

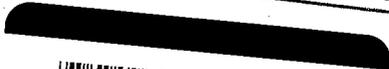


NYSE Euronext

Received SEC
AUG 25 2009
Washington, DC 20549

Edwin Mecabe
DIRECTOR
CORPORATE ACTIONS AND
MARKET WATCH

20 Broad Street 17th Floor
New York, NY 10005
T +1 212 656 5026
F +1 212 656 5893
emecabe@nyx.com



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August 25, 2009

*CERTIFIED
001-31309*

Ms. Velma T. Smith
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531
100 F Street, NE
Washington, DC 20549

Dear Ms. Smith:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934 **CIT GROUP INC.**, Rights to Purchase Series E Junior Participating Preferred Stock (pursuant to Tax Benefits Preservation Plan, dated as of August 13, 2009) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on August 13, 2009.

Sincerely,