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CENDANT CORP
Form 8-K
January 10, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-10308

January 10, 2003
Date of Report (Date Of Earliest Event Reported)

Cendant Corporation
(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

06-0918165
(IRS Employer
Identification No.)

9 West 57th Street, New York, New York
(Address of Principal Executive Office)

10019
(Zip Code)

(212) 413-1800
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if applicable)

Item 5. Other Events.

On January 9, 2003, Cendant Corporation (the "Company") received the Statement of Eligibility of Trustee on Form T-1 of The Bank of Nova Scotia Trust Company of New York, attached as Exhibit 25.1 to this Current Report on Form 8-K and incorporated by reference into the Company's Registration Statement No. 333-65858.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 25.1 | Statement of Eligibility of Trustee on Form T-1. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of

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1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

CENDANT CORPORATION

By: /s/ Eric J. Bock

Eric J. Bock
Executive Vice President, Law
and Corporate Secretary

Date: January 10, 2003

EXHIBIT LIST

| Exhibit No. | Description |
|-------------|--|
| 25.1 | Statement of Eligibility of Trustee on Form T-1. |

Exhibit 25.1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305 (B) (2)

THE BANK OF NOVA SCOTIA TRUST COMPANY OF NEW YORK

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation or organization
if not a U.S. national bank)

13-5691211
(I.R.S. employer
Identification number)

One Liberty Plaza
New York, N.Y.
(Address of principal
executive office)

10006
(Zip code)

N/A

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Name, address and telephone number of agent for service

CENDANT CORPORATION

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6-0918165
(I.R.S. employer identification no.)

9 West 57th Street
New York, NY
(Address of principal
executive offices)

10019
(Zip Code)

SENIOR NOTES

(Title of the indenture securities)

Item 1. General Information

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Board of Governors of the Federal Reserve System
Washington, D.C.

State of New York Banking Department
State House, Albany, N.Y.

- (b) Whether it is authorized to exercise corporate trust powers.

The Trustee is authorized to exercise corporate trust powers.

Item 2. Affiliation with the Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

The obligor is not an affiliate of the Trustee.

Item 4. Trusteeships under other indentures.

If the trustee is a trustee under another indenture under which any other securities, or certificates of interest or participation in any other securities, of the obligor are outstanding, furnish the following information:

- (a) Title of the securities outstanding under each such other indenture.

Cendant Corporation
6.45% Debentures due 2003
6.75% Senior Notes due 2006
6.875% Notes due 2006
7.75% Notes due 2003
3.875% Convertible Senior Debentures due 2011

- (b) A brief statement of the facts relied upon as a basis for the claim that no conflicting interest within the meaning of Section 310(b)(1) of the Act arises as a result of the trusteeship

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under any such other indenture, including a statement as to how the indenture securities will rank as compared with the securities issued under such other indentures.

The trustee does not believe there is a default under the outstanding indenture securities. The ranking of the securities to be issued under this indenture will rank pari passu with the securities issued and outstanding under such other indentures.

Item 16. List of Exhibits.

List below all exhibits filed as part of this statement of eligibility.

- | | |
|-----------|--|
| Exhibit 1 | Copy of the Organization Certificate of the Trustee as now in effect. (Exhibit 1 to T-1 to Registration Statement No. 333-6688 which exhibit is incorporated herein by reference). |
| Exhibit 2 | Copy of the Certificate of Authority of the Trustee to commerce business. (Exhibit 2 to T-1 to Registration Statement No. 333-6688 which exhibit is incorporated herein by reference). |
| Exhibit 3 | None; authorization to exercise corporate trust powers is contained in the documents identified above as Exhibit 1 and 2. |
| Exhibit 4 | Copy of the existing By-Laws of the Trustee. (Exhibit 4 to T-1 Registration Statement No. 333-6688 which exhibit is incorporated herein by reference). |
| Exhibit 5 | No Indenture referred to in Item 4. |
| Exhibit 6 | The consent of the Trustee required by Section 321 (b) of the Trust Indenture Act of 1939. (Exhibit 6 to T-1 to Registration Statement No. 333-27685 which exhibit is incorporated herein by reference). |
| Exhibit 7 | Copy of the latest Report of Condition of the Trustee as of September 30, 2002. |

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Trustee, The Bank of Nova Scotia Trust Company of New York, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, and State of New York, on the 9th day of January, 2003.

THE BANK OF NOVA SCOTIA TRUST
COMPANY OF NEW YORK

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By: /s/ John F. Neylan

John F. Neylan
Trust Officer

Exhibit 7

The Bank of Nova Scotia Trust, Company of New York

Legal Title of Bank

New York

City

New York 10006

State Zip Code

FDIC Certificate Number /_/_/_/_/_/_/

Consolidated Report of Condition for Insured Commercial
and State-Chartered Savings Banks for September 30, 2002

All schedules are to be reported in thousands of dollars. Unless otherwise
indicated, report the amount outstanding as of the last business day of the
quarter.

SCHEDULE RC-BALANCE SHEET

| | Dollar Amounts in Thousands | RCON | Bil | M |
|--|-----------------------------|------|-----|---|
| ASSETS | | | | |
| 1. Cash and balances due from depository institutions (from Schedule RC-A): | | | | |
| a. Noninterest-bearing balances and currency and coin(1)..... | | 0081 | | |
| b. Interest-bearing balances(2)..... | | 0071 | | |
| 2. Securities: | | | | |
| a. Held-to-maturity securities (from Schedule RC-B, column A).... | | 1754 | | |
| b. Available-for-sale securities (from Schedule RC-B, column D)... | | 1773 | | |
| 3. Federal funds sold and securities purchased under agreement to resell..... | | 1350 | | |
| a. Federal Funds sold..... | | B987 | | |
| b. Securities purchased under agreements to resell..... | | B989 | | |
| 4. Loans and lease financing receivable (from Schedule RC-C): | | | | |
| a. Loans and leases held for sale..... | | 5369 | | |
| b. Loans and leases, net of unearned income B528 | | | | |
| c. LESS: Allowance for loan and lease losses 3123 | | | | |
| d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)..... | | B529 | | |
| 5. Trading assets (from Schedule RC-D)..... | | 3545 | | |
| 6. Premises and fixed assets (including capitalized leases)..... | | 2145 | | |
| 7. Other real estate owned (from Schedule RC-M)..... | | 2150 | | |
| 8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)..... | | 2130 | | |
| 9. Customers' liability to this bank on acceptances outstanding..... | | 2155 | | |
| 10. Intangible assets: | | | | |

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| | | |
|-----|---|------|
| a. | Goodwill..... | 3163 |
| b. | Other intangible assets (from Schedule RC-M)..... | 0426 |
| 11. | Other assets (from Schedule RC-F)..... | 2160 |
| 12. | Total assets (sum of items 1 through 11) | 2170 |

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

SCHEDULE RC-CONTINUED

| | | Dollar Amounts in Thousands | RCON | Bil | |
|-----------------------|--|-----------------------------|------|-----|--|
| LIABILITIES | | | | | |
| 13. | Deposits: | | | | |
| a. | In domestic offices (sum of totals of columns A and C from Schedule RC-E)..... | | 2200 | | |
| | (1) Noninterest-bearing(1)..... | 6631 | 3 | 541 | |
| | (2) Interest-bearing..... | 6636 | | | |
| b. | Not applicable | | | | |
| 14. | Federal funds purchased and securities sold under agreements to repurchase | | 2800 | | |
| a. | Federal Funds purchased(2)..... | | B993 | | |
| b. | Securities sold under agreements to purchase(3)..... | | B995 | | |
| 15. | Trading liabilities (from Schedule RC-D)..... | | 3548 | | |
| 16. | Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)..... | | 3190 | | |
| 17. | Not applicable | | | | |
| 18. | Bank's liability on acceptances executed and outstanding..... | | 2920 | | |
| 19. | Subordinated notes and debentures(4)..... | | 3200 | | |
| 20. | Other liabilities (from Schedule RC-G)..... | | 2930 | | |
| 21. | Total liabilities (sum of items 13 through 20)..... | | 2948 | | |
| 22. | Minority interest in consolidated subsidiaries..... | | 3000 | | |
| EQUITY CAPITAL | | | | | |
| 23. | Perpetual preferred stock and related surplus..... | | 3838 | | |
| 24. | Common stock..... | | 3230 | | |
| 25. | Surplus (exclude all surplus related to preferred stock)..... | | 3839 | | |
| 26. | a. Retained earnings..... | | 3632 | | |
| | b. Accumulated other comprehensive incomes(3)..... | | B530 | | |
| 27. | Other equity capital components(4)..... | | A130 | | |
| 28. | Total equity capital (sum of items 23 through 27)..... | | 3210 | | |
| 29. | Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)..... | | 3300 | | |

Memorandum

To be reported with the March Report of Condition.

| | RCON | Number |
|---|------|--------|
| 1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2001..... | 6724 | M.1. |

1 = Independent audit of the bank conducted in accordance with generally

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accepted auditing standards by a certified public accounting firm which submits a report on the bank

- 2= Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3= Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm
- 4= Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5= Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6= Review of the bank's financial statements by external auditors
- 7= Compilation of the bank's financial statements by external auditors
- 8= Other audit procedures (excluding tax preparation work)
- 9= No external audit work

-
- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
 - (2) Includes limited-life preferred stock and related surplus.
 - (3) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.
 - (4) Includes treasury stock and unearned Employee Stock Ownership Plan shares.