | 2013                        |
|   | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment  | Average Recorded Investment |
| <b>With no related allowance recorded:</b>              |                     |                          |                   |                              |                             |
| Transportation Finance                                  | \$                  | \$                       | \$                | \$                           | \$ 3.2                      |
| International Finance                                   | 5.1                 | 17.9                     |                   | 6.0                          | 5.0                         |
| Corporate Finance                                       | 125.1               | 131.3                    |                   | 130.6                        | 174.1                       |
| Equipment Finance                                       | 6.7                 | 7.6                      |                   | 6.3                          | 7.8                         |
| Commercial Services                                     | 8.5                 | 8.5                      |                   | 8.8                          | 10.7                        |
| Non-Strategic Portfolios                                | 6.6                 | 6.7                      |                   | 8.4                          | 41.8                        |
| <b>With an allowance recorded:</b>                      |                     |                          |                   |                              |                             |
| Transportation Finance                                  | 15.5                | 15.5                     | 0.7               | 14.9                         | 19.3                        |
| Corporate Finance                                       | 50.2                | 51.4                     | 24.0              | 50.4                         | 98.0                        |
| Commercial Services                                     | 1.9                 | 2.0                      | 1.0               | 3.1                          | 4.8                         |
| Non-Strategic Portfolios                                |                     |                          |                   |                              | 2.5                         |
| Total Impaired Loans <sup>(1)</sup>                     | 219.6               | 240.9                    | 25.7              | 228.5                        | 367.2                       |
| Total Loans Impaired at Convenience Date <sup>(2)</sup> | 54.7                | 95.5                     | 1.0               | 54.4                         | 99.3                        |
| Total   | \$274.3             | \$336.4                  | \$26.7            | \$282.9                      | \$466.5                     |

<sup>(1), (2)</sup> See following table for footnote explanations.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

### Impaired Loans (dollars in millions) continued

Year Ended  
December 31, 2013

|   |                        |                                |                      | Year Ended                        |
|---|------------------------|--------------------------------|----------------------|-----------------------------------|
|   |                        |                                |                      | December 31,<br>2013              |
|   | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment |
| <b>With no related allowance recorded:</b>              |                        |                                |                      |                                   |
| Transportation Finance                                  | \$                     | \$                             | \$                   | \$ 2.2                            |
| International Finance                                   | 6.9                    | 24.5                           |                      | 6.9                               |
| Corporate Finance                                       | 136.1                  | 150.1                          |                      | 152.8                             |
| Equipment Finance                                       | 5.8                    | 7.9                            |                      | 7.0                               |
| Commercial Services                                     | 9.1                    | 9.1                            |                      | 10.0                              |
| Non-Strategic Portfolios                                | 10.2                   | 12.5                           |                      | 24.0                              |
| <b>With an allowance recorded:</b>                      |                        |                                |                      |                                   |
| Transportation Finance                                  | 14.3                   | 14.3                           | 0.6                  | 12.4                              |
| Corporate Finance                                       | 50.6                   | 51.7                           | 28.8                 | 79.7                              |
| Commercial Services                                     | 4.2                    | 4.2                            | 1.0                  | 4.6                               |
| Non-Strategic Portfolios                                |                        |                                |                      | 1.0                               |
| Total Impaired Loans <sup>(1)</sup>                     | 237.2                  | 274.3                          | 30.4                 | 300.6                             |
| Total Loans Impaired at Convenience date <sup>(2)</sup> | 54.1                   | 95.8                           | 1.0                  | 80.5                              |
| Total   | \$291.3                | \$370.1                        | \$31.4               | \$381.1                           |

<sup>(1)</sup> Interest income recorded for the quarters ended March 31, 2014 and 2013 while the loans were impaired was \$0.7 million and \$4.7 million, respectively, of which \$0.4 million and \$0.3 million was interest recognized using the cash-basis method of accounting. Interest income recorded for the year ended December 31, 2013 while the loans were impaired was \$17.7 million, of which \$3.5 million was interest recognized using the cash-basis method of accounting.

<sup>(2)</sup> Details of finance receivables that were identified as impaired at the Convenience Date are presented under Loans and Debt Securities Acquired with Deteriorated Credit Quality.

Impairment occurs when, based on current information and events, it is probable that CIT will be unable to collect all amounts due according to contractual terms of the agreement. The Company has established review and monitoring procedures designed to identify, as early as possible, customers that are experiencing financial difficulty. Credit risk is captured and analyzed based on the Company's internal probability of obligor default (PD) and loss given default (LGD) ratings. A PD rating is determined by evaluating borrower credit-worthiness, including analyzing credit history, financial condition, cash flow adequacy, financial performance and management quality. An LGD rating is predicated on transaction structure, collateral valuation and related guarantees or recourse. Further, related considerations in determining probability of collection include the following:

- n Instances where the primary source of payment is no longer sufficient to repay the loan in accordance with terms of the loan document;
- n Lack of current financial data related to the borrower or guarantor;
- n Delinquency status of the loan;
- n Borrowers experiencing problems, such as operating losses, marginal working capital, inadequate cash flow, excessive financial leverage or business interruptions;
- n Loans secured by collateral that is not readily marketable or that has experienced or is susceptible to deterioration in realizable value; and
- n Loans to borrowers in industries or countries experiencing severe economic instability.

Impairment is measured as the shortfall between estimated value and recorded investment in the finance receivable. A specific allowance or charge-off is recorded for the shortfall. In instances where the estimated value exceeds the recorded investment, no specific allowance is recorded. The estimated value is determined using fair value of collateral and other cash flows if the finance receivable is collateralized, the present value of expected future cash flows discounted at the contract's effective interest rate or market price. In instances when the Company measures impairment based on the present value of expected future cash flows, the change in present value is reported in the provision for credit losses.

The following summarizes key elements of the Company's policy regarding the determination of collateral fair value in the measurement of impairment:

- n Orderly liquidation value is the basis for collateral valuation;
- n Appraisals are updated annually or more often as market conditions warrant; and

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

- n Appraisal values are discounted in the determination of impairment if the:
  - n appraisal does not reflect current market conditions; or
  - n collateral consists of inventory, accounts receivable, or other forms of collateral that may become difficult to locate, collect or subject to pilferage in a liquidation.

#### **Loans and Debt Securities Acquired with Deteriorated Credit Quality**

For purposes of this presentation, finance receivables that were identified as impaired at the Convenience Date are discussed below. The Company is applying the income recognition and disclosure guidance in ASC 310-30 (*Loans and Debt Securities Acquired with Deteriorated Credit Quality*) to loans considered impaired under FSA at the time of emergence. At both March 31, 2014 and December 31, 2013, the carrying amounts approximated \$55 million and the outstanding balance approximated \$95 million. The outstanding balance represents the sum of contractual principal, interest and fees earned at the reporting date, calculated as pre-FSA net investment plus inception to date charge-offs. For both periods, the allowance for loan losses on these loans was \$1.0 million.

#### **Troubled Debt Restructurings**

The Company periodically modifies the terms of finance receivables in response to borrowers' difficulties. Modifications that include a financial concession to the borrower are accounted for as troubled debt restructurings (TDRs).

CIT uses a consistent methodology across all loans to determine if a modification is with a borrower that has been determined to be in financial difficulty and was granted a concession. Specifically, the Company's policies on TDR identification include the following examples of indicators used to determine whether the borrower is in financial difficulty:

- n Borrower is in default with CIT or other material creditor
- n Borrower has declared bankruptcy
- n Growing doubt about the borrower's ability to continue as a going concern

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- n Borrower has (or is expected to have) insufficient cash flow to service debt
- n Borrower is de-listing securities
- n Borrower's inability to obtain funds from other sources
- n Breach of financial covenants by the borrower.

If the borrower is determined to be in financial difficulty, then CIT utilizes the following criteria to determine whether a concession has been granted to the borrower:

- n Assets used to satisfy debt are less than CIT's recorded investment in the receivable
- n Modification of terms interest rate changed to below market rate
- n Maturity date extension at an interest rate less than market rate
- n The borrower does not otherwise have access to funding for debt with similar risk characteristics in the market at the restructured rate and terms
- n Capitalization of interest
- n Increase in interest reserves
- n Conversion of credit to Payment-In-Kind (PIK)
- n Delaying principal and/or interest for a period of three months or more
- n Partial forgiveness of the balance.

Modified loans that meet the definition of a TDR are subject to the Company's standard impaired loan policy, namely that non-accrual loans in excess of \$500,000 are individually reviewed for impairment, while non-accrual loans less than \$500,000 are considered as part of homogenous pools and are included in the determination of the non-specific allowance.

The recorded investment of TDRs at March 31, 2014 and December 31, 2013 was \$206.8 million and \$220.9 million, of which 32% and 33%, respectively were on non-accrual. North American Commercial Finance receivables accounted for 82% of the total TDRs at March 31, 2014 and 80% at December 31, 2013, there were \$6.7 million and \$7.1 million, respectively, of commitments to lend additional funds to borrowers whose loan terms have been modified in TDRs.

Recorded investment related to modifications qualifying as TDRs that occurred during the quarters ended March 31, 2014 and 2013 were \$10.3 million and \$5.3 million, respectively. The recorded investment of TDRs that experience a payment default (payment default is one missed payment) at the time of default, during the quarters ended March 31, 2014 and 2013, and for which the payment default occurred within one year of the modification totaled \$0.3 million and \$26.1 million, respectively. The March 31, 2014 defaults related to Equipment Financing and Non-Strategic Portfolios and essentially all of the March 31, 2013 defaults related to Corporate Finance.

The financial impact of the various modification strategies that the Company employs in response to borrower difficulties is described below. While the discussion focuses on first quarter of 2014 amounts, the overall nature and impact of modification programs were comparable in the prior year.

- n The nature of modifications qualifying as TDRs, based upon recorded investment at March 31, 2014 and December 31, 2013, was comprised of payment deferral for 86% and 88%, covenant relief and/or other for 13% and 11%, and interest rate reductions and debt forgiveness for 1% and 1%, respectively;



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## CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

- n Payment deferrals, the Company's most common type of modification program, result in lower net present value of cash flows and increased provision for credit losses to the extent applicable. The financial impact of these modifications is not significant given the moderate length of deferral periods;
- n Interest rate reductions result in lower amounts of interest being charged to the customer, but are a relatively small part of the Company's restructuring programs. Additionally, in some instances, modifications improve the Company's economic return through increased interest rates and fees, but are reported as TDRs due to assessments regarding the borrowers' ability to independently obtain similar funding in the market and assessments of the relationship between modified rates and terms and comparable market rates and terms. The weighted average change in interest rates for all TDRs occurring during the quarter ended March 31, 2014 was immaterial;
- n Debt forgiveness, or the reduction in amount owed by borrower, results in incremental provision for credit losses, in the form of higher charge-offs. While these types of modifications have the greatest individual impact on the allowance, the amounts of principal forgiveness for TDRs occurring during the quarter ended March 31, 2014 were not significant, as debt forgiveness is a relatively small component of the Company's modification programs; and
- n The other elements of the Company's modification programs do not have a significant impact on financial results given their relative size, or do not have a direct financial impact, as in the case of covenant changes.

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## CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

**NOTE 3 ALLOWANCE FOR LOAN LOSSES**

The following table presents changes in the allowance for loan losses.

**Allowance for Loan Losses and Recorded Investment in Finance Receivables** (dollars in millions)

|                                  | Quarter Ended March 31, 2014                    |  |                                 |                           |         | Quarter Ended March 31, 2013                    |  |                                 |                           |         |
|----------------------------------|---|--|---------------------------------|---------------------------|---------|---|--|---------------------------------|---------------------------|---------|
|                                  | Transportation<br>&<br>International<br>Finance | North<br>American<br>Commercial<br>Finance | Non-<br>Strategic<br>Portfolios | Corporate<br>and<br>Other | Total   | Transportation<br>&<br>International<br>Finance | North<br>American<br>Commercial<br>Finance | Non-<br>Strategic<br>Portfolios | Corporate<br>and<br>Other | Total   |
| Beginning balance                | \$46.7  | \$303.8                                    | \$5.6                           | \$                        | \$356.1 | \$44.3  | \$293.7                                    | \$41.3                          | \$                        | \$379.3 |
| Provision for credit losses      | 12.4  | 23.2                                       | 1.0                             | 0.1                       | 36.7    | (5.6)   | 24.9                                       | 0.3                             | (0.1)                     | 19.5    |
| Other <sup>(1)</sup>             | (0.4)   | (4.1)                                      |                                 | (0.1)                     | (4.6)   | (0.5)   | (2.8)                                      | (0.1)                           | 0.1                       | (3.3)   |
| Gross charge-offs <sup>(2)</sup> | (14.3)  | (22.6)                                     | (7.5)                           |                           | (44.4)  | (4.2)   | (14.2)                                     | (5.9)                           |                           | (24.3)  |
| Recoveries                       | 1.3   | 6.6  | 0.9                             |                           | 8.8     | 3.1   | 8.4  | 3.3                             |                           | 14.8    |

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|  | Quarter Ended March 31, 2014 |             |          |             | Quarter Ended March 31, 2013 |             |            |             |
|--|------------------------------|-------------|----------|-------------|------------------------------|-------------|------------|-------------|
| Allowance balance end of period                                | \$ 45.7                      | \$ 306.9    | \$       | \$ 352.6    | \$ 37.1                      | \$ 310.0    | \$ 38.9    | \$ 386.0    |
|  | March 31, 2014               |             |          |             | March 31, 2013               |             |            |             |
| <b>Allowance balance:</b>                                      |                              |             |          |             |                              |             |            |             |
| Loans individually evaluated for impairment                    | \$ 0.7                       | \$ 25.0     | \$       | \$ 25.7     | \$ 2.7                       | \$ 36.5     | \$ 1.0     | \$ 40.2     |
| Loans collectively evaluated for impairment                    | 45.0                         | 280.9       |          | 325.9       | 34.4                         | 272.4       | 36.7       | 343.5       |
| Loans acquired with deteriorated credit quality <sup>(3)</sup> |                              | 1.0         |          | 1.0         |                              | 1.1         | 1.2        | 2.3         |
| Allowance balance end of period                                | \$ 45.7                      | \$ 306.9    | \$       | \$ 352.6    | \$ 37.1                      | \$ 310.0    | \$ 38.9    | \$ 386.0    |
| Other reserves <sup>(1)</sup>                                  | \$ 0.4                       | \$ 30.6     | \$       | \$ 31.0     | \$                           | \$ 24.7     | \$ 0.2     | \$ 25.1     |
| <b>Finance receivables:</b>                                    |                              |             |          |             |                              |             |            |             |
| Loans individually evaluated for impairment                    | \$ 20.6                      | \$ 192.4    | \$ 6.6   | \$ 219.6    | \$ 20.3                      | \$ 275.2    | \$ 45.3    | \$ 340.8    |
| Loans collectively evaluated for impairment                    | 3,532.8                      | 14,657.6    | 107.0    | 18,297.4    | 2,937.4                      | 13,743.4    | 5,006.9    | 21,687.7    |
| Loans acquired with deteriorated credit quality <sup>(3)</sup> | 0.1                          | 52.8        | 1.8      | 54.7        | 0.3                          | 75.6        | 16.0       | 91.9        |
| Ending balance   | \$ 3,553.5                   | \$ 14,902.8 | \$ 115.4 | \$ 18,571.7 | \$ 2,958.0                   | \$ 14,094.2 | \$ 5,068.2 | \$ 22,120.4 |
| Percent of loans to total loans                                | 19.1%                        | 80.3%       | 0.6%     | 100.0%      | 13.4%                        | 63.7%       | 22.9%      | 100.0%      |

<sup>(1)</sup> Other reserves represents additional credit loss reserves for unfunded lending commitments, letters of credit and for deferred purchase agreements, all of which is recorded in Other liabilities. Other also includes changes relating to sales and foreign currency translations.

<sup>(2)</sup> Gross charge-offs include \$6.2 million and \$1.5 million charged directly to the Allowance for loan losses for the quarters ended March 31, 2014 and 2013, respectively. In 2014, \$6.2 million related to North American Commercial Finance. In 2013, \$1.0 million related to Non-Strategic Portfolios and \$0.5 million related to North American Commercial Finance.

<sup>(3)</sup> Represents loans considered impaired in FSA and are accounted for under the guidance in ASC 310-30 (Loans and Debt Securities Acquired with Deteriorated Credit Quality).

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### NOTE 4 INVESTMENT SECURITIES

Investments include debt and equity securities. The Company's debt securities primarily include U.S. Treasury securities, U.S. Government Agency securities, supranational and foreign government securities that typically mature in 91 days or less, and the carrying value approximates fair value. Equity securities include common stock and warrants.

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## Investment Securities (dollars in millions)

|  | March 31,<br>2014 | December 31,<br>2013 |
|--|-------------------|----------------------|
| Debt securities available-for-sale               | \$1,846.9         | \$1,487.8            |
| Equity securities available-for-sale             | 14.3              | 13.7                 |
| Debt securities held-to-maturity <sup>(1)</sup>  | 304.7             | 1,042.3              |
| Non-marketable equity investments <sup>(2)</sup> | 89.1              | 86.9                 |
| Total investment securities                      | \$2,255.0         | \$2,630.7            |

<sup>(1)</sup> Recorded at amortized cost less impairment on securities that have credit-related impairment.

<sup>(2)</sup> Non-marketable equity investments include \$25.2 million and \$23.6 million in limited partnerships at March 31, 2014 and December 31, 2013, respectively, accounted for under the equity method. The remaining investments are carried at cost and include qualified Community Reinvestment Act ( CRA ) investments, equity fund holdings and shares issued by customers during loan work out situations or as part of an original loan investment.

Debt securities and equity securities classified as available-for-sale ( AFS ) are carried at fair value with changes in fair value reported in other comprehensive income ( OCI ), net of applicable income taxes.

Debt securities classified as held-to-maturity ( HTM ) represent securities that the Company has both the ability and intent to hold until maturity, and are carried at amortized cost.

Non-marketable equity investments include ownership interests greater than 3% in limited partnership investments that are accounted for under the equity method. Equity method investments are recorded at cost, adjusted to reflect the Company's portion of income, loss or dividends of the investee. All other non-marketable equity investments are carried at cost and periodically assessed for other-than-temporary impairment ( OTTI ).

The Company conducts and documents periodic reviews of all securities with unrealized losses to evaluate whether the impairment is OTTI. For debt securities classified as HTM that are considered to have OTTI that the Company does not intend to sell and it is more likely than not that the Company will not be required to sell before recovery, the OTTI is separated into an amount representing the credit loss, which is recognized in other income in the Consolidated Statement of Operations, and the amount related to all other factors, which is recognized in OCI. OTTI on debt securities and equity securities classified as AFS and non-marketable equity investments are recognized in the Consolidated Statement of Operations in the period determined.

Realized investment gains totaled \$3.3 million and \$2.5 million for the quarters ended March 31, 2014 and 2013, respectively, and exclude losses from OTTI. OTTI impairments on equity securities recognized in earnings were not material for the quarters ended March 31, 2014 and March 31, 2013. Impairment amounts in accumulated other comprehensive income ( AOCI ) were not material at March 31, 2014 or December 31, 2013.

In addition, the Company maintained \$4.6 billion and \$5.5 billion of interest bearing deposits at March 31, 2014 and December 31, 2013, respectively that are cash equivalents and are classified separately on the balance sheet.

The following table presents interest and dividends on interest bearing deposits and investments:

## Interest and Dividend Income (dollars in millions)

|                 |                           | Three Months Ended March 31, |        |
|-----------------|---------------------------|------------------------------|--------|
|                 |                           | 2014                         | 2013   |
| Interest income | interest bearing deposits | \$ 4.6                       | \$ 3.5 |
| Interest income | investments               | 3.3                          | 1.9    |

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## Three Months Ended March 31,

|                              |             |        |        |
|------------------------------|-------------|--------|--------|
| Dividends                    | investments | 0.9    | 1.0    |
| Total interest and dividends |             | \$ 8.8 | \$ 6.4 |

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

### Securities Available-for-Sale

The following table presents amortized cost and fair value of securities AFS at March 31, 2014 and December 31, 2013.

### Securities Available for Sale Amortized Cost and Fair Value (dollars in millions)

|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| <b>March 31, 2014</b>                           |                   |                              |                               |               |
| <b>Debt securities AFS</b>                      |                   |                              |                               |               |
| U.S. Treasury securities                        | \$ 1,221.2        | \$                           | \$                            | \$ 1,221.2    |
| U.S. government agency obligations              | 591.2             | 0.1                          |                               | 591.3         |
| Supranational and foreign government securities | 34.4              |                              |                               | 34.4          |
| Total debt securities AFS                       | 1,846.8           | 0.1                          |                               | 1,846.9       |
| <b>Equity securities AFS</b>                    | 13.8              | 0.6                          | (0.1)                         | 14.3          |
| <b>Total securities AFS</b>                     | \$ 1,860.6        | \$ 0.7                       | \$ (0.1)                      | \$ 1,861.2    |
| <b>December 31, 2013</b>                        |                   |                              |                               |               |
| <b>Debt securities AFS</b>                      |                   |                              |                               |               |
| U.S. Treasury securities                        | \$ 649.1          | \$                           | \$                            | \$ 649.1      |
| U.S. government agency obligations              | 711.9             |                              |                               | 711.9         |
| Supranational and foreign government securities | 126.8             |                              |                               | 126.8         |
| Total debt securities AFS                       | 1,487.8           |                              |                               | 1,487.8       |
| <b>Equity securities AFS</b>                    | 13.5              | 0.4                          | (0.2)                         | 13.7          |
| <b>Total securities AFS</b>                     | \$ 1,501.3        | \$ 0.4                       | \$ (0.2)                      | \$ 1,501.5    |

### Debt Securities Held-to-Maturity

The carrying value and fair value of debt securities HTM at March 31, 2014 and December 31, 2013 were as follows:

### Debt Securities Held-to-Maturity Carrying Value and Fair Value (dollars in millions)

| Carrying<br>Value | Gross<br>Unrecognized<br>Gains | Gross<br>Unrecognized<br>Losses | Fair<br>Value |
|-------------------|--------------------------------|---------------------------------|---------------|
|-------------------|--------------------------------|---------------------------------|---------------|

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|   | Carrying<br>Value | Gross<br>Unrecognized<br>Gains | Gross<br>Unrecognized<br>Losses | Fair<br>Value |
|---|-------------------|--------------------------------|---------------------------------|---------------|
| <b>March 31, 2014</b>   |                   |                                |                                 |               |
| Mortgage-backed securities U.S. government owned and sponsored agencies | \$ 104.0          | \$ 1.9                         | \$ (4.9)                        | \$ 101.0      |
| State and municipal   | 51.6              |                                | (3.1)                           | 48.5          |
| Foreign government  | 36.3              |                                |                                 | 36.3          |
| Corporate foreign   | 112.8             | 10.4                           |                                 | 123.2         |
| Total debt securities held-to-maturity                                  | \$ 304.7          | \$ 12.3                        | \$ (8.0)                        | \$ 309.0      |
| <b>December 31, 2013</b>  |                   |                                |                                 |               |
| U.S. government agency obligations                                      | \$ 735.5          | \$ 0.1                         | \$                              | \$ 735.6      |
| Mortgage-backed securities U.S. government owned and sponsored agencies | 96.3              | 1.7                            | (5.8)                           | 92.2          |
| State and municipal   | 57.4              |                                | (6.5)                           | 50.9          |
| Foreign government  | 38.3              |                                |                                 | 38.3          |
| Corporate foreign   | 114.8             | 9.0                            |                                 | 123.8         |
| Total debt securities held-to-maturity                                  | \$ 1,042.3        | \$ 10.8                        | \$ (12.3)                       | \$ 1,040.8    |

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

The following table presents the carrying value and fair value of debt securities HTM by contractual maturity dates:

**Debt Securities Held-to-Maturity Carrying Value and Fair Value Maturities** (dollars in millions)

|   | March 31, 2014    |               | December 31, 2013 |               |
|---|-------------------|---------------|-------------------|---------------|
|   | Carrying<br>Value | Fair<br>Value | Carrying<br>Value | Fair<br>Value |
| U.S. government agency obligations                                      |                   |               |                   |               |
| Total Due within 1 year   | \$                | \$            | \$ 735.5          | \$ 735.6      |
| Mortgage-backed securities U.S. government owned and sponsored agencies |                   |               |                   |               |
| Due after 5 but within 10 years   | 1.4               | 1.4           |                   |               |
| Due after 10 years <sup>(1)</sup>                                       | 102.6             | 99.6          | 96.3              | 92.2          |
| Total   | 104.0             | 101.0         | 96.3              | 92.2          |
| State and municipal   |                   |               |                   |               |
| Due within 1 year   | 0.6               | 0.6           | 0.7               | 0.7           |
| Due after 1 but within 5 years  | 3.9               | 3.9           | 4.4               | 4.4           |
| Due after 5 but within 10 years   | 0.6               | 0.6           | 0.7               | 0.7           |
| Due after 10 years <sup>(1)</sup>                                       | 46.5              | 43.4          | 51.6              | 45.1          |
| Total   | 51.6              | 48.5          | 57.4              | 50.9          |
| Foreign government  |                   |               |                   |               |
| Due within 1 year   | 30.9              | 30.9          | 29.8              | 29.8          |

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|  | March 31, 2014 |         | December 31, 2013 |           |
|--|----------------|---------|-------------------|-----------|
| Due after 1 but within 5 years         | 5.4            | 5.4     | 8.5               | 8.5       |
| Total                                  | 36.3           | 36.3    | 38.3              | 38.3      |
| Corporate Foreign                      |                |         |                   |           |
| Due within 1 year                      | 0.8            | 0.8     | 0.8               | 0.8       |
| Due after 1 but within 5 years         | 46.6           | 54.6    | 48.6              | 56.1      |
| After 5 but within 10 years            | 65.4           | 67.8    | 65.4              | 66.9      |
| Total                                  | 112.8          | 123.2   | 114.8             | 123.8     |
| Total debt securities held-to-maturity | \$304.7        | \$309.0 | \$1,042.3         | \$1,040.8 |

<sup>(1)</sup> Investments with no stated maturities are included as contractual maturities of greater than 10 years. Actual maturities may differ due to exercise of call or prepayment rights.

## NOTE 5 LONG-TERM BORROWINGS

The following table presents outstanding long-term borrowings, net of FSA. The FSA fair value adjustment is amortized as a cost adjustment over the remaining term of the respective debt and is reflected in Interest Expense.

### Long-term Borrowings (dollars in millions)

|   | March 31, 2014    |                  |                   | December 31, 2013 |
|---|-------------------|------------------|-------------------|-------------------|
|   | CIT Group Inc.    | Subsidiaries     | Total             | Total             |
| Senior Unsecured Notes <sup>(1)</sup>               | \$13,531.8        | \$ 0.5           | \$13,532.3        | \$12,531.6        |
| Secured Borrowings excluding student loan debt      |                   | 5,976.5          | 5,976.5           | 5,944.9           |
| Secured Borrowings student loan debt <sup>(2)</sup> |                   | 3,160.3          | 3,160.3           | 3,273.5           |
| <b>Total Long-term Borrowings</b>                   | <b>\$13,531.8</b> | <b>\$9,137.3</b> | <b>\$22,669.1</b> | <b>\$21,750.0</b> |

<sup>(1)</sup> Senior Unsecured Notes at March 31, 2014 were comprised of \$8,243.1 million of Unsecured Notes, \$5,250.0 million of Series C Notes and \$39.2 million of other unsecured debt.

<sup>(2)</sup> In April 2014, the Company sold the student loan business and the debt secured by the loans was extinguished.

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### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### Revolving Credit Facility

There were no outstanding borrowings under the Revolving Credit Facility at March 31, 2014 and December 31, 2013. The amount available to draw upon at March 31, 2014 was approximately \$1.4 billion, with the remaining amount of approximately \$0.1 billion utilized for issuance of letters of credit.

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The Revolving Credit Facility was amended in January 2014 to reduce the total commitment amount from \$2.0 billion to \$1.5 billion and to extend the maturity date of the commitments to January 27, 2017. The total commitment amount now consists of a \$1.15 billion revolving loan tranche and a \$350 million revolving loan tranche that can also be utilized for issuance of letters of credit. The applicable margin charged under the facility was unchanged, and for LIBOR loans was 2.50% and for Base Rate loans was 1.50% at March 31, 2014. Further improvement in CIT's long-term senior unsecured debt ratings to either BB by S&P or Ba2 by Moody's would result in a reduction in the applicable margin to 2.25% for LIBOR based loans and to 1.25% for Base Rate loans.

The Revolving Credit Facility may be drawn and prepaid at the option of CIT. The unutilized portion of any commitment under the Revolving Credit Facility may be reduced permanently or terminated by CIT at any time without penalty.

The Revolving Credit Facility is unsecured and is guaranteed by eight of the Company's domestic operating subsidiaries. The facility was amended to modify the covenant requiring a minimum guarantor asset coverage ratio and the criteria for calculating the ratio. The amended covenant requires a minimum guarantor asset coverage ratio ranging from 1.25:1.0 to the current requirements of 1.5:1.0 depending on the Company's long-term senior unsecured, debt rating.

The Revolving Credit Facility is also subject to a \$6 billion minimum consolidated net worth covenant of the Company, tested quarterly, and limits the Company's ability to create liens, merge or consolidate, sell, transfer, lease or dispose of all or substantially all of its assets, grant a negative pledge or make certain restricted payments during the occurrence and continuance of an event of default.

### Senior Unsecured Notes

Senior unsecured notes include notes issued under the shelf registration filed in March 2012, and Series C Unsecured Notes. The notes filed under the shelf registration rank equal in right of payment with the Series C Unsecured Notes and the Revolving Credit Facility.

The following tables present the principal amounts of Senior Unsecured Notes issued under the Company's shelf registration and Series C Unsecured Notes by maturity date.

#### Senior Unsecured Notes (dollars in millions)

| <u>Maturity Date</u>       | <u>Rate (%)</u> | <u>Date of Issuance</u> | <u>Par Value</u> |
|----------------------------|-----------------|-------------------------|------------------|
| April 2014*                | 5.250%          | March 2011              | \$ 1,300.0       |
| February 2015*             | 4.750%          | February 2012           | 1,500.0          |
| May 2017                   | 5.000%          | May 2012                | 1,250.0          |
| August 2017                | 4.250%          | August 2012             | 1,750.0          |
| March 2018                 | 5.250%          | March 2012              | 1,500.0          |
| April 2018*                | 6.625%          | March 2011              | 700.0            |
| February 2019*             | 5.500%          | February 2012           | 1,750.0          |
| February 2019              | 3.875%          | February 2014           | 1,000.0          |
| May 2020                   | 5.375%          | May 2012                | 750.0            |
| August 2022                | 5.000%          | August 2012             | 1,250.0          |
| August 2023                | 5.000%          | August 2013             | 750.0            |
| Weighted average and total | 5.01%           |                         | \$ 13,500.0      |

\* *Series C Unsecured Notes*

On April 1, 2014, we repaid the maturing \$1.3 billion Series C Unsecured Notes.

The Indentures for the Senior Unsecured Notes and Series C Unsecured Notes limit the Company's ability to create liens, merge or consolidate, or sell, transfer, lease or dispose of all or substantially all of its assets. Upon a Change of Control Triggering Event as defined in the Indentures for the Senior Unsecured Notes and Series C Unsecured Notes, holders of the Senior Unsecured Notes and Series C Unsecured Notes will have the right to require the Company, as applicable, to repurchase all or a portion of the Senior Unsecured Notes and Series C Unsecured Notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest to the date of such repurchase.

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Other debt of \$39.2 million includes senior unsecured notes issued prior to CIT's reorganization.

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### Secured Borrowings

Set forth below are borrowings and pledged assets primarily owned by consolidated variable interest entities (VIEs). Creditors of these entities received ownership and/or security interests in the assets. The assets of the consolidated VIEs will be used to settle the liabilities of those entities and, except for the Company's interest in the VIEs, are not available to the creditors or any affiliates of CIT.

#### Secured Borrowings and Pledged Assets Summary<sup>(1)(2)</sup> (dollars in millions)

|   | March 31, 2014       |                   | December 31, 2013    |                   |
|---|----------------------|-------------------|----------------------|-------------------|
|   | Secured<br>Borrowing | Pledged<br>Assets | Secured<br>Borrowing | Pledged<br>Assets |
| Rail <sup>(3)</sup>                             | \$ 1,296.3           | \$ 1,776.9        | \$ 931.0             | \$ 1,163.1        |
| Aerospace <sup>(3)</sup>                        | 2,288.4              | 4,010.3           | 2,366.1              | 4,126.7           |
| International Finance                           | 604.2                | 777.3             | 583.5                | 748.1             |
| Subtotal Transportation & International Finance | 4,188.9              | 6,564.5           | 3,880.6              | 6,037.9           |
| Corporate Finance                               | 227.8                | 259.7             | 320.2                | 447.4             |
| Commercial Services                             | 334.7                | 1,748.9           | 334.7                | 1,453.2           |
| Equipment Finance                               | 1,044.3              | 1,328.1           | 1,227.2              | 1,499.7           |
| Subtotal North American Commercial Finance      | 1,606.8              | 3,336.7           | 1,882.1              | 3,400.3           |
| Consumer (Student Loans) <sup>(3)(4)</sup>      | 3,160.3              | 3,332.9           | 3,265.6              | 3,438.2           |
| Small Business Loans                            | 180.8                | 209.2             | 190.1                | 220.1             |
| Subtotal Non Strategic Portfolios               | 3,341.1              | 3,542.1           | 3,455.7              | 3,658.3           |
| <b>Total</b>                                    | <b>\$9,136.8</b>     | <b>\$13,443.3</b> | <b>\$9,218.4</b>     | <b>\$13,096.5</b> |

<sup>(1)</sup> As part of our liquidity management strategy, we pledge assets to secure financing transactions (which include securitizations), borrowings from the FHLB and FRB, and for other purposes as required or permitted by law.

<sup>(2)</sup> At March 31, 2014 we had pledged assets (including collateral for the FRB discount window not in the table above) of \$15.6 billion, which included \$9.3 billion of loans (including amounts held for sale), \$5.3 billion of operating lease assets, \$0.9 billion of cash and \$0.1 billion of investment securities.

<sup>(3)</sup> At March 31, 2014 the GSI TRS related borrowings and pledged assets, respectively, of \$963.6 million and \$1.96 billion were included in Transportation & International Finance and \$783.2 million and \$879.8 million in Non-Strategic Portfolios. The GSI TRS is described in Note 6 Derivative Financial Instruments.

<sup>(4)</sup> In April 2014, the Company sold the student loan assets and the debt secured by these loans was extinguished.

#### Variable Interest Entities

The Company utilizes VIEs in the ordinary course of business to support its own and its customers' financing needs.



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The most significant types of VIEs that CIT utilizes are 'on balance sheet' secured financings of pools of leases and loans originated by the Company where the Company is the primary beneficiary. The Company originates pools of assets and sells these to special purpose entities, which, in turn, issue debt instruments backed by the asset pools or sell individual interests in the assets to investors. CIT retains the servicing rights and participates in certain cash flows. These VIEs are typically organized as trusts or limited liability companies, and are intended to be bankruptcy remote, from a legal standpoint.

The main risks inherent in these secured borrowing structures are deterioration in the credit performance of the vehicle's underlying asset portfolio and risk associated with the servicing of the underlying assets.

Lenders typically have recourse to the assets in the VIEs and may benefit from other credit enhancements, such as: (1) a reserve or cash collateral account that requires the Company to deposit cash in an account, which will first be used to cover any defaulted obligor payments, (2) over-collateralization in the form of excess assets in the VIE, or (3) subordination, whereby the Company retains a subordinate position in the secured borrowing which would absorb losses due to defaulted obligor payments before the senior certificate holders. The VIE may also enter into derivative contracts in order to convert the debt issued by the VIEs to match the underlying assets or to limit or change the risk of the VIE.

With respect to events or circumstances that could expose CIT to a loss, as these are accounted for as on balance sheet, the Company records an allowance for loan losses for the credit risks associated with the underlying leases and loans. The VIE has an obligation to pay the debt in accordance with the terms of the underlying agreements.

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Generally, third-party investors in the obligations of the consolidated VIEs have legal recourse only to the assets of the VIEs and do not have recourse to the Company beyond certain specific provisions that are customary for secured financing transactions, such as asset repurchase obligations for breaches of representations and warranties. In addition, the assets are generally restricted only to pay such liabilities.

#### NOTE 6 DERIVATIVE FINANCIAL INSTRUMENTS

As part of managing economic risk and exposure to interest rate and foreign currency risk, the Company enters into derivative transactions in over-the-counter markets with other financial institutions. The Company does not enter into derivative financial instruments for speculative purposes.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act") includes measures to broaden the scope of derivative instruments subject to regulation by requiring clearing and exchange trading of certain derivatives, and imposing margin, reporting and registration requirements for certain market participants. Since the Company does not meet the definition of a Swap Dealer or Major Swap Participant under the Act, the new reporting and clearing obligations, which became effective April 10, 2013, apply to a limited number of derivative transactions executed with its lending customers in order to manage their interest rate risk.

See *Note 1 Business and Summary of Significant Accounting Policies* in our December 31, 2013 Form 10-K for further description of the Company's derivative transaction policies.

The following table presents fair values and notional values of derivative financial instruments:

#### Fair and Notional Values of Derivative Financial Instruments<sup>(1)</sup> (dollars in millions)

|                   | March 31, 2014  |                  |                      | December 31, 2013 |                  |                      |
|-------------------|-----------------|------------------|----------------------|-------------------|------------------|----------------------|
|                   | Notional Amount | Asset Fair Value | Liability Fair Value | Notional Amount   | Asset Fair Value | Liability Fair Value |
| Qualifying Hedges | \$ 45.2         | \$ 2.9           | \$                   | \$ 47.1           | \$ 1.1           | \$                   |

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|  | March 31, 2014 |        |           | December 31, 2013 |        |           |
|--|----------------|--------|-----------|-------------------|--------|-----------|
| Cross currency swaps net investment hedges               |                |        |           |                   |        |           |
| Foreign currency forward contracts cash flow hedges      | 3.8            |        | (0.3)     | 3.8               |        | (0.3)     |
| Foreign currency forward contracts net investment hedges | 1,667.7        | 24.0   | (31.8)    | 1,436.8           | 11.8   | (23.8)    |
| Total Qualifying Hedges                                  | 1,716.7        | 26.9   | (32.1)    | 1,487.7           | 12.9   | (24.1)    |
| <b>Non-Qualifying Hedges</b>                             |                |        |           |                   |        |           |
| Cross currency swaps                                     | 126.7          | 11.5   |           | 131.8             | 6.3    |           |
| Interest rate swaps                                      | 1,579.1        | 8.5    | (29.4)    | 1,386.0           | 5.7    | (25.4)    |
| Written options  | 563.8          |        | (0.9)     | 566.0             |        | (1.0)     |
| Purchased options  | 813.5          | 1.0    |           | 816.8             | 1.2    |           |
| Foreign currency forward contracts                       | 1,875.1        | 42.6   | (43.9)    | 1,979.9           | 23.4   | (50.8)    |
| TRS  | 584.0          |        | (11.4)    | 485.2             |        | (9.7)     |
| Equity Warrants  | 1.0            | 0.6    |           | 1.0               | 0.8    |           |
| Total Non-qualifying Hedges                              | 5,543.2        | 64.2   | (85.6)    | 5,366.7           | 37.4   | (86.9)    |
| Total Hedges   | \$7,259.9      | \$91.1 | \$(117.7) | \$6,854.4         | \$50.3 | \$(111.0) |

<sup>(1)</sup> Presented on a gross basis

## Total Return Swaps

Two financing facilities between two wholly-owned subsidiaries of CIT and Goldman Sachs International ( GSI ) are structured as total return swaps ( TRS ), under which amounts available for advances are accounted for as derivatives. Pursuant to applicable accounting guidance, only the unutilized portion of the TRS is accounted for as a derivative and recorded at its estimated fair value. The size of the CIT Financial Ltd. ( CFL ) facility is \$1.5 billion and the CIT TRS Funding B.V. ( BV ) facility is \$625 million.

The aggregate notional amounts of the TRS of \$584.0 million at March 31, 2014 and \$485.2 million at December 31, 2013 represent the aggregate unused portions under the CFL and BV facilities and constitute derivative financial instruments. These notional amounts are calculated as the maximum aggregate facility commitment amounts, currently \$2,125.0 million, less the aggregate actual adjusted qualifying borrowing base outstanding of \$1,541.0 million at March 31, 2014 and \$1,639.8 million at December 31, 2013. The notional amounts of the derivatives will increase as the adjusted qualifying borrowing base decreases due to repayment of the underlying asset-backed securities ( ABS ) to investors. If CIT funds additional ABS under the CFL or BV facilities, the aggregate adjusted qualifying borrowing base of the total return swaps will increase and the notional amount of the derivatives will decrease accordingly.

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Valuation of the derivatives related to the GSI facilities is based on several factors using a discounted cash flow ( DCF ) methodology, including:

- n CIT's funding costs for similar financings based on current market conditions;
- n Forecasted usage of the facilities through the final maturity date in 2028; and
- n Forecasted amortization, including prepayment assumptions, due to principal payments on the underlying ABS, which impacts the amount of the unutilized portion.

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Based on the Company's valuation, a liability of \$11.4 million and \$9.7 million was recorded at March 31, 2014 and December 31, 2013, respectively. The change in value is recorded in other income in the statement of operations.

In April 2014, the Company sold its student loan assets and extinguished the debt secured by these loans. Approximately \$0.8 billion of the extinguished debt served as reference obligations under the TRS. The extinguishment of this debt increases the unfunded portion of the TRS and thus increases the derivative. Management is structuring additional transactions that will utilize the facility and expects the transactions to close in either the second or third quarter.

### Impact of Collateral and Netting Arrangements on the Total Derivative Portfolio

The following tables present a summary, as at March 31, 2014 and December 31, 2013, of the gross amounts of recognized financial assets and liabilities; the amounts offset in the consolidated balance sheet; the net amounts presented in the consolidated balance sheet; the amounts subject to an enforceable master netting arrangement or similar agreement that were not included in the offset amount above, and the amount of cash collateral received or pledged. Substantially the entire derivative portfolio is under an International Swaps and Derivatives Association (ISDA) agreement.

#### Offsetting of Derivative Assets and Liabilities (dollars in millions)

|                          |  |  |   | Gross Amounts not<br>offset in the<br>Consolidated Balance Sheet |   |               |
|--------------------------|--|--|---|--|---|---------------|
|                          | Gross Amount<br>of Recognized<br>Assets<br>(Liabilities) | Gross<br>Amount<br>Offset in the<br>Consolidated<br>Balance<br>Sheet | Net Amount<br>Presented in the<br>Consolidated<br>Balance Sheet | Derivative<br>Financial<br>Instruments <sup>(1)</sup>            | Cash Collateral<br>Pledged/(Received) <sup>(1)(2)</sup> | Net<br>Amount |
| <b>March 31, 2014</b>    |  |  |   |  |   |               |
| Derivative assets        | \$ 91.1  | \$   | \$ 91.1   | \$(51.4)   | \$ (23.8)   | \$ 15.9       |
| Derivative liabilities   | (117.7)  |  | (117.7)   | 51.4   | 23.5  | (42.8)        |
| <b>December 31, 2013</b> |  |  |   |  |   |               |
| Derivative assets        | \$ 50.3  | \$   | \$ 50.3   | \$(33.4)   | \$ (5.0)  | \$ 11.9       |
| Derivative liabilities   | (111.0)  |  | (111.0)   | 33.4   | 41.0  | (36.6)        |

<sup>(1)</sup> The Company's derivative transactions are governed by ISDA agreements that allow for net settlements of certain payments as well as offsetting of all contracts (Derivative Financial Instruments) with a given counterparty in the event of bankruptcy or default of one of the two parties to the transaction. We believe our ISDA agreements meet the definition of a master netting arrangement or similar agreement for purposes of the above disclosure. In conjunction with the ISDA agreements, the Company has entered into collateral arrangements with its counterparties which provide for the exchange of cash depending on the change in the market valuation of the derivative contracts outstanding. Such collateral is available to be applied in settlement of the net balances upon the event of default by one of the counterparties.

<sup>(2)</sup> Collateral pledged or received is included in Other assets or Other liabilities, respectively.

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The following table presents the impact of derivatives on the statements of operations:

### Derivative Instrument Gains and Losses (dollars in millions)

|   |                  | Gain / (Loss)<br>Recognized | Quarters Ended March 31, |          |
|---|------------------|-----------------------------|--------------------------|----------|
|   |                  |                             | 2014                     | 2013     |
| Derivative Instruments                    |                  |                             |                          |          |
| Qualifying Hedges                         |                  |                             |                          |          |
| Foreign currency forward contracts        | cash flow hedges | Other income                | \$                       | \$ (0.3) |
| Total Qualifying Hedges                   |                  |                             |                          | (0.3)    |
| Non Qualifying Hedges                     |                  |                             |                          |          |
| Cross currency swaps                      |                  | Other income                | 5.1                      | 6.8      |
| Interest rate swaps                       |                  | Other income                | 3.8                      | 3.8      |
| Interest rate options                     |                  | Other income                | (0.1)                    |          |
| Foreign currency forward contracts        |                  | Other income                | 29.1                     | 24.7     |
| Equity warrants                           |                  | Other income                | (0.2)                    | 0.2      |
| TRS                                       |                  | Other income                | (1.7)                    | 2.7      |
| Total Non-qualifying Hedges               |                  |                             | 36.0                     | 38.2     |
| Total derivatives-income statement impact |                  |                             | \$ 36.0                  | \$ 37.9  |

The following table presents the changes in AOCI relating to derivatives:

### Changes in AOCI Relating to Derivatives (dollars in millions)

| Contract Type  | Derivatives<br>effective<br>portion<br>reclassified<br>from AOCI<br>to income | Hedge<br>ineffectiveness<br>recorded<br>directly<br>in income | Total<br>income<br>statement<br>impact | Derivatives<br>effective<br>portion<br>recorded<br>in OCI | Total change<br>in OCI for<br>period |
|--|---|---|--|---|--------------------------------------|
| <b>Quarter Ended March 31, 2014</b>                      |   |   |  |   |                                      |
| Foreign currency forward contracts cash flow hedges      | \$  | \$  | \$                                     | \$  | \$                                   |
| Foreign currency forward contracts net investment hedges | (3.1)   |   | (3.1)                                  | 4.5   | 7.6                                  |
| Cross currency swaps net investment hedges               |   |   |  | 1.8   | 1.8                                  |
| <b>Total</b>   | <b>\$(3.1)</b>  | <b>\$</b>   | <b>\$(3.1)</b>                         | <b>\$ 6.3</b>   | <b>\$ 9.4</b>                        |
| <b>Quarter Ended March 31, 2013</b>                      |   |   |  |   |                                      |
| Foreign currency forward contracts cash flow hedges      | \$(0.3)   | \$  | \$(0.3)                                | \$(0.4)   | \$(0.1)                              |
| Foreign currency forward contracts net investment hedges | (3.2)   |   | (3.2)                                  | 19.2  | 22.4                                 |
| Cross currency swaps net investment hedges               |   |   |  | 3.8   | 3.8                                  |
| <b>Total</b>   | <b>\$(3.5)</b>  | <b>\$</b>   | <b>\$(3.5)</b>                         | <b>\$ 22.6</b>  | <b>\$ 26.1</b>                       |

The estimated amount of net losses on cash flow hedges recorded in AOCI at March 31, 2014 expected to be recognized in income over the next 12 months is \$(0.2) million.

## NOTE 7 FAIR VALUE

### Fair Value Hierarchy

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The Company is required to report fair value measurements for specified classes of assets and liabilities. See *Note 1 Business and Summary of Significant Accounting Policies* in our December 31, 2013 Form 10-K for further description of the Company's fair value measurement policy.

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The Company characterizes inputs in the determination of fair value according to the fair value hierarchy. The fair value of the Company's assets and liabilities where the measurement objective specifically requires the use of fair value are set forth in the tables below:

#### **Assets and Liabilities Measured at Fair Value on a Recurring Basis** (dollars in millions)

|   | <u>Total</u> | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> |
|---|--------------|----------------|----------------|----------------|
| <b>March 31, 2014</b>                             |              |                |                |                |
| <b>Assets</b>                                     |              |                |                |                |
| Debt Securities AFS                               | \$ 1,846.9   | \$ 1,255.6     | \$ 591.3       | \$             |
| Equity Securities AFS                             | 14.3         | 14.3           |                |                |
| Trading assets at fair value - derivatives        | 64.2         |                | 64.2           |                |
| Derivative counterparty assets at fair value      | 26.9         |                | 26.9           |                |
| Total Assets                                      | \$ 1,952.3   | \$ 1,269.9     | \$ 682.4       | \$             |
| <b>Liabilities</b>                                |              |                |                |                |
| Trading liabilities at fair value - derivatives   | \$ (85.6)    | \$             | \$ (74.2)      | \$ (11.4)      |
| Derivative counterparty liabilities at fair value | (32.1)       |                | (32.1)         |                |
| Total Liabilities                                 | \$ (117.7)   | \$             | \$ (106.3)     | \$ (11.4)      |
| <b>December 31, 2013</b>                          |              |                |                |                |
| <b>Assets</b>                                     |              |                |                |                |
| Debt Securities AFS                               | \$ 1,487.8   | \$ 675.9       | \$ 811.9       | \$             |
| Equity Securities AFS                             | 13.7         | 13.7           |                |                |
| Trading assets at fair value - derivatives        | 37.4         |                | 37.4           |                |
| Derivative counterparty assets at fair value      | 12.9         |                | 12.9           |                |
| Total   | \$ 1,551.8   | \$ 689.6       | \$ 862.2       | \$             |
| <b>Liabilities</b>                                |              |                |                |                |
| Trading liabilities at fair value - derivatives   | \$ (86.9)    | \$             | \$ (77.2)      | \$ (9.7)       |
| Derivative counterparty liabilities at fair value | (24.1)       |                | (24.1)         |                |
| Total   | \$ (111.0)   | \$             | \$ (101.3)     | \$ (9.7)       |

The following table presents financial instruments for which a non-recurring change in fair value has been recorded:

#### **Assets Measured at Fair Value on a Non-recurring Basis with a Change in Fair Value Recorded** (dollars in millions)

|  | <b>Fair Value Measurements at<br/>Reporting Date Using:</b> |                |                |                |                                     |
|--|---|----------------|----------------|----------------|-------------------------------------|
|  | <u>Total</u>  | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | <u>Total Gains<br/>and (Losses)</u> |

**Fair Value Measurements at  
Reporting Date Using:**

---

**Assets****March 31, 2014**

|                      |         |    |    |         |          |
|----------------------|---------|----|----|---------|----------|
| Assets held for sale | \$ 19.6 | \$ | \$ | \$ 19.6 | \$ (1.8) |
| Impaired loans       | 37.6    |    |    | 37.6    | (2.7)    |
| Total                | \$ 57.2 | \$ | \$ | \$ 57.2 | \$ (4.5) |

**December 31, 2013**

|                      |         |    |    |         |          |
|----------------------|---------|----|----|---------|----------|
| Assets held for sale | \$731.1 | \$ | \$ | \$731.1 | \$(59.4) |
| Impaired loans       | 18.5    |    |    | 18.5    | (1.6)    |
| Total                | \$749.6 | \$ | \$ | \$749.6 | \$(61.0) |

Loans are transferred from held for investment ( HFI ) to Assets held for sale ( HFS ) at the lower of cost or fair value. At the time of transfer, a write-down of the loan is recorded as a charge-off, if applicable. Once classified as HFS, the amount by which the carrying value exceeds fair value is recorded as a valuation allowance.

Impaired finance receivables of \$500,000 or greater that are placed on non-accrual status are subject to periodic individual review in conjunction with the Company's ongoing problem loan management (PLM) function. Impairment occurs when, based on current information and

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events, it is probable that CIT will be unable to collect all amounts due according to contractual terms of the agreement. Impairment is measured as the shortfall between estimated value and recorded investment in the finance receivable, with the estimated value determined using fair value of collateral and other cash flows if the finance receivable is collateralized, or the present value of expected future cash flows discounted at the contract's effective interest rate.

**Level 3 Gains and Losses**

The tables below set forth a summary of changes in the estimated fair value of the Company's Level 3 financial assets and liabilities measured on a recurring basis:

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**Changes in Fair Value of Level 3 Financial Assets and Liabilities Measured on a Recurring Basis** (dollars in millions)

---

|                                     | <b>Total</b> | <b>Derivatives</b> |
|-------------------------------------|--------------|--------------------|
| <b>December 31, 2013</b>            | \$ (9.7)     | \$ (9.7)           |
| Gains or losses realized/unrealized |              |                    |
| Included in Other Income            | (1.7)        | (1.7)              |
| <b>March 31, 2014</b>               | \$(11.4)     | \$(11.4)           |
| <b>December 31, 2012</b>            | \$ (5.8)     | \$ (5.8)           |
| Gains or losses realized/unrealized |              |                    |
| Included in Other Income            | 2.7          | 2.7                |
| <b>March 31, 2013</b>               | \$ (3.1)     | \$ (3.1)           |

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Level 3 liabilities at March 31, 2014 and 2013 represent the valuation of the derivatives related to the GSI facilities.

### Fair Values of Financial Instruments

The carrying and estimated fair values of financial instruments presented below exclude leases and certain other assets and liabilities, for which disclosure is not required.

#### Estimated Fair Value of Assets and Liabilities (dollars in millions)

|   | March 31, 2014 |                      | December 31, 2013 |                      |
|---|----------------|----------------------|-------------------|----------------------|
|   | Carrying Value | Estimated Fair Value | Carrying Value    | Estimated Fair Value |
| <b>Assets</b>   |                |                      |                   |                      |
| Trading assets at fair value – derivatives  | \$ 64.2        | \$ 64.2              | \$ 37.4           | \$ 37.4              |
| Derivative counterparty assets at fair value  | 26.9           | 26.9                 | 12.9              | 12.9                 |
| Assets held for sale (excluding leases)   | 3,753.1        | 3,947.0              | 3,789.7           | 4,013.6              |
| Loans (excluding leases)  | 12,894.0       | 13,019.5             | 12,628.2          | 12,690.2             |
| Investment Securities   | 2,255.0        | 2,259.3              | 2,630.7           | 2,629.2              |
| Other assets subject to fair value disclosure and unsecured counterparty receivables <sup>(1)</sup> | 956.5          | 956.5                | 938.9             | 938.9                |
| <b>Liabilities</b>  |                |                      |                   |                      |
| Deposits <sup>(2)</sup>   | (13,240.7)     | (13,451.7)           | (12,565.0)        | (12,751.9)           |
| Trading liabilities at fair value – derivatives   | (85.6)         | (85.6)               | (86.9)            | (86.9)               |
| Derivative counterparty liabilities at fair value   | (32.1)         | (32.1)               | (24.1)            | (24.1)               |
| Long-term borrowings <sup>(2)</sup>   | (22,832.9)     | (23,673.9)           | (21,958.6)        | (22,682.1)           |
| Other liabilities subject to fair value disclosure <sup>(3)</sup>                                   | (1,856.4)      | (1,856.4)            | (1,931.2)         | (1,931.2)            |

<sup>(1)</sup> Other assets subject to fair value disclosure primarily include accrued interest receivable and miscellaneous receivables. These assets have carrying values that approximate fair value generally due to the short-term nature and are classified as level 3. The unsecured counterparty receivables primarily consist of amounts owed to CIT from GSI for debt discount, return of collateral posted to GSI and settlements resulting from market value changes to asset-backed securities underlying the GSI Facilities.

<sup>(2)</sup> Deposits and long-term borrowings include accrued interest, which is included in Other liabilities in the Balance Sheet.

<sup>(3)</sup> Other liabilities subject to fair value disclosure include accounts payable, accrued liabilities, customer security and maintenance deposits and miscellaneous liabilities. The fair value of these approximates carrying value and are classified as level 3.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

### Assumptions Used to Value Financial Instruments

**Derivatives** The estimated fair values of derivatives were calculated internally using observable market data and represent the net amount receivable or payable to terminate, taking into account current market rates, which represent Level 2 inputs, except for the TRS derivative that utilized Level 3 inputs. See Note 6 – Derivative Financial Instruments for notional principal amounts and fair values.

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**Investment Securities** Debt and equity securities classified as AFS are carried at fair value, as determined either by Level 1 or Level 2 inputs. Debt securities classified as AFS included investments in U.S. Treasury and federal government agency securities and were valued using Level 2 inputs, primarily quoted prices for similar securities. Certain equity securities classified as AFS were valued using Level 1 inputs, primarily quoted prices in active markets, while other equity securities used Level 2 inputs, due to being less frequently traded or having limited quoted market prices. Debt securities classified as HTM are securities that the Company has both the ability and the intent to hold until maturity and are carried at amortized cost and periodically assessed for OTTI, with the cost basis reduced when impairment is deemed to be other-than-temporary. Non-marketable equity investments are generally recorded under the cost or equity method of accounting and are periodically assessed for OTTI, with the net asset values reduced when impairment is deemed to be other-than-temporary. For investments in limited equity partnership interests, we use the net asset value provided by the fund manager as an appropriate measure of fair value.

**Assets held for sale** Assets held for sale are recorded at lower of cost or fair value on the balance sheet. Most of the assets are subject to a binding contract, current letter of intent or other third-party valuation, which are Level 3 inputs. For the remaining assets, the fair value is generally determined using internally generated valuations or discounted cash flow analysis, which are considered Level 3 inputs. Commercial loans are generally valued individually, while small-ticket commercial loans are valued on an aggregate portfolio basis.

**Loans** Since there is no liquid secondary market for most loans in the Company's portfolio, the fair value is estimated based on discounted cash flow analyses which use Level 3 inputs. In addition to the characteristics of the underlying contracts, key inputs to the analysis include interest rates, prepayment rates, and credit spreads. For the commercial loan portfolio, the market based credit spread inputs are derived from instruments with comparable credit risk characteristics obtained from independent third party vendors. For the consumer loan portfolio, the discount spread is derived based on the Company's estimate of a market participant's required return on equity that incorporates credit loss estimates based on expected and current default rates. As these Level 3 unobservable inputs are specific to individual loans/collateral types, management does not believe that sensitivity analysis of individual inputs is meaningful, but rather that sensitivity is more meaningfully assessed through the evaluation of aggregate carrying values of the loans. The fair value of loans at March 31, 2014 was \$13.0 billion, which is 101.0% of carrying value.

**Impaired Loans** The value of impaired loans is estimated using the fair value of collateral (on an orderly liquidation basis) if the loan is collateralized, or the present value of expected cash flows utilizing the current market rate for such loan. As these Level 3 unobservable inputs are specific to individual loans / collateral types, management does not believe that sensitivity analysis of individual inputs is meaningful, but rather that sensitivity is more meaningfully assessed through the evaluation of aggregate carrying values of impaired loans relative to contractual amounts owed (unpaid principal balance or UPB) from customers. As of March 31, 2014, the UPB related to impaired loans, including loans for which the Company is applying the income recognition and disclosure guidance in ASC 310-30 (Loans and Debt Securities Acquired with Deteriorated Credit Quality), totaled \$336.4 million. Including related allowances, these loans are carried at \$247.6 million, or 74% of UPB. Of these amounts, \$172.0 million and \$152.0 million of UPB and carrying value, respectively, relate to loans with no specific allowance. The difference between UPB and carrying value reflects cumulative charge-offs on accounts remaining in process of collection, FSA discounts and allowances. See *Note 2 Loans* for more information.

**Deposits** The fair value of deposits was estimated based upon a present value discounted cash flow analysis. Discount rates used in the present value calculation are based on the Company's average current deposit rates for similar terms, which are Level 3 inputs.

**Long-term borrowings** Unsecured borrowings of approximately \$13.5 billion par value at March 31, 2014, were valued based on quoted market prices, which are Level 1 inputs. Approximately \$5.5 billion par value of the secured borrowings at March 31, 2014 utilized market inputs to estimate fair value, which are Level 2 inputs. Where market estimates were not available for approximately \$3.9 billion par value at March 31, 2014, fair values were estimated using a discounted cash flow analysis with a discount rate approximating current market rates for issuances by CIT of similar term debt, which are Level 3 inputs.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### **NOTE 8 REGULATORY CAPITAL**

The Company and the Bank are each subject to various regulatory capital requirements administered by the Federal Reserve Bank (FRB) and the Federal Deposit Insurance Corporation (FDIC).



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Quantitative measures established by regulation to ensure capital adequacy require that the Company and the Bank each maintain minimum amounts and ratios of Total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets, subject to any agreement with regulators to maintain higher capital levels.

The calculation of the Company's regulatory capital ratios are subject to review and consultation with the FRB, which may result in refinements to amounts reported at March 31, 2014.

### Tier 1 Capital and Total Capital Components (dollars in millions)

|  | CIT               |                      | CIT Bank          |                      |
|--|-------------------|----------------------|-------------------|----------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2014 | December 31,<br>2013 |
| <b>Tier 1 Capital</b>  |                   |                      |                   |                      |
| Total stockholders' equity   | \$ 8,796.0        | \$ 8,838.8           | \$ 2,629.3        | \$ 2,596.6           |
| Effect of certain items in accumulated other comprehensive loss excluded from Tier 1 Capital | 22.3              | 24.2                 |                   |                      |
| Adjusted total equity  | 8,818.3           | 8,863.0              | 2,629.3           | 2,596.6              |
| Less: Goodwill <sup>(1)</sup>  | (407.2)           | (338.3)              |                   |                      |
| Disallowed intangible assets   | (18.2)            | (20.3)               |                   |                      |
| Investment in certain unconsolidated subsidiaries  | (31.0)            | (32.3)               |                   |                      |
| Other Tier 1 components <sup>(2)</sup>   | (28.5)            | (32.6)               |                   |                      |
| Tier 1 Capital   | 8,333.4           | 8,439.5              | 2,629.3           | 2,596.6              |
| <b>Tier 2 Capital</b>  |                   |                      |                   |                      |
| Qualifying allowance for credit losses and other reserves <sup>(3)</sup>                     | 383.6             | 383.9                | 204.1             | 193.6                |
| Less: Investment in certain unconsolidated subsidiaries                                      | (31.0)            | (32.3)               |                   |                      |
| Other Tier 2 components <sup>(4)</sup>   | 0.2               | 0.1                  |                   |                      |
| Total qualifying capital   | \$ 8,686.2        | \$ 8,791.2           | \$ 2,833.4        | \$ 2,790.2           |
| Risk-weighted assets   | \$ 51,752.3       | \$ 50,571.2          | \$ 16,284.4       | \$ 15,451.9          |
| <b>Total Capital (to risk-weighted assets):</b>  |                   |                      |                   |                      |
| Actual   | 16.8%             | 17.4%                | 17.4%             | 18.1%                |
| Required Ratio for Capital Adequacy Purposes to be well capitalized                          | 10.0%             | 10.0%                | 10.0%             | 10.0%                |
| <b>Tier 1 Capital (to risk-weighted assets):</b>   |                   |                      |                   |                      |
| Actual   | 16.1%             | 16.7%                | 16.1%             | 16.8%                |
| Required Ratio for Capital Adequacy Purposes to be well capitalized                          | 6.0%              | 6.0%                 | 6.0%              | 6.0%                 |
| <b>Tier 1 Leverage Ratio:</b>  |                   |                      |                   |                      |
| Actual   | 17.5%             | 18.1%                | 15.9%             | 16.9%                |
| Required Ratio for Capital Adequacy Purposes   | 4.0%              | 4.0%                 | 5.0%              | 5.0%                 |

<sup>(1)</sup> Goodwill and disallowed intangible assets adjustments also reflect the portion included within assets held for sale.

<sup>(2)</sup> Includes the portion of net deferred tax assets that does not qualify for inclusion in Tier 1 capital based on the capital guidelines, the Tier 1 capital charge for nonfinancial equity investments, qualifying noncontrolling minority interests and the Tier 1 capital deduction for net unrealized losses on available-for-sale marketable securities (net of tax).

<sup>(3)</sup> Other reserves represents additional credit loss reserves for unfunded lending commitments, letters of credit, and deferred purchase agreements, all of which are recorded in Other Liabilities.

<sup>(4)</sup> Banking organizations are permitted to include in Tier 2 Capital up to 45% of net unrealized pretax gains on available-for-sale equity securities with readily determinable fair values.

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### **CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

#### **NOTE 9 INCOME TAXES**

The Company's first quarter income tax provision was \$14.2 million compared to \$15.2 million in the year-ago quarter. The first quarter of 2014's tax provision primarily reflected income tax expense on the earnings of certain international operations and state income tax expense in the U.S. The higher year-ago quarter's income tax provision was driven by higher pre-tax income, a higher tax rate due to a less favorable geographic mix of earnings partially offset by certain net discrete tax benefits that were recorded in the prior year. The year-ago quarter's income tax provision included \$5 million of net discrete tax benefits which primarily related to favorable settlements of international tax audits partially offset by the establishment of valuation allowances against certain international net deferred tax assets.

The change in the effective tax rate each period is impacted by a number of factors, including the relative mix of domestic and foreign earnings, adjustments to the valuation allowances, and discrete items. The actual year-end 2014 effective tax rate may vary from the currently projected tax rate due to changes in these factors.

As of December 31, 2013, CIT had cumulative U.S. federal net operating loss carry-forwards (NOLs) of \$5.2 billion, of which \$2.6 billion was related to pre-emergence losses. These NOLs will expire between 2027 and 2033. The Company generated a modest amount of domestic taxable losses in the first quarter of 2014, which marginally increases the U.S. federal net operating loss carry-forwards and its respective valuation allowance. Pursuant to Section 382 of the Internal Revenue Code, the Company is generally subject to a \$230 million annual limitation on the use of its \$2.6 billion of pre-emergence NOLs. NOLs arising in post-emergence years are not subject to this limitation absent another ownership change as defined by the Internal Revenue Service (IRS) for U.S. tax purposes.

The Company has not recognized any tax benefit on its prior year domestic losses and certain prior year foreign losses due to uncertainties related to its ability to realize its net deferred tax assets in the future. Due to these uncertainties, combined with the recent three years of cumulative losses by certain domestic and foreign reporting entities, the Company has concluded that it does not currently meet the criteria to recognize its net deferred tax assets, inclusive of the deferred tax assets related to NOLs in these entities. Accordingly, the Company maintained a valuation allowance of \$1.5 billion against its net deferred tax assets at December 31, 2013. Of the \$1.5 billion valuation allowance, approximately \$1.3 billion relates to domestic reporting entities and \$211 million relates to foreign reporting entities.

Management's decision to maintain the valuation allowances on certain reporting entities' net deferred tax assets requires significant judgment and an analysis of all the positive and negative evidence regarding the likelihood that these future benefits will be realized. The most recent three years of cumulative losses, adjusted for any non-recurring items, was considered a significant negative factor supporting the need for a valuation allowance. At the point when any of these reporting entities transition into a cumulative three year income position, management will take this trend into consideration, along with other facts and circumstances, in determining whether to release any of the valuation allowances. The other facts and circumstances that are considered in evaluating the need for or release of a valuation allowance include sustained profitability, both historical and forecast, tax planning strategies, and the carry-forward periods for the NOLs.

Certain foreign and domestic entities with net operating loss carry-forwards have been profitable in some of the most recent periods but remain in a cumulative three year loss position. Thus, the Company continues to record a full valuation allowance on these entities' net deferred tax assets due to their history of losses. Given the continued improvement in earnings in certain of these entities, which is one factor considered in the evaluation process, it is possible that the valuation allowance for these entities may be reduced if these trends continue and other factors do not outweigh this positive evidence.

At the point a determination is made that it is more likely than not that a reporting entity will generate sufficient future taxable income to realize its respective net deferred tax assets within the carry-forward period available under the tax law for each applicable tax jurisdiction, the Company will reduce the entity's respective valuation allowance (in full or in part), resulting in an income tax benefit in the period such a determination is made. Subsequently, a provision for income taxes will be provided for future earnings; however there will be a minimal impact on cash taxes paid for until the related NOL carry-forward is fully utilized. In addition, while GAAP equity will increase as a result of a valuation allowance reversal, we expect minimal benefit, if any, on regulatory capital.

**Liabilities for Uncertain Tax Positions**

The Company's potential liability for uncertain tax positions totaled \$320.3 million at March 31, 2014 and \$320.1 million at December 31, 2013. Management estimates that this liability may be reduced by up to \$5 million within the next twelve months. The Company's accrued liability for interest and penalties totaled \$13.7 million at March 31, 2014 and \$13.3 million at December 31, 2013. The Company recognizes accrued interest and penalties on unrecognized tax benefits in income tax expense.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

**NOTE 10 STOCKHOLDERS' EQUITY****Accumulated Other Comprehensive Income (Loss)**

The following table details the components of Accumulated Other Comprehensive Income (Loss):

**Components of Accumulated Other Comprehensive Income (Loss) (dollars in millions)**

|   | March 31, 2014      |                 |                   | December 31, 2013   |                 |                   |
|---|---------------------|-----------------|-------------------|---------------------|-----------------|-------------------|
|   | Gross<br>Unrealized | Income<br>Taxes | Net<br>Unrealized | Gross<br>Unrealized | Income<br>Taxes | Net<br>Unrealized |
| Foreign currency translation adjustments                                | \$(53.7)            | \$              | \$(53.7)          | \$(49.4)            | \$              | \$(49.4)          |
| Changes in benefit plan net gain (loss) and prior service (cost)/credit | (22.7)              | 0.2             | (22.5)            | (24.3)              | 0.2             | (24.1)            |
| Changes in fair values of derivatives qualifying as cash flow hedges    | (0.2)               |                 | (0.2)             | (0.2)               |                 | (0.2)             |
| Unrealized net gains (losses) on available for sale securities          | 0.6                 | (0.2)           | 0.4               | 0.2                 | (0.1)           | 0.1               |
| Total accumulated other comprehensive loss                              | \$(76.0)            | \$              | \$(76.0)          | \$(73.7)            | \$ 0.1          | \$(73.6)          |

The following table details the changes in the components of Accumulated Other Comprehensive Income (Loss).

**Changes in Accumulated Other Comprehensive Income (Loss) by Component<sup>(1)</sup> (dollars in millions)**

|  | Foreign<br>currency<br>translation<br>adjustments | Changes in<br>benefit plan<br>net gain (loss)<br>and prior<br>service<br>(cost) credit | Changes in<br>fair values of<br>derivatives<br>qualifying as<br>cash flow<br>hedges | Unrealized<br>net gains<br>(losses) on<br>available<br>for sale<br>securities | Total<br>accumulated<br>other<br>comprehensive<br>income (loss)<br>( AOCI ) |
|--|---|--|---|---|---|
| <b>Balance as of December 31, 2013</b> | \$(49.4)  | \$(24.1)   | \$(0.2)   | \$ 0.1  | \$(73.6)  |
| AOCI activity before reclassifications | (6.2)   |  |   | 0.3   | (5.9)   |
| Amounts reclassified from AOCI         | 1.9   | 1.6  |   |   | 3.5   |
| Net current period AOCI                | (4.3)   | 1.6  |   | 0.3   | (2.4)   |
| <b>Balance as of March 31, 2014</b>    | \$(53.7)  | \$(22.5)   | \$(0.2)   | \$ 0.4  | \$(76.0)  |

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|  | Foreign<br>currency<br>translation<br>adjustments | Changes in<br>benefit plan<br>net gain (loss)<br>and prior<br>service<br>(cost) credit | Changes in<br>fair values of<br>derivatives<br>qualifying as<br>cash flow<br>hedges | Unrealized<br>net gains<br>(losses) on<br>available<br>for sale<br>securities | Total<br>accumulated<br>other<br>comprehensive<br>income (loss)<br>( AOCI ) |
|--|---|--|---|---|---|
| <b>Balance as of December 31, 2012</b> | \$(36.6)  | \$(43.1)   | \$(0.1)   | \$ 2.1  | \$(77.7)  |
| AOCI activity before reclassifications | (8.2)   | (0.2)  | (0.4)   | (0.3)   | (9.1)   |
| Amounts reclassified from AOCI         | 3.2   |  | 0.3   |   | 3.5   |
| Net current period AOCI                | (5.0)   | (0.2)  | (0.1)   | (0.3)   | (5.6)   |
| <b>Balance as of March 31, 2013</b>    | \$(41.6)  | \$(43.3)   | \$(0.2)   | \$ 1.8  | \$(83.3)  |

<sup>(1)</sup> All amounts are net-of-tax.

### Other Comprehensive Income (Loss)

The amounts included in the Statement of Comprehensive Income (Loss) are net of income taxes. The change in income taxes associated with changes in benefit plans net gain/(loss) and prior service (cost)/credit were not significant for the quarters ended March 31, 2014 and March 31, 2013. The change in income taxes associated with net unrealized gains on available for sale securities totaled approximately \$(0.1) million for the quarter ended March 31, 2014 and \$0.2 million for the March 31, 2013. There were no income taxes associated with foreign currency translation adjustments and changes in fair values of derivatives qualifying as cash flow hedges for the quarters ended March 31, 2014 and March 31, 2013.

The changes in benefit plans net gain/(loss) and prior service (cost)/credit reclassification adjustments impacting net income was \$1.6 million for the quarter ended March 31, 2014 and was insignificant for the prior year quarter. Foreign currency translation reclassification adjustments impacting net income were \$1.9 million and \$3.2 million for the quarters ended March 31, 2014 and March 31, 2013, respectively. There were no reclassification adjustments for unrealized gains (losses) on investments recognized through income for the quarters ended March 31, 2014 and March 31, 2013. Reclassification adjustments impacting net income related to changes in fair value of derivatives qualifying as cash flow hedges was insignificant for the quarter ended March 31, 2014 and was \$0.3 million for the prior year quarter ended March 31, 2013.

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The Company has operations in Canada, Europe and other countries. The functional currency for foreign operations is generally the local currency. The value of assets and liabilities of these operations is translated into U.S. dollars at the rate of exchange in effect at the balance sheet date. Revenue and expense items are translated at the average exchange rates during the year. The resulting foreign currency translation gains and losses, as well as offsetting gains and losses on hedges of net investments in foreign operations, are reflected in AOCI. Transaction gains and losses resulting from exchange rate changes on transactions denominated in currencies other than the functional currency are recorded in Other Income.

#### Reclassifications out of Accumulated Other Comprehensive Income (dollars in millions)

| Quarters Ended March 31, |     |               |                 |     |               | Affected<br>Income<br>Statement<br>line item |
|--------------------------|-----|---------------|-----------------|-----|---------------|--|
| 2014                     |     |               | 2013            |     |               |  |
| Gross<br>Amount          | Tax | Net<br>Amount | Gross<br>Amount | Tax | Net<br>Amount |  |

|  | Quarters Ended March 31, |    |        |        |    |        | Affected<br>Income<br>Statement |
|--|--------------------------|----|--------|--------|----|--------|---------------------------------|
|  |                          |    |        |        |    |        |                                 |
| Changes in benefit plan net gain/(loss) and prior service (cost)/credit gains (losses) | \$ 1.6                   | \$ | \$ 1.6 | \$     | \$ | \$     | Operating Expenses              |
| Foreign currency translation adjustments gains (losses)                                | 1.9                      |    | 1.9    | 3.2    |    | 3.2    | Other Income                    |
| Changes in fair value of derivatives qualifying as cash flow hedges gains (losses)     |                          |    |        | 0.3    |    | 0.3    | Other Income                    |
| Total Reclassifications out of AOCI  | \$ 3.5                   | \$ | \$ 3.5 | \$ 3.5 | \$ | \$ 3.5 |                                 |

**NOTE 11 COMMITMENTS**

The accompanying table summarizes credit-related commitments, as well as purchase and funding commitments:

**Commitments** (dollars in millions)

|  | March 31, 2014  |                |                   | December 31, 2013 |
|--|-----------------|----------------|-------------------|-------------------|
|  | Due to Expire   |                |                   | Total Outstanding |
|  | Within One Year | After One Year | Total Outstanding | Total Outstanding |
| <b>Financing Commitments</b>                           |                 |                |                   |                   |
| Financing and leasing assets                           | \$ 970.1        | \$ 3,566.1     | \$ 4,536.2        | \$ 4,325.8        |
| <b>Letters of credit</b>                               |                 |                |                   |                   |
| Standby letters of credit                              | 32.1            | 318.5          | 350.6             | 302.3             |
| Other letters of credit                                | 33.9            |                | 33.9              | 35.9              |
| <b>Guarantees</b>                                      |                 |                |                   |                   |
| Deferred purchase agreements                           | 1,681.5         |                | 1,681.5           | 1,771.6           |
| Guarantees, acceptances and other recourse obligations | 2.5             |                | 2.5               | 3.9               |
| <b>Purchase Commitments</b>                            |                 |                |                   |                   |
| Aerospace equipment purchase commitments               | 1,211.4         | 7,725.2        | 8,936.6           | 8,744.5           |
| Rail and other equipment purchase commitments          | 771.0           | 409.5          | 1,180.5           | 1,054.0           |

**Financing Commitments**

Financing commitments, referred to as loan commitments or lines of credit, reflect CIT's agreements to lend to its customers, subject to the customers' compliance with contractual obligations. Included in the above are commitments that have been extended to and accepted by customers, clients or agents, but on which the criteria for funding have not been completed of \$804 million at March 31, 2014 and \$548 million at December 31, 2013. Financing commitments also include credit line agreements to Commercial Services clients that are cancellable by us only after a notice period. The notice period is typically 90 days or less. The amount available under these credit lines, net of amount of receivables assigned to us, is \$214 million at March 31, 2014. As financing commitments may not be fully drawn, may expire unused, may be reduced or cancelled at the customer's request, or may require the customer to be in compliance with certain conditions, total commitment amounts do not necessarily reflect actual future cash flow requirements.

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### **CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

The table above includes approximately \$1.0 billion of undrawn financing commitments at March 31, 2014 and \$0.9 billion at December 31, 2013 where CIT does not have the contractual obligation to lend as the customer is not in compliance with contractual obligations.

At March 31, 2014, substantially all undrawn financing commitments were senior facilities. Most of the Company's undrawn and available financing commitments are in the Corporate Finance division.

The table above excludes uncommitted revolving credit facilities extended by Commercial Services to its clients for working capital purposes. In connection with these facilities, Commercial Services has the sole discretion throughout the duration of these facilities to determine the amount of credit that may be made available to its clients at any time and whether to honor any specific advance requests made by its clients under these credit facilities.

### **Letters of Credit**

In the normal course of meeting the needs of clients, CIT sometimes enters into agreements to provide financing and letters of credit. Standby letters of credit obligate the issuer of the letter of credit to pay the beneficiary if a client on whose behalf the letter of credit was issued does not meet its obligation. These financial instruments generate fees and involve, to varying degrees, elements of credit risk in excess of amounts recognized in the Consolidated Balance Sheets. To minimize potential credit risk, CIT generally requires collateral and in some cases additional forms of credit support from the client. Most of the Company's letters of credit are in the Corporate Finance division.

### **Deferred Purchase Agreements**

A Deferred Purchase Agreement ( DPA ) is provided in conjunction with Commercial Services factoring, whereby CIT provides a client with credit protection for trade receivables without purchasing the receivables. The trade receivable terms are generally sixty days or less. If the client's customer is unable to pay an undisputed receivable solely as the result of credit risk, then CIT purchases the receivable from the client. The outstanding amount in the table above is the maximum potential exposure that CIT would be required to pay under all DPAs. This maximum amount would only occur if all receivables subject to DPAs default in the manner described above, thereby requiring CIT to purchase all such receivables from the DPA clients.

The table above includes \$1,595 million of DPA credit protection at March 31, 2014, related to receivables which have been presented to us for credit protection after shipment of goods has occurred and the customer has been invoiced. The table also includes \$87 million available under DPA credit line agreements, net of amount of DPA credit protection provided at March 31, 2014. The DPA credit line agreements specify a contractually committed amount of DPA credit protection and are cancellable by us only after a notice period. The notice period is typically 90 days or less.

The methodology used to determine the DPA liability is similar to the methodology used to determine the allowance for loan losses associated with the finance receivables, which reflects embedded losses based on various factors, including expected losses reflecting the Company's internal customer and facility credit ratings. The liability recorded in Other Liabilities related to the DPAs totaled \$6.9 million and \$6.0 million at March 31, 2014 and December 31, 2013, respectively.

### **Purchase Commitments**

CIT's equipment purchase commitments relate primarily to purchases of commercial aircraft and rail equipment. Commitments to purchase new commercial aircraft are predominantly with Airbus Industries ( Airbus ), The Boeing Company ( Boeing ) and Embraer S.A. ( Embraer ). Aerospace equipment purchases are contracted for specific models, using baseline aircraft specifications at fixed prices, which reflect discounts from fair market purchase prices prevailing at the time of commitment. The delivery price of an aircraft may change depending on final specifications. Equipment purchases are recorded at the delivery date. The estimated commitment amounts in the preceding table are based on contracted purchase prices reduced for pre-delivery payments to date and exclude buyer furnished equipment selected by the lessee. Pursuant to existing contractual commitments, at March 31, 2014 139 aircraft remain to be purchased from Airbus, Boeing and Embraer. Aircraft deliveries are scheduled periodically through 2020. Commitments exclude unexercised options to order additional aircraft.

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The Company's rail business entered into commitments to purchase railcars from multiple manufacturers. Pursuant to these contractual commitments, at March 31, 2014, approximately 8,000 railcars remain to be purchased with deliveries through 2015. Rail equipment purchase commitments are at fixed prices subject to price increases for certain materials. Other purchase commitments relate to Equipment Finance and Maritime equipment.

Purchase commitments also include \$0.6 billion of equipment to be purchased in 2014 pursuant to sale and lease-back agreements, principally with airlines and with other equipment end-users.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### NOTE 12 CONTINGENCIES

##### **Litigation**

CIT is currently involved, and from time to time in the future may be involved, in a number of judicial, regulatory, and arbitration proceedings relating to matters that arise in connection with the conduct of its business (collectively, "Litigation"). In view of the inherent difficulty of predicting the outcome of Litigation matters, particularly when such matters are in their early stages or where the claimants seek indeterminate damages, CIT cannot state with confidence what the eventual outcome of the pending Litigation will be, what the timing of the ultimate resolution of these matters will be, or what the eventual loss, fines, or penalties related to each pending matter will be, if any. In accordance with applicable accounting guidance, CIT establishes reserves for Litigation when those matters present loss contingencies as to which it is both probable that a loss will occur and the amount of such loss can be reasonably estimated. Based on currently available information, CIT believes that the results of Litigation that is currently pending, taken together, will not have a material adverse effect on the Company's financial condition, but may be material to the Company's operating results or cash flows for any particular period, depending in part on its operating results for that period. The actual results of resolving such matters may be substantially higher than the amounts reserved.

For certain Litigation matters in which the Company is involved, the Company is able to estimate a range of reasonably possible losses in excess of established reserves and insurance. For other matters for which a loss is probable or reasonably possible, such an estimate cannot be determined. For Litigation where losses are reasonably possible, management currently estimates the aggregate range of reasonably possible losses as up to \$90 million in excess of established reserves and insurance related to those matters, if any. This estimate represents reasonably possible losses (in excess of established reserves and insurance) over the life of such Litigation, which may span a currently indeterminable number of years, and is based on information currently available as of March 31, 2014. The matters underlying the estimated range will change from time to time, and actual results may vary significantly from this estimate.

Those Litigation matters for which an estimate is not reasonably possible or as to which a loss does not appear to be reasonably possible, based on current information, are not included within this estimated range and, therefore, this estimated range does not represent the Company's maximum loss exposure.

The foregoing statements about CIT's Litigation are based on the Company's judgments, assumptions, and estimates and are necessarily subjective and uncertain. Several of the Company's Litigation matters are described below.

##### **LAC-MÉGANTIC, QUEBEC DERAILMENT**

On July 6, 2013, a freight train including five locomotives and seventy-two tank cars carrying crude oil derailed in the town of Lac-Mégantic, Quebec. Nine of the tank cars were owned by The CIT Group/Equipment Financing, Inc. ("CIT/EF") (a wholly-owned subsidiary of the Company) and leased to Western Petroleum Company ("WPC"), a subsidiary of World Fuel Services Corp. ("WFS"). Two of the locomotives are owned by CIT/EF and were leased to Montreal, Maine & Atlantic Railway, Ltd. ("MMA"), the railroad operating the freight train at the time of the derailment, a subsidiary of Rail World, Inc.

The derailment was followed by explosions and fire, which resulted in the deaths of over forty people and an unknown number of injuries, the destruction of more than thirty buildings in Lac-Mégantic, and the release of crude oil on land and into the Chaudière River. The extent of the property and environmental damage has not yet been determined. Twenty lawsuits have been filed in Illinois by representatives of the deceased in connection with the derailment. The Company is named as a defendant in seven of the Illinois lawsuits, together with 13 other defendants,

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including WPC, MMA (who has since been dismissed without prejudice as a result of its chapter 11 bankruptcy filing on August 7, 2013), and the lessors of the other locomotives and tank cars. Liability could be joint and several among some or all of the defendants. All but two of these cases have been consolidated in the U.S. District Court in the Northern District of Illinois and transferred to the U.S. District Court in Maine. The Company has been named as an additional defendant in a pending class action in the Superior Court of Quebec, Canada. Other cases may be filed in U.S. and Canadian courts. The plaintiffs in the pending U.S. and Canadian actions assert claims of negligence and strict liability based upon alleged design defect against the Company in connection with the CIT/EF tank cars. The Company has rights of indemnification and defense against its lessees, WPC and MMA, and also has rights as an additional insured under liability coverage maintained by the lessees. In addition, the Company and its subsidiaries maintain contingent and general liability insurance for claims of this nature, and the Company and its insurers are working cooperatively with respect to these claims.

The Lac-Mégantic derailment has triggered a number of regulatory investigations and actions. The Transportation Safety Board of Canada is investigating the cause of the derailment, with assistance from Transport Canada. In addition, Quebec's Environment Ministry has issued an order to WFS, WPC, MMA, and Canadian Pacific Railway (which allegedly subcontracted with MMA) to pay for the full cost of environmental clean-up and damage assessment related to the derailment.

As the Company is unable to predict the outcome of the foregoing legal proceedings or whether and the extent to which additional lawsuits or claims will be brought against

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

the Company or its subsidiaries, the regulatory investigations have not been concluded, the total damages have not been quantified, there are a large number of parties named as defendants, and the extent to which resulting liability will be assessed against other parties and their financial ability to bear such responsibilities is unknown, the Company cannot reasonably estimate the amount or range of loss that may be incurred in connection with the derailment. The Company is vigorously defending the claims that have been asserted, including pursuing its rights under indemnification agreements and insurance policies. MMA's U.S. bankruptcy trustee together with its Canadian bankruptcy monitor are exploring potential settlement with various parties, including CIT.

#### **BRAZILIAN TAX MATTERS**

Banco Commercial Investment Trust do Brasil S.A. ( Banco CIT ), CIT's Brazilian bank subsidiary, is pursuing seven tax appeals relating to disputed local tax assessments on leasing services and importation of equipment. The disputes primarily involve questions of whether the correct taxing authorities were paid and whether the proper tax rate was applied.

#### **ISS Tax Appeals**

Notices of infraction were received relating to the payment of Imposto sobre Serviços ( ISS ), charged by municipalities in connection with services. The Brazilian municipalities of Itu and Cascavel claim that Banco CIT should have paid them ISS tax on leasing services for tax years 2006 - 2011. Instead, Banco CIT paid the ISS tax to Barueri, the municipality in which it is domiciled in São Paulo, Brazil. The disputed issue is whether the ISS tax should be paid to the municipality in which the leasing company is located or the municipality in which the services were rendered or the customer is located. The amounts claimed by the taxing authorities of Itu and Cascavel collectively for tax assessments and penalties are approximately 850 thousand Reais (approximately \$375 thousand). Recent favorable legal precedent in a similar tax appeal has been issued by Brazil's highest court resolving the conflict between the municipalities.

#### **ICMS Tax Appeals**

Notices of infraction were received relating to the payment of Imposto sobre Circulacao de Mercadorias e Servicos ( ICMS ) taxes charged by states in connection with the importation of equipment. The state of São Paulo claims that Banco CIT should have paid it ICMS tax for tax years 2006-2009 because Banco CIT, the purchaser, is located in São Paulo. Instead, Banco CIT paid ICMS tax to the states of Espirito Santo, Espirito Santa Caterina, and Alagoas, where the imported equipment arrived. A recent regulation issued by São Paulo in December 2013 reaffirms a 2009 agreement by São Paulo to conditionally recognize ICMS tax payments made to Espirito Santo. The amounts claimed by São Paulo collectively for tax assessments and penalties are approximately 72 million Reais (approximately \$32 million) for goods imported into the state of Espirito Santo from 2006 - 2009 and the states of Espirito Santa Caterina and Alagoas in 2007 and 2008.



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A notice of infraction was received relating to São Paulo's challenge of the ICMS tax rate paid by Banco CIT for tax years 2004–2007. São Paulo alleges that Banco CIT paid a lower rate of ICMS tax on imported equipment than was required (8.8% instead of 18%). Banco CIT challenged the notice of infraction and was partially successful—the period from January 1, 2004 through December 22, 2004 has been excluded from the amounts claimed to be due by São Paulo. Banco CIT has commenced a judicial proceeding challenging the unfavorable portion of the administrative ruling. The amount claimed by São Paulo for tax assessments and penalties is approximately 4 million Reais (approximately \$1.8 million).

The current potential aggregate exposure in taxes, fines and interest for the ISS and the ICMS tax matters could be up to approximately 77 million Reais (approximately \$34 million).

### NOTE 13 BUSINESS SEGMENT INFORMATION

#### Management's Policy in Identifying Reportable Segments

CIT's reportable segments are comprised of business units that are aggregated into segments primarily based upon industry categories, geography, target markets and customers served, and, to a lesser extent, the core competencies relating to product origination, distribution methods, operations and servicing and the nature of their regulatory environment. This segment reporting is consistent with the presentation of financial information to management.

#### Types of Products and Services

In December 2013, the Company announced organization changes that became effective January 1, 2014. Management changed its operating segments to (i) realign and simplify its businesses and organizational structure, (ii) streamline and consolidate certain business processes to achieve greater operating efficiencies, and (iii) leverage CIT's operational capabilities for the benefit of its clients and customers. Effective January 1, 2014, CIT manages its business and reports financial results in three operating segments: (1) Transportation & International Finance (TIF); (2) North American Commercial Finance (NACF); and (3) Non-Strategic Portfolios (NSP). These are discussed further in *Results By Business Segments*.

The change in segment reporting does not affect CIT's historical consolidated results of operations. The discussions below reflect the new reporting segments; all prior period comparisons have been conformed and are consistent with the presentation of financial information to management.

TIF offers secured lending and leasing products to midsize and larger companies across the aerospace, rail and maritime industries, as well as international finance, which includes corporate lending and equipment financing businesses in

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#### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

China and the U.K. Revenues generated by TIF include rents collected on leased assets, interest on loans, fees, and gains from assets sold.

NACF offers secured lending as well as other financial products and services predominately to small and midsize companies in the U.S. and Canada. These include secured revolving lines of credit and term loans, leases, accounts receivable credit protection, accounts receivable collection, import and export financing, factoring, debtor-in-possession and turnaround financing and receivable advisory services. Revenues generated by NACF include interest earned on loans, rents collected on leased assets, fees and other revenue from leasing activities and capital markets transactions, and commissions earned on factoring and related activities.

Non-Strategic Portfolios (NSP) consists of portfolios that were determined to be subscale or no longer part of our long-term strategy. Included in NSP at March 31, 2014 are a run-off government-guaranteed student loan business, small business lending portfolio and other international portfolios, including certain ones in Latin America (including Mexico) and Europe.

#### Segment Income Statement and Assets

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In the table that follows, Corporate and Other includes certain non-allocated items such as unallocated interest expense, primarily related to corporate liquidity costs (Interest Expense), mark-to-market adjustments on non-qualifying derivatives (Other Income) and restructuring charges for severance and facilities exit activities (Operating Expenses).

### Business Segments (dollars in millions)

|   | Transportation<br>&<br>International<br>Finance | North American<br>Commercial<br>Finance | Non-Strategic<br>Portfolios | Corporate<br>& Other | Total<br>CIT |
|---|---|---|-----------------------------|----------------------|--------------|
| <b>Quarter Ended March 31, 2014</b>                       |   |   |                             |                      |              |
| Interest income   | \$ 76.7   | \$ 193.4                                | \$ 49.5                     | \$ 3.7               | \$ 323.3     |
| Interest expense  | (160.7)   | (68.9)                                  | (43.9)                      | (17.4)               | (290.9)      |
| Provision for credit losses                               | (12.4)  | (23.2)                                  | (1.0)                       | (0.1)                | (36.7)       |
| Rental income on operating leases                         | 459.6   | 22.8                                    | 9.5                         |                      | 491.9        |
| Other income  | 7.2   | 61.8                                    | 7.5                         | (2.3)                | 74.2         |
| Depreciation on operating lease equipment                 | (121.7)   | (21.9)                                  | (5.2)                       |                      | (148.8)      |
| Maintenance and other operating lease expenses            | (51.6)  |   |                             |                      | (51.6)       |
| Operating expenses  | (79.5)  | (121.5)                                 | (22.2)                      | (12.5)               | (235.7)      |
| Income (loss) before (provision) benefit for income taxes | \$ 117.6  | \$ 42.5                                 | \$ (5.8)                    | \$ (28.6)            | \$ 125.7     |
| <b>Select Period End Balances</b>                         |   |   |                             |                      |              |
| Loans   | \$ 3,553.5                                      | \$ 14,902.8                             | \$ 115.4                    | \$                   | \$ 18,571.7  |
| Credit balances of factoring clients                      |   | (1,213.5)                               |                             |                      | (1,213.5)    |
| Assets held for sale                                      | 92.6  | 67.0                                    | 4,243.4                     |                      | 4,403.0      |
| Operating lease equipment, net                            | 13,926.9  | 210.1                                   | 45.4                        |                      | 14,182.4     |
| <b>Quarter Ended March 31, 2013</b>                       |   |   |                             |                      |              |
| Interest income   | \$ 56.6   | \$ 219.3                                | \$ 78.1                     | \$ 2.7               | \$ 356.7     |
| Interest expense  | (144.1)   | (78.6)                                  | (54.6)                      | (14.6)               | (291.9)      |
| Provision for credit losses                               | 5.6   | (24.9)                                  | (0.3)                       | 0.1                  | (19.5)       |
| Rental income on operating leases                         | 417.4   | 23.8                                    | 35.2                        |                      | 476.4        |
| Other income  | 16.8  | 63.7                                    | (9.7)                       | (0.7)                | 70.1         |
| Depreciation on operating lease equipment                 | (108.0)   | (16.3)                                  | (9.0)                       |                      | (133.3)      |
| Maintenance and other operating lease expenses            | (42.4)  |   |                             |                      | (42.4)       |
| Operating expenses  | (63.4)  | (128.1)                                 | (45.1)                      | 1.3                  | (235.3)      |
| Income (loss) before (provision) benefit for income taxes | \$ 138.5  | \$ 58.9                                 | \$ (5.4)                    | \$ (11.2)            | \$ 180.8     |
| <b>Select Period End Balances</b>                         |   |   |                             |                      |              |
| Loans   | \$ 2,958.0                                      | \$ 14,094.2                             | \$ 5,068.2                  | \$                   | \$ 22,120.4  |
| Credit balances of factoring clients                      |   | (1,237.7)                               |                             |                      | (1,237.7)    |
| Assets held for sale                                      | 214.1   | 8.5                                     | 424.2                       |                      | 646.8        |
| Operating lease equipment, net                            | 12,024.6  | 183.8                                   | 82.2                        |                      | 12,290.6     |

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### CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### NOTE 14 GOODWILL

The following table summarizes goodwill assets by segment:

**Goodwill** (dollars in millions)

|                              | <b>Transportation<br/>&amp;<br/>International<br/>Finance</b> | <b>North American<br/>Commercial<br/>Finance</b> | <b>Total</b> |
|------------------------------|---|--|--------------|
| Balance at December 31, 2013 | \$ 183.1  | \$ 151.5   | \$ 334.6     |
| Acquisitions                 | 68.9  |  | 68.9         |
| Balance at March 31, 2014    | \$ 252.0  | \$ 151.5   | \$ 403.5     |

Goodwill balances as of December 31, 2013 were recorded in conjunction with FSA and represented the excess of reorganization equity value over the fair value of tangible and identifiable intangible assets, net of liabilities. Effective January 1, 2014, this goodwill was reallocated to the Company's new TIF and NACF reporting units based on the respective reporting unit's estimated fair value of equity. The Company evaluated goodwill for impairment immediately before and after the reallocation of goodwill to the reporting units and identified no impairment.

On January 31, 2014, CIT acquired 100% of the outstanding shares of Paris-based Nacco, an independent full service railcar lessor in Europe. The Nacco acquisition was accounted for under the purchase method. The purchase price was approximately \$250 million and the acquired assets and liabilities were recorded at their estimated fair values as of the acquisition date resulting in \$68.9 million of goodwill. The assets acquired included approximately \$650 million of leasing assets, along with existing secured debt.

Once goodwill has been assigned, it no longer retains its association with a particular event or acquisition, and all of the activities within a reporting unit, whether acquired or internally generated, are available to support the value of the goodwill.

#### NOTE 15 SUBSEQUENT EVENTS

##### Debt Repayment

On April 1, 2014 the Company repaid \$1.3 billion of maturing unsecured debt that had a coupon of 5.25%.

##### Dividend Declared and Share Repurchase Authorization

In April 2014, the Board of Directors declared a quarterly cash dividend of \$0.10 per share payable on May 30, 2014 and authorized an additional share repurchase of up to \$300 million of common stock through December 31, 2014, bringing the total authorized repurchase to \$607 million for 2014.

##### Student Loan Sale

On April 25, 2014, the Company completed the sale of the student loan business, which was included in AHFS, along with certain secured debt and servicing rights. Approximately \$3.2 billion of debt was extinguished, including \$0.8 billion that was repaid using a portion of the cash proceeds. As a result, in the second quarter the student loan business will be reported as discontinued operations in which we expect to recognize a net gain of over \$50 million and will record incremental expense related to exiting the business.

##### Aircraft Securitization Debt Redemption

On April 18, 2014, CIT gave notice to the indenture trustee of our intention to redeem on May 20, 2014 \$366 million of outstanding secured debt related to two aircraft securitization vehicles. These notes are also included as reference obligations in the GSI TRS. As a result of this redemption, during the second quarter, CIT expects to recognize income of approximately \$16 million from acceleration of the debt FSA and reimbursement of the debt original issue discount related to these notes.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****and****Item 3. Quantitative and Qualitative Disclosures about Market Risk****OVERVIEW**

CIT Group Inc., together with its subsidiaries (we, our, CIT or the Company) has provided financial solutions to its clients since its formation in 1908. We provide financing, leasing and advisory services principally to middle market companies in a wide variety of industries primarily in North America, and equipment financing and leasing solutions to the transportation industry worldwide. We had \$37 billion of financing and leasing assets at March 31, 2014. CIT became a bank holding company (BHC) in December 2008 and a financial holding company in July 2013.

CIT is regulated by the Board of Governors of the Federal Reserve System (FRB) and the Federal Reserve Bank of New York (FRBNY) under the U.S. Bank Holding Company Act of 1956. CIT Bank (the Bank), a wholly-owned subsidiary, is a state chartered bank located in Salt Lake City, Utah, that offers commercial financing and leasing products as well as a suite of savings options and is subject to regulation by the Federal Depository Insurance Corporation (FDIC) and the Utah Department of Financial Institutions (UDFI).

*Management's Discussion and Analysis of Financial Condition and Results of Operations* and *Quantitative and Qualitative Disclosures about Market Risk* contain financial terms that are relevant to our business. You can find a glossary of key financial terms that we use in Part I *Item 1. Business Overview* in our Form 10-K for the year ended December 31, 2013 (the 2013 Form 10-K), and any new terms used are defined within this Form 10-Q.

Management uses certain non-GAAP financial measures in its analysis of the financial condition and results of operations of the Company. See *Non-GAAP Financial Measurements* for a reconciliation of these to comparable financial measures based on accounting principles generally accepted in the United States of America (GAAP).

**Segment Changes**

In December 2013, we announced organization changes that became effective January 1, 2014. Management changed our operating segments to (i) realign and simplify its businesses and organizational structure, (ii) streamline and consolidate certain business processes to achieve greater operating efficiencies, and (iii) leverage CIT's operational capabilities for the benefit of its clients and customers. Effective January 1, 2014, CIT manages its business and reports financial results in three operating segments: (1) Transportation & International Finance (TIF); (2) North American Commercial Finance (NACF); and (3) Non-Strategic Portfolios (NSP). These are discussed further in *Results By Business Segments*.

The change in segment reporting does not affect CIT's historical consolidated results of operations. The discussions below reflect the new reporting segments; all prior period comparisons have been conformed and are consistent with the presentation of financial information to management.

**2014 FINANCIAL OVERVIEW**

The Company has adjusted its financial results for the quarter ended March 31, 2014 from the results released in the Company's April 29, 2014 Earnings Release and Current Report on Form 8-K filing. The adjustment relates to the correction of Net loss (income) attributable to noncontrolling interests, most of which applied to prior periods. The impact of the correction is a \$8.1 million increase in Net Income for the quarter ended March 31, 2014, a \$0.04 increase in Diluted Income per Common Share for the quarter ended March 31, 2014 and a \$0.04

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increase in Tangible Book Value per Share as of March 31, 2014. There was no change in the Company's Income before Provision for Income Taxes or in the Income before Provision for Income Taxes for any of the Company's operating segments.

We grew commercial business assets, new business activity continued to be solid and credit quality remained at cyclical lows.

**Net income** for the first quarter of 2014 totaled \$117 million, \$0.59 per diluted share, compared to net income of \$163 million for the year-ago quarter, or \$0.81 per diluted share and \$130 million for the prior quarter, \$0.65 per diluted share.

**Pre-tax income** totaled \$126 million for the first quarter of 2014 compared to \$181 million for the year-ago quarter and \$163 million for the prior quarter. First quarter results were primarily impacted by lower levels of interest income, higher maintenance and other operating lease expenses, and an increase in the provision for credit losses.

**Net finance revenue<sup>(1)</sup>** ( NFR ) was \$324 million compared to \$366 million in the year-ago quarter and \$337 million in the prior quarter. Average earning assets<sup>(1)</sup> ( AEA ) were

*<sup>(1)</sup> Net finance revenue and average earning assets are non-GAAP measures; see Non-GAAP Financial Measurements for a reconciliation of non-GAAP to GAAP financial information.*

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\$35.4 billion in the first quarter of 2014, up from \$33.0 billion in the year-ago quarter and \$34.2 billion in the prior quarter. NFR as a percentage of AEA ( net finance margin or NFM ) was 3.66%, compared to 4.43% in the year-ago quarter and 3.95% in the prior quarter. Excluding the impact of debt redemptions<sup>(2)</sup> in prior periods, net finance margin declined from 4.64% and 4.00% in the year-ago quarter and the prior quarter respectively. The reduction from the year-ago quarter primarily reflects the sale of higher-yielding Dell Europe assets and declines in operating lease margin and net FSA accretion. The reduction from the prior quarter reflects higher maintenance and other operating lease expenses, as well as lower portfolio yields and net FSA accretion related to the student loan business.

While other financial institutions may use net interest margin ( NIM ) to measure earnings on interest bearing assets, defined as interest income less interest expense, we discuss NFR, which includes net operating lease revenue (operating lease rental revenue, depreciation expense and maintenance and other operating lease expenses), due to the significant impact of operating lease equipment on revenue and expense. Net operating lease revenue decreased modestly from the year-ago quarter, as revenue earned on higher average assets and consistently high aircraft and railcar utilization rates were offset by higher maintenance costs and pressure on revenues from lower remarketing rates.

**Provision for credit losses** was \$37 million in the first quarter of 2014, up from \$20 million in the year-ago quarter and \$14 million in the prior quarter, reflecting an increase in non-specific reserves, reserve build, including amounts on new originations, and lower recoveries.

**Other income** of \$74 million increased from \$70 million in the year-ago quarter and declined from \$128 million in the prior quarter. The prior quarter included net benefits of \$44 million from asset sales and a workout related claim.

**Operating expenses** were \$236 million compared to \$235 million in the year-ago quarter and \$288 million in the prior quarter. Excluding restructuring costs,<sup>(3)</sup> operating expenses were \$226 million, compared to \$230 million in the year-ago quarter and \$269 million in the prior quarter. The current period included costs related to the European rail business, while the prior quarter included a \$45 million charge related to the Tyco Tax Agreement settlement and a benefit from the recovery of legal expenses. Headcount at March 31, 2014 was approximately 3,200, down from approximately 3,490 a year ago and approximately 3,240 at December 31, 2013.

**Provision for income taxes** was \$14 million, primarily reflecting the recognition of income tax expense on international earnings, down slightly from \$15 million in the year-ago quarter and down from \$31 million in the prior quarter. The change from the prior year, in which pretax income was higher, was primarily due to the recognition of discrete tax benefits which offset the higher tax expense, which included a \$13 million income tax expense related to the sale of a leveraged lease.

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**Total assets** at March 31, 2014 were \$48.6 billion, up from \$47.1 billion at December 31, 2013 and from \$44.6 billion at March 31, 2013. Financing and leasing assets in NACF and TIF increased to \$32.8 billion, an increase of \$1.3 billion from the prior quarter and \$3.3 billion from the year-ago quarter. The increase was driven by the acquisition in the first quarter of Nacco SAS ( Nacco ), an independent full service railcar lessor in Europe, which added approximately \$650 million of financing and leasing assets, as well as solid origination volumes. NSP, which includes \$3.3 billion of student loans, declined by \$235 million from December 31, 2013 to \$4.4 billion and by \$1.2 billion from the year-ago quarter, reflecting portfolio run off and asset sales. The student loan business was sold in April 2014. Total loans of \$18.6 billion declined slightly from December 31, 2013 and by \$3.5 billion from a year ago, reflecting the movement of the student loan business into assets held for sale ( AHFS ) in the fourth quarter of 2013. Operating lease equipment increased \$1.1 billion from December 31, 2013 and \$1.9 billion from the year-ago quarter to \$14.2 billion, reflecting the European rail and other equipment purchases. Cash and investments of \$9.0 billion were up \$0.3 billion from December 31, 2013 and \$1.8 billion from March 31, 2013. We used \$1.3 billion of restricted cash to repay a maturing unsecured note on April 1, 2014.

**Credit metrics** remained at or near cycle lows. Non-accrual loans declined to \$218 million, or 1.18% of finance receivables, at March 31, 2014 from \$241 million (1.29%) at December 31, 2013 and \$294 million (1.33%) at March 31, 2013.

Net charge-offs were \$36 million, or 0.76% as a percentage of average finance receivables, versus \$10 million (0.18%) in the year-ago quarter (0.22% excluding the student loan business that was transferred to held for sale in December 2013) and \$15 million (0.27%) in the prior quarter. Recoveries of \$9 million were lower than the \$15 million of recoveries recorded in both the year-ago and prior quarters. Net charge-offs in TIF were up from year-ago levels, but in line with the prior quarter. Net charge-offs in NACF remain at historically low levels, but were up from both the year-ago and prior quarters, primarily reflecting charge-offs on previously reserved loans. Net charge-offs in NSP, which totaled \$7 million this quarter compared to \$3 million in the year-ago and \$6 million in the prior quarter, were essentially the result of the transfer of receivables to AHFS on which there was a corresponding reserve reversal.

### 2014 PRIORITIES

We continue to focus on achieving our profitability targets by growing earning assets, managing expenses and growing CIT Bank assets and deposits. Enhancing internal control functions and maintaining relationships with our regulators also remain a priority.

- (2) *Debt redemption impacts include accelerated FSA net discount/(premium) accretion. See Non-GAAP Measurements for reconciliation of non-GAAP to GAAP financial information.*
- (3) *Operating expenses excluding restructuring costs is a non-GAAP measure. See Non-GAAP Measurements for reconciliation of non-GAAP to GAAP financial information.*

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#### 1. Grow Earning Assets

We plan to grow earning assets, organically and through portfolio acquisitions, by focusing on existing products and markets as well as newer initiatives.

- n Financing and leasing assets ( FLA ) totaled \$37.2 billion, of which TIF and NACF totaled \$32.8 billion, up \$1.3 billion from the prior quarter and \$3.3 billion from the year-ago quarter. The increase was driven by an acquisition in TIF, as well as solid origination volumes in both segments. NSP makes up the remaining balance of FLA and is expected to decline as portfolios are sold or otherwise liquidated.

#### 2. Achieve Profit Targets

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In the 2014 first quarter our pre-tax return on AEA was 1.4%, below our target range of 2-2.5%, driven by lower Net finance margin and Other Income, while Operating expenses were elevated.

- n NFR and NFM were down from the year-ago and prior quarters, and were negatively impacted by the suspension of FSA income accretion on the student loan business and higher maintenance and other operating lease expenses related to the remarketing of aircraft. NFM is also being pressured as the yield on new loans and leases originated are generally lower than yields on the current portfolio.
- n Other Income was below our target range as we had minimal gains on asset sales, a low level of capital markets fees, and a loss on foreign exchange translations. We will focus on increasing fees through capital market activities in the middle market.
- n Operating expenses were \$236 million, including restructuring charges of \$10 million. Excluding restructuring costs operating expenses were 2.55% of AEA, above the target range.
- n We lowered headcount by about 40 during the 2014 first quarter to approximately 3,200, an 8% decline from a year-ago, although the current quarter expenses are elevated due to the annual restart of benefit costs, which are expected to be lower for the remainder of the year.
- n We continue to make progress reducing the Non-Strategic Portfolios, and have exited all the sub-scale countries in Asia, and several in Latin America and Europe. Our primary focus is now on the remaining countries in Europe and Latin America (including Mexico). Upon completion of the exits, we expect to eliminate approximately \$15 million from our quarterly expenses.

### 3. Expand CIT Bank Assets and Funding

CIT Bank will continue to fund most of our U.S. lending and leasing volume, expand on-line deposit offerings and anticipates opening a retail branch in Salt Lake City later this year.

- n Total CIT Bank assets were \$16.8 billion at March 31, 2014, up from December 31, 2013 and a year ago. CIT Bank funded \$1.7 billion of new business volume, which included, for the first time, aircraft purchases.
- n Deposits at quarter-end were \$13.1 billion, up from December 31, 2013 and March 31, 2013. The weighted average rate on outstanding deposits was 1.58% at March 31, 2014.
- n After the sale of the student lending business in April 2014, CIT Bank assets and deposits will be over 40% of financing and leasing assets and of the total CIT funding mix, respectively.

### 4. Continue to Return Capital

We plan to prudently deploy our capital, as well as return capital to our shareholders through share repurchases and dividends, while maintaining our strong capital ratios.

- n In January 2014, our Board of Directors approved the repurchase of up to \$307 million of common stock through December 31, 2014. During the first quarter we repurchased about 3 million shares at an average price of \$46.66 or \$136 million. In April 2014, we repurchased nearly 1.6 million shares, bringing the year-to-date amount to approximately \$210 million.
- n In April 2014, the Board of Directors authorized an additional share repurchase of up to \$300 million of common stock, bringing the total authorization for 2014 to \$607 million.
- n In April 2014, the Board of Directors declared a quarterly cash dividend of \$0.10 per share payable on May 30, 2014.

## NET FINANCE REVENUE

The following tables present management's view of consolidated NFR and NFM:

**Net Finance Revenue<sup>(1)</sup> and Net Finance Margin** (dollars in millions)

|  | Quarters Ended    |                      |                   |
|--|-------------------|----------------------|-------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Interest income                                  | \$ 323.3          | \$ 338.7             | \$ 356.7          |
| Rental income on operating leases                | 491.9             | 463.8                | 476.4             |
| Finance revenue                                  | 815.2             | 802.5                | 833.1             |
| Interest expense                                 | (290.9)           | (286.7)              | (291.9)           |
| Depreciation on operating lease equipment        | (148.8)           | (139.5)              | (133.3)           |
| Maintenance and other operating lease expenses   | (51.6)            | (39.0)               | (42.4)            |
| Net finance revenue                              | \$ 323.9          | \$ 337.3             | \$ 365.5          |
| Average Earning Assets <sup>(1)(2)</sup> ( AEA ) | \$ 35,399.8       | \$ 34,168.5          | \$33,022.8        |
| <b>As a % of AEA:</b>                            |                   |                      |                   |
| Interest income                                  | 3.65%             | 3.97%                | 4.32%             |
| Rental income on operating leases                | 5.56%             | 5.43%                | 5.77%             |
| Finance revenue                                  | 9.21%             | 9.40%                | 10.09%            |
| Interest expense                                 | (3.29)%           | (3.36)%              | (3.53)%           |
| Depreciation on operating lease equipment        | (1.68)%           | (1.63)%              | (1.62)%           |
| Maintenance and other operating lease expenses   | (0.58)%           | (0.46)%              | (0.51)%           |
| Net finance margin                               | 3.66%             | 3.95%                | 4.43%             |

<sup>(1)</sup> NFR and AEA are non-GAAP measures; see reconciliation of non-GAAP to GAAP financial information.

<sup>(2)</sup> AEA balances are less than comparable balances displayed in this document in 'Select Data (Quarterly Average Balances) due to the exclusion of deposits with banks and other investments and the inclusion of credit balances of factoring clients.

NFR and NFM are key metrics used by management to measure the profitability of our lending and leasing assets. NFR includes interest and yield-related fee income on our loans and capital leases, rental income on our operating lease equipment and interest and dividend income on cash and investments, reduced by funding costs, depreciation from our operating lease equipment, and maintenance and other operating lease expenses. Since our asset composition includes a high level of operating lease equipment (39% of AEA for the quarter ended March 31, 2014), NFM is a more appropriate metric for CIT than net interest margin ( NIM ) (a common metric used by other financial institutions), as NIM does not fully reflect the earnings of our portfolio, because it includes the impact of debt costs on all our assets, but excludes the net operating lease revenue (rental income less depreciation and maintenance and other operating lease expenses).

NFR decreased from the year-ago quarter reflecting compression on portfolio yields across most of our business, sales of higher-yielding portfolios last year, suspended depreciation in the prior year, lower yield-related fees and lower fresh start accounting ( FSA ) accretion. The \$13 million sequential decline was largely driven by approximately \$10 million of suspended FSA income accretion on our student loan business due to the transfer to AHFS last quarter, \$13 million of higher maintenance and operating lease expenses on transportation equipment, and \$4 million of higher interest expense. These items were partially offset by higher revenues on increased earning assets. In the second quarter, we expect our recent debt actions (the debt issued in February and maturing debt repaid on April 1) to reduce interest expense by about \$10 million, but we still expect overall net finance revenue to decline slightly due to continued pricing pressures and higher operating lease expenses, primarily associated with aircraft lease renewals.



While NFR will decrease slightly from the sale of the student loans, NFM will increase from 3.66% as the student loan portfolio's NFM of less than 1.00% was much lower than the consolidated level.

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**Adjusted NFR (\$) and Net Finance Margin (NFM) (%) (dollars in millions)**

|  | Quarters Ended |       |                   |         |                |       |
|--|----------------|-------|-------------------|---------|----------------|-------|
|  | March 31, 2014 |       | December 31, 2013 |         | March 31, 2013 |       |
| NFR / NFM  | \$ 323.9       | 3.66% | \$ 337.3          | 3.95%   | \$ 365.5       | 4.43% |
| Accelerated FSA net discount/(premium) on debt extinguishments and repurchases |                |       | 9.8               | 0.11%   | 17.8           | 0.21% |
| Accelerated OID on debt extinguishments related to the GSI facility            |                |       | (5.2)             | (0.06)% |                |       |
| Adjusted NFR / NFM   | \$ 323.9       | 3.66% | \$ 341.9          | 4.00%   | \$ 383.3       | 4.64% |

*The accelerated debt FSA accretion and accelerated OID on debt extinguishment related to the GSI facility ( accelerated OID accretion ), when discussed in combination, is referred to as accelerated debt FSA and OID accretion .*

Adjusted NFM declined 34 basis points (bps) to 3.66% from the prior quarter. As mentioned above, the decline was related to the discontinuance of FSA income accretion on the student loan portfolio after it was transferred to AHFS, higher operating lease expenses associated with maintenance and remarketing of our Transportation equipment and the cost of maintaining excess liquidity in advance of the April 1st debt repayment.

Adjusted NFM was down 98 bps from the year-ago quarter.

- n Lower finance revenue in 2014 reflected lower yields in the NACF portfolios (as detailed in the following table) and the sale of the Dell Europe portfolio (within NSP), which contained high-yielding assets. The revenue decline was partially offset by a higher level of earning assets. FSA accretion on loans continues to have a diminishing impact, as the FSA accretion benefit to interest income in the first quarter of 2014 was \$15 million, down from \$31 million in the year-ago quarter. The remaining accretable FSA discount on loans is not significant. See *Fresh Start Accounting* section.
- n Interest recoveries, which result from events such as prepayments on or sales of non-accrual assets and from assets returning to accrual status, and certain other yield-related fees, were down in the first quarter of 2014, compared to the year-ago quarter.
- n NFM had a diminished benefit from suspended depreciation on operating lease equipment held for sale, as depreciation is not recorded while this equipment is held for sale (detailed further below).
- n Weighted average coupon rate of outstanding deposits and long-term borrowings of 3.09% at March 31, 2014 was down from 3.13% at March 31, 2013, as the portion of our funding derived from deposits increased to 37%.

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The following table depicts select yields and margin related data for our segments, plus select divisions within TIF and NACF.

**Select Segment and Division Margin Metrics** (dollars in millions)

|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
|--|-------------------|----------------------|-------------------|
| <b><u>Transportation &amp; International Finance</u></b> |                   |                      |                   |
| AEA  | \$ 17,119.7       | \$ 15,928.8          | \$ 15,084.0       |
| Gross yield  | 12.53%            | 12.44%               | 12.57%            |
| NFM  | 4.73%             | 4.83%                | 4.76%             |
| Adjusted NFM   | 4.73%             | 4.83%                | 5.02%             |
| <b><u>AEA</u></b>  |                   |                      |                   |
| Commercial Aerospace                                     | \$ 9,773.9        | \$ 9,346.0           | \$ 9,400.0        |
| Rail   | \$ 5,137.9        | \$ 4,515.5           | \$ 4,212.2        |
| Maritime Finance   | \$ 473.9          | \$ 376.4             | \$ 208.3          |
| International Finance                                    | \$ 1,734.0        | \$ 1,690.9           | \$ 1,263.5        |
| <b><u>Gross yield</u></b>                                |                   |                      |                   |
| Commercial Aerospace                                     | 12.56%            | 12.14%               | 12.18%            |
| Rail   | 14.56%            | 14.67%               | 14.58%            |
| Maritime Finance   | 4.88%             | 9.53%                | 7.44%             |
| International Finance                                    | 8.46%             | 8.81%                | 9.58%             |
| <b><u>North American Commercial Finance</u></b>          |                   |                      |                   |
| AEA  | \$ 13,764.7       | \$ 13,456.5          | \$ 12,292.7       |
| Gross yield  | 6.28%             | 6.74%                | 7.91%             |
| NFM  | 3.64%             | 4.14%                | 4.82%             |
| Adjusted NFM   | 3.64%             | 4.14%                | 5.02%             |
| <b><u>AEA</u></b>  |                   |                      |                   |
| Real Estate Finance                                      | \$ 1,592.9        | \$ 1,391.9           | \$ 773.1          |
| Corporate Finance  | \$ 6,991.6        | \$ 6,916.2           | \$ 6,538.5        |
| Equipment Finance  | \$ 4,239.5        | \$ 4,212.4           | \$ 3,915.3        |
| Commercial Services                                      | \$ 940.7          | \$ 936.0             | \$ 1,065.8        |
| <b><u>Gross yield</u></b>                                |                   |                      |                   |
| Real Estate Finance                                      | 3.99%             | 4.02%                | 4.31%             |
| Corporate Finance  | 5.02%             | 5.34%                | 6.58%             |
| Equipment Finance  | 9.54%             | 10.25%               | 11.51%            |
| Commercial Services                                      | 4.86%             | 5.39%                | 5.47%             |
| <b><u>Non-Strategic Portfolios</u></b>                   |                   |                      |                   |
| AEA  | \$ 4,515.4        | \$ 4,783.2           | \$ 5,646.1        |
| Gross yield  | 5.23%             | 6.35%                | 8.03%             |
| NFM  | 0.88%             | 1.66%                | 3.52%             |
| Adjusted NFM   | 0.88%             | 2.05%                | 3.61%             |

Gross yields (interest income plus rental income on operating leases as a % of AEA) in TIF held steady, while NFM declined modestly. Maritime Finance gross yield in December was elevated, reflecting a prepayment that accelerated fee recognition. NACF gross yields and NFM reflect continued pressures on the portfolios. NSP declines reflect the sales of higher yielding portfolios, which increased the weighting of the low yielding student loans.

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Interest expense was relatively flat compared to the year-ago and prior quarters, but the year-ago quarter included \$18 million of accelerated debt FSA accretion and the prior quarter included \$5 million of accelerated debt FSA and OID accretion. Interest expense in the 2014 first quarter was up reflecting the February debt issuance in anticipation of the debt repayment on April 1. At March 31, 2014, long-term borrowings included \$270 million of remaining FSA discount on secured borrowings (including \$226 million secured by student loans, which was extinguished in conjunction with the sale of the student loan business in April 2014).

The weighted average coupon rate of outstanding deposits and long-term borrowings was 3.09% at March 31, 2014, compared to 3.07% at December 31, 2013 and 3.13% at March 31, 2013. We expect this rate to increase upon the sale of the student loan business and the extinguishment of the related secured borrowing, which had a weighted average coupon rate of 0.72%, partially offset by the redemption of \$1.3 billion of unsecured 5.25% notes. Pro forma for these events, the weighted average coupon rate

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would have been 3.25% at March 31, 2014. The weighted average coupon rate of long-term borrowings at March 31, 2014 was 3.90%, compared to 3.87% at December 31, 2013 and 3.83% at March 31, 2013.

Deposits represented 37% of the total deposits and long-term borrowing at March 31, 2014, while unsecured debt was 38% and secured debt was 25%. These proportions will change with the extinguishment of secured debt related to the student loan business, and will fluctuate in the future depending upon our capital markets activities.

Deposits have increased, both in dollars and proportion of total CIT funding. The weighted average rate of total CIT deposits was 1.67%, 1.65% and 1.71% at March 31, 2014, December 31, 2013 and March 31, 2013, respectively. Deposits and long-term borrowings are discussed in Funding and Liquidity. See *Select Data and Average Balances* section for more information on Long-term borrowing rates.

The following table sets forth the details on net operating lease revenue.<sup>(4)</sup> We changed the presentation of net operating lease revenue in the first quarter of 2014 and have revised the prior periods for the new presentation. A new line item reflects maintenance and other operating lease expenses associated with our operating lease equipment. Previously, maintenance costs reduced rental income, while other operating lease expenses were included with depreciation. Total net operating lease revenue did not change with the new presentation.

### **Net Operating Lease Revenue as a % of Average Operating Leases (dollars in millions)**

|  | Quarters Ended |         |                   |         |                |         |
|--|----------------|---------|-------------------|---------|----------------|---------|
|  | March 31, 2014 |         | December 31, 2013 |         | March 31, 2013 |         |
| Rental income on operating leases              | \$ 491.9       | 14.32%  | \$ 463.8          | 14.54%  | \$ 476.4       | 15.40%  |
| Depreciation on operating lease equipment      | (148.8)        | (4.33)% | (139.5)           | (4.37)% | (133.3)        | (4.31)% |
| Maintenance and other operating lease expenses | (51.6)         | (1.50)% | (39.0)            | (1.22)% | (42.4)         | (1.37)% |
| Net operating lease revenue                    | \$ 291.5       | 8.49%   | \$ 285.3          | 8.95%   | \$ 300.7       | 9.72%   |
| Average Operating Lease Equipment ( AOL )      | \$ 13,735.8    |         | \$ 12,757.1       |         | \$ 12,369.1    |         |

Net operating lease revenue was primarily generated from the commercial air and rail portfolios. Net operating lease revenue decreased from the year-ago quarter, as the benefit of increased assets from the growing aerospace and rail portfolios was more than offset by higher depreciation expense and increased maintenance and other operating lease expenses. Rental income increased from the year-ago and prior quarters as did depreciation expense, reflecting the growing portfolio. The increase in maintenance and other operating lease expenses reflects the growing rail

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portfolio, and aerospace remarketing expenses resulting from the elevated levels of aircraft re-leasing activity in 2014. During the quarter, on average, lease renewal rates in the rail portfolio were re-pricing higher, while the commercial air portfolio has been re-pricing slightly lower, putting pressure on overall rental revenue. These factors are also reflected in the net operating lease revenue as a percent of AOL. The European rail acquisition reduced that portfolio's yields, as the acquired portfolio's net yields were lower.

Utilization and asset levels remained strong in 2014. Our commercial air portfolio was essentially fully leased, or under a commitment and our rail fleet utilization remained relatively steady. Including commitments, rail fleet utilization was 98% at March 31, 2014, at about the same level as December 31, 2013 and up from 97% at March 31, 2013.

All new aircraft deliveries scheduled for the next twelve months are placed. We expect delivery of approximately 3,800 railcars from our order book over the next twelve months, all of which are placed.

Depreciation on operating lease equipment increased from the prior-year and prior quarters, reflecting higher asset balances. Consequently, net operating lease revenue includes rental income on operating lease equipment classified as AHFS, but there is no related depreciation expense. Once a long-lived asset is classified as AHFS, depreciation expense is no longer recognized, but the asset is evaluated periodically for impairment with any such charge recorded in other income. (See *Non-interest Income* *Impairment on assets held for sale* for discussion on impairment charges). As such, the prior-year quarter benefitted from suspended depreciation, primarily in NSP as a result of certain operating lease equipment being recorded as AHFS. The amount of suspended depreciation on operating lease equipment in AHFS totaled \$3 million for the first quarter of 2014, \$25 million for the prior-year quarter and \$5 million for the prior quarter. The decrease from the prior-year quarter primarily reflects the sale of the Dell Europe portfolio in the second half of 2013.

Operating lease equipment in AHFS totaled \$46 million at March 31, 2014, \$205 million at December 31, 2013, and \$376 million at March 31, 2013.

See *Non-interest Income* *Impairment on assets held for sale* , *Expenses* *Depreciation on operating lease equipment* and *Concentrations Operating Leases* for additional information.

<sup>(4)</sup> *Net operating lease revenue and average operating lease equipment are non-GAAP measures; see reconciliation of non-GAAP to GAAP financial information.*

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## CREDIT METRICS

Credit metrics remain at or near cyclical lows, and given current levels, sequential quarterly movements in non-accrual loans and charge-offs are subject to volatility as individual larger accounts migrate in and out of non-accrual status or get resolved.

Net charge-offs were \$36 million, or 0.76% as a percentage of average finance receivables, versus \$10 million (0.18%) in the year-ago quarter (0.22%, excluding the student loan business that was moved into held for sale in December 2013) and \$15 million (0.27%) in the prior quarter. Recoveries of \$9 million were lower than \$15 million in both the year-ago quarter and the prior quarter. The first quarter of 2014 charge-offs also include \$14 million related to loans transferred to AHFS, as compared with \$1 million and \$5 million in the year-ago and prior quarter, respectively. These charge-offs reduce the Allowance for Loan Losses, and therefore do not have an impact on the total provision for credit losses. Net charge offs in TIF were up from year-ago levels, but in line with the prior quarter. Net charge offs in NACF remain at low levels, but were up from both the year-ago and prior quarters. Net charge offs in NSP were \$7 million this quarter, essentially the result of the transfer of receivables to AHFS, versus \$3 million in the year-ago quarter and \$6 million in the prior quarter.

Non-accrual loans declined to \$218 million (1.18% of Finance receivables) from \$294 million (1.33%) at March 31, 2013 and \$241 million (1.29%) at December 31, 2013. The decrease, predominately in North American Commercial Finance, reflects repayments, as well as returns to accrual status where appropriate, and charge-offs.

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The provision for credit losses was \$37 million for the first quarter of 2014, up from \$20 million in the year-ago quarter and \$14 million in the prior quarter. The increase in the quarter reflected reduced recoveries on previously charged-off loans and reserve builds for new loans.

The allowance for loan losses is intended to provide for losses inherent in the portfolio based on estimates of the ultimate outcome of collection efforts, realization of collateral values, and other pertinent factors, such as estimation risk related to performance in prospective periods. We may make adjustments to the allowance depending on general economic conditions and specific industry weakness or trends in our portfolio credit metrics, including non-accrual loans, charge-off levels, and realization rates on collateral.

Our allowance for loan losses includes: (1) specific reserves for impaired loans, (2) non-specific reserves for losses inherent in non-impaired loans utilizing the Company's internal probability of default/loss given default ratings system, generally with a two year loss emergence period assumption, to determine estimated loss levels, and (3) a qualitative adjustment to the non-specific reserve for economic risks, industry and geographic concentrations, and other factors not adequately captured in our methodology. Our policy is to recognize losses through charge-offs when there is a high likelihood of loss after considering the borrower's financial condition, underlying collateral and guarantees, and the finalization of collection activities.

For all presentation periods, qualitative adjustments largely related to instances where management believed that the Company's current risk ratings in selected portfolios did not yet fully reflect the corresponding inherent risk. The qualitative adjustments did not exceed 10% of the total allowance for any of such periods and are recorded by class and included in the allowance for loan losses.

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The following table presents detail on our allowance for loan losses, including charge-offs and recoveries and provides summarized components of the provision and allowance:

#### Allowance for Loan Losses and Provision for Credit Losses (dollars in millions)

|  | Quarters Ended     |                      |                    |
|--|--------------------|----------------------|--------------------|
|  | March 31,<br>2014  | December 31,<br>2013 | March 31,<br>2013  |
| <b>Allowance beginning of period</b>       | \$ 356.1           | \$ 356.1             | \$ 379.3           |
| Provision for credit losses <sup>(1)</sup> | 36.7               | 14.4                 | 19.5               |
| Other <sup>(1)</sup>                       | (4.6)              | 0.6                  | (3.3)              |
| Net additions                              | 32.1               | 15.0                 | 16.2               |
| Gross charge-offs <sup>(2)</sup>           | (44.4)             | (29.6)               | (24.3)             |
| Recoveries                                 | 8.8                | 14.6                 | 14.8               |
| <b>Net Charge-offs</b>                     | <b>(35.6)</b>      | <b>(15.0)</b>        | <b>(9.5)</b>       |
| <b>Allowance end of period</b>             | <b>\$ 352.6</b>    | <b>\$ 356.1</b>      | <b>\$ 386.0</b>    |
| <b>Loans</b>                               |                    |                      |                    |
| Transportation & International Finance     | \$ 3,553.5         | \$ 3,494.4           | \$ 2,958.0         |
| North American Commercial Finance          | 14,902.8           | 14,693.1             | 14,094.2           |
| Non-Strategic Portfolios                   | 115.4              | 441.7                | 5,068.2            |
| <b>Total loans</b>                         | <b>\$ 18,571.7</b> | <b>\$ 18,629.2</b>   | <b>\$ 22,120.4</b> |
| <b>Allowance</b>                           |                    |                      |                    |
| Transportation & International Finance     | \$ 45.7            | \$ 46.7              | \$ 37.1            |
| North American Commercial Finance          | 306.9              | 303.8                | 310.0              |
| Non-Strategic Portfolios                   |                    | 5.6                  | 38.9               |

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|  | Quarters Ended |                   |                |                           |                   |
|--|----------------|-------------------|----------------|---------------------------|-------------------|
|  |                |                   |                |                           |                   |
| Total allowance  | \$             | 352.6             | \$             | 356.1                     | \$ 386.0          |
| Provision for Credit Losses  |                |                   |                |                           |                   |
|  | Quarters Ended |                   |                | Allowance for Loan Losses |                   |
|  | March 31, 2014 | December 31, 2013 | March 31, 2013 | March 31, 2014            | December 31, 2013 |
| Specific reserves on impaired loans  | \$ (4.7)       | \$ (3.5)          | \$ (3.6)       | \$ 25.7                   | \$ 30.4           |
| Non-specific reserves  | 5.8            | 2.9               | 13.6           | 326.9                     | 325.7             |
| Net charge-offs  | 35.6           | 15.0              | 9.5            |                           |                   |
| Total  | \$ 36.7        | \$ 14.4           | \$ 19.5        | \$ 352.6                  | \$ 356.1          |
| <b>Ratios</b>  |                |                   |                |                           |                   |
| Allowance for loan losses as a percentage of total loans                               |                |                   |                | 1.90%                     | 1.91%             |
| Allowance for loan losses as a percentage of loans, excluding Non-Strategic Portfolios |                |                   |                | 1.91%                     | 1.93%             |

- (1) Includes amounts related to reserves on unfunded loan commitments and letters of credit, and for deferred purchase agreements, which are reflected in other liabilities, as well as foreign currency translation adjustments. These related other liabilities totaled \$31 million, \$28 million and \$25 million at March 31, 2014, December 31, 2013 and March 31, 2013, respectively.
- (2) Gross charge-offs included \$14 million, \$5 million and \$1 million related to the transfer of receivables to assets held for sale for the quarters ended March 31, 2014, December 31, 2013 and March 31, 2013, respectively.

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The allowance rate reflects the relatively benign credit environment. Reserves in the TIF and NACF segments have remained fairly consistent from year-ago and prior quarter periods. NSP currently carries no reserves, as the portfolio consists almost entirely of AHFS. The student loan business, predominately U.S. government guaranteed loans which carried no related reserves, was moved to AHFS as of December 31, 2013 and as such are no longer included in total loans. The decline in specific reserves is consistent with reduced non-accrual inflows and balances.

## Segment Finance Receivables and Allowance for Loan Losses (dollars in millions)

|  | Finance Receivables | Allowance for Loan Losses | Net Carrying Value |
|--|---------------------|---------------------------|--------------------|
| <b>March 31, 2014</b>                  |                     |                           |                    |
| Transportation & International Finance | \$ 3,553.5          | \$ (45.7)                 | \$ 3,507.8         |
| North American Commercial Finance      | 14,902.8            | (306.9)                   | 14,595.9           |
| Non-Strategic Portfolios               | 115.4               |                           | 115.4              |
| Total                                  | \$ 18,571.7         | \$ (352.6)                | \$ 18,219.1        |
| <b>December 31, 2013</b>               |                     |                           |                    |

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|  | Finance<br>Receivables | Allowance<br>for Loan<br>Losses | Net<br>Carrying<br>Value |
|--|------------------------|---------------------------------|--------------------------|
| Transportation & International Finance | \$ 3,494.4             | \$ (46.7)                       | \$ 3,447.7               |
| North American Commercial Finance      | 14,693.1               | (303.8)                         | 14,389.3                 |
| Non-Strategic Portfolios               | 441.7                  | (5.6)                           | 436.1                    |
| Total                                  | \$ 18,629.2            | \$ (356.1)                      | \$ 18,273.1              |

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The following table presents charge-offs, by class. See *Results by Business Segment* for additional information.

### Charge-offs as a Percentage of Average Finance Receivables by Class (dollars in millions)

|   | Quarters Ended |       |                   |       |                |       |
|---|----------------|-------|-------------------|-------|----------------|-------|
|   | March 31, 2014 |       | December 31, 2013 |       | March 31, 2013 |       |
| <b>Gross Charge-offs<sup>(1)</sup></b>            |                |       |                   |       |                |       |
| Transportation Finance                            | \$             |       | \$                |       | \$             |       |
| International Finance                             | 14.3           | 3.35% | 13.0              | 3.08% | 4.2            | 1.33% |
| <i>Transportation &amp; International Finance</i> | 14.3           | 1.61% | 13.0              | 1.55% | 4.2            | 0.60% |
| Corporate Finance                                 | 10.4           | 0.60% | 0.9               | 0.05% | 4.6            | 0.28% |
| Equipment Finance                                 | 9.2            | 0.91% | 7.4               | 0.74% | 8.8            | 0.94% |
| Real Estate Finance                               |                |       |                   |       |                |       |
| Commercial Services                               | 3.0            | 0.53% | 2.1               | 0.36% | 0.8            | 0.14% |
| <i>North American Commercial Finance</i>          | 22.6           | 0.61% | 10.4              | 0.28% | 14.2           | 0.42% |
| <i>Non-Strategic Portfolios</i>                   | 7.5            | 9.94% | 6.2               | 0.62% | 5.9            | 0.46% |
| Total   | \$ 44.4        | 0.95% | \$ 29.6           | 0.54% | \$ 24.3        | 0.46% |
| <b>Recoveries</b>                                 |                |       |                   |       |                |       |
| Transportation Finance                            | \$             |       | \$                |       | \$             |       |
| International Finance                             | 1.3            | 0.28% | 1.3               | 0.29% | 3.1            | 0.99% |
| <i>Transportation &amp; International Finance</i> | 1.3            | 0.14% | 1.3               | 0.15% | 3.1            | 0.45% |
| Corporate Finance                                 | 0.1            | 0.01% | 6.4               | 0.37% | 0.6            | 0.03% |
| Equipment Finance                                 | 5.2            | 0.51% | 3.8               | 0.38% | 5.2            | 0.55% |
| Real Estate Finance                               |                |       |                   |       |                |       |
| Commercial Services                               | 1.3            | 0.23% | 2.5               | 0.42% | 2.6            | 0.45% |
| <i>North American Commercial Finance</i>          | 6.6            | 0.18% | 12.7              | 0.34% | 8.4            | 0.25% |
| <i>Non-Strategic Portfolios</i>                   | 0.9            | 1.17% | 0.6               | 0.07% | 3.3            | 0.26% |
| Total   | \$ 8.8         | 0.19% | \$ 14.6           | 0.27% | \$ 14.8        | 0.28% |
| <b>Net Charge-offs<sup>(1)</sup></b>              |                |       |                   |       |                |       |
| Transportation Finance                            | \$             |       | \$                |       | \$             |       |
| International Finance                             | 13.0           | 3.07% | 11.7              | 2.79% | 1.1            | 0.34% |
| <i>Transportation &amp; International Finance</i> | 13.0           | 1.47% | 11.7              | 1.40% | 1.1            | 0.15% |

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|                                   | Quarters Ended |       |         |         |        |         |
|-----------------------------------|----------------|-------|---------|---------|--------|---------|
| Corporate Finance                 | 10.3           | 0.59% | (5.5)   | (0.32)% | 4.0    | 0.25%   |
| Equipment Finance                 | 4.0            | 0.40% | 3.6     | 0.36%   | 3.6    | 0.39%   |
| Real Estate Finance               |                |       |         |         |        |         |
| Commercial Services               | 1.7            | 0.30% | (0.4)   | (0.06)% | (1.8)  | (0.31)% |
| North American Commercial Finance | 16.0           | 0.43% | (2.3 )  | (0.06)% | 5.8    | 0.17%   |
| Non-Strategic Portfolios          | 6.6            | 8.77% | 5.6     | 0.55%   | 2.6    | 0.20%   |
| Total                             | \$ 35.6        | 0.76% | \$ 15.0 | 0.27%   | \$ 9.5 | 0.18%   |

(1) TIF charge-offs for the quarter ended March 31, 2014 included \$3 million related to the transfer of receivables to assets held for sale, and none for the year-ago quarter and prior quarter. NACF charge-offs for the quarter ended March 31, 2014, included \$4 million related to the transfer of receivables to assets held for sale and \$1 million for each of the quarters ended December 31, 2013 and March 31, 2013. NSP charge-offs for the quarters ended March 31, 2014 and December 31, 2013 included approximately \$7 million and \$4 million, respectively, related to the transfer of receivables to assets held for sale and none for the year-ago quarter.

Absent the previously discussed amounts related to AHFS transfers, charge-offs remain at relatively low levels. The increase in the first quarter of 2014 is reflective of the episodic volatility that is to be expected with credit metrics at such low levels and does not represent a change in the credit quality of the portfolio. Recoveries are down in amount from prior periods and are expected to continue to decline as the low level of more recent charge-offs afford fewer opportunities for recoveries. Additionally, charge-offs associated with AHFS do not generate future recoveries as the loans are generally sold before recoveries can be realized.

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The tables below present information on non-performing loans, which includes non-performing loans related to AHFS for each period:

### Non-accrual and Accruing Past Due Loans (dollars in millions)

|   | March 31, 2014 | December 31, 2013 |
|---|----------------|-------------------|
| <b>Non-accrual loans</b>  |                |                   |
| U.S.  | \$ 151.2       | \$ 176.3          |
| Foreign   | 67.2           | 64.4              |
| Non-accrual loans   | \$ 218.4       | \$ 240.7          |
| <b>Troubled Debt Restructurings</b>                                   |                |                   |
| U.S.  | \$ 203.6       | \$ 218.0          |
| Foreign   | 3.2            | 2.9               |
| Restructured loans  | \$ 206.8       | \$ 220.9          |
| <b>Accruing loans past due 90 days or more</b>                        |                |                   |
| Government guaranteed accruing student loans past due 90 days or more | \$ 195.6       | \$ 223.7          |
| Other accruing loans past due 90 days or more                         | 12.6           | 10.0              |
| Accruing loans past due 90 days or more                               | \$ 208.2       | \$ 233.7          |



**Non-accrual Loans as a Percentage of Finance Receivables by Class** (dollars in millions)

|   | March 31, 2014 |       |   | December 31, 2013 |       |   |
|---|----------------|-------|---|-------------------|-------|---|
|   |                |       |   |                   |       |   |
| Transportation Finance                            | \$ 15.6        | 0.82  | % | \$ 14.3           | 0.81  | % |
| International Finance                             | 20.3           | 1.23  | % | 21.0              | 1.21  | % |
| <i>Transportation &amp; International Finance</i> | 35.9           | 1.01  | % | 35.3              | 1.01  | % |
| Corporate Finance                                 | 63.7           | 0.91  | % | 83.8              | 1.23  | % |
| Equipment Finance                                 | 65.7           | 1.63  | % | 59.4              | 1.47  | % |
| Real Estate Finance                               |                |       |   |                   |       |   |
| Commercial Services                               | 1.9            | 0.08  | % | 4.2               | 0.19  | % |
| <i>North American Commercial Finance</i>          | 131.3          | 0.88  | % | 147.4             | 1.00  | % |
| <i>Non-Strategic Portfolios</i>                   | 51.2           | 44.37 | % | 58.0              | 13.14 | % |
| Total   | \$ 218.4       | 1.18  | % | \$ 240.7          | 1.29  | % |

Non-accrual loans declined from the prior period, both in amount and as a percentage of finance receivables. The improvements reflect repayments, as well as returns to accrual status and charge-offs.

Approximately 65% of our non-accrual accounts were paying currently at March 31, 2014, and our impaired loan carrying value (including specific reserves and charge-offs) to estimated outstanding contractual balances approximated 80%. For this purpose, impaired loans are comprised principally of non-accrual loans over \$500,000 and TDRs.

Total delinquency (30 days or more) was down as a percentage of finance receivables at 3.67%, as last quarter's non-credit (administrative) delinquencies in the Equipment Finance portfolio were largely resolved.

**Foregone Interest on Non-accrual Loans and Troubled Debt Restructurings** (dollars in millions)

|  | Quarter Ended March 31, 2014 |         |         | Quarter Ended March 31, 2013 |         |         |
|--|------------------------------|---------|---------|------------------------------|---------|---------|
|  | U.S.                         | Foreign | Total   | U.S.                         | Foreign | Total   |
| Interest revenue that would have been earned at original terms | \$ 11.3                      | \$ 2.8  | \$ 14.1 | \$ 22.5                      | \$ 4.2  | \$ 26.7 |
| Less: Interest recorded  | (3.3)                        |         | (3.3)   | (3.6)                        | (1.4)   | (5.0)   |
| Foregone interest revenue                                      | \$ 8.0                       | \$ 2.8  | \$ 10.8 | \$ 18.9                      | \$ 2.8  | \$ 21.7 |

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The Company periodically modifies the terms of loans/finance receivables in response to borrowers' difficulties. Modifications that include a financial concession to the borrower, which otherwise would not have been considered, are accounted for as troubled debt restructurings (TDRs). For those accounts that were modified but were not considered to be TDRs, it was determined that no concessions had been granted by CIT to the borrower. Borrower compliance with the modified terms is the primary measurement that we use to determine the success of these programs.

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The tables that follow reflect loan carrying values as of March 31, 2014 and December 31, 2013 of accounts that have been modified.

### Troubled Debt Restructurings and Modifications (dollars in millions)

|   | March 31, 2014 |                | December 31, 2013 |                |
|---|----------------|----------------|-------------------|----------------|
|   |                | %<br>Compliant |                   | %<br>Compliant |
| <b>Troubled Debt Restructurings<sup>(1)</sup></b> |                |                |                   |                |
| Deferral of principal and/or interest             | \$ 176.8       | 99%            | \$ 194.6          | 99%            |
| Debt forgiveness                                  | 2.2            | 74%            | 2.4               | 77%            |
| Covenant relief and other                         | 27.8           | 86%            | 23.9              | 74%            |
| Total TDRs  | \$ 206.8       | 97%            | \$ 220.9          | 96%            |
| Percent non-accrual                               | 32%            |                | 33%               |                |
|   |                | %<br>Compliant |                   | %<br>Compliant |
| <b>Modifications<sup>(1)</sup></b>                |                |                |                   |                |
| Extended maturity                                 | \$ 3.6         | 100%           | \$ 14.9           | 37%            |
| Covenant relief                                   | 62.9           | 100%           | 50.6              | 100%           |
| Interest rate increase/additional collateral      | 21.0           | 100%           | 21.8              | 100%           |
| Other   | 87.1           | 100%           | 62.6              | 87%            |
| Total Modifications                               | \$ 174.6       | 100%           | \$ 149.9          | 91%            |
| Percent non-accrual                               | 9%             |                | 23%               |                |

<sup>(1)</sup> Table depicts the predominant element of each modification, which may contain several of the characteristics listed.

See Note 2 – Loans for additional information regarding TDRs and other credit quality information.

### NON-INTEREST INCOME

#### Non-interest Income (dollars in millions)

|   | Quarters Ended    |                      |                   |
|---|-------------------|----------------------|-------------------|
|   | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Rental income on operating leases   | \$491.9           | \$463.8              | \$476.4           |
| Other Income:   |                   |                      |                   |
| Factoring commissions   | 28.6              | 31.0                 | 30.0              |
| Fee revenues  | 21.6              | 28.4                 | 20.4              |
| Gains on sales of leasing equipment   | 8.4               | 43.7                 | 22.3              |
| Recoveries of loans charged off pre-emergence and loans charged off prior to transfer to assets held for sale | 5.2               | 5.1                  | 4.2               |
| Gains on loan and portfolio sales   | 3.5               | 24.3                 | 5.3               |
| Gain on investments   | 3.5               | 3.6                  | 2.4               |

|   | Quarters Ended |          |          |
|---|----------------|----------|----------|
| Counterparty receivable accretion                   | 2.2            | 3.2      | 3.1      |
| Impairment on assets held for sale                  | (1.1)          | (34.7)   | (22.6)   |
| Losses on derivatives and foreign currency exchange | (7.1)          | (1.7)    | (0.6)    |
| Other revenues                                      | 9.4            | 25.0     | 5.6      |
| Total other income                                  | 74.2           | 127.9    | 70.1     |
| Total non-interest income                           | \$ 566.1       | \$ 591.7 | \$ 546.5 |

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Non-interest Income includes Rental Income on Operating Leases and Other Income.

*Rental income on operating leases* from equipment we lease is recognized on a straight line basis over the lease term. Rental income is discussed in *Net Finance Revenues* and *Results by Business Segment*. See also *Concentrations Operating Leases* for additional information on operating leases.

*Other income* declined from the prior quarter and increased slightly from the prior year quarter reflecting the following:

*Factoring commissions* were down modestly from the year-ago quarter. Sequentially, the decline reflects seasonally lower factoring volume.

*Fee revenues* include fees on lines of credit and letters of credit, capital markets-related fees, agent and advisory fees, and servicing fees for the loans we sell but retain servicing, including servicing fees in the small business lending portfolio, which is in AHFS at March 31, 2014. Fee revenues are mainly driven by our NACF segment. The prior quarter included higher fees from capital markets activities. NSP segment fee revenues generated for servicing the small business lending portfolio totaled approximately \$2 million for the current and the prior quarter and \$3 million for the year-ago quarter. These fees will no longer be earned upon the sale of that portfolio. In addition, during the first quarter of 2014 there was \$3 million of fee revenue from our student lending business, which was sold in April 2014.

*Gains on sales of leasing equipment* resulted from approximately \$255 million of equipment sales in the first quarter of 2014, \$220 million in the year-ago quarter, and \$170 million in the 2013 fourth quarter. Gains as a percentage of equipment sold decreased from last quarter and the year-ago quarter and will vary based on the type and age of equipment sold. The prior quarter benefitted from a \$17 million gain on the sale of a leveraged lease in NACF and from higher gains on the sale of operating lease equipment in TIF. Equipment sales for the first quarter of 2014 included approximately \$185 million in TIF, mostly aircraft, and \$70 million in NACF. Equipment sales for the year-ago quarter consisted of approximately \$135 million in TIF, \$75 million in NACF and \$10 million in NSP. Equipment sales for the 2013 fourth quarter consisted of approximately \$80 million in TIF and \$90 million in NACF.

*Recoveries of loans charged off pre-emergence and loans charged off prior to transfer to held for sale* reflects repayments or other workout resolutions on loans charged off prior to emergence from bankruptcy and loans charged off prior to classification as held for sale. Unlike recoveries on loans charged off after our restructuring, these recoveries are recorded as other income, not as a reduction to the provision for loan losses.

*Gains on loan and portfolio sales* in the first quarter of 2014 reflected approximately \$150 million of sales, with approximately \$70 million in NACF, \$65 million in NSP, and \$15 million in TIF. Essentially all of the first quarter of 2014 gains were due to NACF sales. The year-ago quarter sales totaled approximately \$80 million, which consisted of approximately \$70 million in NACF (which generated essentially all of the gains), and \$10 million in NSP. The prior quarter sales totaled approximately \$440 million, with approximately \$390 million in NSP that generated gains of \$24 million from the sale of the remaining Dell Europe portfolio, and \$50 million in TIF.

*Gains on investments* reflected sales of equity investments, primarily in NACF.

*Counterparty receivable accretion* relates to the FSA accretion of a fair value discount on the receivable from Goldman Sachs International ( GSI ) related to the GSI Facilities, which are total return swaps (as discussed in *Funding and Liquidity* and *Note 5 Long-term Borrowings* and *Note 6 Derivative Financial Instruments*). The discount is accreted into income over the expected term of the payout of the associated

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receivables. FSA accretion remaining on the counterparty receivable was \$9 million at March 31, 2014.

*Impairment on assets held for sale* in the first quarter of 2014 of \$1 million reflects TIF and NSP impairment charges and was down from the year-ago and prior quarters on lower operating lease equipment in AHFS. The prior year quarter included \$21 million of charges related to NSP Europe assets, essentially all of which related to operating lease equipment for which there was a similar offsetting benefit in depreciation expense, and \$2 million related to TIF aerospace equipment. The prior quarter included \$25 million of impairments related to our NSP segment international platform rationalization efforts and \$10 million of TIF charges which primarily related to aerospace equipment. When a long-lived asset is classified as held for sale, depreciation expense is suspended and the asset is evaluated periodically for impairment, with any such charge recorded in other income. (See *Expenses* for related discussion of *Depreciation on operating lease equipment*.)

*Losses on derivatives and foreign currency exchange* include the impact of transactional foreign currency movements, which resulted in losses of \$(41) million in the first quarter of 2014, as the US dollar strengthened against other currency exposures, and losses of \$(38) million and \$(11) million in the year-ago and prior quarters, respectively. These were partially offset by gains of \$37 million in the first quarter of 2014 and gains of \$35 million and \$12 million in the year-ago and prior quarters, respectively, on derivatives that economically hedge foreign currency movements and other exposures. In addition, a loss of \$(2) million in the first quarter of 2014, a gain of \$3 million in the year-ago quarter and a loss of \$(2) million in the prior quarter were recorded related to the valuation of the derivatives within the GSI facility. Gains and losses from realization of cumulative translation adjustment (CTA) amounts from AOCI upon sale or substantial liquidation of a subsidiary were approximately \$2 million for the first quarter of 2014 and not significant for year-ago and prior quarters. For additional information on the impact of derivatives on the income statement, please refer to *Note 6 Derivative Financial Instruments*.

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*Other revenues* include items that are more episodic in nature, such as proceeds received in excess of carrying value on non-accrual accounts held for sale, which were repaid or had another workout resolution, and insurance proceeds in excess of carrying value on damaged leased equipment, and also includes income from joint ventures. In the 2013 fourth quarter, NACF recognized a \$19 million gain on a workout-related claim.

### EXPENSES

#### Other Expenses (dollars in millions)

|   | Quarters Ended    |                      |                   |
|---|-------------------|----------------------|-------------------|
|   | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Depreciation on operating lease equipment                 | \$ 148.8          | \$ 139.5             | \$ 133.3          |
| Maintenance and other operating lease expenses            | 51.6              | 39.0                 | 42.4              |
| Operating expenses:                                       |                   |                      |                   |
| Compensation and benefits                                 | 139.1             | 130.0                | 137.0             |
| Technology  | 21.1              | 21.1                 | 19.8              |
| Professional fees   | 18.0              | 19.2                 | 18.7              |
| Provision for severance and facilities exiting activities | 9.9               | 18.5                 | 5.7               |
| Net occupancy expense                                     | 8.9               | 8.3                  | 9.4               |
| Advertising and marketing                                 | 7.9               | 7.5                  | 7.7               |
| Other expenses  | 30.8              | 82.9                 | 37.0              |
| Total operating expenses                                  | 235.7             | 287.5                | 235.3             |
| Total other expenses                                      | \$ 436.1          | \$ 466.0             | \$ 411.0          |
| Headcount   | 3,200             | 3,240                | 3,490             |

*Depreciation on operating lease equipment* is recognized on owned equipment over the lease term or estimated useful life of the asset. Depreciation expense is primarily driven by the TIF operating lease equipment portfolio, which includes long-lived assets such as aircraft and railcars. To a lesser extent, depreciation expense includes amounts on smaller ticket equipment, such as office equipment. Impairments recorded on equipment held in portfolio are reported as depreciation expense. AHFS also impact the balance (as depreciation expense is suspended on operating lease equipment once it is transferred to AHFS). Depreciation expense is discussed further in *Net Finance Revenues*, as it is a component of our asset margin. See *Non-interest Income* for impairment charges on operating lease equipment classified as held for sale.

*Maintenance and other operating lease expenses* primarily relate to the TIF operating lease portfolio. Previously these maintenance expenses were included as a reduction to rental income on operating leases, while other operating lease expenses were recorded as an increase to depreciation on operating lease equipment. The majority of costs are railcar fleet maintenance. CIT Rail provides railcars primarily pursuant to full-service lease contracts under which CIT Rail as lessor is responsible for railcar maintenance and repair. Under our aircraft leases, the lessee is generally responsible for normal maintenance and repairs, airframe and engine overhauls, compliance with airworthiness directives, and compliance with return conditions of aircraft on lease. As a result, aircraft maintenance costs primarily relate to transition costs incurred in connection with re-leasing an aircraft.

The increase in maintenance and other operating lease expenses reflects the growing rail portfolio, and aerospace remarketing expenses resulting from the elevated levels of aircraft re-leasing activity in 2014.

*Operating expenses* were flat as compared to the year-ago quarter and down 18% sequentially, with the sequential decline driven by the fourth quarter 2013 Tyco International Ltd. ( Tyco ) tax agreement settlement charge of \$45 million, discussed below in Other expenses. Operating expenses for the 2014 quarter included amounts related to the European rail business that was acquired during the quarter. Operating expenses also include Bank deposit raising costs, which totaled \$13 million in the first quarter of 2014, compared to \$9 million for the year-ago quarter and \$10 million for the prior quarter, and are reflected across various expense categories, but mostly within advertising and marketing and in other expenses, reflecting deposit insurance costs. Operating expenses reflect the following changes:

- n *Compensation and benefits* increased slightly from the year-ago and prior quarters. Over the past year, we have made progress on various expense initiatives and reduced our headcount by about 290, which lowered our compensation costs this quarter. However, the annual restart of employee benefits, and costs associated with curtailing legacy pension plans more than offset the lower headcount.
- n *Professional fees* include legal and other professional fees such as tax, audit, and consulting services and were flat over the presented quarters.

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- n *Advertising and marketing* expenses include CIT Bank advertising and marketing costs associated with raising deposits, which totaled \$6 million in the first quarter of 2014, \$5 million in the year-ago quarter, and \$3 million in the prior quarter.
- n *Provision for severance and facilities exiting activities* reflects employee terminations charges and other costs associated with various organization efficiency initiatives.
- n *Other expenses* include items such as travel and entertainment, insurance, FDIC costs, office equipment and supply costs and taxes (other than income taxes). The prior quarter includes a \$45 million charge related to a December 2013 Tyco Tax Agreement settlement which related to a tax agreement that CIT and Tyco entered into in 2002 in connection with CIT's separation from Tyco.

We continue to make progress reducing non-strategic portfolios, and have exited all the sub-scale countries in Asia, and several in Latin America and Europe. In April 2014 we sold the remaining student loan business, and we expect to close on the sale of the SBL portfolio later in the second quarter, subject to regulatory approval. Our primary focus is on the remaining countries in Europe and Latin America (including Mexico). The primary driver for our cost reductions will be the exit of our non-strategic portfolios, which will eliminate about \$15 million from our quarterly expenses.

## FRESH START ACCOUNTING

Upon emergence from bankruptcy in 2009, CIT applied Fresh Start Accounting (FSA) in accordance with GAAP. FSA had a significant impact on our operating results in prior years but the impact has significantly lessened. NFR includes the accretion of the FSA adjustments to the loans, leases and debt, as well as to depreciation and, to a lesser extent rental income related to operating lease equipment.

The most significant remaining discount at March 31, 2014, \$2.2 billion, relates to operating lease equipment (\$1.4 billion related to rail operating lease assets and \$0.8 billion related to aircraft operating lease assets). The discount on the operating lease equipment was, in effect, an impairment of the operating lease equipment upon emergence from bankruptcy, as the assets were recorded at their fair value, which was less than their carrying value. The recording of the FSA adjustment reduced the asset balances subject to depreciation and thus decreases depreciation expense over the remaining useful life of the operating lease equipment or until it is sold.

At March 31, 2014 the remaining accretable balance on loans was \$30 million, and is expected to accrete into income within the next 2 years. The remaining FSA discount on borrowings at March 31, 2014 was \$270 million, of which \$226 million related to borrowings secured by student loans. The borrowings secured by student loans were extinguished in April 2014, and at that time the remaining FSA balance associated with those borrowings was accelerated. In addition, the Company has filed a redemption notice that it will redeem borrowings secured by aircraft in the 2014 second quarter. The repayment of these borrowings will result in acceleration of the FSA discount of approximately \$40 million in the second quarter. The remaining FSA discount on secured borrowings after these extinguishments will be approximately \$5 million.

## INCOME TAXES

### Income Tax Data (dollars in millions)

|   | Quarters Ended    |                      |                   |
|---|-------------------|----------------------|-------------------|
|   | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Provision for income taxes, before discrete items | \$ 10.9           | \$ 13.9              | \$ 20.5           |
| Discrete items                                    | 3.3               | 17.3                 | (5.3)             |
| Provision for income taxes                        | \$ 14.2           | \$ 31.2              | \$ 15.2           |
| Effective tax rate                                | 11.3%             | 19.1%                | 8.4%              |

The Company's first quarter income tax provision was \$14.2 million compared to \$31.2 million in the prior quarter and \$15.2 million in the year-ago quarter. The first quarter of 2014's tax provision primarily reflected income tax expense on the earnings of certain international operations and state income tax expense in the U.S. Included in the prior quarter's discrete items was the recognition of approximately \$13 million of deferred tax

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expense due to the sale of a leverage lease, which contributed to the higher tax provision. The higher year-ago quarter's income tax provision was driven by higher pre-tax earnings, a higher tax rate due to a less favorable geographic mix of earnings partially offset by certain net discrete tax benefits. The year-ago quarter's income tax provision included \$5.3 million of net discrete tax benefits which primarily related to favorable settlements of prior year international tax audits partially offset by the establishment of valuation allowances against certain international net deferred tax assets.

The change in the effective tax rate each period is impacted by a number of factors, including the relative mix of domestic and foreign earnings, adjustments to the valuation allowances, and discrete items. The actual year-end 2014 effective tax rate may vary from the currently projected

tax rate due to changes in these factors.

The Company has not recognized any tax benefit on its prior year domestic losses and certain prior year foreign losses due to uncertainties related to its ability to realize its net deferred tax assets in the future. Due to these uncertainties, combined with the recent three years of cumulative losses by certain domestic and foreign reporting entities, the Company has concluded that it does not currently meet the criteria to recognize its net deferred tax assets, inclusive of the deferred tax assets related to NOLs in these entities. Accordingly, the Company maintained a valuation allowance of \$1.5 billion against its net deferred tax assets at December 31, 2013. Of the \$1.5 billion valuation allowance, approximately \$1.3 billion relates to domestic reporting entities and \$211 million relates to foreign reporting entities.

Management's decision to maintain the valuation allowances on certain reporting entities' net deferred tax assets requires significant judgment and an analysis of all the positive and negative evidence regarding the likelihood that these future benefits will be realized. The most recent three years of cumulative losses, adjusted for any non-recurring items, was considered a significant negative factor supporting the need for a valuation allowance. At the point when any of these reporting entities transition into a cumulative three year income position, management will take this trend into consideration, along with other facts and circumstances, in determining whether to release any of the valuation allowances. The other facts and circumstances that are considered in evaluating the need for or release of a valuation allowance include sustained profitability, both historical and forecast, tax planning strategies, and the carry-forward periods for the NOLs.

Certain foreign and domestic entities with net operating loss carry-forwards have been profitable in some of the most recent periods but remain in a cumulative three year loss position. Thus, the Company continues to record a full valuation allowance on these entities' net deferred tax assets due to their history of losses. Given the continued improvement in earnings in certain of these entities, which is one factor considered in the evaluation process, it is possible that the valuation allowance for these entities may be reduced if these trends continue and other factors do not outweigh this positive evidence.

At the point a determination is made that it is more likely than not that a reporting entity will generate sufficient future taxable income to realize its respective net deferred tax assets within the carry-forward period available under the tax law for each applicable tax jurisdiction, the Company will reduce the entity's respective valuation allowance (in full or in part), resulting in an income tax benefit in the period such a determination is made. Subsequently, a provision for income taxes will be provided for future earnings; however there will be a minimal impact on cash taxes paid for until the related NOL carry-forward is fully utilized. In addition, while GAAP equity will increase as a result of a valuation allowance reversal, we expect minimal benefit, if any, on regulatory capital.

See *Note 9 – Income Taxes* for additional information, including deferred tax assets.

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## RESULTS BY BUSINESS SEGMENT

In December 2013, we announced organization changes that became effective January 1, 2014. Management changed our operating segments to (i) realign and simplify its businesses and organizational structure, (ii) streamline and consolidate certain business processes to achieve greater operating efficiencies, and (iii) leverage CIT's operational capabilities for the benefit of its clients and customers. Effective January 1, 2014, CIT manages its business and reports financial results in three operating segments: (1) Transportation & International Finance (TIF); (2) North American Commercial Finance (NACF); and (3) Non-Strategic Portfolios (NSP).

The change in segment reporting does not affect CIT's historical consolidated results of operations. The discussions below reflect the new reporting segments, and all prior period comparisons have been conformed and are consistent with the presentation of financial information to management.

See *Note 13 – Business Segment Information* for additional details.

### Transportation & International Finance

Our Transportation & International Finance segment (TIF) includes several divisions: aerospace (commercial aircraft and business aircraft), rail, and maritime finance, as well as international finance, which includes corporate lending and equipment financing businesses in China and the U.K. Revenues generated by TIF include rents collected on leased assets, interest on loans, fees, and gains from assets sold.

*Aerospace – Commercial Air* provides leasing and financing solutions including operating leases, capital leases, loans and structuring and advisory services for commercial airlines worldwide. We own and finance a fleet of more than 300 commercial aircraft and have about 100 customers in approximately 50 countries.

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*Aerospace Business Air* provides financing solutions to business jet operators. Serving clients around the globe, we provide financing that is tailored to our clients' unique business requirements. Products include term loans, leases, predelivery financing, fractional share financing and vendor/ manufacturer financing.

*Rail* offers customized leasing and financing solutions and a highly efficient, diversified fleet of railcar assets to freight shippers and carriers throughout North America and Europe. We expanded our operations to Europe through a 2014 acquisition. See *Concentrations* *Leased Railcars* section.

*Maritime Finance* offers senior secured loans, sale-leasebacks and bareboat charters to owners and operators of oceangoing cargo vessels, including tankers, bulkers, container ships, car carriers, and offshore vessels and drilling rigs.

*International Finance* offers corporate lending and advisory services as well as equipment financing and leasing to small and middle market businesses in the UK and China.

**Transportation & International Finance Financial Data and Metrics (dollars in millions)**

|  | Quarters Ended    |                      |                   |
|--|-------------------|----------------------|-------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| <b>Earnings Summary</b>  |                   |                      |                   |
| Interest income  | \$ 76.7           | \$ 69.6              | \$ 56.6           |
| Interest expense   | (160.7)           | (151.1)              | (144.1)           |
| Provision for credit losses  | (12.4)            | (14.6)               | 5.6               |
| Rental income on operating leases  | 459.6             | 425.7                | 417.4             |
| Other income   | 7.2               | 7.1                  | 16.8              |
| Depreciation on operating lease equipment  | (121.7)           | (113.0)              | (108.0)           |
| Maintenance and other operating lease expenses   | (51.6)            | (39.0)               | (42.4)            |
| Operating expenses   | (79.5)            | (67.9)               | (63.4)            |
| Income before provision for income taxes   | \$ 117.6          | \$ 116.8             | \$ 138.5          |
| <b>Select Average Balances</b>   |                   |                      |                   |
| Average finance receivables (AFR)  | \$ 3,555.0        | \$ 3,354.3           | \$ 2,762.0        |
| Average operating leases (AOL)   | \$13,457.5        | \$12,486.0           | \$12,122.2        |
| Average earning assets (AEA)   | \$17,119.7        | \$15,928.8           | \$15,084.0        |
| <b>Statistical Data</b>  |                   |                      |                   |
| Net finance margin – net finance revenue (interest and rental income, net of interest and depreciation and maintenance and other operating lease expenses) as a % of AEA | 4.73%             | 4.83%                | 4.76%             |
| Operating lease margin (rental income less depreciation and maintenance and other operating lease expenses) as a % of AOL  | 8.51%             | 8.77%                | 8.81%             |
| New business volume  | \$ 1,054.6        | \$ 1,265.7           | \$ 423.0          |

Pre-tax earnings for the quarter were \$118 million, down from \$139 million in the year-ago quarter primarily due to higher credit costs and operating expenses, partially offset by higher net finance revenue. Pre-tax earnings were essentially flat sequentially.

We entered the European rail leasing market this past quarter with the January 31, 2014 acquisition of Nacco, an independent full service railcar lessor in Europe, which included more than 9,500 railcars, consisting of tank cars, flat cars, gondolas and hopper cars. We expect this acquisition



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to be slightly accretive to earnings this year, inclusive of integration costs and infrastructure investments, as we build this growth platform.

Financing and leasing assets grew to \$17.6 billion at March 31, 2014, up sequentially from \$16.4 billion and from \$15.2 billion a year ago. The sequential increase included \$0.8 billion of growth in Rail, due in large part to the European acquisition which added approximately \$650 million in operating lease equipment, over \$200 million in Aerospace and \$100 million in Maritime.

New business volume remained strong and asset utilization remained high. CIT Bank continued to fund our U.S. new business volume, which included for the first time commercial aircraft operating leases.

Other highlights included:

- n Net finance revenue ( NFR ) was \$202 million, up from \$180 million in the year-ago quarter and \$192 million in the prior quarter. The increases over the prior periods generally reflect higher asset balances and higher prepayments of loans in the current period.
- n Net operating lease revenue (rental income on operating leases less depreciation on operating lease equipment and maintenance and other operating lease expenses), which is a component of NFR, was \$286 million, up modestly from the year-ago and prior quarters. Growth in the Aerospace and Rail portfolios offset an increase in maintenance expense and higher depreciation expense. The decline in the net operating lease margin (as a % of average operating lease equipment) reflected pressure on

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renewal rents on certain aircraft, and higher maintenance costs in Rail and other operating lease expenses in Aerospace. These offset the net benefit from higher asset balances and continued strong utilization. We entered 2014 with approximately 50 aircraft to remarket, a level that is higher than in recent years and will increase transition costs and pressure yields if rates for certain aircraft remain soft. We made good progress placing these expirations and have lease commitments for approximately 70% of those aircraft. We expect lease expirations for rail equipment in 2014 will represent slightly over 20% of the rail portfolio, a level that is lower than recent experience.

- n At March 31, 2014, TIF had 272 commercial aircraft, and approximately 115,000 railcars and 350 locomotives on operating lease.
- n New business volume for the first quarter was over \$1.0 billion as we took delivery of 9 aircraft and approximately 1,400 railcars and funded slightly over \$400 million of finance receivables. Included in the deliveries for the first time were planes funded by CIT Bank.
- n At March 31, 2014, we had 139 aircraft on order from manufacturers (down from 147 at December 31, 2013), with deliveries scheduled through 2020. All new aircraft deliveries scheduled for the next twelve months have lease commitments. We had future purchase commitments for approximately 8,000 railcars, with scheduled deliveries through 2015, of which 84% have lease commitments. See *Item 1. Consolidated Financial Statements, Note 11 Commitments*.
- n Aerospace equipment utilization remained strong at March 31, 2014, with 99% of commercial aircraft on lease or under a commitment. Rail utilization rates remained steady at 98%.
- n Other income primarily includes gains on sales of equipment, partially offset by impairment charges. For the first quarter of 2014, gains on equipment and receivable sales totaled \$4 million on \$199 million of equipment and receivable sales, compared to \$15 million of gains on \$135 million of sales in the year-ago quarter and \$16 million of gains on \$127 million of sales last quarter. Impairment on operating lease equipment held for sale totaled \$1 million in the first quarter of 2014, compared to \$2 million in the year-ago quarter and \$10 million last quarter.
- n Provision for credit losses was \$12 million, compared to a net recovery in the year-ago quarter, which benefited from a reserve release in Aerospace and down slightly sequentially. Non-accrual loans were \$36 million (1.01% of finance receivables) at March 31, 2014, essentially unchanged from December 31, 2013 and up from \$24 million (0.80%) at March 31, 2013. Net charge-offs were \$13 million (1.47% of average finance receivables) in the first quarter of 2014, up from \$1 million (0.15%) in the year-ago quarter and up from \$12 million (1.40%) last quarter. Charge-offs were concentrated in the International portfolio.

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- n Operating expenses were \$80 million, up \$16 million from a year ago and \$12 million sequentially and reflecting the acquisition of Nacco in Rail, and our continued build of the Maritime platform.

### North American Commercial Finance

Our North American Commercial Finance segment is comprised of four divisions: Corporate Finance, Equipment Finance, Real Estate Finance and Commercial Services. Revenue is generated from interest earned on loans, rents on leases, fees and other revenue from lending activities and capital markets transactions and commissions earned on factoring and related activities.

*Corporate Finance* provides a range of financing options and offers advisory services to small and medium size companies. Its core products include both loan and fee-based products. Loans offered are primarily senior secured loans collateralized by accounts receivable, inventory, machinery & equipment and/or intangibles that are often used for working capital, plant expansion, acquisitions or recapitalizations. These loans include revolving lines of credit and term loans and, depending on the nature and quality of the collateral, may be referred to as asset-based loans or cash flow loans. We provide financing to customers in a wide range of industries, including Commercial & Industrial, Communications, Media & Entertainment, Energy and Healthcare.

*Equipment Finance* provides leasing and equipment loan solutions to small businesses and middle market companies in a wide range of industries. We provide financing solutions for our borrowers and lessees, and assist manufacturers and distributors in growing sales, profitability and customer loyalty by providing customized, value-added finance solutions to their commercial clients. We offer both capital and operating leases.

*Real Estate Finance* provides senior secured commercial real estate loans to developers and other commercial real estate professionals. We focus on stable, cash flowing properties and originate construction loans to highly experienced and well capitalized developers.

*Commercial Services* provides factoring, receivable management products, and secured financing to businesses (our clients, generally manufacturers or importers of goods) that operate in several industries, including apparel, textile, furniture, home furnishings and consumer electronics. Factoring entails the assumption of credit risk with respect to trade accounts receivable arising from the sale of goods by our clients to their customers (generally retailers) that have been factored (i.e. sold or assigned to the factor). Although primarily U.S.-based, Commercial Services also conducts business with clients and their customers internationally.

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### North American Commercial Finance Financial Data and Metrics (dollars in millions)

|   | Quarters Ended    |                      |                   |
|---|-------------------|----------------------|-------------------|
|   | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| <b>Earnings Summary</b>                   |                   |                      |                   |
| Interest income                           | \$ 193.4          | \$ 199.7             | \$ 219.3          |
| Interest expense                          | (68.9)            | (67.2)               | (78.6)            |
| Provision for credit losses               | (23.2)            | 2.5                  | (24.9)            |
| Rental income on operating leases         | 22.8              | 27.2                 | 23.8              |
| Other income                              | 61.8              | 106.5                | 63.7              |
| Depreciation on operating lease equipment | (21.9)            | (20.4)               | (16.3)            |
| Operating expenses                        | (121.5)           | (113.3)              | (128.1)           |
| Income before provision for income taxes  | \$ 42.5           | \$ 135.0             | \$ 58.9           |
| <b>Select Average Balances</b>            |                   |                      |                   |
| Average finance receivables (AFR)         | \$ 14,800.1       | \$ 14,593.3          | \$ 13,427.2       |

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|                                   | Quarters Ended |             |             |
|-----------------------------------|----------------|-------------|-------------|
| Average earning assets (AEA)      | \$ 13,764.7    | \$ 13,456.5 | \$ 12,292.7 |
| <b>Statistical Data</b>           |                |             |             |
| Net finance revenue as a % of AEA | 3.64%          | 4.14%       | 4.82%       |
| Funded new business volume        | \$ 1,372.9     | \$ 1,778.7  | \$ 1,333.0  |
| Factoring volume                  | \$ 6,271.1     | \$ 6,801.3  | \$ 6,354.5  |

Pre-tax earnings were down from both the year-ago and prior quarters. The decline from the year-ago quarter reflected lower interest income that resulted from lower yields in certain portfolios and fewer interest recoveries. The sequential quarter decline primarily reflected lower other income and higher operating expenses, as the prior quarter included significant benefits related to asset sales and workouts.

Financing and leasing assets grew 6% from a year ago to \$15.2 billion, and were up 1% sequentially, reflecting strong growth in our real estate finance division, partially offset by lower factoring receivables. Funded new business volume totaled \$1.4 billion, up from \$1.3 billion in the year-ago quarter, and down from \$1.8 billion in the prior quarter, in line with typical seasonal trends. The increase in volume from the year-ago quarter primarily reflected an increase in middle market corporate lending.

CIT Bank originated the vast majority of the U.S. funded volume in each of the quarters. At March 31, 2014, over 70% of this segment's financing and leasing assets were in CIT Bank.

Other highlights included:

- n Net finance revenue was \$125 million, down from \$148 million in the year-ago quarter and \$139 million in the prior quarter. Net finance margin was 3.64% compared to 4.82% and 4.14% in the year-ago and prior quarters, respectively. The decline in net finance margin from prior periods reflects the reduction of benefits from interest recoveries, lower portfolio yields in Corporate Finance and Equipment Finance, as well as a lower benefit from net FSA accretion.
- n Other income was down from the year-ago quarter and prior quarter reflecting lower gains on asset sales (including receivables, equipment and investments), and, when compared to the prior quarter, lower fee revenue. The prior quarter included a \$19 million gain on a workout-related claim.
- n Factoring commissions were \$29 million, compared to \$30 million in the year-ago quarter and \$31 million in the prior quarter, on lower factored volume.
- n Gains on equipment, receivables and investments totaled \$10 million, down from \$12 million in the year-ago quarter and \$24 million in the prior quarter. Equipment and receivables sold totaled \$138 million in the first quarter of 2014, compared to \$144 million in the year-ago quarter and \$88 million in the prior quarter. The prior quarter gain included \$17 million resulting from a sale of a leveraged lease.
- n Fee revenue was \$17 million, up from \$16 million in the year-ago quarter, and down from \$24 million in the prior quarter. The sequential quarter decline reflected lower syndication and arranger fees.
- n Credit metrics remained at or near cycle lows. Non-accrual loans declined to \$131 million (0.88% of finance receivables) from \$147 million (1.00%) at December 31, 2013 and \$197 million (1.39%) a year ago. The provision for credit losses was \$23 million, modestly lower than in the year-ago quarter, but up from the prior quarter, in which there were net recoveries. Net charge-offs were \$16 million (0.43% of average finance receivables), compared to \$6 million (0.17%) in the year-ago quarter and a net recovery of \$2 million last quarter. The current period had a lower level of recoveries, and a higher level of charged-off accounts that had specific reserves in Corporate Finance. The current period provision for credit losses primarily reflects lower recoveries as well as asset growth.
- n Operating expenses declined from the year-ago quarter, largely reflecting fewer employees, but rose sequentially, as the prior quarter included benefits from the recovery of legal expenses.

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**Table of Contents****Non-Strategic Portfolios**

Non-Strategic Portfolios segment ( NSP ) consists of portfolios that we no longer consider strategic. Included in NSP at March 31, 2014 are a run-off government-guaranteed student loan business, small business lending portfolio and other equipment finance portfolios, including certain ones in Latin America (including Mexico) and Europe that we identified as subscale platforms during our international rationalization.

**Non-Strategic Portfolios Financial Data and Metrics (dollars in millions)**

|   | Quarters Ended    |                      |                   |
|---|-------------------|----------------------|-------------------|
|   | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| <b>Earnings Summary</b>                   |                   |                      |                   |
| Interest income                           | \$ 49.5           | \$ 65.0              | \$ 78.1           |
| Interest expense                          | (43.9)            | (49.9)               | (54.6)            |
| Provision for credit losses               | (1.0)             | (2.2)                | (0.3)             |
| Rental income on operating leases         | 9.5               | 10.9                 | 35.2              |
| Other income                              | 7.5               | 12.7                 | (9.7)             |
| Depreciation on operating lease equipment | (5.2)             | (6.1)                | (9.0)             |
| Operating expenses                        | (22.2)            | (39.5)               | (45.1)            |
| Loss before provision for income taxes    | \$ (5.8)          | \$ (9.1)             | \$ (5.4)          |
| <b>Select Average Balances</b>            |                   |                      |                   |
| Average finance receivables (AFR)         | \$ 300.0          | \$ 4,030.4           | \$ 5,133.1        |
| Average earning assets (AEA)              | 4,515.4           | 4,783.2              | 5,646.1           |
| <b>Statistical Data</b>                   |                   |                      |                   |
| Net finance revenue as a % of AEA         | 0.88%             | 1.66%                | 3.52%             |
| Funded new business volume                | \$ 51.8           | \$ 98.1              | \$ 185.4          |

Pre-tax losses for the quarter were \$6 million, compared to pre-tax losses of \$5 million in the year-ago quarter and \$9 million in the prior quarter. The changes from both the year-ago quarter and the sequential quarter reflect lower operating expenses offset by reduced net finance margin from the continued decline in asset levels.

Financing and leasing assets at March 31, 2014 totaled \$4.4 billion, which included the student loan business of approximately \$3.3 billion, the small business lending portfolio of approximately \$0.4 billion and approximately \$0.7 billion related to international small ticket platforms identified as subscale platforms during our international rationalization. The financing and leasing assets were down from \$4.6 billion at December 31, 2013 and from \$5.6 billion at March 31, 2013, primarily due to loan sales and runoff.

We have exited all the small countries in Asia and several countries in Latin America and Europe and continue to market the remaining portfolios in Europe and Latin America (including Mexico). In April 2014 we sold the student loan business of approximately \$3.3 billion. Approximately \$3.2 billion of debt was extinguished, including \$0.8 billion of debt that was repaid using a portion of the cash proceeds. As a result, in the second quarter the student loan business will be reported as discontinued operations and we expect to record a net gain of over \$50 million related to the sale and extinguishment of the related debt and will record incremental expense related to exiting the business.

**Table of Contents****Corporate and Other**

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Certain items are not allocated to operating segments and are included in Corporate and Other, including unallocated interest expense, primarily related to corporate liquidity costs (Interest Expense), mark-to-market adjustments on non-qualifying derivatives (Other Income), restructuring charges for severance and facilities exit activities and certain legal costs (Operating Expenses).

### Corporate and Other Financial Data (dollars in millions)

|  | Quarters Ended    |                      |                   |
|--|-------------------|----------------------|-------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| <b>Earnings Summary</b>                |                   |                      |                   |
| Interest income                        | \$ 3.7            | \$ 4.4               | \$ 2.7            |
| Interest expense                       | (17.4)            | (18.5)               | (14.6)            |
| Provision for credit losses            | (0.1)             | (0.1)                | 0.1               |
| Other income                           | (2.3)             | 1.6                  | (0.7)             |
| Operating expenses                     | (12.5)            | (66.8)               | 1.3               |
| Loss before provision for income taxes | \$(28.6)          | \$(79.4)             | \$(11.2)          |

- n Interest income consists of interest and dividend income, primarily from deposits held at other depository institutions and U.S. Treasury Securities.
- n Other income primarily reflects gains and (losses) on derivatives and foreign currency exchange.
- n Operating expenses reflects salary and general and administrative expenses in excess of amounts allocated to the business segments, litigation-related costs and provision for severance and facilities exiting activities. Restructuring charges totaled \$10 million in the first quarter of 2014, compared to \$6 million in the year-ago quarter and \$18 million in the prior quarter, and the prior quarter also included \$45 million related to the Tyco tax settlement agreement.

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#### FINANCING AND LEASING ASSETS

The following table presents our financing and leasing assets by segment and divisions within these segments.

#### Financing and Leasing Asset Composition (dollars in millions)

|   | March 31,<br>2014 | December 31,<br>2013 | % Change |    |
|---|-------------------|----------------------|----------|----|
| <b>Transportation &amp; International Finance</b> |                   |                      |          |    |
| <i>Segment Total</i>                              |                   |                      |          |    |
| Loans   | \$ 3,553.5        | \$ 3,494.4           | 1.7      | %  |
| Operating lease equipment, net                    | 13,926.9          | 12,778.5             | 9.0      | %  |
| Assets held for sale                              | 92.6              | 158.5                | (41.6    | )% |
| Financing and leasing assets                      | 17,573.0          | 16,431.4             | 6.9      | %  |

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|   | March 31,<br>2014  | December 31,<br>2013 | % Change     |
|---|--------------------|----------------------|--------------|
| <b>Aerospace</b>                          |                    |                      |              |
| Loans                                     | 1,247.1            | 1,247.7              | %            |
| Operating lease equipment, net            | 8,595.5            | 8,267.9              | 4.0 %        |
| Assets held for sale                      | 24.8               | 148.8                | (83.3 )%     |
| Financing and leasing assets              | 9,867.4            | 9,664.4              | 2.1 %        |
| <b>Rail</b>                               |                    |                      |              |
| Loans                                     | 123.3              | 107.2                | 15.0 %       |
| Operating lease equipment, net            | 5,325.0            | 4,503.9              | 18.2 %       |
| Assets held for sale                      | 1.4                | 3.3                  | (57.6 )%     |
| Financing and leasing assets              | 5,449.7            | 4,614.4              | 18.1 %       |
| <b>Maritime Finance</b>                   |                    |                      |              |
| Loans                                     | 529.8              | 412.6                | 28.4 %       |
| Financing and leasing assets              | 529.8              | 412.6                | 28.4 %       |
| <b>International Finance</b>              |                    |                      |              |
| Loans                                     | 1,653.3            | 1,726.9              | (4.3 )%      |
| Operating lease equipment, net            | 6.4                | 6.7                  | (4.5 )%      |
| Assets held for sale                      | 66.4               | 6.4                  | >100 %       |
| Financing and leasing assets              | 1,726.1            | 1,740.0              | (0.8 )%      |
| <b>North American Commercial Finance</b>  |                    |                      |              |
| <b>Segment Total</b>                      |                    |                      |              |
| Loans                                     | 14,902.8           | 14,693.1             | 1.4 %        |
| Operating lease equipment, net            | 210.1              | 240.5                | (12.6 )%     |
| Assets held for sale                      | 67.0               | 38.2                 | 75.4 %       |
| Financing and leasing assets              | 15,179.9           | 14,971.8             | 1.4 %        |
| <b>Real Estate Finance</b>                |                    |                      |              |
| Loans                                     | 1,615.2            | 1,554.8              | 3.9 %        |
| Financing and leasing assets              | 1,615.2            | 1,554.8              | 3.9 %        |
| <b>Corporate Finance</b>                  |                    |                      |              |
| Loans                                     | 6,974.3            | 6,831.8              | 2.1 %        |
| Operating lease equipment, net            | 11.5               | 6.2                  | 85.5 %       |
| Assets held for sale                      | 67.0               | 38.2                 | 75.4 %       |
| Financing and leasing assets              | 7,052.8            | 6,876.2              | 2.6 %        |
| <b>Equipment Finance</b>                  |                    |                      |              |
| Loans                                     | 4,041.6            | 4,044.1              | (0.1 )%      |
| Operating lease equipment, net            | 198.6              | 234.3                | (15.2 )%     |
| Financing and leasing assets              | 4,240.2            | 4,278.4              | (0.9 )%      |
| <b>Commercial Services</b>                |                    |                      |              |
| Loans factoring receivables               | 2,271.7            | 2,262.4              | 0.4 %        |
| Financing and leasing assets              | 2,271.7            | 2,262.4              | 0.4 %        |
| <b>Non-Strategic Portfolios</b>           |                    |                      |              |
| Loans                                     | 115.4              | 441.7                | (73.9 )%     |
| Operating lease equipment, net            | 45.4               | 16.4                 | >100 %       |
| Assets held for sale                      | 4,243.4            | 4,181.2              | 1.5 %        |
| Financing and leasing assets              | 4,404.2            | 4,639.3              | (5.1 )%      |
| <b>Consolidated Totals:</b>               |                    |                      |              |
| Loans                                     | \$ 18,571.7        | \$ 18,629.2          | (0.3 )%      |
| Operating lease equipment, net            | 14,182.4           | 13,035.4             | 8.8 %        |
| Assets held for sale                      | 4,403.0            | 4,377.9              | 0.6 %        |
| <b>Total financing and leasing assets</b> | <b>\$ 37,157.1</b> | <b>\$ 36,042.5</b>   | <b>3.1 %</b> |

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Growth in TIF financing and leasing assets reflects the acquisition of a European railcar lessor of approximately \$650 million of assets (operating lease equipment), along with solid new business volume, which included the delivery of 9 aircraft and approximately 1,400 railcars and funding of slightly over \$400 million of loans. NACF growth was led by its Corporate Finance division, which included solid commercial and industrial and energy activity.

AHFS totaled \$4.4 billion at March 31, 2014, the majority of which was in NSP and included \$3.3 billion of student loans that were sold in April 2014, approximately \$0.3 billion of small business loans and approximately \$0.7 billion of various other equipment financing portfolios primarily in Latin America (including Mexico) and certain European countries we identified as subscale platforms during our international rationalization.

Financing and leasing asset trends are also discussed in the respective segment descriptions in *Results by Business Segment*.

The following table presents the changes to our financing and leasing assets:

**Financing and Leasing Assets Roll Forward** (dollars in millions)

|                                     | <b>Transportation and<br/>International<br/>Finance</b> | <b>North American<br/>Commercial<br/>Finance</b> | <b>Non-Strategic<br/>Portfolios</b> | <b>Total</b> |
|-------------------------------------|---|--|-------------------------------------|--------------|
| <b>Balance at December 31, 2013</b> | \$ 16,431.4   | \$ 14,971.8                                      | \$ 4,639.3                          | \$ 36,042.5  |
| New business volume                 | 1,054.6   | 1,372.9  | 51.8                                | 2,479.3      |
| Portfolio / business acquisitions   | 649.2   |  |                                     | 649.2        |
| Loan sales                          | (14.2)  | (69.8)   | (63.6)                              | (147.6)      |
| Equipment sales                     | (184.3)   | (68.4)   | (3.8)                               | (256.5)      |
| Depreciation                        | (121.7)   | (21.9)   | (5.2)                               | (148.8)      |
| Gross charge-offs                   | (14.3)  | (22.6)   | (7.5)                               | (44.4)       |
| Collections and other               | (227.7)   | (982.1)  | (206.8)                             | (1,416.6)    |
| <b>Balance at March 31, 2014</b>    | \$ 17,573.0   | \$ 15,179.9                                      | \$ 4,404.2                          | \$ 37,157.1  |
| <b>Balance at December 31, 2012</b> | \$ 14,908.1   | \$ 13,277.4                                      | \$ 5,720.2                          | \$ 33,905.7  |
| New business volume                 | 423.0   | 1,333.0  | 185.4                               | 1,941.4      |
| Portfolio purchases                 | 154.3   | 694.4  |                                     | 848.7        |
| Loan sales (pre-FSA)                |   | (66.8)   | (12.0)                              | (78.8)       |
| Equipment sales (pre-FSA)           | (135.3)   | (77.4)   | (8.0)                               | (220.7)      |
| Depreciation (pre-FSA)              | (108.0)   | (16.3)   | (9.0)                               | (133.3)      |
| Gross charge-offs (pre-FSA)         | (4.2)   | (14.2)   | (5.9)                               | (24.3)       |
| Collections and other               | (41.2)  | (843.6)  | (296.1)                             | (1,180.9)    |
| <b>Balance at March 31, 2013</b>    | \$ 15,196.7   | \$ 14,286.5                                      | \$ 5,574.6                          | \$ 35,057.8  |

The following tables present our segment volumes and loan and equipment sales:

**Total Business Volumes** (dollars in millions)

**Quarters Ended**

|  | Quarters Ended    |                      |                   |
|--|-------------------|----------------------|-------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Transportation and International Finance | \$ 1,054.6        | \$ 1,265.7           | \$ 423.0          |
| North American Commercial Finance        | 1,372.9           | 1,778.7              | 1,333.0           |
| Non-Strategic Portfolios                 | 51.8              | 98.1                 | 185.4             |
| Total                                    | \$ 2,479.3        | \$ 3,142.5           | \$ 1,941.4        |
| Factored Volume                          | \$ 6,271.1        | \$ 6,801.3           | \$ 6,354.5        |

Funded new business volume increased nearly 28% from the year-ago quarter as an increase in TIF offset a decline in NACF activity. Sequentially, the decline reflects normal seasonality in NACF and fewer equipment deliveries in TIF.

Factoring volume was down slightly from the year-ago quarter, while seasonally down from the prior quarter.

Business volumes are discussed in the respective segment descriptions in *Results by Business Segment*.

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#### **Loan Sales** (dollars in millions)

|  | Quarters Ended    |                      |                   |
|--|-------------------|----------------------|-------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Transportation and International Finance | \$ 14.2           | \$ 50.9              | \$                |
| North American Commercial Finance        | 69.8              |                      | 66.8              |
| Non-Strategic Portfolios                 | 63.6              | 393.3                | 12.0              |
| Total                                    | \$ 147.6          | \$ 444.2             | \$ 78.8           |

The NSP 2013 fourth quarter activity primarily consisted of the sale of a portion of the small business portfolio and international portfolios.

#### **Equipment Sales** (dollars in millions)

|  | Quarters Ended    |                      |                   |
|--|-------------------|----------------------|-------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Transportation and International Finance | \$ 184.3          | \$ 75.8              | \$ 135.3          |
| North American Commercial Finance        | 68.4              | 88.0                 | 77.4              |
| Non-Strategic Portfolios                 | 3.8               | 3.7                  | 8.0               |
| Total                                    | \$ 256.5          | \$ 167.5             | \$ 220.7          |



Asset sales in Transportation Finance primarily reflect aerospace assets.

## CONCENTRATIONS

### Ten Largest Accounts

Our ten largest financing and leasing asset accounts in the aggregate represented 9.1% of our total financing and leasing assets at March 31, 2014 (the largest account was less than 2.0%). Excluding student loans, the top ten accounts in aggregate represented 10.0% of total owned assets (the largest account totaled 1.9%). The largest accounts represent aerospace and rail assets.

The ten largest financing and leasing asset accounts were 8.9% (9.8% excluding student loans) at December 31, 2013.

### Geographic Concentrations

The following table represents the financing and leasing assets by obligor geography:

#### Financing and Leasing Assets by Obligor Geographic Region (dollars in millions)

|                     | March 31, 2014 |        | December 31, 2013 |        |
|---------------------|----------------|--------|-------------------|--------|
| Northeast           | \$ 6,745.9     | 18.2%  | \$ 6,742.9        | 18.7%  |
| Midwest             | 4,792.7        | 12.9%  | 4,606.9           | 12.8%  |
| Southwest           | 4,065.7        | 10.9%  | 3,920.5           | 10.9%  |
| West                | 3,881.7        | 10.5%  | 3,943.2           | 10.9%  |
| Southeast           | 3,566.0        | 9.6%   | 3,378.8           | 9.4%   |
| Total U.S.          | 23,052.0       | 62.1%  | 22,592.3          | 62.7%  |
| Asia / Pacific      | 4,197.2        | 11.3%  | 4,019.7           | 11.1%  |
| Europe              | 4,113.4        | 11.1%  | 3,695.2           | 10.3%  |
| Canada              | 2,278.9        | 6.1%   | 2,289.3           | 6.4%   |
| Latin America       | 1,722.5        | 4.6%   | 1,743.7           | 4.8%   |
| All other countries | 1,793.1        | 4.8%   | 1,702.3           | 4.7%   |
| Total               | \$37,157.1     | 100.0% | \$36,042.5        | 100.0% |

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The following table summarizes both state concentrations greater than 5.0% and international country concentrations in excess of 1.0% of our financing and leasing assets:

#### Financing and Leasing Assets by Obligor State and Country (dollars in millions)

|              | March 31, 2014 |      | December 31, 2013 |      |
|--------------|----------------|------|-------------------|------|
| <b>State</b> |                |      |                   |      |
| Texas        | \$ 3,412.6     | 9.2% | \$ 3,232.5        | 9.0% |

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|                     | March 31, 2014 |       | December 31, 2013 |       |
|---------------------|----------------|-------|-------------------|-------|
| New York            | 2,604.9        | 7.0%  | 2,571.3           | 7.1%  |
| California          | 1,909.7        | 5.2%  | 1,949.2           | 5.4%  |
| All other states    | 15,124.8       | 40.7% | 14,839.3          | 41.2% |
| Total U.S.          | \$ 23,052.0    | 62.1% | \$ 22,592.3       | 62.7% |
| <b>Country</b>      |                |       |                   |       |
| Canada              | \$ 2,278.9     | 6.1%  | \$ 2,289.3        | 6.4%  |
| England             | 1,142.1        | 3.1%  | 1,168.0           | 3.2%  |
| China               | 971.5          | 2.6%  | 969.1             | 2.7%  |
| Australia           | 965.0          | 2.6%  | 975.2             | 2.7%  |
| Mexico              | 779.9          | 2.1%  | 820.0             | 2.3%  |
| Brazil              | 696.5          | 1.9%  | 710.3             | 2.0%  |
| France              | 498.8          | 1.3%  | 294.7             | 0.8%  |
| Korea               | 453.6          | 1.2%  | 460.1             | 1.3%  |
| Germany             | 424.0          | 1.1%  | 251.3             | 0.7%  |
| Spain               | 396.5          | 1.1%  | 451.0             | 1.2%  |
| All other countries | 5,498.3        | 14.8% | 5,061.2           | 14.0% |
| Total International | \$ 14,105.1    | 37.9% | \$ 13,450.2       | 37.3% |

## Industry Concentrations

The following table represents financing and leasing assets by industry of obligor:

### Financing and Leasing Assets by Obligor Industry (dollars in millions)

|  | March 31, 2014 |        | December 31, 2013 |        |
|--|----------------|--------|-------------------|--------|
| Commercial airlines (including regional airlines) <sup>(1)</sup> | \$ 9,239.2     | 24.9%  | \$ 8,972.4        | 24.9%  |
| Manufacturing <sup>(2)</sup>                                     | 6,025.2        | 16.2%  | 5,542.1           | 15.4%  |
| Student lending  | 3,283.6        | 8.8%   | 3,374.5           | 9.4%   |
| Retail <sup>(3)</sup>  | 3,023.7        | 8.1%   | 3,063.1           | 8.5%   |
| Service industries   | 3,011.5        | 8.1%   | 3,144.3           | 8.7%   |
| Transportation <sup>(4)</sup>                                    | 2,777.3        | 7.5%   | 2,404.2           | 6.7%   |
| Energy and utilities   | 1,406.2        | 3.8%   | 1,256.7           | 3.5%   |
| Real Estate  | 1,350.1        | 3.6%   | 1,351.4           | 3.7%   |
| Healthcare   | 1,331.3        | 3.6%   | 1,393.1           | 3.9%   |
| Oil and gas extraction / services                                | 1,138.2        | 3.1%   | 1,018.7           | 2.8%   |
| Finance and insurance  | 715.7          | 1.9%   | 760.1             | 2.1%   |
| Other (no industry greater than 2%)                              | 3,855.1        | 10.4%  | 3,761.9           | 10.4%  |
| Total  | \$ 37,157.1    | 100.0% | \$ 36,042.5       | 100.0% |

<sup>(1)</sup> Includes the Commercial Aerospace Portfolio and additional financing and leasing assets that are not commercial aircraft.

<sup>(2)</sup> At March 31, 2014, includes manufacturers of chemicals, including pharmaceuticals (3.4%), petroleum and coal, including refining (2.7%), and food (1.9%).

<sup>(3)</sup> At March 31, 2014, includes retailers of apparel (3.5%) and general merchandise (1.6%).

<sup>(4)</sup> At March 31, 2014, includes rail (4.0%), maritime (1.6%) and trucking and shipping (1.3%).

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#### Commercial Aerospace

The following tables present detail on our commercial and regional aerospace portfolio concentrations, which we call our Commercial Aerospace portfolio. The net investment in regional aerospace financing and leasing assets was \$51.5 million and \$52.1 million at March 31, 2014 and December 31, 2013, respectively, and was substantially comprised of loans and capital leases.

The information presented below by region, manufacturer, and body type, is based on our operating lease aircraft portfolio, which comprises 94% of our total commercial aerospace portfolio and substantially all of our owned fleet of leased aircraft at March 31, 2014.

#### Commercial Aerospace Portfolio (dollars in millions)

|                                | March 31, 2014 |        | December 31, 2013 |        |
|--------------------------------|----------------|--------|-------------------|--------|
|                                | Net Investment | Number | Net Investment    | Number |
| <b>By Product:</b>             |                |        |                   |        |
| Operating lease <sup>(1)</sup> | \$8,585.6      | 272    | \$8,379.3         | 270    |
| Loan <sup>(2)</sup>            | 450.3          | 40     | 505.3             | 39     |
| Capital lease                  | 128.1          | 12     | 31.7              | 8      |
| Total                          | \$9,164.0      | 324    | \$8,916.3         | 317    |

#### Commercial Aerospace Operating Lease Portfolio (dollars in millions)<sup>(1)</sup>

|                                    | March 31, 2014 |        | December 31, 2013 |        |
|------------------------------------|----------------|--------|-------------------|--------|
|                                    | Net Investment | Number | Net Investment    | Number |
| <b>By Region:</b>                  |                |        |                   |        |
| Asia / Pacific                     | \$3,259.1      | 86     | \$3,065.1         | 81     |
| Europe                             | 2,272.7        | 86     | 2,408.8           | 91     |
| U.S. and Canada                    | 1,477.5        | 47     | 1,276.5           | 43     |
| Latin America                      | 959.2          | 38     | 940.3             | 38     |
| Africa / Middle East               | 617.1          | 15     | 688.6             | 17     |
| Total                              | \$8,585.6      | 272    | \$8,379.3         | 270    |
| <b>By Manufacturer:</b>            |                |        |                   |        |
| Airbus                             | \$5,960.3      | 166    | \$5,899.1         | 167    |
| Boeing                             | 2,188.3        | 90     | 2,038.7           | 87     |
| Embraer                            | 437.0          | 16     | 441.5             | 16     |
| Total                              | \$8,585.6      | 272    | \$8,379.3         | 270    |
| <b>By Body Type<sup>(3)</sup>:</b> |                |        |                   |        |

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|                                       | March 31, 2014 |     | December 31, 2013 |     |
|---------------------------------------|----------------|-----|-------------------|-----|
| Narrow body                           | \$6,220.2      | 231 | \$6,080.6         | 230 |
| Intermediate                          | 2,364.0        | 40  | 2,297.3           | 39  |
| Regional and other                    | 1.4            | 1   | 1.4               | 1   |
| Total                                 | \$8,585.6      | 272 | \$8,379.3         | 270 |
| Number of customers                   |                | 98  |                   | 98  |
| Weighted average age of fleet (years) |                | 6   |                   | 5   |

- (1) *Includes operating lease equipment held for sale.*
- (2) *Plane count excludes aircraft in which our net investment consists of syndicated financings against multiple aircraft. The net investment associated with such financings was \$43 million at March 31, 2014 and \$45 million at December 31, 2013.*
- (3) *Narrow body are single aisle design and consist primarily of Boeing 737 and 757 series, Airbus A320 series, and Embraer E170 and E190 aircraft. Intermediate body are smaller twin aisle design and consist primarily of Boeing 767 series and Airbus A330 series aircraft. Regional and Other includes aircraft and related equipment, such as engines.*

Our top five commercial aerospace outstanding exposures totaled \$1,981.9 million at March 31, 2014. The largest individual outstanding exposure totaled \$625.7 million at March 31, 2014. The largest individual outstanding exposure to a U.S. carrier totaled \$444.1 million at March 31, 2014. See *Note 11 – Commitments* for additional information regarding commitments to purchase additional aircraft.

### Leased Railcars

TIF's Rail business owns approximately 115,000 railcars, including approximately 27,900 tank cars, of which approximately 17,000 are used in the transport of crude oil, ethanol and other flammable liquids (collectively, *Flammable Liquids*) in North America.

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Following several highly-publicized derailments of tank cars since mid-2013, U.S. and Canadian government agencies and industry groups agreed to implement a number of operational changes, including requiring multiple crew members on all trains carrying hazardous materials, prohibiting unattended trains on main lines, increasing track inspections, reducing speeds in populated areas, redirecting trains around high-risk areas, and mandating the testing and classification of crude oil prior to shipment. In addition, in April, 2014, Transport Canada ( *TC* ) issued an order prohibiting the use of certain older tank cars in dangerous goods service in Canada effective immediately. We do not expect these operational changes and restrictions will have a material impact on our business or financial results.

In September 2013, the Pipeline and Hazardous Materials Safety Administration of the U.S. Department of Transportation ( *PHMSA* ) issued an Advance Notice of Proposed Rulemaking seeking public comment on potential design enhancements to certain tank cars, commonly referred to as DOT 111 tank cars, used to transport *Flammable Liquids*. Similarly, in April, 2014, TC announced that it intends to propose rules requiring all tank cars in crude and ethanol service in Canada that do not comply with the rail industry's CPC-1232 design standard to be either phased out or retrofitted by May 1, 2017. The CPC-1232 standard was voluntarily adopted by the rail industry in 2011 and includes design enhancements intended to improve tank car safety. Of the approximately 17,000 tank cars in our North American fleet currently in *Flammable Liquids* service, approximately 10,500 were manufactured prior to adoption of the CPC-1232 standard. TC also announced that it intends to coordinate with U.S. regulators to determine whether additional requirements may be needed for the entire North American fleet of DOT 111 tank cars in *Flammable Liquids* service.

Until PHMSA and TC release their proposed rules, we will be unable to assess how any final regulations may impact CIT and what changes may be required with respect to our tank cars in *Flammable Liquids* service, including the scope and cost to CIT of any retrofit program and the

timing of required implementation of any retrofitting requirements.

## OTHER ASSETS / OTHER LIABILITIES

The following tables present components of other assets and other liabilities.

### Other Assets (dollars in millions)

|   | March 31, 2014 | December 31, 2013 |
|---|----------------|-------------------|
| Deposits on commercial aerospace equipment          | \$ 761.2       | \$ 831.3          |
| Deferred debt costs and other deferred charges      | 160.8          | 158.5             |
| Tax receivables, other than income taxes            | 143.0          | 132.2             |
| Executive retirement plan and deferred compensation | 100.0          | 101.3             |
| Other <sup>(1)</sup>                                | 608.8          | 540.7             |
| Total other assets                                  | \$ 1,773.8     | \$ 1,764.0        |

<sup>(1)</sup> Other includes items such as: accrued interest/dividends, fixed assets, prepaid expenses, investments in and receivables from non-consolidated entities, deferred federal and state tax assets, and other miscellaneous assets, none of which are individually in excess of \$100 million.

### Other Liabilities (dollars in millions)

|  | March 31, 2014 | December 31, 2013 |
|--|----------------|-------------------|
| Equipment maintenance reserves                         | \$ 915.2       | \$ 904.2          |
| Accrued expenses and accounts payable                  | 374.8          | 490.1             |
| Accrued interest payable                               | 215.2          | 247.1             |
| Security and other deposits                            | 245.4          | 227.4             |
| Current taxes payable and deferred taxes               | 316.6          | 179.8             |
| Valuation adjustment relating to aerospace commitments | 128.3          | 137.5             |
| Other <sup>(1)</sup>                                   | 508.9          | 490.3             |
| Total other liabilities                                | \$ 2,704.4     | \$ 2,676.4        |

<sup>(1)</sup> Other consists of other taxes, property tax liabilities and other miscellaneous liabilities.

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## RISK MANAGEMENT

CIT is subject to a variety of risks that may arise through the Company's business activities, including the following principal forms of risk:

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*Credit risk*, which is the risk of loss (including the incurrence of additional expenses) when a borrower does not meet its financial obligations to the Company. Credit risk may arise from lending, leasing, and/or counterparty activities.

- n *Asset risk*, which is the equipment valuation and residual risk of lease equipment owned by the Company that arises from fluctuations in the supply and demand for the underlying leased equipment. The Company is exposed to the risk that, at the end of the lease term, the value of the asset will be lower than expected, resulting in either reduced future lease income over the remaining life of the asset or a lower sale value.
- n *Market risk*, which includes interest rate and foreign currency risk. Interest rate risk refers to the impact that fluctuations in interest rates will have on the Company's NFR and on the market value of the Company's assets, liabilities and derivatives. Foreign exchange risk refers to the economic impact that fluctuations in exchange rates between currencies will have on the Company's non-dollar denominated assets and liabilities.
- n *Liquidity risk*, which is the risk that the Company has an inability to maintain adequate cash resources and funding capacity to meet its obligations, including under liquidity stress scenarios.
- n *Legal, regulatory and compliance risk*, which is the risk that the Company is not in compliance with applicable laws and regulations, which may result in fines, regulatory criticism or business restrictions, or damage to the Company's reputation.
- n *Operational risk*, which is the risk of financial loss, damage to the Company's reputation, or other adverse impacts resulting from inadequate or failed internal processes and systems, people or external events.

In order to effectively manage risk, the Company has established a governance and oversight structure that includes defining the Company's risk appetite, setting limits, underwriting standards and target performance metrics that are aligned with the risk appetite, and establishing credit approval authorities. The Company ensures effective risk governance and oversight through the establishment and enforcement of policies and procedures, risk governance committees, management information systems, models and analytics, staffing and training to ensure appropriate expertise, and the identification, monitoring and reporting of risks so that they are proactively managed.

Our policies and procedures relating to Risk Management are detailed in our Form 10-K for the year ended December 31, 2013.

### Interest Rate Risk

We evaluate and monitor interest rate risk through two primary metrics.

- n Net Interest Income Sensitivity ( NII Sensitivity ), which measures the impact of hypothetical changes in interest rates on net finance revenue; and
- n Economic Value of Equity ( EVE ), which measures the net economic value of equity by assessing the market value of assets, liabilities and derivatives.

A wide variety of potential interest rate scenarios are simulated within our asset/liability management system. All interest sensitive assets and liabilities are evaluated using discounted cash flow analysis. Rates are shocked up and down via a set of scenarios that include both parallel and non-parallel interest rate movements. Scenarios are also run to capture our sensitivity to changes in the shape of the yield curve. Furthermore, we evaluate the sensitivity of these results to a number of key assumptions, such as credit quality, spreads, and prepayments. Various holding periods of the operating lease assets are also considered. These range from the current existing lease term to longer terms which assume lease renewals consistent with management's expected holding period of a particular asset. NII Sensitivity and EVE limits have been set and are monitored for certain of the key scenarios.

The table below summarizes the results of simulation modeling produced by our asset/liability management system. The results reflect the percentage change in the EVE and NII Sensitivity over the next twelve months assuming an immediate 100 basis point parallel increase or decrease in interest rates. The 2014 first quarter's NII Sensitivity metrics reflect a lower level of net interest income consistent with reported results.

### Change to NII Sensitivity and EVE

|                        | March 31, 2014 |         | December 31, 2013 |         |
|------------------------|----------------|---------|-------------------|---------|
|                        | +100 bps       | 100 bps | +100 bps          | 100 bps |
| <b>NII Sensitivity</b> | 5.7%           | (0.2)%  | 6.1%              | (0.9)%  |
| <b>EVE</b>             | 1.8%           | (1.7)%  | 1.8%              | (2.0)%  |

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Our portfolio is in a slight asset-sensitive position, mostly related to moves in LIBOR, whereby our assets will reprice faster than our liabilities. This is primarily driven by our short-term cash and investment position and commercial floating rate loan portfolio. As a result, our current portfolio is more sensitive to near-term moves in short-term interest

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rates, whereby our NFM may increase if short-term interest rates rise, or decrease if short-term interest rates decline. Furthermore, the duration, or price sensitivity, of our liabilities is greater than that of our assets causing EVE to increase under increasing rates and decrease under decreasing rates. The methodology with which the operating lease assets are assessed in the table above reflects the existing contractual rental cash flows and the expected residual value at the end of the existing contract term. The simulation modeling for both NII Sensitivity and EVE assumes we take no action in response to the changes in interest rates.

Although we believe that these measurements provide an estimate of our interest rate sensitivity, they do not account for potential changes in credit quality, size, and prepayment characteristics of our balance sheet. They also do not account for other business developments that could affect net income, or for management actions that could affect net income or that could be taken to change our risk profile. Accordingly, we can give no assurance that actual results would not differ materially from the estimated outcomes of our simulations. Further, such simulations do not represent our current view of expected future interest rate movements.

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## FUNDING AND LIQUIDITY

CIT actively manages and monitors its funding and liquidity sources against relevant limits and targets. These sources satisfy funding and other operating obligations, while also providing protection against unforeseen stress events like unanticipated funding obligations, such as customer line draws, or disruptions to capital markets or other funding sources. In addition to its unrestricted cash, short-term investments and portfolio cash inflows, liquidity sources include:

- n a \$1.5 billion multi-year committed revolving credit facility, of which \$1.4 billion was available at March 31, 2014; and
- n committed securitization facilities and secured bank lines aggregating \$4.6 billion, of which \$2.1 billion was available at March 31, 2014, provided that eligible assets are available that can be funded through these facilities.

Asset liquidity is further enhanced by our ability to sell or syndicate portfolio assets in secondary markets, which also enables us to manage credit exposure, and to pledge assets to access secured borrowing facilities through the Federal Home Loan Banks ( FHLB ) and FRB.

Cash and short-term investment securities totaled \$8.6 billion at March 31, 2014 (\$6.8 billion of cash and \$1.8 billion of short-term investments), up from \$7.6 billion at December 31, 2013. Cash and short-term investment securities at March 31, 2014 consisted of \$3.0 billion related to the bank holding company and \$2.4 billion at the Bank with the remainder comprised of cash at operating subsidiaries and in restricted balances, of which \$1.3 billion of cash in restricted balances was used to repay maturing unsecured debt on April 1, 2014.

Included in short-term investment securities are U.S. Treasury bills, Government Agency bonds, and other highly-rated securities, which were classified as AFS and most of which had maturity dates of approximately 90 days or less as of the investment date.

The weighted average coupon rates on outstanding deposits and long-term borrowings rose slightly to 3.09% at March 31, 2014 from 3.07% at December 31, 2013 and down from 3.13% at March 31, 2013, reflecting the \$1 billion unsecured issuance in February 2014 and a slight increase in the weighted average interest rate on deposits. Transactions in the second quarter will impact the rates and funding mix, such as the repayment of \$1.3 billion of 5.25% unsecured notes on April 1, 2014 and the extinguishment of \$3.2 billion of secured debt upon the sale of the student lending business on April 25, 2014. Our pro-forma weighted average coupon rate including these items would have been 3.25% at March 31, 2014. The following table reflects our long term targeted funding mix:

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### **Target Funding Mix** (dollars in millions)

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|           | Target | March 31,<br>2014 | December 31,<br>2013 |
|-----------|--------|-------------------|----------------------|
| Deposits  | 35% 4% | 37%               | 36%                  |
| Secured   | 25% 3% | 25%               | 27%                  |
| Unsecured | 25% 3% | 38%               | 37%                  |

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### Deposits

We continued to grow deposits during the quarter to fund our bank lending and leasing activities.

Deposits totaled \$13.2 billion at March 31, 2014, up from \$12.5 billion at December 31, 2013 and \$10.7 billion at March 31, 2013. The weighted average interest rate on deposits was 1.67% at March 31, 2014, 1.65% at December 31, 2013 and 1.71% at March 31, 2013.

The following table details our deposits by type:

#### **Deposits** (dollars in millions)

|                       | March 31,<br>2014 | December 31,<br>2013 |
|-----------------------|-------------------|----------------------|
| Online deposits       | \$ 6,723.1        | \$ 6,117.5           |
| Brokered CDs / sweeps | 5,483.6           | 5,365.4              |
| Other <sup>(1)</sup>  | 982.6             | 1,043.6              |
| Total                 | \$ 13,189.3       | \$ 12,526.5          |

<sup>(1)</sup> Other primarily includes a deposit sweep arrangement related to Healthcare Savings Accounts and deposits at our Brazil bank.

### **Long-term Borrowings    Unsecured**

#### ***Revolving Credit Facility***

The Revolving Credit Facility was amended in January 2014 to reduce the total commitment amount from \$2.0 billion to \$1.5 billion and to extend the maturity date of the commitment to January 27, 2017. The total commitment amount now consists of a \$1.15 billion revolving loan tranche and a \$350 million revolving loan tranche that can also be utilized for issuance of letters of credit. The applicable margin charged under the facility was unchanged; 2.50% for LIBOR loans and 1.50% for Base Rate loans. Further improvement in CIT's long-term senior unsecured debt ratings to either BB by S&P or Ba2 by Moody's would result in a reduction in the applicable margin to 2.25% for LIBOR-based loans and to 1.25% for Base Rate loans.

At March 31, 2014, no amounts were drawn under the Revolving Credit Facility. However, there was approximately \$0.1 billion utilized for the issuance of letters of credit. Any amounts drawn under the facility will be used for general corporate purposes.

The Revolving Credit Facility is unsecured and is guaranteed by eight of the Company's domestic operating subsidiaries. The facility was amended to modify the covenant requiring a minimum guarantor asset coverage ratio and the criteria for calculating the ratio. The amended



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covenant requires a minimum guarantor asset coverage ratio ranging from 1.25:1.0 to the current requirement of 1.5:1.0 depending on the Company's long-term senior unsecured debt rating. At March 31, 2014, the reported asset coverage ratio was 2.79x.

### Senior Unsecured Notes and Series C Unsecured Notes

At March 31, 2014, we had outstanding \$13.5 billion of unsecured notes, compared to \$12.5 billion at December 31, 2013 and \$11.8 billion at March 31, 2013. On February 19, 2014, CIT issued, at par value, \$1 billion aggregate principal amount of senior unsecured notes due 2019 that bear interest at a per annum rate of 3.875%. On April 1, 2014, we repaid \$1.3 billion of maturing 5.25% unsecured notes.

See *Note 5 Long-term Borrowings* for further detail.

### Long-term Borrowings Secured

Secured borrowings totaled \$9.1 billion at March 31, 2014 and \$9.2 billion at December 31, 2013. In April 2014, we sold the student lending business and extinguished \$3.2 billion of debt secured by the student loans.

During the quarter CIT renewed a CAD 250 million committed multi-year conduit facility that allows the Canadian Equipment Finance business to fund both existing assets and new originations at attractive terms.

As part of our liquidity management strategy: we may pledge assets to secure financing transactions (which include securitizations), to secure borrowings from the FHLB or for other purposes as required or permitted by law. Our secured financing transactions do not meet accounting requirements for sale treatment and are recorded as secured borrowings, with the assets remaining on-balance sheet for GAAP. The debt associated with these transactions is collateralized by receivables, leases and/or equipment. Certain related cash balances are restricted.

The Bank is a member of the FHLB of Seattle and may borrow under lines of credit with FHLB Seattle that are secured by a blanket lien on the Bank's assets and collateral pledged to FHLB Seattle. At March 31, 2014, no collateral was pledged and no advances were outstanding with FHLB Seattle. A subsidiary of the Bank is a member of FHLB Des Moines and may borrow under lines of credit with FHLB Des Moines that are secured by a blanket lien on the subsidiary's assets and collateral pledged to FHLB Des Moines. At March 31, 2014, \$43.9 million of collateral was pledged and \$36.7 million of advances were outstanding with FHLB Des Moines.

See *Note 5 Long-Term Borrowings* for a table displaying our secured financings and pledged assets.

### GSI Facilities

Two financing facilities between two wholly-owned subsidiaries of CIT and Goldman Sachs International ( GSI ) are structured as total return swaps ( TRS ), under

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which amounts available for advances are accounted for as derivatives. Pursuant to applicable accounting guidance, only the unutilized portion of the TRS is accounted for as a derivative and recorded at its estimated fair value. The size of the CIT Financial Ltd. ( CFL ) facility is \$1.5 billion and the CIT TRS Funding B.V. ( BV ) facility is \$625 million.

At March 31, 2014, a total of \$2,840.2 million of assets and \$1,746.8 million of secured debt issued to investors was outstanding under the GSI Facilities. After adjustment to the amount of actual qualifying borrowing base under terms of the GSI Facilities, this secured debt provided for usage of \$1,541.0 million of the maximum notional amount of the GSI Facilities. The remaining \$584.0 million of the maximum notional amount represents the unused portion of the GSI Facilities and constitutes the notional amount of derivative financial instruments. An unsecured counterparty receivable of \$559.5 million is owed to CIT from GSI for debt discount, return of collateral posted to GSI and settlements resulting from market value changes to asset-backed securities underlying the structures at March 31, 2014.

Based on the Company's valuation, we recorded a liability of \$11.4 million at March 31, 2014 and \$9.7 million at December 31, 2013. We also recognized \$1.7 million as a reduction to Other Income in the first quarter associated with the change in liability.

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In April 2014, the Company sold its student loan assets and extinguished the debt secured by these loans. Approximately \$0.8 billion of the extinguished debt served as reference obligations under the TRS. The extinguishment of this debt increases the unfunded portion of the TRS and thus increases the derivative. Management is structuring additional transactions that will utilize the facility and expects the transactions to close in either the second or third quarter.

Interest expense related to the GSI Facilities is affected by the following:

- n A fixed facility fee of 2.85% per annum times the maximum facility commitment amount,
- n A variable amount based on one-month or three-month USD LIBOR times the utilized amount (effectively the adjusted qualifying borrowing base) of the total return swap, and
- n A reduction in interest expense due to the recognition of the payment of any OID from GSI on the various asset-backed securities.

See Note 6 *Derivative Financial Instruments* for further information.

### Debt Ratings

Debt ratings can influence the cost and availability of short-and long-term funding, the terms and conditions on which such funding may be available, the collateral requirements, if any, for borrowings and certain derivative instruments, the acceptability of our letters of credit, and the number of investors and counterparties willing to lend to the Company. A decrease, or potential decrease, in credit ratings could impact access to the capital markets and/or increase the cost of debt, and thereby adversely affect the Company's liquidity and financial condition.

Our debt ratings at March 31, 2014 as rated by Standard & Poor's Ratings Services (S&P), Moody's Investors Service (Moody's) and Dominion Bond Rating Service (DBRS) are presented in the following table and were unchanged from December 31, 2013.

#### Debt Ratings as of March 31, 2014

|   | S&P<br>Ratings<br>Services | Moody's<br>Investors<br>Service | DBRS      |
|---|----------------------------|---------------------------------|-----------|
| Issuer / Counterparty Credit Rating           | BB-                        | Ba3                             | BB        |
| Revolving Credit Facility Rating              | BB-                        | Ba3                             | BBB (Low) |
| Series C Notes / Senior Unsecured Debt Rating | BB-                        | Ba3                             | BB        |
| Outlook                                       | Positive                   | Stable                          | Positive  |

Rating agencies indicate that they base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix, level and quality of earnings, and the current legislative and regulatory environment, including implied government support. In addition, rating agencies themselves have been subject to scrutiny arising from the financial crisis and could make or be required to make substantial changes to their ratings policies and practices, particularly in response to legislative and regulatory changes, including as a result of provisions in Dodd-Frank. Potential changes in the legislative and regulatory environment and the timing of those changes could impact our ratings, which as noted above could impact our liquidity and financial condition.

A debt rating is not a recommendation to buy, sell or hold securities, and the ratings are subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.

### Tax Implications of Cash in Foreign Subsidiaries

Cash and short term investments held by foreign subsidiaries, including cash available to the BHC and restricted cash, totaled \$1.8 billion at March 31, 2014, unchanged from December 31, 2013.

Other than in a limited number of jurisdictions, Management does not intend to indefinitely reinvest foreign earnings.

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#### Contractual Payments and Commitments

The following tables summarize significant contractual payments and contractual commitment expirations at March 31, 2014. Certain amounts in the payments table are not the same as the respective balance sheet totals, because this table is based on contractual amounts and excludes FSA discounts, in order to better reflect projected contractual payments. Likewise, actual cash flows could vary materially from those depicted in the payments table as further explained in the table footnotes.

#### Payments for the Twelve Months Ended March 31<sup>(1)</sup> (dollars in millions)

|   | Total             | 2015              | 2016             | 2017             | 2018             | 2019+             |
|---|-------------------|-------------------|------------------|------------------|------------------|-------------------|
| Secured borrowings excluding student loan debt <sup>(2)</sup> | \$ 6,007.8        | \$ 1,192.8        | \$ 1,524.9       | \$ 833.2         | \$ 511.9         | \$ 1,945.0        |
| Secured borrowings student loan debt <sup>(3)</sup>           | 3,390.1           | 151.1             | 193.6            | 193.4            | 208.7            | 2,643.3           |
| Senior unsecured  | 13,551.8          | 2,800.5           |                  |                  | 4,500.0          | 6,251.3           |
| <b>Total Long-term borrowings</b>                             | <b>22,949.7</b>   | <b>4,144.4</b>    | <b>1,718.5</b>   | <b>1,026.6</b>   | <b>5,220.6</b>   | <b>10,839.6</b>   |
| Deposits  | 13,190.7          | 5,730.9           | 2,287.1          | 821.1            | 2,034.7          | 2,316.9           |
| Credit balances of factoring clients                          | 1,213.5           | 1,213.5           |                  |                  |                  |                   |
| Lease rental expense  | 178.9             | 60.1              | 26.1             | 22.8             | 21.9             | 48.0              |
| <b>Total contractual payments</b>                             | <b>\$37,532.8</b> | <b>\$11,148.9</b> | <b>\$4,031.7</b> | <b>\$1,870.5</b> | <b>\$7,277.2</b> | <b>\$13,204.5</b> |

<sup>(1)</sup> Projected payments of debt interest expense and obligations relating to postretirement programs are excluded.

<sup>(2)</sup> Includes non-recourse secured borrowings, which are generally repaid in conjunction with the pledged receivable maturities.

<sup>(3)</sup> In April 2014, the Company sold the student loan business and the debt secured by the loans was extinguished.

\$1.3 billion of unsecured debt with a coupon rate of 5.25% matured and was paid on April 1, 2014, while another \$1.5 billion principal balance with a coupon rate of 4.75% comes due in February 2015.

#### Commitment Expiration by Twelve Month Periods Ended March 31 (dollars in millions)

|   | Total      | 2015     | 2016     | 2017       | 2018     | 2019+      |
|---|------------|----------|----------|------------|----------|------------|
| Financing commitments                                   | \$ 4,536.2 | \$ 970.1 | \$ 315.6 | \$ 1,173.7 | \$ 911.5 | \$ 1,165.3 |
| Aerospace equipment purchase commitments <sup>(1)</sup> | 8,936.6    | 1,211.4  | 941.5    | 735.0      | 1,450.3  | 4,598.4    |
| Rail and other equipment purchase commitments           | 1,180.5    | 771.0    | 409.5    |            |          |            |
| Letters of credit                                       | 384.5      | 66.0     | 5.3      | 93.0       | 60.5     | 159.7      |
| Deferred purchase agreements                            | 1,681.5    | 1,681.5  |          |            |          |            |

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|   | Total       | 2015       | 2016       | 2017       | 2018       | 2019+      |
|---|-------------|------------|------------|------------|------------|------------|
| Guarantees, acceptances and other recourse obligations      | 2.5         | 2.5        |            |            |            |            |
| Liabilities for unrecognized tax obligations <sup>(2)</sup> | 320.3       | 5.0        | 315.3      |            |            |            |
| Total contractual commitments                               | \$ 17,042.1 | \$ 4,707.5 | \$ 1,987.2 | \$ 2,001.7 | \$ 2,422.3 | \$ 5,923.4 |

<sup>(1)</sup> *Aerospace commitments are net of amounts on deposit with manufacturers.*

<sup>(2)</sup> *The balance cannot be estimated past 2016; therefore the remaining balance is reflected in 2016.*

Financing commitments increased from \$4.3 billion at December 31, 2013 to \$4.5 billion at March 31, 2014. This includes commitments that have been extended to and accepted by customers or agents, but on which the criteria for funding have not been completed of \$804 million at March 31, 2014 and \$548 million at December 31, 2013. Also included are Commercial Services credit line agreements with an amount available, net of amount of receivables assigned to us, of \$214 million at March 31, 2014 and \$157 million at December 31, 2013.

At March 31, 2014, substantially all our undrawn financing commitments were senior facilities, with approximately 80% secured by equipment or other assets and the remainder comprised of cash flow or enterprise value facilities. Most of our undrawn and available financing commitments are in Corporate Finance. The top ten undrawn commitments totaled \$389 million at March 31, 2014.

The table above includes approximately \$1.0 billion of undrawn financing commitments at March 31, 2014 and \$0.9 billion at December 31, 2013 that were not in compliance with contractual obligations, and therefore CIT does not have the contractual obligation to lend.

## CAPITAL

### Capital Management

CIT manages its capital position to ensure capital is adequate to support the risks of its businesses and capital distributions to its shareholders. CIT's capital management is discussed in its Form 10-K for the year ended December 31, 2013.

### Return of Capital

In January 2014, the Board of Directors declared a quarterly cash dividend of \$0.10 per share, which was paid on February 28, 2014, and approved the repurchase of up to \$307 million of common stock through December 31, 2014, which included the amount that was not used from the 2013 share repurchase. During the 2014 first quarter, we

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repurchased over 2.9 million shares at an average price of \$46.66 per share, totaling nearly \$136 million. In April 2014, we repurchased nearly 1.6 million shares, bringing the year-to-date amount through April to approximately \$210 million. The repurchases were effected via open market purchases and through plans designed to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

In April 2014, the Board of Directors declared a quarterly cash dividend of \$0.10 per share payable on May 30, 2014 and authorized an additional share repurchase of up to \$300 million of common stock through December 31, 2014, bringing the total authorization for 2014 to \$607 million.

### Capital Composition and Ratios

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The Company is subject to various regulatory capital requirements. The regulatory capital guidelines currently applicable to the Company are based on the Capital Accord of the Basel Committee on Banking Supervision (Basel I). We compute capital ratios in accordance with Federal Reserve capital guidelines for assessing adequacy of capital. To be well capitalized, a BHC generally must maintain Tier 1 and Total Capital Ratios of at least 6% and 10%, respectively. The Federal Reserve Board also has established minimum guidelines. The minimum ratios are: Tier 1 Capital Ratio of 4.0%, Total Capital Ratio of 8.0% and Tier 1 Leverage Ratio of 4.0%. In order to be considered a well capitalized depository institution under FDIC guidelines, the Bank must maintain a Tier 1 Capital Ratio of at least 6%, a Total Capital Ratio of at least 10%, and a Tier 1 Leverage Ratio of at least 5%.

In the event that management reverses any of our NOL valuation allowance, there will be a benefit to GAAP earnings but minimal impact on our regulatory capital ratios. While total stockholders' equity in the following table would increase, there would also be an increase in the amount of disallowed deferred taxes in the Other Tier 1 components, which would offset most of the benefit with respect to Tier 1 and Total Capital.

### Tier 1 Capital and Total Capital Components (dollars in millions)

|  | March 31,<br>2014 | December 31,<br>2013 |
|--|-------------------|----------------------|
| <b>Tier 1 Capital</b>  |                   |                      |
| Total stockholders' equity   | \$ 8,796.0        | \$ 8,838.8           |
| Effect of certain items in accumulated other comprehensive loss excluded from Tier 1 Capital | 22.3              | 24.2                 |
| Adjusted total equity  | 8,818.3           | 8,863.0              |
| Less: Goodwill <sup>(1)</sup>  | (407.2)           | (338.3)              |
| Disallowed intangible assets   | (18.2)            | (20.3)               |
| Investment in certain subsidiaries   | (31.0)            | (32.3)               |
| Other Tier 1 components <sup>(2)</sup>   | (28.5)            | (32.6)               |
| Tier 1 Capital   | 8,333.4           | 8,439.5              |
| <b>Tier 2 Capital</b>  |                   |                      |
| Qualifying reserve for credit losses and other reserves <sup>(3)</sup>                       | 383.6             | 383.9                |
| Less: Investment in certain subsidiaries   | (31.0)            | (32.3)               |
| Other Tier 2 components <sup>(4)</sup>   | 0.2               | 0.1                  |
| Total qualifying capital   | \$ 8,686.2        | \$ 8,791.2           |
| Risk-weighted assets   | \$51,752.3        | \$50,571.2           |
| <b>BHC Ratios</b>  |                   |                      |
| Tier 1 Capital Ratio   | 16.1%             | 16.7%                |
| Total Capital Ratio  | 16.8%             | 17.4%                |
| Tier 1 Leverage Ratio  | 17.5%             | 18.1%                |
| <b>CIT Bank Ratios</b>   |                   |                      |
| Tier 1 Capital Ratio   | 16.1%             | 16.8%                |
| Total Capital Ratio  | 17.4%             | 18.1%                |
| Tier 1 Leverage Ratio  | 15.9%             | 16.9%                |

<sup>(1)</sup> Goodwill and disallowed intangible assets adjustments also reflect the portion included within assets held for sale.

<sup>(2)</sup> Includes the portion of net deferred tax assets that does not qualify for inclusion in Tier 1 capital based on the capital guidelines, the Tier 1 capital charge for nonfinancial equity investments, qualifying noncontrolling minority interests and the Tier 1 capital deduction for net unrealized losses on available-for-sale marketable securities (net of tax).

<sup>(3)</sup> Other reserves represents additional credit loss reserves for unfunded lending commitments, letters of credit, and deferred purchase agreements, all of which are recorded in Other Liabilities.

- (4) *Banking organizations are permitted to include in Tier 2 Capital up to 45% of net unrealized pre-tax gains on available for sale equity securities with readily determinable fair values.*

For a BHC, capital adequacy is based upon risk-weighted asset ratios calculated in accordance with quantitative measures established by the Federal Reserve. Under the Basel 1 guidelines, certain commitments and off-balance sheet transactions are assigned asset equivalent balances, and together with on-balance sheet assets, are divided into risk categories, each of which is assigned a risk weighting ranging from 0% (for example U.S. Treasury Bonds) to 100% (for example commercial loans).

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The reconciliation of balance sheet assets to risk-weighted assets is presented below:

#### Risk-Weighted Assets (dollars in millions)

|  | March 31,<br>2014 | December 31,<br>2013 |
|--|-------------------|----------------------|
| Balance sheet assets                               | \$ 48,578.1       | \$ 47,139.0          |
| Risk weighting adjustments to balance sheet assets | (10,526.1)        | (10,328.1)           |
| Off balance sheet items <sup>(1)</sup>             | 13,700.3          | 13,760.3             |
| Risk-weighted assets                               | \$ 51,752.3       | \$ 50,571.2          |

- (1) *2014 primarily reflects commitments to purchase aircraft and rail (\$9.9 billion), unused lines of credit (\$1.7 billion largely related to Corporate Finance division) and deferred purchase agreements (\$1.7 billion related to Commercial Services division).*

See the Regulation section of Item 1 Business Overview for further detail regarding regulatory matters, including *Capital Requirements* and *Leverage Requirements*.

#### Future Regulatory Capital Guidelines

On April 15, 2014, the Basel Committee on Banking Supervision (BCBS) released the final standard of its Supervisory Framework for Measuring and Controlling Large Exposures (SFLE), which will take effect on January 1, 2019, and replace the BCBS 1991 standard on measuring and controlling large exposures. SFLE includes a general limit on all of a bank's exposures to a single counterparty of 25% of a bank's Tier 1 Capital. This limit also applies to identified groups of connected counterparties, which are interdependent and likely to fail simultaneously. A tighter limit of 15% of Tier 1 Capital will apply to exposures between banks that have been designated as global systemically important banks (GSIBs).

We described in detail in the Regulation section of Item 1 Business Overview in our 2013 Form 10-K details regarding Basel III and other regulatory matters. A brief summary follows:

In July 2013, the Board of Governors of the Federal Reserve and the Federal Deposit Insurance Corporation issued a final rule (Basel III Final Rule) implementing revised risk-based capital and leverage requirements for banking organizations proposed under Basel III. CIT, as well as the Bank, will be subject to the Basel III Final Rule as of January 1, 2015.

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Among other matters, the Basel III Final Rule: (i) introduces a new capital measure called Common Equity Tier 1 ( CET1 ) and related regulatory capital ratio of CET1 to risk-weighted assets; (ii) specifies that Tier 1 capital consists of CET1 and Additional Tier 1 capital instruments meeting certain revised requirements; (iii) mandates that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expands the scope of the deductions from and adjustments to capital as compared to existing regulations. For most banking organizations, the most common form of Additional Tier 1 capital is non-cumulative perpetual preferred stock and the most common form of Tier 2 capital is subordinated notes, which will be subject to the Basel III Final Rule specific requirements. CIT does not currently have either of these forms of capital outstanding.

The Basel III Final Rule also introduces a new capital conservation buffer , composed entirely of CET1, on top of these minimum risk-weighted asset ratios, which excludes the Tier 1 leverage ratio. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

Implementation of the deductions and other adjustments to CET1 will begin on January 1, 2015 and will be phased-in over a 4-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer will begin on January 1, 2016 at the 0.625% level and increase by 0.625% on each subsequent January 1, until it reaches 2.5% on January 1, 2019.

Per the Basel III final rule, CIT will be required to maintain risk-based capital ratios at January 1, 2019 as follows:

|                             | Minimum Capital Requirements January 1, 2019 |                   |               |                   |
|-----------------------------|--|-------------------|---------------|-------------------|
|                             | Tier 1<br>Common<br>Equity                   | Tier 1<br>Capital | Total Capital | Leverage<br>Ratio |
| Stated minimum Ratio        | 4.5%   | 6.0%              | 8.0%          | 4.0%              |
| Capital conservation buffer | 2.5%   | 2.5%              | 2.5%          | NA                |
| Effective minimum ratio     | 7.0%   | 8.5%              | 10.5%         | 4.0%              |

With respect to the Bank, the Basel III Final Rule revises the prompt corrective action ( PCA ) regulations adopted pursuant to Section 38 of the Federal Deposit Insurance Act, by: (i) introducing a CET1 ratio requirement at each PCA category (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1

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capital ratio for well-capitalized status being 8% (as compared to the current 6%); and (iii) eliminating the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3% leverage ratio and still be adequately capitalized. The Basel III Final Rule does not change the total risk-based capital requirement for any PCA category.

At March 31, 2014, CIT's and the Bank's capital ratios and capital composition exceed the post-transition minimum capital requirements at January 2019. CIT's capital stock is substantially all Tier 1 Common equity and generally does not include non-qualifying capital instruments subject to transitional deductions. Both CIT and the Bank are subject to a minimum Tier 1 Leverage ratio of 4%. We continue to believe that, as of March 31, 2014, CIT and the Bank would meet all capital requirements under the Basel III Final Rule, including the capital conservation buffer, on a fully phased-in basis as if such requirements were currently effective. As non-advanced approaches banking organizations, CIT and the Bank will not be subject to the Countercyclical Buffer or the supplementary leverage ratio.

### **Tangible Book Value and Tangible Book Value per Share**

Tangible book value represents common equity less goodwill and other intangible assets. A reconciliation of CIT's total common stockholders equity to tangible book value, a non-GAAP measure, follows:

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### Tangible Book Value and per Share Amounts (dollars in millions, except per share amounts)

|                                   | March 31,<br>2014 | December 31,<br>2013 |
|-----------------------------------|-------------------|----------------------|
| Total common stockholders' equity | \$8,796.0         | \$8,838.8            |
| Less: Goodwill                    | (403.5)           | (334.6)              |
| Intangible assets                 | (18.2)            | (20.3)               |
| Tangible book value               | \$8,374.3         | \$8,483.9            |
| Book value per share              | \$ 45.10          | \$ 44.78             |
| Tangible book value per share     | \$ 42.94          | \$ 42.98             |

Tangible book value ("TBV") was down, as the increase in shares repurchased and held in treasury and the goodwill recorded with the Nacco acquisition offset the increase due to net income. TBV per share declined slightly, as the benefits of a decline in outstanding shares and net income were offset by the cost of shares repurchased and the additional goodwill. Book value per share increased as the decline in outstanding shares offset the decrease in common equity.

### CIT BANK

The Bank is a state-chartered commercial bank headquartered in Salt Lake City, Utah, that is subject to regulation and examination by the FDIC and the UDFI and is our principal bank subsidiary. The Bank originates and funds lending and leasing activity in the U.S. for CIT's segments. Asset growth during 2014 reflected solid lending and leasing volume. Deposits grew in support of the increased business. The Bank's capital and leverage ratios are included in the tables that follow and remain well above required levels.

As detailed in the following Consolidated Balance Sheet table, total assets increased to \$16.8 billion, up \$0.7 billion from December 31, 2013, related to growth in financing and leasing assets. Cash and deposits with banks was \$2.4 billion at March 31, 2014, down slightly from December 31, 2013.

Commercial loans totaled \$12.6 billion at March 31, 2014, up from \$12.0 billion at December 31, 2013. The increase reflects solid new business activity. The Bank funded \$1.7 billion of new business volume during 2014, up 10% from the year-ago quarter and down 22% sequentially. Most of the volume, \$1.2 billion, related to NACF, which included various divisions, as well as real estate finance. The remaining amount funded aerospace, rail and maritime transactions in TIF. The Bank also expanded its portfolio of operating lease equipment, which totaled \$1.5 billion at March 31, 2014 and comprised primarily of railcars, and now includes aircraft.

CIT Bank deposits were \$13.1 billion at March 31, 2014, up from \$12.5 billion at December 31, 2013. The weighted average interest rate was 1.58% at March 31, 2014, up slightly from December 31, 2013.

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The following presents condensed financial information for CIT Bank.

#### Condensed Balance Sheets (dollars in millions)

|                | March 31,<br>2014 | December 31,<br>2013 |
|----------------|-------------------|----------------------|
| <b>ASSETS:</b> |                   |                      |



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|  | March 31,<br>2014  | December 31,<br>2013 |
|--|--------------------|----------------------|
| Cash and deposits with banks   | \$ 2,377.2         | \$ 2,528.6           |
| Investment securities  | 236.4              | 234.6                |
| Assets held for sale   | 95.0               | 104.5                |
| Commercial loans   | 12,562.0           | 12,032.6             |
| Allowance for loan losses  | (223.3)            | (212.9)              |
| Operating lease equipment, net                                       | 1,530.6            | 1,248.9              |
| Other assets   | 188.5              | 195.0                |
| <b>Total Assets</b>  | <b>\$ 16,766.4</b> | <b>\$ 16,131.3</b>   |
| <b>LIABILITIES AND EQUITY:</b>                                       |                    |                      |
| Deposits   | \$ 13,129.8        | \$ 12,496.2          |
| Long-term borrowings   | 762.5              | 854.6                |
| Other liabilities  | 244.8              | 183.9                |
| <b>Total Liabilities</b>   | <b>14,137.1</b>    | <b>13,534.7</b>      |
| <b>Total Equity</b>  | <b>2,629.3</b>     | <b>2,596.6</b>       |
| <b>Total Liabilities and Equity</b>                                  | <b>\$ 16,766.4</b> | <b>\$ 16,131.3</b>   |
| <b>Capital Ratios</b>  |                    |                      |
| Tier 1 Capital Ratio   | 16.1%              | 16.8%                |
| Total Capital Ratio  | 17.4%              | 18.1%                |
| Tier 1 Leverage ratio  | 15.9%              | 16.9%                |
| <b>Financing and Leasing Assets by Segment (dollars in millions)</b> |                    |                      |
| North American Commercial Finance                                    | \$ 11,105.6        | \$ 10,701.1          |
| Transportation and International Finance                             | 3,006.2            | 2,606.8              |
| Non-Strategic Portfolios   | 75.8               | 78.1                 |
| <b>Total</b>   | <b>\$ 14,187.6</b> | <b>\$ 13,386.0</b>   |

**Condensed Statements of Operations** (dollars in millions)

|   | Quarters Ended    |                      |                   |
|---|-------------------|----------------------|-------------------|
|   | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Interest income   | \$ 157.8          | \$ 149.0             | \$ 122.8          |
| Interest expense  | (51.4)            | (47.4)               | (39.3)            |
| Net interest revenue  | 106.4             | 101.6                | 83.5              |
| Provision for credit losses                                     | (24.8)            | (25.3)               | (21.0)            |
| Net interest revenue, after credit provision                    | 81.6              | 76.3                 | 62.5              |
| Rental income on operating leases                               | 45.8              | 35.2                 | 20.4              |
| Other income  | 27.0              | 33.7                 | 27.4              |
| Total net revenue, net of interest expense and credit provision | 154.4             | 145.2                | 110.3             |
| Operating expenses  | (85.4)            | (73.2)               | (67.5)            |
| Depreciation on operating lease equipment                       | (18.2)            | (14.7)               | (7.2)             |
| Income before provision for income taxes                        | 50.8              | 57.3                 | 35.6              |
| Provision for income taxes                                      | (17.8)            | (19.9)               | (14.6)            |
| <b>Net income</b>   | <b>\$ 33.0</b>    | <b>\$ 37.4</b>       | <b>\$ 21.0</b>    |
| <b>New business volume funded</b>                               | <b>\$ 1,660.4</b> | <b>\$ 2,141.7</b>    | <b>\$ 1,513.2</b> |

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The Bank's 2014 results benefited from higher earning assets. The Bank's provision for credit losses reflects continued growth in loans, while credit metrics remain at or near cyclical lows. For the quarter ended March 31, 2014, net charge-offs as a percentage of average finance receivables were 0.47%, up from 0.13% in each of the year-ago quarter and prior quarter.

Other income in 2014 was down from the year-ago and prior quarters reflecting lower fee revenue. Operating expenses increased reflecting increased Bank activities.

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#### **Net Finance Revenue** (dollars in millions)

|   | Quarters Ended    |                      |                   |
|---|-------------------|----------------------|-------------------|
|   | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| Interest income                                 | \$ 157.8          | \$ 149.0             | \$ 122.8          |
| Rental income on operating leases               | 45.8              | 35.2                 | 20.4              |
| Finance revenue                                 | 203.6             | 184.2                | 143.2             |
| Interest expense                                | (51.4)            | (47.4)               | (39.3)            |
| Depreciation on operating lease equipment       | (18.2)            | (14.7)               | (7.2)             |
| Maintenance and other operating lease expenses* | (1.8)             | (1.1)                | (0.8)             |
| Net finance revenue                             | \$ 132.2          | \$ 121.0             | \$ 95.9           |
| Average Earning Assets ( AEA )                  | \$13,832.5        | \$12,540.8           | \$ 9,467.5        |
| <b>As a % of AEA:</b>                           |                   |                      |                   |
| Interest income                                 | 4.56%             | 4.75%                | 5.19%             |
| Rental income on operating leases               | 1.33%             | 1.13%                | 0.86%             |
| Finance revenue                                 | 5.89%             | 5.88%                | 6.05%             |
| Interest expense                                | (1.49)%           | (1.51)%              | (1.66)%           |
| Depreciation on operating lease equipment       | (0.52)%           | (0.47)%              | (0.30)%           |
| Maintenance and other operating lease expenses  | (0.05)%           | (0.04)%              | (0.04)%           |
| Net finance revenue                             | 3.83%             | 3.86%                | 4.05%             |

\* Amounts included in CIT Bank operating expenses.

NFR and NFM as a percentage of AEA ( NFM ) are key metrics used by management to measure the profitability of our lending and leasing assets. NFR includes interest and fee income on our loans and capital leases, interest and dividend income on cash and investments, rental revenue and depreciation from our leased equipment, as well as funding costs. Since our asset composition includes an increasing level of operating lease equipment, NFM is a more appropriate metric for CIT than net interest margin ( NIM ) (a common metric used by other banks), as NIM does not fully reflect the earnings of our portfolio because it includes the impact of debt costs on all our assets but excludes the net revenue (rental income less depreciation and maintenance and other operating lease expenses) from operating leases.

NFR and AEA increased on asset growth. During the first quarter of 2014, the Bank grew its operating lease portfolio, by adding aircraft and railcars which contributed net operating lease revenue of \$26 million, up from \$12 million in the year-ago quarter and \$19 million in the prior quarter.

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**Table of Contents****SELECT DATA AND AVERAGE BALANCES**

The following table sets forth selected consolidated financial information regarding our results of operations, balance sheets and certain ratios.

**Select Data** (dollars in millions)

|  | At or for the Quarters Ended |                      |                   |
|--|------------------------------|----------------------|-------------------|
|  | March 31,<br>2014            | December 31,<br>2013 | March 31,<br>2013 |
| <b>Select Statement of Operations Data</b>                       |                              |                      |                   |
| Net interest revenue   | \$ 32.4                      | \$ 52.0              | \$ 64.8           |
| Provision for credit losses                                      | (36.7)                       | (14.4)               | (19.5)            |
| Total non-interest income  | 566.1                        | 591.7                | 546.5             |
| Total other expenses   | (436.1)                      | (466.0)              | (411.0)           |
| Net income   | 117.2                        | 129.9                | 162.6             |
| <b>Per Common Share Data</b>                                     |                              |                      |                   |
| Diluted income per common share                                  | \$ 0.59                      | \$ 0.65              | \$ 0.81           |
| Book value per common share                                      | \$ 45.10                     | \$ 44.78             | \$ 42.21          |
| Tangible book value per common share                             | \$ 42.94                     | \$ 42.98             | \$ 40.35          |
| Dividends declared per common share                              | \$ 0.10                      | \$ 0.10              | \$                |
| <b>Performance Ratios</b>  |                              |                      |                   |
| Return on average common stockholders' equity                    | 5.3%                         | 5.9%                 | 7.7%              |
| Net finance revenue as a percentage of average earning assets    | 3.66%                        | 3.95%                | 4.43%             |
| Return on average total assets                                   | 0.98%                        | 1.11%                | 1.47%             |
| Total ending equity to total ending assets                       | 18.1%                        | 18.8%                | 19.1%             |
| <b>Balance Sheet Data</b>  |                              |                      |                   |
| Loans including receivables pledged                              | \$18,571.7                   | \$18,629.2           | \$22,120.4        |
| Allowance for loan losses  | (352.6)                      | (356.1)              | (386.0)           |
| Operating lease equipment, net                                   | 14,182.4                     | 13,035.4             | 12,290.6          |
| Goodwill   | 403.5                        | 334.6                | 345.9             |
| Total cash and short-term investments                            | 8,594.3                      | 7,600.2              | 6,941.3           |
| Total assets   | 48,578.1                     | 47,139.0             | 44,563.4          |
| Deposits   | 13,189.3                     | 12,526.5             | 10,701.9          |
| Total long-term borrowings                                       | 22,669.1                     | 21,750.0             | 21,577.0          |
| Total common stockholders' equity                                | 8,796.0                      | 8,838.8              | 8,494.4           |
| <b>Credit Quality</b>  |                              |                      |                   |
| Non-accrual loans as a percentage of finance receivables         | 1.18%                        | 1.29%                | 1.33%             |
| Net charge-offs as a percentage of average finance receivables   | 0.76%                        | 0.27%                | 0.18%             |
| Allowance for loan losses as a percentage of finance receivables | 1.90%                        | 1.91%                | 1.74%             |
| <b>Financial Ratios</b>  |                              |                      |                   |
| Tier 1 Capital Ratio   | 16.1%                        | 16.7%                | 16.4%             |
| Total Capital Ratio  | 16.8%                        | 17.4%                | 17.1%             |

**Table of Contents****Quarterly Average Balances<sup>(1)</sup> and Associated Income** (dollars in millions)

|  | March 31, 2014     |                      |                     | December 31, 2013  |                      |                     | March 31, 2013     |                      |                     |
|--|--------------------|----------------------|---------------------|--------------------|----------------------|---------------------|--------------------|----------------------|---------------------|
|  | Average<br>Balance | Revenue /<br>Expense | Average<br>Rate (%) | Average<br>Balance | Revenue /<br>Expense | Average<br>Rate (%) | Average<br>Balance | Revenue /<br>Expense | Average<br>Rate (%) |
| Interest bearing deposits  | \$ 5,298.1         | \$ 4.6               | 0.35%               | \$ 5,660.4         | \$ 4.8               | 0.34%               | \$ 5,866.9         | \$ 3.5               | 0.34%               |
| Investments  | 2,499.7            | 4.2                  | 0.67%               | 2,338.8            | 3.8                  | 0.65%               | 1,536.2            | 2.9                  | 0.65%               |
| Loans (including held for sale) <sup>(2)(3)</sup>                          |                    |                      |                     |                    |                      |                     |                    |                      |                     |
| U.S.   | 19,145.9           | 235.5                | 5.27%               | 18,738.9           | 242.0                | 5.56%               | 17,435.4           | 254.5                | 6.18%               |
| Non-U.S.   | 3,736.7            | 79.0                 | 8.45%               | 3,982.0            | 88.1                 | 8.85%               | 4,182.5            | 95.8                 | 9.34%               |
| Total loans <sup>(2)</sup>   | 22,882.6           | 314.5                | 5.82%               | 22,720.9           | 330.1                | 6.18%               | 21,617.9           | 350.3                | 6.18%               |
| Total interest earning assets /<br>interest income <sup>(2)(3)</sup>       | 30,680.4           | 323.3                | 4.40%               | 30,720.1           | 338.7                | 4.61%               | 29,021.0           | 356.7                | 5.56%               |
| Operating lease equipment, net<br>(including held for sale) <sup>(4)</sup> |                    |                      |                     |                    |                      |                     |                    |                      |                     |
| U.S. <sup>(4)</sup>  | 7,349.6            | 156.2                | 8.50%               | 6,885.6            | 160.7                | 9.34%               | 6,391.2            | 147.4                | 9.34%               |
| Non-U.S. <sup>(4)</sup>  | 6,551.2            | 135.3                | 8.26%               | 6,033.3            | 124.6                | 8.26%               | 6,343.4            | 153.3                | 9.34%               |
| Total operating lease equipment, net <sup>(4)</sup>                        | 13,900.8           | 291.5                | 8.39%               | 12,918.9           | 285.3                | 8.83%               | 12,734.6           | 300.7                | 9.34%               |
| Total earning assets <sup>(2)</sup>  | 44,581.2           | \$614.8              | 5.68%               | 43,639.0           | \$624.0              | 5.90%               | 41,755.6           | \$657.4              | 6.18%               |
| Non-interest earning assets  |                    |                      |                     |                    |                      |                     |                    |                      |                     |
| Cash due from banks  | 1,055.0            |                      |                     | 730.5              |                      |                     | 315.5              |                      |                     |
| Allowance for loan losses  | (357.8)            |                      |                     | (355.2)            |                      |                     | (378.1)            |                      |                     |
| All other non-interest earning assets                                      | 2,710.8            |                      |                     | 2,611.8            |                      |                     | 2,597.8            |                      |                     |
| <b>Total Average Assets</b>  | <b>\$47,989.2</b>  |                      |                     | <b>\$46,626.1</b>  |                      |                     | <b>\$44,290.8</b>  |                      |                     |
| Borrowings   |                    |                      |                     |                    |                      |                     |                    |                      |                     |
| Deposits   | \$ 12,812.2        | \$ 51.9              | 1.62%               | \$ 12,148.5        | \$ 48.5              | 1.60%               | \$ 10,199.7        | \$ 42.3              | 1.60%               |
| Long-term borrowings <sup>(5)</sup>  | 22,252.2           | 239.0                | 4.30%               | 21,558.2           | 238.2                | 4.42%               | 21,794.9           | 249.6                | 4.42%               |
| Total interest-bearing liabilities   | 35,064.4           | \$290.9              | 3.32%               | 33,706.7           | \$286.7              | 3.40%               | 31,994.6           | \$291.9              | 3.40%               |
| Credit balances of factoring clients                                       | 1,276.3            |                      |                     | 1,346.5            |                      |                     | 1,187.3            |                      |                     |
| Other non-interest bearing liabilities                                     | 2,829.6            |                      |                     | 2,706.7            |                      |                     | 2,679.8            |                      |                     |
| Noncontrolling interests   | 11.1               |                      |                     | 10.6               |                      |                     | 6.7                |                      |                     |
| Stockholders' equity   | 8,807.8            |                      |                     | 8,855.6            |                      |                     | 8,422.4            |                      |                     |
| <b>Total Average Liabilities and<br/>Stockholders' Equity</b>              | <b>\$47,989.2</b>  |                      |                     | <b>\$46,626.1</b>  |                      |                     | <b>\$44,290.8</b>  |                      |                     |
| Net revenue spread   |                    |                      | 2.36%               |                    |                      | 2.50%               |                    |                      | 2.50%               |
| Impact of non-interest bearing sources                                     |                    |                      | 0.63%               |                    |                      | 0.69%               |                    |                      | 0.69%               |
| <b>Net revenue/yield on earning assets<sup>(2)</sup></b>                   |                    | \$323.9              | 2.99%               |                    | \$337.3              | 3.19%               |                    | \$365.5              | 3.19%               |

<sup>(1)</sup> The average balances presented are derived based on month end balances during the year. Tax exempt income was not significant in any of the years presented. Average rates are impacted by FSA accretion and amortization.

<sup>(2)</sup> The rate presented is calculated net of average credit balances for factoring clients.

<sup>(3)</sup> Non-accrual loans and related income are included in the respective categories.

- (4) *Operating lease rental income is a significant source of revenue; therefore, we have presented the rental revenues net of depreciation and net of Maintenance and other operating lease expenses.*
- (5) *Interest and average rates include FSA accretion, including amounts accelerated due to redemptions or extinguishments, and accelerated original issue discount on debt extinguishment related to the GSI facility.*

Interest income on interest bearing deposits and investment securities was not significant in any of the quarters presented. The decline in average interest bearing deposits reflects the investment of cash in investment securities to earn a higher yield. The vast majority of our investment securities are high quality debt, primarily U.S. Treasury securities, U.S. Government Agency securities, and

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supranational and foreign government securities that typically mature in 91 days or less.

Average rates on loans and operating lease equipment decreased from the year-ago quarter reflecting compression on portfolio yields across most of our business, sales of higher-yielding portfolios last year, higher suspended depreciation in the prior year, and lower margin-related fees and lower FSA accretion in the first quarter of 2014. The sequential decline was largely driven by suspended FSA income accretion on our student loan business, higher maintenance and operating lease expenses on transportation equipment, and higher interest expense. These items were partially offset by higher revenues on increased earning assets. The consolidated portfolio yield is expected to benefit from the sale in the second quarter of the student loan business, which had a NFM below 1.00%.

Net operating lease revenue was primarily generated from the commercial air and rail portfolios. Net operating lease revenue decreased from the year-ago quarter, as the benefit of increased assets from the growing aerospace and rail portfolios was more than offset by higher depreciation expense and increased maintenance and other operating lease expenses. Rental income increased from the year-ago and prior quarters as did depreciation expense, reflecting the growing portfolio. The increase in maintenance and other operating lease expenses reflects the growing rail portfolio, and aerospace remarketing expenses resulting from the elevated levels of aircraft re-leasing activity in 2014. During the quarter, on average, lease renewal rates in the rail portfolio were re-pricing higher, while the commercial air portfolio has been re-pricing slightly lower, putting pressure on overall rental revenue. These factors are also reflected in the net operating lease revenue as a percent of AOL. The European rail acquisition reduced that portfolio's yields, as the acquired portfolio's net yields were lower.

Interest expense was relatively flat compared to the year-ago and prior quarters, but the year-ago quarter included \$18 million of accelerated debt FSA accretion and the prior quarter included \$5 million of accelerated debt FSA and OID accretion. Interest expense in the 2014 first quarter was up reflecting the February debt issuance in anticipation of the debt repayment on April 1. At March 31, 2014, long-term borrowings included \$270 million of remaining FSA discount on secured borrowings (including \$226 million secured by student loans, which was extinguished in conjunction with the sale of the student loan business in April 2014).

The weighted average coupon rate of outstanding deposits and long-term borrowings was 3.09% at March 31, 2014, compared to 3.07% at December 31, 2013 and 3.13% at March 31, 2013. We expect this rate to increase upon sale of the student loan business and the extinguishment of the related secured borrowing, which had a weighted average coupon rate of 0.72%, partially offset by the redemption of \$1.3 billion of unsecured 5.25% notes. Pro forma for these events, the weighted average coupon rate would have been 3.25% at March 31, 2014. The weighted average coupon rate of long-term borrowings at March 31, 2014 was 3.90%, compared to 3.87% at December 31, 2013 and 3.83% at March 31, 2013.

Deposits represented 37% of the total deposits and long-term borrowing at March 31, 2013, while unsecured debt was 38% and secured debt was 25%. These proportions will change with the repayment of debt related to the student loan business, and will fluctuate in the future depending upon our capital markets activities.

Deposits have increased, both in dollars and proportion of total CIT funding. The weighted average rate of total CIT deposits was 1.67%, 1.65% and 1.71% at March 31, 2014, December 31, 2013 and March 31, 2013, respectively. Deposits and long-term borrowings are discussed in Funding and Liquidity.

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The average long-term borrowings balances presented below were derived based on daily balances and the average rates are based on a 30 days per month day count convention. The average rates include FSA accretion, including amounts accelerated due to redemptions or extinguishments and prepayment costs.

### Average Daily Long-term Borrowings Balances and Rates (dollars in millions)

|  | Quarters Ended    |                |              |                   |                |              |                   |                |              |
|--|-------------------|----------------|--------------|-------------------|----------------|--------------|-------------------|----------------|--------------|
|  | March 31, 2014    |                |              | December 31, 2013 |                |              | March 31, 2013    |                |              |
|  | Average Balance   | Interest       | Average Rate | Average Balance   | Interest       | Average Rate | Average Balance   | Interest       | Average Rate |
| Revolving Credit Facility <sup>(1)</sup> | \$                | \$ 4.3         |              | \$                | \$ 3.8         |              | \$                | \$ 3.9         |              |
| Senior Unsecured Notes                   | 12,998.4          | 168.7          | 5.19%        | 12,531.6          | 163.9          | 5.23%        | 11,817.0          | 173.0          | 5.86%        |
| Secured borrowings                       | 9,302.7           | 66.0           | 2.84%        | 9,042.7           | 70.5           | 3.12%        | 9,997.1           | 72.7           | 2.91%        |
| <b>Long-term Borrowings</b>              | <b>\$22,301.1</b> | <b>\$239.0</b> | <b>4.29%</b> | <b>\$21,574.3</b> | <b>\$238.2</b> | <b>4.42%</b> | <b>\$21,814.1</b> | <b>\$249.6</b> | <b>4.58%</b> |

<sup>(1)</sup> Interest expense and average rate includes Facility commitment fees and amortization of Facility deal costs.

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### CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to use judgment in making estimates and assumptions that affect reported amounts of assets and liabilities, reported amounts of income and expense during the reporting period and the disclosure of contingent assets and liabilities at the date of the financial statements. We consider accounting estimates relating to the following to be critical in applying our accounting policies:

- n Allowance for Loan Losses
- n Loan impairment
- n Fair Value Determination
- n Lease Residual Values
- n Liabilities for Uncertain Tax Positions
- n Realizability of Deferred Tax Assets
- n Goodwill Assets

There have been no significant changes to the methodologies and processes used in developing estimates relating to these items from those described in our 2013 Annual Report on Form 10-K.

## INTERNAL CONTROLS

The Internal Controls Working Group ( ICWG ), which reports to the Disclosure Committee, is responsible for monitoring and improving internal controls over financial reporting. The ICWG is chaired by the Controller and is comprised of senior executives in Finance and the Chief Auditor. See *Item 4. Controls and Procedures* for more information.

## NON-GAAP FINANCIAL MEASUREMENTS

The SEC adopted regulations that apply to any public disclosure or release of material information that includes a non-GAAP financial measure. The accompanying Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosure about Market Risk contain certain non-GAAP financial measures. Due to the nature of our financing and leasing assets, which include a higher proportion of operating lease equipment than most BHCs, and the impact of FSA following our 2009 restructuring, certain financial measures commonly used by other BHCs are not as meaningful for our Company. Therefore, management uses certain non-GAAP financial measures to evaluate our performance. We intend our non-GAAP financial measures to provide additional information and insight regarding operating results and financial position of the business and in certain cases to provide financial information that is presented to rating agencies and other users of financial information. These measures are not in accordance with, or a substitute for, GAAP and may be different from or inconsistent with non-GAAP financial measures used by other companies. See footnotes below the tables for additional explanation of non-GAAP measurements.

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#### Total Net Revenues<sup>(1)</sup> and Net Operating Lease Revenues<sup>(2)</sup> (dollars in millions)

|  | Quarters Ended    |                      |                   |
|--|-------------------|----------------------|-------------------|
|  | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
| <b>Total Net Revenue</b>                       |                   |                      |                   |
| Interest income                                | \$ 323.3          | \$ 338.7             | \$ 356.7          |
| Rental income on operating leases              | 491.9             | 463.8                | 476.4             |
| Finance revenue                                | 815.2             | 802.5                | 833.1             |
| Interest expense                               | (290.9)           | (286.7)              | (291.9)           |
| Depreciation on operating lease equipment      | (148.8)           | (139.5)              | (133.3)           |
| Maintenance and other operating lease expenses | (51.6)            | (39.0)               | (42.4)            |
| Net finance revenue (NFR)                      | 323.9             | 337.3                | 365.5             |
| Other income                                   | 74.2              | 127.9                | 70.1              |
| <b>Total net revenues</b>                      | <b>\$ 398.1</b>   | <b>\$ 465.2</b>      | <b>\$ 435.6</b>   |
| <b>Net Operating Lease Revenue</b>             |                   |                      |                   |
| Rental income on operating leases              | \$ 491.9          | \$ 463.8             | \$ 476.4          |
| Depreciation on operating lease equipment      | (148.8)           | (139.5)              | (133.3)           |
| Maintenance and other operating lease expenses | (51.6)            | (39.0)               | (42.4)            |
| <b>Net operating lease revenue</b>             | <b>\$ 291.5</b>   | <b>\$ 285.3</b>      | <b>\$ 300.7</b>   |

#### Adjusted NFR (\$) and Net Finance Margin (NFM) (%) (dollars in millions)

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|  | Quarters Ended |       |                   |         |                |       |
|--|----------------|-------|-------------------|---------|----------------|-------|
|  | March 31, 2014 |       | December 31, 2013 |         | March 31, 2013 |       |
| NFR / NFM  | \$323.9        | 3.66% | \$337.3           | 3.95%   | \$365.5        | 4.43% |
| Accelerated FSA net discount/(premium) on debt extinguishments and repurchases |                |       | 9.8               | 0.11%   | 17.8           | 0.21% |
| Accelerated OID on debt extinguishments related to the GSI facility            |                |       | (5.2)             | (0.06)% |                |       |
| Adjusted NFR / NFM   | \$323.9        | 3.66% | \$341.9           | 4.00%   | \$383.3        | 4.64% |

The accelerated debt FSA accretion and accelerated OID on debt extinguishment related to the GSI facility ( accelerated OID accretion ), when discussed in combination, is referred to as accelerated debt FSA and OID accretion .

## Operating Expenses Excluding Restructuring Costs<sup>(3)</sup> (dollars in millions)

|   | Quarters Ended |                   |                |
|---|----------------|-------------------|----------------|
|   | March 31, 2014 | December 31, 2013 | March 31, 2013 |
| Operating expenses  | \$(235.7)      | \$(287.5)         | \$(235.3)      |
| Provision for severance and facilities exiting activities | 9.9            | 18.5              | 5.7            |
| Operating expenses excluding restructuring costs          | \$(225.8)      | \$(269.0)         | \$(229.6)      |

## Earning Assets<sup>(4)</sup> (dollars in millions)

|                                      | March 31, 2014 | December 31, 2013 | March 31, 2013 |
|--------------------------------------|----------------|-------------------|----------------|
| Loans                                | \$18,571.7     | \$18,629.2        | \$22,120.4     |
| Operating lease equipment, net       | 14,182.4       | 13,035.4          | 12,290.6       |
| Assets held for sale                 | 4,403.0        | 4,377.9           | 646.8          |
| Credit balances of factoring clients | (1,213.5)      | (1,336.1)         | (1,237.7)      |
| Total earning assets                 | \$35,943.6     | \$34,706.4        | \$33,820.1     |

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## Tangible Book Value<sup>(5)</sup> (dollars in millions)

|                                   | March 31, 2014 | December 31, 2013 | March 31, 2013 |
|-----------------------------------|----------------|-------------------|----------------|
| Total common stockholder s equity | \$8,796.0      | \$8,838.8         | \$8,494.4      |



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|                     | March 31,<br>2014 | December 31,<br>2013 | March 31,<br>2013 |
|---------------------|-------------------|----------------------|-------------------|
| Less: Goodwill      | (403.5)           | (334.6)              | (345.9)           |
| Intangible assets   | (18.2)            | (20.3)               | (27.7)            |
| Tangible book value | \$8,374.3         | \$8,483.9            | \$8,120.8         |

- <sup>(1)</sup> Total net revenues is a non-GAAP measure that represents the combination of net finance revenue and other income and is an aggregation of all sources of revenue for the Company. Total net revenues is used by management to monitor business performance. Given our asset composition includes a high level of operating lease equipment, NFM is a more appropriate metric than net interest margin ( NIM ) (a common metric used by other bank holding companies), as NIM does not fully reflect the earnings of our portfolio because it includes the impact of debt costs of all our assets but excludes the net revenue (rental revenue less depreciation and maintenance and other operating lease expenses) from operating leases.
- <sup>(2)</sup> Net operating lease revenue is a non-GAAP measure that represents the combination of rental income on operating leases less depreciation on operating lease equipment and maintenance and other operating lease expenses. Net operating lease revenues is used by management to monitor portfolio performance.
- <sup>(3)</sup> Operating expenses excluding restructuring costs is a non-GAAP measure used by management to compare period over period expenses.
- <sup>(4)</sup> Earning assets is a non-GAAP measure and are utilized in certain revenue and earnings ratios. Earning assets are net of credit balances of factoring clients. This net amount represents the amounts we fund.
- <sup>(5)</sup> Tangible book value is a non-GAAP measure, which represents an adjusted common shareholders equity balance that has been reduced by goodwill and intangible assets. Tangible book value is used to compute a per common share amount, which is used to evaluate our use of equity.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this document are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements contained herein that are not clearly historical in nature are forward-looking and the words anticipate, believe, could, expect, estimate, forecast, intend, plan, potential, project, target and similar expressions are generally intended to be forward-looking statements. Any forward-looking statements contained herein, in press releases, written statements or other documents filed with the Securities and Exchange Commission or in communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls, concerning our operations, economic performance and financial condition are subject to known and unknown risks, uncertainties and contingencies. Forward-looking statements are included, for example, in the discussions about:

- n our liquidity risk and capital management, including our capital plan, leverage, capital ratios, and credit ratings, our liquidity plan, and our plans and the potential transactions designed to enhance our liquidity and capital, and for a return of capital,
- n our plans to change our funding mix and to access new sources of funding to broaden our use of deposit taking capabilities,
- n our credit risk management and credit quality,
- n our asset/liability risk management,
- n our funding, borrowing costs and net finance revenue,
- n our operational risks, including success of systems enhancements and expansion of risk management and control functions,
- n our mix of portfolio asset classes, including growth initiatives, new business initiatives, new products, acquisitions and divestitures, new business and customer retention,
- n legal risks,

- n our growth rates,
- n our commitments to extend credit or purchase equipment, and
- n how we may be affected by legal proceedings.

All forward-looking statements involve risks and uncertainties, many of which are beyond our control, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Also, forward-looking statements are based upon management's estimates of fair values and of future costs, using currently available information.

Therefore, actual results may differ materially from those expressed or implied in those statements. Factors, in addition to those disclosed in *Risk Factors*, that could cause such differences include, but are not limited to:

- n capital markets liquidity,
- n risks of and/or actual economic slowdown, downturn or recession,
- n industry cycles and trends,
- n uncertainties associated with risk management, including credit, prepayment, asset/liability, interest rate and currency risks,
- n adequacy of reserves for credit losses,
- n risks inherent in changes in market interest rates and quality spreads,
- n funding opportunities, deposit taking capabilities and borrowing costs,
- n conditions and/or changes in funding markets and our access to such markets, including secured and

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- unsecured term debt and the asset-backed securitization markets,
- n risks of implementing new processes, procedures, and systems,
- n risks associated with the value and recoverability of leased equipment and lease residual values,
- n risks of achieving the projected revenue growth from new business initiatives or the projected expense reductions from efficiency improvements,
- n application of fair value accounting in volatile markets,
- n application of goodwill accounting in a recessionary economy,

- n changes in laws or regulations governing our business and operations,
- n changes in competitive factors,
- n demographic trends,
- n customer retention rates,
- n future acquisitions and dispositions of businesses or asset portfolios, and
- n regulatory changes and/or developments.

Any or all of our forward-looking statements here or in other publications may turn out to be wrong, and there are no guarantees about our performance. We do not assume the obligation to update any forward-looking statement for any reason.

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## Item 4. Controls and Procedures

### (a) Evaluation of Disclosure Controls and Procedures

Under the supervision of and with the participation of management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended (the Exchange Act) as of March 31, 2014. Based on such evaluation, the principal executive officer and the principal financial officer have concluded that the Company's disclosure controls and procedures were effective.

### (b) Changes In Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## Part Two Other Information

## ITEM 1. Legal Proceedings

CIT is currently involved, and from time to time in the future may be involved, in a number of judicial, regulatory, and arbitration proceedings relating to matters that arise in connection with the conduct of its business (collectively, "Litigation"), certain of which Litigation matters are described in *Note 12 Contingencies of Item 1. Consolidated Financial Statements*. In view of the inherent difficulty of predicting the outcome of Litigation matters, particularly when such matters are in their early stages or where the claimants seek indeterminate damages, CIT cannot state with confidence what the eventual outcome of the pending Litigation will be, what the timing of the ultimate resolution of these matters will be, or what the eventual loss, fines, or penalties related to each pending matter may be, if any. In accordance with applicable accounting guidance, CIT establishes reserves for Litigation when those matters present loss contingencies as to which it is both probable that a loss will occur and the amount of such loss can be reasonably estimated. Based on currently available information, CIT believes that the results of Litigation that is currently pending, taken together, will not have a material adverse effect on the Company's financial condition, but may be material to the Company's operating results or cash flows for any particular period, depending in part on its operating results for that period. The actual results of resolving such matters may be substantially higher than the amounts reserved.

For more information about pending legal proceedings, including an estimate of certain reasonably possible losses in excess of reserved amounts, see *Note 12 Contingencies of Item 1. Consolidated Financial Statements*.

## ITEM 1A. Risk Factors

For a discussion of certain risk factors affecting CIT, see *Part I, Item 1A: Risk Factors*, of CIT's 2013 Annual Report on Form 10-K, and Forward-Looking Statements of this Form 10-Q.

## ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information related to purchases by the Company of its common shares during the quarter ended March 31, 2014:

|                                  | Total Number<br>of Shares<br>Purchased | Average<br>Price Paid<br>per Share | Total Number of<br>Shares<br>Purchased as Part<br>of<br>the Publicly<br>Announced<br>Program | Total Dollar<br>Amount<br>Purchased<br>Under<br>the Program | Approximate<br>Dollar Value<br>of Shares that<br>May Yet be<br>Purchased<br>Under the<br>Program |
|----------------------------------|--|------------------------------------|--|---|--|
|                                  |  |                                    |  | (dollars in<br>millions)                                    | (dollars in<br>millions)   |
| December 31, 2013 <sup>(1)</sup> |  |                                    | 4,006,941  | \$ 193.4  | \$   |
| First Quarter Purchases          |  |                                    |  |   |  |
| January 1 31, 2014               | 550,000                                | \$47.00                            | 550,000  | \$ 25.9   |  |
| February 1 28, 2014              | 2,333,133                              | \$46.57                            | 2,333,133  | 108.6   |  |
| March 1 31, 2014                 | 22,215                                 | \$47.90                            | 22,215   | 1.1   |  |
|                                  | 2,905,348                              | \$46.66                            | 2,905,348  | \$ 135.6  |  |
| March 31, 2014 <sup>(2)</sup>    |  |                                    | 2,905,348  | \$ 135.6  | \$ 171.4   |

<sup>(1)</sup> Shares repurchases were subject to a \$200 million total that expired on December 31, 2013.

<sup>(2)</sup> Shares repurchases are subject to a \$307 million total that expires on December 31, 2014.

On January 21, 2014, the Board of Directors approved the repurchase of up to \$300 million of common stock through December 31, 2014. In addition, the Board also approved the repurchase of an additional \$7 million of common stock, which was the amount unused from our 2013 share repurchase authorization. In April 2014, the Board of Directors authorized an additional share repurchase of up to \$300 million of common stock through December 31, 2014, bringing the total authorization for 2014 to \$607 million. Management will determine the timing and amount of any share repurchases.

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under the share repurchase authorizations based on market conditions and other considerations. The repurchases may be effected in the open market through derivative, accelerated repurchase and other negotiated transactions, and through plans designed to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended. The repurchased common stock is held as treasury shares and may be used for the issuance of shares under CIT's employee stock plans.

## ITEM 4. Mine Safety Disclosure

Not applicable.

## ITEM 6. Exhibits

(a) Exhibits

- 3.1 Third Amended and Restated Certificate of Incorporation of the Company, dated December 8, 2009 (incorporated by reference to Exhibit 3.1 to Form 8-K filed December 9, 2009).
- 3.2 Amended and Restated By-laws of the Company, as amended through December 8, 2009 (incorporated by reference to Exhibit 3.2 to Form 8-K filed December 9, 2009).
- 4.1 Indenture dated as of January 20, 2006 between CIT Group Inc. and The Bank of New York Mellon (as successor to JPMorgan Chase Bank N.A.) for the issuance of senior debt securities (incorporated by reference to Exhibit 4.3 to Form S-3 filed January 20, 2006).
- 4.2 First Supplemental Indenture dated as of February 13, 2007 between CIT Group Inc. and The Bank of New York Mellon (as successor to JPMorgan Chase Bank N.A.) for the issuance of senior debt securities (incorporated by reference to Exhibit 4.1 to Form 8-K filed on February 13, 2007).
- 4.3 Third Supplemental Indenture dated as of October 1, 2009, between CIT Group Inc. and The Bank of New York Mellon (as successor to JPMorgan Chase Bank N.A.) relating to senior debt securities (incorporated by reference to Exhibit 4.4 to Form 8-K filed on October 7, 2009).
- 4.4 Fourth Supplemental Indenture dated as of October 16, 2009 between CIT Group Inc. and The Bank of New York Mellon (as successor to JPMorgan Chase Bank N.A.) relating to senior debt securities (incorporated by reference to Exhibit 4.1 to Form 8-K filed October 19, 2009).
- 4.5 Framework Agreement, dated July 11, 2008, among ABN AMRO Bank N.V., as arranger, Madeleine Leasing Limited, as initial borrower, CIT Aerospace International, as initial head lessee, and CIT Group Inc., as guarantor, as amended by the Deed of Amendment, dated July 19, 2010, among The Royal Bank of Scotland N.V. (f/k/a ABN AMRO Bank N.V.), as arranger, Madeleine Leasing Limited, as initial borrower, CIT Aerospace International, as initial head lessee, and CIT Group Inc., as guarantor, as supplemented by Letter Agreement No. 1 of 2010, dated July 19, 2010, among The Royal Bank of Scotland N.V., as arranger, CIT Aerospace International, as head lessee, and CIT Group Inc., as guarantor, as amended and supplemented by the Accession Deed, dated July 21, 2010, among The Royal Bank of Scotland N.V., as arranger, Madeleine Leasing Limited, as original borrower, and Jessica Leasing Limited, as acceding party, as supplemented by Letter Agreement No. 2 of 2010, dated July 29, 2010, among The Royal Bank of Scotland N.V., as arranger, CIT Aerospace International, as head lessee, and CIT Group Inc., as guarantor, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets (incorporated by reference to Exhibit 4.11 to Form 10-K filed March 10, 2011).

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- 4.6 Form of All Parties Agreement among CIT Aerospace International, as head lessee, Madeleine Leasing Limited, as borrower and lessor, CIT Group Inc., as guarantor, various financial institutions, as original ECA lenders, ABN AMRO Bank N.V., Paris Branch, as French national agent, ABN AMRO Bank N.V., Niederlassung Deutschland, as German national agent, ABN AMRO Bank N.V., London Branch, as British national agent, ABN AMRO Bank N.V., London Branch, as ECA facility agent, ABN AMRO Bank N.V., London Branch, as security trustee, and CIT Aerospace International, as servicing agent, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2008 and 2009 fiscal years (incorporated by reference to Exhibit 4.12 to Form 10-K filed March 10, 2011).

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Form of ECA Loan Agreement among Madeleine Leasing Limited, as borrower, various financial institutions, as original ECA lenders, ABN AMRO Bank N.V., Paris Branch, as French national agent, ABN AMRO Bank N.V., Niederlassung Deutschland, as German national agent, ABN AMRO Bank N.V., London Branch, as British national agent, ABN AMRO Bank N.V., London Branch, as ECA facility agent, ABN AMRO Bank N.V., London Branch, as security trustee, and CIT Aerospace International, as servicing agent, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2008 and 2009 fiscal years (incorporated by reference to Exhibit 4.13 to Form 10-K filed March 10, 2011).

- 4.8 Form of Aircraft Head Lease between Madeleine Leasing Limited, as lessor, and CIT Aerospace International, as head lessee, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2008 and 2009 fiscal years (incorporated by reference to Exhibit 4.14 to Form 10-K filed March 10, 2011).
- 4.9 Form of Proceeds and Intercreditor Deed among Madeleine Leasing Limited, as borrower and lessor, various financial institutions, ABN AMRO Bank N.V., Paris Branch, as French national agent, ABN AMRO Bank N.V., Niederlassung Deutschland, as German national agent, ABN AMRO Bank N.V., London Branch, as British national agent, ABN AMRO Bank N.V., London Branch, as ECA facility agent, ABN AMRO Bank N.V., London Branch, as security trustee, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2008 and 2009 fiscal years (incorporated by reference to Exhibit 4.15 to Form 10-K filed March 10, 2011).
- 4.10 Form of All Parties Agreement among CIT Aerospace International, as head lessee, Jessica Leasing Limited, as borrower and lessor, CIT Group Inc., as guarantor, various financial institutions, as original ECA lenders, Citibank International plc, as French national agent, Citibank International plc, as German national agent, Citibank International plc, as British national agent, The Royal Bank of Scotland N.V., London Branch, as ECA facility agent, The Royal Bank of Scotland N.V., London Branch, as security trustee, CIT Aerospace International, as servicing agent, and Citibank, N.A., as administrative agent, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2010 fiscal year (incorporated by reference to Exhibit 4.16 to Form 10-K filed March 10, 2011).
- 4.11 Form of ECA Loan Agreement among Jessica Leasing Limited, as borrower, various financial institutions, as original ECA lenders, Citibank International plc, as French national agent, Citibank International plc, as German national agent, Citibank International plc, as British national agent, The Royal Bank of Scotland N.V., London Branch, as ECA facility agent, The Royal Bank of Scotland N.V., London Branch, as security trustee, and Citibank, N.A., as administrative agent, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2010 fiscal year (incorporated by reference to Exhibit 4.17 to Form 10-K filed March 10, 2011).

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- 4.12 Form of Aircraft Head Lease between Jessica Leasing Limited, as lessor, and CIT Aerospace International, as head lessee, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2010 fiscal year (incorporated by reference to Exhibit 4.18 to Form 10-K filed March 10, 2011).
- 4.13 Form of Proceeds and Intercreditor Deed among Jessica Leasing Limited, as borrower and lessor, various financial institutions, as original ECA lenders, Citibank International plc, as French national agent, Citibank International plc, as German national agent, Citibank International plc, as British national agent, The Royal Bank of Scotland N.V., London Branch, as ECA facility agent, The Royal Bank of Scotland N.V., London Branch, as security trustee, and Citibank, N.A., as administrative agent, relating to certain Export Credit Agency sponsored secured financings of aircraft and related assets during the 2010 fiscal year (incorporated by reference to Exhibit 4.19 to Form 10-K filed March 10, 2011).
- 4.14 Indenture, dated as of March 30, 2011, between CIT Group Inc. and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed June 30, 2011).
- 4.15 First Supplemental Indenture, dated as of March 30, 2011, between CIT Group Inc., the Guarantors named therein, and Deutsche Bank Trust Company Americas, as trustee (including the Form of 5.250% Note due 2014 and the Form of 6.625% Note due 2018) (incorporated by reference to Exhibit 4.2 to Form 8-K filed June 30, 2011).
- 4.16 Third Supplemental Indenture, dated as of February 7, 2012, between CIT Group Inc., the Guarantors named therein, and Deutsche Bank Trust Company Americas, as trustee (including the Form of Notes) (incorporated by reference to Exhibit 4.4 of Form 8-K dated February 13, 2012).

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- 4.17 Registration Rights Agreement, dated as of February 7, 2012, among CIT Group Inc., the Guarantors named therein, and JP Morgan Securities LLC, as representative for the initial purchasers named therein (incorporated by reference to Exhibit 10.1 of Form 8-K dated February 13, 2012).
- 4.18 Amended and Restated Revolving Credit and Guaranty Agreement, dated as of January 27, 2014 among CIT Group Inc., certain subsidiaries of CIT Group Inc., as Guarantors, the Lenders party thereto from time to time and Bank of America, N.A., as Administrative Agent and L/C Issuer (incorporated by reference to Exhibit 10.1 to Form 8-K filed January 28, 2014).
- 4.19 Indenture, dated as of March 15, 2012, among CIT Group Inc., Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, security registrar and authenticating agent (incorporated by reference to Exhibit 4.1 of Form 8-K filed March 16, 2012).
- 4.20 First Supplemental Indenture, dated as of March 15, 2012, among CIT Group Inc., Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, security registrar and authenticating agent (including the Form of 5.25% Senior Unsecured Note due 2018) (incorporated by reference to Exhibit 4.2 of Form 8-K filed March 16, 2012).
- 4.21 Second Supplemental Indenture, dated as of May 4, 2012, among CIT Group Inc., Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, security registrar and authenticating agent (including the Form of 5.000% Senior Unsecured Note due 2017 and the Form of 5.375% Senior Unsecured Note due 2020) (incorporated by reference to Exhibit 4.2 of Form 8-K filed May 4, 2012).
- 4.22 Third Supplemental Indenture, dated as of August 3, 2012, among CIT Group Inc., Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, security registrar and authenticating agent (including the Form of 4.25% Senior Unsecured Note due 2017 and the Form of 5.00% Senior Unsecured Note due 2022) (incorporated by reference to Exhibit 4.2 to Form 8-K filed August 3, 2012).
- 4.23 Fourth Supplemental Indenture, dated as of August 1, 2013, among CIT Group Inc., Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, security registrar and authenticating agent (including the Form of 5.00% Senior Unsecured Note due 2023) (incorporated by reference to Exhibit 4.2 to Form 8-K filed August 1, 2013).
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- 4.24 Fifth Supplemental Indenture, dated as of February 19, 2014, among CIT Group Inc., Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, security registrar and authenticating agent (including the Form of 3.875% Senior Unsecured Note due 2019) (incorporated by reference to Exhibit 4.2 to Form 8-K filed February 19, 2014).
- 10.1\* Amended and Restated CIT Group Inc. Long-Term Incentive Plan (as amended and restated effective December 10, 2009) (incorporated by reference to Exhibit 4.1 to Form S-8 filed January 11, 2010).
- 10.2\* CIT Group Inc. Supplemental Retirement Plan (As Amended and Restated Effective as of January 1, 2008) (incorporated by reference to Exhibit 10.27 to Form 10-Q filed May 12, 2008).
- 10.3\* CIT Group Inc. Supplemental Savings Plan (As Amended and Restated Effective as of January 1, 2008) (incorporated by reference to Exhibit 10.28 to Form 10-Q filed May 12, 2008).
- 10.4\* New Executive Retirement Plan of CIT Group Inc. (As Amended and Restated as of January 1, 2008) (incorporated by reference to Exhibit 10.29 to Form 10-Q filed May 12, 2008).
- 10.5\* Letter Agreement, effective February 8, 2010, between CIT Group Inc. and John A. Thain (incorporated by reference to Exhibit 10.1 to Form 8-K filed February 8, 2010).
- 10.6\* Form of CIT Group Inc. Three Year Stock Salary Award Agreement, dated February 8, 2010 (incorporated by reference to Exhibit 10.2 to Form 8-K filed February 8, 2010).

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- 10.7\* Letter Agreement, dated June 2, 2010, between CIT Group Inc. and Scott T. Parker (incorporated by reference to Exhibit 99.3 to Form 8-K filed July 6, 2010).
- 10.8\* Form of CIT Group Inc. Long-term Incentive Plan Restricted Stock Unit Retention Award Agreement (incorporated by reference to Exhibit 10.33 to Form 10-Q filed August 9, 2010).
- 10.9\* Form of CIT Group Inc. Long-term Incentive Plan Stock Option Award Agreement (One Year Vesting) (incorporated by reference to Exhibit 10.35 to Form 10-Q filed August 9, 2010).
- 10.10\* Form of CIT Group Inc. Long-term Incentive Plan Stock Option Award Agreement (Three Year Vesting) (incorporated by reference to Exhibit 10.36 to Form 10-Q filed August 9, 2010).
- 10.11\* Form of CIT Group Inc. Long-term Incentive Plan Restricted Stock Award Agreement (Three Year Vesting) (incorporated by reference to Exhibit 10.38 to Form 10-Q filed August 9, 2010).
- 10.12\* Form of CIT Group Inc. Long-term Incentive Plan Restricted Stock Unit Director Award Agreement (Initial Grant) (incorporated by reference to Exhibit 10.39 to Form 10-Q filed August 9, 2010).
- 10.13\* Form of CIT Group Inc. Long-term Incentive Plan Restricted Stock Unit Director Award Agreement (Annual Grant) (incorporated by reference to Exhibit 10.40 to Form 10-Q filed August 9, 2010).
- 10.14\* Amended and Restated Employment Agreement, dated as of May 7, 2008, between CIT Group Inc. and C. Jeffrey Knittel (incorporated by reference to Exhibit 10.35 to Form 10-K filed March 2, 2009).
- 10.15\* Amendment to Employment Agreement, dated December 22, 2008, between CIT Group Inc. and C. Jeffrey Knittel (incorporated by reference to Exhibit 10.37 to Form 10-K filed March 2, 2009).
- 10.16\* Letter Agreement, dated April 21, 2010, between CIT Group Inc. and Nelson J. Chai (incorporated by reference to Exhibit 10.31 of Form 10-Q filed August 9, 2011).
- 10.17\* Letter Agreement, dated April 8, 2010, between CIT Group Inc. and Lisa K. Polsky (incorporated by reference to Exhibit 10.32 of Form 10-Q filed August 9, 2011).
- 10.18\* Form of CIT Group Inc. Long-Term Incentive Plan Restricted Stock Unit Award Agreement (with Good Reason) (incorporated by reference to Exhibit 10.33 of Form 10-Q filed August 9, 2011).
- 10.19\* Form of CIT Group Inc. Long-Term Incentive Plan Restricted Stock Unit Award Agreement (without Good Reason) (incorporated by reference to Exhibit 10.34 of Form 10-Q filed August 9, 2011).

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- 10.20\*\* Airbus A320 NEO Family Aircraft Purchase Agreement, dated as of July 28, 2011, between Airbus S.A.S. and C.I.T. Leasing Corporation (incorporated by reference to Exhibit 10.35 of Form 10-Q/A filed February 1, 2012).
- 10.21\*\* Amended and Restated Confirmation, dated June 28, 2012, between CIT TRS Funding B.V. and Goldman Sachs International, and Credit Support Annex and ISDA Master Agreement and Schedule, each dated October 26, 2011, between CIT TRS Funding B.V. and Goldman Sachs International, evidencing a \$625 billion securities based financing facility (incorporated by reference to Exhibit 10.32 to Form 10-Q filed August 9, 2012).
- 10.22\*\* Third Amended and Restated Confirmation, dated June 28, 2012, between CIT Financial Ltd. and Goldman Sachs International, and Amended and Restated ISDA Master Agreement Schedule, dated October 26, 2011 between CIT Financial Ltd. and Goldman Sachs International, evidencing a \$1.5 billion securities based financing facility (incorporated by reference to Exhibit 10.33 to Form 10-Q filed August 9, 2012).



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| 10.23** | ISDA Master Agreement and Credit Support Annex, each dated June 6, 2008, between CIT Financial Ltd. and Goldman Sachs International related to a \$1.5 billion securities based financing facility (incorporated by reference to Exhibit 10.34 to Form 10-Q filed August 11, 2008).   |
| 10.24*  | Letter Agreement, dated February 24, 2012, between CIT Group Inc. and Andrew T. Brandman (incorporated by reference to Exhibit 99.2 of Form 8-K filed April 12, 2012).  |
| 10.25   | Form of CIT Group Inc. Long-Term Incentive Plan Performance Stock Unit Award Agreement (with Good Reason) (incorporated by reference to Exhibit 10.36 to Form 10-Q filed May 10, 2012).   |
| 10.26   | Form of CIT Group Inc. Long-Term Incentive Plan Performance Stock Unit Award Agreement (without Good Reason) (incorporated by reference to Exhibit 10.37 to Form 10-Q filed May 10, 2012).  |
| 10.27*  | Assignment and Extension of Employment Agreement, dated February 6, 2013, by and among CIT Group Inc., C. Jeffrey Knittel and C.I.T. Leasing Corporation (incorporated by reference to Exhibit 10.34 to Form 10-Q filed November 6, 2013).  |
| 10.28*  | Form of CIT Group Inc. Long-Term Incentive Plan Restricted Stock Unit Award Agreement.  |
| 10.29*  | Form of CIT Group Inc. Long-Term Incentive Plan Restricted Stock Unit Award Agreement (Executives with Employment Agreements) (incorporated by reference to Exhibit 10.37 to Form 10-K filed March 1, 2013) (incorporated by reference to Exhibit 10.37 to Form 10-Q filed November 6, 2013).   |
| 10.30*  | CIT Employee Severance Plan (Effective as of November 6, 2013)(incorporated by reference to Exhibit 10.37 in Form 10-Q filed November 6, 2013).   |
| 12.1    | CIT Group Inc. and Subsidiaries Computation of Ratio of Earnings to Fixed Charges.  |
| 31.1    | Certification of John A. Thain pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Commission, as promulgated pursuant to Section 13(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2    | Certification of Scott T. Parker pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Commission, as promulgated pursuant to Section 13(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1*** | Certification of John A. Thain pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2*** | Certification of Scott T. Parker pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101.INS | XBRL Instance Document (Includes the following financial information included in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Comprehensive Income (Loss), (v) the Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements. |
| 101.SCH | XBRL Taxonomy Extension Schema Document.  |
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| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document.       |

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101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

101.DEF XBRL Taxonomy Extension Definition Linkbase Document.

\* *Indicates a management contract or compensatory plan or arrangement.*

\*\* *Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission as part of an application for granting confidential treatment pursuant to the Securities Exchange Act of 1934, as amended.*

\*\*\* *This information is furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any filing under the Securities Act of 1933.*

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

May 9, 2014

CIT GROUP INC.

/s/ Scott T. Parker

**Scott T. Parker**

**Executive Vice President and Chief Financial Officer**

/s/ E. Carol Hayles

**E. Carol Hayles**

**Executive Vice President and Controller**

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