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May 22, 2015

CONFIDENTIAL TREATMENT REQUEST

Federal Reserve Bank of New York,
33 Liberty Street,
New York, New York 10045.

Attention: Ivan J. Hurwitz
Vice President, Bank Applications

Re: CIT Group Inc. Proposed Acquisition of IMB Holdco LLC –
Supplemental Submission

Ladies and Gentlemen:

On behalf of our clients, CIT Group Inc. and Carbon Merger Sub LLC (together, the “Applicants”), enclosed please find a supplemental submission, prepared by the Applicants, to the Applicants’ application, dated August 20, 2014, to the Board of Governors of the Federal Reserve System (the “Board”) in connection with the Applicants’ proposed acquisition of IMB Holdco LLC and certain related transactions (the “Application”).

We have also enclosed the confidential exhibits to the supplemental submission, which have been marked “Confidential Treatment Requested” (the “Confidential Materials”).

Pursuant to the Freedom of Information Act, 5 U.S.C. § 552, and the regulations of the Board, 12 C.F.R. Part 261, we hereby respectfully request on behalf of the Applicants that the Confidential Materials be treated confidentially and not be made available for public inspection or copying.* The Confidential Materials constitute

* Under 5 U.S.C. § 552(b)(4), information that a private party has provided to a government agency is exempt from disclosure if it consists of “trade secrets and commercial or financial information obtained from a person and privileged or confidential.” Accord 12 C.F.R. § 261.14(a)(4). It is well established that this exemption protects confidential trade secrets and commercial and financial information from disclosure if such disclosure would be “likely . . . to cause substantial harm to the competitive position of the person from whom the information was obtained.” National Parks & Conservation Ass’n v. Kleppe, 547 F.2d 673, 677-78 (D.C. Cir. 1976). To establish such an exemption, the person seeking such an exemption need not show certainty of competitive harm, but only a

nonpublic commercial or financial information that is privileged or confidential within the meaning of Section 261.14(a)(4) of the Board's regulations or information that is otherwise exempt from disclosure under Section 261.14(a) of the Board's regulations, the disclosure of which would cause significant harm to the Applicants and their respective affiliates.

At this time, the Confidential Materials will not be publicly disclosed and are not required to be publicly disclosed. Disclosure of this information would reveal to competitors the internal strategies, future plans and competitive position of the Applicants and would place the Applicants at a competitive disadvantage with respect to their competitors who do not publicly reveal such information. For these reasons, the Applicants believe that the Confidential Materials are privileged or confidential within the meaning of 12 C.F.R. § 261.14(a)(4).

In addition, we request, pursuant to the Freedom of Information Act and the applicable Board regulations and for reasons including those set forth above, that any memoranda, notes or other writings of any kind whatsoever made by an employee, agent or any person under the control of the Board (or any other governmental agency) that incorporate, include or relate to any of the matters referred to in the Confidential Materials (i) furnished by the Applicants or their respective employees or agents to the Board (or any other governmental agency) or (ii) referred to in any conference, meeting, telephone conversation or interview between (a) employees, former employees, representatives, agents or counsel of the Applicants or their subsidiaries and (b) employees, agents or any persons under the control of the Board, be maintained in confidence, not be made part of any public record and not be disclosed to any person.

We also request that, if the Board should make a preliminary determination not to comply with the foregoing requests for confidential treatment, the Applicants be given notice thereof in ample time to permit the Applicants to make an appropriate submission as to why such information should be preserved in confidence. If any of the Confidential Materials, or any of such memoranda, notes or writings, is the subject of a Freedom of Information Act request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court or grand jury, we request, pursuant to the Board's regulations, that you notify the Applicants prior to making such disclosure. We further ask that the Applicants be furnished with a copy of all written materials pertaining to such request (including but not limited to the request itself and any determination with respect to such request) and that the Applicants be given sufficient advance notice of any intended release so that it may, if deemed necessary or appropriate, pursue any available remedies.

* * *

If you have any questions with respect to any of the matters discussed in this letter or in the materials included herewith, please feel free to contact me at (212) 558-4998 (salleys@sullcrom.com).

Sincerely,



Stephen M. Salley

(Enclosures)

cc: Philip Bae
(Federal Reserve Bank of New York)

Adam Cohen
Andrew Hartlage
Bau Nguyen
(Board of Governors of the Federal Reserve System)

Elisa Johnson
(Federal Reserve Bank of San Francisco)

Kay E. Kowitt
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Camille L. Orme
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Commenters Listed on Schedule A (Public Version Only)

Schedule A

Commenters

Inner City Press/Fair Finance Watch
California Resources And Training
Anewamerica Community Corporation
Housing And Economic Rights Advocates
Renaissance Entrepreneurship Center
Strategic Actions For A Just Economy
Neighborhood Housing Services Of The Inland Empire
East LA Community Corporation
Community Legal Services In East Palo Alto
Neighborhood Housing Services Silicon Valley
National Community Reinvestment Coalition
Pacific Asian Consortium In Employment
Valley Economic Development Council
San Fernando Valley Small Business Development Corporation
Affordable Housing Clearinghouse
Housing Rights Center
Korean Churches For Community Development
California Reinvestment Coalition
Fair Housing Of Marin
Los Angeles LDC, Inc.
Consumers Union
Mission Economic Development Agency
Alliance Of Californians For Community Empowerment
National Housing Law Project
California Housing Partnership Corporation
Neighborhood Legal Services Of Los Angeles County
The Greenlining Institute
Asian Pacific Islander Small Business Program
CDC Small Business Finance
Sandy Jolley
Fair Housing Council Of The San Fernando Valley
Pathstone
East Bay Housing Organizations
Vermont Slauson Economic Development Corporation
Sacramento Housing Alliance
Advocates For Neighbors, Inc.
Neighborworks Orange County
Opportunity Fund
Multicultural Real Estate Alliance For Urban Change
Law Foundation Of Silicon Valley
Urban Strategies Council
Consumer Action
Neighborhood Housing Services Of Los Angeles County
Communities Actively Living Independent & Free

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Black Business Association

Asian, Inc.

Asian Pacific Policy & Planning Council

Housing Leadership Council Of San Mateo County

Public Interest Law Project

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Montebello Housing Development Corporation

East Palo Alto Community Alliance And Neighborhood Development Organization

California Coalition For Rural Housing

Community Housingworks

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Tod Lindner

Community Action Agency Of Butte County, Inc.

Orange County Community Housing Corporation

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Dalen Bogue
Seventeen Minority Coalition Leaders
Valley Economic Development Corporation
Vermont Slauson
Communities Actively Living Independent and Free
Advocates for Neighbors, Inc.
ASIAN, Inc.
Community Action Agency of Butte County, Inc.
Gary Maxfield
Jim Dill
Tim Allen
Helen Kelley
Cristina Clifford
Timothy and Kimberly Davis
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Mary Ann
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Robbie Jefferson
Denise Dunham

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Robert Yale

Maneva Currie

SUPPLEMENTAL SUBMISSION
IN CONNECTION WITH THE
APPLICATION
TO THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
RELATING TO THE PROPOSED ACQUISITION OF
IMB HOLDCO LLC
BY
CIT GROUP INC.
AND
CARBON MERGER SUB LLC

May 22, 2015

Supplemental Submission¹

GSE Status Update

On December 15, 2014, OWB submitted a notice to Fannie Mae relating to the change of control of OWB. On March 19, 2015, OWB received a letter from Fannie Mae acknowledging that it received notice of the Transaction and stating that Fannie Mae does not object to the Transaction provided that certain conditions are met and confirming that the Amended and Restated Agreement with Respect to Servicing Transfer and Enforcement of Selling Representations and Warranties, made and effective as of September 24, 2010, by and among Fannie Mae, the FDIC, Financial Freedom Senior Funding Corporation, OWB and Financial Freedom Acquisition LLC, shall remain in full force and effect and is not otherwise affected by the Transaction. On March 24, 2015, OWB acknowledged, confirmed and accepted the terms and conditions of the March 19, 2015 letter from Fannie Mae and confirmed that their description of the proposed Transaction was accurate. A copy of the March 19, 2015 letter and a copy of OWB's March 24, 2015 response are included in Confidential Exhibit A.

On December 15, 2014, OWB submitted a notice to Freddie Mac relating to the change of control of OWB. On January 22, 2015, OWB received a written acknowledgement from staff of Freddie Mac that the consent of Freddie Mac to the Transaction is not required. On May 1, 2015, OWB received a written acknowledgement from staff of Freddie Mac that the Agreement with Respect to Servicing Transfer and Enforcement of Selling Representations and Warranties, dated as of March 19, 2009, by and among Freddie Mac, the FDIC (in its capacity as receiver for IndyMac Bank, F.S.B. and IndyMac Federal Bank, FSB) and OWB, will remain in full force and effect following the Transaction. Copies of the January 22, 2015 and May 1, 2015 written acknowledgements from staff of Freddie Mac are included in Confidential Exhibit B.

¹ Capitalized terms used but not defined herein shall have the meanings set forth in the Application to the Board of Governors of the Federal Reserve System, dated August 20, 2014, relating to the proposed acquisition of IMB Holdco LLC by CIT Group Inc. and Carbon Merger Sub LLC (the "Application").