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

FEBRUARY 10, 1999 (FEBRUARY 10, 1999)
(Date of Report (date of earliest event reported))

CENDANT CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE	1-10308	06-0918165
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification Number)

9 WEST 57TH STREET - 37TH FLOOR NEW YORK, NY	10019
(Address of principal executive office)	(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

Earnings Release. On February 10, 1999, we reported our 1998 fourth quarter and full year results. Attached hereto as Exhibit 99.1 is the press release relating to the fourth quarter and full year earnings release which is incorporated herein by reference in its entirety.

In addition, attached hereto as Exhibit 99.2 are financial schedules summarizing revenue and EBITDA by business segment for all four quarters of 1998, and 1997 giving effect to the Company adopting Statement of Accounting Standards ("SFAS") No. 131 "Disclosures About Segments of an Enterprise and Related Information". Each segment is also presented with revenues and revenue drivers for lines of business within the segment.

ITEM 7. EXHIBITS

Exhibit No.	Description
99.1	Press Release: Cendant Corporation Reports 1998 fourth quarter and full year results
99.2	Revenue Drivers

SIGNATURE

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.

CENDANT CORPORATION

By: /s/ David M. Johnson

David M. Johnson
Senior Executive Vice
President and Chief
Financial Officer

Date: February 10, 1999

CENDANT CORPORATION
CURRENT REPORT ON FORM 8-K
REPORT DATED FEBRUARY 10, 1999 (FEBRUARY 10, 1999)

EXHIBIT INDEX

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CENDANT REPORTS 1998 FOURTH QUARTER RESULTS
Adjusted Continuing Operations $0.22 vs. $0.13, up 69%
Reported Continuing Operations Loss $0.36 vs. Loss $0.22
Gain on Sale of Discontinued Operations $0.46

Reiteration of Strategy to Focus on Core Businesses, Sell Non-Strategic Assets
Company Articulates Strategy for Internet Business

Company Confident to Reach Analysts Range of 1999 Earnings Estimates

New York, NY, February 10, 1999 - Cendant Corporation (NYSE: CD) today reported 1998 full year and fourth quarter results. Results from continuing operations, adjusted for certain charges and credits, for the quarter ended December 31, 1998 were as follows:

- o Revenues were $1.4 billion, up 29% from $1.1 billion
- o EBITDA was $422 million, up 55%
- o EBITDA margins increased to 30% from 25% Net income was $190 million, up 65%
- o Earnings per share were $0.22, up 69% from $0.13

Adjusted earnings from continuing operations for the fourth quarter exclude the impact of the following items ("Adjustments"): $0.33 per share for the costs of terminating the proposed acquisitions of American Bankers Insurance Group, Inc. and Providian Auto & Home Insurance Company; $0.27 per share charge associated with the preliminary agreement in principle to settle the PRIDES securities class action suit ; and a $0.03 per share credit for merger related costs and other unusual charges which primarily reflects adjustments to the original estimate of costs to be incurred.

Adjusted fourth quarter results also exclude a gain of $0.46 per share associated with the sales of Hebdo Mag International and Cendant Software. The Company expects to record an additional gain in the first quarter of 1999 associated with the sale of Cendant Software. Adjusted for the gain on the sales of Hebdo Mag and Software, reported earnings per share for the fourth quarter would be $0.10. Including all Adjustments, Cendant reported a fourth quarter 1998 loss from continuing operations of $302 million or $0.36 per share. (See Table 1of 8 for adjusted results and Table 2 of 8 and Table 3 of 8 for reported results.)

"We are extremely pleased to report fourth quarter results that reflect the underlying strength of our core businesses," said Henry R. Silverman, chairman, president and chief executive officer.

"1998 was a year of significant challenge resulting from the accounting irregularities discovered at the former CUC International. The Company's financial results demonstrate the commitment of our management team to drive performance and reestablish value for our shareholders. We have redirected the Company's strategy to focus on growth in our core businesses, to sell non-strategic assets and to use the proceeds, as well as cash flow generated from operations, to buy back stock and retire debt."

The 55% increase in adjusted EBITDA from continuing operations in the fourth quarter reflects improvement in all nine business segments. The three largest contributors to EBITDA growth were Mortgage Services, which more than tripled to $60 million from $20 million because of increased mortgage origination levels; Other Consumer and Business Services, which increased three-fold to $29 million from $10 million primarily because of the acquired National Car Park and Green Flag operations; and Individual Membership, which improved $26 million from a loss of $17 million last year to a profit of $9 million this year, principally because of lower marketing costs. (For a quarterly presentation of segment performance see the Company's Form 8-K filed with the Securities and Exchange Commission on February 10, 1999.)

REVIEW OF FULL YEAR 1998 RESULTS

Full year revenues from continuing operations were $5.3 billion, up 25% from $4.2 billion in 1997. Adjusted EBITDA and net income from continuing operations were $1.6 billion and $705 million, respectively. Adjusted earnings per share from continuing operations were $0.80 in 1998, up 21% from $0.66 in 1997.

Adjusted full year 1998 results exclude or reflect the impact of the following items ("Adjustments"). (Full year per share Adjustments may vary from fourth quarter per share Adjustments due to differences in weighted average shares outstanding for the quarter vs. the full year.):

- Includes $0.04 per share for the non-cash write-off of the Company's equity investment in Net Grocer and the goodwill associated with the National Library of Poetry
- Excludes $0.32 per share for the cost of terminating the proposed acquisition of American Bankers and Providian
- Excludes $0.26 per share associated with the preliminary agreement in principle to settle the PRIDES securities class action suit
- Excludes $0.09 per share for the cost of the Company's investigations into previously discovered accounting irregularities at the former CUC International including the separation payments to the Company's former chairman
- Excludes $0.05 per share credit to merger related costs and other unusual charges primarily as a result of changes to the original estimate of costs to be incurred

Adjusted full year results also exclude gains of $0.44 per share associated with the sales of Hebdo Mag International and Cendant Software. Excluding all Adjustments, Cendant reported full year EBITDA from continuing operations of $787 million, net income of $160 million and earnings per share of $0.18. (See Table 4 of 8, Table 5 of 8 and Table 6 of 8)

NEW STRATEGY AND OTHER DEVELOPMENTS

- The Company completed the repurchase of $1 billion of common stock in the repurchase program authorized in October 1998. The Company also announced recently that its Board of Directors has authorized a $200 million increase in its share repurchase program, which the Company expects to execute through open-market and/or privately negotiated transactions as opportunities present themselves in the future. As of February 10, the Company has reduced its outstanding shares by about 60 million shares or about 7% (including the 7.1 million shares acquired as part of the sale of Hebdo Mag International).

- During the fourth quarter the Company continued to reduce its debt and to lengthen maturities. This debt restructuring has served to materially strengthen the Company's balance sheet.

  The Company's $3.25 billion term loan due May 1999 was retired through the proceeds of (1) a $1.55 billion Senior Notes offering ($400 million due December 2000 and $1.15 billion due December 2003), (2) a new $1.25 billion term loan due February 2001, and (3) proceeds from the sales of discontinued businesses. In addition, the Company's $150 million 5 7/8% Senior Notes due December 1998 were retired. As a result, debt outstanding (excluding debt related to management and mortgage programs) declined from $4.0 billion at September 30, 1998 to $3.4 billion at December 31, 1998 and none of the Company's aforementioned debt is short-term. As of such dates, the Company's debt to total capital ratio improved from 39% to 35%.

- The Company completed the sales of Hebdo Mag and Cendant Software for an aggregate of approximately $1.3 billion including $1.2 billion in cash and the receipt of 7.1 million shares of Cendant common stock. The Company continues to evaluate the sale of non-strategic businesses where it does not have a comparative advantage and which may have more value to another company.

- As recently announced, the Company will not proceed with the acquisition of RAC Motoring Services in the UK because of the material conditions attached to its approval by the UK Secretary of State for Trade and Industry. The Company's intention is to build on the already successful record of Green Flag in the UK roadside assistance market and to use funds earmarked for the RAC acquisition for share repurchase and further debt repayment

- The Company also articulated its Internet strategy, which includes the proposed sale of three of its Internet companies: RentNet, Match.com and Bookstacks, Inc. (Books.com, MusicSpot.com and GoodMovies.com). The strategy also includes continued investment in the Company's remaining Internet membership business, particularly NetMarket, which is an integral part of its overall individual membership business; the continued pursuit of strategic partnerships that will leverage its Internet membership assets, accelerate growth and maximize shareholder value; and the establishment of an outsourcing services business that manages fulfillment and distribution for non-competing third-party e-commerce providers. (See accompanying backgrounder issued by the Company on PR Newswire.)

1999 OUTLOOK

Silverman said, "Our expectations for 1999 earnings are consistent with the strong growth targets we articulated in December. We are confident that we will deliver earnings per share in line with Wall Street expectations of between $1.00 to $1.13 for the year. Our business units are performing well thus far in 1999, giving us further confirmation that each unit should deliver 1999 quarterly results in line with our expectations."

Cendant has restructured its mix of businesses and operating strategies in the past twelve months and will continue to do so in 1999 when opportunities present themselves. This will affect the seasonal pattern of the Company's earnings. "The most exciting of these opportunities is in Individual Membership, where our new management team is pursuing a strategic vision of maximizing real, sustainable earnings growth over the long term. This will produce a different earnings progression, even versus the restated historical results of the unit," said David M. Johnson, chief financial officer. "Our successful 1998 acquisitions, particularly Harpur Group, National Parking Corporation and Green Flag in the UK, will now enter the earnings stream for a full year, creating a shift in net income to the second half, which historically produces somewhat higher volume. 1999 results will also not benefit from certain one-time events in 1998's first quarter, in particular, the benefit of a larger gain on sale of Avis-Rent-A-Car stock. Also, systems investments in long-term cost savings will increase our annual depreciation expense while increasing operating leverage and profits in our peak summer periods. As a result, the summer months will assume even greater importance in 1999, and we anticipate approximately 60% to 65% of earnings will occur during the second half of the year as a result of this shift. It is likely that earnings per share in the first quarter of 1999 may not exceed and, in fact, may be lower than earnings per share in the first quarter of 1998."

CLASS ACTION LITIGATION

On January 7, 1999 the Company announced it had reached a preliminary agreement in principle with plaintiff's counsel representing the class of holders of its PRIDES securities who purchased their securities on or prior to April 15, 1998 to settle the substantial portion of their class action lawsuit against Cendant through the issuance of a new "Right" for each PRIDES security held. Under the preliminary agreement only persons who owned Income or Growth PRIDES ("PRIDES") at the close of business on April 15, 1998 will be eligible to receive a new "Right" for each PRIDES security held. Current holders of PRIDES will not receive any Rights (unless they also held PRIDES on April 15, 1998).

In connection with this transaction, the Company recorded an after tax charge of approximately $230 million, or $0.27 per share in the fourth quarter of 1998 and increased Shareholders' Equity by approximately $75 million, net, as a result of the prospective issuance of the Rights. In addition this transaction is expected to have minimal impact on 1999 earnings per share and only if Cendant common stock materially appreciates in price. There is no assurance that a definitive agreement will be reached and any such agreement is subject to court approval and will be subject to certain conditions. There can be no assurance that the court will approve the agreement or that the conditions contained in any definitive agreement will be fulfilled.

With respect to litigation relating to claims of common shareholders, the Company does not believe that it is feasible to predict or determine the final outcome or resolution of these proceedings or to estimate the amounts or potential range of loss with respect to the resolution of these proceedings. In addition, the timing of the final resolution of these proceedings is uncertain. The possible outcomes or resolutions of these proceedings could include judgments against Cendant or settlements and could require substantial payments by the Company. Management believes that material adverse outcomes in such proceedings and investigations or any other resolutions (including settlements) could have a material impact on Cendant's financial condition, results of operations and cash flows.

On January 25, 1999 the Company filed a suit against Ernst & Young LLP, the auditors of the former CUC International for damages to the Company and for any damages from the class actions brought against the Company for accounting irregularities initially disclosed in April 1998.

Statements about future results made in this release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and the current economic environment. The Company cautions that these statements are not guarantees of future performance. They involve a number of risks and uncertainties that are difficult to predict. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in the Company's Prospectus Supplement dated November 24, 1998, including the resolution of the pending class action litigation and the Company's ability to implement its plan to divest non-core assets.

Cendant Corporation is one of the world's foremost providers of consumer and business services. The Company operates in four principal divisions: Travel Related Services, Real Estate Related Services, Alliance Marketing Related Services and Other Consumer and Business Services. In Travel Related Services, Cendant is the leading franchisor of hotels and rental car agencies worldwide; the largest provider of vacation exchange services; and a leading fleet management company. In Real Estate Related Services, Cendant is the world's largest franchisor of residential real estate brokerage offices, a major provider of mortgage services to consumers and a global leader in corporate employee relocation. In Alliance Marketing Related Services, Cendant provides access to insurance, travel, shopping, auto and other services, primarily through direct marketing to customers of its affinity partners. Other Consumer and Business Services include a leading tax preparation service franchise system in the US; the UK's largest private car park operator; and a leading motorist assistance group in the UK. Headquartered in New York, NY, the Company has more than 35,000 employees and operates in over 100 countries.

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Continuing Operations

Fourth Quarter Financial Results - As Adjusted (Dollars in millions, except per share amounts)

The underlying 1998 results are adjusted to exclude the following unusual charges: (i) $433.5 million ($281.7 million, after tax or $0.33 per share) for the costs of terminating the proposed acquisitions of American Bankers Insurance Group, Inc. and Providian Auto and Home Insurance Company; and (ii) $351.0 million ($228.2 million, after tax, or $0.27 per share) associated with the preliminary agreement in principle to settle the PRIDES securities class action suit. Such charges are partially offset by a credit of $42.8 million ($27.5 million, after tax or $.03 per share) associated with changes to the original estimate of 1997 merger-related costs and other unusual charges. The underlying 1997 results are adjusted to exclude merger-related costs and other unusual charges of $425.2 million ($296.3 million, after tax or $0.34 per share) substantially associated with the Cendant Merger.

	1998	1997	% change
Revenues	$ 1,418.7	$ 1,100.2	29
Expenses	1,118.8	903.5	24
Income before income taxes and minority interest	299.9	196.7	52
EBITDA (1)	422.3	273.3	55
Income from continuing operations	190.3	115.2	65
Earnings per share:			
Basic and diluted	$ .22	$ .13	69
Weighted average shares - diluted	890.9	893.0	--

(1) Earnings before interest, taxes, depreciation and amortization.

CENDANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FROM CONTINUING OPERATIONS
(IN MILLIONS, EXCEPT PER SHARE DATA)

	QUARTERLY PERIOD ENDED DECEMBER 31,	
	1998	1997
REVENUES		
Membership and service fees - net	$ 1,346.1	$ 1,056.2
Fleet leasing (net of depreciation and interest costs of $324.8 and $313.0)	31.2	16.6
Other	41.4	27.4
Net revenues	1,418.7	1,100.2
EXPENSES		
Operating	512.2	364.2
Marketing and reservation	305.3	281.5
General and administrative	178.9	181.2
Depreciation and amortization	81.4	62.3
Other charges:		
Litigation settlement	351.0	-
Termination of proposed acquisitions	433.5	
Executive terminations	2.1	-
Merger-related costs and other unusual charges (credits)	(42.8)	425.2
Investigation-related costs	2.4	-
Financing costs	7.9	-
Interest - net	41.0	14.3
Total expenses	1,872.9	1,328.7
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND MINORITY INTEREST	(454.2)	(228.5)
Benefit from income taxes	(168.5)	(47.4)
Minority interest - net	16.3	-
LOSS FROM CONTINUING OPERATIONS	$ (302.0)	$ (181.1)
LOSS PER SHARE FROM CONTINUING OPERATIONS BASIC AND DILUTED	$ (0.36)	$ (0.22)

Continuing Operations

Fourth Quarter Financial Results - As Reported (Dollars in millions, except per share amounts)

	1998 (1)	1997 (2)	% change
Revenues	$ 1,418.7	$ 1,100.2	29
Expenses	1,872.9	1,328.7	41
Loss before income taxes and minority interest	(454.2)	(228.5)	(99)
EBITDA (3)	(323.9)	(151.9)	(113)
Loss from continuing operations	(302.0)	(181.1)	(67)
Loss per share:			
Basic and diluted	$ (.36)	$ (.22)	(64)
Weighted average shares - diluted	850.0	828.4	--

(1) Includes charges of: (i) $433.5 million ($281.7 million, after tax or $0.33 per share) for the costs of terminating the proposed acquisitions of American Bankers Insurance Group, Inc. and Providian Auto and Home Insurance Company; and (ii) $351.0 million ($228.2 million, after tax or $0.27 per share) associated with the preliminary agreement in principle to settle the PRIDES securities class action suit. Such charges are partially offset by a credit of $42.8 million ($27.5 million, after tax or $0.03 per share) associated with changes to the original estimate of 1997 merger-related costs and other unusual charges.

(2) Includes merger-related costs and other unusual charges of $425.2 million ($296.3 million, after tax or $0.34 per share) substantially associated with the merger of HFS Incorporated and CUC International Inc. to form Cendant Corporation (the "Cendant Merger").

(3) Earnings (loss) before interest, taxes, depreciation and amortization.

Continuing Operations

Year Ended December 31 Financial Results - As Adjusted (Dollars in millions, except per share amounts)

The underlying 1998 results are adjusted to exclude the following unusual charges or credits: (i) $433.5 million ($281.7 million, after tax or $0.32 per share) for the costs of terminating the proposed acquisitions of American Bankers Insurance Group, Inc. and Providian Auto and Home Insurance Company; (ii) $351.0 million ($228.2 million, after tax or $0.26 per share) associated with the preliminary agreement in principle to settle the PRIDES securities class action suit; (iii) $121.0 million ($78.7 million, after tax or $0.09 per share) comprised of the costs of the investigations into previously discovered accounting irregularities at the former CUC business units and separation payments, principally to the Company's former chairman; (iv) a credit of $67.2 million ($43.7 million, after tax or $0.05 per share) associated with changes to the original estimate of 1997 merger-related costs and other unusual charges. The underlying 1997 results are adjusted to exclude merger-related costs and other unusual charges of $704.1 million ($504.7 million, after tax or $0.58 per share) primarily associated with and coincident to the Cendant Merger and the Company's merger with PHH Corporation.

	1998	1997	% change
Revenues	$ 5,283.8	$ 4,240.0	25
Expenses	4,130.5	3,278.6	26
Income before income taxes and minority interest	1,153.3	961.4	20
EBITDA (1)	1,589.9	1,249.7	27
Income from continuing operations	704.9	571.0	23
Earnings per share:			
Basic	$ .83	$ .70	19
Diluted	$ .80	$ .66	21
Weighted average shares - diluted	899.1	885.5	--

(1) Earnings before interest, taxes, depreciation and amortization.

CENDANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FROM CONTINUING OPERATIONS
(IN MILLIONS, EXCEPT PER SHARE DATA)

	YEAR ENDED DECEMBER 31,		
	1998	1997	1996
REVENUES			
Membership and service fees - net	$ 5,024.9	$ 3,988.7	$ 3,138.0
Fleet leasing (net of depreciation and interest costs of $1,279.4, $1,205.2 and $1,132.4)	88.7	59.5	56.7
Other	170.2	191.8	43.0
Net revenues	5,283.8	4,240.0	3,237.7
EXPENSES			
Operating	1,869.1	1,322.3	1,183.2
Marketing and reservation	1,158.5	1,031.8	910.8
General and administrative	666.3	636.2	341.0
Depreciation and amortization	322.7	237.7	145.5
Other charges:			
Litigation settlement	351.0	--	--
Termination of proposed acquisitions	433.5	--	--
Executive terminations	52.5	--	--
Merger-related costs and other unusual charges (credits)	(67.2)	704.1	109.4
Investigation-related costs	33.4	--	--
Financing costs	35.1	--	--
Interest - net	113.9	50.6	14.3
Total expenses	4,968.8	3,982.7	2,704.2
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND MINORITY INTEREST	315.0	257.3	533.5
Provision for income taxes	104.5	191.0	220.2
Minority interest - net	50.6	-	-
INCOME FROM CONTINUING OPERATIONS	$ 159.9	$ 66.3	$ 313.3
INCOME PER SHARE FROM CONTINUING OPERATIONS			
BASIC	$ 0.19	$ 0.08	$ 0.41
DILUTED	$ 0.18	$ 0.08	$ 0.39

Continuing Operations

Year Ended December 31 Financial Results - As Reported (Dollars in millions, except per share amounts)

	1998 (1)	1997 (2)	% change
Revenues	$ 5,283.8	$ 4,240.0	25
Expenses	4,968.8	3,982.7	25
Income before income taxes and minority interest	315.0	257.3	22
EBITDA (3):	786.7	545.6	44
Income from continuing operations	159.9	66.3	141
Earnings per share:			
Basic	$ .19	$ .08	138
Diluted	$ .18	$ .08	125
Weighted average shares - diluted	880.4	851.7	--

(1) Includes charges of: (i) $433.5 million ($281.7 million, after tax or $0.32 per share) for the costs of terminating the proposed acquisitions of American Bankers Insurance Group, Inc. and Providian Auto and Home Insurance Company; (ii) $351.0 million ($228.2 million, after tax or $0.26 per share) associated with the preliminary agreement in principle to settle the PRIDES securities class action suit; (iii) $121.0 million ($78.7 million, after tax or $0.09 per share) comprised of the costs of the investigations into previously discovered accounting irregularities at the former CUC business units and separation payments, principally to the Company's former chairman; and (iv) a $50.0 million ($32.2 million, after tax or $0.04 per share) non-cash write-off of the Company's equity investments in interactive businesses and the goodwill associated with the National Library of Poetry, a Company subsidiary. The aforementioned charges were partially offset by a credit of $67.2 million ($43.7 million, after tax or $0.05 per share) associated with changes to the original estimate of 1997 merger-related costs and other unusual charges.

(2) Includes merger-related costs and other unusual charges of $704.1 million ($504.7 million, after tax or $0.58 per share) primarily associated with and coincident to the Cendant Merger and the Company's merger with PHH Corporation.

(3) Earnings before interest, taxes, depreciation and amortization.

Continuing Operations

Segment Revenues and EBITDA - As adjusted
(Dollars in Millions)

Fourth Quarter Ended December 31,

	Revenues			EBITDA, as adjusted (1)			EBITDA Margin	
	1998	1997	% change	1998 (2)	1997	% change	1998	1997
Travel	$ 236.8	$ 217.5	9%	$ 115.4	$ 102.6	12%	49%	47%
Fleet Management	99.9	79.6	26%	42.0	25.1	67%	42%	32%
Real Estate	113.2	97.2	16%	84.2	68.1	24%	74%	70%
Relocation	103.4	101.6	2%	26.9	21.8	23%	26%	21%
Mortgage Services	101.6	51.5	97%	59.9	19.8	203%	59%	38%
Individual Membership	271.8	206.7	31%	9.7	(16.7)	158%	4%	(8%)
Insurance/ Wholesale	137.7	133.5	3%	31.1	25.4	22%	23%	19%
Entertainment Publications	86.3	71.8	20%	24.4	17.1	43%	28%	24%
Other	268.0	140.8	90%	28.7 (2)	10.1	184%	11%	7%
Total	$ 1,418.7	$ 1,100.2	29%	$ 422.3	$ 273.3	55%	30%	25%

Year Ended December 31,

	Revenues			EBITDA, as adjusted (1)			EBITDA Margin	
	1998	1997	% change	1998 (3)	1997	% change	1998	1997
Travel	$ 1,063.3	$ 971.6	9%	$ 542.5	$ 467.3	16%	51%	48%
Fleet Management	387.4	324.1	20%	173.8	120.5	44%	45%	37%
Real Estate	455.8	334.6	36%	348.6	226.9	54%	76%	68%
Relocation	444.0	401.6	11%	124.5	92.6	34%	28%	23%
Mortgage Services	353.4	179.2	97%	187.6	74.8	151%	53%	42%
Individual Membership	929.1	778.7	19%	(57.8)	5.3		(6%)	1%
Insurance/ Wholesale	544.0	482.7	13%	137.8	111.0	24%	25%	23%
Entertainment Publications	197.2	189.5	4%	32.1	30.0	7%	16%	16%
Other	909.6	578.0	57%	100.8 (3)	121.3	(17%)	11%	21%
Total	$ 5,283.8	$ 4,240.0	25%	$1,589.9	$1,249.7	27%	30%	29%

(1) Earnings before interest, taxes, depreciation and amortization exclusive of unusual charges.

(2) Excludes the following unusual charges or credits: (i) $433.5 million for the costs of terminating the proposed acquisitions of American Bankers Insurance Group, Inc. and Providian Auto and Home Insurance Company; (ii) $351.0 million associated with the preliminary agreement in principle to settle the PRIDES securities class action suit; and (iii) $12.4 million comprised of the costs of the investigations into previously discovered accounting irregularities at the former CUC business units and separation payments, principally to the Company's former chairman.

(3) Excludes the following unusual charges or credits: (i) $433.5 million for the costs of terminating the proposed acquisitions of American Bankers Insurance Group, Inc. and Providian Auto and Home Insurance Company; (ii) $351.0 million associated with the preliminary agreement in principle to settle the PRIDES securities class action suit; and (iii) $121.0 million comprised of the costs of the investigations into previously discovered accounting irregularities at the former CUC business units and separation payments, principally to the Company's former chairman.

CENDANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN BILLIONS)

	DECEMBER 31, 1998	DECEMBER 31, 1997
ASSETS		
Total current assets	$ 4.4	$ 2.6
Property and equipment - net	1.4	.5
Goodwill - net	3.9	2.2
Other assets	3.0	2.3
Total assets exclusive of assets under programs	12.7	7.6
Assets under management and mortgage programs	7.5	6.4
TOTAL ASSETS	$20.2	$14.0
LIABILITIES AND SHAREHOLDERS' EQUITY		
Total current liabilities	$ 2.9	$ 2.5
Long-term debt	3.4	1.2
Other noncurrent liabilities	.4	.5
Total liabilities exclusive of liabilities under programs	6.7	4.2
Liabilities under management and mortgage programs	7.2	5.9
Mandatorily redeemable preferred securities issued by subsidiaries	1.5	-
Commitments and contingencies		
Total shareholders' equity	4.8	3.9
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$20.2	$14.0

CONTINUING OPERATIONS
SEGMENT SUMMARY -- AS REPORTED
(DOLLARS IN MILLIONS)

	1ST QUARTER			2ND QUARTER		
	1997	1998	% CHANGE	1997	1998	% CHANGE
Revenue						
Travel	$221.6	$ 265.6	20	$ 252.8	$ 263.6	4
Fleet	91.5	96.6	6	79.2	96.0	21
Real Estate Franchise	55.4	84.3	52	83.7	131.5	57
Relocation	85.2	99.7	17	102.7	110.2	7
Mortgage	33.6	78.0	132	42.5	94.0	121
Individual Membership	196.7	204.1	4	181.1	209.6	16
Wholesale / Insurance	111.9	134.0	20	118.7	136.8	15
Entertainment Publications	17.0	9.6	(43)	9.3	5.9	(37)
Other	140.8	157.5	12	129.6	230.4	78
Total	953.7	1,129.4	18	999.6	1,278.0	28
EBITDA						
Travel	$ 95.3	$ 149.1	56	$ 113.2	$ 141.1	25
Fleet	38.3	47.6	24	(0.9)	45.0	5100
Real Estate Franchise	28.9	59.2	105	46.5	104.1	124
Relocation	15.9	25.6	61	(22.2)	22.7	202
Mortgage	14.2	35.6	151	19.1	43.0	125
Individual Membership	21.4	(15.9)	(175)	6.7	(40.9)	(710)
Wholesale / Insurance	26.7	39.2	46	30.7	35.5	16
Entertainment Publications	(12.1)	(20.7)	(72)	(17.2)	(13.8)	20
Other	29.5	61.3	108	(149.6)	47.6	132
Total	258.1	381.0	48	26.3	384.3	
SEGMENT SUMMARY -- AS ADJUSTED						
EBITDA (1)						
Travel	$ 95.3	$ 149.1	56	$ 124.9	$ 135.7	9
Fleet	38.3	47.6	24	31.7	43.8	38
Real Estate Franchise	28.9	59.2	105	57.3	103.1	80
Relocation	15.9	25.6	61	20.9	26.4	26
Mortgage	14.2	37.5	164	19.9	44.8	125
Individual Membership	21.4	(15.9)	(175)	6.7	(40.9)	(710)
Wholesale / Insurance	26.7	39.2	46	30.7	35.5	16
Entertainment Publications	(12.1)	(20.7)	(72)	(17.2)	(13.8)	20
Other	29.5	62.6	112	30.2	41.7	38
Total	258.1	384.2	49	305.1	376.3	23

(1) Earnings before interest, taxes, depreciation and amortization as adjusted for certain items discussed in the February 10, 1999 earnings release.

CONTINUING OPERATIONS
SEGMENT SUMMARY -- AS REPORTED
(DOLLARS IN MILLIONS)

	3RD QUARTER 1997	3RD QUARTER 1998	% CHANGE	4TH QUARTER 1997	4TH QUARTER 1998	% CHANGE
Revenue						
Travel	$ 279.7	$ 297.3	6	$ 217.5	$ 236.8	9
Fleet	73.9	94.8	28	79.6	99.9	26
Real Estate Franchise	98.3	126.7	29	97.2	113.2	16
Relocation	112.0	130.8	17	101.6	103.4	2
Mortgage	51.6	79.9	55	51.5	101.6	97
Individual Membership	194.3	243.6	25	206.7	271.8	31
Wholesale / Insurance	118.5	135.5	14	133.5	137.7	3
Entertainment Publications	91.4	95.4	4	71.8	86.3	20
Other	166.8	253.8	52	140.8	268.0	90
Total	1,186.5	1,457.8	23	1,100.2	1,418.7	29
EBITDA						
Travel	$ 144.5	$ 142.3	(2)	$ (10.7)	$ 115.5	1179
Fleet	25.4	40.5	59	(3.3)	42.0	1373
Real Estate Franchise	72.6	102.1	41	48.1	84.6	76
Relocation	34.0	45.6	34	31.1	46.7	50
Mortgage	20.8	45.4	118	19.8	59.9	203
Individual Membership	(6.0)	(10.7)	(77)	(19.8)	9.7	149
Wholesale / Insurance	28.1	32.2	14	25.4	31.1	22
Entertainment Publications	42.1	42.2	0	17.1	24.4	43
Other	51.6	(94.3)	(283)	(259.6)	(737.8)	(184)
Total	413.1	345.3	(16)	(151.9)	(323.9)	(113)
SEGMENT SUMMARY -- AS ADJUSTED						
EBITDA (1)						
Travel	$ 144.5	$ 142.3	(2)	$ 102.6	$ 115.4	12
Fleet	25.4	40.5	59	25.1	42.0	67
Real Estate Franchise	72.6	102.1	41	68.1	84.2	24
Relocation	34.0	45.6	34	21.8	26.9	23
Mortgage	20.8	45.4	118	19.8	59.9	203
Individual Membership	(6.0)	(10.7)	(77)	(16.7)	9.7	158
Wholesale / Insurance	28.1	32.2	14	25.4	31.1	22
Entertainment Publications	42.1	42.2	0	17.1	24.4	43
Other	51.6	(32.5)	(162)	10.1	28.7	184
Total	413.1	407.1	(1)	273.3	422.3	55

(1) Earnings before interest, taxes, depreciation and amortization as adjusted for certain items discussed in the February 10, 1999 earnings release (See Exhibit 99.1).

CONTINUING OPERATIONS
SEGMENT SUMMARY -- AS REPORTED
(DOLLARS IN MILLIONS)

	FULL YEAR		
	1997	1998	% CHANGE
Revenue			
Travel	$ 971.6	$1,063.3	9
Fleet	324.1	387.4	20
Real Estate Franchise	334.6	455.8	36
Relocation	401.6	444.0	11
Mortgage	179.2	353.4	97
Individual Membership	778.7	929.1	19
Wholesale / Insurance	482.7	544.0	13
Entertainment Publications	189.5	197.2	4
Other	578.0	909.6	57
Total	4,240.0	5,283.8	25
EBITDA			
Travel	$ 342.4	$ 548.0	60
Fleet	59.4	175.1	195
Real Estate Franchise	196.1	350.0	78
Relocation	58.9	140.6	139
Mortgage	73.9	183.8	149
Individual Membership	2.2	(57.8)	
Wholesale / Insurance	111.0	137.8	24
Entertainment Publications	30.0	32.1	7
Other	(328.3)	(722.9)	(120)
Total	545.6	786.7	44
SEGMENT SUMMARY--AS ADJUSTED			
EBITDA (1)			
Travel	$ 467.3	$ 542.5	16
Fleet	120.5	173.8	44
Real Estate Franchise	226.9	348.6	54
Relocation	92.6	124.5	34
Mortgage	74.8	187.6	151
Individual Membership	5.3	(57.8)	
Wholesale / Insurance	111.0	137.8	24
Entertainment Publications	30.0	32.1	7
Other	121.3	100.8	(17)
Total	1,249.7	1,589.9	27

(1) Earnings before interest, taxes, depreciation and amortization as adjusted for certain items discussed in the February 10, 1999 earnings release (See Exhibit 99.1).

CENDANT CORPORATION
SEGMENT REVENUE DRIVER ANALYSIS
(REVENUE DOLLARS IN MILLIONS)

	1ST QUARTER			2ND QUARTER		
	1997	1998	% CHANGE	1997	1998	% CHANGE
TRAVEL SEGMENT						
Domestic Rooms						
Month End Actual Rooms	473,036	476,242	1	480,284	487,168	1
Weighted Average Rooms Available	460,036	465,794	1	466,574	474,662	2
Franchise Fee per Weighted Average Room	$ 165.52	$ 175.44	6	$ 210.50	$ 220.86	5
Total Franchise Fees	76.1	81.7	7	98.2	104.8	7
Car Rental days	12,821,008	12,464,857	(3)	13,340,886	13,867,489	4
Franchise Fee per Rental day	$ 2.58	$ 2.79	8	$ 2.77	$ 2.87	4
Total Franchise Fees	33.1	34.8	5	37.0	39.8	8
Sub-Total Franchise Fees	$ 109.2	$ 116.5	7	$ 135.2	$ 144.6	7
Number of Timeshare Exchanges	475,086	492,436	4	405,120	411,711	2
Annualized Number of Exchanges	1,900,344	1,969,744	4	1,620,480	1,646,844	2
Average Subscriptions	2,039,811	2,177,050	7	2,049,972	2,186,424	7
Total Exchanges and Subscriptions	3,940,155	4,146,794	5	3,670,452	3,833,268	4
Average Fee	$ 20.47	$ 21.01	3	$ 20.11	$ 20.87	4
Total Exchange/Subscription Fees	80.7	87.1	8	73.8	80.0	8
Other Revenue	$ 31.7	$ 62.0	96	$ 43.8	$ 39.0	(11)
TOTAL TRAVEL REVENUE	$ 221.6	$ 265.6	20	$ 252.8	$ 263.6	4
FLEET SEGMENT						
Number of Cars / Cards	2,660,407	3,877,657	46	2,804,170	4,054,128	45
Revenue per Car/ Card	$ 34.39	$ 24.91	(28)	$ 28.24	$ 23.68	(16)
Total Revenue	$ 91.5	$ 96.6	6	$ 79.2	$ 96.0	21
REAL ESTATE FRANCHISE SEGMENT						
Closed sides Domestic	265,896	322,995	21	402,386	498,893	24
Average Price	118,362	135,445	14	122,285	142,735	17
Adjusted Royalty Rate	0.15%	0.16%		0.15%	0.15%	
Total Royalties	48.3	71.1	47	74.6	108.7	46
Other	7.1	13.2	86	9.1	22.8	151
Total Revenue	$ 55.4	$ 84.3	52	$ 83.7	$ 131.5	57
MORTGAGE SERVICES SEGMENT						
Production Loan Closings	$ 1,783	$ 4,615	159	$ 2,480	$ 6,576	165
Avg Servicing Loan Portfolio	$ 25,103	$ 30,908	23	$ 25,636	$ 34,004	33

CENDANT CORPORATION
SEGMENT REVENUE DRIVER ANALYSIS
(REVENUE DOLLARS IN MILLIONS)

	3RD QUARTER 1997	3RD QUARTER 1998	% CHANGE	4TH QUARTER 1997	4TH QUARTER 1998	% CHANGE
TRAVEL SEGMENT						
Domestic Rooms						
Month End Actual Rooms	488,782	493,911	1	469,774	499,585	6
Weighted Average Rooms Available	475,517	477,120	0	481,717	486,280	1
Franchise Fee per Weighted Average Room	$ 243.93	$ 253.83	4	$ 173.19	$ 184.34	6
Total Franchise Fees	116.0	121.1	4	83.4	89.6	7
Car Rental days	15,021,195	15,996,768	6	12,506,732	13,714,430	10
Franchise Fee per Rental day	$ 2.62	$ 2.71	3	$ 2.76	$ 2.76	(0)
Total Franchise Fees	39.3	43.4	10	34.5	37.8	10
Sub-Total Franchise Fees	$ 155.3	$ 164.5	6	$ 117.9	$ 127.5	8
Number of Timeshare Exchanges	406,936	419,725	3	360,825	384,282	7
Annualized Number of Exchanges	1,627,744	1,678,900	3	1,443,300	1,537,128	7
Average Subscriptions	2,074,412	2,207,678	6	2,089,700	2,226,123	7
Total Exchanges and Subscriptions	3,702,156	3,886,578	5	3,533,000	3,763,251	7
Average Fee	$ 20.83	$ 21.64	4	$ 20.44	$ 21.12	3
Total Exchange/Subscription Fees	77.1	84.1	9	72.2	79.5	10
Other Revenue	$ 47.3	$ 48.7	3	$ 27.3	$ 29.8	9
TOTAL TRAVEL REVENUE	$ 279.7	$ 297.3	6	$ 217.5	$ 236.8	9
FLEET SEGMENT						
Number of Cars / Cards	3,162,740	4,134,422	31	3,215,953	4,132,244	28
Revenue per Car / Card	$ 23.37	$ 22.93	(2)	$ 24.75	$ 24.18	(2)
Total Revenue	$ 73.9	$ 94.8	28	$ 79.6	$ 99.9	26
REAL ESTATE FRANCHISE SEGMENT						
Closed sides Domestic	438,120	540,981	23	431,423	477,723	11
Average Price	131,285	146,366	11	130,909	144,565	10
Adjusted Royalty Rate	0.15%	0.15%		0.15%	0.14%	
Total Royalties	85.8	116.8	36	85.2	99.5	17
Other	12.5	9.9	(21)	12.0	13.7	15
Total Revenue	$ 98.3	$ 126.7	29	$ 97.2	$ 113.2	17
MORTGAGE SERVICES SEGMENT						
Production Loan Closings	$ 3,547	$ 6,936	96	$ 3,907	$ 7,883	102
Avg Servicing Loan Portfolio	$ 27,074	$ 38,398	42	$ 28,999	$ 41,753	44

CENDANT CORPORATION
SEGMENT REVENUE DRIVER ANALYSIS
(REVENUE DOLLARS IN MILLIONS)

	FULL YEAR 1997	FULL YEAR 1998	% CHANGE
TRAVEL SEGMENT			
Domestic Rooms			
Month End Actual Rooms	469,774	499,585	6
Weighted Average Rooms Available	471,033	475,459	1
Franchise Fee per Weighted Average Room	$ 793.55	$ 835.62	5
Total Franchise Fees	373.8	397.3	6
Car Rental days	53,689,821	56,043,544	4
Franchise Fee per Rental day	$ 2.68	$ 2.78	4
Total Franchise Fees	143.8	155.8	8
Sub-Total Franchise Fees	$ 517.6	$ 553.1	7
Number of Timeshare Exchanges	1,647,967	1,708,154	4
Annualized Number of Exchanges	1,647,967	1,708,154	4
Average Subscriptions	2,155,795	2,296,451	7
Total Exchanges and Subscriptions	3,803,762	4,004,605	5
Average Fee	$ 79.86	$ 82.58	3
Total Exchange/Subscription Fees	303.8	330.7	9
Other Revenue	$ 150.2	$ 179.5	20
TOTAL TRAVEL REVENUE	$ 971.6	$ 1,063.3	9
FLEET SEGMENT			
Number of Cars / Cards	2,960,817	4,049,612	37
Revenue per Car/ Card	$ 109.49	$ 95.66	(13)
Total Revenue	$ 324.2	$ 387.4	19
REAL ESTATE FRANCHISE SEGMENT			
Closed sides Domestic	1,537,825	1,840,592	20
Average Price	126,590	142,996	13
Adjusted Royalty Rate	0.15%	0.15%	
Total Royalties	293.9	396.1	35
Other	40.7	59.7	47
Total Revenue	$ 334.6	$ 455.8	36
MORTGAGE SERVICES SEGMENT			
Production Loan Closings	$ 11,717	26,010	122
Avg Servicing Loan Portfolio	$ 26,703	$ 36,266	36