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**Co-Lead Counsel for Purchasers and Acquirers of All Cendant Corporation and
CUC International, Inc. Publicly Traded Securities Except PRIDES**

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

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| In re: | : |
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| CENDANT CORPORATION | : |
| LITIGATION | : |
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Master File No. 98-1664 (WHW)

This document relates to:
All Actions Except the Prides Action (No. 98-2819)

Return Date: November 5, 2012

**LEAD PLAINTIFFS' MOTION FOR ENTRY OF HEARING ORDER
AND ORDER MODIFYING THIRD DISTRIBUTION ORDER**

Pursuant to Federal Rule of Civil Procedure 23(e), Lead Plaintiffs, the New York State Common Retirement Fund, the California Public Employees' Retirement System and the New York City Pension Funds, by and through their counsel Bernstein Litowitz Berger & Grossmann LLP, hereby move this Court to enter the accompanying [Proposed] Hearing Order and Order Modifying Third Distribution Order, which will (i) preliminarily approve the proposed Settlement reached between Lead Plaintiffs, on behalf of the Class, and the Claims Administrator Heffler Radetich & Saitta, L.L.P.; (ii) approve the form and manner of providing notice of the proposed Settlement to Class Members; (iii) modify the Order Approving Lead Plaintiffs' Motion to Conduct a Third Distribution of the Net Settlement Fund, for Payment of Lead Counsel's Fees for Services Provided Between October 1, 2003 and January 31, 2009, and for Unreimbursed Litigation Expenses (ECF No. 1811) (the "Third Distribution Order") to allow for subsequent distributions to Claimants following the Fourth Distribution; and (iv) schedule a

Settlement Hearing to determine if the proposed Settlement is fair, reasonable and adequate and should be approved

This motion is based on the Memorandum of Law in Support of Lead Plaintiffs' Motion for Entry of a Hearing Order and Order Modifying Third Distribution Order, and all other papers and proceedings in the Action.

Attached hereto as Exhibit A is the [Proposed] Hearing Order and Order Modifying Third Distribution Order. Attached hereto as Exhibit B is the proposed Judgment Approving Settlement Between Lead Plaintiffs and Heffler Radetich & Saitta, L.L.P.

Dated: October 5, 2012

Respectfully submitted,

**BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP**

By: s/ Michael D. Blatchley

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