

CIT Group/Venture Capital, Inc.

Form T-3/A

October 26, 2009

Table of Contents

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form T-3/A  
(Amendment No. 3)  
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.**

**Table of Contents**

**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.

**TABLE OF CONTENTS**

Signature

EX-99.T3E.6

---

**Table of Contents****EXPLANATORY NOTE**

This Amendment No. 3 to Form T-3 (this Amendment ) is being filed solely to amend Item 3, to update the Exhibit list and to file Exhibits T3E.5 and T3E.6. This Amendment is not intended to amend or delete any other part of the Application.

**AFFILIATIONS****3. Affiliates.**

Item 3 is hereby amended to add (1) immediately following CIT Funding (Ireland) Limited under the column Name of Company. The Applicants amended response to Item 3 is as follows:

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

**Table of Contents**

<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

**Table of Contents**

<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

**Table of Contents**

<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 (1)	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

**Table of Contents**

<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

**Table of Contents**

<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

**Table of Contents**

<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.

**Table of Contents**

- (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

**Table of Contents**

- (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

**Table of Contents**

- (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

**Table of Contents**

**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.*
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.*

**Table of Contents**

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	

Edgar Filing: CIT Group/Venture Capital, Inc. - Form T-3/A

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.\*



**Table of Contents**

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

Edgar Filing: CIT Group/Venture Capital, Inc. - Form T-3/A

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.\*

15

---

**Table of Contents**

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.\*

**Table of Contents**

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

Edgar Filing: CIT Group/Venture Capital, Inc. - Form T-3/A

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.\*

**Table of Contents**

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.*





**Table of Contents**

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	

Edgar Filing: CIT Group/Venture Capital, Inc. - Form T-3/A

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.\*

19

---

**Table of Contents**

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,

1997.\*

Exhibit T3A.55	Second Restated Certificate of Incorporation of The CIT Group/Venture Capital, Inc., dated as of January 9, 2002.*
Exhibit T3A.56	Certificate of Incorporation of Western Star Finance, Inc., dated as of March 28, 1996.*
Exhibit T3B.1	Amended and Restated By-laws of CIT Group Inc. (filed as Exhibit 99.3 to CIT Group Inc. s Current Report on Form 8-K filed on January 17, 2008 and incorporated by reference herein).

**Table of Contents**

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

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

**Table of Contents**

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.*

Edgar Filing: CIT Group/Venture Capital, Inc. - Form T-3/A

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.*



**Table of Contents**

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.*

Edgar Filing: CIT Group/Venture Capital, Inc. - Form T-3/A

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.*
Exhibit T3C.2	Form of Indenture between CIT Group Inc. and The Bank of New York Mellon, as Trustee.*

**Table of Contents**

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 Exhibits T3E.1, T3E.4 and T3E.6).
Exhibit T3E.3	Letter of Transmittal and Ballot.*
Exhibit T3E.4	Amended Offering Memorandum, Disclosure Statement and Solicitation of Acceptances of a Prepackaged Plan of Reorganization.*
Exhibit T3E.5	Presentation dated October 23, 2009 by management on the Company's restructuring plan (filed as Exhibit 99.1 to CIT Group Inc.'s Current Report on Form 8-K filed October 23, 2009 and incorporated by reference herein).
Exhibit T3E.6	Supplement No. 1 to Amended Offering Memorandum, Disclosure Statement and Solicitation of Acceptances of a Prepackaged Plan of Reorganization.**
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 Exhibits T3C.1 and T3C.2 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.

**Table of Contents**

**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 26, 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.

**Table of Contents**

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