

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**

| <b>Title of Class</b>  | <b>Amount</b>          |
|------------------------|------------------------|
| Series A Secured Notes | Up to \$21,100,000,000 |
| Series B Secured Notes | Up to \$2,150,000,000  |

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

Name and address of agent for service:  
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:  
Richard B. Aftanas, Esq.  
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:

| <b>Guarantor</b>  | <b>Form</b>               | <b>Jurisdiction</b> |
|---|---------------------------|---------------------|
| 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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| <b>Guarantor</b>                              | <b>Form</b> | <b>Jurisdiction</b> |
|---|-------------|---------------------|
| 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**

| <b>Title of Old Notes to be Tendered</b> | <b>Outstanding Principal Amount</b> | <b>CUSIP/ISIN</b> | <b>Consideration per Principal Amount of Old Notes Tendered per 1000</b> |   |
|--|-------------------------------------|-------------------|--|---|
|  |                                     |                   | <b>per 1000 Notional Principal Amount</b>                                | <b>USD Equivalent Number of Shares of New Preferred</b> |
|  |                                     |                   | <b>of New Notes to be Issued</b>   | <b>Stock to be Issued (1)</b>                           |
| 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<br>Principal<br>Amount | CUSIP/ISIN   | Consideration per<br>Principal Amount of<br>Old Notes Tendered<br>Per 1000 |  |
|---|------------------------------------|--------------|--|--|
|   |                                    |              | Per 1000<br>Notional<br>Principal<br>Amount                                | USD Equivalents<br>Number of<br>Shares of<br>New Preferred |
|   |                                    |              | of New Notes<br>to be Issued   | Stock<br>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<br>Principal<br>Amount | CUSIP/ISIN   | Consideration per<br>Principal Amount of<br>Old Notes Tendered<br>per 1000 |   |
|--|------------------------------------|--------------|--|---|
|  |                                    |              | per 1000<br>Notional<br>Principal<br>Amount                                | USD Equivalent<br>Number of<br>Shares of<br>New Preferred |
|  |                                    |              | of New Notes<br>to be Issued   | Stock<br>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,<br>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         |             | CUSIP/ISIN   | Consideration per<br>Principal Amount of<br>Old Notes Tendered<br>per 1000<br>per 1000<br>Notional<br>Principal<br>Amount |          | of New Notes<br>to be Issued | USD Equivalent<br>Number of<br>Shares of<br>New Preferred<br>Stock<br>to be Issued (1) |  |
|-------------------------------------|---------------------|-------------|--------------|---|----------|------------------------------|--|--|
|                                     | Principal<br>Amount |             |              | per 1000<br>Notional<br>Principal<br>Amount   | per 1000 |                              | Stock<br>to be Issued (1)  |  |
| 5.10% Notes due November 15, 2013   | USD                 | 7,480,000   | 12557WFT3    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.40% Notes due December 15, 2013   | USD                 | 5,783,000   | 12557WFW6    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.20% Notes due December 15, 2013   | USD                 | 7,241,000   | 12557WFZ9    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.10% Notes due January 15, 2014    | USD                 | 2,897,000   | 12557WGC9    | USD   | 700      | USD 700                      | 2.80862  |  |
| 4.85% Notes due January 15, 2014    | USD                 | 1,333,000   | 12557WGF2    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.00% Notes due February 13, 2014   | USD                 | 671,749,000 | 125581AH1    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.00% Notes due February 15, 2014   | USD                 | 5,957,000   | 12557WGJ4    | USD   | 700      | USD 700                      | 2.80862  |  |
| 4.90% Notes due February 15, 2014   | USD                 | 1,958,000   | 12557WGM7    | USD   | 700      | USD 700                      | 2.80862  |  |
| 7.85% Notes due February 15, 2014   | USD                 | 23,034,000  | 12557WSZ5    | USD   | 700      | USD 700                      | 2.80862  |  |
| 7.65% Notes due February 15, 2014   | USD                 | 10,897,000  | 12557WTG6    | USD   | 700      | USD 700                      | 2.80862  |  |
| 4.80% Notes due March 15, 2014      | USD                 | 4,492,000   | 12557WGQ8    | USD   | 700      | USD 700                      | 2.80862  |  |
| 4.60% Notes due March 15, 2014      | USD                 | 4,211,000   | 12557WGT2    | USD   | 700      | USD 700                      | 2.80862  |  |
| 7.85% Notes due March 15, 2014      | USD                 | 4,573,000   | 12557WTS0    | USD   | 700      | USD 700                      | 2.80862  |  |
| 4.80% Notes due April 15, 2014      | USD                 | 2,177,000   | 12557WGW5    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.10% Notes due April 15, 2014      | USD                 | 5,735,000   | 12557WGZ8    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.00% Notes due May 13, 2014        | EUR                 | 463,405,000 | XS0192461837 | EUR   | 700      | EUR 700                      | 2.80862  |  |
| 5.25% Notes due May 15, 2014        | USD                 | 4,898,000   | 12557WHC8    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.80% Notes due May 15, 2014        | USD                 | 11,357,000  | 12557WHF1    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.70% Notes due June 15, 2014       | USD                 | 8,890,000   | 12557WHJ3    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.75% Notes due June 15, 2014       | USD                 | 10,815,000  | 12557WHM6    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.75% Notes due June 15, 2014       | USD                 | 1,930,000   | 12557WRU7    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.85% Notes due June 15, 2014       | USD                 | 1,593,000   | 12557WRX1    | USD   | 700      | USD 700                      | 2.80862  |  |
| 6.00% Notes due June 15, 2014       | USD                 | 10,892,000  | 12557WSA0    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.65% Notes due July 15, 2014       | USD                 | 8,504,000   | 12557WHQ7    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.30% Notes due July 15, 2014       | USD                 | 10,005,000  | 12557WHT1    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.20% Notes due August 15, 2014     | USD                 | 5,691,000   | 12557WHW4    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.30% Notes due August 15, 2014     | USD                 | 3,915,000   | 12557WHZ7    | USD   | 700      | USD 700                      | 2.80862  |  |
| 6.00% Notes due August 15, 2014     | USD                 | 2,555,000   | 12557WA27    | USD   | 700      | USD 700                      | 2.80862  |  |
| 6.00% Notes due August 15, 2014     | USD                 | 2,389,000   | 12557WA76    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.25% Notes due September 15, 2014  | USD                 | 16,332,000  | 12557WJC6    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.05% Notes due September 15, 2014  | USD                 | 17,112,000  | 12557WJF9    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.125% Notes due September 30, 2014 | USD                 | 638,267,000 | 125581AK4    | USD   | 700      | USD 700                      | 2.80862  |  |
| 4.90% Notes due October 15, 2014    | USD                 | 5,520,000   | 12557WJJ1    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.10% Notes due October 15, 2014    | USD                 | 13,944,000  | 12557WJM4    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.05% Notes due November 15, 2014   | USD                 | 7,238,000   | 12557WJQ5    | USD   | 700      | USD 700                      | 2.80862  |  |
| 5.50% Notes due December 1, 2014    | GBP                 | 480,000,000 | XS0207079764 | GBP   | 700      | GBP 700                      | 2.80862  |  |
| 5.125% Notes due December 15, 2014  | USD                 | 7,632,000   | 12557WJT9    | USD   | 700      | 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   | of New Notes<br>to be Issued | Consideration per<br>Principal Amount of<br>Old Notes Tendered<br>per 1000<br>USD Equivalent<br>Number of<br>Shares of<br>New Preferred |
|---|---------------------|-------------|--------------|------------------------------|---|
|   | Principal<br>Amount | Amount      |              |                              | per 1000<br>Notional<br>Principal<br>Amount   |
| 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<br>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<br>December 18, 2018       | USD | 1,117,448,000 | 125581FS2 | USD 0   | 7.54816 |
| 12.00% Subordinated Notes due<br>December 18, 2018       | USD | 31,559,000    | U17186AF1 | USD 0   | 7.54816 |
| 6.10% Junior Subordinated Notes due<br>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<br>Principal<br>Amount | CUSIP/ISIN   | of New Notes<br>to be Issued | Consideration per<br>Principal Amount of<br>Old Notes Tendered<br>per 1000<br>USD Equivalent<br>Number of<br>Shares of<br>New Preferred |   |
|------------------------------------|------------------------------------|--------------|------------------------------|---|---|
|                                    |                                    |              |                              | per 1000<br>Notional<br>Principal<br>Amount   | per 1000<br>USD Equivalent<br>Number of<br>Shares of<br>New Preferred |
| 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**

| <b>Title of Old Notes to be Tendered</b> | <b>Outstanding Principal Amount</b> | <b>CUSIP/ISIN</b>   | <b>Principal Amount of New Notes to be Issued per</b>   |
|--|-------------------------------------|---------------------|---|
|  |                                     |                     | <b>USD 1,000 Principal Amount of Old Notes Tendered</b> |
| 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.

| <b>Name Of Company</b>       | <b>Jurisdiction of Organization</b> |
|------------------------------|-------------------------------------|
| 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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| <b>Name Of Company</b>                                | <b>Jurisdiction of Organization</b> |
|---|-------------------------------------|
| 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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| <b>Name Of Company</b>                             | <b>Jurisdiction of Organization</b> |
|--|-------------------------------------|
| 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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| <b>Name Of Company</b>                              | <b>Jurisdiction of Organization</b> |
|---|-------------------------------------|
| 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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| <b>Name Of Company</b>                                    | <b>Jurisdiction of Organization</b> |
|---|-------------------------------------|
| 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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| <b>Name Of Company</b>                              | <b>Jurisdiction of Organization</b> |
|---|-------------------------------------|
| 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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| <b>Name Of Company</b>  | <b>Jurisdiction of Organization</b> |
|---|-------------------------------------|
| 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.

| <b>Name</b>           | <b>Office</b>   |
|-----------------------|---|
| 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



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| <b>Name</b>             | <b>Office</b>   |
|-------------------------|---|
| 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.

| <b>Name</b>        | <b>Office</b>  |
|--------------------|--|
| 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.

| <b>Guarantor</b>                 | <b>Name and Office</b>      |
|----------------------------------|-----------------------------|
| <b>Baffin Shipping Co., Inc.</b> | 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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| <b>Guarantor</b>                  | <b>Name and Office</b>   |
|-----------------------------------|--|
|                                   | 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   |
| <b>C.I.T. Leasing Corporation</b> | 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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|                         | <b>Name and Office</b>                      |
|-------------------------|---|
| 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 Passalacqua        | 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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| <b>Guarantor</b>                      | <b>Name and Office</b> |  |
|---------------------------------------|------------------------|--|
|                                       | 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                 | Vice President   |
|                                       | Schwartzberg           |  |
|                                       | Nitin Sharma           | Vice President   |
|                                       | Catherine A. Stiglich  | Vice President   |
|                                       | George E. Sullivan     | Vice President   |
|                                       | Laurence               | Vice President   |
|                                       | Vigeant-Langlois       |  |
|                                       | Jennifer I. Villa      | Vice President   |
|                                       | Scott E. Waltman       | Vice President   |
|                                       | Andrea Zana            | Vice President   |
| <b>Capita Colombia Holdings Corp.</b> | 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                              |
| <b>Capita Corporation</b>             | 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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| <b>Guarantor</b>                   | <b>Name and Office</b>   |
|------------------------------------|--|
|                                    | Michael V. Monahan<br>Managing Director  |
|                                    | William G. Delaney<br>Director   |
|                                    | Ira Finkelson<br>Director & Assistant Secretary                                    |
|                                    | Kathleen Nassaney<br>Director Tax  |
|                                    | David John Pay<br>Director & Assistant Secretary                                   |
|                                    | Frank Riepl<br>Director Tax  |
|                                    | John P. Sirico, II<br>Director & Assistant Secretary                               |
|                                    | Kathleen A. Beck<br>Vice President Corporate Treasury                              |
|                                    | Gilmar Rodrigues<br>Vice President   |
| <b>Capita International L.L.C.</b> | Robert J. Ingato<br>Director   |
|                                    | Glenn A. Votek<br>Director   |
|                                    | Eric S. Mandelbaum<br>Director   |
|                                    | Ron G. Arrington<br>President  |
|                                    | Robert J. Ingato<br>Executive Vice President & Assistant Secretary                 |
|                                    | Glenn A. Votek<br>Executive Vice President Corporate Treasury & Treasurer          |
|                                    | Barbara Callahan<br>Senior Vice President Corporate Treasury & Assistant Treasurer |
|                                    | Mark A. Carlson<br>Senior Vice President Corporate Treasury & Assistant Treasurer  |
|                                    | Michael C. Magee<br>Senior Vice President  |
|                                    | Eric S. Mandelbaum<br>Senior Vice President & Secretary                            |
|                                    | Brian R. St. James<br>Senior Vice President & Assistant Secretary                  |
|                                    | Kathleen Nassaney<br>Director Tax  |
|                                    | Frank Riepl<br>Director Tax  |
|                                    | Kathleen A. Beck<br>Vice President Corporate Treasurer                             |
| <b>Capita Premium Corporation</b>  | Robert J. Ingato<br>Director   |
|                                    | Glenn A. Votek<br>Director   |
|                                    | Eric S. Mandelbaum<br>Director   |
|                                    | Ron G. Arrington<br>President  |
|                                    | Robert J. Ingato<br>Executive Vice President & Assistant Secretary                 |
|                                    | Glenn A. Votek<br>Executive Vice President Corporate Treasury & Treasurer          |
|                                    | Mark A. Carlson<br>Senior Vice President   |
|                                    | Frank Garcia<br>Senior Vice President  |
|                                    | Michael C. Magee<br>Senior Vice President  |
|                                    | Eric S. Mandelbaum<br>Senior Vice President & Secretary                            |
|                                    | James P. Shanahan<br>Senior Vice President & Assistant Secretary                   |
|                                    | Kathleen Nassaney<br>Director Tax  |
|                                    | Frank Riepl<br>Director Tax  |
|                                    | Kathleen A. Beck<br>Vice President Corporate Treasury                              |

|                             |                    |  |
|-----------------------------|--------------------|--|
| <b>CIT Capital USA Inc.</b> | 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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| <b>Guarantor</b>         | <b>Name and Office</b>                      |
|--------------------------|---|
| 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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| <b>Guarantor</b>       | <b>Name and Office</b>   |
|------------------------|--|
| 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   |
| <b>CIT China 3, Inc.</b> | 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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| <b>Guarantor</b>          | <b>Name and Office</b>   |
|---------------------------|--|
|                           | Salvatore Torey<br>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  |
|                           | Ira Finkelson Director & Assistant Secretary                                   |
|                           | James Thomas Director  |
|                           | Garry  |
|                           | Charles P. McGrath Director  |
|                           | Kathleen Nassaney Director Tax   |
|                           | Frank Riepl Director Tax   |
|                           | Stephen C. Director  |
|                           | Rosenberger  |
|                           | 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 Vice President  |
|                           | Schwartzberg   |
|                           | Catherine A. Vice President  |
|                           | Stiglich   |
|                           | Jennifer I. Villa Vice President   |
| <b>CIT China 12, Inc.</b> | Robert J. Ingato Director  |
|                           | Eric S. Director   |
|                           | Mandelbaum   |
|                           | Glenn A. Votek Director  |
|                           | C. Jeffrey Knittel President   |
|                           | George D. Executive Vice President   |
|                           | Cashman  |
|                           | 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. Senior Vice President & Assistant Secretary                           |
|                           | Feuerstein   |
|                           | 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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| <b>Guarantor</b>          | <b>Name and Office</b>  |
|---------------------------|---|
|                           | 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  |
| <b>CIT China 13, Inc.</b> |   |
|                           | 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      |
|                           | 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           |                    |
| <b>CIT Communications Finance Corporation</b> |                          |                    |
| 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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| <b>Guarantor</b>       | <b>Name and Office</b>   |
|------------------------|--|
| 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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| <b>Guarantor</b>                 | <b>Name and Office</b>   |
|----------------------------------|--|
|                                  | 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                             |
| <b>CIT Credit Group USA Inc.</b> | 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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| <b>Guarantor</b>               | <b>Name and Office</b>  |
|--------------------------------|---|
|                                | 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                              |
| <b>CIT Financial USA, Inc.</b> |   |
|                                | 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.<br>Monahan     | Managing Director              |
| Frederick Avila           | Director & Assistant Secretary |
| Charles Biener            | Director & Assistant Secretary |
| Nicholas J.<br>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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| <b>Guarantor</b>          | <b>Name and Office</b>  |
|---------------------------|---|
|                           | Frank Riepl<br>Director Tax   |
|                           | James T. Ryan, Jr.<br>Director & Assistant Secretary                          |
|                           | Cole Silver<br>Director & Assistant Secretary                                 |
|                           | John P. Sirico, II<br>Director & Assistant Secretary                          |
|                           | Deborah A. Wirth<br>Director  |
|                           | Adam S. Zitomer<br>Director   |
|                           | Kathleen A. Beck<br>Vice President Corporate Treasury                         |
|                           | Edward Q. Cortez<br>Vice President  |
|                           | Anthony Holland<br>Vice President   |
|                           | Jacqueline M. Jacoban<br>Vice President                                       |
|                           | Elizabeth L. Martin<br>Vice President   |
|                           | Annamarie B. McSherry<br>Vice President                                       |
|                           | Amir S. Mirza<br>Vice President   |
|                           | Gilmar Rodrigues<br>Vice President  |
|                           | Jacqueline E. Schorr<br>Vice President  |
|                           | Henry Trautfetter<br>Vice President   |
| <b>CIT Group (NJ) LLC</b> |   |
|                           | Robert J. Ingato<br>Director  |
|                           | Glenn A. Votek<br>Director  |
|                           | Peek, Jeffrey M.<br>President   |
|                           | Baresich, Michael<br>Executive Vice President & Chief Information Officer     |
|                           | Bennett, Timothy J.<br>Executive Vice President                               |
|                           | Brown, Kenneth I.<br>Executive Vice President                                 |
|                           | Chesler, Randall M.<br>Executive Vice President                               |
|                           | Farooq, Umar<br>Executive Vice President                                      |
|                           | Foster, Nancy<br>Executive Vice President                                     |
|                           | Ingato, Robert J.<br>Executive Vice President & Assistant Secretary           |
|                           | Leone, Joseph M.<br>Executive Vice President                                  |
|                           | Nemia, Joseph<br>Executive Vice President                                     |
|                           | Scharpf, Paul W.<br>Executive Vice President                                  |
|                           | Simon, Jeffrey D.<br>Executive Vice President                                 |
|                           | Taylor, William J.<br>Executive Vice President & Controller                   |
|                           | Votek, Glenn A.<br>Executive Vice President Corporate Treasury &<br>Treasurer |
|                           | Capre, Alfred<br>Senior Vice President  |
|                           | Cifrese, Karen W.<br>Senior Vice President                                    |
|                           | DiIorio, John<br>Senior Vice President  |
|                           | Epifan, Peter<br>Senior Vice President  |
|                           | Feuerstein, Randy L.<br>Senior Vice President & Assistant Secretary           |
|                           | Garcia, Frank<br>Senior Vice President  |
|                           | Gilchrist, Daniel G.<br>Senior Vice President                                 |
|                           | Gipson, Kelley J.<br>Senior Vice President                                    |
|                           | Harback, Herb<br>Senior Vice President  |
|                           | Hopf, William<br>Senior Vice President  |
|                           | Kalderson, Avi<br>Senior Vice President                                       |
|                           | Kamp, W. Taylor<br>Senior Vice President                                      |
|                           | Lerner, Jack P.<br>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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| <b>Guarantor</b>                      | <b>Name and Office</b>  |
|---------------------------------------|---|
|                                       | 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                                   |
| <b>CIT Group SF Holding Co., Inc.</b> | 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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| <b>Guarantor</b>   | <b>Name and Office</b>  |  |
|--------------------|-------------------------|--|
| 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                |                                      |

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

|                         |   |
|-------------------------|---|
| Cynthia S.<br>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.<br>Belcastro | Senior Vice President                                   |
| Kathryn<br>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 |

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| <b>Guarantor</b>    | <b>Name and Office</b>               |
|---------------------|--------------------------------------|
| 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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| <b>Guarantor</b>                                   | <b>Name and Office</b>   |
|--|--|
|  | Douglas Witte Vice President & Assistant Secretary                     |
|  | Fred Aldin Director (Officer)  |
|  | Mary Ann Jones Director (Officer)                                      |
|  | Thomas Lynch Director (Officer)  |
| <b>CIT Lending Services Corporation (Illinois)</b> |  |
|  | 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 |
| <b>CIT Loan Corporation (f/k/a The</b>   | Eric S. Mandelbaum | Director                             |
| <b>CIT Group/Consumer Finance, Inc.)</b> | Glenn A. Votek     | Director                             |
|  | W. Taylor Kamp     | President                            |
|  | Roger Burns        | Executive Vice President             |

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| <b>Guarantor</b>    | <b>Name and Office</b>   |
|---------------------|--|
| 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  |
| Jeffrey Ulmer       | Managing Director  |
| 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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| <b>Guarantor</b>                           | <b>Name and Office</b> |  |
|--|------------------------|--|
|  | 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   |
| <b>CIT Real Estate Holding Corporation</b> | 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  |
| <b>CIT Realty LLC</b>                      | 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                              |
| <b>CIT Technologies Corporation</b>        | 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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| <b>Guarantor</b>                               | <b>Name and Office</b>   |
|--|--|
|  | 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                           |
| <b>CIT Technology Financing Services, Inc.</b> | 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.<br>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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| <b>Guarantor</b>                            | <b>Name and Office</b> |  |
|---|------------------------|--|
|   | Deborah A. Wirth       | Vice President   |
| <b>Education Loan Servicing Corporation</b> | 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         |  |
| <b>Equipment Acceptance Corporation</b>     | 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.<br>Feuerstein  |   |
| Barbara C. Galaini      | Senior Vice President & Controller          |
| Nicole Kelsey           | Senior Vice President & Assistant Secretary |
| Michael C. Magee        | Senior Vice President                       |
| Eric S.<br>Mandelbaum   | Senior Vice President & Secretary           |
| Stephen Millas          | Senior Vice President & Assistant Secretary |
| Salvatore Torey<br>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<br>Epp-Rosenthal  | Director & Assistant Secretary              |
| Ira Finkelson           | Director & Assistant Secretary              |
| Charles P. McGrath      | Director                                    |
| Kathleen Nassaney       | Director Tax                                |

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| <b>Guarantor</b>                                       | <b>Name and Office</b>   |
|--|--|
|  | 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                         |
| <b>Franchise Portfolio 1, Inc.</b>                     | 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                             |
| <b>Franchise Portfolio 2, Inc.</b>                     | 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                             |
| <b>GFSC Aircraft Acquisition Financing Corporation</b> | 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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| <b>Guarantor</b>                      | <b>Name and Office</b> |  |
|---------------------------------------|------------------------|--|
|                                       | Eric S.<br>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.<br>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                              |
| <b>Namekeepers LLC</b>                | Eric S.<br>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.<br>Mandelbaum  | Vice President & Secretary                                     |
|                                       | James P. Shanahan      | Vice President & Assistant Secretary                           |
|                                       | William J. Taylor      | Vice President & Controller                                    |
|                                       | Glenn A. Votek         | Vice President & Treasurer                                     |
| <b>Owner-Operator Finance Company</b> | Robert J. Ingato       | Director   |
|                                       | Glenn A. Votek         | Director   |
|                                       | Eric S.<br>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.<br>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                              |
| <b>Student Loan Xpress, Inc.</b>      | Robert J. Ingato       | Director   |
|                                       |                        | Director   |

|                       |   |
|-----------------------|---|
| Eric S.<br>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<br>Treasurer |
| Mark A. Carlson       | Senior Vice President Corporate Treasury & Assistant<br>Treasurer |
| Karen W. Cifrese      | Senior Vice President   |
| David Harmon          | Senior Vice President   |
| Michael C. Magee      | Senior Vice President   |
| Eric S.<br>Mandelbaum | Senior Vice President & Secretary                                 |
| John Paradisi         | Senior Vice President   |
| Vincent Schera        | Senior Vice President   |

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| <b>Guarantor</b>                                    | <b>Name and Office</b>  |
|---|---|
|   | 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  |
| <b>The CIT Group/BC Securities Investment, Inc.</b> | 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                          |
| <b>The CIT Group/Business Credit, Inc.</b>          | 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.<br>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.<br>Conheaney   | Senior Vice President                                   |
| James H. Cooper         | Senior Vice President                                   |
| Christopher<br>Esposito | Senior Vice President                                   |
| Burt Feinberg           | Senior Vice President                                   |
| Craig A. Goldstein      | Senior Vice President                                   |
| Neal T. Legan           | Senior Vice President                                   |
| Veronica<br>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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| <b>Guarantor</b>                           | <b>Name and Office</b>   |
|--|--|
|  | 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)  |
| <b>The CIT Group/Capital Finance, Inc.</b> | 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.<br>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<br>Stuart<br>Schwartzberg | Vice President |                    |
| Catherine A.<br>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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| <b>Guarantor</b>       | <b>Name and Office</b>                                  |
|------------------------|---|
| 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   |
| <b>The CIT Group/CmS Securities Investment, Inc.</b> | 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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| <b>Guarantor</b>                                       | <b>Name and Office</b>   |   |
|--|--------------------------|---|
|  | Frank Riepl              | Director Tax  |
|  | Kathleen A. Beck         | Vice President Corporate Treasury                       |
| <b>The CIT<br/>Group/Commercial<br/>Services, Inc.</b> | 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.<br>Richardson  | Executive Vice President                                |
|  | Paul W. Scharpf          | Executive Vice President & Controller                   |
|  | 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.<br>Cropper    | Senior Vice President                                   |
|  | Michael I. Dicker        | Senior Vice President                                   |
|  | Charles R. Donner        | Senior Vice President                                   |
|  | Randy L.<br>Feuerstein   | Senior Vice President Assistant Secretary               |
|  | Joseph A. Florio         | Senior Vice President                                   |
|  | Kevin Gillespie          | Senior Vice President                                   |
|  | Michael G.<br>Hudgens    | Senior Vice President                                   |
|  | Nathan Hugg              | Senior Vice President                                   |
|  | William C.<br>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)                     |

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| <b>Guarantor</b>       | <b>Name and Office</b>               |
|------------------------|--------------------------------------|
| 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**

| <b>Guarantor</b>     | <b>Name and Office</b>               |
|----------------------|--------------------------------------|
| 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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| <b>Guarantor</b>   | <b>Name and Office</b> |  |
|--|------------------------|--|
|  | Vernon Wells           | Vice President   |
|  | Stanley R. Zaremba     | Vice President   |
|  | Regina M. Zecca        | Vice President   |
| <b>The CIT<br/>Group/Commercial<br/>Services, Inc. (Va.)</b> | 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.<br>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.<br>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   |
| <b>The CIT Group/Consumer<br/>Finance, Inc. (NY)</b>         | W. Taylor Kamp         | Director   |
|  | Eric S.<br>Mandelbaum  | Director   |
|  | W. Taylor Kamp         | President  |
|  | Glenn A. Votek         | Executive Vice President Corporate Treasury & Assistant<br>Treasurer |
|  | Usama Ashraf           | Senior Vice President & Assistant Treasurer                          |
|  | Barbara Callahan       | Senior Vice President Corporate Treasury & Assistant<br>Treasurer    |
|  | Mark A. Carlson        | Senior Vice President Corporate Treasury & Assistant<br>Treasurer    |
|  | Frank Garcia           | Senior Vice President  |
|  | Eric S.<br>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   |

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

Mandelbaum

**Investments, Inc.**

|                |          |
|----------------|----------|
| Glenn A. Votek | Director |
|----------------|----------|

|                    |           |
|--------------------|-----------|
| J. Daryl MacLellan | President |
|--------------------|-----------|

|                   |                          |
|-------------------|--------------------------|
| Margaret A. Brown | Executive Vice President |
|-------------------|--------------------------|

|             |                          |
|-------------|--------------------------|
| Roger Burns | Executive Vice President |
|-------------|--------------------------|

|                |                          |
|----------------|--------------------------|
| 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 |
|----------------|--------------------------|--------------------------------|

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| <b>Guarantor</b>       | <b>Name and Office</b>  |
|------------------------|---|
| 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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| <b>Guarantor</b>       | <b>Name and Office</b>   |
|------------------------|--|
| 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   |
| <b>The CIT Group/FM Securities Investment, Inc.</b> | 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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| <b>Guarantor</b>                                     |  | <b>Name and Office</b>   |
|--|--|--|
| <b>The CIT Group/LsC Securities Investment, Inc.</b> | 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                              |
|  | <b>The CIT Group/Securities Investment, Inc.</b> | 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                              |
| <b>The CIT Group/Venture Capital, Inc.</b>           | 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 |
|  |  |  |
|  |  |  |

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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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| <b>Guarantor</b> | <b>Name and Office</b> |   |
|------------------|------------------------|---|
|                  | 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

| <b>Title of Class</b>  | <b>Amount<br/>Authorized</b> | <b>Amount<br/>Outstanding</b> |
|--|------------------------------|-------------------------------|
| Common Stock, par value \$0.01 per share <sup>1</sup>                                    | 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 <sup>2</sup> | 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 |
|--|------------|-----------|

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 |
|----------------------|-----|-----|

## (iii) Debt Securities of Delaware Funding

| <b>Title of Class<sup>3</sup></b> | <b>Amount Authorized</b> | <b>Amount Outstanding</b> |
|-----------------------------------|--------------------------|---------------------------|
| 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

| <b>Title of Class<sup>3</sup></b>         | <b>Amount Authorized</b> | <b>Amount Outstanding</b> |
|---|--------------------------|---------------------------|
| 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   |

<sup>3</sup> 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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| <b>Title of Class<sup>3</sup></b>          | <b>Amount Authorized</b> | <b>Amount Outstanding</b> |
|--|--------------------------|---------------------------|
| 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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| <b>Title of Class<sup>3</sup></b>         | <b>Amount Authorized</b> | <b>Amount Outstanding</b> |
|---|--------------------------|---------------------------|
| 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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| <b>Title of Class<sup>3</sup></b>  | <b>Amount<br/>Authorized</b> | <b>Amount<br/>Outstanding</b> |
|------------------------------------|------------------------------|-------------------------------|
| 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 Class <sup>3</sup>               | Amount<br>Authorized | Amount<br>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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| <b>Title of Class<sup>3</sup></b>                     | <b>Amount Authorized</b> | <b>Amount Outstanding</b> |
|---|--------------------------|---------------------------|
| 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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|   |                  | <b>Amount</b>         | <b>Amount</b>                 |
|---|------------------|-----------------------|-------------------------------|
|   | <b>Guarantor</b> | <b>Title of Class</b> | <b>Authorized Outstanding</b> |
| 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.\*

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| 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.*                            |



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| 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.

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

**BNY Capital Markets, Inc.**

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