Jeffrey M. Peek
Chairman and Chief Executive Officer

March 6. 2009

CONFIDENTIAL

Neil M. Barofsky
Special Inspector General – TARP
1500 Pennsylvania Avenue. NW
Suite 1064
Washington D.C. 20220

SIGTARP.response@do.treas.gov

Dear Mr. Barofsky.

On behalf of CIT Group Inc. (**"CIT"**), I am responding to your letter dated February 6. 2009 and received by me on February 9, 2009, pursuant to which you requested information in connection with your audit of the Troubled Asset Relief Program (**"TARP"**) recipients' use of funds acquired in connection with investments made by the United States Treasury pursuant to the Capital Purchase Program and such recipients' compliance with the executive compensation requirements set forth in the Emergency Economic Stabilization Act of 2008 (**"EESA"**).

BACKGROUND

CIT was founded in 1908 and provides lending and leasing products and services to clients in over 30 industries. Today, a significant majority of our business is lending and leasing to commercial clients with a particular focus on small businesses and middle-market companies. The largest industries for whom CIT provides financing include retail, healthcare, technology, transportation (particularly aerospace and rail), communications, media and entertainment and a broad range of manufacturing and service-related industries.

CIT is a Leader in Small Business Lending

CIT is also a leader in providing financing to small businesses throughout the United States. CIT Small Business Lending Corporation (**"CIT SBLC"**), a wholly-owned subsidiary of CIT, operates CIT's SBA preferred lender business which has been recognized as the nation's #1 SBA Lender (based on 7(a) program volume) in each of the last nine years; in addition CIT SBLC, has been the No. 1 SBA 7(a) volume lender to women-, veteran-, and minority-owned businesses for five consecutive years.

CIT Focuses on Commercial Lending and Leasing

For most of its history, CIT has been primarily a commercial lending and leasing company. Today, commercial lending and leasing continues to be CIT's core business. CIT recently discontinued originating loans under its two principal consumer financing businesses: residential mortgage lending and student lending. CIT's home lending business, at its peak, consisted of approximately $12 billion of mortgage loans purchased by CIT from other lenders and brokers. In light of economic conditions, CIT ceased originating mortgage loans in August 2007 and in July 2008 consummated a sale of 100% of its residential mortgage loan assets. In anticipation of that transaction, CIT purchased 100% of the residential mortgage loans owned by CIT Bank (approximately $2.7 billion) at par value pursuant to a risk transfer agreement and included those mortgage loans in the sale of the business. Consequently, CIT Bank did not incur any financial loss with respect to these assets.

In February 2005, CIT acquired a student loan business which it grew to approximately $12 billion in assets, the vast majority of which are Federal Family Education Loan Program (FFELP) loans guaranteed in substantial part by the Federal Government. Because of the changing market environment, particularly capital market conditions, CIT ceased originating new student loans in April 2008, but continues to own a large portfolio of such loans.

CIT Bank

Since 2000, CIT has operated CIT Bank which was originally established as a Utah-based industrial bank and recently converted to a state bank. The Bank, which is relatively small in terms of assets compared to CIT, funded its business in part via accessing the wholesale certificate of deposit market. As of December 31, 2008, the assets of CIT Bank were approximately $3.5 billion, while the consolidated assets of CIT (inclusive of CIT Bank) were approximately $81 billion.

Traditional Funding and Liquidity Sources

CIT's traditional funding and liquidity sources have been the unsecured public bond, commercial paper, and public securitization markets. As a result of the prolonged global credit and capital markets crisis, in late 2007 and early 2008, CIT lost access to these traditional funding and liquidity sources. During 2008, CIT relied largely on relatively expensive secured lending facilities to fund its business which, as the year progressed, became more and more challenging to structure and arrange as even secured lenders became scarce. In October 2008, a determination was made by management and CIT's Board of Directors that it was essential to CIT's long-term viability for the company to change its funding strategy by gaining access to retail bank deposits. In making this decision, management took into account the worsening capital markets conditions and its and its advisors' views that CIT's traditional funding sources may not be available to the company for a prolonged period of time.

Actions to Stabilize and Diversify Funding Base

Beginning in October 2008, CIT embarked on a series of actions intended to stabilize and diversify CIT's funding base and to increase its deposit base. These actions included: (a) applying to convert CIT's Utah industrial bank to a Utah State Bank; (b) applying to become a bank holding company (**"BHC"**); and (c) applying to participate in the TARP Capital Purchase Program (**"CPP"**).[1] In connection with CIT's BHC application, the Federal Reserve required CIT to increase its total regulatory capital ratio to at least 13% by (i) raising new Tier I and Tier 2 capital and (ii) participating in the CPP. CIT exceeded the required capital ratio by executing a number of transactions, including an exchange offer by which senior unsecured debt was converted to subordinated debt, the public issuance of common stock, and the acceleration of convertible debt into common equity via an exchange offer. Those

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[1] CIT's CPP application was executed on November 11, 2008.

transactions, together with the preferred stock issued to the U.S. Treasury under the CPP, generated over $4 billion of capital, raising CIT's regulatory capital ratio from approximately 9% to over 13% as of December 31, 2008.

On December 22, 2008, following consummation of the foregoing transactions and receipt of approval from the U.S. Treasury regarding CIT's participation in the CPP, the Board of Governors of the Federal Reserve approved CIT's application to become a BHC. Contemporaneously, CIT Bank was converted to a Utah state bank. On December 31, 2008, the U.S. Treasury invested $2.33 billion in CIT's preferred stock (the **"TARP Funds"**) and received CIT warrants pursuant to the CPP.

Role of TARP Funds in CIT's Efforts to Continue to Meet the Financing Needs of CIT's Middle Market and Small Business Customers

By participating in the CPP and receiving TARP Funds, CIT was able to gain approval of its BHC application. As a BHC with a state-chartered bank, CIT will (i) have the ability to raise retail deposits, [redacted] b(8) and (iii) move existing loan and lease origination platforms to the bank so that new financing origination volumes can be funded with deposits (see FDIC Briefing Session presentation dated November 12, 2008 attached as **Confidential Exhibit A**). [redacted] b(8)

If CIT had not taken the steps outlined above to become a BHC, CIT would have been forced to embark upon a strategy to significantly reduce lending volumes leading to a material decrease in assets and employees over time. With the foregoing as background, our response to your specific inquiries is set forth in the numbered sections below, which correspond to the numbered sections of your letter:

1. **Use of TARP Funds.**

(a) *CIT's Anticipated Use of TARP Funds at the Time of CIT's CPP Application*

Consistent with the requirements set by the Federal Reserve, CIT's intended use of TARP Funds at the time of our CPP application (i.e., November 11, 2008) was to strengthen CIT's regulatory capital level to allow CIT to qualify to become a well-capitalized BHC and convert CIT Bank to a Utah State Bank.[2] CIT anticipated that the TARP Funds, together with CIT's other sources of cash and liquidity, would be used by CIT to continue its lending and leasing activities and operations principally by making capital available to CIT's small business, middle market, and other customers.

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[2] The "Capital Plan" on page 6 of the presentation materials provided to CIT's board of directors at it meeting on November 15, 2008 (see **Confidential Exhibit B**) notes that the TARP Funds (at that time estimated to be $2.5 billion) were a critical part of the capital raising plan that CIT needed to execute to meet the Federal Reserve's requirement that CIT increase its total regulatory capital ratio to 13% as a condition to being approved as a BHC.

(b) *Segregation of TARP Funds*

The TARP Funds received by CIT were not segregated from CIT's other institutional funds. Initially they were invested with CIT's other cash funds in overnight investments in accordance with CIT's cash investment policies. On December 31, 2008, the date the U.S. Treasury provided the TARP Funds to CIT, CIT had approximately $8.4 billion in cash, which included (i) $2.33 billion of TARP Funds, (ii) $2.2 billion in pre-existing unrestricted cash, (iii) $2.7 billion of restricted cash (including funds used as collateral under various borrowing facilities, securitization related receipts yet to be disbursed to lender, and certain international cash balances), and (iv) $1.2 billion of cash held by CIT Bank.

(c) *Actual Use of TARP Funds to Date (including actions that have been taken that may not have been taken absent the infusion of TARP Funds)*

The first two months of 2009, loans and lease volumes (new loans and leases) were $1.5 billion (excluding factoring) and factoring volumes during that period were approximately $5.4 billion. If we had not received the TARP Funds at the end of 2008, we intended to reduce or eliminate new lending volumes significantly throughout 2009 as we would have been compelled to direct our liquidity away from our loan and lease portfolios in order to meet maturing debt obligations. For the first quarter of 2009, expected cash from portfolio runoff will approximate $3 billion and debt maturities are $2.9 billion. As a result, absent TARP funds, we would have dedicated much of our free cash flow to debt repayments rather than originating new loans and leases.

As noted above, if CIT had not received the TARP Funds, it would not have qualified as a BHC, which would have forced management to dramatically reduce lending and leasing volumes and significantly downsize the company's employee base and operations.

At CIT's board of directors meeting held on December 8, 2008, management provided the board with liquidity forecasts based on alternative scenarios, one of which (called "Plan B") addressed adjustments that would be necessary if CIT did not become a BHC and receive TARP Funds. As noted on page 7 of the written presentation materials provided to the board (see **Confidential Exhibit C**), Plan B called for "aggressive volume reduction strategies."

Accordingly, CIT would have likely reduced expenditures of cash in such circumstances relating to:

- lower funding of loans and leases in our four commercial business segments, which are described in **Confidential Exhibit D**;
- reduction of operating expenses, including employee-related expenses (e.g., salaries and health, welfare, and retirement benefits) and office facility expenses as a result of significantly downsizing the organization (partially offset by an increase in employee and facility termination-related expenses); and
- significantly lower BHC and bank regulatory related expenses including, without limitation, bank consultant fees, recruiting fees for bank-related positions, and certain outside counsel fees related to bank regulatory matters.

(d) Expected Use of Unspent TARP Funds

CIT intends to continue to use its cash (including the TARP Funds) in a prudent manner to fund commercial loan and lease originations in its core businesses and to continue CIT's operations in its existing commercial lending and leasing businesses. The level of such loan and lease volumes will depend in large part on [redacted] b(8) (iii) the rate at which it can grow its deposit base at CIT Bank, (iv) the timing and scope for moving its business originations to CIT Bank, and (v) the depth and duration of the current economic recession and capital markets crisis.

2. Executive Compensation.

CIT's Specific Plans, and the Status of the Implementation of Those Plans, for Addressing the Executive Compensation Requirements Associated with CIT's Participation in the CPP

As a threshold matter, the answers provided in this section address CIT's policies, procedures and agreements governing executive compensation prior to the enactment of the American Recovery and Reinvestment Act of 2009 ("ARRA"). The answers do not address any additional actions that CIT and its board of directors may be required to take to comply with the executive compensation provisions in the ARRA (and regulations to be promulgated thereunder by the Department of Treasury).

- Documentary TARP Requirements. As a participant in the CPP, CIT was required to mandate that its senior executive officers (**"SEOs"**) execute a waiver of claims relating to the CPP compensation limits and to amend its compensation arrangements applicable to its SEOs pursuant to the applicable terms of the CPP. To comply with these requirements, the Compensation Committee of CIT's Board of Directors (the **"Compensation Committee"**) approved an omnibus amendment to CIT's compensation and benefit plans (the **"Omnibus Compensation Amendment"**) amending such plans and agreements with respect to each SEO by: (a) rendering each SEO ineligible to receive compensation under a plan or agreement to the extent that the Compensation Committee determines that such plan or agreement includes incentives for the SEO to take unnecessary and excessive risks that threaten the value of CIT; (b) requiring each SEO who participates in such plan or is a party to such agreement to forfeit any bonus or incentive compensation paid to the SEO during the period that the Department of the Treasury holds a debt or equity position in CIT if such bonus or incentive compensation is based on statements of earnings, gains, or other criteria that are later proven to be materially inaccurate; and (c) prohibiting CIT from making to any SEO who participates in such plan or is a party to such agreement any "golden parachute payment" in connection with the SEO's "applicable severance of employment" and rendering the SEOs ineligible from receiving any such "golden parachute payments" as such terms are defined in EESA. **Confidential Exhibit E** is a copy of the resolutions approved by CIT's Compensation Committee and Board of Directors on December 8, 2008.

  In December 2008, CIT required and obtained the execution of a Consent to the Omnibus Compensation Amendment from ten of CIT's eleven executive officers, including all of the

SEOs.[3] In addition, prior to the closing of the TARP CPP transaction, CIT's human resources organization identified individuals that they reasonably believed may be SEOs in 2008. The Chief Executive Officer, Chief Financial Officer and four other executive officers who were identified as possible SEOs executed a waiver of claims to all compensation that exceeds the compensation limits allowed by the TARP CPP.[4] All of the 2008 SEOs executed the waivers prior to December 31, 2008, the date of CIT's receipt of the TARP Funds. On January 30, 2009, a newly-designated SEO also executed the waiver.[5]

- **Assessment of Risk in Compensation Programs**. Within 90 days after a purchase under the CPP (which, in CIT's case, is by the end of March 2009), a CPP participant's compensation committee must review its SEO incentive compensation arrangements with the participant's senior risk officers to ensure that the arrangements do not encourage SEOs to take unnecessary or excessive risks that threaten the value of the participant.

  CIT's overarching principle with respect to executive compensation has been to align its compensation programs with the long-term interests of CIT's shareholders. CIT has formed a team that includes CIT's Chief Risk Officer (**"CRO"**), Executive Vice President – Human Resources, Head of Compensation, Chief Employment Counsel and members of their respective staffs as well as its outside compensation and benefits counsel and its outside compensation consultants (the **"Team"**) to assess SEO incentive compensation to ensure its compliance with the requirements of TARP. The Team has analyzed and developed information necessary for the Compensation Committee to assess whether incentive arrangements for CIT's SEOs may encourage "unnecessary and excessive risks" that threaten the value of CIT.

  In February, the Team held discussions to develop materials (see **Confidential Exhibit H**) to present to the Compensation Committee for its initial review of CIT's incentive compensation for SEOs. On February 5, 2009, members of the Team met with the Compensation Committee and the Committee's independent compensation consultant to brief the Compensation Committee regarding its responsibilities with respect to assessing CIT incentive compensation arrangements to ensure they comply with EESA. The briefing also included an overview of CIT's risk management structure as well as a summary of the incentive compensation arrangements for the SEOs. The Team then embarked upon a project to summarize its assessment of the applicable incentive compensation arrangements for SEOs and presented the results of it assessment to the Compensation Committee at the Committee's meeting on February 23, 2009 (see **Confidential Exhibit I**).

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b(4), b(6)

[3] The "eleventh" executive officer is [redacted] who announced his retirement in early December effective December 31, 2008. When a replacement Controller is hired or named, that individual will be required to execute a Consent form. **Confidential Exhibit F** contains a copy of the form of Consent executed by CIT's executive officers.

[4] **Confidential Exhibit G** contains a copy of the form of Waiver executed by such officers.

[5] Going forward, CIT will require all newly designated executive officers to execute a Consent (in the form attached as **Confidential Exhibit F**) and any new SEOs to execute a Waiver (in the form attached as **Confidential Exhibit G**).

At its meeting on February 23, 2009, based on the Compensation Committee's review of the Team's risk assessment, the CRO's conclusions that the SEOs' outstanding incentive awards and the proposed incentive awards for 2009 do not encourage unnecessary and excessive risk-taking by the SEOs, and in consultation with the Committee's independent compensation consultant and CIT's outside compensation and benefits counsel, the Committee resolved that "it has reviewed with CIT's senior risk officers the incentive compensation arrangements for [CIT's] SEOs and has made reasonable efforts to ensure that such arrangements do not encourage [CIT's] SEOs to take unnecessary and excessive risks that threaten the value of [CIT]."

In connection with its review of CIT's compensation plans, the Compensation Committee was advised to consider various factors to prevent the payment of incentive compensation that could reasonably be expected to encourage excessive and unnecessary risk, including, but not limited to: (1) the attainability of the performance goals for incentive compensation (to eliminate unrealistic performance goals that encourage excessive and unnecessary risk taking); (2) the balance of fixed and annual incentive compensation; (3) the mix of short-term and long-term performance periods; (4) the grant of equity compensation in a mix of both full share awards and stock options awards; and (5) stock option and ownership requirements.

- **Limit on Tax Deduction for Compensation**. CIT understands that the federal income tax deduction that CIT may take for annual compensation paid to each of its SEOs is limited to $500,000 (even after the executive ceases to be an SEO) and that there is no exception for performance-based awards as there is under Section 162(m) of the Internal Revenue Code. CIT also understands that amounts in excess of $500,000 that are deferred to a future year will be non-deductible when eventually paid.

- **Golden Parachutes**. Golden Parachute payments (including, without limitation, severance pay, accelerated vesting of incentive awards and enhancement of retirement benefits) to any SEO triggered by an involuntary termination of employment (including a termination of an executive's employment due to CIT's refusal to renew the executive's employment agreement or a resignation for good reason due to a material change in the executive's employment relationship) or the bankruptcy or liquidation of CIT have been limited to [redacted] b(4)

- **Clawback**. If CIT's Board of Directors or Compensation Committee determines that any bonus or incentive payment paid to an SEO based on financial statements or performance metrics later determined to be materially inaccurate, CIT shall take appropriate actions to pursue repayment to the company of such amounts.

The Relationship of Loan Risks to Executive Compensation

As noted above, CIT's Compensation Committee, in consultation with internal and external experts including CIT's CRO, has conducted a review of CIT's compensation plans to ensure that they were designed to ensure that the arrangements do not encourage SEOs to take unnecessary or excessive risks (including unnecessary or excessive loan risks) that threaten the value of CIT. The Committee will meet periodically with CIT's CRO to monitor (i) SEO incentive compensation for factors that might encourage "unnecessary and excessive risk" and (ii) adherence to components of mitigating factors to be provided by the CRO to ensure that future compensation plans continue to avoid encouraging "unnecessary and excessive" risk taking by the SEOs.

Implementation of Limitations on Executive Compensation in Line with Treasury Guidelines

As described above, CIT has taken appropriate steps to comply with EESA and the regulation issued by the Department of the Treasury and published in the Federal Register on October 20, 2008. Additional actions will be taken as necessary to comply with the ARRA and the regulations that are adopted thereunder.

Offsets, if any, of Limitations on Executive Compensation by Other, Longer-Term or Deferred Forms of Executive Compensation

CIT has not offered its executives deferred compensation, longer-term, or other compensation for the purpose of offsetting the effect of the executive compensation limits in EESA.

Request for Confidential Treatment

This letter and the attached exhibits contain confidential business information that is not available to the general public. The disclosure of this information could cause harm to CIT. Accordingly, we request that this submission be treated as confidential and exempt from disclosure under the Freedom of Information Act.

I HEREBY CERTIFY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF THAT ALL OF THE STATEMENTS, REPRESENTATIONS, AND SUPPORTING DOCUMENTS MADE IN AND APPENDED TO THIS LETTER ARE ACCURATE.

Sincerely,

Jeffrey M. Peek

Confidential Exhibit A

b(4), b(8)

Confidential Exhibit B

b(4), b(8)

Confidential Exhibit C

Confidential Exhibit C

CIT®

Liquidity Briefing
Board of Directors Meeting

December 8th, 2008

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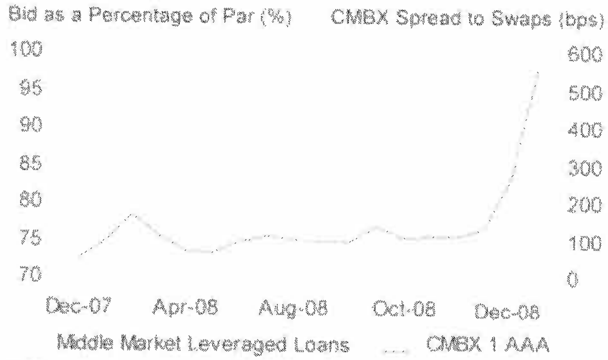
Background

Broader Market Environment Highlights

Key Themes

- Asset values continue to decline
  - CRE, middle market and other commercial assets beginning to show dramatic deterioration
- Credit costs continue to be at all time wides for most companies, although CIT has tightened in recent weeks
- Rate markets begin to stabilize as government efforts continue
  - Fed announces two new programs (TALF and Agency Debt Purchase Program)
- First flurry of TLGP issuance with GS, MS, JPM, Citi, Wells and GE pricing FDIC guaranteed offerings

Asset Quality Deteriorating and Prices Declining



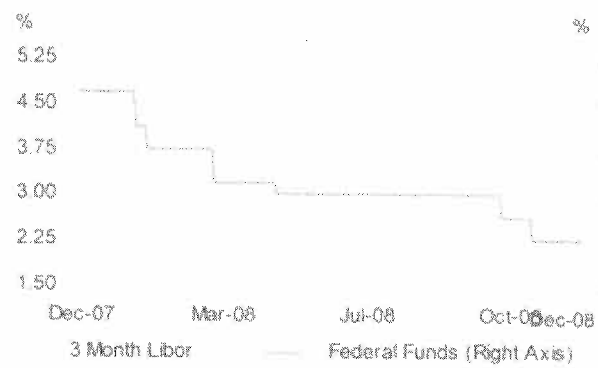
Source: Standard and Poor's LCD, S&P / LSTA Leveraged Loan Index and Markit

5-Year Credit Indices Continue to Climb

Source: Bloomberg, Markit

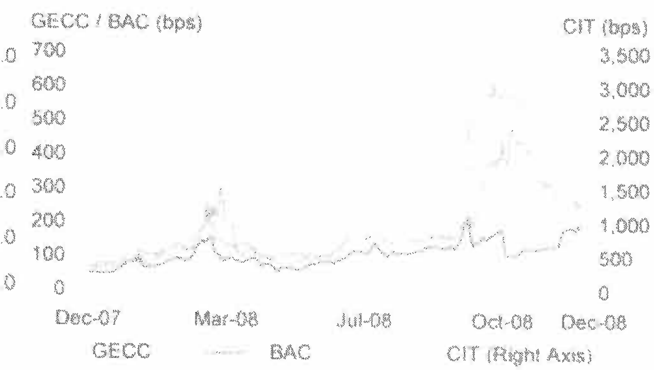
Market Funded Model	6/30/07	6/30/08	12/4/08
CDS Spreads (bps)			
CIT	44	741	1,024
GECC	17	163	480
GS	36	135	325
MS	38	203	420
BAC (deposit funded)	[illegible]	[illegible]	[illegible]
Share Price ($)			
CIT	54.83	6.81	4.72
GE	38.28	26.69	17.55
GS	216.75	174.90	67.53
MS	69.63	36.07	14.94
BAC (deposit funded)	[illegible]	[illegible]	[illegible]

Rates Show Signs of Stabilizing



Source: Bloomberg and FactSet

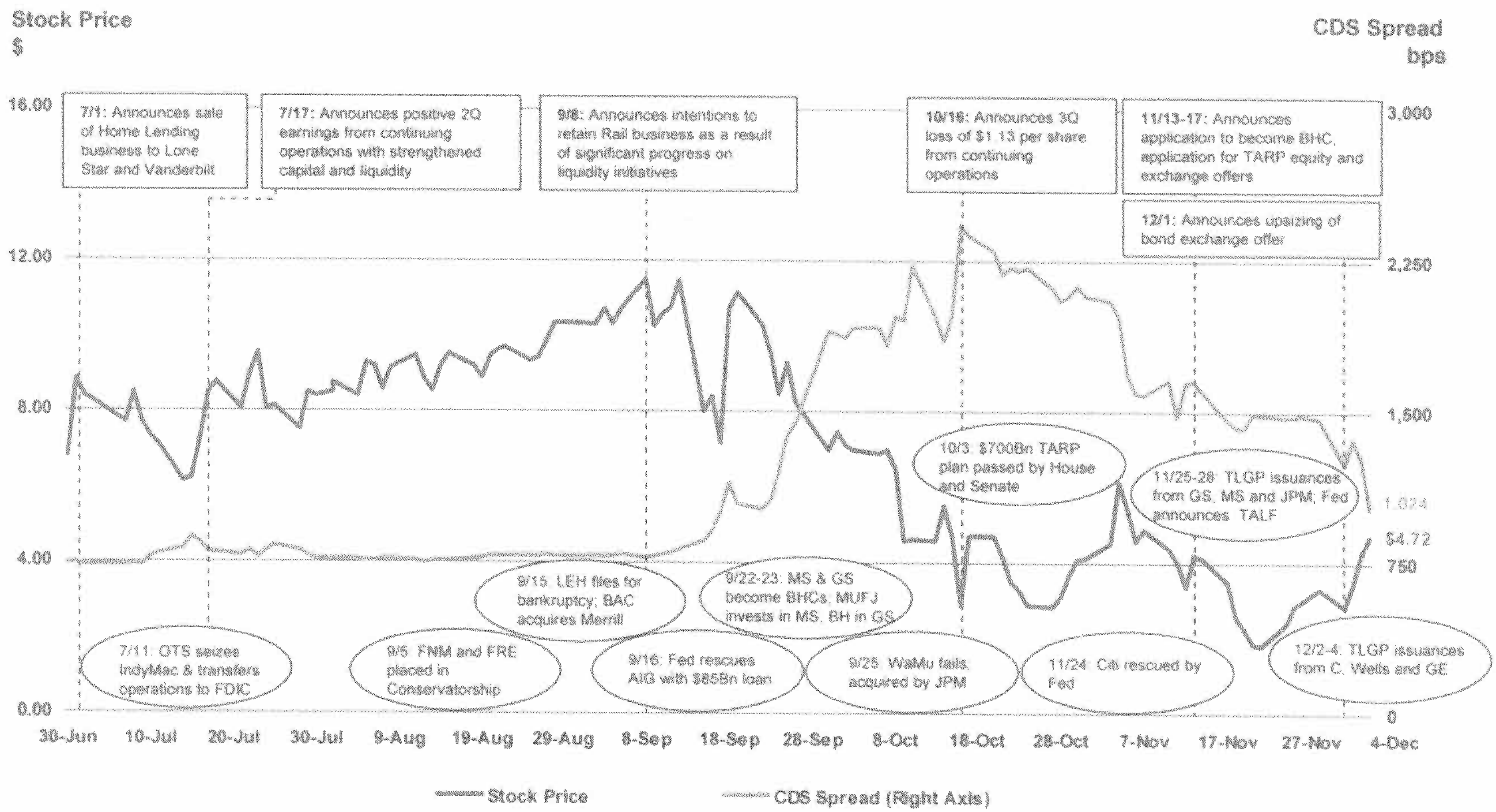
CDS Continues to be Close to Record Wides



Source: Markit, Morgan Stanley

Note: Market data as of December 4, 2008

CIT Market Performance



Liquidity Snapshot

- Our current liquidity position

Corporate Cash	$2.5 billion
Bank Cash	$1.1 billion
Total Cash	$3.6 billion
(December 2, 2008)	

Corporate Cash Forecast
(Liquidity Plan excluding bank)

Year-end 2008	$2.9 billion

[redacted] b(4)

- Our debt maturities

Debt Maturities

Q4 2008 (Remaining)	$0.9 billion

[redacted] b(4)

- We have available secured facilities

Current Available Liquidity

Goldman Sachs	$2.1 billion
Wells Fargo	$0.5 billion

(1) Includes putable debt of $580 million and $2.1 billion of Bank Line maturities

[redacted]

b(4)

Confidential Exhibit D

Confidential Exhibit D

Description of CIT's Business

Founded over a hundred years ago, CIT Group Inc., a Delaware corporation ("CIT"), is a bank holding company that principally provides commercial financing and leasing products and related services to clients in a wide variety of industries. CIT operates primarily in the United States, with locations in Canada, Europe, Latin America, Australia and the Asia-Pacific region.

CIT provides financing and leasing capital to clients and their customers in over 30 industries. Our businesses focus almost exclusively on commercial clients with a particular emphasis on small businesses and middle-market companies. CIT serves clients in a wide variety of industries including transportation, particularly aerospace and rail, manufacturing, wholesaling, retailing, healthcare, communications, media and entertainment and various service-related industries. We are also a leader in small business lending with our SBA preferred lender operations recognized as the nation's #1 SBA Lender (based on 7(a) program volume) in each of the last nine years.

Each business has industry alignment and focuses on specific sectors, products and markets, with portfolios diversified by client and geography. Our principal product and service offerings include: asset-based loans; secured lines of credit; operating, finance and leveraged leases; vendor finance programs; small business loans; debtor-in-possession financing; merger and acquisition advisory services; factoring; and account receivables collection services.

At December 31, 2008, we had total assets of $80.4 billion including a $65.8 billion portfolio of owned loans and leased equipment. Common stockholders' equity at December 31, 2008 was $5.1 billion.

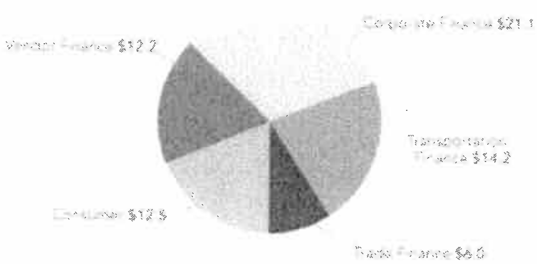
BUSINESS SEGMENTS

CIT meets customers' financing needs through five business segments, which represent our continuing operations. Business units in two segments, Corporate Finance and Consumer, currently originate transactions in CIT Bank. CIT's business segments are described below:

SEGMENT	MARKET AND SERVICES
Corporate Finance	Lending, leasing and other financial services to principally small and middle-market companies, through industry focused sales teams.
Transportation Finance	Aircraft and railcar leases; and other secured financing to companies in aerospace, rail and defense industries.
Trade Finance	Factoring, lending, credit protection, receivables management and other trade products to retail supply chain companies.
Vendor Finance	Financing and leasing solutions to manufacturers, distributors and customer end-users around the globe.
Consumer	Consumer loan portfolios in run-off mode, the largest of which consists of government guaranteed student loans.

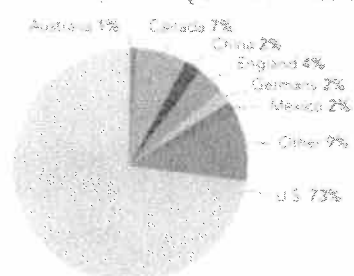
Finance and Leasing Assets by Segment

At December 31, 2008 (dollars in billions)



Finance and Leasing Assets by Country

At December 31, 2008 (dollars in billions)



CORPORATE FINANCE

Corporate Finance provides a full spectrum of financing alternatives to borrowers, primarily small and middle market companies. The segment offers loan structures ranging from working capital loans secured by accounts receivable and inventories, term loans secured by fixed assets to leveraged loans based on operating cash flow and enterprise valuation. Loans are primarily senior secured by equipment and other collateral and may be fixed or variable rate, and revolving or term. Our clients typically use the proceeds for working capital, asset growth, acquisitions, and debt restructurings. Additionally, the segment offers equipment lending and leasing products, including loans, leases, wholesale and retail financing packages, operating leases, and sale-leaseback arrangements to meet customer's needs. The Corporate Finance Segment meets its customers' need through specialized industries including:

Commercial & Industrial provides financing solutions for middle-market companies, in numerous sectors including manufacturers, wholesalers, distributors, importers, retailers, technology companies and service providers.

Communications, Media, & Entertainment provides comprehensive financing solutions to broadcasting, publishing, security, information services, gaming, sports, and entertainment and communications companies.

Energy provides corporate advisory, financing and investment solutions to companies throughout the energy and power sectors.

Healthcare offers a full spectrum of healthcare financing solutions and related advisory services to companies across the healthcare industry. Through our client-focused and industry-centric financing and advisory model, CIT Healthcare effectively leverages our extensive knowledge and understanding of the healthcare marketplace. We meet the diverse commercial financing needs of U.S. healthcare providers with a complete set of financing solutions and advisory services.

Small Business Lending originates and services Small Business Administration (SBA) and conventional loans for commercial real estate financing, construction, business acquisition and business succession financing. It has been designated a "Preferred Lender" by the SBA due to its strong corporate financing record with authority over loan approvals, closings, servicing and liquidations. SBL also earn fees for servicing third-party assets, which approximated $2.1 billion at year end. Small business lending activities are principally focused on the U.S. market.

Syndicated Loan Group manages CIT's originations, trading and investments as principal in bank loan participations and, to a lesser extent, distressed debt.

TRADE FINANCE

Trade Finance provides factoring, receivable and collection management products, and secured financing to businesses that operate in several industries including apparel, textile, furniture, home furnishings and consumer electronics Although primarily U.S. based, Trade Finance has relationships with clients located in Asia and Europe.

The Segment offers a full range of domestic and international customized credit protection, lending and outsourcing services that include working capital and term loans, factoring, receivable management outsourcing, bulk purchases of accounts receivable, import and export financing and letter of credit programs.

The Segment provides financing to its clients, primarily manufacturers, through the purchase of accounts receivable owed to our clients by their customers, typically retailers. It also guarantees amounts due to our client's suppliers under letters of credit collateralized by accounts receivable and other assets. The purchase of accounts receivable is traditionally known as "factoring" and results in the payment by the client of a factoring fee that is commensurate with the underlying degree of credit risk and recourse, and which is generally a percentage of the factored receivables or sales volume. The Segment also may advance funds to clients, typically in an amount up to 80% of eligible accounts receivable, charging interest on the advance (in addition to any factoring fees), and satisfying the advance by the collection of the factored accounts receivable.

Clients use CIT's products and services for various purposes, including improving cash flow, mitigating or reducing credit risk, increasing sales, and improving management information. Further, clients can out-source their bookkeeping, collection, and other receivable processing to CIT.

VENDOR FINANCE

CIT has numerous vendor relationships and operations serving customers around the United States and internationally. The Segment has significant vendor programs in information technology, telecommunications equipment, healthcare and other diversified asset types across multiple industries. Through global relationships with industry-leading equipment vendors, including manufacturers, dealers, and distributors, CIT delivers customized financing solutions to primarily commercial customers of our vendor partners.

Vendor alliances include traditional vendor finance programs, joint ventures, profit sharing and other transaction structures. In the case of joint ventures, CIT engages in financing activities jointly with the vendor through a distinct legal entity that is jointly owned. The Segment also structures "virtual joint ventures," by which the Segment originates the assets on CIT's balance sheet and shares with the vendor the economic outcomes from the customer financing activity. A key part of these strategic partnership programs is coordinating with the vendor's product offering systems to improve execution and reduce cycle times.

Vendor Finance includes a small and mid-ticket commercial business, which focuses on leasing office equipment, computers and other technology products primarily in the United States and Canada. The Segment originates products through relationships with manufacturers, dealers, distributors and other intermediaries as well as through direct calling.

TRANSPORTATION FINANCE

Transportation Finance specializes in providing customized leasing and secured financing primarily to end-users of aircraft and railcars. CIT's transportation equipment financing products include operating leases, single investor leases, equity portions of leveraged leases and sale and leaseback arrangements, as well as loans secured by equipment. Equipment financing clients represent major and regional airlines worldwide, North American railroad companies, and middle-market to larger-sized aerospace and defense companies.

This Segment has been servicing the aerospace and rail industries for many years and, in the case of aerospace, has built a global presence with operations in the United States, Canada, Europe and Asia. Transportation Finance has extensive experience in managing equipment over its full life cycle, including purchasing new equipment, equipment maintenance, estimating residual values and re-marketing by re-leasing or selling equipment.

The aerospace group provides leasing and financing for commercial aircraft, business aircraft and aerospace and defense companies. It provides aircraft leasing and sales, asset management, finance, banking, technical and engineering, aircraft valuation and advisory services.

As of December 31, 2008, the commercial aerospace financing and leasing portfolio had a value of $8.1 billion, consisting of 294 aircraft with a weighted average age of approximately 5 years placed with 108 clients around the world.

The business aircraft team offers financing and leasing programs for owners of business jet aircraft and turbine helicopters primarily in the United States. The aerospace and defense business provides comprehensive financing solutions to the aerospace and defense corporate finance market, as well as the aerospace financial intermediary market.

The Segment's rail equipment group maintains relationships with numerous leading railcar manufacturers and calls directly on railroads and rail shippers throughout North America. Our rail portfolio, which totaled $4.8 billion at December 31, 2008, includes leases to all of the U.S. and Canadian Class I railroads (railroads with annual revenues of at least $250 million) and other non-rail companies, such as shippers and power and energy companies.

CONSUMER

CIT's Consumer Segment includes the run-off of CIT's student loan portfolio and receivables from other consumer lending activities. We ceased offering government-guaranteed student loans in 2008 and private student loans during 2007. We own $12.2 billion of student loans, $11.4 of which is 95-97% guaranteed by the U.S. government. Approximately 70% of the student loans are serviced in-house, with servicing on the remainder outsourced to third parties. Consumer also includes approximately $0.3 billion of consumer loans held and serviced by CIT Bank. CIT Bank has discontinued, or is in the process of discontinuing, its existing consumer loan programs.

Confidential Exhibit E

Confidential Exhibit E

Resolutions Adopted by the Compensation Committee and Board of Directors of CIT on December 8, 2008

WHEREAS, CIT Group Inc. (the "**Company**") has applied for and is expected to enter into a Securities Purchase Agreement with the United States Department of Treasury (the "**Agreement**") as part of the Capital Purchase Program under the Emergency Economic Stabilization Act of 2008 ("**EESA**"); and

WHEREAS, pursuant to Section 1.2(d)(iv) of the Agreement, the Company is required to amend its "**Benefit Plans**" with respect to its "**Senior Executive Officers**" (as such terms are defined in the Agreement) to the extent necessary to comply with Section 111 of EESA; and

WHEREAS, the applicable "Benefit Plans" are the plans in which any Senior Executive Officer participates, or is eligible to participate, and the agreements to which any Senior Executive Officer is a party, that either: (i) provide for incentive or bonus compensation based on the achievement of performance goals tied to or affected by the Company's financial results ("**Financial Performance Plans**") or (ii) provide for payments or benefits upon an "applicable severance from employment" within the meaning of EESA ("**Involuntary Separation Pay Arrangements**");

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company (the "**Board**") agrees that each Financial Performance Plan and Involuntary Separation Pay Arrangement is hereby amended effective as of the date of the Agreement as follows:

1. Compliance With Section 111 of EESA. Each Financial Performance Plan and Involuntary Separation Pay Arrangement is hereby amended by adding the following provision as a final section to such arrangement:

> "Compliance With Section 111 of EESA. Solely to the extent, and for the period, required by the provisions of Section 111 of the Emergency Economic Stabilization Act of 2008 ("EESA") applicable to participants in the Capital Purchase Program under EESA and the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008: (a) each "Senior Executive Officer" within the meaning of Section 111 of EESA and the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008 who participates in this plan or is a party to this agreement shall be ineligible to receive compensation hereunder to the extent that the Compensation Committee of the Board of Directors of the Company determines this plan or agreement includes incentives for the Senior Executive Officer to take unnecessary and excessive risks that threaten the value of the financial institution; (b) each Senior Executive Officer who participates

in this plan or is a party to this agreement shall be required to forfeit any bonus or incentive compensation paid to the Senior Executive Officer hereunder during the period that the Department of the Treasury holds a debt or equity position in the Company based on statements of earnings, gains, or other criteria that are later proven to be materially inaccurate; and (c) the Company shall be prohibited from making to each Senior Executive Officer who participates in this plan or is a party to this agreement, and each such Senior Executive Officer shall be ineligible to receive hereunder, any "golden parachute payment" in connection with the Senior Executive Officer's "applicable severance from employment," in each case, within the meaning of Section 111 of EESA and the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008."

2. <u>Continuation of Affected Plans</u>. Except as expressly or by necessary implication amended hereby, each Financial Performance Plan and Involuntary Separation Pay Arrangement shall continue in full force and effect.

Confidential Exhibit F

Confidential Exhibit F

CONSENT

I, _____________, hereby do consent to the adoption of the amendments to the "Benefits Plans" as defined in and as described in the attached "Resolution and Amendment" adopted at the December 8, 2008 meetings of the Board of Directors and the Compensation Committee of the Board of Directors, as and to the extent, and for the period, required by the provisions of Section 111 of the Emergency Economic Stabilization Act of 2008 ("EESA") applicable to participants in the Capital Purchase Program under EESA and the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

Agreed to and acknowledged
as of the ___ day of December, 2008:

____
[name]

Confidential Exhibit G

Confidential Exhibit G

WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer (i.e., CIT Group Inc. and its subsidiaries) for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including, without limitation, a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

Agreed to and acknowledged
as of the ___ day of December, 2008:

____
[name]

Confidential Exhibit H

Confidential Exhibit H

CIT®

Review of Senior Executive Officers' Incentive Compensation Arrangements and Impact on Risk-Taking

Presentation by CIT's TARP Team to the Compensation Committee of the Board of Directors

February 5, 2009

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I. Objectives

Objectives

- Comply with the requirements under the Capital Purchase Program of the Troubled Asset Relief Program ("TARP") regarding senior executive officer incentive compensation arrangements that encourage "unnecessary and excessive risks" that threaten the value of CIT
  - Identify:
    - TARP/risk assessment team (the "TARP Team")
    - Risks affecting the business/enterprise
    - Risk management practices and controls
    - "Senior executive officers" or "SEOs" for purposes of assessment
  - Consider compensation practices and initiatives for senior executive officers
  - Discuss TARP Team's preliminary assessment as to whether incentive arrangements for senior executive officers may encourage them to take unnecessary and excessive risks that threaten the value of CIT
- Enable the Compensation Committee to make its required certification in the upcoming proxy statement
  - Continued discussions at future Compensation Committee meetings needed to consider the impact of 2009 compensation decisions

II. Description of TARP Requirements

Focus on "Senior Executive Officers'" Incentive Compensation

Risk Assessment for "Senior Executive Officers" Only

- The Compensation Committee's risk assessment is one aspect of CIT's risk management and compensation review
  - TARP's risk assessment requirements apply to "SEO" compensation arrangements only
  - TARP regulations focus on "incentive" compensation arrangements with SEOs

Who is a "Senior Executive Officer"?

Definition of a "Senior Executive Officer"

- A "Senior Executive Officer" or "SEO" is a "named executive officer" (as defined under Item 402 of Regulation S-K) who is:
  - CIT's CEO;
  - CIT's CFO; or
  - One of the three other most highly compensated executive officers of CIT
- Generally, determination is made by reference to the "named executive officer" group for the most recent fiscal year
- To the extent any executive officers become an "SEO" or a new hire is determined to be an "SEO," the TARP requirements on executive compensation will extend to them

Assessment of SEO Incentive Compensation under TARP

Compensation Committee's Review of SEO Incentive Compensation

- Under TARP, the Compensation Committee must review the incentive compensation arrangements of senior executive officers with CIT's officers designated to assess risk, to ensure that the SEOs' incentive compensation arrangements do not encourage the SEOs to take unnecessary and excessive risks that threaten the value of the company
  - Initial risk assessment must be completed promptly, and no later than 90 days of Treasury's purchase (*i.e.*, March 31, 2009)
  - Thereafter, the risk assessment must occur at least annually (until Treasury no longer holds any debt or equity position in CIT)
    - The Compensation Committee has requested quarterly meetings with the Chief Risk Officer

Certifications of Compensation Committee and CEO

Certifications

- The Compensation Committee must certify in the Compensation Committee Report the Proxy Statement or CD&A that this review has occurred and that reasonable efforts have been made to ensure that the SEOs' incentive compensation arrangements do not encourage the SEOs to take unnecessary and excessive risks that threaten the value of the company

Text of Compensation Committee's Certification

- "The compensation committee certifies that it has reviewed with senior risk officers the SEO incentive compensation arrangements and has made reasonable efforts to ensure that such arrangements do not encourage SEOs to take unnecessary and excessive risks that threaten the value of CIT"

Recordkeeping

- Must keep records to substantiate all certifications

Additional Rule-Making Pending

Possibility of Additional Rule-Making

- The Whitehouse has suspended additional rule-making under TARP, pending its review, including recently promulgated guidance from Treasury
- Recent guidance from Treasury has suggested that:
  - The Compensation Committee's certification should be included in the Compensation Committee Report of the Proxy Statement (in lieu of the CD&A)
  - The CEO must make certifications as to the Compensation Committee's initial review.
    - For CIT, this would mean that the CEO must certify to the TARP Chief Compliance Officer, by April 30, 2009, that the Compensation Committee has conducted the required review for 2008
  - CEO must make annual certifications as to CIT's compliance with TARP's executive compensation standards
  - Further details of the certifications are provided in the Appendix to this presentation

Information Audit of TARP Companies

Information Audit Pending

- Office of the Special Instructor General for TARP is planning to conduct information audits of all TARP companies in order to improve transparency and monitor progress of TARP
- The audit request will include a request for a description of CIT's plans for complying with applicable executive compensation restrictions
  - All information subject to the audit must be provided by the TARP companies within 30 days of the request, accompanied by "a certification by a duly authorized senior executive officer of each company as to the accuracy" thereof

III. Identification of TARP Team

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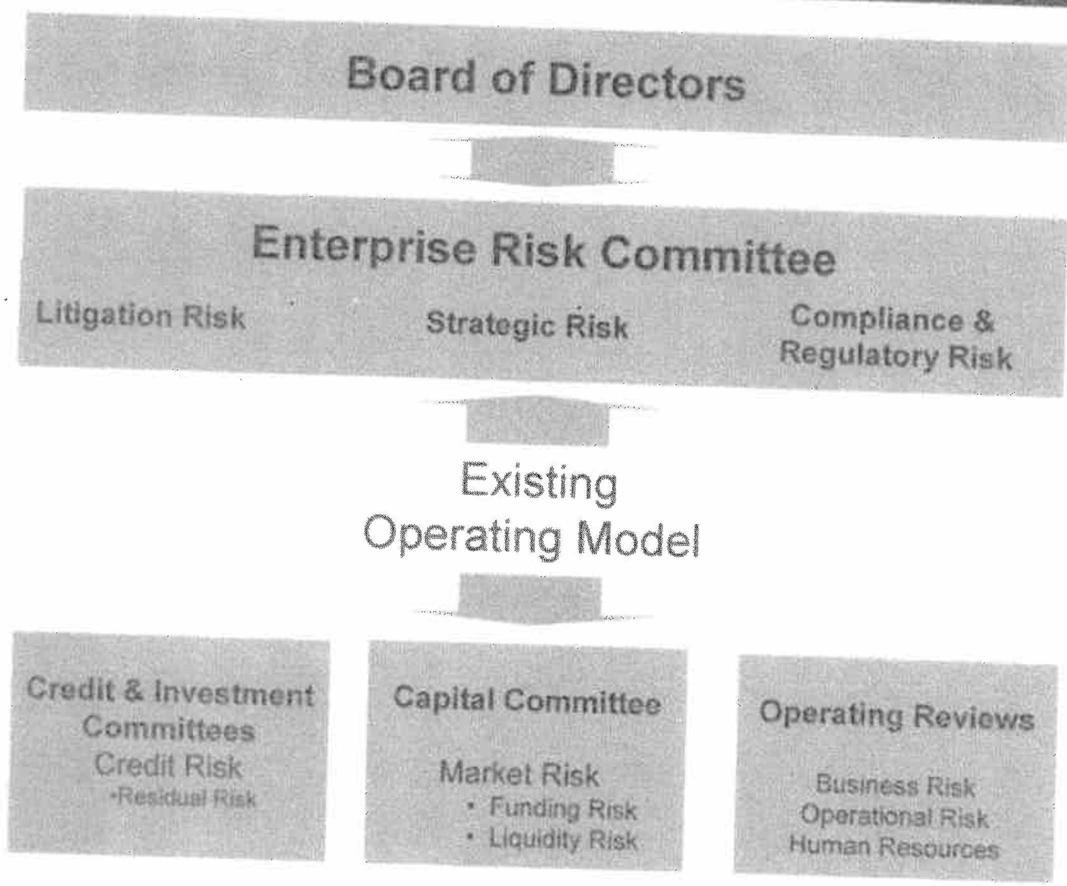
IV. Timeline

Timeline Initial Review and Certifications

Action	Description
TARP Team's Review	TARP Team (1) identifies risk, risk controls and risk management practices at CIT, (2) compares risks to incentive compensation arrangements at CIT, and (3) formulates preliminary conclusions as to the impact of SEO incentive compensation on risk
TARP Team's Report to Compensation Committee	Compensation Committee and their consultant receive this presentation from the TARP Team on **February 5, 2009**
Finalize Compensation Committee's Conclusions & Recommendations	Compensation Committee meeting scheduled for **February 23, 2009**
Initial Risk Assessment Deadline	Must be completed by **mid-March 2009** in order to comply with TARP requirements and CIT's proxy statement schedule
Compensation Committee's Certification in Proxy Statement	Compensation Committee is required to certify in the Compensation Committee Report of CIT's next proxy statement (scheduled to be filed with the SEC on **April 2, 2009**) that "it has reviewed with senior risk officers the SEO incentive compensation arrangements and has made reasonable efforts to ensure that such arrangements do not encourage SEOs to take unnecessary and excessive risks that threaten the value of the company"

V. Risk Overview

Governance Structure



Board Oversight:

Nominating & Governance Committee

Audit Committee

Enterprise Risk Committee:

Jeff Peek, Chair
Executive Risk Committee

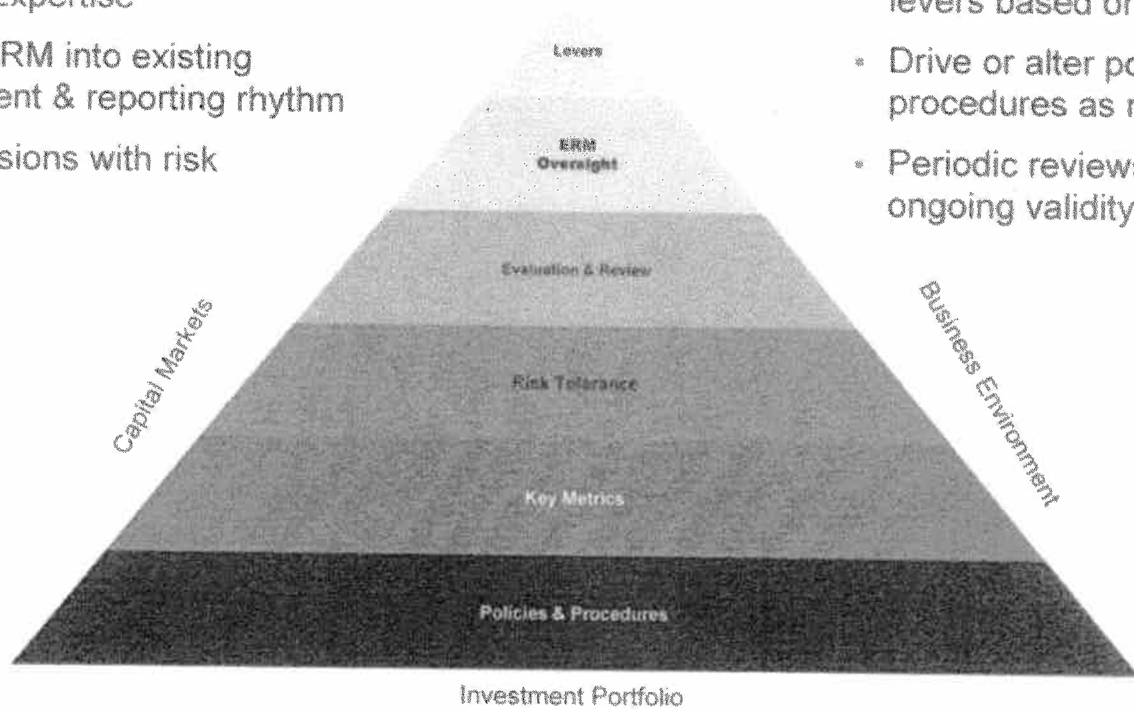
Purpose:

- ❑ Actively manage CIT's enterprise risk management strategies
- ❑ Provide sponsorship of sound risk culture
- ❑ Ensure consistency among risk groups as to CIT's overall risk appetite

CIT Risk Framework

New Corporate Risk Management Vision

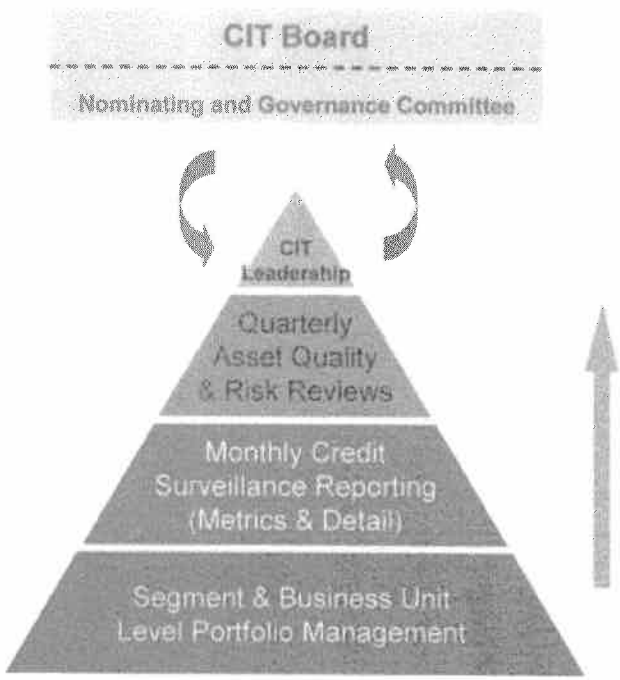
- Leverage existing functional Groups & Expertise
- Integrate ERM into existing measurement & reporting rhythm
- Match decisions with risk tolerance



- Increase or decrease business levers based on output signals
- Drive or alter policies or procedures as mandated
- Periodic reviews to ensure ongoing validity

A robust ERM program will encompass all risk types in an integrated fashion through a bottoms-up approach, embedded in all business processes

Risk Management Process



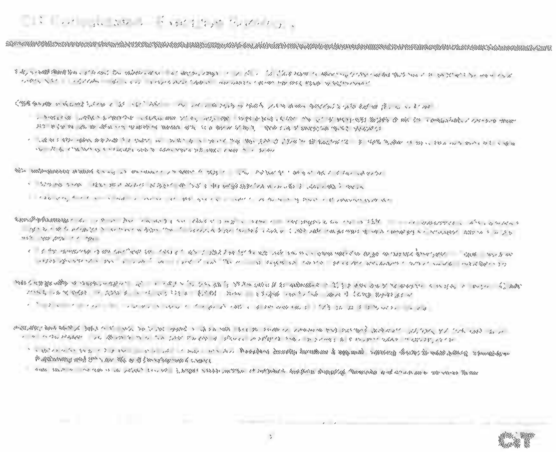
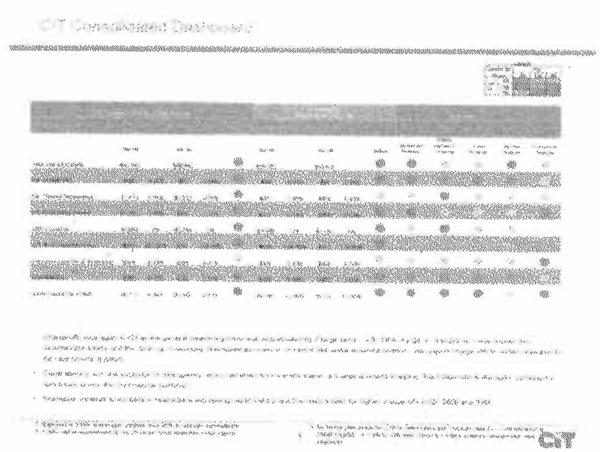
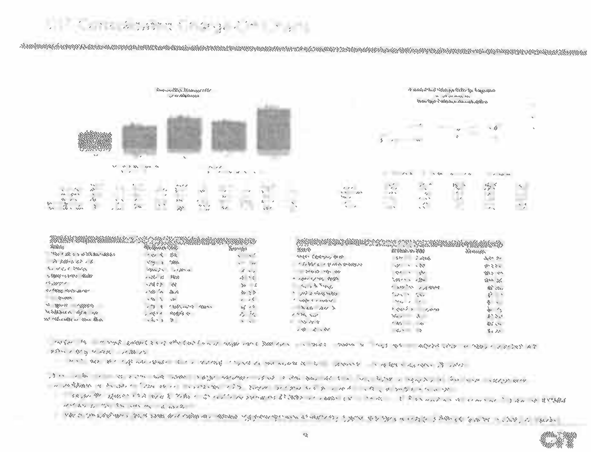
Strong Portfolio Management Rhythm

Based on Bottom-Up Approach

Proactive Issue Identification, Resolution & Mitigation

- **Enterprise Risk Committee**
  - Key Leadership Focus at Corporate and Segment Level
  - Dashboards, Trend Reviews and Hot Topic Discussions
- **Quarterly Asset Quality Reviews**
  - Detailed metrics at the segment and business unit level leading into quarter end
- **Credit Surveillance Reviews**
  - Account and business unit level
  - Monthly and quarterly process
- **Segment, vertical & business unit level portfolio management routines**
  - Style specific based on asset & financing type
  - Timely tactical decision-making

Enterprise Risk Management: Dashboards

- **Executive summaries with key matters to note**
  - Active engagement of leadership team and segment leaders
  - Focused on portfolio issues and emerging market trends
- **Dashboard driven review highlighting key risk metrics trends**
  - Conducted both at the segment and business unit level
  - Focus on trending on a rolling quarter basis
- **Detailed analytics on traditional measures and topical issues**
  - Segment and business unit trending with detail on top contributors
  - Emerging issues drive topical investigation and analysis

Definition of "Excessive Risk"

- Singular or collection of activities which have the ability to pose undue stress on the companies' earnings or capital

- Risks outside of approved corporate and business unit policies, including;
  - Business (Strategic)
  - Compliance & Regulatory
  - Credit
  - Treasury

- Risks which are not mitigated by internal limits and controls
- Activities which provide high returns on a non-risk adjusted basis

A well-defined Risk Appetite will provide boundaries and limits to avoid and monitor excessive risk

Risk Assessment

Risk Assessment process:

- Review of Internal Audit Risk Assessment results
- ERM review with primary risk owners
- Quantification of potential impact to CIT
- Consideration for mitigating controls
- Relative ranking :

High	Business (Strategic)	Compliance & Regulatory	Credit	Market
	Financial	Operational		
Low	Human Resources	Litigation		

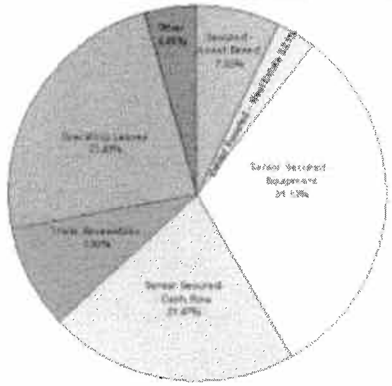
Potential "Excessive Risks"

Risk	Measurement and Monitoring:
Credit Risk: • Large concentrations to high risk single obligors, industries, products or geographies • Credit exposures with unidentified or high risk sources of repayment • Large residual equipment exposure	• Top Exposures by Credit Capital • Top Exposures by Expected Loss (EL) • Concentration Reports • Residual Value Reports
Market Risk: • Un-hedged market risks – Interest rate or foreign currency • Insufficient contingency funding plan	• Margin at Risk (MAR), equity at Risk (VAR) • Liquidity Forecast Scenarios • Contingent Sources of Liquidity
Business (Strategic): • Entry into new markets or products with insufficient experience and due diligence • Accelerated growth or new processes with insufficient controls	• Relative contribution of new business initiatives

* Although a "High" risk, compliance and regulatory risk does not entice SEOs to take excessive risk

Credit Risk: Concentration

Products



Geography

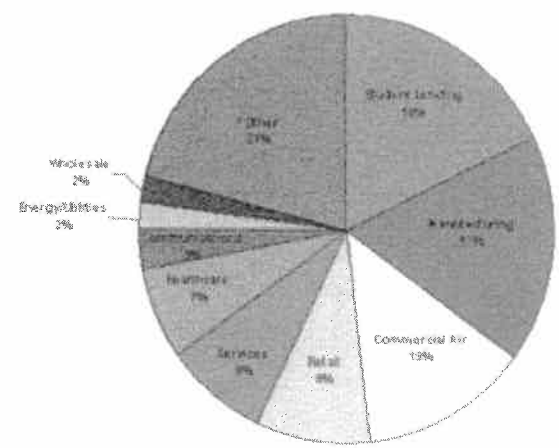
United States	72.9%
Canada	6.8%
England	3.8%
France	0.9%
Australia	1.3%
China	1.7%
Germany	2.1%
Mexico	1.9%
Brazil	0.9%
Other	7.7%

Top 10 Obligors

	Customer Name	Exposure ($000's)
1	[redacted]	
2		
3		
4		
5		
6		
7		
8		
9		
10		

b(4)

Top Industries



* No other industry greater than 2%

[redacted]

b(4)

Liquidity Risk

[redacted]

b(4)

VI. Identification of CIT's Senior Executive Officers

Identification of CIT's Senior Executive Officers

CIT's Senior Executive Officers for 2009:

- Jeffrey M Peek - Chairman of the Board and Chief Executive Officer
- Alexander Mason - President, and Chief Operating Officer
- Joseph M Leone - Chief Financial Officer
- James Duffy - Executive Vice President, Human Resources
- C. Jeffrey Knittel - President of Transportation Finance

VII. Compensation of Senior Executive Officers

Goals and Philosophy of CIT's Compensation Arrangements

- We tie our incentive compensation to our overall financial goals and, where appropriate, to the goals of individual business units. A named executive officer's total compensation varies with our financial and operating performance, so that our officers (i) are rewarded when performance meets or exceeds objectives and (ii) receive lower compensation when performance objectives are not met, except for special circumstances. Moreover, we apply both objective and subjective measures of performance in setting pay levels.

- Our guiding compensation philosophy is to provide a total pay package that motivates our named executive officers to achieve our short-term and long-term business goals. To sustain our performance, we need to retain our existing talent and to attract individuals to our key leadership positions. One of the most important investments we make is in our employees, and we endeavor to design our compensation policies to maximize the return on that investment.

SEO Incentive Compensation Plans

SEO incentive compensation is made of three elements

b(4) , b(6)

[redacted]

Risk Mitigating Factors in CIT's SEO Compensation Arrangements

- Key business priorities and performance indicators established at the beginning of the year
- Balanced ratio of fixed and annual incentive compensation
- Board committee compensation assessment process
- Realistic performance goals
- Mix of short term and long term performance
- Equity compensation – provide both full share and stock options
- Stock retention and ownership requirements

VIII. Summary of TARP Team's Assessment

TARP Team's Preliminary Assessments

Material Risk to the Business	Potential Impacts	Considerations
Credit •Large Concentrations •Exposures with high risk of repayment •Large residual positions Compliance & Regulatory •CAMEL ratings •AML / BSA •Third party sources/channels Market Risk •Un-hedged market risk •Insufficient contingency funding plan Business (Strategic) •Accelerated growth •New markets/products	•Increase near term income •Reduction of future earnings stream •Volatility of long term earnings •Higher credit losses in future periods •Erosion of Shareholder value •Lower future ROE	•Establish key business priorities early in the year •Balanced short term and long term compensation •Subjective assessment to include a risk component •Subjective assessment to include a compliance and regulatory component

IX. Appendix

CEO's Annual Certifications

- The Whitehouse has suspended additional rule-making under TARP, pending its review, including recently promulgated guidance from Treasury providing for CEO Certifications
- If the Whitehouse approves Treasury's recent guidance, then for 2008, CIT's CEO would need to certify to the TARP Chief Compliance Officer, by May 15, 2009, that CIT and the Compensation Committee have complied with the TARP executive compensation standards during the year, and identify the 2009 SEOs
  - In upcoming certification, a statement that the Compensation Committee's meeting with CIT's senior risk officers did not occur in fiscal year 2008 would be technically required
- For 2009 and the following fiscal years, CIT's CEO would need to certify annually to the TARP Chief Compliance Officer, within 135 days after the institution's fiscal year end (*i.e.*, May 14 or May 15 of each year), that CIT and the Compensation Committee have complied with the TARP executive compensation standards during the most recently ended fiscal year, and identify the SEOs for the current fiscal year

Timeline of Possible CEO Certifications in 2009

Action	Description
CEO Certification of Risk Assessment	CEO would need to certify to the TARP Chief Compliance Officer, by **April 30, 2009**, that the Compensation Committee has conducted the required risk assessment
CEO Certification of Compliance with TARP Executive Compensation Standards	For 2008, CEO would need to certify to the TARP Chief Compliance Officer, by **May 15, 2009**, that CIT and the Compensation Committee have complied with the TARP executive compensation standards during the year, and identify the SEOs of 2009

CEO Certification on the Compensation Committee's Initial Review

CEO Certification as to Committee's Initial Review

"I, Jeffrey M. Peek, certify, based on my knowledge, that the compensation committee of CIT Group Inc. ("CIT") reviewed within 90 days of the Department of the Treasury's purchase of the Purchased Securities (as defined in the Purchase Agreement) of CIT under the Capital Purchase Program the incentive compensation arrangements of the senior executive officers, as defined in subsection 111(b)(3) of the Emergency Economic Stabilization Act of 2008 and regulations and guidance issued thereunder ("SEOs"), of CIT with senior risk officers of CIT to ensure that the SEO incentive compensation arrangements do not encourage the SEOs to take unnecessary and excessive risks that threaten the value of CIT"

CEO Annual Certification

CEO Certification as to Compliance with Executive Compensation Standards under TARP

"I, Jeffrey M. Peek, certify, based on my knowledge, that:

- The compensation committee of CIT Group Inc. ("CIT") has met at least once during the most recently ended fiscal year with senior risk officers to discuss and review the relationship between the risk management policies and practices of CIT and the incentive compensation arrangements of the senior executive officers, as defined in subsection 111(b)(3) of the Emergency Economic Stabilization Act of 2008 ("EESA") and regulations and guidance issued thereunder (the "SEOs"), to ensure that the SEO incentive compensation arrangements do not encourage the SEOs to take unnecessary and excessive risks that threaten the value of CIT;
- The compensation committee of CIT has certified to the review of the SEO incentive compensation arrangements required under (i) above;
- CIT has required that SEO bonus and incentive compensation be subject to recovery or "clawback" by CIT if the payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria;
- CIT has prohibited any golden parachute payment, as defined in the regulations and guidance issued under section 111(b) of EESA, to a SEO;
- CIT has instituted controls and procedures to limit the deduction for remuneration for federal income tax purposes to $500,000 for each SEO for the most recently ended fiscal year as if section 162(m)(5) of the Internal Revenue Code applied to CIT; and
- The following individuals are the SEOs for the current fiscal year: [ ]."

Timeline of Future Reviews and Certifications

Action	Description/Deadline
TARP Team Meeting	TARP Team (1) identifies risk, risk controls and risk management practices at CIT, (2) compares risks to incentive compensation arrangements at CIT, and (3) formulates preliminary conclusions as to the impact of SEO incentive compensation on risk
Compensation Committee's Risk Assessment	Must occur annually, for the period during which Treasury holds any debt or equity position in CIT. (The Compensation Committee has requested quarterly meetings with CIT's Senior Risk Officers)
Compensation Committee's Modifications to SEO Compensation Arrangements and/or CIT's Risk Factors	Following on meetings with CIT's Senior Risk Officers, the Compensation Committee must make "reasonable efforts to ensure" that SEO compensation arrangements do not encourage unnecessary and excessive risks
Compensation Committee's Certification in Proxy Statement	The Compensation Committee is required to certify, in the Compensation Committee Report of CIT's proxy statement or CD&A, to its risk assessments and its reasonable efforts to ensure the SEO compensation arrangements do not encourage SEOs to take unnecessary and excessive risks that threaten the value of CIT
Possible CEO Certification of Compliance with TARP Executive Compensation Standards	Subject to Whitehouse confirmation, CIT's CEO would need to certify annually to the TARP Chief Compliance Officer, within 135 days after the institution's fiscal year end (*i.e.*, May 14 or May 15 of each year), that CIT and the Compensation Committee have complied with the EESA executive compensation standards during the most recently ended fiscal year, and identify the SEOs of the current fiscal year

Confidential Exhibit I

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