

Edgar Filing: CIT GROUP INC - Form 10-Q/A

CIT GROUP INC
Form 10-Q/A
August 27, 2002

=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-1861

CIT Group Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

65-1095289
(IRS Employer
Identification Number)

1211 Avenue of the Americas, New York, New York 10036
(Address of Registrant's principal executive offices)

(212) 536-1390
(Registrant's telephone number)

(Former name, former address and former fiscal year,
if changed since last report)

=====

INTRODUCTORY NOTE

This Amendment on Form 10-Q/A is being filed to correct the unintentional transposition of column headings relating to the 2001 periods in Exhibit 12 - Computation of Ratios of Earnings to Fixed Charges. The exhibit, as originally filed, presented the June 2 through June 30, 2001 calculation under the heading of October 1, 2000 through June 1, 2001 and the October 1, 2000 through June 1,

Edgar Filing: CIT GROUP INC - Form 10-Q/A

2001 calculation under the heading of June 2 through June 30, 2001. The 2002 presentation is not impacted by this amendment. The revised exhibit reflects the calculations, as originally filed, under the appropriate prior period column headings.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a)

- 3.1 Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 to Form S-1/A filed by CIT on June 26, 2002).
- 3.2 Certificate of Amendment of Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.2 to Form S-1/A filed by CIT on June 26, 2002).
- 3.3 Certificate of Ownership and Merger Merging Tyco Capital Holding, Inc. and CIT Group Inc. (Del) (previously filed).
- 3.4 Bylaws of the Company (Incorporated by reference to Exhibit 3.3 to Form S-1/A filed by CIT on June 26, 2002).
- 4.1 Fourth Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and Bank One Trust Company, N.A. supplementing an Indenture dated as of September 24, 1998 (previously filed).
- 4.2 Third Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and The Bank of New York supplementing an Indenture dated as of September 24, 1998 (pursuant to which The CIT Group Inc., a Delaware corporation, authorized the issue of an unlimited amount of unsecured and senior subordinated debt securities) (previously filed).
- 4.3 Third Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and The Bank of New York supplementing an Indenture dated as of September 24, 1998 (pursuant to which The CIT Group, Inc., a Delaware corporation, authorized the issue of an unlimited amount of unsecured and unsubordinated debt securities) (previously filed).
- 4.4 Third Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and BNY Midwest Trust Company supplementing an Indenture dated as of September 24, 1998 (previously filed).
- 10.1 Form of Separation Agreement by and between Tyco International Ltd. and CIT (Incorporated by reference to Exhibit 10.2 to Form S-1/A filed by CIT on June 12, 2002).
- 10.2 Form of Financial Services Cooperation Agreement by and between Tyco International Ltd. and CIT (Incorporated by reference to Exhibit 10.3 to Form S-1/A filed by CIT on June 12, 2002).

Edgar Filing: CIT GROUP INC - Form 10-Q/A

- 10.3 Retention Agreement for Albert R. Gamper, Jr., as proposed to be amended (Incorporated by reference to Exhibit 10.19 to Form S-1/A filed by CIT on June 26, 2002).
- 10.4 Retention Agreement for Joseph M. Leone (Incorporated by reference to Exhibit 10.20 to Form S-1/A filed by CIT on June 26, 2002).
- 10.5 Retention Agreement for Thomas B. Hallman (Incorporated by reference to Exhibit 10.21 to Form S-1/A filed by CIT on June 26, 2002).
- 10.6 Retention Agreement for Lawrence A. Marsiello (Incorporated by reference to Exhibit 10.22 to Form S-1/A filed by CIT on June 26, 2002).
- 10.7 Retention Agreement for Nikita Zdanow (Incorporated by reference to Exhibit 10.23 to Form S-1/A filed by CIT on June 26, 2002).
- 10.8 Executive Severance Plan (Incorporated by reference to Exhibit 10.24 to Form S-1/A filed by CIT on June 26, 2002).
- 10.9 Long-Term Equity Compensation Plan (Incorporated by reference to Exhibit 10.25 to Form S-1/A filed by CIT on June 26, 2002).
- 10.10 Form of Indemnification Agreement (Incorporated by reference to Exhibit 10.26 to Form S-1/A filed by CIT on June 26, 2002).
- 10.11 Form of Tax Agreement by and between Tyco International Ltd. and CIT (Incorporated by reference to Exhibit 10.27 to Form S-1/A filed by CIT on June 12, 2002).
- 10.12 Assumption Agreement dated as of July 2, 2002 made by CIT Group Inc. to the Guaranty dated as of November 15, 1999 guaranteeing Capita Corporation's obligations under a certain \$765,000,000 Credit Agreement dated as of April 13, 1998 (previously filed).
- 10.13 Assumption Agreement dated as of July 2, 2002 made by CIT Group Inc. to the 364-Day Credit Agreement dated as of March 28, 2000 between CIT Group Inc., a Nevada corporation, the several banks and other financial institutions from time to time parties to the Credit Agreement, J.P. Morgan Securities Inc., as sole arranger and bookrunner, Barclays Bank PLC; Bank of America, N.A.; Citibank, N.A.; and The Dai-Ichi Kangyo Bank, Limited, as syndication agents and JPMorgan Chase Bank, as administrative agent (previously filed).
- 10.14 Assumption Agreement dated as of July 2, 2002 made by CIT Group Inc. to the 5-year Credit Agreement dated as of March 28, 2000 among CIT Group Inc., a Nevada corporation, the several banks and other financial institutions from time to time parties to the Credit Agreement, J.P. Morgan Securities Inc., as sole arranger and bookrunner, Barclays Bank PLC; Bank of America, N.A.; Citibank, N.A.; and The Dai-Ichi Kangyo Bank, Limited, as syndication agents and JPMorgan Chase Bank, as administrative agent (previously filed).

Edgar Filing: CIT GROUP INC - Form 10-Q/A

- 10.15 Guaranty of CIT Group Inc., dated as of July 2, 2002, of Canadian 364-Day Credit Agreement (previously filed).
 - 12.1 Computation of Ratios of Earnings to Fixed Charges (as corrected, filed herewith).
 - 99.1 Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed).
 - 99.2 Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed).
- (b) Current Report on Form 8-K filed on April 26, 2002 reporting the Company's announcement of financial results for the quarter ended March 31, 2002.

SIGNATURES

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

CIT GROUP INC.

By: /s/ Joseph M. Leone

Joseph M. Leone
Executive Vice President and
Chief Financial Officer
(Principal Accounting
and Financial Officer)

Date: August 27, 2002

EXHIBIT INDEX

Exhibit No. -----	Description -----
3.1	Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 to Form S-1/A filed by CIT on June 26, 2002).
3.2	Certificate of Amendment of Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.2 to Form S-1/A filed by CIT on June 26, 2002).
3.3	Certificate of Ownership and Merger Merging Tyco Capital Holding, Inc. and CIT Group Inc. (Del) (previously filed).
3.4	Bylaws of the Company (Incorporated by reference to Exhibit 3.3 to Form S-1/A filed by CIT on June 26, 2002).

Edgar Filing: CIT GROUP INC - Form 10-Q/A

- 4.1 Fourth Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and Bank One Trust Company, N.A. supplementing an Indenture dated as of September 24, 1998 (previously filed).
- 4.2 Third Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and The Bank of New York supplementing an Indenture dated as of September 24, 1998 (pursuant to which The CIT Group Inc., a Delaware corporation, authorized the issue of an unlimited amount of unsecured and senior subordinated debt securities) (previously filed).
- 4.3 Third Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and The Bank of New York supplementing an Indenture dated as of September 24, 1998 (pursuant to which The CIT Group, Inc., a Delaware corporation, authorized the issue of an unlimited amount of unsecured and unsubordinated debt securities) (previously filed).
- 4.4 Third Supplemental Indenture dated July 2, 2002 between CIT Group Inc. and BNY Midwest Trust Company supplementing an Indenture dated as of September 24, 1998 (previously filed).
- 10.1 Form of Separation Agreement by and between Tyco International Ltd. and CIT (Incorporated by reference to Exhibit 10.2 to Form S-1/A filed by CIT on June 12, 2002).
- 10.2 Form of Financial Services Cooperation Agreement by and between Tyco International Ltd. and CIT (Incorporated by reference to Exhibit 10.3 to Form S-1/A filed by CIT on June 12, 2002).
- 10.3 Retention Agreement for Albert R. Gamper, Jr., as proposed to be amended (Incorporated by reference to Exhibit 10.19 to Form S-1/A filed by CIT on June 26, 2002).
- 10.4 Retention Agreement for Joseph M. Leone (Incorporated by reference to Exhibit 10.20 to Form S-1/A filed by CIT on June 26, 2002).
- 10.5 Retention Agreement for Thomas B. Hallman (Incorporated by reference to Exhibit 10.21 to Form S-1/A filed by CIT on June 26, 2002).
- 10.6 Retention Agreement for Lawrence A. Marsiello (Incorporated by reference to Exhibit 10.22 to Form S-1/A filed by CIT on June 26, 2002).

Exhibit No.	Description
-----	-----
10.7	Retention Agreement for Nikita Zdanow (Incorporated by reference to Exhibit 10.23 to Form S-1/A filed by CIT on June 26, 2002).
10.8	Executive Severance Plan (Incorporated by reference to Exhibit 10.24 to Form S-1/A filed by CIT on June 26, 2002).

Edgar Filing: CIT GROUP INC - Form 10-Q/A

- 10.9 Long-Term Equity Compensation Plan (Incorporated by reference to Exhibit 10.25 to Form S-1/A filed by CIT on June 26, 2002).
 - 10.10 Form of Indemnification Agreement (Incorporated by reference to Exhibit 10.26 to Form S-1/A filed by CIT on June 26, 2002).
 - 10.11 Form of Tax Agreement by and between Tyco International Ltd. and CIT (Incorporated by reference to Exhibit 10.27 to Form S-1/A filed by CIT on June 12, 2002).
 - 10.12 Assumption Agreement dated as of July 2, 2002 made by CIT Group Inc. to the Guaranty dated as of November 15, 1999 guaranteeing Capita Corporation's obligations under a certain \$765,000,000 Credit Agreement dated as of April 13, 1998 (previously filed).
 - 10.13 Assumption Agreement dated as of July 2, 2002 made by CIT Group Inc. to the 364-Day Credit Agreement dated as of March 28, 2000 between CIT Group Inc., a Nevada corporation, the several banks and other financial institutions from time to time parties to the Credit Agreement, J.P. Morgan Securities Inc., as sole arranger and bookrunner, Barclays Bank PLC; Bank of America, N.A.; Citibank, N.A.; and The Dai-Ichi Kangyo Bank, Limited, as syndication agents and JPMorgan Chase Bank, as administrative agent (previously filed).
 - 10.14 Assumption Agreement dated as of July 2, 2002 made by CIT Group Inc. to the 5-year Credit Agreement dated as of March 28, 2000 among CIT Group Inc., a Nevada corporation, the several banks and other financial institutions from time to time parties to the Credit Agreement, J.P. Morgan Securities Inc., as sole arranger and bookrunner, Barclays Bank PLC; Bank of America, N.A.; Citibank, N.A.; and The Dai-Ichi Kangyo Bank, Limited, as syndication agents and JPMorgan Chase Bank, as administrative agent (previously filed).
 - 10.15 Guaranty of CIT Group Inc., dated as of July 2, 2002, of Canadian 364-Day Credit Agreement (previously filed).
 - 12.1 Computation of Ratios of Earnings to Fixed Charges (as corrected, filed herewith).
 - 99.1 Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed).
 - 99.2 Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed).
- (b) Current Report on Form 8-K filed on April 26, 2002 reporting the Company's announcement of financial results for the quarter ended March 31, 2002.