

RENT A CENTER INC DE  
Form 10-Q  
November 03, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2006**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-25370**

**Rent-A-Center, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**45-0491516**

*(I.R.S. Employer  
Identification No.)*

**5700 Tennyson Parkway, Suite 100**

**Plano, Texas 75024**

**(972) 801-1100**

*(Address, including zip code, and telephone  
number, including area code, of registrant's  
principal executive offices)*

**NONE**

*(Former name, former address and former  
fiscal year, if changed since last report)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of November 1, 2006:

| Class                                   | Outstanding |
|---|-------------|
| Common stock, \$.01 par value per share | 70,050,783  |

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EARNINGS**

|  | Three months ended |            |
|--|--------------------|------------|
|  | September 30,      |            |
|  | 2006               | 2005       |
|  | Unaudited          |            |
| <b>(In thousands, except per share data)</b> |                    |            |
| Revenues                                     |                    |            |
| Store  |                    |            |
| Rentals and fees                             | \$ 532,260         | \$ 516,433 |
| Merchandise sales                            | 36,343             | 39,212     |
| Installment sales                            | 6,798              | 6,372      |
| Other  | 3,723              | 2,938      |
| Franchise                                    |                    |            |
| Merchandise sales                            | 6,779              | 7,245      |
| Royalty income and fees                      | 1,281              | 1,307      |
|  | 587,184            | 573,507    |
| Operating expenses                           |                    |            |
| Direct store expenses                        |                    |            |
| Cost of rentals and fees                     | 117,018            | 112,174    |
| Cost of merchandise sold                     | 28,422             | 30,314     |
| Cost of installment sales                    | 2,856              | 2,556      |
| Salaries and other expenses                  | 340,379            | 350,389    |
| Franchise cost of merchandise sold           | 6,523              | 6,964      |
|  | 495,198            | 502,397    |
| General and administrative expenses          | 23,806             | 21,176     |
| Amortization of intangibles                  | 1,009              | 5,926      |
| Litigation settlement                        | 15,300             |            |
| Restructuring charge                         |                    | 13,028     |
| Total operating expenses                     | 535,313            | 542,527    |
| Operating profit                             | 51,871             | 30,980     |
| Finance charges from refinancing             | 2,165              |            |
| Interest income                              | (1,335)            | (1,331)    |
| Interest expense                             | 13,322             | 11,802     |
| Earnings before income taxes                 | 37,719             | 20,509     |
| Income tax expense                           | 12,478             | 9,232      |

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|                                   |           |           |
|-----------------------------------|-----------|-----------|
| NET EARNINGS                      | \$ 25,241 | \$ 11,277 |
| Basic earnings per common share   | \$ 0.36   | \$ 0.15   |
| Diluted earnings per common share | \$ 0.36   | \$ 0.15   |

See accompanying notes to consolidated financial statements.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EARNINGS**

|  | <b>Nine months ended September<br/>30,</b> |              |
|--|--|--------------|
| <b>(In thousands, except per share data)</b> | <b>2006</b>                                | <b>2005</b>  |
|  | <b>Unaudited</b>                           |              |
| Revenues                                     |  |              |
| Store  |  |              |
| Rentals and fees                             | \$ 1,579,719                               | \$ 1,561,694 |
| Merchandise sales                            | 138,934                                    | 139,480      |
| Installment sales                            | 18,377                                     | 19,574       |
| Other  | 10,263                                     | 5,013        |
| Franchise                                    |  |              |
| Merchandise sales                            | 26,752                                     | 26,032       |
| Royalty income and fees                      | 3,737                                      | 4,101        |
|  | 1,777,782                                  | 1,755,894    |
| Operating expenses                           |  |              |
| Direct store expenses                        |  |              |
| Cost of rentals and fees                     | 344,518                                    | 338,710      |
| Cost of merchandise sold                     | 100,955                                    | 100,606      |
| Cost of installment sales                    | 7,677                                      | 8,169        |
| Salaries and other expenses                  | 1,012,263                                  | 1,017,369    |
| Franchise cost of merchandise sold           | 25,659                                     | 24,993       |
|  | 1,491,072                                  | 1,489,847    |
| General and administrative expenses          | 66,017                                     | 60,681       |
| Amortization of intangibles                  | 2,845                                      | 10,378       |
| Litigation settlement/(reversion)            | 15,300                                     | (8,000)      |
| Restructuring charge                         |  | 13,028       |
| Total operating expenses                     | 1,575,234                                  | 1,565,934    |
| Operating profit                             | 202,548                                    | 189,960      |
| Finance charges from refinancing             | 2,165                                      |              |
| Interest income                              | (4,194)                                    | (4,084)      |
| Interest expense                             | 39,646                                     | 33,456       |
| Earnings before income taxes                 | 164,931                                    | 160,588      |
| Income tax expense                           | 59,519                                     | 59,900       |

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|                                   |            |            |
|-----------------------------------|------------|------------|
| NET EARNINGS                      | \$ 105,412 | \$ 100,688 |
| Basic earnings per common share   | \$ 1.52    | \$ 1.36    |
| Diluted earnings per common share | \$ 1.49    | \$ 1.34    |

See accompanying notes to consolidated financial statements.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

| <b>(In thousands, except share data)</b>  | <b>September<br/>30,<br/>2006<br/>Unaudited</b> | <b>December<br/>31,<br/>2005</b> |
|---|---|----------------------------------|
| <b>ASSETS</b>   |   |                                  |
| Cash and cash equivalents   | \$ 53,706                                       | \$ 57,627                        |
| Accounts receivable, net  | 21,332  | 20,403                           |
| Prepaid expenses and other assets   | 47,303  | 38,524                           |
| Rental merchandise, net   |   |                                  |
| On rent   | 638,091   | 588,978                          |
| Held for rent   | 195,086   | 161,702                          |
| Merchandise held for installment sale   | 1,928   | 2,200                            |
| Property assets, net  | 158,520   | 149,904                          |
| Goodwill, net   | 945,278   | 925,960                          |
| Intangible assets, net  | 3,481   | 3,366                            |
|   | \$ 2,064,725                                    | \$ 1,948,664                     |
| <b>LIABILITIES</b>  |   |                                  |
| Accounts payable trade  | \$ 116,091                                      | \$ 88,147                        |
| Accrued liabilities   | 215,764   | 191,831                          |
| Deferred income taxes   | 126,822   | 121,204                          |
| Senior debt   | 358,468   | 424,050                          |
| Subordinated notes payable  | 300,000   | 300,000                          |
|   | 1,117,145                                       | 1,125,232                        |
| <b>COMMITMENTS AND CONTINGENCIES</b>  |   |                                  |
| <b>STOCKHOLDERS EQUITY</b>  |   |                                  |
| Common stock, \$.01 par value; 250,000,000 shares authorized;<br>103,917,097 and 102,988,126 shares issued in 2006 and 2005, respectively | 1,039   | 1,030                            |
| Additional paid-in capital  | 653,833   | 630,308                          |
| Retained earnings   | 1,006,798                                       | 901,493                          |
| Treasury stock, 34,003,899 and 33,801,099 shares at cost in 2006 and<br>2005, respectively  | (714,090)                                       | (709,399)                        |
|   | 947,580   | 823,432                          |
|   | \$ 2,064,725                                    | \$ 1,948,664                     |

See accompanying notes to consolidated financial statements.





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**RENT-A-CENTER, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| <b>(In thousands)</b>  | <b>Nine months ended September</b> |             |
|--|------------------------------------|-------------|
|  | <b>2006</b>                        | <b>2005</b> |
|  | <b>30,</b>                         |             |
|  | <b>Unaudited</b>                   |             |
| Cash flows from operating activities   |                                    |             |
| Net earnings   | \$ 105,412                         | \$ 100,688  |
| Adjustments to reconcile net earnings to net cash provided by operating activities |                                    |             |
| Depreciation of rental merchandise   | 336,937                            | 332,965     |
| Depreciation of property assets  | 40,479                             | 40,018      |
| Amortization of intangibles  | 2,845                              | 14,909      |
| Amortization of financing fees   | 1,176                              | 1,202       |
| Tax benefit related to stock option exercises                                      | (3,284)                            |             |
| Deferred income taxes  | 5,618                              | (40,469)    |
| Finance charges from refinancing   | 2,165                              |             |
| Changes in operating assets and liabilities, net of effects of acquisitions        |                                    |             |
| Rental merchandise, net  | (409,308)                          | (317,057)   |
| Accounts receivable, net   | (929)                              | (3,388)     |
| Prepaid expenses and other assets  | (10,162)                           | 26,834      |
| Accounts payable trade   | 27,944                             | 6,149       |
| Accrued liabilities  | 32,449                             | (18,180)    |
| Net cash provided by operating activities  | 131,342                            | 143,671     |
| Cash flows from investing activities   |                                    |             |
| Purchase of property assets  | (50,961)                           | (40,974)    |
| Proceeds from sale of property assets  | 2,281                              | 3,504       |
| Acquisitions of businesses, net of cash acquired                                   | (34,504)                           | (35,645)    |
| Net cash used in investing activities  | (83,184)                           | (73,115)    |
| Cash flows from financing activities   |                                    |             |
| Purchase of treasury stock   | (4,691)                            | (83,954)    |
| Exercise of stock options  | 14,911                             | 8,988       |
| Tax benefit related to stock option exercises                                      | 3,284                              |             |
| Proceeds from debt   | 612,220                            | 139,300     |
| Repayments of debt   | (677,803)                          | (140,925)   |
| Net cash used in financing activities  | (52,079)                           | (76,591)    |
| NET DECREASE IN CASH AND CASH EQUIVALENTS  | (3,921)                            | (6,035)     |
| Cash and cash equivalents at beginning of period                                   | 57,627                             | 58,825      |
| Cash and cash equivalents at end of period   | \$ 53,706                          | \$ 52,790   |

**Supplemental cash flow information**

Cash paid during the period for:

|              |           |           |
|--------------|-----------|-----------|
| Interest     | \$ 28,171 | \$ 26,640 |
| Income taxes | \$ 52,336 | \$ 81,208 |

See accompanying notes to consolidated financial statements.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

1. *Significant Accounting Policies and Nature of Operations.*

The interim financial statements of Rent-A-Center, Inc. included herein have been prepared by us pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the Commission's rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading. We suggest that these financial statements be read in conjunction with the financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2005, our Quarterly Report on Form 10-Q for the three months ended March 31, 2006 and our Quarterly Report on Form 10-Q for the six months ended June 30, 2006. In our opinion, the accompanying unaudited interim financial statements contain all adjustments, consisting only of those of a normal recurring nature, necessary to present fairly our results of operations and cash flows for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

*Principles of Consolidation and Nature of Operations.* These financial statements include the accounts of Rent-A-Center, Inc. and its direct and indirect wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated. Unless the context indicates otherwise, references to Rent-A-Center refer only to Rent-A-Center, Inc., the parent, and references to we, us and our refer to the consolidated business operations of Rent-A-Center and all of its direct and indirect subsidiaries.

At September 30, 2006, we operated 2,751 company-owned stores nationwide and in Canada and Puerto Rico, including 21 stores in Wisconsin operated by a subsidiary, Get It Now, LLC, under the name Get It Now, and seven stores in Canada operated by a subsidiary, Rent-A-Centre Canada, Ltd., under the name Rent-A-Centre. Rent-A-Center's primary operating segment consists of leasing household durable goods to customers on a rent-to-own basis. Get It Now offers merchandise on an installment sales basis in Wisconsin.

As of September 30, 2006, we offer an array of financial services in 101 of our existing rent-to-own stores in 12 states under the name Cash AdvantEdge. The financial services offered include, but are not limited to, short term secured and unsecured loans, bill paying, debit cards, check cashing and money transfer services.

ColorTyme, Inc., an indirect wholly-owned subsidiary of Rent-A-Center, is a nationwide franchisor of rent-to-own stores. At September 30, 2006, ColorTyme had 279 franchised stores operating in 38 states. ColorTyme's primary source of revenue is the sale of rental merchandise to its franchisees, who in turn offer the merchandise to the general public for rent or purchase under a rent-to-own program. The balance of ColorTyme's revenue is generated primarily from royalties based on franchisees' monthly gross revenues.

*New Accounting Pronouncements.* In September 2006, the Securities and Exchange Commission staff issued Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* (SAB 108). SAB 108 was issued to provide consistency in quantifying financial misstatements.

The methods most commonly used in practice to accumulate and quantify misstatements are referred to as the rollover and iron curtain methods. The rollover method quantifies a misstatement based on the amount of the error originating in the current year income statement. This method can result in the accumulation of errors on the balance sheet that may not have been material to an individual income statement but may lead to misstatement of one or more balance sheet accounts. The iron curtain method quantifies a misstatement based on the amount of the

error in the balance sheet at the end of the current year. This method can result in disregarding the effects of errors in the current year income statement that result from the correction of an error existing in previously issued financial statements. We currently use the rollover method for quantifying financial statement misstatements.

The method established by SAB 108 to quantify misstatements is the dual approach, which requires quantification of financial statement misstatements under both the rollover and iron curtain methods. SAB 108 is effective for fiscal years ending after November 15, 2006.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

We will initially apply SAB 108 for the fiscal year ending December 31, 2006. We are currently evaluating the requirements under SAB 108 and the effect, if any, that the adoption of SAB 108 will have on our consolidated statement of earnings, financial condition, statement of cash flows or earnings per share.

On July 13, 2006, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation 48, *Accounting for Uncertainty in Income Taxes: an interpretation of FASB Statement No. 109* ( FIN 48 ). FIN 48 clarifies Statement 109, *Accounting for Income Taxes*, to indicate the criteria that an individual tax position would have to meet for some or all of the benefit of that position to be recognized in an entity's financial statements. FIN 48 is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the requirements under FIN 48 and the effect, if any, that the adoption of FIN 48 will have on our consolidated statement of earnings, financial condition, statement of cash flows or earnings per share.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* ( SFAS 123R ). SFAS 123R requires employee stock-based compensation awards to be accounted for under the fair value method and eliminates the ability to account for these instruments under the intrinsic value method prescribed by APB Opinion No. 25, *Accounting for Stock Issued to Employees* ( APB 25 ). SFAS 123R is effective for fiscal periods beginning after June 15, 2005.

We adopted SFAS 123R on a modified prospective basis beginning January 1, 2006 for stock-based compensation awards granted after that date and for unvested awards outstanding at that date. Under SFAS 123R, compensation costs are recognized net of estimated forfeitures over the award's requisite service period on a straight line basis. For the nine months ended September 30, 2006, in accordance with SFAS 123R, we recorded stock-based compensation expense, net of related taxes, of approximately \$3.4 million related to stock options and restricted stock units granted, and for the nine months ended September 30, 2005 we reported a pro forma expense of approximately \$7.3 million under FASB Statement No. 123, *Accounting for Stock-Based Compensation* ( SFAS 123 ). For the three months ended September 30, 2006, in accordance with SFAS 123R, we recorded stock-based compensation expense, net of related taxes, of approximately \$1.0 million related to stock options and restricted stock units granted, and for the three months ended September 30, 2005 we reported a pro forma expense of approximately \$2.8 million under SFAS 123.

The Rent-A-Center Amended and Restated Long-Term Incentive Plan (the *Prior Plan*) terminated on May 19, 2006, upon approval by our stockholders of the Rent-A-Center, Inc. 2006 Long-Term Incentive Plan (the *2006 Plan*) as discussed below under the heading *Stock Based Compensation*. No additional grants will be made under the *Prior Plan*. Prior to January 2006, we accounted for the *Prior Plan* under the recognition and measurement principles of APB 25 and related Interpretations. No stock-based employee compensation cost was reflected in net earnings, as all options granted under the *Prior Plan* had an exercise price equal to the market value of the underlying common stock on the date of grant. If we had applied the fair value recognition provisions of SFAS 123 to stock-based employee compensation, net earnings and earnings per share for the nine and three months ended September 30, 2005 would have decreased as illustrated by the following table:



following shares will be deemed not to have been issued: (1) shares covered by the unexercised portion of an option that terminates, expires, or is canceled or settled in cash, and (2) shares that are forfeited or subject to awards that are forfeited, canceled, terminated or settled in cash. At September 30, 2006, there were 245,750 shares allocated to equity awards outstanding in the 2006 Plan.

Under the Prior Plan, 14,562,865 shares of Rent-A-Center's common stock were reserved for issuance under stock options, stock appreciation rights or restricted stock grants. Options granted to our employees under the Prior Plan generally become exercisable over a period of one to four years from the date of grant and may be exercised up to a maximum of 10 years from the date of grant. Options granted to directors were immediately exercisable. There were no grants of stock appreciation rights and all equity awards were granted with fixed prices. At September 30, 2006, there were 4,068,610 shares allocated to equity awards outstanding. The Prior Plan was terminated on May 19, 2006, upon the approval by our stockholders of the 2006 Plan. No additional grants will be made under the Prior Plan. The following information is for the 2006 Plan and the Prior Plan combined because the characteristics of the awards are similar.



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The fair value of unvested options that we expect to result in a compensation expense was approximately \$10.8 million with a weighted average number of years to vesting of 2.51 years at September 30, 2006 as compared to \$18.5 million and a weighted average number of years to vesting of 2.20 years at December 31, 2005.

The total number of unvested options was 1,433,387 and 1,612,472, with an intrinsic value of \$7.8 million and \$441,000 at September 30, 2006 and December 31, 2005, respectively. The intrinsic value of exercised options was \$9.0 million at September 30, 2006 and \$7.5 million at December 31, 2005.

The weighted average fair value of unvested options at September 30, 2006 was \$7.51 as compared to \$11.47 at December 31, 2005. The weighted average fair value of options vested during the three months ended September 30, 2006 was \$11.44 and the weighted average fair value of options forfeited during the three months ended September 30, 2006 was \$8.80.

The table below summarizes the transactions for the period ended September 30, 2006.

|   | Equity Awards | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life |
|---|---------------|---------------------------------|---|
| Balance at December 31, 2004              | 5,231,538     | \$ 17.62                        |   |
| Granted                                   | 1,001,000     | \$ 23.80                        |   |
| Exercised                                 | (690,608)     | \$ 13.78                        |   |
| Forfeited                                 | (522,953)     | \$ 24.13                        |   |
| Balance at December 31, 2005              | 5,018,977     | \$ 18.70                        | 6.67 years                                  |
| Granted                                   | 769,340       | \$ 22.93                        |   |
| Exercised                                 | (932,752)     | \$ 15.93                        |   |
| Forfeited                                 | (541,205)     | \$ 24.11                        |   |
| Balance outstanding at September 30, 2006 | 4,314,360     | \$ 19.38                        | 6.58 years                                  |
| Exercisable at September 30, 2006         | 2,880,973     | \$ 17.08                        | 5.62 years                                  |

During the nine months ended September 30, 2006, the weighted average fair values of the options granted under the Plans were calculated using the following assumptions:

|  |  |                         |
|--|--|-------------------------|
| Employee options:                      |  |                         |
| Average risk free interest rate        |  | 4.36% 4.41%             |
| Expected dividend yield                |  |                         |
| Expected life                          |  | 4.20 years              |
| Expected volatility (24.14% to 52.55%) |  | Weighted average 33.12% |
| Employee stock options granted         |  | 705,610                 |
| Weighted average grant date fair value |  | \$ 5.31                 |
| Non-employee director options:         |  |                         |
| Average risk free interest rate        |  | 4.36% 4.41%             |
| Expected dividend yield                |  |                         |

|   |                            |
|---|----------------------------|
| Expected life                               | 6.00 years                 |
| Expected volatility (24.14% to 52.55%)      | Weighted average<br>33.12% |
| Non-employee director stock options granted | 34,000                     |
| Weighted average grant date fair value      | \$ 9.73                    |

For all options granted prior to April 1, 2004, the fair value was estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions: expected volatility of 55.2%, risk-free interest rate of 2.9%, expected lives of four years, and no dividend yield. For options granted on or after April 1, 2004, the fair value was estimated at the date of grant using the binomial method pricing model with the following weighted average assumptions: expected volatility of 46.1%, a risk-free interest rate of 3.6%, no dividend yield and an expected life of four years. For options granted in 2005, the fair value was estimated at the date of grant using the binomial method pricing

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model with the following weighted average assumptions: expected volatility of 42.1%, a risk-free interest rate of 3.9%, no dividend yield and an expected life of four years.

Tax benefits from stock option exercises of \$3.3 million for the nine months ended September 30, 2006 were reflected as an outflow from operating activities and an inflow from financing activities in the Consolidated Statement of Cash Flows. For the nine months ended September 30, 2005, the tax benefits from stock option exercises of \$2.0 million were included as a cash inflow to cash provided by operating activities.

*Change in Accounting Estimate.* During the second quarter of 2006, we refined the process in which we determine the net amount accrued for losses within our self-insured retentions based on our actual loss experience. Prior to the quarter ended June 30, 2006, we used only general industry loss development factors in developing our estimate. Beginning with the quarter ended June 30, 2006, we also use company specific development factors developed by independent actuaries and based on our loss experience to determine our reserves.

2. *Reconciliation of Merchandise Inventory.*

|  | <b>Nine<br/>months<br/>ended<br/>September<br/>30, 2006</b> | <b>Nine months<br/>ended<br/>September 30,<br/>2005</b> |
|--|---|---|
|  | <b>(In thousands)</b>                                       |   |
| Beginning merchandise value              | \$ 752,880  | \$ 760,422  |
| Inventory additions through acquisitions | 9,854   | 8,554   |
| Purchases                                | 580,039   | 486,209   |
| Depreciation of rental merchandise       | (336,937)   | (332,965)   |
| Cost of goods sold                       | (108,632)   | (108,775)   |
| Skips and stolens                        | (42,495)  | (44,956)  |
| Other inventory deletions <sup>(1)</sup> | (19,604)  | (15,421)  |
| Ending merchandise value                 | \$ 835,105  | \$ 753,068  |

|  | <b>Three<br/>months<br/>ended<br/>September<br/>30, 2006</b> | <b>Three months<br/>ended<br/>September 30,<br/>2005</b> |
|--|--|--|
|  | <b>(In thousands)</b>  |  |
| Beginning merchandise value              | \$ 814,161   | \$ 773,903   |
| Inventory additions through acquisitions | 2,770  | 5,722  |
| Purchases                                | 187,053  | 141,224  |
| Depreciation of rental merchandise       | (114,395)  | (110,126)  |
| Cost of goods sold                       | (31,278)   | (32,870)   |
| Skips and stolens                        | (16,326)   | (16,373)   |
| Other inventory deletions <sup>(1)</sup> | (6,880)  | (8,412)  |

|                          |            |    |         |
|--------------------------|------------|----|---------|
| Ending merchandise value | \$ 835,105 | \$ | 753,068 |
|--------------------------|------------|----|---------|

(1) Other inventory deletions include loss/damage waiver claims and unrepairable and missing merchandise, as well as acquisition write-offs. 2005 inventory deletions also include \$3.6 million in write-offs associated with Hurricanes Katrina and Rita.

**Table of Contents****RENT-A-CENTER, INC. AND SUBSIDIARIES**3. *Intangibles.*

Amortization of intangibles consists primarily of the amortization of customer relationships and non-compete agreements.

Intangibles consist of the following (in thousands):

|  | Avg.<br>Life<br>(years) | September 30, 2006          |                             | December 31, 2005           |                             |
|--|-------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|  |                         | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |
| Amortizable intangible assets                    |                         |                             |                             |                             |                             |
| Franchise network                                | 10                      | \$ 3,000                    | \$ 3,000                    | \$ 3,000                    | \$ 2,850                    |
| Non-compete agreements                           | 3                       | 6,313                       | 5,314                       | 6,040                       | 4,423                       |
| Customer relationships                           | 1.5                     | 35,639                      | 33,157                      | 32,934                      | 31,335                      |
| Total  |                         | 44,952                      | 41,471                      | 41,974                      | 38,608                      |
| Intangible assets not subject to<br>amortization |                         |                             |                             |                             |                             |
| Goodwill   |                         | 1,044,430                   | 99,152                      | 1,025,112                   | 99,152                      |
| Total intangibles                                |                         | \$ 1,089,382                | \$ 140,623                  | \$ 1,067,086                | \$ 137,760                  |

The estimated remaining amortization expense, assuming current intangible balances and no new acquisitions, for each of the years ending December 31, is as follows:

|       | Estimated<br>Amortization<br>Expense<br>(In thousands) |
|-------|--|
| 2006  | \$ 1,515   |
| 2007  | 1,834  |
| 2008  | 108  |
| 2009  | 24   |
| Total | \$ 3,481   |

Changes in the net carrying amount of goodwill are as follows:

|  | At<br>September<br>30, 2006 | At December 31,<br>2005 |
|--|-----------------------------|-------------------------|
|  | (In thousands)              |                         |
| Balance as of January 1,                   | \$ 925,960                  | \$ 913,415              |
| Additions from acquisitions                | 21,375                      | 25,947                  |
| Goodwill write-off                         |                             | (8,198) <sup>(1)</sup>  |
| Post purchase price allocation adjustments | (2,057)                     | (5,204) <sup>(2)</sup>  |

|                                     |            |    |         |
|-------------------------------------|------------|----|---------|
| Balance as of the end of the period | \$ 945,278 | \$ | 925,960 |
|-------------------------------------|------------|----|---------|

- (1) Goodwill write-off of approximately \$4.5 million was included in the restructuring charges relating to our store consolidation plan and \$3.7 million relating to Hurricane Katrina was included in amortization expense.
- (2) The post purchase price allocation adjustments in 2005 of approximately \$5.2 million are primarily attributable to the tax benefit associated with certain items recorded as goodwill that were deductible for tax purposes.

**Table of Contents****RENT-A-CENTER, INC. AND SUBSIDIARIES**4. *Earnings Per Share.*

Basic and diluted earnings per common share is computed based on the following information:

| <b>(In thousands, except per share data)</b> | <b>Nine months ended September 30, 2006</b>  |               |                  |
|--|--|---------------|------------------|
|  | <b>Net earnings</b>                          | <b>Shares</b> | <b>Per share</b> |
| Basic earnings per common share              | \$ 105,412                                   | 69,536        | \$ 1.52          |
| Effect of dilutive stock options             |  | 1,045         |                  |
| Diluted earnings per common share            | \$ 105,412                                   | 70,581        | \$ 1.49          |
|  |  |               |                  |
| <b>(In thousands, except per share data)</b> | <b>Nine months ended September 30, 2005</b>  |               |                  |
|  | <b>Net earnings</b>                          | <b>Shares</b> | <b>Per share</b> |
| Basic earnings per common share              | \$ 100,688                                   | 74,044        | \$ 1.36          |
| Effect of dilutive stock options             |  | 1,218         |                  |
| Diluted earnings per common share            | \$ 100,688                                   | 75,262        | \$ 1.34          |
|  |  |               |                  |
| <b>(In thousands, except per share data)</b> | <b>Three months ended September 30, 2006</b> |               |                  |
|  | <b>Net earnings</b>                          | <b>Shares</b> | <b>Per share</b> |
| Basic earnings per common share              | \$ 25,241                                    | 69,808        | \$ 0.36          |
| Effect of dilutive stock options             |  | 1,045         |                  |
| Diluted earnings per common share            | \$ 25,241                                    | 70,853        | \$ 0.36          |
|  |  |               |                  |
| <b>(In thousands, except per share data)</b> | <b>Three months ended September 30, 2005</b> |               |                  |
|  | <b>Net earnings</b>                          | <b>Shares</b> | <b>Per share</b> |
| Basic earnings per common share              | \$ 11,277                                    | 72,826        | \$ 0.15          |
| Effect of dilutive stock options             |  | 887           |                  |
| Diluted earnings per common share            | \$ 11,277                                    | 73,713        | \$ 0.15          |

For the nine months ended September 30, 2006 and 2005, the number of stock options that were outstanding but not included in the computation of diluted earnings per common share because their exercise price was greater than the average market price of Rent-A-Center common stock, and therefore anti-dilutive, was 1,701,640 and 1,843,383, respectively.

For the three months ended September 30, 2006 and 2005, the number of stock options that were outstanding but not included in the computation of diluted earnings per common share because their exercise price was greater than the average market price of Rent-A-Center common stock, and therefore anti-dilutive, was 1,417,723 and

2,416,436, respectively.

5. *Subsidiary Guarantors.*

*7<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes.* On May 6, 2003, Rent-A-Center issued \$300.0 million in senior subordinated notes due 2010, bearing interest at 7<sup>1</sup>/<sub>2</sub>%, pursuant to an indenture dated May 6, 2003, among Rent-A-Center, Inc., its subsidiary guarantors (the Subsidiary Guarantors ) and The Bank of New York, as trustee. The proceeds of this offering were used to fund the repurchase and redemption of certain outstanding notes.

The 2003 indenture contains covenants that limit Rent-A-Center's ability to:

- incur additional debt;

- sell assets or its subsidiaries;

- grant liens to third parties;



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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

pay dividends or repurchase stock (subject to a restricted payments basket for which \$150.5 million was available for use as of September 30, 2006); and

engage in a merger or sell substantially all of its assets.

Events of default under the 2003 indenture include customary events, such as a cross-acceleration provision in the event that we default in the payment of other debt due at maturity or upon acceleration for default in an amount exceeding \$50.0 million, as well as in the event a judgment is entered against us in excess of \$50.0 million that is not discharged, bonded or insured.

The 7<sup>1/2</sup>% notes may be redeemed on or after May 1, 2006, at our option, in whole or in part, at a premium declining from 103.75%. The 7<sup>1/2</sup>% notes also require that upon the occurrence of a change of control (as defined in the 2003 indenture), the holders of the notes have the right to require Rent-A-Center to repurchase the notes at a price equal to 101% of the original aggregate principal amount, together with accrued and unpaid interest, if any, to the date of repurchase. This would trigger an event of default under our senior credit facility.

Rent-A-Center and the Subsidiary Guarantors have fully, jointly and severally, and unconditionally guaranteed the obligations of Rent-A-Center with respect to the 7<sup>1/2</sup>% notes. Rent-A-Center has no independent assets or operations, and each Subsidiary Guarantor is 100% owned directly or indirectly by Rent-A-Center. The only direct or indirect subsidiaries of Rent-A-Center that are not guarantors are minor subsidiaries. There are no restrictions on the ability of any of the Subsidiary Guarantors to transfer funds to Rent-A-Center in the form of loans, advances or dividends, except as provided by applicable law.

6. *Stock Repurchase Plan.*

Our Board of Directors has authorized a common stock repurchase program, permitting us to purchase, from time to time, in the open market and privately negotiated transactions, up to an aggregate of \$400.0 million of Rent-A-Center common stock. As of September 30, 2006, we had purchased a total of 14,628,800 shares of Rent-A-Center common stock for an aggregate of \$360.8 million under this common stock repurchase program. No repurchases were made in the third quarter of 2006.

7. *Guarantees.*

*ColorTyme Guarantee.* ColorTyme is a party to an agreement with Wells Fargo Foothill, Inc., who provides \$35.0 million in aggregate financing to qualifying franchisees of ColorTyme generally of up to five times their average monthly revenues. Under the Wells Fargo agreement, upon an event of default by the franchisee under agreements governing this financing and upon the occurrence of certain other events, Wells Fargo can assign the loans and the collateral securing such loans to ColorTyme, with ColorTyme paying the outstanding debt to Wells Fargo and then succeeding to the rights of Wells Fargo under the debt agreements, including the right to foreclose on the collateral. The Wells Fargo agreement expires on September 30, 2010. An additional \$20.0 million of financing is provided by Texas Capital Bank, National Association under an agreement similar to the Wells Fargo financing. Rent-A-Center East, Inc., a subsidiary of Rent-A-Center, guarantees the obligations of ColorTyme under each of these agreements, excluding the effects of any amounts that could be recovered under collateralization provisions, up to a maximum amount of \$55.0 million, of which \$31.4 million was outstanding as of September 30, 2006. Mark E. Speese, Rent-A-Center's Chairman of the Board and Chief Executive Officer, is a passive investor in Texas Capital Bank, owning less than 1% of its outstanding equity.

*Other guarantees.* We also provide assurance to our insurance providers that if they are not able to draw funds from us for claims paid, they have the ability to draw against our letters of credit. Generally, our letters of credit are renewed automatically every year unless we notify the institution not to renew. At September 30, 2006, we had

\$107.0 million in outstanding letters of credit under our senior credit facilities, all of which is supported by our \$400.0 million revolving facility.

8. *Store Consolidation Plan.*

On September 6, 2005, we announced our plan to close up to 162 stores by December 31, 2005. The decision to close these stores was based on management's analysis and evaluation of the markets in which we operate, including our market share, operating results, competitive positioning and growth potential for the affected stores. The 162 stores

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included 114 stores that we intended to close and merge with our existing stores and up to 48 additional stores that we intended to sell, merge with a potential acquisition or close by December 31, 2005. As of September 30, 2005, we had merged 100 of the 114 stores identified to be merged with existing locations. Since September 30, 2005, we had closed and merged all of the 114 stores identified and sold 37 and closed and merged one of the additional 48 stores on the plan. We intend to keep open the 10 remaining stores.

We estimated that we would incur restructuring expenses in the range of \$12.1 million to \$25.1 million, to be recorded in the third and fourth quarters of the fiscal year ending December 31, 2005, based on the closing date of the stores. The following table presents the original range of estimated charges, the total store consolidation plan charges recorded through September 30, 2006, and the estimated range of remaining charges to be recorded in the fiscal year ending December 31, 2006:

|                               | Closing Plan Estimate |          | Expense recognized through September 30, 2006 | Estimated remaining charges for 2006 |
|-------------------------------|-----------------------|----------|---|--------------------------------------|
|                               |                       |          | (In thousands)                                |                                      |
| Lease obligations             | \$ 8,661              | \$13,047 | \$ 9,679                                      | \$                                   |
| Fixed asset disposals         | 2,630                 | 4,211    | 3,379   |                                      |
| Net proceeds from stores sold |                       |          | (3,000)                                       |                                      |
| Other costs <sup>(1)</sup>    | 830                   | 7,875    | 4,822   |                                      |
| Total                         | \$ 12,121             | \$25,133 | \$ 14,880                                     | \$                                   |

The following table shows the changes in the accrual balance from December 31, 2005 to September 30, 2006, relating to our store consolidation plan.

|                            | December 31, 2005 Balance | Charges to Expense | Cash Payments | September 30, 2006 Balance |
|----------------------------|---------------------------|--------------------|---------------|----------------------------|
|                            | (In thousands)            |                    |               |                            |
| Lease obligations          | \$ 5,364                  | \$                 | \$ (3,538)    | \$ 1,826                   |
| Other costs <sup>(1)</sup> | 91                        |                    | (91)          |                            |
| Total                      | \$ 5,455                  | \$                 | \$ (3,629)    | \$ 1,826                   |

- <sup>(1)</sup> Goodwill write-off charges are the primary component of other costs. Additional costs include inventory disposals and

the removal of  
signs and  
various assets  
from vacated  
locations.

We expect the total estimated cash outlay in connection with the store consolidation plan to be between \$9.0 million to \$9.3 million. The total amount of cash used in the store consolidation plan through September 30, 2006 was approximately \$7.5 million. Therefore, we expect to use approximately \$1.8 million cash on hand for future payments primarily related to the satisfaction of lease obligations for closed stores.

#### 9. *Senior Credit Facilities*

On July 13, 2006, we announced the completion of the refinancing of our senior secured debt. Our \$725.0 million senior credit facilities consisted of a \$200.0 million five-year term loan, a \$125.0 million six-year term loan and a \$400.0 million five-year revolving credit facility. On that day, we drew down the \$325.0 million in term loans and \$88.0 million of the revolving facility and utilized the proceeds to repay our existing senior term debt. In connection with the refinancing, we recorded a \$2.2 million non-cash charge to expense the remaining unamortized balance of financing costs from our previous credit agreement in the third quarter of 2006.

On November 2, 2006, we announced that we had completed the documentation related to the refinancing of our current senior debt. Our new \$1,322.5 million senior credit facility consists of \$922.5 million in term loans and a \$400 million revolving credit facility. We intend to utilize the proceeds of the new senior debt to repay our existing senior debt, finance the proposed acquisition of Rent-Way, Inc., and for general corporate purposes. The funding of our new senior credit facility is contingent upon the closing of the pending acquisition of Rent-Way and customary closing conditions for financings of this nature. We anticipate closing the refinancing concurrently with the closing of the acquisition of Rent-Way. In connection with the closing of the refinancing, we will record a charge in the fourth quarter of approximately \$2.7 million relating to capitalized costs incurred in connection with our existing senior credit facility.

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10. *Acquisition*

On August 7, 2006, we announced that we entered into a definitive agreement to acquire Rent-Way, Inc., a rent-to-own operator, for \$10.65 in cash per share of Rent-Way common stock. Rent-Way operates 782 stores in 34 states. The agreement also provides that each holder of options of Rent-Way will receive an amount equal to the difference between \$10.65 and the exercise price of the option. We intend to fund the acquisition with the proceeds of our new \$1,322.5 million senior credit facility. The acquisition, which is expected to be completed in the fourth quarter of 2006, is conditioned upon customary closing conditions for a transaction of this nature, including the approval of Rent-Way's shareholders. On September 14, 2006, we announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to the acquisition expired on September 13, 2006. On October 12, 2006, Rent-Way, Inc. filed a definitive proxy statement with respect to a special meeting of shareholders to be held on November 14, 2006 at which such shareholders will consider and vote upon the adoption of the merger agreement.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Forward-Looking Statements**

The statements, other than statements of historical facts, included in this report are forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as may, will, would, expect, intend, could, estimate, should, anticipate or believe. We believe that the expectations reflected in our forward-looking statements are accurate. However, we cannot assure you that these expectations will occur. Our actual future performance could differ materially from such statements. Factors that could cause or contribute to these differences include, but are not limited to:

- uncertainties regarding the ability to open new rent-to-own stores;
- our ability to acquire additional rent-to-own stores on favorable terms;
- our ability to enhance the performance of these acquired stores, including the Rent-Way stores to be acquired;
- our ability to control store level costs;
- our ability to identify and successfully market products and services that appeal to our customer demographic;
- our ability to identify and successfully enter new lines of business offering products and services that appeal to our customer demographic, including our financial services products;
- the results of our litigation;
- the passage of legislation adversely affecting the rent-to-own or financial services industries;
- interest rates;
- our ability to enter into new and collect on our rental purchase agreements;
- our ability to enter into new and collect on our short term loans;
- economic pressures affecting the disposable income available to our targeted consumers, such as high fuel and utility costs;
- changes in estimates relating to self-insurance liabilities and income tax reserves;
- changes in our effective tax rate;
- our ability to maintain an effective system of internal controls;
- changes in the number of share-based compensation grants, methods used to value future share-based payments and changes in estimated forfeiture rates with respect to share-based compensation;
- changes in our stock price and the number of shares of common stock that we may or may not repurchase;
- changes in our debt ratings;

the negotiation of and entry into definitive settlement documentation with respect to the prospective settlements;

one or more parties filing an objection to the prospective settlements;

the refusal by the courts to approve the prospective settlements or the requirement of changes to the prospective settlements that are unacceptable to us or the plaintiffs;

the satisfaction of the closing conditions under the new senior credit facilities;

the approval of the proposed merger with Rent-Way, Inc. by the shareholders of Rent-Way;

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the ability of the parties to close the Rent-Way acquisition in the time period currently anticipated;

our ability to successfully integrate the Rent-Way stores into our operating systems;

our ability to realize the cost savings anticipated in connection with the Rent-Way acquisition; and

the other risks detailed from time to time in our SEC reports.

Additional important factors that could cause our actual results to differ materially from our expectations are discussed under Risk Factors later in this report as well as in our Annual Report on Form 10-K for our fiscal year ended December 31, 2005. You should not unduly rely on these forward-looking statements, which speak only as of the date of this report. Except as required by law, we are not obligated to publicly release any revisions to these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events.

**Our Business**

We are the largest rent-to-own operator in the United States with an approximate 33% market share based on store count. At September 30, 2006, we operated 2,751 company-owned stores nationwide and in Canada and Puerto Rico, including 21 stores located in Wisconsin and operated by our subsidiary Get It Now, LLC under the name Get It Now and seven stores located in Canada and operated by our subsidiary Rent-A-Centre Canada, Ltd., under the name

Rent-A-Centre. Another of our subsidiaries, ColorTyme, is a national franchisor of rent-to-own stores. At September 30, 2006, ColorTyme had 279 franchised stores in 38 states.

Our stores generally offer high quality durable products such as major consumer electronics, appliances, computers, and furniture and accessories under flexible rental purchase agreements that generally allow the customer to obtain ownership of the merchandise at the conclusion of an agreed-upon rental period. These rental purchase agreements are designed to appeal to a wide variety of customers by allowing them to obtain merchandise that they might otherwise be unable to obtain due to insufficient cash resources or a lack of access to credit. These agreements also cater to customers who only have a temporary need or who simply desire to rent rather than purchase the merchandise. Rental payments are made generally on a weekly basis and, together with applicable fees, constitute our primary revenue source. Our expenses primarily relate to merchandise costs and the operations of our stores, including salaries and benefits for our employees, occupancy expense for our leased real estate, merchandise delivery expenses, advertising expenses, lost, damaged, or stolen merchandise, fixed asset depreciation, and corporate and other expenses.

We have pursued an aggressive growth strategy since 1993. We have sought to acquire underperforming rent-to-own stores to which we could apply our operating model as well as open new stores. As a result, acquired stores have generally experienced more significant revenue growth during the initial periods following their acquisition than in subsequent periods. Because of significant growth since our formation, our historical results of operations and period-to-period comparisons of such results and other financial data, including the rate of earnings growth, may not be meaningful or indicative of future results.

We plan to accomplish our future growth through selective and opportunistic acquisitions of existing rent-to-own stores, and development of new rent-to-own stores. Typically, a newly opened rent-to-own store is profitable on a monthly basis in the ninth to twelfth month after its initial opening. Historically, a typical store has achieved cumulative break-even profitability in 18 to 24 months after its initial opening. Total financing requirements of a typical new store approximate \$500,000, with roughly 75% of that amount relating to the purchase of rental merchandise inventory. A newly opened store historically has achieved results consistent with other stores that have been operating within the system for greater than two years by the end of its third year of operation. As a result, our quarterly earnings are impacted by how many new stores we opened during a particular quarter and the quarters preceding it. In addition, we strategically open or acquire stores near market areas served by existing stores ( cannibalize ) to enhance service levels, gain incremental sales and increase market penetration. This planned cannibalization may negatively impact our same store revenue. There can be no assurance that we will open any new rent-to-own stores in the future, or as to the number, location or profitability thereof.



Furthermore, we are evaluating other growth strategies, including offering additional products and services designed to appeal to our customer demographic, both through our new and existing rent-to-own stores as well as the entry into additional lines of business. In 2005, we began offering an array of financial services in addition to traditional rent-to-own products in some of our existing rent-to-own stores. These financial services include, but are not limited to, short term secured and unsecured loans, bill paying, debit cards, check cashing and money transfer services. We believe that traditional financial

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services providers ineffectively market to our customer base and that an opportunity exists for us to leverage our knowledge of this demographic, as well as our operational infrastructure, into a complementary line of business offering financial services designed to appeal to our customer demographic. As of September 30, 2006, 101 locations in 12 states were offering some or all of these financial services. We intend to offer these financial services in approximately 145 to 155 Rent-A-Center store locations by the end of 2006. There can be no assurance that we will be successful in our efforts to expand our operations to include such complementary financial services, or that such operations, should they be added, will prove to be profitable.

**Recent Developments**

*Acquisition of Rent-Way, Inc.* On September 14, 2006, we announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to the previously announced acquisition of Rent-Way, Inc. expired on September 13, 2006. On October 12, 2006, Rent-Way, Inc. filed a definitive proxy statement with respect to a special meeting of shareholders to be held on November 14, 2006 at which such shareholders will consider and vote upon the adoption of the merger agreement. On November 2, 2006, we announced that we had completed the documentation related to the refinancing of our current senior debt. Our new \$1,322.5 million senior credit facility consists of \$922.5 million in term loans and a \$400 million revolving credit facility. We intend to utilize the proceeds of the new senior debt to repay our existing senior debt, finance the proposed acquisition of Rent-Way, Inc., and for general corporate purposes. The funding of our new senior credit facility is contingent upon the closing of the pending acquisition of Rent-Way and customary closing conditions for financings of this nature. We anticipate closing the refinancing concurrently with the closing of the acquisition of Rent-Way. In connection with the closing of the refinancing, we will record a charge in the fourth quarter of approximately \$2.7 million relating to capitalized costs incurred in connection with our existing senior credit facility.

*California Attorney General Inquiry.* On October 30, 2006, we announced that we had reached a prospective settlement with the California Attorney General to resolve the inquiry received in the second quarter of 2004 regarding our business practices in California with respect to cash prices and our membership program. Under the terms contemplated, we expect to create a restitution fund in the amount of approximately \$9.6 million in cash, to be distributed to certain groups of customers (1) who entered into rental-purchase agreements and acquired ownership of property under those rental-purchase agreements between November 1, 2004 and the date of approval of the settlement, (2) who entered into rental-purchase agreements after November 1, 2004 that are still ongoing after the date of approval of the settlement, or (3) who purchased new memberships in the Rent-A-Center Preferred Customer Club between November 1, 2004 and the date of the approval of the settlement. In addition, we expect to agree to a civil penalty in the amount of \$750,000. To account for the aforementioned costs, as well as our attorneys' fees, we recorded a pre-tax charge of \$10.4 million in the third quarter of 2006. The terms of the prospective settlement are subject to the parties entering into a definitive settlement agreement and obtaining court approval. While we believe that the terms of this prospective settlement are fair, there can be no assurance that the settlement, if completed, will be approved by the court in its present form. Please refer to "Legal Proceedings" later in this report.

*Store Growth.* As of November 1, 2006, we have acquired accounts from two stores and opened two new stores during the fourth quarter of 2006. We merged one store with an existing location. Additionally, as of November 1, 2006, we have added financial services to 24 additional existing rent-to-own locations during the fourth quarter of 2006.

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**Critical Accounting Policies Involving Critical Estimates, Uncertainties or Assessments in Our Financial Statements**

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. In applying accounting principles, we must often make individual estimates and assumptions regarding expected outcomes or uncertainties. Our estimates, judgments and assumptions are continually evaluated based on available information and experience. Because of the use of estimates inherent in the financial reporting process, actual results could differ from those estimates. We believe the following are areas where the degree of judgment and complexity in determining amounts recorded in our consolidated financial statements make the accounting policies critical.

*Self-Insurance Liabilities.* We have self-insured retentions with respect to losses under our workers' compensation, general liability and auto liability insurance policies. We establish reserves for our liabilities associated with these losses by obtaining forecasts for the ultimate expected losses and estimating amounts needed to pay losses within our self-insured retentions.

We make assumptions on our liabilities within our self-insured retentions using actuarial loss forecasts, which are prepared using methods and assumptions in accordance with standard actuarial practice, and third party claim administrator loss estimates which are based on known facts surrounding individual claims. Periodically, we reevaluate our estimate of liability within our self-insured retentions, including our assumptions related to our loss forecasts and estimates, using updated actuarial loss forecasts and currently valued third party claim administrator loss estimates. We evaluate the adequacy of our accruals by comparing amounts accrued on our balance sheet for anticipated losses to our updated actuarial loss forecasts and third party claim administrator loss estimates, and make adjustments to our accruals as needed based upon such review.

Over the previous 10 years, our loss exposure has increased, primarily as a result of our growth. We continually institute procedures to manage our loss exposure through a greater focus on the risk management function, a transitional duty program for injured workers, ongoing safety and accident prevention training, and various programs designed to minimize losses and improve our loss experience in our store locations.

As of September 30, 2006, the net amount accrued for losses within our self-insured retentions was \$102.0 million, as compared to \$97.8 million at September 30, 2005. The increase in the net amount accrued for the 2006 period is a result of an estimate for new claims expected for the current policy period, which incorporates increases in health care costs, and the net effect of prior period claims which have closed or for which additional development or changes in estimates have occurred. During the second quarter of 2006, we refined the process in which we determine the net amount accrued for losses within our self-insured retentions based on our actual loss experience. Prior to the quarter ended June 30, 2006, we used only general industry loss development factors in developing our estimate. Beginning with the quarter ended June 30, 2006, we also use company specific development factors developed by independent actuaries and based on our loss experience to determine our reserves.

*Litigation Reserves.* We are the subject of litigation in the ordinary course of our business. Our litigation involves, among other things, actions relating to claims that our rental purchase agreements constitute installment sales contracts, violate state usury laws or violate other state laws to protect consumers, claims asserting violations of wage and hour laws in our employment practices, as well as claims we violated the federal securities laws. In preparing our financial statements at a given point in time, we account for these contingencies pursuant to the provisions of SFAS No. 5, which requires that we accrue for losses that are both probable and reasonably estimable.

Each quarter, we make estimates of our probable liabilities, if reasonably estimable, and record such amounts in our consolidated financial statements. These amounts represent our best estimate, or may be the minimum range of probable loss when no single best estimate is determinable. We, together with our counsel, monitor developments related to these legal matters and, when appropriate, adjustments are made to reflect current facts and circumstances. As of September 30, 2006, we had accrued \$17.5 million relating to our outstanding litigation, of which approximately \$5.0 million is related to the prospective settlement of the *Burdusis/French/Corso* matters, \$10.4

million is related to the prospective settlement of the California Attorney General inquiry, and an additional \$2.1 million for anticipated legal fees and expenses with respect to our other material litigation (discussed in Legal Proceedings later in this report) as well as provisions for losses incurred or expected to be incurred with respect to litigation arising in the ordinary course of business which we do not believe are material, as compared to \$2.3 million for the quarter ended September 30, 2005.

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The ultimate outcome of our litigation is uncertain, and the amount of loss we may incur, if any, cannot in our judgment be reasonably estimated. Additional developments in our litigation or other adverse or positive developments or rulings in our litigation, could affect our assumptions and thus, our accrual.

*Income Tax Reserves.* We are subject to federal, state, local and foreign income taxes. We estimate our liabilities for income tax exposure by evaluating our income tax reserves each quarter based on the information available to us, and establishing reserves in accordance with the criteria for accrual under SFAS No. 5. In estimating this liability, we evaluate a number of factors in ascertaining whether we may have to pay additional taxes and interest when all examinations by taxing authorities are concluded. The actual amount accrued as a liability is based on an evaluation of the underlying facts and circumstances, a thorough research of the technical merits of our tax positions taken, and an assessment of the chances of us prevailing in our tax positions. We consult with external tax advisers in researching our conclusions. At September 30, 2006, we had accrued \$5.6 million relating to our contingent liabilities for income taxes, as compared to \$9.8 million at September 30, 2005. The decrease in the amount accrued at September 30, 2006 primarily relates to 2005 adjustments made for the reversal of a \$3.3 million state tax reserve in connection with a change in estimate as well as a \$2.0 million tax audit reserve credit associated with the favorable resolution of our 1998 and 1999 federal tax returns, offset slightly by our normal tax accruals.

If we make changes to our accruals in any of these areas in accordance with the policies described above, these changes would impact our earnings. Increases to our accruals would reduce earnings and similarly, reductions to our accruals would increase our earnings. A pre-tax change of \$1.1 million in our estimates would result in a corresponding \$.01 change in our earnings per share.

Based on an assessment of our accounting policies and the underlying judgments and uncertainties affecting the application of those policies, we believe that our consolidated financial statements provide a meaningful and fair perspective of our company. However, we do not suggest that other general risk factors, such as those discussed later in this report and in our Annual Report on Form 10-K for our fiscal year ended December 31, 2005 as well as changes in our growth objectives or performance of new or acquired stores, could not adversely impact our consolidated financial position, results of operations and cash flows in future periods.

**Significant Accounting Policies**

Our significant accounting policies are summarized below and in Note A to our consolidated financial statements included in our Annual Report on Form 10-K.

*Revenue.* Merchandise is rented to customers pursuant to rental-purchase agreements which provide for weekly, semi-monthly or monthly rental terms with non-refundable rental payments. Generally, the customer has the right to acquire title either through a purchase option or through payment of all required rentals. Rental revenue and fees are recognized over the rental term as payments are received and merchandise sales revenue is recognized when the customer exercises their purchase option and pays the cash price due. Revenue for the total amount of the rental purchase agreement is not accrued because the customer can terminate the rental agreement at any time and we cannot enforce collection for non-payment of rents. Because Get It Now makes retail sales on an installment credit basis, Get It Now's revenue is recognized at the time of such retail sale, as is the cost of the merchandise sold, net of a provision for uncollectible accounts. The revenue from our financial services is recorded differently depending on the type of transaction. Fees collected on loans are recognized ratably over the term of the loan. For money orders, wire transfers, check cashing and other customer service type transactions, fee revenue is recognized at the time of the transactions.

*Franchise Revenue.* Revenue from the sale of rental merchandise is recognized upon shipment of the merchandise to the franchisee. Franchise fee revenue is recognized upon completion of substantially all services and satisfaction of all material conditions required under the terms of the franchise agreement.

*Depreciation of Rental Merchandise.* Depreciation of rental merchandise is included in the cost of rentals and fees on our statement of earnings. We depreciate our rental merchandise using the income forecasting method. Under the income forecasting method, merchandise held for rent is not depreciated and merchandise on rent is depreciated in the proportion of rents received to total rents provided in the rental contract, which is an activity-based method similar to the units of production method. On computers that are 24 months old or older and which have become idle, depreciation is recognized using the straight-line method for a period of at least six months, generally not to exceed an

aggregate depreciation period of 36 months. The purpose is to better reflect the depreciable life of a computer in our stores and to encourage the sale of older computers.

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*Cost of Merchandise Sold.* Cost of merchandise sold represents the book value net of accumulated depreciation of rental merchandise at time of sale.

*Salaries and Other Expenses.* Salaries and other expenses include all salaries and wages paid to store level employees, together with market managers' salaries, travel and occupancy, including any related benefits and taxes, as well as all store level general and administrative expenses and selling, advertising, insurance, occupancy, delivery, fixed asset depreciation and other operating expenses.

*General and Administrative Expenses.* General and administrative expenses include all corporate overhead expenses related to our headquarters such as salaries, taxes and benefits, occupancy, administrative and other operating expenses.

**Results of Operations****Nine Months Ended September 30, 2006 compared to Nine Months Ended September 30, 2005**

*Store Revenue.* Total store revenue increased by \$21.5 million, or 1.2%, to \$1,747.3 million for the nine months ended September 30, 2006 as compared to \$1,725.8 million for the nine months ended September 30, 2005. The increase in total store revenue is primarily attributable to an increase in same store revenues of \$29.3 million offset by revenue lost from the stores that were closed or sold during the twelve month period ended September 30, 2006.

Same store revenues represent those revenues earned in stores that were operated by us for each of the entire nine month periods ended September 30, 2006 and 2005, excluding store locations that received accounts through an acquisition or merger of an existing store location. Same store revenues increased by \$29.3 million, or 2.1%, to \$1,406.0 million for the nine months ended September 30, 2006 as compared to \$1,376.7 million in 2005. This increase in same store revenues was primarily attributable to our change in promotional activities and an increase in the number of units on rent during the first nine months of 2006 as compared to 2005.

*Franchise Revenue.* Total franchise revenue increased by \$356,000, or 1.2%, to \$30.5 million for the nine months ended September 30, 2006 as compared to \$30.1 million in 2005. This increase was primarily attributable to an increase in the number of products sold to franchisees in the first nine months of 2006 as compared to the first nine months of 2005.

*Cost of Rentals and Fees.* Cost of rentals and fees consists of depreciation of rental merchandise and the costs associated with our membership programs, which began in 2004. Cost of rentals and fees for the nine months ended September 30, 2006 increased by \$5.8 million, or 1.7%, to \$344.5 million as compared to \$338.7 million in 2005. This increase is a result of an increase in rental revenue for the first nine months of 2006 compared to the first nine months of 2005. Cost of rentals and fees expressed as a percentage of store rentals and fees revenue was 21.8% for the nine months ended September 30, 2006 as compared to 21.7% for the nine months ended September 30, 2005.

*Cost of Merchandise Sold.* Cost of merchandise sold increased by \$349,000, or .3%, to \$100.9 million for the nine months ended September 30, 2006 as compared to \$100.6 million in 2005. This slight increase was primarily a result of an increase in the number of items sold during the first nine months of 2006 as compared to the first nine months of 2005. The gross margin percent of merchandise sales decreased slightly to 27.3% in 2006 from 27.9% in 2005. This decrease is attributable to a decrease in the average selling price of merchandise sold during the first nine months of 2006 as compared to 2005.

*Salaries and Other Expenses.* Salaries and other expenses decreased by \$5.1 million, or .5%, to \$1,012.3 million for the nine months ended September 30, 2006 as compared to \$1,017.4 million in 2005. The decrease was primarily the result of a decrease in salaries and wages and occupancy costs. For the nine months ended September 30, 2006, there were 109 less stores, on a weighted average basis, operating during the period as compared to 2005. Salaries and other expenses expressed as a percentage of total store revenue decreased to 57.9% for the nine months ended September 30, 2006 from 59.0% in 2005.

*Franchise Cost of Merchandise Sold.* Franchise cost of merchandise sold increased by \$666,000, or 2.7%, to \$25.7 million for the nine months ended September 30, 2006 as compared to \$25.0 million in 2005. This increase was primarily attributable to an increase in the number of products sold to franchisees in the first nine months of 2006 as compared to the first nine months of 2005.

*General and Administrative Expenses.* General and administrative expenses increased by \$5.3 million, or 8.8%, to \$66.0 million for the nine months ended September 30, 2006, as compared to \$60.7 million for the first nine months of 2005.



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General and administrative expenses expressed as a percentage of total revenue increased slightly to 3.7% for the nine months ended September 30, 2006 as compared to 3.5% for the nine months ended September 30, 2005. These increases are primarily attributable to additional personnel and related expansion at our corporate office to support growth, including our plans to expand into complementary lines of business in our rent-to-own stores and the anticipated growth in our store base as a result of the Rent-Way acquisition.

*Amortization of Intangibles.* Amortization of intangibles decreased by \$7.5 million, or 72.6%, to \$2.8 million for the nine months ended September 30, 2006 as compared to \$10.4 million in 2005. This decrease was primarily attributable to the completed customer relationship amortization associated with previous acquisitions, such as the acquisitions of Rainbow Rentals, Inc. and Rent-Rite, Inc. in 2004.

*Operating Profit.* Operating profit increased by \$12.5 million, or 6.6%, to \$202.5 million for the nine months ended September 30, 2006 as compared to \$190.0 million in 2005. Excluding the pre-tax litigation settlement charges recorded in the third quarter of 2006 of \$15.3 million, the pre-tax litigation reversion credit of \$8.0 million recorded in the first quarter of 2005 and the pre-tax restructuring charge of \$13.0 million recorded in the third quarter of 2005, operating profit increased by \$22.8 million, or 11.7%, to \$217.8 million for the nine months ended September 30, 2006 as compared to \$195.0 million in 2005. Operating profit as a percentage of total revenue increased to 12.3% for the nine months ended September 30, 2006 before the pre-tax litigation settlement charges in 2006, from 11.1% before the pre-tax litigation reversion credit and restructuring charge in the first nine months of 2005. These increases were primarily attributable to the increase in same store sales and the decrease in salaries and other expenses during the first nine months of 2006 versus 2005 as discussed above.

*Interest expense.* Interest expense increased by \$6.2 million, or 18.5%, to \$39.6 million for the nine months ended September 30, 2006 as compared to \$33.4 million in 2005. This increase was primarily attributable to increased borrowings under our revolving credit facility during the first nine months of 2006 as compared to the first nine months of 2005, as well as an increase in our weighted average interest rate to 7.66% during the first nine months of 2006 as compared to 6.72% during the first nine months of 2005.

*Net Earnings.* Net earnings increased by \$4.7 million, or 4.7%, to \$105.4 million for the nine months ended September 30, 2006 as compared to \$100.7 million in 2005. Excluding the pre-tax litigation settlement charges of \$15.3 million and the pre-tax refinance charge of \$2.2 million recorded in the third quarter of 2006, as well as the pre-tax litigation reversion credit of \$8.0 million recorded in the first quarter of 2005, a pre-tax restructuring charge of \$13.0 million recorded in the third quarter of 2005 and a \$2.0 million tax audit reserve credit recorded in the second quarter of 2005, net earnings increased by \$14.2 million, or 13.8%, to \$116.6 million for the nine months ended September 30, 2006 as compared to \$102.4 million in 2005. This increase was primarily attributable to the increase in same store sales and the decrease in salaries and other expenses during the first nine months of 2006 versus 2005 as discussed above.

**Three Months Ended September 30, 2006 compared to Three Months Ended September 30, 2005**

*Store Revenue.* Total store revenue increased by \$14.2 million, or 2.5%, to \$579.1 million for the three months ended September 30, 2006 as compared to \$564.9 million for the three months ended September 30, 2005. The increase in total store revenue is primarily attributable to an increase in same store revenues of \$17.1 million offset by revenue lost from the stores that were closed or sold during the twelve month period ended September 30, 2006.

Same store revenues represent those revenues earned in stores that were operated by us for each of the entire three month periods ended September 30, 2006 and 2005, excluding store locations that received accounts through an acquisition or merger of an existing store location. Same store revenues increased by \$17.1 million, or 3.6%, to \$490.3 million for the three months ended September 30, 2006 as compared to \$473.2 million in 2005. This increase in same store revenues was primarily attributable to our change in promotional activities and an increase in the number of units on rent during the quarter ended September 30, 2006 as compared to 2005.

*Franchise Revenue.* Total franchise revenue decreased by \$492,000, or 5.8%, to \$8.1 million for the three months ended September 30, 2006 as compared to \$8.6 million in 2005. This decrease was primarily attributable to a decrease in merchandise sales to franchise locations as a result of eight less franchised locations operating at September 30, 2006 as compared to September 30, 2005.

*Cost of Rentals and Fees.* Cost of rentals and fees consists of depreciation of rental merchandise and the costs associated with our membership programs, which began in 2004. Cost of rentals and fees increased by approximately \$4.8 million, or

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4.3%, to \$117.0 million for the three months ended September 30, 2006 as compared to \$112.2 million in 2005. Cost of rentals and fees expressed as a percentage of store rentals and fees revenue increased slightly to 22.0% for the quarter ended September 30, 2006 as compared to 21.7% for the same period in 2005.

*Cost of Merchandise Sold.* Cost of merchandise sold decreased by \$1.9 million, or 6.2%, to \$28.4 million for the three months ended September 30, 2006 as compared to \$30.3 million in 2005. This decrease was primarily a result of a decrease in the number of items sold during the third quarter of 2006 as compared to the third quarter of 2005. The gross margin percent of merchandise sales decreased to 21.8% in 2006 from 22.7% in 2005. This decrease was primarily attributable to a decrease in the average selling price of merchandise sold during the third quarter of 2006 as compared to the third quarter of 2005.

*Salaries and Other Expenses.* Salaries and other expenses decreased by \$10.0 million, or 2.9%, to \$340.4 million for the three months ended September 30, 2006 as compared to \$350.4 million in 2005. Salaries and other expenses expressed as a percentage of total store revenue decreased to 58.8% for the three months ended September 30, 2006 from 62.0% in 2005. The decrease was primarily the result of a decrease in salaries and wages and occupancy costs. For the three months ended September 30, 2006, there were 126 less stores, on a weighted average basis, operating during the period as compared to 2005.

*Franchise Cost of Merchandise Sold.* Franchise cost of merchandise sold decreased by \$441,000, or 6.3%, to \$6.5 million for the three months ended September 30, 2006 as compared to \$7.0 million in 2005. This decrease was primarily attributable to a decrease in merchandise sales to franchise locations as a result of eight less franchised locations operating at September 30, 2006 as compared to September 30, 2005.

*General and Administrative Expenses.* General and administrative expenses increased by \$2.6 million, or 12.4%, to \$23.8 million for the three months ended September 30, 2006, as compared to \$21.2 million in 2005. General and administrative expenses expressed as a percentage of total revenue increased to 4.1% for the three months ended September 30, 2006 as compared to 3.7% for the three months ended September 30, 2005. These increases are primarily attributable to additional personnel and related expansion at our corporate office to support growth, including our plans to expand into complementary lines of business in our rent-to-own stores and the anticipated growth in our store base as a result of the Rent-Way acquisition.

*Amortization of Intangibles.* Amortization of intangibles decreased by \$4.9 million, or 83.0%, to \$1.0 million for the three months ended September 30, 2006 as compared to \$5.9 million in 2005. This decrease was primarily attributable to the completed customer relationship amortization associated with previous acquisitions, such as the acquisitions of Rainbow Rentals, Inc. and Rent-Rite, Inc. in 2004.

*Operating Profit.* Operating profit increased by \$20.9 million, or 67.4%, to \$51.9 million for the three months ended September 30, 2006 as compared to \$31.0 million in 2005. Excluding the pre-tax litigation settlement charges of \$15.3 million recorded in the third quarter of 2006 and the pre-tax restructuring charge of \$13.0 million recorded in the third quarter of 2005, operating profit increased by \$23.2 million, or 52.6%, to \$67.1 million for the three months ended September 30, 2006 as compared to \$44.0 million in 2005. Operating profit as a percentage of total revenue increased to 11.4% for the three months ended September 30, 2006 before the pre-tax litigation settlement charges in 2006 from 7.7% for the three months ended September 30, 2006 before the pre-tax restructuring charge in 2005. The increase was primarily attributable to an increase in same store sales and a decrease in salaries and other expenses during the third quarter of 2006 versus 2005 as discussed above.

*Interest expense.* Interest expense increased by \$1.5 million, or 12.9%, to \$13.3 million for the three months ended September 30, 2006 as compared to \$11.8 million in 2005. This increase was primarily attributable to increased borrowings under our revolving credit facility during the third quarter of 2006 as compared to the third quarter of 2005, as well as an increase in our weighted average interest rate to 7.67% during the third quarter of 2006 as compared to 7.02% during the third quarter of 2005.

*Net Earnings.* Net earnings increased by \$13.9 million to \$25.2 million for the three months ended September 30, 2006 as compared to \$11.3 million in 2005. Excluding the pre-tax litigation settlement charges of \$15.3 million and the pre-tax refinance charge of \$2.2 million recorded in the third quarter of 2006 and the pre-tax restructuring charge of \$13.0 million recorded in the third quarter of 2005, net earnings increased by \$16.4 million to \$36.4 million for the

three months ended September 30, 2006 as compared to \$20.0 million in 2005. This increase was primarily attributable to the increase in same store sales and the decrease in salaries and other expenses during the first nine months of 2006 versus 2005 as discussed above.

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**Liquidity and Capital Resources**

Cash provided by operating activities decreased by \$12.3 million to \$131.3 million for the nine months ended September 30, 2006 as compared to \$143.7 million in 2005. This decrease is primarily attributable to increased inventory purchases during the first nine months of 2006 as compared to 2005, offset by changes in deferred income taxes resulting from the reversal of the effect that the Job Creation and Workers Assistance Act of 2002 had on our cash flow as discussed under *Deferred Taxes* below.

Cash used in investing activities increased by \$10.1 million to \$83.2 million during the nine month period ended September 30, 2006 as compared to \$73.1 million in 2005. This increase is primarily attributable to the costs associated with the construction of our corporate headquarters as discussed later in this section.

Cash used in financing activities decreased by \$24.5 million to \$52.1 million during the nine month period ended September 30, 2006 as compared to \$76.6 million in 2005. This decrease is primarily a result of a reduction in our stock repurchases during the first nine months of 2006 as compared to the same period in 2005, offset by the refinancing of our senior credit facilities.

*Acquisition of Rent-Way, Inc.* On August 7, 2006, we announced that we entered into a definitive agreement to acquire Rent-Way, Inc., a rent-to-own operator, for \$10.65 in cash per share of Rent-Way common stock. Rent-Way operates 782 stores in 34 states. The agreement also provides that each holder of options of Rent-Way will receive an amount equal to the difference between \$10.65 and the exercise price of the option. We intend to fund the acquisition with the proceeds of our new \$1,322.5 million senior credit facility. The acquisition, which is expected to be completed in the fourth quarter of 2006, is conditioned upon customary closing conditions for a transaction of this nature, including the approval of Rent-Way's shareholders. On September 14, 2006, we announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to the acquisition expired on September 13, 2006. On October 12, 2006, Rent-Way, Inc. filed a definitive proxy statement with respect to a special meeting of shareholders to be held on November 14, 2006 at which such shareholders will consider and vote upon the adoption of the merger agreement.

On November 2, 2006, we announced that we had completed the documentation related to the refinancing of our current senior debt. Our new \$1,322.5 million senior credit facility consists of \$922.5 million in term loans and a \$400 million revolving credit facility. We intend to utilize the proceeds of the new senior debt to repay our existing senior debt, finance the proposed acquisition of Rent-Way, Inc., and for general corporate purposes. The funding of our new senior credit facility is contingent upon the closing of the pending acquisition of Rent-Way and customary closing conditions for financings of this nature. We anticipate closing the refinancing concurrently with the closing of the acquisition of Rent-Way. In connection with the closing of the refinancing, we will record a charge in the fourth quarter of approximately \$2.7 million relating to capitalized costs incurred in connection with our existing senior credit facility.

*Liquidity Requirements.* Our primary liquidity requirements are for debt service, rental merchandise purchases, capital expenditures and implementation of our growth strategies, including store acquisitions and expansion and investment in our financial services business. Our primary sources of liquidity have been cash provided by operations, borrowings and sales of debt and equity securities. In the future, to provide any additional funds necessary for the continued pursuit of our operating and growth strategies, we may incur from time to time additional short or long-term bank indebtedness and may issue, in public or private transactions, equity and debt securities. The availability and attractiveness of any outside sources of financing will depend on a number of factors, some of which relate to our financial condition and performance, and some of which are beyond our control, such as prevailing interest rates and general economic conditions. There can be no assurance that additional financing will be available, or if available, that it will be on terms we find acceptable.

We believe that the cash flow generated from operations, together with amounts available under our new senior credit facilities, will be sufficient to fund our debt service requirements, rental merchandise purchases, capital expenditures and our store expansion programs during the next twelve months. At November 1, 2006, we had approximately \$26.4 million in cash. To the extent we have available cash that is not necessary to fund the items listed above, we intend to repurchase additional shares of our common stock, repurchase some of our outstanding subordinated notes,

as well as make additional payments to service our existing debt. While our operating cash flow has been strong and we expect this strength to continue, our liquidity could be negatively impacted if we do not remain as profitable as we expect.

If a change in control occurs, we may be required to offer to repurchase all of our outstanding subordinated notes at 101% of their principal amount, plus accrued interest to the date of repurchase. Our senior credit facility restricts our ability to

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repurchase the subordinated notes, including in the event of a change in control. In addition, a change in control would result in an event of default under our senior credit facilities, which would allow our lenders to accelerate the indebtedness owed to them. In the event a change in control occurs, we cannot be sure we would have enough funds to immediately pay our accelerated senior credit facility obligations and all of the subordinated notes, or that we would be able to obtain financing to do so on favorable terms, if at all.

*Litigation.* On August 10, 2006, we announced that we had reached a prospective settlement with the plaintiffs to resolve the *Jeremy Burdusis, et al. v. Rent-A-Center, Inc., et al./Israel French, et al. v. Rent-A-Center, Inc. and Kris Corso, et al. v. Rent-A-Center, Inc.* coordinated matters pending in state court in Los Angeles, California. These matters allege violations by us of certain wage and hour laws of California. Under the terms contemplated, we anticipate we will pay an aggregate of \$4.95 million in cash, including plaintiff's attorneys' fees, to be distributed to an agreed-upon class of our employees from August 1998 through the date of preliminary court approval of the settlement. In connection with the prospective settlement, we are not admitting liability for our wage and hour practices in California. A hearing on a motion for preliminary approval of the settlement is currently scheduled for November 9, 2006. We recorded a pre-tax expense of \$4.95 million in the third quarter of 2006 to account for the aforementioned settlement amount and attorneys' fees.

On October 30, 2006, we announced that we had reached a prospective settlement with the California Attorney General to resolve the inquiry received in the second quarter of 2004 regarding our business practices in California with respect to cash prices and our membership program. Under the terms contemplated, we expect to create a restitution fund in the amount of approximately \$9.6 million in cash, to be distributed to certain groups of customers (1) who entered into rental-purchase agreements and acquired ownership of property under those rental-purchase agreements between November 1, 2004 and the date of approval of the settlement, (2) who entered into rental-purchase agreements after November 1, 2004 that are still ongoing after the date of approval of the settlement, or (3) who purchased new memberships in the Rent-A-Center Preferred Customer Club between November 1, 2004 and the date of the approval of the settlement. In addition, we expect to agree to a civil penalty in the amount of \$750,000. In connection with the prospective settlement, we are not admitting liability for our past business practices in California. To account for the aforementioned costs, as well as our attorneys' fees, we recorded a pre-tax charge of \$10.4 million in the third quarter of 2006.

The terms of the prospective settlements of the *Burdusis/French/Corso* and California Attorney General matters are subject to the applicable parties entering into definitive settlement agreements and obtaining court approval. While we believe that the terms of these prospective settlements are fair, there can be no assurance that the settlements, if completed, will be approved by the applicable court in their present form. We believe that cash flow generated from operations, together with amounts available under our senior credit facilities, will be sufficient to fund the prospective settlements without adversely affecting our liquidity in a material way.

Additional settlements or judgments against us on our existing litigation could affect our liquidity. Please refer to Legal Proceedings later in this report.

*Deferred Taxes.* On March 9, 2002, President Bush signed into law the Job Creation and Worker Assistance Act of 2002, which provides for accelerated tax depreciation deductions for qualifying assets placed in service between September 11, 2001 and September 10, 2004. Under these provisions, 30% of the basis of qualifying property is deductible in the year the property is placed in service, with the remaining 70% of the basis depreciated under the normal tax depreciation rules. For assets placed in service between May 6, 2003 and December 31, 2004, the Jobs and Growth Tax Relief Reconciliation Act of 2003 increased the percent of the basis of qualifying property deductible in the year the property is placed in service from 30% to 50%. Accordingly, our cash flow benefited from the resulting lower cash tax obligations in those prior years. We estimate that our operating cash flow increased by approximately \$106.3 million through 2004, on a net cumulative basis, from the accelerated depreciation deductions on rental merchandise. The associated deferred tax liabilities now have begun to reverse, doing so over a three year period beginning in 2005. Approximately \$67.0 million, or 79%, reversed in 2005. We expect that \$15.2 million, or 18%, will reverse in 2006 and the remaining \$3.1 million will reverse in 2007, which will result in additional cash taxes and a corresponding decrease in our deferred tax liabilities discussed above.

*Rental Merchandise Purchases.* We purchased \$580.0 million and \$486.2 million of rental merchandise during the nine month periods ended September 30, 2006 and 2005, respectively.

*Capital Expenditures.* We make capital expenditures in order to maintain our existing operations as well as for new capital assets in new and acquired stores. We spent \$51.0 million and \$41.0 million on capital expenditures during the nine month periods ended September 30, 2006 and 2005, respectively, and expect to spend approximately \$25.0 million for the



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remainder of 2006, which includes amounts we intend to spend with respect to expanding our financial services business and our new corporate headquarters facility as discussed below.

In December 2005, we acquired approximately 15 acres of land located in Plano, Texas, on which we are building a new corporate headquarters facility. The purchase price for the land was approximately \$5.2 million. Building costs are expected to be in the range of \$22.5-\$27.5 million, and construction began in January 2006. Building costs are paid on a percentage of completion basis throughout the construction period, and the building is expected to be completed during the first quarter of 2007. We are financing this project from cash flow generated from operations. As of September 30, 2006, we have spent approximately \$10.6 million in construction costs and expect to spend the remaining \$11.9-\$16.9 million by the end of January 2007. Our remaining lease obligation on our existing location, as of the estimated move date, will be approximately \$4.9 million. We anticipate subleasing some or all of the space at our current location to offset the remaining lease obligation.

*Acquisitions and New Store Openings.* During the first nine months of 2006, we acquired 28 stores, accounts from 35 additional locations, opened 28 new stores, and closed 65 stores. Of the closed stores, 50 were merged with existing store locations, and 15 stores were sold. The acquired stores and accounts were the result of 34 separate transactions for an aggregate price of approximately \$34.5 million. Additionally, during the first nine months of 2006, we have added financial services to 60 existing rent-to-own store locations, consolidated one store with financial services into an existing location, closed one store and ended the third quarter of 2006 with a total of 101 stores providing these services.

As of November 1, 2006, we have acquired accounts from two stores and opened two new stores during the fourth quarter of 2006. We merged one store with an existing location. The acquisition of Rent-Way, Inc. is expected to be completed in the fourth quarter of 2006. Additionally, as of November 1, 2006, we have added financial services to 24 additional existing rent-to-own locations during the fourth quarter of 2006.

The profitability of our stores tends to grow at a slower rate approximately five years from the time we open or acquire them. As a result, in order for us to show improvements in our profitability, it is important for us to continue to open stores in new locations or acquire under-performing stores on favorable terms. There can be no assurance that we will be able to acquire or open new stores at the rates we expect, or at all. We cannot assure that the stores we do acquire or open will be profitable at the same levels that our current stores are, or at all.

*Senior Credit Facilities.* On July 13, 2006, we announced the completion of the refinancing of our new senior secured debt. Our \$725.0 million senior credit facilities consist of a \$200.0 million five-year term loan, a \$125.0 million six-year term loan and a \$400.0 million five-year revolving credit facility. On that day, we drew down the \$325.0 million in term loans and \$88.0 million of the revolving facility and utilized the proceeds to repay our existing senior term debt. In connection with the refinancing we recorded a \$2.2 million non-cash charge to expense the remaining unamortized balance of financing costs from our previous credit agreement in the third quarter of 2006. The table below shows the scheduled maturity dates of our term debt outstanding on September 30, 2006.

**YEAR ENDING**

| <b>DECEMBER 31,</b> | <b>(IN<br/>THOUSANDS)</b> |
|---------------------|---------------------------|
| 2006                | \$ 2,813                  |
| 2007                | 11,250                    |
| 2008                | 11,250                    |
| 2009                | 16,250                    |
| 2010                | 86,250                    |
| Thereafter          | 194,375                   |
|                     | \$ 322,188                |

The full amount of the revolving credit facility may be used for the issuance of letters of credit, of which \$107.0 million had been utilized as of November 1, 2006. The revolving credit facility expires in July 2011 and the term loans expire in July 2012.

Borrowings under our revolving credit facility bear interest at varying rates equal to the Eurodollar rate plus 0.75% to 1.50%, or the prime rate plus up to 0.50%, at the our election. The margins on the Eurodollar rate and on the prime rate, which are initially 1.0 and 0.0 respectively, may fluctuate dependent upon an increase or decrease in our consolidated leverage ratio as defined by a pricing grid included in the credit agreement. We have not entered into any interest rate protection agreements

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with respect to term loans under the senior credit facility. A commitment fee equal to 0.15% to 0.375% of the unused portion of the revolving credit facility is payable quarterly, and fluctuates dependent upon an increase or decrease in our consolidated leverage ratio. The initial commitment fee is equal to 0.20% of the unused portion of the revolving credit facility.

Our senior credit facilities are secured by a security interest in substantially all of our tangible and intangible assets, including intellectual property, and are also secured by a pledge of the capital stock of our U.S. subsidiaries.

Subject to a number of exceptions, the senior credit facility contains, without limitation, covenants that generally limit our ability to:

incur additional debt in excess of \$150 million at any one time outstanding (other than subordinated debt, which is generally permitted if the maturity date is later than July 13, 2012);

repurchase our capital stock and 7 1/2% notes and pay cash dividends in the event the pro forma senior leverage ratio is greater than 2.50x (subject to a restricted payments basket, for which approximately \$130.0 million is available for use as of September 30, 2006);

incur liens or other encumbrances;

merge, consolidate or sell substantially all our property or business;

sell assets, other than inventory in the ordinary course of business;

make investments or acquisitions unless it meets financial tests and other requirements;

make capital expenditures; or

enter into new lines of business.

Our senior credit facilities require us to comply with several financial covenants, including a maximum consolidated leverage ratio and a minimum fixed charge coverage ratio. The table below shows the required and actual ratios under our credit facilities calculated as at September 30, 2006:

|                                     | Required ratio         | Actual ratio |
|-------------------------------------|------------------------|--------------|
| Maximum consolidated leverage ratio | No greater than 3.25:1 | 1.88:1       |
| Minimum fixed charge coverage ratio | No less than 1.35:1    | 1.96:1       |

Events of default under our senior credit facilities include customary events, such as a cross-acceleration provision in the event that we default on other debt. In addition, an event of default under the senior credit facility would occur if a change of control occurs. This is defined to include the case where a third party becomes the beneficial owner of 35% or more of our voting stock or certain changes in Rent-A-Center's Board of Directors occurs. An event of default would also occur if one or more judgments were entered against us of \$20.0 million or more and such judgments were not satisfied or bonded pending appeal within 30 days after entry.

We utilize our revolving credit facility for the issuance of letters of credit, as well as to manage normal fluctuations in operational cash flow caused by the timing of cash receipts. In that regard, we may from time to time draw funds under the new revolving credit facility for general corporate purposes. The funds drawn on individual occasions under our previous revolving credit facility have varied in amounts of up to \$50.0 million, with total amounts outstanding ranging from \$10.0 million up to \$88.0 million. The amounts drawn are generally outstanding for a short period of time and are generally paid down as cash is received from our operating activities.

On November 2, 2006, we announced that we had completed the documentation related to the refinancing of our current senior debt. Our new \$1,322.5 million senior credit facility consists of \$922.5 million in term loans and a \$400 million revolving credit facility. We intend to utilize the proceeds of the new senior debt to repay our existing senior debt, finance the proposed acquisition of Rent-Way, Inc., and for general corporate purposes. The funding of our new senior credit facility is contingent upon the closing of the pending acquisition of Rent-Way and customary closing conditions for financings of this nature. We anticipate closing the refinancing concurrently with the closing of the acquisition of Rent-Way. In connection with the closing of the refinancing, we will record a charge in the fourth quarter of approximately \$2.7 million relating to capitalized costs incurred in connection with our existing senior credit facility.

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*Contractual Cash Commitments.* The table below summarizes debt, lease and other minimum cash obligations outstanding as of September 30, 2006:

|   | Total                     | 2006      | Payments due by<br>Period |              | Thereafter |
|---|---------------------------|-----------|---------------------------|--------------|------------|
|   |                           |           | 2007<br>2008              | 2009<br>2010 |            |
| Contractual Cash Obligations                                  |                           |           | (In thousands)            |              |            |
| Senior Credit Facilities (including current portion)          | \$ 358,468 <sup>(1)</sup> | \$ 4,093  | \$ 22,500                 | \$ 102,500   | \$ 229,375 |
| 7 <sup>1</sup> / <sub>2</sub> % Senior Subordinated Notes (2) | 390,000                   | 11,250    | 45,000                    | 333,750      |            |
| Operating Leases  | 472,274                   | 57,876    | 264,603                   | 131,958      | 17,837     |
| Total   | \$ 1,220,742              | \$ 73,219 | \$ 332,103                | \$ 568,208   | \$ 247,212 |

(1) Amount referenced does not include the interest on our new senior credit facilities. Our new senior credit facilities bear interest at varying rates equal to the Eurodollar rate plus 0.75% to 1.50% or the prime rate plus up to 0.50% at our election. The weighted average Eurodollar rate on our outstanding debt at September 30, 2006 was 5.50%.

(2) Includes interest payments of \$11.25 million on each of May 1 and November

1 of each year.

*7<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes.* On May 6, 2003, we issued \$300.0 million in senior subordinated notes due 2010, bearing interest at 7<sup>1</sup>/<sub>2</sub>%, pursuant to an indenture dated May 6, 2003, among Rent-A-Center, Inc., its subsidiary guarantors and The Bank of New York, as trustee. The proceeds of this offering were used to fund the repurchase and redemption of our then outstanding 11% senior subordinated notes.

The 2003 indenture contains covenants that limit Rent-A-Center's ability to:

incur additional debt;

sell assets or our subsidiaries;

grant liens to third parties;

pay dividends or repurchase stock (subject to a restricted payments basket for which \$150.5 million was available for use as of September 30, 2006); and

engage in a merger or sell substantially all of its assets.

Events of default under the 2003 indenture include customary events, such as a cross-acceleration provision in the event that we default in the payment of other debt due at maturity or upon acceleration for default in an amount exceeding \$50.0 million, as well as in the event a judgment is entered against us in excess of \$50.0 million that is not discharged, bonded or insured.

The 7<sup>1</sup>/<sub>2</sub>% notes may be redeemed on or after May 1, 2006, at our option, in whole or in part, at a premium declining from 103.75%. The 7<sup>1</sup>/<sub>2</sub>% notes also require that upon the occurrence of a change of control (as defined in the 2003 indenture), the holders of the notes have the right to require us to repurchase the notes at a price equal to 101% of the original aggregate principal amount, together with accrued and unpaid interest, if any, to the date of repurchase. This would trigger an event of default under our new senior credit facilities. We are not required to maintain any financial ratios under the 2003 indenture.

*Real Estate Leases.* We lease space for all of our stores and service center locations, as well as our corporate and regional offices under operating leases expiring at various times through 2016. Most of our store leases are five year leases and contain renewal options for additional periods ranging from three to five years at rental rates adjusted according to agreed-upon formulas.

*ColorTyme Guarantee.* ColorTyme is a party to an agreement with Wells Fargo Foothill, Inc., who provides \$35.0 million in aggregate financing to qualifying franchisees of ColorTyme generally of up to five times their average monthly revenues. Under the Wells Fargo agreement, upon an event of default by the franchisee under agreements governing this financing and upon the occurrence of certain other events, Wells Fargo can assign the loans and the collateral securing such loans to ColorTyme, with ColorTyme paying the outstanding debt to Wells Fargo and then succeeding to the rights of Wells Fargo under the debt agreements, including the right to foreclose on the collateral. The Wells Fargo agreement expires on September 30, 2010. An additional \$20.0 million of financing is provided by Texas Capital Bank, National Association under an agreement similar to the Wells Fargo financing.

Rent-A-Center East guarantees the obligations of ColorTyme

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

under each of these agreements, excluding the effects of any amounts that could be recovered under collateralization provisions, up to a maximum amount of \$55.0 million, of which \$31.4 million was outstanding as of September 30, 2006. Mark E. Speese, Rent-A-Center's Chairman of the Board and Chief Executive Officer, is a passive investor in Texas Capital Bank, owning less than 1% of its outstanding equity.

*Repurchases of Outstanding Securities.* Our Board of Directors has authorized a common stock repurchase program, permitting us to purchase, from time to time, in the open market and privately negotiated transactions, up to an aggregate of \$400.0 million of Rent-A-Center common stock. As of September 30, 2006, we had purchased a total of 14,628,800 shares of Rent-A-Center common stock for an aggregate of \$360.8 million under this common stock repurchase program, none of which were repurchased in the third quarter of 2006.

*Store Consolidation Plan.* We expect the total estimated cash outlay in connection with the store consolidation plan to be between \$9.0 million to \$9.3 million. The amount of cash used in the store closing plan during the first nine months of 2006 was \$7.5 million. Therefore, we expect to use approximately \$1.8 million of cash on hand for future payments primarily related to the satisfaction of lease obligations for closed stores. Please see Note 8. Store Consolidation Plan in this report for more information on our store consolidation plan.

*Economic Conditions.* Although our performance has not suffered in previous economic downturns, we cannot assure you that demand for our products, particularly in higher price ranges, will not significantly decrease in the event of a prolonged recession. Fluctuations in our targeted customers' monthly disposable income, such as those we believe may have been caused by nationwide increases in fuel and energy costs, could adversely impact our results of operations.

*Seasonality.* Our revenue mix is moderately seasonal, with the first quarter of each fiscal year generally providing higher merchandise sales than any other quarter during a fiscal year, primarily related to federal income tax refunds. Generally, our customers will more frequently exercise their early purchase option on their existing rental purchase agreements or purchase pre-leased merchandise off the showroom floor during the first quarter of each fiscal year. We expect this trend to continue in future periods. Furthermore, we tend to experience slower growth in the number of rental purchase agreements on rent in the third quarter of each fiscal year when compared to other quarters throughout the year. As a result, we would expect revenues for the third quarter of each fiscal year to remain relatively flat with the prior quarter. We expect this trend to continue in future periods unless we add significantly to our store base during the third quarter of future fiscal years as a result of new store openings or opportunistic acquisitions.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

**Interest Rate Sensitivity**

As of September 30, 2006, we had \$300.0 million in subordinated notes outstanding at a fixed interest rate of 7<sup>1</sup>/<sub>2</sub>%, \$322.2 million in term loans, \$35.0 in revolving credit outstanding at interest rates indexed to the Eurodollar rate, and \$1.3 million outstanding on our line of credit at the Eurodollar rate plus 1.75%. The fair value of the subordinated notes is estimated based on discounted cash flow analysis using interest rates currently offered for loans with similar terms to borrowers of similar credit quality. The fair value of the 7<sup>1</sup>/<sub>2</sub>% subordinated notes at September 30, 2006 was \$302.3 million. As of September 30, 2006, we have not entered into any interest rate swap agreements with respect to term loans under our senior credit facilities.

**Market Risk**

Market risk is the potential change in an instrument's value caused by fluctuations in interest rates. Our primary market risk exposure is fluctuations in interest rates. Monitoring and managing this risk is a continual process carried out by our Board of Directors and senior management. We manage our market risk based on an ongoing assessment of trends in interest rates and economic developments, giving consideration to possible effects on both total return and reported earnings.

**Interest Rate Risk**

We hold long-term debt with variable interest rates indexed to prime or the Eurodollar rate that exposes us to the risk of increased interest costs if interest rates rise. Based on our overall interest rate exposure at September 30, 2006, a hypothetical 1.0% increase or decrease in interest rates would have the effect of causing a \$913,000 additional pre-tax charge or credit to our statement of earnings than would otherwise occur if interest rates remained unchanged.

**Item 4. Controls and Procedures**

*Evaluation of disclosure controls and procedures.* An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this quarterly report. Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer, to allow timely decisions regarding required disclosure. Based on that evaluation, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that our disclosure controls and procedures were effective.

*Changes in internal controls.* For the quarter ended September 30, 2006, there have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**Table of Contents****RENT-A-CENTER, INC. AND SUBSIDIARIES****PART II Other Information****Item 1. Legal Proceedings**

From time to time, we, along with our subsidiaries, are party to various legal proceedings arising in the ordinary course of business. Except as described below, we are not currently a party to any material litigation. The ultimate outcome of our litigation is uncertain and the amount of any loss we may incur, if any, cannot in our judgment be reasonably estimated. Accordingly, other than with respect to the prospective settlements of the California Attorney General inquiry and the *Burdusis/French/Corso* matters discussed below, anticipated legal fees and expenses for our other material litigation discussed below, as well as provisions for losses incurred or expected to be incurred with respect to litigation arising in the ordinary course of business which we do not believe are material, no provision has been made in our consolidated financial statements for any such loss. As of September 30, 2006, we had accrued \$17.5 million relating to our outstanding litigation.

*Colon v. Thorn Americas, Inc.* The plaintiff filed this class action in November 1997 in New York state court. This matter was assumed by us in connection with the Thorn Americas acquisition. The plaintiff acknowledges that rent-to-own transactions in New York are subject to the provisions of New York's Rental Purchase Statute but contends the Rental Purchase Statute does not provide us immunity from suit for other statutory violations. The plaintiff alleges we have a duty to disclose effective interest under New York consumer protection laws, and seeks damages and injunctive relief for failure to do so. This suit also alleges violations relating to excessive and unconscionable pricing, late fees, harassment, undisclosed charges, and the ease of use and accuracy of payment records. In the prayer for relief, the plaintiff requests class certification, injunctive relief requiring us to cease certain marketing practices and price our rental purchase contracts in certain ways, unspecified compensatory and punitive damages, rescission of the class members contracts, an order placing in trust all moneys received by us in connection with the rental of merchandise during the class period, treble damages, attorney's fees, filing fees and costs of suit, pre- and post-judgment interest, and any further relief granted by the court. The plaintiff has not alleged a specific monetary amount with respect to the request for damages.

The proposed class includes all New York residents who were party to our rent-to-own contracts from November 26, 1994. In November 2000, following interlocutory appeal by both parties from the denial of cross-motions for summary judgment, we obtained a favorable ruling from the Appellate Division of the State of New York, dismissing the plaintiff's claims based on the alleged failure to disclose an effective interest rate. The plaintiff's other claims were not dismissed. The plaintiff moved to certify a state-wide class in December 2000. The plaintiff's class certification motion was heard by the court on November 7, 2001 and, on September 12, 2002, the court issued an opinion denying in part and granting in part the plaintiff's requested certification. The opinion grants certification as to all of the plaintiff's claims except the plaintiff's pricing claims pursuant to the Rental Purchase Statute, as to which certification was denied. The parties have differing views as to the effect of the court's opinion, and accordingly, the court granted the parties permission to submit competing orders as to the effect of the opinion on the plaintiff's specific claims. Both proposed orders were submitted to the court on March 27, 2003, and on May 30, 2003, the court held a hearing regarding such orders. No clarifying order has yet been entered by the court.

From June 2003 until May 2005, there was no activity in this case. On May 18, 2005, we filed a motion to dismiss the plaintiff's claim and to decertify the class, based upon the plaintiff's failure to schedule her claim in this matter in her earlier voluntary bankruptcy proceeding. The plaintiff opposed our motion to dismiss the case and asked the court to grant it an opportunity to find a substitute class representative in the event the court determined Ms. Colon was no longer adequate. On January 17, 2006, the court issued an order denying our motion to dismiss, but indicated that Ms. Colon was not a suitable class representative and noted that no motion to intervene to add additional class representatives had been filed. On March 14, 2006, plaintiffs' counsel filed a motion seeking leave to intervene Shaun Kelly as an additional class representative. In response to plaintiffs' motion, the court ordered the parties to confer regarding a possible mediation and ruled that we could depose Mr. Kelly before filing any objection to his intervention. Plaintiffs' counsel has not responded to our request to schedule Mr. Kelly's deposition. If the court ultimately allows Mr. Kelly to intervene and enters a final certification order, we intend to pursue an interlocutory appeal of such certification order.

We believe these claims are without merit and will continue to vigorously defend ourselves in this case. However, we cannot assure you that we will be found to have no liability in this matter.

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*Terry Walker, et. al. v. Rent-A-Center, Inc., et. al.* On January 4, 2002, a putative class action was filed against us and certain of our current and former officers and directors by Terry Walker in federal court in Texarkana, Texas. The complaint alleged that the defendants violated Sections 10(b) and/or Section 20(a) of the Securities Exchange Act and Rule 10b-5 promulgated thereunder by issuing false and misleading statements and omitting material facts regarding our financial performance and prospects for the third and fourth quarters of 2001. The complaint purported to be brought on behalf of all purchasers of our common stock from April 25, 2001 through October 8, 2001 and sought damages in unspecified amounts. Similar complaints were consolidated by the court with the *Walker* matter in October 2002.

On November 25, 2002, the lead plaintiffs in the *Walker* matter filed an amended consolidated complaint which added certain of our outside directors as defendants to the Exchange Act claims. The amended complaint also added additional claims that we, and certain of our current and former officers and directors, violated various provisions of the Securities Act as a result of alleged misrepresentations and omissions in connection with an offering in May 2001 and also added the managing underwriters in that offering as defendants.

On February 7, 2003, we, along with certain officer and director defendants, filed a motion to dismiss the matter as well as a motion to transfer venue. In addition, our outside directors named in the matter separately filed a motion to dismiss the Securities Act claims on statute of limitations grounds. On February 19, 2003, the underwriter defendants also filed a motion to dismiss the matter. The plaintiffs filed response briefs to these motions, to which we replied on May 21, 2003. A hearing was held by the court on June 26, 2003 to hear each of these motions.

On September 30, 2003, the court granted our motion to dismiss without prejudice, dismissed without prejudice the outside directors and underwriters separate motions to dismiss and denied our motion to transfer venue. In its order on the motions to dismiss, the court granted the lead plaintiffs leave to replead the case within certain parameters.

On July 7, 2004, the plaintiffs again repled their claims by filing a third amended consolidated complaint, raising allegations of similar violations against the same parties generally based upon alleged facts not previously asserted. We, along with certain officer and director defendants and the underwriter defendants, filed motions to dismiss the third amended consolidated complaint on August 23, 2004. A hearing on the motions was held on April 14, 2005. On July 25, 2005, the court ruled on these motions, dismissing with prejudice the claims against our outside directors as well as the underwriter defendants, but denying our motion to dismiss. In evaluating this motion to dismiss, the court was required to view the pleadings in the light most favorable to the plaintiffs and to take the plaintiffs' allegations as true. On August 18, 2005, we filed a motion to certify the dismissal order for an interlocutory appeal, which was denied on November 14, 2005. By order dated October 4, 2006, the court granted the plaintiff's unopposed motion to stay discovery in this matter until January 1, 2007, allowing discovery to continue during the months of January and March 2007, with a concluding date of March 30, 2007. A hearing on class certification was held on June 22, 2006.

No ruling on class certification has been made by the court.

We continue to believe the plaintiffs' claims in this matter are without merit and intend to vigorously defend ourselves as this matter progresses. However, we cannot assure you that we will be found to have no liability in this matter.

*California Attorney General Inquiry.* We have reached a prospective settlement with the California Attorney General to resolve the inquiry received in the second quarter of 2004 regarding our business practices in California with respect to cash prices and our membership program. Under the terms contemplated, we expect to create a restitution fund in the amount of approximately \$9.6 million in cash, to be distributed to certain groups of customers (1) who entered into rental-purchase agreements and acquired ownership of property under those rental-purchase agreements between November 1, 2004 and the date of approval of the settlement, (2) who entered into rental-purchase agreements after November 1, 2004 that are still ongoing after the date of approval of the settlement, or (3) who purchased new memberships in the Rent-A-Center Preferred Customer Club between November 1, 2004 and the date of the approval of the settlement. Restitution checks will contain a restrictive endorsement releasing us from claims that arise from or relate to the cash price set forth in the rental purchase agreement and the customer's purchase of the Preferred Customer Club. We also anticipate entering into an injunction (i) limiting the cash price, total of payments and purchase option price in future rental purchase agreements to the specified limits on prices set forth in the recent amendment to the Karnette Rental-Purchase Act, which was signed into law on September 22, 2006 and will become

effective as of January 1, 2007 and (ii) governing certain business practices with respect to our club program. In addition, we anticipate that we will cause the reversion amount in the Griego settlement fund to be paid to the Attorney General. Finally, we expect to agree to a civil penalty in the amount of \$750,000. Under the terms of the prospective settlement, any unclaimed restitution funds at the conclusion of the restitution period will be paid to the Attorney General. In connection with the prospective settlement, we are not admitting liability for our past business practices

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

in California. To account for the aforementioned costs, as well as our attorneys' fees, we recorded a pre-tax charge of \$10.4 million in the third quarter of 2006.

The terms of the prospective settlement are subject to the parties entering into a definitive settlement agreement and obtaining court approval. While we believe that the terms of this prospective settlement are fair, there can be no assurance that the settlement, if completed, will be approved by the court in its present form.

*Hilda Perez v. Rent-A-Center, Inc., et al.* On March 15, 2006, we were notified that the Supreme Court of New Jersey reinstated claims made by the plaintiff in a matter styled *Hilda Perez v. Rent-A-Center, Inc.* The matter is a putative class action filed in the Superior Court, Law Division, Camden County, New Jersey on March 21, 2003, arising out of several rent-to-own contracts Ms. Perez entered into with us. The requested class period is April 23, 1999 to the present.

In her amended complaint, Perez alleges on behalf of herself and a class of similarly situated individuals that the rent-to-own contracts she entered into with us violated New Jersey's Retail Installment Sales Act (RISA) and, as a result, New Jersey's Consumer Fraud Act (CFA) because such contracts imposed a time price differential in excess of the 30% per annum interest rate permitted under New Jersey's criminal usury statute. Perez alleges that RISA incorporates the 30% interest rate limit, limiting time price differentials to 30% per annum. Perez seeks reimbursement of the excess fees and/or interest contracted for, charged and collected, together with treble damages, and an injunction compelling us to cease the alleged violations. Perez also seeks pre-judgment and post-judgment interest, together with attorneys' fees and costs and disbursements.

Following the filing of her amended complaint, we filed a counterclaim to recover the merchandise retained by Perez after she ceased making rental payments. Perez answered the counterclaim, denying liability and claiming entitlement to the items she rented from us. In August 2003, Perez moved for partial summary judgment and we cross-moved for summary judgment. In January 2004, the trial court held that rent-to-own transactions are not covered by RISA nor subject to the interest rate limit in New Jersey's criminal usury statute. The court granted our cross-motion, dismissing Perez's claims under RISA and the CFA. Perez then appealed to the Superior Court of New Jersey, Appellate Division. Oral argument before the Appellate Division occurred in December 2004, and in February 2005 the Appellate Division rejected Perez's arguments and ruled in our favor on all of her claims. Perez subsequently appealed to the Supreme Court of New Jersey, who heard oral arguments in November 2005.

On March 15, 2006, the Supreme Court of New Jersey reversed the judgment of the trial court and the Appellate Division and remanded the case to the trial court for reinstatement of Perez's complaint and for further proceedings. In its decision, the Supreme Court held that rent-to-own contracts in New Jersey are retail installment contracts under RISA, and that RISA incorporates the 30% interest rate cap in New Jersey's criminal usury statute. The court rejected our legal arguments and reinstated Perez's claims under RISA and the CFA. We filed a motion for reconsideration with the Supreme Court of New Jersey, and in response, the court issued an order on July 10, 2006 stating that the March 15, 2006 decision is prospective, except that it applies to plaintiff and, if the trial court certifies a class, to the members of the class. The plaintiffs' renewed motion for class certification is scheduled for hearing by the trial court on January 12, 2007.

We intend to vigorously defend ourselves in this matter. No class has been certified by the trial court and no finding of liability or damages has been made by the court against us. In addition, we believe we have valid arguments precluding retroactive application of the court's decision to members of the putative class and limiting the damages sought by Perez under both RISA and the CFA. The deadline to file an appeal to the United States Supreme Court was extended to November 9, 2006, and we intend to file a writ of certiorari with the United States Supreme Court on or before that date.

In light of the Supreme Court of New Jersey's decision, we have addressed the impact of the decision on our operations in New Jersey and have implemented certain changes to mitigate that impact. We currently operate 43 stores in New Jersey and estimate that we entered into approximately 294,000 rent-to-own contracts in New Jersey from April 23, 1999 until the time we changed our business practices. We estimate the average amount paid on these agreements is approximately \$840. Although we intend to vigorously defend ourselves in this matter, we cannot assure you that we will be found to ultimately have no liability. We are continuing to evaluate and analyze potential

damages in this matter, including an assessment of the plaintiffs' arguments related to damages, but believe that an accurate estimate of our potential loss, or range of loss, cannot, at this time, be reasonably estimated. However, the resolution of this matter could have a material and adverse impact on our financial position and cash flow.

**Table of Contents****RENT-A-CENTER, INC. AND SUBSIDIARIES***State Wage and Hour Class Actions*

We are currently subject to various material actions pending against us in the state of California, all of which allege we violated the wage and hour laws of such state.

*Jeremy Burdusis, et al. v. Rent-A-Center, Inc., et al./Israel French, et al. v. Rent-A-Center, Inc.* These matters pending in Los Angeles, California were filed on October 23, 2001, and October 30, 2001, respectively, and allege violations of the wage and hour laws of California regarding overtime, lunch and work breaks, and failure to pay wages due to our California employees. The same law firm as in two recently settled matters in Oregon and Washington is seeking to represent the purported class in *Burdusis*. The *Burdusis* and *French* proceedings are pending before the same judge in California. On March 24, 2003, the *Burdusis* court denied the plaintiffs' motion for class certification in that case. On April 25, 2003, the plaintiffs in *Burdusis* filed a notice of appeal of that ruling, and on May 8, 2003, the *Burdusis* court, at our request, stayed further proceedings in *Burdusis* and *French* pending the resolution on appeal of the court's denial of class certification in *Burdusis*. In June 2004, the *Burdusis* plaintiffs filed their appellate brief. Our response brief was filed in September 2004, and the *Burdusis* plaintiffs filed their reply in October 2004. On February 9, 2005, the California Court of Appeals reversed and remanded the trial court's denial of class certification in *Burdusis* and directed the trial court to reconsider its ruling in light of two other recent appellate court decisions, including the opinions of the California Supreme Court in *Sav-On Drugs Stores, Inc. v. Superior Court*, and of the California appeals court in *Bell v. Farmers Insurance Exchange*. After remand, the plaintiffs filed a motion with the trial court seeking to remove from the case the trial court judge who previously denied their motion for class certification. The trial court denied the motion. In response, plaintiffs filed a petition for writ of mandate with the California Court of Appeals requesting review of the trial court's decision. The California Court of Appeals heard oral arguments in this matter on August 29, 2005, and ruled against the plaintiffs, denying the requested relief. The case was returned to the trial court as previously ordered.

On October 30, 2003, the plaintiffs' counsel in *Burdusis* and *French* filed a new non-class lawsuit in Orange County, California entitled *Kris Corso, et al. v. Rent-A-Center, Inc.* The plaintiffs' counsel later amended this complaint to add additional plaintiffs, totaling approximately 339 individuals. The claims made are substantially the same as those in *Burdusis*. On January 16, 2004, we filed a demurrer to the complaint, arguing, among other things, that the plaintiffs in *Corso* were misjoined. On February 19, 2004, the court granted our demurrer on the misjoinder argument, with leave for the plaintiffs to replead. On March 8, 2004, the plaintiffs filed an amended complaint in *Corso*, increasing the number of plaintiffs to approximately 400. The claims in the amended complaint are substantially the same as those in *Burdusis*. We filed a demurrer with respect to the amended complaint on April 12, 2004, which the court granted on May 6, 2004. However, the court allowed the plaintiffs to again replead the action on a representative basis, which they did on May 26, 2004. We subsequently filed a demurrer with respect to the newly repleaded action, which the court granted on August 12, 2004. The court subsequently stayed the *Corso* matter pending the outcome of the *Burdusis* matter. On March 16, 2005, the court lifted the stay and on April 12, 2005, we answered the amended complaint. On January 30, 2006, the *Corso* court heard a motion to coordinate *Corso* with the *Burdusis* and *French* actions. The *Corso* court recommended that *Corso* be coordinated with the other actions before the judge in the *Burdusis* and *French* matters. The Judicial Council subsequently ordered the *Burdusis*, *French* and *Corso* cases coordinated before a new judge in the Los Angeles County Superior Court's complex litigation panel. We subsequently filed a motion to transfer the class certification motion in *Burdusis* back to the judge in *Burdusis*, who originally heard the motion, and to stay discovery in all of the coordinated cases.

On August 10, 2006, before any ruling on the remaining motions, we announced that we had reached a prospective settlement with the plaintiffs to resolve these matters. Under the terms contemplated, we anticipate we will pay an aggregate of \$4.95 million in cash, including plaintiff's attorneys' fees, to be distributed to an agreed-upon class of our employees from August 1998 through the date of preliminary court approval of the settlement. We estimate the class size to be approximately 6,000 persons. However, in the event there are more than 6,250 class members, we have agreed to increase the settlement fund by \$750 per person in excess of 6,250. In connection with the prospective settlement, we are not admitting liability for our wage and hour practices in California. As a result of the settlement, we recorded a charge of \$4.95 million in the third quarter of 2006 to account for the aforementioned settlement.

amount and attorneys' fees. The terms of the prospective settlement are subject to the parties entering into a definitive settlement agreement and obtaining court approval. While we believe that the terms of this prospective settlement are fair, there can be no assurance that the settlement, if completed, will be approved by the court in its present form. A hearing on a motion for preliminary approval of the settlement is currently scheduled for November 9, 2006.

*Eric Shafer et al. v. Rent-A-Center, Inc.* This matter is a state-wide class action originally filed on May 20, 2002, in the Superior Court of California for Los Angeles County. A similar matter, entitled *Victor E. Johnson et al. v. Rent-A-Center*,



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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

*Inc.* was filed on February 24, 2004, in the Orange County Superior Court. These actions were coordinated before the Los Angeles County Superior Court on March 7, 2005.

Plaintiffs in these actions allege that we improperly classified our California store managers as exempt from overtime under California wage and hour law and failed to pay them overtime. In addition, they allege that we failed to provide our California store managers with meal and rest periods, failed to pay store managers overtime due when their employment ended, and engaged in unfair business practices. Plaintiffs seek to recover back overtime wages and accompanying waiting time penalties, civil penalties under California Labor Code Section 2699, certain injunctive relief and attorneys fees.

On July 15, 2005, plaintiffs filed their motion for class certification. We opposed plaintiffs motion. The hearing on plaintiffs motion for class certification was held on May 12, 2006. On June 23, 2006, the court granted class certification as to plaintiffs claims for back overtime wages and accompanying waiting time penalties, and as to plaintiffs unfair business practices claim. The court denied class certification as to plaintiffs meal and rest period claims and as to plaintiffs claim for civil penalties under California Labor Code Section 2699.

Plaintiffs assert that the class includes all store managers employed by us in California since September 1998, which they estimate to be between 700 and 1,000 members. Equivalent hourly rates for annual salaries paid to the class members ranged from approximately \$16.83 – \$31.25 per hour based on a 40 hour work week. Plaintiffs assert that store managers were required to work approximately 10-20 hours of overtime per week. Overtime wages would be calculated at 1.5 times the hourly rate. In addition, California law provides for a waiting time penalty of up to thirty days wages when an employer willfully fails to pay any compensation due to an employee upon separation.

The court s class certification ruling is procedural only and does not address the merits of plaintiffs claims. We believe that class certification was improper and intend to continue to oppose class action treatment of these claims. In addition, we believe our store managers are properly classified as exempt from overtime and we intend to vigorously oppose each of plaintiffs claims. We cannot assure you, however, that we will be found to have no liability in these matters. As of September 30, 2006, we operated 148 stores in California.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

**Item 1A. Risk Factors.**

*You should carefully consider the risks described below before making an investment decision. We believe these are all the material risks currently facing our business. Our business, financial condition or results of operations could be materially adversely affected by these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment. You should also refer to the other information included or incorporated by reference in this report, including our financial statements and related notes.*

**We may not be able to successfully implement our growth strategy, which could cause our future earnings to grow more slowly or even decrease.**

As part of our growth strategy, we intend to increase our total number of rent-to-own stores in both existing markets and new markets through a combination of new store openings and store acquisitions. This growth strategy is subject to various risks, including uncertainties regarding our ability to open new rent-to-own stores and our ability to acquire additional rent-to-own stores on favorable terms. We increased our store base by 241 stores in 2003, and 227 stores in 2004. In 2005, however, we decreased our store base by 115 stores, as part of our critical evaluation of all stores and in anticipation of continued store growth. As of September 30, 2006, our store base has decreased another nine stores during 2006. On August 7, 2006, we announced that we had entered into a definitive agreement to acquire Rent-Way, Inc. and we expect the acquisition to be completed in the fourth quarter of 2006. Rent-Way currently operates 782 rent-to-own stores. We may not be able to continue to identify profitable new store locations or underperforming competitors as we currently anticipate.

Our continued growth also depends on our ability to increase sales in our existing rent-to-own stores. Our same store sales increased by 3.0% for 2003 and decreased by 3.6% and 2.3% in 2004 and 2005, respectively. For the nine months ended September 30, 2006, our same store sales increased by 2.1% compared to the nine months ended September 30, 2005. As a result of new store openings in existing markets and because mature stores will represent an increasing proportion of our store base over time, our same store revenues in future periods may be lower than historical levels.

We also plan to grow through expansion into the financial services business. We face risks associated with integrating this new business into our existing operations. In addition, the financial services industry is highly competitive and regulated by federal, state and local laws.

Our growth strategy could place a significant demand on our management and our financial and operational resources. If we are unable to implement our growth strategy, our earnings may grow more slowly or even decrease.

**If we fail to effectively manage the growth and integration of our new rent-to-own stores, our financial results may be adversely affected.**

The addition of new rent-to-own stores, both through store openings and through acquisitions such as that of Rent-Way, Inc., requires the integration of our management philosophies and personnel, standardization of training programs, realization of operating efficiencies and effective coordination of sales and marketing and financial reporting efforts. In addition, acquisitions in general are subject to a number of special risks, including adverse short-term effects on our reported operating results, diversion of management's attention and unanticipated problems or legal liabilities. Further, a newly opened rent-to-own store generally does not attain positive cash flow during its first year of operations.

**There are legal proceedings pending against us seeking material damages. The costs we incur in defending ourselves or associated with settling any of these proceedings, as well as a material final judgment or decree against us, could materially adversely affect our financial condition by requiring the payment of the settlement amount, a judgment or the posting of a bond.**

Some lawsuits against us involve claims that our rental agreements constitute installment sales contracts, violate state usury laws or violate other state laws enacted to protect consumers. We are also defending a class action lawsuit alleging we violated the securities laws and lawsuits alleging we violated state wage and hour laws. Because of the uncertainties associated with litigation, we cannot estimate for you our ultimate liability for these matters, if any. Significant settlement amounts or final judgments could materially and adversely affect our liquidity. The failure to pay any judgment would be a default under our senior credit facilities and the indenture governing our outstanding

subordinated notes.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

**Our debt agreements impose restrictions on us which may limit or prohibit us from engaging in certain transactions. If a default were to occur, our lenders could accelerate the amounts of debt outstanding, and holders of our secured indebtedness could force us to sell our assets to satisfy all or a part of what is owed.**

Covenants under our senior credit facilities and the indenture governing our outstanding subordinated notes restrict our ability to pay dividends, engage in various operational matters, as well as require us to maintain specified financial ratios and satisfy specified financial tests. Our ability to meet these financial ratios and tests may be affected by events beyond our control. These restrictions could limit our ability to obtain future financing, make needed capital expenditures or other investments, repurchase our outstanding debt or equity, withstand a future downturn in our business or in the economy, dispose of operations, engage in mergers, acquire additional stores or otherwise conduct necessary corporate activities. Various transactions that we may view as important opportunities, such as specified acquisitions, are also subject to the consent of lenders under the senior credit facilities, which may be withheld or granted subject to conditions specified at the time that may affect the attractiveness or viability of the transaction. If a default were to occur, the lenders under our senior credit facilities could accelerate the amounts outstanding under the credit facilities, and our other lenders could declare immediately due and payable all amounts borrowed under other instruments that contain certain provisions for cross-acceleration or cross-default. In addition, the lenders under these agreements could terminate their commitments to lend to us. If the lenders under these agreements accelerate the repayment of borrowings, we may not have sufficient liquid assets at that time to repay the amounts then outstanding under our indebtedness or be able to find additional alternative financing. Even if we could obtain additional alternative financing, the terms of the financing may not be favorable or acceptable to us.

The existing indebtedness under our senior credit facilities is secured by substantially all of our assets. Should a default or acceleration of this indebtedness occur, the holders of this indebtedness could sell the assets to satisfy all or a part of what is owed. Our senior credit facilities also contain certain provisions prohibiting the modification of our outstanding subordinated notes, as well as limiting the ability to refinance such notes.

**A change of control could accelerate our obligation to pay our outstanding indebtedness, and we may not have sufficient liquid assets to repay these amounts.**

Under our senior credit facilities, an event of default would result if a third party became the beneficial owner of 35.0% or more of our voting stock or upon certain changes in the constitution of our Board of Directors. As of September 30, 2006, we are required to make principal payments under our new senior credit facilities of \$4.1 million in 2006, \$11.3 million in 2007, \$11.3 million in 2008, \$16.3 million in 2009 and \$315.5 million after 2009. These payments reduce our cash flow.

Under the indenture governing our outstanding subordinated notes, in the event that a change in control occurs, we may be required to offer to purchase all of our outstanding subordinated notes at 101% of their original aggregate principal amount, plus accrued interest to the date of repurchase. A change in control also would result in an event of default under our senior credit facilities, which would allow our lenders to accelerate indebtedness owed to them. If the lenders under our debt instruments accelerate these obligations, we may not have sufficient liquid assets to repay amounts outstanding under these agreements.

**Rent-to-own transactions are regulated by law in most states. Any adverse change in these laws or the passage of adverse new laws could expose us to litigation or require us to alter our business practices.**

As is the case with most businesses, we are subject to various governmental regulations, including specifically in our case regulations regarding rent-to-own transactions. There are currently 47 states that have passed laws regulating rental purchase transactions and another state that has a retail installment sales statute that excludes rent-to-own transactions from its coverage if certain criteria are met. These laws generally require certain contractual and advertising disclosures. They also provide varying levels of substantive consumer protection, such as requiring a grace period for late fees and contract reinstatement rights in the event the rental purchase agreement is terminated. The rental purchase laws of nine states limit the total amount of rentals that may be charged over the life of a rental purchase agreement. Several states also effectively regulate rental purchase transactions under other consumer protection statutes. We are currently subject to litigation alleging that we have violated some of these statutory provisions.



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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

Although there is currently no comprehensive federal legislation regulating rental-purchase transactions, adverse federal legislation may be enacted in the future. From time to time, legislation has been introduced in Congress seeking to regulate our business. In addition, various legislatures in the states where we currently do business may adopt new legislation or amend existing legislation that could require us to alter our business practices.

**Financial services transactions are regulated by federal law as well as the laws of certain states. Any adverse changes in these laws or the passage of adverse new laws with respect to the financial services business could slow our growth opportunities, expose us to litigation or alter our business practices in a manner that we may deem to be unacceptable.**

Our financial services business is subject to federal statutes and regulations such as the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Gramm-Leach-Bliley Act, and similar state laws. In addition, thirty-four states and the District of Columbia provide safe harbor regulations for short term consumer lending, and two additional states permit short term consumer lending by licensed dealers. Safe harbor regulations typically set maximum fees, size and length of the loans. Congress and/or the various legislatures in the states where we currently intend to offer financial services products may adopt new legislation or amend existing legislation with respect to our financial services business that could require us to alter our business practices in a manner that we may deem to be unacceptable, which could slow our growth opportunities.

**Our business depends on a limited number of key personnel. The loss of any one of these individuals could disrupt our business.**

Our continued success is highly dependent upon the personal efforts and abilities of our senior management. While we do have an employment agreement with Mark E. Speese, our Chairman of the Board and Chief Executive Officer, we do not have employment contracts with any other members of senior management, including Mitchell E. Fadel, our President and Chief Operating Officer. In addition, we do not maintain key-person insurance on the lives of any of these officers and the loss of any one of them could disrupt our business.

**Our organizational documents and debt instruments contain provisions that may prevent or deter another group from paying a premium over the market price to our stockholders to acquire our stock.**

Our organizational documents contain provisions that classify our board of directors, authorize our board of directors to issue blank check preferred stock and establish advance notice requirements on our stockholders for director nominations and actions to be taken at annual meetings of the stockholders. In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law relating to business combinations. Our senior credit facilities and the indenture governing our subordinated notes each contain various change of control provisions which, in the event of a change of control, would cause a default under those provisions. These provisions and arrangements could delay, deter or prevent a merger, consolidation, tender offer or other business combination or change of control involving us that could include a premium over the market price of our common stock that some or a majority of our stockholders might consider to be in their best interests.

**We are a holding company and are dependent on the operations and funds of our subsidiaries.**

We are a holding company, with no revenue generating operations and no assets other than our ownership interests in our direct and indirect subsidiaries. Accordingly, we are dependent on the cash flow generated by our direct and indirect operating subsidiaries and must rely on dividends or other intercompany transfers from our operating subsidiaries to generate the funds necessary to meet our obligations, including the obligations under our senior credit facilities and our outstanding subordinated notes. The ability of our subsidiaries to pay dividends or make other payments to us is subject to applicable state laws. Should one or more of our subsidiaries be unable to pay dividends or make distributions, our ability to meet our ongoing obligations could be materially and adversely impacted .

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

**Our stock price is volatile, and you may not be able to recover your investment if our stock price declines.**

The price of our common stock has been volatile and can be expected to be significantly affected by factors such as:

quarterly variations in our results of operations, which may be impacted by, among other things, changes in same store sales, when and how many rent-to-own stores we acquire or open, and the rate at which we add financial services to our existing rent-to-own stores;

quarterly variations in our competitors' results of operations;

changes in earnings estimates or buy/sell recommendations by financial analysts;

the stock price performance of comparable companies; and

general market conditions or market conditions specific to particular industries.

**Failure to achieve and maintain effective internal controls could have a material adverse effect on our business and stock price.**

Effective internal controls are necessary for us to provide reliable financial reports. If we cannot provide reliable financial reports, our brand and operating results could be harmed. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

While we continue to evaluate and improve our internal controls, we cannot be certain that these measures will ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations.

We have completed documenting and testing our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act, which requires annual management assessments of the effectiveness of our internal control over financial reporting and a report by our independent registered public accounting firm addressing these assessments. For the year ended December 31, 2005, our management has determined that our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Please refer to management's annual report on internal control over financial reporting, and the report by Grant Thornton LLP, which appear in our Annual report on Form 10-K for our fiscal year ended December 31, 2005. If we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Failure to achieve and maintain an effective internal control environment could cause investors to lose confidence in our reported financial information, which could have a material adverse effect on our stock price.

**Item 6. Exhibits.**

The exhibits required to be furnished pursuant to Item 6 are listed in the Exhibit Index filed herewith, which Exhibit Index is incorporated herein by reference.

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

**SIGNATURES**

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

RENT-A-CENTER, INC.

By: /s/ Robert D. Davis

Robert D. Davis  
Senior Vice President-Finance,  
Chief Financial Officer and Treasurer

Date: November 3, 2006



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**RENT-A-CENTER, INC. AND SUBSIDIARIES  
INDEX TO EXHIBITS**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 3.1                    | Certificate of Incorporation of Rent-A-Center, Inc., as amended (Incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K dated as of December 31, 2002.)   |
| 3.2                    | Certificate of Amendment to the Certificate of Incorporation of Rent-A-Center, Inc., dated May 19, 2004 (Incorporated herein by reference to Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.)  |
| 3.3                    | Amended and Restated Bylaws of Rent-A-Center, Inc. (Incorporated herein by reference to Exhibit 3.(ii) to the registrant's Current Report on Form 8-K dated as of September 20, 2005.)  |
| 4.1                    | Form of Certificate evidencing Common Stock (Incorporated herein by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-4/A filed on January 13, 1999.)   |
| 4.2                    | Certificate of Designations, Preferences and relative Rights and Limitations of Series C Preferred Stock of Rent-A-Center, Inc. (Incorporated herein by reference to Exhibit 4.4 to the registrant's Registration Statement on Form S-4 filed July 11, 2003.)   |
| 4.3                    | Certificate of Elimination of Series C Preferred Stock (Incorporated herein by reference to Exhibit 3.(i) to the registrant's Current Report on Form 8-K dated as of September 20, 2005.)   |
| 4.4                    | Indenture, dated as of May 6, 2003, by and among Rent-A-Center, Inc., as Issuer, Rent-A-Center East, Inc., ColorTyme, Inc., Rent-A-Center West, Inc., Get It Now, LLC, Rent-A-Center Texas, L.P. and Rent-A-Center Texas, L.L.C., as Guarantors, and The Bank of New York, as Trustee (Incorporated herein by reference to Exhibit 4.9 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.) |
| 4.5                    | First Supplemental Indenture, dated as of December 4, 2003, between Rent-A-Center, Inc., as Issuer, the Guarantors named therein, as Guarantors, and The Bank of New York, as Trustee (Incorporated herein by reference to Exhibit 4.6 to the registrant's Annual Report on Form 10-K/A for the year ended December 31, 2003.)  |
| 4.6                    | Second Supplemental Indenture, dated as of April 26, 2004, between Rent-A-Center, Inc., as Issuer, the Guarantors named therein, as Guarantors, and The Bank of New York, as Trustee (Incorporated herein by reference to Exhibit 4.7 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.)  |
| 4.7                    | Third Supplemental Indenture, dated as of May 7, 2004, between Rent-A-Center, Inc., as Issuer, the Guarantors named therein, as Guarantors, and The Bank of New York, as Trustee (Incorporated herein by reference to Exhibit 4.8 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.)   |
| 4.8                    | Fourth Supplemental Indenture, dated as of May 14, 2004, between Rent-A-Center, Inc., as Issuer, the Guarantors named therein, as Guarantors, and The Bank of New York, as Trustee (Incorporated herein by reference to Exhibit 4.9 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30,  |

2004.)

- 4.9 Fifth Supplemental Indenture, dated as of June 30, 2005, between Rent-A-Center, Inc., as Issuer, the Guarantors named therein, as Guarantors, and The Bank of New York, as Trustee (Incorporated herein by reference to Exhibit 4.10 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
- 4.10 Sixth Supplemental Indenture, dated as of April 17, 2006, between Rent-A-Center, Inc., as Issuer, the Guarantors named therein, as Guarantors, and The Bank of New York, as Trustee (Incorporated herein by reference to Exhibit 4.10 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006.)
- 4.11\* Seventh Supplemental Indenture, dated as of October 17, 2006, between Rent-A-Center, Inc., as Issuer, the Guarantors named therein, as Guarantors, and The Bank of New York, as Trustee
- 10.1+ Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003.)
- 10.2 Amended and Restated Guarantee and Collateral Agreement, dated as of May 28, 2003, as amended and restated as of July 14, 2004, made by Rent-A-Center, Inc. and certain of its Subsidiaries in favor of JPMorgan Chase Bank, as Administrative Agent (Incorporated herein by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K dated July 15, 2004.)

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 10.4                   | Franchisee Financing Agreement, dated April 30, 2002, but effective as of June 28, 2002, by and between Texas Capital Bank, National Association, ColorTyme, Inc. and Rent-A-Center, Inc. (Incorporated herein by reference to Exhibit 10.14 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002.)  |
| 10.5                   | Supplemental Letter Agreement to Franchisee Financing Agreement, dated May 26, 2003, by and between Texas Capital Bank, National Association, ColorTyme, Inc. and Rent-A-Center, Inc. (Incorporated herein by reference to Exhibit 10.23 to the registrant's Registration Statement on Form S-4 filed July 11, 2003.)                 |
| 10.6                   | First Amendment to Franchisee Financing Agreement, dated August 30, 2005, by and among Texas Capital Bank, National Association, ColorTyme, Inc. and Rent-A-Center East, Inc. (Incorporated herein by reference to Exhibit 10.7 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005.)          |
| 10.7                   | Amended and Restated Franchise Financing Agreement, dated October 1, 2003, by and among Wells Fargo Foothill, Inc., ColorTyme, Inc. and Rent-A-Center East, Inc. (Incorporated herein by reference to Exhibit 10.22 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003.)                      |
| 10.8                   | First Amendment to Amended and Restated Franchisee Financing Agreement, dated December 15, 2003, by and among Wells Fargo Foothill, Inc., ColorTyme, Inc. and Rent-A-Center East, Inc. (Incorporated herein by reference to Exhibit 10.23 to the registrant's Annual Report on Form 10-K/A for the year ended December 31, 2003.)     |
| 10.9                   | Second Amendment to Amended and Restated Franchisee Financing Agreement, dated as of March 1, 2004, by and among Wells Fargo Foothill, Inc., ColorTyme, Inc. and Rent-A-Center East, Inc. (Incorporated herein by reference to Exhibit 10.24 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.) |
| 10.10*                 | Third Amendment to Amended and Restated Franchisee Financing Agreement, dated as of September 29, 2006, by and among Wells Fargo Foothill, Inc., ColorTyme, Inc. and Rent-A-Center East, Inc.   |
| 10.11+                 | Form of Stock Option Agreement issuable to Directors pursuant to the Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.20 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2004.)   |
| 10.12+                 | Form of Stock Option Agreement issuable to management pursuant to the Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.21 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2004.)  |
| 10.13+                 | Summary of Director Compensation (Incorporated herein by reference to Exhibit 10.22 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2004.)   |
| 10.14+                 | Summary of Named Executive Officer Compensation (Incorporated herein by reference to Exhibit 10.23 to the registrant's Current Report on Form 8-K dated December 21, 2005.)   |

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- 10.15+ Form of Stock Compensation Agreement issuable to management pursuant to the Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.15 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.)
- 10.16+ Form of Long-Term Incentive Cash Award issuable to management pursuant to the Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.16 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.)
- 10.17+ Form of Loyalty and Confidentiality Agreement entered into with management (Incorporated herein by reference to Exhibit 10.17 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.)
- 10.18+ Rent-A-Center, Inc. 2006 Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.17 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006.)
- 10.19+ Form of Stock Option Agreement issuable to management pursuant to the Rent-A-Center, Inc. 2006 Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.18 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006.)
- 10.20 Second Amended and Restated Credit Agreement, among Rent-A-Center, Inc., the several banks and other financial institutions or entities from time to time parties thereto, Union Bank of California, N.A., as documentation agent, Lehman Commercial Paper Inc., as syndication agent, and JPMorgan Chase Bank, N.A., as administrative agent (Incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K dated July 13, 2006.)
- 10.21+\* Form of Executive Transition Agreement entered into with management
- 10.22+\* Employment Agreement, dated October 2, 2006, between Rent-A-Center, Inc. and Mark E. Speese

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**RENT-A-CENTER, INC. AND SUBSIDIARIES**

| <b>Exhibit</b>       |  |
|----------------------|--|
| <b>No.</b>           | <b>Description</b>   |
| 10.23 <sup>+</sup> * | Non-Qualified Stock Option Agreement, dated October 2, 2006, between Rent-A-Center, Inc. and Mark E. Speese  |
| 21.1                 | Subsidiaries of Rent-A-Center, Inc. (Incorporated herein by reference to Exhibit 21.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.) |
| 31.1*                | Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 implementing Section 302 of the Sarbanes-Oxley Act of 2002 by Mark E. Speese                   |
| 31.2*                | Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 implementing Section 302 of the Sarbanes-Oxley Act of 2002 by Robert D. Davis                  |
| 32.1*                | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Mark E. Speese  |
| 32.2*                | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Robert D. Davis                                       |
| +                    | Management contract or compensatory plan or arrangement  |
| *                    | Filed herewith.  |