SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2000

Commission File Number 0-25370

RENT-A-CENTER, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	48-1024367
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5700 Tennyson Parkway, Third Floor
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 X NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of November 6, 2000:

Class	Outstanding
Common stock, $.01 par value per share	24,691,359

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RENT-A-CENTER, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In Thousands of Dollars)	September 30, 2000	December 31, 1999
	Unaudited	
ASSETS		
Cash and cash equivalents	$ 50,154	$ 21,679
Rental merchandise, net		
On rent	460,921	425,469
Held for rent	113,145	105,754
Accounts receivable - trade	3,294	3,883
Prepaid expenses and other assets	32,914	27,867
Property assets, net	82,936	82,657
Deferred income taxes	50,889	110,367
Intangible assets, net	713,541	707,324
	$ 1,507,794	$ 1,485,000
LIABILITIES		
Senior debt	$ 616,051	$ 672,160
Subordinated notes payable	175,000	175,000
Accounts payable - trade	57,389	53,452
Accrued liabilities	96,487	106,796
	944,927	1,007,408
COMMITMENTS AND CONTINGENCIES	--	--
PREFERRED STOCK		
Redeemable convertible voting preferred stock, net of placement costs, $.01 par value; 5,000,000 shares authorized; 276,547 and 271,426 shares issued and outstanding in 2000 and 1999, respectively	278,601	270,902
STOCKHOLDERS' EQUITY		
Common stock, $.01 par value; 50,000,000 shares authorized; 25,597,958 and 25,297,458 shares issued in 2000 and 1999, respectively	256	253
Additional paid-in capital	111,420	105,627
Retained earnings	197,590	125,810
	309,266	231,690
Treasury stock, 990,099 shares at cost in 2000 and 1999	(25,000)	(25,000)
	284,266	206,690
	$ 1,507,794	$ 1,485,000

The accompanying notes are an integral part of these statements.

RENT-A-CENTER, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(In Thousands of Dollars, except per share data)	Nine months ended September 30, 2000	1999
	Unaudited	
Revenues		
Store		
Rentals and fees	$ 1,082,949	$ 935,985
Merchandise sales	63,906	70,841
Other	1,916	1,724
Franchise		
Merchandise sales	36,355	33,499
Royalty income and fees	4,613	4,488
	1,189,739	1,046,537
Operating expenses		
Direct store expenses		
Depreciation of rental merchandise	222,545	196,815
Cost of merchandise sold	51,744	59,002
Salaries and other expenses	639,041	569,916
Franchise cost of merchandise sold	35,049	32,493
	948,379	858,226
General and administrative expenses	36,189	31,770
Amortization of intangibles	21,098	20,091
Class action litigation settlements	(22,383)	--
Total operating expenses	983,283	910,087
Operating profit	206,456	136,450
Interest expense	56,284	56,224
Interest income	(1,094)	(391)
Earnings before income taxes	151,266	80,617
Income tax expense	71,852	39,102
NET EARNINGS	79,414	41,515
Preferred dividends	7,764	7,473
Net earnings allocable to common stockholders	$ 71,650	$ 34,042
Basic earnings per common share	$ 2.94	$ 1.41
Diluted earnings per common share	$ 2.30	$ 1.22

The accompanying notes are an integral part of these statements.

RENT-A-CENTER, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(In Thousands of Dollars, except per share data)	Three months ended September 30, 2000	1999
	Unaudited	
Revenues		
Store		
Rentals and fees	$ 372,402	$ 318,119
Merchandise sales	18,887	18,662
Other	922	404
Franchise		
Merchandise sales	11,143	11,679
Royalty income and fees	1,614	1,556
	404,968	350,420
Operating expenses		
Direct store expenses		
Depreciation of rental merchandise	77,014	65,911
Cost of merchandise sold	14,348	15,664
Salaries and other expenses	219,195	191,804
Franchise cost of merchandise sold	10,815	11,316
	321,372	284,695
General and administrative expenses	12,708	9,920
Amortization of intangibles	7,168	6,845
Total operating expenses	341,248	301,460
Operating profit	63,720	48,960
Interest expense	18,915	18,717
Interest income	(720)	(54)
Earnings before income taxes	45,525	30,297
Income tax expense	21,624	14,700
NET EARNINGS	23,901	15,597
Preferred dividends	2,631	2,542
Net earnings allocable to common stockholders	$ 21,270	$ 13,055
Basic earnings per common share	$ 0.87	$ 0.54
Diluted earnings per common share	$ 0.68	$ 0.46

The accompanying notes are an integral part of these statements.

RENT-A-CENTER, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of Dollars)	Nine months ended September 30, 2000	1999
	Unaudited	
Cash flows from operating activities		
Net earnings	$ 79,414	$ 41,515
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities		
Depreciation of rental merchandise	222,545	196,815
Depreciation of property assets	24,662	23,304
Amortization of intangibles	21,098	20,091
Amortization of financing fees	2,015	1,956
Changes in operating assets and liabilities, net of effects of acquisitions		
Rental merchandise	(252,954)	(258,773)
Accounts receivable - trade	588	(65)
Prepaid expenses and other assets	(7,042)	12,326
Deferred income taxes	59,478	43,097
Accounts payable - trade	3,957	21
Accrued liabilities	(11,062)	(55,684)
Net cash provided by operating activities	142,699	24,603
Cash flows from investing activities		
Purchase of property assets	(25,027)	(32,588)
Proceeds from sale of property assets	1,071	8,501
Acquisitions of businesses, net of cash acquired	(39,955)	--
Net cash used in investing activities	(63,911)	(24,087)
Cash flows from financing activities		
Exercise of stock options	5,796	3,245
Proceeds from debt	229,985	157,175
Repayments of debt	(286,094)	(179,535)
Net cash used in financing activities	(50,313)	(19,115)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	28,475	(18,599)
Cash and cash equivalents at beginning of period	21,679	33,797
Cash and cash equivalents at end of period	$ 50,154	$ 15,198

The accompanying notes are an integral part of these statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. 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. Some of the information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles 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. It is suggested 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, 1999, and our Quarterly Reports on Form 10-Q for the three months ended March 31, 2000, and six months ended June 30, 2000. 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.

2. EARNINGS PER SHARE

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

(In Thousands, except per share data)	Three months ended September 30, 2000		
	Net earnings	Shares	Per share
Basic earnings per common share	$ 21,270	24,404	$ 0.87
Effect of dilutive stock options	--	809	
Effect of convertible preferred stock	2,631	9,900	
Diluted earnings per common share	$ 23,901	35,113	$ 0.68

(In Thousands, except for per share data)	Three months ended September 30, 1999		
	Net earnings	Shares	Per share
Basic earnings per common share	$ 13,055	24,295	$ 0.54
Effect of dilutive stock options	--	195	
Effect of convertible preferred stock	2,542	9,625	
Diluted earnings per common share	$ 15,597	34,115	$ 0.46

(In Thousands, except for per share data)	Nine months ended September 30, 2000		
	Net earnings	Shares	Per share
Basic earnings per common share	$ 71,650	24,347	$ 2.94
Effect of dilutive stock options	--	276	
Effect of convertible preferred stock	7,764	9,978	
Diluted earnings per common share	$ 79,414	34,601	$ 2.30

(In Thousands, except for per share data)	Nine months ended September 30, 1999		
	Net earnings	Shares	Per share
Basic earnings per common share	$ 34,042	24,204	$ 1.41
Effect of dilutive stock options	--	367	
Effect of convertible preferred stock	7,473	9,538	
Diluted earnings per common share	$ 41,515	34,109	$ 1.22

3. SUBSIDIARY GUARANTORS

Under our indenture governing the terms of our subordinated notes, our direct and wholly owned subsidiaries, ColorTyme, Inc. and Advantage Companies, Inc., have fully, jointly and severally, and unconditionally guaranteed our obligations under the notes. We have one indirect subsidiary that is not a guarantor of the notes because it is inconsequential. There are no restrictions on any of the guarantors to transfer funds to us in the forms of loans, advances or dividends, except as provided by applicable law.

The following summarized financial information includes ColorTyme, Inc. and Advantage Companies, Inc. on a combined basis. Separate financial statements and other disclosures concerning the guarantors have not been included because management believes that they are not material to investors.

(In Thousands of Dollars)	Parent Company	Subsidiary Guarantors	Eliminations	Consolidated
Balance Sheet Data:				
September 30, 2000				
Rental merchandise, net	$ 574,066	$ --	$ --	$ 574,066
Intangible assets, net	353,459	360,082	--	713,541
Total assets	1,147,362	374,891	(14,459)	1,507,794
Total debt	616,051	--	--	616,051
Total liabilities	938,577	6,350	--	944,927
December 31, 1999				
Rental merchandise, net	$ 531,223	$ --	$ --	$ 531,223
Intangible assets, net	337,486	369,838	--	707,324
Total assets	1,119,360	380,099	(14,459)	1,485,000
Total debt	672,160	--	--	672,160
Total liabilities	1,002,890	4,518	--	1,007,408
Statements of Earnings Data:				
For the nine months ended September 30, 2000				
Total revenues	$1,148,771	$ 40,968	$ --	$1,189,739
Direct store expenses	913,330	--	--	913,330
Franchise cost of merchandise sold	--	35,049	--	35,049
Net earnings (loss)	86,455	(7,041)	--	79,414
For the nine months ended September 30, 1999				
Total revenues	$1,008,550	$ 37,987	$ --	$1,046,537
Direct store expenses	825,733	--	--	825,733
Franchise cost of merchandise sold	--	32,493	--	32,493
Net earnings (loss)	39,549	1,966	--	41,515
For the three months ended September 30, 2000				
Total revenues	$ 392,211	$ 12,757	$ --	$ 404,968
Direct store expenses	310,557	--	--	310,557
Franchise cost of merchandise sold	--	10,815	--	10,815
Net earnings (loss)	26,183	(2,282)	--	23,901
For the three months ended September 30, 1999				
Total revenues	$ 337,186	$ 13,234	$ --	$ 350,420
Direct store expenses	273,379	--	--	273,379
Franchise cost of merchandise sold	--	11,316	--	11,316
Net earnings (loss)	14,796	801	--	15,597

4. PREFERRED STOCK DIVIDENDS

On September 29, 2000 we paid a 3.75% dividend on our redeemable convertible voting preferred stock. This dividend was paid through the issuance of 2,579 shares of in-kind preferred stock to holders of record on June 30, 2000.

5. CLASS ACTION LITIGATION SETTLEMENTS

In December 1991, January 1996, and November 1997, we were served with three class action lawsuits in New Jersey. The details of these individual cases were fully described in the Legal Proceedings section of our Annual Report on Form 10-K for the year ended December 31, 1999. We settled these matters in principle in December 1998 for approximately $60.0 million less certain amounts to be refunded to us based on unlocated class members. We assumed one of these matters pursuant to the Thorn Americas acquisition, and appropriate amounts were recorded for these liabilities at the date of aquisition. In the fourth quarter of 1998, we recognized an $11.5 million charge as a class action litigation settlement for the other two matters. Under the terms of the settlement, we were entitled to receive refunds for unlocated class members. As of June 30, 2000, we had received refunds totaling approximately $22.4 million. These refunds are presented in the nine months ended September 30, 2000, as a class action litigation settlement gain.

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

GENERAL

This report contains forward-looking statements that involve risks and uncertainties. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate" or "believe." We believe that the expectations reflected in these 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:

- our ability to acquire additional rent-to-own stores on favorable terms;
- our ability to enhance the performance of these acquired stores;
- uncertainties regarding the ability to open new stores;
- the passage of legislation adversely affecting the rent-to-own industry;
- interest rates;
- our ability to collect on our rental purchase agreements at the current rate; and
- the other risks detailed from time to time in our SEC reports.

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. Important factors that could cause our actual results to differ materially from our expectations are discussed under Risk Factors in our Annual Report on Form 10-K for our fiscal year ended December 31, 1999. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the statements in those sections.

OUR BUSINESS

We are the largest operator in the United States rent-to-own industry with an approximate 26% market share based on store count. At September 30, 2000, we operated 2,116 company-owned stores and had 365 franchised stores, providing high quality durable goods in 50 states, the District of Columbia and Puerto Rico.

We have pursued an aggressive growth strategy since we were acquired in 1989 by J. Ernest Talley, our Chairman of the Board and Chief Executive Officer. We have sought to acquire under-performing stores to which we could apply our operating strategies. The acquired stores benefit from our administrative network, improved product mix, sophisticated management information systems and the greater purchasing power of a larger organization. Since May 1993, our store base has grown from 27 to 2,116 primarily through acquisitions. During this period, we acquired over 2,000 company-owned stores and over 300 franchised stores in more than 60 separate transactions, including six transactions where we acquired in excess of 70 stores. As a result, we have gained significant experience in the acquisition and integration of other rent-to-own operators and believe that the fragmented nature of the industry will result in ongoing growth opportunities.

RECENT DEVELOPMENTS

In June, 2000, we began offering Internet access to our customers through RentACenter.com. Unlike traditional internet service providers, this Internet service is available to customers on a weekly basis with no long-term commitment. Service is paid for at any of our stores across the country without the need for a credit card or a checking account. We believe that this new service is the only one of its kind and could establish RentACenter.com as the leading ISP for those who may be unable to obtain Internet service through existing market participants like America Online. Access to the Internet through RentACenter.com is available to everyone where local service is available, and not limited to customers that have a computer or other item on rent from us. For a price of $5.99 per week, customers receive unlimited hours and access to the Internet. In addition, RentACenter.com provides complimentary services including e-mail, personal web space, access to shopping, chat rooms, games and more. We believe our weekly Internet service will open the door for thousands of middle and lower income households to gain access to the World Wide Web.

During 2000, we resumed our strategy of increasing our store base and annual revenues and profits through acquisitions. During the third quarter of 2000, we acquired 28 stores for approximately $10.5 million in cash in nine separate transactions, for a total of 63 stores acquired for the first nine months of 2000. In addition, we opened three new stores in the third quarter of 2000. As of the date of this report, we have acquired a further eight stores for approximately $1.65 million in cash and opened an additional 10 new stores during the fourth quarter of 2000. We believe that there are attractive opportunities to expand our presence in the rent-to-own industry. We have been working over the past few months to develop an acquisition pipeline, as well as target specific sites for new store locations. As a result of these efforts, together with the refinancing of a portion of our debt, we believe that we will be able to complete our goal of adding a total of approximately 100 stores to our store base in 2000.

On June 29, 2000, we refinanced a portion of our senior credit facility. Through a syndicated bank offering led by Chase Securities, Inc., we were provided with a new $125 million Term D tranche to our existing facility. No significant mandatory principal repayments are required on the Term D facility until the tranche becomes due in 2007. Borrowings under the Term D facility bear interest at 1.75% over the designated prime rate (9.50% at September 30, 2000) or 2.75% over LIBOR (6.66% at September 30, 2000) at our option. Approximately $89 million of the proceeds were used to repay our existing Term A tranche of the facility, which required significant principal repayments over the next four years. As a result of this refinancing, our mandatory principal repayments for the next four years have been significantly curtailed, enabling us to more efficiently deploy our capital to fund our store expansion plans through internally generated cashflow.

RESULTS OF OPERATIONS

COMPARISON OF THE NINE MONTHS ENDED SEPTEMBER 30, 2000 AND 1999

Total revenue increased by $143.2 million, or 13.7%, to $1,189.7 million for 2000 from $1,046.5 million for 1999. The increase in total revenue is directly attributable to the success of our efforts on improving store operations through an increase in the number of units on rent, average price per unit and incremental revenues through acquisitions. This growth in revenues resulted in same store revenues increasing by $129.7 million, or 13.6% to $1,080.1 million for 2000 from $950.4 million in 1999. Same store revenues represent those revenues earned in stores that were operated by us for the entire nine-month periods ending September 30, 2000 and 1999. This improvement was primarily attributable to an increase in both the number of items on rent and in revenue earned per item on rent.

Depreciation of rental merchandise increased by $25.7 million, or 13.1%, to $222.5 million for 2000 from $196.8 million for 1999. Depreciation of rental merchandise expressed as a percentage of store rentals and fee revenue decreased from 21.0% in 1999 to 20.5% in 2000. These decreases have resulted from the implementation of our pricing strategies and inventory management practices.

Salaries and other expenses expressed as a percentage of total store revenue decreased to 55.7% for 2000 from 56.6% for 1999. This decrease is a result of leveraging fixed and semi-fixed costs over a larger revenue base. General and administrative expenses expressed as a percentage of total revenue remained constant at 3.0% in 2000 and 1999.

Operating profit, before the pre-tax non-recurring class action litigation settlement refund of $22.4 million, increased by $47.6 million, or 34.9%, to $184.1 million for 2000 from $136.5 million for 1999, and, as a percentage of total revenue, increased to 15.5% in 2000 from 13.0% in 1999. The increases are attributable to the improved profitability of the stores acquired from Central Rents and Thorn Americas. Including the class action litigation settlement refund, operating profit was $206.5 million in 2000.

Net earnings, before the after-tax effect of the class action litigation settlement refund, increased by $15.5 million, or 37.4%, to $57.0 million in 2000 from $41.5 million in 1999. Net earnings were $79.4 million in 2000 after the settlement refund.

COMPARISON OF THE THREE MONTHS ENDED SEPTEMBER 30, 2000 AND 1999

Total revenue increased by $54.5 million, or 15.6%, to $404.9 million for 2000 from $350.4 million for 1999. The increase in total revenue is directly attributable to the success of our efforts on improving store operations through an increase in the number of units on rent, average price per unit and incremental revenues through acquisitions. This growth in revenues resulted in same store revenues increasing by $45.7 million, or 14.0%, to $372.6 million for 2000 from $326.9 million in 1999. Same store revenues represent those revenues earned in stores that were operated by us for the entire three-month period ending September 30, 2000 and 1999. This improvement was primarily attributable to an increase in both the number of items on rent and in revenue earned per unit on rent.

Depreciation of rental merchandise increased by $11.1 million, or 16.8%, to $77.0 million for 2000 from $65.9 million for 1999. Depreciation of rental merchandise as a percentage of store rentals and fee revenue remained constant at 20.7% for 2000 and 1999.

Salaries and other expenses as a percentage of total store revenue decreased to 56.0% for 2000 from 56.9% for 1999. This decrease is a result of leveraging fixed and semi-fixed costs over a larger revenue base. General and administrative expenses expressed as a percentage of total revenue increased to 3.1% in 2000 from 2.8% in 1999. This increase is primarily attributable to increased overhead costs related to the initiation of our growth plans.

Operating profit increased by $14.8 million, or 30.1%, to $63.7 million for 2000 from $49.0 million for 1999, and, as a percentage of total revenue increased to 15.7% in 2000 from 14.0% in 1999. This increase is attributable to the improved profitability in the stores acquired from Central Rents and Thorn Americas.

Net earnings increased by $8.3 million, or 53.2%, to $23.9 million in 2000 from $15.6 million in 1999.

LIQUIDITY AND CAPITAL RESOURCES

Our primary cash requirements are for debt service under our senior credit facility, the subordinated notes, other indebtedness outstanding, working capital and capital expenditures. At September 30, 2000, we had in place a $736.1 million senior credit facility. The amounts outstanding under our senior credit facility and our subordinated notes as of this date were approximately $616.1 million and $175.0 million, respectively.

We purchased $345.7 million of rental merchandise during the nine months ended September 30, 2000.

For the nine months ended September 30, 2000, cash provided by operating activities increased by $118.1 million, from $24.6 million in 1999 to $142.7 million in 2000. This increase was primarily the result of the increase in net earnings. Cash used in investing activities increased by $39.8 million from $24.1 million in 1999 to $63.9 million in 2000. This increase is primarily attributable to acquisitions of additional stores. Cash used in financing activities increased by $31.2 million from $19.1 million in 1999 to $50.3 million in 2000, primarily related to increased principal payments on our senior debt as compared to 1999.

Borrowings under the senior credit facility bear interest at varying rates equal to 0.25% to 1.75% over the designated prime rate, which was 9.50% per annum at September 30, 2000, or 1.25% to 2.75% over LIBOR, which was 6.66% at September 30, 2000, at our option. At September 30, 2000, the average rate on outstanding borrowings was 8.92%. We have entered into certain interest rate protection agreements with two banks. Under the terms of the interest rate agreements, the LIBOR rate used to calculate the interest rate charged on $500.0 million of the outstanding senior term debt has been fixed at an average rate of 5.59%. Individually, these interest rate agreements have amounts of $250.0 million, $140.0 million, and $110.0 million, and expire in September 2001, August 2003, and September 2003, respectively. Borrowings are collateralized by a lien on substantially all of our assets. A commitment fee equal to 0.25% to 0.50% of the unused portion of the term loan facility is payable quarterly. The senior credit facility includes certain net worth and fixed charge coverage requirements, as well as covenants which restrict additional indebtedness and the disposition of assets not in the ordinary course of business.

Principal and interest payments under the senior credit facility, the subordinated notes, and other indebtedness represent significant liquidity requirements for us. As of September 30, 2000, we owed approximately $791.1 million under our various debt agreements and our subordinated notes. Under our various debt agreements, we will be required to make minimum principal payments totaling $7.9 million in 2001, 2002, and 2003, and $39.0 million in 2004, plus applicable interest. Loans under the senior credit facility not covered by interest rate swap agreements bear interest at floating rates based upon the interest rate option selected by us.

Capital expenditures are made generally to maintain existing operations and for new capital assets in new and acquired stores. We spent $24.0 million on capital expenditures during the nine months ended September 30, 2000, and expect to spend less than $40.0 million on capital expenditures in the year ended December 31, 2000.

In 2000, we resumed our strategy of increasing our store base and annual revenues and profits through the opening of new stores, as well as through opportunistic acquisitions. As of the date of this report, we have acquired 71 stores for $41.6 million in cash in 17 separate transactions during 2000. It is our intention to acquire or open an additional 30 stores in 2000. We plan to accomplish our future growth through selective and opportunistic acquisitions, with an increasing emphasis on new store development. Typically, a newly opened store is profitable on a monthly basis in the sixth to seventh month after its initial opening. Historically, a typical store has achieved break-even profitability in 12 to 15 months after its initial opening. Total financing requirements of a typical new store approximates $400,000, with roughly 80% to 85% of that amount relating to the purchase of rental merchandise inventory. Historically, a newly opened store has achieved results consistent with other stores that have been operating within our system for greater than two years by the end of its third year of operation. There can be no assurance that we will open any new stores in the future, or as to the number, location or profitability thereof.

We believe that the cash flows generated from operations, together with amounts available under our senior credit facility, will be sufficient to fund our debt service requirements, working capital needs, capital expenditures, litigation costs, and our store expansion intentions during 2000. At September 30, 2000, we had $86.3 million available under our various debt agreements.

In addition, 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 will relate to our financial condition and performance, and some of which will be beyond our control, such as prevailing interest rates and general economic conditions. There can be no assurance additional financing will be available, or if available, will be on terms acceptable to us.

EFFECT OF NEW ACCOUNTING PRONOUNCEMENTS

SFAS No. 133 and its amendments, Accounting for Derivative Instruments and Hedging Activities, establishes accounting and reporting standards requiring that derivative instruments, including certain derivative instruments imbedded in other contracts, be recorded in the balance sheet as either an asset or a liability at its fair value. These statements also require that changes in the derivative's fair value be recognized in earnings unless specific hedge accounting criteria are met. We will adopt SFAS 133 and its amendments no later than the first quarter of 2001. These statements are not expected to have a material impact on our consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

INTEREST RATE SENSITIVITY

As of September 30, 2000, we had $175.0 million in subordinated notes outstanding at a fixed interest rate of 11.0%. As of that date, we also had $616.1 million in term loans outstanding. The subordinated notes mature on August 15, 2008 and have a fixed interest rate of 11.0%. 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 subordinated notes at September 30, 2000 was $173.3 million, which is $1.7 million below their carrying value. Unlike the subordinated notes, the $616.1 million in term loans have variable interest rates indexed to current LIBOR rates. We entered into $500.0 million in interest rate swap agreements that lock in a LIBOR rate of 5.59%, hedging the risk of increased interest costs. Individually, these interest rate agreements have notional amounts of $250.0 million, $140.0 million, and $110.0 million, and expire in September 2001, August 2003, and September 2003, respectively. Given the current capital structure, including our interest rate swap agreements, we have $116.1 million, or 14.7% of our total debt, in variable rate debt. A hypothetical 1.0% change in the LIBOR rate would affect pre-tax earnings by approximately $300,000 for the three month period ended September 30, 2000.

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 the 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 LIBOR that exposes us to the risk of increased interest costs if interest rates rise. To reduce the risk related to unfavorable interest rate movements, we have entered into certain interest rate swap contracts on $500.0 million of debt to pay a fixed rate of 5.59% per annum.

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.

Colon v. Thorn Americas, Inc. The plaintiffs filed this class action in November 1997 in New York state court. Thorn Americas removed the case to the U.S. District Court for the Southern District of New York. Plaintiffs filed a motion to remand, which was granted. The plaintiffs acknowledge that rent-to-own transactions in New York are subject to the provisions of New York's Rental Purchase Statute but contend the Rental Purchase Statute does not provide Thorn Americas immunity from suit for other statutory violations. Plaintiffs allege Thorn Americas has a duty to disclose effective interest under New York consumer protection laws, and seek damages and injunctive relief for Thorn Americas' failure to do so. In their prayers for relief, the plaintiffs have requested the following:

- class certification;
- injunctive relief requiring Thorn Americas to (A) cease certain marketing practices, (B) price their rental purchase contracts in certain ways, and (C) disclose effective interest;
- unspecified compensatory and punitive damages;
- rescission of the class members contracts;
- an order placing in trust all moneys received by Thorn Americas 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.

This suit also alleges violations relating to late fees, harassment, undisclosed charges, and the ease of use and accuracy of its payment records. The plaintiffs did not specify a specific amount on their damages request.

The proposed class includes all New York residents who were party to Thorn Americas' rent-to-own contracts from November 26, 1991 through November 26, 1997. We are vigorously defending this action and on September 24, 1998, filed motions to deny class certification and dismiss the complaint. Plaintiff responded and filed a motion for summary judgment asking the court to declare that the transaction includes an undisclosed interest component. The court denied our motion to dismiss and plaintiffs' motion for summary judgement on August 24, 1999. Both sides are appealing the court's ruling to the Appellate Division. Oral arguments in the appeal occurred in June 2000 and the parties are awaiting a decision. There can be no assurance that our position will prevail, or that we will be found not to have any liability. This matter was assumed by us pursuant to the Thorn Americas acquisition, and appropriate purchase accounting adjustments were made for such contingent liabilities.

Murray v. Rent-A-Center, Inc. In May 1999, the plaintiffs filed a putative nationwide class action in federal court in Missouri, alleging that we have discriminated against African Americans in our hiring, compensation, promotion and termination policies. Plaintiffs alleged no specific amount of damages in their complaint. We have filed an answer in the matter denying plaintiffs' allegations and intend to vigorously defend this action. Some discovery in this litigation has occurred to date. Members of the regional class defined in our completed settlement of the Allen v. Thorn Americas, Inc. litigation would not be included in the Murray case. We believe plaintiffs' claims in this suit are without merit. However, given the early stage of this proceeding, there can be no assurance that we will be found to have no liability.

Wisconsin Attorney General Proceeding. On August 4, 1999, the Wisconsin Attorney General filed suit against us and our subsidiary ColorTyme in the Circuit Court of Milwaukee County, Wisconsin, alleging that our rent-to-rent transaction violates the Wisconsin Consumer Act and the Wisconsin Deceptive Advertising Statute. The Attorney

General claims that our rent-to-rent transaction, coupled with the opportunity afforded our customers to purchase rental merchandise under what we believe is a separate transaction, is a disguised credit sale subject to the Wisconsin Consumer Act. Accordingly, the Attorney General alleges that we have failed to disclose credit terms, misrepresented the terms of the transaction and engaged in unconscionable practices. We currently operate 27 stores in Wisconsin.

The Attorney General seeks injunctive relief, restoration of any losses suffered by any Wisconsin consumer harmed and civil forfeitures and penalties in amounts ranging from $50 to $10,000 per violation. The Attorney General's claim for monetary penalties applies to at least 4,500 transactions through September 30, 2000.

Since the filing of this suit, we have attempted to negotiate a mutually satisfactory resolution of these claims with the Wisconsin Attorney General's office, including the consideration of possible changes in our business practices in Wisconsin. To date, we have not been successful, but our efforts are ongoing. If we are unable to negotiate a settlement with the Attorney General, we intend to litigate the suits. Discovery is underway, and a pre-trial conference has been set for April 2001. Although we cannot assure you that we will be found to have no liability in this matter, we believe its ultimate resolution will not have a material adverse effect upon us.

Wilfong, et. al. v. Rent-A-Center, Inc. In August 2000, a putative nationwide class action was filed against us in federal court in East St. Louis, Illinois by seventeen plaintiffs, alleging that we engaged in class-wide gender discrimination following our acquisition of Thorn Americas. These allegations involve charges of wrongful termination, constructive discharge, disparate treatment and disparate impact. Although the case is in the early stages, we believe these claims are without merit. We cannot assure you, however, that we will be found to have no liability.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

CURRENT REPORTS ON FORM 8-K.

None.

EXHIBITS

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
2.1(1)	-- Stock Purchase Agreement, dated as of June 16, 1998, among Renters Choice, Inc., Thorn International BV and Thorn plc (Pursuant to the rules of the Commission, the schedules and exhibits have been omitted. Upon the request of the Commission, the Company will supplementally supply such schedules and exhibits to the Commission.)
3.1(2)	-- Amended and Restated Certificate of Incorporation of Renters Choice, Inc.
3.2(3)	-- Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Renters Choice, Inc.
3.3(4)	-- Amended and Restated Bylaws of Rent-A-Center, Inc.
4.1(5)	-- Form of Certificate evidencing Common Stock
4.2(6)	-- Certificate of Designations, Preferences and Relative Rights and Limitations of Series A Preferred Stock of Renters Choice, Inc.
4.3(7)	-- Certificate of Designations, Preferences and Relative Rights and Limitations of Series B Preferred Stock of Renters Choice, Inc.
4.4(8)	-- Indenture, dated as of August 18, 1998, by and among Renters Choice, Inc., as Issuer, ColorTyme, Inc. and Rent-A-Center, Inc., as Subsidiary Guarantors, and IBJ Schroder Bank & Trust Company, as Trustee
4.5(9)	-- Form of Certificate evidencing Series A Preferred Stock
4.6(10)	-- Form of Exchange Note

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
4.7(11)	-- First Supplemental Indenture, dated as of December 31, 1998, by and among Renters Choice, Inc., Rent-A-Center, Inc., ColorTyme, Inc., Advantage Companies, Inc. and IBJ Schroder Bank & Trust Company, as Trustee.
10.1(12)	-- Amended and Restated Rent-A-Center, Inc. Long-Term Incentive Plan
10.2(13)	-- Credit Agreement, dated August 5, 1998, among Renters Choice, Inc., Comerica Bank, as Documentation Agent, NationsBank N.A., as Syndication Agent, and The Chase Manhattan Bank, as Administrative Agent, and certain other lenders
10.3(14)	-- First Amendment, dated as of February 25, 2000, to the Credit Agreement, dated August 5, 1998, among Rent-A-Center, Inc. (formerly known as Renters Choice, Inc.), Comerica Bank, as Documentation Agent, NationsBank N.A., as Syndication Agent, and the Chase Manhattan Bank, as Administrative Agent, and certain other lenders
10.4(15)	--Amended and Restated Credit Agreement, dated as of August 5, 1998 as Amended and Restated as of June 29, 2000, among Rent-A-Center, Inc., Comerica Bank, as Documentation Agent, Bank of America, NA, as Syndication Agent, and The Chase Manhattan Bank, as Administration Agent
10.5(16)	-- Guarantee and Collateral Agreement, dated August 5, 1998, made by Renters Choice, Inc., and certain of its Subsidiaries in favor of the Chase Manhattan Bank, as Administrative Agent
10.7(17)	-- Stockholders Agreement, dated as of August 5, 1998, by and among Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P., J. Ernest Talley, Mark E. Speese, Renters Choice, Inc. and certain other persons
10.8(18)	__ Agreements to be Bound to Stockholders Agreement, each dated September 9, 1999, by and among Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P., J. Ernest Talley, Mark E. Speese, Rent-A-Center, Inc. and certain other persons.
10.9(19)	-- Registration Rights Agreement, dated August 5, 1998, by and between Renters Choice, Inc., Apollo Investment Fund IV, L.P., and Apollo Overseas Partners IV, L.P., related to the Series A Convertible Preferred Stock
10.10(20)	-- Registration Rights Agreement, dated August 5, 1998, by and between Renters Choice, Inc., Apollo Investment Fund IV, L.P., and Apollo Overseas Partners IV, L.P., related to the Series B Convertible Preferred Stock
10.11(21)	-- Stock Purchase Agreement, dated August 5, 1998, among Renters Choice, Inc., Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P.
10.13(22)	-- Employment Agreement, dated October 1, 1998, by and between Rent-A-Center, Inc. and Bradley W. Denison
27.1*	-- Financial Data Schedule

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* Filed herewith.

(1) Incorporated herein by reference to Exhibit 2.9 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(2) Incorporated herein by reference to Exhibit 3.2 to the registrant's Annual Report on Form 10-K for the year ended December 31, 1994

(3) Incorporated herein by reference to Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996

(4) Incorporated herein by reference to Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999

(5) Incorporated herein by reference to Exhibit 4.1 to the registrant's Form S-4 filed on January 19, 1999.

(6) Incorporated herein by reference to Exhibit 4.2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(7) Incorporated herein by reference to Exhibit 4.3 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(8) Incorporated herein by reference to Exhibit 4.4 to the registrant's Registration Statement Form S-4 filed on January 19, 1999

(9) Incorporated herein by reference to Exhibit 4.5 to the registrant's Registration Statement Form S-4 filed on January 19, 1999

(10) Incorporated herein by reference to Exhibit 4.6 to the registrant's Registration Statement Form S-4 filed on January 19, 1999

(11) Incorporated herein by reference to Exhibit 4.7 to the registrant's Registration Statement Form S-4 filed on January 19, 1999

(12) Incorporated herein by reference to Exhibit 99.1 to the registrant's Registration Statement on Form S-8 (File No. 333- 40958)

(13) Incorporated herein by reference to Exhibit 10.18 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(14) Incorporated herein by reference to Exhibit 10.3 to the registrant's Annual Report on Form 10-K for the year ended December 31, 1999

(15) Incorporated herein by reference to Exhibit 10.4 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000

(16) Incorporated herein by reference to Exhibit 10.19 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(17) Incorporated herein by reference to Exhibit 10.21 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(18) Incorporated herein by reference to Exhibit 10.7 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998

(19) Incorporated herein by reference to Exhibit 10.22 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(20) Incorporated herein by reference to Exhibit 10.23 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(21) Incorporated herein by reference to Exhibit 2.10 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998

(22) Incorporated herein by reference to Exhibit 10.15 to the registrant's Annual Report on Form 10-K for the year ended December 31, 1998

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* Filed herewith.

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
and Chief Financial Officer

Date: November 8, 2000
Rent-A-Center, Inc.

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10.8(18)	__ Agreements to be Bound to Stockholders Agreement, each dated September 9, 1999, by and among Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P., J. Ernest Talley, Mark E. Speese, Rent-A-Center, Inc. and certain other persons.
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10.11(21)	-- Stock Purchase Agreement, dated August 5, 1998, among Renters Choice, Inc., Apollo Investment

EXHIBIT NUMBER	DESCRIPTION
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10.13(22)	-- Employment Agreement, dated October 1, 1998, by and between Rent-A-Center, Inc. and Bradley W. Denison
27.1*	-- Financial Data Schedule

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(22) Incorporated herein by reference to Exhibit 10.15 to the registrant's Annual Report on Form 10-K for the year ended December 31, 1998

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* Filed herewith.

THE FINANCIAL DATA SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENTS OF EARNINGS FOUND ON PAGES 1 AND 2 OF THE COMPANY'S FORM 10-Q FOR NINE MONTHS ENDED SEPTEMBER 30, 2000.

1,000

9-MOS
DEC-31-2000
SEP-30-2000
50,154
0
3,294
0
113,145
0
153,596
70,660
1,507,794
0
175,000
278,601
0
256
284,010
1,507,794
100,261
1,189,739
86,793
948,379
34,904
0
56,284
151,266
71,852
79,414
0
0
0
79,414
2.94
2.30

RENTAL MERCHANDISE, HELD FOR RENT.
BALANCE SHEET IS UNCLASSIFIED.
ADDITIONAL PAID IN CAPITAL, RETAINED EARNINGS AND TREASURY STOCK.
STORE AND FRANCHISE MERCHANDISE SALES.
STORE AND FRANCHISE COST OF MERCHANDISE SOLD.
GENERAL AND ADMINISTRATIVE EXPENSES, AMORTIZATION OF INTANGIBLES AND CLASS ACTION LITIGATION SETTLEMENTS.