

**WINSTEAD**

0568

August 12, 2002

direct dial: 214-745-5201  
thughes@winstead.com

**VIA FACSIMILE FOLLOWED BY OVERNIGHT COURIER**

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: **Statements Under Oath of Principal Executive Officer and Principal Financial Officer Relating to Exchange Act Filings of Rent-A-Center, Inc.**

Dear Mr. Katz:

On behalf of the Principal Executive Officer and Principal Financial Officer of Rent-A-Center, Inc., and pursuant to Order No. 4-460 of the Securities and Exchange Commission, enclosed please find one (1) original of each of the following documents:

1. **Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and**
2. **Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.**

Please acknowledge filing of the enclosed documents by file stamping and returning the enclosed copy of this cover letter in the self-addressed, postage-paid envelope provided.

Please do not hesitate to contact me at the above-referenced number should you have any questions regarding the foregoing.

Very truly yours,

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OFFICE OF THE SECRETARY

AUG 12 2002

  
Thomas W. Hughes

Enclosures

cc: Mark E. Speese  
Robert D. Davis

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1201 ELM STREET, 5  
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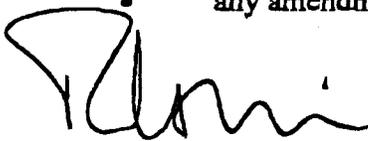
Austin, Dallas, Fort Worth,  
Houston, Mexico City,  
The Woodlands, Washington D.C.

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**Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings**

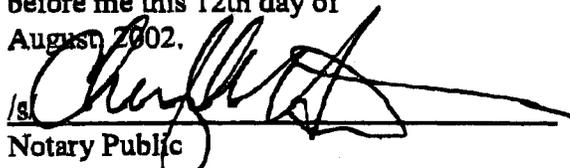
I, Robert D. Davis, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Rent-A-Center, Inc., and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Annual Report on Form 10-K for the fiscal year ended December 31, 2001 of Rent-A-Center, Inc. filed with the Commission;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Rent-A-Center, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.



Robert D. Davis  
Senior Vice President-Finance, Treasurer  
and Chief Financial Officer  
August 12, 2002

Subscribed and sworn to  
before me this 12th day of  
August, 2002.



Notary Public

My Commission Expires:

11-28-02

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