

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant []

Filed by a Party other than the Registrant [X]

Check the appropriate box:

- [] Preliminary Proxy Statement
[] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[] Definitive Proxy Statement
[X] Definitive Additional Materials
[] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

AMERICAN BANKERS INSURANCE GROUP, INC.

(Name of Registrant as Specified in Its Charter)

CENDANT CORPORATION

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
[] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transactions:
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[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

[Newspaper Advertisement]

AN OPEN LETTER TO THE BOARD OF AMERICAN BANKERS
FROM CENDANT'S INDEPENDENT DIRECTORS

Misinformation about Cendant Corporation is being spread by AIG in an attempt, we believe, to divert attention from the central issue of VALUE. This is unfortunate, but not surprising, since Cendant's proposal is 23% higher than AIG's offer for ABI.

You say you can't take a position on our higher offer because you lack certain information about Cendant. However, you have entered into a contract with AIG that ABI says precludes it from entering into discussions with any party other than AIG. We believe we can help address your information needs and illuminate the true Cendant record.

- o Cendant is a financially strong builder of companies. Our market cap exceeds \$30 billion and Wall Street anticipates annualized earnings growth of 20%+ to continue over the next five years. This performance places us in an elite group of U.S. growth companies, including Microsoft, Disney and Intel.
- o Cendant's financial strength is rated "A" by three rating agencies, higher than ABI. We are more than able to infuse ABI with appropriate capital for growth. Indeed, ABI's own financial advisor, Salomon Smith Barney, called Cendant's financial position "extraordinary, with strong cash generation." (12/3/97)
- o Under its outstanding management team, Cendant's stock has outperformed that of AIG since the IPO of a predecessor company, HFS Incorporated, in 1992. Cendant's market return has grown at a compound annual rate of 45.4% vs. 26.1% for AIG, driven, in part, by Cendant's faster EPS growth of 27.2% CAGR vs. 16.9% for AIG.(1)
- o We create jobs. By the end of this year alone, Cendant will add more than 1000 new jobs. We have more than 35,000 employees in over 100 countries. We are committed to maintain ABI's Miami headquarters and increase employment opportunities.
- o Cendant's plan for ABI is to maintain its way of doing business and accelerate its growth on a sound financial basis as part of the world's premier direct marketing company. Considerable benefits and sales opportunities would result from combining the direct marketing strengths and distribution channels of Cendant and ABI.
- o Our businesses are markedly similar. Indeed, in ABI's 1996 annual report, your management wrote, "Since our inception...as an insurance provider, American Bankers has evolved into a service, processing and distribution company." Your stated strategy seems closer to Cendant's than to AIG's.

We also understand the insurance business. Since 1986, Cendant has been a direct marketer of accidental death and dismemberment insurance. We recently took steps to expand our insurance presence, signing a definitive agreement to acquire Providian Direct, a direct marketer of automobile insurance to consumers in 45 states and the District of Columbia. The addition of Providian - --like a combination with ABI--will allow Cendant to capitalize on its direct marketing core capabilities to offer specialized insurance products to many of its 100 million+ annual consumer contacts.

As stockholder fiduciaries, we expect you would want independent confirmation of our record. We refer you to AIG's financial advisor, Goldman, Sachs, which recently (2/5/98) lauded Cendant for creating "one of the best business models we have come across..." Salomon Smith Barney's reports on Cendant have been similarly glowing. We suggest you call your financial advisor.

We, our management team and our advisors stand ready to meet with you and your advisors to provide additional information about Cendant and our proposal. We are certain that with more information, you will agree that Cendant's \$58 proposal is clearly superior to AIG's \$47 per share offer, and that we are the right partner for American Bankers.

INDEPENDENT DIRECTORS OF CENDANT CORPORATION:

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Independent Investor, President
Ralph J. Weiler Foundation
President, CIB Associates

Frederick D. Green
President and Chairman
Golf Services, Inc.

Robert E. Nederlander
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The Nederlander Organization, Inc.

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Senior Partner
Ogilvy Renault
Prime Minister of Canada, 1984-1993

Robert W. Pittman
President and Chief Operating Officer
America Online Inc.

Leonard Schutzman
Chairman and Chief Executive Officer

[Cendant Logo]

- (1) Stock price adjusted for HFS Incorporated and CUC International converting historical prices to Cendant equivalent prices using a conversion ratio of 2.4031 shares per HFS share in merger creating Cendant.