

CENDANT CORP
Form 424B5
January 10, 2003
Table of Contents

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-65858

PROSPECTUS SUPPLEMENT
(To Prospectus dated August 16, 2001)

\$2,000,000,000

Cendant Corporation

\$800,000,000 6.250% Senior Notes due 2008

\$1,200,000,000 7.375% Senior Notes due 2013

The 6.250% notes will mature on January 15, 2008. The 7.375% notes will mature on January 15, 2013. We will pay interest on the notes on January 15 and July 15 of each year, beginning on July 15, 2003. Interest on the notes will accrue from January 13, 2003.

The notes will be redeemable prior to maturity, in whole or in part, as described in this prospectus supplement. The notes do not have the benefit of any sinking fund.

The notes will be senior unsecured obligations and will rank equally in right of payment with all of our other senior unsecured indebtedness.

Investing in the notes involves risks. Please see the **Risk Factors** section beginning on page S-8 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

6.250% Senior Notes due 2008

	Per Note	Total
Public Offering Price	99.484%	\$ 795,872,000
Underwriting Discount	0.600%	\$ 4,800,000
Proceeds to Cendant (before expenses)	98.884%	\$ 791,072,000

7.375% Senior Notes due 2013

	Per Note	Total
Public Offering Price	99.096%	\$ 1,189,152,000
Underwriting Discount	0.650%	\$ 7,800,000
Proceeds to Cendant (before expenses)	98.446%	\$ 1,181,352,000

We expect that delivery of the notes will be made to investors in book-entry form through the facilities of The Depository Trust Company and its participants on or about January 13, 2003.

Joint Book-Running Managers

JPMorgan

Salomon Smith Barney

Banc of America Securities LLC

Banc One Capital Markets, Inc.

Barclays Capital

Credit Lyonnais Securities

Scotia Capital

The Royal Bank of Scotland

Wachovia Securities

January 8, 2003

Table of Contents

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since such dates.

**TABLE OF CONTENTS
PROSPECTUS SUPPLEMENT**

	Page
<u>Cautionary Statement Concerning Forward-Looking Statements</u>	S-1
<u>Where You Can Find More Information</u>	S-2
<u>Incorporation of Certain Documents By Reference</u>	S-3
<u>Summary</u>	S-4
<u>Risk Factors</u>	S-8
<u>Ratio of Earnings to Fixed Charges</u>	S-10
<u>Use of Proceeds</u>	S-10
<u>Capitalization</u>	S-11
<u>Selected Consolidated Financial Data</u>	S-12
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations for the Three Months and Nine Months Ended September 30, 2002</u>	S-13
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations for the Year Ended December 31, 2001</u>	S-32
<u>Description of Notes</u>	S-59
<u>Underwriting</u>	S-65
<u>Legal Matters</u>	S-66
<u>Experts</u>	S-66

PROSPECTUS

<u>Cautionary Statement Concerning Forward-Looking Statements</u>	3
<u>Where You Can Find More Information</u>	5
<u>Incorporation of Certain Documents by Reference</u>	5
<u>Cendant</u>	7
<u>Use of Proceeds</u>	8
<u>Ratio of Earnings to Fixed Charges</u>	8
<u>Description of the Debt Securities</u>	9
<u>General Description of Capital Stock</u>	15
<u>Description of Warrants</u>	18
<u>Description of Stock Purchase Contracts and Stock Purchase Units</u>	19
<u>Plan of Distribution</u>	20
<u>Legal Opinions</u>	20
<u>Experts</u>	20

Table of Contents

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Forward-looking statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference about Cendant are subject to known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements. Forward-looking statements include the information concerning our future financial performance, business strategy, projected plans and objectives.

Statements preceded by, followed by or that otherwise include the words believes, expects, anticipates, intends, project, estimates, plans, increase, may fluctuate and similar expressions or future or conditional verbs such as will, should, would, may and could are generally forward-looking in nature and not historical facts. You should understand that the following important factors and assumptions could affect our future results and could cause actual results to differ materially from those expressed in such forward-looking statements:

terrorist attacks, such as the September 11, 2001 terrorist attacks on New York City and Washington, D.C., other attacks, acts of war, or measures taken by governments in response thereto may negatively affect the travel industry, our financial results and could also result in a disruption in our business;

the effect of economic conditions and interest rate changes on the economy on a national, regional or international basis and the impact thereof on our businesses;

the effects of a decline in travel, due to political instability, adverse economic conditions or otherwise, on our travel related businesses;

the effects of changes in current interest rates, particularly on our real estate franchise and mortgage businesses;

the resolution or outcome of our unresolved pending litigation relating to the previously announced accounting irregularities and other related litigation;

our ability to develop and implement operational, technological and financial systems to manage growing operations and to achieve enhanced earnings or effect cost savings;

competition in our existing and potential future lines of business and the financial resources of, and products available to, competitors;

failure to reduce quickly our substantial technology costs in response to a reduction in revenue, particularly in our computer reservations and global distribution systems businesses;

our failure to provide fully integrated disaster recovery technology solutions in the event of a disaster;

our ability to integrate and operate successfully acquired and merged businesses and risks associated with such businesses, including the acquisitions of Budget Group, Inc., Trendwest Resorts, Inc., Galileo International, Inc. and Cheap Tickets, Inc., the compatibility of the operating systems of the combining companies, and the degree to which our existing administrative and back-office functions and costs and those of the acquired companies are complementary or redundant;

our ability to obtain financing on acceptable terms to finance our growth strategy and to operate within the limitations imposed by financing arrangements and to maintain our credit ratings;

S-1

Table of Contents

competitive and pricing pressures in the vacation ownership and travel industries, including the car rental industry;

changes in the vehicle manufacturer repurchase arrangements in our car rental business in the event that used vehicle values decrease or the inability of vehicle manufacturers to honor their repurchase obligations under such repurchase arrangements;

filing of bankruptcy by or the loss of business of any of our significant customers, including our airline customers; and

changes in laws and regulations, including changes in accounting standards and privacy policy regulation.

Other factors and assumptions not identified above were also involved in the derivation of these forward-looking statements, and the failure of such other assumptions to be realized as well as other factors may also cause actual results to differ materially from those projected. Most of these factors are difficult to predict accurately and are generally beyond our control.

You should consider the areas of risk described above in connection with any forward-looking statements that may be made by us and our businesses generally. Except for our ongoing obligations to disclose material information under the federal securities laws, we undertake no obligation to release publicly any revisions to forward-looking statements, to report events or to report the occurrence of unanticipated events unless required by law. You are advised, however, to consult any additional disclosures we make in our Quarterly Reports on Form 10-Q, Annual Report on Form 10-K and Current Reports on Form 8-K to the Securities and Exchange Commission (the "Commission"). See "Where You Can Find More Information." Also note that we provide a cautionary discussion of risks and uncertainties under "Risk Factors" on page S-8 of this prospectus supplement. These are factors that we think could cause our actual results to differ materially from expected results. Other factors besides those listed here could also adversely affect us. For any forward-looking statements contained in any document, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

WHERE YOU CAN FIND MORE INFORMATION

Cendant is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy and information statements and other information with the Commission. Such reports, proxy statements and other information can be inspected and copied at prescribed rates at the public reference facilities maintained by the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Regional Office of the Commission located at Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, IL 60661. The Commission also maintains a website that contains reports, proxy and information statements and other information. Please call the Commission at 1-800-SEC-0330 for further information on the public reference rooms. The website address is www.sec.gov. In addition, such material can be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. Our web site is www.cendant.com. The information contained on our web site is not incorporated by reference in this prospectus supplement or the accompanying prospectus.

The accompanying prospectus is part of a registration statement on Form S-3 filed by us with the Commission under the Securities Act of 1933, as amended (the "Securities Act"). As permitted by Commission rules, the accompanying prospectus does not contain all of the information included in the registration statement and the accompanying exhibits filed with the Commission. You may refer to the registration statement and its exhibits for more information.

Table of Contents

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We are incorporating by reference the information we file with the Commission into this prospectus supplement, which means that we are disclosing important information to you by referring to other documents filed separately with the Commission. Certain information that Cendant files after the date of this prospectus supplement with the Commission will automatically update and supersede this information. Cendant incorporates by reference into this prospectus supplement the documents listed below, which we have filed with the Commission under the file number 1-10308, and any future filings made with the Commission under sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until the completion of this offering.

Annual Report on Form 10-K/A for the year ended December 31, 2001, filed on December 19, 2002;

Quarterly Report on Form 10-Q/A for the quarter ended September 30, 2002, filed on December 19, 2002;

Quarterly Report on Form 10-Q/A for the quarter ended June 30, 2002, filed on August 19, 2002;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed on May 10, 2002; and

Current Reports on Form 8-K dated January 31, 2002, February 6, 2002 (filed on February 7, 2002), February 14, 2002, March 19, 2002, April 1, 2002, April 17, 2002 (filed on April 18, 2002), May 1, 2002, May 3, 2002, May 23, 2002, May 31, 2002, July 17, 2002 (filed on July 18, 2002), August 14, 2002, August 19, 2002, August 23, 2002, September 25, 2002, October 21, 2002 (filed on October 22, 2002), November 15, 2002, November 25, 2002, December 11, 2002 and December 17, 2002.

Any statement contained in a document incorporated or considered to be incorporated by reference in this prospectus supplement shall be considered to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any subsequently filed document that is or is considered to be incorporated by reference modifies or supersedes such statement. Any statement that is modified or superseded shall not, except as so modified or superseded, constitute a part of this prospectus supplement.

You may request a copy of any of the documents which are incorporated by reference in this prospectus supplement, other than exhibits which are not specifically incorporated by reference into such documents and our Certificate and By-laws, at no cost, by writing or telephoning Cendant at the following:

Investor Relations
Cendant Corporation
9 West 57th Street
New York, NY 10019
Telephone: (212) 413-1800

Table of Contents

SUMMARY

This summary may not contain all of the information that may be important to you. You should read this prospectus supplement and the accompanying prospectus in their entirety, including the financial data and related notes included in this prospectus supplement and all of the other documents incorporated by reference herein, before making an investment decision. Unless we have indicated otherwise, references in this prospectus supplement to Cendant, we, us and our or similar terms are to Cendant Corporation and its subsidiaries.

Cendant

We are one of the foremost providers of travel and real estate services in the world. Our businesses provide a wide range of consumer and business services and are intended to complement one another and create cross-marketing opportunities both within and among our following five business segments:

Our Real Estate Services segment franchises the real estate brokerage businesses of the CENTURY 21[®], Coldwell Banker[®], Coldwell Banker Commercial[®] and ERA[®] brands; provides brokerage services under our franchise brands through NRT Incorporated; provides home buyers with mortgages through Cendant Mortgage Corporation and assists in employee relocations through Cendant Mobility Services Corporation.

Our Hospitality segment operates the Days Inn[®], Ramada[®] (in the United States), Super 8 Motel[®], Howard Johnson[®], Wingate Inn[®], Knights Inn[®], Travelodge[®] (in North America), Villager Group and AmeriHost Inn[®] lodging franchise systems, facilitates the sale of vacation ownership intervals through Fairfield Resorts, Inc., Trendwest Resorts, Inc. and Equivest Finance, Inc., facilitates the exchange of vacation ownership intervals through Resort Condominiums International, LLC and markets vacation rental properties in Europe through Holiday Cottages, Cuendet, Welcome Holidays and Novasol.

Our Vehicle Services segment operates and franchises our Avis[®] and Budget[®] car rental businesses; provides fleet management and fuel card services to corporate clients and government agencies through PHH Arval and Wright Express.

Our Travel Distribution segment provides global distribution and computer reservation services to airlines, hotels, car rental companies and other travel suppliers and provides our travel agent customers the ability to electronically access airline schedule and fare information, book reservations, and issue tickets through Galileo International, provides travel services through our Cendant Travel and Cheap Tickets travel agency businesses, and provides reservations processing, connectivity and information management services through WizCom and TRUST International.

Our Financial Services segment provides enhancement packages to financial institutions through Progeny Marketing Innovation LLC (formerly known as FISI*Madison LLC), provides insurance-based products to consumers through Benefit Consultants, Inc. and Long Term Preferred Care, Inc., provides loyalty solutions to businesses through Cims Ltd., operates and franchises tax preparation services through Jackson Hewitt Inc. and provides a variety of membership programs offering discounted products and services to consumers through our relationship with Trilegiant Corporation.

For the year ended December 31, 2001, we had net revenues of \$8.6 billion and income before extraordinary loss and cumulative effect of accounting change of \$423 million. For the nine months ended September 30, 2002, we had net revenue of \$10.2 billion and income before extraordinary losses and cumulative effect of accounting changes of \$629 million, and at September 30, 2002, we had total assets of \$32.1 billion.

Real Estate Services Segment. We are the world's largest real estate brokerage franchisor. We franchise real estate brokerage businesses under the CENTURY 21[®], ERA[®], Coldwell Banker[®] and Coldwell Banker Commercial[®] franchise systems. With our acquisition of NRT Incorporated in 2002, we now also operate the largest real estate brokerage firm in the United States. In our relocation business, Cendant Mobility Services

Table of Contents

Corporation is the leading provider of employee relocation services in the world and assists more than 128,000 affinity customers, transferring employees and global assignees annually, including over 23,000 employees internationally each year in over 125 countries. Through our mortgage business, we originate, sell and service residential first mortgage loans in the United States. For 2001, Cendant Mortgage Corporation was the second largest purchase lender of retail originated residential mortgages, and the sixth largest retail lender of residential mortgages in the United States. Cendant Mortgage is a centralized mortgage lender conducting its business in all 50 states.

Hospitality Segment. Our Hospitality segment contains our lodging franchise, timeshare exchange, timeshare sales and marketing and vacation home rental businesses. We are the world's largest hotel franchisor, operating nine lodging franchise systems. Through our Fairfield, Trendwest and Equivest subsidiaries, we are one of the largest vacation ownership companies in the United States in terms of property owners, vacation units constructed and revenue from sales of vacation ownership interests. Our vacation ownership business includes sales and marketing of vacation ownership interests, providing consumer financing to individuals purchasing vacation ownership interests and providing property management services to property owners' associations at our resorts. We also sell and market vacation ownership intervals in the British Virgin Islands, Mexico, the South Pacific and British Columbia. In our timeshare exchange business, our Resort Condominiums International LLC subsidiary is the world's largest provider of timeshare vacation exchange opportunities and services for approximately 2.9 million timeshare members from more than 3,700 resorts in nearly 100 countries around the world. We market vacation rental properties in Europe through Holiday Cottages Group, Cuendet, Novasol, Welcome Holidays Limited and The International Life Group Limited.

Vehicle Services Segment. Our Vehicle Services segment operates and franchises our Avis® and Budget® car rental businesses. As a result of the acquisition of Budget Group, Inc. on November 22, 2002, we are now the world's largest general use car rental operator with over 6,000 car and truck rental locations worldwide, including dealer locations. PHH Arval, a leader in the fleet management services business, and Wright Express, a leading proprietary fuel card service provider in the United States, comprise our fleet management service business. We provide corporate clients and government agencies the following services and products: fleet leasing and fleet management, fuel and expense management, maintenance services and accident management services.

Travel Distribution Segment. With the acquisitions of Galileo and Cheap Tickets in October 2001, we added a new Travel Distribution segment which is comprised of (i) our global distribution services business through Galileo International, (ii) our travel agency business, including Cheap Tickets and (iii) our reservations processing, connectivity and information management services business through Wizcom. We provide, through Galileo, electronic global distribution and computer reservation services for the travel industry utilizing a computerized reservation system. We provide travel services through our travel agency subsidiaries RCI Travel, LLC, Cendant Travel, Inc. and Cheap Tickets. We are a full service travel agency operation providing airline, car rental, hotel and other travel reservation and fulfillment services. Through our wholly-owned Wizcom and TRUST International subsidiaries, we are a global provider of electronic reservations processing, connectivity and computerized reservation systems services for the travel industry.

Financial Services Segment. Our Financial Services segment consists of our insurance/wholesale business, our loyalty solutions, our tax preparation business and our individual membership business. Our insurance/wholesale business provides (i) enhancement packages for financial institutions through Progeny Marketing Innovation, (ii) marketing for accidental death and dismemberment insurance and certain other insurance products and (iii) marketing for long term care insurance products through our Long Term Preferred Care subsidiary. Our Cims subsidiary operates our loyalty solutions business and develops customer loyalty solutions and insurance products for the benefit of financial institutions and businesses in other industries. The primary customer loyalty solution offered to Cims clients is the loyalty package, which provides targeted consumers of client organizations with a package of benefits and services for the purpose of improving

Table of Contents

customer retention, attracting consumers to become customers of the client organization and encouraging them to buy additional services. Our Jackson Hewitt Inc. subsidiary is the second largest tax preparation service system in the United States. Through the use of proprietary interactive tax preparation software, we are engaged in the preparation and electronic filing of federal and state individual income tax returns. The individual membership business markets various clubs and services to individuals through client proprietary lists (such as banks, financial institutions, retailers, oil companies and internet service providers) for a membership fee. On July 2, 2001, we outsourced the operation of our membership business to Trilegiant Corporation, pursuant to which Trilegiant provides membership fulfillment services to our existing members for a fee, and we receive a royalty fee on any new customers generated by Trilegiant. Trilegiant provides members with access to a variety of discounted products and services in such areas as retail shopping, travel, personal finance and auto and home improvement.

Our principal executive offices are located at 9 West 57th Street, New York, New York 10019. Our telephone number is (212) 413-1800.

Recent Developments

Credit Agreement. On December 11, 2002, we entered into a \$2.9 billion three-year revolving credit facility replacing \$2.4 billion of credit facilities scheduled to expire in August 2003 and February 2004. The new credit facility represents a \$500 million increase in our credit lines. Borrowings under the facility bear interest at LIBOR plus a margin of 107.5 basis points. In addition, we are required to pay a per annum facility fee of 17.5 basis points. In the event that the credit ratings assigned to us by nationally recognized debt rating agencies are downgraded, the interest rate and facility fee are subject to upward adjustments identical to the adjustments contained in our former \$1.75 billion revolving credit facility. For a discussion of those adjustments, see Management's Discussion and Analysis of Financial Condition and Results of Operations for the Year Ended December 31, 2001 Financial Condition, Liquidity and Capital Resources. The facility also contains restrictive covenants, including restrictions on indebtedness of material subsidiaries, mergers, limitations on liens, liquidations and sale and leaseback transactions, and also requires the maintenance of certain financial ratios.

Budget Acquisition. On November 22, 2002, we completed the purchase of substantially all of the assets of Budget Group, Inc. The purchase price was \$110 million in cash plus the payment of certain transaction related expenses and the assumption of certain contracts and trade payables. In connection with the purchase, we assumed approximately \$2.5 billion in non-recourse vehicle debt. Budget is the third largest general use car and truck rental company in the United States. The acquisition includes Budget operations and franchised locations in the Americas, the Caribbean, Australia and New Zealand and rights to franchise and operate in Asia. As a result of the acquisition, we are now the world's largest general use car rental operator.

Debt Repurchases. During the fourth quarter of 2002, we repurchased (i) \$142 million of our zero coupon convertible debentures for \$141 million in cash, (ii) \$76 million of our 7³/₄% notes for \$77 million in cash and (iii) \$18 million of our Avis 11% senior subordinated notes for \$17 million in cash.

* * *

We continually review and evaluate our portfolio of existing businesses to determine if they continue to meet our business objectives. As part of our ongoing evaluation of such businesses, we intend from time to time to explore and conduct discussions with regard to joint ventures, divestitures and related corporate transactions. However, we can give no assurance with respect to the magnitude, timing, likelihood or financial or business effect of any possible transaction. We also cannot predict whether any divestitures or other transactions will be consummated or, if consummated, will result in a financial or other benefit to us. We intend to use a portion of the proceeds from any such dispositions and cash from operations to retire indebtedness, make acquisitions and for other general corporate purposes.

S-6

Table of Contents

The Offering

Issuer	Cendant Corporation						
Notes Offered	\$800,000,000 aggregate principal amount of 6.250% senior notes due 2008 and \$1,200,000,000 aggregate principal amount of 7.375% senior notes due 2013.						
Maturity Dates	6.250% notes: January 15, 2008						
7.375% notes: January 15, 2013							
Issue Prices	99.484% of principal amount per 6.250% note, plus accrued interest, if any, from January 13, 2003 and 99.096% of principal amount per 7.375% note, plus accrued interest, if any, from January 13, 2003.						
Interest Payment Dates	January 15 and July 15 of each year, beginning July 15, 2003.						
Ranking	The notes will be senior unsecured obligations and will rank equally in right of payment with all of our other senior unsecured indebtedness. The notes will be effectively subordinated to all liabilities of our subsidiaries. In addition, our subsidiaries' ability to pay dividends or make loans to us may be prohibited or otherwise restricted by their respective credit arrangements with third parties. See "Description of Notes" Ranking.						
Optional Redemption	We may redeem some or all of the notes, at any time or from time to time, at the redemption prices set forth under "Description of Notes" Make-Whole Redemption. The notes will not be subject to any sinking fund provision.						
Denominations; Form	The notes will be issued only in fully registered form without coupons.						
Use of Proceeds	We estimate that the net proceeds from the offering will be approximately \$1.97 billion. We intend to use the net proceeds to reduce outstanding indebtedness and for general corporate purposes. See "Use of Proceeds."						
Ratings	Our senior unsecured debt ratings are as follows: <table> <tr> <td>Moody's Investor Services</td><td>Baa1</td></tr> <tr> <td>Standard & Poor's</td><td>BBB</td></tr> <tr> <td>Fitch Ratings</td><td>BBB+</td></tr> </table> <p>Moody's, S&P and Fitch currently maintain negative outlooks on our ratings. A security rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal at any time by the rating agency.</p>	Moody's Investor Services	Baa1	Standard & Poor's	BBB	Fitch Ratings	BBB+
Moody's Investor Services	Baa1						
Standard & Poor's	BBB						
Fitch Ratings	BBB+						

Table of Contents

RISK FACTORS

You should carefully consider the following factors and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding to purchase any notes.

Our holding company structure results in structural subordination and may affect our ability to make payments on the notes.

The notes are obligations exclusively of Cendant. We are a holding company and, accordingly, substantially all of our operations are conducted through our subsidiaries. As a result, our cash flow and our ability to service our debt, including the notes, depends upon the earnings of our subsidiaries. In addition, we depend on the distribution of earnings, loans or other payments by our subsidiaries to us.

Our subsidiaries are separate and distinct legal entities. Our subsidiaries have no obligation to pay any amounts due on the notes or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. In addition, any payment of dividends, distributions, loans or advances by our subsidiaries to us could be subject to statutory or contractual restrictions. Certain of our subsidiaries' debt instruments contain such restrictions which could prevent us from receiving dividends and distributions from those subsidiaries. Payments to us by our subsidiaries will also be contingent upon our subsidiaries' earnings and business considerations.

Our right to receive any assets of any of our subsidiaries upon their liquidation or reorganization, and therefore the right of the holders of the notes to participate in those assets, will be effectively subordinated to the claims of that subsidiary's creditors, including trade creditors. In addition, even if we were a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us.

At September 30, 2002, our subsidiaries had \$11.1 billion of indebtedness (consisting of approximately \$10.6 billion of debt related to management and mortgage programs and approximately \$0.5 billion of our Avis 11% senior subordinated notes) and \$375 million of mandatorily redeemable preferred securities outstanding, in addition to other liabilities, to which the notes would have been structurally subordinated.

An active trading market for the notes may not develop.

We cannot assure you that an active trading market for the notes will develop or as to the liquidity or sustainability of any such market, the ability of the holders to sell their notes or the price at which holders of the notes will be able to sell their notes. Future trading prices of the notes will depend on many factors, including, among other things, prevailing interest rates, the market for similar securities, our performance and other factors.

We have had accounting irregularities and related litigation.

Cendant was created in December 1997, through the merger of HFS Incorporated into CUC International, Inc. with CUC surviving and changing its name to Cendant Corporation. On April 15, 1998, Cendant announced that in the course of transferring responsibility for Cendant's accounting functions from Cendant personnel associated with CUC prior to the merger to Cendant personnel associated with HFS before the merger and preparing for the report of first quarter 1998 financial results, Cendant discovered accounting irregularities in some of the CUC business units.

Following the April 15, 1998 announcement of the discovery of accounting irregularities in the former business units of CUC, approximately 70 lawsuits claiming to be class actions and various individual lawsuits

Table of Contents

and arbitration proceedings were commenced in various courts and other forums against Cendant and other defendants by or on behalf of persons claiming to have purchased or otherwise acquired securities or options issued by CUC or Cendant between May 1995 and August 1998.

While we have settled the principal class action against us, the settlement of this class action does not encompass all litigations asserting claims against us associated with the accounting irregularities. We do not believe that it is feasible to predict or determine the final outcome or resolution of these unresolved proceedings. An adverse outcome from such unresolved proceedings could be material with respect to earnings in any given reporting period. However, we do not believe that the impact of such unresolved proceedings should result in a material liability to us in relation to our financial position or liquidity.

S-9

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The table below sets forth the ratio of earnings to fixed charges of Cendant and its consolidated subsidiaries on a historical basis for each of the periods indicated:

Nine Months Ended September 30, 2002	Fiscal Year Ended December 31,				
	2001	2000	1999	1998	1997
3.00x	1.66x	2.55x	*	1.27x	1.50x

* Earnings were inadequate to cover fixed charges for the year ended December 31, 1999 (deficiency of \$688 million) as a result of unusual charges of \$3,032 million, partially offset by \$1,109 million related to net gains on dispositions of businesses. Excluding such charges and net gain, the ratio of earnings to fixed charges was 2.92x.

The ratio of earnings to fixed charges is computed by dividing (i) income (loss) before income taxes, minority interest and, in 2001, equity in Homestore.com, plus fixed charges, less equity income (loss) in unconsolidated affiliates and minority interest by (ii) fixed charges. Fixed charges consist of interest expense on all indebtedness (including amortization of deferred financing costs) and the portion of operating lease rental expense that is representative of the interest factor (deemed to be one-third of operating lease rentals.)

USE OF PROCEEDS

We estimate that the net proceeds from the sale of the 6.250% notes and the 7.375% notes in this offering will be approximately \$1.97 billion, after deducting the underwriters' discount and estimated offering expenses payable by us. We will use \$600 million of the net proceeds from this offering to repay \$600 million of outstanding borrowings under our three-year \$2.9 billion revolving credit facility, which bears interest at LIBOR plus a margin of 107.5 basis points. We used these borrowings during the fourth quarter of 2002 to cover costs related to our acquisition of Budget Group, to repurchase approximately \$236 million of our debt (of which \$158 million was current and \$78 million was long-term) and to repurchase shares of our CD common stock. We will use \$1.37 billion of the net proceeds from this offering (i) to repay any portion of \$860 million principal amount at maturity of our zero coupon convertible debentures, which bear interest at a rate of 3% per annum through May 4, 2003, that are put to us by the holders in May 2003 (the next put date) at a purchase price of par and which do not mature until 2021, (ii) to repay all or a portion of \$970 million of our 7³/₄% notes due December 2003, which bear interest at a rate of 7³/₄% per annum and (iii) for general corporate purposes.

Table of Contents**CAPITALIZATION**

The following table sets forth cash and cash equivalents, current portion of long-term debt and the capitalization of Cendant at September 30, 2002 on a historical basis and pro forma basis giving effect to:

\$600 million of net borrowings drawn under our three-year \$2.9 billion revolving credit facility during the fourth quarter of 2002, which was used to cover costs related to our acquisition of Budget Group, to repurchase approximately \$236 million of our debt (of which \$158 million was current and \$78 million was long-term) and to repurchase shares of our CD common stock; and

\$1.97 million of net proceeds (principal amount of \$2.0 billion) from this offering of notes, of which \$600 million will be used to repay outstanding borrowings under our three-year \$2.9 billion revolving credit facility and the remaining \$1.37 billion will be used (i) to repay any portion of \$860 million of our zero coupon convertible debentures that are put to us by the holders in May 2003 (the next put date) and which do not mature until 2021, (ii) to repay all or a portion of \$970 million of our 7³/₄% notes due December 2003 and (iii) for general corporate purposes.

This table should be read in conjunction with the financial statements and related notes thereto included in our Quarterly Report on Form 10-Q/A for the quarterly period ended September 30, 2002, which is incorporated by reference in this prospectus supplement. All dollar amounts are in millions.

	As of September 30, 2002	
	Historical Cendant	Pro Forma Cendant
Cash and cash equivalents	\$ 205	\$ 205
Current portion of long-term debt	\$ 329	\$
Capitalization		
Long-term debt, excluding Upper DECS ⁽¹⁾	\$ 4,880	\$ 5,603
Upper DECS	863	863
Mandatorily redeemable preferred interest in a subsidiary	375	375
Stockholders' equity:		
Preferred stock, \$.01 par value authorized 10 million shares; none issued and outstanding	\$	\$
CD common stock, \$.01 par value authorized 2 billion shares; issued 1,236,823,901 shares	12	12
Additional paid-in capital	10,068	10,068
Retained earnings	3,011	3,011
Accumulated other comprehensive loss	(3)	(3)
CD treasury stock, at cost, 200,335,156 shares	(3,951)	(4,030)
Total stockholders' equity	\$ 9,137	\$ 9,058
Total capitalization	\$ 15,255	\$ 15,899

- (1) Long-term debt excludes an aggregate of \$10.6 billion of indebtedness of our car rental, vehicle management, relocation, mortgage services and timeshare development businesses, which are self-sufficient in managing their funding sources to ensure adequate liquidity to finance assets under management and mortgage programs. Such assets and related indebtedness are presented separately in our consolidated balance sheet.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The selected historical consolidated financial data as of and for the nine months ended September 30, 2002 are derived from our unaudited consolidated condensed financial statements and accompanying notes filed on Form 10-Q/A with the Commission on December 19, 2002. The pro forma statement of operations data for the year ended December 31, 2001 give effect to our acquisitions of Avis Group Holdings, Inc. on March 1, 2001 and Galileo International, Inc. on October 1, 2001 and are derived from our unaudited pro forma financial information filed as Exhibit 99 to Form 10-K/A with the Commission on December 19, 2002. The selected historical consolidated statement of operations data for the three years ended December 31, 2001 and the balance sheet data as of December 31, 2001 and 2000 are derived from our audited consolidated financial statements and accompanying notes filed on Form 10-K/A with the Commission on December 19, 2002, which were restated to reflect our car parking facility business, the National Car Parks subsidiary (NCP), as a discontinued operation for all periods presented. The selected historical consolidated statement of operations data for the years ended December 31, 1998 and 1997 and the balance sheet data as of December 31, 1999, 1998 and 1997 are derived from our unaudited consolidated financial data included in Form 10-K/A filed with the Commission on December 19, 2002, which was also restated to reflect NCP as a discontinued operation. You should read this table in conjunction with the financial information described above. Other than per share data, all dollar amounts are in millions.

	Nine Months Ended September 30, 2002	Year Ended December 31,					
		Pro Forma 2001	2001	2000	1999	1998	1997
Results of Operations							
Net revenues	\$ 10,238	\$ 10,520	\$ 8,613	\$ 4,320	\$ 5,755	\$ 6,364	\$ 5,429
Income (loss) from continuing operations	\$ 834	\$ 560	\$ 342	\$ 569	\$ (307)	\$ 114	\$ 66
Income (loss) from discontinued operations, net of tax(a)	(205)		81	91	252	426	(26)
Extraordinary gain (loss), net of tax	(30)			(2)			26
Cumulative effect of accounting changes, net of tax			(38)	(56)			(283)
Net income (loss)	\$ 599		\$ 385	\$ 602	\$ (55)	\$ 540	\$ (217)
Per Share Data							
<i>CD Common Stock</i>							
Income (loss) from continuing operations:							
Basic	\$ 0.82	\$ 0.55	\$ 0.37	\$ 0.79	\$ (0.41)	\$ 0.13	\$ 0.08
Diluted	0.80	0.53	0.36	0.77	(0.41)	0.13	0.08
Cumulative effect of accounting changes:							
Basic	\$		\$ (0.05)	\$ (0.08)	\$	\$	\$ (0.35)
Diluted			(0.04)	(0.08)			(0.35)
Net income (loss):							
Basic	\$ 0.59		\$ 0.42	\$ 0.84	\$ (0.07)	\$ 0.64	\$ (0.27)
Diluted	0.58		0.41	0.81	(0.07)	0.61	(0.27)
Financial Position							
Total assets	\$ 32,130		\$ 33,544	\$ 15,153	\$ 15,412	\$ 20,230	\$ 14,073
Total long-term debt, excluding Upper DECS	5,209		6,132	1,948	2,845	3,363	1,246
Upper DECS	863		863				
Assets under management and mortgage programs	12,574		11,868	2,861	2,726	7,512	6,444
Debt under management and mortgage programs	10,557		9,844	2,040	2,314	6,897	5,603
Mandatorily redeemable preferred interest in a subsidiary	375		375	375			
Mandatorily redeemable preferred securities issued by subsidiary holding solely senior debentures issued by Cendant				1,683	1,478	1,472	
Stockholders' equity	9,137		7,068	2,774	2,206	4,836	3,921

(a)

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Income (loss) from discontinued operations, net of tax includes the after tax results of discontinued operations and the gain on disposal of discontinued operations.

S-12

Table of Contents

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS FOR THE THREE MONTHS AND NINE MONTHS ENDED
SEPTEMBER 30, 2002**

The following discussion of our results of operations and financial condition should be read in conjunction with our consolidated condensed financial statements and accompanying notes thereto filed on Form 10-Q/A with the Commission on December 19, 2002, which is incorporated by reference into this prospectus supplement. Unless otherwise noted, all dollar amounts are in millions.

THREE MONTHS ENDED SEPTEMBER 30, 2002 vs. THREE MONTHS ENDED SEPTEMBER 30, 2001**Results of Consolidated Operations**

Our consolidated results from continuing operations comprised the following:

	2002	2001	Change
Net revenues	\$ 3,839	\$ 2,389	\$ 1,450
Expenses, excluding other charges and non-program related interest, net	3,324	1,938	1,386
Other charges	63	86	(23)
Non-program related interest, net	68	58	10
Total expenses	3,455	2,082	1,373
Income before income taxes, minority interest and equity in Homestore.com	384	307	77
Provision for income taxes	123	97	26
Minority interest, net of tax	8	4	4
Losses related to equity in Homestore.com, net of tax		20	(20)
Income from continuing operations	\$ 253	\$ 186	\$ 67

Net revenues increased approximately \$1.5 billion (61%) during third quarter 2002 principally due to the acquisitions of NRT and Trendwest in April 2002, as well as Galileo in October 2001. NRT contributed revenues of approximately \$1.1 billion, while Galileo and Trendwest contributed revenues of \$395 million and \$142 million, respectively. Such contributions were partially offset by a \$275 million (pre-tax) non-cash provision for impairment of our mortgage servicing rights asset (MSRs), which is the capitalized value of expected future servicing earnings (see Results of Reportable Segments Real Estate Services for a detailed discussion of this provision). A detailed discussion of revenue trends is included in Results of Reportable Segments.

Total expenses increased approximately \$1.4 billion (66%), primarily as a result of the aforementioned acquired businesses (NRT contributing \$1.1 billion, Galileo contributing \$285 million and Trendwest contributing \$116 million). Partially offsetting the increase in total expenses was a decrease of \$23 million in other charges. The other charges recorded during third quarter 2002 primarily related to \$45 million of non-cash amortization of the pendings and listings intangible asset substantially resulting from our acquisition of NRT, as well as \$11 million of other acquisition and integration-related costs also substantially resulting from our acquisition of NRT. The charges recorded during third quarter 2001 primarily related to the September 11, 2001 terrorist attacks (\$77 million) and substantially resulted from a rationalization of the Avis fleet in response to anticipated reductions in the volume of business (reflecting charges related to the reduction in the fleet, representing the difference between the carrying amount of the vehicles and the fair value of the vehicles less costs to sell, as well as corresponding personnel reductions).

Our overall effective tax rate was 32% for the third quarter 2002 and 2001. The rate remained constant despite the elimination of goodwill amortization since such benefit was substantially offset by the increase in tax expense associated with the loss of foreign tax credits.

Table of Contents

As a result of the above-mentioned items, income from continuing operations increased \$67 million, or 36%, in the third quarter 2002.

Results of Reportable Segments

The underlying discussions of each segment's operating results focuses on Adjusted EBITDA, which is defined as earnings before non-program related interest, income taxes, non-program related depreciation and amortization, minority interest and, in 2001, equity in Homestore.com. Such measure is then adjusted to exclude items that are of a non-recurring or unusual nature and are also not measured in assessing segment performance. Our management believes such discussions are the most informative representation of how management evaluates performance. However, our presentation of Adjusted EBITDA may not be comparable with similar measures used by other companies.

	Revenues			Adjusted EBITDA		
	2002	2001	% Change	2002	2001(d)	% Change
Real Estate Services	\$ 1,331	\$ 514	*	\$ 69(b)	\$ 287	*
Hospitality	671	465	*	205	152	*
Travel Distribution	432	24	*	129	1	*
Vehicle Services	1,085	1,036	5%	143	95	51%
Financial Services	322	338	(5%)	122	58	110%
Total Reportable Segments	3,841	2,377		668	593	
Corporate & Other(a)	(2)	12	*	(32)(c)	(23)(e)	*
Total Company	\$ 3,839	\$ 2,389	61%	\$ 636	\$ 570	12%

* Not meaningful as the periods are not comparable due to the acquisitions or dispositions of businesses.

(a) Included in Corporate and Other are the results of operations of the Company's non-strategic businesses, unallocated corporate overhead and the elimination of transactions between segments.

(b) Excludes a charge of \$10 million principally related to the acquisition and integration of NRT Incorporated and other real estate brokerage businesses.

(c) Excludes \$7 million of litigation settlement and related costs and \$1 million of acquisition and integration related costs.

(d) Excludes charges of \$77 million related to the September 11, 2001 terrorist attacks, which primarily resulted from the rationalization of the Avis fleet and related car rental operations (\$6 million, \$60 million and \$11 million within Hospitality, Vehicle Services and Corporate and Other, respectively).

(e) Excludes \$9 million of litigation settlement and related costs.

Real Estate Services

Revenue increased \$817 million while Adjusted EBITDA declined \$218 million in third quarter 2002 compared with third quarter 2001.

Principally driving the increase in revenues was the contribution of \$1,070 million in revenues from NRT (the operating results of which have been included in our consolidated results since April 17, 2002). NRT also contributed \$81 million to Adjusted EBITDA during third quarter 2002. Prior to our acquisition of NRT, NRT paid us royalty and marketing fees of \$66 million, real estate referral fees of \$12 million and termination fees of \$15 million during third quarter 2001. We also had a preferred stock investment in NRT prior to our acquisition, which generated dividend income of \$6 million during third quarter 2001.

On a comparable basis, including post-acquisition intercompany royalties paid by NRT, our real estate franchise brands generated incremental royalties of \$19 million in third quarter 2002, an increase of 12% over

Table of Contents

third quarter 2001, due to a 7% increase in home sale transactions and an 8% increase in the average price of homes sold. Royalty increases in the real estate franchise business are recognized with little or no corresponding increase in expenses due to the significant operating leverage within our franchise operations. Industry statistics provided by the National Association of Realtors for the three months ended September 30, 2002 indicate that the number of single-family homes sold has increased 1% versus the prior year, while the average price of those homes sold has grown 8%. Based on such statistics, our transaction volume has significantly outperformed the industry for third quarter 2002. Through our continued franchise sales efforts, we have grown our franchised operations and in conjunction with NRT acquisitions of real estate brokerages, we have increased market share as our transaction volume has significantly outperformed the industry. Franchise fees declined quarter-over-quarter substantially due to a \$15 million franchise termination payment received during the third quarter of 2001 in connection with the conversion of certain Century 21 real estate brokerage offices into Coldwell Banker offices.

Revenues and Adjusted EBITDA in third quarter 2002 were negatively impacted by a \$275 million non-cash provision for impairment of our MSRs. Declines in interest rates on ten-year Treasury notes and 30-year mortgages during third quarter 2002 of 120 basis points and 80 basis points, respectively, caused an increase in mortgage loan prepayments. Accordingly, the rise in mortgage loan prepayments has caused us to reduce the fair market value of our MSR asset. In addition, we updated the third-party model used to estimate prepayment rates to reflect more current borrower prepayment behavior. The combination of these factors resulted in increases to our estimated future loan prepayment rates, which negatively impacted the carrying value of the mortgage servicing rights asset, hence requiring the provision for the impairment of the mortgage servicing rights asset.

Excluding the \$275 million non-cash provision for impairment of our MSR asset, revenues from mortgage-related activities increased \$12 million in third quarter 2002 compared with third quarter 2001 as revenue growth from mortgage production was partially offset by a decline in net revenues from mortgage servicing. Revenues from mortgage loan production increased \$29 million (17%) in third quarter 2002 compared with the prior year quarter as growth in our outsourced mortgage origination and broker business more than offset a reduction in mortgage loans sold in third quarter 2002 (explained below). In third quarter 2002, the growth in our mortgage origination business has shifted more toward fee-based outsourcing and broker business, as opposed to generating revenues from packaging and selling mortgage loans to the secondary market ourselves. Production fee income on outsourced and brokered loans is generated at the time of closing, whereas originated mortgage loans held for sale generate revenues at the time of sale (typically 45-60 days after closing). Accordingly, our production revenue is now driven by more of a mix of mortgage loans closed and mortgage loans sold (as opposed to just loans sold). Therefore, although the volume of mortgage loans sold declined \$913 million (9%), mortgage loans closed increased \$3.8 billion (34%) to \$15.0 billion comprised of a \$546 million (6%) increase in closed loans to be securitized (sold by us) and a \$3.2 billion (170%) increase in closed loans which were outsourced or brokered. Purchase mortgage closings grew 9% to \$8.3 billion, and refinancings increased 83% to \$6.8 billion. Additionally, in connection with our securitized loans we realized an increase in margin, which is consistent with the mortgage industry operating at a higher capacity of loan production.

Net revenues from servicing mortgage loans declined \$18 million (excluding the \$275 million non-cash provision for impairment of MSRs). Recurring servicing fees (fees received for servicing existing loans in the portfolio) increased \$10 million (11%) primarily due to a 19% quarter-over-quarter increase in the average servicing portfolio. However, such recurring activity was more than offset by increased mortgage servicing rights amortization due to the high levels of refinancings and related loan prepayments, resulting from the lower interest rate environment. Partially offsetting the revenue increase and further contributing to the Adjusted EBITDA decrease within this segment was a \$13 million revenue reduction from relocation activities as a result of a decline in relocation-related homesale closings and lower interest rates charged to our clients. In addition, excluding the acquisition of NRT, operating and administrative expenses within this segment increased \$22 million, primarily due to the continued high level of mortgage loan production and related servicing activities.

Table of Contents***Hospitality***

Revenues and Adjusted EBITDA increased \$206 million and \$53 million, respectively, primarily due to the acquisitions of Trendwest and Equivest in 2002. Trendwest (the results of which have been included since April 30, 2002) and Equivest (the results of which have been included since February 11, 2002) contributed revenues of \$142 million and \$32 million, respectively, and Adjusted EBITDA of \$35 million and \$8 million, respectively, in third quarter 2002. Excluding the acquisitions of Trendwest and Equivest, revenue and Adjusted EBITDA increased \$32 million and \$10 million, respectively, quarter-over-quarter. Timeshare subscription and transaction revenues within our RCI subsidiary increased \$9 million (9%) primarily due to a 7% increase in exchanges, as well as a 5% increase in the average exchange fee. Sales of timeshare units at our Fairfield subsidiary generated incremental revenues of \$6 million in third quarter 2002 primarily as a result of increased tour flow at resort sites and a higher average price per transaction. In addition, we recognized an incremental \$14 million of income from providing the financing on the related timeshare unit sales. The additional financing income was generated as a result of a greater margin realized on contract sales as we benefited from a lower interest rate environment in third quarter 2002 compared with third quarter 2001. Royalties and marketing fund revenues within our lodging franchise operations declined \$6 million (5%) in third quarter 2002 compared with third quarter 2001 due to a 4% reduction in the occupancy levels at our hotel brands.

Travel Distribution

Revenues and Adjusted EBITDA increased \$408 million and \$128 million, respectively, in third quarter 2002 substantially due to the October 2001 acquisitions of Galileo and Cheap Tickets, Inc. Prior to our acquisitions of Galileo and Cheap Tickets, the results of this segment only reflected the operations of Cendant Travel, our travel agent subsidiary. Galileo (the operating results of which have been included in our consolidated results since October 1, 2001) contributed revenues and Adjusted EBITDA of \$395 million and \$134 million, respectively, in third quarter 2002 while Cheap Tickets (the operating results of which have been included in our consolidated results since October 1, 2001) contributed incremental revenues of \$10 million with an Adjusted EBITDA decline of \$1 million. During third quarter 2002, Galileo air travel booking volumes were down 3% compared with third quarter 2001, and the effective yield per booking held relatively constant for the same periods. Despite a progressive rebound in travel post the September 11, 2001 terrorist attacks, our travel related bookings have not yet reached pre-September 11, 2001 levels. Revenues from our travel agency business declined \$5 million, principally due to a reduction in the members of travel clubs to which we provide travel agency services.

Vehicle Services

Revenues and Adjusted EBITDA increased \$49 million (5%) and \$48 million (51%), respectively, in third quarter 2002 primarily due to increased revenues in our Avis car rental business, which were partially offset by lower revenues from vehicle leasing activities. Avis car rental revenues increased \$57 million (9%) primarily due to an 8% increase in time and mileage revenue per rental day, which was principally supported by an increase in pricing and market share. In our vehicle leasing business, revenues declined \$10 million principally due to lower interest expense on vehicle funding, which is substantially passed through to clients and, therefore, results in lower revenues but has minimal Adjusted EBITDA impact. Such decrease was partially mitigated by an increase in depreciation on leased vehicles, which is also passed through to clients.

Avis revenues are substantially derived from car rental agencies at airport locations. Through July 2002 (the last period for which information is available), approximately 84% of Avis revenues were generated from car rental agencies at airports. Avis increased its airport market share during 2002 posting a 23.4% market share at domestic airports through July 2002 compared to 22.6% over the same period last year and has recognized its largest market share gains over the last three months of 2002 (ending July 2002). Based on our accumulation of data thus far, pertaining to periods subsequent to July 2002, we expect this favorable trend of increased market share to continue through third quarter 2002, once industry data for third quarter 2002 are complete.

Table of Contents

Additionally, through July 2002, Avis domestic airport revenue only declined less than 1% compared to a total market decline of 4.4% over the same periods.

Financial Services

Adjusted EBITDA increased \$64 million (110%), in third quarter 2002 compared with third quarter 2001, despite a \$16 million (5%) decline in revenues.

Adjusted EBITDA was favorably impacted by the outsourcing of our individual membership business in which a net decline of \$34 million in membership-related revenues due to a lower membership base was more than offset by a net reduction in expenses. Marketing expenses were \$11 million favorable in third quarter 2002 compared with third quarter 2001. In addition, membership operating expenses were approximately \$38 million favorable due to cost savings from servicing fewer members. Also, in connection with the outsourcing of our individual membership business to Trilegiant, during the third quarter of last year we incurred \$41 million of transaction-related expenses, the absence of which in the current quarter largely contributed to the Adjusted EBITDA increase quarter-over-quarter.

Jackson Hewitt, the franchiser and operator of tax preparation offices, generated incremental revenues of \$23 million in third quarter 2002 over third quarter 2001 principally as a result of a financial product. The Jackson Hewitt franchise and tax preparation business is seasonal, whereby generally most of the annual revenues and Adjusted EBITDA is generated during the first quarter of the year.

Our domestic insurance wholesale businesses generated \$14 million less revenue in third quarter 2002 compared with the prior year quarter, principally due to a lower profit share from insurance companies as a result of higher than expected claims. This was substantially offset by organic growth within our international insurance wholesale operations.

Corporate and Other

Revenues and Adjusted EBITDA declined \$14 million and \$9 million, respectively, in third quarter 2002 compared with third quarter 2001. The revenue decline principally reflects incremental intercompany revenue eliminations due to increased intercompany business activities, principally resulting from acquisitions. Adjusted EBITDA reflects higher unallocated corporate overhead costs due to increased administrative expenses.

Table of Contents**NINE MONTHS ENDED SEPTEMBER 30, 2002 vs. NINE MONTHS ENDED SEPTEMBER 30, 2001****Results of Consolidated Operations**

Our consolidated results from continuing operations comprised the following:

	2002	2001	Change
Net revenues	\$ 10,238	\$ 6,119	\$ 4,119
Expenses, excluding other charges and non-program related interest, net	8,478	4,903	3,575
Other charges	289	299	(10)
Non-program related interest, net	194	180	14
Total expenses	8,961	5,382	3,579
Gains on dispositions of businesses		436	(436)
Losses on dispositions of businesses		(1)	1
Income before income taxes, minority interest and equity in Homestore.com	1,277	1,172	105
Provision for income taxes	427	427	
Minority interest, net of tax	16	22	(6)
Losses related to equity in Homestore.com, net of tax		56	(56)
Income from continuing operations	\$ 834	\$ 667	\$ 167

Net revenues increased approximately \$4.1 billion (67%) during the nine months ended September 30, 2002 principally due to the acquisitions of NRT in April 2002, Galileo in October 2001 and Avis Group Holdings in March 2001, as well as Trendwest in April 2002 and Fairfield Resorts, Inc. in April 2001. NRT, Galileo and Avis contributed revenue growth of \$2.0 billion, \$1.2 billion and \$605 million, respectively, while Trendwest and Fairfield contributed revenue growth of \$235 million and \$138 million, respectively. Such growth was partially offset by a \$275 million (pre-tax) non-cash provision for impairment of the carrying value of our mortgage servicing rights, which is the capitalized value of expected future servicing earnings (see Results of Reportable Segments Real Estate Services for a detailed discussion of this provision). A detailed discussion of revenue trends is included in Results of Reportable Segments.

Total expenses increased approximately \$3.6 billion (66%), primarily as a result of the acquired businesses (NRT contributing \$2.1 billion, Galileo contributing \$858 million, Avis contributing \$446 million, Trendwest contributing \$201 million and Fairfield contributing \$123 million).

The other charges recorded during the nine months ended September 30, 2002 primarily related to \$239 million of non-cash amortization of the pendings and listings intangible asset substantially resulting from our acquisition of NRT, as well as \$24 million of other acquisition and integration-related costs also substantially resulting from our acquisition of NRT. The charges recorded during the nine months ended September 30, 2001 primarily related to (i) the funding of an irrevocable contribution to the Real Estate Technology Trust (\$95 million), (ii) the creation of Trip Network, Inc. (\$85 million) and (iii) the September 11, 2001 terrorist attacks (\$77 million), which substantially resulted from a rationalization of the Avis fleet in response to anticipated reductions in the volume of business (reflecting charges related to the reduction in the fleet, representing the difference between the carrying amount of the vehicles and the fair value of the vehicles less costs to sell, as well as corresponding personnel reductions). Also during the nine months ended September 30, 2001, we sold our real estate Internet portal, move.com, along with certain ancillary businesses, to Homestore.com in exchange for approximately 21 million shares of Homestore.com common stock then valued at \$718 million. We recognized a gain of \$436 million (\$262 million, after tax) on the sale of these businesses at the time of closing. Such gain was substantially offset during fourth quarter 2001 by a loss of \$407 million resulting from an other-than-temporary decline in the value of our investment in Homestore.

Table of Contents

Our overall effective tax rate was 33% and 36% for the nine months ended September 30, 2002 and 2001, respectively. The effective tax rate for the nine months ended September 30, 2002 was lower primarily due to the elimination of goodwill amortization and the absence of higher state taxes on the gain on the disposition of our Internet real estate portal.

As a result of the above-mentioned items, income from continuing operations increased \$167 million, or 25%, in the nine months ended September 30, 2002.

Results of Reportable Segments

	Revenues			Adjusted EBITDA		
	2002	2001	% Change	2002	2001(d)	% Change
Real Estate Services	\$ 3,181	\$ 1,328	*	\$ 574(b)	\$ 650(e)	*
Hospitality	1,640	1,152	*	490	409	*
Travel Distribution	1,314	74	*	405	6	*
Vehicle Services	3,048	2,443	25%	336	276(f)	22%
Financial Services	1,052	1,060	(1%)	374	259	44%
Total Reportable Segments	10,235	6,057		2,179	1,600	
Corporate & Other(a)	3	62	*	(82)(c)	(56)(g)	*
Total Company	\$ 10,238	\$ 6,119	67%	\$ 2,097	\$ 1,544	36%

* Not meaningful as the periods are not comparable due to the acquisitions or dispositions of businesses.

(a) Included in Corporate and Other are the results of operations of the Company's non-strategic businesses, unallocated corporate overhead and the elimination of transactions between segments.

(b) Excludes a charge of \$18 million principally related to the acquisition and integration NRT Incorporated and other real estate brokerage businesses.

(c) Excludes \$26 million of litigation settlement and related costs and \$6 million of acquisition and integration related costs.

(d) Excludes charges of \$77 million related to the September 11, 2001 terrorist attacks, which primarily resulted from the rationalization of the Avis fleet and related car rental operations (\$6 million, \$60 million and \$11 million within Hospitality, Vehicle Services and Corporate and Other, respectively).

(e) Excludes a charge of \$95 million related to the funding of an irrevocable contribution to the Real Estate Technology Trust.

(f) Excludes a charge of \$4 million related to the acquisition and integration of Avis.

(g) Excludes (i) a net gain of \$435 million primarily related to the sale of our real estate Internet Portal, move.com, and (ii) 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. Such amounts were partially offset by charges of (i) \$85 million incurred in connection with the creation of Trip Network, Inc., (ii) \$42 million for litigation settlement and related charges, (iii) \$7 million related to a contribution to the Cendant Charitable Foundation and (iv) \$4 million related to the acquisition and integration of Avis.

Real Estate Services

Revenues increased \$1.85 billion while Adjusted EBITDA declined \$76 million in nine months 2002 compared with nine months 2001.

Principally driving the increase in revenues was the contribution of \$2,030 million in revenues from NRT (the operating results of which have been included in our consolidated results since April 17, 2002). NRT also contributed \$170 million to Adjusted EBITDA during 2002. Prior to our acquisition of NRT, NRT paid us royalty and marketing fees of \$168 million, real estate referral fees of \$28 million and termination fees of \$16

Table of Contents

million during the nine months ended September 30, 2001. For the period January 1, 2002 through April 17, 2002, NRT paid us royalty and marketing fees of \$66 million, real estate referral fees of \$9 million and a termination fee of \$16 million. We also had a preferred stock investment in NRT prior to our acquisition, which generated dividend income of \$10 million and \$18 million during the nine months ended September 30, 2002 and 2001, respectively.

On a comparable basis, including post-acquisition intercompany royalties paid by NRT, our real estate franchise brands generated incremental royalties of \$69 million in nine months 2002, an increase of 18% over nine months 2001. The increase in royalties from our real estate franchise brands primarily resulted from a 9% increase in home sale transactions by franchisees and NRT, and a 9% increase in the average price of homes sold. Royalty increases in the real estate franchise business are recognized with little or no corresponding increase in expenses due to the significant operating leverage within our franchise operations. Industry statistics provided by the National Association of Realtors for the nine months ended September 30, 2002 indicate that the number of single-family homes sold has increased 4% versus the prior year, while the average price of those homes sold has increased approximately 9%. Through our continued franchise sales efforts, we have grown our franchised operations and in conjunction with NRT acquisitions of real estate brokerages, we have increased market share as our transaction volume has significantly outperformed the industry. Real estate franchise fee termination payments of \$16 million and \$16 million were received from NRT (prior to our acquisition of NRT) in nine months 2002 and nine months 2001, respectively, primarily in connection with the conversion of certain ERA and Century 21 real estate brokerage offices into Coldwell Banker offices.

Revenues and Adjusted EBITDA in nine months 2002 were negatively impacted by a \$275 million non-cash provision for impairment of the carrying value of our mortgage servicing rights asset, which is the capitalized value of expected future servicing fees (see Three Months Ended September 30, 2002 vs. Three Months Ended September 30, 2001 Real Estate Services discussion above).

Excluding the \$275 million non-cash provision for impairment of MSRs, revenues from mortgage-related activities increased \$46 million in nine months 2002 compared with nine months 2001 as revenue growth from mortgage production was partially offset by a decline in net revenues from mortgage servicing. Revenues from mortgage loan production increased \$147 million (34%) in nine months 2002 compared with the prior year period due to substantial growth in our outsourced mortgage origination and broker business (explained below). Loans sold volume in nine months 2002 remained relatively constant compared with nine months 2001. In nine months 2002, the growth in our mortgage origination business has shifted more toward fee-based outsourcing and broker business, as opposed to generating revenues from packaging and selling mortgage loans to the secondary market ourselves. Production fee income on outsourced and brokered loans is generated at the time of closing, whereas originated mortgage loans held for sale generate revenues at the time of sale (typically 45-60 days after closing). Accordingly, our production revenue is now driven by more of a mix of mortgage loans closed and mortgage loans sold (as opposed to just loans sold). Therefore, although the volume of mortgage loans sold was constant year-over-year, mortgage loans closed increased \$9.4 billion (31%) to \$40.1 billion comprised of a \$11.1 billion (three fold) increase in closed loans which were outsourced or brokered, partially offset by a \$1.7 billion (6%) reduction in closed loans to be securitized (sold by us). Purchase mortgage closings grew 12% to \$21.8 billion, and refinancings increased 63% to \$18.3 billion. Additionally, in connection with our securitized loans we realized an increase in margin which is consistent with the mortgage industry operating at a higher capacity of loan production.

Net revenues from servicing mortgage loans declined \$101 million, excluding the \$275 million non-cash writedown of MSRs. However, recurring servicing fees (fees received for servicing existing loans in the portfolio) increased \$45 million (18%) primarily due to a 20% year-over-year increase in the average servicing portfolio. Such recurring activity was more than offset by increased mortgage servicing rights amortization due to the high levels of refinancings and related loan prepayments, resulting from the lower interest rate environment. In addition, segment results were negatively impacted by a \$38 million revenue reduction from relocation activities as a result of a decline in relocation-related homesale closings and lower interest rates

Table of Contents

charged to our clients. Excluding the acquisition of NRT, operating and administrative expenses within this segment increased \$45 million, primarily due to the continued high levels of mortgage loan production and related servicing activities.

Hospitality

Revenues and Adjusted EBITDA increased \$488 million and \$81 million, respectively, primarily due to the acquisitions of Fairfield Resorts in April 2001, Trendwest in April 2002 and Equivest in February 2002 and certain other vacation rental companies abroad in 2002 and 2001. Fairfield (for the first quarter of 2002 the period in which no comparable results were included in 2001), Trendwest, Equivest and the acquired vacation rental companies, contributed incremental revenues of \$138 million, \$235 million, \$83 million, and \$24 million, respectively and Adjusted EBITDA of \$18 million, \$54 million, \$21 million and \$2 million, respectively, in nine months 2002 compared with the prior year period. Excluding the impact from these acquisitions, revenues increased \$8 million while Adjusted EBITDA declined \$14 million year-over-year. Organic growth within our Vacation Rental Group contributed incremental revenues of \$14 million in nine months 2002, due to an increase in vacation weeks sold, primarily attributable to improved direct marketing efforts. Timeshare subscription and transaction revenues increased \$27 million (9%), primarily due to increases in exchange transactions and the average exchange fee. During nine months 2002, we recognized an incremental \$20 million of income from providing the financing on timeshare unit sales at our Fairfield subsidiary. The additional financing income was generated as a result of a greater margin realized on contract sales as we benefited from a lower interest rate environment in nine months 2002 compared with the prior year period. Results within our lodging franchise operation continued to be suppressed subsequent to the September 11, 2001 terrorist attacks and their impact on the travel industry. Accordingly, royalties and marketing fund revenues within our lodging franchise operations were down \$20 million (6%) in nine months 2002 compared with nine months 2001. However, comparable year-over-year occupancy levels in our franchised lodging brands have shown improvement during the nine months ended September 30, 2002. In addition, Preferred Alliance revenues and Adjusted EBITDA declined \$13 million in nine months 2002 compared with nine months 2001, primarily from contract expirations and a contract termination payment received in the prior year. Excluding acquisitions, operating and administrative expenses within this segment increased approximately \$23 million in nine months 2002, principally to support continued volume-related growth in our timeshare exchange business.

Travel Distribution

Revenues and Adjusted EBITDA increased \$1.24 billion and \$399 million, respectively, in nine months 2002 compared with nine months 2001, due to the October 2001 acquisitions of Galileo and Cheap Tickets. Galileo contributed revenues and Adjusted EBITDA of \$1.21 billion and \$414 million, respectively, in nine months 2002 while Cheap Tickets contributed incremental revenues of \$36 million with an Adjusted EBITDA decline of \$7 million. During nine months 2002, air travel booking volumes were down 10% compared with nine months 2001, as the September 11, 2001 terrorist attacks caused a significant reduction in the demand for travel-related services. Accordingly, despite a progressive rebound in travel post September 11, our travel-related booking volumes have not yet reached pre-September 11 levels. Partially offsetting the impact of lower booking volumes was a higher effective yield per booking, resulting in an 8% reduction in air booking fee revenues versus the comparable nine month period. Beginning in fourth quarter 2002, all quarterly periods will be comparable in terms of being subsequent to the September 2001 terrorist attacks. Revenues from our travel agency business declined \$13 million principally due to a reduction in the members of travel-related clubs which are serviced by us.

Vehicle Services

Revenues and Adjusted EBITDA increased \$605 million (25%) and \$60 million (22%), respectively, in nine months 2002 versus the comparable prior year period. We acquired Avis Group Holdings (comprised of the Avis rental car business and fleet management operations) on March 1, 2001. Prior to the acquisition of Avis, revenues and Adjusted EBITDA of this segment consisted of franchise royalties received from Avis and earnings (losses)

Table of Contents

from our equity investment in Avis. Avis' operating results were included from the acquisition date forward and therefore included only seven months of results in 2001 (March through September). Accordingly, the Avis acquisition for January and February of 2002 (the period for which no comparable results were included in 2001) contributed incremental revenues and Adjusted EBITDA of \$562 million and \$5 million, respectively. On a comparable basis, post acquisition (seven months ended September 30, 2002 versus the comparable prior year period), revenues and Adjusted EBITDA increased \$43 million and \$55 million, respectively. Increased revenues in our Avis car rental business were offset by lower revenues from vehicle leasing activities. For the seven months ended September 30, 2002, Avis car rental revenues increased \$82 million (5%), primarily due to a 6% increase in time and mileage revenue per rental day. This was principally supported by an increase in pricing, the impact of which substantially flows directly to Adjusted EBITDA, and increased market share. In our vehicle leasing business, over the same periods, revenues declined \$33 million principally due to lower interest expense on vehicle funding, which is substantially passed through to clients and therefore results in lower revenues but has minimal Adjusted EBITDA impact. This was partially offset by an increase in depreciation on leased vehicles which is also passed through to clients. Avis has increased its airport market share during 2002 (See Three Months Ended June 30, 2002 vs. Three Months Ended June 30, 2001 Vehicle Services for market share statistics through July 2002, the last period for which information is available).

Financial Services

Adjusted EBITDA increased \$115 million (44%) in nine months 2002 compared with nine months 2001, despite a \$8 million (1%) decline in revenue. Adjusted EBITDA was favorably impacted by the outsourcing of our individual membership business (see Trilegiant Transaction, below), in which a net decline of \$72 million in membership-related revenues due to a lower membership base was more than offset by a net reduction in expenses. Marketing expenses were \$70 million favorable in third quarter 2002 compared with third quarter 2001 substantially due to the absence of new member marketing costs in nine months 2002. In addition, membership operating expenses were approximately \$58 million favorable due to cost savings from servicing fewer members. In connection with the Trilegiant Transaction, during the third quarter of last year, we incurred \$41 million of transaction-related expenses, the absence of which in the current quarter contributed to the increase in Adjusted EBITDA.

Jackson Hewitt generated incremental revenues of \$78 million in nine months 2002. In January 2002, we acquired our largest tax preparation franchisee, Tax Services of America. TSA contributed incremental revenues of \$42 million and Adjusted EBITDA of approximately \$9 million to Jackson Hewitt's nine month results. Jackson Hewitt also generated incremental revenues of \$31 million in nine months 2002 from various financial products. Additionally, on a comparable basis, including post acquisition intercompany royalties paid by TSA, Jackson Hewitt franchise royalties increased \$13 million (29%). The increase in Jackson Hewitt royalties was driven by a 14% increase in tax return volume, and a 14% increase in the average price per return. Additional operating and overhead costs were incurred in nine months 2002 due to an expansion of Jackson Hewitt's infrastructure to support increased business activity and a reorganization and relocation of the Jackson Hewitt technology group.

Our domestic insurance wholesale businesses generated \$14 million less revenue in nine months 2002 compared with nine months 2001 from a lower profit share from insurance companies as a result of higher than expected claims. This was substantially offset by organic growth within our international insurance wholesale operations.

Corporate and Other

Revenue and Adjusted EBITDA decreased \$59 million and \$26 million, respectively, in nine months 2002 compared with nine months 2001. In February 2001, we sold our real estate Internet portal and certain ancillary businesses, which collectively accounted for a quarter-over-quarter decline in revenues of \$14 million and an improvement in Adjusted EBITDA of \$8 million. In addition, revenues recognized from providing electronic

Table of Contents

reservation processing services to Avis prior to the acquisition of Avis resulted in a \$14 million revenue decrease with no Adjusted EBITDA impact as Avis paid royalties but was billed for reservation services at cost. Revenues also included incremental inter-segment revenue eliminations in nine months 2002 due to increased intercompany business activities, principally resulting from acquisitions. Adjusted EBITDA also includes higher unallocated corporate overhead costs due to increased administrative expenses and infrastructure expansion to support company growth.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As we provide a wide range of consumer and business services, we are active in many types of industries. The majority of our businesses operate in environments where we are paid a fee for services provided. Within our car rental, vehicle management, relocation, mortgage services and timeshare development businesses, we purchase assets, or finance the purchase of assets, on behalf of our clients. We seek to manage the interest rate exposures inherent in these assets by matching them with financial liabilities that have similar terms and interest rate characteristics. We classify these activities as assets under management and mortgage programs and liabilities under management and mortgage programs.

Such activities are conducted and managed by legally separate finance and/or mortgage companies. Accordingly, the financial results of our finance activities vary from the rest of our businesses based upon the impact of the relative business and financial risks and asset attributes, as well as the nature and timing associated with the respective cash flows. We believe that it is appropriate to segregate our assets under management and mortgage programs and our liabilities under management and mortgage programs separately from the assets and liabilities of the rest of our businesses because, ultimately, the source of repayment of such liabilities is the realization of such assets.

Financial Condition

	September 30, 2002	December 31, 2001	Change
Total assets exclusive of assets under management and mortgage programs	\$ 19,556	\$ 21,676	\$ (2,120)
Assets under management and mortgage programs	12,574	11,868	706
Total liabilities exclusive of liabilities under management and mortgage programs	\$ 11,047	\$ 15,207	\$ (4,160)
Liabilities under management and mortgage programs	11,571	10,894	677
Mandatorily redeemable preferred interest	375	375	
Stockholders' equity	9,137	7,068	2,069

Total assets exclusive of assets under management and mortgage programs decreased primarily due to (i) the application of \$1.66 billion of prior payments made to the stockholder litigation settlement trust to extinguish a portion of our stockholder litigation settlement liability, (ii) the sale of \$1.3 billion of NCP assets and (iii) a \$1.7 billion reduction in cash (see **Liquidity and Capital Resources** below for a detailed discussion of such reduction). Such decreases were partially offset by (i) a \$2.1 billion net increase in goodwill and franchise agreements resulting primarily from the acquisitions of NRT and Trendwest and (ii) the acquisition of a trademark valued at approximately \$200 million related to our venture with Marriott.

Assets under management and mortgage programs increased primarily due to (i) an increase of \$520 million in vehicles used in our Avis business in order to meet seasonal demand, (ii) an increase of \$471 million in timeshare receivables primarily resulting from the acquisitions of Trendwest and Equivest and (iii) an increase of \$115 million in mortgage loans held for sale primarily due to timing differences arising between the origination and sales of such loans. Such increases were partially offset by the reduction of \$219 million to our mortgage servicing rights asset (including the related hedge) due to valuation adjustments and related amortization, net of additions.

Table of Contents

Total liabilities exclusive of liabilities under management and mortgage programs decreased primarily due to (i) the \$2.85 billion payment of our stockholder litigation settlement liability as described below, (ii) the repurchase of \$517 million of our zero coupon senior convertible contingent notes, (iii) the \$390 million repayment of our 3% convertible notes and (iv) the repurchase of \$108 million of our 7¾% notes. On March 18, 2002, the Supreme Court denied all final petitions relating to our principal securities class action lawsuit. As of December 31, 2001, we had deposited cash totaling \$1.41 billion to a trust established for the benefit of the plaintiffs in this lawsuit. In March 2002, we made an additional payment of \$250 million to the trust. We completely funded all remaining obligations arising out of the principal securities class action lawsuit on May 24, 2002 with a final payment of approximately \$1.2 billion to the trust. As of September 30, 2002, we had no remaining obligations relating to the principal securities class action lawsuit.

Liabilities under management and mortgage programs increased primarily due to (i) the issuance during 2002 of \$732 million of unsecured term notes and \$211 million of commercial paper, (ii) a net issuance of \$134 million in secured term notes and Preferred Membership Interests under the Chesapeake Funding program during 2002, (iii) a net increase of \$465 million in secured term notes under the AESOP Funding program, (iv) an increase of \$91 million in secured short-term borrowings to fund timeshare receivables related to our acquisition of Equivest Finance, Inc. in February 2002 and (v) \$68 million of borrowings during 2002 to fund relocation receivables. Such increases were partially offset by (i) the repayment of \$750 million of outstanding borrowings under revolving credit facilities and (ii) a decrease of \$270 million in secured short-term mortgage borrowings primarily due to lower mortgage warehousing needs.

Stockholders' equity increased primarily due to (i) \$834 million of income from continuing operations generated during the nine months ended September 30, 2002, (ii) the issuance of \$916 million (47.4 million shares) in CD common stock in connection with the Trendwest acquisition, (iii) the issuance of \$216 million (11.5 million shares) in CD common stock in connection with the acquisition of NRT, (iv) \$99 million relating to the Company's venture with Marriott International, Inc. and (v) \$95 million related to the exercise of employee stock options. Such increases were partially offset by our repurchase of \$207 million (12.8 million shares) in CD common stock.

Liquidity and Capital Resources

Our principal sources of liquidity are cash on hand, our ability to generate cash through operations and financing activities, as well as available credit and securitization facilities.

Cash Flows

At September 30, 2002, we had \$205 million of cash on hand, a decrease of approximately \$1.7 billion from approximately \$1.9 billion at December 31, 2001 reflecting management's efforts to apply our cash balances to reduce outstanding indebtedness and liabilities.

The following table summarizes such decrease:

	Nine Months Ended September 30,		
	2002	2001	Change
Cash provided by (used in):			
Operating activities	\$ 431(a)	\$ 2,152	\$ (1,721)
Investing activities	(1,059)(b)	(4,826)	3,767
Financing activities	(1,195)	4,870	(6,065)
Effects of exchange rate changes on cash and cash equivalents	12	4	8
Cash provided by discontinued operations	74	80	(6)
Net change in cash and cash equivalents	\$ (1,737)	\$ 2,280	\$ (4,017)

Table of Contents

- (a) Includes the application of prior payments made to the stockholder litigation settlement trust of \$1.41 billion, the March 2002 payment of \$250 million to the trust and the May 2002 payment of \$1.2 billion to the trust to fund the remaining balance of the settlement liability.
- (b) Includes \$1.41 billion of proceeds from the stockholder litigation settlement trust, which were used to extinguish a portion of the stockholder litigation settlement liability.

During the nine months ended September 30, 2002, we generated approximately \$1.7 billion less cash from operating activities primarily due to (i) \$1.41 billion of cash payments made in prior periods to the stockholder litigation settlement trust that were used during first quarter 2002 to extinguish a portion of the stockholder litigation settlement liability and (ii) \$1.44 billion of payments made in first and second quarters 2002 to pay off the remaining balance of the stockholder litigation settlement liability. Partially offsetting these uses were greater operating cash flows generated by our Avis car rental and mortgage businesses.

Also, during the nine months ended September 30, 2002, we made cash payments of \$29 million and \$7 million for personnel related and facility related costs, respectively, resulting from the restructuring charge we recorded in fourth quarter 2001 as a result of changes in business and consumer behavior following the September 11, 2001 terrorist attacks. Such liability approximated \$42 million as of September 30, 2002. As of September 30, 2002, the initiatives committed to by management in this restructuring plan were substantially completed.

During the nine months ended September 30, 2002, we used approximately \$3.8 billion less cash in investing activities primarily due to (i) the proceeds of \$1.41 billion of prior payments made to the stockholder litigation settlement trust that were used to extinguish a portion of our stockholder litigation settlement liability, (ii) the proceeds of \$1.2 billion from the sale of NCP and (iii) a reduction of \$902 million in cash used for acquisitions. Partially offsetting the cash used in investing activities was additional cash used to acquire vehicles for our car rental and fleet management operations.

Capital expenditures during the nine months ended September 30, 2002 amounted to \$235 million and were utilized to support operational growth, enhance marketing opportunities and develop operating efficiencies through technological improvements. We continue to anticipate aggregate capital expenditure investments during 2002 of approximately \$360 million.

During the nine months ended September 30, 2002, we used approximately \$1.2 billion of cash in financing activities as compared to generating approximately \$4.9 billion of cash during the nine months ended September 30, 2001. Reflected in the cash we used during the nine months ended September 30, 2002 are (i) repayments of outstanding borrowings of \$750 million under revolving credit facilities, (ii) debt redemptions of \$670 million and (iii) stock repurchases of \$207 million. We anticipate using cash on hand and operating cash flow generated during the year to continue to reduce our outstanding indebtedness and also to continue to repurchase CD common stock. As of September 30, 2002, we had approximately \$255 million of remaining availability under our board-authorized CD common stock repurchase programs (including the additional \$200 million approved by our Board of Directors on October 16, 2002).

Available Credit and Securitization Facilities

At September 30, 2002, we had approximately \$5.0 billion of available funding arrangements and credit facilities (including availability of approximately \$2.0 billion at the corporate level and approximately \$3.0 billion available for use in our management and mortgage programs).

As of September 30, 2002, the credit facilities at the corporate level consisted of:

	Total Capacity	Letters of Credit Issued	Available Capacity	
Maturing in August 2003	\$ 1,250	\$ 229	\$ 1,021	
Quoted Prices	Other			
	in	Observable	Unobservable	Total
	Active	Inputs	Inputs	Fair
	Markets	(Level 2)	(Level 3)	Value
(In Thousands)	(Level 1)			
Recurring fair value measurements				
AVAILABLE-FOR-SALE SECURITIES:				
Obligations of U.S. Government agencies	\$ 0	\$ 10,483	\$ 0	\$ 10,483
Obligations of states and political subdivisions:				
Tax-exempt	0	107,757	0	107,757

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Taxable	0	34,597	0	34,597
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies:				
Residential pass-through securities	0	73,343	0	73,343
Residential collateralized mortgage obligations	0	191,715	0	191,715
Collateralized debt obligations	0	9	0	9
Total debt securities	0	417,904	0	417,904
Marketable equity securities	2,386	0	0	2,386
Total available-for-sale securities	2,386	417,904	0	420,290
Servicing rights	0	0	1,296	1,296
Total recurring fair value measurements	\$ 2,386	\$ 417,904	\$ 1,296	\$421,586
Nonrecurring fair value measurements				
Impaired loans with a valuation allowance	\$ 0	\$ 0	\$ 1,933	\$1,933
Valuation allowance	0	0	(820)	(820)
Impaired loans, net	0	0	1,113	1,113
Foreclosed assets held for sale	0	0	1,260	1,260
Total nonrecurring fair value measurements	\$ 0	\$ 0	\$ 2,373	\$2,373

Management's evaluation and selection of valuation techniques and the unobservable inputs used in determining the fair values of assets valued using Level 3 methodologies include sensitive assumptions. Other market participants might use substantially different assumptions, which could result in calculations of fair values that would be substantially different than the amount calculated by management.

At September 30, 2016 and December 31, 2015, quantitative information regarding significant techniques and inputs used for assets measured on a recurring basis using unobservable inputs (Level 3 methodologies) are as follows:

Asset	Fair Value at 9/30/16 (In Thousands)	Valuation Technique	Unobservable Input(s)	Method or Value As of 9/30/16
Servicing rights	\$ 1,208	Discounted cash flow	Discount rate	10.00 % Rate used through modeling period
			Loan prepayment speeds	194.00% Weighted-average PSA
			Servicing fees	0.25 % of loan balances
				4.00 % of payments are late
				5.00 % late fees assessed
				\$1.94 Miscellaneous fees per account per month
			Servicing costs	\$6.00 Monthly servicing cost per account
				\$24.00 Additional monthly servicing cost per loan on loans more than 30 days delinquent
				1.50 % of loans more than 30 days delinquent
				3.00 % annual increase in servicing costs

Asset	Fair Value at 12/31/15 (In Thousands)	Valuation Technique	Unobservable Input(s)	Method or Value As of 12/31/15
Servicing rights	\$ 1,296	Discounted cash flow	Discount rate	10.00 % Rate used through modeling period
			Loan prepayment speeds	146.00% Weighted-average PSA
			Servicing fees	0.25 % of loan balances
				4.00 % of payments are late
				5.00 % late fees assessed
				\$1.94 Miscellaneous fees per account per month
			Servicing costs	\$6.00 Monthly servicing cost per account
				Additional monthly servicing cost per loan on loans more than 30 days delinquent
				\$24.00
				1.50 % of loans more than 30 days delinquent
				3.00 % annual increase in servicing costs

The fair value of servicing rights is affected by expected future interest rates. Increases (decreases) in future expected interest rates tend to increase (decrease) the fair value of the Corporation's servicing rights because of changes in expected prepayment behavior by the borrowers on the underlying loans.

Following is a reconciliation of activity for Level 3 assets measured at fair value on a recurring basis:

(In Thousands)	Three Months Ended		Nine Months Ended	
	Sept. 30, 2016	Sept. 30, 2015	Sept. 30, 2016	Sept. 30, 2015
Servicing rights balance, beginning of period	\$ 1,224	\$ 1,209	\$ 1,296	\$ 1,281
Issuances of servicing rights	52	57	159	135
Unrealized (losses) gains included in earnings	(68)	13	(247)	(137)
Servicing rights balance, end of period	\$ 1,208	\$ 1,279	\$ 1,208	\$ 1,279

Loans are classified as impaired when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Foreclosed assets held for sale consist of real estate acquired by foreclosure. For impaired commercial loans secured by real estate and foreclosed assets held for sale, estimated fair values are determined primarily using values from third-party appraisals. Appraised values are discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property.

At September 30, 2016 and December 31, 2015, quantitative information regarding significant techniques and inputs used for nonrecurring fair value measurements using unobservable inputs (Level 3 methodologies) are as follows:

(In Thousands, Except Percentages)						Value at 9/30/16 (Weighted Average)	
Asset	Balance at 9/30/16	Valuation Allowance at 9/30/16	Fair Value at 9/30/16	Valuation Technique	Unobservable Inputs		
Impaired loans:							
Residential mortgage loans - first liens	\$ 0	\$ 0	\$ 0	Sales comparison	Discount to appraised value	0	%
Commercial:							
Commercial loans secured by real estate	2,794	528	2,266	Sales comparison	Discount to appraised value	7	%
Commercial and industrial	321	106	215	Sales comparison	Discount to appraised value	35	%
Commercial construction and land	0	0	0	Sales comparison	Discount to appraised value	0	%
Loans secured by farmland	506	51	455	Sales comparison	Discount to appraised value	55	%
Multi-family (5 or more) residential	0	0	0	Sales comparison	Discount to appraised value	0	%
Total impaired loans	\$ 3,621	\$ 685	\$ 2,936				
Foreclosed assets held for sale - real estate:							
Residential (1-4 family)	\$ 1,195	\$ 0	\$ 1,195	Sales comparison	Discount to appraised value	39	%
Land	696	0	696	Sales comparison	Discount to appraised value	29	%
Commercial real estate	430	0	430	Sales comparison	Discount to appraised value	50	%
Total foreclosed assets held for sale	\$ 2,321	\$ 0	\$ 2,321				

(In Thousands, Except Percentages)						Value at 12/31/15 (Weighted Average)
Asset	Balance at 12/31/15	Valuation Allowance at 12/31/15	Fair Value at 12/31/15	Valuation Technique	Unobservable Inputs	
Impaired loans:						
Residential mortgage loans - first liens	\$ 42	\$ 1	\$ 41	Sales comparison	Discount to appraised value	31 %
Commercial:						
Commercial loans secured by real estate	317	97	220	Sales comparison	Discount to appraised value	46 %
Commercial and industrial	75	75	0	Sales comparison	Discount to appraised value	31 %
Commercial construction and land	0	0	0	Sales comparison	Discount to appraised value	0 %
Loans secured by farmland	512	52	460	Sales comparison	Discount to appraised value	49 %
Multi-family (5 or more) residential	987	595	392	Sales comparison	Discount to appraised value	41 %
Total impaired loans	\$ 1,933	\$ 820	\$ 1,113			
Foreclosed assets held for sale - real estate:						
Residential (1-4 family)	\$ 556	\$ 0	\$ 556	Sales comparison	Discount to appraised value	32 %
Land	704	0	704	Sales comparison	Discount to appraised value	29 %
Total foreclosed assets held for sale	\$ 1,260	\$ 0	\$ 1,260			

Certain of the Corporation's financial instruments are not measured at fair value in the consolidated financial statements. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Certain financial instruments and all nonfinancial instruments are excluded from disclosure requirements. Therefore, the aggregate fair value amounts presented may not represent the underlying fair value of the Corporation.

The Corporation used the following methods and assumptions in estimating fair value disclosures for financial instruments:

CASH AND CASH EQUIVALENTS - The carrying amounts of cash and short-term instruments approximate fair values.

CERTIFICATES OF DEPOSIT - Fair values for certificates of deposit, included in cash and due from banks in the consolidated balance sheet, are based on quoted market prices for certificates of similar remaining maturities.

SECURITIES - Fair values for securities, excluding restricted equity securities, are based on quoted market prices or other methods as described above. The carrying value of restricted equity securities approximates fair value based on applicable redemption provisions.

LOANS HELD FOR SALE - Fair values of loans held for sale are determined based on applicable sale prices available under the Federal Home Loan Banks' MPF Xtra and MPF Original programs.

LOANS - Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, commercial real estate, residential mortgage and other consumer. Each loan category is further segmented into fixed and adjustable rate interest terms and by performing and nonperforming categories. The fair value of performing loans is calculated by discounting contractual cash flows, adjusted for estimated prepayments based on historical experience, using estimated market discount rates that reflect the credit and interest rate risk inherent in the loans. Fair value of nonperforming loans is based on recent appraisals or estimates prepared by the Corporation's lending officers.

SERVICING RIGHTS - The fair value of servicing rights, included in other assets in the consolidated balance sheet, is determined through a discounted cash flow valuation. Significant inputs include expected net servicing income, the discount rate and the expected prepayment speeds of the underlying loans.

DEPOSITS - The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings, money market and interest checking accounts, is (by definition) equal to the amount payable on demand at September 30, 2016 and December 31, 2015. The fair value of time deposits, such as certificates of deposit and Individual Retirement Accounts, is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities. The fair value estimates of deposits do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market, commonly referred to as the core deposit intangible.

BORROWED FUNDS - The fair value of borrowings is estimated using discounted cash flow analyses based on rates currently available to the Corporation for similar types of borrowing arrangements.

ACCRUED INTEREST - The carrying amounts of accrued interest receivable and payable approximate fair values.

OFF-BALANCE SHEET COMMITMENTS - The Corporation has commitments to extend credit and has issued standby letters of credit. Standby letters of credit are conditional guarantees of performance by a customer to a third party. Estimates of the fair value of these off-balance sheet items were not made because of the short-term nature of these arrangements and the credit standing of the counterparties.

The estimated fair values, and related carrying amounts, of the Corporation's financial instruments are as follows:

(In Thousands)	Valuation Method(s) Used	Sept. 30, 2016 Carrying Amount	Fair Value	December 31, 2015 Carrying Amount	Fair Value
Financial assets:					
Cash and cash equivalents	Level 1	\$30,102	\$30,102	\$33,313	\$33,313
Certificates of deposit	Level 2	3,968	3,982	2,748	2,752
Available-for-sale securities	See Above	409,800	409,800	420,290	420,290
Restricted equity securities (included in Other Assets)	Level 2	3,360	3,360	4,657	4,657
Loans held for sale	Level 2	621	621	280	280
Loans, net	Level 3	733,917	737,353	696,991	685,552
Accrued interest receivable	Level 2	3,871	3,871	3,768	3,768
Servicing rights	Level 3	1,208	1,208	1,296	1,296
Financial liabilities:					
Deposits with no stated maturity	Level 2	769,734	769,734	713,931	713,931
Time deposits	Level 2	222,146	222,881	221,684	221,891
Short-term borrowings	Level 2	14,590	14,497	53,496	53,398

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Long-term borrowings	Level 2	38,538	39,807	38,767	40,166
Accrued interest payable	Level 2	79	79	70	70

18

6. SECURITIES

Amortized cost and fair value of available-for-sale securities at September 30, 2016 and December 31, 2015 are summarized as follows:

(In Thousands)	Amortized Cost	September 30, 2016		Fair Value
		Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	
Obligations of U.S. Government agencies	\$ 9,667	\$ 80	\$ 0	\$ 9,747
Obligations of states and political subdivisions:				
Tax-exempt	116,797	4,565	(79)	121,283
Taxable	32,764	908	0	33,672
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies:				
Residential pass-through securities	60,966	1,221	0	62,187
Residential collateralized mortgage obligations	164,508	1,517	(306)	165,719
Commercial mortgage-backed securities	16,056	69	(13)	16,112
Total debt securities	400,758	8,360	(398)	408,720
Marketable equity securities	752	328	0	1,080
Total	\$ 401,510	\$ 8,688	\$ (398)	\$ 409,800

(In Thousands)	Amortized Cost	December 31, 2015		Fair Value
		Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	
Obligations of U.S. Government agencies	\$ 10,663	\$ 12	\$ (192)	\$ 10,483
Obligations of states and political subdivisions:				
Tax-exempt	103,414	4,365	(22)	107,757
Taxable	34,317	381	(101)	34,597
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies:				
Residential pass-through securities	73,227	486	(370)	73,343
Residential collateralized mortgage obligations	193,145	623	(2,053)	191,715
Collateralized debt obligations:	9	0	0	9
Total debt securities	414,775	5,867	(2,738)	417,904
Marketable equity securities	1,680	706	0	2,386
Total	\$ 416,455	\$ 6,573	\$ (2,738)	\$ 420,290

The following table presents gross unrealized losses and fair value of available-for-sale securities with unrealized loss positions that are not deemed to be other-than-temporarily impaired, aggregated by length of time that individual securities have been in a continuous unrealized loss position at September 30, 2016 and December 31, 2015:

September 30, 2016 (In Thousands)	Less Than 12 Months Fair Value	Unrealized Losses	12 Months or More Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
Obligations of states and political subdivisions, Tax-exempt	\$ 15,448	\$ (64)	\$ 1,001	\$ (15)	\$ 16,449	\$ (79)
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies:						
Residential collateralized mortgage obligations	19,303	(38)	24,426	(268)	43,729	(306)
Commercial mortgage-backed securities	4,989	(13)	0	0	4,989	(13)
Total temporarily impaired available-for-sale securities	\$ 39,740	\$ (115)	\$ 25,427	\$ (283)	\$ 65,167	\$ (398)
December 31, 2015 (In Thousands)	Less Than 12 Months Fair Value	Unrealized Losses	12 Months or More Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
Obligations of U.S. Government agencies	\$ 0	\$ 0	\$ 7,850	\$ (192)	\$ 7,850	\$ (192)
Obligations of states and political subdivisions:						
Tax-exempt	5,200	(19)	216	(3)	5,416	(22)
Taxable	10,605	(60)	2,910	(41)	13,515	(101)
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored Agencies:						
Residential pass-through securities	38,764	(295)	3,503	(75)	42,267	(370)
Residential collateralized mortgage obligations	88,355	(648)	49,273	(1,405)	137,628	(2,053)
Total temporarily impaired available-for-sale securities	\$ 142,924	\$ (1,022)	\$ 63,752	\$ (1,716)	\$ 206,676	\$ (2,738)

Gross realized gains and losses from available-for-sale securities were as follows:

(In Thousands)	3 Months Ended		9 Months Ended	
	Sept. 30,	Sept. 30,	Sept. 30,	Sept. 30,

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	2016	2015	2016	2015
Gross realized gains from sales	\$ 584	\$ 156	\$1,090	\$ 1,162
Gross realized losses from sales	0	(77)	(1)	(77)
Net realized gains	\$ 584	\$ 79	\$1,089	\$ 1,085

The amortized cost and fair value of available-for-sale debt securities by contractual maturity are shown in the following table as of September 30, 2016. Actual maturities may differ from contractual maturities because counterparties may have the right to call or prepay obligations with or without call or prepayment penalties.

(In Thousands)	Amortized Cost	Fair Value
Due in one year or less	\$ 16,631	\$ 16,837
Due from one year through five years	71,211	73,423
Due from five years through ten years	47,463	49,076
Due after ten years	23,923	25,366
Sub-total	159,228	164,702
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies:		
Residential pass-through securities	60,966	62,187
Residential collateralized mortgage obligations	164,508	165,719
Commercial mortgage-backed securities	16,056	16,112
Total	\$ 400,758	\$ 408,720

The Corporation's mortgage-backed securities have stated maturities that may differ from actual maturities due to borrowers' ability to prepay obligations. Cash flows from such investments are dependent upon the performance of the underlying mortgage loans and are generally influenced by the level of interest rates. In the table above, mortgage-backed securities and collateralized mortgage obligations are shown in one period.

Investment securities carried at \$221,427,000 at September 30, 2016 and \$228,616,000 at December 31, 2015 were pledged as collateral for public deposits, trusts and certain other deposits as provided by law. See Note 8 for information concerning securities pledged to secure borrowing arrangements.

Management evaluates securities for other-than-temporary impairment (OTTI) at least on a quarterly basis, and more frequently when economic or market conditions warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) whether the Corporation intends to sell the security or more likely than not will be required to sell the security before its anticipated recovery.

A summary of information management considered in evaluating debt and equity securities for OTTI at September 30, 2016 is provided below.

Debt Securities

At September 30, 2016, management performed an assessment for possible OTTI of the Corporation's debt securities on an issue-by-issue basis, relying on information obtained from various sources, including publicly available financial data, ratings by external agencies, brokers and other sources. The extent of individual analysis applied to each security depended on the size of the Corporation's investment, as well as management's perception of the credit risk associated with each security. Based on the results of the assessment, management believes impairment of debt securities at September 30, 2016 to be temporary.

Equity Securities

The Corporation's marketable equity securities at September 30, 2016 and December 31, 2015 consisted exclusively of stocks of banking companies. At September 30, 2016, the Corporation held no stocks with an unrealized loss.

The Corporation realized gains from sales of bank stocks totaling \$560,000 in the three-month period ended September 30, 2016 and \$837,000 during the first nine months of 2016. There were no realized gains or losses on bank stocks in the three-month period ended September 30, 2015, while realized gains from sales of bank stocks totaled \$476,000 in the nine-month period ended September 30, 2015.

C&N Bank is a member of the Federal Home Loan Bank of Pittsburgh (FHLB-Pittsburgh), which is one of 11 regional Federal Home Loan Banks. As a member, C&N Bank is required to purchase and maintain stock in FHLB-Pittsburgh. There is no active market for FHLB-Pittsburgh stock, and it must ordinarily be redeemed by FHLB-Pittsburgh in order to be liquidated. C&N Bank's investment in FHLB-Pittsburgh stock, included in Other Assets in the consolidated balance sheet, was \$3,230,000 at September 30, 2016 and \$4,527,000 at December 31, 2015. The Corporation evaluated its holding of FHLB-Pittsburgh stock for impairment and deemed the stock to not be impaired at September 30, 2016 and December 31, 2015. In making this determination, management concluded that recovery of total outstanding par value, which equals the carrying value, is expected. The decision was based on review of financial information that FHLB-Pittsburgh has made publicly available.

7. LOANS

The loans receivable portfolio is segmented into residential mortgage, commercial and consumer loans. Loans outstanding at September 30, 2016 and December 31, 2015 are summarized by segment, and by classes within each segment, as follows:

Summary of Loans by Type (In Thousands)	Sept. 30, 2016	Dec. 31, 2015
Residential mortgage:		
Residential mortgage loans - first liens	\$325,533	\$304,783
Residential mortgage loans - junior liens	22,794	21,146
Home equity lines of credit	38,623	39,040
1-4 Family residential construction	23,310	21,121
Total residential mortgage	410,260	386,090
Commercial:		
Commercial loans secured by real estate	149,938	154,779
Commercial and industrial	86,969	75,196
Political subdivisions	38,653	40,007
Commercial construction and land	12,809	5,122
Loans secured by farmland	6,900	7,019
Multi-family (5 or more) residential	8,133	9,188
Agricultural loans	4,313	4,671
Other commercial loans	11,557	12,152
Total commercial	319,272	308,134
Consumer	12,806	10,656
Total	742,338	704,880
Less: allowance for loan losses	(8,421)	(7,889)
Loans, net	\$733,917	\$696,991

The Corporation grants loans to individuals as well as commercial and tax-exempt entities. Commercial, residential and personal loans are made to customers geographically concentrated in the Pennsylvania and New York counties that comprise the market serviced by Citizens & Northern Bank. Although the Corporation has a diversified loan portfolio, a significant portion of its debtors' ability to honor their contracts is dependent on the local economic conditions within the region. There is no concentration of loans to borrowers engaged in similar businesses or activities that exceed 10% of total loans at either September 30, 2016 or December 31, 2015.

The Corporation maintains an allowance for loan losses that represents management's estimate of the losses inherent in the loan portfolio as of the balance sheet date and recorded as a reduction of the investment in loans. The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated.

Management performs a quarterly evaluation of the adequacy of the allowance. The allowance is based on the Corporation's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available. In the process of evaluating the loan portfolio, management also considers the Corporation's exposure to losses from unfunded loan commitments. As of September 30, 2016 and December 31, 2015, management determined that no allowance for credit losses related to unfunded loan commitments was required.

Transactions within the allowance for loan losses, summarized by segment and class, for the three-month and nine-month periods ended September 30, 2016 and 2015 were as follows:

Three Months Ended September 30, 2016 (In Thousands)	June 30, 2016 Balance	Charge-offs	Recoveries	Provision (Credit)	Sept. 30, 2016 Balance
Allowance for Loan Losses:					
Residential mortgage:					
Residential mortgage loans - first liens	\$ 2,830	\$ (31)	\$ 2	\$ 155	\$ 2,956
Residential mortgage loans - junior liens	239	0	0	9	248
Home equity lines of credit	359	0	0	0	359
1-4 Family residential construction	222	0	0	14	236
Total residential mortgage	3,650	(31)	2	178	3,799
Commercial:					
Commercial loans secured by real estate	2,083	0	0	304	2,387
Commercial and industrial	1,038	(2)	1	1	1,038
Commercial construction and land	105	0	0	41	146
Loans secured by farmland	103	0	0	3	106
Multi-family (5 or more) residential	248	0	0	(5)	243
Agricultural loans	47	0	0	(4)	43
Other commercial loans	119	0	0	(3)	116
Total commercial	3,743	(2)	1	337	4,079
Consumer	138	(28)	12	23	145
Unallocated	398	0	0	0	398
Total Allowance for Loan Losses	\$ 7,929	\$ (61)	\$ 15	\$ 538	\$ 8,421

Three Months Ended September 30, 2015 (In Thousands)	June 30, 2015 Balance	Charge-offs	Recoveries	Provision (Credit)	Sept. 30, 2015 Balance
Allowance for Loan Losses:					
Residential mortgage:					
Residential mortgage loans - first liens	\$ 2,775	\$ (12)	\$ 0	\$ (112)	\$ 2,651
Residential mortgage loans - junior liens	210	(42)	0	45	213
Home equity lines of credit	344	0	0	(5)	339
1-4 Family residential construction	257	0	0	55	312
Total residential mortgage	3,586	(54)	0	(17)	3,515
Commercial:					
Commercial loans secured by real estate	1,692	0	0	39	1,731
Commercial and industrial	800	0	1	127	928
Commercial construction and land	296	(115)	0	(74)	107
Loans secured by farmland	155	0	0	(45)	110
Multi-family (5 or more) residential	80	0	0	231	311
Agricultural loans	40	0	0	3	43
Other commercial loans	120	0	0	1	121

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Total commercial	3,183	(115)	1	282	3,351
Consumer	135	(28)	10	6	123
Unallocated	396	0		0	31	427
Total Allowance for Loan Losses	\$ 7,300	\$ (197) \$	11	\$ 302	\$ 7,416

Nine Months Ended September 30, 2016 (In Thousands)	Dec. 31, 2015 Balance	Charge-offs	Recoveries	Provision (Credit)	Sept. 30, 2016 Balance
Allowance for Loan Losses:					
Residential mortgage:					
Residential mortgage loans - first liens	\$ 2,645	\$ (73)	\$ 2	\$ 382	\$ 2,956
Residential mortgage loans - junior liens	219	0	0	29	248
Home equity lines of credit	347	0	0	12	359
1-4 Family residential construction	207	0	0	29	236
Total residential mortgage	3,418	(73)	2	452	3,799
Commercial:					
Commercial loans secured by real estate	1,939	0	2	446	2,387
Commercial and industrial	981	(2)	2	57	1,038
Commercial construction and land	58	0	0	88	146
Loans secured by farmland	106	0	0	0	106
Multi-family (5 or more) residential	675	(595)	0	163	243
Agricultural loans	45	0	0	(2)	43
Other commercial loans	118	0	0	(2)	116
Total commercial	3,922	(597)	4	750	4,079
Consumer	122	(67)	39	51	145
Unallocated	427	0	0	(29)	398
Total Allowance for Loan Losses	\$ 7,889	\$ (737)	\$ 45	\$ 1,224	\$ 8,421

Nine Months Ended September 30, 2015 (In Thousands)	Dec. 31, 2014 Balance	Charge-offs	Recoveries	Provision (Credit)	Sept. 30, 2015 Balance
Allowance for Loan Losses:					
Residential mortgage:					
Residential mortgage loans - first liens	\$ 2,941	\$ (149)	\$ 1	\$ (142)	\$ 2,651
Residential mortgage loans - junior liens	176	(42)	0	79	213
Home equity lines of credit	322	0	0	17	339
1-4 Family residential construction	214	0	0	98	312
Total residential mortgage	3,653	(191)	1	52	3,515
Commercial:					
Commercial loans secured by real estate	1,758	(115)	0	88	1,731
Commercial and industrial	688	(10)	5	245	928
Commercial construction and land	283	(115)	0	(61)	107
Loans secured by farmland	165	0	0	(55)	110
Multi-family (5 or more) residential	87	0	0	224	311
Agricultural loans	31	0	0	12	43
Other commercial loans	131	0	0	(10)	121
Total commercial	3,143	(240)	5	443	3,351
Consumer	145	(65)	44	(1)	123
Unallocated	395	0	0	32	427
Total Allowance for Loan Losses	\$ 7,336	\$ (496)	\$ 50	\$ 526	\$ 7,416

In the evaluation of the loan portfolio, management determines two major components for the allowance for loan losses – (1) a specific component based on an assessment of certain larger relationships, mainly commercial purpose loans, on a loan-by-loan basis; and (2) a general component for the remainder of the portfolio based on a collective evaluation of pools of loans with similar risk characteristics. The general component is assigned to each pool of loans based on both historical net charge-off experience, and an evaluation of certain qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management’s estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the above methodologies for estimating specific and general losses in the portfolio.

In determining the larger loan relationships for detailed assessment under the specific allowance component, the Corporation uses an internal risk rating system. Under the risk rating system, the Corporation classifies problem or potential problem loans as “Special Mention,” “Substandard,” or “Doubtful” on the basis of currently existing facts, conditions and values. Substandard loans include those characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected. Loans classified as Doubtful have all the weaknesses inherent in those classified as Substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Loans that do not currently expose the Corporation to sufficient risk to warrant classification as Substandard or Doubtful, but possess weaknesses that deserve management’s close attention, are deemed to be Special Mention. Risk ratings are updated any time that conditions or the situation warrants. Loans not classified are included in the “Pass” column in the table below.

The following tables summarize the aggregate credit quality classification of outstanding loans by risk rating as of September 30, 2016 and December 31, 2015:

September 30, 2016
(In Thousands)

	Pass	Special Mention	Substandard	Doubtful	Total
Residential Mortgage:					
Residential mortgage loans - first liens	\$315,849	\$ 331	\$ 9,292	\$ 61	\$325,533
Residential mortgage loans - junior liens	22,376	145	273	0	22,794
Home equity lines of credit	37,925	124	574	0	38,623
1-4 Family residential construction	23,310	0	0	0	23,310
Total residential mortgage	399,460	600	10,139	61	410,260
Commercial:					
Commercial loans secured by real estate	133,140	3,087	13,711	0	149,938
Commercial and Industrial	82,076	4,196	686	11	86,969
Political subdivisions	38,653	0	0	0	38,653
Commercial construction and land	12,707	66	36	0	12,809
Loans secured by farmland	5,243	168	1,472	17	6,900
Multi-family (5 or more) residential	7,505	0	628	0	8,133
Agricultural loans	3,503	0	810	0	4,313

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Other commercial loans	11,482	0	75	0	11,557
Total commercial	294,309	7,517	17,418	28	319,272
Consumer	12,651	0	155	0	12,806
Totals	\$706,420	\$ 8,117	\$ 27,712	\$ 89	\$742,338

December 31, 2015

(In Thousands)

	Pass	Special Mention	Substandard	Doubtful	Total
Residential Mortgage:					
Residential mortgage loans - first liens	\$295,302	\$ 407	\$ 9,007	\$ 67	\$304,783
Residential mortgage loans - junior liens	20,558	185	403	0	21,146
Home equity lines of credit	38,071	543	426	0	39,040
1-4 Family residential construction	21,104	17	0	0	21,121
Total residential mortgage	375,035	1,152	9,836	67	386,090
Commercial:					
Commercial loans secured by real estate	140,381	5,862	8,536	0	154,779
Commercial and Industrial	71,225	2,106	1,737	128	75,196
Political subdivisions	40,007	0	0	0	40,007
Commercial construction and land	4,957	60	105	0	5,122
Loans secured by farmland	5,084	483	1,432	20	7,019
Multi-family (5 or more) residential	7,943	0	1,245	0	9,188
Agricultural loans	4,655	0	16	0	4,671
Other commercial loans	12,073	0	79	0	12,152
Total commercial	286,325	8,511	13,150	148	308,134
Consumer	10,490	21	145	0	10,656
Totals	\$671,850	\$ 9,684	\$ 23,131	\$ 215	\$704,880

The general component of the allowance for loan losses covers pools of loans including commercial loans not considered individually impaired, as well as smaller balance homogeneous classes of loans, such as residential real estate, home equity lines of credit and other consumer loans. Accordingly, the Corporation generally does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are subject to a restructuring agreement. The pools of loans are evaluated for loss exposure based upon three-year average historical net charge-off rates for each loan class, adjusted for qualitative factors. Qualitative risk factors (described in the following paragraph) are evaluated for the impact on each of the three segments (residential mortgage, commercial and consumer) within the loan portfolio. Each qualitative factor is assigned a value to reflect improving, stable or declining conditions based on management's judgment using relevant information available at the time of the evaluation. The adjustment for qualitative factors is applied as an increase or decrease to the three-year average net charge-off rate to each loan class within each segment.

The qualitative factors used in the general component calculations are designed to address credit risk characteristics associated with each segment. The Corporation's credit risk associated with all of the segments is significantly impacted by these factors, which include economic conditions within its market area, the Corporation's lending policies, changes or trends in the portfolio, risk profile, competition, regulatory requirements and other factors. Further, the residential mortgage segment is significantly affected by the values of residential real estate that provide collateral for the loans. The majority of the Corporation's commercial segment loans (approximately 56% at September 30, 2016) is secured by real estate, and accordingly, the Corporation's risk for the commercial segment is significantly affected by commercial real estate values. The consumer segment includes a wide mix of loans for different purposes, primarily secured loans, including loans secured by motor vehicles, manufactured housing and other types of collateral.

Loans are classified as impaired, when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial loans, by the fair value of the collateral (if the loan is collateral dependent), by future cash flows discounted at the loan's effective rate or by the loan's observable market price.

The scope of loans evaluated individually for impairment include all loan relationships greater than \$200,000 for which there is at least one extension of credit graded Special Mention, Substandard or Doubtful. Also, all loans classified as troubled debt restructurings (discussed in more detail below) and all loan relationships less than \$200,000 in the aggregate, but with an estimated loss of \$100,000 or more, are individually evaluated for impairment. Loans that are individually evaluated for impairment, but which are not determined to be impaired, are combined with all remaining loans that are not reviewed on a specific basis, and such loans are included within larger pools of loans based on similar risk and loss characteristics for purposes of determining the general component of the allowance. The loans that have been individually evaluated, but which have not been determined to be impaired, are included in the “Collectively Evaluated” column in the tables summarizing the allowance and associated loan balances as of September 30, 2016 and December 31, 2015.

The following tables present a summary of loan balances and the related allowance for loan losses summarized by portfolio segment and class for each impairment method used as of September 30, 2016 and December 31, 2015:

September 30, 2016 (In Thousands)	Loans:			Allowance for Loan Losses:		
	Individually Evaluated	Collectively Evaluated	Totals	Individually Evaluated	Collectively Evaluated	Totals
Residential mortgage:						
Residential mortgage loans - first liens	\$734	\$ 324,799	\$325,533	\$ 0	\$ 2,956	\$ 2,956
Residential mortgage loans - junior liens	70	22,724	22,794	0	248	248
Home equity lines of credit	0	38,623	38,623	0	359	359
1-4 Family residential construction	0	23,310	23,310	0	236	236
Total residential mortgage	804	409,456	410,260	0	3,799	3,799
Commercial:						
Commercial loans secured by real estate	8,088	141,850	149,938	528	1,859	2,387
Commercial and industrial	439	86,530	86,969	106	932	1,038
Political subdivisions	0	38,653	38,653	0	0	0
Commercial construction and land	0	12,809	12,809	0	146	146
Loans secured by farmland	1,399	5,501	6,900	51	55	106
Multi-family (5 or more) residential	392	7,741	8,133	0	243	243
Agricultural loans	13	4,300	4,313	0	43	43
Other commercial loans	0	11,557	11,557	0	116	116
Total commercial	10,331	308,941	319,272	685	3,394	4,079
Consumer	0	12,806	12,806	0	145	145
Unallocated						398
Total	\$11,135	\$ 731,203	\$742,338	\$ 685	\$ 7,338	\$ 8,421

December 31, 2015 (In Thousands)	Loans:			Allowance for Loan Losses:		
	Individual Evaluated	Collectively Evaluated	Totals	Individual Evaluated	Collectively Evaluated	Totals
Residential mortgage:						
Residential mortgage loans - first liens	\$884	\$ 303,899	\$304,783	\$ 1	\$ 2,644	\$ 2,645
Residential mortgage loans - junior liens	74	21,072	21,146	0	219	219
Home equity lines of credit	0	39,040	39,040	0	347	347
1-4 Family residential construction	0	21,121	21,121	0	207	207
Total residential mortgage	958	385,132	386,090	1	3,417	3,418
Commercial:						
Commercial loans secured by real estate	6,262	148,517	154,779	97	1,842	1,939
Commercial and industrial	324	74,872	75,196	75	906	981
Political subdivisions	0	40,007	40,007	0	0	0
Commercial construction and land	0	5,122	5,122	0	58	58
Loans secured by farmland	1,427	5,592	7,019	52	54	106
Multi-family (5 or more) residential	987	8,201	9,188	595	80	675
Agricultural loans	16	4,655	4,671	0	45	45
Other commercial loans	0	12,152	12,152	0	118	118
Total commercial	9,016	299,118	308,134	819	3,103	3,922
Consumer	0	10,656	10,656	0	122	122
Unallocated						427
Total	\$9,974	\$ 694,906	\$704,880	\$ 820	\$ 6,642	\$ 7,889

Summary information related to impaired loans at September 30, 2016 and December 31, 2015 is as follows:

(In Thousands)	September 30, 2016			December 31, 2015		
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Unpaid Principal Balance	Recorded Investment	Related Allowance
With no related allowance recorded:						
Residential mortgage loans - first liens	\$764	\$ 734	\$ 0	\$842	\$ 842	\$ 0
Residential mortgage loans - junior liens	70	70	0	74	74	0
Commercial loans secured by real estate	7,003	5,294	0	7,580	5,945	0
Commercial and industrial	118	118	0	249	249	0
Loans secured by farmland	893	893	0	915	915	0
Multi-family (5 or more) residential	987	392	0	0	0	0
Agricultural loans	13	13	0	16	16	0
Total with no related allowance recorded	9,848	7,514	0	9,676	8,041	0
With a related allowance recorded:						
Residential mortgage loans - first liens	0	0	0	42	42	1
Commercial loans secured by real estate	2,794	2,794	528	317	317	97

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Commercial and industrial	321	321	106	75	75	75
Loans secured by farmland	506	506	51	512	512	52
Multi-family (5 or more) residential	0	0	0	987	987	595
Consumer	0	0	0	0	0	0
Total with a related allowance recorded	3,621	3,621	685	1,933	1,933	820
Total	\$13,469	\$ 11,135	\$ 685	\$11,609	\$ 9,974	\$ 820

The average balance of impaired loans and interest income recognized on impaired loans is as follows:

(In Thousands)	Average Investment in Impaired Loans				Interest Income Recognized on Impaired Loans on a Cash Basis			
	3 Months Ended		9 Months Ended		3 Months Ended		9 Months Ended	
	Sept. 30, 2016	2015	Sept. 30, 2016	2015	Sept. 30, 2016	2015	Sept. 30, 2016	2015
Residential mortgage:								
Residential mortgage loans - first lien	\$ 789	\$ 1,990	\$ 818	\$ 2,534	\$ 11	\$ 9	\$ 33	\$ 67
Residential mortgage loans - junior lien	72	67	72	62	0	1	2	3
Total residential mortgage	861	2,057	890	2,596	11	10	35	70
Commercial:								
Commercial loans secured by real estate	7,022	6,327	6,524	6,382	83	90	274	293
Commercial and industrial	577	421	619	467	7	4	17	16
Commercial construction and land	0	42	0	50	0	0	0	0
Loans secured by farmland	1,408	1,466	1,413	1,467	13	26	51	78
Multi-family (5 or more) residential	492	741	541	741	0	0	0	0
Agricultural loans	13	21	14	22	0	1	1	3
Total commercial	9,512	9,018	9,111	9,129	103	121	343	390
Consumer	17	0	16	0	0	0	0	0
Total	\$ 10,390	\$ 11,075	\$ 10,017	\$ 11,725	\$ 114	\$ 131	\$ 378	\$ 460

Loans are placed on nonaccrual status for all classes of loans when, in the opinion of management, collection of interest is doubtful. Any unpaid interest previously accrued on those loans is reversed from income. Interest income is not recognized on specific impaired loans unless the likelihood of further loss is remote. Interest payments received on loans for which the risk of further loss is greater than remote are applied as a reduction of the loan principal balance.

Interest income on other nonaccrual loans, including impaired loans, is recognized only to the extent of interest payments received. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time (generally six months) and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The past due status of all classes of loans receivable is determined based on contractual due dates for loan payments. Also, the amortization of deferred loan fees is discontinued when a loan is placed on nonaccrual status.

The breakdown by portfolio segment and class of nonaccrual loans and loans past due ninety days or more and still accruing is as follows:

(In Thousands)	September 30, 2016	December 31, 2015
	Past	Past
	Due	Due

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	90+ Days and Accruing	Nonaccrual	90+ Days and Accruing	Nonaccrual
Residential mortgage:				
Residential mortgage loans - first liens	\$ 4,016	\$ 2,537	\$ 2,381	\$ 3,044
Residential mortgage loans - junior liens	58	0	79	0
Home equity lines of credit	106	11	130	0
Total residential mortgage	4,180	2,548	2,590	3,044
Commercial:				
Commercial loans secured by real estate	2,795	7,898	503	5,730
Commercial and industrial	313	193	65	313
Loans secured by farmland	219	1,399	0	1,427
Multi-family (5 or more) residential	0	392	0	987
Agricultural loans	16	13	0	16
Total commercial	3,343	9,895	568	8,473
Consumer	16	38	71	0
Totals	\$ 7,539	\$ 12,481	\$ 3,229	\$ 11,517

The amounts shown in the table immediately above include loans classified as troubled debt restructurings (described in more detail below), if such loans are past due ninety days or more or nonaccrual.

The table below presents a summary of the contractual aging of loans as of September 30, 2016 and December 31, 2015:

(In Thousands)	As of September 30, 2016				As of December 31, 2015			
	Current &	Past Due	Past Due	Total	Current &	Past Due	Past Due	Total
	Past Due	30-89	90+		Past Due	30-89	90+	
	Less than 30 Days	Days	Days		Less than 30 Days	Days	Days	
Residential mortgage:								
Residential mortgage loans - first liens	\$316,869	\$3,058	\$5,606	\$325,533	\$294,703	\$6,156	\$3,924	\$304,783
Residential mortgage loans - junior liens	22,544	192	58	22,794	20,816	251	79	21,146
Home equity lines of credit	38,143	374	106	38,623	38,581	329	130	39,040
1-4 Family residential construction	23,079	231	0	23,310	21,121	0	0	21,121
Total residential mortgage	400,635	3,855	5,770	410,260	375,221	6,736	4,133	386,090
Commercial:								
Commercial loans secured by real estate	146,888	107	2,943	149,938	153,427	108	1,244	154,779
Commercial and industrial	86,637	8	324	86,969	75,002	118	76	75,196
Political subdivisions	38,653	0	0	38,653	40,007	0	0	40,007
Commercial construction and land	12,801	8	0	12,809	5,018	104	0	5,122
Loans secured by farmland	5,807	62	1,031	6,900	5,970	223	826	7,019
Multi-family (5 or more) residential	7,657	84	392	8,133	8,201	0	987	9,188
Agricultural loans	4,156	128	29	4,313	4,642	13	16	4,671
Other commercial loans	11,557	0	0	11,557	12,152	0	0	12,152
Total commercial	314,156	397	4,719	319,272	304,419	566	3,149	308,134
Consumer	12,544	208	54	12,806	10,537	48	71	10,656
Totals	\$727,335	\$4,460	\$10,543	\$742,338	\$690,177	\$7,350	\$7,353	\$704,880

Nonaccrual loans are included in the contractual aging in the immediately preceding table. A summary of the contractual aging of nonaccrual loans at September 30, 2016 and December 31, 2015 is as follows:

(In Thousands)	Current &			
	Past Due	Past Due	Past Due	
	Less than 30 Days	30-89 Days	90+ Days	Total
September 30, 2016 Nonaccrual Totals	\$ 9,057	\$ 420	\$ 3,004	\$12,481
December 31, 2015 Nonaccrual Totals	\$ 7,100	\$ 293	\$ 4,124	\$11,517

Loans whose terms are modified are classified as Troubled Debt Restructurings (TDRs) if the Corporation grants such borrowers concessions, and it is deemed that those borrowers are experiencing financial difficulty. Loans classified as TDRs are designated as impaired. The outstanding balance of loans subject to TDRs, as well as contractual aging information at September 30, 2016 and December 31, 2015 is as follows:

(In Thousands)	Current &			Nonaccrual	Total
	Past Due	Past Due	Past Due		
	Less than 30 Days	30-89 Days	90+ Days		
September 30, 2016 Totals	\$ 889	\$ 57	\$ 0	\$ 5,032	\$5,978
December 31, 2015 Totals	\$ 1,186	\$ 0	\$ 81	\$ 5,097	\$6,364

The TDR that occurred during the three-month period ended September 30, 2016 is as follows:

Three Months Ended September 30, 2016 (Balances in Thousands)	Number of Contracts	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment
Consumer	1	\$ 25	\$ 25

There were no TDRs that occurred during the three-month period ended September 30, 2015.

The TDR in the three-month period ended September 30, 2016 represented a new, unsecured loan contract for \$25,000. The new loan contract was entered into pursuant to a settlement agreement with a borrower for whom the Corporation accepted a short fall from the sale of residential real estate as payment in full on a mortgage loan. At September 30, 2016, there was no allowance for loan losses related to this TDR and there were no changes to the allowance for loan losses related to this TDR in the third quarter 2016.

TDRs that occurred during the nine-month periods ended September 30, 2016 and 2015 were as follows:

Nine Months Ended September 30, 2016 (Balances in Thousands)	Number of Contracts	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment
Residential mortgage, Residential mortgage loans - first liens	1	\$ 102	\$ 102
Commercial, Commercial and Industrial	1	5	5
Consumer	1	25	25

Nine Months Ended September 30, 2015 (Balances in Thousands)	Number of Contracts	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment
Residential mortgage:			

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Residential mortgage loans - first liens	1	\$56	\$56
Residential mortgage loans - junior liens	1	32	32
Consumer	1	30	30

The TDRs in the nine-month period ended September 30, 2016 included an extension of a final maturity date and a lowered interest rate on one contract on a residential mortgage – first lien, an extension of a final maturity date on a commercial and industrial loan, and establishment of an unsecured consumer loan contract pursuant to a settlement agreement with a borrower for whom the Corporation accepted a short fall from the sale of residential real estate as payment in full on a mortgage loan. In the third quarter 2016, a partial charge-off of \$31,000 was recorded on the residential mortgage –first lien. At September 30, 2016, there was no allowance for loan losses related to these TDRs, and except for the partial charge-off on the residential mortgage – first lien, no changes in the allowance for loan losses that resulted from these TDRs in the nine-month period ended September 30, 2016.

The TDRs in the nine-month period ended September 30, 2015 included an extended maturity date and a reduction in interest rate on a residential mortgage – first lien, a lowered interest rate and reduced payment amount on a residential mortgage – junior lien and a lowered interest rate and reduced payment amount on the consumer loan. There was no allowance for loan losses on these loans at September 30, 2015, and there was no change in the allowance for loan losses that resulted from these TDRs.

There were no defaults on loans for which modification considered to be TDRs were entered into within the previous 12 months in the three-month period ended September 30, 2016.

In the three-month period ended September 30, 2015, defaults on loans for which modifications considered to be TDRs were entered into within the previous 12 months were as follows:

	Number of Contracts	Recorded Investment
Three Months Ended September 30, 2015 (Balances in Thousands)		
Residential mortgage,		
Residential mortgage loans - first liens	1	\$ 32

In the three-month period ended September 30, 2015, the event of default in the table listed above resulted from a borrower's failure to make regular payments after reduced payment amount period of six months ended on a first lien residential mortgage. There was no allowance for loan losses recorded on this loan at September 30, 2015.

In the nine-month periods ended September 30, 2016 and 2015, defaults on loans for which modifications considered to be TDRs were entered into within the previous 12 months were as follows:

	Number of Contracts	Recorded Investment
Nine Months Ended September 30, 2016 (Balances in Thousands)		
Residential mortgage:		
Residential mortgage loans - first liens	1	\$ 242
Residential mortgage loans - junior liens	1	30
Commercial,		
Commercial and industrial	1	5
Consumer	1	28

	Number of Contracts	Recorded Investment
Nine Months Ended September 30, 2015 (Balances in Thousands)		
Residential mortgage,		
Residential mortgage loans - first liens	2	\$ 65

Commercial,		
Commercial construction and land	1	25

In the nine-month period ended September 30, 2016, the events of default in the table listed above resulted from the borrowers' failure to make timely payments under the following circumstances: (1) for the customer relationship in the

Residential first lien mortgage class, payment was missed after the monthly payment amount was reduced for six months; (2) for the customer relationships in the Residential junior lien mortgage class and the consumer class, timely payments were missed after interest rates and payment amounts were reduced on both loans; and (3) for the Commercial and industrial loan, the borrower failed to pay off the loan at the extended maturity date. There was no allowance for loan losses recorded on these loans at September 30, 2016.

In the nine-month period ended September 30, 2015, the events of default in the table listed above resulted from the borrowers' failure to make timely payments under the following circumstances: (1) for one customer relationship included in the Residential first lien mortgage class, payment was missed after the interest rate and monthly payment amount had been reduced; (2) for the other customer relationship included in the Residential first lien class, monthly payments were missed after reducing the monthly payments to interest only payments; and (3) for the Commercial construction and land loan, monthly payments were missed after extending the term of maturity. There were no allowances for loan losses recorded on these loans at September 30, 2015.

The carrying amount of foreclosed residential real estate properties held as a result of obtaining physical possession (included in Foreclosed assets held for sale in the unaudited Consolidated Balance Sheet) is as follows:

(In Thousands)	Sept. 30, 2016	Dec. 31, 2015
Foreclosed residential real estate	\$ 1,195	\$ 555

The recorded investment of consumer mortgage loans secured by residential real properties for which formal foreclosure proceedings were in process is as follows:

(In Thousands)	Sept. 30, 2016	Dec. 31, 2015
Residential real estate in process of foreclosure	\$ 1,991	\$ 1,173

8. BORROWED FUNDS

Short-term borrowings include the following:

(In Thousands)	Sept. 30, 2016	Dec. 31, 2015
FHLB-Pittsburgh borrowings	\$ 8,270	\$ 48,581
Customer repurchase agreements	6,320	4,915
Total short-term borrowings	\$ 14,590	\$ 53,496

Short-term borrowings from FHLB-Pittsburgh are as follows:

(In Thousands)	Sept. 30, 2016	Dec. 31, 2015
Overnight borrowing	\$ 2,000	\$ 23,500
Other short-term advances	6,270	25,081
Total short-term FHLB-Pittsburgh borrowings	\$ 8,270	\$ 48,581

The FHLB-Pittsburgh loan facilities are collateralized by qualifying loans secured by real estate with a book value totaling \$460,590,000 at September 30, 2016 and \$450,883,000 at December 31, 2015. Also, the FHLB-Pittsburgh loan facilities require the Corporation to invest in established amounts of FHLB-Pittsburgh stock. The carrying values of the Corporation's holdings of FHLB-Pittsburgh stock (included in Other Assets) were \$3,230,000 at September 30, 2016 and \$4,527,000 at December 31, 2015.

At September 30, 2016, short-term borrowings from the FHLB-Pittsburgh include 3 advances of approximately \$2,090,000 each, maturing monthly throughout the remainder of the year ending December 31, 2016, with a weighted average interest rate of 1.03% and rates ranging from 1.006% to 1.052%. In the first nine months of 2016, the Corporation repaid nine advances of approximately \$2,090,000 each, with a weighted average rate of 0.80%.

The Corporation engages in repurchase agreements with certain commercial customers. These agreements provide that the Corporation sells specified investment securities to the customers on an overnight basis and repurchases them on the following business day. The weighted average interest rate paid by the Corporation on customer repurchase agreements was 0.10% at September 30, 2016 and December 31, 2015. The carrying value of the underlying securities was \$16,472,000 at September 30, 2016 and \$12,613,000 at December 31, 2015.

Long-term borrowings are as follows:

(In Thousands)	Sept. 30, 2016	Dec. 31, 2015
FHLB-Pittsburgh borrowings	\$ 11,538	\$ 11,767
Repurchase agreement	27,000	27,000
Total long-term borrowings	\$ 38,538	\$ 38,767

Long-term borrowings from FHLB-Pittsburgh are as follows:

(In Thousands)	Sept. 30, 2016	Dec. 31, 2015
Loan maturing in 2016 with a rate of 6.86%	\$ 18	\$ 57
Loan maturing in 2017 with a rate of 6.83%	6	10
Loan maturing in 2017 with a rate of 3.81%	10,000	10,000
Loan maturing in 2020 with a rate of 4.79%	691	821
Loan maturing in 2025 with a rate of 4.91%	823	879
Total long-term FHLB-Pittsburgh borrowings	\$ 11,538	\$ 11,767

The repurchase agreement included in long-term borrowings has an interest rate of 3.595% and an effective maturity date in December 2017.

The “Repurchase Date,” as defined in the Master Repurchase Agreement between the Corporation and the broker-dealer, occurs quarterly on or about the 20th of each March, June, September and December until the “Final Repurchase Date” (as defined) on December 20, 2017. The Corporation pays interest, and the borrowing is putable by the issuer, on each Repurchase Date. The Final Repurchase Date is the effective maturity date of the borrowing.

Securities sold under repurchase agreements were delivered to the broker-dealer who is the counter-party to the transactions. The broker-dealer may have sold, loaned or otherwise disposed of such securities to other parties in the normal course of their operations, and has agreed to resell to the Corporation substantially identical securities at the maturities of the agreements. The Master Repurchase Agreement provides that the Agreement constitutes a “netting contract,” as defined; however, the Corporation and the broker-dealer have no other obligations to one another and accordingly, no netting has occurred.

The carrying value of the underlying securities was \$34,130,000 at September 30, 2016 and \$33,780,000 at December 31, 2015, detailed in the following table:

(In Thousands)	Sept. 30, 2016	Dec. 31, 2015
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies:		
Residential pass-through securities	\$ 19,444	\$ 15,772
Residential collateralized mortgage obligations	14,686	18,008
Total	\$ 34,130	\$ 33,780

Two of the more significant risks associated with the repurchase agreement with the broker-dealer are as follows:

The borrowings are putable at quarterly intervals by the issuer. Accordingly, if interest rates were to rise to a sufficient level, the issuer would be expected to require the Corporation to pay off the borrowing. In this circumstance, the Corporation would be required to obtain a new borrowing at a higher interest rate than the existing repurchase agreement or utilize cash from other sources to pay off the borrowing. If sales of available-for-sale securities were used to generate cash to pay off the borrowing, the value of such securities would be expected to have fallen, which could result in the Corporation recognizing a loss.

As principal pay-downs of mortgage backed securities and CMOs occur, the Corporation must have available, unencumbered assets or purchase a sufficient amount of assets with credit quality suitable to the broker-dealer to replace the amounts being paid off. Since pre-payments of mortgages typically increase as interest rates fall, the Corporation may be required to purchase additional assets at times when market rates are lower than the rates paid on the borrowing.

The Corporation manages these risks by maintaining sufficient available assets of acceptable credit quality, as well as maintaining other borrowing facilities, to meet ongoing collateral maintenance requirements or pay off the borrowing if required. In particular, the Corporation had unused borrowing capacity available from the FHLB-Pittsburgh of \$315,685,000 at September 30, 2016.

9. DEFINED BENEFIT PLANS

The Corporation sponsors a defined benefit health care plan that provides postretirement medical benefits and life insurance to employees who meet certain age and length of service requirements. Full-time employees no longer accrue service time toward the Corporation-subsidized portion of the medical benefits. This plan contains a cost-sharing feature, which causes participants to pay for all future increases in costs related to benefit coverage.

Accordingly, actuarial assumptions related to health care cost trend rates do not significantly affect the liability balance at September 30, 2016 and December 31, 2015, and are not expected to significantly affect the Corporation's future expenses. The Corporation uses a December 31 measurement date for the postretirement plan.

In an acquisition in 2007, the Corporation assumed the Citizens Trust Company Retirement Plan, a defined benefit pension plan. This plan covers certain employees who were employed by Citizens Trust Company on December 31, 2002, when the plan was amended to discontinue admittance of any future participant and to freeze benefit accruals. Information related to the Citizens Trust Company Retirement Plan has been included in the tables that follow. The Corporation uses a December 31 measurement date for this plan.

The components of net periodic benefit costs from these defined benefit plans are as follows:

Defined Benefit Plans (In Thousands)	Pension		Postretirement	
	Nine Months Ended		Nine Months Ended	
	Sept. 30,		Sept. 30,	
	2016	2015	2016	2015
Service cost	\$ 0	\$ 0	\$ 27	\$ 29
Interest cost	20	27	47	42
Expected return on plan assets	(20)	(34)	0	0
Amortization of prior service cost	0	0	(23)	(22)
Recognized net actuarial loss	8	11	0	0
Net periodic benefit cost	\$ 8	\$ 4	\$ 51	\$ 49

Defined Benefit Plans (In Thousands)	Pension		Postretirement	
	Three Months Ended		Three Months Ended	
	Sept. 30,		Sept. 30,	
	2016	2015	2016	2015
Service cost	\$ 0	\$ 0	\$ 9	\$ 10
Interest cost	7	9	16	14
Expected return on plan assets	(7)	(11)	0	0

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Amortization of prior service cost	0	0	(8)	(7)
Recognized net actuarial loss	3	4	0	0
Net periodic benefit cost	\$ 3	\$ 2	\$ 17	\$ 17

In the first nine months of 2016, the Corporation funded postretirement contributions totaling \$44,000, with estimated annual postretirement contributions of \$68,000 expected in 2016 for the full year. Based upon the related actuarial reports, no defined benefit pension contributions are required in 2016, though the Corporation may make discretionary contributions.

10. STOCK-BASED COMPENSATION PLANS

The Corporation has a Stock Incentive Plan for a selected group of officers and an Independent Directors Stock Incentive Plan. In the three-month periods ended March 31, 2016 and 2015, the Corporation issued restricted stock under each of the Plans.

In the first quarter 2016, the Corporation awarded a total of 34,199 shares of restricted stock under the Stock Incentive and Independent Directors Stock Incentive Plans. Restricted stock awards in the first quarter 2016 included the following: (1) a total of 17,289 shares to employees, vesting over a three-year term, with vesting contingent upon the Corporation meeting an annual return on average equity (“ROAE”) performance ratio, as defined; (2) a total of 10,304 shares to employees, vesting over a three-year term, with vesting dependent on satisfactory performance; and (3) a total of 6,606 shares under the Independent Directors Incentive Plan, vesting over a term of one year.

In the second quarter 2016, the Corporation awarded a total of 1,228 shares of restricted stock under the Independent Directors Stock Incentive Plan. The restricted stock was awarded to two new directors, with each award vesting over a term of one year.

In the first quarter 2015, a total of 34,800 shares of restricted stock were awarded under the Plans. Restricted stock awards in 2015 included the following: (1) a total of 20,298 shares to employees, vesting over a four-year term, with vesting contingent upon the Corporation meeting an annual ROAE performance ratio, as defined; (2) a total of 2,198 shares to employees, vesting over a four-year term, with vesting dependent on satisfactory performance; (3) an award to the Chief Executive Officer of 5,174 shares, vesting over a three-year term, with vesting dependent on satisfactory performance; and (4) a total of 7,130 shares under the Independent Directors Incentive Plan, vesting over a term of one year.

Compensation cost related to restricted stock is recognized based on the market price of the stock at the grant date over the vesting period. Management has estimated restricted stock expense in the first nine months of 2016 based on an assumption that the ROAE target for 2016 will be met.

Total stock-based compensation expense is as follows:

(In Thousands)	3 Months Ended		9 Months Ended	
	Sept. 30, 2016	Sept. 30, 2015	Sept. 30, 2016	Sept. 30, 2015
Restricted stock	\$ 155	\$ 152	\$ 480	\$ 459

11. INCOME TAXES

The net deferred tax asset at September 30, 2016 and December 31, 2015 represents the following temporary difference components:

(In Thousands)	September 30, 2016	December 31, 2015
Deferred tax assets:		
Net realized losses on securities	36	\$ 69
Allowance for loan losses	2,980	2,761
Other deferred tax assets	2,517	2,634
Total deferred tax assets	5,533	5,464
Deferred tax liabilities:		
Unrealized holding gains on securities	2,902	1,342
Defined benefit plans - ASC 835	23	19

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Bank premises and equipment	952	869
Core deposit intangibles	7	11
Other deferred tax liabilities	105	108
Total deferred tax liabilities	3,989	2,349
Deferred tax asset, net	\$ 1,544	\$ 3,115

The provision for income tax for the three-month and nine-month periods ended September 30, 2016 and 2015 is based on the Corporation's estimate of the effective tax rate expected to be applicable for the full year. The effective tax rates for the Corporation are as follows:

(In thousands)	3 Months Ended		9 Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Income before income tax provision	\$5,538	\$5,629	\$15,378	\$16,482
Income tax provision	1,451	1,395	3,847	4,076
Effective tax rate	26.20 %	24.78 %	25.02 %	24.73 %

The effective tax rate for each period presented differs from the statutory rate of 35% principally because of the effects of tax-exempt interest income.

The Corporation has investments in three limited partnerships that manage affordable housing projects that have qualified for the federal low-income housing tax credit. The Corporation's expected return from these investments is based on the receipt of tax credits and tax benefits from deductions of operating losses. The Corporation uses the effective yield method to account for these investments, with the benefits recognized as a reduction of the provision for income taxes. For two of the three limited partnership investments, the tax credits have been received in full in prior years, and the Corporation has fully realized the benefits of the credits and amortized its initial investments in the partnerships. The most recent affordable housing project was completed in 2013, and the Corporation received tax credits in 2013, 2014 and 2015 and expects to continue to receive tax credits annually through 2022. The carrying amount of the Corporation's investment is \$737,000 at September 30, 2016 and \$812,000 at December 31, 2015 (included in Other Assets in the consolidated balance sheets). For the year ending December 31, 2016, the estimated amount of tax credits and other tax benefits to be received is \$158,000 and the estimated amount to be recognized as a reduction of the provision for income taxes is \$76,000. For the year ended December 31, 2015, tax credits and other tax benefits totaled \$158,000 and the amount recognized as a reduction of the provision for income taxes for 2015 was \$80,000. The total reduction in the provision for income taxes resulting from this investment is \$19,000 in the third quarter 2016, and \$57,000 for the nine months ended September 30, 2016, and \$22,000 in the third quarter 2015, and \$62,000 for the nine months ended September 30, 2015.

The Corporation has no unrecognized tax benefits, nor pending examination issues related to tax positions taken in preparation of its income tax returns. With limited exceptions, the Corporation is no longer subject to examination by the Internal Revenue Service for years prior to 2013.

12. CONTINGENCIES

In the normal course of business, the Corporation may be subject to pending and threatened lawsuits in which claims for monetary damages could be asserted. In management's opinion, the Corporation's financial position and results of operations would not be materially affected by the outcome of such pending legal proceedings.

13. RECENT ACCOUNTING PRONOUNCEMENTS

The FASB issues Accounting Standards Updates (ASUs) to the FASB ASC. This section provides a summary description of recent ASUs that have significant implications (elected or required) within the consolidated financial statements, or that management expects may have a significant impact on financial statements issued in the near future.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which provides a principles-based framework for revenue recognition that supersedes virtually all previously issued revenue recognition guidance under U.S. GAAP. Additionally, the ASU requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. The core principle of the five-step revenue recognition framework is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In April 2016, the FASB issued ASU 2016-10, which provides clarifying information related to identifying performance obligations and licensing. In May 2016, the FASB issued ASU 2016-12, which provides clarifying guidance in a few narrow areas and adds some practical expedients to the guidance. In August 2015 the FASB issued ASU 2015-14, which deferred the effective date of the revenue recognition standard by a year, making it applicable for the Corporation in the first quarter 2018 and for the annual period ending December 31, 2018. The amendments should be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the amendments recognized at the date of initial application. The Corporation is in the process of evaluating the potential impact of adopting the amendments, including determining which transition method to apply.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Liabilities. This makes significant changes in U.S. GAAP related to certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The changes provided for in this Update that are applicable to the Corporation are as follows: (1) require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; however, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer; (2) for equity investments without readily determinable fair values, require a qualitative assessment to identify impairment, and if a qualitative assessment indicates that impairment exists, requiring an entity to measure the investment at fair value; (3) eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (4) require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (5) require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments (at September 30, 2016 and December 31, 2015, the Corporation has no liabilities for which the fair value measurement option has been elected); (6) require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (7) clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. The amendments in this Update will become effective for the Corporation for annual and interim periods beginning in the first quarter 2018. With limited exceptions, early adoption of the amendments in this Update is not permitted. Amendments are to be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values should be applied prospectively.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The core principle of Topic 842 is that a lessee should recognize the assets and liabilities that arise from leases. Specifically, a lessee should recognize on the balance sheet a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee would be permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and liabilities. Topic 842 would not significantly change the recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee from current U.S. GAAP; however, the principal change from current GAAP is that lease assets and liabilities arising from operating leases would be recognized on the balance sheet. Topic 842 provides several other changes or clarifications to existing GAAP, and will require qualitative disclosures, along with quantitative disclosures, so that financial statement users can understand more about the nature of an entity's leasing activities. In transition, Topic 842 provides that lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach, including optional practical expedients. An entity that elects to apply the practical expedients will, in effect, continue to account for leases that commence before the effective date in accordance with previous GAAP unless the lease is modified, except that lessees will be required to recognize a right-of-use asset and a lease liability for all operating leases at each reporting date based on the present value of the remaining minimum rental payments that were tracked and disclosed under previous GAAP. Topic 842 will become effective for the Corporation for annual and interim periods beginning in the first quarter 2019.

In March 2016, the FASB issued ASU No. 2016-07, Investments – Equity Method and Joint Ventures. This ASU eliminates the requirement that when an investment qualifies for the equity method as a result of an increase in the level of ownership interest or influence, an investor must adjust the investment, results of operations and retained earnings retroactively as if the equity method had been in effect during all previous periods the investment had been held. The ASU requires the equity method investor to add the cost of acquiring an additional interest in the investee to the basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for the equity method. The ASU further requires that an entity that has an available-for-sale equity security that becomes qualified for the equity method recognize through earnings the unrealized gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments in this Update are effective for the Corporation for annual and interim periods beginning in the first quarter 2017, with earlier application permitted. The amendments should be applied prospectively upon their effective date.

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation. This ASU changes several aspects of accounting for share-based payment transactions, and includes some changes that apply only to nonpublic companies. This Update includes amendments that currently apply, or may apply in the future, to the Corporation related to the following: (1) accounting for the difference between the deduction for tax purposes and the amount of compensation cost recognized for financial reporting purposes; (2) classification of excess tax benefits on the statement of cash flows; (3) accounting for forfeitures; (4) accounting for awards partially settled in cash in excess of the employer's minimum statutory tax withholding requirements; and (5) classification of employee taxes paid on the statement of cash flows when an employer withholds shares for tax-withholding purposes. The amendments in this Update are effective for the Corporation for annual and interim periods beginning in the first quarter 2017, with earlier adoption permitted. The ASU provides separate transition provisions for each of the amendments. The Corporation is in the process of evaluating the potential impact of adopting the amendments.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326). This ASU will result in significant changes in the Corporation's accounting for credit losses related to loans receivable and investment securities. A summary of significant provisions of this ASU is as follows:

The ASU requires that a financial asset (or a group of financial assets) measured at amortized cost basis be presented, net of a valuation allowance for credit losses, at an amount expected to be collected on the financial asset(s), and that the income statement include the measurement of credit losses for newly recognized financial assets as well as changes in expected losses on previously recognized financial assets. The provisions of this ASU require measurement of expected credit losses based on relevant information including past events, historical experience, current conditions, and reasonable and supportive forecasts that affect the collectability of the asset. The provisions of this ASU differ from current U.S. GAAP in that current U.S. GAAP generally delays recognition of the full amount of credit losses until the loss is probable of occurring.

The amendments in the Update retain many of the disclosure requirements related to credit quality in current U.S. GAAP, updated to reflect the change from an incurred loss methodology to an expected credit loss methodology. In addition, the Update requires that disclosure of credit quality indicators in relation to the amortized cost of financing receivables, a current requirement, be further disaggregated by year of origination.

This ASU requires that credit losses on available-for-sale debt securities be presented as an allowance rather than as a write-down, and limits the amount of the allowance for credit losses to the amount by which the fair value is below amortized cost. For purchased available-for-sale securities with a more-than-insignificant amount of credit deterioration since origination, the ASU requires an allowance be determined in a manner similar to other available-for-sale debt securities; however, the initial allowance would be added to the purchase price, with only subsequent changes in the allowance recorded in credit loss expense, and interest income recognized at the effective rate excluding the discount embedded in the purchase price related to estimated credit losses at acquisition.

This ASU will be effective for the Corporation for interim and annual periods beginning in the first quarter of 2020. Earlier adoption is permitted beginning in the first quarter of 2019. The entity will record the effect of implementing this ASU through a cumulative-effect adjustment through retained earnings as of the beginning of the reporting period in which Topic 326 is effective. The Corporation is in the early stages of evaluating the potential impact of adopting this amendment.

In June 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230) –Classification of Certain Cash Receipts and Cash Payments. This Update provides clarification regarding eight specific cash flow issues with the objective of reducing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. For the Corporation, the amendments in this Update are effective beginning in the first quarter 2018. The amendments in this Update should be applied using a retroactive transition method to each period presented. The Corporation anticipates there will be no adjustments to the Consolidated Statements of Cash Flows, as previously reported, as a result of the clarifications provided in the Update.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements in this section and elsewhere in this quarterly report on Form 10-Q are forward-looking statements.

Citizens & Northern Corporation and its wholly-owned subsidiaries (collectively, the Corporation) intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995. Forward-looking statements, which are not historical facts, are based on certain assumptions and describe future plans, business objectives and expectations, and are generally identifiable by the use of words such as, "should", "likely", "expect", "plan", "anticipate", "target", "forecast", and "goal". These forward-looking statements are subject to risks and uncertainties that are difficult to predict, may be beyond management's control and could cause results to differ materially from those expressed or implied by such forward-looking statements. Factors which could have a material, adverse impact on the operations and future prospects of the Corporation include, but are not limited to, the following:

- changes in monetary and fiscal policies of the Federal Reserve Board and the U. S. Government, particularly related to changes in interest rates

- changes in general economic conditions

- legislative or regulatory changes

- downturn in demand for loan, deposit and other financial services in the Corporation's market area

- increased competition from other banks and non-bank providers of financial services

- technological changes and increased technology-related costs

- changes in accounting principles, or the application of generally accepted accounting principles.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

EARNINGS OVERVIEW

Third quarter 2016 net income was \$0.34 per basic and diluted share, as compared to \$0.32 in the second quarter 2016 and \$0.35 in the third quarter 2015. For the nine months ended September 30, 2016, net income per basic and diluted share was \$0.95 as compared to \$1.02 per basic and \$1.01 per diluted share for the first nine months of 2015. The return on average assets for the first nine months of 2016 was 1.25%, and the return on average equity was 8.16%.

Some of the more significant fluctuations in revenues and expenses between the three-month period ended September 30, 2016 and the corresponding period in 2015 were as follows:

Net interest income increased \$179,000 (1.8%), in the third quarter 2016 as compared to the third quarter 2015. The net interest margin for the third quarter 2016 was 0.08% higher than in the third quarter 2015 due to a lower cost of borrowed funds and a more favorable mix of earning assets. The average balance of total borrowed funds was \$57,226,000 at an average interest rate of 2.75% in the third quarter 2016, down from average borrowings of \$75,848,000 at an average interest rate of 3.34% in the third quarter 2015. The reduction in amount and average rate on borrowed funds reflects the impact of prepayments in the second and fourth quarters of 2015 of a long-term borrowing with an interest rate of 4.265%. Average total loans outstanding were higher by \$59.3 million (8.8%) in the third quarter 2016 as compared to the third quarter 2015, while average total available-for-sale securities were lower by \$68.7 million. Average total deposits were \$6.0 million (0.6%) higher in the third quarter 2016 as compared to the third quarter 2015.

The third quarter 2016 provision for loan losses was \$236,000 higher than the comparative third quarter 2015 amount. The higher provision in the third quarter 2016 included the impact of an increase in specific allowances on impaired loans to \$685,000 at September 30, 2016 from \$253,000 at June 30, 2016, including the effect of recording an allowance of \$528,000 in the third quarter 2016 related to one real estate secured commercial loan relationship with total loans outstanding of \$3,347,000 at September 30, 2016.

Noninterest revenue in the third quarter 2016 fell \$77,000 (1.9%) from the third quarter 2015 amount. Service charges on deposit accounts were \$81,000 (6.2%) lower, reflecting a reduced volume of consumer overdrafts, and the fair value of mortgage servicing rights decreased \$68,000 in the third quarter 2016 compared to an increase in fair value of \$13,000 in the third quarter 2015. Trust and Financial Management revenue increased \$49,000 (4.4%) in the third quarter 2016 as compared to the third quarter 2015. Other operating income was \$58,000 higher in the third quarter 2016 as compared to the third quarter 2015, including an increase of \$15,000 in dividend income from Federal Home Loan Bank of Pittsburgh stock.

Realized gains from securities totaled \$584,000 in the third quarter 2016, including gains of \$560,000 from sales of bank stocks. In comparison, realized gains from securities totaled \$79,000 in the third quarter 2015. At September 30, 2016, the Corporation had one remaining bank stock investment, with an amortized cost basis of \$752,000 and a fair value of \$1,080,000. In October 2016, the Corporation sold the stock for a realized gain (pre-tax) of \$288,000.

Noninterest expenses in the third quarter 2016 exceeded the third quarter 2015 amount by \$462,000 (5.7%). Salaries and wages expense increased \$157,000 (4.2%), reflecting an increase in number of employees, including new positions established for lending, lending support, information technology, training, human resources and marketing functions. Professional fees expense increased \$104,000 in the third quarter 2016 over the third quarter 2015 amount, including increases related to employee sales and service training, information technology, marketing and outsourced commercial loan credit review. Other operating expense increased \$164,000 (13.6%) in the third quarter 2016 over the third quarter 2015, including increases in education and training-related expense of \$29,000, net collection-related expenses of \$29,000 and expenses related to other real estate properties of \$27,000. Also, other operating expense in the third quarter 2015 was reduced by a refund of \$69,000 from recovery of previously-paid sales tax, with no corresponding recovery in the third quarter 2016.

The third quarter 2016 provision for income tax of \$1,451,000, or 26.2% of pre-tax income, was \$56,000 higher than the third quarter 2015 tax provision of \$1,395,000, or 24.8% of pre-tax income. The higher effective tax in the third quarter 2016 included the effects of a reduction in tax-exempt interest income of \$127,000. The reduction in tax-exempt interest income resulted from pay-offs received on municipal bonds purchased several years ago when market interest yields were higher. Also, the provision for state income tax was \$39,000 higher, primarily as a result of a catch-up adjustment to increase New York State taxes for the effect of changes in the tax methodology that first became effective in 2015.

Some of the more significant fluctuations in revenues and expenses between the nine-month period ended September 30, 2016 and the corresponding period in 2015 were as follows:

Net interest income was \$251,000 (0.8%) higher than the comparable total for the first nine months of 2015. The net interest margin of 3.77% was 0.08% higher than the margin for the first nine months of 2015, reflecting a lower cost of borrowed funds resulting from prepayment in 2015 of a long-term borrowing and a more favorable mix of earning assets. The average balance of total borrowed funds was \$64,476,000 at an average interest rate of 2.53% for the first nine months of 2016, down from average borrowings of \$77,749,000 at an average interest rate of 3.55% in the first nine months of 2015. Average total loans outstanding were higher by \$68.9 million (10.7%) in the first nine months of 2016 as compared to the first nine months of 2015, while average total available-for-sale securities were lower by \$87.6 million. The average balance of earning assets was \$20.6 million lower in the nine-month period ended September 30, 2016 as compared to the first nine months of 2015, reflecting a reduction in funding available for investment, including a decrease in average total deposits of \$9.3 million (1.0%).

The provision for loan losses for the nine months ended September 30, 2016 totaled \$1,224,000, an increase of \$698,000 over the corresponding amount for the first nine months of 2015. In 2016, the provision included an increase of \$418,000 as compared to the first nine months of 2015 from changes in specific allowances on loans

individually identified as impaired, adjusted for the impact of net charge-offs. The provision in 2016 also included the impact of increasing the allowance for loan losses for the effects of loan growth and slight increases in net charge-off experience and qualitative factors used in determining the collectively evaluated portion of the allowance. In comparison, the provision in 2015 also reflected the effects of loan growth, but the qualitative factors used in determining a portion of the collectively determined allowance for loan losses were slightly decreased during the period.

Total noninterest revenue for the nine months ended September 30, 2016 was virtually unchanged from the corresponding amount for the first nine months of 2015. Within noninterest income, the categories with the largest increases included: (1) other operating income, which increased \$157,000, mainly due to an increase in revenue from redemption of tax credits; (2) net gains from sales of loans, which increased \$126,000 (22.0%), reflecting higher volume of sales; and (3) Trust and Financial Management revenue, which increased \$89,000 (2.6%). The categories with the largest decreases within noninterest revenue included: (1) decrease in fair value of mortgage servicing rights of \$247,000 in the first nine months of 2016 as compared to a decrease in fair value of \$137,000 in the first nine months of 2015; (2) decrease in service charges on deposit accounts of \$106,000 (2.9%), reflecting a reduction in consumer overdraft volume; and (3) reduction in brokerage revenue of \$71,000, as the volume of sales of annuities declined.

In the first nine months of 2016, realized gains from securities totaled \$1,089,000, including gains from sales of bank stocks of \$837,000. In the first nine months of 2015, the Corporation generated gains from sales of securities totaling \$1,085,000, including gains from sales of bank stocks of \$476,000, and also incurred a loss from prepayment of a borrowing of \$910,000. In the second quarter 2015, the Corporation prepaid principal of \$10 million on a long-term borrowing (repurchase agreement) with an interest rate of 4.265%.

Noninterest expenses, excluding loss on prepayment of borrowings, in the first nine months of 2016 exceeded the amount for the first nine months of 2015 by \$1,572,000 (6.4%). Salaries and wages expense increased \$867,000 (8.0%). As described above, several new positions were established in the latter portion of 2015 and early 2016. Professional fees expense increased \$379,000, including increases related to employee sales and service training, information technology, marketing and outsourced commercial loan credit review. Other operating expense increased \$311,000 (8.0%), including increases in donations and public relations-related expenses of \$90,000, education and training-related expenses of \$86,000 and other real estate expenses of \$48,000. Also, other operating expense was reduced in 2015 by \$69,000 as a result of a recovery of sales tax previously paid. Within other operating expense, net collections-related expense was \$59,000 lower in the first nine months of 2016 as compared to the corresponding period in 2015.

The provision for income tax totaled \$3,847,000 for the nine months ended September 30, 2016, down \$229,000 from the amount for the first nine months of 2015. The lower tax provision in 2016 resulted from lower pre-tax income; however, the provision increased as a percentage of pre-tax income to 25.02% in 2016 from 24.73% in 2015. The higher effective tax rate included the impact of a \$253,000 reduction in tax-exempt interest income and an increase in the provision for state income tax of \$30,000 that resulted mainly from a catch-up adjustment to increase New York State taxes for the effect of changes in the tax methodology that first became effective in 2015.

More detailed information concerning fluctuations in the Corporation's earnings results and other financial information are provided in other sections of Management's Discussion and Analysis.

TABLE I - QUARTERLY FINANCIAL DATA

(In Thousands) (Unaudited)

	For the Three Months Ended:						
	Sept. 30, 2016	June 30, 2016	Mar. 31, 2016	Dec. 31, 2015	Sept. 30, 2015	June 30, 2015	Mar. 31, 2015
Interest income	\$ 11,131	\$ 10,924	\$ 10,937	\$ 11,036	\$ 11,134	\$ 11,186	\$ 11,163
Interest expense	944	925	904	1,087	1,126	1,176	1,213
Net interest income	10,187	9,999	10,033	9,949	10,008	10,010	9,950
Provision for loan losses	538	318	368	319	302	221	3
	9,649	9,681	9,665	9,630	9,706	9,789	9,947

Net interest income after provision for loan losses

Other income	3,884	3,906	3,690	3,999	3,961	3,962	3,556
Net gains on available-for-sale securities	584	122	383	1,776	79	932	74
Loss on prepayment of borrowings	0	0	0	1,663	0	910	0
Other expenses	8,579	8,535	9,072	8,416	8,117	7,964	8,533
Income before income tax provision	5,538	5,174	4,666	5,326	5,629	5,809	5,044
Income tax provision	1,451	1,303	1,093	1,261	1,395	1,452	1,229
Net income	\$4,087	\$3,871	\$3,573	\$4,065	\$4,234	\$4,357	\$3,815
Net income per share – basic	\$0.34	\$0.32	\$0.29	\$0.33	\$0.35	\$0.36	\$0.31
Net income per share – diluted	\$0.34	\$0.32	\$0.29	\$0.33	\$0.35	\$0.36	\$0.31

CRITICAL ACCOUNTING POLICIES

The presentation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect many of the reported amounts and disclosures. Actual results could differ from these estimates.

A material estimate that is particularly susceptible to significant change is the determination of the allowance for loan losses. Management believes the allowance for loan losses is adequate and reasonable. Analytical information related to the Corporation's aggregate loans and the related allowance for loan losses is summarized by loan segment and classes of loans in Note 7 to the unaudited consolidated financial statements. Additional discussion of the Corporation's allowance for loan losses is provided in a separate section later in Management's Discussion and Analysis. Given the very subjective nature of identifying and valuing loan losses, it is likely that well-informed individuals could make materially different assumptions, and could, therefore calculate a materially different allowance value. While management uses available information to recognize losses on loans, changes in economic conditions may necessitate revisions in future years. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to recognize adjustments to the allowance based on their judgments of information available to them at the time of their examination.

Another material estimate is the calculation of fair values of the Corporation's debt securities. For most of the Corporation's debt securities, the Corporation receives estimated fair values of debt securities from an independent valuation service, or from brokers. In developing fair values, the valuation service and the brokers use estimates of cash flows, based on historical performance of similar instruments in similar interest rate environments. Based on experience, management is aware that estimated fair values of debt securities tend to vary among brokers and other valuation services.

As described in Note 6 to the unaudited consolidated financial statements, management evaluates securities for other-than-temporary impairment (OTTI). In making that evaluation, consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) whether the Corporation intends to sell the security or more likely than not will be required to sell the security before its anticipated recovery. Management's assessments of the likelihood and potential for recovery in value of securities are subjective and based on sensitive assumptions.

NET INTEREST INCOME

The Corporation's primary source of operating income is net interest income, which is equal to the difference between the amounts of interest income and interest expense. Tables II, III and IV include information regarding the Corporation's net interest income for the three-month and nine-month periods ended September 30, 2016 and September 30, 2015. In each of these tables, the amounts of interest income earned on tax-exempt securities and loans have been adjusted to a fully taxable-equivalent basis. Accordingly, the net interest income amounts reflected in these tables exceed the amounts presented in the consolidated financial statements. The discussion that follows is based on amounts in the related Tables.

Nine-Month Periods Ended September 30, 2016 and 2015

For the nine-month periods, fully taxable equivalent net interest income was \$32,297,000 in 2016, \$125,000 (0.4%) higher than in 2015. Interest income was \$617,000 lower in 2016 as compared to 2015; however, interest expense was lower by \$742,000 in comparing the same periods. As presented in Table III, the Net Interest Margin was 3.77% in 2016 as compared to 3.69% in 2015, and the "Interest Rate Spread" (excess of average rate of return on earning assets over average cost of funds on interest-bearing liabilities) was 3.64% in 2016 as compared to 3.54% in 2015.

INTEREST INCOME AND EARNING ASSETS

Interest income totaled \$35,070,000 in 2016, a decrease of 1.7% from 2015. Interest and fees on loans receivable increased \$1,320,000, or 5.2%. The average balance of gross loans receivable increased \$68,937,000, or 10.7%, to \$715,575,000 in 2016 from \$646,638,000 in 2015. The Corporation experienced significant growth in both commercial and mortgage loans outstanding. Growth in commercial loans included an increase of approximately \$23.3 million in the average outstanding balance of participation loans in the first nine months of 2016 as compared to the first nine months of 2015. The Corporation's average rate of return on loans receivable declined to 4.94% in 2016 from 5.20% in 2015 as average interest rates on new loans are lower, reflecting recent market conditions.

As indicated in Table III, average available-for-sale securities (at amortized cost) totaled \$407,347,000 in 2016, a decrease of \$87,574,000 (17.7%) from 2015. The net decrease in the Corporation's available-for-sale securities portfolio consisted of decreases in all categories of securities with the exception of commercial mortgage-backed securities. The Corporation's yield on securities was slightly lower in 2016 than in 2015, primarily because of lower market interest rates. The average rate of return on available-for-sale securities was 2.78% in 2016 and 2.82% in 2015.

INTEREST EXPENSE AND INTEREST-BEARING LIABILITIES

Interest expense fell \$742,000, or 21.1%, to \$2,773,000 in 2016 from \$3,515,000 in 2015. Table III shows that the overall cost of funds on interest-bearing liabilities fell to 0.45% in 2016 from 0.56% in 2015.

Total average deposits (interest-bearing and noninterest-bearing) decreased 1.0%, to \$965,584,000 in 2016 from \$974,873,000 in 2015. Decreases in the average balances of Individual Retirement Accounts, certificates of deposit and demand deposits were partially offset by increases in savings, interest checking and money market accounts.

Total average borrowed funds decreased \$13,273,000 to \$64,476,000 in 2016 from \$77,749,000 in 2015. The average rate on borrowed funds was 2.53% in 2016 compared to 3.55% in 2015, reflecting a \$29,684,000 reduction in the average balance of higher-rate, long-term borrowings resulting from prepayment in the second and fourth quarters of 2015 of a long-term repurchase agreement borrowing with an interest rate of 4.265%. The average balance of short-term borrowings increased \$16,411,000 in 2016 over 2015, as average overnight borrowings were higher in 2016 and the Corporation funded the pay-off of the long-term repurchase agreement with a series of short-term advances from the FHLB-Pittsburgh.

Three-Month Periods Ended September 30, 2016 and 2015

For the three-month periods, fully taxable equivalent net interest income was \$10,869,000 in 2016, which was \$114,000 (1.1%) higher than in 2015. Interest income was \$68,000 lower in 2016 as compared to 2015, while interest expense was lower by \$182,000 in comparing the same periods. As presented in Table III, the Net Interest Margin was 3.74% in 2016 as compared to 3.66% in 2015, and the “Interest Rate Spread” (excess of average rate of return on earning assets over average cost of funds on interest-bearing liabilities) was 3.61% in 2016 as compared to 3.51% in 2015.

Interest income totaled \$11,813,000 in 2016, a decrease of \$68,000 (0.6%) from 2015. Interest and fees from loans receivable increased \$476,000, or 5.6%, in 2016 as compared to 2015, while income from available-for-sale securities decreased \$553,000 (16.8%). As indicated in Table III, for the three-month periods, the average balance of gross loans receivable increased 8.8% to \$733,016,000 in 2016 from \$673,735,000 in 2015. The average rate of return on loans was 4.91% in 2016, down from 5.05% in 2015. Total average available-for-sale securities (at amortized cost) in 2016 decreased

to \$404,526,000 from \$473,216,000 in 2015. The average rate of return on available-for-sale securities was 2.69% for 2016, down from 2.75% in 2015.

For the three-month periods, interest expense fell \$182,000, or 16.2%, to \$944,000 in 2016 from \$1,126,000 in 2015. Total average deposits (interest-bearing and noninterest-bearing) amounted to \$983,353,000 in the third quarter 2016, an increase of \$6,036,000 (0.6%) from the third quarter 2015 total. Total average borrowed funds decreased to \$57,226,000 in the third quarter 2016 from \$75,848,000 in the third quarter 2015, while the average rate on borrowed funds fell to 2.75% in the third quarter 2016 from 3.34% in the third quarter 2015. The net change in average borrowed funds included an increase of \$5,683,000 in short-term borrowings and a decrease of \$24,305,000 in long-term borrowings. In total, the average interest rate on interest-bearing liabilities was 0.46% in the third quarter 2016 as compared to 0.53% in the third quarter 2015. The reduction in average rate on interest-bearing liabilities in 2016 was mainly caused by the pay-off (prepayment) of the higher-cost borrowing in 2015, as described above.

TABLE II - ANALYSIS OF INTEREST INCOME AND EXPENSE

(In Thousands)	Three Months Ended			Nine Months Ended		
	Sept. 30, 2016	2015	Increase/ (Decrease)	Sept. 30, 2016	2015	Increase/ (Decrease)
INTEREST INCOME						
Available-for-sale securities:						
Taxable	\$ 1,456	\$ 1,837	\$ (381)	\$ 4,540	\$ 5,899	\$ (1,359)
Tax-exempt	1,277	1,449	(172)	3,941	4,546	(605)
Total available-for-sale securities	2,733	3,286	(553)	8,481	10,445	(1,964)
Interest-bearing due from banks	29	22	7	89	73	16
Loans held for sale	7	5	2	21	10	11
Loans receivable:						
Taxable	8,347	7,851	496	24,407	23,313	1,094
Tax-exempt	697	717	(20)	2,072	1,846	226
Total loans receivable	9,044	8,568	476	26,479	25,159	1,320
Total Interest Income	11,813	11,881	(68)	35,070	35,687	(617)
INTEREST EXPENSE						
Interest-bearing deposits:						
Interest checking	78	53	25	210	162	48
Money market	89	77	12	254	222	32
Savings	34	32	2	99	96	3
Certificates of deposit	238	211	27	660	631	29
Individual Retirement Accounts	109	113	(4)	326	340	(14)
Other time deposits	1	1	0	1	1	0
Total interest-bearing deposits	549	487	62	1,550	1,452	98
Borrowed funds:						
Short-term	30	9	21	133	15	118
Long-term	365	630	(265)	1,090	2,048	(958)
Total borrowed funds	395	639	(244)	1,223	2,063	(840)
Total Interest Expense	944	1,126	(182)	2,773	3,515	(742)
Net Interest Income	\$ 10,869	\$ 10,755	\$ 114	\$ 32,297	\$ 32,172	\$ 125

Note: Interest income from tax-exempt securities and loans has been adjusted to a fully tax-equivalent basis, using the Corporation's marginal federal income tax rate of 35%.

TABLE III - ANALYSIS OF AVERAGE DAILY BALANCES AND RATES**(Dollars in Thousands)**

	3 Months		3 Months		9 Months		9 Months	
	Ended	Rate of	Ended	Rate of	Ended	Rate of	Ended	Rate of
	9/30/2016	Return/	9/30/2015	Return/	9/30/2016	Return/	9/30/2015	Return/
	Average	Cost of	Average	Cost of	Average	Cost of	Average	Cost of
	Balance	Funds %	Balance	Funds %	Balance	Funds %	Balance	Funds %
EARNING ASSETS								
Available-for-sale securities, at amortized cost:								
Taxable	\$291,847	1.98 %	\$361,481	2.02 %	\$298,421	2.03 %	\$379,666	2.08 %
Tax-exempt	112,679	4.51 %	111,735	5.14 %	108,926	4.83 %	115,255	5.27 %
Total available-for-sale securities	404,526	2.69 %	473,216	2.75 %	407,347	2.78 %	494,921	2.82 %
Interest-bearing due from banks	17,138	0.67 %	19,774	0.44 %	20,566	0.58 %	22,886	0.43 %
Loans held for sale	556	5.01 %	245	8.10 %	516	5.44 %	160	8.36 %
Loans receivable:								
Taxable	671,408	4.95 %	610,516	5.10 %	654,256	4.98 %	595,170	5.24 %
Tax-exempt	61,608	4.50 %	63,219	4.50 %	61,319	4.51 %	51,468	4.80 %
Total loans receivable	733,016	4.91 %	673,735	5.05 %	715,575	4.94 %	646,638	5.20 %
Total Earning Assets	1,155,236	4.07 %	1,166,970	4.04 %	1,144,004	4.09 %	1,164,605	4.10 %
Cash	17,523		16,961		16,548		16,723	
Unrealized gain/loss on securities	9,654		7,015		8,154		9,287	
Allowance for loan losses	(8,050)		(7,376)		(7,913)		(7,331)	
Bank premises and equipment	15,379		15,808		15,409		16,050	
Intangible Asset - Core	24		38		26		44	
Deposit Intangible								
Intangible Asset - Goodwill	11,942		11,942		11,942		11,942	
Other assets	38,225		38,294		38,563		37,836	
Total Assets	\$1,239,933		\$1,249,652		\$1,226,733		\$1,249,156	

INTEREST-BEARING LIABILITIES

Interest-bearing deposits:

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Interest checking	\$200,789	0.15 %	\$197,189	0.11 %	\$197,628	0.14 %	\$196,109	0.11 %
Money market	205,158	0.17 %	202,106	0.15 %	199,211	0.17 %	197,852	0.15 %
Savings	133,269	0.10 %	128,939	0.10 %	131,880	0.10 %	128,561	0.10 %
Certificates of deposit	123,475	0.77 %	125,886	0.66 %	118,256	0.75 %	123,523	0.68 %
Individual Retirement Accounts	103,259	0.42 %	109,661	0.41 %	104,280	0.42 %	111,729	0.41 %
Other time deposits	1,523	0.26 %	1,514	0.26 %	1,157	0.12 %	1,150	0.12 %
Total interest-bearing deposits	767,473	0.28 %	765,295	0.25 %	752,412	0.28 %	758,924	0.26 %
Borrowed funds:								
Short-term	18,655	0.64 %	12,972	0.28 %	25,828	0.69 %	9,417	0.21 %
Long-term	38,571	3.76 %	62,876	3.98 %	38,648	3.77 %	68,332	4.01 %
Total borrowed funds	57,226	2.75 %	75,848	3.34 %	64,476	2.53 %	77,749	3.55 %
Total Interest-bearing Liabilities	824,699	0.46 %	841,143	0.53 %	816,888	0.45 %	836,673	0.56 %
Demand deposits	215,880		212,022		213,172		215,949	
Other liabilities	9,057		8,803		8,249		8,229	
Total Liabilities	1,049,636		1,061,968		1,038,309		1,060,851	
Stockholders' equity, excluding other comprehensive income/loss	183,966		183,116		183,078		182,252	
Other comprehensive income/loss	6,331		4,568		5,346		6,053	
Total Stockholders' Equity	190,297		187,684		188,424		188,305	
Total Liabilities and Stockholders' Equity	\$1,239,933		\$1,249,652		\$1,226,733		\$1,249,156	
Interest Rate Spread		3.61 %		3.51 %		3.64 %		3.54 %
Net Interest Income/Earning Assets		3.74 %		3.66 %		3.77 %		3.69 %
Total Deposits (Interest-bearing and Demand)	\$983,353		\$977,317		\$965,584		\$974,873	

(1) Annualized rates of return on tax-exempt securities and loans are presented on a fully taxable-equivalent basis, using the Corporation's marginal federal income tax rate of 35%.

(2) Nonaccrual loans have been included with loans for the purpose of analyzing net interest earnings.

(3) Rates of return on earning assets and costs of funds are presented on an annualized basis.

TABLE IV - ANALYSIS OF VOLUME AND RATE CHANGES

(In Thousands)	3 Months Ended 9/30/16 vs. 9/30/15			9 Months Ended 9/30/16 vs. 9/30/15		
	Change in Volume	Change in Rate	Total Change	Change in Volume	Change in Rate	Total Change
EARNING ASSETS						
Available-for-sale securities:						
Taxable	\$ (351)	\$ (30)	\$ (381)	\$ (1,234)	\$ (125)	\$ 1,359)
Tax-exempt	11	(183)	(172)	(240)	(365)	(605)
Total available-for-sale securities	(340)	(213)	(553)	(1,474)	(490)	(1,964)
Interest-bearing due from banks	(3)	10	7	(8)	24	16
Loans held for sale	3	(1)	2	15	(4)	11
Loans receivable:						
Taxable	748	(252)	496	2,256	(1,162)	1,094
Tax-exempt	(24)	4	(20)	339	(113)	226
Total loans receivable	724	(248)	476	2,595	(1,275)	1,320
Total Interest Income	384	(452)	(68)	1,128	(1,745)	(617)
INTEREST-BEARING LIABILITIES						
Interest-bearing deposits:						
Interest checking	1	24	25	1	47	48
Money market	2	10	12	2	30	32
Savings	1	1	2	2	1	3
Certificates of deposit	(5)	32	27	(28)	57	29
Individual Retirement Accounts	(7)	3	(4)	(23)	9	(14)
Other time deposits	0	0	0	0	0	0
Total interest-bearing deposits	(8)	70	62	(46)	144	98
Borrowed funds:						
Short-term	9	12	21	52	66	118
Long-term	(233)	(32)	(265)	(842)	(116)	(958)
Total borrowed funds	(224)	(20)	(244)	(790)	(50)	(840)
Total Interest Expense	(232)	50	(182)	(836)	94	(742)
Net Interest Income	\$ 616	\$ (502)	\$ 114	\$ 1,964	(\$ 1,839)	\$ 125

(1) Changes in income on tax-exempt securities and loans are presented on a fully tax-equivalent basis, using the Corporation's marginal federal income tax rate of 35%.

(2) The change in interest due to both volume and rates has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amount of the change in each.

TABLE V - COMPARISON OF NONINTEREST INCOME**(In Thousands)**

	9 Months Ended		\$	%
	September 30, 2016	2015	Change	Change
Service charges on deposit accounts	\$3,523	\$3,629	\$ (106)	(2.9)
Service charges and fees	335	373	(38)	(10.2)
Trust and financial management revenue	3,567	3,478	89	2.6
Brokerage revenue	569	640	(71)	(11.1)
Insurance commissions, fees and premiums	74	87	(13)	(14.9)
Interchange revenue from debit card transactions	1,431	1,456	(25)	(1.7)
Net gains from sales of loans	699	573	126	22.0
Decrease in fair value of servicing rights	(247)	(137)	(110)	80.3
Increase in cash surrender value of life insurance	286	294	(8)	(2.7)
Other operating income	1,243	1,086	157	14.5
Total other operating income before realized gains on available-for-sale securities, net	\$11,480	\$11,479	\$ 1	0.0

Table V excludes realized gains on available-for-sale securities, which are discussed in the “Earnings Overview” section of Management’s Discussion and Analysis. Total noninterest income shown in Table V was virtually unchanged in the first nine months of 2016 as compared to the first nine months of 2015. The most significant variances include the following:

Other operating income increased \$157,000, reflecting an increase of \$91,000 in revenue from the redemption of tax credits. Also, other income associated with lending programs increased by a total of \$59,000, including increases in fees associated with providing credit enhancement for the Mortgage Partnership Finance (MPF) Original Program, providing access to certain U.S. Government programs and from the Corporation’s participation in a title insurance entity on a co-operative basis with other banks.

Net gains on the sale of loans increased \$126,000 (22.0%). The Corporation originates and sells some of its residential mortgage production under the MPF Original and Xtra Programs, administered by the Federal Home Loan Banks of Chicago and Pittsburgh. The 2016 increase in net gains from sales reflects the effects of a higher volume of residential mortgage sales, along with a higher margin on loans sold. For the first nine months of 2016, the amount of residential mortgage loans originated for the purpose of sale totaled \$19.4 million, an increase of 16.6% over the first nine months of 2015, and total cash proceeds from residential mortgage loans sold in the first nine months of 2016 amounted to \$19.6 million, an increase of 15.3% over the amount for the first nine months of 2015.

Trust and Financial Management revenue increased \$89,000 (2.6%), reflecting an increase in the balance of Trust assets under management. Trust assets under management amounted to \$867,852,000 at September 30, 2016, an increase of 6.5% over the total at December 31, 2015 and 9.8% over the corresponding total at September 30, 2015. Increases in Trust assets under management have resulted from an overall valuation increase in the U.S. stock market, along with growth from new business.

The fair value of mortgage servicing rights decreased \$247,000 in the first nine months of 2016, primarily from changes in prepayment assumptions driven by market expectations of lower interest rates. In comparison, the fair value of mortgage servicing rights decreased \$137,000 in the first nine months of 2015.

Service charges on deposit accounts decreased \$106,000 (2.9%), mainly as a result of a reduction in consumer overdraft volume.

Brokerage revenue declined \$71,000, as the volume of sales of annuities declined.

TABLE VI - COMPARISON OF NONINTEREST INCOME**(In Thousands)**

	3 Months Ended			
	September 30,	\$	%	
	2016	2015	Change	Change
Service charges on deposit accounts	\$1,221	\$1,302	\$ (81)	(6.2)
Service charges and fees	118	137	(19)	(13.9)
Trust and financial management revenue	1,172	1,123	49	4.4
Brokerage revenue	216	215	1	0.5
Insurance commissions, fees and premiums	26	24	2	8.3
Interchange revenue from debit card transactions	481	482	(1)	(0.2)
Net gains from sales of loans	236	243	(7)	(2.9)
(Decrease) increase in fair value of servicing rights	(68)	13	(81)	(623.1)
Increase in cash surrender value of life insurance	97	95	2	2.1
Other operating income	385	327	58	17.7
Total other operating income before realized gains on available-for-sale securities, net	\$3,884	\$3,961	\$ (77)	(1.9)

Table VI excludes realized gains on available-for-sale securities, which are discussed in the “Earnings Overview” section of Management’s Discussion and Analysis. Total noninterest income shown in Table VI decreased \$77,000, or 1.9%, in the three months ended September 30, 2016 as compared to the three months ended September 30, 2015. The most significant variances include the following:

Service charges on deposit accounts decreased \$81,000, or 6.2%, primarily as a result of a lower volume of consumer overdrafts.

The fair value of mortgage servicing rights decreased \$68,000 in the third quarter 2016, primarily from changes in prepayment assumptions driven by market expectations of lower interest rates. In comparison, the fair value of mortgage servicing rights increased \$13,000 in the third quarter 2015.

Other operating income increased \$58,000 in 2016, with increases in several categories, most significantly dividends received on Federal Home Loan Bank of Pittsburgh stock.

Trust and financial management revenue increased \$49,000 (4.4%) in the third quarter 2016 as compared to the third quarter 2015, reflecting growth in the amount of Trust assets under management and including an increase in revenue from retirement plan services of \$16,000.

TABLE VII - COMPARISON OF NONINTEREST EXPENSE**(In Thousands)**

	9 Months Ended			
	September 30,		\$	%
	2016	2015	Change	Change
Salaries and wages	\$11,701	\$10,834	\$ 867	8.0
Pensions and other employee benefits	3,499	3,336	163	4.9
Occupancy expense, net	1,770	1,985	(215)	(10.8)
Furniture and equipment expense	1,301	1,398	(97)	(6.9)
FDIC Assessments	448	454	(6)	(1.3)
Pennsylvania shares tax	932	946	(14)	(1.5)
Professional fees	816	437	379	86.7
Automated teller machine and interchange expense	807	735	72	9.8
Software subscriptions	729	617	112	18.2
Loss on prepayment of borrowings	0	910	(910)	(100.0)
Other operating expense	4,183	3,872	311	8.0
Total Other Expense	\$26,186	\$25,524	\$ 662	2.6

As shown in Table VII, total noninterest expense increased \$662,000 or 2.6% in the first nine months of 2016 as compared to the first nine months of 2015. Excluding the \$910,000 loss on prepayment of debt in 2015, total noninterest expense increased \$1,572,000, or 6.4%. Other significant variances include the following:

Salaries and wages expense increased \$867,000 (8.0%), reflecting an increase in number of employees. The average number of full-time equivalent employees was 287 in 2016, up from 278 in 2015, including new positions established for lending, lending support, information technology, training and marketing functions.

Professional fees expense increased \$379,000 (86.7%) in the first nine months 2016 over the first nine months of 2015 amount, including increases related to employee sales and service training, information technology, marketing and outsourced commercial loan credit review.

Other operating expense increased \$311,000 (8.0%) in the first nine months of 2016 over the first nine months of 2015, including an increase in charitable donations of \$90,000, an \$86,000 increase in education and training related expenses and a \$48,000 increase in other real estate expenses. Also, other operating expense was reduced in 2015 by \$69,000 as a result of a recovery of sales tax previously paid. Within other operating expense, net collections-related expense was \$59,000 lower in the first nine months of 2016 as compared to the corresponding period in 2015.

Pensions and other employee benefits increased \$163,000 (4.9%) in the first nine months of 2016 over the first nine months of 2015 as a result of increased healthcare claims on the Corporation's partially self-insured plan as well as increases in other benefits attributable to having more personnel.

Software subscriptions and updates increased \$112,000 (18.2%) in the first nine months of 2016 over the first nine months 2015 as a result of enhancements and new applications initiated in 2015 and continuing into 2016.

Occupancy expense in the first nine months of 2016 was \$215,000 (10.8%) lower than the total for the first nine months of 2015, primarily as a result of lower depreciation expense and lower winter-related expenses such as snow removal and fuel costs.

TABLE VIII - COMPARISON OF NONINTEREST EXPENSE

(In Thousands)

	3 Months Ended			
	September 30,		\$	%
	2016	2015	Change	Change
Salaries and wages	\$3,901	\$3,744	\$ 157	4.2

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Pensions and other employee benefits	1,060	1,016	44	4.3
Occupancy expense, net	601	623	(22)	(3.5)
Furniture and equipment expense	435	477	(42)	(8.8)
FDIC Assessments	151	155	(4)	(2.6)
Pennsylvania shares tax	287	311	(24)	(7.7)
Professional fees	245	141	104	73.8
Automated teller machine and interchange expense	291	234	57	24.4
Software subscriptions	237	209	28	13.4
Other operating expense	1,371	1,207	164	13.6
Total Other Expense	\$8,579	\$8,117	\$ 462	5.7

As shown in Table VIII, total noninterest expense increased \$462,000, or 5.7%, in the three months ended September 30, 2016 as compared to the same period of 2015. Significant variances include the following:

Salaries and wages expense increased \$157,000 (4.2%), reflecting an increase in number of employees. The average number of full-time equivalent employees was 288 in the third quarter 2016, up from 279 in the third quarter 2015, including new positions established for lending, lending support, information technology, training, human resources and marketing functions.

Professional fees expense increased \$104,000 (73.8%) in the three months ended September 30, 2016 over the same period in 2015, including increases related to employee sales and service training, information technology, marketing and outsourced commercial loan credit review.

Other operating expense increased \$164,000 (13.6%) in the three months ended September 30, 2016 over the same period in 2015, including increases in education and training-related expense of \$29,000, net collection-related expenses of \$29,000 and expenses related to other real estate properties of \$27,000. Also, other operating expense in the third quarter 2015 was reduced by a refund of \$69,000 from recovery of previously-paid sales tax, with no corresponding recovery in the third quarter 2016.

FINANCIAL CONDITION

Gross loans outstanding (excluding mortgage loans held for sale) were \$742,338,000 at September 30, 2016, up 5.3% from \$704,880,000 at December 31, 2015 and up 9.2% from \$679,865,000 at September 30, 2015. The total outstanding balances of residential mortgage segment loans at September 30, 2016 increased \$24,170,000 (6.3%) as compared to December 31, 2015 and \$29,345,000 (7.7%) as compared to September 30, 2015. The total outstanding balances of commercial segment loans at September 30, 2016 increased \$11,138,000 (3.6%) as compared to December 31, 2015 and \$30,482,000 (10.6%) as compared to September 30, 2015.

The increases in loans outstanding in the latter half of 2015 and first nine months of 2016 included increases in commercial participation loans. Participation loans represent portions of larger commercial transactions for which other institutions are the “lead banks”. Although not the lead bank, the Corporation conducts detailed underwriting and monitoring of participation loan opportunities. Participation loans are included in the “Commercial and industrial,” “Commercial loans secured by real estate” and “Political subdivisions” classes in the loan tables presented in this Form 10-Q. Total participation loans outstanding amounted to \$48,670,000 at September 30, 2016, up from \$44,456,000 at December 31, 2015 and \$32,332,000 at September 30, 2015. At September 30, 2016, the balance of participation loans outstanding includes a total of \$34,564,000 to businesses located outside of the Corporation’s market area, including \$11,996,000 from participations in loans originated through the Corporation’s membership in a network that originates loans throughout the U.S. The Corporation’s participation loans originated through the network consist of loans to businesses that are larger than the Corporation’s typical commercial customer base. The loans originated through the network are considered “leveraged loans,” meaning the businesses typically have minimal tangible book equity and the extent of collateral available is limited, though the businesses have demonstrated strong cash flow performance in their recent histories. At September 30, 2016, total leveraged participation loans, including loans originated through the network and a loan originated through another lead institution, totaled \$14,688,000.

Other significant changes in the average balances of the Corporation’s earning assets and interest-bearing liabilities are described in the “Net Interest Income” section of Management’s Discussion and Analysis. Other significant balance sheet items, including the allowance for loan losses and stockholders’ equity, are discussed in separate sections of Management’s Discussion and Analysis.

Management does not expect capital expenditures to have a material, detrimental effect on the Corporation's financial condition in 2016.

Since 2009, the Corporation has originated and sold residential mortgage loans to the secondary market through the MPF Xtra program administered by the Federal Home Loan Banks of Pittsburgh and Chicago. Residential mortgages originated and sold through the MPF Xtra program consist primarily of conforming, prime loans sold to the Federal National Mortgage Association (Fannie Mae), a government agency. In 2014, the Corporation began to originate and sell residential mortgage loans to the secondary market through the MPF Original program, which is also administered by the Federal Home Loan Banks of Pittsburgh and Chicago. Residential mortgages originated and sold through the MPF Original program consist primarily of conforming, prime loans sold to the Federal Home Loan Bank of Pittsburgh. For loans sold under the Original program, the Corporation provides a credit enhancement whereby the Corporation would assume credit losses in excess of a defined First Loss Account ("FLA") balance, up to specified amounts. The FLA is funded by the Federal Home Loan Bank of Pittsburgh based on a percentage of the outstanding balance of loans sold. At September 30, 2016, the Corporation has recorded an allowance in the amount of \$169,000 for credit losses on loans sold under the MPF Original Program which is included in "Accrued interest and other liabilities" in the accompanying balance sheet. There was no allowance recorded at December 31, 2015. The Corporation does not provide a credit enhancement for loans sold through the Xtra program.

For loan sales originated under the MPF Xtra and Original programs, the Corporation provides customary representations and warranties to investors that specify, among other things, that the loans have been underwritten to the standards established by the investor. The Corporation may be required to repurchase a loan and reimburse a portion of fees received, or reimburse the investor for a credit loss incurred on a loan, if it is determined that the representations and warranties have not been met. Such repurchases or reimbursements generally result from an underwriting or documentation deficiency. At September 30, 2016, the total outstanding balance of loans the Corporation has repurchased as a result of identified instances of noncompliance amounted to \$1,866,000, and the corresponding total outstanding balance repurchased at December 31, 2015 was \$1,968,000.

At September 30, 2016, outstanding balances of loans sold and serviced through the two programs totaled \$157,845,000, including loans sold through the MPF Xtra program of \$117,738,000 and loans sold through the Original program of \$40,107,000. At December 31, 2015, outstanding balances of loans sold and serviced through the two programs totaled \$152,448,000, including loans sold through the MPF Xtra program of \$125,571,000 and loans sold through the Original Program of \$26,877,000. Based on the fairly limited volume of required repurchases to date, no allowance had been established for representation and warranty exposures as of September 30, 2016 and December 31, 2015.

PROVISION AND ALLOWANCE FOR LOAN LOSSES

The Corporation maintains an allowance for loan losses that represents management's estimate of the losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction of the investment in loans. Note 7 to the unaudited consolidated financial statements provides an overview of the process management uses for evaluating and determining the allowance for loan losses.

While management uses available information to recognize losses on loans, changes in economic conditions may necessitate revisions in future years. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to recognize adjustments to the allowance based on their judgments of information available to them at the time of their examination.

The allowance for loan losses was \$8,421,000 at September 30, 2016, up from \$7,889,000 at December 31, 2015. Table X shows the collectively determined component of the allowance for residential mortgages was \$382,000 higher at September 30, 2016 than at December 31, 2015, reflecting growth in outstanding loans and the use of slightly higher qualitative factors to estimate the required allowance. Also, the collectively determined component of the allowance for commercial loans was \$291,000 higher at September 30, 2016 than at December 31, 2015, reflecting the effects of growth in outstanding loans and increases in the average net charge-offs experience and qualitative factors used to estimate the required allowance.

The provision (credit) for loan losses by segment in the three-month and nine-month period ended September 30, 2016 and 2015 is as follows:

(In Thousands)	3 Months Ended		9 Months Ended	
	Sept. 30, 2016	Sept. 30, 2015	Sept. 30, 2016	Sept. 30, 2015
Residential mortgage	\$ 178	\$ (17)	\$ 452	\$ 52
Commercial	337	282	750	443
Consumer	23	6	51	(1)
Unallocated	0	31	(29)	32
Total	\$ 538	\$ 302	\$ 1,224	\$ 526

As shown in the table above, the provision for loan losses for the third quarter 2016 exceeded the third quarter 2015 amount by \$236,000, with the largest increases in the residential mortgage and commercial segments. In the third quarter 2016, the provision related to residential mortgage loans included an increase of \$142,000 in the qualitative factors component of the collectively determined allowance. In comparison, the net credit related to the residential mortgage segment in the third quarter 2015 included an increase related to qualitative factors of \$55,000, but also included a credit of \$78,000 related to the change in total specific allowances on impaired loans, as adjusted for net charge-offs during the period. For the commercial segment, the third quarter 2016 provision included \$433,000 from the increase in total specific allowances on impaired loans, as adjusted for net charge-offs, and \$26,000 from an increase in the allowance related to qualitative factors, reduced \$122,000 by improvement in the net charge-offs experience component of the collectively determined allowance. In comparison, the main components of the commercial provision in the third quarter 2015 included an increase in the collectively determined portion of the allowance based on qualitative factors of \$141,000 and a net increase in specific allowances on impaired loans of \$108,000.

The provision for loan losses for the nine months ended September 30, 2016 totaled \$1,224,000, an increase of \$698,000 over the corresponding amount for the first nine months of 2015. In the first nine months of 2016, the provision related to the residential mortgage segment increased \$400,000, and the provision related to the commercial segment increased \$307,000. For the nine-month period ended September 30, 2016, the provision related to residential mortgage loans included an increase of \$70,000 related to the change in total specific allowances on impaired loans, as adjusted for net charge-offs during the period, while the net provision for the first nine months of 2015 included a credit of \$164,000 attributable to a net reduction in specific allowances on impaired residential mortgage loans. Also, the provision related to residential mortgage loans in the first nine months of 2016 included an increase of \$367,000 in the qualitative factors component of the allowance as compared to an increase of \$127,000 in the qualitative factors component in the first nine months of 2015. For the commercial segment, the provision for the first nine months of 2016 included \$459,000 from the increase in total specific allowances on impaired loans, as compared to a net increase of \$282,000 in specific allowances on impaired loans in the first nine months of 2015. Also, the provision related to the commercial segment for the first nine months of 2016 included \$194,000 from an increase in the qualitative factors component of the collectively determined portion of the allowance as compared to a corresponding \$80,000 increase in the first nine months of 2015.

Table XI presents information related to past due and impaired loans, and loans that have been modified under terms that are considered troubled debt restructurings (TDRs). Total nonperforming loans as a percentage of outstanding loans was 2.70% at September 30, 2016, up from 2.09% at December 31, 2015, and nonperforming assets as a percentage of total assets was 1.79% at September 30, 2016, up from 1.31% at December 31, 2015. Table XI presents data at September 30, 2016 and at the end of each of the years ended December 31, 2011 through 2015. For the range of dates presented in Table XI, total nonperforming loans as a percentage of loans has ranged from a low of 1.19% at December 31, 2011 to a high of 2.80% at December 31, 2013, and total nonperforming assets as a percentage of assets has ranged from a low of 0.73% at December 31, 2011 to a high of 1.79% at September 30, 2016.

Total impaired loans of \$11,135,000 at September 30, 2016, are up \$1,161,000 from the corresponding amount at December 31, 2015 of \$9,974,000, including an increase in impaired loans with a valuation allowance of \$1,688,000.

In the third quarter 2016, the Corporation recorded an allowance of \$528,000 related to one real estate secured commercial loan relationship with total loans outstanding of \$3,347,000, including one loan with an outstanding balance of \$2,695,000 that was classified as impaired with a valuation allowance at September 30, 2016.

Total nonperforming assets of \$22,341,000 at September 30, 2016 are up \$6,335,000 from the corresponding amount at December 31, 2015, including increases in nonaccrual loans, loans past due 90 days or more and still accruing interest and foreclosed (real estate) assets held for sale, summarized as follows:

Total nonaccrual loans at September 30, 2016 of \$12,481,000 was \$964,000 higher than the corresponding December 31, 2015 total, including the effect of classifying the real estate secured commercial loan noted above with an outstanding balance at September 30, 2016 of \$2,695,000 as nonaccrual in the third quarter 2016.

Total loans past due 90 days or more and still accruing interest amounted to \$7,539,000 at September 30, 2016, an increase of \$4,310,000 from \$3,229,000 at December 31, 2015. The increase in 2016 in the balance of loans past due 90 days or more and still accruing interest included a commercial loan with a balance of \$2,697,000 at September 30, 2016 that was deemed by management to be well secured and in the process of collection. At September 30, 2016, in addition to this commercial loan, total residential mortgage loans that were more than 90 days past due but deemed to be well secured and in the process of collection amounted to \$4,016,000, up from \$2,381,000 at December 31, 2015. The Corporation reviews the status of loans past due 90 days or more each quarter to determine if it is appropriate to continue to accrue interest, and has determined the loans included in this category are well secured and that ultimate collection of all principal and interest is probable.

Foreclosed assets held for sale consisted of real estate, and totaled \$2,321,000 at September 30, 2016, an increase of \$1,061,000 from \$1,260,000 at December 31, 2015. At September 30, 2016, the Corporation held 22 such properties for sale, with total carrying values of \$1,195,000 related to residential real estate, \$696,000 of land and \$430,000 related to commercial real estate. At December 31, 2016, the Corporation held 12 such properties for sale, with total carrying values of \$556,000 related to residential real estate and \$704,000 of land. The Corporation evaluates the carrying values of foreclosed assets each quarter based on the most recent market activity or appraisals for each property.

The outstanding balances of impaired loans without a valuation allowance, nonaccrual loans and nonperforming TDRs at September 30, 2016, include an outstanding balance of \$4,836,000 from loans to one commercial entity. In 2014, the Corporation entered into a forbearance agreement with this commercial borrower which included a reduction in monthly payment amounts over a fifteen-month period. At the end of the fifteen-month period, the monthly payment amounts would revert to the original amounts, unless the forbearance agreement was extended or the payment requirements otherwise modified. The forbearance agreement has been extended for two additional twelve-month periods, most recently in July 2016. The Corporation recorded a charge-off of \$1,486,000 in the second quarter 2014 as a result of these modifications, as the payment amounts based on the forbearance agreement are not sufficient to fully amortize the contractual amount of principal outstanding on the loans. The borrower has made all required payments on the loans in accordance with the terms of the forbearance agreement, as extended.

Each period presented in Table XI includes a few large commercial relationships that have required significant monitoring and workout efforts. As a result, a limited number of relationships may significantly impact the total amount of allowance required on impaired loans, and may significantly impact the amount of total charge-offs reported in any one period.

Management believes it has been conservative in its decisions concerning identification of impaired loans, estimates of loss, and nonaccrual status; however, the actual losses realized from these relationships could vary materially from the allowances calculated as of September 30, 2016. Management continues to closely monitor its commercial loan relationships for possible credit losses, and will adjust its estimates of loss and decisions concerning nonaccrual status, if appropriate.

Tables IX through XII present historical data related to loans and the allowance for loan losses.

TABLE IX - ANALYSIS OF THE ALLOWANCE FOR LOAN LOSSES

(In Thousands)

	9 Months Ended						
	Sept. 30, 2016	Sept. 30, 2015	Years Ended December 31,				
			2015	2014	2013	2012	2011
Balance, beginning of year	\$7,889	\$ 7,336	\$7,336	\$8,663	\$6,857	\$7,705	\$9,107
Charge-offs:							
Residential mortgage	(73)	(191)	(217)	(327)	(95)	(552)	(100)
Commercial	(597)	(240)	(251)	(1,715)	(459)	(498)	(1,189)
Consumer	(67)	(65)	(94)	(97)	(117)	(171)	(157)

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Total charge-offs	(737)	(496)	(562)	(2,139)	(671)	(1,221)	(1,446)
Recoveries:							
Residential mortgage	2	1	1	25	24	18	3
Commercial	4	5	214	264	348	8	255
Consumer	39	44	55	47	58	59	71
Total recoveries	45	50	270	336	430	85	329
Net charge-offs	(692)	(446)	(292)	(1,803)	(241)	(1,136)	(1,117)
Provision (credit) for loan losses	1,224	526	845	476	2,047	288	(285)
Balance, end of period	\$8,421	\$7,416	\$7,889	\$7,336	\$8,663	\$6,857	\$7,705
Net charge-offs as a % of average loans	0.10 %	0.07 %	0.04 %	0.29 %	0.04 %	0.16 %	0.16 %

TABLE X - COMPONENTS OF THE ALLOWANCE FOR LOAN LOSSES

(In Thousands)

	Sept. 30, 2016	As of December 31,				
	2016	2015	2014	2013	2012	2011
ASC 310 - Impaired loans	\$ 685	\$820	\$769	\$2,333	\$623	\$1,126
ASC 450 - Collective segments:						
Commercial	3,394	3,103	2,732	2,583	2,594	2,811
Residential mortgage	3,799	3,417	3,295	3,156	3,011	3,130
Consumer	145	122	145	193	188	204
Unallocated	398	427	395	398	441	434
Total Allowance	\$ 8,421	\$7,889	\$7,336	\$8,663	\$6,857	\$7,705

The above allocation is based on estimates and subjective judgments and is not necessarily indicative of the specific amounts or loan categories in which losses may occur.

**TABLE XI - PAST DUE AND IMPAIRED LOANS, NONPERFORMING ASSETS
AND TROUBLED DEBT RESTRUCTURINGS (TDRs)**

(In Thousands)

	As of Sept. 30, 2016	As of December 31, 2015	2014	2013	2012	2011
Impaired loans with a valuation allowance	\$ 3,621	\$ 1,933	\$ 3,241	\$ 9,889	\$ 2,710	\$ 3,433
Impaired loans without a valuation allowance	7,514	8,041	9,075	6,432	4,719	4,431
Total impaired loans	\$ 11,135	\$ 9,974	\$ 12,316	\$ 16,321	\$ 7,429	\$ 7,864
Total loans past due 30-89 days and still accruing	\$ 4,040	\$ 7,057	\$ 7,121	\$ 8,305	\$ 7,756	\$ 7,898
Nonperforming assets:						
Total nonaccrual loans	\$ 12,481	\$ 11,517	\$ 12,610	\$ 14,934	\$ 7,353	\$ 7,197
Total loans past due 90 days or more and still accruing	7,539	3,229	2,843	3,131	2,311	1,267
Total nonperforming loans	20,020	14,746	15,453	18,065	9,664	8,464
Foreclosed assets held for sale (real estate)	2,321	1,260	1,189	892	879	1,235
Total nonperforming assets	\$ 22,341	\$ 16,006	\$ 16,642	\$ 18,957	\$ 10,543	\$ 9,699
Loans subject to troubled debt restructurings (TDRs):						
Performing	\$ 946	\$ 1,186	\$ 1,807	\$ 3,267	\$ 906	\$ 1,064
Nonperforming	5,032	5,178	5,388	908	1,155	2,413
Total TDRs	\$ 5,978	\$ 6,364	\$ 7,195	\$ 4,175	\$ 2,061	\$ 3,477
Total nonperforming loans as a % of loans	2.70 %	2.09 %	2.45 %	2.80 %	1.41 %	1.19 %
Total nonperforming assets as a % of assets	1.79 %	1.31 %	1.34 %	1.53 %	0.82 %	0.73 %
Allowance for loan losses as a % of total loans	1.13 %	1.12 %	1.16 %	1.34 %	1.00 %	1.09 %
Allowance for loan losses as a % of nonperforming loans	42.06 %	53.50 %	47.47 %	47.95 %	70.95 %	91.03 %

TABLE XII - SUMMARY OF LOANS BY TYPE

Summary of Loans by Type

(In Thousands)

	Sept. 30, 2016	As of December 31, 2015	2014	2013	2012	2011
Residential mortgage:						

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Residential mortgage loans - first liens	\$325,533	\$304,783	\$291,882	\$299,831	\$311,627	\$331,015
Residential mortgage loans - junior liens	22,794	21,146	21,166	23,040	26,748	28,851
Home equity lines of credit	38,623	39,040	36,629	34,530	33,017	30,037
1-4 Family residential construction	23,310	21,121	16,739	13,909	12,842	9,959
Total residential mortgage	410,260	386,090	366,416	371,310	384,234	399,862
Commercial:						
Commercial loans secured by real estate	149,938	154,779	145,878	147,215	158,413	156,388
Commercial and industrial	86,969	75,196	50,157	42,387	48,442	57,191
Political subdivisions	38,653	40,007	17,534	16,291	31,789	37,620
Commercial construction and land	12,809	5,122	6,938	17,003	28,200	23,518
Loans secured by farmland	6,900	7,019	7,916	10,468	11,403	10,949
Multi-family (5 or more) residential	8,133	9,188	8,917	10,985	6,745	6,583
Agricultural loans	4,313	4,671	3,221	3,251	3,053	2,987
Other commercial loans	11,557	12,152	13,334	14,631	362	552
Total commercial	319,272	308,134	253,895	262,231	288,407	295,788
Consumer	12,806	10,656	10,234	10,762	11,269	12,665
Total	742,338	704,880	630,545	644,303	683,910	708,315
Less: allowance for loan losses	(8,421)	(7,889)	(7,336)	(8,663)	(6,857)	(7,705)
Loans, net	\$733,917	\$696,991	\$623,209	\$635,640	\$677,053	\$700,610

LIQUIDITY

Liquidity is the ability to quickly raise cash at a reasonable cost. An adequate liquidity position permits the Corporation to pay creditors, compensate for unforeseen deposit fluctuations and fund unexpected loan demand. At September 30, 2016, the Corporation maintained overnight interest-bearing deposits with the Federal Reserve Bank of Philadelphia and other correspondent banks totaling \$9,620,000.

The Corporation maintains overnight borrowing facilities with several correspondent banks that provide a source of day-to-day liquidity. Also, the Corporation maintains borrowing facilities with the Federal Home Loan Bank of Pittsburgh, secured by various mortgage loans.

The Corporation has a line of credit with the Federal Reserve Bank of Philadelphia's Discount Window. Management intends to use this line of credit as a contingency funding source. As collateral for the line, the Corporation has pledged available-for-sale securities with a carrying value of \$18,899,000 at September 30, 2016.

The Corporation's outstanding, available, and total credit facilities at September 30, 2016 and December 31, 2015 are as follows:

(In Thousands)	Outstanding		Available		Total Credit	
	Sept. 30, 2016	Dec. 31, 2015	Sept. 30, 2016	Dec. 31, 2015	Sept. 30, 2016	Dec. 31, 2015
Federal Home Loan Bank of Pittsburgh	\$19,808	\$60,348	\$315,685	\$262,361	\$335,493	\$322,709
Federal Reserve Bank Discount Window	0	0	16,802	19,606	16,802	19,606
Other correspondent banks	0	0	45,000	45,000	45,000	45,000
Total credit facilities	\$19,808	\$60,348	\$377,487	\$326,967	\$397,295	\$387,315

At September 30, 2016, the Corporation's outstanding credit facilities with the Federal Home Loan Bank of Pittsburgh consisted of overnight borrowings of \$2,000,000, short-term borrowings of \$6,270,000, and long-term borrowings with a total amount of \$11,538,000. At December 31, 2015, the Corporation's outstanding credit facilities with the Federal Home Loan Bank of Pittsburgh consisted of overnight borrowings of \$23,500,000, short-term borrowings of \$25,081,000, and long-term borrowings with a total amount of \$11,767,000. Additional information regarding borrowed funds is included in Note 8 of the unaudited consolidated financial statements.

Additionally, the Corporation uses repurchase agreements placed with brokers to borrow funds secured by investment assets and “RepoSweep” arrangements to borrow funds from commercial banking customers on an overnight basis. If required to raise cash in an emergency situation, the Corporation could sell available-for-sale securities to meet its obligations. At September 30, 2016, the carrying value of available-for-sale securities in excess of amounts required to meet pledging or repurchase agreement obligations was \$193,452,000.

Management believes the Corporation is well-positioned to meet its short-term and long-term obligations.

STOCKHOLDERS' EQUITY AND CAPITAL ADEQUACY

The Corporation and C&N Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Details concerning capital ratios at September 30, 2016 and December 31, 2015 are presented below. Management believes, as of September 30, 2016 and December 31, 2015, that the Corporation and C&N Bank meet all capital adequacy requirements to which they are subject and maintain capital conservation buffers (described in more detail in the "New Capital Rule" section below) that allow the Corporation and C&N Bank to avoid limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers.

Further, as reflected in the table below, the Corporation's and C&N Bank's capital ratios at September 30, 2016 and December 31, 2015 exceed the Corporation's policy threshold levels.

(Dollars in Thousands)											
		Actual		Minimum Capital Requirement		Minimum To Maintain Capital Conservation Buffer at Reporting Date		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions		Minimum To Meet the Corporation's Policy Thresholds	
		Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2016:											
Total capital to risk-weighted assets:											
Consolidated		\$181,961	23.56%	\$61,784	38 %	\$66,611	38.625 %	\$77,230	310 %	\$81,091	310.5 %
C&N Bank		161,486	21.04%	61,411	38 %	66,209	38.625 %	76,764	310 %	80,602	310.5 %
Tier 1 capital to risk-weighted assets:											
Consolidated		173,223	22.43%	30,892	36 %	51,165	36.625 %	61,784	38 %	65,645	38.5 %
C&N Bank		152,896	19.92%	30,706	36 %	50,856	36.625 %	61,411	38 %	65,249	38.5 %
Common equity tier 1 capital to risk-weighted assets:											
Consolidated		173,223	22.43%	30,892	34.5 %	39,580	35.125 %	50,199	36.5 %	54,061	37 %
C&N Bank		152,896	19.92%	30,706	34.5 %	39,341	35.125 %	49,897	36.5 %	53,735	37 %
Tier 1 capital to average assets:											
Consolidated		173,223	14.17%	48,885	34 %	N/A	N/A	61,107	35 %	61,107	35 %
C&N Bank		152,896	12.66%	48,321	34 %	N/A	N/A	60,401	35 %	60,401	35 %
December 31, 2015:											
Total capital to risk-weighted assets:											
Consolidated		\$181,216	24.40%	\$59,424	38 %	N/A	N/A	\$74,281	310 %	\$77,995	310.5 %

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C&N Bank	161,187	21.83 %	59,058	³⁸ %	N/A	N/A	73,823	³¹⁰ %	77,514	^{310.5} %
Tier 1 capital to risk-weighted assets:										
Consolidated	173,009	23.29 %	29,712	³⁶ %	N/A	N/A	59,424	³⁸ %	63,139	^{38.5} %
C&N Bank	153,298	20.77 %	29,529	³⁶ %	N/A	N/A	59,058	³⁸ %	62,749	^{38.5} %
Common equity tier 1 capital to risk-weighted assets:										
Consolidated	173,009	23.29 %	29,712	^{34.5} %	N/A	N/A	48,282	^{36.5} %	51,996	³⁷ %
C&N Bank	153,298	20.77 %	29,529	^{34.5} %	N/A	N/A	47,985	^{36.5} %	51,676	³⁷ %
Tier 1 capital to average assets:										
Consolidated	173,009	14.31 %	48,355	³⁴ %	N/A	N/A	60,444	³⁵ %	60,444	³⁵ %
C&N Bank	153,298	12.81 %	47,861	³⁴ %	N/A	N/A	59,826	³⁵ %	59,826	³⁵ %

Management expects the Corporation and C&N Bank to maintain capital levels that exceed the regulatory standards for well-capitalized institutions and the applicable capital conservation buffers for the next 12 months and for the foreseeable future.

Future dividend payments will depend upon maintenance of a strong financial condition, future earnings and capital and regulatory requirements. As described in more detail in the section below titled "New Capital Rule," the Corporation and C&N Bank are subject to restrictions on the amount of dividends that may be paid without approval of banking regulatory authorities.

NEW CAPITAL RULE

In July 2013, the federal regulatory authorities issued a new capital rule based, in part, on revisions developed by the Basel Committee on Banking Supervision to the Basel capital framework (Basel III). The Corporation and C&N Bank became subject to the new rule effective January 1, 2015. Generally, the new rule implemented higher minimum capital requirements, revised the definition of regulatory capital components and related calculations, added a new common equity tier 1 capital ratio, implemented a new capital conservation buffer, increased the risk weighting for past due loans and provided a transition period for several aspects of the new rule.

The current (new) capital rule provides that, in order to avoid limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers, a banking organization must hold a capital conservation buffer composed of common equity tier 1 capital above its minimum risk-based capital requirements. The buffer is measured relative to risk-weighted assets. Phase-in of the capital conservation buffer requirements began January 1, 2016. The transition schedule for new ratios, including the capital conservation buffer, is as follows:

	As of January 1:									
	2015	2016	2017	2018	2019					
Minimum common equity tier 1 capital ratio	4.5 %	4.5 %	4.5 %	4.5 %	4.5 %					
Common equity tier 1 capital conservation buffer	N/A	0.625 %	1.25 %	1.875 %	2.5 %					
Minimum common equity tier 1 capital ratio plus capital conservation buffer	4.5 %	5.125 %	5.75 %	6.375 %	7.0 %					
Phase-in of most deductions from common equity tier 1 capital	40 %	60 %	80 %	100 %	100 %					
Minimum tier 1 capital ratio	6.0 %	6.0 %	6.0 %	6.0 %	6.0 %					
Minimum tier 1 capital ratio plus capital conservation buffer	N/A	6.625 %	7.25 %	7.875 %	8.5 %					
Minimum total capital ratio	8.0 %	8.0 %	8.0 %	8.0 %	8.0 %					
Minimum total capital ratio plus capital conservation buffer	N/A	8.625 %	9.25 %	9.875 %	10.5 %					

As fully phased in, a banking organization with a buffer greater than 2.5% would not be subject to additional limits on dividend payments or discretionary bonus payments; however, a banking organization with a buffer less than 2.5% would be subject to increasingly stringent limitations as the buffer approaches zero. The new rule also prohibits a banking organization from making dividend payments or discretionary bonus payments if its eligible retained income is negative in that quarter and its capital conservation buffer ratio was less than 2.5% as of the beginning of that quarter. Eligible net income is defined as net income for the four calendar quarters preceding the current calendar quarter, net of any distributions and associated tax effects not already reflected in net income. A summary of payout restrictions based on the capital conservation buffer is as follows:

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Capital Conservation Buffer (as a % of risk-weighted assets)	Maximum Payout (as a % of eligible retained income)	
Greater than 2.5%	No payout limitation applies	
≤2.5% and >1.875%	60	%
≤1.875% and >1.25%	40	%
≤1.25% and >0.625%	20	%
≤0.625%	0	%

At September 30, 2016, the Corporation's Capital Conservation Buffer, determined based on the minimum total capital ratio, was 15.56%. C&N Bank's Capital Conservation Buffer (also determined based on the minimum total capital ratio) was 13.04%.

The Corporation's total stockholders' equity is affected by fluctuations in the fair values of available-for-sale securities. The difference between amortized cost and fair value of available-for-sale securities, net of deferred income tax, is included in Accumulated Other Comprehensive Income within stockholders' equity. The balance in Accumulated Other Comprehensive Income related to unrealized gains on available-for-sale securities, net of deferred income tax, amounted to \$5,388,000 at September 30, 2016 and \$2,493,000 at December 31, 2015. Changes in accumulated other comprehensive income are excluded from earnings and directly increase or decrease stockholders' equity. If available-for-sale securities

are deemed to be other-than-temporarily impaired, unrealized losses are recorded as a charge against earnings, and amortized cost for the affected securities is reduced. Note 6 to the unaudited consolidated financial statements provides additional information concerning management's evaluation of available-for-sale securities for other-than-temporary impairment at September 30, 2016.

Stockholders' equity is also affected by the underfunded or overfunded status of defined benefit pension and postretirement plans. The balance in Accumulated Other Comprehensive Income related to defined benefit plans, net of deferred income tax, was \$42,000 at September 30, 2016 and \$35,000 at December 31, 2015.

COMPREHENSIVE INCOME

Comprehensive Income is the total of (1) net income, and (2) all other changes in equity from non-stockholder sources, which are referred to as Other Comprehensive Income. Changes in the components of Accumulated Other Comprehensive Income (Loss) are included in Other Comprehensive Income, and for the Corporation, consist of changes in unrealized gains or losses on available-for-sale securities and changes in underfunded or overfunded defined benefit plans. Fluctuations in interest rates significantly affect fair values of available-for-sale securities, and accordingly have an effect on Other Comprehensive Income (Loss) in each period.

Comprehensive Income totaled \$2,623,000 for the three months ended September 30, 2016 as compared to \$6,270,000 in the third quarter 2015. For the three months ended September 30, 2016, Comprehensive Income included: (1) Net Income of \$4,087,000, which was \$147,000 lower than in the third quarter 2015; (2) Other Comprehensive Loss from a decrease in net unrealized gains on available-for-sale securities of (\$1,461,000) as compared to Other Comprehensive Income of \$2,039,000 from an increase in net unrealized gains on available-for-sale securities in the third quarter 2015; and (3) Other Comprehensive Loss from defined benefit plans of (\$3,000) for the third quarters of 2016 and 2015.

Comprehensive Income totaled \$14,433,000 for the nine months ended September 30, 2016 as compared to \$13,168,000 for the nine months ended September 30, 2015. In the nine months ended September 30, 2016, Comprehensive Income included: (1) Net Income of \$11,531,000, which was \$875,000 lower than in the first nine

months of 2015; (2) Other Comprehensive Income from an increase in net unrealized gains on available-for-sale securities of \$2,895,000 as compared to Other Comprehensive Income of \$835,000 in the first nine months of 2015; and (3) Other Comprehensive Income from defined benefit plans of \$7,000 as compared to Other Comprehensive Loss of (\$73,000) in the first nine months of 2015.

INCOME TAXES

The provision for income tax for interim periods is based on the Corporation's estimate of the effective tax rate expected to be applicable for the full year. The Corporation's effective tax rates differ from the statutory rate of 35% principally because of the effects of tax-exempt interest income.

The third quarter 2016 provision for income tax of \$1,451,000, or 26.20% of pre-tax income, was \$56,000 higher than the third quarter 2015 tax provision of \$1,395,000, or 24.78% of pre-tax income. The higher effective tax in the third quarter 2016 included the effects of a reduction in tax-exempt interest income of \$127,000. The reduction in tax-exempt interest income resulted from pay-offs received on municipal bonds purchased several years ago when market interest yields were higher. Also, the provision for state income tax was \$39,000 higher, primarily as a result of a catch-up adjustment to increase New York State taxes for the effect of changes in the tax methodology that first became effective in 2015.

The provision for income tax totaled \$3,847,000 for the nine months ended September 30, 2016, down \$229,000 from the amount for the first nine months of 2015. The lower tax provision in 2016 resulted from lower pre-tax income; however, the provision increased as a percentage of pre-tax income to 25.02% in 2016 from 24.73% in 2015. The higher effective tax rate included the impact of a \$253,000 reduction in tax-exempt interest income and an increase in the provision for state income tax of \$30,000 that resulted mainly from a catch-up adjustment to increase the state tax provision for New York State.

The Corporation recognizes deferred tax assets and liabilities based on differences between the financial statement carrying amounts and the tax basis of assets and liabilities. At September 30, 2016, the net deferred tax asset was \$1,544,000, down from \$3,115,000 at December 31, 2015. The most significant change in temporary difference components was an increase of \$1,560,000 in the deferred tax liability associated with unrealized gains on available-for-sale securities.

The Corporation regularly reviews deferred tax assets for recoverability based on history of earnings, expectations for future earnings and expected timing of reversals of temporary differences. Realization of deferred tax assets ultimately depends on the existence of sufficient taxable income, including taxable income in prior carryback years, as well as future taxable income. Management believes the recorded net deferred tax asset at September 30, 2016 is fully realizable; however, if management determines the Corporation will be unable to realize all or part of the net deferred tax asset, the Corporation would adjust the deferred tax asset, which would negatively impact earnings.

Additional information related to income taxes is presented in Note 11 to the unaudited, consolidated financial statements.

INFLATION

The Corporation is significantly affected by the Federal Reserve Board's efforts to control inflation through changes in short-term interest rates. Beginning in September 2007, in response to concerns about weakness in the U.S. economy, the Federal Reserve lowered the fed funds target rate numerous times; in December 2008, it established a target range of 0% to 0.25%, which it maintained through mid-December 2015. On December 16, 2015, the Federal Reserve raised their target for the federal funds rate to 0.25% to 0.50%. This decision was based on data available that suggested economic activity had been expanding at a moderate pace. This included an increase in household spending, business fixed investments increasing, and an improvement in labor market conditions. Also, throughout this period, the Federal Reserve has injected massive amounts of liquidity into the nation's monetary system through a variety of programs. The Federal Reserve has purchased large amounts of securities in an effort to keep interest rates low and stimulate economic growth. Beginning in late 2013, the Federal Reserve began reducing the amount of securities purchased under its asset purchase program and then ended the program in October 2014, though still reinvesting principal payments from its holdings of agency debt and agency mortgage-backed securities in agency mortgage-backed securities and continued to roll over maturing Treasury securities at auction. The Federal Reserve maintained their commitment to this policy in their September 21, 2016 statement and anticipates doing so until normalization of the level of the federal funds rate is well under way.

Despite the current low short-term rate environment, inflation statistics indicate that the overall rate of inflation is unlikely to significantly affect the Corporation's operations within the near future. Although management cannot predict future changes in the rates of inflation, management monitors the impact of economic trends, including any indicators of inflationary pressures, in managing interest rate and other financial risks.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

MARKET RISK

Market risk is the risk of loss arising from adverse changes in market rates and prices of the Corporation's financial instruments. In addition to the effects of interest rates, the market prices of the Corporation's debt securities within the available-for-sale securities portfolio are affected by fluctuations in the risk premiums (amounts of spread over risk-free rates) demanded by investors. Management attempts to limit the risk that economic conditions would force the Corporation to sell securities for realized losses by maintaining a strong capital position (discussed in the "Stockholders' Equity and Capital Adequacy" section of Management's Discussion and Analysis) and ample sources of liquidity (discussed in the "Liquidity" section of Management's Discussion and Analysis).

The Corporation's two major categories of market risk are interest rate risk and equity securities risk, which are discussed in the following sections.

INTEREST RATE RISK

Business risk arising from changes in interest rates is an inherent factor in operating a bank. The Corporation's assets are predominantly long-term, fixed-rate loans and debt securities. Funding for these assets comes principally from shorter-term deposits and borrowed funds. Accordingly, there is an inherent risk of lower future earnings or decline in fair value of the Corporation's financial instruments when interest rates change.

The Corporation uses a simulation model to calculate the potential effects of interest rate fluctuations on net interest income and the market value of portfolio equity. For purposes of these calculations, the market value of portfolio equity includes the fair values of financial instruments, such as securities, loans, deposits and borrowed funds, and the book values of nonfinancial assets and liabilities, such as premises and equipment and accrued expenses. The model measures and projects the amount of potential changes in net interest income, and calculates the discounted present value of anticipated cash flows of financial instruments, assuming an immediate increase or decrease in interest rates. Management ordinarily runs a variety of scenarios within a range of plus or minus 100-400 basis points of current rates.

The model makes estimates, at each level of interest rate change, regarding cash flows from principal repayments on loans and mortgage-backed securities and call activity on other investment securities. Actual results could vary

significantly from these estimates, which could result in significant differences in the calculations of projected changes in net interest income and market value of portfolio equity. Also, the model does not make estimates related to changes in the composition of the deposit portfolio that could occur due to rate competition, and the table does not necessarily reflect changes that management would make to realign the portfolio as a result of changes in interest rates.

The Corporation's Board of Directors has established policy guidelines for acceptable levels of interest rate risk, based on an immediate increase or decrease in interest rates. The policy limits acceptable fluctuations in net interest income from the baseline (flat rates) one-year scenario and variances in the market value of portfolio equity from the baseline values based on current rates.

Table XIII, which follows this discussion, is based on the results of calculations performed using the simulation model as of July 31, 2016 and December 31, 2015. The table shows that as of the respective dates, the changes in net interest income and changes in market value were within the policy limits in all scenarios.

TABLE XIII - THE EFFECT OF HYPOTHETICAL CHANGES IN INTEREST RATES

July 31, 2016 Data

(In Thousands)

Basis Point Change in Rates	Period Ending July 31, 2017			NII		NII	
	Interest Income	Interest Expense	Net Interest Income (NII)	% Change		Risk Limit	
+400	\$52,459	\$22,058	\$ 30,401	-19.3	%	25.0	%
+300	49,766	17,276	32,490	-13.7	%	20.0	%
+200	47,042	12,576	34,466	-8.5	%	15.0	%
+100	44,249	8,131	36,118	-4.1	%	10.0	%
0	41,379	3,717	37,662	0.0	%	0.0	%
-100	38,822	3,228	35,594	-5.5	%	10.0	%
-200	37,849	3,194	34,655	-8.0	%	15.0	%
-300	37,408	3,194	34,214	-9.2	%	20.0	%
-400	37,272	3,194	34,078	-9.5	%	25.0	%

Market Value of Portfolio Equity at July 31, 2016

Basis Point Change in Rates	Present Value Equity	Present Value % Change	Present Value Risk Limit
+400	\$ 171,023	-23.2 %	50.0 %
+300	182,116	-18.2 %	45.0 %
+200	195,320	-12.3 %	35.0 %
+100	208,307	-6.4 %	25.0 %
0	222,627	0.0 %	0.0 %
-100	220,366	-1.0 %	25.0 %
-200	236,569	6.3 %	35.0 %
-300	273,916	23.0 %	45.0 %
-400	305,754	37.3 %	50.0 %

December 31, 2015 Data

(In
Thousands)

Period Ending December 31, 2016

Basis Point Change in Rates	Period Ending December 31, 2016			NII		NII	
	Interest Income	Interest Expense	Net Interest Income (NII)	% Change		Risk Limit	
+400	\$ 52,181	\$ 21,985	\$ 30,196	-20.8	%	25.0	%
+300	49,687	17,282	32,405	-15.0	%	20.0	%
+200	47,136	12,659	34,477	-9.6	%	15.0	%
+100	44,546	8,109	36,437	-4.4	%	10.0	%
0	41,835	3,715	38,120	0.0	%	0.0	%
-100	39,116	3,171	35,945	-5.7	%	10.0	%

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-200	37,417	3,168	34,249	-10.2	%	15.0	%
-300	36,838	3,168	33,670	-11.7	%	20.0	%
-400	36,689	3,168	33,521	-12.1	%	25.0	%

Basis Point Change in Rates	Market Value of Portfolio Equity at December 31, 2015					
	Present Value Equity	Present Value % Change		Present Value Risk Limit		
+400	\$ 167,741	-24.4	%	50.0	%	
+300	179,772	-18.9	%	45.0	%	
+200	193,823	-12.6	%	35.0	%	
+100	207,803	-6.3	%	25.0	%	
0	221,750	0.0	%	0.0	%	
-100	223,517	0.8	%	25.0	%	
-200	225,185	1.5	%	35.0	%	
-300	250,353	12.9	%	45.0	%	
-400	286,210	29.1	%	50.0	%	

EQUITY SECURITIES RISK

The Corporation's equity securities portfolio consists of investments in stocks of banks and bank holding companies. Investments in bank stocks are subject to risk factors that affect the banking industry in general, including credit risk, competition from non-bank entities, interest rate risk and other factors, which could result in a decline in market prices. Also, losses could occur in individual stocks held by the Corporation because of specific circumstances related to each bank.

Equity securities held as of September 30, 2016 and December 31, 2015 are presented in Table XIV. Table XIV presents quantitative data concerning the effects of a decline in fair value of the Corporation's equity securities of 10% or 20%. The data in Table XIV does not reflect the effects of any appreciation in value that may occur, nor does it present the Corporation's maximum exposure to loss on equity securities, which would be 100% of their fair value as of September 30, 2016.

TABLE XIV - EQUITY SECURITIES RISK

(In Thousands)

	Sept. 30, 2016	Dec. 31, 2015
Cost	\$ 752	\$ 1,680
Fair Value	1,080	2,386
Hypothetical 10% Decline In Market Value	(108)	(239)
Hypothetical 20% Decline In Market Value	(216)	(477)

ITEM 4. CONTROLS AND PROCEDURES

The Corporation's management, under the supervision of and with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, has carried out an evaluation of the design and effectiveness of the Corporation's disclosure controls and procedures as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Corporation's disclosure controls and procedures are effective to ensure that all material information required to be disclosed in reports the Corporation files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

There were no significant changes in the Corporation's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or that are reasonably likely to affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Corporation and C&N Bank are involved in various legal proceedings incidental to their business. Management believes the aggregate liability, if any, resulting from such pending and threatened legal proceedings will not have a material, adverse effect on the Corporation's financial condition or results of operations.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Item 1A of the Corporation's Form 10-K filed February 18, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

The following table sets forth a summary of the purchases by the Corporation, on the open market, of its equity securities during the third quarter 2016:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
July 1 - 31, 2016	0	\$ 0	0	600,000
August 1 - 31, 2016	0	\$ 0	0	600,000
September 1 - 30, 2016	0	\$ 0	0	600,000

Note to Table: Effective April 21, 2016, the Corporation's Board of Directors approved a new treasury stock repurchase program. Under the newly approved stock repurchase program, the Corporation is authorized to repurchase up to 600,000 shares of the Corporation's common stock or slightly less than 5% of the Corporation's issued and outstanding shares at April 19, 2016. The Board of Directors' April 21, 2016 authorization provides that: (1) the new

treasury stock repurchase program shall be effective when publicly announced and shall continue thereafter until suspended or terminated by the Board of Directors, in its sole discretion; and (2) all shares of common stock repurchased pursuant to the new program shall be held as treasury shares and be available for use and reissuance for purposes as and when determined by the Board of Directors including, without limitation, pursuant to the Corporation's Dividend Reinvestment and Stock Purchase Plan and its equity compensation program. To date, no purchases have been made under this repurchase program.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

2. Plan of acquisition, reorganization, arrangement, liquidation or succession	Not applicable
3. (i) Articles of Incorporation	Incorporated by reference to Exhibit 3.1 of the Corporation's Form 8-K filed September 21, 2009
3. (ii) By-laws	Incorporated by reference to Exhibit 3.1 of the Corporation's Form 8-K filed April 19, 2013
4. Instruments defining the rights of Security holders, including indentures	Not applicable
10. Material contracts	Not applicable
11. Statement re: computation of per share earnings	Information concerning the computation of earnings per share is provided in Note 2 to the unaudited consolidated financial statements, which is included in Part I, Item 1 of Form 10-Q
15. Letter re: unaudited interim information	Not applicable
18. Letter re: change in accounting principles	Not applicable
19. Report furnished to security holders	Not applicable
22. Published report regarding matters submitted to vote of security holders	Not applicable
23. Consents of experts and counsel	Not applicable
24. Power of attorney	Not applicable
31. Rule 13a-14(a)/15d-14(a) certifications:	
31.1 Certification of Chief Executive Officer	Filed herewith
31.2 Certification of Chief Financial Officer	Filed herewith
32. Section 1350 certifications	Filed herewith
99. Additional exhibits	Not applicable

100. XBRL-related documents	Not applicable
101. Interactive data file	Filed herewith

SIGNATURES

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

CITIZENS & NORTHERN CORPORATION

November 3, 2016 By: /s/ J. Bradley Scovill
Date President and Chief Executive Officer

November 3, 2016 By: /s/ Mark A. Hughes
Date Treasurer and Chief Financial Officer