

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
CIT Group Inc.		65-1051192	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Joseph Achmetov, V.P. Federal Taxes	(973) 597-2068	Joseph.Achmetov@CIT.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
1 CIT Drive		Livingston, NJ 07039	
8 Date of action		9 Classification and description	
Payment Date: 08/03/2015		Distribution to IMB Holdco LLC shareholders of the Issuer's common stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
125581801		CIT	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On August 3, 2015, IMB Holdco LLC ("IMB") merged into a disregarded subsidiary of CIT Group Inc. ("CIT"), with the disregarded subsidiary surviving the merger. The transaction is intended to qualify as a reorganization under section 368(a)(1)(A). Each prior shareholder of IMB ("IMB Shareholder") received \$105.72 of cash and 1.75 common shares of CIT in exchange for each IMB share surrendered in connection with the merger.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The basis in each new CIT share should be calculated by reference to 4/7ths of the basis of a surrendered IMB share. See Question 16 for the detailed calculation.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Each IMB Shareholder should calculate basis in the new CIT stock by taking the basis of the fractional IMB share surrendered for each individual CIT share received (one CIT share was received for every 4/7 of an IMB share), subtracting the amount of cash and fair market value of other property received with respect to the fractional share (\$60.41 of cash), subtracting any loss recognized with respect to the fractional share (none), and adding back any gain recognized with respect to the fractional share.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code sections 354(a); 356(a); 356(c); 358(a); 358(b); 361(a) and 368(a)(1)(A).

18 Can any resulting loss be recognized? ▶ No, see section 356(c).

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The Transaction should be reported on the taxpayer's tax year that includes August 3, 2015.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 8/19/15

Print your name ▶ Eric W. Fong Title ▶ Director - Domestic Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.