

1471

OMB Number: 3235-0569
Expires: January 31, 2003

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Henry R. Silverman, state and attest that:

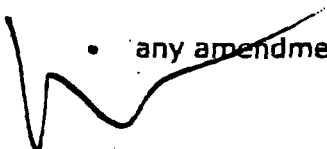
(1) To the best of my knowledge, based upon a review of the covered reports of Cendant Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K, filed with the Commission on April 1, 2002, of Cendant Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Cendant Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



 Henry R. Silverman
 August 19, 2002

Subscribed and sworn to
before me this 19 day of
August 2002



 Notary Public

My Commission Expires:

ERIC J. BOCK
 NOTARY PUBLIC, STATE OF NEW YORK
 NO. 02806028459
 QUALIFIED IN NEW YORK COUNTY
 CERTIFICATE FILED IN NEW YORK COUNTY
 COMMISSION EXPIRES AUGUST 2, 2005

RECEIVED
 OFFICE OF THE SECRETARY
 AUG 19 2002