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previously filed with the Commission on April 19, 2001 and incorporated by reference herein.

(b) Pro Forma Financial Information.

See Exhibit 99.1 attached hereto for Pro Forma Financial Information giving effect to the March 1, 2001 acquisition of Avis Group Holdings, Inc. and certain finance-related activities which occurred during the first quarter of 2001.

(c) Exhibits.

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHH CORPORATION

/s/ DUNCAN H. COCROFT

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Duncan H. Cocroft  
EXECUTIVE VICE PRESIDENT AND  
CHIEF FINANCIAL OFFICER

/S/ JOHN T. MCCLAIN

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John T. McClain  
SENIOR VICE PRESIDENT, FINANCE AND  
CORPORATE CONTROLLER

Date: May 29, 2001

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PHH CORPORATION  
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EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
23.1	Consent of Deloitte & Touche LLP, Independent Auditors
99.1	Pro Forma Financial Information (unaudited)