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AFFILIATED COMPUTER SERVICES INC  
Form POS AM  
August 27, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 27, 2001

REGISTRATION NO. 333-90943, 333-90943-01, 333-90943-02

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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AFFILIATED COMPUTER SERVICES, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE	51-0310342
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

ACS CAPITAL TRUST I  
(Exact name of registrant as specified in its charter)

DELAWARE	TO BE APPLIED FOR
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

ACS CAPITAL TRUST II  
(Exact name of registrant as specified in its charter)

DELAWARE	TO BE APPLIED FOR
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

2828 NORTH HASKELL AVENUE  
DALLAS, TEXAS 75204  
(214) 841-6111  
(Address, including zip code, and  
telephone number, including area code,  
of registrant's principal executive offices)

WILLIAM L. DECKELMAN, JR.  
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL AND  
SECRETARY AFFILIATED COMPUTER SERVICES, INC.  
2828 NORTH HASKELL AVENUE  
DALLAS, TEXAS 75204  
(214) 841-6144  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

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Copy to:  
C. NEEL LEMON, III  
CURTIS B. ANDERSON

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BAKER BOTTS L.L.P.  
2001 ROSS AVENUE  
DALLAS, TEXAS 75201  
(214) 953-6954  
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Approximate date of commencement of proposed sale to the public: Not applicable - Registration Statement is being terminated.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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PURPOSE OF AMENDMENT

Termination of Offering and Removal of Securities from Registration

Pursuant to the Registration Statement on Form S-3 (Commission File No. 333-90943) (the "Registration Statement"), the Registrants registered Debt Securities, Class A Common Stock, Preferred Stock, Depositary Shares, Warrants, ACS Capital Trust I Capital Securities, ACS Capital Trust II Capital Securities and Guarantees of Affiliated Computer Services, Inc. with respect to the ACS Capital Trust I and ACS Capital Trust II Capital Securities, up to a maximum aggregate offering price of \$500,000,000. None of these registered securities have been sold, the Registrants do not intend to sell any of the registered securities pursuant to the Registration Statement and the offering contemplated by the Registration Statement has terminated. Pursuant to the undertakings in Item 17 of the Registration Statement, the Registrants are removing from registration, by means of this Post-Effective Amendment No. 1 to the Registration Statement, all of the securities registered under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 27th day of August, 2001.

Affiliated Computer Services, Inc.

By: /s/ WARREN EDWARDS

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Warren Edwards  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURES

TITLE

\*

Chairman of the Board and Director

-----  
Darwin Deason

President, Chief Executive Officer  
and Director

/s/ JEFFREY A. RICH

-----  
Jeffrey A. Rich

Senior Vice President,  
and Corporate Controller

/s/ KEVIN KYSER

-----  
Kevin Kyser

Executive Vice President

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/s/ WARREN EDWARDS

and Chief Financial Officer

-----  
Warren Edwards

\*

Executive Vice President  
and Director

-----  
Henry G. Hortenstine

/s/ WILLIAM L. DECKELMAN, JR.

Executive Vice President, Secretary,  
General Counsel and Director

-----  
William L. Deckelman, Jr.

\*

Director

-----  
Peter A. Bracken

\*

Director

-----  
Joseph P. O'Neill

\*

Director

-----  
Frank A. Rossi

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SIGNATURES

TITLE

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Director

-----  
Clifford M. Kendall

\* By: /s/ JEFFREY A. RICH

-----  
Jeffrey A. Rich  
Attorney-in-Fact for such persons pursuant to the powers of attorney  
dated November 12, 1999.

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Pursuant to the requirements of the Securities Act of 1933, the

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Registrant 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 27th day of August, 2001.

ACS CAPITAL TRUST I

By: Affiliated Computer Services, Inc.,  
Trust Sponsor

By: /s/ WARREN EDWARDS

-----  
Warren Edwards  
Executive Vice President and  
Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 27th day of August, 2001.

ACS CAPITAL TRUST II

By: Affiliated Computer Services, Inc.,  
Trust Sponsor

By: /s/ WARREN EDWARDS

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Warren Edwards  
Executive Vice President and  
Chief Financial Officer

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