

CIT GROUP INC  
Form 10-Q  
August 09, 2012

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

**FORM 10-Q**

Quarterly Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
For the quarterly period ended June 30, 2012

Transition Report Pursuant to  
Section 13 or 15(d)  
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. 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

As of July 31, 2012 there were 200,838,406 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)

	June 30, 2012	December 31, 2011
<b>Assets</b>		
Cash and due from banks	\$ 550.8	\$ 433.2
Interest bearing deposits, including restricted balances of \$993.8 and \$869.9 at June 30, 2012 and December 31, 2011 <sup>(1)</sup>	5,542.4	7,002.4
Investment securities	1,184.3	1,250.6

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	June 30, 2012	December 31, 2011
Trading assets at fair value – derivatives	36.3	42.9
Assets held for sale <sup>(1)</sup>	1,434.0	2,332.3
Loans (see Note 5 for amounts pledged)	20,100.5	19,885.5
Allowance for loan losses	(414.2)	(407.8)
Total loans, net of allowance for loan losses <sup>(1)</sup>	19,686.3	19,477.7
Operating lease equipment, net (see Note 5 for amounts pledged) <sup>(1)</sup>	11,896.4	11,991.6
Unsecured counterparty receivable	638.2	733.5
Goodwill	330.8	330.8
Intangible assets, net	42.3	63.6
Other assets	1,454.2	1,576.8
<b>Total Assets</b>	<b>\$42,796.0</b>	<b>\$45,235.4</b>
<b>Liabilities</b>		
Deposits	\$ 7,163.6	\$ 6,193.7
Trading liabilities at fair value – derivatives	60.7	74.9
Credit balances of factoring clients	1,164.1	1,225.5
Other liabilities	2,488.3	2,562.2
Long-term borrowings, including \$1,265.2 and \$3,203.8 contractually due within twelve months at June 30, 2012 and December 31, 2011, respectively	23,534.3	26,288.1
<b>Total Liabilities</b>	<b>34,411.0</b>	<b>36,344.4</b>
<b>Stockholders' Equity</b>		
Common stock: \$0.01 par value, 600,000,000 authorized		
Issued: 201,246,267 and 200,980,752 at June 30, 2012 and December 31, 2011	2.0	2.0
Outstanding: 200,836,649 and 200,660,314 at June 30, 2012 and December 31, 2011		
Paid-in capital	8,481.5	8,459.3
Retained earnings	14.9	532.1
Accumulated other comprehensive loss	(101.0)	(92.1)
Treasury stock: 409,618 and 320,438 shares at June 30, 2012 and December 31, 2011 at cost	(16.5)	(12.8)
<b>Total Common Stockholders' Equity</b>	<b>8,380.9</b>	<b>8,888.5</b>
Noncontrolling minority interests	4.1	2.5
<b>Total Equity</b>	<b>8,385.0</b>	<b>8,891.0</b>
<b>Total Liabilities and Equity</b>	<b>\$42,796.0</b>	<b>\$45,235.4</b>

(1)

The following table presents information on assets and liabilities related to Variable Interest Entities (VIEs) that are consolidated by the Company. The difference between total VIE assets and 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. In the following table, certain prior period balances have been conformed to current period presentation.

<b>Assets</b>		
Interest bearing deposits, restricted	\$ 615.1	\$ 574.2
Assets held for sale	617.2	317.2
Total loans, net of allowance for loan losses	7,488.2	8,523.7
Operating lease equipment, net	4,251.3	4,285.4
<b>Total Assets</b>	<b>\$12,971.8</b>	<b>\$13,700.5</b>
<b>Liabilities</b>		
Beneficial interests issued by consolidated VIEs (classified as long-term borrowings)	\$ 9,441.1	\$ 9,875.5
<b>Total Liabilities</b>	<b>\$ 9,441.1</b>	<b>\$ 9,875.5</b>

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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)

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
<b>Interest income</b>				
Interest and fees on loans	\$ 401.3	\$ 591.0	\$ 805.1	\$ 1,221.4
Interest and dividends on investments	8.0	8.6	15.8	17.0
Interest income	409.3	599.6	820.9	1,238.4
<b>Interest expense</b>				
Interest on long-term borrowings	(603.9)	(781.3)	(1,647.3)	(1,455.5)
Interest on deposits	(35.3)	(25.1)	(71.6)	(49.5)
Interest expense	(639.2)	(806.4)	(1,718.9)	(1,505.0)
Net interest revenue	(229.9)	(206.8)	(898.0)	(266.6)
Provision for credit losses	(8.9)	(84.1)	(51.5)	(206.5)
Net interest revenue, after credit provision	(238.8)	(290.9)	(949.5)	(473.1)
<b>Non-interest income</b>				
Rental income on operating leases	445.5	420.2	884.8	829.1
Other income	144.0	233.4	393.4	503.8
Total non-interest income	589.5	653.6	1,278.2	1,332.9
Total revenue, net of interest expense and credit provision	350.7	362.7	328.7	859.8
<b>Other expenses</b>				
Depreciation on operating lease equipment	(130.7)	(153.2)	(268.2)	(313.4)
Operating expenses	(240.2)	(238.5)	(463.5)	(443.4)
Loss on debt extinguishments	(21.5)		(44.4)	
Total other expenses	(392.4)	(391.7)	(776.1)	(756.8)
Income (loss) before provision for income taxes	(41.7)	(29.0)	(447.4)	103.0
Provision for income taxes	(27.8)	(21.4)	(67.7)	(83.6)
Income (loss) before noncontrolling interests	(69.5)	(50.4)	(515.1)	19.4
Net (income) loss attributable to noncontrolling interests, after tax	(1.2)	0.7	(2.1)	(3.5)
Net income (loss)	\$ (70.7)	\$ (49.7)	\$ (517.2)	\$ 15.9
<b>Basic earnings per common share</b>	\$ (0.35)	\$ (0.25)	\$ (2.57)	\$ 0.08
<b>Diluted earnings per common share</b>	\$ (0.35)	\$ (0.25)	\$ (2.57)	\$ 0.08
Average number of common shares basic (thousands)	200,901	200,658	200,857	200,631
Average number of common shares diluted (thousands)	200,901	200,658	200,857	200,893

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

## CIT GROUP INC. AND SUBSIDIARIES

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

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
<b>Income (loss) before noncontrolling interests</b>	\$ (69.5)	\$ (50.4)	\$ (515.1)	\$ 19.4
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(12.0)	(15.8)	(10.9)	(9.0)
Changes in fair values of derivatives qualifying as cash flow hedges	0.2	(0.4)	0.7	0.5
Net unrealized gains (losses) on available for sale securities		8.0	0.5	5.9
Changes in benefit plans net gain/(loss) and prior service (cost)/credit	0.4		0.8	(0.1)
Other comprehensive loss, net of tax	(11.4)	(8.2)	(8.9)	(2.7)
<b>Comprehensive income (loss) before noncontrolling interests</b>	<b>(80.9)</b>	<b>(58.6)</b>	<b>(524.0)</b>	<b>16.7</b>
Comprehensive income (loss) attributable to noncontrolling interests	(1.2)	0.7	(2.1)	(3.5)
<b>Comprehensive income (loss)</b>	<b>\$ (82.1)</b>	<b>\$ (57.9)</b>	<b>\$ (526.1)</b>	<b>\$ 13.2</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 STOCKHOLDERS EQUITY (Unaudited) (dollars in millions)

	Common Stock	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Minority Interests	Total Equity
<b>December 31, 2011</b>	<b>\$ 2.0</b>	<b>\$ 8,459.3</b>	<b>\$ 532.1</b>	<b>\$ (92.1)</b>	<b>\$ (12.8)</b>	<b>\$ 2.5</b>	<b>\$ 8,891.0</b>
Net loss			(517.2)			2.1	(515.1)
Other comprehensive loss, net of tax				(8.9)			(8.9)
Amortization of restricted stock and stock option, and performance shares expense		21.6			(3.7)		17.9
Employee stock purchase plan		0.6					0.6
Distribution of earnings and capital						(0.5)	(0.5)
<b>June 30, 2012</b>	<b>\$ 2.0</b>	<b>\$ 8,481.5</b>	<b>\$ 14.9</b>	<b>\$ (101.0)</b>	<b>\$ (16.5)</b>	<b>\$ 4.1</b>	<b>\$ 8,385.0</b>

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	Common Stock	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Minority Interests	Total Equity
<b>December 31, 2010</b>	<b>\$ 2.0</b>	<b>\$ 8,434.1</b>	<b>\$ 505.4</b>	<b>\$ (9.6)</b>	<b>\$ (8.8)</b>	<b>\$ (2.3)</b>	<b>\$ 8,920.8</b>
Net income			15.9			3.5	19.4
Other comprehensive income				(2.7)			(2.7)
Amortization of restricted stock and stock option expenses		13.3			(2.7)		10.6
Distribution of earnings and capital						0.2	0.2
<b>June 30, 2011</b>	<b>\$ 2.0</b>	<b>\$ 8,447.4</b>	<b>\$ 521.3</b>	<b>\$ (12.3)</b>	<b>\$ (11.5)</b>	<b>\$ 1.4</b>	<b>\$ 8,948.3</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)

	Six Months Ended June 30,	
	2012	2011
<b>Cash Flows From Operations</b>		
Net income (loss)	\$ (517.2)	\$ 15.9
Adjustments to reconcile net income (loss) to net cash flows from operations:		
Provision for credit losses	51.5	206.5
Net depreciation, amortization and (accretion)	1,104.5	329.2
Net gains on equipment, receivable and investment sales	(228.0)	(252.6)
Loss on debt extinguishments	10.5	
Provision for deferred income taxes	6.7	12.6
(Increase) decrease in finance receivables held for sale	(36.9)	7.2
Decrease in other assets	77.0	65.1
Decrease in accrued liabilities and payables	(156.7)	(128.1)
Net cash flows provided by operations	311.4	255.8
<b>Cash Flows From Investing Activities</b>		
Loans extended and purchased	(9,460.3)	(10,611.8)
Principal collections of loans	8,150.1	11,713.6
Purchases of investment securities	(8,286.6)	(12,633.4)
Proceeds from maturities of investment securities	8,376.2	9,956.2
Proceeds from asset and receivable sales	2,978.1	1,681.4
Purchases of assets to be leased and other equipment	(807.4)	(546.5)
Net increase in short-term factoring receivables	(2.9)	(26.4)
Change in restricted cash	(123.9)	128.0

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	<b>Six Months Ended June 30,</b>	
Net cash flows provided by (used in) investing activities	823.3	(338.9)
<b>Cash Flows From Financing Activities</b>		
Proceeds from the issuance of term debt	8,730.3	2,692.8
Repayments of term debt	(12,383.2)	(6,285.2)
Net increase (decrease) in deposits	977.6	(94.0)
Collection of security deposits and maintenance funds	257.2	264.4
Repayment of security deposits and maintenance funds	(182.9)	(209.7)
Net cash flows used in financing activities	(2,601.0)	(3,631.7)
Decrease in cash and cash equivalents	(1,466.3)	(3,714.8)
Unrestricted cash and cash equivalents, beginning of period	6,565.7	8,650.4
<b>Unrestricted cash and cash equivalents, end of period</b>	<b>\$ 5,099.4</b>	<b>\$ 4,935.6</b>
<b>Supplementary Cash Flow Disclosure</b>		
Interest paid	\$ 667.6	\$ 1,077.6
Federal, foreign, state and local income taxes (collected), net	\$ 14.1	\$ 51.1
<b>Supplementary Non Cash Flow Disclosure</b>		
Transfer of assets from held for investment to held for sale	\$ 1,189.3	\$ 1,580.0
Transfer of assets from held for sale to held for investment	\$ 25.3	\$ 54.6

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

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

CIT Group Inc. has provided financial solutions to its clients since its formation in 1908. We provide financing and leasing capital principally for small businesses and middle market companies in a wide variety of industries and offer vendor, equipment, commercial and structured financing products, as well as factoring and management advisory services. CIT became a bank holding company ( BHC ) in 2008 and is the parent of CIT Bank, a state-chartered bank in Utah. We operate primarily in North America, with locations in Europe, South America 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 CIT Bank (collectively, CIT or the Company ), 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, which have been prepared in accordance with the instructions to Form 10-Q, do not include all information and note disclosures required by generally accepted accounting principles in the United States of America ( GAAP ). 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, based on a convenience date of December 31, 2009 (the Convenience Date ), as required by GAAP. Accretion and amortization of certain FSA adjustments are included in the Statements of Operations and Cash Flows. See the Company s Annual Report on

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Form 10-K for the year ended December 31, 2011 ( Form 10-K ), Note 1 Business and Summary of Significant Accounting Policies and Note 26 Fresh Start Accounting , for additional FSA and reorganization information.

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: fresh start accounting fair values; valuation of deferred tax assets; lease residual values and depreciation of operating lease equipment; and allowance for loan losses. Additionally, where applicable, the policies conform to accounting and reporting guidelines prescribed by bank regulatory authorities.

### NEW ACCOUNTING PRONOUNCEMENTS

#### Fair Value Measurement

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The new guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. The disclosure requirements also have been enhanced. The most significant change requires entities, for their recurring Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements. New disclosures are required about the use of a nonfinancial asset measured or disclosed at fair value if its use differs from its highest and best use. In addition, entities must report the level in the fair value hierarchy of assets and liabilities not recorded at fair value but where fair value is disclosed. The amendment became effective for fiscal years beginning after December 15, 2011, with early adoption prohibited. The adoption of the guidance during the quarter ended March 31, 2012, did not affect the Company's financial condition and resulted in additional fair value measurement disclosures.

#### Comprehensive Income

In June 2011, the FASB issued ASU No. 2011-05 to amend the guidance on the presentation of comprehensive income in FASB ASC Topic 220, *Comprehensive Income* that requires companies to present a single statement of comprehensive income or two consecutive statements. The guidance makes the financial statement presentation of other comprehensive income more prominent by eliminating the alternative to present comprehensive income within the statement of equity. The ASU became effective for annual and interim periods beginning after December 15, 2011. The adoption of the guidance during the quarter ended March 31, 2012 did not affect the Company's financial condition but added the Consolidated Statements of Comprehensive Income (Loss).

On December 23, 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. The ASU defers the requirement to present components of reclassifications of other comprehensive income on the face of the income statement, while still requiring companies to adopt the other requirements contained in ASU No. 2011-05, as noted above.

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

#### Balance Sheet Offsetting Disclosure Requirements

In December 2011, the FASB issued ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities* which creates new disclosure requirements about the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. The new disclosures will enable financial statement users to compare balance sheets prepared under U.S. GAAP and International Financial Reporting Standards (IFRS), which are subject to different offsetting models. The disclosures will be limited to financial instruments and derivatives subject to enforceable master netting arrangements or similar agreements and excludes loans unless they are netted in the statement of financial condition. The amendments will affect all entities that have financial instruments and derivatives that are either offset in the balance sheet or subject to an enforceable master netting arrangement or similar agreement regardless of whether they are offset in the balance sheet. The ASU will require entities to disclose, separately for financial assets and liabilities, including derivatives, the gross amounts of recognized financial assets and liabilities; the amounts offset under current U.S. GAAP; the net amounts presented in the 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 reconciling amount.



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The disclosure requirements are effective for annual and interim reporting periods beginning on or after January 1, 2013, with retrospective application required. The Company is evaluating the impact of this amendment.

### Indefinite-Lived Intangible Assets Impairment Test

In July 2012, the FASB issued ASU No. 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment which amends the guidance in ASC Topic 350 on testing indefinite-lived intangible assets other than goodwill for impairment. Under ASC 350-30, entities must test indefinite-lived intangible assets for impairment at least annually by calculating and comparing an asset's fair value with its carrying amount. An impairment loss would be recorded for an amount equal to the excess of the asset's carrying amount over its fair value. ASU No. 2012-02 provides the option of performing a qualitative assessment before calculating the fair value of the asset, when testing an indefinite-lived intangible asset for impairment. If an entity determines, on the basis of qualitative factors, that the fair value of an indefinite-lived intangible asset is not more likely than not impaired, they would not need to calculate the fair value of the asset. The ASU does not revise the requirement to test indefinite-lived intangible assets annually for impairment. In addition, the ASU does not amend the requirement to test these assets for impairment between annual tests if there is a change in events or circumstances; however, it does revise the examples of events and circumstances that an entity should consider in interim periods.

The guidance will be effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The Company is currently evaluating the potential impact of adopting the ASU.

### NOTE 2 LOANS

Finance receivables consist of the following:

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

	June 30, 2012	December 31, 2011
Loans	\$ 15,400.2	\$ 15,663.6
Direct financing leases and leveraged leases	4,700.3	4,221.9
Finance receivables	20,100.5	19,885.5
Finance receivables held for sale	880.7	2,088.0
Finance receivables and held for sale receivables <sup>(1)</sup>	\$ 20,981.2	\$ 21,973.5

<sup>(1)</sup> Assets held for sale in 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.

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

#### Finance Receivables (dollars in millions)

	June 30, 2012			December 31, 2011		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Corporate Finance	\$ 6,473.8	\$ 1,075.9	\$ 7,549.7	\$ 5,870.0	\$ 992.7	\$ 6,862.7
Transportation Finance	1,287.9	468.9	1,756.8	1,063.2	423.8	1,487.0
Trade Finance	2,274.6	96.7	2,371.3	2,299.1	132.3	2,431.4
Vendor Finance	2,386.1	2,138.4	4,524.5	2,365.5	2,056.2	4,421.7
Consumer	3,888.2	10.0	3,898.2	4,670.9	11.8	4,682.7
Total	\$ 16,310.6	\$ 3,789.9	\$ 20,100.5	\$ 16,268.7	\$ 3,616.8	\$ 19,885.5

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

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

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

	June 30, 2012	December 31, 2011
Unearned income	\$(993.1)	\$(1,057.5)
Unamortized premiums and discounts	(45.5)	(42.3)
Net unamortized deferred fees and costs	54.1	39.8

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. 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 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 Receivables<sup>(1)</sup> By Classification** (dollars in millions)

Grade:	Corporate Finance Other	Corporate Finance SBL	Transportation Finance	Trade Finance	Vendor Finance U.S.	Vendor Finance International	Commercial Real Estate	Totals
<b>June 30, 2012</b>								
Pass	\$5,191.7	\$ 151.2	\$1,387.3	\$1,940.9	\$1,971.7	\$2,071.8	\$2,733.6	\$14,988.0
Special mention	966.2	395.1	166.5	286.1	209.3	181.4	2,204.7	4,333.3
Classified accruing	516.9	116.5	185.7	96.5	153.4	81.1	1,150.2	2,396.8
Classified non accrual	233.2	82.7	17.3	47.8	48.7	24.8	454.5	454.9

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Grade:	Corporate Finance Other	Corporate Finance SBL	Transportation Finance	Trade Finance	Vendor Finance U.S.	Vendor Finance International	Commercial Consumer	Totals
Total	\$6,908.0	\$745.5	\$1,756.8	\$2,371.3	\$2,383.1	\$2,359.1	\$16,523.8	\$20,981.2
<b>December 31, 2011</b>								
Pass	\$4,255.6	\$279.9	\$1,089.3	\$2,019.1	\$2,017.8	\$2,058.1	\$11,729.8	\$13,100.6
Special mention	930.9	236.9	136.7	263.8	156.1	123.0	1,847.3	2,314.9
Classified accruing	735.6	135.0	216.0	73.2	131.9	67.3	1,359.0	1,756.0
Classified non accrual	356.4	141.5	45.0	75.3	55.3	27.6	701.1	902.0
Total	\$6,278.5	\$793.3	\$1,487.0	\$2,431.4	\$2,361.1	\$2,276.1	\$15,626.7	\$18,973.5

<sup>(1)</sup> Balances include \$880.7 million and \$2,088.0 million of loans in Assets Held for Sale at June 30, 2012 and December 31, 2011, respectively, which are measured at the lower of cost or fair value. ASC 310-10-50 does not require inclusion of these finance receivables in the disclosures above. However, until they are disposed of, the Company manages the credit risk and collections of finance receivables held for sale consistently with its finance receivables held for investment, so that Company data are tracked and used for management purposes on an aggregated basis, as presented above. Other than finance receivables, the total for Assets Held for Sale on the balance sheet also include operating lease equipment held for sale, which are not included in the above table.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Past Due and Non-accrual Loans

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

Finance Receivables<sup>(1)</sup> Delinquency Status (dollars in millions)

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Finance Receivables <sup>(1)</sup>
<b>June 30, 2012</b>						
Commercial						
Corporate Finance Other	\$ 5.9	\$ 20.0	\$ 36.2	\$ 62.1	\$ 6,845.9	\$ 6,908.0
Corporate Finance SBL	2.7	4.6	18.5	25.8	719.7	745.5
Transportation Finance	1.4	0.8	1.5	3.7	1,753.1	1,756.8
Trade Finance	61.4	1.5	1.5	64.4	2,306.9	2,371.3
Vendor Finance U.S.	41.3	11.7	12.3	65.3	2,317.8	2,383.1
Vendor Finance International	15.4	5.9	6.3	27.6	2,331.5	2,359.1
Total Commercial	128.1	44.5	76.3	248.9	16,274.9	16,523.8
Consumer	152.0	79.3	250.0	481.3	3,976.1	4,457.4
Total	\$280.1	\$123.8	\$326.3	\$730.2	\$20,251.0	\$20,981.2
<b>December 31, 2011</b>						
Commercial						
Corporate Finance Other	\$ 5.9	\$ 2.5	\$ 35.6	\$ 44.0	\$ 6,234.5	\$ 6,278.5
Corporate Finance SBL	7.7	7.2	27.7	42.6	750.7	793.3
Transportation Finance	1.8	3.4	0.7	5.9	1,481.1	1,487.0
Trade Finance	60.8	2.3	1.2	64.3	2,367.1	2,431.4

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	30 59 Days Past Due	60 89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Finance Receivables <sup>(1)</sup>
Vendor Finance U.S.	47.7	18.9	15.7	82.3	2,278.8	2,361.1
Vendor Finance International	15.7	6.0	5.6	27.3	2,249.4	2,276.7
Total Commercial	139.6	40.3	86.5	266.4	15,361.6	15,628.0
Consumer	246.0	123.0	395.1	764.1	5,581.4	6,345.5
Total	\$385.6	\$163.3	\$481.6	\$1,030.5	\$20,943.0	\$21,973.5

<sup>(1)</sup> Balances include \$880.7 million and \$2,088.0 million of loans in Assets Held for Sale at June 30, 2012 and December 31, 2011, respectively. Other than finance receivables, Assets Held for Sale on the balance sheet also include operating lease equipment held for sale, which are not included in the above table.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table sets forth non-accrual loans and assets received in satisfaction of loans (repossessed assets). Non-accrual loans include loans greater than \$500,000 that are individually evaluated and determined to be impaired, as well as loans less than \$500,000 that are delinquent (generally for 90 days or more).

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

	June 30, 2012			December 31, 2011		
	Held for Investment	Held for Sale	Total	Held for Investment	Held for Sale	Total
Commercial						
Corporate Finance Other	\$232.9	\$0.3	\$233.2	\$225.7	\$130.7	\$356.4
Corporate Finance SBL	76.6	6.1	82.7	132.0	9.5	141.5
Transportation Finance	17.3		17.3	45.0		45.0
Trade Finance	47.8		47.8	75.3		75.3
Vendor Finance U.S.	48.7		48.7	55.3		55.3
Vendor Finance International	23.4	1.4	24.8	25.6	2.0	27.6
Consumer		0.4	0.4	0.2	0.7	0.9
Total non-accrual loans	\$446.7	\$8.2	\$454.9	\$559.1	\$142.9	\$702.0
Repossessed assets			17.3			9.7
Total non-performing assets			\$472.2			\$711.7
Accruing loans past due 90 days or more						
Government guaranteed			\$251.1			\$390.3
Other			2.0			2.2
Total			\$253.1			\$392.5

Payments received on non-accrual financing receivables are generally applied against outstanding principal.

**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 credit 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.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Impaired Loans (dollars in millions)

	June 30, 2012		Six Months Ended June 30,		
			2012	2011	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Average Recorded Investment
<b>With no related allowance recorded:</b>					
Commercial					
Corporate Finance - Other	\$245.3	\$ 290.0	\$	\$203.8	\$ 183.9
Corporate Finance - SBL	40.2	77.9		42.1	42.1
Transportation Finance	2.6	3.2		5.1	9.1
Trade Finance	32.2	36.3		43.3	89.8
Vendor Finance - U.S.	7.6	22.2		9.3	20.0
Vendor Finance - International	9.2	20.8		9.1	15.3
<b>With an allowance recorded:</b>					
Commercial					
Corporate Finance - Other	118.5	130.7	43.1	110.0	122.7
Corporate Finance - SBL	4.8	5.3	1.0	16.1	49.2
Transportation Finance	14.6	29.5	3.3	24.5	52.9
Trade Finance	15.5	15.5	4.4	12.3	22.0
Total Commercial Impaired Loans <sup>(1)</sup>	490.5	631.4	51.8	475.6	607.0
Total Loans Impaired at Convenience date <sup>(2)</sup>	154.9	454.9	2.1	172.0	555.4
Total	\$645.4	\$1,086.3	\$53.9	\$647.6	\$1,162.4

				Year ended	
				December 31, 2011	
				December 31, 2011	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	

				Year ended
<b>With no related allowance recorded:</b>				
Commercial				
Corporate Finance	Other	\$ 197.0	\$ 298.7	\$ 160.6
Corporate Finance	SBL	38.3	70.7	41.3
Transportation Finance				6.6
Trade Finance				60.1
Vendor Finance	U.S.	10.5	24.6	16.9
Vendor Finance	International	8.0	20.7	11.6
<b>With an allowance recorded:</b>				
Commercial				
Corporate Finance	Other	101.0	112.0	31.7
Corporate Finance	SBL	31.9	34.7	7.4
Transportation Finance				45.6
Trade Finance				15.1
Total Commercial Impaired Loans				507.5
Total Loans Impaired at Convenience date <sup>(2)</sup>				186.7
Total				\$ 694.2
				\$ 1,315.1
				\$ 58.8
				\$ 959.0

<sup>(1)</sup> Interest income recorded while the loans were impaired was not material for the quarters ended June 30, 2012 and 2011.

<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.

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

Impairment occurs when, based on current information and events, it is probable that CIT will be unable to collect all amounts due according to the 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 or business interruptions;
- n Loans secured by collateral that is not readily marketable or that is susceptible to deterioration in realizable value; and
- n Loans to borrowers in industries or countries experiencing economic instability.

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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, or the present value of expected future cash flows discounted at the contract's effective interest rate. 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; or
- 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, which 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 presented separately 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.

#### Loans Acquired with Deteriorated Credit Quality (dollars in millions)

	June 30, 2012 <sup>(1)</sup>			December 31, 2011 <sup>(1)</sup>		
	Carrying Amount	Outstanding balance <sup>(2)</sup>	Allowance	Carrying Amount	Outstanding balance <sup>(2)</sup>	Allowance
Commercial	\$ 153.6	\$ 450.3	\$ 2.1	\$ 185.6	\$ 599.0	\$ 5.4
Consumer	1.3	4.6		1.1	6.4	
Totals loans	\$ 154.9	\$ 454.9	\$ 2.1	\$ 186.7	\$ 605.4	\$ 5.4

<sup>(1)</sup> The table excludes amounts in Assets Held for Sale with carrying amounts of \$2 million and \$117 million at June 30, 2012 and December 31, 2011, and outstanding balances of \$15 million and \$286 million at June 30, 2012 and December 31, 2011.

<sup>(2)</sup> 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.

	Quarter Ended June 30, 2012		Quarter Ended June 30, 2011	
	Provision for Credit Losses	Net Charge-offs	Provision for Credit Losses	Net Charge-offs (Recoveries)
Commercial	\$ (1.2)	\$ 1.2	\$ (8.4)	\$ 1.8
Consumer	0.2	0.2	(0.1)	(0.1)

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Quarter Ended June 30, 2012      Quarter Ended June 30, 2011

Totals	\$(1.0)	\$1.4	\$(8.5)	\$ 1.7
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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Six Months Ended June 30, 2012		Six Months Ended June 30, 2011	
	Provision for Credit Losses	Net Charge-offs	Provision for Credit Losses	Net Charge-offs (Recoveries)
Commercial	\$(2.6)	\$0.7	\$54.7	\$96.3
Consumer	0.3	0.3	(0.3)	(0.3)
Totals	\$(2.3)	\$1.0	\$54.4	\$96.0

The following table presents the changes to the accretable discount related to all loans accounted for under ASC 310-30 (*Loans and Debt Securities Acquired with Deteriorated Credit Quality*). Amounts include discount relating to non-accrual loans, for which accretion has been suspended.

**Accretable discount activity for loans accounted for under ASC 310-30 at Emergence Date** (dollars in millions):

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Accretable discount, beginning of period	\$28.2	\$167.5	\$ 80.0	\$207.2
Accretion	(2.0)	(13.2)	(4.8)	(25.5)
Disposals/transfers <sup>(1)</sup>	(2.1)	(18.9)	(51.1)	(46.3)
Accretable discount, end of period	\$24.1	\$135.4	\$ 24.1	\$135.4

<sup>(1)</sup> Amounts include transfers of non-accretable to accretable discounts, which were not material for the quarters and year-to-date periods ended June 30, 2012 and 2011.

**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
- n Borrower has declared bankruptcy



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- n Growing doubt about the borrower's ability to continue as a going concern
- n Borrower has 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 CIT determines the borrower is 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 are classified as TDRs are individually evaluated and measured for impairment. 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 June 30, 2012 and December 31, 2011 was \$340.3 million and \$445.2 million, of which 43% and 63%, respectively, were on non-accrual. Corporate Finance receivables accounted for 88% of the total TDRs at June 30, 2012 and December 31, 2011. At June 30, 2012 and December 31, 2011, there were \$12.8 million and \$27.8 million, respectively, of commitments to lend additional funds to borrowers whose loan terms have been modified in TDRs.

The tables that follow present additional information related to modifications qualifying as TDRs that occurred during the quarters ended June 30, 2012 and 2011.

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**Recorded investment of TDRs that occurred during the periods ended June 30, 2012 and 2011** (dollars in millions)

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Commercial				
Corporate Finance Other	\$	\$28.9	\$	\$37.0
Corporate Finance SBL	1.6	4.6	7.3	10.5
Transportation Finance		25.2		25.2
Trade Finance				14.4
Vendor Finance U.S.	0.1	0.1	2.5	1.4
Vendor Finance International	0.2	1.8	1.3	3.0
Total	\$1.9	\$60.6	\$11.1	\$91.5

**Recorded investment of TDRs at the time of default that experienced a payment default<sup>(1)</sup> in the periods presented, and for which the payment default occurred within one year of the modification** (dollars in millions)

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Commercial				
Corporate Finance Other	\$11.9	\$4.4	\$11.9	\$ 4.4
Corporate Finance SBL	0.5	4.4	4.2	5.0
Transportation Finance				28.8
Vendor Finance U.S.	0.1	1.1	0.5	1.1
Vendor Finance International	0.1		0.3	
Total	\$12.6	\$9.9	\$16.9	\$39.3

<sup>(1)</sup> Payment default in the table above is one missed payment.

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 current quarter amounts, the overall nature and impact of modification programs were comparable in the current and prior years.

- n The nature of modifications qualifying as TDRs, based upon investment at June 30, 2012, was payment deferral 89%, covenant relief and/or other 7%, interest rate reductions and debt forgiveness 4%;
- 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 reduction to recorded investment balances from FSA discount and the moderate length of deferral periods.
- n Interest rate reductions result in incremental reduction in interest revenue 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

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average change in interest rates for all TDRs occurring during the 2012 second quarter 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 combined financial impact for the quarter ended June 30, 2012 for TDR s occurring during the quarter and outstanding as of June 30, 2012 approximated \$0.9 million, 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

#### NOTE 3 ALLOWANCE FOR LOAN LOSSES

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

#### Allowance for Credit Losses and Recorded Investment in Finance Receivables (dollars in millions)

	Quarter Ended June 30, 2012						
	Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Total Commercial	Consumer	Total
Beginning balance	\$ 270.3	\$ 29.2	\$ 30.0	\$ 90.5	\$ 420.0	\$	\$ 420.0
Provision for credit losses	7.7	0.1	(2.2)	3.1	8.7	0.2	8.9
Other <sup>(1)</sup>	(0.2)	0.1	3.5	(1.3)	2.1		2.1
Gross charge-offs <sup>(2)</sup>	(7.6)	(0.9)	(1.9)	(17.2)	(27.6)	(0.4)	(28.0)
Recoveries	1.1		0.4	9.5	11.0	0.2	11.2
Allowance balance end of period	\$ 271.3	\$ 28.5	\$ 29.8	\$ 84.6	\$ 414.2	\$	\$ 414.2
	Quarter Ended June 30, 2011						
Beginning balance	\$ 254.5	\$ 24.7	\$ 29.6	\$ 93.7	\$ 402.5	\$	\$ 402.5
Provision for credit losses	60.8	4.7	4.0	13.7	83.2	0.9	84.1
Other <sup>(1)</sup>	(7.4)	(0.3)	(0.4)	0.6	(7.5)		(7.5)
Gross charge-offs <sup>(2)</sup>	(51.5)		(4.2)	(31.4)	(87.1)	(1.2)	(88.3)
Recoveries	12.2		6.3	14.4	32.9	0.3	33.2
Allowance balance end of period	\$ 268.6	\$ 29.1	\$ 35.3	\$ 91.0	\$ 424.0	\$	\$ 424.0
	Six Months Ended June 30, 2012						
	Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Total Commercial	Consumer	Total
Beginning balance	\$ 262.2	\$ 29.3	\$ 29.0	\$ 87.3	\$ 407.8	\$	\$ 407.8
Provision for credit losses	30.4	7.7	1.6	11.3	51.0	0.5	51.5
Other <sup>(1)</sup>	(8.1)	0.3	1.8	(0.3)	(6.3)		(6.3)

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Quarter Ended June 30, 2012

Gross charge-offs <sup>(2)</sup>	(25.6)	(8.8)	(3.4)	(33.4)	(71.2)	(1.0)	(72.2)
Recoveries	12.4		0.8	19.7	32.9	0.5	33.4
Allowance balance end of period	\$ 271.3	\$ 28.5	\$ 29.8	\$ 84.6	\$ 414.2	\$	\$ 414.2
<b>At June 30, 2012</b>							
Individually evaluated for impairment	\$ 44.1	\$ 3.3	\$ 4.4	\$	\$ 51.8	\$	\$ 51.8
Collectively evaluated for impairment	225.9	25.2	25.4	83.8	360.3		360.3
Loans acquired with deteriorated credit quality <sup>(3)</sup>	1.3			0.8	2.1		2.1
Allowance balance end of period	\$ 271.3	\$ 28.5	\$ 29.8	\$ 84.6	\$ 414.2	\$	\$ 414.2
Other reserves <sup>(1)</sup>	\$ 16.4	\$ 1.0	\$ 4.2	\$	\$ 21.6	\$	\$ 21.6
<b>Finance receivables:</b>							
Individually evaluated for impairment	\$ 408.8	\$ 17.2	\$ 47.7	\$ 16.8	\$ 490.5	\$	\$ 490.5
Collectively evaluated for impairment	7,003.1	1,739.6	2,323.6	4,491.9	15,558.2	3,896.9	19,455.1
Loans acquired with deteriorated credit quality <sup>(3)</sup>	137.8			15.8	153.6	1.3	154.9
Ending balance	\$ 7,549.7	\$ 1,756.8	\$ 2,371.3	\$ 4,524.5	\$ 16,202.3	\$ 3,898.2	\$ 20,100.5
Percent of loans to total loans	37.6%	8.7%	11.8%	22.5%	80.6%	19.4%	100.0%

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Six Months Ended June 30, 2011

	Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Total Commercial	Consumer	Total
Beginning balance	\$ 304.0	\$ 23.7	\$ 29.9	\$ 58.6	\$ 416.2	\$	\$ 416.2
Provision for credit losses	125.3	6.5	7.3	65.6	204.7	1.8	206.5
Other <sup>(1)</sup>	(5.3)	(0.5)	0.4	1.4	(4.0)		(4.0)
Gross charge-offs <sup>(2)</sup>	(175.0)	(0.7)	(10.3)	(59.3)	(245.3)	(2.4)	(247.7)
Recoveries	19.6	0.1	8.0	24.7	52.4	0.6	53.0
Allowance balance end of period	\$ 268.6	\$ 29.1	\$ 35.3	\$ 91.0	\$ 424.0	\$	\$ 424.0
<b>At June 30, 2011</b>							
Individually evaluated for impairment	\$ 46.8	\$ 12.0	\$ 6.2	\$	\$ 65.0	\$	\$ 65.0
Collectively evaluated for impairment	211.2	17.1	29.1	88.3	345.7		345.7
Loans acquired with deteriorated credit quality <sup>(3)</sup>	10.6			2.7	13.3		13.3
Allowance balance end of period	\$ 268.6	\$ 29.1	\$ 35.3	\$ 91.0	\$ 424.0	\$	\$ 424.0
Other reserves <sup>(1)</sup>	\$ 10.1	\$ 1.2	\$ 4.0	\$	\$ 15.3	\$	\$ 15.3
<b>Finance receivables:</b>							

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Six Months Ended June 30, 2011

Individually evaluated for impairment	\$ 270.6	\$ 56.7	\$ 73.3	\$ 30.5	\$ 431.1	\$	\$ 431.1
Collectively evaluated for impairment	6,388.1	1,301.7	2,455.9	4,359.0	14,504.7	7,024.4	21,529.1
Loans acquired with deteriorated credit quality <sup>(3)</sup>	275.1			35.3	310.4	1.3	311.7
Ending balance	\$6,933.8	\$1,358.4	\$2,529.2	\$4,424.8	\$15,246.2	\$7,025.7	\$22,271.9
Percent of loans to total loans	31.1%	6.1%	11.4%	19.9%	68.5%	31.5%	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 \$3 million that were charged directly to the specific allowance for loan losses for the quarter ended June 30, 2012 of which \$2 million related to Corporate Finance and the remainder was from Trade Finance. Amounts for the six month period were \$14 million, of which \$8 million related to Corporate Finance, \$5 million to Transportation Finance and the remainder to Trade Finance. Gross charge-offs include \$40 million that were charged directly to the specific allowance for loan losses for the June 30, 2011 quarter, of which \$36 million related to Corporate Finance with the remainder primarily related to Trade Finance. Amounts for the six month period were \$115 million, of which \$106 million related to Corporate Finance and the remainder to Trade 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).

#### NOTE 4 INVESTMENT SECURITIES

The Company invests primarily in U.S. Treasury securities, U.S. Government Agency securities and Canadian Government securities. These investments typically mature in 91 days or less, and the carrying value approximates fair value.

Total investment securities include debt and equity securities. Debt instruments primarily consisted of U.S. Treasuries, U.S. agency bonds and foreign government bonds while equity securities include common stock and warrants.

#### Investment Securities (dollars in millions)

	June 30, 2012	December 31, 2011
Debt securities available-for-sale	\$ 968.2	\$ 937.2
Equity securities available-for-sale	17.0	16.9
Debt securities held-to-maturity <sup>(1)</sup>	113.4	211.3
Non-marketable equity securities carried at cost <sup>(2)</sup>	85.7	85.2
Total investment securities	\$1,184.3	\$1,250.6

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

<sup>(2)</sup> Non-marketable equity securities are carried at cost less impairment and primarily consist of shares issued by customers during loan work out situations or as part of an original loan investment.

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

Debt and equity securities are classified based on management's intention on the date of purchase and assessed at each reporting date. Debt securities classified as held-to-maturity represent securities that the Company has both the ability and intent to hold until maturity, and are carried at amortized cost.

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

Non-marketable equity securities 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 held-to-maturity 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 impairment is separated into an amount representing the credit loss, which is recognized 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 available-for-sale and non-marketable securities are recognized in the Consolidated Statement of Operations in the period determined.

The following table presents interest and dividends on investments:

**Interest and Dividend Income** (dollars in millions)

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Interest	\$7.0	\$7.6	\$14.4	\$16.0
Dividends	1.0	1.0	1.4	1.0
Total interest and dividends	\$8.0	\$8.6	\$15.8	\$17.0

Gross realized investment gains totaled \$4.6 million and \$11.6 million for the quarters ended June 30, 2012 and 2011, respectively, and exclude losses from other-than-temporary impairments ( OTTI ). Similarly, year to date gross realized investment gains were \$23.7 million in 2012 and \$34.6 million in the prior year period. OTTI credit-related impairments on equity securities recognized in earnings were not material for the quarter and six months ended June 30, 2012 and totaled \$1.3 million and \$7.4 million for the prior-year quarter and year to date, respectively. Impairment amounts in accumulated other comprehensive income ( AOCI ) were not material at June 30, 2012 or December 31, 2011.

**Securities Available-for-Sale**

The following table presents amortized cost and fair value of securities available-for-sale ( AFS ) at June 30, 2012 and December 31, 2011.

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>June 30, 2012</b>				
<b>Debt securities AFS</b>				
U.S. Treasuries	\$949.9	\$	\$	\$949.9

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	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Brazilian Government Treasuries	18.3			18.3
Total debt securities available for sale	968.2			968.2
<b>Equity securities AFS</b>	15.6	1.4		17.0
<b>Total securities AFS</b>	\$983.8	\$1.4	\$	\$985.2

**December 31, 2011**

**Debt securities AFS**

U.S. Treasuries	\$166.7	\$	\$	\$166.7
U.S. Government Agency Obligations	672.7			672.7
Canadian Government Treasuries	97.8			97.8
Total debt securities available for sale	937.2			937.2
<b>Equity securities AFS</b>	15.5	1.4		16.9
<b>Total securities AFS</b>	\$952.7	\$1.4	\$	\$954.1

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**Debt Securities Held-to-Maturity**

The carrying value and fair value of securities held-to-maturity ( HTM ) at June 30, 2012 and December 31, 2011 were as follows:

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

	Carrying Value	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
<b>June 30, 2012</b>				
Mortgage-backed securities				
U.S. government-sponsored agency guaranteed	\$ 56.0	\$3.2	\$	\$ 59.2
State and municipal	0.3			0.3
Foreign government	7.9			7.9
Corporate Foreign	49.2			49.2
Total debt securities held-to-maturity	\$113.4	\$3.2	\$	\$116.6
<b>December 31, 2011</b>				
U.S. Treasury and federal agency securities				
U.S. Government Agency Obligations	\$ 92.5	\$	\$(1.1)	\$ 91.4
Mortgage-backed securities				
U.S. government-sponsored agency guaranteed	49.8	3.2		53.0
State and municipal	0.4			0.4
Foreign government	19.6			19.6
Corporate Foreign	49.0			49.0
Total debt securities held-to-maturity	\$211.3	\$3.2	\$(1.1)	\$213.4

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

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

**Securities Held-to-Maturity Amortized Cost and Fair Value Maturities** (dollars in millions)

	June 30, 2012		December 31, 2011	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Mortgage-backed securities <sup>(1)</sup>				
Due after 10 years <sup>(2)</sup>	\$ 56.0	\$ 59.2	\$ 49.8	\$ 53.0
Total	56.0	59.2	49.8	53.0
U.S. Treasury and federal agencies				
Due within 1 year			92.5	91.4
Total			92.5	91.4
State and municipal				
Due after 1 but within 5 years	0.2	0.2	0.3	0.3
Due after 5 but within 10 years	0.1	0.1	0.1	0.1
Total	0.3	0.3	0.4	0.4
Foreign government				
Due within 1 year	2.4	2.4	16.8	16.8
Due after 1 but within 5 years	5.5	5.5	2.8	2.8
Total	7.9	7.9	19.6	19.6
Corporate Foreign				
Due after 5 but within 10 years	49.2	49.2	49.0	49.0
Total	49.2	49.2	49.0	49.0
Total debt securities HTM	\$113.4	\$116.6	\$211.3	\$213.4

<sup>(1)</sup> Includes mortgage-backed securities of U.S. federal agencies.

<sup>(2)</sup> Investments with no stated maturities are included as contractual maturities of greater than 10 years. Actual maturities may differ due to call or prepayment rights.

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

**NOTE 5 LONG-TERM BORROWINGS**

The following table presents outstanding long-term borrowings, net of FSA. The 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)



	June 30, 2012			December 31, 2011
	CIT Group Inc.	Subsidiaries	Total	Total
<b>Unsecured<sup>(1)</sup></b>				
Revolving credit facility	\$ 500.0	\$	\$ 500.0	\$
Series C Notes 7% (exchanged)	4,095.2		4,095.2	
Series C Notes (other)	5,250.0		5,250.0	
Senior unsecured	3,500.0		3,500.0	
Other debt	83.4	1.9	85.3	
Total Unsecured Debt	13,428.6	1.9	13,430.5	
<b>Secured</b>				
Secured borrowings		10,103.8	10,103.8	10,408.0
Revolving credit facility				
Series A Notes 7%				5,834.8
Series C Notes 7% (exchanged)				7,959.2
Series C Notes (other)				2,000.0
Other debt				86.1
Total Secured Debt		10,103.8	10,103.8	26,288.1
<b>Total Long-term Borrowings</b>	<b>\$ 13,428.6</b>	<b>\$ 10,105.7</b>	<b>\$ 23,534.3</b>	<b>\$ 26,288.1</b>

<sup>(1)</sup> The previously secured Revolving Credit Facility, Series C Notes and Other Debt became unsecured upon full redemption of Series A Notes on March 9, 2012.

## Unsecured

### Revolving Credit Facility

On August 25, 2011, CIT and certain of its subsidiaries entered into a Revolving Credit and Guaranty Agreement, 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, collateral agent and letter of credit issuer (the Revolving Credit Facility). The total commitment amount under the Revolving Credit Facility is \$2 billion consisting of a \$1.65 billion revolving loan tranche and a \$350 million revolving loan tranche that can also be utilized for issuance of letters of credit. The Revolving Credit Facility matures on August 14, 2015 and will accrue interest at a per annum rate of LIBOR plus a margin of 2.00% to 2.75% (with no floor) or Base Rate plus a margin of 1.00% to 1.75% (with no floor). The applicable margin will be determined by reference to the long-term senior unsecured, non-credit enhanced debt rating of the Company by S&P and Moody's effective at relevant times during the life of the Revolving Credit Facility. Due to the Company's credit rating upgrades in 2012, the applicable margin for LIBOR loans is now 2.50% and the applicable margin for Base Rate loans is now 1.50% at June 30, 2012.

The Revolving Credit Facility may be prepaid and re-borrowed from time to time at the option of CIT. The amount available to draw upon at June 30, 2012 was approximately \$1.4 billion. The unutilized portion of any commitment under the Revolving Credit Facility may be reduced permanently or terminated by CIT at any time without penalty.

Once the Company redeemed all the remaining Series A Second-Priority Secured Notes (Series A Notes) during the 2012 first quarter, all the collateral and subsidiary guarantees under the Revolving Credit Facility were released, except for subsidiary guarantees from eight of the Company's domestic operating subsidiaries (Continuing Guarantors). Once the Revolving Credit Facility became unsecured, the collateral coverage covenant was replaced by an asset coverage covenant (based on the book value of eligible assets of the Continuing Guarantors) of 2.0x the sum of: (i) the committed facility size and (ii) all outstanding indebtedness (including, without duplication, guarantees of such indebtedness) for borrowed money (excluding subordinated intercompany indebtedness) of the Continuing Guarantors, tested monthly and upon certain dispositions or encumbrances of eligible assets of the Continuing Guarantors.

The Revolving Credit Facility is also subject to a \$6 billion minimum consolidated net worth covenant, 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.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**Series C Notes**

*Series C Notes 4.75% & 5.50%* In February 2012, the Company issued at par \$3.25 billion aggregate principal amount of Series C Notes, consisting of \$1.5 billion principal amount of three-year 4.75% fixed rate notes due 2015 (the 2015 Notes ) and \$1.75 billion principal amount of seven-year 5.50% fixed rate notes due 2019 (the 2019 Notes, together with the 2015 Notes, the Notes ). The proceeds of the transaction were used, in conjunction with available cash, to redeem the remaining Series A Notes in March 2012.

*Series C Notes 5.25% & 6.625%* In March 2011, the Company issued \$2 billion of new Series C Notes, consisting of \$1.3 billion of three-year 5.25% fixed rate notes and \$700 million of seven-year 6.625% fixed rate notes. The proceeds of the transaction were used in May 2011, in conjunction with available cash, to redeem \$2.5 billion of 7% Series A Notes.

*Series C Notes 7% (Exchanged)* In June 2011, the Company successfully completed an Exchange Offer and Consent Solicitation for outstanding 7% Series A Notes maturing in 2015, 2016 and 2017. At the Offer Expiration, tenders with consents or separate consents were received from holders of approximately \$10.9 billion in aggregate principal amount of Series A Notes, made up of \$8.76 billion (pre-FSA) of Series A Notes tendered and accepted for exchange, and \$2.17 billion of Series A Notes separately consented, including a majority of each maturity of these Series A Notes. As a result, \$8.76 billion principal amount of Series C Notes (pre-FSA) with the same interest rate and interest payment dates, but maturing one business day later than the Series A Notes for which they were exchanged, were issued in exchange for the Series A Notes tendered and accepted.

During the second quarter of 2012, CIT redeemed at par approximately \$2.5 billion of 7% Series C Notes maturing in 2017 and \$1.6 billion maturing in 2015. During May and June 2012, CIT repurchased \$140 million in aggregate of 7% Series C Notes maturing in 2016 and 2017 at a slight discount. These redemptions and repurchases resulted in the acceleration of \$265 million of FSA discount accretion that was recorded as additional interest expense and a loss on debt extinguishment of \$21 million.

Once the Company's remaining Series A Notes were redeemed during the 2012 first quarter, all the collateral and subsidiary guarantees under the Series C Notes were released and the notes became senior unsecured obligations.

The Series C Notes Indentures 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 Series C Indentures, holders of the Series C Notes will have the right to require the Company, as applicable, to repurchase all or a portion of the Series C Notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest to the date of such repurchase.

See Note 15 *Subsequent Events* regarding details on 2012 third quarter Series C Notes redemptions.

**Senior Unsecured**

In March 2012, CIT filed a shelf registration statement and issued at par \$1.5 billion of senior unsecured notes that mature in 2018 and bear interest at a rate of 5.25%. These senior unsecured notes rank equal in right of payment with the Series C Notes and the Revolving Credit Facility. The proceeds of the transaction were used in conjunction with available cash, to redeem \$1.6 billion of 7% Series C Notes in April 2012.

On May 4, 2012, CIT issued at par \$1.25 billion of senior unsecured notes that mature in 2017 and bear interest at a rate of 5.00% and \$750 million of senior unsecured notes that mature in 2020 and bear interest at a rate of 5.375%. These senior unsecured notes rank equal in right of payment with the Series C Notes and the Revolving Credit Facility. The proceeds of the transaction were used in conjunction with available cash, to redeem \$2.0 billion of 7% Series C Notes in June 2012.

See Note 15 *Subsequent Events* regarding details on 2012 third quarter Senior Unsecured issuance.

**Secured**

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### Series A Notes

On December 10, 2009, pursuant to the Plan of Reorganization the Company issued \$21.04 billion principal amount of its 7.0% Series A Second-Priority Secured Notes with maturities each year from 2013 to 2017 (the "Series A Notes").

During the first quarter 2012, CIT redeemed the remaining \$6.5 billion of Series A Notes, which resulted in the acceleration of \$597 million of FSA discount accretion that was recorded as additional interest expense and a loss on debt extinguishments of \$23 million reflecting a portion of the underwriting fees on the issuance of \$3.25 billion of Series C Notes in February 2012. The elimination of our remaining Series A Notes resulted in all of CIT's Series C Notes and the Revolving Credit Facility becoming unsecured.

### Secured Borrowings

Set forth below are borrowings and pledged assets primarily owned by consolidated variable interest entities. Creditors of these entities received ownership and/or security interests in the assets. These entities are intended to be bankruptcy remote so that such assets are not available to creditors of CIT or any affiliates of CIT until and unless the related secured borrowings have been fully discharged. These transactions do not meet accounting requirements for sales treatment and are recorded as secured borrowings. Except as otherwise noted, pledged assets listed in the following table as of December 31, 2011 were not included in the collateral available to lenders under the Revolving Credit Facility or the Series A or C Notes described above. As of June 30, 2012, the Revolving Credit Facility and Series C Notes were unsecured and all the Series A Notes had been paid off in full.

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

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### Secured Borrowings and Pledged Assets Summary (dollars in millions)

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	June 30, 2012		December 31, 2011 <sup>(5)</sup>	
	Secured Borrowing	Assets Pledged	Secured Borrowing	Assets Pledged
Education trusts and conduits (student loans)	\$ 3,294.1	\$ 3,392.0	\$ 3,445.9	\$ 3,772.4
GSI Facilities borrowings <sup>(1)</sup>	1,125.3	1,741.9	1,257.7	2,174.8
Trade Finance	379.9	1,605.5	483.1	1,405.6
Corporate Finance (SBL)	260.7	306.5	250.4	300.2
Other equipment secured facilities <sup>(2)</sup>	1,904.0	2,148.1	1,772.2	2,204.6
Subtotal Loans	6,964.0	9,194.0	7,209.3	9,857.6
Transportation Finance Aircraft <sup>†</sup>	1,724.3	2,368.3	1,728.9	2,264.8
Transportation Finance Rail	142.4	147.6	144.5	148.4
GSI Facilities borrowings (Aircraft and Rail) <sup>(1)</sup>	1,153.4	2,109.3	1,151.4	2,084.0
Other structures	70.5	100.8	74.2	102.1
Subtotal Equipment under operating leases	3,090.6	4,726.0	3,099.0	4,599.3
FHLB borrowings (Consumer) <sup>(4)</sup>			50.7	92.5
CIT Group Holdings	49.2	49.2	49.0	49.0
Total	\$ 10,103.8	\$ 13,969.2	\$ 10,408.0	\$ 14,598.4

<sup>(1)</sup> At June 30, 2012 GSI Facilities borrowings were secured by \$1.16 billion of student loans, \$463.0 million of corporate loans, \$115.6 million of small business lending loans, of which \$570.9 million were classified as Assets Held for Sale, and \$1.2 billion and \$913.7 million of aircraft and railcar assets, respectively, on operating leases. The GSI Facilities are described in Note 6 Derivative Financial Instruments.

<sup>(2)</sup> Includes facilities secured by equipment primarily in Vendor Finance and Corporate Finance and the associated secured debt.

<sup>(3)</sup> Secured financing facilities for the purchase of aircraft.

<sup>(4)</sup> Collateralized with Government Debentures and Certificates of Deposit.

<sup>(5)</sup> Pledged Assets as of December 31, 2011 has been conformed to current presentation, which includes restricted cash and investments.

#### Variable Interest Entities ( VIEs )

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

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. The Company originates pools of assets and sells these to special purpose entities ( SPE s ), 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.

Investors 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 which 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 yield or currency of the underlying assets to match the needs of the VIE investors 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 secured financings, the Company records an allowance for loan losses for the credit risks associated with the underlying leases and loans. As these are secured borrowings, CIT has an obligation to pay the debt in accordance with the terms of the underlying agreements.

Generally, third-party investors in the obligations of the consolidated VIE s 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 restricted cash and 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, foreign currency and, in limited instances, credit risk, CIT enters into derivative transactions in over-the-counter markets with other financial institutions. CIT does not enter into derivative financial instruments for speculative purposes. Derivative instruments are generally collateralized

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

with cash or highly liquid securities, such as U.S. treasury and government agency securities.

The Company continuously assesses its hedge requirements and establishes counterparty relationships to facilitate hedging. The Company's current hedging strategies relate primarily to currency risk management of foreign operations. The Company utilizes cross-currency swaps and foreign currency forward contracts to effectively convert U.S. dollar denominated debt to a foreign currency. These transactions are classified as either foreign currency net investment hedges, or foreign currency cash flow hedges, with resulting gains and losses reflected in AOCI, a separate component of equity. For hedges of foreign currency net investment positions, the forward method is applied whereby effectiveness is assessed and measured based on the amounts and currencies of the individual hedged net investments versus the notional amounts and

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underlying currencies of the derivative contract. For those hedging relationships where the critical terms of the entire debt instrument and the derivative are identical and the credit-worthiness of the counterparty to the hedging instrument remains sound, there is an expectation of no hedge ineffectiveness so long as those conditions continue to be met. The net interest differential is recognized on an accrual basis as an adjustment to other income or as interest expense to correspond with the hedged position.

See Note 1 “Business and Summary of Significant Accounting Policies” in our December 31, 2011 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 (dollars in millions)

	June 30, 2012			December 31, 2011		
	Notional Amount	Asset Fair Value	Liability Fair Value	Notional Amount	Asset Fair Value	Liability Fair Value
<b>Qualifying Hedges</b>						
Cross currency swaps	\$ 408.6	\$ 0.3	\$ (5.4)	\$ 406.2	\$ 1.0	\$ (3.3)
Foreign currency forward exchange cash flow hedges	62.2	3.2	(0.5)	146.7	6.9	(0.2)
Foreign currency forward exchange net investment hedges	1,305.6	15.1	(12.5)	1,387.0	31.0	(11.4)
<b>Total Qualifying Hedges</b>	<b>\$1,776.4</b>	<b>\$18.6</b>	<b>\$(18.4)</b>	<b>\$1,939.9</b>	<b>\$38.9</b>	<b>\$(14.9)</b>
<b>Non-Qualifying Hedges<sup>(1)</sup></b>						
Cross currency swaps	\$ 586.0	\$ 7.7	\$ (0.4)	\$ 668.5	\$ 6.1	\$ (4.5)
Interest rate swaps	789.0	0.6	(48.4)	848.4	0.9	(50.7)
Written options	159.6		(0.1)	114.1		(0.1)
Purchased options	391.5	0.5		913.3	1.1	
Foreign currency forward exchange contracts	1,890.8	27.0	(11.8)	2,662.9	34.4	(19.6)
TRS <sup>(2)</sup>	120.0			70.1		
Equity Warrants	1.0	0.5		1.0	0.4	
<b>Total Non-qualifying Hedges</b>	<b>\$3,937.9</b>	<b>\$36.3</b>	<b>\$(60.7)</b>	<b>\$5,278.3</b>	<b>\$42.9</b>	<b>\$(74.9)</b>

<sup>(1)</sup> At June 30, 2012 and December 31, 2011, credit valuation adjustments of \$5.9 million and \$8.6 million, respectively, relating to non-qualifying interest rate swaps and options were included in other liabilities.

<sup>(2)</sup> Two financing facilities with 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.

On October 26, 2011, CIT Group Inc. (CIT) amended its existing \$2.125 billion total return swap facility between CIT Financial Ltd. (CFL) and Goldman Sachs International (GSI) in order to provide greater flexibility for certain assets to be funded under the facility. The size of the existing CFL facility was reduced to \$1.5 billion, and the \$625 million formerly available under the existing CFL facility was transferred to a new total return swap facility between GSI and CIT TRS Funding B.V. (BV), a wholly-owned subsidiary of CIT.

The aggregate notional amounts of the total return swaps of \$120 million at June 30, 2012 and \$70.1 million at December 31, 2011 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 \$2,005 million at June 30, 2012 and \$2,055 million at December 31, 2011 under the CFL and BV Facilities. 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 recent financings;
- n Forecasted usage of the long-dated CFL and BV 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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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

Derivative Instrument Gains and Losses (dollars in millions)

	Gain / (Loss) Recognized	Quarters Ended June 30,		Six Months Ended June 30,	
		2012	2011	2012	2011
<b>Derivative Instruments</b>					
<b>Non Qualifying Hedges</b>					
Cross currency swaps	Other income	\$ 15.8	\$ (4.0)	\$ 4.5	\$ (45.0)
Interest rate swaps	Other income	(0.4)	(11.1)	2.0	(5.2)
Foreign currency forward exchange contracts	Other income	10.6	(15.4)	(5.4)	(68.8)
Equity warrants	Other income	0.2	(1.5)	0.1	(0.1)
<b>Total derivatives</b>	<b>income statement impact</b>	\$ 26.2	\$ (32.0)	\$ 1.2	\$ (119.1)

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

Changes in AOCI Relating to Derivatives (dollars in millions)

Contract Type	Derivatives effective portion recorded in OCI	Total change in OCI for period
<b>Quarter ended June 30, 2012</b>		
Cross currency swaps net investment hedges	\$ 0.1	\$ 0.1
FX forward exchange cash flow hedges	0.2	0.2
FX forward exchange net investment hedges	(6.2)	(6.2)
<b>Total</b>	\$ (5.9)	\$ (5.9)
<b>Quarter ended June 30, 2011</b>		

<b>Contract Type</b>		<b>Derivatives effective portion recorded in OCI</b>	<b>Total change in OCI for period</b>
Cross currency swaps	net investment hedges	\$ (2.6)	\$ (2.6)
FX forward exchange	cash flow hedges	(0.7)	(0.7)
FX forward exchange	net investment hedges	(14.0)	(14.0)
<b>Total</b>		<b>\$(17.3)</b>	<b>\$(17.3)</b>
<b>Six Months Ended June 30, 2012</b>			
Cross currency swaps	net investment hedges	\$ (0.4)	\$ (0.4)
FX forward exchange	cash flow hedges	0.7	0.7
FX forward exchange	net investment hedges	(10.8)	(10.8)
<b>Total</b>		<b>\$(10.5)</b>	<b>\$(10.5)</b>
<b>Six Months Ended June 30, 2011</b>			
Cross currency swaps	net investment hedges	\$ (1.1)	\$ (1.1)
FX forward exchange	cash flow hedges	0.7	0.7
FX forward exchange	net investment hedges	(11.8)	(11.8)
<b>Total</b>		<b>\$(12.2)</b>	<b>\$(12.2)</b>

There was no effective portion of derivatives reclassified from AOCI to income or any hedge ineffectiveness recorded directly in income during the quarters ended June 30, 2012 and 2011.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 7 FAIR VALUE**

**Fair Value Hierarchy**

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* for fair value measurement policy.

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:

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

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	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>June 30, 2012</b>				
<b>Assets</b>				
Debt Securities available for sale	\$ 968.2	\$ 18.3	\$ 949.9	\$
Equity Securities available for sale	17.0	14.2	2.8	
Trading assets at fair value - derivatives	36.3		36.3	
Derivative counterparty assets at fair value	18.6		18.6	
<b>Total Assets</b>	<b>\$ 1,040.1</b>	<b>\$ 32.5</b>	<b>\$ 1,007.6</b>	<b>\$</b>
<b>Liabilities</b>				

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	Total	Level 1	Level 2	Level 3
<b>June 30, 2012</b>				
Trading liabilities at fair value – derivatives	\$ (60.7)	\$	\$ (60.7)	\$
Derivative counterparty liabilities at fair value	(18.4)		(18.4)	
Total Liabilities	\$ (79.1)	\$	\$ (79.1)	\$
<b>December 31, 2011</b>				
<b>Assets</b>				
Debt Securities available for sale	\$ 937.2	\$	\$ 937.2	\$
Equity Securities available for sale	16.9	14.0	2.9	
Trading assets at fair value – derivatives	42.9		42.9	
Derivative counterparty assets at fair value	38.9		38.9	
Total Assets	\$1,035.9	\$ 14.0	\$1,021.9	\$
<b>Liabilities</b>				
Trading liabilities at fair value – derivatives	\$ (74.9)	\$	\$ (74.9)	\$
Derivative counterparty liabilities at fair value	(14.9)		(14.9)	
Total Liabilities	\$ (89.8)	\$	\$ (89.8)	\$

At June 30, 2012, there were no transfers between Level 1 and Level 2 for financial assets or liabilities measured on a recurring basis.

The following table presents assets and liabilities for which a non-recurring change in fair value has been recorded:

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

	Fair Value Measurements at Reporting Date Using:				Total Gains and (Losses)
	Total	Level 1	Level 2	Level 3	
<b>Assets</b>					
<b>June 30, 2012</b>					
Assets Held for Sale	\$ 199.7	\$	\$	\$ 199.7	\$(28.9)
Impaired loans	85.4			85.4	(15.9)
Total	\$ 285.1	\$	\$	\$ 285.1	\$(44.8)
<b>December 31, 2011</b>					
Assets Held for Sale	\$1,830.8	\$	\$	\$1,830.8	\$(60.7)
Impaired loans	101.5			101.5	(33.7)
Total	\$1,932.3	\$	\$	\$1,932.3	\$(94.4)

CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Loans are transferred from held for investment to 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 and if related to credit deterioration. Once classified as HFS, the amount by which the carrying value exceeds fair value is recorded as a valuation allowance.

Impaired finance receivables (including loans or capital leases) of \$500 thousand 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,



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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. Impairment is measured as the shortfall between estimated value and recorded investment in the finance receivable.

### 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:

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

	Total	Derivatives	Equity Securities Available for Sale
<b>December 31, 2011</b>	\$	\$	\$
Gains or losses realized/unrealized			
Included in Other Income			
Settlements and foreign currency translation			
<b>June 30, 2012</b>	\$	\$	\$
<b>December 31, 2010</b>	\$ 17.6	\$(0.3)	\$ 17.9
Gains or losses realized/unrealized			
Included in Other Income	5.4		5.4
Other, net (primarily sales proceeds)	(23.3)		(23.3)
<b>June 30, 2011</b>	\$ (0.3)	\$(0.3)	\$

At June 30, 2012 and December 31, 2011 there were no Level 3 financial assets or liabilities measured on a recurring basis.

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

### 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)

	June 30, 2012		December 31, 2011	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
<b>Assets</b>				
Trading assets - derivatives	\$ 36.3	\$ 36.3	\$ 42.9	\$ 42.9
Derivative counterparty assets at fair value	18.6	18.6	38.9	38.9

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	June 30, 2012		December 31, 2011	
Assets held for sale (excluding leases)	663.0	668.0	1,871.8	2,024.3
Loans (excluding leases)	15,038.8	15,429.6	14,927.4	15,153.9
Investment Securities	1,184.3	1,187.5	1,250.6	1,252.7
Other assets and unsecured counterparty receivables <sup>(1)</sup>	1,113.7	1,113.7	1,405.7	1,405.7
<b>Liabilities</b>				
Deposits <sup>(2)</sup>	(7,199.2)	(7,341.3)	(6,227.5)	(6,283.8)
Trading liabilities derivatives	(60.7)	(60.7)	(74.9)	(74.9)
Derivative counterparty liabilities at fair value	(18.4)	(18.4)	(14.9)	(14.9)
Long-term borrowings <sup>(2)</sup>	(23,722.0)	(24,623.6)	(26,444.2)	(27,840.1)
Other liabilities <sup>(3)</sup>	(1,914.4)	(1,914.4)	(2,049.2)	(2,049.2)

<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 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.

**Assumptions used to value financial instruments are set forth below:**

**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. See Note 6 Derivative Financial Instruments for notional principal amounts and fair values.

**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 AFS included investments in U.S. Treasury securities and were valued using Level 2 inputs, primarily quoted prices for similar securities. Certain equity securities 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. Equity investments without readily determinable fair values are carried at cost and are periodically assessed for OTTI, with the cost basis reduced when impairment is deemed to be other-than-temporary.

**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 and consumer type 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 are considered 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

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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 June 30, 2012 was \$15.4 billion, which is 102.6% of carrying value. The fair value of the commercial loans portfolio was \$11.2 billion, 100.7% of carrying value, and the fair value of the consumer portfolio was \$4.2 billion, 108.0% of carrying value.

**Impaired Loans** The value of impaired loans utilized to determine impairment 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 June 30, 2012, 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 \$1,086 million. Including related allowances, these loans are carried at \$591 million, or 54% of UPB. Of these amounts, \$450 million and \$337 million of UPB and carrying value 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 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 June 30, 2012, were valued based on quoted market prices, which are Level 1 inputs. Approximately \$7.3 billion of the secured borrowings at June 30, 2012, and the outstanding amount under the Revolving Credit Facility utilized market inputs to estimate fair value, which are Level 2 inputs. Where market estimates were not available for approximately \$3.3 billion at June 30, 2012, values were computed 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.

### NOTE 8 STOCKHOLDERS EQUITY

#### Accumulated Other Comprehensive Income/(Loss)

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

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

	June 30, 2012			December 31, 2011		
	Gross Unrealized	Income Taxes	Net Unrealized	Gross Unrealized	Income Taxes	Net Unrealized
Changes in benefit plan net gain/(loss) and prior service (cost)/credit	\$(54.1)	\$ 0.1	\$ (54.0)	\$(54.9)	\$ 0.1	\$(54.8)
Foreign currency translation adjustments	(48.6)		(48.6)	(37.7)		(37.7)
Changes in fair values of derivatives qualifying as cash flow hedges	(0.1)		(0.1)	(0.8)		(0.8)
Unrealized net gains (losses) on available for sale securities	2.9	(1.2)	1.7	2.0	(0.8)	1.2
Total accumulated other comprehensive loss	\$(99.9)	\$(1.1)	\$(101.0)	\$(91.4)	\$(0.7)	\$(92.1)

### NOTE 9 REGULATORY CAPITAL

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

Quantitative measures established by regulation to ensure capital adequacy require that the Company and CIT 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

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regulators to maintain higher capital levels. In connection with becoming a bank holding company in December 2008, the Company committed to maintaining a minimum Total Risk Based Capital Ratio of 13%. In connection with converting to a Utah state bank in December 2008, CIT Bank committed to maintaining for at least three years a Tier 1 Leverage Ratio of at least 15%.

The calculation of the Company's regulatory capital ratios are subject to review and consultation with the Federal Reserve Bank, which may result in refinements to amounts reported at June 30, 2012.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

	CIT		CIT Bank	
	June 30, 2012	December 31, 2011	June 30, 2012	December 31, 2011
<b>Tier 1 Capital</b>				
Total stockholders' equity	\$ 8,380.9	\$ 8,888.5	\$2,331.1	\$2,116.6
Effect of certain items in accumulated other comprehensive loss excluded from Tier 1 Capital	52.4	54.3	(0.4)	(0.3)
Adjusted total equity	8,433.3	8,942.8	2,330.7	2,116.3
Less: Goodwill <sup>(1)</sup>	(338.0)	(338.0)		
Disallowed intangible assets <sup>(1)</sup>	(43.6)	(63.6)		
Investment in certain subsidiaries	(37.8)	(36.6)		
Other Tier 1 components <sup>(2)</sup>	(64.9)	(58.1)	(64.9)	(91.5)
Tier 1 Capital	7,949.0	8,446.5	2,265.8	2,024.8
<b>Tier 2 Capital</b>				
Qualifying reserve for credit losses and other reserves <sup>(3)</sup>	435.8	429.9	80.6	52.7
Less: Investment in certain subsidiaries	(37.8)	(36.6)		
Other Tier 2 components <sup>(4)</sup>			0.3	0.2
Total qualifying capital	\$ 8,347.0	\$ 8,839.8	\$2,346.7	\$2,077.7
Risk-weighted assets	\$44,260.3	\$44,816.5	\$7,879.9	\$5,545.9
<b>Total Capital (to risk-weighted assets):</b>				
Actual	18.9%	19.7%	29.8%	37.5%
Required Ratio for Capital Adequacy Purposes	13.0% <sup>(5)</sup>	13.0% <sup>(5)</sup>	8.0%	8.0%
<b>Tier 1 Capital (to risk-weighted assets):</b>				
Actual	18.0%	18.8%	28.8%	36.5%
Required Ratio for Capital Adequacy Purposes	4.0%	4.0%	4.0%	4.0%
<b>Tier 1 Leverage Ratio:</b>				
Actual	18.5%	18.9%	23.3%	24.7%
Required Ratio for Capital Adequacy Purposes	4.0%	4.0%	15.0% <sup>(5)</sup>	15.0% <sup>(5)</sup>

<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 and the Tier 1 capital deduction for net unrealized losses on available-for-sale marketable securities (net of tax).

<sup>(3)</sup>

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*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.

<sup>(5)</sup> The Company and CIT Bank each committed to maintaining certain capital ratios above regulatory minimum levels.

### NOTE 10 INCOME TAXES

The Company's second quarter tax provision of \$27.8 million increased from \$21.4 million in the prior-year quarter. The increase was primarily driven by several discrete charges during the quarter partially offset by a reduction in foreign tax expense on lower international earnings. The second quarter provision also included a \$16 million reduction to the provision for income taxes associated with the correction of certain foreign tax accruals relating to prior periods resulting in a sequential quarterly decline.

The Company's tax provision of \$67.7 million for the six months ended June 30, 2012 decreased from \$83.6 million in the prior year period. This decrease was primarily a result of lower international earnings and the previously mentioned corrections of certain foreign tax accruals. The year-to-date provision reflects income tax expense on the earnings of certain international operations and no income tax benefit recorded on the domestic losses. The Company has not recognized any tax benefit on its domestic losses due to uncertainties related to future utilization of net operating loss carry-forwards. The actual year-end 2012 effective tax rate may vary from the currently projected tax rate due to changes in the mix of domestic and international earnings.

The tax provision for the second quarter and six months ended 2012 include net discrete tax charges of \$13.7 million and \$17.7 million, respectively. Included in these

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

amounts are \$29.5 million and \$33.5 million of incremental taxes mainly associated with international audit settlements and an increase in a U.S. deferred tax liability on certain indefinite life assets that cannot be used as a source of future taxable income in the assessment of the domestic valuation allowance. The year-to-date tax provision also includes a \$16 million reduction to the provision for income taxes associated with the correction of certain foreign tax accruals relating to prior periods. The net discrete tax expense also includes a tax benefit of \$146.5 million caused by a release of tax reserves established on an uncertain tax position taken on certain tax losses following a favorable ruling from the tax authorities and a \$98.4 million tax benefit associated with a tax position taken on a prior-year restructuring transaction which was addressed during the quarter. Both of the aforementioned benefits were fully offset by corresponding increases to the domestic valuation allowance.

As of December 31, 2011, CIT had cumulative U.S. Federal net operating loss carry-forwards (NOLs) of \$4.0 billion. The release of the above mentioned uncertain tax positions will allow for the recognition of approximately \$605 million of additional U.S. Federal NOLs. Excluding FSA adjustments, which are not included in the calculation of U.S. Federal taxable income, the Company generated a domestic pretax loss in the second quarter and year-to-date of \$22 million and \$203 million, respectively, which will also increase the NOLs. 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 \$1.9 billion of pre-emergence NOLs. NOLs arising in post-emergence years are not subject to this limitation absent another ownership change for U.S. tax purposes.

#### Liabilities for Uncertain Tax Position

The Company's liability for uncertain tax positions totaled \$313 million at June 30, 2012 and \$549 million at December 31, 2011. Management estimates that this liability may be reduced by up to \$10 million within the next twelve months. During the second quarter, there was a reduction of \$146.5 million caused by a release of tax reserves established on an uncertain tax position taken on certain tax losses following a favorable ruling from the tax authorities and a reduction of \$98.4 million associated with a tax position taken on a prior-year restructuring transaction which was addressed during the quarter. Both of the aforementioned benefits were fully offset by corresponding increases to the domestic valuation allowance.

### NOTE 11 OTHER COMPREHENSIVE INCOME/(LOSS)

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The amounts included in the Statement of Comprehensive Income (Loss) are net of income taxes. The income taxes associated with 'Changes in benefit plans net gain/(loss) and prior service (cost)/credit' and 'Changes in fair values of derivatives qualifying as cash flow hedges' were not significant for the quarters ended June 30, 2012 and June 30, 2011. The change in income taxes associated with 'Net unrealized gains on available for sale securities' totaled approximately \$0.1 million for the quarter ended June 30, 2012 and \$2.2 million for the June 30, 2011 quarter.

The 'Changes in benefit plans net gain/(loss) and prior service (cost)/credit' reclassification adjustments impacting net income was \$0.4 million for the quarter ended June 30, 2012 and not significant for the quarter ended June 30, 2011. There were no reclassifications through income for the quarters ended June 30, 2012 and 2011 for interest expense on interest rate swaps designated as cash flow hedges. The reclassification adjustments for unrealized gains (losses) on investments recognized through income were not significant for the quarters ended June 30, 2012 and 2011.

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 included in earnings.

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

#### NOTE 12 COMMITMENTS

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

#### Commitments (dollars in millions)

	June 30, 2012			December 31, 2011
	Due to Expire		Total Outstanding	Total Outstanding
	Within One Year	After One Year		
<b>Financing Commitments</b>				
Financing and leasing assets	\$ 374.3	\$ 2,405.4	\$ 2,779.7	\$ 2,746.2
<b>Letters of credit</b>				
Standby letters of credit	35.9	217.6	253.5	209.5
Other letters of credit	59.8		59.8	89.5
<b>Guarantees</b>				
Deferred purchase credit protection agreements	1,346.3		1,346.3	1,816.9
Guarantees, acceptances and other recourse obligations	11.2	7.0	18.2	25.6
<b>Purchase and Funding Commitments</b>				
Aerospace manufacturer purchase commitments	680.6	7,129.7	7,810.3	8,033.1
Rail and other manufacturer purchase commitments	410.6	485.2	895.8	738.3

#### Financing Commitments

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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. The table above includes approximately \$0.6 billion of commitments at June 30, 2012 and \$0.4 billion at December 31, 2011 for instances where the customer is not in compliance with contractual obligations, and therefore CIT does not have the contractual obligation to lend. As financing commitments may not be fully drawn, expire unused, be reduced or cancelled at the customer's request, and require the customer to be in compliance with certain conditions, total commitment amounts do not necessarily reflect actual future cash flow requirements.

At June 30, 2012, substantially all financing commitments were senior facilities, with 68% secured by equipment or other assets and the remainder comprised of cash-flow or enterprise value facilities. Most of the Company's undrawn and available financing commitments are in Corporate Finance. The top ten undrawn commitments totaled \$300 million at June 30, 2012.

The table above excludes uncommitted revolving credit facilities extended by Trade Finance to its clients for working capital purposes. In connection with these facilities, Trade Finance 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.

The table above also excludes unused cancelable lines of credit to customers in connection with select third-party vendor programs, which may be used solely to finance additional product purchases, the total of which was not material for either period presented. These uncommitted lines of credit can be reduced, canceled or denied funding by CIT at any time without notice. Management's experience indicates that customers related to vendor programs typically exercise their line of credit only when they need to purchase new products from a vendor and do not seek to exercise their entire available line of credit at any point in time.

### 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.

### Deferred Purchase Agreements

A Deferred Purchase Agreement ( DPA ) is provided in conjunction with factoring, whereby CIT provides a client with credit protection for trade receivables without purchasing the receivables. The trade 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 of DPAs is the maximum potential exposure that CIT would be required to pay under all

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

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 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 \$3.1 million and \$5.4 million at June 30, 2012 and December 31, 2011, respectively.

### Purchase and Funding Commitments

CIT's purchase commitments relate primarily to purchases of commercial aircraft and rail equipment. Commitments to purchase new commercial aircraft are predominantly with Airbus Industries ( Airbus ) and The Boeing Company ( Boeing ). In November 2011, an order was placed for purchase of aircraft from Embraer S.A. ( Embraer ) with deliveries scheduled through 2015. CIT may also commit to purchase an aircraft directly with an airline. Aerospace equipment purchases are contracted for specific models, using baseline aircraft specifications at fixed prices, which

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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, 157 aircraft remain to be purchased from Airbus, Boeing and Embraer at June 30, 2012. Aircraft deliveries are scheduled periodically through 2019. Commitments exclude unexercised options to order additional aircraft.

The Company's rail business entered into commitments to purchase railcars from multiple manufacturers in 2011 and in the second quarter of 2012. The 2012 orders were for 4,000 railcars with deliveries scheduled in 2012 and 2013. Pursuant to these contractual commitments, at June 30, 2012, approximately 7,300 railcars remain to be purchased in 2012 and 2013. Rail equipment purchase commitments are at fixed prices subject to price increases for certain materials.

### NOTE 13 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 \$320 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 June 30, 2012. 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. Some of the Company's pending Litigation matters are described below.

#### Securities Class Action

In July and August 2008, two putative class action lawsuits were filed in the United States District Court for the Southern District of New York (the "SDNY") on behalf of CIT's pre-reorganization stockholders against CIT, its former CEO and its former CFO. In August 2008, a putative class action lawsuit was filed in the SDNY by a holder of CIT-PrZ equity units against CIT, its former CEO, former CFO, former Controller and certain members

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

of its current and former Board of Directors. In May 2009, the Court consolidated these three shareholder actions into a single action (the "Securities Litigation") and appointed Pensioenfonds Horeca & Catering as Lead Plaintiff to represent the proposed class, which consisted of all acquirers of CIT common stock and PrZ preferred stock from December 12, 2006 through March 5, 2008, who allegedly were damaged, including acquirers of CIT-PrZ preferred stock pursuant to the October 17, 2007 offering of such preferred stock.



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In July 2009, the Lead Plaintiff filed a consolidated amended complaint alleging violations of the Securities Exchange Act of 1934 ( 1934 Act ) and the Securities Act of 1933 ( 1933 Act ). Specifically, it was alleged that the Company and certain of its former officers violated Section 10(b) of the 1934 Act by making false and misleading statements and omissions regarding CIT's subprime home lending and student lending businesses. The allegations relating to the Company's home lending business are based on the assertion that the Company failed to fully disclose the risks in the Company's portfolio of subprime mortgage loans. The allegations relating to the Company's student lending business were based upon the assertion that the Company failed to account in its financial statements or, in the case of the preferred stockholders, its registration statement and prospectus, for private loans to students of a helicopter pilot training school, which it alleged were highly unlikely to be repaid and should have been written off. The Lead Plaintiff also alleged that the Company, certain of its former officers, and those current and former Directors of the Company who signed the registration statement in connection with the October 2007 CIT-PrZ preferred offering violated the 1933 Act by making false and misleading statements concerning the Company's student lending business as described above.

Pursuant to a Notice of Dismissal filed on November 24, 2009, CIT Group Inc. was dismissed as a defendant from the Securities Litigation as a result of its discharge in bankruptcy. On June 10, 2010, the SDNY denied the remaining defendants' motion to dismiss the consolidated amended complaint. In February, 2012, the parties to the Securities Litigation agreed to the terms of a settlement (the Settlement Agreement ). The Settlement Agreement was granted final approval by the SDNY by order dated June 13, 2012. In light of the Company's insurance coverage and existing reserves, the settlement did not have a material effect on the Company's financial condition.

### **Tyco Tax Agreement**

In connection with the Company's separation from Tyco International Ltd ( Tyco ) in 2002, CIT and Tyco entered into a Tax Agreement pursuant to which, among other things, CIT agreed to pay Tyco for tax savings actually realized by CIT, if any, as a result of the use of certain net operating losses arising during the period that Tyco owned CIT (the Tyco Tax Attribute ), which savings would not have been realized absent the existence of the Tyco Tax Attribute. During CIT's bankruptcy, CIT rejected the Tax Agreement, and Tyco and CIT entered into a Standstill Agreement pursuant to which (a) CIT agreed that it would defer bringing its subordination claim against Tyco and (b) Tyco agreed that it would defer bringing its damage claim against CIT while the parties exchanged information about CIT's tax position, including past usage and retention of the various attributes on its consolidated tax return. Notwithstanding the Standstill Agreement, Tyco filed a Notice of Arbitration during the 2011 second quarter, demanding arbitration of its alleged contractual damages resulting from rejection of the Tax Agreement. CIT filed an adversary proceeding in the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court ), seeking to subordinate Tyco's interests under section 510(b) of the Bankruptcy Code, which would result in Tyco being treated like equity holders under CIT's confirmed Plan of Reorganization and receiving no recovery in connection with the termination of the Tax Agreement. In December, 2011, the Bankruptcy Court issued its decision denying the request to subordinate Tyco's interests (the Decision ). CIT has appealed the Decision directly to the Second Circuit. Oral argument on the appeal is scheduled to be heard by the Second Circuit on August 23, 2012. The arbitration is proceeding.

The amount of the federal Tyco Tax Attribute is approximately \$794 million and the state Tyco Tax Attribute is approximately \$180 million as of the separation date. CIT's approximate federal and state tax rates are currently 35% and 6.5%, respectively. CIT has recorded a valuation allowance against its federal net deferred tax assets and substantially all of its state net deferred tax assets, which include the deferred tax assets associated with the Tyco Tax Attribute, as the Company continues to believe that it does not currently meet the criteria to recognize these assets. It is CIT's position that it has not received federal tax benefits from the Tyco Tax Attribute within the meaning of the Tax Agreement and that it is speculative as to when, if ever, any such benefits may be realized in the future.

### **Le Nature's Inc.**

CIT was the lead lessor under a syndicated lease of equipment (the Lease ) to Le Nature's Inc., a beverage bottler, for a newly-constructed bottling facility in Phoenix, Arizona. In 2005, CIT and co-lessors funded \$144.8 million, of which approximately \$45 million was funded by CIT. In 2006, CIT sold \$5 million of its interest in the Lease.

In November 2006, amid allegations that Le Nature's had perpetrated a fraudulent scheme, creditors filed an involuntary bankruptcy against Le Nature's in the United States Bankruptcy Court for the Western District of Pennsylvania. Upon the commencement of the bankruptcy, Le Nature's immediately ceased operations and a Chapter 11 trustee was appointed.

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

Subsequent to the commencement of the Le Nature's bankruptcy, certain co-lessors and certain parties that participated in CIT's and other co-lessors' interests in the Lease filed lawsuits against CIT and others to recover the balance of their respective investments, asserting various

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claims including fraud, civil conspiracy, and civil Racketeer Influenced and Corrupt Organizations Act (RICO). Plaintiffs seek damages in excess of \$84 million as well as claims for treble damages under RICO. All but one of these actions has been consolidated for discovery purposes in the United States District Court for the Western District of Pennsylvania.

In October 2008, the Liquidating Trustee of Le Nature s commenced an action against, among others, Le Nature s lenders and lessors, including CIT, asserting a variety of claims on behalf of the liquidation trust.

In October 2008, CIT commenced a lawsuit in the Superior Court for the State of Arizona, Maricopa County, against the manufacturer of the equipment that was the subject of the Lease, certain of its principals, and the former CEO of Le Nature s, alleging, among other things, fraud, conspiracy, civil RICO and negligent misrepresentation, seeking compensatory and punitive damages.

In February 2009, CIT commenced a lawsuit in the Superior Court for the State of Arizona, Maricopa County, against the former independent auditing firm for Le Nature s, asserting professional negligence.

In May 2009, one of Le Nature s other equipment lessors commenced an action against CIT, as well as the equipment manufacturer, and certain principals of the equipment manufacturer, in the Circuit Court of Wisconsin, Milwaukee County, asserting claims for fraud and misrepresentation.

In January, 2012, a non-binding mediation was commenced among CIT, the equipment manufacturer, and other parties related to several pending civil actions. Negotiations among the various parties to the mediation are ongoing.

### **NOTE 14 BUSINESS SEGMENT INFORMATION**

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

CIT s reportable segments are comprised of strategic business units that are aggregated into segments primarily based upon industry categories 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**

CIT has five reportable segments: Corporate Finance, Transportation Finance, Trade Finance, Vendor Finance and Consumer. Corporate Finance and Trade Finance offer secured lending as well as other financial products and services predominately to small and midsize companies. These include secured revolving lines of credit and term loans, accounts receivable credit protection, accounts receivable collection, import and export financing, factoring, debtor-in-possession and turnaround financing and receivable advisory services. Transportation Finance offers secured lending and leasing products to midsize and larger companies across the aerospace, rail and defense industries. Vendor Finance partners with manufacturers and distributors to offer secured lending and leasing products predominantly to small and mid-size companies primarily in information technology, telecommunication and office equipment markets. Consumer includes a liquidating portfolio of predominately government-guaranteed student loans and certain consumer loans of CIT Bank.

#### **Segment Profit and Assets**

In the table that follows, Corporate and Other includes cash liquidity in excess of the amount required by the business units that management determines is prudent for the overall company, loss on debt extinguishment and the prepayment penalties associated with debt repayments.

The second quarter 2012 Interest Expense included approximately \$265 million of debt refinancing charges (\$862 million year to date) related to the FSA accretion associated with the prepayment of \$4.2 billion in debt during the quarter (\$10.6 billion year to date). The second quarter of 2011 Interest Expense included \$113 million of similar debt refinancing charges (\$125 million year to date).

Corporate and Other second quarter 2012 operating expenses includes approximately \$14 million for the establishment of an indemnification reserve related to pre-emergence asset sales that should have been recorded in prior periods.

In addition, year to date 2012 pre-tax earnings related to the Vendor Finance segment reflect \$18 million of corrections, \$15 million of which reduced Interest Income while the remaining amount reduced Other Income. These corrections primarily related to our Mexican portfolio and pertain to prior periods. Management had concluded that the adjustments were not individually or in the aggregate material to the consolidated financial statements as of or for the period ended March 31, 2012, or to any preceding period as reported.

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**Business Segments** (dollars in millions)

	<u>Corporate Finance</u>	<u>Transportation Finance</u>	<u>Trade Finance</u>	<u>Vendor Finance</u>	<u>Commercial Segments</u>	<u>Consumer</u>	<u>Total Segments</u>	<u>Corporate and Other</u>	<u>Total CIT</u>
<b>Quarter Ended June 30, 2012</b>									
Interest income	\$ 171.1	\$ 35.5	\$ 14.1	\$ 135.6	\$ 356.3	\$ 48.5	\$ 404.8	\$ 4.5	\$ 409.3
Interest expense	(130.9)	(288.4)	(17.7)	(110.7)	(547.7)	(26.4)	(574.1)	(65.1)	(639.2)
Provision for credit losses	(7.7)	(0.1)	2.2	(3.1)	(8.7)	(0.2)	(8.9)		(8.9)
Rental income on operating leases	2.3	382.9		60.3	445.5		445.5		445.5
Other income	76.7	14.5	33.3	7.6	132.1	17.9	150.0	(6.0)	144.0
Depreciation on operating lease equipment	(1.2)	(101.9)		(27.6)	(130.7)		(130.7)		(130.7)
Operating expenses	(60.8)	(42.7)	(28.8)	(74.2)	(206.5)	(9.5)	(216.0)	(24.2)	(240.2)
Loss on debt extinguishments								(21.5)	(21.5)
Income (loss) before (provision) benefit for income taxes	\$ 49.5	\$ (0.2)	\$ 3.1	\$ (12.1)	\$ 40.3	\$ 30.3	\$ 70.6	\$ (112.3)	\$ (41.7)
<b>Quarter Ended June 30, 2011</b>									
Interest income	\$ 252.9	\$ 43.5	\$ 17.9	\$ 211.6	\$ 525.9	\$ 68.9	\$ 594.8	\$ 4.8	\$ 599.6
Interest expense	(200.7)	(250.8)	(29.5)	(157.5)	(638.5)	(48.7)	(687.2)	(119.2)	(806.4)
Provision for credit losses	(60.8)	(4.7)	(4.0)	(13.7)	(83.2)	(0.9)	(84.1)		(84.1)
Rental income on operating leases	6.3	340.0		73.9	420.2		420.2		420.2
Other income	114.2	29.1	42.7	52.5	238.5	2.9	241.4	(8.0)	233.4
Depreciation on operating lease equipment	(2.2)	(93.0)		(58.0)	(153.2)		(153.2)		(153.2)
Operating expenses	(63.2)	(37.4)	(26.4)	(80.0)	(207.0)	(15.5)	(222.5)	(16.0)	(238.5)
Income (loss) before (provision) benefit for income taxes	\$ 46.5	\$ 26.7	\$ 0.7	\$ 28.8	\$ 102.7	\$ 6.7	\$ 109.4	\$ (138.4)	\$ (29.0)
<b>Six Months Ended June 30, 2012</b>									
Interest income	\$ 346.9	\$ 69.5	\$ 28.6	\$ 268.1	\$ 713.1	\$ 98.7	\$ 811.8	\$ 9.1	\$ 820.9
Interest expense	(349.1)	(747.3)	(50.1)	(296.7)	(1,443.2)	(91.9)	(1,535.1)	(183.8)	(1,718.9)
Provision for credit losses	(30.4)	(7.7)	(1.6)	(11.3)	(51.0)	(0.5)	(51.5)		(51.5)
Rental income on operating leases	5.1	757.6		122.1	884.8		884.8		884.8

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	<u>Corporate Finance</u>	<u>Transportation Finance</u>	<u>Trade Finance</u>	<u>Vendor Finance</u>	<u>Commercial Segments</u>	<u>Consumer</u>	<u>Total Segments</u>	<u>Corporate and Other</u>	<u>Total CIT</u>
Other income	277.7	27.8	69.6	3.2	378.3	20.2	398.5	(5.1)	393.4
Depreciation on operating lease equipment	(2.3)	(209.8)		(56.1)	(268.2)		(268.2)		(268.2)
Operating expenses	(128.1)	(88.5)	(60.4)	(154.5)	(431.5)	(20.4)	(451.9)	(11.6)	(463.5)
Loss on debt extinguishments								(44.4)	(44.4)
Income (loss) before (provision) benefit for income taxes	\$ 119.8	\$ (198.4)	\$ (13.9)	\$ (125.2)	\$ (217.7)	\$ 6.1	\$ (211.6)	\$ (235.8)	\$ (447.4)
<b>Select Period End Balances</b>									
Loans	\$ 7,549.7	\$ 1,756.8	\$ 2,371.3	\$ 4,524.5	\$ 16,202.3	\$ 3,898.2	\$ 20,100.5	\$	\$ 20,100.5
Credit balances of factoring clients			(1,164.1)		(1,164.1)		(1,164.1)		(1,164.1)
Assets held for sale	103.8	394.5		376.5	874.8	559.2	1,434.0		1,434.0
Operating lease equipment, net	19.0	11,672.4		205.0	11,896.4		11,896.4		11,896.4
<b>Six Months Ended June 30, 2011</b>									
Interest income	\$ 528.7	\$ 86.1	\$ 35.0	\$ 438.3	\$ 1,088.1	\$ 139.7	\$ 1,227.8	\$ 10.6	\$ 1,238.4
Interest expense	(389.2)	(461.3)	(55.2)	(298.5)	(1,204.2)	(101.7)	(1,305.9)	(199.1)	(1,505.0)
Provision for credit losses	(125.3)	(6.5)	(7.3)	(65.6)	(204.7)	(1.8)	(206.5)		(206.5)
Rental income on operating leases	10.0	665.0		154.1	829.1		829.1		829.1
Other income	269.5	53.1	79.4	85.7	487.7	5.8	493.5	10.3	503.8
Depreciation on operating lease equipment	(4.6)	(189.5)		(119.3)	(313.4)		(313.4)		(313.4)
Operating expenses	(117.9)	(77.1)	(54.2)	(156.0)	(405.2)	(32.9)	(438.1)	(5.3)	(443.4)
Income (loss) before (provision) benefit for income taxes	\$ 171.2	\$ 69.8	\$ (2.3)	\$ 38.7	\$ 277.4	\$ 9.1	\$ 286.5	\$ (183.5)	\$ 103.0
<b>Select Period End Balances</b>									
Loans	\$ 6,933.8	\$ 1,358.4	\$ 2,529.2	\$ 4,424.8	\$ 15,246.2	\$ 7,025.7	\$ 22,271.9	\$	\$ 22,271.9
Credit balances of factoring clients			(1,075.7)		(1,075.7)		(1,075.7)		(1,075.7)
Assets held for sale	378.8	257.3		529.8	1,165.9	699.3	1,865.2		1,865.2
Operating lease equipment, net	44.2	10,618.0		256.9	10,919.1		10,919.1		10,919.1

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CIT GROUP INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 15 SUBSEQUENT EVENTS

On August 3, 2012, CIT issued at par \$1.75 billion of senior unsecured notes that mature in 2017 and bear interest at a rate of 4.25% and \$1.25 billion of senior unsecured notes that mature in 2022 and bear interest at a rate of 5.00%.

On July 20, 2012 CIT announced its intention to redeem on August 20, 2012, \$0.6 billion of 7% Series C Notes maturing in 2016 and on August 6, 2012, CIT also announced its intention to redeem on September 5, 2012, \$1.75 billion of 7% Series C Notes maturing in 2016 and all remaining 2017 maturities of approximately \$1.54 billion. These redemptions will increase third quarter 2012 interest expense by up to \$370 million for the acceleration of FSA discount amortization. In addition, there may be a loss on debt extinguishments related to the redemptions. The final amount of FSA to be accelerated and the amount of loss on debt extinguishments will not be known until after the redemptions have occurred. Following these redemptions, approximately \$0.7 billion principal amount of the 7% Notes maturing in 2016 will remain outstanding.

In July 2012, CIT closed a C\$515 million (USD \$511 million) receivable lease securitization, secured by a pool of Canadian equipment leases from CIT's Vendor Finance business segment. The weighted average fixed coupon was 2.285%, which represented a weighted average credit spread of 1.31% over benchmark Government of Canada treasury rates and the net advance rate was 96.75%.

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

and

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

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### OVERVIEW

Founded in 1908, CIT Group Inc. (we, CIT or the Company), a Delaware Corporation, provides commercial financing and leasing products and other financial services to small and middle market businesses across a wide variety of industries. CIT became a bank holding company (BHC) in December 2008 and CIT Bank, a Utah state-chartered bank, is the Company's principal bank subsidiary.

CIT operates primarily in North America, with additional locations in Europe, South America and Asia and has four commercial business segments: Corporate Finance, Trade Finance, Transportation Finance and Vendor Finance. We also own and manage a pool of liquidating consumer loans, predominantly government guaranteed student loans, that are reported in the Consumer segment.

As of June 30, 2012 the Company had 3,566 employees and over \$42 billion in assets.

*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 terms used in Part I *Item 1. Business Section* in our Form 10-K for the year ended December 31, 2011 (the 2011 Form 10-K).

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 accounting principles generally accepted in the United States of America (GAAP) measures.

### 2012 PRIORITIES AND PROGRESS

Our 2012 priorities were developed to further advance our broader strategic initiatives centered on improving our financial condition, enhancing our business model, and further improving our approach to risk management and control functions. The following highlights some of our accomplishments:

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### 1. Accelerate Growth and Business Development Initiatives

- n Increased new business activity. Second quarter 2012 committed new business volume was \$2.7 billion, up 31% from the prior-year quarter and 9% sequentially. For the six months ended June 30, 2012, committed volume rose 38% to \$5.2 billion. Funded new business volume of \$2.4 billion in the second quarter increased 38% from the prior-year quarter and 19% sequentially. For the six months ended June 30, 2012 funded volume rose 43% to \$4.4 billion. Both committed and funded volume increased from the prior-year period in all commercial segments, most notably Corporate Finance.
- n Increased commercial assets. Commercial financing and leasing assets increased \$556 million from March 31, 2012, reflecting increases across most of the commercial segments. Commercial financing and leasing assets increased 4% since December 31, 2011 and are up 6% from a year ago.

### 2. Improve Profitability While Maintaining Financial Strength

- n We reported a pre-tax loss for the 2012 second quarter of \$42 million, compared to pre-tax losses of \$29 million for the year ago quarter and \$406 million last quarter. We had pre-tax income excluding debt refinancing charges<sup>(1)</sup> of \$245 million, improved from \$134 million in the prior-year quarter and \$214 million in the first quarter 2012, driven by lower funding and credit costs.
- n While we reported a pre-tax loss of \$447 million for the six months ended June 30, 2012, compared to pre-tax income of \$103 million for the prior-year period, pre-tax income excluding debt refinancing charges<sup>(1)</sup> was \$459 million, improved from \$312 million in 2011.
- n The weighted average coupon rates of outstanding deposits and long-term borrowings declined to 3.83% at June 30, 2012 from 4.24% at March 31, 2012 and 5.11% at June 30 2011. Including \$3.9 billion of Series C redemptions announced during the third quarter, and the issuance of \$3.0 billion of unsecured debt in August 2012, the weighted average coupon rates on outstanding deposits and long-term borrowings would have been 3.50% at June 30, 2012.

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<sup>(1)</sup> Pre-tax income excluding debt refinancing charges is a non-GAAP measure. See *Non-GAAP Financial Measurements* for reconciliation of non-GAAP to GAAP financial information.

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- n Tier 1 and Total Capital ratios at June 30, 2012 were 18.0% and 18.9%, respectively, improved from March 31, 2012, but down from December 31, 2011, and remain well above regulatory requirements.

### 3. Expand Bank Assets and Funding

- n Total assets at CIT Bank increased to \$10.0 billion from \$6.9 billion at June 30, 2011 and \$9.6 billion at March 31, 2012. Commercial loans and leases of \$6.3 billion increased from \$2.2 billion at June 30, 2011 and \$5.1 billion at March 31, 2012.
- n Second quarter committed loan volume at CIT Bank rose 62% from the year-ago period and increased 10% sequentially to \$1.8 billion, of which nearly \$1.5 billion was funded.
- n Deposits increased, both in dollars and as a percentage of total CIT funding. As of June 30, 2012, deposits were \$7.2 billion and comprised 23% of total CIT funding, compared to 21% and 13% at March 31, 2012 and June 30, 2011, respectively.
- n During the second quarter, CIT Bank placed over \$1.1 billion of deposits at an average rate of approximately 1.4% and an average CD term of over three years that replaced maturing deposits at higher rates.

During the remainder of 2012 we will continue to advance these business priorities, as well as enhance internal control functions and our relationships with our regulators.

**2012 FINANCIAL OVERVIEW**

2012 operating results reflected increased commercial business activity, further progress advancing our liability restructuring and ongoing portfolio optimization efforts.

**Net loss** for the quarter and six months ended June 30, 2012 totaled \$71 million and \$517 million, \$0.35 and \$2.57 per diluted share, largely influenced by accelerated FSA net discount/(premium) on debt extinguishments and repurchases, loss on debt extinguishments and prepayment costs ( debt refinancing charges ). These net losses compare to a net loss of \$50 million for the 2011 second quarter, \$0.25 per diluted share, and net income for the six months ended June 30, 2011 of \$16 million, \$0.08 per diluted share. The 2012 amounts included debt refinancing charges of \$286 million in the second quarter and \$906 million year to date related to the redemption of high cost debt, while the year-ago periods included debt refinancing charges of \$163 million for the quarter and \$210 million for the year to date.

**Pre-tax loss** totaled \$42 million for the 2012 second quarter and \$447 million year to date, compared to a pre-tax loss of \$29 million for the second quarter of 2011 and pre-tax income of \$103 million for the six months. Excluding debt refinancing charges, pre-tax income was \$245 million for the quarter and \$459 million for the six months, respectively, improved from \$134 million in the 2011 second quarter and \$313 million for the prior-year six months. Pre-tax income excluding debt refinancing charges and net FSA accretion/amortization<sup>(2)</sup> for the 2012 second quarter was \$119 million and \$274 million year to date, driven by lower funding costs and lower credit costs, up from \$17 million in the 2011 second quarter and \$71 million for the prior-year six months. The 2012 quarter and year to date included net FSA costs of \$139 million and \$677 million, primarily due to the acceleration of interest expense related to the redemption of high cost debt, while the 2011 second quarter and year to date included net FSA benefits of \$4 million and \$117 million.

<sup>(2)</sup> *Pre-tax income excluding debt refinancing charges and net FSA accretion/amortization is a non-GAAP measure. See Non-GAAP Financial Measurements for reconciliation of non-GAAP to GAAP financial information.*

The following table presents the pre-tax results, and adjusts for debt related transaction costs and FSA accretion. This is a non-GAAP measurement.

**Impacts of FSA Accretion and Debt-related Transaction Costs on Pre-tax Income (Loss) (dollars in millions)**

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Pre-tax income/(loss) reported	\$ (41.7)	\$(405.7)	\$ (29.0)	\$(447.4)	\$ 103.0
Accelerated FSA net discount/(premium) on debt extinguishments and repurchases	264.9	596.9	113.3	861.8	124.5
Debt related loss on debt extinguishments	21.5	22.9		44.4	
Debt related prepayment costs			50.0		85.0
Pre-tax income/(loss) excluding accelerated net FSA net discount/(premium) on debt extinguishments and repurchases and loss on debt extinguishments	244.7	214.1	134.3	458.8	312.5
Net FSA accretion (excluding debt related acceleration)	(125.6)	(59.6)	(117.5)	(185.2)	(241.9)
Pre-tax income (loss) excluding FSA net accretion & debt refinancing costs	\$ 119.1	\$ 154.5	\$ 16.8	\$ 273.6	\$ 70.6

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**Net finance revenue**<sup>(3)</sup> ( NFR ) was \$85 million in the second quarter, up from \$60 million in the 2011 second quarter and a negative \$(366) million in the 2012 first quarter. For the six months, NFR was negative due to a significant increase in FSA discount accretion resulting from repayments of approximately \$10.6 billion of high cost debt, compared to NFR of \$249 million for the 2011 six months. Average earning assets ( AEA ) were \$32.3 billion in the 2012 second quarter, down \$2.2 billion from the year-ago quarter due primarily to asset sales and down \$0.8 billion from the 2012 first quarter due primarily to student loan asset sales. NFR as a percentage of AEA ( net finance margin or NFM ) was 1.05% in the 2012 second quarter, compared to 0.70% in the prior-year quarter and a negative amount last quarter. Excluding net FSA accretion and debt prepayment costs, net finance margin was 3.02%, improved from 1.40% in the prior-year quarter and 1.97% last quarter. The increase from the year-ago quarter was driven primarily by lower funding costs, reduction of low yielding assets, interest recoveries and other yield-related fees and the benefit from the suspension of depreciation on operating lease equipment held for sale, as discussed further in the next section, Net Finance Revenue . The sequential quarter improvement was due primarily to improved funding costs, higher loan prepayment and interest recoveries and other yield-related fees, and the shift to higher yielding assets. Operating lease rental income increased from prior periods, benefitting from higher asset levels and improved railcar utilization. For the six months ended June 30, 2012, finance margin excluding net FSA accretion and debt prepayment costs was 2.49%, up from 1.41% last year. While other institutions may use net interest margin ( NIM ), which equates to interest income less interest expense, we discuss NFR, which includes operating lease results due to their significant impact on revenue and expense, including depreciation and interest expense associated with funds used to purchase equipment.

**Provision for credit losses** for the quarter ended June 30, 2012 was \$9 million, compared to \$84 million in the year-ago quarter and \$43 million last quarter. The declines from both periods reflect lower charge-offs and a reduction in non-specific reserves in the current quarter. For the six months ended June 30, 2012, the provision for credit losses was \$52 million, down from \$207 million last year driven by lower charge-offs.

**Other income** (excluding operating lease rentals) of \$144 million decreased \$89 million from the prior-year quarter and \$105 million sequentially, largely due to reduced gains on assets sold and higher impairment on assets held for sale. These items more than offset an increase in counterparty receivable accretion in the current period. Factoring commissions of \$29 million were down slightly from the prior-year quarter and also sequentially, reflecting lower factoring volume. Year to date, other income totaled \$393 million, down from \$504 million last year.

**Operating expenses** were \$240 million, up slightly from the prior-year quarter and up \$17 million sequentially. The current quarter included approximately \$14 million for the establishment of an indemnification reserve related to pre-emergence asset sales that should have been recorded in prior periods largely offset by benefits related to favorable resolutions of tax and legal matters. The increase from prior periods is also attributable to higher employee-related costs. Headcount at June 30, 2012 was 3,566, compared to 3,480 a year ago and 3,526 at March 31, 2012. Year to date, operating expenses totaled \$464 million, compared to \$443 million last year.

**Provision for income taxes** in the second quarter was \$28 million and predominantly reflects income generated by our international operations. The tax provision increased from the year-ago quarter, primarily driven by an increase in discrete items. Included in the current period is a \$16 million reduction to the provision for income taxes associated with the correction of certain foreign tax accruals relating to prior periods, which caused the sequential quarter decline. For the six months ended June 30, 2012, the provision for income taxes was \$68 million, down from \$84 million a year ago driven by a reduction in foreign tax expense as a result of lower international earnings and the previously mentioned correction of foreign tax accruals.

**Total assets** at June 30, 2012 were \$42.8 billion, down \$1.4 billion from March 31, 2012, and \$5.4 billion from June 30, 2011. Commercial financing and leasing assets increased from prior periods, to \$29.0 billion, while we further reduced consumer assets primarily through the sale of \$1.1 billion of student loans. Total loans of \$20.1 billion declined \$2.2 billion from a year ago, and \$0.4 billion sequentially, largely due to the sale of student loans. Operating lease equipment increased \$1 billion from a year ago to \$11.9 billion reflecting aircraft and rail car deliveries, and was essentially unchanged from March 31, 2012. Cash and short-term investments decreased \$0.3 billion from March 31, 2012 to \$7.0 billion as we paid down high-cost debt, reduced our contingent liquidity requirements and improved the efficiency of our sources of contingent liquidity, such as utilization of a revolving credit facility.

**Funded new business volume** of \$2.4 billion increased 38% over the prior-year quarter and 19% sequentially, and was up 43% to \$4.4 billion for the six months ended June 30, 2012 compared to last year. Committed new business volume of \$2.7 billion was up 31% from the prior-year quarter and 9% sequentially, and was up 38% to \$5.2 billion for the six months ended June 30, 2012 compared to last year as there were meaningful improvements in Corporate Finance, Vendor Finance and Transportation Finance. Volume increased sequentially in Transportation Finance, reflecting both lending and leasing activities, and in Vendor Finance. Trade Finance factoring volume of \$5.9 billion declined modestly from the first quarter of 2012 and by approximately 4% from the prior-year quarter. Factoring volume of \$11.9 billion for the six months ended June 30, 2012, was down 3% from the 2011 period.

<sup>(3)</sup> Net finance revenue, average earning assets and net operating lease revenue are non-GAAP measures; see Non-GAAP Financial Measurements for a reconciliation of non-GAAP to GAAP financial information.



**Credit metrics** trends continued to be favorable, as net charge-offs and non-accrual loans declined from the prior-year quarter and sequentially. Net charge-offs were \$17 million, or 0.33% as a percentage of average finance receivables, down from \$55 million (0.95%) in the year-ago quarter and \$22 million (0.44%) in the prior quarter. Net charge-offs in our commercial segments were 0.42% of average finance receivables in the current quarter, improved from 1.38% in the year-ago quarter and 0.56% in the prior quarter. The reduction from the prior-year quarter reflects improvements in Corporate Finance and Vendor Finance, while the sequential quarter decline was almost entirely attributable to Transportation Finance. Non-accrual loans were \$455 million, or 2.26% of finance receivables at June 30, 2012, down from \$1.1 billion (4.77%) at June 30, 2011 and \$482 million (2.35%) at March 31, 2012. Non-accrual loans as a percentage of finance receivables in the commercial segments was 2.80% at June 30, 2012, improved from 6.96% at June 30, 2011 and 3.03% at March 31, 2012, reflecting broad-based improvement across the commercial segments. The sequential quarter improvement was largely attributable to improvements in Corporate Finance, reflecting the repayment and sale of loans, and in Vendor Finance.

## NET FINANCE REVENUE

The following tables present management's view of consolidated margin and include the net interest spread we make on loans and leased equipment, in dollars and as a percent of average earning assets.

### Net Finance Revenue (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Interest income	\$ 409.3	\$ 411.6	\$ 599.6	\$ 820.9	\$ 1,238.4
Rental income on operating leases	445.5	439.3	420.2	884.8	829.1
Finance revenue	854.8	850.9	1,019.8	1,705.7	2,067.5
Interest expense	(639.2)	(1,079.7)	(806.4)	(1,718.9)	(1,505.0)
Depreciation on operating lease equipment	(130.7)	(137.5)	(153.2)	(268.2)	(313.4)
Net finance revenue	\$ 84.9	\$ (366.3)	\$ 60.2	\$ (281.4)	\$ 249.1
Average Earning Assets ( AEA )	\$32,307.7	\$33,060.9	\$34,500.9	\$32,672.8	\$34,918.3
<b>As a % of AEA:</b>					
Interest income	5.07%	4.98%	6.95%	5.02%	7.09%
Rental income on operating leases	5.51%	5.31%	4.87%	5.42%	4.75%
Finance revenue	10.58%	10.29%	11.82%	10.44%	11.84%
Interest expense	(7.91)%	(13.06)%	(9.35)%	(10.52)%	(8.62)%
Depreciation on operating lease equipment	(1.62)%	(1.66)%	(1.77)%	(1.64)%	(1.79)%
Net finance revenue	1.05%	(4.43)%	0.70%	(1.72)%	1.43%
<b>As a % of AEA by Segment:</b>					
Corporate Finance	2.21%	(2.25)%	3.00%	0.02%	3.72%
Transportation Finance	0.82%	(4.72)%	1.30%	(1.92)%	1.66%
Trade Finance	(1.31)%	(5.98)%	(3.26)%	(3.74)%	(2.90)%
Vendor Finance	4.56%	(1.61)%	5.02%	1.49%	6.13%
Commercial Segments	1.81%	(3.53)%	2.31%	(0.84)%	2.96%
Consumer	1.76%	(0.99)%	1.03%	0.24%	0.96%

Average earning assets are less than comparable balances displayed later in this document in 'Select Quarterly Financial Data (Quarterly Average Balances) due to the exclusion of deposits with banks and other investments and the inclusion of credit balances of factoring clients.

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Net finance revenue (NFR) of \$85 million for the quarter ended June 30, 2012 improved over the prior-year quarter, driven by lower funding costs. NFR continues to be significantly impacted by FSA accretion. Net FSA accretion decreased NFR by \$184 million during the current quarter, compared to a decrease of \$76 million (including \$50 million of prepayment costs) in the prior-year quarter and a \$546 million decrease in the prior quarter, which included higher debt FSA discount accretion resulting from repayments of high cost debt ( accelerated debt FSA discount accretion ). Other than debt-related FSA accretion,

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FSA accretion has declined significantly from the prior year. See *Fresh Start Accounting* section for FSA accretion details.

Interest income was down from the prior-year quarter and slightly below the prior quarter reflecting lower FSA accretion and declines in average earning assets. FSA accretion was \$77 million in the current quarter, down from \$221 million in the prior-year quarter and \$91 million in the prior quarter. See *Fresh Start Accounting* later in this document. The 2012 year-to date benefit of \$168 million was well below the prior year benefit of \$467 million. The remaining accretable FSA discount on loans was \$453 million at June 30, 2012, down from \$977 million at June 30, 2011 and \$544 million at March 31, 2012. Quarter and year-to date average earning asset balances were down from 2011 largely due to asset sales and repayments, and down sequentially reflecting student loan sales and collections.

Interest expense for 2012 included accelerated debt FSA discount accretion resulting from repayments of approximately \$10.6 billion in high cost debt, including \$4.2 billion in the second quarter, as management continued to reduce CIT's cost of capital via the repayment of high cost debt. Interest expense in the second quarter of 2012 included \$265 million of accelerated FSA debt accretion, while the prior-year quarter had \$163 million, including \$50 million of prepayment penalties. Year to date, accelerated FSA debt accretion totaled \$862 million compared to \$210 million (including \$85 million of prepayment penalties) last year. Interest expense in the third quarter will reflect the redemption of \$3.9 billion of Series C Notes in August and September 2012, which will increase interest expense by up to \$370 million for the acceleration of FSA discount amortization.

Second quarter senior unsecured debt issuances, the proceeds of which were used to redeem high cost debt, included the May 4, 2012 issuance at par of \$1.25 billion of notes that mature in 2017 and bear interest at a rate of 5.00% and \$750 million of notes that mature in 2020 and bear interest at a rate of 5.375%. First quarter Series C Notes and other unsecured note transactions, as well as secured financing transactions, are discussed in *Funding, Liquidity and Capital*. On August 3, 2012, CIT issued at par \$1.75 billion of senior unsecured notes that mature in 2017 and bear interest at a rate of 4.25% and \$1.25 billion of senior unsecured notes that mature in 2022 and bear interest at a rate of 5.00%.

Deposits have increased, both in dollars and proportion of total CIT funding (23% at June 30, 2012 compared to 21% and 13% at March 31, 2012 and June 30, 2011, respectively). The weighted average rate of deposits at June 30, 2012 was 2.15%, compared to 2.45% and 3.14% at March 31, 2012 and June 30, 2011, respectively. During the 2012 second quarter, CIT Bank issued over \$1.1 billion of deposits at a weighted average rate of 1.4% with an average CD term of over three years. In the 2012 first quarter, approximately \$750 million of deposits were issued at a weighted average rate of 1.12%.

As a result of our 2012 debt restructurings and the increased proportion of deposits to our total funding, we reduced weighted average coupon rates of outstanding deposits and long-term borrowings to 3.83% at June 30, 2012 from 4.24% and 5.11% at March 31, 2012 and June 30, 2011, respectively. Including the unsecured debt issued on August 3, 2012 and the July 20 and August 6, 2012 announced redemptions of Series C Notes, the weighted average coupon rates on outstanding deposits and long-term borrowings would have been 3.50% at June 30, 2012. See *Select Financial Data* section for more information on debt rates.

As detailed in the following table, NFR as a percentage of AEA included significant impact from net FSA accretion and debt prepayment penalties.

#### Adjusted Net Finance Revenue as a % of AEA (dollars in millions)

	Quarters Ended					
	June 30, 2012		March 31, 2012		June 30, 2011	
Net finance revenue	\$ 84.9	1.05%	\$(366.3)	(4.43)%	\$ 60.2	0.70%
FSA impact on net finance revenue	184.1	1.97%	546.3	6.40%	25.8	0.18%

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Quarters Ended

Secured debt prepayment penalties					50.0	0.52%
Adjusted net finance revenue	\$ 269.0	3.02%	\$ 180.0	1.97%	\$ 136.0	1.40%

Net finance revenue and Adjusted net finance revenue are non-GAAP measures, see non-GAAP financial information.

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Net Finance Margin ( NFM ) excluding FSA and prepayment penalties improved over the presented periods due to continued reduction in funding costs, a continued shift in asset mix to higher-yielding commercial assets, as well as other yield related items. The sequential change is more relevant as it reflects more consistent comparisons than with the prior year and is discussed in detail.

Lower funding cost improved NFM sequentially by approximately 40 basis points ( bps ), from a full quarter s benefit of the first quarter s liability management actions and some benefit for the second quarter liability management. In addition, the higher deposit balance (23% of total funding at June 30, 2012), as mentioned earlier, contributed to lowering the funding costs. NFM benefited from interest recoveries, which resulted from non-accrual asset prepayments, sales and assets returning to accrual status, and other yield-related fees, which together contributed approximately 10 bps to the improvement this quarter. In addition, the 2012 first quarter was negatively impacted by corrections related to prior periods on Vendor Finance loans of about 15 bps. Suspended depreciation on operating lease equipment held for sale, described below, benefits margin until the asset is sold. The benefits totaled approximately 25 bps in the current quarter, consistent with the prior quarter and nearly twice the rate as in the prior-year quarter.

Generally, second quarter 2012 new business yields in Corporate Finance remained relatively stable within product types. Utilization rates in air and railcar assets in Transportation Finance remained strong; rail lease rates continued to improve for most types of railcars and air lease rates reflected some compression. Asset yields vary by vendor program, geography and types of credit in Vendor Finance, and declined slightly in the second quarter of 2012 compared to the first quarter.

NFM also continues to be impacted by our changing business mix, in which cash, student loans and liquid investments continue to represent a significant but declining portion of the overall balance sheet. Continued growth in the relative proportion of commercial loans and leases and further declines in non-accrual loan balances, have contributed to the improved margin.

The following table sets forth the details on net operating lease revenue, before and after the impact of FSA:

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

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Rental income on operating leases	14.85%	14.69%	15.25%	14.76%	14.95%
Depreciation on operating lease equipment	(4.36)%	(4.60)%	(5.56)%	(4.47)%	(5.65)%
Net operating lease revenue %	10.49%	10.09%	9.69%	10.29%	9.30%
Net operating lease revenue %, excluding FSA	7.26%	6.85%	6.34%	7.05%	6.09%
Net operating lease revenue	\$ 314.8	\$ 301.8	\$ 267.0	\$ 616.6	\$ 515.7
Average Operating Lease Equipment ( AOL )	\$11,999.6	\$11,958.7	\$11,017.2	\$11,989.9	\$11,084.8

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Net operating lease revenue<sup>(4)</sup> increased in amount compared to the 2011 periods on higher assets in Transportation Finance and benefited from lower depreciation expense in Vendor Finance (discussed further below). Sequentially, net operating lease revenue was up on higher assets and lower depreciation expense in Transportation Finance, as the first quarter reflected some depreciation acceleration due to impairment charges on equipment. These factors also drive the increases in net operating lease revenue as a percent of AOL. Net operating lease revenue also reflects a benefit from net FSA accretion of \$48 million, \$49 million and \$46 million for the quarters ended June 30, 2012, March 31, 2012 and June 30, 2011, respectively and \$97 million and \$88 million for the six months ended June 30, 2012 and 2011, respectively.

Net operating lease revenue is primarily generated from the aircraft and rail transportation portfolios. Net operating lease revenue from these portfolios improved from the prior-year quarter and prior quarter, reflecting higher asset balances and strong asset utilization. Commercial aircraft were over 99% leased at June 30, 2012. In the rail portfolio, utilization, including commitments, was 98%, up from 96% in the prior-year quarter and a modest increase from March 31, 2012.

(4) *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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In addition, the 2012 results compared to last year benefited from lower depreciation expense, primarily in the Vendor Finance business, as a result of certain operating lease equipment being recorded as held for sale. Once a long-lived asset is classified as held for sale, depreciation expense is no longer recognized, but the asset is evaluated for impairment with any such charge recorded in other income. As a result, net operating lease revenue includes rental income on operating lease equipment classified as held for sale, but there is no related depreciation expense. Operating lease equipment in assets held for sale totaled \$546 million at June 30, 2012, \$314 million at March 31, 2012 and \$427 million at June 30, 2011, reflecting assets relating to aerospace equipment and the previously announced Dell Europe platform sale in Vendor Finance. The amount of depreciation not recognized on operating lease equipment in assets held for sale totaled \$21 million for the second quarter 2012, \$21 million last quarter and \$12 million for the second quarter 2011. Year to date, suspended depreciation totaled \$42 million for 2012 and \$25 million for 2011.

See *Expenses Depreciation on operating lease equipment* and *Concentrations Operating Leases* for additional information.

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## CREDIT METRICS

The improvement in portfolio credit quality trends continued in the second quarter, as net charge-offs and non-accrual loans declined from the prior-year quarter and sequentially. The improvement was broad based across the segments. Management believes that credit metrics are at, or near, cycle lows, and does not expect sustained improving trends from these levels.

Non-accrual loans in our commercial segments declined 57% and 6% from the prior-year quarter and the prior quarter, respectively, to \$455 million, or 2.80% as a percentage of finance receivables. On a consolidated basis, including U.S. government-guaranteed student loans, the non-accrual percentage was 2.26% at June 30, 2012, versus 4.77% in the prior-year quarter and 2.35% last quarter.

As a percentage of average finance receivables, net charge-offs in the Commercial segments were 0.42% (\$17 million), versus 1.38% (\$54 million) in the second quarter of 2011 and 0.56% (\$22 million) last quarter. For the first half of 2012, net charge-offs in the Commercial segments were \$38 million (0.49%), versus \$193 million (2.43%) in 2011, with the improvement largely in Corporate Finance. See the tables that follow for additional details by segment.

The provision for credit losses for the 2012 quarter and year to date compared favorably to the 2011 comparable periods, primarily reflecting lower charge-offs, while the sequential quarter decline reflects a reduction in non-specific reserves in the current quarter.

As a result of adopting FSA, the allowance for loan losses at December 31, 2009 was eliminated and effectively recorded as discounts on loans as part of the fair value of finance receivables. A portion of the discount attributable to embedded credit losses is recorded as non-accretable discount and is utilized as such losses occur, primarily on impaired, non-accrual loans. Any incremental deterioration of loans in this group above the remaining discount results in incremental provisions or charge-offs. Improvements or increases in forecasted cash flows in excess of the non-accretable discount will reduce any allowance on the loan established after emergence from bankruptcy. Once such allowance (if any) has been reduced and the account is returned to accruing status, the non-accretable discount is reclassified to accretable discount and is recorded as finance income over the remaining life of the account. For performing pre-emergence loans, an allowance for loan losses is established to the extent our estimate of inherent loss exceeds the remaining FSA discount. Recoveries of loans charged off pre-emergence (2009 and prior) and

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loans charged off prior to transfer to held for sale are reflected in other income. For the quarters ended June 30, 2012, and 2011 and March 31, 2012, the balances totaled \$19 million, \$25 million and \$10 million, respectively, while the six months ended June 30, 2012 and 2011, totaled \$29 million and \$58 million.

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 and charge-off levels and realization rates on collateral. Our policy is to recognize losses through charge-offs when there is high likelihood of loss after considering the borrower's financial condition, underlying collateral and guarantees, and the finalization of collection activities.

Our allowance for loan losses includes: (1) specific reserves for impaired loans, (2) non-specific reserves for estimated losses inherent in non-impaired loans utilizing the Company's internal probability of default / loss given default ratings system to determine projected loss levels and (3) if necessary, a qualitative adjustment to the reserve for economic risks, industry and geographic concentrations, and other factors not adequately captured in our methodology. Qualitative adjustments largely relate to instances where management believes that the Company's current risk ratings in selected portfolios do not fully reflect the corresponding inherent risk. The qualitative adjustments did not exceed 10% of the total allowance at any of the presented

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periods and are recorded by class and included in the allowance for loan losses.

Management updated and enhanced its credit grading models in the quarter ended June 30, 2012 as part of our ongoing model development life cycle. These updates and enhancements did not have a significant impact on the allowance in the period. See *Risk Management* for additional discussion on the new model development and the allowance for loan losses.

The following table presents a roll forward of the allowance for loan losses and provides summarized components of the provision and allowance:

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

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
<b>Allowance beginning of period</b>	\$ 420.0	\$ 407.8	\$ 402.5	\$407.8	\$ 416.2
Provision for credit losses <sup>(1)</sup>	8.9	42.6	84.1	51.5	206.5
Other <sup>(1)</sup>	2.1	(8.4)	(7.5)	(6.3)	(4.0)
<b>Net additions</b>	11.0	34.2	76.6	45.2	202.5
Gross charge-offs	(28.0)	(44.2)	(88.3)	(72.2)	(247.7)
Recoveries <sup>(2)</sup>	11.2	22.2	33.2	33.4	53.0
<b>Net Charge-offs</b>	(16.8)	(22.0)	(55.1)	(38.8)	(194.7)
<b>Allowance end of period</b>	\$ 414.2	\$ 420.0	\$ 424.0	\$414.2	\$ 424.0
<b>Loans</b>					
Commercial Segments	\$ 16,202.3	\$ 15,901.7	\$ 15,246.2		
Consumer	3,898.2	4,588.9	7,025.7		
Total loans	\$ 20,100.5	\$ 20,490.6	\$ 22,271.9		
<b>Allowance</b>					
Commercial Segments	\$ 414.2	\$ 420.0	\$ 424.0		

	Provision for Credit Losses				
	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Specific reserves on impaired loans	\$ 9.3	\$(10.0)	\$(20.0)	\$ (0.7)	\$(48.4)
Non-specific reserves	(17.2)	30.6	49.0	13.4	60.2
Net charge-offs	16.8	22.0	55.1	38.8	194.7
Totals	\$ 8.9	\$ 42.6	\$ 84.1	\$51.5	\$206.5

  

	Allowance for Loan Losses		
	June 30, 2012	March 31, 2012	December 31, 2011
Specific reserves on impaired loans	\$ 53.9	\$ 44.6	\$ 54.6
Non-specific reserves	360.3	375.4	353.2
Totals	\$414.2	\$420.0	\$407.8

<sup>(1)</sup> Includes amounts related to reserves on unfunded loan commitments, letters of credit and for deferred purchase agreements, which are reflected in other liabilities.

<sup>(2)</sup> Recoveries for the quarters ended June 30, 2012, March 31, 2012 and June 30, 2011 do not include \$18.6 million, \$10.4 million and \$25.1 million, respectively, and for the six months ended June 30, 2012 and 2011, do not include \$29.0 million and \$57.6 million, respectively, of recoveries of loans charged off pre-emergence and loans charged off prior to transfer to held for sale, which are included in Other Income.

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The consolidated allowance for loan losses as a percentage of finance receivables (including U.S. government guaranteed student loans) was 2.06%, essentially flat with the prior two quarters and up from 1.90% at June 30, 2011. For the commercial segments, the percentages were 2.56%, 2.64% and 2.78% as of June 30, 2012, March 31, 2012 and June 30, 2011, respectively. The reduction in the commercial allowance percentage reflects improving portfolio credit quality, as new originations with lower expected loss replace pre-emergence loans with higher expected loss.

The increase in non-specific reserves for the six months was primarily driven by asset growth, while the modest decrease in specific reserves is consistent with the reduction in non-accrual loans.

FSA discount and allowance balances by segment are presented in the following table:

**Segment FSA Discount and Allowance Balances** (dollars in millions)

	Finance Receivables pre-FSA	FSA Accretible Discount	FSA Non- accretible Discount <sup>(1)</sup>	Finance Receivables post-FSA	Allowance for Credit Losses	Net Carrying Value
<b>June 30, 2012</b>						
Corporate Finance	\$ 7,684.3	\$(109.5)	\$(25.1)	\$ 7,549.7	\$(271.3)	\$ 7,278.4

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	Finance Receivables pre-FSA	FSA Accretable Discount	FSA Non- accretable Discount <sup>(1)</sup>	Finance Receivables post-FSA	Allowance for Credit Losses	Net Carrying Value
Transportation Finance	1,813.1	(56.3)		1,756.8	(28.5)	1,728.3
Trade Finance	2,371.3			2,371.3	(29.8)	2,341.5
Vendor Finance	4,566.2	(35.2)	(6.5)	4,524.5	(84.6)	4,439.9
Commercial Segments	16,434.9	(201.0)	(31.6)	16,202.3	(414.2)	15,788.1
Consumer	4,153.0	(251.5)	(3.3)	3,898.2		3,898.2
Total	\$20,587.9	\$(452.5)	\$(34.9)	\$20,100.5	\$(414.2)	\$19,686.3
<b>March 31, 2012</b>						
Corporate Finance	\$ 7,498.0	\$(142.4)	\$(31.6)	\$ 7,324.0	\$(270.3)	\$ 7,053.7
Transportation Finance	1,767.2	(63.8)		1,703.4	(29.2)	1,674.2
Trade Finance	2,388.2			2,388.2	(30.0)	2,358.2
Vendor Finance	4,543.6	(47.7)	(9.8)	4,486.1	(90.5)	4,395.6
Commercial Segments	16,197.0	(253.9)	(41.4)	15,901.7	(420.0)	15,481.7
Consumer	4,881.8	(289.6)	(3.3)	4,588.9		4,588.9
Total	\$21,078.8	\$(543.5)	\$(44.7)	\$20,490.6	\$(420.0)	\$20,070.6
<b>December 31, 2011</b>						
Corporate Finance	\$ 7,089.2	\$(178.7)	\$(47.8)	\$ 6,862.7	\$(262.2)	\$ 6,600.5
Transportation Finance	1,564.0	(77.0)		1,487.0	(29.3)	1,457.7
Trade Finance	2,431.4			2,431.4	(29.0)	2,402.4
Vendor Finance	4,495.9	(62.8)	(11.4)	4,421.7	(87.3)	4,334.4
Commercial Segments	15,580.5	(318.5)	(59.2)	15,202.8	(407.8)	14,795.0
Consumer	4,989.3	(303.3)	(3.3)	4,682.7		4,682.7
Total	\$20,569.8	\$(621.8)	\$(62.5)	\$19,885.5	\$(407.8)	\$19,477.7

<sup>(1)</sup> Non-accretable discount includes certain accretable discount amounts relating to non-accrual loans for which accretion has been suspended.

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

**Charge-offs as a Percentage of Average Finance Receivables** (dollars in millions)

	Quarters Ended					Six Months Ended				
	June 30, 2012		March 31, 2012		June 30, 2011		June 30, 2012		June 30, 2011	
<b>Gross Charge-offs</b>										
Corporate Finance	\$ 7.6	0.41%	\$18.0	1.02%	\$51.5	2.84%	\$25.6	0.71%	\$175.0	4.64%
Transportation Finance	0.9	0.22%	7.9	1.97%			8.8	1.06%	0.7	0.11%
Trade Finance	1.9	0.33%	1.5	0.26%	4.2	0.66%	3.4	0.29%	10.3	0.85%
Vendor Finance	17.2	1.54%	16.2	1.47%	31.4	2.79%	33.4	1.50%	59.3	2.59%

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	Quarters Ended						Six Months Ended			
Commercial Segments	27.6	0.69%	43.6	1.13%	87.1	2.22%	71.2	0.91%	245.3	3.09%
Consumer	0.4	0.03%	0.6	0.05%	1.2	0.06%	1.0	0.04%	2.4	0.06%
Total	\$28.0	0.55%	\$44.2	0.88%	\$88.3	1.52%	\$72.2	0.71%	\$247.7	2.09%
<b>Recoveries<sup>(1)</sup></b>										
Corporate Finance	\$ 1.1	0.06%	\$ 11.3	0.64%	\$ 12.2	0.67%	\$ 12.4	0.34%	\$ 19.6	0.52%
Transportation Finance									0.1	0.01%
Trade Finance	0.4	0.07%	0.4	0.07%	6.3	0.98%	0.8	0.06%	8.0	0.67%
Vendor Finance	9.5	0.85%	10.2	0.93%	14.4	1.28%	19.7	0.88%	24.7	1.07%
Commercial Segments	11.0	0.27%	21.9	0.57%	32.9	0.84%	32.9	0.42%	52.4	0.66%
Consumer	0.2	0.01%	0.3	0.02%	0.3	0.01%	0.5	0.02%	0.6	0.01%
Total	\$ 11.2	0.22%	\$ 22.2	0.44%	\$ 33.2	0.57%	\$ 33.4	0.33%	\$ 53.0	0.45%
<b>Net Charge-offs<sup>(1)</sup></b>										
Corporate Finance	\$ 6.5	0.35%	\$ 6.7	0.38%	\$ 39.3	2.17%	\$ 13.2	0.37%	\$ 155.4	4.12%
Transportation Finance	0.9	0.22%	7.9	1.97%			8.8	1.06%	0.6	0.10%
Trade Finance	1.5	0.26%	1.1	0.19%	(2.1)	(0.32)%	2.6	0.23%	2.3	0.18%
Vendor Finance	7.7	0.69%	6.0	0.54%	17.0	1.51%	13.7	0.62%	34.6	1.52%
Commercial Segments	16.6	0.42%	21.7	0.56%	54.2	1.38%	38.3	0.49%	192.9	2.43%
Consumer	0.2	0.02%	0.3	0.03%	0.9	0.05%	0.5	0.02%	1.8	0.05%
Total	\$ 16.8	0.33%	\$ 22.0	0.44%	\$ 55.1	0.95%	\$ 38.8	0.38%	\$ 194.7	1.64%

<sup>(1)</sup> Net charge-offs do not include recoveries of loans charged off pre-emergence and loans charged off prior to transfer to held for sale, which are recorded in Other Income.

Gross and net charge-offs, were well below the prior-year periods, reflective of our improved portfolio credit quality. Reported recoveries (recoveries on post emergence charge-offs), while down from prior periods, remained relatively high at \$11 million and \$33 million for the current quarter and six months.

The majority of the improvement was reported in Corporate Finance, as the prior-year included high energy sector charge-offs. Trade Finance continued to experience low levels of customer and client charge-offs during the current period. Charge-offs in Transportation Finance in the first quarter related primarily to two aerospace accounts that had specific reserves at December 31, 2011. The reduction in Vendor Finance net charge-offs from the prior-year periods reflect reduced gross charge-offs across the regions, in addition to continued strong recoveries.

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The tables below present information on non-performing loans, which includes assets held for sale for each period:

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

	June 30, 2012	March 31, 2012	December 31, 2011
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	June 30, 2012	March 31, 2012	December 31, 2011
<b>Non-accrual loans</b>			
U.S.	\$ 409.4	\$ 423.4	\$ 623.3
Foreign	45.1	58.0	77.8
Commercial Segments	454.5	481.4	701.1
Consumer	0.4	0.5	0.9
Non-accrual loans	\$ 454.9	\$ 481.9	\$ 702.0
<b>Troubled Debt Restructurings</b>			
U.S.	\$ 307.5	\$ 292.7	\$ 427.5
Foreign	32.8	21.0	17.7
Restructured loans	\$ 340.3	\$ 313.7	\$ 445.2
<b>Accruing loans past due 90 days or more</b>			
Government guaranteed accruing student loans past due 90 days or more	\$ 251.1	\$ 365.7	\$ 390.3
Other accruing loans past due 90 days or more	2.0	2.2	2.2
Accruing loans past due 90 days or more	\$ 253.1	\$ 367.9	\$ 392.5

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

	June 30, 2012		March 31, 2012		December 31, 2011	
Corporate Finance	\$ 315.9	4.18%	\$ 328.9	4.49%	\$ 497.9	7.26%
Transportation Finance	17.3	0.99%	25.3	1.49%	45.0	3.03%
Trade Finance	47.8	2.01%	43.8	1.83%	75.3	3.10%
Vendor Finance	73.5	1.62%	83.4	1.86%	82.9	1.88%
Commercial Segments	454.5	2.80%	481.4	3.03%	701.1	4.61%
Consumer	0.4	0.01%	0.5	0.01%	0.9	0.02%
Total	\$ 454.9	2.26%	\$ 481.9	2.35%	\$ 702.0	3.53%

Non-accrual loans were down, both in amount and as a percentage of finance receivables, from December 31, 2011, as all segments reported improvements. With the exception of Trade Finance, all segments were also below the prior quarter in amount and percentage.

The decline in Corporate Finance in the first quarter from year end primarily reflected the completion of a multi-phased loan portfolio sale that was completed in the 2012 first quarter. The second quarter improvement in Corporate Finance included the return to accrual status of accounts in the SBL unit. The reductions in Transportation Finance (Aerospace) and Trade Finance from December 2011 primarily reflect accounts that have been returned to accrual status following a period of improved performance.

Approximately 75% of our non-accrual accounts were current in payments at June 30, 2012, and our impaired loan carrying value (including FSA discount, specific reserves and charge-offs) to estimated outstanding contractual balances approximated 59%. For this purpose, impaired loans are comprised principally of non-accrual loans over \$500,000 and TDRs.

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

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	Six Months Ended June 30, 2012			Six Months Ended June 30, 2011		
	U.S.	Foreign	Total	U.S.	Foreign	Total
Interest revenue that would have been earned at original terms	\$51.4	\$7.5	\$58.9	\$107.4	\$15.6	\$123.0
Less: Interest recorded	13.1	2.5	15.6	6.8	3.0	9.8
Foregone interest revenue	\$38.3	\$5.0	\$43.3	\$100.6	\$12.6	\$113.2

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.

The tables that follow reflect loan carrying values as of June 30, 2012 and December 31, 2011 of accounts that have been modified.

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

	June 30, 2012			December 31, 2011		
	Excluding FSA	Including FSA	% Compliant <sup>(1)</sup>	Excluding FSA	Including FSA	% Compliant <sup>(1)</sup>
<b>Troubled Debt Restructurings</b>						
Deferral of interest and/or principal	\$ 323.5	\$ 301.5	93%	\$ 461.8	\$ 394.8	94%
Debt forgiveness	1.9	1.6	86%	17.9	12.5	96%
Interest rate reductions	15.3	15.2	100%	24.6	19.0	100%
Covenant relief and other	24.8	22.0	86%	27.0	18.9	77%
	\$ 365.5	\$ 340.3	93%	\$ 531.3	\$ 445.2	94%
Percent non accrual	46%	43%		66%	63%	
<b>Modifications<sup>(2)</sup></b>						
	<b>Excluding FSA</b>	<b>% Compliant<sup>(1)</sup></b>		<b>Excluding FSA</b>	<b>% Compliant<sup>(1)</sup></b>	
Interest rate increase/additional collateral	\$ 54.8	100%		\$ 14.9	100%	
Extended maturity	131.4	92%		183.6	100%	
Covenant relief	121.1	100%		157.4	100%	
Principal deferment	7.5	100%		0.3	100%	
Other	65.3	78%		120.4	100%	
	\$ 380.1			\$ 476.6	100%	
Percent non accrual	29%			10%		

<sup>(1)</sup> % Compliant is calculated using carrying values including FSA for Troubled Debt Restructurings and carrying values excluding FSA for Modifications.

<sup>(2)</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.

## OTHER INCOME

## Non-Interest Income (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
	Rental income on operating leases	\$445.5	\$439.3	\$420.2	\$ 884.8
Other Income:					
Gains on loan and portfolio sales	26.5	145.4	88.1	171.9	167.9
Factoring commissions	28.9	32.3	30.9	61.2	64.7
Counterparty receivable accretion	44.8	9.0	30.0	53.8	60.1
Gains on sales of leasing equipment	23.2	19.5	16.5	42.7	57.0
Fee revenues	18.3	17.0	20.8	35.3	41.9
Other revenues	12.8	17.6	33.3	30.4	36.6
Recoveries of loans charged off pre-emergence and loans charged off prior to transfer to held for sale	18.6	10.4	25.1	29.0	57.6
Gain on investment sales	4.4	19.1	10.3	23.5	27.2
(Losses) gains on derivatives and foreign currency exchange	(4.6)	0.7	(9.1)	(3.9)	13.8
Impairment on assets held for sale	(28.9)	(21.6)	(12.5)	(50.5)	(23.0)
Total other income	144.0	249.4	233.4	393.4	503.8
Total non-interest income	\$589.5	\$688.7	\$653.6	\$1,278.2	\$1,332.9

Total Non-interest Income includes Rental Income on Operating Leases and Other income. The increase in *Rental income on operating leases* is discussed in *Net Finance Revenues and Financing and Leasing Assets Results by Business Segment*. See also *Concentrations Operating Leases* for additional information on operating leases. The declines for the quarter and six months ended June 30, 2012 of Other Income reflect the following:

*Gains on loan and portfolio sales* fluctuate based on the volume and types of loans sold. Sales activity for the 2012 second quarter totaled over \$1.1 billion and consisted of \$1.1 billion in Consumer (primarily student loans; \$14 million gain) and \$0.1 billion in Corporate Finance (\$11 million gain). Sales in the 2012 first quarter were \$0.8 billion, consisting of \$0.5 billion in Consumer (student loans) and \$0.3 billion in Corporate Finance. The 2012 first quarter reflected a \$138 million gain from the completion of the final phases of a Corporate Finance loan portfolio sale in which many of the loans had a low carrying value due to being on non-accrual and also included FSA adjustments. Sales in second quarter 2011 were \$0.5 billion and consisted of \$0.3 billion in Vendor Finance (\$24 million gain) primarily related to the sale of a Canada portfolio and \$0.2 billion in Corporate Finance (\$62 million gain), which included non-accrual loans that were in held for sale.

*Factoring commissions* were down from the comparable periods primarily reflecting lower factoring volume.

*Counterparty receivable accretion* primarily relates to the accretion of a fair value discount on the receivable from GSI related to the GSI Facilities. FSA accretion on the counterparty receivable was accelerated during the 2012 second quarter to reflect a return of cash to CIT due to higher valuation of pledged assets in the GSI Facilities. See *Note 5 Long-term Borrowings*.

*Gains on sales of leasing equipment* resulted from sales of \$341 million of equipment in the current quarter as part of our normal fleet and residual management activities, versus \$234 million last quarter and \$224 million in the 2011 second quarter. Equipment sales in the current quarter consisted of \$199 million in Transportation Finance assets (mostly aerospace related), \$90 million in Vendor Finance assets and \$52 million in Corporate Finance assets. Gains as a percentage of equipment sold were down from last quarter and the prior year quarter and will vary based on the type and age of equipment sold.

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*Fee revenues* are primarily comprised of servicing fees, letters of credit fees, documentation and wire transfer fees and advisory fees.

*Other revenues* include items that are more periodic 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 insurance premiums earned as well as income from joint ventures. The current quarter is down from the 2011 quarter, which included a non-recurring benefit of \$11 million related to a change in the aircraft order book and corresponding acceleration of FSA.

*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

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classification as held for sale. These recoveries are recorded as other income, not as a reduction to the provision for loan losses. The increase from the 2012 first quarter is due to higher recoveries in Corporate Finance, while the decline from the prior year reflects a general downward trend as the Company moves further away from its emergence date.

*Gains on investment sales* reflects sales of equity investments, primarily in Corporate Finance, and the 2012 first quarter included an \$11 million gain related to securities in the Corporate Finance portfolio sale.

*(Losses) gains on derivatives and foreign currency exchange* largely are driven by transactional exposures and economic hedges that do not qualify for hedge accounting. The net loss in the second quarter of 2012 and 2011 reflect unfavorable currency movements offsetting net gains on derivative instruments, while the reverse occurred in the 2012 first quarter when favorable currency movements offset losses on derivative instruments. See *Note 6 Derivative Financial Instruments* for additional information on derivatives.

*Impairment on assets held for sale* in the second quarter 2012 included \$20 million of impairment charges related to Vendor Finance operating lease equipment that were transferred to held for sale in 2011 and \$9 million of transportation equipment, mostly aerospace assets. Impairment charges in the first quarter 2012 included \$20 million of impairment charges related to Vendor Finance operating lease equipment that were transferred to held for sale in 2011. Second quarter 2011 impairment on assets held for sale related to Vendor Finance operating lease equipment (\$9 million) and Corporate Finance loans. When a long-lived asset is classified as held for sale, depreciation expense is no longer recognized but the asset is evaluated for impairment with any such charge recorded in other income. (See *Expenses* for related discussion on *depreciation on operating lease equipment*.)

### EXPENSES

**Other Expenses** (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Depreciation on operating lease equipment	\$ 130.7	\$ 137.5	\$ 153.2	\$ 268.2	\$ 313.4
Salaries and general operating expenses:					
Compensation and benefits	136.7	133.6	124.2	270.3	241.3
Technology	17.8	18.8	18.1	36.6	36.8
Professional fees	13.3	20.0	35.3	33.3	66.0
Net occupancy expense	9.8	9.1	9.7	18.9	19.8
Provision for severance and facilities exiting activities	1.4	4.5	0.9	5.9	7.5
Other expenses	61.2	37.3	50.3	98.5	72.0

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	Quarters Ended			Six Months Ended	
Operating expenses	240.2	223.3	238.5	463.5	443.4
Losses on debt extinguishments	21.5	22.9		44.4	
Total expenses	\$392.4	\$383.7	\$391.7	\$776.1	\$756.8
Headcount	3,566	3,526	3,480		

*Depreciation on operating lease equipment* is recognized on owned equipment over the lease term or estimated useful life of the asset. The decline from last quarter primarily reflected lower impairments on Transportation Finance equipment on lease. Impairments recorded on equipment on lease is reported as depreciation expense. Depreciation expense declined from last year reflecting the suspension of depreciation on operating lease equipment once it is transferred to held for sale, mostly related to Vendor Finance. The amount of depreciation not recognized on operating lease equipment in assets held for sale totaled \$21 million for the second quarter 2012, \$21 million last quarter and \$12 million for the second quarter 2011. Year to date, suspended depreciation totaled \$42 million for 2012 and \$25 million for 2011. To a lesser extent, depreciation expense is driven by asset mix. The Transportation Finance operating lease equipment portfolio has been growing, while the shorter-term portfolios in Vendor Finance and Corporate Finance have declined. Depreciation expense also includes a component of FSA adjustments. FSA adjustments reduced depreciation expense by \$54 million in the current quarter, \$57 million last quarter, and \$61 million in the 2011 first quarter. Year to date, depreciation FSA adjustments totaled \$111 million for 2012 and \$122 million for 2011. See *Net Finance Revenues*. See also *Financing and Leasing Assets Results by Business Segment* and *Concentrations Operating Leases* for additional information.

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*Operating expenses* reflect the following:

- n *Compensation and benefits* increased from last quarter as a result of the inclusion of an entire quarter expense associated with equity awards issued during the first quarter and other employee related expenses. The increases compared to the 2011 periods reflect higher incentive compensation expenses, including increased number of employees. Headcount at June 30, 2012 was up 4% from in the prior-year quarter and 2% from March 31, 2012.
- n *Professional fees* included legal and other professional fees such as tax, audit, and consulting services. The decrease from last quarter reflects amounts received on favorable legal and tax resolutions, while the decline from the 2011 periods also reflects lower consulting costs for risk management and other projects.
- n *Provision for severance and facilities exiting activities* reflects various organization efficiency and cost reduction initiatives. Severance costs include employee termination benefits incurred in conjunction with these initiatives. The facility exiting activities primarily relate to location closings and facility consolidation charges.
- n *Other expenses* increased during the 2012 second quarter from the prior periods. The current quarter included \$14 million for the establishment of an indemnification reserve related to pre-emergence asset sales. This charge, which should have been recorded in prior periods and is related to consumer assets sales that occurred prior to 2005, is fully reserved and was largely offset by other items. In addition, Bank deposit related expenses have increased \$4 million to approximately \$11 million from last quarter and \$10 million from the prior-year quarter. Year to date, these are up \$12 million over 2011.

*Losses on debt extinguishments* in the current quarter reflected underwriting costs and accelerated fees related to liability management actions taken during the quarter, while the 2012 first quarter loss reflected underwriting costs for the debt issued in February to refinance Series A debt redeemed in March.

## FRESH START ACCOUNTING

Upon emergence from bankruptcy in 2009, CIT applied Fresh Start Accounting (FSA) in accordance with generally accepted accounting principles in the United States of America (GAAP), which is detailed in Note 1 Business and Summary of Significant Accounting Policies and Note 26 Fresh Start Accounting of our 2011 Form 10-K. Accretion and amortization of certain FSA adjustments are reflected in operating results as briefly described below.

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FSA remains a considerable factor on our Net Finance Revenue, while the impact on Credit Metrics trends has lessened. Net finance revenue reflects the accretion of the FSA adjustments to the loans and leases, as well as debt. Given the ongoing impact of FSA on CIT's financial statements and to a lesser extent, credit metrics, the results are generally not comparable with those of other financial institutions. Whereas other financial institutions may be experiencing declining reserves resulting from current credit trends, CIT's allowance may not have declined as much during 2012.

The following table presents FSA adjustments by balance sheet caption:

### Accretable Fresh Start Accounting (Discount) / Premium (dollars in millions)

	June 30, 2012	March 31, 2012	December 31, 2011	June 30, 2011
Loans	\$ (452.5)	\$ (543.5)	\$ (621.8)	\$ (976.5)
Operating lease equipment, net	(2,670.9)	(2,743.3)	(2,803.1)	(2,891.6)
Intangible assets	42.3	50.0	63.6	84.1
Other assets	(59.3)	(104.1)	(113.1)	(165.4)
<b>Total assets</b>	<b>\$ (3,140.4)</b>	<b>\$ (3,340.9)</b>	<b>\$ (3,474.4)</b>	<b>\$ (3,949.4)</b>
Deposits	\$ 7.1	\$ 10.1	\$ 14.5	\$ 24.4
Long-term borrowings	(1,016.3)	(1,327.7)	(2,018.9)	(2,436.8)
Other liabilities	6.5	12.7	25.7	47.9
<b>Total liabilities</b>	<b>\$ (1,002.7)</b>	<b>\$ (1,304.9)</b>	<b>\$ (1,978.7)</b>	<b>\$ (2,364.5)</b>

Interest income is increased by the FSA accretion on loans, which as of June 30, 2012 primarily relates to Consumer (\$0.3 billion) and Corporate Finance (\$0.1 billion). Due to the contractual maturity of the underlying loans, the majority of the accretion on consumer loans will be over a longer time period, generally 10 years, while most commercial loan accretion income will be realized within the next 2 years. In addition to the yield related accretion on loans, the decline in accretable balance has been accelerated, primarily as a result of asset sales. In addition, approximately \$35 million of non-accretable discounts remained at June 30, 2012.

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Interest expense is increased by the accretion of the long-term borrowings FSA balance, which is recognized over the time to contractual maturity of the underlying debt. If the debt is repaid prior to its contractual maturity, and the repayment is accounted for as a debt extinguishment, accretion of the FSA discount on the underlying debt would be accelerated. If the repayment is accounted for as a debt modification, the FSA discount is amortized over the term of the new financing on an effective yield method. Debt maturity terms are: 2016 2017 for the Series C Notes that were exchanged from Series A, and 2012 2040 for the secured borrowings, of which approximately 80% is expected to be recognized by 2021. See Funding, Liquidity and Capital and Item 8 Financial Statements and Supplementary Data, *Note 15 Subsequent Events* for additional information on Series C Notes redemptions.

The following table summarizes the estimated scheduled FSA accretion on the Series C Notes and secured borrowings as of June 30, 2012. The table assumes repayment of the Series C Notes on its scheduled due date, but could be different as described above. FSA accretion of approximately \$370 million on the announced redemptions of Series C Notes during the 2012 third quarter remains in the various years in the table below, as the redemptions were after the quarter ended. Differences will also occur if contractual cash flows related to assets underlying the secured borrowings are received faster than obligated. The differences from the estimates could vary materially and are inherently subject to significant uncertainties that may be beyond the Company's control.

### FSA Debt and Deposit (Discount) / Premium Accretion (dollars in millions)

Debt Type	Outstanding FSA Balance	Remaining 2012	2013	2014	2015	2016 and Thereafter

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Debt Type	Outstanding FSA Balance	Remaining 2012	2013	2014	2015	2016 and Thereafter
Series C Notes <sup>(1)</sup>	\$ (475.6)	\$(45.0)	\$ (97.1)	\$(107.3)	\$(118.6)	\$(107.6)
Secured Borrowings	(492.0)	(36.1)	(70.1)	(61.7)	(52.5)	(271.6)
Other Debt	(48.7)	(1.2)	(2.1)	(2.4)	(2.8)	(40.2)
Deposits	7.1	3.6	4.3	0.6	(0.4)	(1.0)
Total	\$(1,009.2)	\$(78.7)	\$(165.0)	\$(170.8)	\$(174.3)	\$(420.4)

<sup>(1)</sup> The FSA discount relates to the Series A Notes that were exchanged to Series C Notes.

Depreciation expense is reduced by the accretion of the operating lease equipment discount, essentially all of which is related to Transportation Finance aircraft and rail operating lease assets. We estimated an economic average life before disposal of these assets of approximately 15 years for aerospace assets and 30 years for rail assets.

In conjunction with FSA, operating lease rentals were adjusted as of the emergence date. As a result, an intangible asset was recorded to adjust these contracts that were, in aggregate, above then current market rental rates. These adjustments (net) will be amortized, thereby lowering rental income (a component of Other Income) over the remaining term of the lease agreements on a straight line basis. The majority of the remaining accretion has a contractual maturity of less than two years.

Other assets relates primarily to a discount on receivables from GSI in conjunction with the GSI Facilities as further described under Funding, Liquidity and Capital . The discount is accreted into income over the expected payout of the associated receivables.

The following table summarizes the impact of accretion and amortization of FSA adjustments on the Consolidated Statement of Operations for the quarters and six months ended June 30:

**Accretion/(Amortization) of Fresh Start Accounting Adjustments** (dollars in millions)

	Quarter Ended June 30, 2012						Total CIT
	Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Consumer	Corporate and Other	
Interest income	\$ 39.9	\$ 8.1	\$	\$ 12.2	\$ 16.5	\$	\$ 76.7
Interest expense	(55.3)	(153.8)	(9.7)	(42.8)	(5.2)	(41.6)	(308.4)
Rental income on operating leases		(6.4)					(6.4)
Depreciation expense	0.7	52.4		0.9			54.0
FSA-net finance revenue	(14.7)	(99.7)	(9.7)	(29.7)	11.3	(41.6)	(184.1)
Other income	34.5	6.9			3.4		44.8
Total	\$ 19.8	\$ (92.8)	\$(9.7)	\$(29.7)	\$ 14.7	\$(41.6)	\$(139.3)

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	Quarter Ended March 31, 2012						Total CIT
	Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Consumer	Corporate and Other	
Interest income	\$ 53.0	\$ 9.0	\$	\$ 15.9	\$ 13.2	\$	\$ 91.1

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Quarter Ended March 31, 2012

Interest expense	(130.8)	(309.7)	(23.1)	(107.0)	(34.5)	(81.7)	(686.8)
Rental income on operating leases		(8.1)					(8.1)
Depreciation expense	0.8	55.6		1.1			57.5
FSA-net finance revenue	(77.0)	(253.2)	(23.1)	(90.0)	(21.3)	(81.7)	(546.3)
Other income	6.9	1.4			0.7		9.0
Total	\$ (70.1)	\$(251.8)	\$(23.1)	\$ (90.0)	\$(20.6)	\$(81.7)	\$(537.3)

INCOME TAXES

Income Tax Data (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
	Provision for income taxes	\$ 14.1	\$35.9	\$ 24.0	\$ 50.0
Discrete items (Tax liability releases/NOL valuation adjustments/Changes in uncertain tax liabilities)	13.7	4.0	(2.6)	17.7	10.8
Provision for income taxes Total	\$ 27.8	\$39.9	\$ 21.4	\$ 67.7	\$ 83.6
Effective tax rate Total	(66.7)%	(9.8)%	(73.8)%	(15.1)%	(81.2)%
Effective tax rate Total excluding discrete items	(33.8)%	(8.8)%	(82.7)%	(11.2)%	(70.7)%

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The Company's second quarter tax provision of \$27.8 million increased from \$21.4 million in the prior-year quarter. The increase was primarily driven by several discrete charges during the quarter partially offset by a reduction in foreign tax expense on lower international earnings. The second quarter provision also included a \$16 million reduction to the provision for income taxes associated with the correction of certain foreign tax accruals relating to prior periods, resulting in a sequential quarterly decline.

The Company's tax provision of \$67.7 million for the six months ended June 30, 2012 decreased from \$83.6 million in the prior year period. This decrease was primarily a result of lower international earnings and the previously mentioned corrections of certain foreign tax accruals. The year-to-date provision reflects income tax expense on the earnings of certain international operations and no income tax benefit recorded on the domestic losses. The Company has not recognized any tax benefit on its domestic losses due to uncertainties related to future utilization of net operating loss carry-forwards. The actual year-end 2012 effective tax rate may vary from the currently projected tax rate due to changes in the mix of domestic and international earnings.

The tax provision for the second quarter and six months ended 2012 included net discrete tax charges of \$13.7 million and \$17.7 million, respectively. Included in these amounts are \$29.5 million and \$33.5 million of incremental taxes mainly associated with international audit settlements and an increase in a U.S. deferred tax liability on certain indefinite life assets that cannot be used as a source of future taxable income in the assessment of the domestic valuation allowance. The year-to-date tax provision also includes a \$16 million reduction to the provision for income taxes associated with the correction of certain foreign tax accruals relating to prior periods. The net discrete tax expense also included a tax benefit of \$146.5 million caused by a release of tax reserves established on an uncertain tax position taken on certain tax losses following a favorable ruling from the tax authorities and a \$98.4 million tax benefit associated with a tax position taken on a prior-year



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restructuring transaction which was addressed during the quarter. Both of the aforementioned benefits were fully offset by corresponding increases to the domestic valuation allowance.

As of December 31, 2011, CIT had cumulative U.S. federal net operating loss carry-forwards (NOLs) of \$4.0 billion. The release of the above mentioned uncertain tax positions will allow for the recognition of approximately \$605 million of additional U.S. federal NOLs. Excluding FSA adjustments, which are not included in the calculation of U.S. federal taxable income, the Company generated a domestic pretax loss in the second quarter and year-to-date of \$22 million and \$203 million, respectively, which will also increase the NOLs. 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 \$1.9 billion of pre-emergence NOLs. NOLs arising in post-emergence years are not subject to this limitation absent another ownership change for U.S. tax purposes.

### Liabilities for Uncertain Tax Position

The Company's liability for uncertain tax positions totaled \$313 million at June 30, 2012 and \$549 million at December 31, 2011. Management estimates that this liability may be reduced by up to \$10 million within the next twelve months. During the second quarter, there was a reduction of \$146.5 million caused by a release of tax reserves established on an uncertain tax position taken on certain tax losses following a favorable ruling from the tax authorities and a reduction of \$98.4 million associated with a tax position taken on a prior-year restructuring transaction which was addressed during the quarter. Both of the aforementioned benefits were fully offset by corresponding increases to the domestic valuation allowance.

## RESULTS BY BUSINESS SEGMENT

Information about our segments is also in Item 1, *Note 14 Business Segment Information*. Risks associated with the services provided by our segments are discussed in *Business Segments* section of Item 1 Business Overview in the 2011 Form 10-K.

Though three of our four commercial segments reported pretax losses for the first half of 2012, these results were driven by FSA accretion associated with accelerated debt repayments. Excluding these amounts, all operating segments were profitable for the first half.

### Corporate Finance

Corporate Finance's middle-market lending business in the U.S. and Canada provides lending, leasing and other financial and advisory services to the middle market sector, with a focus on specific industries, including Communications, Energy, Entertainment, Healthcare, Industrials, Information Services & Technology, Restaurants, Retail, and Sports & Gaming. We also have specialized business units focusing on small business lending in the U.S., and on financial sponsors in Europe. In 2011, Corporate Finance began select commercial real estate lending and equipment financing. Revenue is generated primarily from interest earned on loans, supplemented by fees collected on services provided.

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### Pre-tax income (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
<b>Earnings Summary</b>					
Interest income	\$ 171.1	\$ 175.8	\$ 252.9	\$ 346.9	\$ 528.7
Interest expense	(130.9)	(218.2)	(200.7)	(349.1)	(389.2)
Provision for credit losses	(7.7)	(22.7)	(60.8)	(30.4)	(125.3)
Rental income on operating leases	2.3	2.8	6.3	5.1	10.0
Other income	76.7	201.0	114.2	277.7	269.5
Depreciation on operating lease equipment	(1.2)	(1.1)	(2.2)	(2.3)	(4.6)
Other expenses, excluding depreciation	(60.8)	(67.3)	(63.2)	(128.1)	(117.9)

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	Quarters Ended			Six Months Ended	
Income before provision for income taxes	\$ 49.5	\$ 70.3	\$ 46.5	\$ 119.8	\$ 171.2
Pre-tax Income-Excluding Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases <sup>(1)</sup>	\$ 93.5	\$ 177.4	\$ 73.1	\$ 270.9	\$ 200.4
<b>Select Average Balances</b>					
Average finance receivables (AFR)	\$7,374.2	\$7,082.2	\$7,247.3	\$7,214.5	\$7,531.2
Average earning assets (AEA)	7,459.5	7,222.8	7,515.5	7,331.3	7,779.9
<b>Statistical Data</b>					
Net finance revenue (interest and rental income, net of interest and depreciation expense) as a % of AEA	2.21%	(2.25)%	3.00%	0.02%	3.72%
Funded new business volume	\$ 969.4	\$ 1,038.1	\$ 688.1	\$ 2,007.5	\$ 1,121.8

<sup>(1)</sup> Non-GAAP measurement, see *Non-GAAP Measurements* for a reconciliation on non-GAAP to GAAP financial information.

Results for the 2012 second quarter included \$44 million of allocated accelerated debt FSA discount accretion, as compared to \$27 million and \$107 million in the 2011 second quarter and last quarter, respectively. Excluding accelerated debt FSA discount accretion, pre-tax income rose nearly 28% from the prior-year quarter, reflecting lower funding costs and lower credit provisions and was down from last quarter, which included substantial gains on receivable sales due to the completion of the final phase of a loan portfolio sale. Year to date results excluding accelerated FSA interest expense related to debt extinguishments were up from last year on lower credit costs and gains on first quarter asset sales, partially offset by lower net FSA accretion.

Committed new business volume increased 29% from the prior-year quarter to \$1.3 billion and was up 57% year to date to \$2.8 billion. CIT Bank originated the vast majority of the 2012 U.S. funded volume, including 91% for the 2012 second quarter, up from 79% in the prior-year quarter. Corporate Finance assets in CIT Bank totaled \$4.0 billion, which surpassed the non-bank portfolio of \$3.7 billion at June 30, 2012. Second quarter 2012 new business yields in Corporate Finance remained relatively stable within product types

Other highlights included:

- n Excluding accelerated debt FSA discount accretion, net finance revenue (interest and rental income, net of interest and depreciation expense) was \$85 million, flat with the year-ago quarter, and up from \$66 million last quarter. Year to date 2012 totaled \$152 million, down from \$174 million in 2011 on lower financing and leasing assets. FSA accretion, absent the accelerated debt FSA discount accretion, increased net finance revenue by \$29 million for the current quarter, compared to increases of \$32 million in the prior-year quarter and \$30 million last quarter. The year to date increases totaled \$59 million for 2012, down from \$83 million in 2011.
- n Other income was down from the prior quarter and prior year quarter on lower gains on asset sales, partially offset by higher FSA accretion on a counterparty receivable. Other income included \$17 million of gains on \$145 million of asset sales, including investments, as compared to \$73 million of gains on \$185 million of asset sales last year and \$170 million of gains on \$330 million of asset sales last quarter. FSA accretion on a counterparty receivable was accelerated during the 2012 second quarter to reflect a return of cash to CIT due to higher revaluation of pledged assets in the GSI Facilities. For the quarter, FSA accretion was \$34 million, up from \$7 million last quarter and \$23 million in the 2011 second quarter. Other income also included \$12 million from recoveries of loans charged off pre-emergence and loans charged off prior to transfer to held for sale, up from \$5 million in the prior quarter and \$10 million in the prior-year quarter.
- n Non-accrual loans declined to \$316 million from \$329 million in the prior quarter and \$793 million in the prior-year quarter on sales, payments and charge-offs. Net charge-offs were \$7 million, slightly down from the prior quarter and down from \$39 million in the prior-year quarter, which included charge-offs in a specific Canadian portfolio. Year to date 2012 net charge-offs

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were \$13 million, down significantly from \$155 million in 2011. The provision for credit losses reflect reserves established for asset growth. The decreases in the provision reflect improved portfolio credit quality.

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n Financing and leasing assets totaled \$7.7 billion, a 4% increase from the prior quarter and 8% year to date, as new business volume offset sales and portfolio collections.

### Transportation Finance

Transportation Finance primarily leases commercial aircraft to airlines globally and rail equipment to North American operators, and provides other financing to these and other customers in the transportation and defense sectors. Revenue is generated from rents collected on leased assets, and to a lesser extent from interest on loans, fees, and gains from assets sold.

#### Pre-tax income (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
<b>Earnings Summary</b>					
Interest income	\$ 35.5	\$ 34.0	\$ 43.5	\$ 69.5	\$ 86.1
Interest expense	(288.4)	(458.9)	(250.8)	(747.3)	(461.3)
Provision for credit losses	(0.1)	(7.6)	(4.7)	(7.7)	(6.5)
Rental income on operating leases	382.9	374.7	340.0	757.6	665.0
Other income	14.5	13.3	29.1	27.8	53.1
Depreciation on operating lease equipment	(101.9)	(107.9)	(93.0)	(209.8)	(189.5)
Other expenses, excluding depreciation	(42.7)	(45.8)	(37.4)	(88.5)	(77.1)
Income (loss) before (provision) benefit for income taxes	\$ (0.2)	\$ (198.2)	\$ 26.7	\$ (198.4)	\$ 69.8
Pre-tax Income-Excluding Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases <sup>(1)</sup>	\$ 129.3	\$ 80.6	\$ 71.1	\$ 209.9	\$ 118.6
<b>Select Average Balances</b>					
Average finance receivables (AFR)	\$ 1,722.8	\$ 1,596.6	\$ 1,348.0	\$ 1,653.5	\$ 1,360.3
Average operating leases (AOL)	11,773.1	11,716.3	10,572.9	11,755.5	10,612.1
Average earning assets (AEA)	13,688.3	13,407.2	12,171.9	13,549.6	12,116.8
<b>Statistical Data</b>					
Net finance revenue (interest and rental income, net of interest and depreciation expense) as a % of AEA	0.82%	(4.72)%	1.30%	(1.92)%	1.66%
Operating lease margin as a % of AOL	9.55%	9.11%	9.34%	9.32%	8.96%
Funded new business volume	\$ 640.0	\$ 289.7	\$ 398.8	\$ 929.7	\$ 716.7

<sup>(1)</sup> Non-GAAP measurement, see *Non-GAAP Measurements* for a reconciliation on non-GAAP to GAAP financial information.

Pre-tax earnings were impacted by allocated accelerated debt FSA discount accretion, which resulted from debt prepayment activities, of \$130 million in the current quarter, \$44 million in the second quarter of 2011 and \$279 million last quarter. Excluding accelerated debt FSA discount accretion, pre-tax income rose 82% over the 2011 second quarter and 60% sequentially to \$129 million reflecting improved finance revenue on higher portfolio assets, and lower funding and credit costs. Financing and leasing assets grew approximately \$1.6 billion from June 30, 2011 and \$0.5 billion from December 31, 2011.

n Excluding accelerated FSA interest expense, net finance revenue was \$158 million, up from \$84 million in the prior-year quarter and \$121 million last quarter. Year-to-date on this basis, net finance revenue was \$278 million this year and \$149 million for 2011. The increases

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reflect lower funding costs and increased railcar utilization and lease rates. Excluding accelerated FSA interest expense, net FSA accretion added \$30 million to net finance revenue in the current quarter, \$24 million in the second quarter of 2011 and \$26 million last quarter. FSA accretion impacts included a reduction in depreciation expense and reduction to rental income from amortization of lease contract intangible assets.

- n Equipment utilization remained strong with over 99% of commercial air and 98% of rail equipment on lease or under a commitment at June 30, 2012. All remaining 2012 aircraft deliveries have lease commitments.
- n Other income primarily consists of gains on asset sales and FSA accretion on counterparty receivable, partially offset by impairment charges on assets held for sale.
- n Credit metrics remain strong with non-accrual loans down to \$17 million, less than 1% of outstanding receivables at June 30, 2012, and net charge-offs of under \$1 million, down from \$8 million last quarter. The provision for credit losses was down reflecting the credit trends.
- n Financing and leasing assets grew approximately \$1.6 billion from June 30, 2011, with \$1.3 billion of this growth in Aerospace, primarily operating lease assets.

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Finance receivables increased by \$0.4 billion from June 30, 2011 to \$1.8 billion. At June 30, 2012, assets held for sale was \$0.4 billion, consisting mostly of 11 aircraft.

- n New business volume of \$0.6 billion reflects the addition of six operating lease aircraft and approximately 2,000 railcars, and also included \$0.1 billion of finance receivables. At June 30, 2012, we had 157 aircraft on order from manufacturers, with deliveries scheduled through 2019. See *Note 12 Commitments*. We also have future purchase commitments for approximately 7,300 railcars at June 30, 2012 with scheduled 2012 and 2013 deliveries, of which approximately 80% have lease commitments.
- n Transportation Finance financing and leasing assets at CIT Bank increased to \$1.2 billion from \$0.4 billion at June 30, 2011. In the current quarter approximately \$170 million of railcar operating lease equipment volume (\$220 million year-to-date) and \$110 million of aerospace loan volume (\$215 million year-to-date) was funded by CIT Bank. Also, in the first quarter, CIT Bank purchased a portfolio of approximately \$200 million of loans secured by in-production Boeing and Airbus aircraft.

#### Trade Finance

Trade Finance provides factoring, receivable management products, and secured financing to businesses (our clients) that operate in several industries, including apparel, textile, furniture, home furnishings and consumer electronics. Factoring entails the factor's assumption of credit risk with respect to trade accounts receivable arising from the sale of goods by our clients to their customers (generally retailers), which have been factored or sold to the factor. Although primarily U.S.-based, Trade Finance also conducts business with clients and their customers internationally. Revenue is principally generated from commissions earned on factoring and related activities, interest on loans and other fees for services rendered.

#### Pre-tax income (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
<b>Earnings Summary</b>					
Interest income	\$ 14.1	\$ 14.5	\$ 17.9	\$ 28.6	\$ 35.0
Interest expense	(17.7)	(32.4)	(29.5)	(50.1)	(55.2)
Provision for credit losses	2.2	(3.8)	(4.0)	(1.6)	(7.3)

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	Quarters Ended			Six Months Ended	
Other income, commissions	28.9	32.3	30.9	61.2	64.7
Other income, excluding commissions	4.4	4.0	11.8	8.4	14.7
Other expenses	(28.8)	(31.6)	(26.4)	(60.4)	(54.2)
Income (loss) before (provision) benefit for income taxes	\$ 3.1	\$ (17.0)	\$ 0.7	\$ (13.9)	\$ (2.3)
Pre-tax Income Excluding Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases <sup>(1)</sup>	\$ 11.9	\$ 4.2	\$ 5.6	\$ 16.1	\$ 3.1
<b>Select Average Balances</b>					
Average finance receivables (AFR)	\$2,346.7	\$2,360.7	\$2,568.7	\$ 2,348.8	\$ 2,439.5
Average earning assets (AEA) <sup>(2)</sup>	1,100.6	1,196.8	1,421.9	1,148.7	1,395.1
<b>Statistical Data</b>					
Net finance revenue (interest and rental income, net of interest and depreciation expense) as a % of AEA	(1.31)%	(5.98)%	(3.26)%	(3.74)%	(2.90)%
Factoring volume	\$5,894.4	\$6,003.8	\$6,142.2	\$11,898.2	\$12,272.9

<sup>(1)</sup> Non-GAAP measurement, see *Non-GAAP Measurements* for a reconciliation on non-GAAP to GAAP financial information.

<sup>(2)</sup> AEA is lower than AFR as it is reduced by the average credit balances for factoring clients.

Pre-tax income was impacted by allocated accelerated debt FSA discount accretion, as a result of debt prepayment activities, of \$9 million in the current quarter, \$5 million in the second quarter of 2011 and \$21 million last quarter. Excluding accelerated FSA interest expense, pre-tax earnings were up for the 2012 second quarter on improved funding costs and a net benefit in the provision for credit losses versus a charge in the prior periods.

n Excluding accelerated debt FSA discount accretion, net finance revenue was \$5 million in the current quarter, improved from \$(7) million in the prior-year quarter and \$3 million last quarter. For the six months ended, net finance revenue excluding accelerated debt FSA discount accretion was \$8 million, up from \$(15) million during 2011. The improvements from the losses in the prior-year quarter reflected lower funding costs from lower borrowing rates lower letter of credit related charges and a reduction in non-accrual loans. FSA had no impact on interest income in 2012 or 2011.

n Factoring commissions of \$29 million were down from the prior-year quarter and last quarter. Factoring volume was \$5.9 billion, down 4% from the prior-year quarter and less than 2% sequentially. Year to date, factoring

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volume was down 3%, primarily due to a couple of large non-apparel clients, where we are managing our exposure.

n Non-accrual loans were up slightly to \$48 million from last quarter, but remain below December 31, 2011 (\$75 million) and June 30, 2011 (\$73 million), primarily due to accounts returning to accrual status and reductions in exposures. The provision for credit losses was down \$6.0 million versus last quarter and \$6.2 million compared to the prior-year quarter.

n Finance receivables were \$2.4 billion, essentially flat with last quarter and down \$0.2 billion from the prior-year quarter. Off-balance sheet receivables, resulting from clients with deferred purchase factoring agreements, were \$1.3 billion, down \$0.3 billion from the prior quarter and up \$0.1 billion from the prior-year quarter.

**Vendor Finance**

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Vendor Finance is a global leader in developing business solutions for small businesses and middle market companies for the procurement of equipment and value-added services. We create tailored equipment financing and leasing programs for manufacturers, distributors and product resellers across industries, which are designed to help them increase sales. Through these programs, we provide equipment financing and value-added services, from invoicing to asset disposition, to meet their customers' needs. Vendor Finance earns revenues from interest on loans, rents on leases, and fees and other revenue from leasing activities.

### Pre-tax income (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
<b>Earnings Summary</b>					
Interest income	\$ 135.6	\$ 132.5	\$ 211.6	\$ 268.1	\$ 438.3
Interest expense	(110.7)	(186.0)	(157.5)	(296.7)	(298.5)
Provision for credit losses	(3.1)	(8.2)	(13.7)	(11.3)	(65.6)
Rental income on operating leases	60.3	61.8	73.9	122.1	154.1
Other income	7.6	(4.4)	52.5	3.2	85.7
Depreciation on operating lease equipment	(27.6)	(28.5)	(58.0)	(56.1)	(119.3)
Other expenses, excluding depreciation	(74.2)	(80.3)	(80.0)	(154.5)	(156.0)
Income (loss) before (provision) benefit for income taxes	\$ (12.1)	\$ (113.1)	\$ 28.8	\$ (125.2)	\$ 38.7
Pre-tax Income (Loss) Excluding Accelerated FSA Net Discount/ (Premium) on Debt Extinguishments and Repurchases <sup>(1)</sup>	\$ 26.8	\$ (14.0)	\$ 53.2	\$ 12.8	\$ 63.6
<b>Select Average Balances</b>					
Average finance receivables (AFR)	\$4,464.2	\$4,435.6	\$4,503.7	\$4,444.9	\$4,565.9
Average operating leases (AOL)	206.2	215.4	386.8	210.5	409.3
Average earning assets (AEA)	5,050.2	5,029.1	5,582.1	5,033.2	5,693.0
<b>Statistical Data</b>					
Net finance revenue (interest and rental income, net of interest and depreciation expense) as a % of AEA	4.56%	(1.61)%	5.02%	1.49%	6.13%
Funded new business volume	\$ 761.8	\$ 672.6	\$ 637.5	\$1,434.4	\$1,213.2

<sup>(1)</sup> Non-GAAP measurement, see *Non-GAAP Measurements* for a reconciliation on non-GAAP to GAAP financial information.

Pre-tax earnings were impacted by allocated accelerated debt FSA discount accretion, which resulted from debt prepayment activities, of nearly \$39 million in the current quarter, \$24 million in the second quarter of 2011 and \$99 million last quarter. Excluding accelerated debt FSA discount accretion, pre-tax earnings were nearly \$27 million, a decline from the prior-year quarter primarily due to lower gains on asset sales and lower net FSA accretion partially offset by improved finance margin and lower credit losses. The sequential quarter increase was attributable to improved funding costs, higher other income and lower credit losses.

During 2012, Vendor Finance continued to increase business with existing relationships and added new vendor partners. New business volumes were \$762 million, up 20% from the prior year quarter, and the increase was 27% excluding platforms sold in 2011. Sequentially new business volume grew 13%. Essentially all of the 2012 U.S. volume was originated in CIT Bank.

Financing and leasing assets of \$5.1 billion were up slightly from March 31, 2012 and down approximately \$100 million from a year ago as asset sales and the run-off from liquidating portfolios exceeded new business volume. Approximately \$375 million of assets remain in held for sale, primarily related to the Dell Europe portfolio that CIT, as previously disclosed, has an agreement to sell to Dell.

We continue to make progress on various funding initiatives. During the quarter we completed a \$1 billion committed U.S. Vendor Finance conduit facility that provides an additional source of funding for CIT Bank's U.S. Vendor Finance assets and renewed a £100 million (approximately \$160 million based on June 30, 2012 exchange rate) U.K. conduit facility, with improved terms. We also closed a \$753 million term securitization backed by Vendor Finance equipment leases in the U.S. In addition, we have a RMB 1.8 billion (approximately \$285 million based on June 30, 2012 exchange rate) committed secured funding facility in China. We also have deposits in Brazil of \$98 million as of June 30, 2012. In July we completed a C\$515 (\$511 million based on exchange rate at the time of the transaction) equipment securitization, our first in the Canadian market since 2009.

Other highlights included:

- n Excluding accelerated debt FSA discount accretion, net finance revenue, which includes operating lease revenues and depreciation, was \$96 million, up from \$94 million for the prior-year quarter and \$79 million for the prior quarter. The increase from the prior-year quarter reflects lower funding cost, suspended depreciation on operating leases recorded in held for sale offset by lower FSA accretion. The 2012 first quarter results included \$15 million of corrections that pertained to prior periods, most of which reduced interest income in our Mexican portfolio. FSA accretion, absent the accelerated debt FSA discount accretion, increased net finance revenue by \$9 million for the current quarter, compared to \$30 million in the prior-year quarter and \$9 million last quarter. Excluding accelerated FSA interest expense, net finance revenue for the six months ended June 30, 2012 was \$175 million, down from \$201 million in 2011 primarily due to lower FSA accretion offset by reduced funding costs and suspended depreciation on operating leases in held for sale.
- n Operating lease margin increased as compared to the prior-year quarter due to lower depreciation expense and was essentially unchanged sequentially. Depreciation is suspended on operating lease equipment classified as held for sale. The amount suspended totaled approximately \$20 million for the current quarter, compared to \$9 million in the prior-year quarter and \$20 million in the prior quarter. The year-to-date amounts totaled \$40 million for 2012 and \$21 million for 2011. These amounts are essentially offset by an impairment charge in other income.
- n Net finance revenue as a percentage of AEA declined during 2012 primarily due to FSA acceleration from debt extinguishment costs and the impact of the corrections on interest income during the first quarter as noted above.
- n In comparison to prior periods, other income was impacted by lower asset sales gains (\$8 million in the current quarter, compared to \$38 million in the prior-year quarter and \$5 million in the prior quarter) and recoveries of loans charged off pre-emergence (\$4 million in the current quarter, compared to \$7 million in the prior-year quarter and \$3 million in the prior quarter). Other income was also negatively impacted by impairment charges on operating leases recorded in held for sale, (\$20 million, \$9 million and \$20 million in the current quarter, the prior-year quarter and prior quarter, respectively), which had a nearly offsetting amount in net finance revenue related to suspended depreciation on assets held for sale. Year-to-date, the decline was driven by lower gains on asset sales and impairment charges on operating leases recorded in held for sale.
- n Portfolio credit quality improved from the prior-year quarter and sequentially with declines in non-accrual loans and delinquencies. Net charge-offs of \$8 million improved from \$17 million in the prior-year quarter, but sequentially rose modestly from \$6 million due in part to lower recoveries. Overall, the provision declined reflecting the improvement in credit metrics.
- n New business yields declined modestly during the quarter, reflecting a higher percentage of US originations, but risk-adjusted margins remained stable and continued to be attractive in all geographies.

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### Consumer

Consumer predominately consists of our liquidating government-guaranteed student loans.

**Pre-tax income** (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
<b>Earnings Summary</b>					
Interest income	\$ 48.5	\$ 50.2	\$ 68.9	\$ 98.7	\$ 139.7
Interest expense	(26.4)	(65.5)	(48.7)	(91.9)	(101.7)
Provision for credit losses	(0.2)	(0.3)	(0.9)	(0.5)	(1.8)
Other income	17.9	2.3	2.9	20.2	5.8
Other expenses	(9.5)	(10.9)	(15.5)	(20.4)	(32.9)
Income (loss) before (provision) benefit for income taxes	\$ 30.3	\$ (24.2)	\$ 6.7	\$ 6.1	\$ 9.1
Pre-tax Income (Loss) Excluding Accelerated FSA Net Discount/ (Premium) on Debt Extinguishments and Repurchases <sup>(1)</sup>	\$ 36.8	\$ (8.3)	\$ 9.0	\$ 28.5	\$ 11.6
<b>Select Average Balances</b>					
Average finance receivables (AFR)	\$4,509.7	\$4,639.8	\$7,631.4	\$4,572.7	\$7,795.1
Average earning assets (AEA)	5,009.1	6,205.0	7,809.5	5,610.0	7,933.5
<b>Statistical Data</b>					
Net finance revenue (interest and rental income, net of interest and depreciation expense) as a % of AEA	1.76%	(0.99)%	1.03%	0.24%	0.96%

<sup>(1)</sup> Non-GAAP measurement, see *Non-GAAP Measurements* for a reconciliation on non-GAAP to GAAP financial information.

Pre-tax income was impacted by allocated accelerated debt FSA discount accretion, as a result of debt prepayment activities, of \$7 million in the current quarter, \$2 million in the second quarter of 2011 and \$16 million last quarter. Pre-tax Income was \$30 million, up from \$(24) million last quarter, primarily due to the benefit of reduced FSA debt accretion on secured borrowings and a gain on a student loan asset sale. Pre-tax income excluding net FSA accretion of \$15 million and \$14 million of asset sales gains was \$2 million for the 2012 second quarter. During 2012 we sold approximately \$1.5 billion of government-guaranteed student loans, including \$1.1 billion of student loans during the second quarter. The remaining \$4.5 billion portfolio is funded through securitizations, and included \$0.6 billion of held for sale student loans in CIT Bank.

Other highlights included:

- n Excluding accelerated FSA interest expense, net finance revenue was \$29 million in the current quarter, \$23 million in the prior-year quarter and \$1 million last quarter.
- n Interest income benefitted from \$17 million of FSA accretion in the 2012 second quarter, down from \$22 million in the 2011 second quarter and up from \$13 million during the 2012 first quarter.
- n Interest expense included \$5 million of FSA accretion in the 2012 second quarter, down from \$14 million in the 2011 second quarter and \$34 million during the 2012 first quarter.
- n Net charge-offs were \$0.2 million in the 2012 second quarter, down from \$0.9 million in the year-ago quarter. Non-accurring loans were \$0.4 million, down from \$0.9 million at December 31, 2011.
- n Other income for the 2012 second quarter reflects a gain of \$14 million, primarily on the sale of student loans.



**Corporate and Other**

Certain items are not allocated to operating segments and are included in Corporate and Other. Corporate and Other includes the loss on debt extinguishments, liquidity in excess of the amount required by the business units that management determines is prudent and in the prior periods, the prepayment penalties associated with debt repayments.

**Pre-tax income** (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
<b>Earnings Summary</b>					
Interest income	\$ 4.5	\$ 4.6	\$ 4.8	\$ 9.1	\$ 10.6
Interest expense	(65.1)	(118.7)	(119.2)	(183.8)	(199.1)
Other income	(6.0)	0.9	(8.0)	(5.1)	10.3
Loss on debt extinguishments	(21.5)	(22.9)		(44.4)	
Other expenses	(24.2)	12.6	(16.0)	(11.6)	(5.3)
Loss before provision for income taxes	\$(112.3)	\$(123.5)	\$(138.4)	\$(235.8)	\$(183.5)
Pre-tax Loss Excluding Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases <sup>(1)</sup>	\$ (53.6)	\$ (25.8)	\$ (77.7)	\$ (79.4)	\$ (86.7)

<sup>(1)</sup> Non-GAAP measurement, see *Non-GAAP Measurements* for a reconciliation on non-GAAP to GAAP financial information.

- n Interest income consists of interest and dividend income primarily from deposits held at other depository institutions and U.S. Treasury Securities.
- n Interest expense reflects amounts not allocated to the business segments. Accelerated debt FSA discount accretion totaled \$37 million for the 2012 second quarter, compared to \$11 million in the 2011 second quarter and \$75 million in the 2012 first quarter. The 2011 second quarter and six months also included prepayment penalties of \$50 million and \$85 million, respectively.
- n Other income primarily reflects gains and (losses) on derivatives and foreign currency exchange.
- n The losses on debt extinguishments reflect repayments of Series A and Series C Notes.
- n Other expenses includes: salary and general and administrative expenses not allocated to the business segments, litigation-related costs, certain professional fees and provision for severance and facilities exiting activities. The current quarter included a \$14 million charge related to the establishment of a reserve for potential exposure related to a pre-emergence consumer asset sale that should have been recorded in prior periods.

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The following table presents our financing and leasing assets by segment.

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

	June 30, 2012	March 31, 2012	December 31, 2011	Quarter Change	Year-to Date Change
<b>FINANCING AND LEASING ASSETS</b>					
<b>Corporate Finance</b>					
Loans	\$ 7,549.7	\$ 7,324.0	\$ 6,862.7	3.1%	10.0%
Operating lease equipment, net	19.0	21.5	35.0	(11.6)%	(45.7)%
Assets held for sale	103.8	64.4	214.0	61.2%	(51.5)%
Financing and leasing assets	7,672.5	7,409.9	7,111.7	3.5%	7.9%
<b>Transportation Finance</b>					
Loans	1,756.8	1,703.4	1,487.0	3.1%	18.1%
Operating lease equipment, net	11,672.4	11,669.6	11,739.4		(0.6)%
Assets held for sale	394.5	161.6	84.0	144.1%	369.6%
Financing and leasing assets	13,823.7	13,534.6	13,310.4	2.1%	3.9%
<b>Trade Finance</b>					
Loans factoring receivables	2,371.3	2,388.2	2,431.4	(0.7)%	(2.5)%
<b>Vendor Finance</b>					
Loans	4,524.5	4,486.1	4,421.7	0.9%	2.3%
Operating lease equipment, net	205.0	212.9	217.2	(3.7)%	(5.6)%
Assets held for sale	376.5	386.0	371.6	(2.5)%	1.3%
Financing and leasing assets	5,106.0	5,085.0	5,010.5	0.4%	1.9%
<b>Total commercial financing and leasing assets</b>	<b>28,973.5</b>	<b>28,417.7</b>	<b>27,864.0</b>	<b>2.0%</b>	<b>4.0%</b>
<b>Consumer</b>					
Loans student lending	3,895.5	4,586.3	4,680.0	(15.1)%	(16.8)%
Loans other	2.7	2.6	2.7	3.8%	
Assets held for sale	559.2	1,089.9	1,662.7	(48.7)%	>100%
Financing and leasing assets	4,457.4	5,678.8	6,345.4	(21.5)%	(29.8)%
<b>Total financing and leasing assets</b>	<b>\$ 33,430.9</b>	<b>\$ 34,096.5</b>	<b>\$ 34,209.4</b>	<b>(2.0)%</b>	<b>(2.3)%</b>

Commercial loans totaled \$16.2 billion, up 1.9% for the quarter and 6.6% from December 31, 2011 reflecting growth in Corporate Finance and the purchase of a \$200 million portfolio of loans secured by aircraft in the first quarter. Operating lease equipment decreased slightly due to transfer of operating lease equipment to assets held for sale in Transportation Finance. Assets held for sale decreased during 2012 primarily reflecting the sale of approximately \$1.5 billion of student loans (including \$1.1 billion sold in the second quarter), plus other lower-yielding commercial loans and equipment. Assets held for sale at June 30, 2012 consists of \$0.6 billion of student loans in Consumer, \$0.4 billion of aircraft and rail equipment and \$0.4 billion of Vendor Finance assets related to the pending sale of Dell Europe.

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

Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Commercial Segments	Consumer	Total
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	Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Commercial Segments	Consumer	Total
<b>Balance at March 31, 2012</b>	\$ 7,409.9	\$ 13,534.6	\$ 2,388.2	\$ 5,085.0	\$ 28,417.7	\$ 5,678.8	\$ 34,096.5
New business volume	969.4	640.0		761.8	2,371.2		2,371.2
Loan sales (pre-FSA)	(94.0)	(1.3)			(95.3)	(1,030.1)	(1,125.4)
Equipment sales (pre-FSA)	(52.2)	(211.3)		(92.1)	(355.6)		(355.6)
Depreciation (pre-FSA)	(1.8)	(149.0)		(28.5)	(179.3)		(179.3)
Gross charge-offs (pre-FSA)	(8.1)	(0.9)	(1.9)	(17.2)	(28.1)	(2.1)	(30.2)
Collections and other	(590.8)	(46.0)	(15.0)	(619.9)	(1,271.7)	(227.3)	(1,499.0)
Change in finance receivable FSA discounts	39.4	7.5		15.8	62.7	38.1	100.8
Change in operating lease FSA discounts	0.7	50.1		1.1	51.9		51.9
<b>Balance at June 30, 2012</b>	\$ 7,672.5	\$ 13,823.7	\$ 2,371.3	\$ 5,106.0	\$ 28,973.5	\$ 4,457.4	\$ 33,430.9
<b>Balance at December 31, 2011</b>	\$ 7,111.7	\$ 13,310.4	\$ 2,431.4	\$ 5,010.5	\$ 27,864.0	\$ 6,345.4	\$ 34,209.4
New business volume	2,007.5	929.7		1,434.4	4,371.6		4,371.6
Portfolio purchases		198.0			198.0		198.0
Loan sales (pre-FSA)	(443.5)	(1.3)			(444.8)	(1,547.3)	(1,992.1)
Equipment sales (pre-FSA)	(121.7)	(334.7)		(167.6)	(624.0)		(624.0)
Depreciation (pre-FSA)	(3.7)	(306.6)		(58.2)	(368.5)		(368.5)
Gross charge-offs (pre-FSA)	(28.3)	(13.3)	(3.4)	(33.8)	(78.8)	(4.7)	(83.5)
Collections and other	(947.1)	(109.0)	(56.7)	(1,114.1)	(2,226.9)	(387.8)	(2,614.7)
Change in finance receivable FSA discounts	91.9	20.7		32.5	145.1	51.8	196.9
Change in operating lease FSA discounts	5.7	129.8		2.3	137.8		137.8
<b>Balance at June 30, 2012</b>	\$ 7,672.5	\$ 13,823.7	\$ 2,371.3	\$ 5,106.0	\$ 28,973.5	\$ 4,457.4	\$ 33,430.9

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

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011

**Funded Volume**

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	Quarters Ended			Six Months Ended	
Corporate Finance	\$ 969.4	\$ 1,038.1	\$ 688.1	\$ 2,007.5	\$ 1,121.8
Transportation Finance	640.0	289.7	398.8	929.7	716.7
Vendor Finance	761.8	672.6	637.5	1,434.4	1,213.2
Commercial Segments	\$2,371.2	\$2,000.4	\$1,724.4	\$ 4,371.6	\$ 3,051.7
Factored Volume	\$5,894.4	\$6,003.8	\$6,142.2	\$11,898.2	\$12,272.9
<b>Committed Volume</b>					
Corporate Finance	\$1,300.8	\$1,503.5	\$1,007.2	\$ 2,804.3	\$ 1,787.0
Transportation Finance	647.0	308.2	428.6	955.2	772.5
Vendor Finance	761.8	672.6	637.5	1,434.4	1,213.2
Commercial Segments	\$2,709.6	\$2,484.3	\$2,073.3	\$ 5,193.9	\$ 3,772.7

Funded new business volume increased 38% from the prior-year quarter, while committed new business volume increased 31% with meaningful improvements in Corporate Finance, Vendor Finance and Transportation Finance. Funded volume increased sequentially in Transportation Finance, reflecting both lending and leasing activities, and in Vendor Finance. Both funded and committed volumes were up year to date in each of the segments, with the increased amounts in Corporate Finance reflecting strong performance in its core markets, plus the addition of newer products such as commercial real estate loans and equipment financing.

Trade Finance factoring volume was down modestly from the first quarter of 2012 and approximately 4% from the prior-year quarter.

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**Receivable Sales** (Pre-FSA, dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Corporate Finance	\$ 94.0	\$ 349.5	\$ 168.8	\$ 443.5	\$ 507.9
Transportation Finance	1.3		19.3	1.3	40.9
Vendor Finance			286.1		286.1
Commercial Segments	95.3	349.5	474.2	444.8	834.9
Consumer	1,030.1	517.2		1,547.3	251.8
Total	\$1,125.4	\$866.7	\$474.2	\$1,992.1	\$1,086.7

During 2012, we sold student loans (in Consumer) and the first quarter 2012 Corporate Finance sales included the previously mentioned multi-phase loan portfolio sale.

**CONCENTRATIONS**

**Ten Largest Accounts**

Our ten largest financing and leasing asset accounts in the aggregate represented 8.8% of our total financing and leasing assets at June 30, 2012 (the largest account was less than 2.4%). Excluding student loans, the top ten accounts in aggregate represented 10.2% of total owned assets (the

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largest account totaled 2.7%). The largest accounts represent Transportation Finance (airlines and rail) assets.

The top ten accounts were 8.5% and 10.5% (excluding student loans) at December 31, 2011.

### Operating Lease Equipment by Segment (dollars in millions)

	June 30, 2012	December 31, 2011
Transportation Finance Aerospace <sup>(1)</sup>	\$ 7,920.3	\$ 8,242.8
Transportation Finance Rail and Other	3,752.1	3,496.6
Vendor Finance	205.0	217.2
Corporate Finance	19.0	35.0
Total	\$ 11,896.4	\$ 11,991.6

<sup>(1)</sup> Aerospace includes commercial, regional and corporate aircraft and equipment.

At June 30, 2012, Transportation Finance had 267 commercial aircraft, and approximately 101,000 railcars and 400 locomotives on operating lease.

### 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)

	June 30, 2012		December 31, 2011	
Northeast	\$ 5,185.4	15.5%	\$ 5,150.2	15.1%
Midwest	5,040.1	15.1%	5,402.6	15.8%
West	4,037.6	12.1%	4,594.6	13.4%
Southeast	3,553.1	10.6%	3,827.4	11.2%
Southwest	3,047.0	9.1%	2,836.1	8.3%
Total U.S.	20,863.2	62.4%	21,810.9	63.8%
Asia / Pacific	3,510.7	10.5%	3,341.2	9.8%
Europe	3,096.3	9.3%	2,996.0	8.8%
Canada	2,422.7	7.2%	2,599.6	7.6%
Latin America	1,894.3	5.7%	1,764.5	5.1%
Other international	1,643.7	4.9%	1,697.2	4.9%
Total	\$33,430.9	100.0%	\$ 34,209.4	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)

	June 30, 2012		December 31, 2011	
<b>State</b>				
Texas	\$ 2,378.0	7.1%	\$ 2,107.2	6.2%
California	1,997.9	6.0%	2,263.8	6.6%
New York	1,907.4	5.7%	1,921.8	5.6%
All other states	14,579.9	43.6%	15,518.1	45.4%
Total U.S.	\$ 20,863.2	62.4%	\$ 21,810.9	63.8%
<b>Country</b>				
Canada	\$ 2,422.7	7.2%	\$ 2,599.6	7.6%
Australia	1,182.6	3.5%	1,014.6	3.0%
China	1,013.5	3.0%	959.2	2.8%
Mexico	891.9	2.7%	856.9	2.5%
England	801.0	2.4%	757.6	2.2%
Brazil	635.5	1.9%	574.6	1.7%
Spain	455.4	1.4%	446.1	1.3%
United Arab Emirates	342.7	1.0%	372.1	1.1%
All other countries	4,822.4	14.5%	4,817.8	14.0%
Total International	\$ 12,567.7	37.6%	\$ 12,398.5	36.2%

In its normal course of business, CIT extends credit or leases equipment to obligors located in Spain, Italy, Ireland, Greece and Portugal. The total balance of financing and leasing assets to obligors located in these countries was \$787 million and \$762 million at June 30, 2012 and December 31, 2011, respectively. Approximately 72% and 80% at June 30, 2012 and December 31, 2011, respectively, represented operating lease equipment, primarily in Transportation Finance. CIT does not have sovereign debt exposure to these countries.

### Industry Concentrations

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

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

	June 30, 2012		December 31, 2011	
Commercial airlines (including regional airlines) <sup>(1)</sup>	\$ 9,013.6	27.0%	\$ 8,844.2	25.9%
Manufacturing <sup>(2)</sup>	4,776.6	14.3%	4,417.2	12.9%
Student lending <sup>(3)</sup>	4,454.1	13.3%	6,331.7	18.5%
Retail <sup>(4)</sup>	3,230.9	9.7%	3,246.9	9.5%
Service industries	2,943.8	8.8%	2,803.8	8.4%
Transportation <sup>(5)</sup>	2,215.4	6.6%	2,102.1	5.9%
Healthcare	1,446.8	4.3%	1,697.4	5.0%
Finance and insurance	1,042.4	3.1%	725.8	2.1%
Energy and utilities	790.8	2.4%	779.1	2.3%
Communications	631.8	1.9%	660.2	1.9%
Wholesaling	468.8	1.4%	441.9	1.3%
Other (no industry greater than 2%) <sup>(6)</sup>	2,415.9	7.2%	2,159.1	6.3%
Total	\$ 33,430.9	100.0%	\$ 34,209.4	100.0%

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

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- (2) At June 30, 2012, includes manufacturers of chemicals, including Pharmaceuticals (2.6%), food (1.9%), apparel (1.1%), and industrial machinery (1.0%).
- (3) See Student Lending section for further information.
- (4) At June 30, 2012, includes retailers of apparel (4.0%), other (1.7%) and general merchandise (2.0%).
- (5) Includes rail, bus, over-the-road trucking industries, business aircraft and shipping.
- (6) Includes commercial real estate of \$269 million and \$23 million at June 30, 2012 and December 31, 2011, respectively.

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### Commercial Aerospace

The following tables present detail on our commercial and regional aircraft portfolio concentrations, which we call our Commercial Aerospace portfolio. This presentation has been expanded from our December 31, 2011 Form 10-K disclosures to include financing and leasing assets related to regional aircraft. The net investment in regional aerospace financing and leasing assets was \$83.1 million and \$85.0 million at June 30, 2012 and December 31, 2011, 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 93% of our total commercial aerospace portfolio and substantially all of our owned fleet of leased aircraft at June 30, 2012.

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

	June 30, 2012		December 31, 2011	
	Net Investment	Number	Net Investment	Number
<b>By Product:</b>				
Operating lease <sup>(1)</sup>	\$8,255.2	267	\$8,243.0	265
Loan <sup>(2)</sup>	601.7	63	394.3	52
Capital lease	42.4	10	61.8	11
<b>Total</b>	<b>\$8,899.3</b>	<b>340</b>	<b>\$8,699.1</b>	<b>328</b>

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

	June 30, 2012		December 31, 2011	
	Net Investment	Number	Net Investment	Number
<b>By Region:</b>				
Asia / Pacific	\$2,952.7	77	\$2,986.0	82
Europe	2,281.0	83	2,270.6	79
U.S. and Canada	1,080.3	40	1,041.9	37
Latin America	1,050.4	44	1,007.1	43

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	June 30, 2012		December 31, 2011	
Africa / Middle East	890.8	23	937.4	24
Total	\$8,255.2	267	\$8,243.0	265
<b>By Manufacturer:</b>				
Airbus	\$5,622.7	160	\$5,566.4	158
Boeing	2,408.9	99	2,515.2	102
Embraer	211.4	8	147.4	5
Other	12.2		14.0	
Total	\$8,255.2	267	\$8,243.0	265
<b>By Body Type<sup>(3)</sup>:</b>				
Narrow body	\$5,827.9	224	\$5,868.3	225
Intermediate	2,356.0	40	2,312.5	39
Wide body	57.3	2	48.4	1
Regional and Other	14.0	1	13.8	
Total	\$8,255.2	267	\$8,243.0	265
Number of customers		99		97
Weighted average age of fleet (years)		6		5

<sup>(1)</sup> Includes operating lease equipment held for sale.

<sup>(2)</sup> Plane count excludes aircraft in which our net investment consists of syndicated financings against multiple aircraft. The net investment associated with such financings was \$52.4 million at June 30, 2012 and none at December 31, 2011.

<sup>(3)</sup> Narrow body are single aisle design and consist primarily of Boeing 737 and 757 series, Airbus A320 series, and Embraer E190 aircraft. Intermediate body are smaller twin aisle design and consist primarily of Boeing 767 series and Airbus A330 series aircraft. Wide body are large twin aisle design and consist primarily of Boeing 747 and 777 series aircraft. Regional and Other includes aircraft and related equipment such as engines.

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Our top five commercial aerospace outstandings totaled \$1,950.7 million and \$1,839.4 million at June 30, 2012 and December 31, 2011, respectively; all of which were to carriers outside the U.S. The largest individual outstanding exposure totaled \$783.3 million and \$763.4 million at June 30, 2012 and December 31, 2011, respectively. The largest individual outstanding exposure to a U.S. carrier totaled \$169.7 million and \$143.9 million at June 30, 2012 and December 31, 2011, respectively.

See Note 12 *Commitments* for additional information regarding commitments to purchase additional aircraft.

**Student Lending (Student Loan Xpress or SLX)**

Consumer includes our liquidating student loan portfolio. During the second quarter of 2012, we sold \$1.1 billion of student loans. Year to date June 30, 2012 student loan sales totaled approximately \$1.5 billion. At June 30, 2012, approximately \$0.6 billion in student loans were classified as available for sale.

See Note 5 *Long-Term Borrowings* for description of related financings.

**Student Lending Receivables, including held for sale, by Product Type** (dollars in millions)

	June 30, 2012	December 31, 2011
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	June 30, 2012	December 31, 2011
Consolidation loans	\$ 4,414.9	\$ 5,315.7
Other U.S. Government guaranteed loans	37.6	1,014.2
Private (non-guaranteed) loans and other	1.6	1.8
Total	\$ 4,454.1	\$ 6,331.7
Delinquencies (sixty days or more)	\$ 330.1	\$ 513.5
Top state concentrations (%)	35%	36%
Top state concentrations	California, New York, Texas, Florida, Pennsylvania	California, New York, Texas, Ohio, Pennsylvania

**OTHER ASSETS / OTHER LIABILITIES**

The following table presents components of other assets.

**Other Assets** (dollars in millions)

	June 30, 2012	March 31, 2012	December 31, 2011
Deposits on commercial aerospace equipment	\$ 495.8	\$ 495.9	\$ 463.7
Deferred debt costs	148.4	141.9	127.2
Executive retirement plan and deferred compensation	110.1	114.7	110.2
Accrued interest and dividends	102.1	130.8	143.8
Prepaid expenses	87.3	76.2	86.3
Furniture and fixtures	77.0	78.1	79.5
Tax receivables, other than income taxes	68.0	54.5	57.5
Other counterparty receivables <sup>(1)</sup>	32.2	170.0	94.1
Other	333.3	437.5	414.5
Total other assets	\$ 1,454.2	\$ 1,699.6	\$ 1,576.8

<sup>(1)</sup> The sequential decrease in other counterparty receivables from March 31, 2012, reflects the strengthening of the U.S. dollar against foreign currencies, which favorably impacts the value of our hedges and decreased the amount of required collateral.

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The following table presents components of other liabilities:

**Other Liabilities** (dollars in millions)

	June 30, 2012	March 31, 2012	December 31, 2011
Equipment maintenance reserves	\$ 756.0	\$ 719.1	\$ 690.6

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	<u>June 30, 2012</u>	<u>March 31, 2012</u>	<u>December 31, 2011</u>
Accrued expenses	403.0	412.3	490.7
Accrued interest payable	223.4	156.9	189.9
Estimated valuation adjustment relating to aerospace commitments <sup>(1)</sup>	210.9	239.7	252.8
Security and other deposits	208.7	211.6	199.6
Accounts payable	179.7	247.4	145.9
Current taxes payable and deferred taxes	121.2	103.7	55.5
Other liabilities <sup>(2)</sup>	385.4	483.7	537.2
<b>Total other liabilities</b>	<b>\$2,488.3</b>	<b>\$2,574.4</b>	<b>\$2,562.2</b>

<sup>(1)</sup> *In conjunction with FSA, a non-accretable liability was recorded to reflect the current fair value of aircraft purchase commitments outstanding at the time. As the aircraft are purchased, through 2018, the cost basis of the assets will be reduced by the associated liability.*

<sup>(2)</sup> *Other liabilities consist of other taxes, property tax reserves, and other miscellaneous liabilities.*

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## RISK MANAGEMENT

We are subject to a variety of risks that can manifest themselves in the course of the business that we operate in. We consider the following to be the principal forms of risk:

- n Credit and asset risk (including lending, leasing, counterparty, equipment valuation and residual risk)
- n Market risk (including interest rate and foreign currency)
- n Liquidity risk
- n Legal, regulatory and compliance risks (including compliance with laws and regulations)
- n Operational risks (risk of financial loss or potential damage to a firm's reputation, or other adverse impacts resulting from inadequate or failed internal processes and systems, people or external events)

Managing risk is essential to conducting our businesses and to our profitability. This starts with defining our risk appetite, setting risk acceptance criteria, and establishing credit authorities, limits and target performance metrics. Ensuring appropriate risk governance and oversight includes establishing and enforcing policies, procedures and processes to manage risk. Adequately identifying, monitoring and reporting on risk is essential to ensure that actions are taken to proactively manage risk. This requires appropriate data, tools, models, analytics and management information systems. Finally, ensuring the appropriate expertise through staffing and training is key to effective risk management.

During the second quarter, we updated and enhanced our credit grading models for individually graded exposures. These updated models, which were developed using CIT's historic data, are part of our ongoing model development life cycle. The impact of using these models was not significant to the allowance for loan losses in the second quarter. Absent any changes in the current credit environment, we do not expect any adverse impact to our allowance for loan losses on existing loans as the remaining portfolio is re-graded.

Our policies and procedures relating to Risk Management are detailed in our Form 10-K for the year ended December 31, 2011.

### Interest Rate Risk

At June 30, 2012, over 60% of the Company's loan, lease, and investment portfolio was fixed rate based, with the balance floating rate transactions, while our interest-bearing liabilities were predominately fixed rate based. As a result, our portfolio is in an asset sensitive position, as our assets will reprice faster than our liabilities. Therefore, our net interest margin may increase if interest rates rise, or decrease should

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interest rates decline. The following table summarizes the composition of interest rate sensitive assets and liabilities. The increase in fixed rate assets reflects the change in portfolio mix during 2011 including a higher proportion of operating lease assets.

	June 30, 2012		March 31, 2012		December 31, 2011	
	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate
Assets	61 %	39 %	59%	41 %	56%	44%
Liabilities	76%	24%	76%	24%	77%	23%

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

- n Net Interest Income (NII), which measures the impact of hypothetical changes in interest rates on net interest income.
- 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.

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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. In addition, we evaluate the sensitivity of these results to a number of key assumptions, such as credit quality, spreads, prepayments and operating lease behavior. NII 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 net interest income and economic value of equity over the next twelve months assuming an immediate 100 basis point parallel increase and decrease in interest rates.

	June 30, 2012		March 31, 2012		December 31, 2011	
	+100 bps	100 bps	+100 bps	100 bps	+100 bps	100 bps
Net Interest Income	8.9%	(4.6)%	9.0%	(4.2)%	11.4%	(6.0)%
Economic Value of Equity	(5.9)%	7.2%	(6.1)%	7.5%	(6.1)%	9.5%

The change to the Economic Value of Equity period over period was driven by the refinancing of high cost unsecured debt. The simulation modeling assumes we take no action in response to the assumed changes in interest rates. Net Interest Income remains asset sensitive to parallel shifts in rates at June 30, 2012.

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, LIQUIDITY AND CAPITAL

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Portfolio collections, capital markets, securitizations, various credit facilities, secured borrowings and deposits provide our sources of funding and liquidity. The Company also maintains a portfolio of cash and investment securities and a committed \$2 billion Revolving Credit Facility to satisfy funding and other operating obligations, while also providing protection against unforeseen stress events, for instance unanticipated funding obligations, such as customer line draws, or disruptions to capital markets or other funding sources.

Cash and short-term investment securities totaled \$7,043.1 million at June 30, 2012 (\$6,093.2 million of cash and \$949.9 million of short-term investments), down from \$7,336.1 million at March 31, 2012 and \$8,372.8 million at December 31, 2011. The declines reflect cash used for the repayment of debt, reduced our contingent liquidity requirements and improved the efficiency of our sources of contingent liquidity, such as utilization of a revolving credit facility. Cash and short-term investment securities at June 30, 2012 consisted of \$1.8 billion related to the bank holding company, \$3.0 billion at CIT Bank, \$1.2 billion at operating subsidiaries and \$1.0 billion in restricted balances.

Our short-term investments included \$949.9 billion of U.S. Treasury bills. All these investments are classified as available for sale and have maturities of 31 days or less. We anticipate continued investment of our cash in various types of liquid, high-grade investments.

In addition to the cash and short-term investment securities, CIT had approximately \$1.4 billion of unused and committed liquidity under the Revolving Credit Facility at June 30, 2012. Including the Revolving Credit Facility, secured committed facilities at June 30, 2012, totaled \$6.1 billion, of which \$2.8 billion was undrawn.

### **New Financings and Liability Management**

During the 2012 second quarter, CIT redeemed approximately \$4.1 billion of 7% Series C Notes at par and repurchased at a slight discount \$140 million of 7% Series C Notes. During the first quarter of 2012, CIT redeemed approximately \$6.5 billion of the Series A Notes, which represented the entire remaining balance of the Series A Notes. In aggregate, these transactions reduced 2012 pre-tax income by \$906 million (\$286 million in the 2012 second quarter) due to accelerated FSA accretion and loss on debt extinguishment. The elimination of our remaining Series A Notes in the 2012 first quarter resulted in all of our Series C Notes becoming unsecured. In addition, the Revolving Credit Facility also became unsecured upon our completion of certain administrative requirements as set forth under the Revolving Credit Facility.

In February 2012, CIT closed a private placement of \$3.25 billion aggregate principal amount of Series C Notes (discussed further below in Series C Notes ), consisting of \$1.5 billion principal amount of 4.75% Series C Notes due 2015 and \$1.75 billion principal amount of 5.50% Series C Notes due 2019.

In March 2012, CIT filed a shelf registration statement and issued \$1.5 billion of 5.25% senior unsecured notes that mature in 2018. On May 4, 2012, CIT issued at par

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\$1.25 billion of 5.00% senior unsecured notes that mature in 2017 and \$750 million of 5.375% senior unsecured notes that mature in 2020.

In April 2012, CIT closed a \$753 million equipment lease securitization, secured by a pool of U.S. equipment leases from CIT's Vendor Finance business segment. See *Secured Borrowings* section below.

During the second quarter, CIT Bank placed over \$1.1 billion of deposits at an average rate of approximately 1.4% and with an average CD term of over three years. CIT Bank placed \$1.9 billion of deposits for the 2012 six months. See *CIT Bank* section.

On August 3, 2012, CIT issued at par \$1.75 billion of senior unsecured notes that mature in 2017 and bear interest at a rate of 4.25% and \$1.25 billion of senior unsecured notes that mature in 2022 and bear interest at a rate of 5.00%.

On July 20, 2012 CIT announced its intention to redeem on August 20, 2012, \$0.6 billion of 7% Series C Notes maturing in 2016 and on August 6, 2012, CIT also announced its intention to redeem on September 5, 2012, \$1.75 billion of 7% Series C Notes maturing in 2016 and all remaining 2017 maturities of approximately \$1.54 billion. These redemptions will increase third quarter 2012 interest expense by up to \$370 million for the acceleration of FSA discount amortization. In addition, there may be a loss on debt extinguishments related to the redemptions. The final amount of FSA to be accelerated and the amount of loss on debt extinguishments will not be known until after the redemptions have occurred.

As a result of our 2012 debt restructurings and the increased proportion of deposits to our total funding, we reduced weighted average coupon rates of outstanding deposits and long-term borrowings to 3.83% at June 30, 2012 from 4.24% and 5.11% at March 31, 2012 and June 30, 2011,

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respectively. Including the \$3.0 billion of unsecured debt issued on August 3, 2012 and the July 20 and August 6, 2012 announced redemptions of Series C Notes totaling approximately \$3.9 billion, the weighted average coupon rates on outstanding deposits and long-term borrowings would have been 3.50% at June 30, 2012.

Since January 2010, CIT will have eliminated or refinanced \$30 billion of high cost debt, including the announced \$3.9 billion 7% Series C Notes redemptions in the third quarter. Over the same time period, we have entered into over \$18.5 billion of new financings, including the August 2012 issuance.

### Unsecured Borrowings

As a result of redeeming the remaining Series A Notes during the 2012 first quarter, the Revolving Credit Facility and all of our Series C Notes became unsecured.

### Revolving Credit Facility

On August 25, 2011, CIT and certain of its subsidiaries entered into a Revolving Credit and Guaranty Agreement, 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, collateral agent and letter of credit issuer (the Revolving Credit Facility). The total commitment amount under the Revolving Credit Facility is \$2 billion consisting of a \$1.65 billion revolving loan tranche and a \$350 million revolving loan tranche that can also be utilized for issuance of letters of credit. The Revolving Credit Facility matures on August 14, 2015 and will accrue interest at a per annum rate of LIBOR plus a margin of 2.00% to 2.75% (with no floor) or Base Rate plus a margin of 1.00% to 1.75% (with no floor). The applicable margin will be determined by reference to the long-term senior unsecured, non-credit enhanced debt rating of the Company by S&P and Moody's effective at relevant times during the life of the Revolving Credit Facility. Due to the Company's credit rating upgrades in 2012, the applicable margin for LIBOR loans is now 2.50% and the applicable margin for Base Rate loans is now 1.50% at June 30, 2012.

The Revolving Credit Facility may be prepaid and re-borrowed from time to time at the option of CIT. The amount available to draw upon at June 30, 2012 was approximately \$1.4 billion. The unutilized portion of any commitment under the Revolving Credit Facility may be reduced permanently or terminated by CIT at any time without penalty.

Once the Company redeemed all the remaining Series A Second-Priority Secured Notes (Series A Notes) during the 2012 first quarter, all the collateral and subsidiary guarantees under the Revolving Credit Facility were released, except for subsidiary guarantees from eight of the Company's domestic operating subsidiaries (Continuing Guarantors). Once the Revolving Credit Facility became unsecured, the collateral coverage covenant was replaced by an asset coverage covenant (based on the book value of eligible assets of the Continuing Guarantors) of 2.0x the sum of: (i) the committed facility size and (ii) all outstanding indebtedness (including, without duplication, guarantees of such indebtedness) for borrowed money (excluding subordinated intercompany indebtedness) of the Continuing Guarantors, tested monthly and upon certain dispositions or encumbrances of eligible assets of the Continuing Guarantors. At June 30, 2012, the asset coverage ratio was 2.6x.

The Revolving Credit Facility is also subject to a \$6 billion minimum consolidated net worth covenant, 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.

### Series C Notes

*Series C Notes 4.75% & 5.50%* In February 2012, the Company issued \$3.25 billion aggregate principal amount of Series C Notes, consisting of \$1.5 billion principal amount due 2015 (the 2015 Notes) and \$1.75 billion principal amount due 2019 (the 2019 Notes, together with the 2015 Notes, the Notes). The 2015 Notes priced

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at par and bear interest at a rate of 4.75% and the 2019 Notes priced at par and bear interest at a rate of 5.50%. The proceeds of the transaction were used in conjunction with available cash, to redeem the remaining Series A Notes in March 2012.

*Series C Notes 5.25% & 6.625%* In March 2011, the Company issued \$2 billion of new Series C Notes, consisting of \$1.3 billion of three-year 5.25% fixed rate notes and \$700 million of seven-year 6.625% fixed rate notes. The proceeds of the transaction were used in May 2011, in conjunction with available cash, to redeem \$2.5 billion of 7% Series A Notes.

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*Series C Notes 7% (Exchanged)* In June 2011, the Company successfully completed an Exchange Offer and Consent Solicitation for outstanding 7% Series A Notes maturing in 2015, 2016 and 2017. At the Offer Expiration, tenders with consents or separate consents were received from holders of approximately \$10.9 billion in aggregate principal amount of Series A Notes, made up of \$8.76 billion (pre-FSA) of Series A Notes tendered and accepted for exchange, and \$2.17 billion of Series A Notes separately consented, including a majority of each maturity of these Series A Notes. As a result, \$8.76 billion principal amount of Series C Notes (pre-FSA) with the same interest rate and interest payment dates, but maturing one business day later than the Series A Notes for which they were exchanged, were issued in exchange for the Series A Notes tendered and accepted.

During the second quarter of 2012, CIT redeemed at par approximately \$2.5 billion of 7% Series C Notes maturing in 2017 and \$1.6 billion maturing in 2015. During May and June 2012, CIT repurchased \$140 million in aggregate of 7% Series C Notes maturing in 2016 and 2017 at a slight discount. These redemptions and repurchases resulted in the acceleration of approximately \$265 million of FSA discount accretion that was recorded as additional interest expense and a loss on debt extinguishment of \$21 million.

Once the Company's remaining Series A Notes were redeemed during the 2012 first quarter, all the collateral and subsidiary guarantees under the Series C Notes were released.

The Series C Notes Indentures 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 Series C Indentures, holders of the Series C Notes will have the right to require the Company, as applicable, to repurchase all or a portion of the Series C Notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest to the date of such repurchase.

See *Note 15 - Subsequent Events* regarding details on 2012 third quarter Series C Notes redemptions.

### Senior Unsecured Debt

In March 2012, CIT filed a shelf registration statement and issued at par \$1.5 billion of senior unsecured notes that mature in 2018 and bear interest at a rate of 5.25%. On May 4, 2012, CIT issued at par \$1.25 billion of senior unsecured notes that mature in 2017 and bear interest at a rate of 5.00% and \$750 million of senior unsecured notes that mature in 2020 and bear interest at a rate of 5.375%. These senior unsecured notes rank equal in right of payment with the Series C Notes and the Revolving Credit Facility. Net proceeds from these offerings were used to redeem outstanding 7% Series C Notes.

### Secured Series A Notes

On December 10, 2009, pursuant to the Plan of Reorganization the Company issued \$21.04 billion principal amount of its 7.0% Series A Second-Priority Secured Notes with maturities each year from 2013 to 2017 (the Series A Notes).

During the 2012 first quarter, CIT redeemed the remaining \$6.5 billion of Series A Notes, which resulted in the acceleration of \$597 million of FSA discount accretion that was recorded as additional interest expense and a loss on debt extinguishment of \$23 million reflecting a portion of the underwriting fees on the \$3.25 billion issuance of Series C Notes in February 2012.

The elimination of our remaining Series A Notes resulted in all of our Series C Notes and Revolving Credit Facility becoming unsecured. In addition, the Cash Sweep requirement was eliminated. See Series C Notes above for discussion on covenants and also Item 1 Consolidated Financial Statements, *Note 5 - Long-Term Borrowings*.

### Secured Borrowings

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. The debt associated with these transactions is collateralized by receivables, leases and/or equipment. Certain related cash balances are restricted.

Secured borrowings, which include securitizations, totaled \$10.1 billion at June 30, 2012, down slightly from December 31, 2011 reflecting net repayments corresponding to cash flows received on the underlying collateral.

In April 2012, CIT closed a \$753 million equipment lease securitization, secured by a pool of U.S. equipment leases from CIT's Vendor Finance business segment. The weighted average fixed coupon was 1.45%, which represented a weighted average credit spread of 0.88% over benchmark rates for the six classes of notes. The securitization had a net advance rate of 92.5%.

In June 2012, we closed a \$1 billion committed U.S. Vendor Finance conduit facility that allows the U.S. Vendor Finance business to fund both existing assets and new originations within CIT Bank, renewed a £100 million (approximately \$160 million based on the June 30, 2012

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exchange rate) UK Vendor Finance conduit facility with improved terms and closed an aircraft financing under our existing European Export Credit Agencies (ECA) facility.

In July 2012, CIT closed a C\$515 million (\$511 million based on the exchange rate at the time of the transaction)

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equipment receivables securitization secured by a pool of Canadian equipment receivables from CIT's Vendor Finance business segment. The weighted average fixed coupon was 2.285%, which represents a weighted average credit spread of 1.31% over benchmark Government of Canada treasury rates for the three classes of notes. The securitization had a net advance rate of 96.75%.

We continued to make progress towards our long term targeted funding mix of 35% to 45% deposits, 25% to 35% secured borrowings and 25% to 35% unsecured borrowings, respectively. At June 30, 2012, deposits represented 23% of our funding, with secured and unsecured borrowings comprising 33% and 44% of the funding mix, respectively.

### GSI Facilities

On October 26, 2011, CIT Group Inc. (CIT) amended its existing \$2.125 billion total return swap facility between CIT Financial Ltd. (CFL) and Goldman Sachs International (GSI) in order to provide greater flexibility for certain assets to be funded under the facility. The size of the existing CFL Facility was reduced to \$1.5 billion, and the \$625 million formerly available under the existing CFL facility was transferred to a new total return swap facility between GSI and CIT TRS Funding B.V. (BV), a wholly-owned subsidiary of CIT. The CFL Facility and the BV Facility are together referred to below as the GSI Facilities.

At June 30, 2012, a total of \$3,851.2 million, after FSA, of financing and leasing assets, comprised of \$578.6 million in Corporate Finance, \$1,163.3 million in Consumer and \$2,109.3 million in commercial aerospace and rail assets in Transportation Finance, were pledged in conjunction with \$2,278.7 million in secured debt issued to investors under the GSI Facilities. After adjustment to the amount of actual qualifying borrowing base under terms of the GSI Facilities, this \$2,278.7 million of secured debt provided for usage of \$2,005.0 million of the maximum notional amount of the GSI Facilities at June 30, 2012. The remaining \$120.0 million of the maximum notional amount represents the unused portion of the GSI Facilities and constitutes the notional amount of derivative financial instruments. Actual terms of the GSI Facilities, including facility usage and collateral coverage, are measured on a pre-FSA basis. Unsecured counterparty receivable of \$638.2 million, net of FSA, 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 June 30, 2012.

The CFL Facility was originally executed on June 6, 2008, and under an October 28, 2009 amendment, the maximum notional amount of the CFL Facility was reduced from \$3.0 billion to \$2.125 billion. During the first half of 2008, CIT experienced significant constraints on its ability to raise funding through the debt capital markets and access the Company's historical sources of funding. The CFL Facility provided a swapped rate on qualifying secured funding at a lower cost than available to CIT through other funding sources. The CFL Facility was structured as a TRS to satisfy the specific requirements to obtain this funding commitment from GSI. Pursuant to applicable accounting guidance, only the unutilized portion of the total return swap is accounted for as a derivative and recorded at fair value. Under the terms of the GSI Facilities, CIT raises cash from the issuance of Asset Backed Securities (ABS) to investors designated by GSI under the total return swap, equivalent to the face amount of the ABS less an adjustment for any Original Issue Discount (OID) which equals the market price of the ABS. CIT is also required to deposit a portion of the face amount of the ABS with GSI as additional collateral prior to funding ABS through the GSI Facilities.

Amounts deposited with GSI can increase or decrease over time depending on the market value of the ABS and / or changes in the ratings of the ABS. CIT and GSI engage in periodic settlements based on the timing and amount of coupon and principal payments actually made on the ABS. GSI is obligated to return those same amounts to CIT plus a proportionate amount of the initial deposit.

CIT is obligated to pay GSI (1) principal in an amount equal to the initial market price less the initial deposit, in each case, as a percentage of the ABS times the principal amount returned by GSI and (2) interest equal to LIBOR times the adjusted qualifying borrowing base of the ABS. On a quarterly basis, CIT pays the fixed facility fee of 2.85% per annum times the maximum facility commitment amount, currently \$1.5 billion under the CFL Facility and \$625 million under the BV Facility, to GSI.

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 the current market environment;

- n Forecasted usage of the long-dated GSI 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.

Based on the Company's valuation, it was determined that the derivatives had no value at June 30, 2012.

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, currently \$1.5 billion under the CFL Facility and \$625 million under the BV Facility
- 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 ABS.

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**Cash Sweep and Required Cash Sweep Payments**

Under the terms of the Series A Notes, the Company was required to use certain cash collections to repay the Revolving Credit Facility and Series A Notes on an accelerated basis (the Cash Sweep). Once all of the Company's remaining Series A Notes were redeemed on March 9, 2012, the Cash Sweep provision was eliminated.

**Debt Ratings**

Our debt ratings at June 30, 2012 are presented in the following table and are unchanged from March 31, 2012. Changes since December 31, 2011 include: 1) On February 13, 2012, DBRS increased our debt ratings one notch to an issuer / counterparty credit rating and Series C/senior unsecured debt rating of BB (Low) and the Revolving Credit Facility rating was increased to BB (High), 2) On February 16, 2012, Moody's Investor Service increased our debt ratings one notch to an issuer / counterparty credit rating and Series C/senior unsecured debt rating of B1 and 3) On March 9, 2012 S&P Ratings Services increased our debt ratings one notch to an issuer / counterparty credit rating and Series C debt rating to BB-, lowered its rating one notch on the Revolving Credit Facility to BB- and changed the outlook to stable.

**Debt Ratings as of June 30, 2012**

	<b>S&amp;P Ratings Services</b>	<b>Moody's Investors Service</b>	<b>DBRS</b>
Issuer / Counterparty Credit Rating	BB	B1	BB (Low)
Revolving Credit Facility Rating	BB	Ba3	BB (High)
Series C Notes / Senior Unsecured Debt Rating	BB	B1	BB (Low)
Outlook	Stable	Stable	Positive

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.



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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 on Cash in Foreign Subsidiaries

Cash and short term investments held by foreign subsidiaries at June 30, 2012 and December 31, 2011 totaled \$2.2 billion and \$1.6 billion, respectively.

With respect to the Company's investments in foreign subsidiaries, Management has historically asserted the intent to indefinitely reinvest the unremitted earnings of its foreign subsidiaries with very limited exceptions. However, in 2009, Management determined that it would no longer make this assertion because of certain cash flow and funding uncertainties consequent to its recent emergence from bankruptcy and the fact that Management was still in the early stages of developing its long-term strategic and liquidity plans. By 2010, the Company had a new leadership team charged with re-evaluating the Company's long-term business and strategic plans. Their initial post-bankruptcy plan was to aggressively grow the Company's international business. Accordingly, in 2010, with very limited exceptions, Management decided to assert indefinite reinvestment of the unremitted earnings of its foreign subsidiaries.

In the quarter ended December 31, 2011, Management decided to no longer assert its intent to indefinitely reinvest its foreign earnings, except for its Chinese subsidiary. This decision was driven by events over the last year that culminated in Management's conclusion during the quarter that the Company may need to repatriate foreign earnings to address certain long-term investment and funding strategies. Some of the significant events that impacted Management's decision included the re-evaluation of the Company's debt and capital structures of its subsidiaries, and the need to pay-down the Company's high cost debt in the U.S. In addition, certain restrictions on the Company's first and second lien debt were removed during the 2011 fourth quarter upon the repayment of the remaining 2014 Series A debt. The removal of these restrictions allows the Company to transfer and repatriate cash to repay its high cost debt in the U.S. and recapitalize certain foreign subsidiaries. All these events contributed to Management's decision to no longer assert indefinite reinvestment of its

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foreign earnings, with the exception of its Chinese subsidiary. As of the quarter ended June 30, 2012, there has been no change to this decision.

### Contractual Payments and Commitments

The following tables summarize significant contractual payments and contractual commitment expirations at June 30, 2012. Certain amounts in the payments table are not the same as the respective balance sheet totals, because this table is before FSA, in order to better reflect projected contractual payments. Likewise, actual cash flows will vary materially from those depicted in the payments table as further explained in the table footnotes.

#### Payments and Collections for the Twelve Months Ended June 30<sup>(1)</sup> (dollars in millions)

	Total	2013	2014	2015	2016	2017+
Secured borrowings <sup>(2)</sup>	\$10,600.3	\$1,264.2	\$1,383.9	\$ 852.7	\$ 815.3	\$ 6,284.2
Revolving credit facility	500.0				500.0	
Unsecured (Series C Notes Exchanged) <sup>(3)</sup>	4,570.8				3,031.2	1,539.6
Unsecured (Series C Notes other)	5,250.0		1,300.0	1,500.0		2,450.0
Senior unsecured	3,500.0					3,500.0

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	<u>Total</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017+</u>
Other debt	134.0	1.0	0.9			132.1
<b>Total Long-term borrowings</b>	<b>24,555.1</b>	<b>1,265.2</b>	<b>2,684.8</b>	<b>2,352.7</b>	<b>4,346.5</b>	<b>13,905.9</b>
Deposits	7,156.5	2,450.3	1,838.3	1,068.1	952.9	846.9
Credit balances of factoring clients	1,164.1	1,164.1				
Lease rental expense	226.3	62.0	27.6	26.4	23.9	86.4
<b>Total contractual payments</b>	<b>\$33,102.0</b>	<b>\$4,941.6</b>	<b>\$4,550.7</b>	<b>\$3,447.2</b>	<b>\$5,323.3</b>	<b>\$14,839.2</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.

**Commitment Expiration by Twelve Month Periods Ended June 30** (dollars in millions)

	<u>Total</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017+</u>
Financing commitments <sup>(1)</sup>	\$ 2,779.7	\$ 374.3	\$ 236.3	\$ 210.8	\$ 985.4	\$ 972.9
Aerospace and other manufacturer purchase commitments <sup>(2)</sup>	8,706.1	1,091.2	1,506.7	919.3	1,586.3	3,602.6
Letters of credit	313.3	95.7	19.5	19.0	37.5	141.6
Deferred purchase credit protection agreements	1,346.3	1,346.3				
Guarantees, acceptances and other recourse obligations	18.2	11.2	5.7	1.3		
Liabilities for unrecognized tax obligations <sup>(3)</sup>	312.8	10.0	302.8			
<b>Total contractual commitments</b>	<b>\$13,476.4</b>	<b>\$2,928.7</b>	<b>\$2,071.0</b>	<b>\$1,150.4</b>	<b>\$2,609.2</b>	<b>\$4,717.1</b>

<sup>(1)</sup> Financing commitments do not include certain unused, cancelable lines of credit to customers in connection with third-party vendor programs, which can be reduced or cancelled by CIT at any time without notice.

<sup>(2)</sup> Aerospace commitments are net of amounts on deposit with manufacturers.

<sup>(3)</sup> The balance cannot be estimated past 2014; therefore the remaining balance is reflected in 2014.

Financing commitments increased 1% from December 31, 2011 to \$2.8 billion at June 30, 2012. At June 30, 2012, substantially all financing commitments were senior facilities, with 68% 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 \$300 million at June 30, 2012.

The table above includes approximately \$0.6 billion of commitments at June 30, 2012 and \$0.4 billion at December 31, 2011 that were not available for draw due to requirements for collateral availability or covenant conditions.

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**Risk Weighted Assets**

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For a BHC, capital adequacy is based upon risk-weighted asset ratios calculated in accordance with quantitative measures established by the Federal Reserve. Under these 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). The reconciliation of balance sheet assets to risk-weighted assets is presented below:

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

	June 30, 2012	December 31, 2011
Balance sheet assets	\$ 42,796.0	\$ 45,235.4
Risk weighting adjustments to balance sheet assets	(10,033.3)	(12,332.3)
Off balance sheet items <sup>(1)</sup>	11,497.6	11,913.4
Risk-weighted assets	\$ 44,260.3	\$ 44,816.5

<sup>(1)</sup> Primarily reflects commitments to purchase aircraft and for unused lines of credit and letters of credit. See Note 9 Regulatory Capital for more information.

### Regulatory Capitalization

The Company is subject to various regulatory capital requirements set by the Federal Reserve Board. CIT committed to its regulators to maintain a 13% Total Capital Ratio at the BHC and a 15% Tier 1 Leverage Ratio at CIT Bank for at least three years.

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

	June 30, 2012	December 31, 2011
<b>Tier 1 Capital</b>		
Total stockholders' equity	\$ 8,380.9	\$ 8,888.5
Effect of certain items in accumulated other comprehensive loss excluded from Tier 1 Capital	52.4	54.3
Adjusted total equity	8,433.3	8,942.8
Less: Goodwill <sup>(1)</sup>	(338.0)	(338.0)
Disallowed intangible assets <sup>(1)</sup>	(43.6)	(63.6)
Investment in certain subsidiaries	(37.8)	(36.6)
Other Tier 1 components <sup>(2)</sup>	(64.9)	(58.1)
Tier 1 Capital	7,949.0	8,446.5
<b>Tier 2 Capital</b>		
Qualifying reserve for credit losses and other reserves <sup>(3)</sup>	435.8	429.9
Less: Investment in certain subsidiaries	(37.8)	(36.6)
Total qualifying capital	\$ 8,347.0	\$ 8,839.8
Risk-weighted assets	\$ 44,260.3	\$ 44,816.5
<b>BHC Ratios</b>		
Tier 1 Capital Ratio	18.0%	18.8%
Total Capital Ratio	18.9%	19.7%
Tier 1 Leverage Ratio	18.5%	18.9%
<b>CIT Bank Ratios</b>		
Tier 1 Capital Ratio	28.8%	36.5%
Total Capital Ratio	29.8%	37.5%

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	June 30, 2012	December 31, 2011
Tier 1 Leverage Ratio	23.3%	24.7%

- <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 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.*

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On August 12, 2009, CIT entered into a Written Agreement with the Federal Reserve Bank of New York (the FRBNY). Among other requirements, the Written Agreement requires prior written approval by the FRBNY for payment of dividends and distributions and the purchase or redemption of stock.

Regulatory capital guidelines are currently based on the 1988 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 meet the requirements for being 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, CIT 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 2004, the Basel Committee published a new capital accord (Basel II) to replace Basel I. We do not meet the thresholds to be a core bank and are therefore not required to comply with the advanced approaches of Basel II, as implemented in the U.S.

In December 2010, the Basel Committee on Banking Supervision released its final framework for strengthening international capital and liquidity regulation (Basel III). Basel III requirements include higher minimum capital ratios, increased limitations on qualifying capital, minimum liquidity requirements and a more constrained leverage ratio requirement. For more information on the Basel III framework, see Item 1. Business Overview Regulation Banking Supervision and Regulation Capital Requirements Basel III Requirements in our Annual Report on Form 10-K for the year ended December 31, 2011.

In June 2012, the U.S. bank regulatory agencies issued three joint notices of proposed rulemaking (NPR) that, taken together, would implement the capital reforms of the Basel III framework and changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank). The first NPR, the Basel III NPR, generally follows the final Basel III framework and proposes higher minimum regulatory capital requirements and a more restrictive definition of regulatory capital, as well as introduces limits on dividends and other capital distributions and certain discretionary bonuses if capital conservation buffers are not held. The second NPR, the Standardized Approach NPR, proposes changes to the current, Basel I derived generalized risk-based capital requirements for determining risk-weighted assets that expands the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50%, and 100%) to a much larger number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Lastly, the Advanced Approaches NPR proposes changes to the advanced approaches rules to be consistent with requirements of Basel II in its most current form and with Dodd-Frank. The U.S. bank regulatory agencies have not proposed rules implementing the final liquidity framework of Basel III and have not determined to what extent they will apply to U.S. banks that are not large, internationally active banks.

Although the Basel III NPR does not specify an effective date or implementation date, it contemplates that implementation will coincide with the international Basel III implementation schedule, which commences on January 1, 2013. The Standardized Approach NPR contemplated an effective date of January 1, 2015, subject to early adoption at the option of subject institutions.

CIT expects to be subject to the Basel III and Standardized Approaches NPRs. CIT does not meet the thresholds to be considered an Advanced Approaches bank and would not be subject to those requirements. In particular, CIT would not be subject to the supplementary leverage ratio or

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the countercyclical buffer to be implemented at the discretion of regulators during times of excessive credit growth.

Basel III revisions governing capital requirements are subject to a phased-in transition period which begins on January 1, 2013, with full implementation on January 1, 2019. If Basel III is fully implemented in the current form, CIT will be required to maintain risk-based capital ratios at January 1, 2019 as follows:

	Minimum Capital Requirements January 1, 2019		
	Tier 1 Common Equity	Tier 1 Capital	Total Capital
Stated minimum Ratio	4.5%	6.0%	8.0%
Capital conservation buffer	2.5%	2.5%	2.5%
Effective minimum ratio	7.0%	8.5%	10.5%

Management believes that, as of June 30, 2012, CIT and CIT Bank would meet all capital adequacy requirements under the Basel III and Standardized Approach NPRs on a fully phased-in basis if such requirements were currently effective.

There can be no guarantee that the Basel III and the Standardized Approach NPRs will be adopted in their current form, what changes may be made before adoption, or when ultimate adoption will occur.

See the Regulation section of Item 1 Business Overview of our 2011 Form 10-K for further detail regarding regulatory matters.

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### CIT BANK

CIT Bank is a state-chartered bank headquartered in Salt Lake City, Utah and is the Company's principal bank subsidiary. CIT Bank originates and funds lending activity in the U.S. of various business segments. Asset growth reflected increased volume from the year-ago period and sequentially in Corporate Finance, Vendor Finance and Transportation Finance. Committed loan volume rose 62% from the year-ago period and increased 10% from the prior quarter to \$1.8 billion, of which nearly \$1.5 billion was funded. The sequential quarter increase reflected growth in Corporate Finance activity, including volume from Real Estate and Equipment Finance. Year to date, both committed and funded volumes are up significantly over the 2011 period.

Total assets were \$10.0 billion, up from \$6.9 billion at June 30, 2011 and \$9.6 billion at March 31, 2012. Loans (including held-for-sale) totaled \$6.6 billion, up from \$5.7 billion at June 30, 2011 and were unchanged from March 31, 2012 as commercial asset growth was offset by the sale and run-off of consumer loans. Commercial loans and leases of \$6.3 billion increased from \$2.2 billion at June 30, 2011 and \$5.1 billion at March 31, 2012. Assets held for sale declined from \$1.1 billion at March 31, 2012 to \$0.6 billion at June 30, 2012 reflecting the sale of \$1.1 billion of student loans during the second quarter and transfer into held for sale of the remaining \$0.6 billion of student loans. Cash was \$3.0 billion at June 30, 2012 up from \$2.6 billion at March 31, 2012 and \$0.8 billion at June 30, 2011. CIT Bank's capital and leverage ratios remain well above required levels.

Total deposits were \$7.1 billion at June 30, 2012, up from \$6.7 billion at March 31, 2012 and \$4.4 billion at June 30, 2011. During the second quarter, CIT Bank placed over \$1.1 billion of deposits at an average rate of approximately 1.4% and with an average CD term of over three years that replaced maturing deposits at higher rates. During the first quarter, CIT Bank originated over \$750 million of deposits at an average rate of approximately 1.1%. Deposits originated through online channels exceeded \$2 billion by early July 2012, and included savings account activity, which was launched in March 2012 to supplement the current range of CD offerings to consumers.

The following presents condensed financial information for CIT Bank.

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

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	June 30, 2012	December 31, 2011
<b>ASSETS:</b>		
Cash and deposits with banks	\$ 2,976.9	\$2,462.1
Investment securities	80.8	166.7
Assets held for sale	595.8	1,627.5
Commercial loans	5,996.2	3,912.4
Consumer loans		565.5
Allowance for loan losses	(75.7)	(49.0)
Operating lease equipment, net	274.6	31.3
Other assets	176.2	252.2
<b>Total Assets</b>	<b>\$ 10,024.8</b>	<b>\$ 8,968.7</b>
<b>LIABILITIES AND EQUITY:</b>		
Deposits	\$ 7,080.6	\$6,124.9
Long-term borrowings	504.0	576.7
Other liabilities	109.1	150.5
<b>Total Liabilities</b>	<b>7,693.7</b>	<b>6,852.1</b>
<b>Total Equity</b>	<b>2,331.1</b>	<b>2,116.6</b>
<b>Total Liabilities and Equity</b>	<b>\$ 10,024.8</b>	<b>\$ 8,968.7</b>
<b>Capital Ratios:</b>		
Total Capital Ratio	29.8%	37.5%
Tier 1 Capital Ratio	28.8%	36.5%
Tier 1 Leverage ratio	23.3%	24.7%

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

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Interest income	\$ 87.5	\$ 83.6	\$ 65.9	\$ 171.1	\$ 130.3
Interest expense	(35.5)	(37.5)	(26.6)	(73.0)	(53.7)
Net interest revenue	52.0	46.1	39.3	98.1	76.6
Provision for credit losses	(20.6)	(12.9)	(11.3)	(33.5)	(14.7)
Net interest revenue, after credit provision	31.4	33.2	28.0	64.6	61.9
Rental income on operating leases	6.0	2.9	0.3	8.9	0.3
Other income	43.6	24.3	14.7	67.9	27.6
Total net revenue, net of interest expense and credit provision	81.0	60.4	43.0	141.4	89.8
Operating expenses	(42.8)	(30.0)	(11.7)	(72.8)	(21.2)
Depreciation on operating lease equipment	(3.8)	(2.4)	(0.2)	(6.2)	(0.2)
Income before income taxes	34.4	28.0	31.1	62.4	68.4
Provision for income taxes	(12.1)	(9.6)	(16.2)	(21.7)	(30.9)

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	Quarters Ended			Six Months Ended	
<b>Net income</b>	\$ 22.3	\$ 18.4	\$ 14.9	\$ 40.7	\$ 37.5
<b>New business originations funded</b>	\$1,462.3	\$1,160.3	\$ 811.7	\$2,622.6	\$1,220.4
<b>New business originations committed</b>	\$1,767.3	\$1,607.6	\$1,092.0	\$3,374.9	\$1,869.1

During the second quarter, the provision for credit losses increased over the first quarter of 2012 reflecting commercial loan growth, which also drove the increase in the allowance for loan losses. Other income was higher, driven by a gain on student loans sold during the 2012 second quarter. Operating expenses increased, reflecting the transfer of employees into the bank, as well as rising bank deposit costs as deposits grow.

As detailed in the following table, net finance revenue (NFR) increased primarily on commercial asset growth. Average earning assets increased, as higher commercial assets offset the decline in consumer assets (student loans). Net FSA accretion increased NFR by \$6 million during the 2012 second quarter, down from an increase of \$26 million in 2011 second quarter, due primarily to lower interest income accretion, and an increase of \$11 million last quarter, on lower interest income accretion. Year to date benefits totaled \$18 million for 2012 and \$54 million in 2011.

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

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
	Interest income	\$ 87.5	\$ 83.6	\$ 65.9	\$ 171.1
Rental income on operating leases	6.0	2.9	0.3	8.9	0.3
Finance revenue	93.5	86.5	66.2	180.0	130.6
Interest expense	(35.5)	(37.5)	(26.6)	(73.0)	(53.7)
Depreciation on operating lease equipment	(3.8)	(2.4)	(0.2)	(6.2)	(0.2)
Net finance revenue	\$ 54.2	\$ 46.6	\$ 39.4	\$ 100.8	\$ 76.7
Average Earning Assets ( AEA )	\$6,653.6	\$6,554.2	\$5,411.1	\$6,602.6	\$5,289.2
<b>As a % of AEA:</b>					
Interest income	5.26%	5.10%	4.87%	5.18%	4.93%
Rental income on operating leases	0.36%	0.18%		0.27%	
Finance revenue	5.62%	5.28%	4.87%	5.45%	4.93%
Interest expense	(2.13)%	(2.29)%	(1.96)%	(2.21)%	(2.03)%
Depreciation on operating lease equipment	(0.23)%	(0.15)%		(0.19)%	
Net finance revenue	3.26%	2.84%	2.91%	3.05%	2.90%

*Net finance revenue is a non-GAAP measure.*

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NFR as a percentage of average earning assets ( Net Finance Margin ) increased from the prior-year quarter, as the revenue earned from higher-yielding commercial assets offset the decrease in FSA accretion. Excluding the FSA impacts, net finance margin increased, reflecting a shift in weighting as commercial loans grew and became a more significant proportion of the earning assets, while the lower yielding consumer assets, principally student loans, run-off. The margin increase is partially offset by the relatively high proportion of low-yielding assets, student loans and cash.

**Adjusted Net Finance Revenue as a % of AEA** (dollars in millions)

	Quarters Ended					
	June 30, 2012		March 31, 2012		June 30, 2011	
Net finance revenue	\$ 54.2	3.26%	\$ 46.6	2.84%	\$ 39.4	2.91%
FSA impact on net finance revenue	(6.4)	(0.41)%	(11.1)	(0.68)%	(25.6)	(1.92)%
Adjusted net finance revenue	\$ 47.8	2.85%	\$ 35.5	2.16%	\$ 13.8	0.99%
	Six Months Ended June 30,					
	2012		2011			
Net finance revenue	\$ 100.8	3.05%	\$ 76.7	2.90%		
FSA impact on net finance revenue	(17.5)	(0.54)%	(54.4)	(2.09)%		
Adjusted net finance revenue	\$ 83.3	2.51%	\$ 22.3	0.81%		

*Net finance revenue is a non-GAAP measure.*

The following table presents the Bank's pre-tax net income and adjusted pre-tax net income:

**Impacts of FSA Accretion and Debt-related Transaction Costs on Pre-tax Income (Loss)** (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Pre-tax Income Reported	\$ 34.4	\$ 28.0	\$ 31.1	\$ 62.4	\$ 68.4
Net FSA Accretion	(6.4)	(11.1)	(25.6)	(17.5)	(54.4)
Pre-tax Income Excluding FSA Net Accretion	\$ 28.0	\$ 16.9	\$ 5.5	\$ 44.9	\$ 14.0

*Pre-tax Income Excluding FSA Net Accretion is a non-GAAP measure.*

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**CIT Group Inc. Select Data** (dollars in millions)

	At or for the Quarters Ended			For the Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011



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At or for the Quarters Ended

For the Six Months Ended

**Select Statement of Operations Data**

Net interest revenue	\$ (229.9)	\$ (668.1)	\$ (206.8)	\$ (898.0)	\$ (266.6)
Provision for credit losses	(8.9)	(42.6)	(84.1)	(51.5)	(206.5)
Total other income	589.5	688.7	653.6	1,278.2	1,332.9
Total other expenses	(392.4)	(383.7)	(391.7)	(776.1)	(756.8)
Income (loss) before provision for income taxes	(41.7)	(405.7)	(29.0)	(447.4)	103.0
Net (loss) income	(70.7)	(446.5)	(49.7)	(517.2)	15.9

**Per Common Share Data**

Income (loss) income per share diluted	\$ (0.35)	\$ (2.22)	\$ (0.25)	\$ (2.57)	\$ 0.08
Book value per common share	\$ 41.73	\$ 42.09	\$ 44.61		
Tangible book value per common share	\$ 39.87	\$ 40.20	\$ 42.54		

**Performance Ratios**

Return on average common stockholders' equity	(3.4)%	(20.3)%	(2.2)%	(12.0)%	0.4%
Net finance revenue as a percentage of average earning assets	1.05%	(4.43)%	0.70%	(1.72)%	1.43%
Return on average total assets	(0.65)%	(3.98)%	(0.40)%	(2.33)%	0.06%
Total ending equity to total ending assets	19.6%	19.2%	18.6%		

**Balance Sheet Data**

Loans including receivables pledged	\$20,100.5	\$20,490.6	\$22,271.9		
Allowance for loan losses	(414.2)	(420.0)	(424.0)		
Operating lease equipment, net	11,896.4	11,904.0	10,919.1		
Goodwill and intangible assets, net	373.1	380.8	414.9		
Total cash and short-term investments	7,043.1	7,336.1	10,061.4		
Total assets	42,796.0	44,148.3	48,176.7		
Total debt and deposits	30,697.9	31,915.8	35,368.3		
Total common stockholders' equity	8,380.9	8,453.2	8,946.9		

**Credit Quality**

Non-accrual loans as a percentage of finance receivables	2.26%	2.35%	4.77%		
Net credit losses as a percentage of average finance receivables	0.33%	0.44%	0.95%	0.38%	1.64%
Reserve for credit losses as a percentage of finance receivables	2.06%	2.05%	1.90%		

**Financial Ratios**

Tier 1 Capital	18.0%	17.6%	19.1%		
Total Risk-based Capital	18.9%	18.5%	20.0%		

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

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	June 30, 2012			March 31, 2012			Average Balance
	Average Balance	Interest	Average Rate (%)	Average Balance	Interest	Average Rate (%)	
Deposits with banks	\$ 6,456.2	\$ 5.0	0.31%	\$ 6,288.3	\$ 4.9	0.31%	\$ 5,500.0
Investments	1,278.3	3.0	0.94%	1,707.8	2.9	0.68%	4,000.0
Loans and leases (including held for sale) <sup>(2)(3)</sup>							
U.S.	16,983.1	297.9	7.53%	17,805.7	306.9	7.37%	19,500.0
Non-U.S.	4,024.7	103.4	10.28%	4,017.2	96.9	9.65%	4,800.0
Total loans and leases <sup>(2)</sup>	21,007.8	401.3	8.09%	21,822.9	403.8	7.81%	24,300.0
Total interest earning assets / interest income <sup>(2)(3)</sup>	28,742.3	409.3	5.94%	29,819.0	411.6	5.74%	33,900.0
Operating lease equipment, net (including held for sale) <sup>(4)</sup>							
U.S. <sup>(4)</sup>	6,134.4	148.5	9.68%	5,871.2	137.9	9.40%	4,900.0
Non-U.S. <sup>(4)</sup>	6,207.0	166.3	10.72%	6,334.2	163.9	10.35%	6,200.0
Total operating lease equipment, net <sup>(4)</sup>	12,341.4	314.8	10.20%	12,205.4	301.8	9.89%	11,200.0
Total earning assets <sup>(2)</sup>	41,083.7	\$ 724.1	7.25%	42,024.4	\$ 713.4	6.98%	45,100.0
Non interest earning assets							
Cash due from banks	441.8			408.7			1,500.0
Allowance for loan losses	(415.1)			(410.6)			(400.0)
All other non-interest earning assets	2,696.5			2,862.7			3,200.0
<b>Total Average Assets</b>	<b>\$43,806.9</b>			<b>\$44,885.2</b>			<b>\$49,500.0</b>
<b>Average Liabilities</b>							
Borrowings							
Deposits	\$ 6,922.6	\$ 35.3	2.04%	\$ 6,552.5	\$ 36.3	2.22%	\$ 4,200.0
Long-term borrowings <sup>(5)</sup>	24,695.8	603.9	9.78%	25,719.6	1,043.4	16.23%	32,200.0
Total interest-bearing liabilities	31,618.4	\$ 639.2	8.09%	32,272.1	\$ 1,079.7	13.38%	36,500.0
Credit balances of factoring clients	1,160.4			1,143.4			1,100.0
Other non-interest bearing liabilities	2,597.3			2,685.2			2,900.0
Noncontrolling interests	4.5			3.7			5.0
Stockholders' equity	8,426.3			8,780.8			8,900.0
<b>Total Average Liabilities and Stockholders' Equity</b>	<b>\$43,806.9</b>			<b>\$44,885.2</b>			<b>\$49,500.0</b>
Net revenue spread			(0.84)%			(6.40)%	
Impact of non-interest bearing sources			1.69%			2.82%	
<b>Net revenue/yield on earning assets<sup>(2)</sup></b>		\$ 84.9	0.85%		(\$366.3)	(3.58)%	

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**Six Month Average Balances<sup>(1)</sup> and Associated Income** (dollars in millions)

	June 30, 2012			June 30, 2011		
	Average Balance	Interest	Average Rate (%)	Average Balance	Interest	Average Rate (%)
Deposits with banks	\$ 6,423.3	\$ 9.9	0.31%	\$ 7,412.2	\$ 11.4	0.31%
Investments	1,515.8	5.9	0.78%	2,463.3	5.6	0.45%
Loans and leases (including held for sale) <sup>(2)(3)</sup>						

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	June 30, 2012			June 30, 2011		
U.S.	17,341.3	604.8	7.47%	19,773.0	888.6	9.48%
Non-U.S.	4,008.9	200.3	10.00%	4,972.2	332.8	13.39%
Total loans and leases <sup>(2)</sup>	21,350.2	805.1	7.97%	24,745.2	1,221.4	10.30%
Total interest earning assets / interest income <sup>(2)/(3)</sup>	29,289.3	820.9	5.84%	34,620.7	1,238.4	7.37%
Operating lease equipment, net (including held for sale) <sup>(4)</sup>						
U.S. <sup>(4)</sup>	6,010.1	286.4	9.53%	4,966.6	200.7	8.08%
Non-U.S. <sup>(4)</sup>	6,271.3	330.2	10.53%	6,249.5	315.0	10.08%
Total operating lease equipment, net <sup>(4)</sup>	12,281.4	616.6	10.04%	11,216.1	515.7	9.20%
Total earning assets <sup>(2)</sup>	41,570.7	\$ 1,437.5	7.11%	45,836.8	\$ 1,754.1	7.83%
Non interest earning assets						
Cash due from banks	440.1			1,205.0		
Allowance for loan losses	(411.8)			(410.4)		
All other non-interest earning assets	2,775.3			3,274.9		
<b>Total Average Assets</b>	<b>\$44,374.3</b>			<b>\$49,906.3</b>		
<b>Average Liabilities</b>						
Borrowings						
Deposits	\$ 6,726.5	\$ 71.6	2.13%	\$ 4,364.2	\$ 49.5	2.27%
Long-term borrowings <sup>(5)</sup>	25,222.9	1,647.3	13.06%	32,576.5	1,455.5	8.94%
Total interest-bearing liabilities	31,949.4	\$ 1,718.9	10.76%	36,940.7	\$ 1,505.0	8.15%
Credit balances of factoring clients	1,157.9			1,028.7		
Other non-interest bearing liabilities	2,637.8			2,973.4		
Noncontrolling interests	4.2			0.1		
Stockholders' equity	8,625.0			8,963.4		
<b>Total Average Liabilities and Stockholders' Equity</b>	<b>\$44,374.3</b>			<b>\$49,906.3</b>		
Net revenue spread			(3.65)%			(0.32)%
Impact of non-interest bearing sources			2.26%			1.43%
<b>Net revenue/yield on earning assets<sup>(2)</sup></b>		\$ (281.4)	(1.39)%		\$ 249.1	1.11%

<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.

<sup>(4)</sup> Operating lease rental income is a significant source of revenue; therefore, we have presented the rental revenues net of depreciation.

<sup>(5)</sup> Interest and average rates include FSA accretion, including amounts accelerated due to redemptions or extinguishments, as well as prepayment penalties, on the Series C Notes-(Exchanged), Series A Notes and Series B Notes.

The average long-term borrowings balances presented below are 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 amortization and prepayment fees, which due to the annualizing, can distort the derived rate. The debt coupon rates at June 30, 2012, on a pre-FSA basis, are as follows: Senior Unsecured Notes 5.19%, Series C Notes (exchanged) 7.00%, Series C Notes (other) 5.37%, Other Debt 6.03%, Secured Borrowings 2.25%, and Revolving Credit Facility 2.75%. The aggregate portfolio weighted average at June 30, 2012 was 4.25%.

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

	Quarters Ended								
	June 30, 2012			March 31, 2012			June 30, 2011		
	Average Balance	Interest	Average Rate (%)	Average Balance	Interest	Average Rate (%)	Average Balance	Interest	Average Rate (%)
<b>Unsecured</b>									
Revolving Credit Facility	\$ 457.5	\$ 3.4	2.95%	\$ 210.8	\$ 1.7	3.22%	\$	\$	
Senior Unsecured	2,700.0	36.9	5.47%	266.7	3.5	5.25%			
Series C Notes (Exchanged) <sup>(1)</sup>	5,906.4	410.0	27.77%	7,982.4	189.6	9.50%			
Series C Notes (other)	5,250.0	72.3	5.51%	3,942.5	55.4	5.62%			
Other debt	86.5	2.6	12.08%	86.4	2.7	12.42%			
Total Unsecured Debt	14,400.4	525.2	14.59%	12,488.8	252.9	8.10%			
<b>Secured</b>									
Secured borrowings <sup>(1)</sup>	\$ 10,224.0	\$ 78.7	3.08%	\$ 10,328.2	\$ 106.7	4.13%	\$ 10,087.5	\$ 118.2	4.69%
First Lien Term Facility							3,040.8	50.7	6.67%
Series A Notes <sup>(1)</sup>				3,424.8	683.8	79.86%	15,363.0	539.3	14.04%
Series C Notes (other)							2,000.0	30.1	6.02%
Series C Notes (Exchanged from Series A)							1,267.2	38.6	12.19%
Other debt							146.8	4.4	12.11%
Total Secured Debt	10,224.0	78.7	3.08%	13,753.0	790.5	22.99%	31,905.3	781.3	9.80%
<b>Total Long-term Borrowings</b>	<b>\$ 24,624.4</b>	<b>\$ 603.9</b>	<b>9.81%</b>	<b>\$ 26,241.8</b>	<b>\$ 1,043.4</b>	<b>15.90%</b>	<b>\$ 31,905.3</b>	<b>\$ 781.3</b>	<b>9.80%</b>

	Six Months Ended					
	June 30, 2012			June 30, 2011		
	Average Balance	Interest	Average Rate (%)	Average Balance	Interest	Average Rate (%)
<b>Unsecured</b>						
Revolving Credit Facility	\$ 334.1	\$ 5.1	3.04%	\$	\$	
Senior Unsecured	1,483.3	40.4	5.45%			
Series C Notes (Exchanged) <sup>(1)</sup>	6,944.4	599.6	17.27%			
Series C Notes (other)	4,596.3	127.7	5.56%			

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	Six Months Ended					
Other debt	86.5	5.3	12.25%			
Total Unsecured Debt	13,444.6	778.1	11.57%			
<b>Secured</b>						
Secured borrowings <sup>(1)</sup>	\$10,276.1	\$ 185.4	3.61%	\$ 10,397.4	\$ 247.4	4.76%
First Lien Term Facility				3,041.7	101.1	6.65%
Series A Notes <sup>(1)</sup>	1,712.4	683.8	79.86%	17,059.8	1,026.4	12.03%
Series B Notes <sup>(1)</sup>				12.5	2.1	16.03%
Series C Notes (other)				1,011.0	30.9	6.11%
Series C Notes (Exchanged from Series A)				633.6	38.6	12.18%
Other debt				153.1	9.0	11.76%
Total Secured Debt	11,988.5	869.2	14.50%	32,309.1	1,455.5	9.01%
<b>Total Long-term Borrowings</b>	<b>\$25,433.1</b>	<b>\$ 1,647.3</b>	<b>12.95%</b>	<b>\$ 32,309.1</b>	<b>\$ 1,455.5</b>	<b>9.01%</b>

<sup>(1)</sup> Interest expense for the Series C Notes-(Exchanged), Series A Notes and Series B Notes include the following accelerated FSA accretion (amortization) and prepayment penalties:

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**Accelerated FSA Accretion (Amortization) and Prepayment Penalties** (dollars in millions)

	Quarters Ended			Six Months Ended	
	June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Series C Notes (Exchanged) accelerated FSA	\$ 264.9	\$	\$	\$ 264.9	\$
Series A Notes accelerated FSA		596.9	113.3	596.9	138.0
Series A Notes prepayment penalty			50.0		70.0
Series B Notes accelerated FSA					(13.5)
Series B Notes prepayment penalty					15.0
Total accelerated FSA and prepayment penalty	\$ 264.9	\$ 596.9	\$ 163.3	\$ 861.8	\$ 209.5

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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, the reported amounts of income and expense during the reporting period and the disclosure

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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 Assumptions and estimates recorded upon adoption of fresh start accounting
- n Allowance for Loan Losses
- n Impaired Loans
- n Fair Value Determinations
- n Lease Residual Values
- n Goodwill and Intangible Assets
- n Liabilities and Tax Reserves

There have been no significant changes to the methodologies and processes used in developing estimates relating to these items from those described in our 2011 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.

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### 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. Non-GAAP financial measures are meant 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.

**Total Net Revenues<sup>(1)</sup>** (dollars in millions)

	Quarters Ended			Six Months Ended June 30,	
	June 30, 2012	March 31, 2012	June 30, 2011	2012	2011
Interest income	\$ 409.3	\$ 411.6	\$ 599.6	\$ 820.9	\$ 1,238.4
Rental income on operating leases	445.5	439.3	420.2	884.8	829.1
Finance revenue	854.8	850.9	1,019.8	1,705.7	2,067.5
Interest expense	(639.2)	(1,079.7)	(806.4)	(1,718.9)	(1,505.0)

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	Quarters Ended			Six Months Ended	
Depreciation on operating lease equipment	(130.7)	(137.5)	(153.2)	(268.2)	(313.4)
<b>Net finance revenue</b>	84.9	(366.3)	60.2	(281.4)	249.1
Other income	144.0	249.4	233.4	393.4	503.8
<b>Total net revenues</b>	\$ 228.9	\$ (116.9)	\$ 293.6	\$ 112.0	\$ 752.9
<b>Net Operating Lease Revenue<sup>(2)</sup></b>					
Rental income on operating leases	\$ 445.5	\$ 439.3	\$ 420.2	\$ 884.8	\$ 829.1
Depreciation on operating lease equipment	(130.7)	(137.5)	(153.2)	(268.2)	(313.4)
<b>Net operating lease revenue</b>	\$ 314.8	\$ 301.8	\$ 267.0	\$ 616.6	\$ 515.7

**Net Finance Revenue as a % of Average Earning Assets<sup>(3)</sup>** (dollars in millions)

	Quarters Ended					
	June 30, 2012		March 31, 2012		June 30, 2011	
Net finance revenue	\$ 84.9	1.05%	\$ (366.3)	(4.43)%	\$ 60.2	0.70%
FSA impact on net finance revenue	184.1	1.97%	546.3	6.40%	25.8	0.18%
Secured debt prepayment penalties					50.0	0.52%
Adjusted net finance revenue	\$ 269.0	3.02%	\$ 180.0	1.97%	\$ 136.0	1.40%

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**Impacts of FSA Accretion and Debt-related Transaction Costs on Pre-tax Income (Loss) by Segment** (dollars in millions)

		Quarter Ended June 30, 2012						
		Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Consumer	Corporate & Other	Total
Pre-tax Income/(Loss)	Reported	\$ 49.5	\$ (0.2)	\$ 3.1	\$ (12.1)	\$ 30.3	\$ (112.3)	\$ (41.7)
Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases		44.0	129.5	8.8	38.9	6.5	37.2	264.9
Debt Related Loss on Debt Extinguishments							21.5	21.5
Pre-tax Income (Loss)	Excluding Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases and Loss on Debt Extinguishments	93.5	129.3	11.9	26.8	36.8	(53.6)	244.7
Net FSA Accretion (excluding debt related acceleration)		(63.8)	(36.7)	0.9	(9.2)	(21.2)	4.4	(125.6)
Pre-tax Income (Loss)	Excluding FSA Net Accretion & Debt Related Costs	\$ 29.7	\$ 92.6	\$ 12.8	\$ 17.6	\$ 15.6	\$ (49.2)	\$ 119.1

**Impacts of FSA Accretion and Debt-related Transaction Costs on Pre-tax Income (Loss) by Segment** (dollars in millions)

		Six Months Ended June 30, 2011						
		Corporate Finance	Transportation Finance	Trade Finance	Vendor Finance	Consumer	Corporate & Other	Total
Pre-tax Income/(Loss)	Reported	\$ 171.2	\$ 69.8	\$(2.3)	\$ 38.7	\$ 9.1	\$(183.5)	\$ 103.0
Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases								
		29.2	48.8	5.4	26.8	2.5	11.8	124.5
Debt Related Prepayment Costs							85.0	85.0
Pre-tax Income (Loss)	Excluding Accelerated FSA Net Discount/(Premium) on Debt Extinguishments and Repurchases and Loss on Debt Extinguishments	200.4	118.6	3.1	65.5	11.6	(86.7)	312.5
Net FSA Accretion (excluding debt related acceleration)								
		(129.4)	(49.8)	6.2	(58.5)	(23.9)	13.5	(241.9)
Pre-tax Income (Loss)	Excluding FSA Net Accretion & Debt Related Costs	\$ 71.0	\$ 68.8	\$ 9.3	\$ 7.0	\$(12.3)	\$ (73.2)	\$ 70.6

**Earning Assets<sup>(3)</sup>** (dollars in millions)

	June 30, 2012	March 31, 2012	December 31, 2011
Loans	\$20,100.5	\$20,490.6	\$19,885.5
Operating lease equipment, net	11,896.4	11,904.0	11,991.6
Assets held for sale	1,434.0	1,701.9	2,332.3
Credit balances of factoring clients	(1,164.1)	(1,109.8)	(1,225.5)
Total earning assets	\$32,266.8	\$32,986.7	\$32,983.9
Commercial earning assets	\$27,809.4	\$27,307.9	\$26,638.5

**Tangible Book Value** (dollars in millions)

	June 30, 2012	March 31, 2012	December 31, 2011
Total common stockholders equity	\$8,380.9	\$8,453.2	\$8,888.5
Less: Goodwill	(330.8)	(330.8)	(330.8)
Intangible assets	(42.3)	(50.0)	(63.6)
Tangible book value	\$8,007.8	\$8,072.4	\$8,494.1



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- (1) *Total net revenues are 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.*
- (2) *Total net operating lease revenue is the combination of rental income on operating leases less depreciation on operating lease equipment. Total net operating lease revenues are used by management to monitor portfolio performance.*
- (3) *Earning assets 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.*

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### 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, leverage, and credit ratings, our liquidity plan, and our plans and the potential transactions designed to enhance our liquidity and 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 accretion and amortization of FSA adjustments,
- 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, acquisitions and divestitures, new products, 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

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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 estimates and assumptions used to fair value the balance sheet in accordance with FSA and actual variation between the estimated fair values and the realized values,
- 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 risks that the restructuring of the Company's capital structure did not result in sufficient additional capital or improved liquidity,
- n risks that the Company will be unable to comply with the terms of the Written Agreement with the Reserve Bank,
- n conditions and/or changes in funding markets and our access to such markets, including commercial paper, secured and 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 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.

## 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 June 30, 2012. Based upon that evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2012.

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

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 4.** Controls and Procedures 91

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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 13 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 13 Contingencies of Item 1. Consolidated Financial Statements*.

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### ITEM 1A. Risk Factors

For a discussion of certain risk factors affecting CIT, see *Part I, Item 1A: Risk Factors*, of CIT's 2011 Annual Report on Form 10-K and Forward-Looking Statements of this Form 10-Q. In addition, the following Risk Factor, which was previously included in the Risk Factors set forth in CIT's 2011 Annual Report on Form 10-K, is amended and updated in this Form 10-Q to provide additional disclosure regarding certain information security breaches.

**We rely on our systems, employees, and certain third party vendors and service providers in conducting our operations, and certain failures, including internal or external fraud, operational errors, systems malfunctions, or cybersecurity incidents, could materially adversely affect our operations.**

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We are exposed to many types of operational risk, including the risk of fraud by employees and outsiders, clerical and recordkeeping errors, and computer or telecommunications systems malfunctions. Our businesses are dependent on our ability to process a large number of increasingly complex transactions. If any of our financial, accounting, or other data processing systems fail or have other significant shortcomings, we could be materially adversely affected. We are similarly dependent on our employees. We could be materially adversely affected if one of our employees causes a significant operational break-down or failure, either as a result of human error or where an individual purposefully sabotages or fraudulently manipulates our operations or systems. Third parties with which we do business, including vendors that provide services or security solutions for our operations, could also be sources of operational and information security risk to us, including from breakdowns, failures, or capacity constraints of their own systems or employees. Any of these occurrences could result in a diminished ability for us to operate one or more of our businesses, or cause financial loss, potential liability to clients, inability to secure insurance, reputational damage, or regulatory intervention, which could materially adversely affect us.

We may also be subject to disruptions of our operating systems arising from events that are wholly or partially beyond our control, which may include, for example, computer viruses or electrical or telecommunications outages, natural or man-made disasters, such as earthquakes, hurricanes, floods, or tornados, disease pandemics, or events arising from local or regional politics, including terrorist acts. Such disruptions may give rise to losses in service to clients and loss or liability to us. In addition, there is the risk that our controls and procedures as well as business continuity and data security systems prove to be inadequate. The computer systems and network systems we and others use could be vulnerable to unforeseen problems. These problems may arise in both our internally developed systems and the systems of third-party service providers. In addition, our computer systems and network infrastructure present security risks, and could be susceptible to hacking or identity theft. Any such failure could affect our operations and could materially adversely affect our results of operations by requiring us to expend significant resources to correct the defect, as well as by exposing us to litigation or losses not covered by insurance. Although we have business continuity plans and other safeguards in place, our business operations may be adversely affected by significant and widespread disruption to our physical infrastructure or operating systems that support our businesses and customers.

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Information security risks for large financial institutions such as CIT have generally increased in recent years in part because of the proliferation of new technologies, the use of the Internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. As noted above, our operations rely on the secure processing, transmission and storage of confidential information in our computer systems and networks. Our businesses rely on our digital technologies, computer and email systems, software, and networks to conduct their operations. Although we believe we have robust information security procedures and controls, our technologies, systems, networks, and our customers' devices may become the target of cyber attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of CIT's or our customers' confidential, proprietary and other information, or otherwise disrupt CIT's or its customers' or other third parties' business operations.

Since January 1, 2009, we have experienced several security breaches involving the release of customer information by third party service providers. These breaches typically involved an inadvertent release of customer information by the third party service provider to another financial institution or educational institution and the information was subsequently returned or destroyed. However, in two instances, data on consumer accounts serviced by a third party provider, including certain customers of the Company, were taken by insiders of the third party provider without authorization. In both instances, the suspects were identified and the data was recovered. There was no damage to either the Company or the customers as a result of either security breach. Although to date we have not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that we will not suffer such losses in the future. Our risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, the prominent size and scale of CIT and its role in the financial services industry, our plans to continue to implement our Internet banking channel strategies and develop additional remote connectivity solutions to serve our customers when and how they want to be served, our expanded geographic footprint and international presence, the outsourcing of some of our business operations, and the continued uncertain global economic environment. As a result, cyber security and the continued development and enhancement of our controls, processes and practices designed to protect our systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for CIT. As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities.

Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber attacks or security breaches of the networks, systems or devices that our customers use to access our products and services could result in customer attrition, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially adversely affect our results of operations or financial condition.

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

No purchases of CIT equity securities were made during the 2012 first quarter and there were no such equity securities that may yet be purchased under any repurchase plans or programs.

## ITEM 4. Mine Safety Disclosure

Not applicable.

**Item 4. Controls and Procedures** 93

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## ITEM 6. Exhibits

(a) Exhibits

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|-----|---|
| 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 December 10, 2009 between CIT Group Inc. and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.1 to Form 8-K filed December 16, 2009).   |
| 4.2 | First Supplemental Indenture dated as of December 10, 2009 among CIT Group Inc., certain Guarantors named therein and Deutsche Bank Trust Company Americas for the issuance of series A second-priority secured notes (incorporated by reference to Exhibit 4.2 to Form 8-K filed December 16, 2009). |
| 4.3 | First Amendment to Series A First Supplemental Indenture among CIT, certain Guarantors named therein, and Deutsche Bank Trust Company Americas, dated as of May 31, 2011 (incorporated by reference to Exhibit 4.4 to Form 8-K filed June 20, 2011).  |
| 4.4 | 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).                                    |
| 4.5 | 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).            |
| 4.6 | 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).                       |
| 4.7 | 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).                        |

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4.8 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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4.9 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).

4.10 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).

4.11 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).

4.12 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).

4.13 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).

4.14 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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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).

- 4.16 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).

**Item 6:** Exhibits 95

- 4.17 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).
- 4.18 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).
- 4.19 Second Supplemental Indenture among CIT, certain Guarantors named therein and Deutsche Bank Trust Company Americas (as trustee, Series C parent collateral agent, and Series C subsidiary collateral agent), dated as of June 15, 2011 (incorporated by reference to Exhibit 4.1 to Form 8-K filed June 20, 2011).
- 4.20 Registration Rights Agreement, dated as of March 30, 2011, among CIT Group Inc., the Guarantors named therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives for the initial purchasers named therein (incorporated by reference to Exhibit 10.1 to Form 8-K filed June 30, 2011).
- 4.21 Registration Rights Agreement, dated as of June 15, 2011, among CIT Group Inc., the Guarantors named therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as dealer-manager (incorporated by reference to Exhibit 10.1 to Form 8-K filed June 20, 2011).
- 4.22 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).
- 4.23 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).
- 4.24 Revolving Credit and Guaranty Agreement, dated as of August 25, 2011 among CIT Group Inc., certain subsidiaries of CIT Group Inc., the lenders party thereto from time to time and Bank of America, N.A., as Administrative Agent, Collateral Agent, and L/C Issuer (incorporated by reference to Exhibit 4.1 to Form 8-K filed August 26, 2011).
- 4.25 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).
- 4.26 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).
- 4.27 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).

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10.28	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).
10.1	Form of Separation Agreement by and between Tyco International Ltd. and CIT (incorporated by reference to Exhibit 10.2 to Amendment No. 3 to the Registration Statement on Form S-1 filed June 26, 2002).
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10.2	Form of Financial Services Cooperation Agreement by and between Tyco International Ltd. and CIT (incorporated by reference to Exhibit 10.3 to Amendment No. 2 to the Registration Statement on Form S-1 filed June 12, 2002).
10.3*	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).
10.4*	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).
10.5*	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).
10.6*	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).
10.7*	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).
10.8*	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).
10.9*	Form of CIT Group Inc. One Year Stock Salary Award Agreement, dated February 8, 2010 (incorporated by reference to Exhibit 10.3 to Form 8-K filed February 8, 2010).
10.10	Written Agreement, dated August 12, 2009, between CIT Group Inc. and the Federal Reserve Bank of New York (incorporated by reference to Exhibit 10.1 of Form 8-K filed August 13, 2009).
10.11	Form of CIT Group Inc. Two Year Restricted Stock Unit Award Agreement, dated July 29, 2010 (incorporated by reference to Exhibit 10.31 to Form 10-Q filed August 9, 2010).
10.12*	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).
10.13	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).
10.14	Form of CIT Group Inc. Long-Term Incentive Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.34 to Form 10-Q filed August 9, 2010).
10.15	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).
10.16	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).



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10.17	Form of CIT Group Inc. Long-term Incentive Plan Restricted Stock Award Agreement (One Year Vesting) (incorporated by reference to Exhibit 10.37 to Form 10-Q filed August 9, 2010).
10.18	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).
10.19	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).
10.20	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).
10.21	Form of Tax Agreement by and between Tyco International Ltd. and CIT (incorporated by reference to Exhibit 10.27 to Amendment No. 2 to the Registration Statement on Form S-1 filed June 12, 2002).
10.22*	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).

**Item 6:** Exhibits 97

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10.23*	Extension of Term of Employment Agreement, dated as of November 24, 2008, between CIT Group Inc. and C. Jeffrey Knittel (incorporated by reference to Exhibit 10.36 to Form 10-K filed March 2, 2009).
10.24*	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).
10.25*	Extension of Term of Employment Agreement, dated December 21, 2009, between CIT Group Inc. and C. Jeffrey Knittel (incorporated by reference to Exhibit 10.24 to Form 10-K filed March 16, 2010).
10.26*	Extension of Term of Employment Agreement, dated March 14, 2011, between CIT Group Inc. and C. Jeffrey Knittel (incorporated by reference to Exhibit 10.30 of Form 10-Q filed August 9, 2011).
10.27*	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).
10.28*	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).
10.29	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).
10.30	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).
10.31**	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).
10.32**	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.
10.33**	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.
10.34**	

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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).

10.35*	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 dated filed April 12, 2012).
10.36	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-K filed May 10, 2012).
10.37	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-K filed May 10, 2012).
10.38	Extension of Term of Employment Agreement, dated March 28, 2012, between CIT Group Inc. and C. Jeffrey Knittel (incorporated by reference to Exhibit 10.38 to Form 10-K filed May 10, 2012).
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.
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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.
99.1	Senior Intercreditor and Subordination Agreement, dated as of December 10, 2009, among Bank of America, N.A., as First Lien Credit Facility Representative and First Lien Agent, Deutsche Bank Trust Company of America, as Series A Representative and Series A Collateral Agent and as Series B Representative and Series B Collateral Agent, CIT Group Funding Company of Delaware, LLC, as CIT Leasing Secured Party, and CIT Group Inc. and certain of its subsidiaries, as obligors (incorporated by reference to Exhibit 99.1 to Form 8-K/A filed May 13, 2010).
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 September 30, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income, (iv) the Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.)
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
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.

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\*\* 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.

August 9, 2012

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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