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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 5, 2003 (FEBRUARY 5, 2003)
(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 DENTIFICATION NUMBER)

9 WEST 57TH STREET NEW YORK, NY	10019
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICE)	(ZIP CODE)

(212) 413-1800
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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ITEM 5. OTHER EVENTS

EARNINGS RELEASE

On February 5, 2003, we reported our fourth quarter 2002 results. Our fourth quarter 2002 results are discussed in detail in the press release attached hereto as Exhibit 99.1, which is incorporated by reference in its entirety. Also attached hereto as Exhibit 99.2 and incorporated by reference in its entirety is summarized data extracted from the aforementioned press release.

ITEM 7. EXHIBITS

See Exhibit Index.

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/ TOBIA IPPOLITO

TOBIA IPPOLITO
Executive Vice President, Finance and
Chief Accounting Officer

Date: February 5, 2003

CENDANT CORPORATION
CURRENT REPORT ON FORM 8-K

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Press Release: Cendant Reports Record Results for Fourth Quarter 2002 and Full Year
99.2	Summary Data Sheet

EXHIBIT 99.1

[CENDANT LOGO]

CENDANT REPORTS RECORD RESULTS FOR FOURTH QUARTER AND FULL YEAR 2002

4Q 2002 Adjusted EPS from Continuing Operations Increased 38% to $0.29

4Q 2002 Reported EPS from Continuing Operations Was $0.24, Versus a Loss of ($0.33) in 4Q 2001

4Q 2002 Revenue Increased 54% (5% Organically) and Adjusted EBITDA Increased 22% (16% Organically)

Full Year 2002 Adjusted EPS from Continuing Operations Increased 31% to $1.26

Full Year 2002 Reported EPS from Continuing Operations Was $1.04 Versus $0.36 in 2001

Company Reiterates its Projection of 2003 Reported EPS from Continuing Operations of $1.46, representing a 40% Increase Over 2002

NEW YORK, NY, FEBRUARY 5, 2003 - Cendant Corporation (NYSE: CD) today reported record fourth quarter 2002 Adjusted EPS from continuing operations of $0.29, an increase of 38% year over year, in line with the Company's projection. Reported EPS from continuing operations was $0.24, up from a loss of ($0.33) last year. Reported EPS from continuing operations in fourth quarter 2002 includes a $0.06 per share non-cash charge to reserve for the Company's estimated liability for all remaining CUC-related securities litigation. As previously disclosed, the Company also recognized a $0.03 per share D&O insurance recovery benefit in connection with the settlement of CUC-related shareholder derivative actions. The Company also affirmed that it expects reported EPS from continuing operations of $1.46 in 2003, an increase of 40% over 2002.

Cendant's Chairman, President and CEO, Henry R. Silverman, stated: "The diversity and scale of our business model, which we use to manage risk, proved successful again in the fourth quarter. Despite the continued challenging environment for travel and corporate spending, the majority of our businesses performed at or ahead of plan, enabling us to achieve record results.

"During the fourth quarter, we continued to deploy our free cash flow primarily to strengthen our balance sheet. Exclusive of the approximately $600 million we temporarily drew on our revolving credit facility to complete the Budget transaction, we retired approximately $240 million in long-term debt and repurchased $79 million in stock. We also renewed and upsized our revolving credit facility and, in January, we issued $2 billion in medium-term notes, which, along with our expected 2003 free cash flow of approximately $2 billion, should give us significant financial flexibility to continue to repay debt and repurchase stock. (Net cash provided by operating activities exclusive of management and mortgage programs is projected to be at least $2 billion.)

"I am also pleased to report that, for the full year 2002, we generated revenue growth of 64%, including 3% organic growth, and Adjusted EBITDA growth of 32%, including 11% organic growth. During the fourth quarter, our revenue growth was 54%, including 5% organic growth, and our Adjusted EBITDA growth was 22%, including 16% organic growth." See Table 10 for more information regarding our organic growth.

RECONCILIATION OF FOURTH QUARTER REPORTED EPS TO ADJUSTED EPS
Adjusted EPS excludes items that are of a non-recurring or unusual nature, including securities litigation costs and acquisition and integration related costs consisting primarily of the non-cash amortization of the pendings and listings intangible asset from real estate brokerage acquisitions. In 2001, Adjusted EPS also excludes certain effects on our operations from the September 11 terrorist attacks and Homestore.com related items. Because Adjusted EPS excludes non-recurring and unusual items, management believes it is a useful measure of the Company's operating performance in 2001 and 2002. Adjusted EPS is a non-GAAP (generally accepted accounting principles) measure and should be viewed in addition to, and not in lieu of, the Company's reported EPS. The following table reconciles reported EPS from continuing operations to Adjusted EPS from continuing operations, identifying the items reflected in reported EPS that are considered to be of an unusual or non-recurring nature for purposes of deriving Adjusted EPS. Fourth quarter 2002 will be the last quarter that Cendant provides Adjusted EPS figures. Hereafter, the Company's disclosures will focus on reported EPS. Fourth quarter 2001 amounts do not add due to a change in the weighted average shares used in calculating EPS for reported and Adjusted results:

	FOURTH QUARTER 2002	FOURTH QUARTER 2001(4)	% CHANGE	FIRST CALL CONSENSUS ESTIMATE
Reported EPS from Continuing Operations	$ 0.24	($0.33)		$ 0.29
Shareholder litigation and related costs(1)	0.05	0.04		
Acquisition and integration related costs(2)	0.01	0.07		
Costs related to 9/11 terrorist attacks(3)	(0.01)	0.13		
Losses related to equity in Homestore.com	--	0.31		
ADJUSTED EPS FROM CONTINUING OPERATIONS	$ 0.29	$ 0.21	38%	$ 0.29

(1) In 2002, this amount includes a non-cash charge of $0.06 per share to reserve for the Company's estimated liability in all remaining CUC-related securities litigation and ongoing costs related to the CUC related securities litigation, partially offset by a credit of $0.03 per share related to the D&O liability insurance recovery in connection with settlement of the CUC related shareholder derivative actions.

(2) In 2002, this charge is primarily the non-cash amortization of the pendings and listings intangible asset from real estate brokerage acquisitions.

(3) In 2002, this amount represents a non-cash credit related to changes in the Company's restructuring costs incurred as a result of the September 11, 2001 terrorist attacks, compared to original estimates.

(4) Please see the Company's fourth quarter 2001 earnings release dated February 6, 2002 for a detailed description of the reconciling items between reported and Adjusted EPS for fourth quarter 2001.

FOURTH QUARTER ACCOMPLISHMENTS

The Company had several important accomplishments during the fourth quarter of 2002:

- Retired approximately $240 million of long-term debt including $143 million carrying amount of our zero coupon convertible debentures due May 2021, $76 million of our 7 3/4% notes due December 2003, and $24 million of our 11% senior subordinated notes due May 2009. See Table 6 for more detailed information.

- Repurchased $79 million in common stock at an average price of $11.42 per share.

- Renewed and upsized our revolving credit facility to $2.9 billion with a three-year term.

- Completed the acquisition of certain assets of Budget Group, Inc. for a total transaction cost of approximately $600 million.

- Announced that, beginning in 2003, the Company will discontinue reporting Adjusted EPS and Adjusted EBITDA.

FOURTH QUARTER 2002 SEGMENT RESULTS

The following discussion of operating results addresses segment revenue and Adjusted EBITDA, which is defined as earnings from continuing operations before non-program related interest, income taxes, non-program related depreciation and amortization, minority interest and, in 2001, Homestore.com related items. Adjusted EBITDA also excludes certain items that are of a non-recurring or unusual nature and are not measured in assessing segment performance including, in 2001, certain effects on our operations from the September 11 terrorist attacks. See Table 2 for a detailed description of each item excluded from Adjusted EBITDA. We believe this metric is the most informative presentation of how management evaluated performance and allocated resources in 2001 and 2002. Fourth quarter 2002 will be the last quarter that Cendant provides Adjusted EBITDA figures. Hereafter, the Company's disclosures will focus on reported EBITDA and that is how we will measure and allocate resources to our segments prospectively. Revenue and Adjusted EBITDA are expressed in millions.

REAL ESTATE SERVICES
(Consisting of the Company's real estate franchise brands, brokerage operations, mortgage services and relocation services.)

	2002	2001	% CHANGE
REVENUES	$1,506	$532	183%
ADJUSTED EBITDA	$ 279	$289	(3%)

Revenues and Adjusted EBITDA were positively impacted by real estate brokerage acquisitions (primarily NRT in April 2002) and by growth in our real estate franchise business due to increases in transaction volume and price. Strong growth in mortgage production revenue was offset by increased mortgage servicing amortization due to continued high refinancing activity. Although mortgage revenues were below the record levels achieved in fourth quarter 2001, the mortgage business was significantly profitable during fourth quarter 2002. Revenues and Adjusted EBITDA were also negatively impacted by a modest decline in relocation volumes, owing to a continued weak corporate spending environment.

HOSPITALITY
(Consisting of the Company's nine franchised lodging brands, timeshare exchange and interval sales, and vacation rental.)

	2002	2001	% CHANGE
REVENUES	$541	$369	47%
ADJUSTED EBITDA	$135	$103	31%

Revenues and Adjusted EBITDA increased primarily due to the acquisitions of Trendwest and Equivest in 2002. In addition, operating results were favorably impacted by organic growth in RCI timeshare exchange revenues, Fairfield timeshare unit sales and higher revenues per available room at our franchised lodging operations.

TRAVEL DISTRIBUTION
(Consisting of electronic global distribution services for the travel industry and travel agency services.)

	2002	2001	% CHANGE
REVENUES	$381	$362	5%
ADJUSTED EBITDA	$119	$102	17%

Revenues and Adjusted EBITDA increased primarily due to growth in Galileo booking volumes and the acquisition of Galileo distribution partners in Italy and Ireland. Adjusted EBITDA also benefited from the success of cost reduction efforts in connection with the integration of Galileo and Cheap Tickets.

VEHICLE SERVICES
(Consisting of car rental, vehicle management services and fuel card services.)

	2002	2001	% CHANGE
REVENUES	$1,127	$879	28%
ADJUSTED EBITDA	$ 72	$ 14	414%

Revenues and Adjusted EBITDA increased primarily due to strong results at the Avis car rental business, reflecting continued increases in both pricing and market share. Operating results also were modestly benefited by the acquisition of certain assets of Budget Group, Inc. in November 2002.

FINANCIAL SERVICES

(Consisting of individual membership products, insurance-related services, financial services enhancement products and tax preparation services.)

	2002	2001	% CHANGE
REVENUES	$273	$342	(20%)
ADJUSTED EBITDA	$ 75	$ 51	47%

Revenue declined while Adjusted EBITDA increased primarily due to the 2001 outsourcing of portions of the individual membership business to Trilegiant. As expected, the retained base of membership customers existing prior to the Trilegiant transaction continued to decline, resulting in lower revenues and lower corresponding operating costs to Cendant, and, therefore, higher margins. In addition, marketing expenses were lower quarter over quarter due to incremental solicitation efforts by Trilegiant during fourth quarter 2001, which were funded and expensed by the Company in connection with the transaction.

OTHER ITEMS

- Free cash flow for the twelve months ended December 31, 2002 was approximately $1.62 billion. See Table 8 for a reconciliation of free cash flow to net cash provided by operating activities.

- As of December 31, 2002, the Company had approximately $125 million of cash and cash equivalents, $5.6 billion of debt (including $600 million drawn on its revolving credit facility) and $375 million of preferred minority interest. In addition, the Company had $863 million of mandatorily convertible Upper DECS securities outstanding.

- As of December 31, 2002, the Company's net debt to total capital ratio was 36%. The Company's ratio of Adjusted EBITDA to net non-program related interest expense was 10 to 1 for the fourth quarter 2002.

- As of December 31, 2002, the Company had unused credit facilities of $1.3 billion. In addition, the Company had unused credit facilities of $1.5 billion related to its PHH subsidiary.

- Weighted average common shares outstanding, including dilutive securities, used to calculate Adjusted EPS from continuing operations, were 1.04 billion for the fourth quarter 2002 compared with 1.02 billion for the fourth quarter 2001. The increase was primarily from the issuance of common shares in connection with the acquisitions of Trendwest and NRT in 2002.

FULL YEAR 2002 RESULTS

Adjusted EPS from continuing operations was $1.26 in 2002 versus $0.96 in 2001, an increase of 31%. Reported EPS from continuing operations was $1.04 in 2002 versus $0.36 in 2001, an increase of 189%. Revenue was $14.1 billion in 2002 versus $8.6 billion in 2001, an increase of 64%. Adjusted EBITDA was $2.8 billion in 2002 versus $2.1 billion in 2001, an increase of 32%.

SUBSEQUENT EVENTS

Since December 2002, the Company has:

- Issued a total of $2 billion in five-year and ten-year maturity bonds.

- Utilized proceeds from the $2 billion bond issue to retire $1.7 billion of debt, including $600 million drawn on its revolving credit facility primarily to complete the Budget acquisition, $334 million carrying amount of our zero coupon convertible debentures due May 2021, $737 million of our 7 3/4% notes due December 2003, and $33 million of our 11% senior subordinated notes due May 2009.

- Repurchased $33 million in common stock at an average price of $11.39 per share.

- Acquired the common interests of FFD Development Company, LLC (FFD) from an independent trust for approximately $27 million in cash plus approximately $58 million in acquired debt. FFD is the primary developer of timeshare inventory for Fairfield Resorts.

2003 OUTLOOK

As previously announced, the Company will no longer report Adjusted EBITDA or Adjusted EPS beginning with the results of the first quarter of 2003. The company projects the following range of reported EPS from continuing operations for 2003:

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER	FULL YEAR
2003	$0.29 - 0.30	$0.42 - 0.44	$0.45 - 0.47	$0.27 - 0.29	$1.46
2002	$0.31	$0.25	$0.24	$0.24	$1.04
% CHANGE	(6% - 3%)	68% - 76%	88% - 96%	12% - 21%	40%
2002 (PRO FORMA)(1)	$0.31	$0.23	$0.24	$0.24	$1.01
% CHANGE	(6% - 3%)	83% - 91%	88% - 96%	12% - 21%	45%

* The comparability of the Company's earnings from 2002 to 2003 reflects the acquisitions of NRT and Budget's car and truck rental operations, the mortgage servicing rights asset write-down in third quarter 2002, the securities litigation charge recorded in fourth quarter 2002, and the debt extinguishment costs being incurred in first quarter 2003, which will be offset by reduced interest expense during the remainder of 2003. Additionally, reported EPS in any quarter may be impacted positively or negatively by non-recurring events not subject to forecasting.

(1) 2002 pro forma results reflect reported EPS from continuing operations giving effect to the change in accounting policy effective in 2003 under generally accepted accounting principles whereby losses on the early extinguishment of debt are required to be reclassified to continuing operations, consistent with our presentation of 2003 projected reported EPS.

The Company also announced the following detailed financial projections for full year 2003 (in millions):

	FULL YEAR 2002 ACTUAL	FULL YEAR 2003 PROJECTED
REVENUE		
Real Estate Services	$4,687	$6,300 - 6,500
Hospitality	2,180	2,600 - 2,700
Travel Distribution	1,695	1,800 - 1,900
Vehicle Services	4,175	5,800 - 6,000
Financial Services	1,325	1,150 - 1,200
Corporate and Other	26	25 - 50
Total Revenue	$14,088	$17,675 - 18,350
REPORTED EBITDA		
Real Estate Services	$832	$1,150 - 1,225
Hospitality	625	725 - 775
Travel Distribution	526	550 - 600
Vehicle Services	408	450 - 500
Financial Services	450	350 - 375
Corporate and Other	(198)	(75 - 50)
Total Reported EBITDA	$2,643	$3,200 - 3,375
Depreciation and amortization(1)	(466)	(565 - 580)
Amortization of pendings/listings	(256)	(25 - 30)
Operating Income	$1,921	$2,610 - 2,765
Interest expense, net	(262)	(330 - 360)
Interest expense, net (pro forma)(2)	(304)	(330 - 360)
Minority interest	(22)	(20 - 25)
Diluted weighted average shares outstanding(3)	1,043	1,050 - 1,060

* Projections do not reflect any potential impact from war, additional terrorist attacks or substantial changes to current economic conditions.

* The effective tax rate is expected to be approximately 33% in 2003.

(1) Depreciation and amortization and interest expense exclude program-related amounts, which are already reflected in reported EBITDA.

(2) 2002 pro forma interest expense gives effect to the change in accounting policy effective in 2003 under generally accepted accounting principles whereby losses on the early extinguishment of debt are required to be reclassified to interest expense, consistent with our presentation of 2003 interest expense.

(3) Diluted weighted average shares outstanding are expected to increase marginally in 2003 due to the full-year impact of the Trendwest and NRT acquisitions, which were completed in 2002 for stock, partially offset by anticipated stock repurchases.

INVESTOR CONFERENCE CALL
Cendant will host a conference call to discuss the fourth quarter results on Thursday, February 6, 2003, at 11:00 a.m. (EST). Investors may access the call live at www.cendant.com or by dialing (913) 981-4900. A web replay will be available at www.cendant.com following the call. A telephone replay will be available from 2:00 p.m. (EST) on February 6, 2003 until 8:00 p.m. (EST) on February 13, 2003 at (719) 457-0820, access code: 605198.

Cendant Corporation is primarily a provider of travel and residential real estate services. With approximately 85,000 employees, New York City-based Cendant provides these services to businesses and consumers in over 100 countries.

More information about Cendant, its companies, brands and current SEC filings may be obtained by visiting the Company's Web site at www.cendant.com or by calling 877-4-INFOCD (877-446-3623).

STATEMENTS ABOUT FUTURE RESULTS MADE IN THIS RELEASE, INCLUDING THE PROJECTIONS, AND THE STATEMENTS ATTACHED HERETO 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. ACTUAL RESULTS MAY 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 CENDANT'S FORM 10-Q/A FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2002.

SUCH FORWARD-LOOKING STATEMENTS INCLUDE PROJECTIONS. SUCH PROJECTIONS WERE NOT PREPARED IN ACCORDANCE WITH PUBLISHED GUIDELINES OF THE AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS OR THE SEC REGARDING PROJECTIONS AND FORECASTS, NOR HAVE SUCH PROJECTIONS BEEN AUDITED, EXAMINED OR OTHERWISE REVIEWED BY INDEPENDENT AUDITORS OF CENDANT OR ITS AFFILIATES. IN ADDITION, SUCH PROJECTIONS ARE BASED UPON MANY ESTIMATES AND ARE INHERENTLY SUBJECT TO SIGNIFICANT ECONOMIC, COMPETITIVE AND OTHER UNCERTAINTIES AND CONTINGENCIES, INCLUDING BUT NOT LIMITED TO THE POTENTIAL IMPACT OF WAR OR TERRORISM, MANY OF WHICH ARE BEYOND THE CONTROL OF MANAGEMENT OF CENDANT AND ITS AFFILIATES. ACCORDINGLY, ACTUAL RESULTS MAY BE MATERIALLY HIGHER OR LOWER THAN THOSE PROJECTED. THE INCLUSION OF SUCH PROJECTIONS HEREIN SHOULD NOT BE REGARDED AS A REPRESENTATION BY CENDANT OR ITS AFFILIATES THAT THE PROJECTIONS WILL PROVE TO BE CORRECT.

MEDIA CONTACT:
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Tables Follow

TABLE 1

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

	THREE MONTHS ENDED DECEMBER 31,		TWELVE MONTHS ENDED DECEMBER 31,	
	2002	2001	2002	2001
REVENUES				
Service fees				

and
membership-
related, net
$ 2,762 $
1,648 $
10,062 $
5,426
Vehicle-
related 1,075
827 3,979
3,134 Other
12 19 47 53 -
------- -----
--- --------
-------- Net
revenues
3,849 2,494
14,088 8,613
-------- ----
---- --------

EXPENSES
Operating
2,021 837
6,721 2,658
Vehicle
depreciation,
lease charges
and interest,
net 561 511
2,094 1,789
Marketing and
reservation
333 328 1,392
1,114 General
and
administrative
270 275 1,120
965 Non-
program
related
depreciation
and
amortization
129 148 466
477 Other
charges
(credits):
Acquisition
and
integration
related costs
(A) 22 104
285 112
Litigation
and related
costs, net 77
58 103 86
Restructuring
and other
unusual
charges (14)
116 (14) 379
Mortgage
servicing
rights
impairment --
94 -- 94 Non-
program
related
interest, net
69 73 262 252
-------- ----
---- --------

Total
expenses
3,468 2,544
12,429 7,926
-------- ----
---- --------

Gains on
dispositions
of businesses
-- 5 -- 443 -
------- -----
--- --------

Losses on
dispositions
of businesses
-- (23) --
(26) --------
-------- ----
---- --------
Impairment of
investments -
- (441) --
(441) -------
- -------- --
------ ------
-- INCOME
(LOSS) BEFORE
INCOME TAXES,
MINORITY
INTEREST AND
EQUITY IN
HOMESTORE.COM
381 (509)
1,659 663
Provision
(benefit) for
income taxes
128 (206) 556
220 Minority
interest, net
of tax 6 2 22
24 Losses
related to
equity in
Homestore.com,
net of tax --
21 -- 77 ----
---- --------
-------- ----
---- INCOME
(LOSS) FROM
CONTINUING
OPERATIONS
247 (326)
1,081 342
Income from
discontinued
operations,
net of tax --
19 51 81 Loss
on disposal
of
discontinued
operations,
net of tax
(B) -- --
(256) -- ----
---- --------
-------- ----
---- INCOME
(LOSS) BEFORE
EXTRAORDINARY
LOSSES AND
CUMULATIVE
EFFECT OF
ACCOUNTING
CHANGES 247
(307) 876 423
Extraordinary
losses, net
of tax -- --
(30) -- -----
--- --------
-------- ----
---- INCOME

(LOSS) BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGES 247 (307) 846 423 Cumulative effect of accounting changes, net of tax -- -- -- (38) -------- -------- -------- -------- NET INCOME (LOSS) $ 247 $ (307) $ 846 $ 385 ======== ======== ======== ======== CD COMMON STOCK INCOME (LOSS) PER SHARE BASIC Income (loss) from continuing operations $ 0.24 $ (0.33) $ 1.06 $ 0.37 Net income (loss) 0.24 (0.31) 0.83 0.42 DILUTED Income (loss) from continuing operations $ 0.24 $ (0.33) $ 1.04 $ 0.36 Net income (loss) 0.24 (0.31) 0.81 0.41 WEIGHTED AVERAGE SHARES Basic 1,034 978 1,019 869 Diluted 1,045 978 1,043 917

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(A) Includes non-cash amortization of pendings and listings of $17 million during the three months ended December 31, 2002 principally related to the acquisitions of real estate brokerages and $256 million during the twelve months ended December 31, 2002 principally related to the acquisition of NRT Incorporated.

(B) Includes $245 million of non-cash currency translation adjustment, which was previously reflected within stockholders' equity.

TABLE 2

CENDANT CORPORATION AND SUBSIDIARIES
REVENUES AND ADJUSTED EBITDA BY SEGMENT (A)
(Dollars in millions)

THREE MONTHS ENDED DECEMBER 31, ------- ---------- ---------- ---------- ---------- ----------

----
REVENUES
ADJUSTED
EBITDA ----

----- -----

2002 2001 %
CHANGE 2002
(C) 2001
(I) %
CHANGE ----
--- -------
-------- --
------- ---
------- ---
----- Real
Estate
Services $
1,506 $ 532
183% $ 279
(D) $ 289
(J) (3%)
Hospitality
541 369 47%
135 103 (K)
31% Travel
Distribution
381 362 5%
119 102 (L)
17% Vehicle
Services
1,127 879
28% 72 14
414%
Financial
Services
273 342
(20%) 75 51
47% -------
------- ---
---- ------
- Total
Reportable
Segments
3,828 2,484
680 559
Corporate
and Other
(B) 21 10 *
(16)(E)
(16)(M) * -
------ ----
--- -------

CONTINUING
OPERATIONS
$ 3,849 $
2,494 54% $
664 $ 543
22% =======
=======
=======
=======
TWELVE
MONTHS
ENDED
DECEMBER
31, -------

REVENUES
ADJUSTED
EBITDA ----

	2002	2001	% CHANGE	2002 (C)	2001 (N)	% CHANGE
Real Estate Services	$ 4,687 (F)	$ 1,859	152%	$ 853 (G)	$ 939 (O)	(9%)
Hospitality	2,180	1,522	43%	625	513 (K)	22%
Travel Distribution	1,695	437	288%	524	108 (L)	385%
Vehicle Services	4,175	3,322	26%	408	290 (P)	41%
Financial Services	1,325	1,402	(5%)	449	310	45%
Total Reportable Segments	14,062	8,542		2,859	2,160	
Corporate and Other (B)	26	71	*	(98)(H)	(73)(Q)	*
CONTINUING OPERATIONS	14,088	8,613	64%	2,761	2,087	32%
Less: Move.com Group	-	10	*	-	(9)	*
CONTINUING OPERATIONS EXCLUDING MOVE.COM GROUP	$ 14,088	$ 8,603	64%	$ 2,761	$ 2,096	32%

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* Not meaningful.

(A) In connection with the sale of the Company's car parking facility business, National Car Parks ("NCP"), on May 22, 2002, the account balances and activities of NCP have been segregated from the Company's Vehicle Services segment and reported as a discontinued operation for all periods presented.

(B) Principally reflects unallocated corporate overhead and, in the twelve months ended December 31, 2001, includes Move.com Group operating results.

(C) Excludes non-cash credits of $14 million related to changes in the original estimates of costs to be incurred in connection with the Company's restructuring initiatives undertaken during 2001 as a result of the September 11, 2001 terrorist attacks ($6 million, $1 million and $7 million of credits were recorded within Real Estate Services, Vehicle Services and Corporate and Other, respectively).

(D) Excludes a charge of $8 million principally related to the acquisition and integration of NRT Incorporated and other real estate brokerage businesses.

(E) Excludes a charge of $119 million for litigation and related costs, partially offset by a credit of $42 million related to the recovery from the Company's directors' and officers' liability insurance in connection with the principal securities litigation settled in 1999.

(F) Includes a write-down of $275 million (pre-tax) related to the impairment of the Company's mortgage servicing rights asset.

(G) Excludes a charge of $26 million principally related to the acquisition and integration of NRT and other real estate brokerage businesses and includes a write-down of $275 million (pre-tax) related to the impairment of the Company's mortgage servicing rights asset.

(H) Excludes $145 million of litigation and related costs and $4 million of acquisition and integration related costs. Such charges were partially offset by a credit of $42 million related to the recovery from the Company's directors' and officers' liability insurance in connection with the principal securities litigation settled in 1999.

(I) Excludes a charge of $116 million primarily in connection with restructuring and other initiatives undertaken as a result of the September 11, 2001 terrorist attacks ($31 million, $48 million, $6 million, $9 million and $25 million of charges were recorded within Real Estate Services, Hospitality, Travel Distribution, Financial Services and Corporate and Other, respectively, and $3 million of net credits were recorded within Vehicle Services).

(J) Excludes a charge of $94 million related to the impairment of the Company's mortgage servicing rights asset.

(K) Excludes a charge of $11 million related to the impairment of investments due in part to the September 11, 2001 terrorist attacks.

(L) Excludes charges of $23 million related to the acquisition and integration of Galileo International, Inc. and Cheap Tickets, Inc.

(M) Excludes charges of (i) $427 million primarily related to the impairment of the Company's investment in Homestore.com, Inc., (ii) $80 million related to the outsourcing of the Company's information technology operations to IBM in connection with the acquisition of Galileo, (iii) $58 million for litigation and related costs and (iv) $23 million related to the dispositions of non-strategic businesses in 1999. Such charges were partially offset by a gain of $5 million on the dispositions of non-strategic businesses.

(N) Excludes charges of $192 million primarily in connection with restructuring and other initiatives undertaken as a result of the September 11, 2001 terrorist attacks ($31 million, $51 million, $58 million, $7 million, $10 million and $35 million of charges were recorded within Real Estate Services, Hospitality, Vehicle Services, Travel Distribution, Financial Services and Corporate and Other, respectively).

(O) Excludes charges of $95 million related to the funding of an irrevocable contribution to the Real Estate Technology Trust and $94 million related to the impairment of the Company's mortgage servicing rights asset.

(P) Excludes charges of $5 million related to the acquisition and integration of Avis Group Holdings, Inc. and $2 million related to the impairment of investments due to the September 11, 2001 terrorist attacks.

(Q) Excludes charges of (i) $427 million primarily related to the impairment of the Company's investment in Homestore, (ii) $100 million for litigation and related costs, (iii) $85 million related to the funding of Trip Network, Inc., (iv) $80 million related to the outsourcing of the Company's information technology operations to IBM in connection with the acquisition of Galileo, (v) $26 million related to losses on the dispositions of non-strategic businesses in 1999, (vi) $7 million related to a non-cash contribution to the Cendant Charitable Foundation and (vii) $4 million related to the acquisition and integration of Avis. Such charges were partially offset by (i) a gain of $436 million related to the sale of the Company's real estate Internet portal, move.com, (ii) a gain of $7 million related to the dispositions of non-strategic businesses and (iii) a credit of $14 million to reflect an adjustment to the settlement charge recorded in the fourth quarter of 1998 for the PRIDES class action litigation.

TABLE 3

CENDANT CORPORATION AND SUBSIDIARIES
EPS BY QUARTER

ADJUSTED

YEAR ENDED DECEMBER 31, 2002	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year
Continuing Operations	$ 0.32	$ 0.38	$ 0.28	$ 0.29	$ 1.26
Discontinued Operations	0.03	0.02	--	--	0.05
TOTAL *	$ 0.34	$ 0.40	$ 0.28	$ 0.29	$ 1.31

YEAR ENDED DECEMBER 31, 2001

-- 1st Qtr
2nd Qtr 3rd
Qtr 4th Qtr
Full Year -
------- ---
----- -----
--- -------
- ---------
Continuing
Operations
$ 0.19 $
0.27 $ 0.29
$ 0.21 $
0.96
Discontinued
Operations
0.02 0.02
0.02 0.02
0.09 ------
-- --------
-------- --
------ ----
---- TOTAL
* $ 0.21 $
0.30 $ 0.32
$ 0.23 $
1.05
========
========
========
========
========
REPORTED
YEAR ENDED
DECEMBER
31, 2002 --

-- 1st Qtr
2nd Qtr 3rd
Qtr 4th Qtr
Full Year -
------- ---
----- -----
--- -------
- ---------
Continuing
Operations
$ 0.31 $
0.25 $ 0.24
$ 0.24 $
1.04
Discontinued
Operations
0.03 0.02 -
- -- 0.05 -
------- ---
----- -----
--- -------
- --------
TOTAL * $
0.34 $ 0.27
$ 0.24 $
0.24 $ 1.09
========
========
========
========
========
YEAR ENDED
DECEMBER
31, 2001 --

-- 1st Qtr
2nd Qtr 3rd
Qtr 4th Qtr
Full Year -
------- ---
----- -----
--- -------
- ---------
Continuing
Operations
$ 0.28 $
0.25 $ 0.21
$ (0.33) $
0.36
Discontinued
Operations
0.02 0.02
0.02 0.02
0.09 ------
-- --------
-------- --
------ ----
---- TOTAL
* $ 0.30 $
0.27 $ 0.23
$ (0.31) $
0.45
========
========
========
========
========
PROJECTED
REPORTED
YEAR ENDED
DECEMBER
31, 2003 --

--- 1st Qtr
2nd Qtr 3rd
Qtr 4th Qtr
Full Year -

- ---------
---- ------
------- ---

Continuing
Operations
$0.29 -
$0.30 $0.42
- $0.44
$0.45 -
$0.47 $0.27
- $0.29
$1.46

- ------
* May not add due to rounding. Not comparable to net income per share as such amounts do not include the losses on disposal of discontinued operations, extraordinary losses or cumulative effect of accounting changes.

TABLE 4
(PAGE 1 OF 2)

CENDANT CORPORATION AND AFFILIATES
SEGMENT REVENUE DRIVER ANALYSIS
(REVENUE DOLLARS IN THOUSANDS)

THREE MONTHS

	ENDED DECEMBER 31,		
	2002	2001	% CHANGE
REAL ESTATE SERVICES SEGMENT			
REAL ESTATE FRANCHISE			
Closed Sides - Domestic	507,704	452,593	12%
Average Price	$ 197,084	$ 172,397	14%
Royalty and Marketing Revenue	$ 162,670	$ 137,631	18%
Total Revenue (A)	$ 169,363	$ 152,856	11%
REAL ESTATE BROKERAGE			
Revenue from Real Estate Transactions (B)	$ 874,952	(C)	
Other Revenue	$ 20,426	(C)	
Total Revenue	$ 895,378	(C)	
RELOCATION			
Service Based Revenue (Referrals, Outsourcing, etc.)	$ 61,426	$ 63,037	(3%)
Asset Based Revenue (Home Sale Closings and Financial Income)	$ 35,936	$ 40,435	(11%)
Total Revenue	$ 97,362	$ 103,472	(6%)
MORTGAGE			
Production Loans Closed to be Securitized (millions) (D)	$ 13,158	$ 10,695	23%
Other Production Loans Closed (millions) (D)	$ 6,044	$ 3,156	92%

Production Loans Sold (millions) (D) $ 12,225 $ 10,040 22% Average Servicing Loan Portfolio (millions) $ 112,250 $ 95,157 18% Production Revenue $ 303,523 $ 222,993 36% Gross Recurring Servicing Revenue $ 108,134 $ 94,436 15% Amortization and Impairment of Mortgage Servicing Rights $ (263,887) $ (155,426)(E) 70% Hedging Activity for Mortgage Servicing Rights $ 98,942 $ 14,610 * Other Servicing Revenue (F) $ (394) $ (5,572) * Total Revenue $ 246,318 $ 264,641 (G) * SETTLEMENT SERVICES Title and Appraisal Units 127,875 123,514 4% Total Revenue (H) $ 98,979 $ 10,751 * HOSPITALITY SEGMENT LODGING RevPar $ 22.01 $ 21.79 (I) 1% Weighted Average Rooms Available 508,414 516,476 (2%) Royalty, Marketing and Reservation Revenue $ 76,722 $ 71,569 (I) 7% Total Revenue $ 100,669 $ 88,235 (I) 14% RCI (J)

Average
Subscriptions
2,915,764
2,852,316 2%
Average
Subscription
Fee $ 55.77
$ 56.08 (1%)
Subscription
Revenue $
40,650 $
39,993 2%
Timeshare
Exchanges
372,153
355,944 5%
Average
Exchange Fee
$ 150.58 $
140.22 7%
Exchange Fee
Revenue $
56,038 $
49,909 12%
Total
Revenue $
130,733 $
125,239 4%
FAIRFIELD
RESORTS
Tours
119,504
109,487 9%
Total
Revenue (K)
$ 167,503 $
153,203 9%
TRENDWEST
RESORTS
Tours 84,731
86,412 (2%)
Total
Revenue $
112,929 (C)

- ----------

* Not meaningful.

(A) In 2001, includes a $9 million preferred dividend from NRT.

(B) Net of royalties paid to Real Estate Franchise.

(C) The operations of these businesses were acquired in, or subsequent to, the fourth quarter of 2001. Accordingly, fourth quarter 2001 revenues are not comparable to the current period amounts.

(D) Loan closings increased at a faster rate than loan sales due to an increase in the mix of loans produced on a private label basis (referred to as Other Production Loans Closed above) which are originated for the Company's private label partners or other investors for which the Company is paid a fee.

(E) Includes $94 million of mortgage servicing rights impairment during fourth quarter 2001, which was not recorded within revenues and is not included in Adjusted EBITDA.

(F) Includes net interest expense of $18 million and $16 million for 2002 and 2001, respectively.

(G) In 2001, excludes $94 million of mortgage servicing rights impairment.

(H) In 2001, includes only the revenue of the existing settlement services operations prior to the Company's acquisition of NRT.

(I) The Company initially under-estimated the decline in third quarter royalty revenue resulting from the September 11, 2001 terrorist attacks. The amounts presented herein exclude the royalty true-up that relates to actual third quarter results, but was recorded by the Company in fourth quarter 2001. Including such adjustment, the RevPar, Royalty, Marketing and Reservation Revenues and Total Revenues (as reported) for 2001 are $20.50,

$66,630 and $83,296, respectively.

(J) Includes weeks and points members.

(K) In 2002, includes $20 million of revenues from Equivest.

TABLE 4
(PAGE 2 OF 2)

CENDANT CORPORATION AND AFFILIATES
SEGMENT REVENUE DRIVER ANALYSIS
(REVENUE DOLLARS IN THOUSANDS)

THREE MONTHS ENDED DECEMBER 31, ------------------------------ 2002 2001 % CHANGE -------- -------- -------- TRAVEL DISTRIBUTION SEGMENT GALILEO Domestic Booking Volume (000's) Air 19,574 17,612 11% Car/Hotel 4,199 3,849 9% International Booking Volume (000's) Air 37,816 36,726 3% Car/Hotel 1,243 1,221 2% Worldwide Booking Volume (000's) Air 57,390 54,338 6% Car/Hotel 5,442 5,070 7% Total Galileo Revenue $353,223 $336,697 5% VEHICLE SERVICES SEGMENT CAR RENTAL (AVIS ONLY) Rental Days (000's) 13,670 12,799 7% Time and Mileage Revenue per Day $ 40.04 $ 37.04 8% Average Length of Rental (stated in Days) 3.60 3.75 (4%) Total Revenue $592,772 $510,969 16% VEHICLE MANAGEMENT AND FUEL CARD SERVICES Average Fleet (Leased) 316,966 317,423 -- Average Number of Cards (000's) 3,904 3,836 2% Service Based Revenue $ 52,408 $ 43,200 21% Asset Based Revenue (A) $321,390 $325,156 (1%) Total Revenue $373,798 $368,356 1% FINANCIAL SERVICES SEGMENT Insurance/Wholesale-related Revenue $143,580 $142,622 1% Individual Membership Royalty Revenue (B) $ 4,326 $ -- 100% Other Individual Membership Revenue (C) $119,298 $195,224 (39%) Total

Revenue $273,290
$341,216 (20%)

- ----------

(A) Reflects a decline in revenue due to lower interest expense on vehicle funding, which is substantially passed through to clients and therefore results in lower revenues but has a minimal EBITDA impact.

(B) Reflects Cendant's royalty received on revenues generated by members who joined the clubs and programs subsequent to July 2001. The revenue generated by these new members is recognized by Trilegiant and is not included in the above table. Cendant receives a royalty of 5% (growing to approximately 16% over 10 years), with minimal associated expenses, on the revenues recognized by Trilegiant in connection with the new members.

(C) Reflects a decline due to the outsourcing of the Company's individual membership business in July 2001 to Trilegiant. While the Company continues to collect membership fees from its existing members as of July 2001, it does not collect the membership fees from new members who joined the clubs and programs subsequent to July 2001. Trilegiant recognizes the revenues generated by these new members (see (B) above). Accordingly, the Company expects revenues for this segment to continue to trend down in future quarters.

TABLE 5

CENDANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(IN BILLIONS)

DECEMBER 31,
2002
DECEMBER 31,
2001 -------
---------- -

---- ASSETS
Current
assets: Cash
and cash
equivalents
$ 0.1 $ 1.9
Stockholder
litigation
settlement
trust -- 1.4
Assets of
discontinued
operations -
- 1.3 Other
current
assets 3.3
3.1 ------ -
----- Total
current
assets 3.4
7.7 Property
and
equipment,
net 1.8 1.4
Goodwill,
net 10.6 7.2
Other non-
current
assets 5.1
5.3 ------ -
----- Total
assets
exclusive of
assets under
programs
20.9 21.6
Assets under
management
and mortgage
programs
15.0 11.9 --
---- ------
TOTAL ASSETS

$ 35.9 $ 33.5 ====== ====== LIABILITIES AND STOCKHOLDERS' EQUITY Current liabilities: Current portion of long-term debt $ -- $ 0.4 Stockholder litigation settlement -- 2.9 Liabilities of discontinued operations -- 0.2 Other current liabilities 5.0 4.3 ------ ------ Total current liabilities 5.0 7.8 Long-term debt, excluding Upper DECS 5.6 5.7 Upper DECS 0.9 0.9 Other non-current liabilities 0.9 0.7 ------ ------ Total liabilities exclusive of liabilities under programs 12.4 15.1 Liabilities under management and mortgage programs 13.8 10.9 Mandatorily redeemable preferred interest in a subsidiary 0.4 0.4 Total stockholders' equity 9.3 7.1 ------ ------ TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY $ 35.9 $ 33.5 ====== ======

TABLE 6

CENDANT

CORPORATION AND SUBSIDIARIES SCHEDULE OF CORPORATE DEBT AND NET STOCKHOLDER LITIGATION SETTLEMENT OBLIGATION (A) (IN MILLIONS) EARLIEST MANDATORY REDEMPTION MATURITY DECEMBER 31, SEPTEMBER 30, JUNE 30, MARCH 31, DECEMBER 31, DATE DATE 2002 2002 2002 2002 2001 - ------ -------- ---- --------- --- --------- --- ---------- -- ------ ------ --- --------- --- CORPORATE DEBT: December 2003 December 2003 7 3/4% notes $ 966 $1,042 $1,071 $1,150 $1,150 August 2006 August 2006 6 7/8% notes 850 850 850 850 850 May 2009 May 2009 11% senior subordinated notes 530 554 571 577 584 November 2004 November 2011 3 7/8% convertible senior debentures (B) 1,200 1,200 1,200 1,200 1,200 February 2004 February 2021 Zero coupon senior convertible contingent notes (C) 420 417 678 925 920 May 2003 May 2021 Zero coupon convertible debentures (D) 857 1,000 1,000 1,000 1,000 December 2005 Revolver borrowings 600 -- -- -- -- February 2002 3% convertible

subordinated notes	--	--	--	--	390
Net hedging gains (losses) (E)	89	95	44	(6)	11
Other	89	51	52	24	27
Total corporate debt, excluding Upper DECS	5,601	5,209	5,466	5,720	6,132
NET STOCKHOLDER LITIGATION SETTLEMENT OBLIGATION:					
Stockholder litigation settlement obligation	--	--	--	2,850	2,850
Less: Payments made to the stockholder litigation settlement trust	--	--	--	1,660	1,410
Net stockholder litigation settlement obligation	--	--	--	1,190	1,440
TOTAL CORPORATE DEBT AND NET STOCKHOLDER LITIGATION SETTLEMENT OBLIGATION	$5,601	$5,209	$5,466	$6,910	$7,572
NET DEBT TO TOTAL CAPITALIZATION RATIO (F)	36%	35%	35%	37%	37%

- ----------

(A) Amounts presented herein exclude liabilities under management and mortgage programs and the Company's mandatorily convertible Upper DECS securities.

(B) Each $1,000 principal amount is convertible into 41.58 shares of CD common stock during 2003 if the average price of CD common stock exceeds $28.59 during the stipulated measurement periods. The average price of CD common stock at which the debentures are convertible decreases annually by a stipulated percentage. Redeemable by the Company after November 27, 2004. Holders may require the Company to repurchase the notes on November 27, 2004 and 2008.

(C) Each $1,000 principal amount is convertible into 33.4 shares of CD common stock during Q1, Q2, Q3 and Q4 of 2003 if the average price of CD common stock exceeds $21.06, $21.19, $21.32 and $21.45, respectively, during the stipulated measurement period. The average price of CD common stock at which the notes are convertible increases on a quarterly basis by a stipulated percentage. Redeemable by the Company after February 13, 2004. Holders may require the Company to repurchase the notes on February 13, 2004, 2009 and 2014. Issued at a discount resulting in a yield-to-maturity of 2.5%.

(D) Each $1,000 principal amount is convertible into 39.08 shares of CD common stock if the average price of CD common stock exceeds $28.15 during the stipulated measurement periods. Redeemable by the Company after May 4, 2004. Holders may require the Company to repurchase the notes on May 4, 2003, 2004, 2006, 2008, 2011 and 2016. Amended to provide for cash interest payments of 3% per annum beginning May 5, 2002 and continuing through May 4, 2003 payable on a semi-annual basis.

(E) Represents derivative gains (losses) resulting from fair value hedges, $52 million of which have been realized as of December 31, 2002 and will be amortized by the Company to offset future interest expense.

(F) Reflects the Company's net debt (net of cash and cash equivalents and excluding the Upper DECS, debt related to management and mortgage programs and net stockholder litigation settlement obligation) to total capitalization ratio (including net debt and the Upper DECS).

TABLE 7

CENDANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(IN MILLIONS)

	TWELVE MONTHS ENDED DECEMBER 31,	
	2002	2001
OPERATING ACTIVITIES		
Net cash provided by (used in) operating activities exclusive of management and mortgage programs	$ (890)(A)	$ 1,398
Net cash provided by operating activities of management and mortgage programs	2,147	1,389
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,257	2,787
INVESTING ACTIVITIES		

Property and equipment additions (399) (329)
Proceeds from (payments to) stockholder litigation settlement trust 1,410 (1,060)
Net assets acquired (net of cash acquired) and acquisition-related payments (1,371) (2,757)
Net proceeds from dispositions of businesses 1,151 109
Other, net (23) (169)
-------- --------
Net cash provided by (used in) investing activities exclusive of management and mortgage programs 768 (4,206)
-------- --------
MANAGEMENT AND MORTGAGE PROGRAMS:
Investment in vehicles (17,168) (14,906)
Payments received on investment in vehicles 15,141 13,324
Origination of timeshare receivables (1,118) (497)
Principal collection of timeshare receivables 1,046 538
Equity advances on homes under management (5,968) (6,306)

Repayment on advances on homes under management 6,028 6,340
Net additions to mortgage servicing rights (377) (760)
Net additions to hedge of mortgage servicing rights (285) (42)
Proceeds from sales of mortgage servicing rights 16 58
-------- --------
(2,685) (2,251)
-------- --------
NET CASH USED IN INVESTING ACTIVITIES (1,917) (6,457)
-------- --------
FINANCING ACTIVITIES
Proceeds from borrowings 637 5,608
Principal payments on borrowings (2,111) (2,213)
Issuances of common stock 112 877
Repurchases of common stock (288) (254)
Other, net (64) (153)
-------- --------
Net cash provided by (used in) financing exclusive of management and mortgage programs (1,714) 3,865
-------- --------
MANAGEMENT AND MORTGAGE PROGRAMS:
Proceeds from

borrowings
15,171
9,460
Principal
payments on
borrowings
(14,614)
(8,798) Net
change in
short-term
borrowings
(114) 116 -
------- ---
----- 443
778 -------
- --------
NET CASH
PROVIDED BY
(USED IN)
FINANCING
ACTIVITIES
(1,271)
4,643 -----
--- -------
- Effect of
changes in
exchange
rates on
cash and
cash
equivalents
41 (8) Cash
provided by
discontinued
operations
74 121 ----
---- ------
-- Net
increase
(decrease)
in cash and
cash
equivalents
(1,816)
1,086 Cash
and cash
equivalents,
beginning
of period
1,942 856 -
------- ---
----- CASH
AND CASH
EQUIVALENTS,
END OF
PERIOD $
126 $ 1,942
========
========

- ---------
(A) Net cash provided by operating activities exclusive of management and mortgage programs is $2.0 billion when excluding the application of the prior payments to the stockholder litigation settlement trust of $2.85 billion ($1.41 billion in 2001, the first quarter 2002 payment of $250 million and the funding of the remaining settlement liability balance, including interest, of $1.19 billion on May 24, 2002).

TABLE 8

CENDANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED SCHEDULES OF FREE CASH FLOWS (A)
(IN MILLIONS)

TWELVE MONTHS ENDED
DECEMBER 31, ---------
-------------- 2002

		2001
Adjusted EBITDA (B)	$ 2,761	$ 2,087
Interest expense, including minority interest (C)	(277)	(269)
Tax payments, net of refunds	(62)	(36)
CASH FLOW	2,422	1,782
Working capital	(227)	108
Capital expenditures	(399)	(329)
Restructuring and other unusual payments	(81)	(132)
FREE CASH FLOW BEFORE MANAGEMENT AND MORTGAGE PROGRAMS (D)	1,715	1,429
Management and mortgage programs (E) (F)	(95)	(84)
FREE CASH FLOW	1,620	1,345
Acquisitions, net of cash acquired	(1,371)	(2,757)
Net (repurchases)/issuances of equity securities	(176)	623
Net proceeds from dispositions of businesses	1,151	109
Funding of stockholder litigation settlement	(1,440)	(1,060)
Investments and other (G)	(126)	(569)
Net (repayments of)/proceeds from borrowings	(1,474)	3,395
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$(1,816)	$ 1,086

- -------

(A) Free cash flow is a measure used by the Company's management to evaluate liquidity and financial condition. Free cash flow represents cash available for the repayment of debt and other corporate purposes such as acquisitions and investments. The Company has provided the Consolidated Schedules of Free Cash Flows as it reflects the measure by which management evaluates the performance of its cash flows. Such measure of performance may not be comparable to similarly titled measures used by other companies and is not a measurement recognized under generally accepted accounting principles. Therefore, free cash flow should not be construed as a substitute for income or cash flow from operations in measuring operating results or liquidity. A reconciliation of free cash flow to the appropriate measure recognized under generally accepted accounting principles is included within footnote (D) herein. The Consolidated Schedules of Free Cash Flows for the twelve months ended December 31, 2002 and 2001 should be read in conjuction with the Company's Consolidated Condensed Statements of Cash Flows and Consolidated Condensed Statements of Operations in Tables 7 and 1, as well as the Company's Consolidated Statements of Cash Flows and Consolidated Statements of Operations included within the Company's Annual Report on Form 10-K/A for the year ended December 31, 2001 filed with the Securities and Exchange Commission on December 19, 2002.

(B) See Table 2 for items excluded from Adjusted EBITDA.

(C) Excludes non-cash accretion recorded on the Company's zero-coupon senior convertible notes and includes the before tax amounts of minority interest.

(D) The reconciliation of Free Cash Flow before Management and Mortgage Programs to Net Cash Provided by (Used in) Operating Activities Exclusive of Management and Mortgage Programs is as follows:

	TWELVE MONTHS ENDED DECEMBER 31,	
	2002	2001
FREE CASH FLOW BEFORE MANAGEMENT AND MORTGAGE PROGRAMS	$ 1,715	$ 1,429
Reconciling items:		
Capital expenditures	399	329
Funding of stockholder litigation settlement liability	(2,850)	--
Restricted cash used in insurance operations	(49)	(75)
Unusual charges	(30)	(192)
Other, including interest on litigation settlement liability	(75)	(93)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES EXCLUSIVE OF MANAGEMENT AND MORTGAGE PROGRAMS (SEE TABLE 7)	$ (890)	$ 1,398

(E) Net Change in Cash from Management and Mortgage Programs is as follows:

	TWELVE MONTHS ENDED DECEMBER 31,	
	2002	2001
MANAGEMENT AND MORTGAGE		

PROGRAMS (E) Net investment in vehicles $(245) $(171) Net mortgage originations and sales (558) (320) Net mortgage servicing rights 277 (446) Net timeshare receivables (72) 41 Net relocation receivables 60 34 Net financing for assets under management and mortgage programs 443 778 ----- ----- NET CHANGE IN CASH FROM MANAGEMENT AND MORTGAGE PROGRAMS $ (95) $ (84) ===== =====

(F) Cash flows related to management and mortgage programs may fluctuate significantly from period to period due to the timing of the underlying management and mortgage program transactions (i.e., timing of mortgage loan origination versus sale). For the twelve months ended December 31, 2002, the net change in cash from management and mortgage programs represents (i) $2,147 million of net cash provided by operating activities, (ii) $2,685 million of net cash used in investing activities and (iii) $443 million of net cash provided by financing activities, as detailed on Table 7. For the twelve months ended December 31, 2001, the net change in cash from management and mortgage programs represents (i) $1,389 million of net cash provided by operating activities, (ii) $2,251 million of net cash used in investing activities and (iii) $778 million of net cash provided by financing activities, as detailed on Table 7.

(G) The activity for the twelve months ended December 31, 2002 primarily relates to cash payments associated with (i) interest on the stockholder litigation settlement, (ii) the insurance operations of subsidiaries and (iii) the repurchase of loans in foreclosure, net of cash received on the sale of marketable securities. The activity for the twelve months ended December 31, 2001 includes cash payments associated with (i) the funding of marketing expenses incurred by Trilegiant Corporation ($104 million), (ii) an investment in NRT Incorporated ($94 million), (iii) the contribution to the technology trust ($95 million), (iv) the creation of Trip Network, Inc. ($45 million) and (v) other payments, primarily related to preferred stock investments.

TABLE 9

CENDANT CORPORATION AND SUBSIDIARIES
REVENUES AND ADJUSTED EBITDA BY SEGMENT (A)
(IN MILLIONS)

YEAR ENDED DECEMBER 31, 2002 REVENUES ADJUSTED EBITDA ----

----- FULL
FULL 1ST
QTR 2ND QTR
3RD QTR 4TH
QTR YEAR
1ST QTR 2ND
QTR 3RD QTR
4TH QTR
YEAR ------
- ------- -
------ ----
--- -------
------ ----
-- ------ -
------ ----
--- Real
Estate
Services $
410 $ 1,440
$ 1,331
1,506 $
4,687 $ 182
$ 323 $ 69
279 $ 853
Hospitality
403 565 671
541 2,180
112 173 205
135 625
Travel
Distribution
444 438 432
381 1,695
146 130 129
119 524
Vehicle
Services
933 1,030
1,085 1,127
4,175 70
123 143 72
408
Financial
Services
419 311 322
273 1,325
164 88 122
75 449 ----
--- -------
------- ---
---- ------
- ------ --
---- ------
------- ---
---- Total
Reportable
Segments
2,609 3,784
3,841 3,828
14,062 674
837 668 680
2,859
Corporate
and Other 7
-- (2) 21
26 (12)
(38) (32)
(16) (98) -
------ ----
--- -------
------- ---
---- ------
------ ----

-- -------

CONTINUING
OPERATIONS
$ 2,616 $
3,784 $
3,839 $
3,849
$14,088 $
662 $ 799 $
636 $ 664 $
2,761
=======
=======
=======
=======
=======
======
======
======
=======
=======
YEAR ENDED
DECEMBER
31, 2001
REVENUES
ADJUSTED
EBITDA ----

----- FULL
FULL 1ST
QTR 2ND QTR
3RD QTR 4TH
QTR YEAR
1ST QTR 2ND
QTR 3RD QTR
4TH QTR
YEAR ------
- ------- -
------ ----
--- -------
------ ----
-- ------ -
------ ----
--- Real
Estate
Services $
339 $ 474 $
514 $ 532 $
1,859 $ 132
$ 231 $ 287
$ 289 $ 939
Hospitality
240 448 465
369 1,522
102 156 152
103 513
Travel
Distribution
25 26 24
362 437 2 3
1 102 108
Vehicle
Services
379 1,028
1,036 879
3,322 69
112 95 14
290
Financial
Services
390 332 338
342 1,402
131 70 58

51 310 ----
--- -------
------- ---
---- ------
- ------ --
---- ------
------- ---
---- Total
Reportable
Segments
1,373 2,308
2,377 2,484
8,542 436
572 593 559
2,160
Corporate
and Other
38 11 12 10
71 (18)
(16) (23)
(16) (73) -
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---- ------
------ ----
-- -------

CONTINUING
OPERATIONS
1,411 2,319
2,389 $
2,494 8,613
418 556 570
543 2,087
Move.com
Group 10 --
-- -- 10
(9) -- -- -
- (9) -----
-- -------
------- ---
---- ------
- ------ --
---- ------
------- ---

CONTINUING
OPERATIONS
EXCLUDING
MOVE.COM
GROUP $
1,401 $
2,319 $
2,389 $
2,494 $
8,603 $ 427
$ 556 $ 570
$ 543 $
2,096
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(A) In connection with the sale of the Company's car parking facility business, National Car Parks ("NCP"), on May 22, 2002, the account balances and activities of NCP have been segregated from the Company's Vehicle Services segment and reported as a discontinued operation for all periods presented.

TABLE 10

CENDANT CORPORATION AND SUBSIDIARIES
ORGANIC SEGMENT GROWTH FOR THE THREE MONTHS ENDED DECEMBER 31, 2002
(IN MILLIONS)

	REVENUES			ADJUSTED EBITDA		
	2002	2001	%	2002	2001	%
Real Estate Services	$ 605 (B)	$ 523 (G)	16% (G)	$ 268 (B)	$ 280 (G)	(4%) (G)
Hospitality	388 (C)	369	5%	116 (C)	103	13%
Travel Distribution	358 (D)	362	(1%)	111 (D)	102	9%
Vehicle Services (A)	967 (E)	879	10%	65 (E)	14	364%
Financial Services	273 (F)	342	(20%)	80 (F)	51	57%
Total Reportable Segments	$2,591	$2,475	5%	$ 640	$ 550	16%

NOTE: REFER TO TABLE 2 FOR TOTAL SEGMENT GROWTH.

(A) In connection with the sale of the Company's car parking facility business, National Car Parks ("NCP"), on May 22, 2002, the account balances and activities of NCP have been segregated from the Company's Vehicle Services segment and reported as a discontinued operation for all periods presented.

(B) Includes revenue and Adjusted EBITDA of $78 million and $12 million, respectively, related to NRT Incorporated (acquired in April 2002). These amounts represent the revenue and Adjusted EBITDA recorded by NRT during the period that were in excess of the amounts forecasted in the original acquisition model and hence are viewed by the Company as organic growth.

(C) Excludes aggregate revenues and Adjusted EBITDA of $153 million and $19 million, respectively, related to Trendwest Resorts, Inc. (acquired in April 2002), Equivest Finance, Inc. (acquired in February 2002), Novasol A.S. (acquired in April 2002), Welcome Holidays Limited (acquired in June 2002) and The International Life Group (acquired in October 2002).

(D) Excludes aggregate revenues and Adjusted EBITDA of $23 million and $8 million, respectively, related to Sigma (a Galileo distribution partner in Italy acquired in June 2002), Trust International (acquired in July 2002), Lodging.com (acquired in August 2002), TIMAS Ltd (a Galileo distribution partner in Ireland acquired in September 2002) and a venture with Marriot International, Inc. (formed in March 2002).

(E) Excludes revenues and Adjusted EBITDA of $160 million and $7 million, respectively, related to Budget Group, Inc. (acquired in November 2002).

(F) Excludes Adjusted EBITDA losses of $5 million (the revenue impact was de minimis) related to Tax Services of America, Inc. (acquired in January 2002).

(G) Excludes NRT preferred dividends of $9 million and a charge of $94 million related to the impairment of Company's mortgage servicing rights asset. Including the $94 million impairment charge, organic growth for revenues and Adjusted EBITDA would be 41% and 44%, respectively.

TABLE 11

CENDANT CORPORATION AND SUBSIDIARIES
RECONCILIATION OF ADJUSTED EBITDA TO REPORTED EBITDA AND OPERATING INCOME
(DOLLARS IN MILLIONS)

	THREE MONTHS ENDED DECEMBER 31,	
	2002	2001
Adjusted EBITDA	$ 664	$ 543
Less: Acquisition and integration related costs (A)	5	104
Litigation and related costs, net	77	58
Restructuring and other unusual charges	(14)	116
Mortgage servicing rights impairment	--	94
Plus: Gains on dispositions of businesses	--	5
Less: Losses on dispositions of businesses	--	23
Less: Impairment of investments	--	441
REPORTED EBITDA	596	(288)
Less: Non-program related depreciation and amortization	129	148
Less: Amortization of pendings and listings	17	--

OPERATING INCOME	$ 450	$ (436)

	TWELVE MONTHS ENDED DECEMBER 31,	
	2002	2001
Adjusted EBITDA	$ 2,761	$ 2,087
Less: Acquisition and integration related costs (A)	29	112
Litigation and related costs, net	103	86
Restructuring and other unusual charges	(14)	379
Mortgage servicing rights impairment	--	94
Plus: Gains on dispositions of businesses	--	443
Less: Losses on dispositions of businesses	--	26
Less: Impairment of investments	--	441
REPORTED EBITDA	2,643	1,392
Less: Non-program related depreciation and amortization	466	477
Less: Amortization of pendings and listings	256	--
OPERATING INCOME	$ 1,921	$ 915

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(A) Does not include the non-cash amortization of pendings and listings of $17 million and $256 million during the three and twelve months ended December 31, 2002 as such amounts represent amortization and are therefore not included in Reported EBITDA.

EXHIBIT 99.2

CENDANT CORPORATION SUMMARY DATA SHEET - 4Q02
(DOLLARS IN MILLIONS, EXCEPT PER SHARE DATA)

	4Q02	4Q01	% CHANGE
INCOME STATEMENT			
Revenue	$3,849	$2,494	54%
Adjusted EBITDA	664	543	22%
Reported Income from Continuing Operations	247	(326)	NM
Adjusted EPS from Continuing Operations	$0.29	$0.21	38%
Reported EPS from Continuing Operations	$0.24	($0.33)	NM
BALANCE SHEET			
Total Corporate Debt (Excluding Upper DECS) & Net Stockholder Litigation Settlement Obligation	$5,601	$7,572	
Cash	126	1,942	
Net Debt/Total Capital	36%	37%	
Adjusted EBITDA/Interest Expense	10 to 1	7 to 1	
CASH FLOW ITEMS (12 MONTHS)			
Free Cash Flow	$1,620	$1,345	20%
Cash and Cash Equivalents, Beginning of Period	1,942	856	
Net Proceeds from Dispositions of Businesses	1,151	109	
Net (Repayments of)/Proceeds from Borrowings	(1,474)	3,395	
Funding of Stockholder Litigation Settlement	(1,440)	(1,060)	
Net (Repurchases)/Issuances of Stock	(176)	623	
Acquisitions, Net of Cash Acquired	(1,371)	(2,757)	

SEGMENT ITEMS	4Q02	4Q01	% CHANGE	% CHANGE ORGANIC
REVENUE				
Real Estate Services	$1,506	$532	183%	16%
Hospitality	541	369	47%	5%
Travel Distribution	381	362	5%	(1%)
Vehicle Services	1,127	879	28%	10%
Financial Services	273	342	(20%)	(20%)
Total (Ex. Corporate & Other)	$3,828	$2,484	54%	5%
ADJUSTED EBITDA				
Real Estate Services	$279	$289	(3%)	(4%)
Hospitality	135	103	31%	13%
Travel Distribution	119	102	17%	9%
Vehicle Services	72	14	414%	364%
Financial Services	75	51	47%	57%
Total (Ex. Corporate & Other)	$680	$559	22%	16%

For more detailed information about the Company's results as well as definitions of the terms used above, please see the full earnings release on the Company's website at WWW.CENDANT.COM. For media inquiries contact Elliot Bloom at 212-413-1832. For investor inquiries contact Sam Levenson at 212-413-1834 or Henry A. Diamond at 212-413-1920.