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(212) 413-1800  
FAX: (212) 413-1922

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-59244) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

DEREGISTRATION OF SECURITIES

This Registration Statement was originally filed to register shares of common stock, par value \$0.01 per share, of the Registrant (the "Shares") to be sold from time to time by Chatham Street Holdings, LLC (the "Selling Stockholder"). Pursuant to the undertaking contained in Part II, Item 17 of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Registrant hereby requests that the 603,865 unsold Shares be removed from registration by means of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Cendant Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the registration statement, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 11, 2001.

CENDANT CORPORATION

By: /s/ Eric J. Bock

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Eric J. Bock  
Senior Vice President - Law

Pursuant to the requirements of the securities act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE                     | TITLE  | DATE          |
|-------------------------------|--|---------------|
| -----                         |  |               |
| -----<br>(Henry R. Silverman) | Chairman of the Board,<br>President, Chief Executive<br>Officer and Director | July 11, 2001 |

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|   |  |             |
|---|--|-------------|
| *<br>-----<br>(James E. Buckman)                            | Vice Chairman, General<br>Counsel and Director   | July 11, 20 |
| *<br>-----<br>(Stephen P. Holmes)                           | Vice Chairman and Director   | July 11, 20 |
| *<br>-----<br>(Kevin M. Sheehan)                            | Senior Executive Vice<br>President and Chief<br>Financial Officer (Principal<br>Financial Officer) | July 11, 20 |
| *<br>-----<br>(John McClain)                                | Senior Vice President and<br>Controller (Principal<br>Accounting Officer)                          | July 11, 20 |
| -----<br>(Myra J. Biblowit)                                 | Director   | July 11, 20 |
| -----<br>(The Honorable William S. Cohen)                   | Director   | July 11, 20 |
| *<br>-----<br>(Dr. John C. Malone)                          | Director   | July 11, 20 |
| *<br>-----<br>(Cheryl D. Mills)                             | Director   | July 11, 20 |
| *<br>-----<br>(Leonard S. Coleman)                          | Director   | July 11, 20 |
| *<br>-----<br>(Martin L. Edelman)                           | Director   | July 11, 20 |
| *<br>-----<br>(Sheli Z. Rosenberg)                          | Director   | July 11, 20 |
| *<br>-----<br>(The Rt. Hon. Brian Mulroney,<br>P.C., LL.D.) | Director   | July 11, 20 |

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\* Director July 11, 20  
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(Robert W. Pittman)

\* Director July 11, 20  
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(Robert F. Smith)

\* Director July 11, 20  
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(Robert E. Nederlander)

\*By: /s/ Eric J. Bock  
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(Attorney-in-fact)