

CIT Group/Equity Investments, Inc.

Form T-3/A

October 19, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form T-3/A
(Amendment No. 2)
FOR APPLICATION FOR QUALIFICATION OF INDENTURE
UNDER THE TRUST INDENTURE ACT OF 1939
CIT Group Inc.
CIT Group Funding Company of Delaware LLC
(Issuers)
Baffin Shipping Co., Inc.
C.I.T. Leasing Corporation
Capita Colombia Holdings Corp.
Capita Corporation
Capita International L.L.C.
Capita Premium Corporation
CIT Capital USA Inc.
CIT China 12, Inc.
CIT China 13, Inc.
CIT China 2, Inc.
CIT China 3, Inc.
CIT Communications Finance Corporation
CIT Credit Finance Corp.
CIT Credit Group USA Inc.
CIT Financial Ltd. of Puerto Rico
CIT Financial USA, Inc.
CIT Group (NJ) LLC
CIT Group SF Holding Co., Inc.
CIT Healthcare LLC
CIT Holdings, LLC
CIT Lending Services Corporation
CIT Lending Services Corporation (Illinois)
CIT Loan Corporation (f/k/a The CIT Group/Consumer Finance, Inc.)
CIT Real Estate Holding Corporation
CIT Realty LLC
CIT Technologies Corporation
CIT Technology Financing Services, Inc.
Education Loan Servicing Corporation
Equipment Acceptance Corporation
Franchise Portfolio 1, Inc.
Franchise Portfolio 2, Inc.
GFSC Aircraft Acquisition Financing Corporation
Hudson Shipping Co., Inc.
Namekeepers LLC
Owner-Operator Finance Company
Student Loan Xpress, Inc.
The CIT Group/BC Securities Investment, Inc.**

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The CIT Group/Business Credit, Inc.
The CIT Group/Capital Finance, Inc.
The CIT Group/Capital Transportation, Inc.
The CIT Group/CmS Securities Investment, Inc.
The CIT Group/Commercial Services, Inc.
The CIT Group/Commercial Services, Inc. (Va.)
The CIT Group/Consumer Finance, Inc. (NY)
The CIT Group/Consumer Finance, Inc. (TN)
The CIT Group/Corporate Aviation, Inc.
The CIT Group/Equipment Financing, Inc.
The CIT Group/Equity Investments, Inc.
The CIT Group/Factoring One, Inc.
The CIT Group/FM Securities Investment, Inc.
The CIT Group/LsC Securities Investment, Inc.
The CIT Group/Securities Investment, Inc.
The CIT Group/Venture Capital, Inc.
Western Star Finance, Inc.

(Guarantors)

(Name of Applicant)

c/o CIT Group Inc.

505 Fifth Avenue

New York, New York 10017

(Address of Principal Executive Offices)

Securities to be Issued Under the Indentures to be Qualified

Title of Class

Series A Secured Notes

Series B Secured Notes

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

Amount

Up to \$21,100,000,000

Up to \$2,150,000,000

Name and address of agent for service:

Robert J. Ingato, Esq.

Executive Vice President and General Counsel

CIT Group Inc.

505 Fifth Avenue

New York, New York 10017

(212) 771-0505

Copies to be sent to:

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Andrea L. Nicolas, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

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

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Table of Contents**1. General Information.**

(a) CIT Group Inc. (the Corporation) is a corporation and CIT Group Funding Company of Delaware LLC (Delaware Funding) is a limited liability company. The guarantors identified below (the Guarantors and, together with the Corporation and Delaware Funding, the Applicants) have the following forms of organization and jurisdiction of formation:

Guarantor	Form	Jurisdiction
Baffin Shipping Co., Inc.	Corporation	Delaware
C.I.T. Leasing Corporation	Corporation	Delaware
Capita Colombia Holdings Corp.	Corporation	Delaware
Capita Corporation	Corporation	Delaware
Capita International L.L.C.	Limited Liability Company	Delaware
Capita Premium Corporation	Corporation	Delaware
CIT Capital USA Inc.	Corporation	Delaware
CIT China 12, Inc.	Corporation	Delaware
CIT China 13, Inc.	Corporation	Delaware
CIT China 2, Inc.	Corporation	Delaware
CIT China 3, Inc.	Corporation	Delaware
CIT Communications Finance Corporation	Corporation	Delaware
CIT Credit Finance Corp.	Corporation	Delaware
CIT Credit Group USA Inc.	Corporation	Delaware
CIT Financial Ltd. of Puerto Rico	Corporation	Delaware
CIT Financial USA, Inc.	Corporation	Delaware
CIT Group (NJ) LLC	Limited Liability Company	Delaware
CIT Group SF Holding Co., Inc.	Corporation	Delaware
CIT Healthcare LLC	Limited Liability Company	Delaware
CIT Holdings, LLC	Limited Liability Company	Delaware
CIT Lending Services Corporation	Corporation	Delaware
CIT Lending Services Corporation (Illinois)	Corporation	Delaware
CIT Loan Corporation (f/k/a The CIT Group/Consumer Finance, Inc.)	Corporation	Delaware
CIT Real Estate Holding Corporation	Corporation	Delaware
CIT Realty LLC	Limited Liability Company	Delaware
CIT Technologies Corporation	Corporation	Michigan
CIT Technology Financing Services, Inc.	Corporation	Massachusetts
Education Loan Servicing Corporation	Corporation	Delaware
Equipment Acceptance Corporation	Corporation	New York
Franchise Portfolio 1, Inc.	Corporation	Delaware
Franchise Portfolio 2, Inc.	Corporation	Delaware
GFSC Aircraft Acquisition Financing Corporation	Corporation	Delaware
Hudson Shipping Co., Inc.	Corporation	Delaware
Namekeepers LLC	Limited Liability Company	Delaware
Owner-Operator Finance Company	Corporation	Delaware
Student Loan Xpress, Inc.	Corporation	Delaware

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The CIT Group/BC Securities Investment, Inc.	Corporation	New Jersey
The CIT Group/Business Credit, Inc.	Corporation	New York
The CIT Group/Capital Finance, Inc.	Corporation	Delaware
The CIT Group/Capital Transportation, Inc.	Corporation	Delaware
The CIT Group/CmS Securities Investment, Inc.	Corporation	New Jersey
The CIT Group/Commercial Services, Inc.	Corporation	New York
The CIT Group/Commercial Services, Inc. (Va.)	Corporation	Delaware
The CIT Group/Consumer Finance, Inc. (NY)	Corporation	New York
The CIT Group/Consumer Finance, Inc. (TN)	Corporation	Delaware
The CIT Group/Corporate Aviation, Inc.	Corporation	Delaware

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Guarantor	Form	Jurisdiction
The CIT Group/Equipment Financing, Inc.	Corporation	Delaware
The CIT Group/Equity Investments, Inc.	Corporation	New Jersey
The CIT Group/Factoring One, Inc.	Corporation	New York
The CIT Group/FM Securities Investment, Inc.	Corporation	New Jersey
The CIT Group/LsC Securities Investment, Inc.	Corporation	New Jersey
The CIT Group/Securities Investment, Inc.	Corporation	Delaware
The CIT Group/Venture Capital, Inc.	Corporation	New Jersey
Western Star Finance, Inc.	Corporation	Delaware

(b) The Corporation was organized under the laws of the State of Delaware. Delaware Funding was domesticated as a Delaware limited liability company. See Item 1(a) for the jurisdiction of formation of each Guarantor.

2. Securities Act Exemption Applicable.

As described in the Offering Memorandum, Disclosure Statement and Solicitation of Acceptances of a Prepackaged Plan of Reorganization, attached hereto as Exhibit T3E.1 (the Offering Memorandum), (i) the Corporation is offering to exchange any and all of the outstanding notes (including the U.S. dollar equivalent of non-U.S. dollar-denominated notes) of the Corporation listed in the table below for a pro rata portion of each of five series of its newly issued Series A secured notes (the Series A Notes) and/or up to approximately 68.3 million shares of its newly issued preferred stock (the New Preferred Stock) and (ii) Delaware Funding, an indirect, wholly-owned subsidiary of the Corporation, is offering to exchange any and all of its outstanding notes listed in the table below for a pro rata portion of each of five series of its newly issued Series B secured notes (the Series B Notes and together with the Series A Notes, the New Notes) for the consideration specified in the table below (the Exchange Offers). We refer to the notes to be tendered in the Exchange Offers as the Old Notes. As further described in the Offering Memorandum, the Corporation and Delaware Funding are also soliciting acceptances from holders of Old Notes of a prepackaged Plan of Reorganization (the Plan). Through two amendments on October 1, 2009 and October 16, 2009, the Corporation and Delaware Funding, as applicable, amended each of the indentures under which the Old Notes were issued to provide guarantees by all of the Guarantors.

Corporation Outstanding Notes

Title of Old Notes to be Tendered	Outstanding Principal Amount	CUSIP/ISIN	Consideration per Principal Amount of Old Notes Tendered	
			per 1000 Notional Principal Amount	per 1000 USD Equivalent Number of Shares of New Preferred Stock
6.875% Notes due November 1, 2009	USD 00,000,000	12560PCL3	USD 900	0.35108
4.125% Notes due November 3, 2009	USD 00,000,000	125581AM0	USD 900	0.35108
3.85% Notes due November 15, 2009	USD 1,959,000	12557WJP7	USD 900	0.35108
4.63% Notes due November 15, 2009	USD 1,349,000	12557WLV1	USD 900	0.35108
5.05% Notes due November 15, 2009	USD 2,800,000	12557WPC9	USD 900	0.35108
5.00% Notes due November 15, 2009	USD 4,217,000	12557WB26	USD 900	0.35108
5.00% Notes due November 15, 2009	USD 5,083,000	12557WB59	USD 900	0.35108
5.00% Notes due November 15, 2009	USD 6,146,000	12557WB83	USD 900	0.35108

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3.95% Notes due December 15, 2009	USD 3,314,000	12557WJV4	USD 900	0.35108
4.80% Notes due December 15, 2009	USD 2,073,000	12557WMB4	USD 900	0.35108
4.70% Notes due December 15, 2009	USD 285,000	12557WPL9	USD 900	0.35108
4.85% Notes due December 15, 2009	USD 582,000	12557WPU9	USD 900	0.35108
6.25% Notes due December 15, 2009	USD63,703,000	12557WSJ1	USD 900	0.35108
6.50% Notes due December 15, 2009	USD40,994,000	12557WSM4	USD 900	0.35108
Floating Rate Notes due December 21, 2009	USD13,000,000	12560PDL2	USD 900	0.35108
4.25% Notes due February 1, 2010	USD50,000,000	125581AQ1	USD 850	1.05323
4.05% Notes due February 15, 2010	USD 4,172,000	12557WKE0	USD 850	1.05323
5.15% Notes due February 15, 2010	USD 1,918,000	12557WQC8	USD 850	1.05323
5.05% Notes due February 15, 2010	USD 1,497,000	12557WQL8	USD 850	1.05323
6.50% Notes due February 15, 2010	USD58,219,000	12557WSX0	USD 850	1.05323
6.25% Notes due February 15, 2010	USD44,138,000	12557WTE1	USD 850	1.05323
Floating Rate Notes due March 1, 2010	CHF00,000,000	CH0029382659	CHF 850(2)	1.05323
2.75% Notes due March 1, 2010	CHF50,000,000	CH0029407191	CHF 850(2)	1.05323
Floating Rate Notes due March 12, 2010	USD00,000,000	125581CX4	USD 850	1.05323
4.30% Notes due March 15, 2010	USD 1,822,000	12557WKL4	USD 850	1.05323

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Title of Old Notes to be Tendered	Outstanding Principal Amount	CUSIP/ISIN	Consideration per Principal Amount of Old Notes Tendered	
			Per 1000 Notional Principal Amount	Per 1000 USD Equivalents Number of Shares of New Preferred
			of New Notes to be Issued	Stock to be Issued (1)
5.05% Notes due March 15, 2010	USD 4,241,000	12557WMH1	USD 850	1.05323
5.15% Notes due March 15, 2010	USD 6,375,000	12557WMP3	USD 850	1.05323
4.90% Notes due March 15, 2010	USD 297,000	12557WQU8	USD 850	1.05323
4.85% Notes due March 15, 2010	USD 784,000	12557WRC7	USD 850	1.05323
6.50% Notes due March 15, 2010	USD 33,677,000	12557WTL5	USD 850	1.05323
Floating Rate Notes due March 22, 2010	USD 150,000,000	12560PFN6	USD 850	1.05323
4.45% Notes due May 15, 2010	USD 3,980,000	12557WKS9	USD 850	1.05323
5.25% Notes due May 15, 2010	USD 2,414,000	12557WMV0	USD 850	1.05323
5.38% Notes due June 15, 2017	GBP 300,000,000	XS0276327342	GBP 850	1.05323
4.30% Notes due June 15, 2010	USD 1,013,000	12557WKX8	USD 850	1.05323
4.35% Notes due June 15, 2010	USD 1,419,000	12557WLE9	USD 850	1.05323
5.30% Notes due June 15, 2010	USD 2,622,000	12557WNB3	USD 850	1.05323
4.60% Notes due August 15, 2010	USD 1,131,000	12557WLL3	USD 850	1.05323
5.45% Notes due August 15, 2010	USD 11,920,000	12557WNH0	USD 850	1.05323
5.50% Notes due August 15, 2010	USD 1,511,000	12557WA92	USD 850	1.05323
4.25% Notes due September 15, 2010	USD 295,000	12557WLS8	USD 850	1.05323
5.25% Notes due September 15, 2010	USD 11,403,000	12557WNR8	USD 850	1.05323
5.20% Notes due November 3, 2010	USD 500,000,000	125577AS5	USD 850	1.05323
Floating Rate Notes due November 3, 2010	USD 474,000,000	125577AT3	USD 850	1.05323
5.05% Notes due November 15, 2010	USD 9,054,000	12557WLY5	USD 850	1.05323
5.25% Notes due November 15, 2010	USD 6,349,000	12557WNZ0	USD 850	1.05323
5.25% Notes due November 15, 2010	USD 12,292,000	12557WC33	USD 850	1.05323
5.25% Notes due November 15, 2010	USD 1,686,000	12557WC74	USD 850	1.05323
4.75% Notes due December 15, 2010	USD 750,000,000	12560PDB4	USD 850	1.05323
5.00% Notes due December 15, 2010	USD 5,842,000	12557WME8	USD 850	1.05323
5.05% Notes due December 15, 2010	USD 5,926,000	12557WPH8	USD 850	1.05323
4.90% Notes due December 15, 2010	USD 3,188,000	12557WPR6	USD 850	1.05323
5.25% Notes due December 15, 2010	USD 807,000	12557WSE2	USD 850	1.05323
6.50% Notes due December 15, 2010	USD 12,177,000	12557WSR3	USD 850	1.05323
6.50% Notes due January 15, 2011	USD 17,752,000	12557WSV4	USD 800	1.75539
4.72% Notes due February 10, 2011	CAD 400,000,000	125581AU2	CAD 800	1.75539
5.15% Notes due February 15, 2011	USD 2,158,000	12557WPZ8	USD 800	1.75539
5.15% Notes due February 15, 2011	USD 1,458,000	12557WQH7	USD 800	1.75539
6.60% Notes due February 15, 2011	USD 25,229,000	12557WTB7	USD 800	1.75539
Floating Rate Notes due February 28, 2011	GBP 70,000,000	XS0245933121	GBP 800	1.75539

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5.05% Notes due March 15, 2011	USD	1,560,000	12557WML2	USD 800	1.75539
5.00% Notes due March 15, 2011	USD	1,001,000	12557WQR5	USD 800	1.75539
4.90% Notes due March 15, 2011	USD	806,000	12557WQZ7	USD 800	1.75539
5.00% Notes due March 15, 2011	USD	1,589,000	12557WRH6	USD 800	1.75539
6.75% Notes due March 15, 2011	USD	7,604,000	12557WTJ0	USD 800	1.75539
6.50% Notes due March 15, 2011	USD	6,187,000	12557WTQ4	USD 800	1.75539
5.15% Notes due April 15, 2011	USD	957,000	12557WMS7	USD 800	1.75539
Floating Rate Notes due April 27, 2011	USD	280,225,000	125581BA5	USD 800	1.75539
5.60% Notes due April 27, 2011	USD	750,000,000	125581AZ1	USD 800	1.75539
5.40% Notes due May 15, 2011	USD	1,283,000	12557WMY4	USD 800	1.75539
5.35% Notes due June 15, 2011	USD	558,000	12557WNE7	USD 800	1.75539
Floating Rate Notes due July 28, 2011	USD	669,500,000	125581BE7	USD 800	1.75539
5.80% Notes due July 28, 2011	USD	550,000,000	125581BF4	USD 800	1.75539
5.35% Notes due August 15, 2011	USD	2,254,000	12557WNM9	USD 800	1.75539
5.20% Notes due September 15, 2011	USD	2,685,000	12557WNV9	USD 800	1.75539
Floating Rate Notes due September 21, 2011	GBP	40,000,000	XS0268935698	GBP 800	1.75539
4.25% Notes due September 22, 2011	EUR	750,000,000	XS0201605192	EUR 800	1.75539
5.20% Notes due November 15, 2011	USD	7,392,000	12557WPD7	USD 800	1.75539
5.25% Notes due November 15, 2011	USD	4,427,000	12557WB34	USD 800	1.75539
5.25% Notes due November 15, 2011	USD	5,175,000	12557WB67	USD 800	1.75539
5.25% Notes due November 15, 2011	USD	4,944,000	12557WB91	USD 800	1.75539
Floating Rate Notes due November 30, 2011	EUR	500,000,000	XS0275670965	EUR 800	1.75539
4.85% Notes due December 15, 2011	USD	482,000	12557WPM7	USD 800	1.75539
5.00% Notes due December 15, 2011	USD	1,685,000	12557WPV7	USD 800	1.75539
5.40% Notes due February 13, 2012	USD	479,996,000	125581CT3	USD 800	1.75539
Floating Rate Notes due February 13, 2012	USD	654,250,000	125581CU0	USD 800	1.75539
5.25% Notes due February 15, 2012	USD	2,937,000	12557WQD6	USD 800	1.75539

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Title of Old Notes to be Tendered	Outstanding Principal Amount	CUSIP/ISIN	Consideration per Principal Amount of Old Notes Tendered per 1000	
			per 1000 Notional Principal Amount	USD Equivalent Number of Shares of New Preferred
			of New Notes to be Issued	Stock to be Issued (1)
5.15% Notes due February 15, 2012	USD1,532,000	12557WQM6	USD 800	1.75539
7.25% Notes due February 15, 2012	USD0,577,000	12557WSY8	USD 800	1.75539
7.00% Notes due February 15, 2012	USD7,676,000	12557WTF8	USD 800	1.75539
5.00% Notes due March 15, 2012	USD 482,000	12557WQV6	USD 800	1.75539
5.00% Notes due March 15, 2012	USD1,059,000	12557WRD5	USD 800	1.75539
7.25% Notes due March 15, 2012	USD3,609,000	12557WTM3	USD 800	1.75539
7.75% Notes due April 2, 2012	USD9,646,000	125581AB4	USD 800	1.75539
5.75% Notes due August 15, 2012	USD 466,000	12557WA68	USD 800	1.75539
3.80% Notes due November 14, 2012	EUR0,000,000	XS0234935434	EUR 800	1.75539
5.50% Notes due November 15, 2012	USD2,711,000	12557WC41	USD 800	1.75539
5.50% Notes due November 15, 2012	USD1,381,000	12557WC82	USD 800	1.75539
7.63% Notes due November 30, 2012	USD7,653,000	125577AZ9	USD 800	1.75539
5.50% Notes due December 15, 2012	USD 495,000	12557WSF9	USD 800	1.75539
7.00% Notes due December 15, 2012	USD6,343,000	12557WSK8	USD 800	1.75539
7.25% Notes due December 15, 2012	USD9,425,000	12557WSN2	USD 800	1.75539
7.30% Notes due December 15, 2012	USD1,775,000	12557WSS1	USD 800	1.75539
Floating Rate Notes due December 21, 2012	USD90,705,000	12560PEP2	USD 800	1.75539
6.15% Notes due January 15, 2013	USD9,038,000	12557WAZ4	USD 700	2.80862
6.25% Notes due January 15, 2013	USD6,461,000	12557WBC4	USD 700	2.80862
6.15% Notes due January 15, 2013	USD2,560,000	12557WBF7	USD 700	2.80862
6.25% Notes due January 15, 2013	USD3,967,000	12557WBJ9	USD 700	2.80862
7.50% Notes due January 15, 2013	USD7,292,000	12557WSW2	USD 700	2.80862
6.25% Notes due February 15, 2013	USD2,781,000	12557WBM2	USD 700	2.80862
6.20% Notes due February 15, 2013	USD4,387,000	12557WBQ3	USD 700	2.80862
6.00% Notes due February 15, 2013	USD2,368,000	12557WBT7	USD 700	2.80862
7.60% Notes due February 15, 2013	USD3,615,000	12557WTC5	USD 700	2.80862
6.15% Notes due February 15, 2013	USD3,318,000	12557WBW0	USD 700	2.80862
5.40% Notes due March 7, 2013	USD3,516,000	12558 1AX6	USD 700	2.80862
7.75% Notes due March 15, 2013	USD8,242,000	12557WTK7	USD 700	2.80862
7.90% Notes due March 15, 2013	USD7,591,000	12557WTN1	USD 700	2.80862
7.25% Notes due March 15, 2013	USD5,350,000	12557WTR2	USD 700	2.80862
6.00% Notes due March 15, 2013	USD6,178,000	12557WBZ3	USD 700	2.80862
6.00% Notes due March 15, 2013	USD7,547,000	12557WCC3	USD 700	2.80862
6.10% Notes due March 15, 2013	USD7,499,000	12557WCF6	USD 700	2.80862
6.25% Notes due March 15, 2013	USD6,121,000	12557WCJ8	USD 700	2.80862
6.15% Notes due April 15, 2013	USD4,593,000	12557WCM1	USD 700	2.80862

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6.15% Notes due April 15, 2013	USD8,983,000	12557WCQ2	USD 700	2.80862
6.05% Notes due April 15, 2013	USD9,386,000	12557WCT6	USD 700	2.80862
6.05% Notes due May 15, 2013	USD4,494,000	12557WCW9	USD 700	2.80862
4.95% Notes due May 15, 2013	USD9,133,000	12557WCZ2	USD 700	2.80862
4.95% Notes due May 15, 2013	USD1,492,000	12557WDC2	USD 700	2.80862
4.88% Notes due June 15, 2013	USD6,237,000	12557WDF5	USD 700	2.80862
4.85% Notes due June 15, 2013	USD7,956,000	12557WDJ7	USD 700	2.80862
4.60% Notes due June 15, 2013	USD9,421,000	12557WDM0	USD 700	2.80862
4.45% Notes due June 15, 2013	USD5,051,000	12557WDQ1	USD 700	2.80862
Floating Rate Notes due June 20, 2013	EUR0,000,000	XS0258343564	EUR 700	2.80862
5.05% Notes due July 15, 2013	USD5,228,000	12557WEF4	USD 700	2.80862
4.65% Notes due July 15, 2013	USD9,267,000	12557WDT5	USD 700	2.80862
4.75% Notes due July 15, 2013	USD2,318,000	12557WDW8	USD 700	2.80862
5.00% Notes due July 15, 2013	USD5,182,000	12557WDZ1	USD 700	2.80862
4.75% Notes due July 15, 2013	USD5,779,000	12557WEC1	USD 700	2.80862
5.30% Notes due August 15, 2013	USD7,479,000	12557WEJ6	USD 700	2.80862
5.50% Notes due August 15, 2013	USD2,903,000	12557WEM9	USD 700	2.80862
5.50% Notes due August 15, 2013	USD6,810,000	12557WEQ0	USD 700	2.80862
5.40% Notes due September 15, 2013	USD2,445,000	12557WET4	USD 700	2.80862
5.50% Notes due September 15, 2013	USD4,171,000	12557WEW7	USD 700	2.80862
5.25% Notes due September 15, 2013	USD4,374,000	12557WEZ0	USD 700	2.80862
5.20% Notes due September 15, 2013	USD4,378,000	12557WFC0	USD 700	2.80862
5.20% Notes due October 15, 2013	USD5,497,000	12557WFF3	USD 700	2.80862
5.20% Notes due October 15, 2013	USD8,130,000	12557WFJ5	USD 700	2.80862
5.25% Notes due October 15, 2013	USD3,359,000	12557WFM8	USD 700	2.80862
5.30% Notes due November 15, 2013	USD3,146,000	12557WFQ9	USD 700	2.80862

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Title of Old Notes to be Tendered	Outstanding Principal Amount		CUSIP/ISIN	Consideration per Principal Amount of Old Notes Tendered per 1000 per 1000 Notional Principal Amount	
				of New Notes to be Issued	USD Equivalent Number of Shares of New Preferred Stock to be Issued (1)
5.10% Notes due November 15, 2013	USD	7,480,000	12557WFT3	USD 700	2.80862
5.40% Notes due December 15, 2013	USD	5,783,000	12557WFW6	USD 700	2.80862
5.20% Notes due December 15, 2013	USD	7,241,000	12557WFZ9	USD 700	2.80862
5.10% Notes due January 15, 2014	USD	2,897,000	12557WGC9	USD 700	2.80862
4.85% Notes due January 15, 2014	USD	1,333,000	12557WGF2	USD 700	2.80862
5.00% Notes due February 13, 2014	USD	671,749,000	125581AH1	USD 700	2.80862
5.00% Notes due February 15, 2014	USD	5,957,000	12557WGX4	USD 700	2.80862
4.90% Notes due February 15, 2014	USD	1,958,000	12557WGM7	USD 700	2.80862
7.85% Notes due February 15, 2014	USD	23,034,000	12557WSZ5	USD 700	2.80862
7.65% Notes due February 15, 2014	USD	10,897,000	12557WTG6	USD 700	2.80862
4.80% Notes due March 15, 2014	USD	4,492,000	12557WGX8	USD 700	2.80862
4.60% Notes due March 15, 2014	USD	4,211,000	12557WGT2	USD 700	2.80862
7.85% Notes due March 15, 2014	USD	4,573,000	12557WTS0	USD 700	2.80862
4.80% Notes due April 15, 2014	USD	2,177,000	12557WGW5	USD 700	2.80862
5.10% Notes due April 15, 2014	USD	5,735,000	12557WGX8	USD 700	2.80862
5.00% Notes due May 13, 2014	EUR	463,405,000	XS0192461837	EUR 700	2.80862
5.25% Notes due May 15, 2014	USD	4,898,000	12557WHC8	USD 700	2.80862
5.80% Notes due May 15, 2014	USD	11,357,000	12557WHF1	USD 700	2.80862
5.70% Notes due June 15, 2014	USD	8,890,000	12557WHJ3	USD 700	2.80862
5.75% Notes due June 15, 2014	USD	10,815,000	12557WHM6	USD 700	2.80862
5.75% Notes due June 15, 2014	USD	1,930,000	12557WRU7	USD 700	2.80862
5.85% Notes due June 15, 2014	USD	1,593,000	12557WRX1	USD 700	2.80862
6.00% Notes due June 15, 2014	USD	10,892,000	12557WSA0	USD 700	2.80862
5.65% Notes due July 15, 2014	USD	8,504,000	12557WHQ7	USD 700	2.80862
5.30% Notes due July 15, 2014	USD	10,005,000	12557WHT1	USD 700	2.80862
5.20% Notes due August 15, 2014	USD	5,691,000	12557WHW4	USD 700	2.80862
5.30% Notes due August 15, 2014	USD	3,915,000	12557WHZ7	USD 700	2.80862
6.00% Notes due August 15, 2014	USD	2,555,000	12557WA27	USD 700	2.80862
6.00% Notes due August 15, 2014	USD	2,389,000	12557WA76	USD 700	2.80862
5.25% Notes due September 15, 2014	USD	16,332,000	12557WJC6	USD 700	2.80862
5.05% Notes due September 15, 2014	USD	17,112,000	12557WJF9	USD 700	2.80862
5.125% Notes due September 30, 2014	USD	638,267,000	125581AK4	USD 700	2.80862
4.90% Notes due October 15, 2014	USD	5,520,000	12557WJJ1	USD 700	2.80862
5.10% Notes due October 15, 2014	USD	13,944,000	12557WJM4	USD 700	2.80862
5.05% Notes due November 15, 2014	USD	7,238,000	12557WJQ5	USD 700	2.80862
5.50% Notes due December 1, 2014	GBP	480,000,000	XS0207079764	GBP 700	2.80862
5.125% Notes due December 15, 2014	USD	7,632,000	12557WJT9	USD 700	2.80862

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5.10% Notes due December 15, 2014	USD	18,101,000	12557WJW2	USD 700	2.80862
5.05% Notes due January 15, 2015	USD	6,302,000	12557WJZ5	USD 700	2.80862
5.00% Notes due February 1, 2015	USD	671,141,000	125581AR9	USD 700	2.80862
4.95% Notes due February 15, 2015	USD	6,678,000	12557WKC4	USD 700	2.80862
4.90% Notes due February 15, 2015	USD	6,848,000	12557WKF7	USD 700	2.80862
7.90% Notes due February 15, 2015	USD	24,329,000	12557WTD3	USD 700	2.80862
5.10% Notes due March 15, 2015	USD	12,247,000	12557WKJ9	USD 700	2.80862
5.05% Notes due March 15, 2015	USD	2,575,000	12557WKM2	USD 700	2.80862
4.25% Notes due March 17, 2015	EUR	412,500,000	XS0215269670	EUR 700	2.80862
5.375% Notes due April 15, 2015	USD	6,369,000	12557WKQ3	USD 700	2.80862
5.25% Notes due May 15, 2015	USD	15,954,000	12557WKT7	USD 700	2.80862
5.30% Notes due May 15, 2015	USD	27,090,000	12557WKW0	USD 700	2.80862
5.10% Notes due June 15, 2015	USD	14,930,000	12557WKZ3	USD 700	2.80862
5.05% Notes due June 15, 2015	USD	10,912,000	12557WLA7	USD 700	2.80862
5.20% Notes due June 15, 2015	USD	8,322,000	12557WLF6	USD 700	2.80862
5.30% Notes due August 15, 2015	USD	10,741,000	12557WLJ8	USD 700	2.80862
5.375% Notes due August 15, 2015	USD	15,892,000	12557WLM1	USD 700	2.80862
5.25% Notes due September 15, 2015	USD	11,241,000	12557WLQ2	USD 700	2.80862
5.10% Notes due September 15, 2015	USD	4,898,000	12557WLT6	USD 700	2.80862
5.50% Notes due November 15, 2015	USD	4,016,000	12557WLW9	USD 700	2.80862
5.80% Notes due November 15, 2015	USD	7,456,000	12557WLZ2	USD 700	2.80862
5.75% Notes due December 15, 2015	USD	8,155,000	12557WMC2	USD 700	2.80862
5.80% Notes due December 15, 2015	USD	12,621,000	12557WMF5	USD 700	2.80862
5.40% Notes due January 30, 2016	USD	604,263,000	125581AW8	USD 700	2.80862
5.85% Notes due March 15, 2016	USD	14,372,000	12557WMJ7	USD 700	2.80862

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Title of Old Notes to be Tendered	Outstanding		CUSIP/ISIN	Consideration per Principal Amount of Old Notes Tendered per 1000 USD Equivalent Number of Shares of New Preferred	
	Principal Amount	Amount		per 1000 Notional Principal Amount	per 1000 USD Equivalent Number of Shares of New Preferred
				of New Notes to be Issued	Stock to be Issued (1)
5.80% Notes due March 15, 2016	USD	11,705,000	12557WMM0	USD 700	2.80862
6.00% Notes due March 15, 2016	USD	69,046,000	12557WMQ1	USD 700	2.80862
5.88% Notes due April 15, 2016	USD	4,888,000	12557WMT5	USD 700	2.80862
6.05% Notes due May 15, 2016	USD	14,943,000	12557WMW8	USD 700	2.80862
6.15% Notes due May 15, 2016	USD	18,636,000	12557WMZ1	USD 700	2.80862
6.10% Notes due June 15, 2016	USD	15,478,000	12557WNC1	USD 700	2.80862
6.10% Notes due June 15, 2016	USD	17,660,000	12557WNF4	USD 700	2.80862
6.20% Notes due August 15, 2016	USD	37,135,000	12557WNJ6	USD 700	2.80862
6.13% Notes due August 15, 2016	USD	36,401,000	12557WNN7	USD 700	2.80862
5.85% Notes due September 15, 2016	USD	391,533,000	125581CS5	USD 700	2.80862
6.05% Notes due September 15, 2016	USD	31,772,000	12557WNS6	USD 700	2.80862
5.95% Notes due September 15, 2016	USD	11,219,000	12557WNW7	USD 700	2.80862
4.65% Notes due September 19, 2016	EUR	474,000,000	XS0268133799	EUR 700	2.80862
6.00% Notes due November 15, 2016	USD	29,155,000	12557WPA3	USD 700	2.80862
5.95% Notes due November 15, 2016	USD	13,264,000	12557WPE5	USD 700	2.80862
Floating Rate Notes due December 14, 2016	USD	34,452,000	12560PDK4	USD 700	2.80862
5.80% Notes due December 15, 2016	USD	35,842,000	12557WPI4	USD 700	2.80862
5.65% Notes due December 15, 2016	USD	8,701,000	12557WPN5	USD 700	2.80862
5.70% Notes due December 15, 2016	USD	9,571,000	12557WPS4	USD 700	2.80862
5.70% Notes due December 15, 2016	USD	9,817,000	12557WPW5	USD 700	2.80862
5.50% Notes due December 20, 2016	GBP	367,400,000	XS0278525992	GBP 700	2.80862
5.65% Notes due February 13, 2017	USD	548,087,000	125577AY2	USD 700	2.80862
5.85% Notes due February 15, 2017	USD	7,724,000	12557WQA2	USD 700	2.80862
5.95% Notes due February 15, 2017	USD	11,074,000	12557WQE4	USD 700	2.80862
5.85% Notes due February 15, 2017	USD	6,471,000	12557WQJ3	USD 700	2.80862
5.80% Notes due February 15, 2017	USD	7,792,000	12557WQN4	USD 700	2.80862
Floating Rate Notes due March 15, 2017	USD	50,000,000	12560PDR9	USD 700	2.80862
5.75% Notes due March 15, 2017	USD	6,741,000	12557WQS3	USD 700	2.80862
5.75% Notes due March 15, 2017	USD	13,498,000	12557WQW4	USD 700	2.80862
5.70% Notes due March 15, 2017	USD	9,533,000	12557WRA1	USD 700	2.80862
5.65% Notes due March 15, 2017	USD	5,935,000	12557WRE3	USD 700	2.80862
5.75% Notes due March 15, 2017	USD	10,298,000	12557WRJ2	USD 700	2.80862
5.75% Notes due May 15, 2017	USD	2,708,000	12557WRL7	USD 700	2.80862
5.80% Notes due May 15, 2017	USD	3,779,000	12557WRN3	USD 700	2.80862
5.80% Notes due May 15, 2017	USD	5,038,000	12557WRQ6	USD 700	2.80862
6.00% Notes due June 15, 2017	USD	23,842,000	12557WRS2	USD 700	2.80862

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6.00% Notes due June 15, 2017	USD	8,205,000	12557WRV5	USD 700	2.80862
6.10% Notes due June 15, 2017	USD	6,648,000	12557WRY9	USD 700	2.80862
6.25% Notes due June 15, 2017	USD	10,535,000	12557WSB8	USD 700	2.80862
6.25% Notes due August 15, 2017	USD	1,190,000	12557WA35	USD 700	2.80862
6.25% Notes due November 15, 2017	USD	8,958,000	12557WB42	USD 700	2.80862
6.25% Notes due November 15, 2017	USD	11,778,000	12557WB75	USD 700	2.80862
6.25% Notes due November 15, 2017	USD	6,339,000	12557WC25	USD 700	2.80862
6.40% Notes due November 15, 2017	USD	3,404,000	12557WC58	USD 700	2.80862
6.50% Notes due November 15, 2017	USD	2,197,000	12557WC90	USD 700	2.80862
10-Year Forward Rate Bias Notes due December 11, 2017	USD	500,000,000	N/A	USD 700	2.80862
6.50% Notes due December 15, 2017	USD	556,000	12557WSG7	USD 700	2.80862
7.50% Notes due December 15, 2017	USD	24,275,000	12557WSL6	USD 700	2.80862
7.75% Notes due December 15, 2017	USD	14,936,000	12557WSP7	USD 700	2.80862
7.80% Notes due December 15, 2017	USD	8,731,000	12557WST9	USD 700	2.80862
5.80% Senior Notes due October 1, 2036	USD	316,015,000	12560PFP1	USD 700	2.80862
12.00% Subordinated Notes due December 18, 2018	USD	1,117,448,000	125581FS2	USD 0	7.54816
12.00% Subordinated Notes due December 18, 2018	USD	31,559,000	U17186AF1	USD 0	7.54816
6.10% Junior Subordinated Notes due March 15, 2067	USD	750,000,000	125577AX4	USD 0	1.75539
6.25% Notes due August 15, 2021	USD	43,204,000	12557WNP2	USD 700	2.80862
6.35% Notes due August 15, 2021	USD	19,139,000	12557WNK3	USD 700	2.80862

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Title of Old Notes to be Tendered	Outstanding Principal Amount	CUSIP/ISIN	Consideration per Principal Amount of Old Notes Tendered per 1000	
			per 1000 Notional Principal Amount	USD Equivalent Number of Shares of New Preferred
			of New Notes to be Issued	Stock to be Issued (1)
6.15% Notes due September 15, 2021	USD 27,174,000	12557WNX5	USD 700	2.80862
6.25% Notes due September 15, 2021	USD 38,817,000	12557WNT4	USD 700	2.80862
6.10% Notes due November 15, 2021	USD 63,647,000	12557WPF2	USD 700	2.80862
6.25% Notes due November 15, 2021	USD 35,172,000	12557WPB1	USD 700	2.80862
5.85% Notes due December 15, 2021	USD 14,529,000	12557WPP0	USD 700	2.80862
5.875% Notes due December 15, 2021	USD 18,181,000	12557WPT2	USD 700	2.80862
5.90% Notes due December 15, 2021	USD 18,463,000	12557WPX3	USD 700	2.80862
6.00% Notes due December 15, 2021	USD 58,477,000	12557WPK1	USD 700	2.80862
5.95% Notes due February 15, 2022	USD 12,325,000	12557WQP9	USD 700	2.80862
6.00% Notes due February 15, 2022	USD 47,741,000	12557WQB0	USD 700	2.80862
6.00% Notes due February 15, 2022	USD 36,570,000	12557WQK0	USD 700	2.80862
6.05% Notes due February 15, 2022	USD 24,258,000	12557WQF1	USD 700	2.80862
5.85% Notes due March 15, 2022	USD 12,016,000	12557WQX2	USD 700	2.80862
5.85% Notes due March 15, 2022	USD 15,025,000	12557WRB9	USD 700	2.80862
5.85% Notes due March 15, 2022	USD 19,227,000	12557WRF0	USD 700	2.80862
5.90% Notes due March 15, 2022	USD 8,296,000	12557WQT1	USD 700	2.80862
5.95% Notes due March 15, 2022	USD 27,181,000	12557WRK9	USD 700	2.80862
6.00% Notes due May 15, 2022	USD 13,726,000	12557WRM5	USD 700	2.80862
6.00% Notes due May 15, 2022	USD 18,355,000	12557WRP8	USD 700	2.80862
6.00% Notes due May 15, 2022	USD 11,441,000	12557WRR4	USD 700	2.80862
6.15% Notes due June 15, 2022	USD 30,302,000	12557WRT0	USD 700	2.80862
6.20% Notes due June 15, 2022	USD 6,819,000	12557WRW3	USD 700	2.80862
6.25% Notes due June 15, 2022	USD 4,611,000	12557WRZ6	USD 700	2.80862
6.50% Notes due June 15, 2022	USD 15,028,000	12557WSC6	USD 700	2.80862
6.50% Notes due August 15, 2022	USD 1,457,000	12557WA43	USD 700	2.80862
6.50% Notes due August 15, 2022	USD 397,000	12557WA84	USD 700	2.80862
6.70% Notes due November 15, 2022	USD 1,930,000	12557WC66	USD 700	2.80862
6.75% Notes due November 15, 2022	USD 2,609,000	12557WSD4	USD 700	2.80862
6.75% Notes due December 15, 2022	USD 676,000	12557WSH5	USD 700	2.80862
6.00% Notes due April 1, 2036	USD 309,021,000	125581AY4	USD 700	2.80862
			JPY	
2.83% Notes due April 2, 2036	JPY 20,000,000	XS0249719534	700(2)	2.80862

(1) The New Preferred Stock will have a liquidation

preference per
share of \$1,400
and be entitled
to 58.6 votes per
share on all
matters
presented to the
Corporation's
stockholders for
a vote.

Assuming the
exchange of
100% of the Old
Notes for the
New Notes and
the New
Preferred Stock,
the New
Preferred Stock
issued will
consist of
approximately
68.3 million
shares having an
aggregate
liquidation
preference of
approximately
\$95.6 billion
and representing
approximately
91.1% of the
aggregate voting
power of the
Corporation's
capital stock
generally
entitled to vote
on matters
presented to the
Corporation's
stockholders.

(2) Holders
will receive
the
U.S. dollar
value of
the stated
amount.

Table of Contents**Delaware Funding Outstanding Notes**

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

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

The Corporation is offering the Series A Notes and/or the New Preferred Stock for exchange with its existing security holders exclusively and solely for outstanding securities of the Corporation. Delaware Funding is offering the Series B Notes for exchange with its existing security holders exclusively and solely for outstanding securities of Delaware Funding. In addition, the Old Notes that will be exchanged in the Exchange Offers for New Notes are guaranteed by the same guarantors as the New Notes. Accordingly, the Exchange Offers are exempt from registration under the Securities Act of 1933, as amended (the Securities Act), pursuant to the provisions of Section 3(a)(9) thereof.

The solicitation of acceptances from holders of Old Notes of the Plan is being made in reliance on an exemption from the registration requirements of the Securities Act afforded by Section 3(a)(9) thereof and the Applicants expect that any issuance of the New Notes and related guarantees under the Plan will be exempt from registration under the Securities Act by reason of the applicability of Bankruptcy Code Section 1145(a).

No sales of securities of the same class as the New Notes or the guarantees have been or are to be made by any Applicant or by or through an underwriter at or about the same time as the Exchange Offers or solicitation of acceptances of the Plan for which the exemption is claimed. No consideration has been, or is to be given, directly or indirectly, to any person in connection with the transaction, except for the customary payments to be made in respect of preparation, printing, and mailing of the Offering Memorandum and related documents and the engagement of Financial Balloting Group LLC as Exchange Agent and Voting Agent and D.F. King & Co. as Information Agent for the Exchange Offers and the Plan. No holder of the outstanding securities has made or will be requested to make any cash payment to any Applicant in connection with the Exchange Offers or solicitation of acceptances of the Plan.

AFFILIATIONS**3. Affiliates.**

The following is a list of entities that may be deemed affiliates of each of the Applicants as of the date of this Application. If the Plan is consummated, then, except with respect to any new affiliates that may result from effectuating the Plan with the persons who are then holders of the Old Notes, the affiliations described in this Item 3 remain the same. The voting securities of each of these entities are owned 100% by its immediate parent unless otherwise indicated. Where an immediate parent owns less than 100% of the stock of its subsidiary, the remainder of the stock is owned by unaffiliated third parties, unless otherwise indicated.

Name Of Company	Jurisdiction of Organization
1143986 Ontario Limited (67)	Can-Ont
1243029 Ontario Inc. (67)	Can-Ont
1244771 Ontario Limited (86)	Can-Ont
1309673 Ontario Limited (69)	Can-Ont
1641964 Ontario Limited (67)	Can-Ont
3068234 Canada Inc. (71)	Canada
3918041 Canada Inc. (67)	Canada

505 CLO I Ltd. (25)	Cayman Islands
505 CLO II Ltd. (25)	Cayman Islands
505 CLO III Ltd. (25)	Cayman Islands
505 CLO IV Ltd. (25)	Cayman Islands
544211 Alberta Ltd. (67)	Can-Alb
555565 Alberta Ltd. (67)	Can-Alb
555566 Alberta Ltd. (67)	Can-Alb
991102 Alberta Ltd. (67)	Can-Alb
991122 Alberta Ltd. (81)	Can-Alb
Adams Capital Limited (75)	Barbados
Aireal Technologies of Harrisburg, LLC (105)	U.S.-DE
AlphaGen Power LLC (33)	U.S.-DE
Arrendadora Capita Corporation, S.A. de C.V. (93)	Mexico
ATMOR Properties Inc. (102)	U.S.-DE
Avion Capital Limited (62)	Ireland
Baffin Shipping Co., Inc. (20)	U.S.-DE
Balfour Capital Inc. (77)	Canada
Banco Commercial Investment Trust do Brasil S.A. Banco Múltiplo (89)	Brazil
Barrow Capital Limited (75)	Barbados
Broad River OL-1 LLC (114)	U.S.-DE

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Name Of Company	Jurisdiction of Organization
Broad River OL-2 LLC (117)	U.S.-DE
Broad River OL-3 LLC (120)	U.S.-DE
Broad River OL-4 LLC (123)	U.S.-DE
BRSP, LLC (105)	U.S.-DE
BRT Colt LLC (105)	U.S.-DE
Bunga Bebaru, Ltd. (20)	Bermuda
C.I.T. Foreign Sales Corporation One, Ltd. (37)	Barbados
C.I.T. Leasing Corporation (23)	U.S.-DE
Canadian Income Partners I LP (78)	Can-Alb
Canadian Income Partners II LP (79)	Can-Alb
Canadian Income Partners III LP (80)	Can-Alb
Capita Canadian Trust (1)	Canada
Capita Colombia Holdings Corp. (89)	U.S.-DE
Capita Corporation (83)	U.S.-DE
Capita Funding de Mexico, S.A. de C.V. (93)	Mexico
Capita International L.L.C. (89)	U.S.-DE
Capita Preferred Trust (1)	U.S.-DE
Capita Premium Corporation (89)	U.S.-DE
Capita Servicios S.A. de C.V. (94)	Mexico
Capital Partners Fund I (68)	Can-Ont
Capital Syndication Corporation (89)	U.S.-DE
CCG Trust Corporation (76)	Barbados
Centennial Aviation (Bermuda), Ltd. I (39)	Bermuda
Centennial Aviation (France) 1, Sarl (39)	France
Centennial Aviation (France) 2, Sarl (39)	France
Centennial Aviation (Ireland) 1, Limited (46)	Ireland
Centennial Aviation (Ireland) 6, Limited (46)	Ireland
Centennial Aviation (Ireland) 7, Ltd. (46)	Ireland
CFHE Funding Company LLC (11)	U.S.-DE
Chessman S.a.r.l. (1)	Luxembourg
CIT (France) S.A. (50)	France
CIT (France) SAS (51)	France
CIT (PL) Limited (58)	U.K.
CIT (UK) Unit Investment Holdings LLC (105)	U.S.-DE
CIT Aerospace (Australia) Pty Ltd. (52)	Australia
CIT Aerospace Asia Pte Ltd. (46)	Singapore
CIT Aerospace International (45)	Ireland
CIT Aerospace International (Aruba) A.V.V. (46)	Aruba
CIT Aerospace International (Australia) Pty Ltd. (46)	Australia
CIT Aerospace International Leasing II (46)	Ireland
CIT Aerospace Sweden AB (46)	Sweden
CIT Aerospace, Belgium Sprl (46)	Belgium
CIT Asset Finance (UK) Limited (57)	U.K.
CIT Asset Management LLC (103)	U.S.-DE
CIT Aviation Finance I (France) Sarl (47)	France
CIT Aviation Finance I (Ireland) Limited (47)	Ireland

CIT Aviation Finance I (UK) Ltd. (47)	U.K.
CIT Aviation Finance I Ltd. (44)	Bermuda
CIT Aviation Finance II (France) Sarl (48)	France
CIT Aviation Finance II (Ireland) Limited (48)	Ireland
CIT Aviation Finance II (UK) Ltd. (48)	U.K.
CIT Aviation Finance II Ltd. (44)	Bermuda
CIT Aviation Note Purchasing Ltd. (43)	Bermuda
CIT Bank (1)	U.S.-UT
CIT Bank Limited (9)	U.K.
CIT Blue Water Haas Drive, LLC (102)	U.S.-MI
CIT Brisk Winds Aircraft Leasing, Limited (63)	Ireland
CIT Broad River LLC (105)	U.S.-DE
CIT Business Credit Canada Inc. (67)	Canada
CIT Canada Equip REC Trust (1)	Canada
CIT Canada Funding ULC (67)	Can-Alb
CIT Canadian Funding Trust (1)	Canada
CIT Capita Colombia S.A Compañía de Financiamiento Comercial (93)	Colombia
CIT Capital Aviation (UK) Limited (46)	U.K.
CIT Capital Finance (Ireland) Limited (39)	Ireland
CIT Capital Finance (UK) Limited (55)	U.K.
CIT Capital Funding Inc. (20)	U.S.-DE

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

CIT Financial II (Barbados) Srl (64)	Barbados
CIT Financial Ltd. (66)	Can-Ont
CIT Financial Ltd. of Puerto Rico (91)	U.S.-DE
CIT Financial USA, Inc. (89)	U.S.-DE
CIT FSC Eight, Ltd. (39)	Bermuda
CIT FSC Eighteen, Ltd. (20)	Bermuda
CIT FSC Four, Ltd. (37)	Bermuda
CIT FSC Nine, Ltd. (37)	Bermuda
CIT FSC Nineteen, Ltd. (20)	Bermuda
CIT FSC Six, Ltd. (39)	Bermuda
CIT FSC Sixteen, Ltd. (20)	Bermuda
CIT FSC Ten, Ltd. (37)	Bermuda
CIT FSC Thirty, Ltd. (37)	Bermuda
CIT FSC Three, Ltd. (37)	Bermuda
CIT FSC Twelve, Ltd. (20)	Bermuda
CIT FSC Twenty, Ltd. (39)	Bermuda
CIT FSC Twenty-Eight, Ltd. (37)	Bermuda
CIT FSC Twenty-Five, Ltd. (37)	Bermuda
CIT FSC Twenty-Four, Ltd. (37)	Bermuda
CIT FSC Twenty-Nine, Ltd. (37)	Bermuda
CIT FSC Twenty-One, Ltd. (37)	Bermuda

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Name Of Company	Jurisdiction of Organization
CIT FSC Twenty-Seven, Ltd. (37)	Bermuda
CIT FSC Twenty-Six, Ltd. (37)	Bermuda
CIT FSC Twenty-Three, Ltd. (37)	Bermuda
CIT FSC Twenty-Two, Ltd. (37)	Bermuda
CIT FSC Two, Ltd. (37)	Bermuda
CIT Funding (Barbados) Srl (45)	Barbados
CIT Funding (Ireland) Limited	Ireland
CIT Funding (Nederland) B.V. (45)	Netherlands
CIT Funding Company II, LLC (97)	U.S.-DE
CIT Funding Company III, LLC (97)	U.S.-DE
CIT Funding Company IV, LLC (95)	U.S.-DE
CIT Funding Company V, LLC (97)	U.S.-DE
CIT Funding Company VI, LLC (20)	U.S.-DE
CIT Funding Company VII, LLC (20)	U.S.-DE
CIT Funding Company VIII, LLC (97)	U.S.-DE
CIT Funding Company, LLC (97)	U.S.-DE
CIT Funding Pty Limited (52)	Australia
CIT Funds LLC (105)	U.S.-DE
CIT Global Vendor Services S.A. (92)	Colombia
CIT Group (Australia) Limited (50)	Australia
CIT Group (Austria) GmbH (50)	Austria
CIT Group (Belgium) NV (50)	Belgium
CIT Group (Germany) GmbH (14)	Germany
CIT Group (Hungary) Ltd. (1)	Hungary
CIT Group (Nederland) B.V. (54)	Netherlands
CIT Group (New Zealand) Limited (1)	New Zealand
CIT Group (NFL) Limited (55)	U.K.
CIT Group (NJ) LLC (1)	U.S.-DE
CIT Group (Nordic) AB (50)	Sweden
CIT Group (Portugal) Renting, Lda. (61)	Portugal
CIT Group (Singapore) Pte Ltd. (50)	Singapore
CIT Group (Switzerland) AG (50)	Switzerland
CIT Group (Taiwan) Limited (1)	Taiwan
CIT Group (UK) Funding Public Limited Company (55)	U.K.
CIT Group (UK) Limited (55)	U.K.
CIT Group (UK) Property Limited (55)	U.K.
CIT Group (UK) Services Limited (56)	U.K.
CIT Group (UK) Vendor Services Limited (55)	U.K.
CIT Group Beteiligungs (Germany) AG (50)	Germany
CIT Group Capital Finance (Singapore) Pte Ltd. (39)	Singapore
CIT Group Finance (Ireland) (18)	Ireland
CIT Group Financial (Ireland) Limited (19)	Ireland
CIT Group Funding Company of Delaware LLC (39)	U.S.-DE
CIT Group Holding (Germany) GmbH (54)	Germany
CIT Group Holdings (UK) Limited (54)	U.K.
CIT Group Holdings BV (50)	Netherlands

CIT Group Italy S.p.A. (54)	Italy
CIT Group Location (France) SAS (54)	France
CIT Group Securities (Canada) Inc. (70)	Can-Ont
CIT Group SF Holding Co., Inc. (1)	U.S.-DE
CIT Healthcare LLC (20)	U.S.-DE
CIT Holdings (Barbados) Srl (64)	Barbados
CIT Holdings (Ireland) Limited (50)	Ireland
CIT Holdings (No. 2) Ireland (1)	Ireland
CIT Holdings B.V. (49)	Netherlands
CIT Holdings Canada ULC (43)	Can-Alb
CIT Holdings, LLC (39)	U.S.-DE
CIT Home Lending Securitization Company, LLC (11)	U.S.-DE
CIT Industrial Finance (UK) Limited (58)	U.K.
CIT Industrie Bank (Germany) GmbH (9)	Germany
CIT Industrie Leasing (Germany) GmbH (10)	Germany
CIT Insurance Agency, Inc. (1)	U.S.-DE
CIT International (Malaysia) Sdn. Bhd. (59)	Malaysia
CIT Lease Holdings Limited (55)	U.K.
CIT Leasing (Bermuda) Ltd. (46)	Bermuda
CIT Leasing (Germany) GmbH (60)	Germany
CIT Leasing Chile Ltda. (89)	Chile

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Name Of Company	Jurisdiction of Organization
CIT Leasing De Argentina Srl (90)	Argentina
CIT Lending Services Corporation (89)	U.S.-DE
CIT Lending Services Corporation (Illinois) (20)	U.S.-DE
CIT Loan Corporation (1)	U.S.-DE
CIT Lodi LLC (105)	U.S.-DE
CIT Luxembourg Cobblestone Leasing S.a.r.l. (14)	Luxembourg
CIT Luxembourg S.a.r.l. (15)	Luxembourg
CIT Malaysia One, Inc. (46)	Malaysia (Labuan)
CIT Malaysia Two, Inc. (39)	Malaysia (Labuan)
CIT Marquis Williamsburg RE Holding LLC (102)	U.S.-DE
CIT Mezzanine Partners of Canada Limited (67)	Canada
CIT Middle Market Funding Company, LLC (113)	U.S.-DE
CIT Middle Market Holdings, LLC (102)	U.S.-DE
CIT Middle Market Loan Partnership Trust I (trust) (27)	U.S.-DE
CIT Middle Market Loan Partnership Trust II (trust) (26)	U.S.-DE
CIT Middle Market Loan Partnership Trust III (trust) (28)	U.S.-DE
CIT Middle Market Loan Trust I (trust) (30)	U.S.-DE
CIT Middle Market Loan Trust II (trust) (29)	U.S.-DE
CIT Middle Market Loan Trust III (trust) (31)	U.S.-DE
CIT Millbury Inc. (105)	U.S.-DE
CIT Peakers LLC (91)	U.S.-DE
CIT Programme Management (UK) Limited (58)	U.K.
CIT Project Finance CBO I, LLC (107)	U.S.-DE
CIT Project Finance Manager, L.L.C. (105)	U.S.-DE
CIT Project Finance, L.L.C. (106)	U.S.-DE
CIT Rail Leasing Trust I (1)	U.S.-DE
CIT Real Estate Holding Corporation (20)	U.S.-DE
CIT Realty LLC (20)	U.S.-DE
CIT SBL 2008-1, Ltd. (100)	Cayman Islands
CIT SBL Holdings, Ltd. (89)	Cayman Islands
CIT SBL Property Holdings Corporation (101)	U.S.-DE
CIT SLX Issuer Holdings, Ltd. (7)	Cayman Islands
CIT SLX Residual Holdings, Ltd. (6)	Cayman Islands
CIT Small Business Lending Corporation (89)	U.S.-DE
CIT Small Business Loan Trust 2008-1 (trust) (101)	U.S.-DE
CIT Subordinated Debt Fund (II) Limited (82)	Canada
CIT Subordinated Debt Fund (III) Limited (82)	Canada
CIT Technologies Corporation (102)	U.S.-MI
CIT Technology Finance (Germany) GmbH (58)	Germany
CIT Technology Financing Services I LLC (103)	U.S.-DE
CIT Technology Financing Services II LLC (103)	U.S.-DE
CIT Technology Financing Services, Inc. (102)	U.S.-MA
CIT Transportation Holdings B.V. (42)	Netherlands
CIT Vendor Finance (UK) Limited (55)	U.K.
CIT Vendor Finance Japan K.K. (1)	Japan
CIT Vendor Finance Trust 2009 (97)	U.S.-DE

CLM VII LLC (105)	U.S.-DE
CLM VIII LLC (105)	U.S.-DE
CMS Funding Company LLC (37)	U.S.-DE
Corporacion Financiera Atlas, S.A. (24)	Mexico
Cummins Capital Limited (75)	Barbados
Dell Financial Services Canada Limited (67)	Can-Ont
Durham Capital Limited (75)	Barbados
Edgeview Partners LLC (20)	U.S.-NC
Education Fund RSC IV (1)	U.S.
Education Funding Capital I, LLC (3)	U.S.-DE
Education Funding Capital Trust II (4)	U.S.-DE
Education Funding Capital Trust III (4)	U.S.-DE
Education Funding Capital Trust IV (4)	U.S.-DE
Education Funding Resources II, LLC (3)	U.S.-DE
Education Funding Resources III, LLC (6)	U.S.-DE
Education Funding Resources, LLC (5)	U.S.-DE
Education Lending Services, Inc. (2)	U.S.-DE
Education Loan Servicing Corporation (2)	U.S.-DE
Emerald Funding (Netherlands) C.V. (41)	Netherlands
Emerald Funding (No. 2) C.V. (41)	Netherlands
Emerald Funding (No. 3) C.V. (41)	Netherlands

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Name Of Company	Jurisdiction of Organization
Emerald Holdings C.V. (40)	Netherlands
Equipment Acceptance Corporation (12)	U.S.-DE
Equipment Protection Services (Europe) Limited (1)	Ireland
Equipment Rental Billing Services Pty Ltd. (52)	Australia
ERF Leasing Limited (56)	U.K.
Erie Capital Limited (75)	Barbados
Essex Capital Limited (75)	Barbados
FH Transaction Corp. (36)	U.S.-DE
Flex Asset Management Corporation (34)	U.S.-DE
Flex Holdings, LLC (35)	U.S.-DE
Flex Leasing Corporation (20)	U.S.-DE
Flex Leasing I, LLC (36)	U.S.-DE
Flex Leasing II, LLC (34)	U.S.-DE
Flex Mexico Corp. (34)	U.S.-DE
Flugzeug Limited (19)	Ireland
Franchise Portfolio 1, Inc. (20)	U.S.-DE
Franchise Portfolio 2, Inc. (20)	U.S.-DE
Frontenac Capital Limited (75)	Barbados
GFSC Aircraft Acquisition Financing Corporation (1)	U.S.-DE
Graybar Financial Services, LLC (104)	U.S.-DE
Grey Capital Limited (75)	Barbados
Groupe Financier Laplante (1997) Inc. (71)	Canada
Hastings Transition Company, Inc. (102)	U.S.-DE
Highlands Insurance Company Limited (96)	Barbados
HNZF Pty Limited (17)	New Zealand
Hudson Shipping Co., Inc. (1)	U.S.-DE
Hunter Leasing Limited (52)	Australia
Image Financial Services Inc. (72)	Canada
Ironbridge Capital Limited (75)	Barbados
Jam Funding Corp. (97)	U.S.-DE
Memphis Peaking Power LLC (105)	U.S.-DE
Millenium Leasing Company I, LLC (105)	U.S.-DE
Millennium Leasing Company II LLC (112)	U.S.-DE
Montana OL1 LLC (109)	U.S.-DE
Montana OP1 LLC (108)	U.S.-DE
Montana OPCM1A LLC (105)	U.S.-DE
Montana OPCM1B LLC (105)	U.S.-DE
MultiGen LLC (32)	U.S.-DE
Namekeepers LLC (20)	U.S.-DE
NCT Capital Inc. (83)	U.S.-DE
NCT Receivables LLC (102)	U.S.-DE
New Broad River, LLC (110)	U.S.-DE
New Creditcorp SPC LLC (88)	U.S.-DE
Newcourt Common Holdings LLC (105)	U.S.-DE
Newcourt Financial (Australia) Pty Limited (53)	Australia
Newcourt Financial CIS, LLC (1)	Russia

Newcourt Financial España S.A. (54)	Spain
Newcourt Financial Polska Sp. zo.o (1)	Poland
Nobrega Gas Storage LLC (87)	U.S.-DE
North American Exchange, Inc. (1)	U.S.-DE
North Romeo Storage Corporation (83)	U.S.-DE
Owner-Operator Finance Company (97)	U.S.-DE
Pasadena Owner Participant LP (85)	U.S.-DE
RockGen OL-1 LLC (115)	U.S.-DE
RockGen OL-2 LLC (118)	U.S.-DE
RockGen OL-3 LLC (121)	U.S.-DE
RockGen OL-4 LLC (124)	U.S.-DE
SBR OP-1, LLC (105)	U.S.-DE
SBR OP-2, LLC (105)	U.S.-DE
SBR OP-3, LLC (105)	U.S.-DE
SBR OP-4, LLC (105)	U.S.-DE
SE Holdco Inc. (67)	Can-Ont
Snap-On Credit LLC (84)	U.S.-DE
South Point OL-1 LLC (116)	U.S.-DE
South Point OL-2 LLC (119)	U.S.-DE
South Point OL-3 LLC (122)	U.S.-DE
South Point OL-4 LLC (125)	U.S.-DE

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

The CIT Group/Securities Investment, Inc. (20)	U.S.-DE
The CIT Group/Venture Capital, Inc. (13)	U.S.-NJ
The Equipment Insurance Company (89)	U.S.-VT
Torontosudden Limited (67)	U.K.
Waste to Energy II LLC (111)	U.S.-DE
Wellington Capital Corporation (74)	Barbados
Western Star Finance, Inc. (83)	U.S.-DE
Worrell Capital Limited (67)	Barbados
Xerox Leasing de Mexico S.R.L. de C.V. (73)	Mexico

- (1) Owned by CIT Group Inc.
- (2) Owned by Student Loan Xpress, Inc.
- (3) Owned by Education Lending Services, Inc.
- (4) Owned by Education Funding Capital I, LLC
- (5) Owned by CIT Bank
- (6) Owned by Education Funding Resources, LLC
- (7) Owned by CIT SLX Residual Holdings, Ltd.

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- (8) Owned by CIT
SLX Issuer
Holdings, Ltd.
- (9) Owned by CIT
Group SF Holding
Co., Inc.
- (10) Owned by CIT
Industrie Bank
(Germany) GmbH
- (11) Owned by CIT
Loan Corporation
- (12) Owned by The CIT
Group/Capital
Finance, Inc.
- (13) Owned by The CIT
Group/Equity
Investments, Inc.
- (14) Owned by
Chessman S.a.r.l.
- (15) Joint venture that is
33% owned by
Chessman S.a.r.l.
- (16) Owned by CIT
Luxembourg
Cobblestone
Leasing S.a.r.l.
- (17) Owned by CIT
Group (New
Zealand) Limited
- (18) Owned by CIT
Holdings (No. 2)
Ireland
- (19) Owned by CIT
Group Finance
(Ireland)
- (20) Owned by The CIT
Group/Equipment

Financing, Inc.

- (21) Owned by The CIT Group/Business Credit, Inc.
- (22) Joint venture that is 75% owned by The CIT Group/Equipment Financing, Inc. and managed by Sovereign
- (23) Owned 49% by The CIT Group/Equipment Financing, Inc. and 51% by The CIT Group/Commercial Services, Inc.
- (24) Joint venture that is 30% owned by The CIT Group/Equipment Financing, Inc.
- (25) 100% preferred shares owned by CIT CLO Holdings, Ltd. and 100% common shares held by Cayman charity
- (26) Owned 99.97% by 505 CLO IV Ltd. and 0.03% by CIT CLO Holdings, Ltd.
- (27) Owned 99.97% by 505 CLO III Ltd. and 0.03% by CIT CLO Holdings, Ltd.
- (28) Owned 99.97% by 505 CLO II Ltd. and 0.03% by CIT CLO Holdings, Ltd.

(29) Owned by CIT
Middle Market
Loan Partnership
Trust II

(30) Owned by CIT
Middle Market
Loan Partnership
Trust I

(31) Owned by CIT
Middle Market
Loan Partnership
Trust III

(32) Owned by CIT
Capital Funding
Inc.

(33) Owned by
MultiGen LLC

(34) Owned by Flex
Leasing
Corporation

(35) 72.3% owned by
Flex Leasing
Corporation

(36) Owned by Flex
Holdings, LLC

(37) Owned by The CIT
Group/Commercial
Services, Inc.

(38) Owned by CIT
Cayman Blue
Lagoon Leasing,
Ltd.

(39) Owned by C.I.T.
Leasing
Corporation

(40) 99% partnership
interest owned by
C.I.T. Leasing
Corporation

- (41) 99% partnership interest owned by Emerald Holdings C.V.
- (42) 100% beneficial interest owned by Emerald Funding (No. 3) C.V. Legal title held by C.I.T. Leasing Corporation
- (43) Owned by CIT Transportation Holdings B.V.
- (44) 10% owned by CIT Transportation Holdings B.V.
- (45) Owned by CIT Holdings Canada ULC
- (46) Owned by CIT Aerospace International
- (47) Owned by CIT Aviation Finance I Ltd.
- (48) Owned by CIT Aviation Finance II Ltd.
- (49) 100% beneficial interest owned by Emerald Funding (Netherlands) C.V. Legal title held by C.I.T. Leasing Corporation
- (50) Owned by CIT Holdings B.V.
- (51) Owned by CIT (France) S.A.

- (52) Owned by CIT
Group (Australia)
Limited
- (53) Owned by Hunter
Leasing Limited
- (54) Owned by CIT
Group Holdings
BV.
- (55) Owned by CIT
Group Holdings
(UK) Limited
- (56) Owned by CIT
Group
(UK) Limited
- (57) Owned by CIT
Vendor Finance
(UK) Limited

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- (58) Owned by CIT
Equipment
Finance
(UK) Limited
- (59) Owned by CIT
Group
(Singapore) Pte
Ltd.
- (60) Owned by CIT
Group Holding
(Germany)
GmbH
- (61) Owned by CIT
Group
(Nederland) B.V.
- (62) Owned by CIT
Holdings
(Ireland) Limited
- (63) Owned by CIT
Emerald Isle
Leasing, Limited
- (64) Owned by CIT
Holdings, LLC
- (65) Owned by CIT
Holdings
(Barbados) SRL
- (66) Owned by CIT
Financial
(Barbados) Srl
- (67) Owned by CIT
Financial Ltd.
- (68) 99% owned by
CIT Financial
Ltd. and 1%
owned by the
general partner of
1243029 Ontario
Inc.

- (69) Owned by
Capital Partners
Fund I. Shares
held by 1243029
Ontario Inc. on
behalf of Capital
Partners Fund I
- (70) 63.5% owned by
CIT Financial
Ltd.
- (71) Joint venture that
is 50% owned by
CIT Financial
Ltd.
- (72) 50% owned by
CIT Financial
Ltd.
- (73) 55% owned by
Arrendadora
Capita
Corporation, S.A.
de C.V.
- (74) Owned by
Worrell Capital
Limited
- (75) Owned by CIT
Group Securities
(Canada) Inc.
- (76) Owned by
Adams Capital
Limited
- (77) 40% equity
interest owned by
3918041 Canada
Inc.
- (78) Owned by
544211 Alberta
Ltd.
- (79) Owned by
555565 Alberta
Ltd.

- (80) Owned by
555566 Alberta
Ltd.
- (81) Owned by
991102 Alberta
Ltd.
- (82) 0.01% owned by
CIT Mezzanine
Partners of
Canada Limited
- (83) Owned by CIT
Credit Group
USA Inc.
- (84) Joint venture that
is 50% Owned by
CIT Credit Group
USA Inc.
- (85) Owned by NCT
Capital Inc.
- (86) Owned by North
Romeo Storage
Corporation
- (87) Owned by
1244771 Ontario
Limited
- (88) Owned by
Snap-On Credit
LLC
- (89) Owned by Capita
Corporation
- (90) 90% owned by
Capita
Corporation and
10% owned by
CIT Financial
USA, Inc.
- (91) Owned by CIT
Communications
Finance

Corporation

- (92) Owned by Capita Colombia Holdings Corp.
- (93) Owned by Capita International L.L.C.
- (94) Owned by Arrendadora Capita Corporation, S.A. de C.V.
- (95) Owned by CIT Small Business Lending Corporation
- (96) Owned by The Equipment Insurance Company
- (97) Owned by CIT Financial USA, Inc.
- (98) Owned and managed by Sovereign Ventures NNN, LLC
- (99) Owned by CIT Funding Company VIII, LLC
- (100) 100% preferred shares held by CIT SBL Holdings, Ltd. and 100% ordinary shares held by Cayman charity

(101)

Owned by CIT
SBL 2008-1, Ltd.

(102) Owned by CIT
Lending Services
Corporation

(103) Owned by CIT
Technology
Financing
Services, Inc.

(104) Joint venture that
is 75% owned by
CIT Technology
Financing
Services, Inc.

(105) Owned by CIT
Capital USA Inc.

(106) Joint venture that
is 33% owned by
CIT Project
Finance
Manager, L.L.C.

(107) Owned by CIT
Project Finance,
L.L.C

(108) Owned by
Montana
OPCM1A LLC

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- (109) Owned by
Montana OP1
LLC
- (110) Joint venture
that is 50%
owned by CIT
Broad River
LLC
- (111) Joint venture
that is 50%
owned by CIT
Millbury Inc.
- (112) Owned by
Millenium
Leasing
Company I,
LLC
- (113) Owned by CIT
Middle Market
Holdings, LLC
- (114) Owned by SBR
OP-1, LLC
- (115) Owned by
Broad River
OL-1 LLC
- (116) Owned by
RockGen OL-1
LLC
- (117) Owned by SBR
OP-2, LLC
- (118) Owned by
Broad River
OL-2 LLC
- (119) Owned by
RockGen OL-2
LLC
- (120) Owned by SBR
OP-3, LLC

- (121) Owned by
Broad River
OL-3 LLC
- (122) Owned by
RockGen OL-3
LLC
- (123) Owned by SBR
OP-4, LLC
- (124) Owned by
Broad River
OL-4 LLC
- (125) Owned by
RockGen OL-4
LLC
- (126) Owned by TCC
Attala OP LLC

MANAGEMENT AND CONTROL

4. Directors and Executive Officers.

(a) The Corporation.

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

Name	Office
Jeffrey M. Peek	Chairman of the Board of Directors and Chief Executive Officer
Michael A. Carpenter	Director
William M. Freeman	Director
Susan M. Lyne	Director
Marianne Miller Parrs	Director
John R. Ryan	Director
Christopher H. Shays	Director
Seymour Sternberg	Director
Peter J. Tobin	Director
Lois M. Van Deusen	Director
Usama Ashraf	Senior Vice President Treasury, Assistant Treasurer
Michael Baresich	Executive Vice President and Global Chief Information Officer
Kathleen A. Beck	Vice President Treasury
Kenneth A. Brause	Executive Vice President Investor Relations
Barbara Callahan	Senior Vice President, Assistant Treasurer
Mark A. Carlson	Senior Vice President, Assistant Treasurer
Keith Cheses	Vice President, BSA/AML Officer
James J. Duffy	Executive Vice President Human Resources
Umar Farooq	Executive Vice President Corporate Strategy and Chief Sales Officer
Nancy J. Foster	Executive Vice President and Chief Risk Officer
Kelley J. Gipson	Executive Vice President Brand Marketing and Communications

Christopher J. Grimes
William Hopf
Robert J. Ingato

Senior Vice President Head of Enterprise Risk Management
Senior Vice President Human Resources
Executive Vice President, General Counsel and Secretary

Table of Contents

Name	Office
Nicole L. Kelsey	Senior Vice President and Chief Counsel, Corporate Development
Stephen Klimas	Senior Vice President Investor Relations
Joseph M. Leone	Vice Chairman and Chief Financial Officer
Jonathan Macey	Senior Vice President and Acting Controller
Michael Magee	Executive Vice President Tax
Eric S. Mandelbaum	Senior Vice President, Deputy General Counsel and Assistant Secretary
Alexander T. Mason	President and Chief Operating Officer
Jacqueline P. McCaulley	Senior Vice President and Interim Director of Internal Audit
Michael J. McConnell	Vice President Treasury
Lorraine A. Milazzo	Senior Vice President Corporate Insurance
Deborah Reperowitz	Senior Vice President, Chief Counsel, Litigation and Preventative Law
Suzanne Ridgway	Vice President, OFAC Officer
James P. Shanahan	Senior Vice President, Chief Compliance Officer and Assistant Secretary
John P. Sirico	Vice President, Associate General Counsel and Assistant Secretary
Edward K. Sperling	Senior Vice President
Glenn A. Votek	Executive Vice President and Treasurer

(b) Delaware Funding.

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

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

(c) Guarantors.

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

Guarantor	Name and Office	
Baffin Shipping Co., Inc.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	George D. Cashman	President

C. Jeffrey Knittel	President
Anthony Diaz	Executive Vice President

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Guarantor	Name and Office
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Kenneth I. Brown Senior Vice President
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Randy L. Feuerstein Senior Vice President & Assistant Secretary
	Barbara C. Galaini Senior Vice President & Controller
	Frank Garcia Senior Vice President
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Assistant Secretary
	Karen Scowcroft Senior Vice President & Assistant Secretary
	Stephen C. Serepca Senior Vice President
	James P. Shanahan Senior Vice President & Assistant Secretary
	John Shavinsky Senior Vice President
	Jean B. Stein Senior Vice President
	Janet Epp-Rosenthal Director & Assistant Secretary
	Ira Finkelson Director & Assistant Secretary
	James Thomas Director
	Garry Charles P. McGrath Director
	Kathleen Nassaney Director
	Frank Riepl Director
	Stephen C. Rosenberger Director
	Kathleen A. Beck Vice President Corporate Treasury
	Matthew G. Beirne Vice President
	Lars R. Durban Vice President
	Mark L. Ebanks Vice President
	Nancy A. Nardella Vice President
	Richard J. O'Neill Vice President
	Kathleen M. Park Vice President
	Stuart Schwartzberg Vice President
	Catherine A. Stiglich Vice President
	Jennifer I. Villa Vice President
C.I.T. Leasing Corporation	Robert J. Ingato Director
	Eric S. Mandelbaum Director
	Glenn A. Votek Director
	C. Jeffrey Knittel President
	George D. Cashman Executive Vice President

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Peter Connolly	Executive Vice President
Anthony Diaz	Executive Vice President
Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Usama F. Ashraf	Senior Vice President & Assistant Treasurer
William K. Barrows	Senior Vice President
Donald Bradley	Senior Vice President
Kenneth I. Brown	Senior Vice President & Assistant Secretary
Mark A. Carlson	Senior Vice President Corporate Treasury
John Paul Curry	Senior Vice President
David A. Davis	Senior Vice President
Dan DiStefano	Senior Vice President
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Barbara C. Galaini	Senior Vice President & Controller
Frank Garcia	Senior Vice President
J. Michael Keasling	Senior Vice President
Nicole L. Kelsey	Senior Vice President & Assistant Secretary
Mel Kusta	Senior Vice President

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Table of Contents**Guarantor**

	Name and Office
Jeffrey T. Lytle	Senior Vice President
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Barry J. Nohalty	Senior Vice President
Jean Passalaqua	Senior Vice President
Nicholas Pastushan	Senior Vice President
Salvatore V. Riso	Senior Vice President & Assistant Secretary
Karen Scowcroft	Senior Vice President & Assistant Secretary
Stephen Z. Serepca	Senior Vice President
James P. Shanahan	Senior Vice President & Assistant Secretary
John E. Shavinsky	Senior Vice President
Carrie Stead	Senior Vice President
Jean B. Stein	Senior Vice President
Jeffrey Ulmer	Senior Vice President
Christopher D. Cantwell	Managing Director
Thomas G. McNicholas	Managing Director
Frederick Avila	Director & Assistant Secretary
Nicholas J. DeFabrizio	Director & Assistant Secretary
Janet Epp-Rosenthal	Director & Assistant Secretary
Ira Finkelson	Director & Assistant Secretary
James Thomas Garry	Director
Robert F. Jones	Director
Aaron M. Kitlowski	Director & Assistant Secretary
James M. Kopack	Director
Thomas W. Maddi	Director & Assistant Secretary
Charles P. McGrath	Director
Kathleen Nassaney	Director Tax
David S. Orner	Director
Carol T. Pelkowski	Director
Gerard T. Perry	Director
Frank Riepl	Director Tax
Stephen C. Rosenberger	Director
David E. Singer	Director and Assistant Secretary
John P. Sirico, II	Director and Assistant Secretary
Amy B. Smith	Director
Jorge S. Wagner	Director & Assistant Secretary
Greg D. Wheelless	Director
Oliver T. Althoff	Vice President
Kathleen A. Beck	Vice President Corporate Treasury
Matthew G. Beirne	Vice President
Neil W. Burgess	Vice President
Daniel A. Burnett	Vice President
Michael J. Calabucci	Vice President
Adam E. Conrad	Vice President
John E. Donohue	Vice President
Lars R. Durban	Vice President
Mark L. Ebanks	Vice President

Matthew A. Franko	Vice President
John P. Glynn	Vice President
Angela Harmon	Vice President
Alejandro Henriquez	Vice President
John P. Heskin	Vice President
Randal G. Houk	Vice President
Daniel L. Kisner	Vice President
William F. Lyness	Vice President
Pamela A. Mac	Vice President
James B. McClelland	Vice President
John J. Morabito	Vice President

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Guarantor	Name and Office	
	Nancy A. Nardella	Vice President
	Craig T. Newlun	Vice President
	Steven J. Nielsen	Vice President
	Richard J. O'Neill	Vice President
	Kathleen M. Park	Vice President
	Thomas H. Petersen	Vice President
	Gregory S. Rehders	Vice President
	Antares Reis	Vice President
	Stuart Schwartzberg	Vice President
	Nitin Sharma	Vice President
	Catherine A. Stiglich	Vice President
	George E. Sullivan	Vice President
	Laurence Vigeant-Langlois	Vice President
	Jennifer I. Villa	Vice President
	Scott E. Waltman	Vice President
	Andrea Zana	Vice President
Capita Colombia Holdings Corp.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	Ron G. Arrington	President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Frank Garcia	Senior Vice President
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Fernando L. Fiore	Managing Director
	Kathleen Nassaney	Director Tax
	Frank Riepl	Director Tax
	Kathleen A. Beck	Vice President Corporate Treasury
Capita Corporation	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	James L. Hudak	President
	C. Jeffrey Knittel	President
	Anthony Diaz	Executive Vice President

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Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Usama Ashraf	Senior Vice President
Kenneth I. Brown	Senior Vice President
Barbara Callahan	Senior Vice President
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Frank Garcia	Senior Vice President
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Brian R. St. James	Senior Vice President & Assistant Secretary
Jean B. Stein	Senior Vice President
John A. Vallis	Senior Vice President
Fernando L. Fiore	Managing Director

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Guarantor	Name and Office
	Michael V. Monahan Managing Director
	William G. Delaney Director
	Ira Finkelson Director & Assistant Secretary
	Kathleen Nassaney Director Tax
	David John Pay Director & Assistant Secretary
	Frank Riepl Director Tax
	John P. Sirico, II Director & Assistant Secretary
	Kathleen A. Beck Vice President Corporate Treasury
	Gilmar Rodrigues Vice President
Capita International L.L.C.	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	Ron G. Arrington President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Barbara Callahan Senior Vice President Corporate Treasury & Assistant Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Brian R. St. James Senior Vice President & Assistant Secretary
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	Kathleen A. Beck Vice President Corporate Treasurer
Capita Premium Corporation	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	Ron G. Arrington President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson Senior Vice President
	Frank Garcia Senior Vice President
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	James P. Shanahan Senior Vice President & Assistant Secretary
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	Kathleen A. Beck Vice President Corporate Treasury

CIT Capital USA Inc.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	Peter Gaw	President
	George D. Cashman	Executive Vice President
	Anthony Diaz	Executive Vice President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	C. Jeffrey Knittel	Executive Vice President
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Peter Connolly	Managing Director
	Usama F. Ashraf	Senior Vice President & Assistant Treasurer
	Kenneth I. Brown	Senior Vice President
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Scott Carlson	Senior Vice President

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Guarantor	Name and Office
Michael J. Cleary	Senior Vice President & Assistant Secretary
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Frank Garcia	Senior Vice President
Nicole Kelsey	Senior Vice President & Assistant Secretary
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Stephen Millas	Senior Vice President & Assistant Secretary
Nicholas Pastushan	Senior Vice President
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Harold Schroeder	Senior Vice President
Karen Scowcroft	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Jean B. Stein	Senior Vice President
Jeffrey Ulmer	Senior Vice President
Larry Derrett	Managing Director
Patrick Flynn	Managing Director
Gerald Jeram	Managing Director
Brian Kerrigan	Managing Director
Michael Lorusso	Managing Director
Michael McDugall	Managing Director
George McKean	Managing Director
Tom McNicholas	Managing Director
Michael V. Monahan	Managing Director
Jason B. Stewart	Managing Director
Frederick Avila	Director & Assistant Secretary
David M. Bornstein	Director
Nicholas J. DeFabrizio	Director & Assistant Secretary
Janet Epp-Rosenthal	Director & Assistant Secretary
Laurie Jun	Director & Assistant Secretary
Aaron Kitlowski	Director & Assistant Secretary
Thomas Lynch	Director
Thomas W Maddi	Director & Assistant Secretary
Kathleen Nassaney	Director Tax
David John Pay	Director & Assistant Secretary
Frank Riepl	Director Tax
Cole Silver	Director & Assistant Secretary
John P. Sirico, II	Director & Assistant Secretary
Christopher Graham Sones	Director
Justin Varga	Director
Jorge Wagner	Director & Assistant Secretary
Douglas Witte	Director & Assistant Secretary
Kathleen A. Beck	Vice President Corporate Treasury
Matthew G. Beirne	Vice President
David Braffman	Vice President & Assistant Secretary
Neil Burgess	Vice President
Andrew Chen	Vice President
Kyle Coleman	Vice President

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Mark L. Ebanks	Vice President
Veronica Lubczenko	Vice President
Stewart McLeod	Vice President
Richard J. O Neill	Vice President
Jennifer Park	Vice President & Assistant Secretary
Kathleen M. Park	Vice President
Catherine A Stiglich	Vice President
Marc Theisinger	Vice President
Jennifer I. Villa	Vice President

CIT China 2, Inc.

Robert J. Ingato

Director

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Guarantor	Name and Office
Eric S. Mandelbaum	Director
Glenn A. Votek	Director
C. Jeffrey Knittel	President
George D. Cashman	Executive Vice President
Anthony Diaz	Executive Vice President
Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Kenneth I. Brown	Senior Vice President
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Barbara C. Galaini	Senior Vice President & Controller
Frank Garcia	Senior Vice President
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Karen Scowcroft	Senior Vice President & Assistant Secretary
Stephen Z. Serepca	Senior Vice President
James P. Shanahan	Senior Vice President & Assistant Secretary
John Shavinsky	Senior Vice President
Jean B. Stein	Senior Vice President
Janet Epp-Rosenthal	Director & Assistant Secretary
Ira Finkelson	Director & Assistant Secretary
James Thomas Garry	Director
Charles P. McGrath	Director
Kathleen Nassaney	Director Tax
Frank Riepl	Director Tax
Stephen C. Rosenberger	Director
Kathleen A. Beck	Vice President Corporate Treasury
Matthew G. Beirne	Vice President
Neil Burgess	Vice President
Lars R. Durban	Vice President
Mark L. Ebanks	Vice President
Nancy A. Nardella	Vice President
Richard J. O'Neill	Vice President
Kathleen M. Park	Vice President
Stuart Schwartzberg	Vice President

	Catherine A. Stiglich	
	Jennifer I. Villa	Vice President
CIT China 3, Inc.	Robert J. Ingato	Director
	Eric S. Mandelbaum	Director
	Glenn A. Votek	Director
	C. Jeffrey Knittel	President
	George D. Cashman	Executive Vice President
	Anthony Diaz	Executive Vice President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Kenneth I. Brown	Senior Vice President
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Randy L. Feuerstein	Senior Vice President & Assistant Secretary
	Barbara C. Galaini	Senior Vice President & Controller
	Frank Garcia	Senior Vice President
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary

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Guarantor	Name and Office
	Salvatore Torey Riso Senior Vice President & Assistant Secretary
	Karen Scowcroft Senior Vice President & Assistant Secretary
	Stephen Z. Serepca Senior Vice President
	James P. Shanahan Senior Vice President & Assistant Secretary
	John Shavinsky Senior Vice President
	Jean B. Stein Senior Vice President
	Janet Director & Assistant Secretary
	Epp-Rosenthal Director & Assistant Secretary
	Ira Finkelson Director
	James Thomas Director
	Garry Director
	Charles P. McGrath Director Tax
	Kathleen Nassaney Director Tax
	Frank Riepl Director
	Stephen C. Rosenberger Vice President Corporate Treasury
	Kathleen A. Beck Vice President
	Matthew G. Beirne Vice President
	Neil Burgess Vice President
	Lars R Durban Vice President
	Mark L Ebanks Vice President
	Nancy A Nardella Vice President
	Richard J. O Neill Vice President
	Kathleen M. Park Vice President
	Stuart Schwartzberg Vice President
	Catherine A. Stiglich Vice President
	Jennifer I. Villa Vice President
CIT China 12, Inc.	Robert J. Ingato Director
	Eric S. Mandelbaum Director
	Glenn A. Votek C. Jeffrey Knittel President
	George D. Cashman Executive Vice President
	Anthony Diaz Executive Vice President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Kenneth I. Brown Senior Vice President
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Randy L. Feuerstein Senior Vice President & Assistant Secretary
	Barbara C. Galaini Senior Vice President & Controller

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Frank Garcia	Senior Vice President
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Karen Scowcroft	Senior Vice President & Assistant Secretary
Stephen Z. Serepca	Senior Vice President
James P. Shanahan	Senior Vice President & Assistant Secretary
John Shavinsky	Senior Vice President
Jean B. Stein	Senior Vice President
Janet Epp-Rosenthal	Director & Assistant Secretary
Ira Finkelson	Director & Assistant Secretary
James Thomas Garry	Director
Thomas W. Maddi	Director
Charles P. McGrath	Director
Kathleen Nassaney	Director Tax
Frank Riepl	Director Tax
Stephen C. Rosenberger	Director
Kathleen A. Beck	Vice President Corporate Treasury
Matthew G. Beirne	Vice President

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Guarantor	Name and Office
	Neil Burgess Vice President
	Lars R. Durban Vice President
	Mark L. Ebanks Vice President
	Nancy A. Nardella Vice President
	Richard J. O Neill Vice President
	Kathleen M. Park Vice President
	Stuart Vice President
	Schwartzberg
	Catherine A. Stiglich Vice President
	Jennifer I. Villa Vice President
CIT China 13, Inc.	
	Robert J. Ingato Director
	Eric S. Director
	Mandelbaum
	Glenn A. Votek Director
	C. Jeffrey Knittel President
	George D. Cashman Executive Vice President
	Anthony Diaz Executive Vice President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Kenneth I. Brown Senior Vice President
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant
	Randy L. Feuerstein Treasurer Senior Vice President & Assistant Secretary
	Barbara C. Galaini Senior Vice President & Controller
	Frank Garcia Senior Vice President
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Salvatore Torey Riso Senior Vice President & Assistant Secretary
	Karen Scowcroft Senior Vice President & Assistant Secretary
	Stephen Z. Serepca Senior Vice President
	James P. Shanahan Senior Vice President & Assistant Secretary
	John Shavinsky Senior Vice President
	Jean B. Stein Senior Vice President
	Janet Epp-Rosenthal Director & Assistant Secretary
	Ira Finkelson Director & Assistant Secretary
	James Thomas Director
	Garry
	Thomas W. Maddi Director
	Charles P. McGrath Director
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax

Stephen C. Rosenberger	Director	
Kathleen A. Beck	Vice President	Corporate Treasury
Matthew G. Beirne	Vice President	
Neil Burgess	Vice President	
Lars R. Durban	Vice President	
Mark L. Ebanks	Vice President	
Nancy A. Nardella	Vice President	
Richard J. O Neill	Vice President	
Kathleen M. Park	Vice President	
Stuart Schwartzberg	Vice President	
Catherine A. Stiglich	Vice President	
Jennifer I. Villa	Vice President	
CIT Communications Finance Corporation		
Robert J. Ingato	Director	
Eric S. Mandelbaum	Director	
Glenn A. Votek	Director	
Ron G. Arrington	President	
George D. Cashman	Executive Vice President	

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Guarantor	Name and Office
Anthony Diaz	Executive Vice President
Peter Gaw	Executive Vice President
James L. Hudak	Executive Vice President
Robert J. Ingato	Executive Vice President & Assistant Secretary
C. Jeffrey Knittel	Executive Vice President
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Joseph A. Arroyo	Senior Vice President & Controller
Usama Ashraf	Senior Vice President & Assistant Treasurer
Kenneth I. Brown	Senior Vice President
Barbara Callahan	Senior Vice President Corporate Treasury & Assistant Treasurer
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Scott Carlson	Senior Vice President
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Frank Garcia	Senior Vice President
Kiran R. Kapur	Senior Vice President
Nicole Kelsey	Senior Vice President & Assistant Secretary
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Stephen Millas	Senior Vice President & Assistant Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Harold Schroeder	Senior Vice President
Karen Scowcroft	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Jean B. Stein	Senior Vice President
John Vallis	Senior Vice President
Fernando L. Fiore	Managing Director
Michael Lorusso	Managing Director
Michael V. Monahan	Managing Director
Jason B. Stewart	Managing Director
Francisco Paco Torrado	Managing Director
Frederick Avila	Director & Assistant Secretary
Nicholas J. DeFabrizio	Director & Assistant Secretary
Henry Duncan	Director
Janet Epp-Rosenthal	Director & Assistant Secretary
Ira Finkelson	Director & Assistant Secretary
Gerard K. Kammerer	Director
Thomas Lynch	Director

James V. Marino	Director
Kathleen Nassaney	Director Tax
David John Pay	Director & Assistant Secretary
Frank Riepl	Director Tax
James T. Ryan, Jr.	Director & Assistant Secretary
John P. Sirico, II	Director & Assistant Secretary
Justin Varga	Director
Kathleen A. Beck	Vice President Corporate Treasury
Michael Latanision	Vice President
David Palumbo	Vice President
Gilmar Rodrigues	Vice President
Catherine A. Stiglich	Vice President
Marc Theisinger	Vice President

CIT Credit Finance Corp.

Robert J. Ingato	Director
Eric S. Mandelbaum	Director
Glenn A. Votek	Director
Kiran R. Kapur	President

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Guarantor	Name and Office
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Joseph A. Arroyo Senior Vice President & Controller
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Frank Garcia Senior Vice President
	Sanjay Kumar Senior Vice President
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	James P. Shanahan Senior Vice President & Assistant Secretary
	Thomas J. Ciccarino Director
	Dennis J. Kemmer Director & Assistant Secretary
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	James T. Ryan, Jr. Director
	Kathleen A. Beck Vice President Corporate Treasury
CIT Credit Group USA Inc.	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	Ron G. Arrington President
	Peter Gaw President
	Joseph M. Leone Vice Chairman and Chief Financial Officer
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Scott Carlson Senior Vice President
	Michael J. Cleary Senior Vice President & Assistant Secretary
	Randy L. Feuerstein Senior Vice President & Assistant Secretary
	Frank Garcia Senior Vice President
	Nicole Kelsey Senior Vice President & Assistant Secretary
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Stephen Millas Senior Vice President & Assistant Secretary
	Vincent L. Mollica Senior Vice President
	Salvatore Torey Riso Senior Vice President & Assistant Secretary
	Harold Schroeder Senior Vice President
	Karen Scowcroft Senior Vice President & Assistant Secretary
	James P. Shanahan Senior Vice President & Assistant Secretary

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Frederick Avila	Director & Assistant Secretary
Janet Epp-Rosenthal	Director & Assistant Secretary
Ira Finkelson	Director & Assistant Secretary
Thomas W. Maddi	Director & Assistant Secretary
Kathleen Nassaney	Director Tax
David John Pay	Director & Assistant Secretary
Frank Riepl	Director Tax
James T. Ryan, Jr.	Director & Assistant Secretary
Justin Varga	Director
Kathleen A. Beck	Vice President Corporate Treasury
Jennifer I. Villa	Vice President

**CIT Financial Ltd. of
Puerto Rico**

Robert J. Ingato	Director
Glenn A. Votek	Director
Eric S. Mandelbaum	Director
Ron G. Arrington	President

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Guarantor	Name and Office
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Frank Garcia Senior Vice President
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	James P. Shanahan Senior Vice President & Assistant Secretary
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	Kathleen A. Beck Vice President Corporate Treasury
CIT Financial USA, Inc.	
	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	Ron G. Arrington President
	Jim Hudak President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Usama Ashraf Senior Vice President & Assistant Treasurer
	Joe A. Arroyo Senior Vice President & Controller
	William K. Barrows Senior Vice President
	Barbara Callahan Senior Vice President Corporate Treasury & Assistant Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Karen W. Cifrese Senior Vice President
	Frank Garcia Senior Vice President
	Kiran R. Kapur Senior Vice President
	Nicole Kelsey Senior Vice President & Assistant Secretary
	Sanjay Kumar Senior Vice President
	Darcy J. LeNeveu Senior Vice President
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Stephen Millas Senior Vice President & Assistant Secretary
	Vincent L. Mollica Senior Vice President
	Deborah Reperowitz Senior Vice President & Assistant Secretary
	Salvatore Torey Riso Senior Vice President & Assistant Secretary
	Karen Scowcroft Senior Vice President & Assistant Secretary
	James P. Shanahan Senior Vice President & Assistant Secretary
	John Vallis Senior Vice President

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Fernando L. Fiore	Managing Director
Michael V. Monahan	Managing Director
Frederick Avila	Director & Assistant Secretary
Charles Biener	Director & Assistant Secretary
Nicholas J. DeFabrizio	Director & Assistant Secretary
William G. Delaney	Director
Henry Duncan	Director
Robert P. Espiritu	Director
David Hunt	Director
Dennis J. Kemmer	Director & Assistant Secretary
Thomas W. Maddi	Director & Assistant Secretary
James V. Marino	Director
Patrick McMullan	Director
Kathleen Nassaney	Director Tax
Scott P. Ploshay	Director

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Guarantor	Name and Office
	Frank Riepl Director Tax
	James T. Ryan, Jr. Director & Assistant Secretary
	Cole Silver Director & Assistant Secretary
	John P. Sirico, II Director & Assistant Secretary
	Deborah A. Wirth Director
	Adam S. Zitomer Director
	Kathleen A. Beck Vice President Corporate Treasury
	Edward Q. Cortez Vice President
	Anthony Holland Vice President
	Jacqueline M. Jacoban Vice President
	Elizabeth L. Martin Vice President
	Annamarie B. McSherry Vice President
	Amir S. Mirza Vice President
	Gilmar Rodrigues Vice President
	Jacqueline E. Schorr Vice President
	Henry Trautfetter Vice President
CIT Group (NJ) LLC	
	Robert J. Ingato Director
	Glenn A. Votek Director
	Peek, Jeffrey M. President
	Baresich, Michael Executive Vice President & Chief Information Officer
	Bennett, Timothy J. Executive Vice President
	Brown, Kenneth I. Executive Vice President
	Chesler, Randall M. Executive Vice President
	Farooq, Umar Executive Vice President
	Foster, Nancy Executive Vice President
	Ingato, Robert J. Executive Vice President & Assistant Secretary
	Leone, Joseph M. Executive Vice President
	Nemia, Joseph Executive Vice President
	Scharpf, Paul W. Executive Vice President
	Simon, Jeffrey D. Executive Vice President
	Taylor, William J. Executive Vice President & Controller
	Votek, Glenn A. Executive Vice President Corporate Treasury & Treasurer
	Capre, Alfred Senior Vice President
	Cifrese, Karen W. Senior Vice President
	DiIorio, John Senior Vice President
	Epifan, Peter Senior Vice President
	Feuerstein, Randy L. Senior Vice President & Assistant Secretary
	Garcia, Frank Senior Vice President
	Gilchrist, Daniel G. Senior Vice President
	Gipson, Kelley J. Senior Vice President
	Harback, Herb Senior Vice President
	Hopf, William Senior Vice President
	Kalderson, Avi Senior Vice President
	Kamp, W. Taylor Senior Vice President
	Lerner, Jack P. Senior Vice President

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Maio, Peter	Senior Vice President
Mandelbaum, Eric S.	Senior Vice President & Secretary
Milazzo, Lorraine A.	Senior Vice President
Millas, Stephen	Senior Vice President & Assistant Secretary
Mollica, Vincent L.	Senior Vice President
Papic, Christine	Senior Vice President
Prabhu, Neelesh	Senior Vice President
Schera, Vincent	Senior Vice President
Shanahan, James P.	Senior Vice President & Assistant Secretary
Smith, John J.	Senior Vice President
Avila, Frederick	Vice President & Assistant Secretary

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Guarantor	Name and Office
	Beck, Kathleen A. Vice President Corporate Treasury
	Briskin, Alan Vice President
	Burns, Edward C. Vice President
	Clogher, Elizabeth A. Vice President
	Delaney, William G. Vice President
	Dougan, David R. Vice President
	Epp-Rosenthal, Janet Vice President & Assistant Secretary
	Friedland, Randi Vice President
	Gleichmann, Robert T. Vice President
	Goodrich, Meg Vice President
	Hadley, James M. Vice President
	Jameson, Susan Vice President & Assistant Secretary
	Kiefer, Susan Vice President
	Klimas, Stephen Vice President
	Kumar, Sanjay Vice President
	Lefande, Joseph P. Vice President
	Leonard, Dale Vice President
	Macey, Jonathan Vice President
	Massa, Tessie Vice President
	McCaulley, Jacqueline P Vice President & Deputy General Auditor
	Nassaney, Kathleen Vice President Tax
	O'Neill, Gary P. Vice President
	Parker, Robert Vice President
	Philhower, Allison Vice President
	Polglase, Andy Vice President
	Raquet, Laura Vice President
	Riepl, Frank Vice President Tax
	Sperling, Edward K. Vice President
	Spitzmiller, John M. Vice President
	Stein, Trudy Vice President
	Tarquinio, Frank Vice President
	Tittensor, David W. Vice President
	Tyrrell, Arthur Vice President
	Utting, Karen A. Vice President
	Waldorf, Clifford J. Vice President
	Walker, Paul Vice President
	Williams, Denise Vice President
	Deborah A. Wirth Vice President
	Yap, Jonathan S. Vice President
	Young, Eldon Vice President
	Zuffa, Paul G. Vice President
CIT Group SF Holding Co., Inc.	Robert J. Ingato Director
	Eric S. Mandelbaum Director
	Glenn A. Votek Director
	Peter Connelly President

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Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Kathleen Nassaney	Director Tax
Frank Riepl	Director Tax
Kathleen A. Beck	Vice President Corporate Treasury

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Guarantor	Name and Office	
CIT Healthcare LLC	Robert J. Ingato	Director
	Eric S. Mandelbaum	Director
	Glenn A. Votek	Director
	Margaret A. Brown	Co-President
	Steven N. Warden	Co-President
	James R. Kubu	Chief Financial Officer
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Scott Kellman	Executive Vice President
	Michael C. Magee	Executive Vice President
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Usama F. Ashraf	Senior Vice President & Assistant Treasurer
	Vincent A. Belcastro	Senior Vice President
	Kathryn M. Burton- Gray	Senior Vice President
	Barbara Callahan	Senior Vice President Corporate Treasury & Assistant Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury
	Jonathan L. Domm	Senior Vice President
	John Edel	Senior Vice President
	Daniel A. Mahoney	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President
	Michael McDugall	Senior Vice President
	Alisa Micarelli	Senior Vice President
	Christopher Morrell	Senior Vice President
	Francisco Paco Torrado	Senior Vice President
	Paul S. Young	Senior Vice President
	Peter Connolly	Managing Director (Officer)
	Daniel Decelles	Managing Director (Officer)
	William D. Duke	Managing Director (Officer)
	Tom McNicholas	Managing Director (Officer)
	Gregory K. Park	Managing Director (Officer)
	J. Wesley Smith	Managing Director (Officer)
	Sharmila Solanski	Managing Director (Officer)
	Jeffrey Ulmer	Managing Director (Officer)
	Kenneth Wendler	Managing Director (Officer) (Risk Management)
	Krister Anderson	Vice President
	Frederick Avila	Vice President & Assistant Secretary
	Kathleen A. Beck	Vice President Corporate Treasury
	David Braffman	Vice President & Assistant Secretary
	Craig Brown	Vice President
	John Byrne	Vice President
	Nicholas J. DeFabrizio	Vice President & Assistant Secretary

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Janet Epp-Rosenthal	Vice President & Assistant Secretary
Andy Fanelli	Vice President
Rebecca Haslinger	Vice President
Martin Healey	Vice President
Michael Huecker	Vice President
David Hunt	Vice President
Jeff Joslin	Vice President
Aaron Kitlowski	Vice President & Assistant Secretary
Anton I. Matusevich	Vice President
Ed McGugan	Vice President
Frank Monzo	Vice President
Karoline Moxham	Vice President
Kathleen Nassaney	Vice President Tax
John O Toole	Vice President
Frank Riepl	Vice President Tax
Salvatore Torey	Vice President & Assistant Secretary
Riso	

Table of Contents

Guarantor	Name and Office
	John Sawm Vice President
	Adam Sherman Vice President
	Cole Silver Vice President & Assistant Secretary
	John P. Sirico, II Vice President & Assistant Secretary
	Stuart Smartt Vice President
	Norman Smith Vice President
	Joice Soendjojo Vice President
	Jason Sylvester Vice President
	John M. Cousins Director (Officer)
	William Douglass Director (Officer)
	Steven Dowe Director (Officer)
	Edward Finkenstaedt Director (Officer)
	Thomas Lynch Director (Officer)
CIT Holdings, LLC	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	Jeffrey M. Peek President & Chief Executive Officer
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Joseph M. Leone Vice Chairman & Chief Financial Officer
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury
	Frank Garcia Senior Vice President
	Michael Magee Senior Vice President Tax
	James P. Shanahan Senior Vice President & Assistant Secretary
	Eric S. Mandelbaum Senior Vice President & Secretary
	Kathleen A. Beck Vice President Corporate Treasury
	Kathleen Nassaney Director Tax
	Stephen Klimas Senior Vice President
CIT Lending Services Corporation	Robert J. Ingato Director
	Eric S. Mandelbaum Director
	Glenn A. Votek Director
	James L. Hudak President, Communications, Media & Entertainment
	Christine L. Reilly President, Small Business Lending Division
	Timothy J. Bennett Executive Vice President
	Kenneth I. Brown Executive Vice President
	Margaret A. Brown Executive Vice President
	Peter Gaw Executive Vice President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	C. Jeffrey Knittel Executive Vice President
	Michael C. Magee Executive Vice President
	Executive Vice President

Cynthia S. Mazzetta	
John O Kane	Executive Vice President
Gary Taylor	Executive Vice President
William J. Taylor	Executive Vice President & Controller
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Steven N. Warden	Executive Vice President
Joseph R. Albano	Senior Vice President & Assistant Secretary
Usama Ashraf	Senior Vice President & Assistant Treasurer
Vincent A. Belcastro	Senior Vice President
Kathryn Burton-Gray	Senior Vice President
Barbara Callahan	Senior Vice President & Assistant Treasurer
Mark A. Carlson	Senior Vice President Corporate Treasury
Michael J. Cleary	Senior Vice President & Assistant Secretary
Anthony Diaz	Senior Vice President

Table of Contents**Guarantor****Name and Office**

Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Christopher J. Grimes	Senior Vice President & Assistant Treasurer
Dana G. Hammond	Senior Vice President
Todd Harrington	Senior Vice President
William Johnson	Senior Vice President
Wade Layton	Senior Vice President
Michael Lorusso	Senior Vice President
Veronica Lubczenko	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Stephen Millas	Senior Vice President & Assistant Secretary
Peter Phelan	Senior Vice President
Gordon Saint-Denis	Senior Vice President
Paul W. Scharpf	Senior Vice President
Vincent Schera	Senior Vice President
Harold Schroeder	Senior Vice President
Karen Scowcroft	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Jean B. Stein	Senior Vice President
Francisco Paco Torrado	Senior Vice President
Thomas E. Westdyk	Senior Vice President
Peter Connolly	Managing Director (Officer)
Vincent DeVito	Managing Director (Officer)
Patrick Flynn	Managing Director (Officer)
Andrew Giangrave	Managing Director (Officer)
William Koslo	Managing Director (Officer)
Michael McDugall	Managing Director (Officer)
Tom McNicholas	Managing Director (Officer)
Scott Medla	Managing Director (Officer)
Jason B. Stewart	Managing Director (Officer)
Terence Sullivan	Managing Director (Officer)
Jeffrey Ulmer	Managing Director (Officer)
Fred Aldin	Vice President
Frederick Avila	Vice President & Assistant Secretary
Jay Baldinelli	Vice President
John Basaraba	Vice President
Kathleen A. Beck	Vice President Corporate Treasury
Tim Beh	Vice President
Joseph A. Bentivegna	Vice President
David Bornstein	Vice President
David Braffman	Vice President & Assistant Secretary
Francis X. Cahill	Vice President
Scott Carlson	Vice President
Daniel J. Caudle	Vice President
Susan Chan	Vice President
Andrew Chen	Vice President
Elise Chowdhry	Vice President
Rajiv A. Chudgar	Vice President

Sherrese Clarke	Vice President
Robert Cohen	Vice President
Kyle Coleman	Vice President
John D. Crawford	Vice President
Richard H. Crofton	Vice President
Marcy Dean	Vice President
Nicholas J. DeFabrizio	Vice President & Assistant Secretary
Larry Derrett	Vice President
Michael DiScala	Vice President
Henry Duncan	Vice President
Brendan Eccleston	Vice President & Assistant Secretary

Table of Contents

Guarantor	Name and Office
Steven D. Epperly	Vice President
Janet Epp-Rosenthal	Vice President & Assistant Secretary
William Evenson	Vice President
Roger Fong	Vice President
Kenneth Geiger	Vice President
Suraj Gohill	Vice President
Michael A. Graham	Vice President
David M. Harnisch	Vice President
Raymond E. Hendon	Vice President
Peter Hepburn	Vice President
Thomas R. Hobbis	Vice President
Anthony Holland	Vice President
Robert Itkin	Vice President & Assistant Secretary
Gerald Jeram	Vice President
Laurie Jun	Vice President & Assistant Secretary
Joseph Junda	Vice President
Nicole Kelsey	Vice President & Assistant Secretary
Brian Kerrigan	Vice President
Kevin Khanna	Vice President
Sunny Khorana	Vice President
Aaron Kitlowski	Vice President & Assistant Secretary
Michael L. LaManes	Vice President
Dan Letizia	Vice President
Steven Levi	Vice President
Constance Loosemore	Vice President
Frank Madeira	Vice President
David Manheim	Vice President
Benjamin Marzouk	Vice President
Anton I. Matusevich	Vice President
George McKean	Vice President
Patrick McMullan	Vice President
Michael V. Monahan	Vice President
Kathleen Nassaney	Vice President Tax
Donald Oberg	Vice President
David Pannullo	Vice President
Michael Parisien	Vice President
Jennifer Park	Vice President & Assistant Secretary
David John Pay	Vice President & Assistant Secretary
Barbara F. Perich	Vice President
Scott P. Ploshay	Vice President
Steven K. Reedy	Vice President

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Frank Riepl	Vice President Tax
Salvatore Torey	Vice President & Assistant Secretary
Riso	
Gilmar Rodrigues	Vice President
Steven Sanislo	Vice President
Shivani Sawhney	Vice President
Mark E. Saylor	Vice President
Cole Silver	Vice President & Assistant Secretary
John P. Sirico, II	Vice President & Assistant Secretary
Keith A. Stroeve	Vice President
John A. Tamburro	Vice President
Marc Theisinger	Vice President
Christopher G.	Vice President
Todaro	
Eric L. Toizer	Vice President
Justin Varga	Vice President
Jorge Wagner	Vice President & Assistant Secretary
Donna Webber	Vice President & Assistant Secretary
Peter White	Vice President

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Table of Contents

Guarantor	Name and Office
	Douglas Witte Vice President & Assistant Secretary
	Fred Aldin Director (Officer)
	Mary Ann Jones Director (Officer)
	Thomas Lynch Director (Officer)
CIT Lending Services Corporation (Illinois)	
	Robert J. Ingato Director
	Glenn A. Votek Director
	James L. Hudak President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Michael C. Magee Executive Vice President
	William J. Taylor Executive Vice President & Controller
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Usama F. Ashraf Senior Vice President & Assistant Treasurer
	Barbara Callahan Senior Vice President Corporate Treasury
	Mark A. Carlson Senior Vice President Corporate Treasury
	Wade Layton Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Gordon Saint-Denis Senior Vice President
	Harold Schroeder Senior Vice President
	James P. Shanahan Senior Vice President & Assistant Secretary
	Thomas E. Westdyk Senior Vice President
	Fred Aldin Vice President
	Frederick Avila Vice President & Assistant Secretary
	Kathleen A. Beck Vice President Corporate Treasury
	Tim Beh Vice President
	David Braffman Vice President & Assistant Secretary
	Sherrese Clarke Vice President
	Marcy Dean Vice President
	Michael DiScala Vice President
	William Evenson Vice President
	Roger Fong Vice President
	Suraj Gohill Vice President
	Anthony Holland Vice President
	Laurie Jun Vice President & Assistant Secretary
	Joseph Junda Vice President
	Kevin Khanna Vice President
	Aaron Kitlowski Vice President & Assistant Secretary
	Constance Loosemore Vice President
	Patrick McMullan Vice President
	Michael V. Monahan Vice President
	Vice President Tax

	Kathleen Nassaney	
	Donald Oberg	Vice President
	Michael Parisien	Vice President
	Jennifer Park	Vice President & Assistant Secretary
	Scott P. Ploshay	Vice President
	Steven K. Reedy	Vice President
	Frank Riepl	Vice President Tax
	Shivani Sawhani	Vice President
	John P. Sirico, II	Vice President & Assistant Secretary
	John A. Tamburro	Vice President
	Jorge Wagner	Vice President & Assistant Secretary
	Douglas Witte	Vice President & Assistant Secretary
CIT Loan Corporation (f/k/a The	Eric S. Mandelbaum	Director
CIT Group/Consumer Finance, Inc.)	Glenn A. Votek	Director
	W. Taylor Kamp	President
	Roger Burns	Executive Vice President

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Guarantor	Name and Office
Peter Connolly	Executive Vice President
James L. Hudak	Executive Vice President
Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Usama Ashraf	Senior Vice President & Assistant Treasurer
Barbara Callahan	Senior Vice President & Assistant Treasurer
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Karen W. Cifrese	Senior Vice President
Frank Garcia	Senior Vice President
W. Taylor Kamp	Senior Vice President
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President
John Paradisi	Senior Vice President & Assistant Secretary
Karen Scowcroft	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Jeffrey Ulmer	Senior Vice President
Vincent DeVito	Managing Director
Steven Dowe	Managing Director
Patrick Flynn	Managing Director
Andrew Giangrave	Managing Director
David Harnisch	Managing Director
Michael McDugall	Managing Director
Thomas McNicholas	Managing Director
Alisa Micarelli	Managing Director
Michael V. Monahan	Managing Director
Terence Sullivan	Managing Director
Kenneth Wendler	Managing Director
Frederick A. Avila	Director & Assistant Secretary
Vincent Belcastro	Director
Carmen Caporrino	Director
Nicholas DeFabrizio	Director & Assistant Secretary
William G. Delaney	Director
William Douglass	Director
Aaron Kitlowski	Director & Assistant Secretary
Michael LaManes	Director
Neal T. Legan	Director
Nancy Mackowiak	Director
Kathleen Nassaney	Director Tax
Donald Oberg	Director
Michael Plaia	Director
Scott Ploshay	Director
Frank Riepl	Director Tax

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John Sawn	Director
Cole Silver	Director & Assistant Secretary
Renee Singer	Director
John P. Sirico, II	Director & Assistant Secretary
John T. Taylor	Director
Minh V. Tran	Director
Mark van Ophem	Director & Assistant Secretary
Jorge Wagner	Director & Assistant Secretary
Deborah A. Wirth	Director
Krister Anderson	Vice President
Kathleen A. Beck	Vice President Corporate Treasury
David Braffman	Vice President & Assistant Secretary
Sherrese Clarke	Vice President
Christopher Devitto	Vice President

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Guarantor	Name and Office	
	Mark Esposito	Vice President
	Andrew Fanelli	Vice President
	Martin Healey	Vice President
	Anthony Holland	Vice President
	Jeff Joslin	Vice President
	Frank Monzo	Vice President
	Karoline Moxham	Vice President
	Jennifer Park	Vice President & Assistant Secretary
	Barbara F. Perich	Vice President
	Gilmar Rodrigues	Vice President
	Joice Soendjojo	Vice President
	Eddie Tomasso	Vice President
CIT Real Estate Holding Corporation	Eric S. Mandelbaum	Director
	Glenn A. Votek	Director
	Scott Carlson	President
	Michael J. Cleary	Senior Vice President & Assistant Secretary
	Stephen D. Millas	Senior Vice President & Assistant Secretary
	Salvatore Riso	Vice President & Secretary
	Harry Schroeder	Senior Vice President
	Karen Scowcroft	Senior Vice President & Assistant Secretary
	Michael McDugall	Managing Director
	David Braffman	Vice President & Assistant Secretary
	Glenn A. Votek	Treasurer
CIT Realty LLC	Robert J. Ingato	Manager
	Eric S. Mandelbaum	Manager
	Glenn A. Votek	Manager
	Scott Carlson	President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Frank Garcia	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Kathleen Nassaney	Director Tax
	Kathleen A. Beck	Vice President Corporate Treasury
CIT Technologies Corporation	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director

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Ron G. Arrington	President	
Robert J. Ingato	Executive Vice President	
Christine L. Reilly	Executive Vice President	
Glenn A. Votek	Executive Vice President	Corporate Treasury & Treasurer
Joe A. Arroyo	Senior Vice President & Controller	
Usama Ashraf	Senior Vice President & Assistant Treasurer	
William K. Barrows	Senior Vice President	
Barbara Callahan	Senior Vice President	Corporate Treasury & Assistant Treasurer
Mark A. Carlson	Senior Vice President	Corporate Treasury & Assistant Treasurer
Frank Garcia	Senior Vice President	
Paul F. Hughes	Senior Vice President	
Darcy J. LeNeveu	Senior Vice President	
Michael C. Magee	Senior Vice President	

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Guarantor	Name and Office
	Eric S. Mandelbaum Senior Vice President & Secretary
	Jean Passalacqua Senior Vice President
	James P. Shanahan Senior Vice President & Assistant Secretary
	Kathleen Nassaney Director Tax
	Gary P. O'Neill Director
	Frank Riepl Director Tax
	James T. Ryan, Jr. Director & Assistant Secretary
	John P. Sirico, II Director & Assistant Secretary
	Kathleen A. Beck Vice President Corporate Treasury
	Michael J. McConnell Vice President Corporate Treasury
CIT Technology Financing Services, Inc.	Robert J. Ingato Director
	Glenn A. Votek Director
	Kris Snow Chief Executive Officer
	Ron G. Arrington President
	Robert J. Ingato Executive Vice President & Assistant Clerk
	Daniel Krajewski Executive Vice President
	Darcy J. LeNeveu Executive Vice President
	Michael C. Magee Executive Vice President
	Jeffrey D. Simon Executive Vice President
	William J. Taylor Executive Vice President & Assistant Controller
	John Vallis Executive Vice President
	Glenn A. Votek Executive Vice President Corporate Treasury & Assistant Treasurer
	Joseph R. Albano Senior Vice President
	Joe A. Arroyo Senior Vice President & Controller
	Usama Ashraf Senior Vice President & Assistant Treasurer
	Barbara Callahan Senior Vice President Corporate Treasury & Assistant Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury
	Frank Garcia Senior Vice President
	Daniel A. Mahoney Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Clerk
	James V. Marino Senior Vice President
	Kenneth P. Reynolds Senior Vice President, Treasurer & Controller
	Ronald L. Riecks Senior Vice President
	Paul W. Scharpf Senior Vice President
	James P. Shanahan Senior Vice President & Assistant Clerk
	Clyde R. Yandell Senior Vice President & Operations Manager
	Kathleen A. Beck Vice President Corporate Treasury
	Kenneth P. Brown Vice President
	Mike Bruman Vice President
	Michael P. Derrico Vice President

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Vincent DIngianni	Vice President
Henry Duncan	Vice President
Charlotte A. Ewasko	Vice President
Robert T. Geis	Vice President & Assistant Secretary
Hal W. Hitch	Vice President
David Hunt	Vice President
Dennis J. Kemmer	Vice President & Assistant Clerk
Krista Leis	Vice President
Debbie Long	Vice President
Kathleen Nassaney	Vice President Tax
Carol T. Pelkowski	Vice President
Frank Riepl	Vice President Tax
Gilmar Rodrigues	Vice President
John P. Sirico, II	Vice President & Assistant Secretary
Cole Silver	Vice President & Assistant Secretary

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Guarantor	Name and Office	
	Deborah A. Wirth	Vice President
Education Loan Servicing Corporation	Robert J. Ingato	Director
	Eric S. Mandelbaum	Director
	Glenn A. Votek	Director
	Randall Chesler	President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Usama Ashraf	Senior Vice President & Assistant Treasurer
	Barbara Callahan	Senior Vice President Corporate Treasury & Assistant Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	David Harmon	Senior Vice President
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	Janet Epp-Rosenthal	Director & Assistant Secretary
	David Finn	Director
	Kathleen Nassaney	Director Tax
	Frank Riepl	Director Tax
	John P. Sirico, II	Director & Assistant Secretary
	Kathleen A. Beck	Vice President Corporate Treasury
	Christopher Dewes	Vice President
	Robert H. Hart	Vice President
	Thomas G. Leick	Vice President
	Gerald T. McFadden	Vice President
Gilmar Rodrigues	Vice President	
Karen D. Woodrum	Vice President	
Equipment Acceptance Corporation	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	C. Jeffrey Knittel	President
	George D. Cashman	Executive Vice President
	Anthony Diaz	Executive Vice President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Kenneth I. Brown	Senior Vice President
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
		Senior Vice President & Assistant Secretary

Randy L. Feuerstein	
Barbara C. Galaini	Senior Vice President & Controller
Nicole Kelsey	Senior Vice President & Assistant Secretary
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Stephen Millas	Senior Vice President & Assistant Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Karen Scowcroft	Senior Vice President & Assistant Secretary
Stephen Z. Serepca	Senior Vice President
James P. Shanahan	Senior Vice President & Assistant Secretary
John Shavinsky	Senior Vice President
Jean B. Stein	Senior Vice President
Janet Epp-Rosenthal	Director & Assistant Secretary
Ira Finkelson	Director & Assistant Secretary
Charles P. McGrath	Director
Kathleen Nassaney	Director Tax

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Guarantor	Name and Office
	Frank Riepl Director Tax
	Stephen C. Rosenberger Director
	Kathleen A. Beck Vice President Corporate Treasury
	Matthew G. Beirne Vice President
	Nancy A. Nardella Vice President
	Richard J. O'Neill Vice President
	Kathleen M. Park Vice President
	Stuart Schwartzberg Vice President
	Catherine A. Stiglich Vice President
	Jennifer I. Villa Vice President & Assistant Secretary
Franchise Portfolio 1, Inc.	Eric S. Mandelbaum Director
	Glenn A. Votek Director
	Margaret Brown President
	Steven Warden President
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	Kathleen A. Beck Vice President Corporate Treasury
Franchise Portfolio 2, Inc.	Eric S. Mandelbaum Director
	Glenn A. Votek Director
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	Kathleen A. Beck Vice President Corporate Treasury
GFSC Aircraft Acquisition Financing Corporation	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	C. Jeffrey Knittel President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer

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Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Joseph R. Albano	Director & Assistant Secretary
Thomas J. Ciccarino	Director & Assistant Controller
Michael P. Derrico	Director
Sheri L. Kelly	Director
Kathleen Nassaney	Director Tax
Carol T. Pelkowski	Director
Gerard T. Perry	Director
Frank Riepl	Director Tax
Amy B. Smith	Director
Kathleen A. Beck	Vice President Corporate Treasury

Hudson Shipping Co., Inc.

Robert J. Ingato	Director
Glenn A. Votek	Director

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Guarantor	Name and Office	
	Eric S. Mandelbaum	Director
	Joseph M. Leone	President & Chief Financial Officer
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Frank Garcia	Senior Vice President
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Kathleen Nassaney	Director Tax
	Frank Riepl	Director Tax
	Kathleen A. Beck	Vice President Corporate Treasury
Namekeepers LLC	Eric S. Mandelbaum	Director
	Glenn A. Votek	Director
	Vacant	President
	Joseph M. Leone	Executive Vice President
	Frank Garcia	Vice President & Assistant Treasurer
	Robert J. Ingato	Vice President & General Counsel
	Eric S. Mandelbaum	Vice President & Secretary
	James P. Shanahan	Vice President & Assistant Secretary
	William J. Taylor	Vice President & Controller
	Glenn A. Votek	Vice President & Treasurer
Owner-Operator Finance Company	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	Ron G. Arrington	President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Secretary
	Frank Garcia	Senior Vice President
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Kathleen Nassaney	Director Tax
	Frank Riepl	Director Tax
	Kathleen A. Beck	Vice President Corporate Treasury
Student Loan Xpress, Inc.	Robert J. Ingato	Director
		Director

Eric S. Mandelbaum	
Glenn A. Votek	Director
Randall M. Chesler	President
Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Usama Ashraf	Senior Vice President & Assistant Treasurer
Barbara Callahan	Senior Vice President Corporate Treasury & Assistant Treasurer
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Karen W. Cifrese	Senior Vice President
David Harmon	Senior Vice President
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
John Paradisi	Senior Vice President
Vincent Schera	Senior Vice President

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Guarantor	Name and Office
	David C. Costello Director
	Janet Epp-Rosenthal Director & Assistant Secretary
	David Finn Director
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	John P. Sirico, II Director & Assistant Secretary
	Kathleen A. Beck Vice President Corporate Treasury
	Jerome C. Gearding Vice President
	Gilmar Rodrigues Vice President
	Gary Sole Vice President
The CIT Group/BC Securities Investment, Inc.	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	Joseph M. Leone President and Chief Financial Officer
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Barbara Callahan Senior Vice President Corporate Treasury & Assistant Treasurer
	Mark A. Carlson Senior Vice President Corporate Treasury
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	James P. Shanahan Senior Vice President & Assistant Secretary
	Kathleen Nassaney Director Tax
	Frank Riepl Director Tax
	Kathleen A. Beck Vice President Corporate Treasury
	Michael J. McConnell Vice President Corporate Treasury
The CIT Group/Business Credit, Inc.	Robert J. Ingato Director
	Eric S. Mandelbaum Director
	Glenn A. Votek Director
	Marc L. Adelson President
	Margaret A. Brown Executive Vice President
	Richard DePaul Executive Vice President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Michael C. Magee Executive Vice President
	John O. Kane Executive Vice President
	Friedman G. Penny Executive Vice President
	Gary J. Prager Executive Vice President

Joseph J. Richardson	
Paul W. Scharpf	Executive Vice President
Peter L. Skavla	Executive Vice President
William J. Taylor	Executive Vice President & Controller
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Steven N. Warden	Executive Vice President
Usama F. Ashraf	Senior Vice President & Assistant Treasurer
Barbara Callahan	Senior Vice President & Assistant Treasurer
Mark A. Carlson	Senior Vice President Corporate Treasury
Michael J. Cleary	Senior Vice President & Assistant Secretary
James P. Conheaney	Senior Vice President
James H. Cooper	Senior Vice President
Christopher Esposito	Senior Vice President
Burt Feinberg	Senior Vice President
Craig A. Goldstein	Senior Vice President
Neal T. Legan	Senior Vice President
Veronica Lubezenko	Senior Vice President

Table of Contents**Guarantor****Name and Office**

Eric S. Mandelbaum	Senior Vice President & Secretary
Stuart H. Nectow	Senior Vice President
Suzanne Palmer	Senior Vice President
Jean Passalacqua	Senior Vice President
Debra A. Putzer	Senior Vice President
Timothy Rafanello	Senior Vice President
Robert Schenker	Senior Vice President and Chief Financial Officer
James P. Shanahan	Senior Vice President & Assistant Secretary
Renee Singer	Senior Vice President
Charles Soutar	Senior Vice President
Carrie Stead	Senior Vice President
Jason B. Stewart	Senior Vice President
Francisco Paco Torrado	Senior Vice President
Peter Connolly	Managing Director (Officer)
Vincent DeVito	Managing Director (Officer)
Patrick Flynn	Managing Director (Officer)
Andrew Giangrave	Managing Director (Officer)
Tom McNicholas	Managing Director (Officer)
Jeffrey Ulmer	Managing Director (Officer)
Joseph C. Amato	Vice President
Frederick Avila	Vice President & Assistant Secretary
Jay Baldinelli	Vice President
Kathleen A. Beck	Vice President Corporate Treasury
James A. Brennan, Jr.	Vice President
Eustachio Bruno	Vice President
Carmen Caporrino	Vice President
Lisa Ciampi	Vice President
Ronald Dacher	Vice President
Nicholas J. DeFabrizio	Vice President & Assistant Secretary
Robert W. Franklin	Vice President & Assistant Secretary
Allison J. Friedman	Vice President
Michael A. Graham	Vice President
Andrew S. Hausspiegel	Vice President
James R. Heed	Vice President & Assistant Secretary
James L. Hudak	Vice President
William Kearney	Vice President
Laurie Moon-Jung Kim	Vice President & Assistant Secretary
Aaron Kitlowski	Vice President & Assistant Secretary
Robert Klein	Vice President
Shaun Kleinman	Vice President
James Kopack	Vice President
Dan Letizia	Vice President
Rebecca J. Martin	Vice President
Benjamin Marzouk	Vice President
Anton I. Matusevich	Vice President
Stewart McLeod	Vice President
Eddy L. Milstein	Vice President

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Michael V. Monahan	Vice President
James R. Mortimer	Vice President & Assistant Secretary
Kathleen Nassaney	Vice President Tax
Jennifer Park	Vice President & Assistant Secretary
Tonya Peters	Vice President
Robyn Pingree	Vice President
Frank Riepl	Vice President Tax
Salvatore Torey Riso	Vice President & Assistant Secretary
Daniel Sanchez	Vice President
Steven Sanislo	Vice President
Earl Scurlock	Vice President

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Guarantor	Name and Office
	John P. Sirico, II Vice President & Assistant Secretary
	Christopher Sones Vice President
	Brian R. St. James Vice President & Assistant Secretary
	Jorge Wagner Vice President & Assistant Secretary
	Douglas Witte Vice President & Assistant Secretary
	Rick Wolverton Vice President
	Steven Wolverton Vice President
	Richard Rossi Senior Director (Officer)
	Angela Harmon Senior Director (Officer)
	Thomas Lynch Director (Officer)
The CIT Group/Capital Finance, Inc.	Robert J. Ingato Director
	Glenn A. Votek Director
	Eric S. Mandelbaum Director
	C. Jeffrey Knittel President
	George D. Cashman Executive Vice President
	Anthony Diaz Executive Vice President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Kenneth I. Brown Senior Vice President & Assistant Secretary
	Mark A. Carlson Senior Vice President Corporate Treasury & Assistant Treasurer
	Randy L. Feuerstein Senior Vice President & Assistant Secretary
	Barbara C. Galaini Senior Vice President & Controller
	Nicole Kelsey Senior Vice President & Assistant Secretary
	Michael C. Magee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Stephen Millas Senior Vice President & Assistant Secretary
	Nicholas Pastushan Senior Vice President
	Salvatore Torey Senior Vice President & Assistant Secretary
	Riso Senior Vice President & Assistant Secretary
	Karen Scowcroft Senior Vice President
	Stephen Z. Serepca Senior Vice President & Assistant Secretary
	James P. Shanahan Senior Vice President
	John Shavinsky Senior Vice President
	Jean B. Stein Senior Vice President
	Janet Epp-Rosenthal Director & Assistant Secretary
	Ira Finkelson Director & Assistant Secretary
	James Thomas Director
	Garry Director
	Charles P. McGrath Director

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Kathleen Nassaney	Director	Tax
Frank Riepl	Director	Tax
Stephen C. Rosenberger	Director	
Kathleen A. Beck	Vice President	Corporate Treasury
Matthew G. Beirne	Vice President	
Neil Burgess	Vice President	
Lars R. Durban	Vice President	
Mark L. Ebanks	Vice President	
Frank B. Inzitari	Vice President	
Nancy A. Nardella	Vice President	
Richard J. O'Neill	Vice President	
Kathleen M. Park Stuart Schwartzberg	Vice President	
Catherine A. Stiglich	Vice President	

**The CIT Group/Capital
Transportation, Inc.**

Robert J. Ingato	Director
Glenn A. Votek	Director
C. Jeffrey Knittel	President

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Guarantor	Name and Office
Timothy J. Bennett	Executive Vice President
Kenneth I. Brown	Executive Vice President
George D. Cashman	Executive Vice President
Anthony Diaz	Executive Vice President
Patrick Henry Dowling	Executive Vice President
Robert J. Ingato	Executive Vice President & Assistant Secretary
Michael C. Magee	Executive Vice President
Stephen L. McClure	Executive Vice President
William J. Taylor	Executive Vice President & Assistant Controller
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Mark A. Carlson	Senior Vice President Corporate Treasury
Richard H. Crofton	Senior Vice President
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Barbara C. Galaini	Senior Vice President & Controller
Eric S. Mandelbaum	Senior Vice President & Secretary
Nicholas Pastushan	Senior Vice President
Karen Scowcroft	Senior Vice President & Assistant Secretary
Stephen Z. Serepca	Senior Vice President
James P. Shanahan	Senior Vice President & Assistant Secretary
Jean B. Stein	Senior Vice President
Kathleen A. Beck	Vice President Corporate Treasury
Matthew G. Beirne	Vice President
Neil Burgess	Vice President
Janet Epp-Rosenthal	Vice President & Assistant Secretary
Ira Finkelson	Vice President & Assistant Secretary
James Thomas	Vice President
Garry Nicole Kelsey	Vice President & Assistant Secretary
Thomas W. Maddi	Vice President & Assistant Secretary
Charles P. McGrath	Vice President
Stephen Millas	Vice President & Assistant Secretary
Nancy A. Nardella	Vice President
Kathleen Nassaney	Vice President Tax
Richard J. O'Neill	Vice President
Kathleen M. Park	Vice President
Frank Riepl	Vice President Tax
Salvatore Torey	Vice President & Assistant Secretary
Riso	
Stephen C. Rosenberger	Vice President
	Vice President

	Stuart Schwartzberg	
	John Shavinsky	Vice President
	Thomas M. Simpson	Vice President & Assistant Secretary
	Catherine A. Stiglich	Vice President
	Jennifer I. Villa	Vice President
The CIT Group/CmS Securities Investment, Inc.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	Joseph M. Leone	President & Chief Financial Officer
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James R. Mortimer	Senior Vice President & Assistant Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Kathleen Nassaney	Director Tax

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Guarantor	Name and Office	
	Frank Riepl	Director Tax
	Kathleen A. Beck	Vice President Corporate Treasury
The CIT Group/Commercial Services, Inc.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	John F. Daly	President
	Michael Baresich	Executive Vice President
	Mitchell F. Cohen	Executive Vice President
	Rita M. Fletcher	Executive Vice President
	Marc Heller	Executive Vice President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Jonathan A. Lucas	Executive Vice President
	Michael C. Magee	Executive Vice President
	Terry Oelschlaeger	Executive Vice President
	Charles R. Powell	Executive Vice President
	Joseph J. Richardson	Executive Vice President
	Paul W. Scharpf	Executive Vice President & Contoller
	William J. Taylor	Executive Vice President Corporate Treasury & Treasurer
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Usama Ashraf	Senior Vice President & Assistant Treasurer
	Edward J. Ahearn	Senior Vice President
	Darrin M. Beer	Senior Vice President
	Martin Bush	Senior Vice President
	Barbara Callahan	Senior Vice President Corporate Treasury
	Mark A. Carlson	Senior Vice President Corporate Treasury
	Timothy E. Cropper	Senior Vice President
	Michael I. Dicker	Senior Vice President
	Charles R. Donner	Senior Vice President
	Randy L. Feuerstein	Senior Vice President Assistant Secretary
	Joseph A. Florio	Senior Vice President
	Kevin Gillespie	Senior Vice President
	Michael G. Hudgens	Senior Vice President
	Nathan Hugg	Senior Vice President
	William C. Johannesen	Senior Vice President
	Gordon A. Jones	Senior Vice President
	Clayton K. Kwai	Senior Vice President
	Richard F. Lee	Senior Vice President
	Vivian Lee	Senior Vice President
	Robert K. Lewin	Senior Vice President
	Joseph Lux	Senior Vice President
		Senior Vice President & Secretary

Eric S. Mandelbaum	
Stephen Millas	Senior Vice President & Assistant Secretary
Peter Mulroy	Senior Vice President
Grover P. Reinle	Senior Vice President
Kevin Ritter	Senior Vice President
Patrick J. Rohan	Senior Vice President
James V. Romano	Senior Vice President
Albert R. Saltzman	Senior Vice President
Robert Schenker	Senior Vice President & Chief Financial Officer
Eugene Schwartz	Senior Vice President
Karen Scowcroft	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Jean B. Stein	Senior Vice President
W. Lewis III Tabb	Senior Vice President
Kevin J. Winsch	Senior Vice President
Joy Zhu	Senior Vice President
Peter Connolly	Managing Director (Officer)

Table of Contents**Guarantor****Name and Office**

Tom McNicholas	Managing Director (Officer)
Francisco Paco Torrado	Managing Director (Officer)
Jeffrey Ulmer	Managing Director (Officer)
William F. Andrews	Vice President & Assistant Secretary
Thomas F. Arakaki	Vice President
Cheryle Arevalo	Vice President
Ellen Bank	Vice President
Joseph M. Barbagiovann	Vice President
Kathleen A. Beck	Vice President Corporate Treasury
Julie N. Berberian	Vice President
James Bodie	Vice President
Sydnee A. Breuer	Vice President
Debra Brown	Vice President
Darrell Bushnell	Vice President
Kim Carpenter	Vice President
Tony Cheng	Vice President
Laura L. Choi	Vice President
Lisa Ciampi	Vice President
Justin Coffey	Vice President
David Collins	Vice President
James Condina	Vice President
Maria Contino	Vice President
Carlene Courtney	Vice President
Robert Cowherd	Vice President
Harriette R. Daniel	Vice President
Michael C. De Lorme	Vice President
Liliam R. Delgado	Vice President
Michael Demsky	Vice President
Anthony Diaz	Vice President
James Ditta	Vice President
James Dugger	Vice President
Martin Dulin	Vice President
James C. East	Vice President
Janet Epp-Rosenthal	Vice President & Assistant Secretary
Bart Evans	Vice President
James E. Ezemoli	Vice President
Mary Farley	Vice President
Nicholas A. Feretic	Vice President
Ira Finkelson	Vice President Assistant Secretary
Mark Forchheimer	Vice President
Martin J. Forcina	Vice President
Robert Foster	Vice President
Robert W. Franklin	Vice President & Assistant Secretary
Albert C. Garland	Vice President
Anthony M. Giarratano	Vice President
Craig A. Goldstein	Vice President
Diane R. Hassell	Vice President

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James R. Heed	Vice President & Assistant Secretary
Michael Helms	Vice President
Curt Hippensteel	Vice President
Peggy Joyce	Vice President
Laurie Jun	Vice President & Assistant Secretary
Lynn E. Jursca	Vice President
Kulwant Kaur	Vice President
June H. Keller	Vice President
Nicole Kelsey	Vice President & Assistant Secretary
Jay M. Kerschman	Vice President
Jeanette King	Vice President

Table of Contents

Guarantor	Name and Office
C. Jeffrey Knittel	Vice President
David R. Kotler	Vice President
Jeffrey Kremberg	Vice President
Ernesto S. Langit	Vice President
Jeffrey Lew	Vice President
Theodore J. Lewin	Vice President
Richard K. Louie	Vice President
Mark A. Luciani	Vice President
Wayne R. Maberry	Vice President
Sam J. Macrillo	Vice President
John Marsha	Vice President
David W. Mault	Vice President
Tiffany F. McLeod	Vice President
Michael Meehan	Vice President
Julia M. Metzger	Vice President & Assistant Secretary
Richard W. Metzger	Vice President
James R. Mortimer	Vice President & Assistant Secretary
Kathleen Nassaney	Vice President Tax
Richard J. O'Neill	Vice President
Brenda Painter	Vice President
Joseph Pascal	Vice President
Jim Pefinis	Vice President
Daniel Petterson	Vice President
William T. Pitlak	Vice President
Brian G. Porter	Vice President
Kevin M. Profit	Vice President & Assistant Secretary
Daniel Quinlan	Vice President
David S. Rauch	Vice President & Assistant Secretary
Michael B. Rayner	Vice President
Frank Riepl	Vice President Tax
William Riggin	Vice President
Salvatore Torey Riso	Vice President & Assistant Secretary
Gilmar Rodrigues	Vice President
Shari Ross	Vice President
Gregory P. Servin	Vice President
Joseph C. Sgalardi	Vice President
John R. Sherwood	Vice President
Jay I. Silberkleit	Vice President
Lawrence A. Silver	Vice President
Lorrick L. Simon	Vice President
Ruth Simon	Vice President & Assistant Secretary
John P. Sirico, II	Vice President & Assistant Secretary
William Skidmore	Vice President
John W. Smith, II	Vice President
Robert Spitz	Vice President

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Bradley Stanza	Vice President
Deborah R. Steinberg	Vice President
Lee A. Sullivan	Vice President
Bruce Tenzer	Vice President & Assistant Secretary
John R. Tinnell, Jr	Vice President
Jane E. Todd	Vice President
Teresa Trucchio	Vice President
Gerard T. Trupia	Vice President
J. Dan Upchurch	Vice President
Arnold K. Wachsberger	Vice President
Emily Ware	Vice President
Lou Ann Weiss	Vice President
Roger S. Welker	Vice President

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Guarantor	Name and Office	
	Vernon Wells	Vice President
	Stanley R. Zaremba	Vice President
	Regina M. Zecca	Vice President
The CIT Group/Commercial Services, Inc. (Va.)	Robert J. Ingato	Director
	Glenn A. Votek	Director
	John F. Daly	President
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Michael C. Magee	Executive Vice President
	Stephen L. McClure	Executive Vice President
	William J. Taylor	Executive Vice President & Controller
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Kathleen A. Beck	Vice President Corporate Treasury
	Kathleen Nassaney	Vice President Tax
	Frank Riepl	Vice President Tax
	Robert Schenker	Vice President
The CIT Group/Consumer Finance, Inc. (NY)	W. Taylor Kamp	Director
	Eric S. Mandelbaum	Director
	W. Taylor Kamp	President
	Glenn A. Votek	Executive Vice President Corporate Treasury & Assistant Treasurer
	Usama Ashraf	Senior Vice President & Assistant Treasurer
	Barbara Callahan	Senior Vice President Corporate Treasury & Assistant Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Frank Garcia	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	John Paradisi	Senior Vice President
	William G. Delaney	Director
	Kathleen Nassaney	Director Tax
	Michael Plaia	Director
	Frank Riepl	Director Tax
	John P. Sirico, II	Director & Assistant Secretary
	Christopher Devitto	Vice President
	Gilmar Rodrigues	Vice President
	Eddie Tomasso	Vice President

The CIT Group/Consumer Finance, Inc. (TN)	W. Taylor Kamp	Director
	Eric S. Mandelbaum	Director
	W. Taylor Kamp	President
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Usama Ashraf	Senior Vice President & Assistant Treasurer
	Barbara Callahan	Senior Vice President & Assistant Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury
	Frank Garcia	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	John Paradisi	Senior Vice President
	Kathleen Nassaney	Director Tax
	Michael Plaia	Director
	Frank Riepl	Director Tax
	John P. Sirico, II	Director & Assistant Secretary
	Christopher Devitto	Vice President

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Guarantor	Name and Office
	Gilmar Rodrigues Vice President
	Eddie Tomasso Vice President
The CIT Group/Corporate Aviation, Inc.	Robert J. Ingato Director
	Glenn A. Votek Director
	C. Jeffrey Knittel President
	Timothy J. Bennett Executive Vice President
	David A. Davis Executive Vice President
	Anthony Diaz Executive Vice President
	Robert J. Ingato Executive Vice President & Assistant Secretary
	J. Daryl MacLellan Executive Vice President
	Michael C. Magee Executive Vice President
	William J. Taylor Executive Vice President & Controller
	Glenn A. Votek Executive Vice President Corporate Treasury & Treasurer
	Joseph R. Albano Senior Vice President & Assistant Secretary
	Kenneth I. Brown Senior Vice President
	Mark A. Carlson Senior Vice President Corporate Treasury
	Richard H. Crofton Senior Vice President
	Randy L. Feuerstein Senior Vice President & Assistant Secretary
	Dana G. Hammond Senior Vice President
	Paul F. Hughes Senior Vice President
	Charles T. Lee Senior Vice President
	Eric S. Mandelbaum Senior Vice President & Secretary
	Nicholas Pastushan Senior Vice President
	Ronald L. Riecks Senior Vice President
	Karen Scowcroft Senior Vice President & Assistant Secretary
	James P. Shanahan Senior Vice President & Assistant Secretary
	Jean B. Stein Senior Vice President
	Kathleen A. Beck Vice President Corporate Treasury
	Matthew G. Beirne Vice President
	Lynn M. Breinholt Vice President
	Neil Burgess Vice President
	Paul T. Candler Vice President
	Thomas J. Ciccarino Vice President & Assistant Controller
	Michael P. Derrico Vice President
	Janet Epp-Rosenthal Vice President & Assistant Secretary
	Ira Finkelson Vice President & Assistant Secretary
	James Thomas Garry Vice President
	Alan P. Gerber Vice President
	Raymond E. Hendon Vice President
	Nicole Kelsey Vice President & Assistant Secretary
	Michael S. Lewis Vice President
	William F. Logan Vice President
	Thomas W. Maddi Vice President & Assistant Secretary
	Charles P. McGrath Vice President
	Stephen Millas Vice President & Assistant Secretary

Charles L. Miller	Vice President
Nancy A. Nardella	Vice President
Kathleen Nassaney	Vice President Tax
Richard J. O Neill	Vice President
Kathleen M. Park	Vice President
David John Pay	Vice President & Assistant Secretary
Carol T. Pelkowski	Vice President
Gerard T. Perry	Vice President
James Porterfield	Vice President
Harold Ray	Vice President
Frank Riepl	Vice President Tax

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Guarantor	Name and Office
	Salvatore Torey Riso Stephen C. Rosenberger Mark E. Saylor John Schavinsky Stuart Schwartzberg Richard G. Seiffert Amy B. Smith Phillip D. Trimble
	Vice President & Assistant Secretary Vice President Vice President Vice President Vice President Vice President Vice President Vice President
The CIT Group/Equipment Financing, Inc.	Robert J. Ingato Eric S. Mandelbaum Glenn A. Votek Vacant Marc L. Adelson Timothy J. Bennett Kenneth I. Brown Margaret A. Brown Roger Burns George D. Cashman Peter Connolly David A. Davis Anthony Diaz Robert J. Ingato C. Jeffrey Knittel Michael C. Magee Stephen L. McClure Paul W. Scharpf Scott Spicer William J. Taylor John Vallis Glenn A. Votek Steven N. Warden William Koslo Chris O Connor Angela Harmon Richard Rossi Usama Ashraf Barbara Callahan Mark A. Carlson Richard H. Crofton Vincent DeVito
	Director Director Director President Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President & Assistant Secretary Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President Executive Vice President & Controller Executive Vice President Executive Vice President Corporate Treasury & Treasurer Executive Vice President Managing Director (Officer) Managing Director (Officer) Senior Director (Officer) Senior Director (Officer) Senior Vice President & Assistant Treasurer Senior Vice President Corporate Treasury Senior Vice President Corporate Treasury Senior Vice President Senior Vice President

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Dan DiStefano	Senior Vice President
Jonathan Domm	Senior Vice President
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Patrick Flynn	Senior Vice President
Barbara C. Galaini	Senior Vice President & Controller, Capital Finance
Andrew Giangrave	Senior Vice President
Steven Kobriger	Senior Vice President
Mel Kusta	Senior Vice President
Wade Layton	Senior Vice President
Charles T. Lee	Senior Vice President
Daniel A. Mahoney	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
James V. Marino	Senior Vice President
Tom McNicholas	Senior Vice President
Alisa Micarelli	Senior Vice President
Stephen Millas	Senior Vice President & Assistant Secretary

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Guarantor	Name and Office
	Barry Nohalty Senior Vice President
	John O Kane Senior Vice President
	Nicholas Pastushan Senior Vice President
	Stephen C. Rosenberger Senior Vice President
	Gordon Saint-Denis Senior Vice President
	Robert Schenker Senior Vice President
	Karen Scowcroft Senior Vice President & Assistant Secretary
	Stephen Z. Serepca Senior Vice President
	James P. Shanahan Senior Vice President & Assistant Secretary
	Nicholas Small Senior Vice President
	Carrie Stead Senior Vice President
	Jean B. Stein Senior Vice President
	Terence Sullivan Senior Vice President
	Francisco Paco Torrado Senior Vice President
	Jeffrey Ulmer Senior Vice President
	Thomas E. Westdyk Senior Vice President
	Frederick Avila Vice President & Assistant Secretary
	Kathleen A. Beck Vice President Corporate Treasury
	Matthew G. Beirne Vice President
	Joseph A. Bentivegna Vice President
	Donald Bradley Vice President
	David Braffman Vice President & Assistant Secretary
	Neil Burgess Vice President
	Daniel Burnett Vice President
	Mike Calabucci Vice President
	Paul T. Candler Vice President
	Nicholas J. DeFabrizio Vice President & Assistant Secretary
	William G. Delaney Vice President
	Frank Diodati Vice President
	Michael DiScala Vice President
	Brendan Doyle Vice President
	Janet Epp-Rosenthal Vice President & Assistant Secretary
	Steven D. Epperly Vice President
	William Evenson Vice President
	Maria Fernandez Vice President
	Ira Finkelson Vice President & Assistant Secretary
	Joseph A. Florio Vice President
	James Thomas Garry Vice President
	Alan P. Gerber Vice President
	M. Roy Gosse Vice President
	Jeffrey Haden Vice President
	David Harnisch Vice President
	Anthony Holland Vice President
	Randal Houk Vice President
	James L. Hudak Vice President
	David Hunt Vice President
	Dave Jackson Vice President

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Laurie Jun	Vice President & Assistant Secretary
Joseph Junda	Vice President
Lucinda L. Kelly	Vice President
Nicole Kelsey	Vice President & Assistant Secretary
Aaron Kitlowski	Vice President & Assistant Secretary
Daniel E. Koster	Vice President
Brad Leibold	Vice President
William F. Logan	Vice President
Bill Lyness	Vice President
Jeff Lytle	Vice President
Pamela Mac	Vice President

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Guarantor	Name and Office
Thomas W. Maddi	Vice President & Assistant Secretary
Robert A. Masucci	Vice President
Anton I. Matusevich	Vice President
Bruce McClelland	Vice President
Charles P. McGrath	Vice President
Julia Metzger	Vice President
Charles L. Miller	Vice President
Michael V. Monahan	Vice President
John Morabito	Vice President
Nancy A. Nardella	Vice President
Kathleen Nassaney	Vice President Tax
Craig Newlun	Vice President
William P. O'Brien	Vice President
Richard J. O'Neill	Vice President
Donald Oberg	Vice President
Joseph Papa	Vice President
Michael Parisien	Vice President
Jennifer Park	Vice President & Assistant Secretary
Kathleen M. Park	Vice President
Andy Polglase	Vice President
Scott P. Ploshay	Vice President
James Porterfield	Vice President
Harold Ray	Vice President
Steven K. Reedy	Vice President
Frank Riepl	Vice President Tax
Salvatore Torey Riso	Vice President & Assistant Secretary
Gilmar Rodrigues	Vice President
Katie Saunders	Vice President
Mark E. Saylor	Vice President
Stuart Schwartzberg	Vice President
George L. Scott	Vice President
Richard G. Seiffert	Vice President
John Shavinsky	Vice President
Cole Silver	Vice President & Assistant Secretary
David E. Singer	Vice President & Assistant Secretary
John P. Sirico, II	Vice President & Assistant Secretary
Amy B. Smith	Vice President
Earnest Smith	Vice President
Brian R. St. James	Vice President & Assistant Secretary
Catherine A. Stiglich	Vice President
John A. Tamburro	Vice President
Phillip D. Trimble	Vice President

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Mark van Ophem	Vice President & Assistant Secretary
Jorge Wagner	Vice President & Assistant Secretary
John M. Walling	Vice President
Douglas Witte	Vice President & Assistant Secretary
Thomas Lynch	Director (Officer)
John M. O'Donnell	Director (Officer)

The CIT Group/Equity

Eric S.	Director
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Mandelbaum

Investments, Inc.

Glenn A. Votek	Director
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J. Daryl MacLellan	President
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Margaret A. Brown	Executive Vice President
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Roger Burns	Executive Vice President
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Peter Connolly	Executive Vice President
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James L. Hudak	Executive Vice President
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Robert J. Ingato	Executive Vice President & Assistant Secretary
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Glenn A. Votek	Executive Vice President	Corporate Treasury & Treasurer
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Guarantor	Name and Office
Steven N. Warden	Executive Vice President
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Scott A. Carlson	Senior Vice President
Michael J. Cleary	Senior Vice President & Assistant Secretary
Nicole Kelsey	Senior Vice President & Assistant Secretary
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Stephen Millas	Senior Vice President & Assistant Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Harold J. Schroeder	Senior Vice President
Karen Scowcroft	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Jeffrey Ulmer	Senior Vice President
Vincent DeVito	Managing Director
Steven Dowe	Managing Director
Patrick Flynn	Managing Director
Andrew Giangrave	Managing Director
David M. Harnisch	Managing Director
Michael McDugall	Managing Director
Thomas McNicholas	Managing Director
Alisa Micarelli	Managing Director
Michael Monahan	Managing Director
Terence Sullivan	Managing Director
Kenneth Wendler	Managing Director
Vincent Belcastro	Director
Carmen Caporrino	Director
Nicholas J. DeFabrizio	Director & Assistant Secretary
Aaron Kitlowski	Director & Assistant Secretary
Michael LaManes	Director
Neal Legan	Director
Kathleen Nassaney	Director Tax
Donald Oberg	Director
Scott Ploshay	Director
Frank Riepl	Director Tax
John Sawn	Director
Cole Silver	Director & Assistant Secretary
Renee Singer	Director
Jorge Wagner	Director & Assistant Secretary
Krister Anderson	Vice President
Kathleen A. Beck	Vice President Corporate Treasury
David Braffman	Vice President & Assistant Secretary
Sherrese Clarke	Vice President

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Mark Esposito	Vice President
Andrew Fanelli	Vice President
Martin Healey	Vice President
Anthony Holland	Vice President
Jeff Joslin	Vice President
Veronica Lubczenko	Vice President
Frank Monzo	Vice President
Karoline Moxham	Vice President
Jennifer Park	Vice President & Assistant Secretary
Barbara Perich	Vice President
Joice Soendjojo	Vice President
William B. Stickle	Vice President

**The CIT Group/Factoring
One, Inc.**

Robert J. Ingato	Director
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Guarantor	Name and Office
Glenn A. Votek	Director
Eric S. Mandelbaum	Director
C. Jeffrey Knittel	President
George D. Cashman	Executive Vice President
Anthony Diaz	Executive Vice President
Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
Kenneth I. Brown	Senior Vice President
Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
Randy L. Feuerstein	Senior Vice President & Assistant Secretary
Barbara C. Galaini	Senior Vice President & Controller
Frank Garcia	Senior Vice President
Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Karen Scowcroft	Senior Vice President & Assistant Secretary
Stephen Z. Serepca	Senior Vice President
James P. Shanahan	Senior Vice President & Assistant Secretary
John Shavinsky	Senior Vice President
Jean B. Stein	Senior Vice President
Janet Epp-Rosenthal	Director & Assistant Secretary
Ira Finkelson	Director & Assistant Secretary
James Thomas	Director
Garry	
Charles P. McGrath	Director
Kathleen Nassaney	Director Tax
Frank Riepl	Director Tax
Stephen C. Rosenberger	Director
Kathleen A. Beck	Vice President Corporate Treasury
Matthew G. Beirne	Vice President
Neil Burgess	Vice President
James Dugger	Vice President & Assistant Secretary
Lars R. Durban	Vice President
Mark L. Ebanks	Vice President
Nancy A. Nardella	Vice President
Richard J. O'Neill	Vice President
Kathleen M. Park	Vice President
Stuart Schwartzberg	Vice President

	Catherine A. Stiglich	Vice President
	Jennifer I. Villa	Vice President
The CIT Group/FM Securities Investment, Inc.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	Joseph M. Leone	President & Chief Financial Officer
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Kathleen Nassaney	Director Tax
	Frank Riepl	Director Tax
	Kathleen A. Beck	Vice President Corporate Treasury

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Guarantor		Name and Office
The CIT Group/LsC Securities Investment, Inc.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	Joseph M. Leone	President & Chief Financial Officer
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Kathleen Nassaney	Director Tax
	Frank Riepl	Director Tax
	Kathleen A. Beck	Vice President Corporate Treasury
	The CIT Group/Securities Investment, Inc.	Robert J. Ingato
Glenn A. Votek		Director
Eric S. Mandelbaum		Director
Joseph M. Leone		President & Chief Financial Officer
Robert J. Ingato		Executive Vice President & Assistant Secretary
Glenn A. Votek		Executive Vice President Corporate Treasury & Treasurer
Mark A. Carlson		Senior Vice President Corporate Treasury & Assistant Treasurer
Frank Garcia		Senior Vice President
Michael C. Magee		Senior Vice President
Eric S. Mandelbaum		Senior Vice President & Secretary
James P. Shanahan		Senior Vice President & Assistant Secretary
Kathleen Nassaney		Director Tax
Frank Riepl		Director Tax
Kathleen A. Beck		Vice President Corporate Treasury
The CIT Group/Venture Capital, Inc.	Robert J. Ingato	Director
	Glenn A. Votek	Director
	Eric S. Mandelbaum	Director
	J. Daryl MacLellan	President
	Joseph M. Leone	Vice Chairman & Chief Financial Officer
	Robert J. Ingato	Executive Vice President & Assistant Secretary
	Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
		Treasurer

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Michael C. Magee	Senior Vice President
Eric S. Mandelbaum	Senior Vice President & Secretary
Salvatore Torey Riso	Senior Vice President & Assistant Secretary
Karen Scowcroft	Senior Vice President & Assistant Secretary
James P. Shanahan	Senior Vice President & Assistant Secretary
Kathleen Nassaney	Director Tax
Frank Riepl	Director Tax
Kathleen A. Beck	Vice President Corporate Treasury
Terry J. Parco	Vice President

Western Star Finance, Inc.

Robert J. Ingato	Director
Glenn A. Votek	Director
Eric S. Mandelbaum	Director
Ron G. Arrington	President
Robert J. Ingato	Executive Vice President & Assistant Secretary
Glenn A. Votek	Executive Vice President Corporate Treasury & Treasurer

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Guarantor	Name and Office	
	Mark A. Carlson	Senior Vice President Corporate Treasury & Assistant Treasurer
	Frank Garcia	Senior Vice President
	Michael C. Magee	Senior Vice President
	Eric S. Mandelbaum	Senior Vice President & Secretary
	James P. Shanahan	Senior Vice President & Assistant Secretary
	Dennis J. Kemmer	Director & Assistant Secretary
	Kathleen Nassaney	Director Tax
	Frank Riepl	Director
	Kathleen A. Beck	Vice President Corporate Treasury

5. Principal Owners of Voting Securities.

As of October 9, 2009, no person owned 10% or more of the voting securities of the Corporation. As of the date of this Application, C.I.T. Leasing Corporation, a wholly-owned subsidiary of the Corporation, was the sole member of and owned a 100% membership interest in Delaware Funding. The ownership of each of the Guarantors is set forth in Item 3.

The principal owners of voting securities of Delaware Funding and the Guarantors will remain the same if the Plan is consummated. The Corporation does not possess sufficient information concerning the holders of the Old Notes to determine whether any person would beneficially own 10% or more of the voting securities of the Corporation following consummation of the Plan, if the Plan were consummated.

UNDERWRITERS**6. Underwriters.**

- (a) Attached hereto as Annex A are charts containing the name and complete mailing address of each person who, within three years prior to the date hereof, acted as an underwriter of any securities of the Corporation or Delaware Funding which are outstanding on the date hereof and the title of each class of securities underwritten.
- (b) No person is acting, or proposed to act, as principal underwriter of the New Notes proposed to be offered pursuant to the Indentures.

CAPITAL SECURITIES**7. Capitalization.**

- (a) The following tables set forth information with respect to each authorized class of securities of the Applicants as of October 12, 2009.
- (i) Equity Securities of the Corporation

Title of Class	Amount Authorized	Amount Outstanding
Common Stock, par value \$0.01 per share ¹	600,000,000	395,466,590
6.350% Non-Cumulative Preferred Stock, Series A, par value \$0.01 per share	14,000,000	14,000,000
Non-Cumulative Preferred Stock, Series B, par value \$0.01 per share	1,500,000	1,500,000
8.75% Non-Cumulative Preferred Stock, Series C, par value \$0.01 per share	11,500,000	10,646,819
Fixed Rate Cumulative Preferred Stock, Series D, par value \$0.01 per share ²	2,330,000	2,330,000
	400	0

Junior Participating Preferred Stock, Series E, par value \$0.01 per share

Equity Units, stated amount \$25.00 per unit	27,600,000	7,993,787
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1 The Tax Benefits Preservation Plan, entered into by the Corporation on August 13, 2009, provided for a dividend distribution of one preferred share purchase right for each outstanding share of the Corporation's common stock.

2 On December 31, 2008, under the U.S. Treasury's TARP Capital Purchase Program, the Corporation issued to the U.S. Treasury 2.33 million shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series D, and a 10-year warrant to purchase up to 88.7 million shares of common stock at an initial exercise price of \$3.94 per share, for aggregate proceeds of \$2.33 billion. The warrant is

exercisable at any time until December 31, 2018 and the number of shares of common stock underlying the warrant and the exercise price are subject to adjustment for certain dilutive events. The exercise price will be reduced by 15% of the original exercise price on each six-month anniversary of the issue date, subject to maximum reduction of 45%. If, on or prior to December 31, 2009, the Corporation receives aggregate gross cash proceeds of at least \$2.33 billion from sales of Tier 1 qualifying perpetual preferred stock or common stock, the number of shares of common stock issuable upon exercise of the warrant will be reduced by one-half of the original number

of shares of
common stock.

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(ii) Equity Securities of Delaware Funding

Membership Interests	N/A	N/A
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(iii) Debt Securities of Delaware Funding

Title of Class³	Amount Authorized	Amount Outstanding
4.65% Notes due July 1, 2010	USD 1,000,000,000	USD 1,000,000,000
5.60% Notes due November 2, 2011	USD 487,000,000	USD 487,000,000
5.20% Notes due June 1, 2015	USD 657,408,000	USD 657,408,000

(iv) Debt Securities of the Corporation

Title of Class³	Amount Authorized	Amount Outstanding
6.88% Notes due November 1, 2009	USD 300,000,000	USD 300,000,000
4.13% Notes due November 3, 2009	USD 500,000,000	USD 500,000,000
3.85% Notes due November 15, 2009	USD 1,959,000	USD 1,959,000
4.63% Notes due November 15, 2009	USD 1,349,000	USD 1,349,000
5.05% Notes due November 15, 2009	USD 2,800,000	USD 2,800,000
5.00% Notes due November 15, 2009	USD 4,217,000	USD 4,217,000
5.00% Notes due November 15, 2009	USD 5,083,000	USD 5,083,000
5.00% Notes due November 15, 2009	USD 6,146,000	USD 6,146,000
3.95% Notes due December 15, 2009	USD 3,314,000	USD 3,314,000
4.80% Notes due December 15, 2009	USD 2,073,000	USD 2,073,000
4.70% Notes due December 15, 2009	USD 285,000	USD 285,000
4.85% Notes due December 15, 2009	USD 582,000	USD 582,000
6.25% Notes due December 15, 2009	USD 63,703,000	USD 63,703,000
6.50% Notes due December 15, 2009	USD 40,994,000	USD 40,994,000
Floating Rate Notes due December 21, 2009	USD 113,000,000	USD 113,000,000
4.25% Notes due February 1, 2010	USD 750,000,000	USD 750,000,000
4.05% Notes due February 15, 2010	USD 4,172,000	USD 4,172,000
5.15% Notes due February 15, 2010	USD 1,918,000	USD 1,918,000
5.05% Notes due February 15, 2010	USD 1,497,000	USD 1,497,000
6.50% Notes due February 15, 2010	USD 58,219,000	USD 58,219,000
6.25% Notes due February 15, 2010	USD 44,138,000	USD 44,138,000
Floating Rate Notes due March 1, 2010	CHF 100,000,000	CHF 100,000,000
2.75% Notes due March 1, 2010	CHF 50,000,000	CHF 50,000,000
Floating Rate Notes due March 12, 2010	USD 1,000,000,000	USD 1,000,000,000
4.30% Notes due March 15, 2010	USD 1,822,000	USD 1,822,000
5.05% Notes due March 15, 2010	USD 4,241,000	USD 4,241,000
5.15% Notes due March 15, 2010	USD 6,375,000	USD 6,375,000
4.90% Notes due March 15, 2010	USD 297,000	USD 297,000
4.85% Notes due March 15, 2010	USD 784,000	USD 784,000
6.50% Notes due March 15, 2010	USD 33,677,000	USD 33,677,000
Floating Rate Notes due March 22, 2010	USD 150,000,000	USD 150,000,000
4.45% Notes due May 15, 2010	USD 3,980,000	USD 3,980,000
5.25% Notes due May 15, 2010	USD 2,414,000	USD 2,414,000

5.38% Notes due June 15, 2010	GBP	300,000,000	GBP	300,000,000
4.30% Notes due June 15, 2010	USD	1,013,000	USD	1,013,000

³ On October 1, 2009 and October 16, 2009, the Corporation and Delaware Funding, as applicable, amended each of the indentures under which the Old Notes were issued to provide guarantees by all of the Corporation's current domestic wholly-owned subsidiaries, with the exception of Delaware Funding, CIT Bank and other regulated subsidiaries, special purpose entities and immaterial subsidiaries.

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Title of Class³	Amount Authorized	Amount Outstanding
4.35% Notes due June 15, 2010	USD 1,419,000	USD 1,419,000
5.30% Notes due June 15, 2010	USD 2,622,000	USD 2,622,000
4.60% Notes due August 15, 2010	USD 1,131,000	USD 1,131,000
5.45% Notes due August 15, 2010	USD 11,920,000	USD 11,920,000
5.50% Notes due August 15, 2010	USD 1,511,000	USD 1,511,000
4.25% Notes due September 15, 2010	USD 295,000	USD 295,000
5.25% Notes due September 15, 2010	USD 11,403,000	USD 11,403,000
5.20% Notes due November 3, 2010	USD 500,000,000	USD 500,000,000
Floating Rate Notes due November 3, 2010	USD 474,000,000	USD 474,000,000
5.05% Notes due November 15, 2010	USD 9,054,000	USD 9,054,000
5.25% Notes due November 15, 2010	USD 6,349,000	USD 6,349,000
5.25% Notes due November 15, 2010	USD 12,292,000	USD 12,292,000
5.25% Notes due November 15, 2010	USD 1,686,000	USD 1,686,000
4.75% Notes due December 15, 2010	USD 750,000,000	USD 750,000,000
5.00% Notes due December 15, 2010	USD 5,842,000	USD 5,842,000
5.05% Notes due December 15, 2010	USD 5,926,000	USD 5,926,000
4.90% Notes due December 15, 2010	USD 3,188,000	USD 3,188,000
5.25% Notes due December 15, 2010	USD 807,000	USD 807,000
6.50% Notes due December 15, 2010	USD 12,177,000	USD 12,177,000
6.50% Notes due January 15, 2011	USD 17,752,000	USD 17,752,000
4.72% Notes due February 10, 2011	CAD 400,000,000	CAD 400,000,000
5.15% Notes due February 15, 2011	USD 2,158,000	USD 2,158,000
5.15% Notes due February 15, 2011	USD 1,458,000	USD 1,458,000
6.60% Notes due February 15, 2011	USD 25,229,000	USD 25,229,000
Floating Rate Notes due February 28, 2011	GBP 70,000,000	GBP 70,000,000
5.05% Notes due March 15, 2011	USD 1,560,000	USD 1,560,000
5.00% Notes due March 15, 2011	USD 1,001,000	USD 1,001,000
4.90% Notes due March 15, 2011	USD 806,000	USD 806,000
5.00% Notes due March 15, 2011	USD 1,589,000	USD 1,589,000
6.75% Notes due March 15, 2011	USD 7,604,000	USD 7,604,000
6.50% Notes due March 15, 2011	USD 6,187,000	USD 6,187,000
5.15% Notes due April 15, 2011	USD 957,000	USD 957,000
Floating Rate Notes due April 27, 2011	USD 280,225,000	USD 280,225,000
5.60% Notes due April 27, 2011	USD 750,000,000	USD 750,000,000
5.40% Notes due May 15, 2011	USD 1,283,000	USD 1,283,000
5.35% Notes due June 15, 2011	USD 558,000	USD 558,000
Floating Rate Notes due July 28, 2011	USD 669,500,000	USD 669,500,000
5.80% Notes due July 28, 2011	USD 550,000,000	USD 550,000,000
5.35% Notes due August 15, 2011	USD 2,254,000	USD 2,254,000
5.20% Notes due September 15, 2011	USD 2,685,000	USD 2,685,000
Floating Rate Notes due September 21, 2011	GBP 40,000,000	GBP 40,000,000
4.25% Notes due September 22, 2011	EUR 750,000,000	EUR 750,000,000
5.20% Notes due November 15, 2011	USD 7,392,000	USD 7,392,000
5.25% Notes due November 15, 2011	USD 4,427,000	USD 4,427,000
5.25% Notes due November 15, 2011	USD 5,175,000	USD 5,175,000
5.25% Notes due November 15, 2011	USD 4,944,000	USD 4,944,000

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Floating Rate Notes due November 30, 2011	EUR 500,000,000	EUR 500,000,000
4.85% Notes due December 15, 2011	USD 482,000	USD 482,000
5.00% Notes due December 15, 2011	USD 1,685,000	USD 1,685,000
5.40% Notes due February 13, 2012	USD 500,000,000	USD 479,996,000
Floating Rate Notes due February 13, 2012	USD 654,250,000	USD 654,250,000

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Title of Class³	Amount Authorized	Amount Outstanding
5.25% Notes due February 15, 2012	USD 2,937,000	USD 2,937,000
5.15% Notes due February 15, 2012	USD 1,532,000	USD 1,532,000
7.25% Notes due February 15, 2012	USD 30,577,000	USD 30,577,000
7.00% Notes due February 15, 2012	USD 17,676,000	USD 17,676,000
5.00% Notes due March 15, 2012	USD 482,000	USD 482,000
5.00% Notes due March 15, 2012	USD 1,059,000	USD 1,059,000
7.25% Notes due March 15, 2012	USD 13,609,000	USD 13,609,000
7.75% Notes due April 2, 2012	USD 259,646,000	USD 259,646,000
5.75% Notes due August 15, 2012	USD 466,000	USD 466,000
3.80% Notes due November 14, 2012	EUR 450,000,000	EUR 450,000,000
5.50% Notes due November 15, 2012	USD 2,711,000	USD 2,711,000
5.50% Notes due November 15, 2012	USD 1,381,000	USD 1,381,000
7.63% Notes due November 30, 2012	USD 2,000,000,000	USD 1,277,653,000
5.50% Notes due December 15, 2012	USD 495,000	USD 495,000
7.00% Notes due December 15, 2012	USD 36,343,000	USD 36,343,000
7.25% Notes due December 15, 2012	USD 19,425,000	USD 19,425,000
7.30% Notes due December 15, 2012	USD 11,775,000	USD 11,775,000
Floating Rate Notes due December 21, 2012	USD 290,705,000	USD 290,705,000
6.15% Notes due January 15, 2013	USD 29,038,000	USD 29,038,000
6.25% Notes due January 15, 2013	USD 62,461,000	USD 62,461,000
6.15% Notes due January 15, 2013	USD 52,560,000	USD 52,560,000
6.25% Notes due January 15, 2013	USD 53,967,000	USD 53,967,000
7.50% Notes due January 15, 2013	USD 27,292,000	USD 27,292,000
6.25% Notes due February 15, 2013	USD 22,781,000	USD 22,781,000
6.20% Notes due February 15, 2013	USD 24,387,000	USD 24,387,000
6.00% Notes due February 15, 2013	USD 22,368,000	USD 22,368,000
7.60% Notes due February 15, 2013	USD 23,615,000	USD 23,615,000
6.15% Notes due February 15, 2013	USD 23,318,000	USD 23,318,000
5.40% Notes due March 7, 2013	USD 500,000,000	USD 483,516,000
7.75% Notes due March 15, 2013	USD 18,242,000	USD 18,242,000
7.90% Notes due March 15, 2013	USD 17,591,000	USD 17,591,000
7.25% Notes due March 15, 2013	USD 5,350,000	USD 5,350,000
6.00% Notes due March 15, 2013	USD 26,178,000	USD 26,178,000
6.00% Notes due March 15, 2013	USD 27,547,000	USD 27,547,000
6.10% Notes due March 15, 2013	USD 27,499,000	USD 27,499,000
6.25% Notes due March 15, 2013	USD 26,121,000	USD 26,121,000
6.15% Notes due April 15, 2013	USD 24,593,000	USD 24,593,000
6.15% Notes due April 15, 2013	USD 28,983,000	USD 28,983,000
6.05% Notes due April 15, 2013	USD 19,386,000	USD 19,386,000
6.05% Notes due May 15, 2013	USD 44,494,000	USD 44,494,000
4.95% Notes due May 15, 2013	USD 9,133,000	USD 9,133,000
4.95% Notes due May 15, 2013	USD 11,492,000	USD 11,492,000
4.88% Notes due June 15, 2013	USD 6,237,000	USD 6,237,000
4.85% Notes due June 15, 2013	USD 7,956,000	USD 7,956,000
4.60% Notes due June 15, 2013	USD 9,421,000	USD 9,421,000
4.45% Notes due June 15, 2013	USD 5,051,000	USD 5,051,000

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

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

5.10% Notes due December 15, 2014	USD 18,101,000	USD 18,101,000
5.05% Notes due January 15, 2015	USD 6,302,000	USD 6,302,000
5.00% Notes due February 1, 2015	USD 750,000,000	USD 671,141,000
4.95% Notes due February 15, 2015	USD 6,678,000	USD 6,678,000
4.90% Notes due February 15, 2015	USD 6,848,000	USD 6,848,000
7.90% Notes due February 15, 2015	USD 24,329,000	USD 24,329,000
5.10% Notes due March 15, 2015	USD 12,247,000	USD 12,247,000
5.05% Notes due March 15, 2015	USD 2,575,000	USD 2,575,000
4.25% Notes due March 17, 2015	EUR 412,500,000	EUR 412,500,000
5.38% Notes due April 15, 2015	USD 6,369,000	USD 6,369,000
5.25% Notes due May 15, 2015	USD 15,954,000	USD 15,954,000
5.30% Notes due May 15, 2015	USD 27,090,000	USD 27,090,000
5.10% Notes due June 15, 2015	USD 14,930,000	USD 14,930,000
5.05% Notes due June 15, 2015	USD 10,912,000	USD 10,912,000
5.20% Notes due June 15, 2015	USD 8,322,000	USD 8,322,000
5.30% Notes due August 15, 2015	USD 10,741,000	USD 10,741,000
5.38% Notes due August 15, 2015	USD 15,892,000	USD 15,892,000
5.25% Notes due September 15, 2015	USD 11,241,000	USD 11,241,000
5.10% Notes due September 15, 2015	USD 4,898,000	USD 4,898,000
5.50% Notes due November 15, 2015	USD 4,016,000	USD 4,016,000
5.80% Notes due November 15, 2015	USD 7,456,000	USD 7,456,000
5.75% Notes due December 15, 2015	USD 8,155,000	USD 8,155,000
5.80% Notes due December 15, 2015	USD 12,621,000	USD 12,621,000

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Title of Class³	Amount Authorized	Amount Outstanding
5.40% Notes due January 30, 2016	USD 750,000,000	USD 604,263,000
5.85% Notes due March 15, 2016	USD 14,372,000	USD 14,372,000
5.80% Notes due March 15, 2016	USD 11,705,000	USD 11,705,000
6.00% Notes due March 15, 2016	USD 69,046,000	USD 69,046,000
5.88% Notes due April 15, 2016	USD 4,888,000	USD 4,888,000
6.05% Notes due May 15, 2016	USD 14,943,000	USD 14,943,000
6.15% Notes due May 15, 2016	USD 18,636,000	USD 18,636,000
6.10% Notes due June 15, 2016	USD 15,478,000	USD 15,478,000
6.10% Notes due June 15, 2016	USD 17,660,000	USD 17,660,000
6.20% Notes due August 15, 2016	USD 37,135,000	USD 37,135,000
6.13% Notes due August 15, 2016	USD 36,401,000	USD 36,401,000
5.85% Notes due September 15, 2016	USD 500,000,000	USD 391,533,000
6.05% Notes due September 15, 2016	USD 31,772,000	USD 31,772,000
5.95% Notes due September 15, 2016	USD 11,219,000	USD 11,219,000
4.65% Notes due September 19, 2016	EUR 474,000,000	EUR 474,000,000
6.00% Notes due November 15, 2016	USD 29,155,000	USD 29,155,000
5.95% Notes due November 15, 2016	USD 13,264,000	USD 13,264,000
Floating Rate Notes due December 14, 2016	USD 34,452,000	USD 34,452,000
5.80% Notes due December 15, 2016	USD 35,842,000	USD 35,842,000
5.65% Notes due December 15, 2016	USD 8,701,000	USD 8,701,000
5.70% Notes due December 15, 2016	USD 9,571,000	USD 9,571,000
5.70% Notes due December 15, 2016	USD 9,817,000	USD 9,817,000
5.50% Notes due December 20, 2016	GBP 367,400,000	GBP 367,400,000
5.65% Notes due February 13, 2017	USD 750,000,000	USD 548,087,000
5.85% Notes due February 15, 2017	USD 7,724,000	USD 7,724,000
5.95% Notes due February 15, 2017	USD 11,074,000	USD 11,074,000
5.85% Notes due February 15, 2017	USD 6,471,000	USD 6,471,000
5.80% Notes due February 15, 2017	USD 7,792,000	USD 7,792,000
Floating Rate Notes due March 15, 2017	USD 50,000,000	USD 50,000,000
5.75% Notes due March 15, 2017	USD 6,741,000	USD 6,741,000
5.75% Notes due March 15, 2017	USD 13,498,000	USD 13,498,000
5.70% Notes due March 15, 2017	USD 9,533,000	USD 9,533,000
5.65% Notes due March 15, 2017	USD 5,935,000	USD 5,935,000
5.75% Notes due March 15, 2017	USD 10,298,000	USD 10,298,000
5.75% Notes due May 15, 2017	USD 2,708,000	USD 2,708,000
5.80% Notes due May 15, 2017	USD 3,779,000	USD 3,779,000
5.80% Notes due May 15, 2017	USD 5,038,000	USD 5,038,000
6.00% Notes due June 15, 2017	USD 23,842,000	USD 23,842,000
6.00% Notes due June 15, 2017	USD 8,205,000	USD 8,205,000

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Title of Class³	Amount Authorized	Amount Outstanding
6.10% Notes due June 15, 2017	USD 6,648,000	USD 6,648,000
6.25% Notes due June 15, 2017	USD 10,535,000	USD 10,535,000
6.25% Notes due August 15, 2017	USD 1,190,000	USD 1,190,000
6.25% Notes due November 15, 2017	USD 8,958,000	USD 8,958,000
6.25% Notes due November 15, 2017	USD 11,778,000	USD 11,778,000
6.25% Notes due November 15, 2017	USD 6,339,000	USD 6,339,000
6.40% Notes due November 15, 2017	USD 3,404,000	USD 3,404,000
6.50% Notes due November 15, 2017	USD 2,197,000	USD 2,197,000
10-Year Forward Rate Bias Notes due December 11, 2017	USD 500,000,000	USD 500,000,000
6.50% Notes due December 15, 2017	USD 556,000	USD 556,000
7.50% Notes due December 15, 2017	USD 24,275,000	USD 24,275,000
7.75% Notes due December 15, 2017	USD 14,936,000	USD 14,936,000
7.80% Notes due December 15, 2017	USD 8,731,000	USD 8,731,000
5.80% Senior Notes due October 1, 2036	USD 500,000,000	USD 316,015,000
12.00% Subordinated Notes due December 18, 2018	USD 1,117,448,000	USD 1,117,448,000
12.00% Subordinated Notes due December 18, 2018	USD 31,559,000	USD 31,559,000
6.10% Junior Subordinated Notes due March 15, 2067	USD 750,000,000	USD 750,000,000
0.90% Notes due November 7, 2010	JPY 20,000,000,000	JPY 20,000,000,000
7.75% Notes due November 17, 2010	USD 199,844,675	USD 199,844,675
4.25% Notes due September 22, 2011	EUR 750,000,000	EUR 750,000,000
1.42% Notes due October 4, 2011	USD 100,000,000	USD 100,000,000
5.15% Notes due December 11, 2017	USD 500,000,000	USD 500,000,000
6.00% Notes due April 1, 2036	USD 309,021,000	USD 309,021,000
2.83% Senior Notes due April 2, 2036	JPY 20,000,000	JPY 20,000,000
6.25% Notes due August 15, 2021	USD 44,964,000	USD 43,204,000
6.35% Notes due August 15, 2021	USD 19,913,000	USD 19,139,000
6.25% Notes due August 15, 2021	USD 44,964,000	USD 39,924,000
6.15% Notes due September 15, 2021	USD 28,075,000	USD 27,174,000
6.25% Notes due November 15, 2021	USD 36,469,000	USD 35,172,000
6.10% Notes due November 15, 2021	USD 66,669,000	USD 63,647,000
6.00% Notes due December 15, 2021	USD 61,507,000	USD 58,477,000
5.85% Notes due December 15, 2021	USD 15,339,000	USD 14,529,000
5.88% Notes due December 15, 2021	USD 19,034,000	USD 18,181,000
5.90% Notes due December 15, 2021	USD 19,762,000	USD 18,463,000
6.00% Notes due February 15, 2022	USD 49,872,000	USD 47,741,000
6.05% Notes due February 15, 2022	USD 25,428,000	USD 24,258,000
6.00% Notes due February 15, 2022	USD 37,898,000	USD 36,570,000
5.95% Notes due February 15, 2022	USD 12,918,000	USD 12,325,000
5.90% Notes due March 15, 2022	USD 8,664,000	USD 8,296,000
5.85% Notes due March 15, 2022	USD 12,828,000	USD 12,016,000
5.85% Notes due March 15, 2022	USD 16,435,000	USD 15,025,000
5.85% Notes due March 15, 2022	USD 20,459,000	USD 19,227,000
5.95% Notes due March 15, 2022	USD 29,733,000	USD 27,181,000
6.00% Notes due May 15, 2022	USD 14,227,000	USD 13,726,000
6.00% Notes due May 15, 2022	USD 18,705,000	USD 18,355,000
6.00% Notes due May 15, 2022	USD 11,932,000	USD 11,441,000
6.15% Notes due June 15, 2022	USD 31,354,000	USD 30,302,000

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6.20% Notes due June 15, 2022	USD	6,921,000	USD	6,819,000
6.25% Notes due June 15, 2022	USD	4,816,000	USD	4,611,000
6.50% Notes due June 15, 2022	USD	16,043,000	USD	15,028,000
6.50% Notes due August 15, 2022	USD	1,487,000	USD	1,457,000
6.50% Notes due August 15, 2022	USD	397,000	USD	397,000
6.70% Notes due November 15, 2022	USD	2,130,000	USD	1,930,000
6.75% Notes due November 15, 2022	USD	2,619,000	USD	2,609,000
6.75% Notes due December 15, 2022	USD	676,000	USD	676,000

(v) Equity Securities of the Guarantors

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Guarantor	Title of Class	Amount Authorized	Amount Outstanding
Baffin Shipping Co., Inc.	Common Stock	1,000	100
C.I.T. Leasing Corporation	Common Stock	11,000	10595.79
Capita Colombia Holdings Corp.	Common Stock	100	100
Capita Corporation	Common Stock	1,000	1,000
Capita International L.L.C.	Membership Interests	N/A	100
Capita Premium Corporation	Common Stock	1,000	100
CIT Capital USA Inc.	Common Stock	100,000	1,000
CIT China 12, Inc.	Common Stock	1,000	100
CIT China 13, Inc.	Common Stock	1,000	100
CIT China 2, Inc.	Common Stock	1,000	100
CIT China 3, Inc.	Common Stock	1,000	100
CIT Communications Finance Corporation	Common Stock	1	1
CIT Credit Finance Corp.	Common Stock	1,000	1,000
CIT Credit Group USA Inc.	Common Stock	100,000	3,410
CIT Financial Ltd. of Puerto Rico	Common Stock	1	1
CIT Financial USA, Inc.	Common Stock	3,000	3,000
CIT Group (NJ) LLC	Membership Interests	N/A	N/A
CIT Group SF Holding Co., Inc.	Common Stock	1,000	100
CIT Healthcare LLC	Membership Interests	N/A	200,080,932
CIT Holdings, LLC	Membership Interests	N/A	N/A
CIT Lending Services Corporation	Common Stock	1,000	1
CIT Lending Services Corporation (Illinois)	Common Stock	1,000	100
CIT Loan Corporation (f/k/a The CIT Group/Consumer Finance, Inc.)	Common Stock	100	10
CIT Real Estate Holding Corporation	Common Stock	1,000	1,000
CIT Realty LLC	Membership Interests	N/A	100
CIT Technologies Corporation	Common Stock	100	100
CIT Technology Financing Services, Inc.	Common Stock	1,000	1,000
Education Loan Servicing Corporation	Common Stock	1,000	100
Equipment Acceptance Corporation	Common Stock	200	200
Franchise Portfolio 1, Inc.	Common Stock	1,000	1,000
Franchise Portfolio 2, Inc.	Common Stock	1,000	1,000
GFSC Aircraft Acquisition Financing Corporation	Common Stock	1,000	1,000
Hudson Shipping Co., Inc.	Common Stock	1,000	113
Namekeepers LLC	Membership Interests	N/A	N/A
Owner-Operator Finance Company	Common Stock	3,000	1,000
Student Loan Xpress, Inc.	Common Stock	1,000	100
The CIT Group/BC Securities Investment, Inc.	Common Stock	2,500	100
The CIT Group/Business Credit, Inc.	Common Stock	1,500	1,500
The CIT Group/Capital Finance, Inc.	Common Stock	3,000	3,000
The CIT Group/Capital Transportation, Inc.	Common Stock	3,000	100
The CIT Group/CmS Securities Investment, Inc.	Common Stock	2,500	100
The CIT Group/Commercial Services, Inc.	Common Stock	1,500	1,500
The CIT Group/Commercial Services, Inc. (Va.)	Common Stock	1,000	100
The CIT Group/Consumer Finance, Inc. (NY)	Common Stock	1,000	1,000
The CIT Group/Consumer Finance, Inc. (TN)	Common Stock	1,000	100
The CIT Group/Corporate Aviation, Inc.	Common Stock	100	100

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The CIT Group/Equipment Financing, Inc.	Common Stock	1,000	100
The CIT Group/Equity Investments, Inc.	Common Stock	2,500	100
The CIT Group/Factoring One, Inc.	Common Stock	1,000	1,000
The CIT Group/FM Securities Investment, Inc.	Common Stock	2,500	100
The CIT Group/LsC Securities Investment, Inc.	Common Stock	2,500	100
The CIT Group/Securities Investment, Inc.	Common Stock	2,500	100
The CIT Group/Venture Capital, Inc.	Common Stock	10,000	100
Western Star Finance, Inc.	Common Stock	1,000	100

(b) Holders of common stock of the Corporation are entitled to one vote for each share registered in such holder's name on all matters upon which such holders are entitled to vote. In the event that dividends on any shares of

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

INDENTURE SECURITIES**8. Analysis of Indenture Provisions.**

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

(a) Events of Default; Withholding of Notice

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

- (i) default for 30 days in the payment when due of interest on the New Notes;
- (ii) default in the payment when due (at maturity, upon redemption or otherwise) of the principal of, or premium, if any, on, the New Notes;
- (iii) failure by the Issuer or any of its Restricted Subsidiaries to comply with the provisions in the Offering Memorandum described under the captions Repurchase at the Option of Holders Change of Control, Repurchase at the Option of Holders Asset Sales or Certain Covenants Merger, Consolidation or Sale of Assets;
- (iv) failure by the Issuer or any of its Restricted Subsidiaries for 60 days after notice to the Issuer by the Trustee or the Holders of at least 25% in aggregate principal amount of the New Notes then outstanding voting as a single class to comply with any of the other agreements in the applicable Indenture;
- (v) default under any mortgage, indenture or instrument under which there may be issued or by which there may be secured or evidenced any Indebtedness for money borrowed by the Issuer or any of its Restricted Subsidiaries (or the payment of which is guaranteed by the Issuer or any of its Restricted Subsidiaries),

whether such Indebtedness or Guarantee now exists, or is created after the date of the applicable Indenture, if that default:

(A) is caused by a failure to pay principal of, or interest or premium, if any, on, such

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Indebtedness prior to the expiration of the grace period provided in such Indebtedness on the date of such default (a Payment Default); or

(B) results in the acceleration of such Indebtedness prior to its express maturity,

and, in each case, the principal amount of any such Indebtedness, together with the principal amount of any other such Indebtedness under which there has been a Payment Default or the maturity of which has been so accelerated, aggregates to an amount that is equal to or more than an amount specified in the applicable Indenture;

- (vi) failure by the Issuer or any of its Restricted Subsidiaries to pay final judgments entered by a court or courts of competent jurisdiction aggregating in excess of an amount specified in the applicable Indenture, which judgments are not paid, discharged or stayed for a period of 60 days;
- (vii) certain events of bankruptcy or insolvency described in the applicable Indenture with respect to (1) the Issuer or any Restricted Subsidiary that is a Significant Subsidiary, (2) any group of Restricted Subsidiaries that, taken together, would constitute a Significant Subsidiary or (3) CIT Bank;
- (viii) any Note Guarantee of any Significant Subsidiary ceases to be in full force and effect (other than in accordance with the terms of such Note Guarantee and the applicable Indenture) or is declared null and void and unenforceable or found to be invalid or any Guarantor that is a Significant Subsidiary denies its liability under its Note Guarantee (other than by reason of release of a Guarantor from its Note Guarantee in accordance with the terms of the applicable indenture and the Note Guarantee); and
- (ix) any security interest and Lien purported to be created by any Security Document with respect to any Collateral, individually or in the aggregate, having a Fair Market Value in excess of an amount specified in the applicable Indenture shall cease to be in full force and effect, or shall cease to give the Notes Collateral Agent, for the benefit of the Holders, the Liens, rights, powers and privileges purported to be created and granted thereby (including a perfected second-priority security interest in and Lien on, all of the Collateral thereunder (except as otherwise expressly provided in the applicable Indenture, the Security Documents and the Intercreditor Agreement)) in favor of the Notes Collateral Agent, or shall be asserted by the Issuer or any Guarantor to not be, a valid, perfected, second-priority (except as otherwise expressly provided in the applicable Indenture, the Security Documents or the Intercreditor Agreement) security interest in or Lien on the Collateral covered thereby; except to the extent that any such loss of perfection or priority results from the failure of the Trustee (or an agent or trustee on its behalf) to make filings, renewals and continuations (or other equivalent filings) or take other appropriate action or the failure of the Trustee (or an agent or trustee on its behalf) to maintain possession of certificates actually delivered to it (or such agent or trustee) representing securities pledged under the Security Documents.

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

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

Subject to the provisions of the applicable Indenture relating to the duties of the Trustee, in case an Event of Default occurs and is continuing, the Trustee will be under no obligation to exercise any of the rights or powers under

the applicable Indenture at the request or direction of any Holders of New Notes unless such Holders have offered to the

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

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

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

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

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

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

The requirements for release and substitution of any property subject to liens will be set forth in a supplemental indenture relating to each series of New Notes as described in the Offering Memorandum attached hereto as Exhibit T3E. 1, which is expected to provide that upon (i) a series of New Notes having an Investment Grade Rating from Moody's and S&P, (ii) so long as no Default has occurred and is then continuing with respect to New Notes of such series, with the consent of the Holders of at least a majority in aggregate principal amount of the New Notes of such series then outstanding any Security Document, any Intercreditor Agreement or the provisions in the Indenture dealing with the Collateral or the Security Documents or the application of trust proceeds of the Collateral may be amended to release all or substantially all of the Collateral from the Liens of the Security Documents or to change or alter the priority of the security interests in the Collateral with respect to New Notes of such series. Except as provided in the preceding sentence, the Indenture will provide that the consent of each affected Holder shall be required to make any change in any Security Document, any Intercreditor Agreement or the provisions in the Indenture dealing with the Collateral or the Security Documents or the application of trust proceeds of the Collateral that would release all or substantially all of the Collateral from the Liens of the Security Documents (except as permitted by the terms of the indenture, the Security Documents and the Intercreditor Agreement) or change or alter the priority of the security interests in the Collateral.

(d) Satisfaction and Discharge of the Indenture

Upon the direction of the Issuer by a Company Order, the applicable Indenture shall cease to be of further effect with respect to any series of New Notes specified in such Company Order and any Coupons appertaining thereto (except as to any expressly surviving rights of Securities of such series), and the Trustee, on receipt of a Company Order shall execute proper instruments acknowledging satisfaction and discharge of such Indenture as to such series, when (i) either (A) all New Notes of such series and all Coupons appertaining thereto (subject to certain exceptions) have been delivered to the Trustee for cancellation or (B) all New Notes of such series and, if applicable, any Coupons appertaining thereto not theretofore delivered to the Trustee for cancellation (1) have become due and payable, or will become due and payable at their Stated Maturity within one year, or (2) if redeemable at the option of the Issuer, are to

be called for redemption within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption by the Trustee, and the Issuer has deposited or caused to be deposited with the Trustee as funds in trust for such purpose, money in an amount sufficient to pay and discharge the entire indebtedness on such New Notes and any Coupons appertaining

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thereto not theretofore delivered to the Trustee for cancellation, including the principal of, and any premium or interest thereon, to the date of such deposit (in the case of New Notes which have become due and payable) or to the Maturity thereof, as the case may be; (ii) the Issuer has paid or caused to be paid all other sums payable hereunder by the Issuer with respect to the outstanding New Notes of such series and any Coupons appertaining thereto; and (iii) the Issuer has delivered to the Trustee an Opinion of Counsel and an Officers Certificate, each stating that all conditions precedent herein provided for relating to the satisfaction and discharge of this Indenture as to such series have been complied with.

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

The Issuer shall deliver to the Trustee, within 120 days after the end of each fiscal year, a written statement signed by the principal executive officer, the principal financial officer or the principal accounting officer of the Issuer, stating that (i) a review of the activities of the Issuer during such year and of its performance under this Indenture has been made under his or her supervision and (ii) to the best of his or her knowledge, based on such review, (A) the Issuer has complied with all the conditions and covenants imposed on it under the applicable Indenture throughout such year, or, if there has been a default in the fulfillment of any such condition or covenant or agreement, specifying each such default known to him or her and the nature and status thereof, and (B) no event has occurred and is continuing which is, or after notice or lapse of time or both would become, an Event of Default, or, if such an event has occurred and is continuing, specifying each such event known to him and the nature and status thereof.

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

9. Other Obligors.

The Series A Notes will be issued by the Corporation and the Series B Notes will be issued by Delaware Funding. All of the New Notes will be guaranteed by the Guarantors.

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

- (a) Pages numbered 1 to 92 consecutively.
- (b) The statements of eligibility and qualification on Form T-1 of The Bank of New York Mellon, as Trustee under the Indentures to be qualified.
- (c) The following exhibits in addition to those filed as part of the statement of eligibility and qualification of each trustee.

List of Exhibits

Exhibit T3A.1	Second Restated Certificate of Incorporation of CIT Group Inc. (filed as Exhibit 3.1 to CIT Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 and incorporated by reference herein).
Exhibit T3A.2	Certificate of Formation of CIT Group Funding Company of Delaware LLC, dated as of December 28, 2007 (previously filed).
Exhibit T3A.3	Certificate of Incorporation of Baffin Shipping Co., Inc., dated as of January 24, 1996.*
Exhibit T3A.4	Certificate of Incorporation of C.I.T. Leasing Corporation (f/k/a M. & E. Leasing Corporation, f/k/a The Car Warranty Corporation), dated as of July 25, 1957.*
Exhibit T3A.4.1	Certificate of Amendment of Certificate of Incorporation of C.I.T. Leasing Corporation (f/k/a M. & E. Leasing Corporation, f/k/a The Car Warranty Corporation), dated as of March 31, 1960.*

Exhibit T3A.4.2

Certificate of Amendment of Certificate of Incorporation of C.I.T. Leasing Corporation (f/k/a M. & E. Leasing Corporation, f/k/a The Car Warranty Corporation), dated as of March 22, 1961.*

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Exhibit T3A.4.3	Certificate of Amendment of Certificate of Incorporation of C.I.T. Leasing Corporation (f/k/a M. & E. Leasing Corporation, f/k/a The Car Warranty Corporation), dated as of May 17, 2005.*
Exhibit T3A.4.4	Certificate of Amendment of Certificate of Incorporation of C.I.T. Leasing Corporation (f/k/a M. & E. Leasing Corporation, f/k/a The Car Warranty Corporation), dated as of April 6, 2007.*
Exhibit T3A.5	Certificate of Incorporation of Capita Colombia Holdings Corp. dated as of December 16, 1996.*
Exhibit T3A.6	Restated Certificate of Incorporation of Capita Corporation (f/k/a AT&T Capital Corporation).*
Exhibit T3A.6.1	Certificate of Amendment of Certificate of Incorporation of Capita Corporation (f/k/a AT&T Capital Corporation), dated as of August 1, 2000.*
Exhibit T3A.7	Certificate of Formation of Capita International L.L.C., dated as of July 11, 1994.*
Exhibit T3A.8	Certificate of Incorporation of Capita Premium Corporation (f/k/a Capita Premium Finance Corporation), dated as of February 22, 1996.*
Exhibit T3A.8.1	Certificate of Amendment of Certificate of Incorporation of Capita Premium Corporation (f/k/a Capita Premium Finance Corporation), dated as of March 28, 2000.*
Exhibit T3A.9	Certificate of Incorporation of CIT Capital USA Inc. (f/k/a Newcourt Capital USA Inc. f/k/a Confederation Capital USA, Inc.), dated as of March 5, 1993.*
Exhibit T3A.9.1	Certificate of Amendment of Certificate of Incorporation of CIT Capital USA Inc. (f/k/a Newcourt Capital USA Inc. f/k/a Confederation Capital USA, Inc.), dated as of April 26, 1993.*
Exhibit T3A.9.2	Certificate of Amendment of Certificate of Incorporation of CIT Capital USA Inc. (f/k/a Newcourt Capital USA Inc. f/k/a Confederation Capital USA, Inc.), dated as of August 31, 1993.*
Exhibit T3A.9.3	Certificate of Amendment of Certificate of Incorporation of CIT Capital USA Inc. (f/k/a Newcourt Capital USA Inc. f/k/a Confederation Capital USA, Inc.), dated as of January 1, 2006.*
Exhibit T3A.10	Certificate of Incorporation of CIT China 12, Inc., dated as of December 3, 2002.*
Exhibit T3A.11	Certificate of Incorporation of CIT China 13, Inc., dated as of December 3, 2002.*
Exhibit T3A.12	Certificate of Incorporation of CIT China 2, Inc. (f/k/a Tasman Shipping Co., Inc.), dated as of March 1, 1996.*
Exhibit T3A.12.1	

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Certificate of Amendment of Certificate of Incorporation of CIT China 2, Inc. (f/k/a Tasman Shipping Co., Inc.), dated as of May 25, 1999.*

Exhibit T3A.13 Certificate of Incorporation for CIT China 3, Inc. (f/k/a Arabian Shipping Co., Inc.), dated as of May 29, 1996.*

Exhibit T3A.13.1 Certificate of Amendment of Certificate of Incorporation for CIT China 3, Inc. (f/k/a Arabian Shipping Co., Inc.), dated as of May 25, 1999.*

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Exhibit T3A.14	Certificate of Incorporation for CIT Communications Finance Corporation (f/k/a Newcourt Communications Finance Corporation f/k/a AT&T Credit Corporation f/k/a AT&T Captive Finance, Inc.), dated as of January 4, 1993.*
Exhibit T3A.14.1	Certificate of Amendment of Certificate of Incorporation for CIT Communications Finance Corporation (f/k/a Newcourt Communications Finance Corporation f/k/a AT&T Credit Corporation f/k/a AT&T Captive Finance, Inc.), dated as of March 29, 1993.*
Exhibit T3A.14.2	Certificate of Amendment of Certificate of Incorporation for CIT Communications Finance Corporation (f/k/a Newcourt Communications Finance Corporation f/k/a AT&T Credit Corporation f/k/a AT&T Captive Finance, Inc.), dated as of August 4, 1998.*
Exhibit T3A.14.3	Certificate of Amendment of Certificate of Incorporation for CIT Communications Finance Corporation (f/k/a Newcourt Communications Finance Corporation f/k/a AT&T Credit Corporation f/k/a AT&T Captive Finance, Inc.), dated as of October 1, 2008.*
Exhibit T3A.15	Certificate of Incorporation for CIT Credit Finance Corp. (f/k/a Agilent Financial Services, Inc.), dated as of September 25, 2000.*
Exhibit T3A.15.1	Certificate of Amendment of Certificate of Incorporation for CIT Credit Finance Corp. (f/k/a Agilent Financial Services, Inc.), dated as of May 31, 2005.*
Exhibit T3A.16	Amended and Restated Certificate of Incorporation of CIT Credit Group USA Inc. (f/k/a Newcourt Credit Group USA Inc. f/k/a Confederation Capital Holding Company, Inc.), dated as of April 30, 1996.*
Exhibit T3A.16.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of CIT Credit Group USA Inc. (f/k/a Newcourt Credit Group USA Inc. f/k/a Confederation Capital Holding Company, Inc.), dated as of March 26, 1998.*
Exhibit T3A.16.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of CIT Credit Group USA Inc. (f/k/a Newcourt Credit Group USA Inc. f/k/a Confederation Capital Holding Company, Inc.), dated as of November 15, 1999.*
Exhibit T3A.16.3	Certificate of Amendment of Certificate of Incorporation of CIT Credit Group USA Inc. (f/k/a Newcourt Credit Group USA Inc. f/k/a Confederation Capital Holding Company, Inc.), dated as of July 7, 2004.*
Exhibit T3A.17	Certificate of Incorporation of CIT Financial Ltd. of Puerto Rico (f/k/a Newcourt Financial Ltd. of Puerto Rico f/k/a AT&T Credit Corporation of Puerto Rico), dated as of March 16, 1988.*
Exhibit T3A.17.1	Certificate of Amendment of Certificate of Incorporation of CIT Financial Ltd. of Puerto Rico (f/k/a Newcourt Financial Ltd. of Puerto Rico f/k/a AT&T Credit Corporation of Puerto Rico), dated as of January 27, 1999.*
Exhibit T3A.17.2	Certificate of Amendment of Certificate of Incorporation of CIT Financial Ltd. of Puerto Rico (f/k/a Newcourt Financial Ltd. of Puerto Rico f/k/a AT&T Credit Corporation of

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Puerto Rico), dated as of March 12, 2001.*

Exhibit T3A.18 Amended and Restated Certificate of Incorporation of CIT Financial USA, Inc. (f/k/a Newcourt Financial USA Inc.), dated as of April 30, 1996.*

Exhibit T3A.18.1 Certificate of Amendment of Certificate of Incorporation of CIT Financial USA, Inc. (f/k/a Newcourt Financial USA Inc.), dated as of May 1, 2000.*

Exhibit T3A.19 Certificate of Formation of CIT Group (NJ) LLC, dated as of February 6, 2004.*

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Exhibit T3A.20	Certificate of Incorporation of CIT Group SF Holding Co., Inc., dated as of August 13, 2003.*
Exhibit T3A.21	Certificate of Formation of CIT Healthcare LLC (f/k/a Healthcare Business Credit Corporation), dated as of December 30, 2005.*
Exhibit T3A.22	Certificate of Formation of CIT Holdings, LLC, dated as of October 21, 1999.*
Exhibit T3A.23	Restated Certificate of Incorporation of CIT Lending Services Corporation, dated as of March 14, 2006.*
Exhibit T3A.24	Certificate of Incorporation of CIT Lending Services Corporation (Illinois) (f/k/a Bering Shipping Co., Inc.), dated as of January 4, 1996.*
Exhibit T3A.24.1	Certificate of Amendment of the Certificate of Incorporation of CIT Lending Services Corporation (Illinois) (f/k/a Bering Shipping Co. Inc.), dated as of May 3, 2001.*
Exhibit T3A.25	Certificate of Incorporation of CIT Loan Corporation (f/k/a The CIT Group/Consumer Finance, Inc.), dated as of September 24, 1992.*
Exhibit T3A.25.1	Certificate of Amendment of Certificate of Incorporation of CIT Loan Corporation (f/k/a The CIT Group/Consumer Finance, Inc.), dated as of March 16, 2009.*
Exhibit T3A.26	Certificate of Incorporation of CIT Real Estate Holding Corporation, dated as of March 9, 2007.*
Exhibit T3A.27	Certificate of Formation of CIT Realty LLC dated as of May 9, 2005.*
Exhibit T3A.28	Amended and Restated Articles of Incorporation of CIT Technologies Corporation (f/k/a Newcourt Technologies Corporation f/k/a AT&T Systems Leasing Corporation f/k/a Encore International, Inc.) dated as of May 17, 1989.*
Exhibit T3A.28.1	Certificate of Amendment to the Articles of Incorporation of CIT Technologies Corporation (f/k/a Newcourt Technologies Corporation f/k/a AT&T Systems Leasing Corporation f/k/a Encore International, Inc.) dated as of June 7, 1990.*
Exhibit T3A.28.2	Certificate of Amendment to the Articles of Incorporation of CIT Technologies Corporation (f/k/a Newcourt Technologies Corporation f/k/a AT&T Systems Leasing Corporation f/k/a Encore International, Inc.) dated as of July 25, 1991.*
Exhibit T3A.28.3	Certificate of Amendment to the Articles of Incorporation of CIT Technologies Corporation (f/k/a Newcourt Technologies Corporation f/k/a AT&T Systems Leasing Corporation f/k/a Encore International, Inc.) dated as of May 30, 2000.*
Exhibit T3A.29	Articles of Organization of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of July 9, 1974.*

Exhibit T3A.29.1

Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of August 27, 1974.*

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Exhibit T3A.29.2	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of June 22, 1976.*
Exhibit T3A.29.3	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of June 30, 1983.*
Exhibit T3A.29.4	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of August 4, 1983.*
Exhibit T3A.29.5	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of August 23, 1984.*
Exhibit T3A.29.6	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of August 28, 1985.*
Exhibit T3A.29.7	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of August 14, 1986.*
Exhibit T3A.29.8	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of August 21, 1987.*
Exhibit T3A.29.9	Articles of Merger of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.) and AT&T Credit Corporation of Massachusetts, Inc., dated as of March 16, 1989.*
Exhibit T3A.29.10	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of August 24, 1994.*
Exhibit T3A.29.11	Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated

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as of January 5, 1999.*

Exhibit T3A.29.12 Articles of Amendment of CIT Technology Financing Services, Inc. (f/k/a Newcourt Leasing Corporation f/k/a AT&T Capital Leasing Services, Inc. f/k/a Eaton Financial Corporation f/k/a 213 Eaton Financial Corporation f/k/a 213 Eaton Financial Corp.), dated as of May 16, 2000.*

Exhibit T3A.30 Certificate of Incorporation of Education Loan Servicing Corporation, dated as of October 15, 2003.*

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Exhibit T3A.31	Restated Certificate of Incorporation of Equipment Acceptance Corporation (f/k/a Mercantile Acceptance Corporation) Under Section 807 of the Business Corporation Law, dated as of November 21, 1979.*
Exhibit T3A.32	Certificate of Incorporation of Franchise Portfolio 1, Inc., dated as of June 28, 2002.*
Exhibit T3A.33	Certificate of Incorporation of Franchise Portfolio 2, Inc., dated as of June 28, 2002.*
Exhibit T3A.34	Certificate of Incorporation of GFSC Aircraft Acquisition Financing Corporation, dated as of August 30, 1995.*
Exhibit T3A.35	Certificate of Incorporation of Hudson Shipping Co., Inc., dated as of May 29, 1996.*
Exhibit T3A.36	Certificate of Formation of Namekeepers LLC, dated as of May 25, 2000.*
Exhibit T3A.37	Certificate of Incorporation of Owner-Operator Finance Company, dated as of March 22, 1999.*
Exhibit T3A.38	Certificate of Incorporation of Student Loan Express, Inc. (f/k/a Direct III Acquisition Sub, Inc.), dated as of October 1, 2000.*
Exhibit T3A.38.1	Certificate of Amendment of Certificate of Incorporation of Student Loan Express, Inc. (f/k/a Direct III Acquisition Sub, Inc.), dated as of November 7, 2001.*
Exhibit T3A.39	Certificate of Incorporation of The CIT Group/BC Securities Investment, Inc., dated as of June 26, 1997.*
Exhibit T3A.40	Certificate of Incorporation of The CIT Group/Business Credit, Inc. (f/k/a Iselin-Jefferson Factors, Inc.) Under Section 402 of the Business Corporation Law, dated as of August 22, 1973.*
Exhibit T3A.40.1	Certificate of Amendment of the Certificate of Incorporation of The CIT Group/Business Credit, Inc. (f/k/a Iselin-Jefferson Factors, Inc.) Under Section 805 of the Business Corporation Law, dated as of April 17, 1986.*
Exhibit T3A.41	Certificate of Incorporation of The CIT Group/Capital Finance, Inc. (f/k/a The CIT Group/Capital Equipment Financing, Inc. f/k/a The CIT Group/Capital Financing, Inc. f/k/a C.I.T. Financial Services, Inc. of Delaware, No. 4), dated as of October 11, 1977.*
Exhibit T3A.41.1	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Capital Finance, Inc. (f/k/a The CIT Group/Capital Equipment Financing, Inc. f/k/a The CIT Group/Capital Financing, Inc. f/k/a C.I.T. Financial Services, Inc. of Delaware, No. 4), dated as of April 28, 1986.*
Exhibit T3A.41.2	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Capital Finance, Inc. (f/k/a The CIT Group/Capital Equipment Financing, Inc. f/k/a The CIT Group/Capital Financing, Inc. f/k/a C.I.T. Financial Services, Inc. of Delaware, No. 4), dated as of May 8, 1991.*

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Exhibit T3A.41.3	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Capital Finance, Inc. (f/k/a The CIT Group/Capital Equipment Financing, Inc. f/k/a The CIT Group/Capital Financing, Inc. f/k/a C.I.T. Financial Services, Inc. of Delaware, No. 4), dated as of May 9, 1997.*
Exhibit T3A.42	Certificate of Incorporation of The CIT Group/Capital Transportation, Inc., dated as of December 11, 1989.*
Exhibit T3A.43	Certificate of Incorporation of The CIT Group/CmS Securities Investment, Inc., dated as of June 26, 1997.*
Exhibit T3A.44	Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of December 17, 1971.*
Exhibit T3A.44.1	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of February 23, 1972.*
Exhibit T3A.44.2	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of September 13, 1973.*
Exhibit T3A.44.3	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of October 17, 1986.*
Exhibit T3A.44.4	Certificate of Merger of The CIT Group/Factoring Meinhard-Commercial, Inc. into The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of July 25, 1989.*
Exhibit T3A.44.5	Certificate of Correction of Certificate of Merger of The CIT Group/Factoring Meinhard-Commercial, Inc. into The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of April 4, 1991.*
Exhibit T3A.44.6	Certificate of Amendment of the Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of August 16, 1990.*
Exhibit T3A.44.7	

Certificate of Amendment of the Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (f/k/a The CIT Group/Factoring, Inc. f/k/a The CIT Group/Factoring Manufacturers of Hanover, Inc. f/k/a Manufacturers Hanover Commercial Corporation f/k/a Iselin-Jefferson Factors, Inc. f/k/a IJF, Inc.), dated as of December 29, 1992.*

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Exhibit T3A.45	Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (Va.) (f/k/a Atlantic Shipping Co., Inc.), dated as of November 28, 1995.*
Exhibit T3A.45.1	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Commercial Services, Inc. (Va.) (f/k/a Atlantic Shipping Co., Inc.), dated as of December 23, 1999.*
Exhibit T3A.46	Certificate of Incorporation of The CIT Group/Consumer Finance, Inc. (NY) (f/k/a The CIT Group/Consumer Finance, Inc. f/k/a C.I.T. Services, Inc. f/k/a Universal C.I.T. Loan Company of New York, Inc.), dated as of December 21, 1966.*
Exhibit T3A.46.1	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Consumer Finance, Inc. (NY) (f/k/a The CIT Group/Consumer Finance, Inc. f/k/a C.I.T. Services, Inc. f/k/a Universal C.I.T. Loan Company of New York, Inc.), dated as of June 1, 1971.*
Exhibit T3A.46.2	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Consumer Finance, Inc. (NY) (f/k/a The CIT Group/Consumer Finance, Inc. f/k/a C.I.T. Services, Inc. f/k/a Universal C.I.T. Loan Company of New York, Inc.), dated as of September 29, 1992.*
Exhibit T3A.46.3	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Consumer Finance, Inc. (NY) (f/k/a The CIT Group/Consumer Finance, Inc. f/k/a C.I.T. Services, Inc. f/k/a Universal C.I.T. Loan Company of New York, Inc.), dated as of April 1, 1993.*
Exhibit T3A.47	Certificate of Incorporation of The CIT Group/Consumer Finance, Inc. (TN), dated as of November 12, 1997.*
Exhibit T3A.48	Certificate of Incorporation of The CIT Group/Corporate Aviation, Inc., dated as of February 28, 1990.*
Exhibit T3A.49	Certificate of Incorporation of The CIT Group/Equipment Financing, Inc., dated as of November 28, 2000.*
Exhibit T3A.50	Certificate of Incorporation of The CIT Group/Equity Investments, Inc., dated as of June 6, 1990.*
Exhibit T3A.51	Certificate of Incorporation of the CIT Group/Factoring One, Inc. Under Section 402 of the Business Corporation Law, dated as of January 29, 1991.*
Exhibit T3A.52	Certificate of Incorporation of The CIT Group/FM Securities Investment, Inc., dated as of June 26, 1997.*
Exhibit T3A.53	Certificate of Incorporation of The CIT Group/LsC Securities Investment, Inc., dated as of June 26, 1997.*
Exhibit T3A.54	Certificate of Incorporation of The CIT Group/Securities Investment, Inc. (f/k/a The CIT Group/Industrial Properties, Inc.), dated as of June 28, 1994.*
Exhibit T3A.54.1	Certificate of Amendment of Certificate of Incorporation of The CIT Group/Securities Investment, Inc. (f/k/a The CIT Group/Industrial Properties, Inc.), dated as of June 30,

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1997.*

Exhibit T3A.55 Second Restated Certificate of Incorporation of The CIT Group/Venture Capital, Inc., dated as of January 9, 2002.*

Exhibit T3A.56 Certificate of Incorporation of Western Star Finance, Inc., dated as of March 28, 1996.*

Exhibit T3B.1 Amended and Restated By-laws of CIT Group Inc. (filed as Exhibit 99.3 to CIT Group Inc. s Current Report on Form 8-K filed on January 17, 2008 and incorporated by reference herein).

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Exhibit T3B.2	Limited Liability Company Agreement of CIT Group Funding Company of Delaware LLC, dated as of December 31, 2007 (previously filed).
Exhibit T3B.3	Amended and Restated By-laws of Baffin Shipping Co., Inc., adopted September 15, 2003.*
Exhibit T3B.4	Amended and Restated By-laws of C.I.T. Leasing Corporation, adopted September 15, 2003.*
Exhibit T3B.5	Amended and Restated By-laws of Capita Colombia Holdings Corp., adopted September 15, 2003.*
Exhibit T3B.6	Amended and Restated By-laws of Capita Corporation, adopted September 15, 2003.*
Exhibit T3B.7	Amended and Restated Limited Liability Company Agreement of Capita International L.L.C., dated as of March 13, 2008.*
Exhibit T3B.8	Amended and Restated By-laws of Capital Premium Corporation, adopted September 15, 2003.*
Exhibit T3B.9	Amended and Restated By-laws of CIT Capital USA Inc., adopted September 15, 2003.*
Exhibit T3B.10	Amended and Restated By-laws of CIT China 12, Inc., adopted September 15, 2003.*
Exhibit T3B.11	Amended and Restated By-laws of CIT China 13, Inc., adopted September 15, 2003.*
Exhibit T3B.12	Amended and Restated By-laws of CIT China 2, Inc., adopted September 15, 2003.*
Exhibit T3B.13	Amended and Restated By-laws of CIT China 3, Inc., adopted September 15, 2003.*
Exhibit T3B.14	Amended and Restated By-laws of CIT Communications Finance Corporation, adopted September 15, 2003.*
Exhibit T3B.15	Amended and Restated By-laws of CIT Credit Finance Corp. (f/k/a Agilent Financial Services, Inc.), adopted September 15, 2003.*
Exhibit T3B.16	Amended and Restated By-laws of CIT Credit Group USA Inc., adopted September 15, 2003.*
Exhibit T3B.17	Amended and Restated By-laws of CIT Financial Ltd. of Puerto Rico, adopted September 15, 2003.*
Exhibit T3B.18	Amended and Restated By-laws of CIT Financial USA, Inc., adopted September 15, 2003.*
Exhibit T3B.19	Limited Liability Company Agreement of CIT Group (NJ) LLC, dated as of February 6, 2004.*
Exhibit T3B.19.1	Amendment to the Limited Liability Company Agreement of CIT Group (NJ) LLC, dated as of August 3, 2008.*

Exhibit T3B.20	By-laws of CIT Group SF Holding Co., Inc.*
Exhibit T3B.21	Limited Liability Company Agreement of CIT Healthcare LLC.*
Exhibit T3B.21.1	First Amendment to the Limited Liability Company Agreement of CIT Healthcare LLC dated June 6, 2007.*

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Exhibit T3B.21.2	Amendment to the Limited Liability Company Agreement of CIT Healthcare LLC dated August 3, 2009.*
Exhibit T3B.22	Restated Limited Liability Company Agreement of CIT Holdings, LLC, dated as of November 11, 2005.*
Exhibit T3B.22.1	Amendment to Limited Liability Company Agreement of CIT Holdings, LLC, dated as of August 3, 2009.*
Exhibit T3B.23	Amended and Restated By-laws of CIT Lending Services Corporation, adopted September 15, 2003.*
Exhibit T3B.24	Amended and Restated By-laws of CIT Lending Services Corporation (Illinois), adopted September 15, 2003.*
Exhibit T3B.25	Amended and Restated By-laws of CIT Loan Corporation, adopted June 2, 2003.*
Exhibit T3B.26	By-laws of CIT Real Estate Holding Corporation, adopted March 9, 2007.*
Exhibit T3B.27	Limited Liability Company Agreement of CIT Realty LLC, dated as of May 9, 2005.*
Exhibit T3B.28	Amended and Restated By-laws of CIT Technologies Corporation, adopted September 15, 2003.*
Exhibit T3B.29	Amended and Restated By-laws of CIT Technology Financing Services, Inc., adopted September 15, 2003.*
Exhibit T3B.30	By-laws of Education Loan Servicing Corporation.*
Exhibit T3B.30.1	By-laws Amendment of Education Loan Servicing Corporation dated August 5, 2009.*
Exhibit T3B.31	Amended and Restated Bylaws of Equipment Acceptance Corporation, adopted September 15, 2003.*
Exhibit T3B.32	Amended and Restated By-laws of Franchise Portfolio 1, Inc., adopted September 15, 2003.*
Exhibit T3B.33	Amended and Restated By-laws of Franchise Portfolio 2, Inc., adopted September 15, 2003.*
Exhibit T3B.34	Amended and Restated By-laws of GFSC Aircraft Acquisition Financing Corporation, adopted September 15, 2003.*
Exhibit T3B.35	Amended and Restated By-laws of Hudson Shipping Co., Inc., adopted September 15, 2003.*
Exhibit T3B.36	Limited Liability Company Agreement of Namekeepers LLC, dated as of May 26, 2000.*

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Exhibit T3B.37	Amended and Restated By-laws of Owner-Operator Finance Company, adopted September 15, 2003.*
Exhibit T3B.38	Bylaws of Student Loan Xpress, Inc. (f/k/a Direct III Acquisition Sub, Inc.).*
Exhibit T3B.38.1	Bylaws Amendment of Student Loan Xpress, Inc., adopted August 3, 2009.*
Exhibit T3B.39	Amended and Restated By-laws of The CIT Group/BC Securities Investment, Inc., adopted September 15, 2003.*

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Exhibit T3B.40	Amended and Restated By-laws of The CIT Group/Business Credit, Inc., adopted September 15, 2003.*
Exhibit T3B.41	Amended and Restated By-laws of The CIT Group/Capital Finance, Inc., adopted September 15, 2003.*
Exhibit T3B.42	Amended and Restated By-laws of The CIT Group/Capital Transportation, Inc., adopted September 15, 2003.*
Exhibit T3B.43	Amended and Restated By-laws of The CIT Group/CMS Securities Investment, Inc., adopted September 15, 2003.*
Exhibit T3B.44	Amended and Restated By-laws of The CIT Group/Commercial Services, Inc., adopted September 15, 2003.*
Exhibit T3B.45	Amended and Restated By-laws of The CIT Group/Commercial Services, Inc. (VA.), adopted September 15, 2003.*
Exhibit T3B.46	Amended and Restated By-laws of The CIT Group/Consumer Finance, Inc. (NY), adopted June 2, 2003.*
Exhibit T3B.47	Amended and Restated By-laws of The CIT Group/Consumer Finance, Inc. (TN), adopted June 2, 2003.*
Exhibit T3B.48	Amended and Restated By-laws of The CIT Group/Corporate Aviation, Inc., adopted September 15, 2003.*
Exhibit T3B.49	Amended and Restated By-laws of The CIT Group/Equipment Financing, Inc., adopted September 15, 2003.*
Exhibit T3B.50	Amended and Restated By-laws of The CIT Group/Equity Investments, Inc., adopted September 15, 2003.*
Exhibit T3B.51	Amended and Restated Bylaws of The CIT Group/Factoring One, Inc., adopted September 15, 2003.*
Exhibit T3B.52	Amended and Restated By-laws of The CIT Group/FM Securities Investment, Inc., adopted September 15, 2003.*
Exhibit T3B.53	Amended and Restated By-laws of The CIT Group/LsC Securities Investment, Inc., adopted September 15, 2003.*
Exhibit T3B.54	Amended and Restated By-laws of The CIT Group/Securities Investment, Inc., adopted September 15, 2003.*
Exhibit T3B.55	Amended and Restated By-laws of The CIT Group/Venture Capital, Inc., adopted September 15, 2003.*

Exhibit T3B.56	Amended and Restated By-laws of Western Star Finance, Inc., adopted September 15, 2003.*
Exhibit T3C.1	Form of Indenture between CIT Group Funding Company of Delaware LLC and The Bank of New York Mellon, as Trustee (previously filed).
Exhibit T3C.2	Form of Indenture between CIT Group Inc. and The Bank of New York Mellon, as Trustee (previously filed).

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Exhibit T3D	Not applicable.
Exhibit T3E.1	Offering Memorandum, Disclosure Statement and Solicitation of Acceptances of a Prepackaged Plan of Reorganization.*
Exhibit T3E.2	Ballot (included in Exhibit T3E.1).
Exhibit T3E.3	Letter of Transmittal and Ballot.*
Exhibit T3F	A cross reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to Section 310 through 318(a), inclusive, of the Trust Indenture Act (included as part of Exhibit T3C hereto).
Exhibit 25.1	Form T-1s qualifying The Bank of New York Mellon as Trustee under the Indentures to be qualified (previously filed).

* Filed herewith.

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Signature

Pursuant to the requirements of the Trust Indenture Act of 1939, the Applicants have duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of New York, New York, on October 16, 2009.

CIT GROUP INC

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

CIT GROUP FUNDING COMPANY OF
DELAWARE LLC

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

BAFFIN SHIPPING CO., INC.
C.I.T. LEASING CORPORATION
CAPITA COLOMBIA HOLDINGS CORP.
CAPITA CORPORATION
CAPITA INTERNATIONAL L.L.C.
CAPITA PREMIUM CORPORATION
CIT CAPITAL USA INC.
CIT CHINA 12, INC.
CIT CHINA 13, INC.
CIT CHINA 2, INC.
CIT CHINA 3, INC.
CIT COMMUNICATIONS FINANCE
CORPORATION
CIT CREDIT FINANCE CORP.
CIT CREDIT GROUP USA INC.
CIT FINANCIAL LTD. OF PUERTO RICO
CIT FINANCIAL USA, INC.
CIT GROUP (NJ) LLC
CIT GROUP SF HOLDING CO., INC.
CIT HEALTHCARE LLC
CIT HOLDINGS, LLC
CIT LENDING SERVICES CORPORATION
CIT LENDING SERVICES CORPORATION
(ILLINOIS)
CIT LOAN CORPORATION (F/K/A THE CIT
GROUP/CONSUMER FINANCE, INC.)
CIT REALTY LLC
CIT TECHNOLOGIES CORPORATION
CIT TECHNOLOGY FINANCING SERVICES,
INC.
EDUCATION LOAN SERVICING

CORPORATION
EQUIPMENT ACCEPTANCE CORPORATION
FRANCHISE PORTFOLIO 1, INC.
FRANCHISE PORTFOLIO 2, INC.
GFSC AIRCRAFT ACQUISITION FINANCING
CORPORATION
HUDSON SHIPPING CO., INC.
NAMEKEEPERS LLC
OWNER-OPERATOR FINANCE COMPANY
STUDENT LOAN XPRESS, INC.
THE CIT GROUP/BC SECURITIES
INVESTMENT, INC.
THE CIT GROUP/BUSINESS CREDIT, INC.

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THE CIT GROUP/CAPITAL FINANCE, INC.
THE CIT GROUP/CAPITAL TRANSPORTATION,
INC.
THE CIT GROUP/CMS SECURITIES INVESTMENT,
INC.
THE CIT GROUP/COMMERCIAL SERVICES, INC.
THE CIT GROUP/COMMERCIAL SERVICES, INC.
(VA.)
THE CIT GROUP/CONSUMER FINANCE, INC. (NY)
THE CIT GROUP/CONSUMER FINANCE, INC. (TN)
THE CIT GROUP/CORPORATE AVIATION, INC.
THE CIT GROUP/EQUIPMENT FINANCING, INC.
THE CIT GROUP/EQUITY INVESTMENTS, INC.
THE CIT GROUP/FACTORING ONE, INC.
THE CIT GROUP/FM SECURITIES INVESTMENT,
INC.
THE CIT GROUP/LSC SECURITIES INVESTMENT,
INC.
THE CIT GROUP/SECURITIES INVESTMENT, INC.
THE CIT GROUP/VENTURE CAPITAL, INC.
WESTERN STAR FINANCE, INC.

By: /s/ Glenn A. Votek
Name: Glenn A. Votek
Title: Executive Vice President

CIT REAL ESTATE HOLDING CORPORATION

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

Attest:

By: /s/ Linda M. Seufert

Name: Linda M. Seufert

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Annex A

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

A. The Corporation.

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

BNY Capital Markets, Inc.

18th Floor
One Wall Street
New York, NY 10005

Common Stock

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

Charles Schwab & Co., Inc.

101 Montgomery Street, Suite 200
San Francisco, CA 94104

The Senior Notes set forth in Exhibit 1 hereto.

CIBC World Markets Corp.

161 Bay St., Suite 700
Toronto ON M5J 2S8 Canada

Common Stock

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

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Underwriters

Citigroup Global Markets Inc.

388 Greenwich Street

New York, NY 10013

Credit Suisse Securities (USA) LLC

11 Madison Avenue

New York, NY 10010

Daiwa Securities America Inc.

Financial Square

32 Old Slip

New York, NY 10005-3538

Deutsche Bank Securities Inc.

60 Wall Street

New York, NY 10005

Edward D. Jones & Co., LP

12555 Manchester Road

St. Louis, MO 63131

Fortis Securities LLC

3rd Floor

520 Madison Avenue

New York, NY 10022

Goldman, Sachs & Co.

85 Broad Street

New York, NY 10004

Securities

Common Stock

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

\$0.01 per share

7.625% Senior Notes due November 30, 2012

Equity Units

6.10% Junior Subordinated Notes due March 15, 2067

5.40% Senior Notes due February 13, 2012

Floating Rate Senior Notes due February 13, 2012

5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit 1 hereto.

Common Stock

7.625% Senior Notes due November 30, 2012

Floating Rate Senior Notes due March 12, 2010

5.40% Senior Notes due February 13, 2012

Floating Rate Senior Notes due February 13, 2012

5.65% Senior Notes due February 13, 2017

Common Stock

Common Stock

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

\$0.01 per share

5.40% Senior Notes due February 13, 2012

Floating Rate Senior Notes due
February 13, 2012

5.65% Senior Notes due February 13, 2017

The Senior Notes set forth in Exhibit 1 hereto.

Common Stock

Equity Units

6.10% Junior Subordinated Notes due March 15, 2067

Floating Rate Senior Notes due March 12, 2010

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

Greenwich Capital Markets, Inc.

(formerly RBS Securities Inc.)

600 Washington Boulevard
Stamford, CT 06901

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

HSBC Securities (USA) Inc.

452 Fifth Avenue

New York, NY 10018-2706

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

Incapital LLC

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

The Senior Notes set forth in Exhibit 1 hereto.

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Underwriters

J.P. Morgan Securities Inc.

277 Park Avenue

New York, NY 10172

Keefe, Bruyette & Woods, Inc.

The Equitable Building

787 Seventh Avenue, 4th Floor

New York, NY 10019

LaSalle Financial Services, Inc.

135 S. LaSalle St., Suite 2111

Chicago, IL 60603-1000

Lehman Brothers Inc.

Not applicable.

Merrill Lynch & Co., Inc.

4 World Financial Center #4

New York, NY

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Four World Financial Center

250 Vesey Street

New York, NY 10080

Mitsubishi UFJ Securities International plc

4-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-6317

Mizuho Securities USA Inc.

1251 Avenue of The Americas, 33rd Floor

New York, NY 10017

Securities

Common Stock

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

\$0.01 per share

6.10% Junior Subordinated Notes due March 15, 2067

5.40% Senior Notes due February 13, 2012

Floating Rate Senior Notes due February 13, 2012

5.65% Senior Notes due February 13, 2017

Common Stock

5.40% Senior Notes due February 13, 2012

Floating Rate Senior Notes due February 13, 2012

5.65% Senior Notes due February 13, 2017

8.75% Non-Cumulative Preferred Stock, Series C, par value \$0.01 per share

7.625% Senior Notes due November 30, 2012

Equity Units

Extendible Floating Rate Senior Notes

6.10% Junior Subordinated Notes due March 15, 2067

The Senior Notes set forth in Exhibit 1 hereto.

Common Stock

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

\$0.01 per share

7.625% Senior Notes due November 30, 2012

6.10% Junior Subordinated Notes due March 15, 2067

Floating Rate Senior Notes due March 12, 2010

Common Stock

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

\$0.01 per share

7.625% Senior Notes due November 30, 2012

Common Stock

Morgan Stanley & Co. Incorporated

1585 Broadway
New York, NY 10036

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

The Senior Notes set forth in Exhibit 1 hereto.

National Australia Bank Limited

L 3 800 Bourke St.
Melbourne, Australia

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

The Senior Notes set forth in Exhibit 1 hereto.

Raymond James & Associates, Inc.

880 Carillon Parkway
Saint Petersburg, FL 33716

The Senior Notes set forth in Exhibit 1 hereto.

RBC Capital Markets Corporation

One Liberty Plaza

165 Broadway

Common Stock
8.75% Non-Cumulative Preferred Stock, Series C, par
value
\$0.01 per share

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Underwriters	Securities
	5.60% Senior Notes due November 2
New York, NY 10006-1404	7.625% Senior Notes due November 30, 2012 Floating Rate Senior Notes due March 12, 2010 5.40% Senior Notes due February 13, 2012 Floating Rate Senior Notes due February 13, 2012 5.65% Senior Notes due February 13, 2017 The Senior Notes set forth in Exhibit I hereto.
Scotia Capital (USA) Inc. Floor 24 One Liberty Plaza New York, NY 10006	Common Stock 5.40% Senior Notes due February 13, 2012 Floating Rate Senior Notes due February 13, 2012 5.65% Senior Notes due February 13, 2017
SG Americas Securities, LLC 6th Floor 1221 Avenue of the Americas New York, NY 10020	Common Stock 8.75% Non-Cumulative Preferred Stock, Series C, par value \$0.01 per share
UBS Securities LLC 677 Washington Boulevard Stamford, CT 06901	6.10% Junior Subordinated Notes due March 15, 2067 5.40% Senior Notes due February 13, 2012 Floating Rate Senior Notes due February 13, 2012 5.65% Senior Notes due February 13, 2017 The Senior Notes set forth in Exhibit I hereto.
Wells Fargo Securities LLC (formerly Wachovia Capital Markets, LLC) 301 S. College Street Charlotte, NC 28288	Common Stock 8.75% Non-Cumulative Preferred Stock, Series C, par value \$0.01 per share 6.10% Junior Subordinated Notes due March 15, 2067
Wells Fargo Advisors (formerly Wachovia Securities) Wachovia Securities MO1 100 One North Jefferson St. Louis, MO 63103 B. Delaware Funding.	The Senior Notes set forth in Exhibit I hereto.
Underwriters BMO Capital Markets Corp. Three Times Square New York, NY 10036	Securities 5.60% Senior Notes due November 2
CIBC World Markets Corp. 161 Bay St., Suite 700	5.60% Senior Notes due November 2

Toronto ON M5J 2S8

Citigroup Global Markets Inc.

388 Greenwich Street
New York, NY 10013

5.60% Senior Notes due November 2

Credit Suisse Securities (USA) LLC

11 Madison Avenue
New York, NY 10010

5.60% Senior Notes due November 2

Morgan Stanley & Co. Incorporated

1585 Broadway
New York, NY 10036

5.60% Senior Notes due November 2

RBC Dominion Securities Inc.

200 Bay St
Toronto ON M5J 2W7
Canada

5.60% Senior Notes due November 2

Scotia Capital (USA) Inc.

Floor 24
One Liberty Plaza
New York, NY 10006

5.60% Senior Notes due November 2

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**Exhibit I
Senior Notes**

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

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

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

7.000% Senior Notes, due December 15, 2012
7.500% Senior Notes, due December 15, 2017
6.500% Senior Notes, due December 15, 2009
7.250% Senior Notes, due December 15, 2012
7.750% Senior Notes, due December 15, 2017
6.125% Senior Notes, due June 15, 2009
6.500% Senior Notes, due December 15, 2010
7.300% Senior Notes, due December 15, 2012
7.800% Senior Notes, due December 15, 2017
6.500% Senior Notes, due January 15, 2011

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7.500% Senior Notes, due January 15, 2013
6.500% Senior Notes, due February 15, 2010
7.250% Senior Notes, due February 15, 2012
7.850% Senior Notes, due February 15, 2014
6.600% Senior Notes, due February 15, 2011
7.600% Senior Notes, due February 15, 2013
7.900% Senior Notes, due February 15, 2015
6.250% Senior Notes, due February 15, 2010
7.000% Senior Notes, due February 15, 2012
7.650% Senior Notes, due February 15, 2014
6.750% Senior Notes, due March 15, 2011
7.750% Senior Notes, due March 15, 2013
6.500% Senior Notes, due March 15, 2010
7.250% Senior Notes, due March 15, 2012
7.900% Senior Notes, due March 15, 2013
6.500% Senior Notes, due March 15, 2011
7.250% Senior Notes, due March 15, 2013
7.850% Senior Notes, due March 15, 2014