

Edgar Filing: CENDANT CORP - Form 8-K

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

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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

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Legal Title of Bank

New York

-----  
City

New York                      10006

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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	M
<b>LIABILITIES</b>				
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		
<b>EQUITY CAPITAL</b>				
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 far 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.