

CIT GROUP INC  
Form FWP  
June 07, 2006  
Filed under Rule 433

File No. 333-131159

**CIT Group Inc.**

**Floating Rate Senior Notes due June 8, 2009**

Final Term Sheet

|                                       |  |
|---------------------------------------|--|
| <b>Issuer:</b>                        | CIT Group Inc.   |
| <b>Principal Amount:</b>              | \$1,000,000,000  |
| <b>Type:</b>                          | SEC Registered Registration Statement No. 333-131159   |
| <b>Issue Price:</b>                   | 100%   |
| <b>Underwriters Commission:</b>       | 0.15%  |
| <b>Proceeds to the Issuer:</b>        | \$998,500,000  |
| <b>Pricing Date:</b>                  | June 5, 2006.  |
| <b>Settlement Date:</b>               | June 8, 2006.  |
| <b>Maturity Date:</b>                 | June 8, 2009.  |
| <b>Specified Currency:</b>            | U.S. Dollars (\$)  |
| <b>Interest Payment Dates:</b>        | Quarterly on March 8, June 8, September 8 and December 8 of each year, subject to the modified following Business Day convention adjusted. |
| <b>First Payment Date:</b>            | September 8, 2006.   |
| <b>Day Count/Accrual of Interest:</b> | Actual/360   |
| <b>Interest Rate Basis:</b>           | LIBOR Telerate.  |
| <b>Index Maturity:</b>                | Three Months.  |
| <b>Spread:</b>                        | +11 basis points (0.11%)   |
| <b>Interest Rate Calculation:</b>     | LIBOR Telerate determined on the Interest Determination Date plus the Spread.  |
| <b>Initial Interest Rate:</b>         | LIBOR Telerate determined two London Business Days prior to the Settlement Date plus the Spread.   |
| <b>Interest Reset Dates:</b>          | Quarterly on March 8, June 8, September 8 and December 8 of each year, subject to the modified following Business Day convention adjusted. |

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|-------------------------------------|---|
| <b>Interest Determination Date:</b> | Two London Business Days Prior to each Interest Reset Date.         |
| <b>Minimum Denomination:</b>        | Minimum denominations of \$2,000 and integral multiples of \$1,000. |
| <b>Maximum Interest Rate:</b>       | Maximum rate permitted by New York law.                             |
| <b>Minimum Interest Rate:</b>       | 0.0%  |
| <b>Exchange Listing:</b>            | None.   |

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**Other Provisions:**

LIBOR Telerate means the rate for deposits in U.S. dollars having the Index Maturity specified above which appears on the Telerate Page 3750 (defined below) as of 11:00 a.m., London time, on the applicable Interest Determination Date.

Telerate Page 3750 means the display page designated as page 3750 on the Moneyline Telerate service.

Business Day means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation (including any executive order) to close in The City of New York, and a day that is also a London Business Day.

London Business Day means any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

**The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC or Greenwich Capital Markets, Inc. will arrange to send you the prospectus if you request it by calling toll-free at 1-800-503-4611, toll-free at 1-800-221-1037 or toll-free at 1-866-884-2071, respectively.**

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