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

Form 10-K

Annual Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of I934

For the fiscal year ended January 31, 2009 **Commission File Number 000-50421**

CONN'S, INC.

(Exact Name of Registrant as Specified in its Charter)

A Delaware corporation	**06-1672840**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

3295 College Street
Beaumont, Texas 77701
(Address of Principal Executive Offices)

(409) 832-1696
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Stock, par value $0.01 per share	**The NASDAQ Global Select Market, Inc**

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [x]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [x]

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 by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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. (Check One): Large accelerated filer [ ] Accelerated filer [x] Non-accelerated filer [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [x]

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of July 31, 2008, was approximately $209.7 million based on the closing price of the registrant’s common stock as reported on the NASDAQ Global Select Market, Inc.

There were 22,444,240 shares of common stock, $0.01 par value per share, outstanding on March 23, 2009.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Definitive Proxy Statement for the Annual Meeting of Stockholders to be held June 2, 2009 (incorporated herein by reference in Part III).

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PART I

ITEM 1. BUSINESS.

Unless the context indicates otherwise, references to "we," "us," and "our" refer to the consolidated business operations of Conn's, Inc. and all of its direct and indirect subsidiaries, limited liability companies and limited partnerships.

Overview

We are a specialty retailer of home appliances and consumer electronics. We sell home appliances including refrigerators, freezers, washers, dryers, dishwashers and ranges, and a variety of consumer electronics including LCD, plasma and DLP televisions, camcorders, digital cameras, computers and computer accessories, Blu-ray and DVD players, video game equipment, portable audio, MP3 players, GPS devices and home theater products. We also sell home office equipment, lawn and garden equipment, mattresses and furniture and we continue to introduce additional product categories for the home and for consumer entertainment to help increase same store sales and to respond to our customers' product needs. We offer over 3,500 product items, or SKUs, at good-better-best price points representing such brands as General Electric, Whirlpool, Electrolux, Frigidaire, Friedrich, Maytag, LG, Mitsubishi, Samsung, Sony, Toshiba, Bose, Canon, JVC, Serta, Simmons, Spring Air, Ashley, Lane, Broyhill, Franklin, Hewlett Packard, Compaq, Poulan, Husqvarna and Toro. Based on revenue in 2007, as reported in *Twice, This Week in Consumer Electronics*, we were the 9th largest retailer of home appliances and the 41st largest retailer of consumer electronics in the United States.

We began as a small plumbing and heating business in 1890. We began selling home appliances to the retail market in 1937 through one store located in Beaumont, Texas. We opened our second store in 1959 and have since grown to 75 stores. We have been known for providing excellent customer service for over 118 years. We believe that our customer-focused business strategies make us an attractive alternative to appliance and electronics superstores, department stores and other national, regional and local retailers. We strive to provide our customers with:

- a high level of customer service;
- highly trained and knowledgeable sales personnel;
- a broad range of competitively priced, customer-driven, brand name products;
- flexible financing alternatives through our proprietary credit programs;
- next day delivery capabilities; and
- outstanding product repair service.

We believe that these strategies drive repeat purchases and enable us to generate substantial brand name recognition and customer loyalty. During fiscal 2009, approximately 67% of our credit customers, based on the number of invoices written, were repeat customers.

In 1994, we realigned and added to our management team, enhanced our infrastructure and refined our operating strategy to position ourselves for future growth. From fiscal 1994 to fiscal 1999, we selectively grew our store base from 21 to 26 stores while improving operating margins from 5.2% to 8.7%. Since fiscal 1999, we have generated significant growth in our number of stores, revenue and profitability. Specifically:

- we have grown from 26 stores to 75 stores, an increase of over 188%, with plans to continue our store development in the future;
- total revenues have grown 280%, at a compounded annual rate of 14.3%, from $234.5 million in fiscal 1999, to $890.8 million in fiscal 2009;

- our operating margin has averaged 8.0% since fiscal 1999, including the impacts of the non-cash fair value decreases recorded during fiscal years 2008 and 2009; it was 4.8% for fiscal 2009; and

- our same store sales growth from fiscal 1999 through fiscal 2009 has averaged 7.5%; it was 2.0% for fiscal 2009. See additional discussion about same store sales under Management's Discussion and Analysis of Financial Condition and Results of Operations.

Our principal executive offices are located at 3295 College Street, Beaumont, Texas 77701. Our telephone number is (409) 832-1696, and our corporate website is www.conns.com. We do not intend for information contained on our website to be part of this Form 10-K.

Industry Overview

The home appliance and consumer electronics industry includes major home appliances, small appliances, home office equipment and software, LCD, plasma and DLP televisions, and audio, video and portable electronics. Sellers of home appliances and consumer electronics include large appliance and electronics superstores, national chains, small regional chains, single-store operators, appliance and consumer electronics departments of selected department and discount stores and home improvement centers.

Based on data published in *Twice,* a weekly magazine dedicated to the home appliances and consumer electronics industry in the United States, the top 100 major appliance retailers reported sales of approximately $23.8 billion in 2007, down approximately 0.5% from reported sales in 2006 of approximately $23.9 billion. The retail appliance market is large and concentrated among a few major dealers. Sears has been the leader in the retail appliance market, with a market share of the top 100 retailers of approximately 35% in 2007 and 37% in 2006. Lowe's and Home Depot held the second and third place positions, respectively, in national market share in 2007. Based on revenue in 2007, we were the 9th largest retailer of home appliances in the United States.

In the home appliance market, many factors drive growth, including consumer confidence, economic conditions, household formations and new product introductions. Product design and innovation is rapidly becoming a key driver of growth in this market. Products recently introduced include high efficiency, front-loading laundry appliances and three door refrigerators, and variations on these products, including new features. Additionally, product appearance, including new color options and stainless steel appliances, is stimulating consumer interest.

As measured by *Twice*, the top 100 consumer electronics retailers in the United States reported equipment and software sales of $124.9 billion in 2007, a 10.5% increase from the $113.1 billion reported in 2006. According to the Consumer Electronics Association, or CEA, total industry manufacturer sales of consumer electronics products in the world, are projected to exceed $700 billion by 2009, up 4.9% from $658 billion in 2008. The consumer electronics market is highly fragmented. We estimate, based on data provided in *Twice*, that the two largest consumer electronics superstore chains together accounted for approximately 36% of the total electronics sales attributable to the 100 largest retailers in 2007. Based on revenue in 2007, we were the 41st largest retailer of consumer electronics in the United States. New entrants in both the home appliances and consumer electronics industries have been successful in gaining market share by offering similar product selections at lower prices.

Technological advancements and the introduction of new products have largely driven growth in the consumer electronics market. Recently, industry growth has been fueled primarily by the introduction of products that incorporate digital technology, such as high definition flat-panel and projection televisions, Blu-ray and traditional DVD players, digital cameras and camcorders, digital stereo receivers, satellite technology and MP3 products. Digital products offer significant advantages over their analog counterparts, including better clarity and quality of video and audio, durability of recording and compatibility with computers. Due to these advantages, we believe that digital technology will continue to drive industry growth as consumers replace their analog products with digital products. We believe the following product advancements will continue to fuel growth in the consumer electronics industry and that they offer us the potential for significant sales growth:

- *Digital Television (DTV and High Definition TV).* The Federal Communications Commission has set a date of June 12, 2009, for all commercial television stations to transition from broadcasting analog signals to digital signals. To view a digital transmission, consumers will need either a digital television or a set-top box converter capable of converting the digital broadcast for viewing on an analog set. According to the International CES, the world's largest consumer technology tradeshow, as the switch to digital television nears, sales of DTVs will approach 35 million in 2009, with DTV being the largest category within the Consumer Electronics market, representing 15 percent of total industry sales. We believe the high clarity digital flat-panel televisions in both LCD and plasma formats has increased the quality and sophistication of these entertainment products and will be a key driver of digital television growth as more digital and high definition content is made available either through traditional distribution methods or through emerging content delivery systems. As prices continue to drop on such products, they become increasingly attractive to larger and more diverse groups of consumers.

- *Digital Versatile Disc (DVD).* According to the *CDRinfo*, an online publication dedicated to CD, DVD, and other related optical media technology, the DVD player has been the fastest growing consumer electronics product in history. First introduced in March 1997, DVD players are currently in 91% of U.S. homes. We believe newer technology, such as Blu-ray high definition DVD, and portable players will continue to drive consumer interest in this entertainment category. *Twice* projects in 2009, revenues of Blu-ray devices around $1.2 billion.

Business Strategy

Our objective is to be the leading specialty retailer of home appliances and consumer electronics in each of our markets. We strive to achieve this objective through a continuing focus on superior execution in five key areas: merchandising, consumer credit, distribution, product service and training. Successful execution in each area relies on the following strategies:

- ***Offering a broad range of customer-driven, brand name products.*** We offer a comprehensive selection of high-quality, brand name merchandise to our customers at guaranteed low prices. Consistent with our good-better-best merchandising strategy, we offer a wide range of product selections from entry-level models through high-end models. We maintain strong relationships with the approximately 150 manufacturers and distributors that enable us to offer over 3,500 SKUs our customers. Our principal suppliers include General Electric, Whirlpool, Frigidaire, Maytag, LG, Mitsubishi, Samsung, Sony, Toshiba, Hitachi, Serta, Ashley, Bose, Friedrich, Lane, Hewlett Packard, Compaq, Poulan, Husqvarna and Toro.

- ***Offering flexible financing alternatives through our proprietary credit programs.*** In the last three years, we financed, on average, approximately 61% of our retail sales through our internal credit programs. We believe our credit programs expand our potential customer base, increase our sales revenue and enhance customer loyalty by providing our customers immediate access to financing alternatives that our competitors typically do not offer. Our credit department makes all credit decisions internally, entirely independent of our sales personnel. We provide special consideration to customers with credit history with us. Before extending credit, we consider our loss experience by product category and the customer's credit worthiness in determining the down payment amount and other credit terms. This facilitates product sales while keeping our credit risk within an acceptable range. We provide a full range of credit products, including interest-free programs for the highest credit quality customers and our secondary portfolio for our credit-challenged customers. The secondary portfolio, which has generally lower average credit scores than our primary portfolio, undergoes more intense internal underwriting scrutiny to mitigate the inherently greater risk, including address and employment verification and reference checks. Approximately 58% of our customers who have active credit accounts with us take advantage of our in-store payment option and come to our stores each month to make their payments, which we believe results in additional sales to these customers. We contact customers with past due accounts daily and attempt to work with them to collect payments in times of financial difficulty or periods of economic downturn. Our experience in credit underwriting and the collections process has enabled us to achieve an average net loss ratio of 3.1% over the past three years on the credit portfolio that we manage, including receivables transferred to our Qualifying Special Purpose Entity or QSPE.

- ***Maintaining next day distribution capabilities.*** We maintain four regional distribution centers and four other related facilities that cover all of the major markets in which we operate. These facilities are part of a sophisticated inventory management system that also includes a fleet of approximately 90 transfer and delivery vehicles that service all of our markets. Our distribution operations enable us to deliver products on the day after the sale for approximately 93% of our customers who scheduled delivery during that timeframe.

- ***Providing outstanding product repair service.*** We service every product that we sell, and we service only the products that we sell. In this way, we can assure our customers that they will receive our service technicians' exclusive attention to their product repair needs. All of our service centers are authorized factory service facilities that provide trained technicians to offer in-home diagnostic and repair service utilizing a fleet of approximately 130 service vehicles as well as on-site service and repairs for products that cannot be repaired in the customer's home.

- ***Developing and retaining highly trained and knowledgeable sales personnel.*** We require all sales personnel to specialize in home appliances or consumer electronics. Some of our sales associates qualify in more than one specialty. This specialized approach allows the sales person to focus on specific product categories and become an expert in selling and using products in those categories. New sales personnel must complete an intensive classroom training program and additional time riding in a delivery truck and a service truck to observe how we serve our customers after the sale is made.

- ***Providing a high level of customer service.*** We endeavor to maintain a very high level of customer service as a key component of our culture, which has resulted in average customer satisfaction levels of approximately 90% over the past three years. We measure customer satisfaction on the sales floor, in our delivery operation and in our service department by sending survey cards to all customers to whom we have delivered or installed a product or made a service call. Our customer service resolution department attempts to address all customer complaints within 48 hours of receipt.

Store Development and Growth Strategy

In addition to executing our business strategy, we intend to continue to achieve profitable, controlled growth by increasing same store sales, opening new stores and updating, expanding or relocating our existing stores.

- ***Increasing same store sales.*** We plan to continue to increase our same store sales by:

  - continuing to offer quality products at competitive prices;

  - re-merchandising our product offerings in response to changes in consumer interest and demand;

  - adding new merchandise to our existing product lines;

  - training our sales personnel to increase sales closing rates;

  - updating our stores as needed;

  - continuing to promote sales of computers and smaller electronics, such as video game equipment and GPS devices, including the expansion of high margin accessory items;

  - continuing to provide a high level of customer service in sales, delivery and servicing of our products; and

  - increasing sales of our merchandise, finance products, service maintenance agreements and credit insurance through direct mail and in-store credit promotion programs.

- ***Opening new stores.*** While we have no new stores currently under development for fiscal 2010, we intend to take advantage of our reliable infrastructure and proven store model to continue to open new stores in the future, dependent upon future capital availability. This infrastructure includes our proprietary management information systems, training processes, distribution network, merchandising capabilities, supplier relationships, product service capabilities and centralized credit approval and collection management processes. We intend to expand our store base in existing, adjacent and new markets, as follows:

  - *Existing and adjacent markets.* We intend to increase our market presence by opening new stores in our existing markets and in adjacent markets as we identify the need and opportunity. New store openings in these locations will allow us to maximize opportunity in those markets and leverage our existing distribution network, advertising presence, brand name recognition and reputation. In fiscal 2009, we opened new stores in Dallas, Lufkin, Houston and South Texas.

  - *New markets.* During fiscal 2008 we opened our first store in Oklahoma and opened two additional stores in the market during fiscal 2009. We intend to consider new markets over the next several fiscal years. We intend to first address markets in states in which we currently operate. We expect that new store growth will include major metropolitan markets in Texas and have also identified a number of smaller markets within Texas, Louisiana and Oklahoma in which we expect to explore new store opportunities. Our long-term growth plans include markets in other areas of significant population density in neighboring states.

- ***Updating, expanding or relocating existing stores.*** Over the last three years, we have updated, expanded or relocated many of our stores. We continue to update our prototype store model and implement it at new locations and in existing locations in which the market demands support the required design changes. As we continue to add new stores or update or replace existing stores, we intend to modify our floor plan to include elements of this new model. We continuously evaluate our existing and potential sites to ensure our stores are in the best possible locations and relocate stores that are not properly positioned. We typically lease rather than purchase our stores to retain the flexibility of managing our financial commitment to a location if we later decide that the store is performing below our standards or the market would be better served by a relocation. After updating, expanding or relocating a store, we expect to increase same store sales at the store.

The addition of new stores and new and expanded product categories have played, and we believe will continue to play, a significant role in our continued growth and success. We currently operate 75 retail stores located in Texas, Louisiana and Oklahoma. We opened six stores in fiscal 2006 and seven stores in each of fiscal 2008 and 2009. Additionally, we relocated three stores during fiscal 2009. While we have no new stores currently under development for fiscal 2010, we plan to continue our store development program in the future, with a long-range plan of increasing the store count by approximately 10% each year, and will continue to update a portion of our existing stores each year. We believe that continuing our strategies of updating existing stores, growing our store base and locating our stores in desirable geographic markets are essential for our future success.

Customers

We do not have a significant concentration of sales with any individual customer and, therefore, the loss of any one customer would not have a material impact on our business. No single customer accounts for more than 10% of our total revenues; in fact, no single customer accounted for more than $500,000 (less than 0.1%) of our total revenue of $890.8 million during the year ended January 31, 2009.

Products and Merchandising

Product Categories. Each of our stores sells the major categories of products shown below. The following table, which has been adjusted from previous filings to ensure comparability, presents a summary of total revenues for the years ended January 31, 2007, 2008, and 2009:

	Year Ended January 31,					
	2007		2008		2009	
	Amount	%	Amount	%	Amount	%
Consumer electronics	$ 218,350	28.6%	$ 244,872	29.7%	$ 305,056	34.2%
Home appliances	230,950	30.4	223,877	27.2	221,474	24.9
Track	90,329	11.9	101,289	12.3	109,799	12.3
Furniture and mattresses	51,078	6.7	62,797	7.6	68,869	7.7
Lawn and garden	16,741	2.2	20,914	2.5	21,132	2.4
Delivery	11,380	1.5	12,524	1.5	12,423	1.4
Other	5,131	0.7	5,298	0.7	4,976	0.6
Total product sales	623,959	82.0	671,571	81.5	743,729	83.5
Service maintenance agreement commissions	30,567	4.0	36,424	4.4	40,199	4.5
Service revenues	22,411	3.0	22,997	2.8	21,121	2.4
Total net sales	676,937	89.0	730,992	88.7	805,049	90.4
Finance charges and other (1)	83,720	11.0	93,136	11.3	85,701	9.6
Total revenues	$ 760,657	100.0%	$ 824,128	100.0%	$ 890,750	100.0%

Note (1) – Includes non-cash fair value adjustments reducing interests in securitized assets by $4.8 million and $24.5 million, in the years ended January 31, 2008 and 2009, respectively.

Within these major product categories (excluding service maintenance agreements, service revenues and delivery and installation), we offer our customers over 3,500 SKUs in a wide range of price points. Most of these products are manufactured by brand name companies, including General Electric, Whirlpool, Electrolux, Frigidaire, Friedrich, Maytag, LG, Mitsubishi, Samsung, Sony, Toshiba, Bose, Canon, JVC, Serta, Simmons, Spring Air, Ashley, Lane, Broyhill, Franklin, Hewlett Packard, Compaq, Poulan, Husqvarna and Toro. As part of our good-better-best merchandising strategy, our customers are able to choose from products ranging from low-end to mid- to high-end models in each of our key product categories, as follows:

Category	Products	Selected Brands
Home appliances	Refrigerators, freezers, washers, dryers, ranges, dishwashers, built-ins, air conditioners and vacuum cleaners	General Electric, Frigidaire, Whirlpool, Maytag, LG, KitchenAid, Sharp, Friedrich, Roper, Hoover and Eureka
Consumer electronics	LCD, plasma, and DLP televisions, and home theater systems	Sony, Samsung, Mitsubishi, LG, Toshiba, Yamaha and Bose
Track	Computers, computer peripherals, camcorders, digital cameras, DVD players, audio components, compact disc players, GPS devices, video game equipment, speakers and portable electronics (e.g. mp3 players)	Hewlett Packard, Compaq, Sony, Canon, Garmin, Nintendo, Microsoft and Yamaha
Other	Lawn and garden, furniture and mattresses	Poulan, Husqvarna, Toro, Weedeater, Ashley, Broyhill, Lane, Franklin, Spring Air, Simmons and Serta

Purchasing. We purchase products from over 150 manufacturers and distributors. Our agreements with these manufacturers and distributors typically cover a one or two year time period, are renewable at the option of the parties and are terminable upon 30 days written notice by either party. Similar to other specialty retailers, we purchase a significant portion of our total inventory from a limited number of vendors. During fiscal 2009, 56.9% of our total inventory purchases were from five vendors, including 19.3%, 11.5% and 9.9% of our total inventory purchases from Samsung, Whirlpool and Sony, respectively. The loss of any one or more of these key vendors or our failure to establish and maintain relationships with these and other vendors could have a material adverse effect on our results of operations and financial condition. We have no indication that any of our suppliers will discontinue selling us merchandise. We have not experienced significant difficulty in maintaining adequate sources of merchandise, and we generally expect that adequate sources of merchandise will continue to exist for the types of products we sell.

Merchandising Strategy. We focus on providing a comprehensive selection of high-quality merchandise to appeal to a broad range of potential customers. Consistent with our good-better-best merchandising strategy, we offer a wide range of product selections from entry-level models through high-end models. We primarily sell brand name warranted merchandise. Our established relationships with major appliance and electronic vendors and our affiliation with NATM, a major buying group with $3.8 billion in purchases annually, give us purchasing power that allows us to offer custom-featured appliances and electronics and provides us a competitive selling advantage over other independent retailers. As part of our merchandising strategy, we operate three clearance centers with two in Houston and one in Dallas to help sell damaged, used or discontinued merchandise.

Pricing. We emphasize competitive pricing on all of our products and maintain a low price guarantee that is valid in all markets for 10 to 30 days after the sale, depending on the product. At most of our stores, to print an invoice that contains pricing other than the price maintained within our computer system, sales personnel must call a special “hotline” number at the corporate office for approval. Personnel staffing this hotline number are familiar with competitor pricing and are authorized to make price adjustments to fulfill our low price guarantee when a customer presents acceptable proof of the competitor’s lower price. This centralized function allows us to maintain control of pricing and gross margins, and to store and retrieve pricing data of our competitors.

Customer Service

We focus on customer service as a key component of our strategy. We believe our next day delivery option is one of the keys to our success. Additionally, we attempt to answer and resolve all customer complaints within 48 hours of receipt. We track customer complaints by individual salesperson, delivery person and service technician. We send out over 38,000 customer satisfaction survey cards each month covering all deliveries and service calls. Based upon a response rate from our customers of approximately 16%, we consistently report an average customer satisfaction level of approximately 90%.

Store Operations

Stores. We currently operate 75 retail and clearance stores located in Texas, Louisiana and Oklahoma. We recently closed our clearance center in San Antonio, Texas, to provide additional space for the expansion of our credit collection center, which was located in the same facility. The following table illustrates our markets, the number of freestanding and strip mall stores in each market and the calendar year in which we opened our first store in each market:

	Number of Stores	
Market	**Stand Alone**	**Strip Mall**
Houston	6	17
San Antonio/Austin	5	9
Golden Triangle (Beaumont, Port Arthur, Lufkin and Orange, Texas and Lake Charles, Louisiana)	1	5
Baton Rouge/Lafayette	1	4
Corpus Christi	1	0
Dallas/Fort Worth	1	18
South Texas	1	3
Oklahoma	0	3
Total	16	59

Our stores have an average selling space of approximately 22,000 square feet, plus a rear storage area averaging approximately 5,500 square feet for fast-moving or smaller products that customers prefer to carry out rather than wait for in-home delivery. Three of our stores are clearance centers for discontinued product models and damaged merchandise, returns and repossessed product located in our Houston and Dallas markets and contain 40,800 square feet of combined selling space. All stores are open from 10:00 a.m. to 9:30 p.m. Monday through Friday, from 9:00 a.m. to 9:30 p.m. on Saturday, and from 11:00 a.m. to 7:00 p.m. on Sunday. We also offer extended store hours during the holiday selling season.

Approximately 79% our stores are located in strip shopping centers and regional malls, with the balance being stand-alone buildings in “power centers” of big box consumer retail stores. All of our locations have parking available immediately adjacent to the store’s front entrance. Our storefronts have a distinctive front that guides the customer to the entrance of the store. Inside the store, a large colorful tile track circles the interior floor of the store. One side of the track leads the customer to major appliances, while the other side of the track leads the customer to a large display of television and home theater products. The inside of the track contains various home office and consumer electronic products such as computers, laptops, printers, Blu-ray and DVD players, camcorders, digital cameras, MP3 players, video game equipment and GPS devices. Mattresses, furniture and lawn and garden equipment displays occupy the rear of the sales floor. To reach the cashier’s desk at the center of the track area, our customers must walk past our products. We believe this increases sales to customers who have purchased products from us on credit in the past and who return to our stores to make their monthly credit payments.

We have updated many of our stores in the last three years. We expect to continue to update our stores as needed to address each store’s specific needs. All of our updated stores, as well as our new stores, include modern interior selling spaces featuring attractive signage and display areas specifically designed for each major product type. Our prototype store for future expansion has from 20,000 to 25,000 square feet of retail selling space, which approximates the average size of our existing stores and a rear storage area of between 5,000 and 7,000 square feet. Our investment to update our stores has averaged approximately $96,800 per store over the past three years, and as a result of the updating, we expect to increase same store sales at those stores. Over the last three years, we have invested approximately $5.4 million updating, refurbishing or relocating our existing stores. We have recently updated 13 stores and have 17 stores in the process of being updated, with the plan to spend an average of approximately $250,000 per store.

Site Selection. Our stores are typically located adjacent to freeways or major travel arteries and in the vicinity of major retail shopping areas. We prefer to locate our stores in areas where our prominent storefront will be the anchor of the shopping center or readily visible from major thoroughfares. We also attempt to

locate our stores in the vicinity of major home appliance and electronics superstores. We have typically entered major metropolitan markets where we can potentially support at least 10 to 12 stores. We believe this number of stores allows us to optimize advertising and distribution costs. We have and may continue to elect to experiment with opening lower numbers of new stores in smaller communities where customer demand for products and services outweighs any extra cost. Other factors we consider when evaluating potential markets include the distance from our distribution centers, our existing store locations and store locations of our competitors and population, demographics and growth potential of the market.

Store Economics. We lease 70 of our 75 current store locations, with an average monthly rent of $20,900. Our average per store investment for the 19 new leased stores we have opened in the last three years was approximately $1.4 million, including leasehold improvements, fixtures and equipment and inventory (net of accounts payable). Our total investment for the location that was built in the last two years totaled approximately $4.6 million, including land, buildings, fixtures and equipment and inventory (net of accounts payable). For these new stores, excluding the clearance center, the net sales per store have averaged $0.6 million per month.

Our new stores have typically been profitable on an operating basis within their first three to six months of operation and, on average, have returned our net cash investment in 20 months or less. We consider a new store to be successful if it achieves $8 million to $9 million in sales volume and 4% to 7% in operating margins before other ancillary revenues and allocations of overhead and advertising in the first full year of operation. We expect successful stores that have matured, which generally occurs after two to three years of operations, to generate annual sales of approximately $12 million to $15 million and 9% to 12% in operating margins before other ancillary revenues and overhead and allocations. However, depending on the credit and insurance penetration of an individual store, we believe that a store that does not achieve these levels of sales can still contribute significantly to our pretax margin.

Personnel and Compensation. We staff a typical store with a store manager, an assistant manager, an average of 20 sales personnel and other support staff including cashiers and/or porters based on store size and location. Managers have an average tenure with us exceeding five years and typically have prior sales floor experience. In addition to store managers, we have seven district managers that generally oversee from seven to ten stores in each market. Our senior retail management personnel generally have six to twenty years of sales experience.

We compensate the majority of our sales associates on a straight commission arrangement, while we generally compensate store managers on a salary basis plus incentives and cashiers at an hourly rate. In some instances, store managers receive earned commissions plus base salary. We believe that because our store compensation plans are tied to sales, they generally provide us an advantage in attracting and retaining highly motivated employees.

Training. New sales personnel must complete an intensive classroom training program. We then require them to spend additional time riding in delivery and service trucks to gain an understanding of how we serve our customers after the sale is made. Installation and delivery staff and service personnel receive training through an on-the-job program in which individuals are assigned to an experienced installation and delivery or service employee as helpers prior to working alone. In addition, our employees benefit from on-site training conducted by many of our vendors.

We attempt to identify store manager candidates early in their careers with us and place them in a defined program of training. They generally first attend our in-house training program, which provides guidance and direction for the development of managerial and supervisory skills. They then attend a Dale Carnegie® certified management course that helps solidify their management knowledge and builds upon their internal training. After completion of these training programs, manager candidates work as assistant managers for six to twelve months and are then allowed to manage one of our smaller stores, where they are supervised closely by the store’s district manager. We give new managers an opportunity to operate larger stores as they become more proficient in their management skills. Each store manager attends mandatory training sessions on a monthly basis and also attends bi-weekly sales training meetings where participants receive and discuss new product information.

Marketing

We design our marketing and advertising programs to increase our brand name recognition, educate consumers about our products and services and generate customer traffic in order to increase sales. We conduct our advertising programs primarily through newspapers, radio and television stations, direct mail, telephone and our website. Our promotional programs include the use of discounts, rebates, product bundling and no-interest financing plans.

Our website, www.conns.com, provides customers the ability to purchase our products on-line, offers information about our selection of products and provides useful information to the consumer on pricing, features and benefits for each product, in addition to required corporate governance information. Our website also allows the customers residing in the markets in which we operate retail locations to apply and be considered for credit. The website currently averages approximately 7,800 visits per day from potential and existing customers and during fiscal 2009 was a source of credit applications. The website is linked to a call center, allowing us to better assist customers with their credit and product needs.

Distribution and Inventory Management

We typically locate our stores in close proximity of our four regional distribution centers located in Houston, San Antonio, Dallas and Beaumont, Texas and smaller cross-dock facilities in Austin and Harlingen, Texas, Lafayette, Louisiana and Oklahoma City, Oklahoma. This enables us to deliver products to our customers quickly, reduces inventory requirements at the individual stores and facilitates regionalized inventory and accounting controls.

In our retail stores we maintain an inventory of fast-moving items and products that the customer is likely to carry out of the store. Our sophisticated Distribution Inventory Sales computer system and the use of scanning technology in our distribution centers allow us to determine, on a real-time basis, the exact location of any product we sell. If we do not have a product at the desired retail store at the time of sale, we can provide it through our distribution system on a next day basis.

We maintain a fleet of tractors and trailers that allow us to move products from market to market and from distribution centers to stores to meet customer needs. Our fleet of home delivery vehicles enables our highly-trained delivery and installation specialists to quickly complete the sales process, enhancing customer service. We receive a delivery fee based on the products sold and the services needed to complete the delivery. Additionally, we are able to complete deliveries to our customers on the day after the sale for approximately 93% of our customers who have scheduled delivery during that timeframe.

Finance Operations

General. We sell our products for cash or for payment through major credit cards, in addition to offering our customers several financing alternatives through our proprietary credit programs. In the last three fiscal years, we financed, on average, approximately 61% of our retail sales through one of our two credit programs. We offer our customers a choice of installment payment plans and revolving credit plans through our primary credit portfolio. We also offer an installment program through our secondary credit portfolio to a limited number of customers who do not qualify for credit under our primary credit portfolio. Additionally, the most credit worthy customers in our primary credit portfolio may be eligible for no-interest financing plans.

The following table shows our product and service maintenance agreements sales, net of returns and allowances, by method of payment for the periods indicated.

	Year Ended January 31,					
	2007		2008		2009	
	Amount	%	Amount	%	Amount	%
Cash and other credit cards…………	$ 274,533	42.0%	$ 267,931	37.8%	$ 293,131	37.4%
Primary credit portfolio:						
Installment ……………………….…	262,653	40.1	340,274	48.1	390,040	49.8
Revolving …………………………….	43,225	6.6	34,025	4.8	23,105	2.9
Secondary credit portfolio ……………	74,115	11.3	65,765	9.3	77,652	9.9
Total …………………………………	$ 654,526	100.0%	$ 707,995	100.0%	$ 783,928	100.0%

Credit Approval. Our credit programs are managed by our centralized credit underwriting department staff, independent of sales personnel. As part of our centralized credit approval process, we have developed a proprietary standardized scoring model that provides preliminary credit decisions, including down payment amounts and credit terms, based on both customer and product risk. The weighted average origination credit score of the receivables included in the portfolio was 608 at January 31, 2009, excluding bankruptcy accounts and accounts that had no credit score. While we automatically approve some credit applications from customers, approximately 87% of all of our credit decisions are based on evaluation of the customer's creditworthiness by a qualified credit grader. As of January 31, 2009, we employed over 530 full-time and part-time employees who focus on credit approval, collections and credit customer service. Employees in these operational areas are trained to follow our strict methodology in approving credit, collecting our accounts, and charging off any uncollectible accounts based on pre-determined aging criteria, depending on their area of responsibility.

Part of our ability to control delinquency and net charge-off is based on the level of down payments that we require and the purchase money security interest that we obtain in the product financed, which reduce our credit risk and increase our customers' ability and willingness to meet their future obligations. We require the customer to provide or purchase proof of credit property insurance coverage to offset potential losses relating to theft or damage of the product financed.

Installment accounts are paid over a specified period of time with set monthly payments. Revolving accounts provide customers with a specified amount which the customer may borrow, repay and re-borrow so long as the credit limit is not exceeded. Most of our installment accounts provide for payment over 12 to 36 months, with the average account in the primary credit portfolio remaining outstanding for approximately 13 to 15 months. Our revolving accounts remain outstanding approximately 12 to 14 months. During fiscal 2009, approximately 30% of the applications approved under the primary program were approved automatically through our computer system based on the customer's credit history. The remaining applications, of both new and repeat customers, are sent to an experienced in-house credit grader.

We created our secondary credit portfolio program to meet the needs of those customers who do not qualify for credit under our primary program, typically due to past credit problems or lack of credit history. If we cannot approve a customer's application for credit under our primary portfolio, we automatically send the application to the credit staff of our secondary portfolio for further consideration, using stricter underwriting criteria. The additional requirements include verification of employment and recent work history, reference checks and higher required down payment levels. We offer only the installment program to those customers that qualify under these stricter underwriting criteria, and these customers are not eligible for our no-interest programs. An experienced, in-house credit grader administers the credit approval process for all applications received under our secondary portfolio program. Most of the installment accounts approved under this program provide for repayment over 12 to 36 months, with the average account was remaining outstanding for approximately 19 to 21 months.

The following tables present, for comparison purposes, information regarding our two credit portfolios.

	Primary Portfolio (1)		
	Year Ended January 31,		
	2007	2008	2009
	(total outstanding balance in thousands)		
Total outstanding balance (period end)	$ 435,607	$ 511,586	$ 589,922
Average outstanding customer balance	$ 1,250	$ 1,287	$ 1,403
Number of active accounts (period end)	348,593	397,606	420,585
Total applications processed (2)	778,784	826,327	850,538
Percent of retail sales financed	46.7%	52.9%	58.5%
Total applications approved	45.8%	49.8%	50.0%
Average down payment	10.6%	7.4%	5.9%
Average interest spread (3)	11.0%	12.9%	12.4%

	Secondary Portfolio (1)		
	Year Ended January 31,		
	2007	2008	2009
	(total outstanding balance in thousands)		
Total outstanding balance (period end)	$ 133,944	$ 143,281	$ 163,591
Average outstanding customer balance	$ 1,212	$ 1,264	$ 1,394
Number of active accounts (period end)	110,472	113,316	117,372
Total applications processed (2)	404,543	376,879	386,126
Percent of retail sales financed	11.3%	9.3%	8.4%
Total applications approved	32.1%	29.8%	29.4%
Average down payment	25.1%	24.4%	20.5%
Average interest spread (3)	13.5%	14.0%	13.7%

	Combined Portfolio (1)		
	Year Ended January 31,		
	2007	2008	2009
	(total outstanding balance in thousands)		
Total outstanding balance (period end)	$ 569,551	$ 654,867	$ 753,513
Average outstanding customer balance	$ 1,241	$ 1,282	$ 1,401
Number of active accounts (period end)	459,065	510,922	537,957
Total applications processed (2)	1,183,327	1,203,206	1,236,664
Percent of retail sales financed	58.0%	62.2%	62.6%
Total applications approved	41.7%	43.5%	43.6%
Average down payment	13.7%	9.9%	8.2%
Average interest spread (3)	11.5%	13.2%	12.7%

(1) The Portfolios consist of owned and sold receivables.
(2) Unapproved credit applications in the primary portfolio are automatically referred to the secondary portfolio.
(3) Difference between the average interest rate yield on the portfolio and the average cost of funds under our financing programs plus the allocated interest related to funds required to finance the credit enhancement portion of the portfolio. Also reflects the loss of interest income resulting from interest free promotional programs.

Credit Quality. We closely monitor the credit portfolios to identify delinquent accounts early and dedicate resources to contacting customers concerning past due accounts. We believe that our unique underwriting model, secured interest in the products financed, required down payments, local presence, ability to work with customers and flexible financing alternatives contribute to the historically low net charge-off rates on these portfolios. In addition, our customers have the opportunity to make their monthly payments in our stores, and approximately 58% our active credit accounts did so at some time during the last 12 months. We believe that these factors help us maintain a relationship with the customer that keeps losses low while encouraging repeat purchases.

Our collection activities involve a combination of efforts that take place in our corporate office and San Antonio collection centers, and outside collection efforts that involve a visit by one of our credit counselors to the customer's home. We maintain a predictive dialer system and letter campaign that helps us contact between 30,000 and 35,000 delinquent customers daily. We also maintain an experienced skip-trace department that utilizes current technology to locate customers who have moved and left no forwarding address. Our outside collectors provide on-site contact with the customer to assist in the collection process or, if needed, to voluntarily repossess the product in the event of non-payment. Repossessions are made when it is clear that the customer is unwilling to establish a reasonable payment program. Our legal department represents us in bankruptcy proceedings and filing of delinquency judgment claims and helps handle any legal issues associated with the collection process.

Generally, we deem an account to be uncollectible and charge it off if the account is 120 days or more past due and we have not received a payment in the last seven months. Over the last 36 months, we have recovered approximately 11% of charged-off amounts through our collection activities. The income that we realize from the receivables portfolio that we manage depends on a number of factors, including expected credit losses. Therefore, it is to our advantage to maintain a low delinquency rate and net loss ratio on the credit portfolios.

Our accounting and credit staff consistently monitor trends in charge-offs by examining the various characteristics of the charge-offs, including store of origination, product type, customer credit information, down payment amounts and other identifying information. We track our charge-offs both gross, before recoveries, and net, after recoveries. We periodically adjust our credit granting, collection and charge-off policies based on this information.

The following tables reflects the performance of our two credit portfolios, net of unearned interest.

	Primary Portfolio (1)			Secondary Portfolio (1)		
	Year Ended January 31,			Year Ended January 31,		
	2007	2008	2009	2007	2008	2009
	(dollars in thousands)			(dollars in thousands)		
Total outstanding balance (period end)…………………………	$ 435,607	$ 511,586	$ 589,922	$ 133,944	$ 143,281	$ 163,591
Average total outstanding balance………………………………	$ 417,747	$ 465,429	$ 538,673	$ 116,749	$ 141,202	$ 157,529
Account balances over 60 days old (period end)……………	$ 26,024	$ 31,558	$ 35,153	$ 11,638	$ 18,220	$ 19,988
Percent of balances over 60 days old to total outstanding (period end) ………………………………	6.0%	6.2%	6.0%	8.7%	12.7%	12.2%
Bad debt write-offs (net of recoveries)…………………………	$ 13,507	$ 12,429	$ 15,071	$ 3,896	$ 4,989	$ 7,291
Percent of write-offs (net) to average outstanding (2)………	3.2%	2.7%	2.8%	3.3%	3.5%	4.6%

	Combined Portfolio (1)		
	Year Ended January 31,		
	2007	2008	2009
	(dollars in thousands)		
Total outstanding balance (period end)…………………………	$ 569,551	$ 654,867	$ 753,513
Average total outstanding balance………………………………	$ 534,496	$ 606,631	$ 696,202
Account balances over 60 days old (period end)……………	$ 37,662	$ 49,778	$ 55,141
Percent of balances over 60 days old to total outstanding (period end) ………………………………	6.6%	7.6%	7.3%
Bad debt write-offs (net of recoveries)…………………………	$ 17,403	$ 17,418	$ 22,362
Percent of write-offs (net) to average outstanding (2)………	3.3%	2.9%	3.2%

(1) The Portfolios consists of owned and sold receivables.
(2) The fiscal year ended January 31, 2007, was impacted by the disruption to our credit collection operations caused by Hurricane Rita.

The following table presents information regarding the growth of our combined credit portfolios, including unearned interest.

	Year Ended January 31,		
	2007	2008	2009
	(dollars in thousands)		
Beginning balance	$ 620,736	$ 675,253	$ 780,318
New receivables financed	511,158	616,983	698,265
Revolving finance charges	3,892	3,838	3,734
Returns on account	(5,465)	(6,851)	(8,082)
Collections on account	(437,665)	(491,487)	(545,096)
Accounts charged off	(19,538)	(19,622)	(24,754)
Recoveries of charge-offs	2,135	2,204	2,392
Ending balance	675,253	780,318	906,777
Less unearned interest at end of period	(105,702)	(125,451)	(153,264)
Total portfolio, net	$ 569,551	$ 654,867	$ 753,513

Product Support Services

Credit Insurance. Acting as agents for unaffiliated insurance companies, we sell credit life, credit disability, credit involuntary unemployment and credit property insurance at all of our stores. These products cover payment of the customer's credit account in the event of the customer's death, disability or involuntary unemployment or if the financed property is lost or damaged. We receive sales commissions from the unaffiliated insurance company at the time we sell the coverage, and we receive retrospective commissions, which are additional commissions paid by the insurance carrier if insurance claims are less than earned premiums.

We require proof of property insurance on all installment credit purchases, although we do not require that customers purchase this insurance from us. During fiscal 2009, approximately 68.3% of our credit customers purchased one or more of the credit insurance products we offer, and approximately 16.5% purchased all of the insurance products we offer. Commission revenues from the sale of credit insurance contracts represented approximately 2.4%, 2.6% and 2.3% of total revenues for fiscal years 2007, 2008 and 2009, respectively.

Warranty Service. We provide service for all of the products we sell and only for the products we sell. Customers purchased service maintenance agreements on products representing approximately 49.8% of our total retail sales for fiscal 2009. These agreements broaden and extend the period of covered manufacturer warranty service for up to five years from the date of purchase, depending on the product, and cover certain items during the manufacturer's warranty period. These agreements are sold at the time the product is purchased. Customers may finance the cost of the agreements along with the purchase price of the associated product. We contact the customer prior to the expiration of the service maintenance period to provide them the opportunity to renew the period of warranty coverage.

We have contracts with unaffiliated third party insurers that issue the service maintenance agreements to cover the costs of repairs performed under these agreements. The initial service contract is between the customer and the independent insurance company, but we are the insurance company's first choice to provide service when it is needed. We receive a commission on the sale of the contract, which is recognized in revenues at the time of the sale, and we receive retrospective commissions, which are additional commissions paid by the insurance carrier over time if repair claims are less than earned premiums. Additionally, we bill the insurance company for the cost of the service work that we perform. We are the obligor under renewal contracts sold after the primary warranty and third party service maintenance agreements expire. Under renewal contracts we recognize revenues received, and direct selling expenses incurred, over the life of the contracts, and expense the cost of the service work performed as products are repaired.

Of the 15,000 repairs, on average, that we perform each month, approximately 45.4% are covered under service maintenance agreements, approximately 42.2% are covered by manufacturer warranties and the remainder are cash and customer accommodation repairs. Revenues from the sale of service

maintenance agreements represented approximately 4.5%, 5.0% and 5.0% of net sales during fiscal years 2007, 2008 and 2009, respectively.

Management Information Systems

We have a fully integrated management information system that tracks, on a real-time basis, point-of-sale information, inventory receipt and distribution, merchandise movement and financial information. The management information system also includes a local area network that connects all corporate users to e-mail, scheduling and various servers. All of our facilities are linked by a wide-area network that provides communication for in-house credit authorization and real-time capture of sales and merchandise movement at the store level. In our distribution centers, we use wireless terminals to assist in receiving, stock put-away, stock movement, order filling, cycle counting and inventory management. At our stores, we currently use desktop terminals to provide sales, and inventory receiving, transferring and maintenance capabilities.

Our integrated management information system also includes extensive functionality for management of the complete credit portfolio life cycle as well as functionality for the management of product service. The credit system provides in-house credit underwriting, new account set up and tracking, credit portfolio reporting, collections, credit employee productivity metrics, skip-tracing, and bankruptcy, fraud and legal account management. The service system provides for service order processing, warranty claims processing, parts inventory management, technician scheduling and dispatch, technician performance metrics and customer satisfaction measurement. The sales, credit and service systems share a common customer and product sold database.

Our point of sale system uses an IBM Series i5 hardware system that runs on the i5OS operating system. This system enables us to use a variety of readily available applications in conjunction with software that supports the system. All of our current business application software, except our website, accounting, human resources and credit legal systems, has been developed in-house by our management information system employees. We believe our management information systems efficiently support our current operations and provide a foundation for future growth.

We employ Nortel telephone switches and state of the art Avaya predictive dialers, as well as a redundant data network and cable plant, to improve the efficiency of our collection and overall corporate communication efforts.

As part of our ongoing system availability protection and disaster recovery planning, we have implemented a secondary IBM Series i5 system. We installed and implemented the back-up IBM Series i5 system in our corporate offices to provide the ability to switch production processing from the primary system to the secondary system within thirty minutes should the primary system become disabled or unreachable. The two machines are kept synchronized utilizing third party software. This backup system provides “high availability” of the production processing environment. The primary IBM Series i5 system is geographically removed from our corporate office for purposes of disaster recovery and security. Our disaster recovery plan worked as designed during our evacuation from our corporate headquarters in Beaumont, Texas, due to Hurricane Rita in September 2005, and Hurricanes Gustav and Ike in September 2008. While we were displaced, our store, distribution and service operations that were not impacted by the hurricane continued to have normal system availability and functionality.

Competition

According to *Twice*, total industry manufacturer sales of home appliances and consumer electronics products in the United States, including imports, to the top 100 dealers were estimated to be $23.8 billion and $124.9 billion, respectively, in 2007. The retail home appliance market is large and concentrated among a few major suppliers. Sears has historically been the leader in the retail home appliance market, with a market share among the top 100 retailers of approximately 37% in 2006 and 35% in 2007. The consumer electronics market is highly fragmented. We estimate that the two largest consumer electronics superstore chains accounted for approximately 36% of the total electronics sales attributable to the 100 largest retailers in 2007. However, new entrants in both industries have been successful in gaining market share by offering similar product selections at lower prices.

As reported by *Twice*, based upon revenue in 2007, we were the 9th largest retailer of home appliances and the 41st largest retailer of consumer electronics. Our competitors include national mass merchants such

as Sears and Wal-Mart, specialized national retailers such as Best Buy, home improvement stores such as Lowe's and Home Depot, and locally-owned regional or independent retail specialty stores. The availability and convenience of the Internet is increasing as a competitive factor in our industry.

We compete primarily based on enhanced customer service through our unique sales force training and product knowledge, next day delivery capabilities, proprietary in-house credit program, guaranteed low prices and product repair service.

Regulation

The extension of credit to consumers is a highly regulated area of our business. Numerous federal and state laws impose disclosure and other requirements on the origination, servicing and enforcement of credit accounts. These laws include, but are not limited to, the Federal Truth in Lending Act, Equal Credit Opportunity Act and Federal Trade Commission Act. State laws impose limitations on the maximum amount of finance charges that we can charge and also impose other restrictions on consumer creditors, such as us, including restrictions on collection and enforcement. We routinely review our contracts and procedures to ensure compliance with applicable consumer credit laws. Failure on our part to comply with applicable laws could expose us to substantial penalties and claims for damages and, in certain circumstances, may require us to refund finance charges already paid and to forego finance charges not yet paid under non-complying contracts. We believe that we are in substantial compliance with all applicable federal and state consumer credit and collection laws.

Our sale of credit life, credit disability, credit involuntary unemployment and credit property insurance products is also highly regulated. State laws currently impose disclosure obligations with respect to our sales of credit and other insurance products similar to those required by the Federal Truth in Lending Act, impose restrictions on the amount of premiums that we may charge and require licensing of certain of our employees and operating entities. We believe we are in substantial compliance with all applicable laws and regulations relating to our credit insurance business.

Employees

As of January 31, 2009, we had approximately 3,120 full-time employees and 115 part-time employees, of which approximately 1,350 were sales personnel. We offer a comprehensive benefits package including health, life, short and long term disability, and dental insurance coverage as well as a 401(k) plan, employee stock purchase plan, paid vacation and holiday pay, for eligible employees. None of our employees are covered by collective bargaining agreements and we believe our employee relations are good. Conn's has a formal dispute resolution plan that requires mandatory arbitration for employment related issues.

Tradenames and Trademarks

We have registered the trademarks "Conn's" and our logos.

Available Information

We are subject to reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, and its rules and regulations. The Exchange Act requires us to file reports, proxy and other information statements and other information with the Securities and Exchange Commission (SEC). Copies of these reports, proxy statements and other information can be inspected and copied at the SEC Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also obtain these materials electronically by accessing the SEC's home page on the internet at www.sec.gov.

Our board has adopted a code of business conduct and ethics for our employees, a code of ethics for our chief executive officer and senior financial professionals and a code of business conduct and ethics for our board of directors. A copy of these codes are published on our website at www.conns.com under "Investor Relations." We intend to make all required disclosures concerning any amendments to, or waivers from, these codes on our website. In addition, we make available, free of charge on our internet website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file this material with, or furnish it to, the SEC. You

may review these documents, under the heading "Conn's Investor Relations," by accessing our website at www.conns.com.

ITEM 1A. RISK FACTORS.

An investment in our common stock involves risks and uncertainties. You should consider carefully the following information about these risks and uncertainties before buying shares of our common stock. The occurrence of any of the risks described below could adversely affect our business prospects, financial condition or results of operations. In that case, the trading price of our stock could decline, and you could lose all or part of the value of your investment.

Our success depends on our ability to open and operate profitably new stores in existing, adjacent and new geographic markets.

While we have no new store openings planned currently, we expect to continue our expansion in the future. Future new stores that we open may not be profitable or meet our goals. Any of these circumstances could have a material adverse effect on our financial results. There are a number of factors that could affect our ability to open and operate new stores consistent with our business plan, including:

- competition in existing, adjacent and new markets;
- competitive conditions, consumer tastes and discretionary spending patterns in adjacent and new markets that are different from those in our existing markets;
- a lack of consumer demand for our products or financing programs at levels that can support new store growth;
- inability to make customer financing programs available that allow consumer to purchase products at levels that can support new store growth;
- limitations created by covenants and conditions under our credit facilities and our asset-backed securitization program;
- the availability of additional financial resources;
- the substantial outlay of financial resources required to open new stores and the possibility that we may recognize little or no related benefit;
- an inability or unwillingness of vendors to supply product on a timely basis at competitive prices;
- the failure to open enough stores in new markets to achieve a sufficient market presence;
- the inability to identify suitable sites and to negotiate acceptable leases for these sites;
- unfamiliarity with local real estate markets and demographics in adjacent and new markets;
- problems in adapting our distribution and other operational and management systems to an expanded network of stores;
- difficulties associated with the hiring, training and retention of additional skilled personnel, including store managers; and
- higher costs for print, radio and television advertising.

These factors may also affect the ability of any newly opened stores to achieve sales and profitability levels comparable with our existing stores or to become profitable at all.

If we are unable to manage our growing business, our revenues may not increase as anticipated, our cost of operations may rise and our profitability may decline.

We face many business risks associated with growing companies, including the risk that our management, financial controls and information systems will be inadequate to support our planned expansion. Our growth plans will require management to expend significant time and effort and additional resources to ensure the continuing adequacy of our financial controls, operating procedures, information systems, product purchasing, warehousing and distribution systems and employee training programs. We cannot predict whether we will be able to manage effectively these increased demands or respond on a timely basis to the changing demands that our planned expansion will impose on our management, financial controls and information systems. If we fail to manage successfully the challenges our growth poses, do not continue to improve these systems and controls or encounter unexpected difficulties during our expansion, our business, financial condition, operating results or cash flows could be materially adversely affected.

The inability to obtain funding for our credit operations through securitization facilities or other sources may adversely affect our business and expansion plans.

We finance our customer receivables through asset-backed securitization facilities and an asset based loan facility that together provide $660 million in financing commitments, as of January 31, 2009. The securitization facilities provide two separate series of asset-backed notes that allowed us, as of January 31, 2009, to borrow up to $450 million to finance customer receivables. Under each note series, we transfer customer receivables to a qualifying special purpose entity we formed for this purpose, in exchange for cash and subordinated securities. The qualifying special purpose entity, in turn, issues notes collateralized by these receivables that entitle the holders of the notes to participate in certain cash flows from these receivables. The 2002 Series A program is a $300 million variable funding note, of which $292.5 million was drawn as of January 31, 2009. The 2002 Series A program consists of a $100 million 364-day tranche that is up for renewal in August 2009, and a $200 million tranche that is annually renewable, at our option, until September 2012. Initial indications are that at least a portion of the $100 million 364-day commitment will not be renewed in August 2009. If that is the case, any borrowings outstanding in excess of any portion of the commitment that is renewed, if any, would be required to be paid down using the proceeds from collections on the receivables portfolio. Our current plan is to reduce the balance outstanding under this commitment before the maturity date. As such, we will fund new receivables generated using our existing cash flows, borrowings on our asset based loan facility and may be required to obtain new sources of financing to fund growth in our credit operations. The 2006 Series A program consists of $150 million in private bond placements that will require scheduled principal payments beginning in September 2010. These bonds were recently downgraded by the rating agency that originally rated the bonds, which may make it more difficult for us to issue medium-term bonds in the future if the ratings are not subsequently raised. The asset based loan facility is a syndicated revolving bank facility that provides a $210 million of borrowing capacity, of which $84.6 million was drawn, including outstanding letters of credit, as of January 31, 2009, and matures in August 2011.

Our ability to raise additional capital through further securitization transactions or other debt or equity transactions, and to do so on economically favorable terms, depends in large part on factors that are beyond our control.

These factors include:

- conditions in the securities and finance markets generally;
- economic conditions;
- conditions in the markets for securitized instruments, or other debt or equity instruments;
- the credit quality and performance of our customer receivables;
- our overall sales performance and profitability;
- our ability to obtain financial support for required credit enhancement;

- our ability to adequately service our financial instruments;
- the absence of any material downgrading or withdrawal of ratings given to our securities previously issued in securitizations;
- our ability to meet debt covenant requirements; and
- prevailing interest rates.

Our ability to finance customer receivables under our current financing facilities depends on our continued compliance with covenants relating to our business and our customer receivables. If these programs reach their capacity or if availability under the borrowing base calculations is reduced, or otherwise becomes unavailable, and we are unable to arrange substitute securitization facilities or other sources of financing, we may have to limit the amount of credit that we make available through our customer finance programs. This may adversely affect revenues and results of operations. Further, our inability to obtain funding through securitization facilities or other sources may adversely affect the profitability of outstanding accounts under our credit programs if existing customers fail to repay outstanding credit due to our refusal to grant additional credit.

Additionally, the inability of any of the financial institutions providing our financing facilities to fund their commitment could adversely affect our ability to fund our credit programs, capital expenditures and other general corporate needs.

An increase in interest rates may adversely affect our profitability.

The interest rates on our bank credit facility and the 2002 Series A program under our asset-backed securitization facility fluctuate up or down based upon the LIBOR rate, the prime rate of our administrative agent or the federal funds rate in the case of the bank credit facility and the commercial paper rate in the case of the 2002 Series A program. Additionally, the level of interest rates in the market in general will impact the interest rate on medium-term notes issued under our asset-backed securitization facility or other debt instruments issued, if any. To the extent that such rates increase, the fair value of our interests in securitized assets could decline and our interest expense could increase, which may result in a decrease in our profitability.

We have significant future capital needs which we may be unable to fund, and we may need additional funding sooner than currently anticipated.

We will need substantial capital to finance our future expansion plans, including funds for capital expenditures, pre-opening costs and initial operating losses related to new store openings, and growth in the accounts receivable portfolio. We may not be able to obtain additional financing on acceptable terms. If adequate funds are not available, we will have to curtail projected growth, which could materially adversely affect our business, financial condition, operating results or cash flows.

We estimate that capital expenditures during fiscal 2010 will be approximately $10 million to $15 million and that capital expenditures during future years may exceed this amount. Our capital expenditure plan for 2010 could increase, depending the availability of capital to fund new store openings and accounts receivable portfolio growth. We expect that cash provided by operating activities and available borrowings under our credit facilities will be sufficient to fund our operations, store expansion and updating activities and capital expenditure programs for at least 12 months. However, this may not be the case. We may be required to seek additional capital earlier than anticipated if future cash flows from operations fail to meet our expectations and costs or capital expenditures exceed anticipated amounts.

A decrease in our credit sales or a decline in credit quality could lead to a decrease in our product sales and profitability.

In the last three fiscal years, we financed, on average, approximately 61% of our retail sales through our internal credit programs. Our ability to provide credit as a financing alternative for our customers depends on many factors, including the quality of our accounts receivable portfolio. Payments on some of our credit accounts become delinquent from time to time, and some accounts end up in default, due to several factors, such as general and local economic conditions, including the impact of rising interest rates and unemployment rates. As we expand into new markets, we will obtain new credit accounts that may present a higher risk than our existing credit accounts since new credit customers do not have an established credit history with us. A general decline in the quality of our accounts receivable portfolio could lead to a reduction of available credit provided through our finance operations, if the advance rates used or eligible receivable balances included in the borrowing base calculations are reduced, and thus our funding available to finance new receivables is reduced. As a result, if we are required to reduce the amount of credit we grant to our customers, we might sell fewer products, which could adversely affect our earnings. Further, because approximately 58% of our credit customers make their credit account payments in our stores, any decrease in credit sales could reduce traffic in our stores and lower our revenues. A decline in the credit quality of our credit accounts could also cause an increase in our credit losses, which could result in a decrease in our securitization income or increase the provision for bad debts on our statement of operations and result in an adverse effect on our earnings. A decline in credit quality could also lead to stricter underwriting criteria which might have a negative impact on sales.

A downturn in the economy may affect consumer purchases of discretionary items, which could reduce our net sales or profit margins.

A portion of our sales represent discretionary spending by our customers. Many factors affect spending, including regional or world events, war, conditions in financial markets, general business conditions, interest rates, inflation, energy and gasoline prices, consumer debt levels, the availability of consumer credit, taxation, unemployment trends and other matters that influence consumer confidence and spending. Our customers' purchases of discretionary items, including our products, could decline during periods when disposable income is lower or periods of actual or perceived unfavorable economic conditions. If this occurs, our net sales and profitability could decline.

While we have benefited recently from our operations being concentrated in the Texas, Louisiana and Oklahoma region, recent turmoil in the national economy, including instability in the financial markets, declining consumer confidence and falling oil prices will present significant challenges to our operations in the coming quarters. Specifically, future sales volumes, gross profit margins and credit portfolio performance could be negatively impacted, and thus negatively impact our overall profitability and liquidity.

We face significant competition from national, regional, local and Internet retailers of home appliances and consumer electronics.

The retail market for consumer electronics is highly fragmented and intensely competitive and the market for home appliances is concentrated among a few major dealers. We currently compete against a diverse group of retailers, including national mass merchants such as Sears, Wal-Mart, Target, Sam's Club and Costco, specialized national retailers such as Best Buy, home improvement stores such as Lowe's and Home Depot, and locally-owned regional or independent retail specialty stores that sell home appliances and consumer electronics similar, and often identical, to those we sell. We also compete with retailers that market products through store catalogs and the Internet. In addition, there are few barriers to entry into our current and contemplated markets, and new competitors may enter our current or future markets at any time.

We may not be able to compete successfully against existing and future competitors. Some of our competitors have financial resources that are substantially greater than ours and may be able to purchase inventory at lower costs and better sustain economic downturns. As a result, our sales may decline if we cannot offer competitive prices to our customers or we may be required to accept lower profit margins. Our competitors may respond more quickly to new or emerging technologies and may have greater resources to devote to promotion and sale of products and services. If two or more competitors consolidate their businesses or enter into strategic partnerships, they may be able to compete more effectively against us.

Our existing competitors or new entrants into our industry may use a number of different strategies to compete against us, including:

- expansion by our existing competitors or entry by new competitors into markets where we currently operate;
- the decreased size of flat-panel televisions allowing new entrants to display and sell the product;
- lower pricing;
- aggressive advertising and marketing;
- extension of credit to customers on terms more favorable than we offer;
- larger store size, which may result in greater operational efficiencies, or innovative store formats; and
- adoption of improved retail sales methods.

Competition from any of these sources could cause us to lose market share, revenues and customers, increase expenditures or reduce prices, any of which could have a material adverse effect on our results of operations.

If new products are not introduced or consumers do not accept new products, our sales may decline.

Our ability to maintain and increase revenues depends to a large extent on the periodic introduction and availability of new products and technologies. We believe that the introduction and continued growth in consumer acceptance of new products, such as digital Blu-ray players and digital, high-definition televisions, will have a significant impact on our ability to increase revenues. These products are subject to significant technological changes and pricing limitations and are subject to the actions and cooperation of third parties, such as movie distributors and television and radio broadcasters, all of which could affect the success of these and other new consumer electronics technologies. It is possible that new products will never achieve widespread consumer acceptance.

If we fail to anticipate changes in consumer preferences, our sales may decline.

Our products must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to change. Our success depends upon our ability to anticipate and respond in a timely manner to trends in consumer preferences relating to home appliances and consumer electronics. If we fail to identify and respond to these changes, our sales of these products may decline. In addition, we often make commitments to purchase products from our vendors up to six months in advance of proposed delivery dates. Significant deviation from the projected demand for products that we sell may have a material adverse effect on our results of operations and financial condition, either from lost sales or lower margins due to the need to reduce prices to dispose of excess inventory.

A disruption in our relationships with, or in the operations of, any of our key suppliers could cause our sales to decline.

The success of our business and growth strategies depends to a significant degree on our relationships with our suppliers, particularly our brand name suppliers such as General Electric, Whirlpool, Electrolux, Frigidaire, Friedrich, Maytag, LG, Mitsubishi, Samsung, Sony, Toshiba, Bose, Canon, JVC, Serta, Simmons, Spring Air, Ashley, Lane, Broyhill, Franklin, Hewlett Packard, Compaq, Poulan, Husqvarna and Toro. We do not have long term supply agreements or exclusive arrangements with the majority of our vendors. We typically order our inventory and repair parts through the issuance of individual purchase orders to vendors. We also rely on our suppliers for cooperative advertising support. We may be subject to rationing by suppliers with respect to a number of limited distribution items. In addition, we rely heavily on a relatively small number of suppliers. Our top five suppliers represented 56.9% of our purchases for fiscal 2009, and the top two suppliers represented approximately 30.8% of our total purchases. The loss of any one or more of these key vendors or failure to establish and maintain relationships with these and other vendors, and limitations on the availability of inventory or repair parts could have a material adverse effect on our results of operations and financial condition. If one of our vendors were to go out of business, it could have a material adverse effect on our results of operations and financial condition if it is unable to fund amounts due to us, including payments due for returns of product and warranty claims.

Our ability to enter new markets successfully depends, to a significant extent, on the willingness and ability of our vendors to supply merchandise to additional warehouses or stores. If vendors are unwilling or unable to supply some or all of their products to us at acceptable prices in one or more markets, our results of operations and financial condition could be materially adversely affected.

Furthermore, we rely on credit from vendors to purchase our products. As of January 31, 2009, we had $57.8 million in accounts payable and $96.0 million in merchandise inventories. A substantial change in credit terms from vendors or vendors' willingness to extend credit to us, including providing inventory under consignment arrangements, would reduce our ability to obtain the merchandise that we sell, which could have a material adverse effect on our sales and results of operations.

Our vendors also supply us with marketing funds and volume rebates. If our vendors fail to continue these incentives it could have a material adverse effect on our sales and results of operations.

You should not rely on our comparable store sales as an indication of our future results of operations because they fluctuate significantly.

Our historical same store sales growth figures have fluctuated significantly from quarter to quarter. For example, same store sales growth for each of the quarters of fiscal 2009 were 1.0%, -1.4%, -5.8%, and 12.5%, respectively. A number of factors have historically affected, and will continue to affect, our comparable store sales results, including:

- changes in competition;
- general economic conditions;
- new product introductions;
- consumer trends;
- changes in our merchandise mix;
- changes in the relative sales price points of our major product categories;
- ability to offer credit programs attractive to our customers;
- the impact of our new stores on our existing stores, including potential decreases in existing stores' sales as a result of opening new stores;
- weather conditions in our markets;
- timing of promotional events;
- timing, location and participants of major sporting events; and
- our ability to execute our business strategy effectively.

Changes in our quarterly and annual comparable store sales results could cause the price of our common stock to fluctuate significantly.

Because we experience seasonal fluctuations in our sales, our quarterly results will fluctuate, which could adversely affect our common stock price.

We experience seasonal fluctuations in our net sales and operating results. In fiscal 2009, we generated 30.5% of our net sales and 49.1% of our net income in the fiscal quarter ended January 31 (which included the holiday selling season). We also incur significant additional expenses during this fiscal quarter due to higher purchase volumes and increased staffing. If we miscalculate the demand for our products generally or for our product mix during the fiscal quarter ending January 31, our net sales could decline, resulting in excess inventory or increased sales discounts to sell excess inventory, which could harm our financial performance. A shortfall in expected net sales, combined with our significant additional expenses during this fiscal quarter, could cause a significant decline in our operating results. This could adversely affect our common stock price.

Our business could be adversely affected by changes in consumer protection laws and regulations.

Federal and state consumer protection laws and regulations, such as the Fair Credit Reporting Act, limit the manner in which we may offer and extend credit. Since we finance a substantial portion of our sales, any adverse change in the regulation of consumer credit could adversely affect our total revenues and gross margins. For example, new laws or regulations could limit the amount of interest or fees that may be charged on consumer credit accounts or restrict our ability to collect on account balances, which would have a material adverse effect on our earnings. Compliance with existing and future laws or regulations could require us to make material expenditures, in particular personnel training costs, or otherwise adversely affect our business or financial results. Failure to comply with these laws or regulations, even if inadvertent, could result in negative publicity, fines or additional licensing expenses, any of which could have an adverse effect on our results of operations and stock price.

Pending litigation relating to the sale of credit insurance and the sale of service maintenance agreements in the retail industry could adversely affect our business.

We understand that states' attorneys general and private plaintiffs have filed lawsuits against other retailers relating to improper practices conducted in connection with the sale of credit insurance in several jurisdictions around the country. We offer credit insurance in all of our stores and require the customer to purchase property insurance from us or from a third party provider, at their election, in connection with sales of merchandise on installment credit; therefore, similar litigation could be brought against us. While we believe we are in full compliance with applicable laws and regulations, if we are found liable in any future lawsuit regarding credit insurance or service maintenance agreements, we could be required to pay substantial damages or incur substantial costs as part of an out-of-court settlement, either of which could have a material adverse effect on our results of operations and stock price. Recently, the Texas Attorney General initiated a civil investigative review under the Texas Deceptive Trade Practices and Consumer Protection Act regarding our service maintenance agreement business activities. An adverse judgment or any negative publicity associated with our service maintenance agreements or any potential credit insurance litigation could also affect our reputation, which could have a negative impact on sales.

If we lose key management or are unable to attract and retain the qualified sales and credit granting and collection personnel required for our business, our operating results could suffer.

Our future success depends to a significant degree on the skills, experience and continued service of our key executives or the identification of suitable successors for them. If we lose the services of any of these individuals, or if one or more of them or other key personnel decide to join a competitor or otherwise compete directly or indirectly with us, and we are unable to identify a suitable successor, our business and operations could be harmed, and we could have difficulty in implementing our strategy. In addition, as our business grows, we will need to locate, hire and retain additional qualified sales personnel in a timely manner and develop, train and manage an increasing number of management level sales associates and other employees. Additionally, if we are unable to attract and retain qualified credit granting and collection personnel, our ability to perform quality underwriting of new credit transactions or maintain workloads for our collections personnel at a manageable level, our operations could be adversely impacted and result in higher delinquency and net charge-offs on our credit portfolio. Competition for qualified employees could require us to pay higher wages to attract a sufficient number of employees, and increases in the federal minimum wage or other employee benefits costs could increase our operating expenses. If we are unable to attract and retain personnel as needed in the future, our net sales growth and operating results could suffer.

Because our stores are located in Texas, Louisiana and Oklahoma, we are subject to regional risks.

Our 75 stores are located exclusively in Texas, Louisiana and Oklahoma. This subjects us to regional risks, such as the economy, weather conditions, hurricanes and other natural disasters. If the region suffered an economic downturn or other adverse regional event, there could be an adverse impact on our net sales and profitability and our ability to implement our planned expansion program. Several of our competitors operate stores across the United States and thus are not as vulnerable to the risks of operating in one region.

Our information technology infrastructure is vulnerable to damage that could harm our business.

Our ability to operate our business from day to day, in particular our ability to manage our credit operations and inventory levels, largely depends on the efficient operation of our computer hardware and software systems. We use management information systems to track inventory information at the store level, communicate customer information, aggregate daily sales information and manage our credit portfolio. These systems and our operations are subject to damage or interruption from:

- power loss, computer systems failures and Internet, telecommunications or data network failures;
- operator negligence or improper operation by, or supervision of, employees;
- physical and electronic loss of data or security breaches, misappropriation and similar events;
- computer viruses;
- intentional acts of vandalism and similar events; and
- hurricanes, fires, floods and other natural disasters.

The software that we have developed to use in our daily operations may contain undetected errors that could cause our network to fail or our expenses to increase. Any failure due to any of these causes, if it is not supported by our disaster recovery plan, could cause an interruption in our operations and result in reduced net sales and profitability.

If we are unable to maintain our insurance licenses in the states we operate, our profitability could suffer.

We derive a significant portion of our revenues and operating income from the sale of various insurance products to our customers. These products include credit insurance, service maintenance agreements and product replacement policies. If for any reason we were unable to maintain our insurance licenses in the states we operate our operating results could suffer.

If we are unable to maintain our current insurance coverage for our service maintenance agreements, our customers could incur additional costs and our repair expenses could increase, which could adversely affect our financial condition and results of operations.

There are a limited number of insurance carriers that provide coverage for our service maintenance agreements. If insurance becomes unavailable from our current carriers for any reason, we may be unable to provide replacement coverage on the same terms, if at all. Even if we are able to obtain replacement coverage, higher premiums could have an adverse impact on our profitability if we are unable to pass along the increased cost of such coverage to our customers. Inability to obtain insurance coverage for our service maintenance agreements could cause fluctuations in our repair expenses and greater volatility of earnings.

If we are unable to maintain group credit insurance policies from insurance carriers, which allow us to offer their credit insurance products to our customers purchasing on credit, our revenues could be reduced and bad debts might increase.

There are a limited number of insurance carriers that provide credit insurance coverage for sale to our customers. If credit insurance becomes unavailable for any reason we may be unable to offer replacement coverage on the same terms, if at all. Even if we are able to obtain replacement coverage, it may be at higher rates or reduced coverage, which could affect the customer acceptance of these products, reduce our revenues or increase our credit losses.

Changes in premium and commission rates allowed by regulators on our credit insurance and service maintenance agreements as allowed by the laws and regulations in the states in which we operate could affect our revenues.

We derive a significant portion of our revenues and operating income from the sale of various insurance products to our customers. These products include credit insurance and service maintenance agreements. If the rate we are allowed to charge on those products declines, our operating results could suffer.

Changes in trade regulations, currency fluctuations and other factors beyond our control could affect our business.

A significant portion of our inventory is manufactured overseas and in Mexico. Changes in trade regulations, currency fluctuations or other factors beyond our control may increase the cost of items we purchase or create shortages of these items, which in turn could have a material adverse effect on our results of operations and financial condition. Conversely, significant reductions in the cost of these items in U.S. dollars may cause a significant reduction in the retail prices of those products, resulting in a material adverse effect on our sales, margins or competitive position. In addition, commissions earned on both our credit insurance and service maintenance agreement products could be adversely affected by changes in statutory premium rates, commission rates, adverse claims experience and other factors.

We may be unable to protect our intellectual property rights, which could impair our name and reputation.

We believe that our success and ability to compete depends in part on consumer identification of the name "Conn's." We have registered the trademarks "Conn's" and our logo. We intend to protect vigorously our trademark against infringement or misappropriation by others. A third party, however, could attempt to misappropriate our intellectual property in the future. The enforcement of our proprietary rights through litigation could result in substantial costs to us that could have a material adverse effect on our financial condition or results of operations.

Failure to protect the security of our customer's information could expose us to litigation, judgments for damages and undermine the trust placed with us by our customers.

We capture, transmit, handle and store sensitive information, which involves certain inherent security risks. Such risks include, among other things, the interception of by persons outside the Company or by our own employees. While we believe we have taken appropriate steps to protect confidential information, there can be no assurance that we can prevent the compromise of our customers' data or other confidential information. If such a breach should occur at Conn's, it could have a severe negative impact on our business and results of operations.

Any changes in the tax laws of the states in which we operate could affect our state tax liabilities. Additionally, beginning operations in new states could also affect our state tax liabilities.

As we experienced in fiscal year 2008 with the change in the Texas tax law, legislation could be introduced at any time that changes our state tax liabilities in a way that has an adverse impact on our results of operations. The Texas margin tax increased our effective rate from approximately 35.3%, before its introduction, to 38.1% in fiscal year 2009. Our recent commencement of operations in Oklahoma and the potential to enter new states in the future could adversely affect our results of operations, dependent upon the tax laws in place in those states.

Significant volatility in oil and gasoline prices could affect our customers' determination to drive to our stores, and cause us to raise our delivery charges.

Significant volatility in oil and gasoline prices could adversely affect our customers' shopping decisions and patterns. We rely heavily on our internal distribution system and our next day delivery policy to satisfy our customers' needs and desires, and increases in oil and gasoline prices could result in increased distribution charges. Such increases may not significantly affect our competitors.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

The following summarizes the geographic location of our stores, warehouse and distribution centers and corporate facilities by major market area:

Geographic Location	No. of Locations	Leased Facilities	Total Square Feet	Storage Square Feet	Leases With Options Expiring Beyond 10 Years
Golden Triangle District (1)…………………	6	6	189,531	40,655	5
Louisiana District……………………………	5	5	148,628	38,394	4
Houston District……………………………	23	21	583,962	99,474	17
San Antonio/Austin District…………………	14	14	427,372	83,434	14
Corpus Christi………………………………	2	1	92,149	23,619	1
South Texas…………………………………	3	3	91,697	15,484	3
Oklahoma District…………………………..	3	3	87,216	18,969	3
Dallas District………………………………	19	17	557,801	98,059	17
Store Totals………………………………	75	70	2,178,356	418,088	64
Warehouse/Distribution Centers…………	7	5	753,314	753,314	1
Service Centers……………………………	5	3	162,603	162,603	1
Corporate Offices …………………………	2	2	146,783	30,000	1
Total ………………………………………	89	80	3,241,056	1,364,005	67

(1) Includes one store in Lake Charles, Louisiana.

ITEM 3. LEGAL PROCEEDINGS.

We are involved in routine litigation incidental to our business from time to time. We do not expect the outcome of any of the routine litigation to have a material effect on our financial condition or results of operation. However, the results of their proceedings cannot be predicted with certainty, and changes in facts and circumstances could impact our estimate of reserves for litigation.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There were no matters submitted to a vote of security holders during the fourth quarter of fiscal 2009.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

What is the principal market for our common stock?

The principal market for our common stock is the NASDAQ Global Select Market. Our common stock is listed on the NASDAQ Global Select Market under the symbol "CONN." Information regarding the high and low sales prices for our common stock for each quarterly period within the two most recent fiscal years as reported on NASDAQ is summarized as follows:

	High	Low
Quarter ended April 30, 2007	$ 28.27	$ 22.66
Quarter ended July 31, 2007	$ 32.19	$ 24.35
Quarter ended October 31, 2007	$ 28.54	$ 19.60
Quarter ended January 31, 2008	$ 25.87	$ 14.05
Quarter ended April 30, 2008	$ 20.27	$ 11.50
Quarter ended July 31, 2008	$ 19.00	$ 13.64
Quarter ended October 31, 2008	$ 25.27	$ 10.49
Quarter ended January 31, 2009	$ 13.66	$ 4.64

How many common stockholders do we have?

As of March 16, 2009, we had approximately 51 common stockholders of record and an estimated 4,000 beneficial owners of our common stock.

Did we declare any cash dividends in fiscal 2008 or fiscal 2009?

No cash dividends were paid in fiscal 2008 or 2009. We do not anticipate paying dividends in the foreseeable future. Any future payment of dividends will be at the discretion of the Board of Directors and will depend upon our results of operations, financial condition, cash requirements and other factors deemed relevant by the Board of Directors, including the terms of our indebtedness. Provisions in agreements governing our long-term indebtedness restrict the amount of dividends that we may pay to our stockholders. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources.”

Has the Company had any sales of unregistered securities during the last year?

The Company has had no sales of unregistered securities during fiscal 2009.

Has the Company purchased any of its securities during the past quarter?

On August 25, 2006, we announced that our Board of Directors had authorized a common stock repurchase program, permitting us to purchase, from time to time, in the open market and in privately negotiated transactions, up to an aggregate of $50.0 million of our common stock, dependent on market conditions and the price of the stock. No repurchases were made during the year ended January 31, 2009, and our board of directors has terminated the repurchase program.

ITEM 6. SELECTED FINANCIAL DATA.

	Year Ended January 31,				
	2005	2006	2007	2008	2009
	(dollars and shares in thousands, except per share amounts)				
				(A)	(B)
Statement of Operations:					
Total revenues	$565,821	$701,148	$760,657	$824,128	$890,750
Operating expense:					
Cost of goods sold, including warehousing and occupancy cost	339,887	427,843	473,064	517,166	590,061
Selling, general and administrative expense	173,349	208,259	224,979	245,317	253,813
Provision for bad debts	2,589	1,133	1,476	1,908	4,273
Total operating expense	515,825	637,235	699,519	764,391	848,147
Operating income	49,996	63,913	61,138	59,737	42,603
Interest (income) expense, net and minority interest	2,477	400	(676)	(515)	961
Other (income) expense	126	69	(772)	(943)	117
Earnings before income taxes	47,393	63,444	62,586	61,195	41,525
Provision for income taxes	16,706	22,341	22,275	21,509	15,833
Net income	$30,687	$41,103	$40,311	$39,686	$25,692
Earnings per common share:					
Basic	$1.32	$1.76	$1.70	$1.71	$1.15
Diluted	$1.30	$1.71	$1.66	$1.68	$1.14
Average common shares outstanding:					
Basic	23,192	23,412	23,663	23,193	22,413
Diluted	23,646	24,088	24,289	23,673	22,577
Other Financial Data:					
Stores open at end of period	50	56	62	69	76
Same store sales growth (1)	3.6%	16.9%	3.6%	3.2%	2.0%
Inventory turns (2)	5.9	6.1	5.7	5.7	6.0
Gross margin percentage (3)	39.9%	39.0%	37.8%	37.2%	33.8%
Operating margin (4)	8.8%	9.1%	8.0%	7.2%	4.8%
Ratio of earnings to fixed charges (5)	6.0	8.1	7.4	6.6	3.9
Return on average equity (6)	22.2%	17.7%	14.7%	13.3%	8.0%
Capital expenditures	$19,619	$18,490	$18,425	$18,955	$17,597
Balance Sheet Data:					
Working capital	$156,006	$190,073	$220,740	$233,773	$279,071
Total assets	276,716	355,617	389,947	382,852	516,338
Total debt	10,532	136	198	119	62,917
Total stockholders' equity	208,734	255,861	292,528	304,418	334,150

(1) Same store sales growth is calculated by comparing the reported sales by store for all stores that were open throughout a period to reported sales by store for all stores that were open throughout the prior period. Sales from closed stores have been removed from each period. Sales from relocated stores have been included in each period because each such store was relocated within the same general geographic market. Sales from expanded stores have been included in each period.

(2) Inventory turns are defined as the cost of goods sold, excluding warehousing and occupancy cost, divided by the average product inventory balance, excluding consigned goods.

(3) Gross margin percentage is defined as total revenues less cost of goods and parts sold, including warehousing and occupancy cost, divided by total revenues.

(4) Operating margin is defined as operating income divided by total revenues.

(5) Ratio of earning to fixed charges is calculated as income before income taxes plus fixed charges, divided by fixed charges. Fixed charges consist of the sum of interest expensed and capitalized, amortized premiums, discounts and capitalized expenses related to indebtedness and an estimate of the interest within rental expense.

(6) Return on average equity is calculated as current period net income divided by the average of the beginning and ending equity.

(A) Fiscal 2008 revenues, and operating, pretax and net income were impacted by a non-cash fair value adjustment of $4.8 million which reduced the fair value of our interests in securitized assets.

(B) Fiscal 2009 revenues, and operating, pretax and net income were impacted by a non-cash fair value adjustment of $24.5 million which reduced the fair value of our interests in securitized assets.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Statements

This report contains forward-looking statements. We sometimes use words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "project" and similar expressions, as they relate to us, our management and our industry, to identify forward-looking statements. Forward-looking statements relate to our expectations, beliefs, plans, strategies, prospects, future performance, anticipated trends and other future events. We have based our forward-looking statements largely on our current expectations and projections about future events and financial trends affecting our business. Actual results may differ materially. Some of the risks, uncertainties and assumptions about us that may cause actual results to differ from these forward-looking statements include, but are not limited to:

- the success of our growth strategy and plans regarding opening new stores and entering adjacent and new markets, including our plans to continue expanding into existing markets;
- our ability to open and profitably operate new stores in existing, adjacent and new geographic markets;
- our intention to update or expand existing stores;
- our ability to introduce additional product categories;
- our ability to obtain capital for required capital expenditures and costs related to the opening of new stores or to update or expand existing stores;
- our ability to fund our operations, capital expenditures, debt repayment and expansion from cash flows from operations, borrowings from our revolving line of credit and proceeds from securitizations, and proceeds for accessing debt or equity markets;
- our ability and our QSPE's ability to obtain additional funding for the purpose of funding the receivables generated by us, including limitations on the ability of the QSPE to obtain financing through its commercial paper-based funding sources and its ability to maintain the current credit rating issued by a recognized statistical rating organization;
- our ability and our QSPE's ability to meet debt covenant requirements;
- the cost or terms of any renewed or replacement credit facilities;
- the effect of rising interest rates that could increase our cost of borrowing or reduce securitization income;
- the effect of rising interest rates on sub-prime mortgage borrowers that could impair our customers' ability to make payments on outstanding credit accounts;
- our inability to make customer financing programs available that allow consumers to purchase products at levels that can support our growth;
- the potential for deterioration in the delinquency status of the sold or owned credit portfolios or higher than historical net charge-offs in the portfolios could adversely impact earnings;
- technological and market developments, growth trends and projected sales in the home appliance and consumer electronics industry, including, with respect to digital products like Blu-ray players, HDTV, GPS devices, home networking devices and other new products, and our ability to capitalize on such growth;
- the potential for price erosion or lower unit sales points that could result in declines in revenues;

- the effect of changes in oil and gas prices that could adversely affect our customers' shopping decisions and patterns, as well as the cost of our delivery and service operations and our cost of products, if vendors pass on their additional fuel costs through increased pricing for products;
- the ability to attract and retain qualified personnel;
- both the short-term and long-term impact of adverse weather conditions (e.g. hurricanes) that could result in volatility in our revenues and increased expenses and casualty losses;
- changes in laws and regulations and/or interest, premium and commission rates allowed by regulators on our credit, credit insurance and service maintenance agreements as allowed by those laws and regulations;
- our relationships with key suppliers and their ability to provide products at competitive prices and support sales of their products through their rebate and discount programs;
- the adequacy of our distribution and information systems and management experience to support our expansion plans;
- changes in the assumptions used in the valuation of our interests in securitized assets at fair value;
- the potential to record an impairment of our goodwill after completing our required annual assessment, or at any other time that an impairment indicator exists;
- the accuracy of our expectations regarding competition and our competitive advantages;
- changes in our stock price or the number of shares we have outstanding;
- the potential for market share erosion that could result in reduced revenues;
- the accuracy of our expectations regarding the similarity or dissimilarity of our existing markets as compared to new markets we enter;
- general economic conditions in the regions in which we operate; and
- the outcome of litigation or government investigations affecting our business.

Additional important factors that could cause our actual results to differ materially from our expectations are discussed under "Risk Factors" in this Form 10-K. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report might not happen.

The forward-looking statements in this report reflect our views and assumptions only as of the date of this report. We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

All forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements.

General

We intend the following discussion and analysis to provide you with a better understanding of our financial condition and performance in the indicated periods, including an analysis of those key factors that contributed to our financial condition and performance and that are, or are expected to be, the key drivers of our business.

Through our 75 retail stores, we provide products and services to our customers in seven primary market areas, including Houston, San Antonio/Austin, Dallas/Fort Worth, southern Louisiana, Southeast and South Texas and Oklahoma. Products and services offered through retail sales outlets include home

appliances, consumer electronics, home office equipment, lawn and garden products, mattresses, furniture, service maintenance agreements, customer credit programs, including installment and revolving credit account programs, and various credit insurance products. These activities are supported through our extensive service, warehouse and distribution system. Our stores bear the “Conn’s” name, after our founder’s family, and deliver the same products and services to our customers. All of our stores follow the same procedures and methods in managing their operations. The Company’s management evaluates performance and allocates resources based on the operating results of the retail stores and considers the credit programs, service contracts and distribution system to be an integral part of the Company’s retail operations.

Presented below is a diagram setting forth our five cornerstones which represent, in our view, the five components of our sales goal – strong merchandising systems, flexible credit options for our customers, an extensive warehousing and distribution system, a service system to support our customers needs during and beyond the product warranty periods, and our uniquely, well-trained employees in each area. Each of these systems combine to create a “nuts and bolts” support system for our customers needs and desires. Each of these systems is discussed at length in the Business section of this report.

We, of course, derive the majority of our revenues from our product and service maintenance agreement sales. However, unlike many of our competitors, we provide in-house credit options for our customers’ product purchases. In the last three years, we have financed, on average, approximately 61% of our retail sales through these programs. In turn, we finance substantially all of our customer receivables from these credit options through a revolving credit facility and an asset-backed securitization facility. See “Business – Finance Operations” for a detailed discussion of our in-house credit programs and our sources of funding. As part of our asset-backed securitization facility, we have created a qualifying special purpose entity, which we refer to as the QSPE or the issuer, to purchase customer receivables from us and to issue medium-term and variable funding notes secured by the receivables to finance its acquisition of the receivables. We transfer eligible receivables, consisting of retail installment and revolving account receivables extended to our customers, to the issuer in exchange for cash and subordinated securities. Customer receivables funded by our revolving credit facility are retained on our consolidated balance sheet.

While our warehouse and distribution system does not directly generate revenues, other than the fees paid by our customers for delivery and installation of the products to their homes, it is our extra, “value-added” program that our existing customers have come to rely on, and our new customers are hopefully sufficiently impressed with to become repeat customers. We derive revenues from our repair services on the products we sell. Additionally, acting as an agent for unaffiliated companies, we sell credit insurance to protect our customers from credit losses due to death, disability, involuntary unemployment and damage to the products they have purchased; to the extent they do not already have it.

Executive Overview

This overview is intended to provide an executive level overview of our operations for our fiscal year ended January 31, 2009. A detailed explanation of the changes in our operations for the fiscal year ended January 31, 2009, as compared to the prior year is included beginning under Results of Operations. Our performance during fiscal 2009 was impacted by Hurricanes Gustav and Ike, which made landfall along the Gulf Coast during September 2008, and negatively effected our sales and credit portfolio performance. Following are significant financial items in management's view:

- Our revenues for the fiscal year ended January 31, 2009, increased by 8.1%, or $66.7 million, from fiscal year 2008, to $890.8 million due primarily to product sales growth which drove higher service maintenance agreement commissions. The growth in our total revenues was partially offset by a higher non-cash decrease in the fair value of our interests in securitized assets, which totaled $24.5 million in fiscal 2009, as compared to $4.8 million in fiscal 2008. The fair value adjustments in both periods were driven primarily by the volatile financial market conditions and were not a reflection of the performance of the sold receivables portfolio. Our same store sales growth rate for the fiscal year ended January 31, 2009, was 2.0%, versus 3.2% for fiscal 2008. Additionally, total and same store sales were negatively effected in fiscal 2009 as a result of 144 store-days lost due to Hurricanes Gustav and Ike.

- The addition of stores in our existing Dallas/Fort Worth, Houston, Southeast and South Texas markets and the opening of three stores in Oklahoma had a positive impact on our revenues. We achieved approximately $60.6 million of increases in product sales and service maintenance agreement (SMA) commissions for the year ended January 31, 2009, from the opening of fourteen new stores in these markets since February 2007. We have additional sites under consideration for future development and continue to evaluate our store opening plans for future periods, in light of capital availability.

- Deferred interest and "same as cash" plans continue to be an important part of our sales promotion plans and are utilized to provide a wide variety of financing to enable us to appeal to a broader customer base. For the fiscal year ended January 31, 2009, $155.8 million, or 21.0%, of our product sales were financed by deferred interest and "same as cash" plans. We have been able to reduce the volume of promotional credit as a percent of product sales, as compared to the prior year. For the comparable period in the prior year, product sales financed by deferred interest and "same as cash" sales were $183.1 million, or 27.3%. Our promotional credit programs (same as cash and deferred interest programs), which require monthly payments, are reserved for our highest credit quality customers, thereby reducing the overall risk in the portfolio, and are used primarily to finance sales of our highest margin products. We expect to continue to offer extended term promotional credit in the future.

- Our gross margin was 33.8% for fiscal 2009, a decrease from 37.2% in fiscal 2008, primarily as a result of the $24.5 million reduction in the fair value of our interest in securitized assets in fiscal 2009, as compared to the $4.8 million reduction in the prior year, and reduced gross margin realized on product sales from 24.2% in the year ended January 31, 2008, to 22.0% in fiscal year 2009. The fair value adjustments to our interest in securitized assets accounted for 140 basis points of the decline in total gross margin. The product gross margins were negatively impacted by a highly price competitive retail market.

- Our operating margin decreased to 4.8% in fiscal 2009, from 7.2% in fiscal 2008, primarily as a result of the $24.5 million reduction in the fair value of our interests in securitized assets in fiscal 2009, as compared to the $4.8 million reduction in the prior year. The fair value adjustments to our interest in securitized assets accounted for 190 basis points of the decline in operating margin.
    - In fiscal 2009, SG&A expense as a percent of revenues decreased to 28.5% from 29.8% when compared to the prior year, primarily from decreases in payroll and payroll related expenses as a percent of revenues, as well as reduced advertising expenditures as a percent of revenues. The decrease in our SG&A expense as a percent of revenues was negatively affected by the negative impact of the fair value adjustment on total revenues, with the decrease shown above being reduced by 60 basis points due to the negative impact of

the fair value adjustments on total revenues. Additionally, reductions in certain store operating expenses, including repairs and maintenance and janitorial services contributed to the improvement. Partially offsetting these improvements were increases in utilities, credit data processing and hurricane-related expenses of $1.4 million.

    - The provision for bad debts increased to $4.3 million in fiscal 2009, from $1.9 million in the prior year. This increase is due to an increase in the balance of customer receivables retained on our consolidated balance sheet, as expected, after the completion of our asset-based revolving credit facility in August 2008, and is not the result of higher actual or expected net credit charge-offs on the retained receivables. As opposed to our interests in the customer receivables transferred to the QSPE, which we account for at fair value, we are required to record a reserve for estimated future net credit losses for receivables retained on our consolidated balance sheet, which we estimated to be $3.1 million, based on our historical loss trends.

- Net interest (income) expense has changed from reflecting net interest income in fiscal 2008 to net interest expense in fiscal 2009, due primarily to the increase in customer receivables retained on our consolidated balance sheet. As a result, we have used previously invested cash balances and borrowings under our revolving credit facility to fund the growth in customer receivables retained.

- Other income (expense) declined $1.1 million from fiscal 2009 to fiscal 2008, due to gains recognized on the sales of two properties in fiscal 2008.

- The provision for income taxes was impacted primarily by the effect of the non-cash fair value adjustments on taxes for the state of Texas, which are based on gross margin, instead of income before taxes.

- Our pretax income for fiscal 2009 decreased by 32.1%, or approximately $19.7 million, from fiscal 2008. The decrease was driven primarily by the $24.5 million non-cash reduction in the fair value of our interest in securitized assets recorded in fiscal 2009, which was $19.7 million greater than the $4.8 million non-cash fair value adjustment recorded in the prior year.

- Cash flows used in operations was $42.7 million during fiscal 2009 due primarily to the increased retention of customer receivables on the our consolidated balance sheet. Prior to the completion of the revolving asset-based revolving credit facility in August 2008, virtually all customer receivables were transferred to and funded by our QSPE, resulting in the net cash flow activity from these transactions being reported in cash flows from operating activities. However, for customer receivables retained on our consolidated balance sheet and funded by our revolving credit facility, the increase in accounts receivable is reflected as a use of cash in cash flows from operating activities, and borrowings on our revolving credit facility are reflected in cash flows from financing activities.

Operational Changes and Outlook

We have implemented, continued increased focus on, or modified several initiatives in fiscal 2009 that we believe will positively impact our future operating results, including:

- Increased promotion of flat panel technology in our stores as the price point becomes more affordable for our customers; and

- Increased emphasis on the sale of small electronics, including video game equipment and GPS devices; and

- Increased emphasis on the sales of furniture, and additional product lines added to this category; and

- A thorough review of our staffing and cost structure to ensure we are effectively leveraging the infrastructure in place and that it is sufficient to support our growth plans.

During the year, we opened one new store in the Houston market, two in the Dallas/Fort Worth market, one in McAllen, Texas, one in Lufkin, Texas and two in Oklahoma City, Oklahoma. The Dallas/Fort Worth

market continues to perform at the mid-point of our range of expectations and we believe we have significant upside potential in that market through growth in the existing stores and our intention to continue to expand the number of stores in that market. We have additional sites under consideration for future development and continue to evaluate our store opening plans for future periods, in light of capital availability.

We believe we have benefited and will continue to benefit from the recent closure of one of our major consumer electronics competitors, Circuit City. Because of the success of their liquidation sale during February and early March 2009, the growth of our total product and service maintenance agreement sales has slowed from the pace experienced during the fourth quarter of fiscal 2009. We believe that their closure will bring new customers into our stores, which could change the mix of our product sales and amount of credit we grant in relation to total product sales. Combined with changes we made to tighten our underwriting criteria and increase required down payments, we have seen a reduction in the amount of credit granted as a percentage of sales in recent months. Additionally, as a result of these changes, we have seen the mix between the primary and secondary receivables portfolios shift to a greater proportion of the receivables being in the higher quality primary portfolio over the past two quarters.

While we have benefited recently from our operations being concentrated in the Texas, Louisiana and Oklahoma region, recent turmoil in the national economy, including instability in the financial markets, declining consumer confidence and falling oil prices will present significant challenges to our operations in the coming quarters. Specifically, future sales volumes, gross profit margins and credit portfolio performance could be negatively impacted, and thus impact our overall profitability and liquidity. As a result, while we will strive to grow our market share, maintain consistent credit portfolio performance and reduce expenses, we will also work to maintain our access to the liquidity necessary to maintain our operations through these challenging times.

The consumer electronics industry depends on new products to drive same store sales increases. Typically, these new products, such as LCD, plasma and DLP televisions, Blu-ray players, digital cameras, GPS devices and MP3 players are introduced at relatively high price points that are then gradually reduced as the product becomes more mainstream. To sustain positive same store sales growth, unit sales must increase at a rate greater than the decline in product prices. The affordability of the product helps drive the unit sales growth. However, as a result of relatively short product life cycles in the consumer electronics industry, which limit the amount of time available for sales volume to increase, combined with rapid price erosion in the industry, retailers are challenged to maintain overall gross margin levels and positive same store sales. This has historically been our experience, and we continue to adjust our marketing strategies to address this challenge through the introduction of new product categories and new products within our existing categories. Over the past year, our gross margins have been negatively impacted by price competition on flat panel televisions.

Application of Critical Accounting Policies

In applying the accounting policies that we use to prepare our consolidated financial statements, we necessarily make accounting estimates that affect our reported amounts of assets, liabilities, revenues and expenses. Some of these accounting estimates require us to make assumptions about matters that are highly uncertain at the time we make the accounting estimates. We base these assumptions and the resulting estimates on authoritative pronouncements, historical information and other factors that we believe to be reasonable under the circumstances, and we evaluate these assumptions and estimates on an ongoing basis. We could reasonably use different accounting estimates, and changes in our accounting estimates could occur from period to period, with the result in each case being a material change in the financial statement presentation of our financial condition or results of operations. We refer to accounting estimates of this type as critical accounting estimates. We believe that the critical accounting estimates discussed below are among those most important to an understanding of our consolidated financial statements as of January 31, 2009.

Transfers of Financial Assets. We transfer eligible customer receivables to a QSPE that issues asset-backed securities to third-party lenders using these accounts as collateral, and we continue to service these accounts after the transfer. We recognize the sale of these accounts when we relinquish control of the transferred financial asset in accordance with SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities*, as amended by SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments*. As we transfer the accounts we record an asset representing the fair value of our interest in the cash flows of the QSPE, which is the difference between the interest earned on customer

accounts and the cost associated with financing and servicing the transferred accounts, including an estimate of future net credit losses associated with the transferred accounts, plus our retained interest in the transferred receivables, discounted using a return that we estimate would be expected by a third-party investor. We recognize the income from our interest in these transferred accounts as gains on the transfer of the asset, interest income and servicing fees. This income is recorded as Finance charges and other in our consolidated statements of operations. Additionally, changes in the fair value of our interest are recorded in Finance charges and other. We value our interest in the cash flows of the QSPE at fair value under the provisions of SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, and SFAS No. 157, *Fair Value Measurements*.

We estimate the fair value of our Interests in securitized assets using a discounted cash flow model with most of the inputs used being unobservable inputs. The primary unobservable inputs, which are derived principally from our historical experience, with input from our investment bankers and financial advisors, include the estimated portfolio yield, net credit loss rate, discount rate, payment rate and delinquency rate and reflect our judgments about the assumptions market participants would use in determining fair value. In determining the cost of borrowings, we use current actual borrowing rates, and adjust them, as appropriate, using interest rate futures data from market sources to project interest rates over time. Changes in the assumptions over time, including varying credit portfolio performance, market interest rate changes, market participant risk premiums required, or a shift in the mix of funding sources, could result in significant volatility in the fair value of the Interest in securitized assets, and thus our earnings.

During the twelve months ended January 31, 2009, risk premiums required by market participants on many investments increased as a result of continued volatility in the financial markets. Though we do not anticipate any significant variation in the underlying economics or expected cash flow performance of our securitized credit portfolio, we increased the risk premium included in the discount rate assumption used in the determination of the fair value of our interests in securitized assets to reflect the higher expected risk premiums included in investment returns we believe a market participant would require if purchasing our interests. Based on a review of the changes in market risk premiums during the three months ended April 30, 2008, and discussions with our investment bankers and financial advisors, we estimated that a market participant would require an approximately 300 basis point increase in the required risk premium. After our review for the three months ended October 31, 2008, we estimated that a market participant would require an additional 700 basis point increase in the required risk premium. At the completion of our review for the three months ended January 31, 2009, we estimated that a market participant would require an increase in the required risk premium of approximately 500 basis points, resulting in a weighted average discount rate of 30% at January 31, 2009, as compared to the 16.5% weighted average discount rate assumption used at January 31, 2008. The increase in the discount rate has the effect of deferring income to future periods, but not permanently reducing securitization income or our earnings, assuming no significant variation in the future cash flow performance of the securitized credit portfolio. Additionally, during the three months ended October 31, 2008, as a result of the impact of general economic conditions on other consumer credit portfolios and the impact of Hurricanes Gustav and Ike on our expected net charge-off rate, we increased the weighted average net charge-off rate input that we expect a market participant would use form 3.25% to 4.00%. If a market participant were to require a discount rate that is 10% higher than we estimated in the fair value calculation, the fair value of our Interests in securitized assets would be decreased by an additional $4.4 million as of January 31, 2009. If we had assumed a 10.0% reduction in net interest spread (which might be caused by rising interest rates or reductions in rates charged on the accounts transferred), our Interests in securitized assets and Finance charges and other would have been reduced by $6.6 million as of January 31, 2009. If the assumption used for estimating credit losses was increased by 10%, the impact to Finance charges and other would have been a reduction in revenues and pretax income of $1.8 million as of January 31, 2009.

Revenue Recognition. Revenues from the sale of retail products are recognized at the time the customer takes possession of the product. Such revenues are recognized net of any adjustments for sales incentive offers such as discounts, coupons, rebates, or other free products or services and discounts of promotional credit sales that will extend beyond one year. We sell service maintenance agreements and credit insurance contracts on behalf of unrelated third parties. For contracts where the third parties are the obligors on the contract, commissions are recognized in revenues at the time of sale, and in the case of retrospective commissions, at the time that they are earned. Where we sell service maintenance renewal agreements in which we are deemed to be the obligor on the contract at the time of sale, revenue is recognized ratably, on a straight-line basis, over the term of the service maintenance agreement. These service maintenance agreements are renewal contracts that provide our customers protection against product repair costs arising after the expiration of the manufacturer's warranty and the third party obligor contracts.

These agreements typically range from 12 months to 36 months. These agreements are separate units of accounting under Emerging Issues Task Force No. 00-21, *Revenue Arrangements with Multiple Deliverables*. The amounts of service maintenance renewal agreement revenues deferred at January 31, 2008 and 2009 were $4.4 million and $4.5 million, respectively, and are included in Deferred revenue in the accompanying consolidated balance sheets. The amounts of service maintenance agreement revenue recognized for the fiscal years ended January 31, 2007, 2008 and 2009 were $4.7 million, $5.3 million and $5.7 million, respectively.

Vendor Allowances. We receive funds from vendors for price protection, product rebates (earned upon purchase or sale of product), marketing, training and promotion programs which are recorded on the accrual basis as a reduction to the related product cost or advertising expense, according to the nature of the program. We accrue rebates based on the satisfaction of terms of the program and sales of qualifying products even though funds may not be received until the end of a quarter or year. If the programs are related to product purchases, the allowances, credits or payments are recorded as a reduction of product cost; if the programs are related to product sales, the allowances, credits or payments are recorded as a reduction of cost of goods sold; if the programs are directly related to promotion or marketing of the product, the allowances, credits, or payments are recorded as a reduction of advertising expense in the period in which the expense is incurred. We received $27.2 million, $36.1 million and $46.2 million in vendor allowances during the fiscal year ended January 31, 2007, 2008 and 2009, respectively, of which $7.2 million, $6.6 million and $6.4 million, respectively, represented advertising assistance allowances. Over the past three years we have received funds from approximately 50 vendors, with the terms of the programs ranging between one month and one year.

Goodwill. We perform an assessment annually testing for the impairment of goodwill, or at any other time when impairment indicators exist. While the current market conditions have caused our market capitalization to fall below our book value, based on our annual assessment completed during the fourth quarter of fiscal 2009, we do not believe our goodwill balance is impaired, supported by our recent and expected growth and profitability. Our conclusion was based on the fact that the decline in the market capitalization below book value has been recent and relatively short-term, and the market price of our stock has risen since the low point reached in early December 2008. To support our conclusion we completed a discounted cash flow analysis to estimate the fair value of the Company and compared those results with value indicated by other data available. We used a 14.1% discount rate in the analysis, and that rate could be increased 200 basis points before it would result in a value that indicates that goodwill may be impaired.

Accounting for Leases. The accounting for leases is governed primarily by SFAS No. 13, *Accounting for Leases*. As required by the standard, we analyze each lease, at its inception and any subsequent renewal, to determine whether it should be accounted for as an operating lease or a capital lease. Additionally, monthly lease expense for each operating lease is calculated as the average of all payments required under the minimum lease term, including rent escalations. Generally, the minimum lease term begins with the date we take possession of the property and ends on the last day of the minimum lease term, and includes all rent holidays, but excludes renewal terms that are at our option. Any tenant improvement allowances received are deferred and amortized into income as a reduction of lease expense on a straight line basis over the minimum lease term. The amortization of leasehold improvements is computed on a straight line basis over the shorter of the remaining lease term or the estimated useful life of the improvements. For transactions that qualify for treatment as a sale-leaseback, any gain or loss is deferred and amortized as rent expense on a straight-line basis over the minimum lease term. Any deferred gain would be included in Deferred gain on sale of property and any deferred loss would be included in Other assets on the consolidated balance sheets.

Receivables Not Sold. Accounts receivable not eligible for inclusion in the securitization program are carried on the Company's consolidated balance sheet in Customer accounts receivable. The Company records the amount of principal on those receivables that is expected to be collected within the next twelve months in current assets on its consolidated balance sheet. Those amounts expected to be collected after 12 months are included in non-current assets. Typically, a receivable is considered delinquent if a payment has not been received on the scheduled due date. Generally, an account that is delinquent more than 120 days and for which no payment has been received in the past seven months will be charged-off against the allowance and interest accrued subsequent to the last payment will be reversed. Interest income is accrued using the Rule of 78's method for installment contracts and the simple interest method for revolving charge accounts, and is reflected in Finance charges and other. Typically, interest income is accrued until the contract or account is paid off or charged-off and we provide an allowance for uncollectible interest. Interest income is recognized on our "same as cash" promotion accounts based on our historical experience related

to customers that fail to satisfy the requirements of the interest-free programs. The Company has a secured interest in the merchandise financed by these receivables and therefore has the opportunity to recover a portion of the charged-off value.

Allowance for Doubtful Accounts. We record an allowance for doubtful accounts for our Customer accounts receivable, based on our historical loss experience. The balance in the allowance for doubtful accounts and uncollectible interest for customer receivables was $0.8 million and $3.9 million, at January 31, 2008 and 2009, respectively. If the historical loss rate used to calculate the allowance for doubtful accounts were increased by 10% at January 31, 2009, we would have increased our Provision for bad debts by $0.4 million.

Results of Operations

The following table sets forth certain statement of operations information as a percentage of total revenues for the periods indicated.

	Year ended January 31,		
	2007	2008	2009
Revenues:			
Product sales	82.0 %	81.5 %	83.5 %
Service maintenance agreement commissions (net)	4.0	4.4	4.5
Service revenues	3.0	2.8	2.4
Total net sales	89.0	88.7	90.4
Finance charges and other	11.0	11.9	12.4
Net decrease in fair value	0.0	(0.6)	(2.8)
Total finance charges and other	11.0	11.3	9.6
Total revenues	100.0	100.0	100.0
Cost and expenses:			
Cost of goods sold, including warehousing and occupancy costs	61.3	61.7	65.2
Cost of parts sold, including warehousing and occupancy costs	0.9	1.0	1.1
Selling, general and administrative expense	29.6	29.8	28.5
Provision for bad debts	0.2	0.3	0.4
Total costs and expenses	92.0	92.8	95.2
Operating income	8.0	7.2	4.8
Interest (income) expense	(0.1)	(0.1)	0.1
Other (income) expense	(0.1)	(0.1)	0.0
Earnings before income taxes	8.2	7.4	4.7
Provision for income taxes	2.9	2.6	1.8
Net income	5.3 %	4.8 %	2.9 %

The table above identifies several changes in our operations for the periods presented, including changes in revenue and expense categories expressed as a percentage of revenues. These changes are discussed in the Executive Overview, and in more detail in the discussion of operating results beginning in the analysis below.

The presentation of our gross margins may not be comparable to other retailers since we include the cost of our in-home delivery service as part of selling, general and administrative expense. Similarly, we include the cost of merchandising our products, including amounts related to purchasing the product in selling, general and administrative expense. It is our understanding that other retailers may include such costs as part of cost of goods sold.

The following table presents certain operations information in dollars and percentage changes from year to year:

Analysis of Consolidated Statements of Operations

(in thousands except percentages)

	Year Ended January 31,			2008 vs. 2007 Incr/(Decr)		2009 vs. 2008 Incr/(Decr)	
	2007	2008	2009	Amount	Pct	Amount	Pct
Revenues							
Product sales	$623,959	$671,571	$743,729	$47,612	7.6 %	$72,158	10.7 %
Service maintenance agreement commissions (net)	30,567	36,424	40,199	5,857	19.2	3,775	10.4
Service revenues	22,411	22,997	21,121	586	2.6	(1,876)	(8.2)
Total net sales	676,937	730,992	805,049	54,055	8.0	74,057	10.1
Finance charges and other	83,720	97,941	110,209	14,221	17.0	12,268	12.5
Net decrease in fair value	-	(4,805)	(24,508)	(4,805)	N/A	(19,703)	410.1
Total finance charges and other	83,720	93,136	85,701	9,416	11.2	(7,435)	(8.0)
Total revenues	760,657	824,128	890,750	63,471	8.3	66,622	8.1
Cost and expenses							
Cost of goods and parts sold	473,064	517,166	590,061	44,102	9.3	72,895	14.1
Gross Profit	287,593	306,962	300,689	19,369	6.7	(6,273)	(2.0)
Gross Margin	*37.8%*	*37.2%*	*33.8%*				
Selling, general and administrative expense	224,979	245,317	253,813	20,338	9.0	8,496	3.5
Provision for bad debts	1,476	1,908	4,273	432	29.3	2,365	124.0
Operating income	61,138	59,737	42,603	(1,401)	(2.3)	(17,134)	(28.7)
Operating Margin	*8.0%*	*7.2%*	*4.8%*				
Interest (income) expense	(676)	(515)	961	161	(23.8)	1,476	(286.6)
Other (income) expense	(772)	(943)	117	(171)	22.2	1,060	(112.4)
Pretax Income	62,586	61,195	41,525	(1,391)	(2.2)	(19,670)	(32.1)
Provision for income taxes	22,275	21,509	15,833	(766)	(3.4)	(5,676)	(26.4)
Net Income	$40,311	$39,686	$25,692	($625)	(1.6)%	($13,994)	(35.3)%

Refer to the above Analysis of Consolidated Statements of Operations in condensed form while reading the operations review on a year by year basis.

Year Ended January 31, 2008 Compared to the Year Ended January 31, 2009

(Dollars in Millions)	2009	2008	Change $	Change %
Net sales	$ 805.1	$ 731.0	74.1	10.1
Finance charges and other	110.2	97.9	12.3	12.6
Net decrease in fair value	(24.5)	(4.8)	(19.7)	410.4
Revenues	$ 890.8	$ 824.1	66.7	8.1

The $74.1 million increase in net sales was made up of the following:

- a $13.9 million increase resulted from a same store sales increase of 2.0%,
- a $60.6 million increase generated by fourteen retail locations that were not open for twelve consecutive months in each period,
- a $1.5 million increase resulted from a decrease in discounts on promotional credit sales, and
- a $1.9 million decrease resulted from a decrease in service revenues.

The components of the $74.1 million increase in net sales were a $72.2 million increase in product sales and an $1.9 million net increase in service maintenance agreement commissions and service revenues. The $72.2 million increase in product sales resulted from the following:

- approximately $42.3 million increase attributable to an overall increase in the average unit price. The increase was due primarily to a change in the mix of product sales, driven by an increase in the consumer electronics category, which has the highest average price point of any category, as a percentage of total product sales. Additionally, there were category price point increases as a result of a shift to higher-priced high-efficiency laundry items and increases in price points on furniture and mattresses, partially offset by a decline in the average price points on lawn and garden, and

- approximately $29.9 million was attributable to increases in unit sales, due primarily to increased consumer electronics (especially flat-panel televisions), track and lawn and garden sales, partially offset by a decline in appliance sales.

The following table presents the makeup of net sales by product category in each period, including service maintenance agreement commissions and service revenues, expressed both in dollar amounts and as a percent of total net sales. Classification of sales has been adjusted from previous filings to ensure comparability between the categories.

	Year Ended January 31,					
	2008		2009		Percent	
Category	Amount	Percent	Amount	Percent	Increase	
Consumer electronics	$ 244,872	33.5 %	$ 305,056	37.9 %	24.6 %	(1)
Home appliances	223,877	30.6	221,474	27.5	(1.1)	(2)
Track	101,289	13.9	109,799	13.6	8.4	(3)
Furniture and mattresses	62,797	8.6	68,869	8.6	9.7	(4)
Lawn and garden	20,914	2.9	21,132	2.6	1.0	(5)
Delivery	12,524	1.7	12,423	1.6	(0.8)	(6)
Other	5,298	0.7	4,976	0.6	(6.1)	
Total product sales	671,571	91.9	743,729	92.4	10.7	
Service maintenance agreement commissions	36,424	5.0	40,199	5.0	10.4	(7)
Service revenues	22,997	3.1	21,121	2.6	(8.2)	(8)
Total net sales	$ 730,992	100.0 %	$ 805,049	100.0 %	10.1 %	

(1) This increase is due to continued consumer interest in LCD televisions, which offset declines in projection and plasma televisions.
(2) The home appliance category declined as increased laundry and air conditioning sales were offset by lower refrigeration and cooking sales, as the appliance market in general showed continued weakness.
(3) The increase in track sales (consisting largely of computers, computer peripherals, video game equipment, portable electronics and small appliances) is driven primarily by increased video game equipment, Blu-ray player, laptop computer and GPS device sales, partially offset by declines in camcorder, camera, MP3 player and desktop computer sales.
(4) This increase is due to store expansion and a change in our furniture and mattresses merchandising driven by the multi-vendor strategy implemented during the prior year.
(5) This category benefited from an increase in sales of generators in the areas affected by the hurricanes that impacted certain of our markets and was partially offset by lower sales of lawn care equipment.
(6) This decrease was due to a reduction in the total number of deliveries, primarily as customers take advantage of the ability to carry out smaller flat-panel televisions.
(7) This increase is due to the increase in product sales.
(8) This decrease is driven by a decrease in the number of warranty service calls performed by our technicians.

(Dollars in Thousands)	2009	2008	Change $	Change %
Securitization income (including fair value adjustment)	$ 54,273	$ 69,860	(15,587)	(22.3)
Insurance commissions	20,191	21,397	(1,206)	(5.6)
Interest income and other	11,237	1,879	9,358	498.0
Finance charges and other	$ 85,701	$ 93,136	(7,435)	(8.0)

The decline in Securitization income resulted primarily from a $19.7 million increase in the non-cash fair value adjustment to reduce our Interests in securitized assets. Additionally, as a result of the completion of our new revolving credit facility, we are retaining certain new customer receivables generated on our consolidated balance sheet and not transferring them to the QSPE. As a result of the reduced transfer of receivables to the QSPE and the higher discount rate being in the determination of the fair value of the receivables, Gains on sales of receivables included in Securitization income has declined to $19.2 million for the year ended January 31, 2009, from $27.0 million for the year ended January 31, 2008. Because of the higher average balance of our retained interest in the receivables held by the QSPE, as compared to the same period in the prior year, and increases in the discount rate assumption used in our fair value calculation, Interest earned on our retained interest included in Securitization income has increased to $33.9 million for the year ended January 31, 2009, from $23.3 million in the prior year. Insurance commissions have declined due to lower retrospective commissions, which were negatively impacted by higher claims filings due to Hurricanes Gustav and Ike, and lower interest earnings on funds held by the insurance company for the payment of claims. Interest income and other increased $9.4 million due primarily to an increase in new customer receivables generated that are being held on-balance sheet to a balance of $107.8 million at January 31, 2009, from $9.0 million in the prior year. The following table provides key portfolio performance information for the year ended January 31, 2009 and 2008:

	2009 ABS (a)	2009 Owned (b)	2009 Total	2008 Total
Interest income and fees (1)	$ 123,348	$ 9,076	$ 132,424	$ 117,883
Net charge-offs	(21,573)	-	(21,573)	(16,492)
Borrowing costs	(22,995)	-	(22,995)	(25,798)
Amounts included in Finance charges and other	78,780	9,076	87,856	75,593
Net charge-offs in Provision for bad debts	-	(789)	(789)	(926)
Borrowing costs	-	(1,327)	(1,327)	-
Net portfolio yield (c)	$ 78,780	$ 6,960	$ 85,740	$ 74,667
Average portfolio balance (2)	$ 651,420	$ 44,782	$ 696,202	$ 606,631
Portfolio yield % annualized (1) / (2)	18.9%	20.3%	19.0%	19.4%
Net charge-off % (annualized)	3.3%	1.8%	3.2%	2.9%

(a) Off-balance sheet portfolio owned by the QSPE and serviced by the Company
(b) On-balance sheet portfolio. Charge-off levels will lag the balance growth.
(c) Consistent with securitization income, exclusive of the fair value adjustments, for the ABS facility.

(Dollars in Millions)	2009	2008	Change $	Change %
Cost of goods sold	$ 580.4	$ 508.8	71.6	14.1
Product gross margin percentage	22.0%	24.2%		-2.2%

The product gross margin percentage decreased from the 2008 period to the 2009 period due to pricing pressures in retailing in general, and specifically in consumer electronics and appliances.

(Dollars in Millions)	2009	2008	Change $	Change %
Cost of service parts sold	$ 9.6	$ 8.4	1.2	14.3
As a percent of service revenues	45.5%	36.5%		9.0%

This increase was due primarily to a 22.8% increase in parts sales, which grew faster than labor sales.

(Dollars in Millions)	2009	2008	Change $	Change %
Selling, general and administrative expense	$ 253.8	$ 245.3	8.5	3.5
As a percent of total revenues	28.5%	29.8%		-1.3%

The increase in SG&A expense was largely attributable to the addition of new stores and expenses of approximately $1.4 million, net of estimated insurance proceeds, that we incurred related to the two hurricanes that occurred during the year. The decrease in our SG&A expense as a percent of revenues was negatively affected by the negative impact of the fair value adjustment on total revenues, with the decrease shown above being reduced by 60 basis points due to the negative impact of the fair value adjustments on Total revenues. The improvement in our SG&A expense as a percent of revenues was largely driven by lower compensation costs in absolute dollars and as a percent of revenues as compared to the prior year, as well as reduced advertising expense as a percent of revenues. Additionally, reductions in certain store operating expenses, including repairs and maintenance and janitorial services contributed to the improvement. Partially offsetting these improvements were increases in utility, credit data processing and stock-based compensation expenses.

(Dollars in Millions)	2009	2008	Change $	Change %
Provision for bad debts	$ 4.3	$ 1.9	2.4	126.3
As a percent of total revenues	0.48%	0.23%		0.25%

The provision for bad debts on non-credit portfolio receivables and credit portfolio receivables retained by us and not eligible to be transferred to the QSPE increased primarily as a result of increased balances of receivables retained by us. The increase in customer receivables retained on our consolidated balance sheet accounted for $3.1 million of the increase, as we were required to increase the allowance for bad debts, otherwise the provision for bad debts would have declined. See the notes to the financial statements for information regarding the performance of the credit portfolio.

(Dollars in Thousands)	2009	2008	Change $	Change %
Interest income, net	$ 961	$ (515)	1,476	(286.6)

The increase in net interest expense was a result of interest incurred on our new revolving credit facility, which is funding the customer receivables being retained on our consolidated balance sheet. In addition, there was a decrease in interest income from invested funds due to lower balances of invested cash and lower interest rates earned on amounts invested.

(Dollars in Thousands)	2009	2008	Change $	Change %
Other income	$ 117	$ (943)	1,060	(112.4)

During the year ended January 31, 2008, there were approximately $1.2 million of gains realized, but not recognized, on transactions qualifying for sale-leaseback accounting that were deferred and are being amortized as a reduction of rent expense on a straight-line basis over the minimum lease terms.

(Dollars in Millions)	2009	2008	Change $	Change %
Provision for income taxes	$ 15,833	$ 21,509	(5,676)	(26.4)
As a percent of income before income taxes	38.1%	35.1%		3.0%

Due to the large non-cash fair value adjustment reducing our Interests in securitized assets this period, and the fact that taxes for the state of Texas are recorded based on gross margin, instead of Income before taxes, the effective rate was higher during the 2009 period as we did not receive a benefit for taxes for the state of Texas on the non-cash fair value adjustment. The fiscal 2008 effective tax rate was reduced by the reversal of previously accrued Texas margin tax as a result of a legal entity reorganization completed during that year.

Year Ended January 31, 2007 Compared to the Year Ended January 31, 2008

(Dollars in Millions)	2008	2007	Change $	Change %
Net sales	$ 731.0	$ 676.9	54.1	8.0
Finance charges and other	97.9	83.7	14.2	17.0
Net decrease in fair value	(4.8)	-	(4.8)	N/A
Revenues	$ 824.1	$ 760.6	63.5	8.3

The $54.1 million increase in net sales was made up of the following:

- a $20.4 million increase resulted from a same store sales increase of 3.2%.
- a $35.0 million increase generated by thirteen retail locations that were not open for twelve consecutive months in each period,
- a $1.9 million decrease resulted from an increase in discounts on promotional credit sales, and
- a $0.6 million increase resulted from an increase in service revenues.

The components of the $54.1 million increase in net sales were a $47.6 million increase in product sales and an $6.5 million net increase in service maintenance agreement commissions and service revenues. The $47.6 million increase in product sales resulted from the following:

- approximately $4.6 million was attributable to increases in unit sales, due primarily to increased consumer electronics (especially flat-panel televisions) and furniture sales, partially offset by a decline in appliance and track sales, and
- approximately $43.0 million was attributable to an overall increase in the average unit price. The increase was driven primarily by a change in the mix of product sales, as consumer electronics, which has the highest average price, became a larger share of our total product sales and was partially offset by the $1.9 million increase in discounts on extended-term promotional credit sales.

The following table presents the makeup of net sales by product category in each period, including service maintenance agreement commissions and service revenues, expressed both in dollar amounts and as a percent of total net sales. Classification of sales has been adjusted from previous filings to ensure comparability between the categories.

Category	Year Ended January 31, 2007 Amount	2007 Percent	2008 Amount	2008 Percent	Percent Increase	
Consumer electronics	$ 218,350	32.3 %	$ 244,872	33.5 %	12.1 %	(1)
Home appliances	230,950	34.1	223,877	30.6	(3.1)	(2)
Track	90,329	13.3	101,289	13.9	12.1	(3)
Furniture and mattresses	51,078	7.5	62,797	8.6	22.9	(4)
Lawn and garden	16,741	2.5	20,914	2.9	24.9	(5)
Delivery	11,380	1.7	12,524	1.7	10.1	(6)
Other	5,131	0.8	5,298	0.7	3.3	
Total product sales	623,959	92.2	671,571	91.9	7.6	
Service maintenance agreement commissions	30,567	4.5	36,424	5.0	19.2	(7)
Service revenues	22,411	3.3	22,997	3.1	2.6	(8)
Total net sales	$ 676,937	100.0 %	$ 730,992	100.0 %	8.0 %	

(1) This increase is due to increased unit volume in the area of flat-panel televisions, partially offset by a decline in the sale of tube and projection televisions.
(2) While the industry is down nationally, we expect to outperform the national trend and are taking steps to improve our performance relative to merchandising, advertising and promotion of this category. Additionally, we experienced higher than normal demand for these products in the prior year due to consumers replacing appliances after Hurricanes Katrina and Rita, especially during the first three months of the period.
(3) The increase in track sales (consisting largely of computers, computer peripherals, video game equipment, portable electronics and small appliances) is driven primarily by increased laptop computer and video game equipment sales and was partially offset by reduced sales of portable electronics, including camcorders, digital cameras and portable CRT televisions.
(4) This increase is due to the increased emphasis on the sales of mattresses and furniture, primarily sofas, recliners and entertainment centers, and new product lines added to the furniture category.
(5) This category benefited from a high level of rainfall in the current year and an increase in sales of higher priced lawn and garden equipment, such as zero turn radius mowers and tractors.
(6) This increase was due to an increase in the delivery fee charged to our customers, as the total number of deliveries declined slightly as compared to the prior year.
(7) This increase is due to the increase in product sales, increased sales penetration and decreased SMA cancellations as credit charge-offs declined as compared to the prior year period.
(8) This increase is driven by increased units in operation as we continue to grow product sales and an increase in the cost of parts used to repair higher-priced technology (flat-panel televisions, etc.).

(Dollars in Thousands)	2008	2007	Change $	Change %
Securitization income (including fair value adjustment)	$ 69,860	$ 62,431	7,429	11.9
Insurance commissions	21,397	18,667	2,730	14.6
Interest income and other	1,879	2,622	(743)	(28.3)
Finance charges and other	$ 93,136	$ 83,720	9,416	11.2

The increase in Securitization income resulted primarily from an increase in the balance of receivables transferred to our QSPE and reduced net charge-offs of receivables in the QSPE receivables portfolio, partially offset by a $4.8 million non-cash fair value adjustment to reduce our Interests in securitized assets. Insurance commissions increased, driven by the growth in sales and the growth in the credit portfolio. The following table provides key portfolio performance information for the year ended January 31, 2008 and 2007:

	2008			2007
	ABS (a)	Owned (b)	Total	Total
Interest income and fees (1)	$ 116,954	$ 929	$ 117,883	$ 102,839
Net charge-offs	(16,492)	-	(16,492)	(16,576)
Borrowing costs	(25,798)	-	(25,798)	(22,584)
Amounts included in Finance charges and other	74,664	929	75,593	63,679
Net charge-offs in Provision for bad debts	-	(926)	(926)	(828)
Borrowing costs	-	-	-	-
Net portfolio yield (c)	$ 74,664	$ 3	$ 74,667	$ 62,851
Average portfolio balance (2)	$ 597,286	$ 9,345	$ 606,631	$ 534,496
Portfolio yield % annualized (1) / (2)	19.6%	9.9%	19.4%	19.2%
Net charge-off % (annualized)	2.8%	9.9%	2.9%	3.3%

(a) Off-balance sheet portfolio owned by the QSPE and serviced by the Company.
(b) On-balance sheet portfolio. Charge-off levels will lag the balance growth.
(c) Consistent with securitization income, exclusive of the fair value adjustments, for the ABS facility.

			Change	
(Dollars in Millions)	2008	2007	$	%
Cost of goods sold	$ 508.8	$ 466.3	42.5	9.1
Product gross margin percentage	24.2%	25.3%		-1.1%

The product gross margin percentage decreased from the 2007 period to the 2008 period due to pricing pressures in retailing in general, and especially on flat-panel TV's.

			Change	
(Dollars in Millions)	2008	2007	$	%
Cost of service parts sold	$ 8.4	$ 6.8	1.6	23.5
As a percent of service revenues	36.4%	30.4%		6.0%

This increase was due primarily to a 22.8% increase in parts sales, which grew faster than labor sales.

			Change	
(Dollars in Millions)	2008	2007	$	%
Selling, general and administrative expense	$ 245.3	$ 225.0	20.3	9.0
As a percent of total revenues	29.8%	29.6%		0.2%

The increase in expense as a percentage of total revenues resulted primarily from increased payroll and payroll related expenses, as a percent of revenues.

			Change	
(Dollars in Millions)	2008	2007	$	%
Provision for bad debts	$ 1.9	$ 1.5	0.4	26.7
As a percent of total revenues	0.23%	0.19%		0.04%

The provision for bad debts on non-credit portfolio receivables and credit portfolio receivables retained by us and not eligible to be transferred to the QSPE increased primarily as a result of provision adjustments due to increased net credit losses. Additionally, the provision for bad debts in the year ended January 31, 2007, benefited from a $0.1 million reserve adjustment related to the special reserves recorded as a result of the hurricanes in 2005. See the notes to the financial statements for information regarding the performance of the credit portfolio.

(Dollars in Thousands)	2008	2007	Change $	Change %
Interest income, net	$ (515)	$ (676)	161	(23.8)

The net decrease in interest income was a result of a decrease in interest income from invested funds due to lower balances of invested cash and lower interest rates earned on amounts invested.

(Dollars in Thousands)	2008	2007	Change $	Change %
Other income	$ (943)	$ (772)	(171)	22.2

Both periods included gains recognized on the sales of company assets. Additionally, during the year ended January 31, 2008, there were gains realized, but not recognized, on transactions qualifying for sale-leaseback accounting that have been deferred and will be amortized as a reduction of rent expense on a straight-line basis over the minimum lease terms.

(Dollars in Millions)	2008	2007	Change $	Change %
Provision for income taxes	$ 21.5	$ 22.3	(0.8)	(3.6)
As a percent of income before income taxes	35.1%	35.6%		-0.4%

This decrease in taxes was impacted primarily by the 1.4% decrease in pretax income. Additionally, the effective tax rate declined from 35.6% for the year ended January 31, 2007, to 35.1% for the year ended January 31, 2008. The decrease in the effective tax rate is attributable to the reversal of previously accrued Texas margin tax as a result of the legal entity reorganization completed during the three months ended July 31, 2007. In July 2007, we began accruing margin tax for the entities that acquired the operations through the mergers completed during the quarter.

Impact of Inflation

We do not believe that inflation has a material effect on our net sales or results of operations. However, a significant increase in oil and gasoline prices could adversely affect our customers' shopping decisions and patterns. We rely heavily on our internal distribution system and our next day delivery policy to satisfy our customers' needs and desires, and any such significant increases could result in increased distribution charges. Such increases may not affect our competitors in the same manner as it affects us.

Seasonality and Quarterly Results of Operations

Our business is somewhat seasonal, with a higher portion of sales and operating profit realized during the quarter that ends January 31, due primarily to the holiday selling season. Over the four quarters of fiscal 2009, gross margins were 35.3%, 36.4%, 29.5% and 33.3%. We recorded reductions in the fair value of our Interests in securitized assets totaling $24.5 million during fiscal 2009, which caused both the gross margin and operating margin each quarter to be reduced. During the same period, operating margins were 7.6%, 7.4%, -5.9% and 7.7%. A portion of the fluctuation in gross margins and operating margins is due to planned infrastructure cost additions, such as increased warehouse space and larger stores, additional personnel and systems required to absorb the significant increase in revenues that we have experienced over the last several years.

Additionally, quarterly results may fluctuate materially depending on factors such as the following:

- timing of new product introductions, new store openings and store relocations;
- sales contributed by new stores;
- increases or decreases in comparable store sales;
- adverse weather conditions;

- shifts in the timing of certain holidays or promotions; and
- changes in our merchandise mix.

Results for any quarter are not necessarily indicative of the results that may be achieved for a full year.

The following tables sets forth certain unaudited quarterly statement of operations information for the eight quarters ended January 31, 2009. The unaudited quarterly information has been prepared on a consistent basis and includes all normal recurring adjustments that management considers necessary for a fair presentation of the information shown.

	Fiscal Year 2009			
	Quarter Ended			
	Apr. 30	Jul. 31	Oct. 31	Jan. 31
	(dollars and shares in thousands, except per share amounts)			
Revenues				
Product sales	$ 179,911	$ 175,240	$ 160,253	$ 228,325
Service maintenance agreement commissions (net)	9,970	9,911	8,547	11,771
Service revenues	5,192	5,488	5,129	5,312
Total net sales	195,073	190,639	173,929	245,408
Finance charges and other	26,552	29,105	25,567	28,985
Net increase (decrease) in fair value	(3,067)	(1,212)	(15,750)	(4,479)
Total finance charges and other	23,485	27,893	9,817	24,506
Total revenues	218,558	218,532	183,746	269,914
Percent of annual revenues	24.5%	24.5%	20.6%	30.3%
Cost and expenses				
Cost of goods sold, including warehousing and occupancy costs	139,058	136,787	127,007	177,571
Cost of service parts sold, including warehousing and occupancy costs	2,330	2,264	2,479	2,565
Selling, general and administrative expense	60,368	62,900	62,361	68,184
Provision for bad debts	259	333	2,802	879
Total cost and expenses	202,015	202,284	194,649	249,199
Operating Income	16,543	16,248	(10,903)	20,715
Operating Profit as a % total revenues	7.6%	7.4%	-5.9%	7.7%
Interest (income) expense	(15)	(85)	468	593
Other (income) expense	(22)	128	(4)	15
Income before income taxes	16,580	16,205	(11,367)	20,107
Provision for income taxes	5,984	5,993	(3,625)	7,481
Net income	$ 10,596	$ 10,212	$ (7,742)	$ 12,626
Net income as a % of revenue	4.8%	4.7%	-4.2%	4.7%
Outstanding shares:				
Basic	22,382	22,407	22,422	22,439
Diluted	22,560	22,620	22,422	22,494
Earnings per share:				
Basic	$ 0.47	$ 0.46	$ (0.35)	$ 0.56
Diluted	$ 0.47	$ 0.45	$ (0.35)	$ 0.56

	Fiscal Year 2008			
	Quarter Ended			
	Apr. 30	Jul. 31	Oct. 31	Jan. 31
	(dollars and shares in thousands, except per share amounts)			
Revenues				
Product sales	$ 166,639	$ 163,793	$ 155,657	$ 185,482
Service maintenance agreement commissions (net)	9,281	9,071	8,336	9,736
Service revenues	5,445	6,137	6,059	5,356
Total net sales	181,365	179,001	170,052	200,574
Finance charges and other	23,880	24,997	23,299	25,765
Net increase (decrease) in fair value	65	(471)	(3,985)	(414)
Total finance charges and other	23,945	24,526	19,314	25,351
Total revenues	205,310	203,527	189,366	225,925
Percent of annual revenues	24.9%	24.7%	23.0%	27.4%
Cost and expenses				
Cost of goods sold, including warehousing and occupancy costs	124,393	125,297	118,191	140,906
Cost of service parts sold, including warehousing and occupancy costs	1,866	2,123	2,257	2,133
Selling, general and administrative expense	59,214	62,113	61,928	62,062
Provision for bad debts	560	348	582	418
Total cost and expenses	186,033	189,881	182,958	205,519
Operating Income	19,277	13,646	6,408	20,406
Operating Profit as a % total revenues	9.4%	6.7%	3.4%	9.0%
Interest (income) expense	(240)	(251)	(110)	86
Other (income) expense	(831)	(55)	(34)	(23)
Income before income taxes	20,348	13,952	6,552	20,343
Provision for income taxes	7,402	4,295	2,531	7,281
Net income	$ 12,946	$ 9,657	$ 4,021	$ 13,062
Net income as a % of revenue	6.3%	4.7%	2.1%	5.8%
Outstanding shares:				
Basic	23,567	23,489	23,077	22,651
Diluted	24,121	24,058	23,550	22,976
Earnings per share:				
Basic	$ 0.55	$ 0.41	$ 0.17	$ 0.58
Diluted	$ 0.54	$ 0.40	$ 0.17	$ 0.57

Liquidity and Capital Resources

We require capital to finance our growth as we increase sales at our existing stores and add new stores and markets to our operations, which in turn requires additional working capital for increased receivables and inventory. We have historically financed our operations through a combination of cash flow generated from operations and external borrowings, including primarily bank debt, extended terms provided by our vendors for inventory purchases, acquisition of inventory under consignment arrangements and transfers of receivables to our asset-backed securitization facilities.

At January 31, 2009, we had revolving lines of credit in the amount of $220 million, under which we had $62.9 million in borrowings outstanding, and had utilized $21.7 million of availability to issue letters of credit. As of January 31, 2009, we had $31.3 million under our revolving credit facility and $10 million under an unsecured bank line of credit immediately available to us for general corporate purposes. In addition to the $31.3 million currently available under the revolving credit facility, an additional $94.1 million will become available under the borrowing base calculation as we grow the balance of eligible receivables retained by us and when there is growth in total eligible inventory balances. We expect that our cash requirements for the foreseeable future, including those for our capital expenditure requirements, will be met with our available lines of credit, together with cash generated from operations. While we have no new stores currently under development for fiscal 2010, our long-term plans are to grow our store base by approximately 10% a year, dependent upon future capital availability. We expect we will invest in inventory, real estate and customer receivables to support the additional stores and same store sales growth. Depending on market conditions we may, at times, slow or suspend our new store growth plans, enter into sale-leaseback transactions to finance our real estate or seek alternative financing sources for new store expansions and customer receivables growth, including expansion of existing lines of credit, and accessing new debt or equity markets.

On August 14, 2008, we executed a $210 million revolving credit facility that provides funding based on a borrowing base calculation that includes accounts receivable and inventory. The borrowing base calculation includes various reserves against availability, including the ability of the lender to require additional reserves from time to time. The new facility, which replaced our $100 million revolving credit facility, matures in August 2011 and bears interest at LIBOR plus a spread ranging from 225 basis points to 275 basis points, based on a fixed charge coverage ratio. The spread will be 225 basis points for the first six months under the new loan agreement, and then will be subject to adjustment as discussed above. Additionally, the new loan agreement includes an accordion feature allowing for future expansion of the committed amount up to $350 million. In conjunction with completing this financing arrangement, our QSPE amended certain of its borrowing agreements to provide for the existence of the new revolving credit facility and adjust certain terms of its borrowing arrangements to current market requirements, including reducing the advance rate on its variable funding note facility from a maximum of 85% to a maximum of 76%. As a result of completing the new revolving credit facility, a larger portion of the accounts receivable we generate will be retained by us and not sold to the QSPE, and as such will be included in our consolidated balance sheet.

A summary of the significant financial covenants that govern our revolving credit facility compared to our actual compliance status at January 31, 2009, is presented below:

	Actual	Required Minimum/ Maximum
Fixed charge coverage ratio must exceed required minimum	1.81 to 1.00	1.30 to 1.00
Leverage ratio must be lower than required maximum	2.29 to 1.00	3.50 to 1.00
Cash recovery percentage must exceed required minimum	5.17%	4.75%
Capital expenditures, net must be lower than required maximum	$17.4 million	$22.0 million

We expect, based on current facts and circumstances, that we will be in compliance with the above covenants through fiscal 2010. Events of default under the credit facility include, but are not limited to, subject to grace periods and notice provisions in certain circumstances, non-payment of principal, interest or fees; violation of covenants; material inaccuracy of any representation or warranty; default under or acceleration of certain other indebtedness; bankruptcy and insolvency events; certain judgments and other liabilities; certain environmental claims; and a change of control. If an event of default occurs, the lenders under the credit facility are entitled to take various actions, including accelerating amounts due under the credit facility and requiring that all such amounts be immediately paid in full. Our obligations under the credit facility are secured by all of our and our subsidiaries' assets, excluding customer receivables owned by the QSPE and certain inventory subject to vendor floor plan arrangements.

The following is a comparison of our statement of cash flows for our fiscal years 2008 and 2009:

During the year ended January 31, 2009, net cash used in operating activities increased to $42.7 million, from $5.6 million used in operating activities in the twelve months ended January 31, 2008. Operating cash flows for the current period were impacted primarily by the increased retention of customer accounts receivable on our consolidated balance sheet and increased inventories to support newly opened stores, partially offset by an increase in accounts payable balances, due to the timing of inventory purchases and taking advantage of payment terms available from our vendors. Prior to the quarter ended October 31, 2008, virtually all customer accounts receivable were transferred to and funded by our QSPE, resulting in the net cash flow activity from these transactions being reported in cash flows from operating activities. However, the cash flow presentation is different for customer accounts receivable retained by us and financed through our revolving credit facility, with the increase in the Accounts receivable balance being reflected as a use of cash in cash flows from operating activities, and borrowings on our revolving credit facility being reflected in cash flows from financing activities. As a result, we expect, as we continue to grow the balance of customer accounts receivable retained by us, that we will typically report cash flows "used" in operating activities, with the funding for this activity provided by our revolving credit facility resulting in us reporting cash "provided" by financing activities.

As noted above, we offer promotional credit programs to certain customers that provide for "same as cash" or deferred interest interest-free periods of varying terms, generally three, six, 12, 18, 24 and 36

months, and require monthly payments beginning in the month after the sale. The various “same as cash” promotional accounts and deferred interest program accounts are eligible for securitization up to the limits provided for in our securitization agreements. This limit is currently 30% of eligible securitized receivables. If we exceed this 30% limit, we would be required to use some of our other capital resources to carry the unfunded balances of the receivables for the promotional period. The percentage of eligible securitized receivables represented by promotional receivables was 21.4% and 17.3%, as of January 31, 2008, and 2009, respectively. There is no limitation on the amount of deferred interest program accounts that can be carried as collateral under the revolving credit facility. The percentage of all managed receivables represented by promotional receivables was 16.4% as of January 31, 2009, as compared to 19.8% at January 31, 2008. The weighted average promotional period was 15.1 months and 16.5 months for the “same as cash” promotional receivables outstanding as of January 31, 2008, and 2009, respectively. The weighted average remaining term on those same promotional receivables was 10.7 months and 11.2 months as of January 31, 2008, and 2009, respectively. While overall these promotional receivables have a shorter weighted average term than non-promotional receivables, we receive less income on these receivables, resulting in a reduction of the net interest margin on those receivables.

Net cash used in investing activities increased by $7.4 million, from $10.0 million used in the fiscal 2008 period to $17.4 million used in the fiscal 2009 period. The net increase in cash used in investing activities resulted primarily from a decline in proceeds from sales of property and equipment as compared to the same period in the prior fiscal year. The cash expended for property and equipment was used primarily for construction of new stores and the reformatting of existing stores to better support our current product mix.

Net cash from financing activities increased by $81.8 million from $29.9 million used during the year ended January 31, 2008, to $60.9 million provided during the year ended January 31, 2009, as we terminated our stock repurchase program in the current fiscal period and increased borrowings under our revolving credit facility to fund the new customer receivables generated and retained on our consolidated balance sheet.

In its regularly scheduled meeting on August 24, 2006, our Board of Directors authorized the repurchase of up to $50 million of our common stock, dependent on market conditions and the price of the stock. Through January 31, 2008, we had spent $37.1 million under this authorization to acquire 1,723,205 shares of our common stock, though there were no shares repurchased during the year ended January 31, 2009, and our Board of Directors has terminated the repurchase program.

We lease 70 of our 75 stores, and our plans for future store locations include primarily leases, but do not exclude store ownership. Our capital expenditures for future new store projects should primarily be for our tenant improvements to the property leased (including any new distribution centers and warehouses), the cost of which is approximately $1.6 million per store, and for our existing store remodels, in the range of $250,000 per store remodel, depending on store size. In the event we purchase existing properties, our capital expenditures will depend on the particular property and whether it is improved when purchased. We are continuously reviewing new relationship and funding sources and alternatives for new stores, which may include “sale-leaseback” or direct “purchase-lease” programs, as well as other funding sources for our purchase and construction of those projects. If we are successful in these relationship developments, our direct cash needs should include only our capital expenditures for tenant improvements to leased properties and our remodel programs for existing stores, but could include full ownership if it meets our cash investment strategy.

The following table reflects outstanding commitments for borrowings and letters of credit, and the amounts utilized under those commitments, as of January 31, 2009:

	Commitment Expires in Fiscal Year Ending January 31,							Balance at January 31, 2009	Available at January 31, 2009
	2010	2011	2012	2013	2014	There after	Total		
	(in thousands)								
Revolving Bank Facility (1)…		$ 210,000					$ 210,000	$ 84,650	$ 125,350
Unsecured Line of Credit……	10,000						10,000	-	10,000
Inventory Financing (2)……..	48,000						48,000	17,658	30,342
Total	$ 58,000	$ 210,000	$ -	$ -	$ -	$ -	$ 268,000	$ 102,308	$ 165,692

(1) Includes letter of credit sublimit. There was $21.8 million of letters of credit issued at January 31, 2009.

(2) Included in accounts payable on the consolidated balance sheet as of January 31, 2009.

Since we extend credit in connection with a large portion of our retail, service maintenance and credit insurance sales, in August 2008 we entered into the $210 million revolving credit facility and in 2002 we created a QSPE to provide financing for the customer receivables we originate. Both the bank credit facility and the asset-backed securitization program are significant factors relative to our ongoing liquidity and our ability to meet the cash needs associated with the growth of our business. Our inability to use either of these programs because of a failure to comply with their covenants would adversely affect our continued growth. Funding of current and future receivables under the asset-backed securitization program can be adversely affected if we exceed certain predetermined levels of re-aged receivables, write-offs, bankruptcies or other ineligible receivable amounts. Given the ongoing turmoil in securitization market, we have been unable to issue new medium term notes and, as a result, entered in the bank revolving credit facility discussed above. We are financing customer receivable portfolio growth through the use of the bank revolving facility and expect this to be a primary source of funding our customer receivables portfolio during fiscal 2010. We have received initial indications that at least a portion of the $100 million revolving securitization facility that matures in August 2009, will likely not be renewed. If that is the case, any borrowings outstanding in excess of any portion of the commitment that is renewed, if any, would be required to be paid down using the proceeds from collections on the receivables portfolio. Our current plan is to reduce the balance outstanding under this commitment before the maturity date. As such, we will fund new receivables generated using our existing cash flows, borrowings on our asset based loan facility and may be required to obtain new sources of financing to continue funding the growth in our credit operations.

We will continue to finance our operations and future growth through a combination of cash flow generated from operations and external borrowings, including primarily bank debt, extended vendor terms for purchases of inventory, acquisition of inventory under consignment arrangements, debt or equity offerings and the QSPE's asset-backed securitization facilities. Based on our current operating plans, including assuming that all or a portion of the $100 million revolving securitization facility is not renewed in August 2009, we believe that cash generated from operations, available borrowings under our revolving credit facility and unsecured credit line, extended vendor terms for purchases of inventory, acquisition of inventory under consignment arrangements and cash flows from the QSPE's asset-backed securitization program will be sufficient to fund our operations, store expansion and updating activities and capital programs for at least 12 months. However, there are several factors that could decrease cash provided by operating activities, including:

- reduced demand or margins for our products;
- more stringent vendor terms on our inventory purchases;
- loss of ability to acquire inventory on consignment;
- increases in product cost that we may not be able to pass on to our customers;
- reductions in product pricing due to competitor promotional activities;

- changes in inventory requirements based on longer delivery times of the manufacturers or other requirements which would negatively impact our delivery and distribution capabilities;

- an acceleration of the growth of the credit portfolio;

- increases in the retained portion of our receivables portfolio under our current QSPE's asset-backed securitization program as a result of changes in performance or types of receivables transferred (promotional versus non-promotional and primary versus secondary portfolio), or as a result of a change in the mix of funding sources available to the QSPE, requiring higher collateral levels, or limitations on the ability of the QSPE to obtain financing through its commercial paper-based funding sources;

- reduced availability under our revolving credit facility as a result of borrowing base requirements and the impact on the borrowing base calculation of changes in the performance of the receivables financed by that facility;

- reductions in the capacity or inability to expand the capacity available for financing our receivables portfolio under existing or replacement QSPE asset-backed securitization programs or a requirement that we retain a higher percentage of the credit portfolio under such programs;

- increases in program costs (interest and administrative fees relative to our receivables portfolio associated with the funding of our receivables);

- increases in personnel costs or other costs for us to stay competitive in our markets; and

- the inability of our QSPE to get its current variable funding note facility renewed at its annual maturity date.

If necessary, in addition to available cash balances, cash flow from operations and borrowing capacity under our revolving facilities, additional cash to fund our growth and increases in receivables balances could be obtained by:

- reducing capital expenditures for updates of existing stores or new store openings;

- taking advantage of longer payment terms and financing available for inventory purchases;

- utilizing third-party sources to provide financing to our customers;

- reducing operating costs;

- negotiating to expand the capacity available under existing credit facilities; and

- accessing new debt or equity markets.

We can provide no assurance that we will be able to obtain these sources of funding on favorable terms, if at all.

Off-Balance Sheet Financing Arrangements

Since we extend credit in connection with a large portion of our retail, service maintenance and credit insurance sales, we have created a qualified special purpose entity, which we refer to as the QSPE or the issuer, to purchase customer receivables from us and to issue medium-term and variable funding notes secured by the receivables to third parties to obtain cash for these purchases. We transfer receivables, consisting of retail installment contracts and revolving accounts extended to our customers, to the issuer in exchange for cash and subordinated, unsecured promissory notes. To finance its acquisition of these receivables, the issuer has issued the notes and bonds described below to third parties. The unsecured promissory notes issued to us are subordinate to these third party notes and bonds.

At January 31, 2009, the issuer had issued two series of notes and bonds: the 2002 Series A variable funding note with a total availability of $300 million and three classes of 2006 Series A bonds with an aggregate amount outstanding of $150 million, of which $6.0 million was required to be placed in a restricted cash account for the benefit of the bondholders. The 2002 Series A variable funding note is composed of a $100 million 364-day tranche, and a $200 million tranche that is annually renewable, at our option, until September 2012. In August 2008, the issuer completed an extension of the maturity date on the 364-day

commitment to August 13, 2009. We have received initial indications that at least a portion of the $100 million revolving securitization facility that matures in August 2009, will likely not be renewed. If that is the case, any borrowings outstanding in excess of any portion of the commitment that is renewed, if any, would be required to be paid down using the proceeds from collections on the receivables portfolio. Our current plan is to reduce the balance outstanding under this commitment before the maturity date. In conjunction with the renewal, the cost of borrowings under this $300 million facility increased and now bear interest at the commercial paper rate plus 250 basis points, in most instances. If the net portfolio yield, as defined by agreements, falls below 5.0%, then the issuer may be required to fund additions to the cash reserves in the restricted cash accounts. The net portfolio yield was 7.9% at January 31, 2009. Private institutional investors, primarily insurance companies, purchased the 2006 Series A bonds at a weighted fixed rate of 5.75%. The weighted average interest on the variable funding note during the month of January 2009 was 3.4%.

We continue to service the transferred accounts for the QSPE, and we receive a monthly servicing fee, so long as we act as servicer, in an amount equal to .25% multiplied by the average aggregate principal amount of receivables serviced. The issuer records revenues equal to the interest charged to the customer on the receivables less losses, the cost of funds, the program administration fees paid in connection with either the 2002 Series A, or 2006 Series A bond holders, the servicing fee and additional earnings to the extent they are available.

Currently the 2002 Series A variable funding note permits the issuer to borrow funds up to $300 million to purchase receivables from us or make principal payments on other bonds, thereby functioning as a "basket" to accumulate receivables. As issuer borrowings under the 2002 Series A variable funding note approach the total commitment, the issuer is required to request an increase in the 2002 Series A amount or issue a new series of bonds and use the proceeds to pay down the then outstanding balance of the 2002 Series A variable funding note, so that the basket will once again become available to accumulate new receivables or meet other obligations required under the transaction documents. Given the current state of the financial markets, especially with respect to asset-backed securitization financing, we have been unable to issue medium-term notes or increase the availability under the existing variable funding note program. As of January 31, 2009, borrowings under the 2002 Series A variable funding note were $292.5 million.

We are not directly liable to the lenders under the asset-backed securitization facility. If the issuer is unable to repay the 2002 Series A note and 2006 Series A bonds due to its inability to collect the transferred customer accounts, the issuer could not pay the subordinated notes it has issued to us in partial payment for transferred customer accounts, and the 2006 Series A bond holders could claim the balance in its $6.0 million restricted cash account. We are also contingently liable under a $20.0 million letter of credit that secures the performance of our obligations or services under the servicing agreement as it relates to the transferred assets that are part of the asset-backed securitization facility.

The issuer is subject to certain affirmative and negative covenants contained in the transaction documents governing the 2002 Series A variable funding note and 2006 Series A bonds, including covenants that restrict, subject to specified exceptions: the incurrence of non-permitted indebtedness and other obligations and the granting of additional liens; mergers, acquisitions, investments and disposition of assets; and the use of proceeds of the program. The issuer also makes representations and warranties relating to compliance with certain laws, payment of taxes, maintenance of its separate legal entity, preservation of its existence, protection of collateral and financial reporting. In addition, the program requires the issuer to maintain a minimum net worth.

A summary of the significant financial covenants that govern the 2002 Series A variable funding note compared to actual compliance status at January 31, 2009, is presented below:

	As reported	Required Minimum/ Maximum
Issuer interest must exceed required minimum	$89.9 million	$83.4 million
Gross loss rate must be lower than required maximum (a)	4.7%	10.0%
Serviced portfolio gross loss rate must be lower than required maximum (b)	4.2%	10.0%
Net portfolio yield must exceed required minimum (a)	7.9%	2.0%
Serviced portfolio net portfolio yield must exceed required minimum (b)	9.0%	2.0%
Payment rate must exceed required minimum (a)	6.7%	3.0%
Serviced portfolio payment rate must exceed required minimum (a)	5.17%	4.75%
Consolidated net worth must exceed required minimum	$346.8 million	$238.1 million

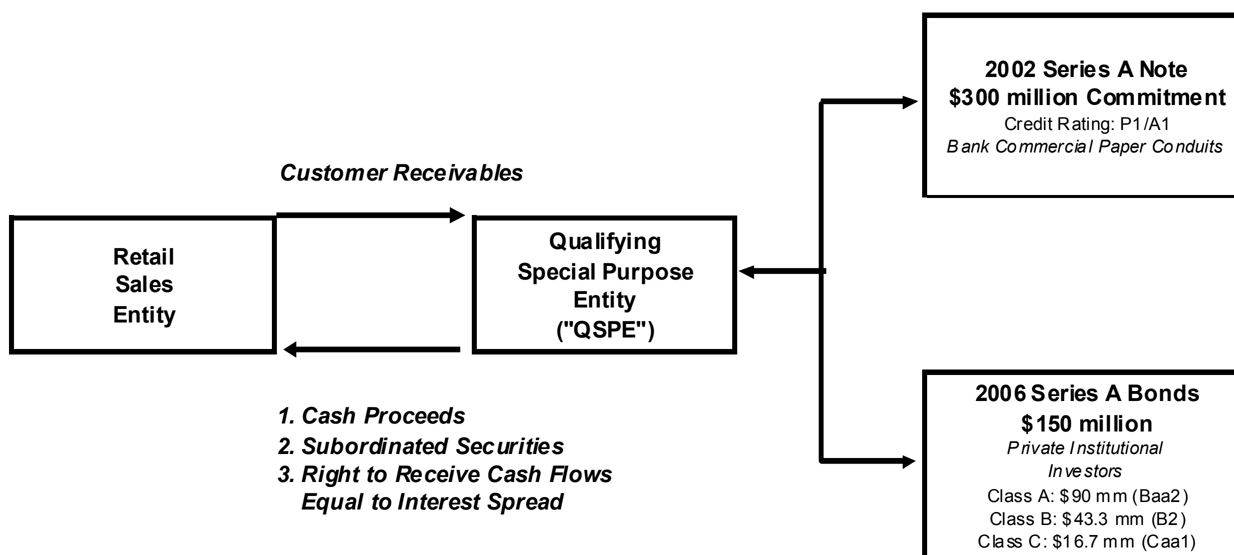
(a) Calculated for those receivables transferred to the QSPE.
(b) Calculated for the total of receivables transferred to the QSPE and those retained by the Company.

Note: All terms in the above table are defined by the asset backed securitization program and may or may not agree directly to the financial statement captions in this document.

We expect, based on current facts and circumstances, that we will be in compliance with the above covenants through fiscal 2010. Events of default under the 2002 Series A variable funding note and the 2006 Series A bonds, subject to grace periods and notice provisions in some circumstances, include, among others: failure of the issuer to pay principal, interest or fees; violation by the issuer of any of its covenants or agreements; inaccuracy of any representation or warranty made by the issuer; certain servicer defaults; failure of the trustee to have a valid and perfected first priority security interest in the collateral; default under or acceleration of certain other indebtedness; bankruptcy and insolvency events; failure to maintain certain loss ratios and portfolio yield; change of control provisions and certain other events pertaining to us. The issuer's obligations under the program are secured by the receivables and proceeds.

Securitization Facilities

We finance most of our customer receivables through asset-backed securitization facilities



Certain Transactions

Since 1996, we have leased a retail store location of approximately 19,150 square feet in Houston, Texas from Thomas J. Frank, Sr., our Chairman of the Board and Chief Executive Officer. The lease provides for base monthly rental payments of $17,235 plus escrows for taxes, insurance and common area maintenance expenses of increasing monthly amounts based on expenditures by the management company operating the shopping center of which this store is a part through January 31, 2011. We also have an option to renew the lease for two additional five-year terms. Mr. Frank received total payments under this lease of $206,820 in fiscal 2007, 2008 and 2009, respectively. Based on market lease rates for comparable retail space in the area, we believe that the terms of this lease are no less favorable to us than we could have obtained in an arms' length transaction at the date of the lease commencement.

We engage the services of Direct Marketing Solutions, Inc., or DMS, for a substantial portion of our direct mail advertising. Direct Marketing Solutions, Inc. is partially owned (less than 50%) by SF Holding Corp., members of the Stephens family, Jon E. M. Jacoby, and Douglas H. Martin. SF Holding Corp. and the members of the Stephens family are significant shareholders of the Company, and Messrs. Jacoby and Martin are members of our Board of Directors. The fees we paid to DMS during fiscal years ended 2007, 2008 and 2009 amounted to approximately $3.6 million, $2.5 million and $4.0 million, respectively.

We engaged the services of Stephens Inc. to act as our broker under our stock repurchase program. Stephens Inc. is a shareholder of the Company, and Doug Martin, an Executive Vice President of Stephens Inc., is a member of our Board of Directors. During the years ended January 31, 2007 and 2008, respectively, we incurred fees payable to Stephens Inc. of $5,040 and $46,644, respectively, related to the purchase of 168,000 and 1,555,205 shares, respectively of our common stock. We did not repurchase any shares of our common stock during the year ended January 31, 2009. Based on a review of competitive bids received from various broker candidates, we believe the terms of this arrangement are no less favorable than we could have obtained in an arms' length transaction.

Contractual Obligations

The following table presents a summary of our known contractual obligations as of January 31, 2009, with respect to the specified categories, classified by payments due per period.

		Payments due by period			
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
			(in thousands)		
Long term debt (1)	$ 62,912	$ 5	$ 62,907	$ -	$ -
Operating leases:					
Real estate	168,007	21,261	41,811	36,750	68,185
Equipment	6,730	2,504	2,752	850	624
Purchase obligations (2)	4,695	2,821	1,874	-	-
Total contractual cash obligations	$ 242,344	$ 26,591	$ 109,344	$ 37,600	$ 68,809

(1) If the outstanding balance as of 1/31/09 and the interest rate in effect at that time were to remain the same over the remaining life of the facility, interest expense on the facility would be approximately $1.8 million, $1.8 million and $1.0 million for the fiscal years ended January 31, 2010, 2011 and 2012, respectively.

(2) Includes contracts for long-term communication services. Does not include outstanding purchase orders for merchandise, services or supplies which are ordered in the normal course of operations and which generally are received and recorded within 30 days.

The following table presents a summary of the known contractual obligations of our QSPE, as of January 31, 2009, with respect to the specified categories, classified by payments due per period.

		Payments due by period			
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
			(in thousands)		
Long term debt:					
Fixed-rate notes (1)……………………	$ 171,503	$ 8,748	$ 140,036	$ 22,719	$ -
Variable rate notes (2) ……………..	292,500	92,500	-	200,000	-
Operating leases:					
Real estate ……………………………	-	-	-	-	-
Equipment …………………………….	-	-	-	-	-
Purchase obligations …………………	-	-	-	-	-
Total contractual cash obligations ….	$ 464,003	$ 101,248	$ 140,036	$ 222,719	$ -

(1) Includes interest payments due on the notes.

(2) The $200 million 2002 Series A variable funding note, that is renewable at our option until September 2012, is included in the 3-5 Years column. If the outstanding balance as of 1/31/09 and the interest rate in effect at that time were to remain the same over the remaining lives of the notes, interest expense on the notes would be approximately $8.5 million, $6.7 million, $6.7 million and $4.1 million for the fiscal years ended January 31, 2010, 2011, 2012 and 2013, respectively.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Interest rates under our revolving credit facility are variable and are determined, at our option, as the base rate, which is the prime rate plus the base rate margin, which ranges from 0.25% to 0.75%, or LIBOR plus the LIBOR margin, which ranges from 2.25% to 2.75%. Interest rates under our QSPE's variable funding note facility are variable and are determined based on the commercial paper rate plus a spread of 2.50%. Accordingly, changes in the prime rate, the commercial paper rate or LIBOR, which are affected by changes in interest rates generally, will affect the interest rate on, and therefore our costs under, these credit facilities. We are also exposed to interest rate risk in determining the fair value of the interest only strip we receive from our sales of receivables to the QSPE, due to rate variability under the QSPE's variable funding note discussed above. An increase in interest rates that reduced the net interest spread under the interest-only strip by 10% would result in a $6.6 million reduction in the fair value of our Interests in securitized assets. Since January 31, 2008, our interest rate sensitivity has increased on the interest only strip as the variable rate portion of the QSPE's debt has increased from $278.0 million, or 59.4% of its total debt, to $292.5 million, or 66.1% of its total debt. As a result, a 100 basis point increase in interest rates on the variable rate debt would increase borrowing costs $2.9 million over a 12-month period, based on the balance outstanding at January 31, 2009. Our revolving credit facility also has variable interest rates and at January 31, 2009 we had $62.9 million outstanding. As a result, a 100 basis point increase in interest rates on the variable rate debt would increase borrowing costs $0.6 million over a 12-month period, based on the balance outstanding at January 31, 2009.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

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Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or Rule 15(d)-15(f) under the Exchange Act. Our internal control over financial reporting is designed 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.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management (with the participation of our principal executive officer and our principal financial officer) assessed the effectiveness of our internal control over financial reporting as of January 31, 2009. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework. Based on our assessment and those criteria, management believes that, as of January 31, 2009, our internal control over financial reporting is effective.

The effectiveness of our internal control over financial reporting as of January 31, 2009, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included elsewhere herein.

Conn's, Inc.
Beaumont, Texas
March 24, 2009

/s/ Michael J. Poppe

Michael J. Poppe
Chief Financial Officer

/s/ Thomas J. Frank

Thomas J. Frank
Chief Executive Officer

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Conn's, Inc.

We have audited Conn's, Inc.'s internal control over financial reporting as of January 31, 2009, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Conn's, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Conn's, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Conn's, Inc. as of January 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended January 31, 2009 of Conn's, Inc. and our report dated March 24, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Houston, Texas
March 24, 2009

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Conn's, Inc.

We have audited the accompanying consolidated balance sheets of Conn's, Inc. as of January 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended January 31, 2009. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Conn's, Inc. at January 31, 2009 and 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended January 31, 2009, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, on February 1, 2006, the Company changed its method of accounting for share-based compensation.

As discussed in Note 1 to the consolidated financial statements, on February 1, 2007, the Company changed its method of accounting for interests in securitized assets and its method of accounting for servicing liabilities.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Conn's, Inc.'s internal control over financial reporting as of January 31, 2009, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 24, 2009, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Houston, Texas
March 24, 2009

Conn's, Inc.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

Assets	January 31, 2008	January 31, 2009
Current Assets		
Cash and cash equivalents	$ 11,015	$ 11,798
Other accounts receivable, net of allowance of $78 and $60, respectively	27,977	32,878
Customer accounts receivable, net of allowance of $557 and $2,338, respectively	5,133	61,125
Interest in securitized assets	178,150	176,543
Inventories	81,495	95,971
Deferred income taxes	2,619	13,354
Prepaid expenses and other assets	4,449	5,933
Total current assets	310,838	397,602
Non-current customer accounts receivable, net of allowance of $325 and $1,575, respectively	2,990	41,172
Property and equipment		
Land	8,011	7,682
Buildings	13,626	12,011
Equipment and fixtures	17,950	21,670
Transportation equipment	2,741	2,646
Leasehold improvements	74,120	83,361
Subtotal	116,448	127,370
Less accumulated depreciation	(57,195)	(64,819)
Total property and equipment, net	59,253	62,551
Goodwill, net	9,617	9,617
Non-current deferred income tax asset	-	2,035
Other assets, net	154	3,652
Total assets	$ 382,852	$ 516,629
Liabilities and Stockholders' Equity		
Current Liabilities		
Current portion of long-term debt	$ 102	$ 5
Accounts payable	28,179	57,809
Accrued compensation and related expenses	9,748	11,473
Accrued expenses	21,487	23,703
Income taxes payable	600	4,334
Deferred income taxes	-	-
Deferred revenues and allowances	16,949	21,207
Total current liabilities	77,065	118,531
Long-term debt	17	62,912
Non-current deferred tax liability	131	-
Deferred gain on sale of property	1,221	1,036
Stockholders' equity		
Preferred stock ($0.01 par value, 1,000,000 shares authorized; none issued or outstanding)	-	-
Common stock ($0.01 par value, 40,000,000 shares authorized; 24,098,171 and 24,167,445 shares issued at January 31, 2008 and 2009, respectively)	241	242
Additional paid in capital	99,514	103,553
Retained earnings	241,734	267,426
Treasury stock at cost (1,723,205 shares at January 31, 2008 and 2009)	(37,071)	(37,071)
Total stockholders' equity	304,418	334,150
Total liabilities and stockholders' equity	$ 382,852	$ 516,629

See notes to consolidated financial statements.

Conn's, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except earnings per share)

	Year Ended January 31,		
	2007	**2008**	**2009**
Revenues			
Product sales	$623,959	$671,571	$743,729
Service maintenance agreement commissions (net)	30,567	36,424	40,199
Service revenues	22,411	22,997	21,121
Total net sales	676,937	730,992	805,049
Finance charges and other	83,720	97,941	110,209
Net decrease in fair value	-	(4,805)	(24,508)
Total finance charges and other	83,720	93,136	85,701
Total revenues	760,657	824,128	890,750
Cost and expenses			
Cost of goods sold, including warehousing and occupancy costs	466,279	508,787	580,423
Cost of service parts sold, including warehousing and occupancy cost	6,785	8,379	9,638
Selling, general and administrative expense	224,979	245,317	253,813
Provision for bad debts	1,476	1,908	4,273
Total cost and expenses	699,519	764,391	848,147
Operating income	61,138	59,737	42,603
Interest (income) expense	(676)	(515)	961
Other (income) expense	(772)	(943)	117
Income before income taxes	62,586	61,195	41,525
Provision for income taxes	22,275	21,509	15,833
Net Income	$40,311	$39,686	$25,692
Earnings per share			
Basic	$1.70	$1.71	$1.15
Diluted	$1.66	$1.68	$1.14
Average common shares outstanding			
Basic	23,663	23,193	22,413
Diluted	24,289	23,673	22,577

See notes to consolidated financial statements.

Conn's, Inc.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands)

	Common Stock		Accum. Other Compre-hensive	Paid in	Retained	Treasury Stock		
	Shares	Amount	Income	Capital	Earnings	Shares	Amount	Total
Balance January 31, 2006	23,572	$ 236	$ 10,492	$ 89,027	$ 156,106	-	$ -	$ 255,861
Exercise of options, including tax benefit	226	2		2,370				2,372
Issuance of common stock under Employee Stock Purchase Plan	12			245				245
Stock-based compensation				1,723				1,723
Purchase of treasury stock						(168)	(3,797)	(3,797)
Comprehensive Income:								
Net income					40,311			40,311
Adjustment of fair value of securitized assets (net of tax of $2,154), net of reclass-ification adjustments of $12,732 (net of tax of $7,100)			(4,187)					(4,187)
Total comprehensive income								36,124
Balance January 31, 2007	23,810	238	6,305	93,365	196,417	(168)	(3,797)	292,528
Cumulative effect of changes in accounting principles			(6,305)		5,631			(674)
Exercise of options, including tax benefit	279	2		3,241				3,243
Issuance of common stock under Employee Stock Purchase Plan	13	1		247				248
Stock-based compensation				2,661				2,661
Purchase of treasury stock						(1,555)	(33,274)	(33,274)
Return of shares	(4)							
Net income					39,686			39,686
Balance January 31, 2008	24,098	241	-	99,514	241,734	(1,723)	(37,071)	304,418
Exercise of options, including tax benefit	47	1		614				615
Issuance of common stock under Employee Stock Purchase Plan	22			237				237
Stock-based compensation				3,188				3,188
Net income					25,692			25,692
Balance January 31, 2009	24,167	$ 242	$ -	$ 103,553	$ 267,426	(1,723)	$ (37,071)	$ 334,150

See notes to consolidated financial statements.

Conn's, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year Ended January 31,		
	2007	**2008**	**2009**
Cash flows from operating activities			
Net income	$ 40,311	$ 39,686	$ 25,692
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	12,520	12,441	12,672
Accretion, net	(461)	(758)	(110)
Provision for bad debts	1,476	1,908	4,273
Stock-based compensation	1,723	2,661	3,188
Gains on interests in securitized assets	(23,874)	(27,038)	(19,170)
Decrease in fair value of interests in securitized assets	-	4,805	24,508
Provision for deferred income taxes	(1,080)	(747)	(12,025)
Loss (gain) from sale of property and equipment	(772)	(943)	117
Discounts on promotional credit	5,347	7,236	5,806
Change in operating assets and liabilities:			
Customer accounts receivable	(1,578)	(819)	(99,521)
Other accounts receivable	(8,093)	(5,452)	(4,846)
Interest in securitized assets	14,621	(26,299)	(8,719)
Inventory	(13,111)	5,603	(14,476)
Prepaid expenses and other assets	(954)	509	(1,484)
Accounts payable	10,108	(22,849)	29,630
Accrued expenses	(6,569)	1,577	3,941
Income taxes payable	(5,120)	(987)	2,857
Deferred revenues and allowances	4,380	3,832	4,967
Net cash provided by (used in) operating activities	28,874	(5,634)	(42,700)
Cash flows from investing activities			
Purchase of property and equipment	(18,425)	(18,955)	(17,597)
Proceeds from sales of property	2,278	8,921	224
Net cash used in investing activities	(16,147)	(10,034)	(17,373)
Cash flows from financing activities			
Net proceeds from stock issued under employee benefit plans, including tax benefit	2,407	3,188	802
Excess tax benefits from stock-based compensation	210	303	50
Purchase of treasury stock	(3,797)	(33,274)	-
Borrowings under lines of credit	25,200	40,475	197,156
Payments on lines of credit	(25,200)	(40,475)	(134,256)
Increase in debt issuance costs	-	-	(2,794)
Payment of promissory notes	(153)	(104)	(102)
Net cash provided by (used in) financing activities	(1,333)	(29,887)	60,856
Net change in cash	11,394	(45,555)	783
Cash and cash equivalents			
Beginning of the year	45,176	56,570	11,015
End of the year	$ 56,570	$ 11,015	$ 11,798
Supplemental disclosure of cash flow information			
Cash interest paid	$ 366	$ 435	$ 1,117
Cash income taxes paid, net of refunds	28,262	22,935	24,950
Cash interest received from interests in securitized assets	19,055	23,339	33,931
Cash proceeds from new securitizations	338,222	378,699	391,082
Cash flows from servicing fees	20,997	24,288	25,680
Supplemental disclosure of non-cash activity			
Customer receivables exchanged for interests in securitized assets	63,067	63,789	93,860
Amounts reinvested in interests in securitized assets	(61,880)	(108,067)	(111,675)
Purchases of property and equipment with debt financing	215	23	-
Sales of property and equipment financed by notes receivable	-	-	1,400

See notes to consolidated financial statements.

CONN'S ,INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
January 31, 2009

1. Summary of Significant Accounting Policies

Principles of Consolidation. The consolidated financial statements include the accounts of Conn's, Inc. and its subsidiaries, limited liability companies and limited partnerships, all of which are wholly-owned (the "Company"). Conn's, Inc. is a holding company with no independent assets or operations other than its investments in its subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation.

The Company enters into securitization transactions to sell eligible retail installment and revolving customer receivables and retains servicing responsibilities and subordinated interests. These securitization transactions are accounted for as sales in accordance with Statement of Financial Accounting Standards (SFAS) No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities*, as amended by SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments,* because the Company has relinquished control of the receivables. Additionally, the Company has transferred the receivables to a qualifying special purpose entity (QSPE). Accordingly, neither the transferred receivables nor the accounts of the QSPE are included in the consolidated financial statements of the Company. The Company's retained interest in the transferred receivables is valued under the requirements of SFAS No. 159, *The Fair Value Option for Financial Assets and Liabilities*, and SFAS No. 157, *Fair Value Measurements*.

Business Activities. The Company, through its retail stores, provides products and services to its customer base in seven primary market areas, including southern Louisiana, southeast Texas, Houston, South Texas, San Antonio/Austin, Dallas/Fort Worth and Oklahoma. Products and services offered through retail sales outlets include home appliances, consumer electronics, home office equipment, lawn and garden products, mattresses, furniture, service maintenance agreements, installment and revolving credit account programs, and various credit insurance products. These activities are supported through an extensive service, warehouse and distribution system. For the reasons discussed below, the aggregation of operating companies represent one reportable segment under SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information.* Accordingly, the accompanying consolidated financial statements reflect the operating results of the Company's single reportable segment. The Company's retail stores bear the "Conn's" name, and deliver the same products and services to a common customer group. The Company's customers generally are individuals rather than commercial accounts. All of the retail stores follow the same procedures and methods in managing their operations. The Company's management evaluates performance and allocates resources based on the operating results of the retail stores and considers the credit programs, service contracts and distribution system to be an integral part of the Company's retail operations.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. See the discussion under Note 2 regarding the change in assumptions used in the Company's valuation of its Interests in securitized assets.

Vendor Programs. The Company receives funds from vendors for price protection, product rebates (earned upon purchase or sale of product), marketing, training and promotional programs which are recorded on the accrual basis, as a reduction of the related product cost or advertising expense, according to the nature of the program. The Company accrues rebates based on the satisfaction of terms of the program and sales of qualifying products even though funds may not be received until the end of a quarter or year. If the programs are related to product purchases, the allowances, credits, or payments are recorded as a reduction of product cost; if the programs are related to product sales, the allowances, credits or payments are recorded as a reduction of cost of goods sold; if the programs are directly related to marketing or promotion of the product, the allowances, credits, or payments are recorded as a reduction of advertising expense in the period in which the expense is incurred. Vendor rebates earned and recorded as a reduction of product cost and cost of goods sold totaled $20.0 million, $29.5 million and $39.8 million for the years ended January 31, 2007, 2008 and 2009, respectively. Over the past three years the Company has received funds from approximately 50 vendors, with the terms of the programs ranging between one month and one year.

Earnings Per Share. In accordance with SFAS No. 128, *Earnings per Share*, the Company calculates basic earnings per share by dividing net income by the weighted average number of common shares outstanding. Diluted earnings per share include the dilutive effects of any stock options granted, which is calculated using the treasury-stock method. The following table sets forth the shares outstanding for the earnings per share calculations (shares in thousands):

	Year Ended January 31,		
	2007	**2008**	**2009**
Common stock outstanding, beginning of period	23,571	23,642	22,375
Weighted average common stock issued in stock option exercises	111	111	29
Weighted average common stock issued to employee stock purchase plan	5	5	9
Less: Weighted average treasury shares purchased	(24)	(565)	-
Shares used in computing basic earnings per share	23,663	23,193	22,413
Dilutive effect of stock options, net of assumed repurchase of treasury stock	626	480	164
Shares used in computing diluted earnings per share	24,289	23,673	22,577

During the periods presented, options with an exercise price in excess of the average market price of the Company's common stock are excluded from the calculation of the dilutive effect of stock options for diluted earnings per share calculations. The weighted average number of options not included in the calculation of the dilutive effect of stock options was 0.2 million, 0.4 million, and 1.2 million for each of the years ended January 31, 2007, 2008, and 2009 respectively.

Cash and Cash Equivalents. The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Credit card deposits in-transit of $1.3 million and $5.3 million, as of January 31, 2008 and 2009, respectively, are included in cash and cash equivalents.

Inventories. Inventories consist of finished goods or parts and are valued at the lower of cost (moving weighted average method) or market.

Property and Equipment. Property and equipment are recorded at cost. Costs associated with major additions and betterments that increase the value or extend the lives of assets are capitalized and depreciated. Normal repairs and maintenance that do not materially improve or extend the lives of the respective assets are charged to operating expenses as incurred. Depreciation, which includes amortization of capitalized leases, is computed on the straight-line method over the estimated useful lives of the assets, or in the case of leasehold improvements, over the shorter of the estimated useful lives or the remaining terms of the respective leases. The estimated lives used to compute depreciation expense are summarized as follows:

Buildings	30 years
Equipment and fixtures	3 – 5 years
Transportation equipment	3 years
Leasehold improvements	5 – 15 years

Property and equipment are evaluated for impairment at the retail store level. The Company performs a periodic assessment of assets for impairment. Additionally, an impairment evaluation is performed whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. The most likely condition that would necessitate an assessment would be an adverse change in historical and estimated future results of a retail store's performance. For property and equipment to be held and used, the Company recognizes an impairment loss if its carrying amount is not recoverable through its undiscounted cash flows and measures the impairment loss based on the difference between the carrying amount and fair value. No impairment was recorded in the years ended January 31, 2007, 2008 or 2009.

All gains and losses on sale of assets are included in Other (income) expense in the consolidated statements of operations.

	Year Ended January 31,		
(in thousands of dollars)	**2007**	**2008**	**2009**
Gain (loss) on sale of assets…………...………	772	943	(117)

During the year ended January 31, 2007, the Company completed a nonmonetary transaction in an exchange of real estate assets. As required under Accounting Principles Board No. 29, *Accounting for Nonmonetary Transactions*, a gain of $0.7 million was recorded in Other (income) expense. During the year ended January 31, 2008, the Company completed transactions involving certain real estate assets that qualified for sales-leaseback treatment. As a result, $1.3 million of the gains resulting from the transactions are being deferred and amortized as a reduction of rent expense on a straight-line basis over the minimum lease term.

Receivable Sales and Interests in Securitized Receivables. The Company enters into securitization transactions to sell eligible customer retail installment and revolving receivable accounts. In these transactions, the Company retains interest-only strips and subordinated securities, all of which are retained interests in the securitized receivables. Securitization income, which includes, gains and losses on sales of receivables, changes in the fair value of interests in securitized assets due to assumption changes, impairment on retained interests, interest income from retained interests and servicing fees, is included in Finance charges and other in the consolidated statement of operations. Gains and losses from the sales of receivables are recorded at the time of the transfer to the QSPE, based on the difference between the fair value and the carrying amount at that time.

On February 1, 2007, the Company was required to adopt SFAS No. 155, Accounting for Certain Hybrid Financial Instruments. Among other things, this statement established a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation. Additionally, the Company had the option to choose to early adopt the provisions of SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. Essentially, the Company had to decide between bifurcation of the embedded derivative and the fair value option in determining how it would account for its Interests in securitized assets. The Company elected to early adopt SFAS No. 159 because it believes it provides a more easily understood presentation for financial statement users. Historically, the Company had valued and reported its interests in securitized assets at fair value, though most changes in the fair value were recorded in Other comprehensive income. The fair value option simplifies the treatment of changes in the fair value of the asset, by reflecting all changes in the fair value of its Interests in securitized assets in current earnings, in Finance charges and other, beginning February 1, 2007. SFAS Nos. 155 and 159 do not allow for retrospective application of these changes in accounting principle and, as such, no adjustments have been made to the amounts disclosed in the financial statements for periods ending prior to February 1, 2007. However, the balance in Other comprehensive income, as of January 31, 2007, of $6.3 million, which represented unrecognized gains on the fair value of the Interests in securitized assets, was included in a cumulative-effect adjustment that was recorded in Retained earnings, effective February 1, 2007. Because of its adoption of SFAS No. 159, effective February 1, 2007, the Company was required to adopt the provisions of SFAS No. 157, Fair Value Measurements. This statement established a framework for measuring fair value and defines fair value as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Effective February 1, 2007, the Company was required to adopt the provisions SFAS No. 156, *Accounting for Servicing of Financial Assets, an Amendment of FASB Statement No. 140*. This statement requires companies to measure servicing assets or servicing liabilities at fair value at each reporting date and report changes in fair value in earnings in the period the changes occur, or amortize servicing assets or servicing liabilities in proportion to and over the estimated net servicing income or loss and assess servicing assets or servicing liabilities for impairment or increased obligation based on the fair value at each reporting date. In connection with the adoption of SFAS No. 156 the Company elected to measure its servicing asset or liability at fair value, and report changes in the fair value in earnings in the period of change. As such, a $0.7 million cumulative-effect adjustment was recorded to Retained earnings at February 1, 2007, net of related tax effects, to recognize a $1.1 million servicing liability. The Company uses a discounted cash flow model to estimate its servicing liability using the portfolio performance and discount rate assumptions discussed above, and an estimate of the servicing fee a market participant would require to service the portfolio. In developing

its estimate, based on the provisions of SFAS No. 157, the Company reviewed available information regarding the servicing fees received by other companies and estimated an expected risk premium a market participant would add to the current fee structure to receive adequate compensation.

Prior to February 1, 2007, gain or loss on the sales of the receivables depended in part on the previous carrying amount of the financial assets involved in the transfer, allocated between the assets sold and the retained interests, based on their relative fair value at the date of transfer. Retained interests were carried at fair value on the Company's consolidated balance sheet as available-for-sale securities in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities. Impairment and interest income were recognized in accordance with Emerging Issues Task Force (EITF) No. 99-20, Recognition of Interest Income and Impairment on Purchased and Retained *Beneficial Interests in Securitized Financial Assets*.

Receivables Not Sold. Certain receivables are not eligible for inclusion in the securitization program are carried on the Company's consolidated balance sheet in Customer accounts receivable. The Company records the amount of principal on those receivables that is expected to be collected within the next twelve months in current assets on its consolidated balance sheet. Those amounts expected to be collected after 12 months are included in non-current assets. Typically, a receivable is considered delinquent if a payment has not been received on the scheduled due date. Generally, an account that is delinquent more than 120 days and for which no payment has been received in the past seven months will be charged-off against the allowance and interest accrued subsequent to the last payment will be reversed. Interest income is accrued using the Rule of 78's method for installment contracts and the simple interest method for revolving charge accounts, and is reflected in Finance charges and other. Typically, interest income is accrued until the contract or account is paid off or charged-off and we provide an allowance for uncollectible interest. Interest income is recognized on interest-free promotion credit programs based on the Company's historical experience related to customers that fail to satisfy the requirements of the interest-free programs. The amount of receivables carried on the Company's consolidated balance sheet that were past due 90 days or more and still accruing interest was $1.5 million and $1.9 million at January 31, 2008 and 2009, respectively. The Company has a secured interest in the merchandise financed by these receivables and therefore has the opportunity to recover a portion of the charged-off value. (See also Note 3.)

Allowance for Doubtful Accounts. The Company records an allowance for doubtful accounts for its Customer and Other accounts receivable, based on its historical loss experience.

Goodwill. Goodwill represents the excess of purchase price over the fair market value of net assets acquired. The Company performs an assessment annually regarding the impairment of goodwill, or at any other time when impairment indicators exist. In fiscal 2007, 2008 and 2009, the Company concluded that goodwill was not impaired based on its annual impairment testing.

Income Taxes. The Company is subject to U.S. federal income tax as well as income tax in multiple state jurisdictions. The Company follows the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the tax rates and laws that are expected be in effect when the differences are expected to reverse. As elected under FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109* (FIN 48), to the extent penalties and interest are incurred, the Company records these charges as a component of its Provision for income taxes. Tax returns for the fiscal years subsequent to January 31, 2006, remain open for examination by the Company's major taxing jurisdictions.

Sales Taxes. The Company records and reports all sales taxes collected on a net basis in the financial statements.

Revenue Recognition. Revenues from the sale of retail products are recognized at the time the customer takes possession of the product. Such revenues are recognized net of any adjustments for sales incentive offers such as discounts, coupons, rebates or other free products or services and discounts of promotional credit sales that extend beyond one year. The Company sells service maintenance agreements and credit insurance contracts on behalf of unrelated third parties. For contracts where third parties are the obligor on the contract, commissions are recognized in revenues at the time of sale, and in the case of retrospective commissions, at the time that they are earned. The Company records a receivable for earned but unremitted retrospective commissions and reserves for future cancellations of service maintenance agreements and credit insurance contracts estimated based on historical experience. When the Company

sells service maintenance agreements in which it is deemed to be the obligor on the contract at the time of sale, revenue is recognized ratably, on a straight-line basis, over the term of the service maintenance agreement. These Company-obligor service maintenance agreements are renewal contracts which provide customers protection against product repair costs arising after the expiration of the manufacturer's warranty and the third-party obligor contracts. These agreements typically have terms ranging from 12 months to 36 months. These agreements are separate units of accounting under EITF No. 00-21, *Revenue Arrangements with Multiple Deliverables* and are valued based on the agreed upon retail selling price. The amounts of service maintenance renewal agreement revenue deferred at January 31, 2008 and 2009, were $4.4 million and $4.5 million, respectively, and are included in Deferred revenue and allowances in the accompanying consolidated balance sheets. Under the renewal contracts, the Company defers and amortizes its direct selling expenses over the contract term and records the cost of the service work performed as products are repaired.

The following table presents a reconciliation of the beginning and ending balances of the deferred revenue on the Company's service maintenance agreements and the amount of claims paid under those agreements (in thousands):

Reconciliation of deferred revenues on service maintenance agreements

	Year Ended January 31,	
	2008	2009
Balance in deferred revenues at beginning of year	$ 3,554	$ 4,368
Revenues earned during the year	(5,262)	(5,651)
Revenues deferred on sales of new agreements	6,076	5,761
Balance in deferred revenues at end of year	$ 4,368	$ 4,478
Total claims incurred during the year, excludes selling expenses	$ 2,449	$ 2,288

The classification of the amounts included as Finance charges and other is summarized as follows (in thousands):

	Year Ended January 31,		
	2007	2008	2009
Securitization income:			
Servicing fees received	$20,997	$24,288	$25,680
Gains (Losses) on sale of receivables, net	23,874	27,038	19,170
Change in fair value of securitized assets	-	(4,805)	(24,508)
Impairment recorded on retained interests (1)	(1,495)	-	-
Interest earned on retained interests	19,055	23,339	33,931
Total securitization income	62,431	69,860	54,273
Insurance commissions	18,667	21,397	20,191
Interest income and fees	1,113	929	9,076
Other	1,509	950	2,161
Finance charges and other	$83,720	$93,136	$85,701

(1) The impairment charge in the year ended January 31, 2007, was due to higher expected credit losses as a result of the continued impact of the disruption to our credit operations as a result of Hurricane Rita.

Sales on interest-free promotional credit programs are recognized at the time the customer takes possession of the product, consistent with the above stated policy. Considering the short-term nature of interest free programs for terms less than one year, sales are recorded at full value and are not discounted. Sales financed by longer-term (18-, 24- and 36-month) interest free programs are recorded at their net present value in accordance with APB 21, *Interest on Receivables and Payables*. The discount to net present value results in a reduction in net sales, which totaled $5.3 million, $7.2 million and $5.8 million for the years ended January 31, 2007, 2008 and 2009, respectively. Eligible receivables arising out of the Company's interest-free programs are transferred to the Company's QSPE, net of the discount, with other qualifying customer receivables. Customer receivables arising out of the interest-free programs that are retained by the

Company are carried on the consolidated balance sheet net of the discount, which is amortized into income over the life of the receivable as an adjustment to Finance charges and other.

The Company classifies amounts billed to customers relating to shipping and handling as revenues. Costs of $21.4 million, $22.0 million and $20.8 million associated with shipping and handling revenues are included in Selling, general and administrative expense for the years ended January 31, 2007, 2008 and 2009, respectively.

Fair Value of Financial Instruments. The fair value of cash and cash equivalents, receivables retained on our balance sheet, and notes and accounts payable approximate their carrying amounts because of the short maturity of these instruments. The fair value of the Company's interests in securitized receivables is determined by estimating the present value of future expected cash flows using management's best estimates of the key assumptions, including credit losses, forward yield curves and discount rates commensurate with the risks involved. See Notes 2 and 3. The carrying value of the Company's long-term debt approximates fair value due to either the time to maturity or the existence of variable interest rates that approximate current market rate.

Share-Based Compensation. On February 1, 2006, the Company adopted SFAS No. 123R, *Share-Based Payment*, using the modified retrospective application transition method. Under the modified retrospective application transition method, all prior period financial statements have been adjusted to give effect to the fair-value-based method of accounting for share-based compensation. The adoption of the statement impacted the fiscal 2007 financial statements presented as follows:

- Income before income taxes and Net income was reduced by $1.7 million and $1.4 million, respectively. Basic earnings per share and Diluted earnings per share were reduced by $.06. Cash flows from operating activities were reduced by and cash flow from financing activities were increased by $0.2 million.

For stock option grants after our IPO in November 2003, the Company has used the Black-Scholes model to determine fair value. Share-based compensation expense is recorded, net of estimated forfeitures, on a straight-line basis over the vesting period of the applicable grant. Prior to the IPO, the value of the options issued was estimated using the minimum valuation option-pricing model. Since the minimum valuation option-pricing model does not qualify as a fair value pricing model under FAS 123R, the Company followed the intrinsic value method of accounting for share-based compensation to employees for these grants, as prescribed by Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations.

Self-insurance. The Company is self-insured for certain losses relating to group health, workers' compensation, automobile, general and product liability claims. The Company has stop loss coverage to limit the exposure arising from these claims. Self-insurance losses for claims filed and claims incurred, but not reported, are accrued based upon the Company's estimates of the aggregate liability for claims incurred using development factors based on historical experience.

Expense Classifications. The Company records Cost of goods sold as the direct cost of products sold, any related out-bound freight costs, and receiving costs, inspection costs, internal transfer costs, and other costs associated with the operations of its distribution system. Advertising costs are expensed as incurred.

Advertising expense included in Selling, general and administrative expense for the years ended January 31, 2007, 2008 and 2009, was:

	Year Ended January 31,		
	2007	**2008**	**2009**
		(in thousands)	
Gross advertising expense	$ 33,680	$ 35,647	$ 36,289
Less:			
Vendor rebates	(7,188)	(6,591)	(6,440)
Net advertising expense in Selling, general and adminstrative expense	$ 26,492	$ 29,056	$ 29,849

In addition, the Company records as Cost of service parts sold the direct cost of parts used in its service operation and the related inbound freight costs, purchasing and receiving costs, inspection costs, internal transfer costs, and other costs associated with the parts distribution operation.

The costs associated with the Company's merchandising function, including product purchasing, advertising, sales commissions, and all store occupancy costs are included in Selling, general and administrative expense.

Reclassifications. Certain reclassifications have been made in the prior years' financial statements to conform to the current year's presentation. $3.0 million of customer receivables outstanding at January 31, 2008, have been reclassified to non-current assets on the consolidated balance sheet.

2. Fair Value of Interests in Securitized Assets

The Company estimates the fair value of its Interests in securitized assets using a discounted cash flow model with most of the inputs used being unobservable inputs. The primary unobservable inputs, which are derived principally from the Company's historical experience, with input from its investment bankers and financial advisors, include the estimated portfolio yield, credit loss rate, discount rate, payment rate and delinquency rate and reflect the Company's judgments about the assumptions market participants would use in determining fair value. In determining the cost of borrowings, the Company uses current actual borrowing rates, and adjusts them, as appropriate, using interest rate futures data from market sources to project interest rates over time. Changes in the inputs over time, including varying credit portfolio performance, market interest rate changes, market participant risk premiums required, or a shift in the mix of funding sources, could result in significant volatility in the fair value of the Interest in securitized assets, and thus the earnings of the Company.

For the fiscal year ended January 31, 2009, Finance charges and other included a non-cash decrease in the fair value our Interests in securitized assets of $24.5 million, reflecting primarily higher risk premiums included in the discount rate input during the quarters ended April 30, 2008, October 31, 2008, and January 31, 2009, resulting from the volatility in the financial markets. During the quarters ended April 30, 2008, October 31, 2008, and January 31, 2009, returns required by market participants on many investments increased significantly as a result of continued volatility in the financial markets. Though the Company does not anticipate any significant variation in the underlying economics or expected cash flow performance of the securitized credit portfolio, it increased the risk premium included in the discount rate input used in the determination of the fair value of its Interests in securitized assets to reflect the higher estimated risk premium it believes a market participant would require if purchasing the asset. Based on a review of the changes in market risk premiums during the three months ended April 30, 2008, and discussions with its investment bankers and financial advisors, the Company estimated that a market participant would require approximately a 300 basis point increase in the required risk premium. After its review for the three months ended October 31, 2008, the Company estimated that a market participant would require an additional 700 basis point increase in the required risk premium. After its review for the three months ended January 31, 2009, the Company estimated that a market participant would require an increase in the required risk premium of approximately 500 basis points. As a result, the Company increased the weighted average discount rate input from 16.5% at January 31, 2008, to 30.0% at January 31, 2009, after reflecting a 160 basis point decrease in the risk-free interest rate included in the discount rate input. Additionally, during the three months ended October 31, 2008, as a result of the impact of general economic conditions on other consumer credit portfolios and the impact of Hurricanes Gustav and Ike on its expected net charge-off rate, the Company increased the weighted average net charge-off rate input that it expects a market participant would use from 3.25% to 4.00%. These changes, along with other input changes, contributed to the decrease in fair value for fiscal year ended January 31, 2009 (see reconciliation of the balance of Interests in securitized assets below). The changes in fair value resulted in a charge to Income (loss) before income taxes of $24.5 million, a charge to net income of $15.9 million, and reduced basic and diluted earnings per share by $0.70, for the fiscal year ended January 31, 2009, respectively.

The increase in the discount rate has the effect of deferring income to future periods – not permanently reducing securitization income or the earnings of the Company, assuming no significant variation in the future cash flow performance of the securitized credit portfolio. The deferred earnings will be recognized in future periods as interest income on the Interests in securitized assets as the actual cash flows on the receivables are realized. If a market participant were to require a return on investment that is 10% higher than estimated in the Company's calculation, the fair value of its interests in securitized assets would be decreased by an

additional $4.4 million as of January 31, 2009. The Company will continue to monitor financial market conditions and, each quarter, as it reassesses the inputs used may adjust its inputs up or down, including the risk premiums a market participant will use. As the financial markets and general economic conditions have continued to experience a high-level of volatility, the Company will likely be required to record additional non-cash gains and losses in future periods, until such time as financial market and general economic conditions stabilize.

The following are reconciliations of the beginning and ending balances of the Interests in securitized assets and the beginning and ending balances of the servicing liability for the fiscal years ended January 31, 2008 and 2009 (in thousands):

Reconciliation of Interests in Securitized Assets:	2008	2009
Balance of Interests in securitized assets at beginning of year	$ 136,848	$ 178,150
Amounts recorded in Finance charges and other:		
Gains (losses) associated with change in portfolio balances	1,130	(473)
Changes in fair value due to assumption changes:		
Fair value increase (decrease) due to change in portfolio yield	585	(1,998)
Fair value increase due to changes in projected interest rates	2,969	2,770
Fair value decrease due to changes in funding mix	(4,195)	(555)
Fair value decrease due to changes in weighted loss rate	(1,233)	(4,018)
Fair value increase due to changes in risk-free interest rate component of the discount rate	5,117	2,675
Fair value decrease due to higher risk premium included in discount rate	(8,512)	(24,993)
Other changes	(521)	2,045
Net change in fair value due to assumption changes	(5,790)	(24,074)
Net Losses included in Finance charges and other (a)	(4,660)	(24,547)
Change in balance of subordinated security and equity interest due to transfers of receivables	45,962	22,940
Balance of Interests in securitized assets at end of year	$ 178,150	$ 176,543
Reconciliation of Servicing Liability:		
Balance of servicing liability at beginning of year	$ 1,052	$ 1,197
Amounts recorded in Finance charges and other:		
Increase (decrease) associated with change in portfolio balances	147	(1)
Decrease due to higher discount rate	(13)	(92)
Other changes	11	54
Net change included in Finance charges and other (b)	145	(39)
Balance of servicing liability at end of year	$ 1,197	$ 1,157
Net decrease in fair value included in Finance charges and other (a) - (b)	$ (4,805)	$ (24,508)

3. Interests in Securitized Receivables

The Company has an agreement to sell customer receivables. As part of this agreement, the Company sells eligible retail installment contracts and revolving receivable accounts to a QSPE that pledges the transferred accounts to a trustee for the benefit of investors. The following table summarizes the availability of funding under the Company's securitization program at January 31, 2009 (in thousands):

	Capacity	Utilized	Available
2002 Series A	$300,000	$292,500	$7,500
2006 Series A – Class A	90,000	90,000	-
2006 Series A – Class B	43,333	43,333	-
2006 Series A – Class C	16,667	16,667	-
Total	$450,000	$442,500	$7,500

The 2002 Series A program functions as a credit facility to fund the initial transfer of eligible receivables. When the facility approaches a predetermined amount, the QSPE (Issuer) is required to seek financing to pay down the outstanding balance in the 2002 Series A variable funding note. The amount paid down on the facility then becomes available to fund the transfer of new receivables or to meet required principal payments on other series as they become due. The new financing could be in the form of additional notes, bonds or other instruments as the market and transaction documents might allow. The 2002 Series A program, which was decreased from $450 million to $300 million during the year ended January 31, 2009, is divided into two tranches: a $100 million 364-day tranche that matures in August 2009, and a $200 million tranche that is renewable annually, at our option, until September 2012. The 2006 Series A program, which was consummated in August 2006, is non-amortizing for the first four years and officially matures in April 2017. However, it is expected that the principal payments, which begin in September 2010, will retire the bonds prior to that date.

The agreement contains certain covenants requiring the maintenance of various financial ratios and receivables performance standards. The Issuer was in compliance with the requirements of the agreement as of January 31, 2009, and, based on current facts and circumstances, expects to be in compliance through fiscal 2010. As part of the securitization program, the Company and Issuer arranged for the issuance of a stand-by letter of credit in the amount of $20.0 million to provide assurance to the trustee on behalf of the bondholders that funds collected monthly by the Company, as servicer, will be remitted as required under the base indenture and other related documents. The letter of credit expires in August 2011, and the maximum potential amount of future payments is the face amount of the letter of credit. The letter of credit is callable, at the option of the trustee, if the Company, as servicer, fails to make the required monthly payments of the cash collected to the trustee.

Through its retail sales activities, the Company generates customer retail installment contracts and revolving receivable accounts. The Company enters into securitization transactions to sell eligible accounts to the QSPE. In these securitizations, the Company retains servicing responsibilities and subordinated interests. The Company receives annual servicing fees and other benefits approximating 3.9% of the outstanding balance and rights to future cash flows arising after the investors in the securities issued by or on behalf of the QSPE have received from the trustee all contractually required principal and interest amounts. The Company records a servicing liability related to the servicing obligations (See Note 2). The investors and the securitization trustee have no recourse to the Company's other assets for failure of the individual customers of the Company and the QSPE to pay when due. The Company's retained interests are subordinate to the investors' interests, and would not be paid if the Issuer is unable to repay the amounts due under the 2002 Series A and 2006 Series A programs. Their value is subject to credit, prepayment, and interest rate risks on the transferred financial assets.

The fair values of the Company's interest in securitized assets were as follows (in thousands):

	January 31,	
	2008	2009
Interest-only strip	$ 31,866	$ 31,958
Subordinated securities	146,284	144,585
Total fair value of interests in securitized assets	$ 178,150	$ 176,543

The table below summarizes valuation assumptions used for each period ending January 31 presented:

	2007	2008	2009
Net interest spread			
Primary installment	12.6%	13.5%	14.5%
Primary revolving	12.6%	13.5%	14.5%
Secondary installment	14.2%	14.0%	14.1%
Expected losses			
Primary installment	3.0%	3.3%	3.4%
Primary revolving	3.0%	3.3%	3.4%
Secondary installment	3.0%	3.3%	5.5%
Projected expense			
Primary installment	4.1%	4.1%	3.9%
Primary revolving	4.1%	4.1%	3.9%
Secondary installment	4.1%	4.1%	3.9%
Discount rates			
Primary installment	13.6%	15.6%	29.2%
Primary revolving	13.6%	15.6%	29.2%
Secondary installment	17.6%	19.6%	33.2%

At January 31, 2009, key economic assumptions and the sensitivity of the current fair value of the interests in securitized assets to immediate 10% and 20% adverse changes in those assumptions are as follows (dollars in thousands):

	Primary Portfolio Installment	Primary Portfolio Revolving	Secondary Portfolio Installment
Fair value of interest in securitized assets	$ 130,292	$ 10,580	$ 35,671
Expected weighted average life	1.2 years	1.1 years	1.7 years
Net interest spread assumption	14.5 %	14.5 %	14.1 %
Impact on fair value of 10% adverse change	$ 4,554	$ 370	$ 1,631
Impact on fair value of 20% adverse change	$ 8,976	$ 729	$ 3,206
Expected losses assumptions	3.4 %	3.4 %	5.5 %
Impact on fair value of 10% adverse change	$ 1,092	$ 89	$ 641
Impact on fair value of 20% adverse change	$ 2,175	$ 177	$ 1,271
Projected expense assumption	3.9 %	3.9 %	3.9 %
Impact on fair value of 10% adverse change	$ 1,237	$ 100	$ 479
Impact on fair value of 20% adverse change	$ 2,474	$ 201	$ 959
Discount rate assumption	29.2 %	29.2 %	33.2 %
Impact on fair value of 10% adverse change	$ 3,041	$ 247	$ 1,136
Impact on fair value of 20% adverse change	$ 5,936	$ 482	$ 2,206

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a 10% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, the effect of the variation in a particular assumption on the fair value of the interest-only strip is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (i.e. increases in market interest rates may result in lower prepayments and increased credit losses), which might magnify or counteract the sensitivities.

The following illustration presents quantitative information about the receivables portfolios managed by the Company (in thousands):

	Total Principal Amount of Receivables January 31,		Principal Amount Over 60 Days Past Due (1) January 31,	
	2008	2009	2008	2009
Primary portfolio:				
Installment	$ 463,257	$ 551,838	$ 29,997	$ 33,126
Revolving	48,329	38,084	1,561	2,027
Subtotal	511,586	589,922	31,558	35,153
Secondary portfolio:				
Installment	143,281	163,591	18,220	19,988
Total receivables managed	654,867	753,513	49,778	55,141
Less receivables sold	645,862	645,715	47,778	52,214
Receivables not sold	9,005	107,798	$ 2,000	$ 2,927
Allowance for uncollectible accounts	(882)	(3,913)		
Allowances for promotional credit programs	-	(1,588)		
Current portion of customer accounts receivable, net	5,133	61,125		
Non-current customer accounts receivable, net	$ 2,990	$ 41,172		

	Average Balances January 31,		Credit Charge-offs January 31, (2)	
	2008	2009	2008	2009
Primary portfolio:				
Installment	$414,558	$495,489		
Revolving	50,871	43,184		
Subtotal	465,429	538,673	$ 12,429	$ 15,071
Secondary portfolio:				
Installment	141,202	157,529	4,989	7,291
Total receivables managed	606,631	696,202	17,418	22,362
Less receivables sold	597,286	651,420	16,492	21,573
Receivables not sold	$ 9,345	$ 44,782	$ 926	$ 789

(1) Amounts are based on end of period balances.
(2) Amounts represent total credit charge-offs, net of recoveries, on total receivables.

4. Debt and Letters of Credit

On August 14, 2008, the Company entered into a $210 million asset-based revolving credit facility that provides funding based on a borrowing base calculation that includes accounts receivable and inventory. The facility matures in August 2011 and bears interest at LIBOR plus a spread ranging from 225 basis points to 275 basis points, based on a fixed charge coverage ratio. In addition to the fixed charge coverage ratio, the revolving credit facility includes a leverage ratio requirement, a minimum receivables cash recovery percentage requirement, a net capital expenditures limit and combined portfolio performance covenants. The Company was in compliance with the requirements of the agreement as of January 31, 2009, and, based on current facts and circumstances, expects to be in compliance through fiscal 2010. Additionally, the revolving credit facility restricts the amount of dividends the Company can pay. The revolving facility is secured by the assets of the Company not otherwise encumbered.

Long-term debt consists of the following (in thousands, except repayment explanations):

	January 31,	
	2008	2009
Revolving credit facility for $210 million maturing in August 2011	$ -	$ 62,900
Unsecured revolving line of credit for $10 million maturing in September 2009	-	-
Promissory notes, due in monthly installments	119	17
Total long-term debt	119	62,917
Less amounts due within one year	(102)	(5)
Amounts classified as long-term	$ 17	$ 62,912

The Company's revolving credit facility provides it the ability to utilize letters of credit to secure its obligations as the servicer under its QSPE's asset-backed securitization program, deductibles under the Company's property and casualty insurance programs and international product purchases, among other acceptable uses. At January 31, 2009, the Company had outstanding letters of credit of $21.7 million under this facility. The maximum potential amount of future payments under these letter of credit facilities is considered to be the aggregate face amount of each letter of credit commitment, which totals $21.7 million as of January 31, 2009. As of January 31, 2009, the Company had approximately $31.3 million under its revolving credit facility, net of standby letters of credit issued, and $10.0 million under its unsecured bank line of credit immediately available for general corporate purposes.

Interest expense incurred on notes payable and long-term debt totaled $0.4, $0.5 and $1.4 million for the years ended January 31, 2007, 2008 and 2009, respectively. The Company capitalized borrowing costs of $0.3 million, $0.3 million and $0.2 million during the years ended January 31, 2007, 2008 and 2009, respectively. Aggregate maturities of long-term debt as of January 31 in the year indicated are as follows (in thousands):

2010	$ 5
2011	5
2012	62,905
2013	2
Total	$ 62,917

5. Income Taxes

Deferred income taxes reflect the net effects of temporary timing differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred tax assets result primarily from differences between financial and tax methods of accounting for income recognition on service contracts and residual interests, capitalization of costs in inventory, and deductions for depreciation and doubtful accounts, and the fair value of derivatives.

The deferred tax assets and liabilities are summarized as follows (in thousands):

	January 31,	
	2008	2009
Deferred Tax Assets		
Allowance for doubtful accounts and warranty and insurance cancellations	$ 314	$ 2,111
Interest in securitized assets	-	7,352
Deferred revenue	2,558	2,059
Stock-based compensation	1,033	1,654
Property and equipment	151	1,153
Inventories	1,327	802
Accrued vacation and other	1,501	2,885
Total deferred tax assets	6,884	17,725
Deferred Tax Liabilities		
Sales tax receivable	(1,026)	(395)
Interest in securitized assets	(1,430)	-
Goodwill	(1,372)	(1,598)
Other	(568)	(634)
Total deferred tax liabilities	(4,396)	(2,627)
Net Deferred Tax Asset	$ 2,488	$ 15,098

Income taxes were impacted during the years ended January 31, 2007 and 2008, by the replacement of the existing franchise tax in Texas with a taxed based on margin. Taxable margin is generally defined as total federal tax revenues minus the greater of (a) cost of goods sold or (b) compensation. The tax rate to be paid by retailer and wholesalers is 0.5% on taxable margin. During June 2007, the Company completed a reorganization to simplify its legal entity structure, by merging certain of its Texas limited partnerships into their corporate partners. The reorganization also resulted in the one-time elimination of the Texas margin tax owed by those partnerships, representing virtually all of the margin tax owed by the Company. Accordingly, the Company reversed approximately $0.9 million of accrued Texas margin tax as of June 2007, net of federal tax. The Company began accruing the margin tax for the entities that acquired the operations through the mergers in July 2007. Additionally, the acceleration of certain allowance for doubtful accounts deductions resulted in a decrease in current tax expense and an increase in deferred tax expense of $1.9 million in fiscal year 2007. During fiscal year 2008, the Company changed its method of accounting for fixed assets in its tax returns. The change resulted in a decrease in current tax expense and an increase in deferred tax expense of approximately $2.7 million. Additionally, the Company changed its method of accounting for lease expense in its tax returns, which resulted in an increase in current tax expense and a decrease in deferred tax expense of approximately $1.4 million. During fiscal year 2009, as a result of the non-cash fair value adjustments that decreased the Company's Interests in securitized assets, it recorded an increase in current tax expense and a decrease in deferred tax expense of $8.7 million.

The significant components of income taxes were as follows (in thousands):

	Year Ended January 31,		
	2007	2008	2009
Current:			
Federal……	$ 22,439	$ 22,264	$ 26,081
State……	916	(8)	1,777
Total current……	23,355	22,256	27,858
Deferred:			
Federal……	(1,013)	(728)	(11,825)
State……	(67)	(19)	(200)
Total deferred……	(1,080)	(747)	(12,025)
Total tax provision……	$ 22,275	$ 21,509	$ 15,833

A reconciliation of the statutory tax rate and the effective tax rate for each of the periods presented in the statements of operations is as follows:

	Year Ended January 31,		
	2007	2008	2009
U.S. Federal statutory rate……	35.0 %	35.0 %	35.0 %
State and local income taxes, net of federal benefit……	1.0	0.0	2.5
Non-deductible entertainment, non-deductible stock-based compensation, tax-free interest income and other ……	(0.4)	0.1	0.6
Effective tax rate……	35.6 %	35.1 %	38.1 %

6. Leases

The Company leases certain of its facilities and operating equipment from outside parties and from a stockholder/officer. The real estate leases generally have initial lease periods of from 5 to 15 years with renewal options at the discretion of the Company; the equipment leases generally provide for initial lease terms of three to seven years and provide for a purchase right by the Company at the end of the lease term at the fair market value of the equipment.

The following is a schedule of future minimum base rental payments required under the operating leases that have initial non-cancelable lease terms in excess of one year (in thousands):

Year Ended January 31,	Third Party	Related Party	Total
2010……	$ 23,558	$ 207	$ 23,765
2011……	22,780	207	22,987
2012……	21,576		21,576
2013……	19,664	-	19,664
2014……	17,936	-	17,936
Thereafter……	68,809	-	68,809
Total……	$ 174,323	$ 414	$ 174,737

Total lease expense was approximately $17.3 million, $19.3 million and $22.6 million for the years ended January 31, 2007, 2008 and 2009, respectively, including approximately $0.2 million, $0.2 million and $0.2 million paid to related parties, respectively.

Certain of our leases are subject to scheduled minimum rent increases or escalation provisions, the cost of which is recognized on a straight-line basis over the minimum lease term. Tenant improvement allowances, when granted by the lessor, are deferred and amortized as contra-lease expense over the term of the lease.

7. Share-Based Compensation

The Company has an Incentive Stock Option Plan and a Non-Employee Director Stock Option Plan to provide for grants of stock options to various officers, employees and directors, as applicable, at prices equal to the market value on the date of the grant. The options vest over one to five year periods (depending on the grant) and expire ten years after the date of grant. At the Company's annual meeting on May 31, 2006, amendments to the stock option plans were approved, which increased the shares available under the Incentive Stock Option Plan to 3,859,767 and increased the shares available under the Non-Employee Director Stock Option Plan to 600,000. On June 3, 2008, the Company issued seven non-employee directors 70,000 total options to acquire the Company's stock at $16.93 per share. At January 31, 2009, the Company had 190,000 options available for grant under the Non-Employee Director Stock Option Plan.

The Company's Employee Stock Purchase Plan is available to a majority of the employees of the Company and its subsidiaries, subject to minimum employment conditions and maximum compensation limitations. At the end of each calendar quarter, employee contributions are used to acquire shares of common stock at 85% of the lower of the fair market value of the common stock on the first or last day of the calendar quarter. During the years ended January 31, 2007, 2008 and 2009, the Company issued 11,720, 13,316 and 21,774 shares of common stock, respectively, to employees participating in the plan, leaving 1,201,115 shares remaining reserved for future issuance under the plan as of January 31, 2009.

A summary of the Company's Incentive Stock Option Plan activity during the year ended January 31, 2009 is presented below (shares in thousands):

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding, beginning of year……………………………	1,700	$ 19.25		
Granted………………………………………………………	466	6.48		
Exercised…………………………………………………….	(28)	(10.32)		
Forfeited…………………………………………………….	(154)	(23.75)		
Outstanding, end of year…………………………………	1,984	$ 16.02	6.9	$3.8 million
Exercisable, end of year…………………………………	1,058	$ 17.24	5.1	$1.1 million

During the years ended January 31, 2007, 2008 and 2009, the Company recognized total compensation cost for share-based compensation of approximately $1.7 million, $2.7 million and $3.2 million, respectively, and recognized tax benefits related to that compensation cost of approximately $0.3 million, $0.5 million, and $0.7 million, respectively.

The assumptions used in stock pricing model and valuation information for the years ended January 31, 2007, 2008 and 2009 are as follows:

	Year Ended January 31,		
	2007	2008	2009
Weighted average risk free interest rate………………………….	4.4%	3.6%	2.5%
Weighted average expected lives in years ………………………	6.4	6.4	6.4
Weighted average volatility……………………………………...	50.0%	45.0%	50.0%
Expected dividends……………………………………….........	-	-	-
Weighted average grant date fair value of options granted during the period…………………………………………………	$ 12.39	$9.94	$ 3.33
Weighted average fair value of options vested during the period (1)..………………………………………………………..	$ 6.88	$ 8.17	$ 9.13
Total fair value of options vesting during the period (1)…………	$1.4 million	$2.3 million	$2.4 million

Intrinsic value of options exercised during the period…………..	$3.9 million	$3.1 million	$0.2 million

(1) Does not include pre-IPO options that were valued using the minimum value option-pricing method.

As provided by Staff Accounting Bulletin No. 107, and amended by Staff Accounting Bulletin No. 110, which provides guidance relating to share-based compensation accounting, the Company has used a shortcut method to compute the weighted average expected life for the stock options granted in the years ended January 31, 2008 and 2009. The shortcut method is an average based on the vesting period and the contractual term. The Company uses the shortcut method due to the lack of adequate historical experience or other comparable information. The weighted average volatility for the year ended January 31, 2008 was calculated using the average historical volatility of the Company's peer group and weighted average volatility for the year ended January 31, 2009 was calculated using the Company's historical volatility. As of January 31, 2009, the total compensation cost related to non-vested awards not yet recognized totaled $6.6 million and is expected to be recognized over a weighted average period of 3.3 years.

8. Significant Vendors

As shown in the table below, a significant portion of the Company's merchandise purchases for years ended January 31, 2007, 2008 and 2009 were made from six vendors:

	Year Ended January 31,		
Vendor	**2007**	**2008**	**2009**
A………………………………………………	12.7 %	13.0 %	19.3 %
B………………………………………………	12.1	13.1	11.5
C………………………………………………	7.1	7.5	9.9
D………………………………………………	5.3	5.9	9.6
E………………………………………………	12.9	9.1	6.6
F………………………………………………	7.1	5.8	6.4
Totals………………………………………	57.2 %	54.4 %	63.3 %

9. Related Party Transactions

The Company leases one of its stores from its Chief Executive Officer and Chairman of the Board, under the terms of a lease it entered prior to becoming a publicly held company.

The Company engaged the services of Direct Marketing Solutions, Inc. (DMS), for a substantial portion of its direct mail advertising. DMS, Inc. is partially owned (less than 50%) by SF Holding Corp., members of the Stephens family, Jon E. M. Jacoby, and Douglas H. Martin. SF Holding Corp. and the members of the Stephens family are significant shareholders of the Company, and Messrs. Jacoby and Martin are members of the Company's Board of Directors. The fees the Company paid to DMS during the fiscal years ended 2007, 2008 and 2009, amounted to approximately $3.6 million, $2.5 million and $4.0 million, respectively.

The Company engaged the services of Stephens Inc. to act as its broker under its former stock repurchase program. Stephens Inc. is a shareholder of the Company, and Doug Martin, an Executive Vice President of Stephens Inc., is a member of the Company's Board of Directors. During the years ended January 31, 2007 and 2008, the Company incurred fees payable to Stephens Inc. of $5,040 and $46,644, respectively, related to the purchase of 168,000 and 1,555,205 shares, respectively, of its common stock. There were no shares purchased in fiscal year 2009. Based on a review of competitive bids received from various broker candidates, the Company believes the terms of this arrangement are no less favorable than it could have obtained in an arms' length transaction.

10. Benefit Plans

The Company has established a defined contribution 401(k) plan for eligible employees who are at least 21 years old and have completed at least one-year of service. Employees may contribute up to 20% of their eligible pretax compensation to the plan. The Company will match 100% of the first 3% of the employees' contributions and 50% of the next 2% of the employees' contributions. At its option, the Company may make supplemental contributions to the Plan, but has not made such contributions in the past three years. The matching contributions made by the Company totaled $1.8, $2.1 and $1.8 million during the years ended January 31, 2007, 2008 and 2009, respectively.

11. Contingencies

Legal Proceedings. The Company is involved in routine litigation incidental to our business from time to time. Currently, the Company does not expect the outcome of any of this routine litigation to have a material effect on its financial condition or results of operations. However, the results of these proceedings cannot be predicted with certainty, and changes in facts and circumstances could impact the Company's estimate of reserves for litigation.

Insurance. Because of its inventory, vehicle fleet and general operations, the Company has purchased insurance covering a broad variety of potential risks. The Company purchases insurance polices covering general liability, workers compensation, real property, inventory and employment practices liability, among others. Additionally, the Company has umbrella policies with an aggregate limit of $50.0 million. The Company has retained a portion of the risk under these policies and its group health insurance program. See additional discussion under Note 1. The Company has a $1.7 million letter of credit outstanding supporting its obligations under the property and casualty portion of its insurance program.

Service Maintenance Agreement Obligations. The Company sells service maintenance agreements under which it is the obligor for payment of qualifying claims. The Company is responsible for administering the program, including setting the pricing of the agreements sold and paying the claims. The pricing is set based on historical claims experience and expectations about future claims. While the Company is unable to estimate maximum potential claim exposure, it has a history of overall profitability upon the ultimate resolution of agreements sold. The revenues related to the agreements sold are deferred at the time of sales and recorded in revenues in the statement of operations over the life of the agreements. The amounts deferred are reflected on the face of the consolidated balance sheet in Deferred revenues and allowances, see also Note 1 for additional discussion.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on management's evaluation (with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO)), as of the end of the period covered by this report, our CEO and CFO have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Please refer to Management's Report on Internal Control over Financial Reporting under Item 8 of this report.

Changes in Internal Controls Over Financial Reporting

There have been no changes in our internal controls over financial reporting that occurred in the quarter ended January 31, 2009, which have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

Adoption of Bonus Program and Other Compensation Changes

On March 24, 2009, the Compensation Committee of our Board of Directors adopted a cash bonus program for our 2010 fiscal year. Our named executive officers, as well as certain other executive officers and certain employees, are eligible to participate in the 2010 bonus program. Below is a description of the 2010 bonus program, as adopted by our Compensation Committee.

The purpose of the 2010 bonus program is to promote the interests of the Company and its stockholders by providing key employees with financial rewards upon achievement of specified business objectives, as well as help us attract and retain key employees by providing attractive compensation opportunities linked to performance results.

The Compensation Committee established four bonus levels for its 2010 bonus program: Level 1, Level 2, Level 3 and Level 4. Each of the levels represent the attainment by us of certain operating pre-tax profit targets established by the Compensation Committee (each, a "Profit Goal"). If we do not achieve the Level 1 Profit Goal, each named executive officer, other executive officer or employee awarded a bonus pursuant to the 2010 bonus program will receive a prorata portion of the Level 1 Profit Goal, determined by the actual pre-tax profit as a percentage of the Level 1 Profit Level.

The bonuses that may become distributable based upon our achievement of the Level 1 through Level 4 Profit Goals will be distributed by our Chief Executive Officer with approval from the Compensation Committee.

Our named executive officers, including our Chief Executive Officer, certain other executive officers and certain employees will receive a bonus under the 2010 bonus program that varies based upon our achievement of the Level 1 through Level 4 Profit Goals. The Level 1 bonus amount for each Participant was established based upon the Compensation Committee's independent evaluation of his or her relative effect on the Company's performance. The Level 2 bonus is generally 30.8% greater than the Level 1 bonus, the Level 3 bonus is 64.1% greater than the Level 1 bonus, and the Level 4 bonus is 100% greater than the Level 1 bonus.

In addition, we established a contingency bonus pool under the 2010 bonus program that varies based upon our achievement of the Level 1 through Level 4 Profit Goals and additional funds which may accrue for exceptional performance beyond the Level 4 Profit Goal. The contingency bonus pool will be distributed at the discretion of our Chairman and Chief Executive Officer with prior approval from the Compensation Committee.

Payment of bonuses (if any) is normally made in February after the end of the performance period during which the bonuses were earned. Except for certain executive officers who have executive employment agreements, in order to be eligible for a bonus under the 2010 bonus program, eligible participants must be employed through the end of fiscal year ending January 31, 2010. Those executive officers who have executive employment agreements with us are entitled to, under certain situations, a prorata bonus if they resign or are terminated prior to the completion of the fiscal year ended January 31, 2010.

Bonuses normally will be paid in cash in a single lump sum, subject to payroll taxes and tax withholdings.

Restoration of Salary and Bonus Opportunities of Executive Vice Chairman

William C. Nylin, Jr. will continue to serve the Company as its Executive Vice Chairman of the Board, and continues to report to Thomas J. Frank, our Chief Executive Officer and Chairman. However, due to Dr. Nylin's continuation of his commitment to the Company and its needs, the board of directors elected to restore his salary to that of a full time officer of the Company. Dr. Nylin will continue to be responsible for the Information Technology and Risk Management functions of the Company.

PART III

The information required by Items 10 through 14 is included in our definitive Proxy Statement relating to our 2009 Annual Meeting of Stockholders, and is incorporated herein by reference.

CROSS REFERENCE TO ITEMS 10-14 LOCATED IN THE PROXY STATEMENT

	Item	Caption in the Conn's, Inc. 2009 Proxy Statement
ITEM 10.	**DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**	**BOARD OF DIRECTORS; EXECUTIVE OFFICERS; CORPORATE GOVERNANCE**
ITEM 11.	**EXECUTIVE COMPENSATION**	**EXECUTIVE COMPENSATION**
ITEM 12.	**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**	**STOCK OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS AND PRINCIPAL STOCKHOLDERS**
ITEM 13.	**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**	**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**
ITEM 14.	**PRINCIPAL ACCOUNTANT FEES AND SERVICES**	**INDEPENDENT PUBLIC ACCOUNTANTS**

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as a part of this report:

(1) The financial statements listed in response to Item 8 of this report are as follows:

Consolidated Balance Sheets as of January 31, 2008 and 2009

Consolidated Statements of Operations for the Years Ended January 31, 2007, 2008 and 2009

Consolidated Statements of Stockholders' Equity for the Years Ended January 31, 2007, 2008 and 2009

Consolidated Statements of Cash Flows for the Years Ended January 31, 2007, 2008 and 2009

Notes to Consolidated Financial Statements

(2) Financial Statement Schedule: Schedule II -- Valuation and Qualifying Accounts. The financial statement schedule and the related Report of Independent Registered Public Accounting Firm should be read in conjunction with the consolidated financial statements filed as a part of this report. Financial statement schedules not included in this report have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

(3) Exhibits: A list of the exhibits filed as part of this report is set forth in the Index to Exhibits, which immediately precedes such exhibits and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of l934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONN'S, INC.
(Registrant)

Date: March 26, 2009

/s/ Thomas J. Frank, Sr.,
Thomas J. Frank, Sr.
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Thomas J. Frank, Sr. Thomas J. Frank, Sr.	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 26, 2009
/s/ Michael J. Poppe Michael J. Poppe	Chief Financial Officer (Principal Financial and Accounting Officer)	March 26, 2009
/s/ Marvin D. Brailsford Marvin D. Brailsford	Director	March 26, 2009
/s/ Timothy L. Frank Timothy L. Frank	Director	March 26, 2009
/s/ Jon E. M. Jacoby Jon E. M. Jacoby	Director	March 26, 2009
/s/ Bob L. Martin Bob L. Martin	Director	March 26, 2009
/s/ Douglas H. Martin Douglas H. Martin	Director	March 26, 2009
/s/ Dr. William C. Nylin, Jr. Dr. William C. Nylin, Jr.	Executive Vice Chairman	March 26, 2009
/s/ Scott L. Thompson Scott L. Thompson	Director	March 26, 2009
/s/ William T. Trawick William T. Trawick	Director	March 26, 2009
/s/ Theodore M. Wright Theodore M. Wright	Director	March 26, 2009

EXHIBIT INDEX

Exhibit Number	Description
2	Agreement and Plan of Merger dated January 15, 2003, by and among Conn's, Inc., Conn Appliances, Inc. and Conn's Merger Sub, Inc. (incorporated herein by reference to Exhibit 2 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).
3.1	Certificate of Incorporation of Conn's, Inc. (incorporated herein by reference to Exhibit 3.1 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).
3.1.1	Certificate of Amendment to the Certificate of Incorporation of Conn’s, Inc. dated June 3, 2004 (incorporated herein by reference to Exhibit 3.1.1 to Conn’s, Inc. Form 10-Q for the quarterly period ended April 30, 2004 (File No. 000-50421) as filed with the Securities and Exchange Commission on June 7, 2004).
3.2	Amended and Restated Bylaws of Conn’s, Inc. effective as of June 3, 2008 (incorporated herein by reference to Exhibit 3.2.3 to Conn’s, Inc. Form 10-Q for the quarterly period ended April 30, 2008 (File No. 000-50421) as filed with the Securities and Exchange Commission on June 4, 2008).
4.1	Specimen of certificate for shares of Conn's, Inc.'s common stock (incorporated herein by reference to Exhibit 4.1 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on October 29, 2003).
10.1	Amended and Restated 2003 Incentive Stock Option Plan (incorporated herein by reference to Exhibit 10.1 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).[t]
10.1.1	Amendment to the Conn’s, Inc. Amended and Restated 2003 Incentive Stock Option Plan (incorporated herein by reference to Exhibit 10.1.1 to Conn’s Form 10-Q for the quarterly period ended April 30, 2004 (File No. 000-50421) as filed with the Securities and Exchange Commission on June 7, 2004).[t]
10.1.2	Form of Stock Option Agreement (incorporated herein by reference to Exhibit 10.1.2 to Conn’s, Inc. Form 10-K for the annual period ended January 31, 2005 (File No. 000-50421) as filed with the Securities and Exchange Commission on April 5, 2005).[t]
10.2	2003 Non-Employee Director Stock Option Plan (incorporated herein by reference to Exhibit 10.2 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046)as filed with the Securities and Exchange Commission on September 23, 2003).[t]
10.2.1	Form of Stock Option Agreement (incorporated herein by reference to Exhibit 10.2.1 to Conn’s, Inc. Form 10-K for the annual period ended January 31, 2005 (File No. 000-50421) as filed with the Securities and Exchange Commission on April 5, 2005).[t]
10.3	Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.3 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).[t]
10.4	Conn's 401(k) Retirement Savings Plan (incorporated herein by reference to Exhibit 10.4 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).[t]

10.5 Shopping Center Lease Agreement dated May 3, 2000, by and between Beaumont Development Group, L.P., f/k/a Fiesta Mart, Inc., as Lessor, and CAI, L.P., as Lessee, for the property located at 3295 College Street, Suite A, Beaumont, Texas (incorporated herein by reference to Exhibit 10.5 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.5.1 First Amendment to Shopping Center Lease Agreement dated September 11, 2001, by and among Beaumont Development Group, L.P., f/k/a Fiesta Mart, Inc., as Lessor, and CAI, L.P., as Lessee, for the property located at 3295 College Street, Suite A, Beaumont, Texas (incorporated herein by reference to Exhibit 10.5.1 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.6 Industrial Real Estate Lease dated June 16, 2000, by and between American National Insurance Company, as Lessor, and CAI, L.P., as Lessee, for the property located at 8550-A Market Street, Houston, Texas (incorporated herein by reference to Exhibit 10.6 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.6.1 First Renewal of Lease dated November 24, 2004, by and between American National Insurance Company, as Lessor, and CAI, L.P., as Lessee, for the property located at 8550-A Market Street, Houston, Texas (incorporated herein by reference to Exhibit 10.6.1 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2005 (File No. 000-50421) as filed with the Securities and Exchange Commission on April 5, 2005).

10.7 Lease Agreement dated December 5, 2000, by and between Prologis Development Services, Inc., f/k/a The Northwestern Mutual Life Insurance Company, as Lessor, and CAI, L.P., as Lessee, for the property located at 4810 Eisenhauer Road, Suite 240, San Antonio, Texas (incorporated herein by reference to Exhibit 10.7 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.7.1 Lease Amendment No. 1 dated November 2, 2001, by and between Prologis Development Services, Inc., f/k/a The Northwestern Mutual Life Insurance Company, as Lessor, and CAI, L.P., as Lessee, for the property located at 4810 Eisenhauer Road, Suite 240, San Antonio, Texas (incorporated herein by reference to Exhibit 10.7.1 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.8 Lease Agreement dated June 24, 2005, by and between Cabot Properties, Inc. as Lessor, and CAI, L.P., as Lessee, for the property located at 1132 Valwood Parkway, Carrollton, Texas (incorporated herein by reference to Exhibit 99.1 to Conn's, Inc. Current Report on Form 8-K (file no. 000-50421) as filed with the Securities and Exchange Commission on June 29, 2005).

10.9 Loan and Security Agreement dated August 14, 2008, by and among Conn's, Inc. and the Borrowers thereunder, the Lenders party thereto, Bank of America, N.A, a national banking association, as Administrative Agent and Joint Book Runner for the Lenders, referred to as Agent, JPMorgan Chase Bank, National Association, as Syndication Agent and Joint Book Runner for the Lenders, and Capital One, N.A., as Co-Documentation Agent (incorporated herein by reference to Exhibit 99.1 to Conn's Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on August 20,2008).

10.9.1 Intercreditor Agreement dated August 14, 2008, by and among Bank of America, N.A., as the ABL Agent, Wells Fargo Bank, National Association, as Securitization Trustee, Conn Appliances, Inc. as the Initial Servicer, Conn Credit Corporation, Inc., as a borrower, Conn Credit I, L.P., as a borrower and Bank of America, N.A., as Collateral Agent (incorporated herein by reference to Exhibit 99.5 to Conn's Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on August 20,2008).

10.10 Receivables Purchase Agreement dated September 1, 2002, by and among Conn Funding II, L.P., as Purchaser, Conn Appliances, Inc. and CAI, L.P., collectively as Originator and Seller, and Conn Funding I, L.P., as Initial Seller (incorporated herein by reference to Exhibit 10.10 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.10.1 First Amendment to Receivables Purchase Agreement dated August 1, 2006, by and among Conn Funding II, L.P., as Purchaser, Conn Appliances, Inc. and CAI, L.P., collectively as Originator and Seller (incorporated herein by reference to Exhibit 10.10.1 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on September 15, 2006).

10.11 Base Indenture dated September 1, 2002, by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee (incorporated herein by reference to Exhibit 10.11 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.11.1 First Supplemental Indenture dated October 29, 2004 by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 99.1 to Conn's, Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on November 4, 2004).

10.11.2 Second Supplemental Indenture dated August 1, 2006 by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 99.1 to Conn's, Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on August 23, 2006).

10.11.3 Fourth Supplemental Indenture dated August 14, 2008 by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 99.4 to Conn's, Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on August 20, 2008).

10.12 Amended and Restated Series 2002-A Supplement dated September 10, 2007, by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 99.2 to Conn's, Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on September 11, 2007).

10.12.1 Supplement No. 1 to Amended and Restated Series 2002-A Supplement dated August 14, 2008, by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 99.2 to Conn's, Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on August 20, 2008).

10.12.2 Amended and Restated Note Purchase Agreement dated September 10, 2007 by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 99.3 to Conn's, Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on September 11, 2007).

10.12.3 Second Amended and Restated Note Purchase Agreement dated August 14, 2008 by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 99.3 to Conn's, Inc. Current Report on Form 8-K (File No. 000-50421) as filed with the Securities and Exchange Commission on August 20, 2008).

10.12.4 Amendment No. 1 to Second Amended and Restated Note Purchase Agreement dated August 28, 2008 by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 10.12.4 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2008 (File No. 000-50421) as filed with the Securities and Exchange Commission on August 28, 2008).

10.13 Servicing Agreement dated September 1, 2002, by and among Conn Funding II, L.P., as Issuer, CAI, L.P., as Servicer, and Wells Fargo Bank Minnesota, National Association, as Trustee (incorporated herein by reference to Exhibit 10.14 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).

10.13.1 First Amendment to Servicing Agreement dated June 24, 2005, by and among Conn Funding II, L.P., as Issuer, CAI, L.P., as Servicer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 10.14.1 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2005 (File No. 000-50421) as filed with the Securities and Exchange Commission on August 30, 2005).

10.13.2 Second Amendment to Servicing Agreement dated November 28, 2005, by and among Conn Funding II, L.P., as 10.14.2 Issuer, CAI, L.P., as Servicer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 10.14.2 to Conn's, Inc. Form 10-Q for the quarterly period ended October 31, 2005 (File No. 000-50421) as filed with the Securities and Exchange Commission on December 1, 2005).

10.13.3 Third Amendment to Servicing Agreement dated May 16, 2006, by and among Conn Funding II, L.P., as Issuer, CAI, L.P., as Servicer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 10.14.3 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on September 15, 2006).

10.13.4 Fourth Amendment to Servicing Agreement dated August 1, 2006, by and among Conn Funding II, L.P., as Issuer, CAI, L.P., as Servicer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 10.14.4 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on September 15, 2006).

10.14 Form of Executive Employment Agreement (incorporated herein by reference to Exhibit 10.15 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on October 29, 2003).[t]

10.14.1 First Amendment to Executive Employment Agreement between Conn's, Inc. and Thomas J. Frank, Sr., Approved by the stockholders May 26, 2005 (incorporated herein by reference to Exhibit 10.15.1 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2005 (file No. 000-50421) as filed with the Securities and Exchange Commission on August 30, 2005).[t]

10.15 Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.16 to Conn's, Inc. registration statement on Form S-1 (file no. 333-109046) as filed with the Securities and Exchange Commission on September 23, 2003).[t]

10.16 Description of Compensation Payable to Non-Employee Directors (incorporated herein by reference to Form 8-K (file no. 000-50421) filed with the Securities and Exchange Commission on June 2, 2005).[t]

10.17 Dealer Agreement between Conn Appliances, Inc. and Voyager Service Programs, Inc. effective as of January 1, 1998 (incorporated herein by reference to Exhibit 10.19 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.17.1 Amendment #1 to Dealer Agreement by and among Conn Appliances, Inc., CAI, L.P., Federal Warranty Service Corporation and Voyager Service Programs, Inc. effective as of July 1, 2005 (incorporated herein by reference to Exhibit 10.19.1 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.17.2 Amendment #2 to Dealer Agreement by and among Conn Appliances, Inc., CAI, L.P., Federal Warranty Service Corporation and Voyager Service Programs, Inc. effective as of July 1, 2005 (incorporated herein by reference to Exhibit 10.19.2 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.17.3 Amendment #3 to Dealer Agreement by and among Conn Appliances, Inc., CAI, L.P., Federal Warranty Service Corporation and Voyager Service Programs, Inc. effective as of July 1, 2005 (incorporated herein by reference to Exhibit 10.19.3 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.17.4 Amendment #4 to Dealer Agreement by and among Conn Appliances, Inc., CAI, L.P., Federal Warranty Service Corporation and Voyager Service Programs, Inc. effective as of July 1, 2005 (incorporated herein by reference to Exhibit 10.19.4 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.17.5 Amendment #5 to Dealer Agreement by and among Conn Appliances, Inc., CAI, L.P., Federal Warranty Service Corporation and Voyager Service Programs, Inc. effective as of April 7, 2007 (incorporated herein by reference to Exhibit 10.18.5 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2007 (File No. 000-50421) as filed with the Securities and Exchange Commission on August 30, 2007).

10.18 Service Expense Reimbursement Agreement between Affiliates Insurance Agency, Inc. and American Bankers Life Assurance Company of Florida, American Bankers Insurance Company Ranchers & Farmers County Mutual Insurance Company, Voyager Life Insurance Company and Voyager Property and Casualty Insurance Company effective July 1, 1998 (incorporated herein by reference to Exhibit 10.20 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.18.1 First Amendment to Service Expense Reimbursement Agreement by and among CAI, L.P., Affiliates Insurance Agency, Inc., American Bankers Life Assurance Company of Florida, Voyager Property & Casualty Insurance Company, American Bankers Life Assurance Company of Florida, American Bankers Insurance Company of Florida and American Bankers General Agency, Inc. effective July 1, 2005 (incorporated herein by reference to Exhibit 10.20.1 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.19 Service Expense Reimbursement Agreement between CAI Credit Insurance Agency, Inc. and American Bankers Life Assurance Company of Florida, American Bankers Insurance Company Ranchers & Farmers County Mutual Insurance Company, Voyager Life Insurance Company and Voyager Property and Casualty Insurance Company effective July 1, 1998 (incorporated herein by reference to Exhibit 10.21 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.19.1 First Amendment to Service Expense Reimbursement Agreement by and among CAI Credit Insurance Agency, Inc., American Bankers Life Assurance Company of Florida, Voyager Property & Casualty Insurance Company, American Bankers Life Assurance Company of Florida, American Bankers Insurance Company of Florida, American Reliable Insurance Company, and American Bankers General Agency, Inc. effective July 1, 2005 (incorporated herein by reference to Exhibit 10.21.1 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).

10.20	Consolidated Addendum and Amendment to Service Expense Reimbursement Agreements by and among Certain Member Companies of Assurant Solutions, CAI Credit Insurance Agency, Inc. and Affiliates Insurance Agency, Inc. effective April 1, 2004 (incorporated herein by reference to Exhibit 10.22 to Conn's, Inc. Form 10-K for the annual period ended January 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on March 30, 2006).
10.21	Series 2006-A Supplement to Base Indenture, dated August 1, 2006, by and between Conn Funding II, L.P., as Issuer, and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 10.23 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2006 (File No. 000-50421) as filed with the Securities and Exchange Commission on September 15, 2006).
11.1	Statement re: computation of earnings per share is included under Note 1 to the financial statements.
12.1	Statement of computation of Ratio of Earnings to Fixed Charge (filed herewith)
21	Subsidiaries of Conn's, Inc. (incorporated herein by reference to Exhibit 21 to Conn's, Inc. Form 10-Q for the quarterly period ended July 31, 2007 (File No. 000-50421) as filed with the Securities and Exchange Commission on August 30, 2007).
23.1	Consent of Ernst & Young LLP (filed herewith).
31.1	Rule 13a-14(a)/15d-14(a) Certification (Chief Executive Officer) (filed herewith).
31.2	Rule 13a-14(a)/15d-14(a) Certification (Chief Financial Officer) (filed herewith).
32.1	Section 1350 Certification (Chief Executive Officer and Chief Financial Officer) (furnished herewith).
99.1	Subcertification by Executive Vice-Chairman of the Board in support of Rule 13a-14(a)/15d-14(a) Certification (Chief Executive Officer) (filed herewith).
99.2	Subcertification by Chief Operating Officer in support of Rule 13a-14(a)/15d-14(a) Certification (Chief Executive Officer) (filed herewith).
99.3	Subcertification by President – Retail Division in support of Rule 13a-14(a)/15d-14(a) Certification (Chief Executive Officer) (filed herewith).
99.4	Subcertification by President – Credit Division in support of Rule 13a-14(a)/15d-14(a) Certification (Chief Executive Officer) (filed herewith).
99.5	Subcertification by Treasurer in support of Rule 13a-14(a)/15d-14(a) Certification (Chief Financial Officer) (filed herewith).
99.6	Subcertification by Secretary in support of Rule 13a-14(a)/15d-14(a) Certification (Chief Financial Officer) (filed herewith).
99.7	Subcertification of Executive Vice-Chairman of the Board, Chief Operating Officer, President – Retail Division, President – Credit Division, Treasurer and Secretary in support of Section 1350 Certifications (Chief Executive Officer and Chief Financial Officer) (furnished herewith).
t	Management contract or compensatory plan or arrangement.

CONN'S, INC.
3295 College Street
Beaumont, Texas 77701
(409) 832-1696

NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS
To Be Held June 2, 2009

To the Stockholders of Conn's, Inc.:

NOTICE IS HEREBY GIVEN that the 2009 annual meeting of stockholders of Conn's, Inc. will be held on Tuesday, June 2, 2009, at 3295 College Street, Beaumont, Texas 77701, commencing at 11:00 A.M. local time, for the following purposes:

1. to elect ten (10) directors;
2. to ratify the Audit Committee's appointment of Ernst & Young, LLP as our independent public accountants for the fiscal year ending January 31, 2010; and
3. to transact such other business as may properly come before the meeting.

A copy of the Proxy Statement relating to the 2009 annual meeting of stockholders, in which the foregoing matters are described in more detail, and our Annual Report on Form 10-K outlining our operations for the fiscal year ended January 31, 2009, accompanies this notice of 2009 annual meeting of stockholders. For your additional convenience, the Company is posting a copy of this Proxy Statement and the Annual Report on Form 10-K for the fiscal year ended January 31, 2009 on the Company's website at www.conns.com, under "Investor Relations - annual meeting information", and at http://ir.conns.com/annual-proxy.cfm, under "Proxy Statement".

Only stockholders of record at the close of business on April 17, 2009, are entitled to notice of and to vote at the 2009 annual meeting of stockholders or any adjournment thereof. A list of such stockholders, arranged in alphabetical order and showing the address of and the number of shares registered in the name of each such stockholder, will be available for examination by any stockholder for any purpose relating to the meeting during ordinary business hours for a period of at least ten days prior to the meeting at the principal offices of the Company located at 3295 College Street, Beaumont, Texas 77701.

Your vote is important. Whether or not you expect to be present at the meeting, please complete, sign, date and return promptly the enclosed form of proxy in the enclosed pre-addressed, postage-paid return envelope.

By Order of the Board of Directors,

/s/ Sydney K. Boone, Jr.
SYDNEY K. BOONE, JR.
Secretary

April 21, 2009
Beaumont, Texas

This Proxy Statement is first being mailed to our stockholders on or about April 23, 2009.

PROXY STATEMENT

2009 ANNUAL MEETING OF STOCKHOLDERS

Date:	June 2, 2009
Time:	11:00 A.M. local time
Location:	Conn's, Inc., 3295 College Street, Beaumont, Texas 77701
Record Date and Number of Votes:	April 17, 2009. Holders of our common stock are entitled to one vote for each share of common stock they owned as of the close of business on April 17, 2009. You may not cumulate votes.
Agenda:	1. to elect ten (10) directors; 2. to ratify the Audit Committee's appointment of Ernst & Young, LLP as our independent public accountants for the fiscal year ending January 31, 2010; and 3. to transact such other business as may properly come before the meeting.
Proxies:	Unless you tell us on the enclosed form of proxy to vote differently, we will vote signed returned proxies "FOR" the board nominees. The proxy holders will use their discretion on other matters. If a nominee cannot or will not serve as a director, the proxy holders will vote for a person whom they believe will carry on our present policies.
Proxies Solicited By:	The Board of Directors
First Mailing Date:	We are first mailing this Proxy Statement and the form of proxy on or about April 23, 2009.
Revoking Your Proxy:	You may revoke your proxy before it is voted at the meeting. To revoke your proxy, follow the procedures listed on page 2 under "General Information Regarding the 2009 Annual Meeting of Stockholders; Revocation of Proxies."

PLEASE VOTE BY RETURNING YOUR PROXY. YOUR VOTE IS IMPORTANT.
Prompt return of your proxy will help reduce the costs of re-solicitation.

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GENERAL INFORMATION REGARDING THE 2009 ANNUAL MEETING OF STOCKHOLDERS

Quorum

The holders of a majority of the outstanding shares of common stock entitled to vote at the 2009 annual meeting of stockholders, represented in person or by proxy, will constitute a quorum at the meeting. However, if a quorum is not present or represented at the meeting, the stockholders entitled to vote at the meeting, present in person or represented by proxy, have the power to adjourn the meeting, without notice, other than by announcement at the meeting, until a quorum is present or represented. At any such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the original meeting.

Votes Required to Approve Proposals

To be elected, directors must receive a plurality of the shares voting in person or by proxy, provided a quorum exists. A plurality means receiving the largest number of votes, regardless of whether that is a majority. A majority of the votes cast is required to approve the ratification of Ernst & Young, LLP as our independent public accountants, provided a quorum exists.

Record Date, Shares Outstanding and Number of Votes

Only stockholders of record as of the close of business on April 17, 2009, the record date set for the meeting by our board, are entitled to notice of and to vote at the meeting or any adjournments of the meeting. On the record date, there were 22,452,045 shares of our common stock issued and outstanding and entitled to vote. Each share of common stock entitles the holder to one vote per share.

Method of Counting Votes, Abstentions and Broker Non-Votes

Votes cast by proxy or in person will be counted by the inspector of election appointed by the Company.

Those who fail to return a proxy or who do not attend the meeting will not count towards determining any required quorum, plurality or majority of votes cast. Stockholders and brokers returning proxies or attending the meeting who abstain from voting on the election of directors or on the proposal to ratify Ernst & Young, LLP as our independent public accountants will count towards determining a quorum. Such abstentions will have no effect on the election of our directors and will not impact how the shares in the Conn's Voting Trust are voted, which votes in the same proportion as the votes cast "for" and "against" a proposal by all other shareholders, not counting abstentions.

Brokers holding shares of record for customers generally are not entitled to vote on certain matters unless they receive voting instructions from their customers. Brokers are permitted to vote on routine, non-controversial proposals in instances where they have not received voting instructions from the beneficial owner of the stock, *e.g.*, ratification of independent public accountants, but are not permitted to vote on non-routine matters. In the event that a broker does not receive voting instructions for non-routine matters, a broker may notify us that it lacks voting authority to vote those shares. These "broker non-votes" refer to votes that could have been cast on the matter in question by brokers with respect to uninstructed shares if the brokers had received their customers' instructions. The inspector of election will treat broker non-votes as shares that are present and entitled to vote for the purpose of determining the presence of a quorum. However, for the purpose of determining the outcome of any matter as to which the broker has indicated on the proxy that it does not have discretionary authority to vote, those shares will be treated as not present and not entitled to vote with respect to that matter (even though those shares are considered entitled to vote for quorum purposes and may be entitled to vote on other matters). These broker non-votes will have no effect on the outcome of the election of our directors or on the proposal to ratify Ernst & Young, LLP as our independent public accountants.

How the Proxies Will Be Voted

The enclosed proxies will be voted in accordance with the instructions you place on the form of proxy. Unless you tell us on the enclosed form of proxy to vote differently, we will vote signed returned proxies "FOR" the board nominees and "FOR" ratification of the selection of Ernst & Young as our independent public accountants for our fiscal year ending January 31, 2010. The proxy holders will use

their discretion on other matters. If a nominee cannot or will not serve as a director, the proxy holders will vote for a person whom they believe will carry on our present policies.

Pursuant to the terms of a voting trust agreement entered into by Stephens Group, Inc., Stephens Inc. and certain affiliates of Stephens Inc., which collectively own approximately 23.5% of our common stock, unless the voting trust is revoked, the trustee of the voting trust must vote the shares of common stock held by the voting trust "FOR" or "AGAINST" any proposal or other matter submitted to the stockholders of the company for approval in the same proportion as the votes cast "FOR" and "AGAINST" such proposal or other matter by all other stockholders, not counting abstentions. Therefore, each proxy received voting "FOR" or ”AGAINST" any proposal will result in a proportionate number of shares held in the voting trust to be voted "FOR" or "AGAINST" a proposal. Abstentions and broker non-votes will not impact how the shares in the voting trust are counted.

Revocation of Proxies

You may revoke your proxy before it is voted. Any stockholder returning the enclosed form of proxy may revoke such proxy at any time prior to its exercise by:

- delivering a signed proxy, dated later than the original proxy, to our transfer agent, Computershare, at 250 Royall Street, Canton, Massachusetts 02021, Attention: Patrick Hayes (please make sure our transfer agent receives your proxy at least two business days prior to the date of the meeting);
- delivering a signed, written revocation letter, dated later than the proxy, to our transfer agent, Computershare, at 250 Royall Street, Canton, Massachusetts 02021, Attention: Patrick Hayes (please make sure our transfer agent receives your revocation letter at least two business days prior to the date of the meeting); or
- attending the meeting and voting in person (attending the meeting alone will not revoke your proxy).

Your last vote is the vote that will be counted.

Stockholder Proposals and Other Business

From time to time, stockholders seek to nominate directors or present proposals for inclusion in our proxy statement and form of proxy for consideration at an annual meeting of stockholders. To be included in our proxy statement and form of proxy or considered at our next annual meeting, you must timely submit nominations of directors or proposals, in addition to meeting other legal requirements. We must receive your nominations and/or proposals for the 2010 annual meeting for possible consideration at the meeting no earlier than December 27, 2009 and no later than January 23, 2010 and by no later than December 27, 2009 for possible inclusion in the proxy statement. However, if the date of the 2010 annual meeting changes by more than 30 days from the date of this year's meeting, then we must receive your nominations and/or proposals within a reasonable time before we begin to print and mail our proxy materials.

We do not intend to bring any business before the 2009 annual stockholders meeting other than the matters described in this proxy statement nor have we been informed of any matters that may be presented at the meeting by others. If however, any other business should properly arise, the persons appointed in the enclosed proxy have discretionary authority to vote in accordance with their best judgment.

Solicitation of Proxies

The cost of soliciting proxies will be borne by the Company. In addition to the solicitation of proxies by mail, solicitation may be made by our directors, officers and employees by other means, including telephone, email or in person. No special compensation will be paid to directors, officers or employees for the solicitation of proxies. To solicit proxies, we also will request the assistance of banks, brokerage houses and other custodians, nominees or fiduciaries, and, upon request, will reimburse such organizations or individuals for their reasonable expenses in forwarding soliciting materials to beneficial owners and in obtaining authorization for the execution of proxies.

Annual Report

The booklet containing this proxy statement also contains our Annual Report to Stockholders on Form 10-K, including audited consolidated financial statements for the year ended January 31, 2009. The booklet has been mailed to all stockholders of record as of the close of business on April 17, 2009. Any stockholder that has not received a copy of our annual report may obtain a copy, without charge, by writing to us at 3295 College Street, Beaumont, Texas 77701, Attention: Sydney K. Boone, Jr., Corporate General Counsel. You may also obtain a copy of this proxy statement and Form 10-K together with all of our SEC filings through the Company's website at www.conns.com under "Investor Relations", at http://ir.conns.com/annual-proxy.cfm, under "Investor Relations", and at the SEC's website at www.sec.gov.

PROPOSALS FOR STOCKHOLDER ACTION

PROPOSAL ONE:
ELECTION OF DIRECTORS

Number of Directors to be Elected

Our board is currently constituted with ten director positions, all of which positions are to be elected at the 2009 annual meeting of stockholders. The ten directors elected at the annual meeting will hold office until the 2010 annual meeting of stockholders or until their respective successors have been elected and qualified or their earlier death resignation or removal. You may not vote for a greater number of directors than those nominated.

Board Nominees

Our board of directors met in March 2009 and considered the candidates for election to the board at the 2009 annual meeting. The Nominating and Corporate Governance Committee of the board of directors, consisting of three independent members of the current board of directors, recommended that the full board nominate:

Thomas J. Frank, Sr.
Marvin D. Brailsford
Timothy L. Frank
Jon E.M. Jacoby
Bob L. Martin
Douglas H. Martin
William C. Nylin, Jr.
Scott L. Thompson
William T. Trawick
Theodore M. Wright

for election or re-election to the Board of Directors at the 2009 annual meeting. Each of the nominated directors, except Timothy L. Frank, were elected at the 2008 annual meeting and served on the Board of Directors during fiscal year ended January 31, 2009 and during the current fiscal year through the date of the 2009 annual meeting. Timothy L. Frank was nominated and appointed to the Board of Directors at the Board of Directors meeting held on November 23, 2008, and served on the Board of Directors for the balance of the fiscal year ended January 31, 2009 and during the current fiscal year through the date of the 2009 annual meeting. In making these recommendations, the Nominating and Corporate Governance Committee considered the requirements and qualifications discussed under "Board of Directors; Nominating Policies" on page 8 of this Proxy Statement. Based on this recommendation, our Board of Directors has nominated:

Thomas J. Frank, Sr.
Marvin D. Brailsford
Timothy L. Frank
Jon E.M. Jacoby
Bob L. Martin
Douglas H. Martin
William C. Nylin, Jr.
Scott L. Thompson
William T. Trawick
Theodore M. Wright

to be elected by the stockholders at the 2009 annual meeting. All nominees have consented to serve as directors. The board has no reason to believe that any of the nominees will be unable or unwilling to act as a director. In the event any of these nominated directors is unable to stand for election, the board of directors may either reduce the size of the board or designate a substitute.

For biographical information regarding each of the board's nominees for director, please refer to “Board of Directors; Board Nominees" on page 6 of this Proxy Statement.

We Recommend That You Vote For Each Of The Board Nominees.

PROPOSAL TWO:
RATIFICATION OF THE SELECTION OF INDEPENDENT PUBLIC ACCOUNTANTS

Ernst & Young LLP served as our independent public accountants for the fiscal year ended January 31, 2009. The Audit Committee of the Board has selected Ernst & Young, LLP as our independent public accountants for the fiscal year ending January 31, 2010. Our Board of Directors has further directed that we submit the selection of our independent public accountants for ratification by the stockholders at the 2009 Annual Meeting. Stockholder ratification of the selection of Ernst & Young, LLP as our independent public accountants is not required by our Bylaws or otherwise. However, the Board is submitting the selection of Ernst & Young, LLP to the stockholders for ratification as a matter of good corporate practice. The Audit Committee believes it to be in the best interests of our stockholders to retain Ernst & Young, LLP as our independent public accountants for the fiscal year ending January 31, 2010. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain Ernst & Young, LLP. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent public accounting firm at any time during the year if they determine that such a change would be in our best interests and those of our stockholders. The Audit Committee annually reviews the performance of our independent public accountants and the fees charged for their services. The Audit Committee anticipates, from time to time, obtaining competitive proposals from other independent public accounting firms for our annual audit. Based upon the Audit Committee's analysis of this information, it will determine which independent public accounting firms to engage to perform our annual audit each year. Representatives of Ernst & Young, LLP will attend the 2009 annual meeting of stockholders and will be available to respond to appropriate questions that may be asked by stockholders. These representatives will also have an opportunity to make a statement at the meeting if they desire to do so.

We Recommend That You Vote For the Ratification of Ernst & Young, LLP As Our Independent Public Accounting Firm.

BOARD OF DIRECTORS

Board of Director Nominees:

Thomas J. Frank, Sr. was appointed as our Chairman of the Board and Chief Executive Officer in 1994. He has been employed by us for 49 years, has been a member of our board of directors since 1980 and has held every key management position within the organization, including responsibilities for distribution, service, credit, information technology, accounting and general operations. Mr. Frank holds a B.A. degree in industrial arts from Sam Houston State University and attended graduate courses at Texas A&M University. Mr. Frank completed the SCMP course at Harvard University. Mr. Frank is the father of Timothy L. Frank, our Chief Executive Officer Designate, President and Chief Operating Officer and Director. Mr. Frank is 69 years old.

Marvin D. Brailsford has served as a director since September 2003. From 1996 until 2002, General Brailsford served as Vice President-Material Stewardship Project Manager for the U.S. government's Rocky Flats Environmental Technology Site where he was responsible for managing engineered systems and commodities purchasing. From 1992 to 1996, General Brailsford was president of the Brailsford Group, Inc., a management consulting company, and served as president of Metters Industries, Inc., an information technology and systems engineering company, during this time period. In 1992, he retired from the U.S. Army as a Lieutenant General, after 33 years of service, most recently where he served as Deputy Commanding General Materiel Readiness/Executive Director for Conventional Ammunition at the U.S. Materiel Command in Alexandria, Virginia. Since 1996, General Brailsford has served on the board of directors of Illinois Tool Works, Inc. and has been a member of its audit committee and chairman of its corporate governance and nominating committee. He also serves or has served on the boards of directors of various private and governmental entities. General Brailsford earned a B.S. degree in biology from Prairie View A & M University and a M.S. degree in bacteriology from Iowa State University. He is also a graduate of the Executive Program at the Graduate School of Business Administration, University of California at Berkley; Harvard University's John F. Kennedy School of Government; the U.S. Army Command and General Staff College; and the Army War College. General Brailsford is 70 years old.

Timothy L. Frank was appointed to our board by the board of directors on November 23, 2008, to fill the newly created tenth board position. Mr. Frank was elected Chief Execuitve Officer effective June 2, 2009 by our Board of Directors on March 24, 2009, Chief Executive Officer Designate on June 3, 2008 by our Board of Directors, President of our Company by our board of directors on March 28, 2006, effective April 1, 2006, and Chief Operating Officer effective June 1, 2007. Mr. Frank has previously served as our Senior Vice President – Retail from May, 2005. He joined us in September 1995 and has served in various roles throughout our Company, including Director of Advertising, Director of Credit, Director of Legal Collections, Director of Direct Marketing, and as Vice President of Special Projects. Prior to joining our Company, Mr. Frank served in various marketing positions with a nationally known marketing consulting company. Mr. Frank holds a B.S. in Liberal Arts from Texas A&M University and an M.B.A. in Marketing from the University of North Texas. Mr. Frank has also completed a post-graduate program at Harvard University. Mr. Frank is the son of Thomas J. Frank, Sr., our Chairman and Chief Executive Officer. Mr. Frank is 41 years old.

Jon E. M. Jacoby has served as a director since April 2003. In September 2006 Mr. Jacoby was elected Vice Chairman and Senior Principal of Stephens Group LLC, a family-owned investment company, and, on June 30, 2006, was elected as Executive Vice President of SF Holdings, Inc., formerly known as The Stephens Group, Inc. In September 2003, he retired as a Vice Chairman of Stephens Inc., where he was employed since 1963. His positions included Investment Analyst, Assistant to the President and Manager of the Corporate Finance Department and the Special Investments Department for Stephens Group, Inc. Mr. Jacoby serves on the board of directors of Delta and Pine Land Company, Power-One, Inc. and Eden Bioscience Corporation. He received his B.S. from the University of Notre Dame and his M.B.A. from Harvard Business School. Mr. Jacoby is 71 years old.

Bob L. Martin has served as director since September 2003. Mr. Martin has over 33 years of retailing and merchandising experience. Prior to retiring from the retail industry in 1999, he headed the

international operations of Wal-Mart International, Inc. for 15 years. From 1968 to 1983 Mr. Martin was responsible for technology services for Dillard's, Inc. He currently serves on the board of directors of Gap, Inc., Sabre Holdings Corporation, Furniture Brands International and Guitar Center, Incorporated. He has experience as chairman of the corporate governance committee and compensation committee, and has been a member of the audit committee of publicly held companies. Mr. Martin attended South Texas University and holds an honorary doctorate degree from Southwest Baptist University. Mr. Martin is 60 years old.

Douglas H. Martin has served as a director of the predecessor to the Company since 1998, and was appointed a director of the Company in September 2003, when it became a publicly held entity. Mr. Martin is an Executive Vice President of Stephens Inc. where he has been employed since 1981. He is responsible for the investment of the firm's capital in private companies. Mr. Martin serves as a member of the board of directors of numerous privately held companies. He received his B.A. in physics and economics from Vanderbilt University and his M.B.A. from Stanford University. Mr. Martin is 55 years old.

William C. Nylin, Jr. was appointed to our board as Executive Vice Chairman of the Board by the board of directors on March 28, 2006, to fill the newly created ninth board position. Dr. Nylin served as our Chief Operating Officer from 1995 until June 1, 2007. From 1995 until April 1, 2006, Dr. Nylin also served as our President. He was a director of the predecessor to the Company commencing in 1993, and remained a member until September 2003, when the Company became a publicly held entity. In addition to responsibilities as Executive Vice Chairman, Dr. Nylin has direct responsibility for information technologyand risk management. From 1984 to 1995, Dr. Nylin held several executive management positions, including Deputy Chancellor and Executive Vice President of Finance and Operation, at Lamar University in Beaumont, Texas. Dr. Nylin obtained his B.S. degree in mathematics from Lamar University, and holds both a masters and doctorate degree in computer sciences from Purdue University. He has also completed a post-graduate program at Harvard University. Dr. Nylin is 66 years old.

Scott L. Thompson has served as a director since June 2004. Mr Thompson has been designated as a certified director by the National Association of Corporate Directors. Mr. Thompson is currently the Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc., and a member of its board of directors, positions he has had since October 13, 2008. From May 2008 until October 13, 2008, Mr. Thompson served as Senior Executive Vice President and Chief Financial Officer of Dollar Thrifty. Mr. Thompson retired from Group 1 Automotive, Inc. where he played a major role in the founding and subsequent growth of that New York Stock Exchange listed and Fortune 500 Company. He served as Executive Vice President, Chief Financial Officer and Treasurer of Group 1 from February 2002 until his retirement in January 2004. From 1996 until February 2002, Mr. Thompson served as Senior Vice President, Chief Financial Officer and Treasurer of Group 1. From 1991 to 1996, Mr. Thompson served as Executive Vice President, Operations and Finance for KSA Industries, Inc., a billion dollar diversified enterprise with interests in automotive retailing, investments, energy and professional sports. Mr. Thompson is also a director of Houston Wire and Cable. Mr. Thompson has extensive experience in automotive retailing, investments, energy and professional sports and is a certified public accountant. Mr. Thompson is 50 years old.

William T. Trawick has served as a director of the Company since September 2003, when the Company became a publicly held entity. Since August 2000, Mr. Trawick has served as Executive Director of NATM Buying Corporation where he oversees the administrative activities of the multi-billion dollar regional group purchasing program of which we are a member. He also functioned as a consultant to our merchandising department until September, 2006. From September 1996 to July 1999, Mr. Trawick served as our Vice President of Merchandising and was responsible for all product purchasing, merchandising and store operations. Mr. Trawick is 62 years old.

Theodore M. Wright has served as a director since September 2003, when the Company became a publicly held entity. Mr. Wright served as the President of Sonic Automotive, Inc., a New York Stock Exchange listed and Fortune 300 automotive retailer, from October 2002 until his retirement in April 2005. Previously Mr. Wright served as its chief financial officer from April 1997 to April 2003. From 1995 to 1997, Mr. Wright was a Senior Manager in Deloitte & Touche LLP's Columbia, South Carolina office. From 1994 to 1995, he was a Senior Manager in Deloitte & Touche LLP's National Office of Accounting Research and SEC Services Department. Mr. Wright received a B.A. from Davidson College. Mr. Wright is 46 years old.

If elected, these directors will serve one year terms which expire at our 2010 annual meeting of stockholders.

Nomination Policies and Procedures Governance

In preparation of our initial public offering, we conducted a thorough process of selecting qualified directors for our board. All directors whose terms expire at this annual meeting, except Mr. Timothy L. Frank, Mr. Jacoby, Dr. Nylin, and Mr. Thompson, were appointed in September 2003 in preparation for that offering. Mr. Jacoby was appointed to our board in April 2003, Mr. Thompson was appointed to our board in June 2004, Dr. Nylin was appointed to our Board in March 2006 and Mr. Timothy L. Frank was appointed to our Board in November 2008. At our Board meeting held in March, 2008, the Board created a standing Nominating and Corporate Governance Committee consisting of three of our independent directors.

The Nominating and Corporate Governance Committee assists the board in fulfilling its responsibilities by (1) identifying individuals believed to be qualified to become members of the board, consistent with criteria approved by the board, (2) recommending to the board candidates for election or re-election as directors, including director candidates submitted by our stockholders, and (3) overseeing, reviewing and making periodic recommendations to the board concerning the Company's corporate governance policies.

The goal of our board has been, and continues to be, to identify nominees for service on the board of directors who will bring a variety of perspectives and skills from their professional and business experience. In furtherance of this goal, our board has adopted nominating policies and procedures which are available on our website at www.conns.com under "Investor Relations – Governance". The Nominating and Corporate Governance Committee will consider candidates for nomination proposed by stockholders so long as they are made in accordance with the provisions of Section 2.14 of our Bylaws.

For the Nominating and Corporate Governance Committee to consider candidates recommended by stockholders, Section 2.14 of our Bylaws requires that the stockholder provide written notice to our Secretary no later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the anniversary date of the mailing of the proxy statement for the immediately preceding annual meeting of the stockholders. The notice to our Secretary must set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serve as a director if elected); (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of such business, the reasons for conducting such business at the meeting and any material interest in the business by the stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address, as they appear on the company's books, of such stockholder and beneficial owner; and (ii) the class and number of shares of the company that are owned beneficially and held of record by such stockholder and such beneficial owner. Notwithstanding this procedure, the Board may, in its discretion, exclude from any proxy materials sent to stockholders any matters that may properly be excluded under the Exchange Act, Securities and Exchange Commission rules or other applicable laws.

The Charter of the Nominating and Corporate Governance Committee sets forth the minimum requirements for a person to be qualified to be a member of the board of directors, are that a person must (i) be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others; (ii) be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper and reasonable performance of the responsibilities of a director; (iii) be willing and able to devote sufficient time to the affairs of the company and be diligent in fulfilling the responsibilities of a director and board committee member (including developing and maintaining sufficient knowledge of the company and its industry; reviewing and analyzing reports and other information important to the board and committee responsibilities; preparing for, attending and participating in board and committee meetings; and satisfying appropriate orientation and continuing education guidelines); and (iv) have the capacity and desire to represent the balanced, best interest of the stockholders as a whole and not primarily a special interest group or constituency. The Nominating and Corporate Governance Committee evaluates whether certain

individuals possess the foregoing qualities and recommends to the board for nomination candidates for election or re-election as directors at the annual meeting of stockholders, or if applicable, at a special meeting of stockholders. This process is the same regardless of whether the nominee is recommended by our board or one of our stockholders.

Independent Board Composition

Nasdaq requires that a majority of the board of directors of a listed company be "independent." Nasdaq's rules generally provide that an independent director is a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship that, in the opinion of the company's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The board has determined that each of Marvin D. Brailsford, Jon E.M. Jacoby, Bob L. Martin, William T. Trawick, Scott L. Thompson, and Theodore M. Wright is "independent" as defined under SEC and Nasdaq rules.

In the course of determination of director independence, the board considered Mr. Jacoby's service as Vice Chairman and Senior Principal of Stephens Group LLC, a merchant banking firm, and as Executive Vice President of SF Holdings, Inc. The board also considered the transfer of shares of our Common Stock equal to 24.1% of our outstanding shares by and out of the Stephens Voting Trust, including shares held by Mr. Jacoby to SG-1890 LLC. Mr. Jacoby is affiliated with SG-1890 LLC, but is neither involved in nor affiliated with Stephens, Inc, which provides investment banking and brokerage services to us. Stephens, Inc. and its affiliates hold its shares in our company through the Conn's Voting Trust. After taking into account such positions held by Mr. Jacoby with a significant stockholder, given his exercise of independent judgment as one of our directors over the years, and the fact that Mr. Jacoby is not involved with Stephens, Inc., the investment banking firm, our board has determined that the above-described relationships would not interfere with the exercise of Mr. Jacoby's independent judgment in carrying out his responsibilities as one of our directors.

The independent directors of the board held executive sessions at each meeting of the board of directors during fiscal 2009.

Board Meetings

During fiscal 2009, the board held four regularly scheduled meetings and two telephonic meetings. Each person serving as a director during fiscal 2009 attended at least seventy-five percent (75%) of the board meetings held during the period he served as director during fiscal 2009, except for Bob L. Martin who attended fifty percent (50%) of all board meetings.

Policy Regarding Director Attendance at the Annual Meeting of Stockholders

It is our policy that each member of the board of directors is encouraged to attend our annual meeting of stockholders. Each director serving at the time of last year's annual meeting attended our annual meeting of stockholders, except for Bob L. Martin and Scott L. Thompson.

Committees of the Board

Audit Committee

The Audit Committee is responsible for the appointment, compensation, retention and oversight of our independent auditors. It also approves audit reports and plans, accounting policies, audit fees and certain other expenses. In connection with the rules adopted by the SEC and NASD, we adopted a written charter for the Audit Committee, which is posted on our website at www.conns.com under "Investor Relations." The Audit Committee reviews and reassesses the adequacy of the written charter on an annual basis.

Messrs. Wright, Brailsford and Thompson serve on the Audit Committee. The Audit Committee held four regularly scheduled meetings in fiscal 2009 and took action by unanimous written consent one time in fiscal 2009. Each meeting was attended by all of the members. The board has determined that each of Mr. Wright and Mr. Thompson is an "audit committee financial expert" as defined by SEC rules. In addition, each of the members of the Audit Committee is "independent" as defined by the Nasdaq rules and the Sarbanes-Oxley Act of 2002.

Compensation Committee

The Compensation Committee establishes, reviews and approves the CEO compensation package, and reviews and approves other senior executive officer compensation. It also evaluates the compensation plans, policies and programs applicable to the executive officers of the company and makes recommendations to the board of directors concerning such plans, policies and programs, advises the board regarding compensation plans, policies and programs applicable to non-employee directors for their services as a director and administers our stock option, stock purchase and other plans. The Compensation Committee also evaluates the competitiveness of our compensation and the performance of our executive officers, including our Chief Executive Officer. In connection with the rules adopted by the SEC and Nasdaq, we adopted a written charter for the Compensation Committee, which is posted on our website at www.conns.com under "Investor Relations."

Messrs. Jacoby, Trawick, and Wright serve on the Compensation Committee. The Compensation Committee held four regular meetings in fiscal 2009 and one telephonic meeting, each of which was attended by all members of the Committee. All members of the Compensation Committee were determined to be independent directors as defined by NASD regulations. Additional information on the Committee's processes and procedures for consideration of executive compensation are addressed in the Compensation Discussion and Analysis section of this proxy statement below.

Nominating and Corporate Governance Committee

In March 2008, the board approved the creation and appointed members of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee assists the board in identifying and recommending individuals for election or reelection as directors, including director candidates submitted by our stockholders, and advises the board with respect to corporate governance policies and procedures. The Committee will periodically review and make recommendations regarding the Company's corporate governance policies and procedures, which are discussed below under "Corporate Governance" and copies of which are posted on our website at www.conns.com under "Investor Relations." The Company adopted a written charter for the Committee, which is also posted on our website at www.conns.com under "Investor Relations."

Members of the Nominating and Corporate Governance Committee are appointed by the board. The members of the Committee serve until their successors are duly elected and qualified, and they may be removed by the board of directors in its discretion. Members of the Committee are independent directors who are not employees of the Company or any of its subsidiaries. The initial members of the Committee are Messrs. Jacoby, Bob L. Martin and Trawick. All members of the Committee were determined to be "independent" as defined by the SEC and Nasdaq rules.

The Nominating and Corporate Governance Committee held two regular meetings in fiscal 2009, each of which was attended by all of the members of the Committee, except Bob L. Martin who attended one meeting.

COMPENSATION DISCUSSION AND ANALYSIS

Overview

We have developed a compensation program for executives and key employees designed to: (i) reward performance that increases the value of our common stock; (ii) attract, retain and motivate executives and key employees with competitive compensation opportunities; and (iii) build and encourage ownership of our shares of common stock. Toward these goals, our compensation program has been designed and implemented to reward our executives for strong financial and operating performance and leadership attributes and examples, and to coordinate these criteria with those of our stockholders. These goals are intended to reward our executive officers and encourage their long term commitment to the company. We believe that our compensation programs, consisting of base salary, annual bonus programs tied to the objective success of our company's financial performance, and equity incentive compensation program through granting of stock options tied to the executive officers performance and retention desires, fulfill our objectives.

The following discussion and analysis are focused primarily on the compensation of our executive officers during fiscal 2009, with additional detail provided for our chief executive officer and our other named executive officers. Our "named executive officers" are the individuals who served as our chief executive officer and our chief financial officer and our three other most hightly compensated executive officers for fiscal 2009. Information regarding the compensation of our named executive officers is provided under the heading "Compensation Tables" following this section.

Objectives/Reward

Reward Performance: The company's performance is a key consideration in determining executive compensation, combined with the continued performance and service to us by each executive officer over an extended period of time. We also consider the accomplishment of strategic direction and goals, including specific business objectives. While our compensation policy recognizes that stock price performance is one measure of performance, given industry business conditions in the industry and our long-term strategic direction and goals, we believe that it may not necessarily be the best current measure of executive performance. Our compensation packages are based upon a company-wide compensation structure that emphasizes bonus compensation based upon company pre-tax income performance and is consistent for each position relative to its authority and responsibility.

Attract, Retain and Motivate: We design our compensation program with the goal to obtain and retain the benefits of excellent executives in our significant areas of operations – sales, merchandising, distribution, product service, consumer credit and training. We understand that we must be competitive within our industry, including providing competitive salary, annual bonus opportunities and long-term compensation as part of our overall compensation program. Our equity compensation generally provides for vesting periods of five (5) years for our stock option programs for all but two of our employees – our Chief Executive Officer and our Executive Vice Chairman, each of whom has an Employment Agreement providing for less than five (5) years before retirement. This equity compensation aligns our executive officers' goals with those of our stockholders, in providing for long term growth and related compensation.

Encourage Ownership of our Shares of Common Stock: Equally important in our compensation objectives is our desire for our executive officers to obtain and benefit from ownership of our common stock. This is accomplished through the deferred vesting of our stock option program, as explained above, and the resulting accumulation of shares of common stock by our executive officers.

Determining Compensation

Our compensation program consists of three basic elements: (i) base salary; (ii) annual bonus (both predetermined based on Company performance and individual performance based); and (iii) equity awards. These components work together in determining the overall compensation of our executive officers.

In applying the above-described objectives for our executive compensation program, the Compensation Committee, in making its final determination, primarily relies upon:

- input and recommendations received from the Chief Executive Officer, Executive Vice Chairman, Chief Operating Officer and other supervisors of each executive officer except the Chief Executive Officer, regarding the day-to-day performance of each individual and each executive officer's areas of responsibilities and expectations for future performance;
- publicly available information with respect to the executive compensation practices of certain public companies in our industry; and
- its own judgment and knowledge of the industry.

Input Received from Supervisors and our Executive Committee. The Compensation Committee has historically relied in part on the input and recommendations of the Chief Executive Officer and the Executive Vice Chairman and other supervisors of our executive officers in making its final determination regarding annual increases to base salaries of the executive officers, individual levels for bonus compensation, and whether to grant long-term equity awards to our executive officers and if so, in what forms and amounts. The Compensation Committee believes that the Chief Executive Officer and the

Executive Vice Chairman, by virtue of their role in overseeing the day-to-day performance of such individuals and their positions with us and their vast experience in the industry, are appropriately suited to make informed recommendations to the Compensation Committee with respect to the foregoing elements of our executive compensation program. As discussed below, the Compensation Committee alone determines the compensation for our Chief Executive Officer.

Peer Group Data. While the Compensation Committee does not deem it necessary or appropriate to base our executive compensation program on any comparative analyses of the amounts and forms of compensation which are paid to executive officers with comparable titles at other public companies in the home appliance and consumer electronics industry, it does review annually such other public information of public companies of comparable size and nature to ours of a retail business, as well as similarly situated public companies outside the retail business industry. We refer to such companies collectively as our "peer group." For the year ended January 31, 2009, the companies which comprised our peer group for this review were hhgregg, Inc., Best Buy Co., Inc., Aaron Rents, Inc., and Rent a Center, Inc. The amount and structure of peer company compensation is a factor in the Compensation Committee's determination of the compensation of executive officers, but the Compensation Committee does not target compensation of its executive officers based upon the levels of compensation of executives of the companies in our peer group due to the nature and responsibility level of each of our executive officers, since our business model and resulting levels of responsibility are not directly comparable with those of our peer group. However, based on the results of the review of peer companies, the Compensation Committee may determine to modify compensation of our executive officers. Unlike the home appliance and electronics retailing companies in our peer group, we provide financing to our customers to assist in their purchases. This provision of financing provides us with income opportunities not available to our peers, and requires additional management responsibilities and activities by our executive officers that are not commensurate with or comparable to any executive officers of companies in our peer group.

Other Factors. Key factors which also affect our executive compensation program include our financial performance, to the extent that the Compensation Committee believes it may be fairly attributed or related to the performance of a particular executive officer, as well as the contribution of each executive officer relative to his individual responsibilities and capabilities. While the Compensation Committee does consider our stock price performance, it has not utilized it as a measure of our financial performance, or the performance of our executive officers, given the fact that it may not take into account a variety of factors including, but not limited to, the business conditions within the industry as well as our long-term strategic direction and goals.

Elements of Compensation

Our compensation program consists of three basic elements: (i) base salary; (ii) bonus (both pre-determined based on our performance and individual performance based); and (iii) equity awards. These components work together in determining the overall compensation of our executive officers.

Base Salary: Each executive officer receives a base salary determined by the Compensation Committee to be commensurate with the officer's area of responsibility and that officer's areas and extent of responsibility in relation to our performance as a whole. The determination of this component is made at the first Compensation Committee meeting during each fiscal year, and is set for the ensuing fiscal year, or at other meetings as deemed necessary by the Compensation Committee. Such base salaries are intended to provide the executive officer with a competitive and equitable living salary.

Bonus: The Compensation Committee establishes our bonus program for all executive officers and other employees of the Company, after receiving recommendations from the Chief Executive Officer, the Executive Vice Chairman and the Chief Operating Officer for each individual executive officer and employee. The bonus program is based on both pre-determined levels of Company performance and bonus levels set for each executive officer based on individual performance.

Executive officers receive bonus payments based on the Company's achievement of pre-determined profit goals approved by the Compensation Committee each fiscal year. For the fiscal years ended January 31, 2007, January 31, 2008, and January 31, 2009, the profit goals and the bonus amount associated with each of those goals were as follows:

	Fiscal Year 2007 Pre-Tax Profit Goals		
	$ 61,700,000	$ 65,700,000	$ 71,000,000
Name	(1)	(1)	(1)
Thomas J. Frank, Sr.	500,000	600,000	750,000
David L. Rogers	112,500	158,693	225,000
William C. Nylin, Jr.	250,000	352,652	500,000
Timothy L. Frank	112,500	158,693	225,000
David W. Trahan	112,500	158,693	225,000

(1) Bonuses are calculated on a pro-rata basis when pre-tax profits fall between the levels shown above.

	Fiscal Year 2008 Pre-Tax Profit Goals			
	$ 62,400,000	$ 65,400,000	$ 68,400,000	$ 71,400,000
Name	(1)	(1)	(1)	(1)
Thomas J. Frank, Sr.	500,000	583,333	666,667	750,000
David L. Rogers	150,000	196,154	246,154	300,000
William C. Nylin, Jr.	250,000	326,923	410,256	500,000
Timothy L. Frank	150,000	196,154	246,154	300,000
David W. Trahan	150,000	196,154	246,154	300,000

(1) Bonuses are calculated on a pro-rata basis when pre-tax profits fall between the levels shown above. Pre-tax profits for purposes of the bonus in fiscal year 2008 were calculated excluding any effect of gain or loss from fair value adjustments recorded related to our interest in securitized assets.

	Fiscal Year 2009 Pre-Tax Profit Goals (as adjusted)			
	$ 60,328,886	$ 63,345,330	$ 66,361,775	$ 69,378,219
Name	(1)	(1)	(1)	(1)
Thomas J. Frank, Sr.	228,519	266,605	304,691	342,778
Michael J. Poppe	114,259	149,416	187,502	228,519
William C. Nylin, Jr.	114,259	149,416	187,502	228,519
Timothy L. Frank	159,963	209,182	262,503	319,926
David W. Trahan	137,111	179,299	225,003	274,222

(1) Bonuses are calculated on a pro-rata basis when pre-tax profits fall between the levels shown above. Pre-tax profits for purposes of the bonus in fiscal year 2009 were calculated excluding:

a. any effect of gain or loss from fair value adjustments recorded related to our interest in securitized assets;

b. any effect of the increase in allowance for doubtful accounts due to the increase in receivables funded under our asset-based loan facility.

Additionally, the actual pre-tax profit, goal and bonus payout were adjusted due to the financial impacts of the hurricanes which occurred during the month of September, 2008.

Individual executive officers and other employees may also receive bonus payments based on individual performance. These bonus levels are recommended by the Chief Executive Officer, the Executive Vice Chairman and the Chief Operating Officer, and determined by the Compensation Committee, based on that officer's or employee's level of responsibility and ability to affect the performance of his area of responsibility and the Company's performance. We do not have any direct criteria for individual performance bonus amounts or payments, nor are these based upon any percentage of the individuals' base salary or goals. At the end of each fiscal year, the Compensation Committee may additionally establish individual performance bonus awards for each executive officer and employee upon

base salary or goals. At the end of each fiscal year, the Compensation Committee may additionally establish individual performance bonus awards for each executive officer and employee upon recommendation of the Chief Executive Officer, the Executive Vice Chairman and the Chief Operating Officer.

For each of these elements, the Compensation Committee, in making its final determination, reviews recommendations from our Chief Executive Officer, Executive Vice Chairman and our Chief Operating Officer, of the amounts and timing of each, based upon their respective day to day working knowledge of the performance of each individual and each such individuals areas of responsibility and expectations for future performance and rewards. The Compensation Committee alone determines the compensation of our Chief Executive Officer. The Compensation Committee also relies on its explicit knowledge of the industry and our peers in determining the final salary, bonus and equity awards on a comparative basis as deems appropriate and necessary to reward and maintain the executives as an integral part of our executive team and its overall performance and achievements.

Employment Agreements

Our Chief Executive Officer and Executive Vice Chairman each have been accorded employment agreements expiring on January 31, 2011 and 2010, respectively. Each employment agreement may be renewed for successive one year periods upon the mutual written consent of the company and the executive officer. Under the terms of these employment agreements, each of these officers is entitled to payment of an annual salary plus a bonus based upon attainment of performance goals determined by our Compensation Committee, to participate in our employee benefit plans and receive options to purchase shares of our common stock. In the event that we terminate the executive officer's employment other than for cause or we do not renew the employment agreement when it expires, we are obligated to pay the executive officer severance in an amount equal to the executive officer's annual base salary. Under these employment agreements, the executive agreed to a confidentiality agreement as well as not to compete with the Company for period of one year following the termination of the agreement and not to solicit our employees to work for anyone else for a period of two years following the termination of the agreement.

Other Compensation

We provide our named executive officers with other benefits, as reflected in the All Other Compensation column in the Summary Compensation Table on page 16, which we believe are reasonable, competitive and consistent with the Company's executive compensation program.

Compensation for the Named Executive Officers in Fiscal 2009

Chief Executive Officer Compensation

Our Chief Executive Officer's annual compensation package was determined in accordance with our policies and procedures for all executive officers. With respect to our fiscal year ended January 31, 2009, the Chief Executive Officer was eligible to receive an annual cash bonus or Incentive Compensation, the amount of such bonus determined by the Compensation Committee in accordance with a pre-established performance goal which satisfies the requirements of Section 1.162-27(e)(2) of the Treasury regulations, taking into account any one or more of the following criteria with respect to our or any of our affiliates or divisions: (a) total revenues or any component thereof; (b) operating income, pre-tax or after-tax income, EBITA, EBITDA or net income; (c) cash flow, free cash flow or net cash from operations; (d) earnings per share; (e) value of the our common stock or total return to stockholders; and (f) any combination of any or all of the foregoing criteria, in each case on an absolute or relative basis. The performance goals established for fiscal years 2007, 2008 and 2009, and the bonus amount associated with each level were as follows:

	Fiscal Year 2007 Pre-Tax Profit Goals		
	$ 61,700,000	**$ 65,700,000**	**$ 71,000,000**
Name	(1)	(1)	(1)
Thomas J. Frank, Sr.	500,000	600,000	750,000

(1) The bonus is calculated on a pro-rata basis when pre-tax profits fall between the levels shown above.

	Fiscal Year 2008 Pre-Tax Profit Goals			
	$ 62,400,000	$ 65,400,000	$ 68,400,000	$ 71,400,000
Name	(1)	(1)	(1)	(1)
Thomas J. Frank, Sr.	500,000	583,333	666,667	750,000

(1) Bonuses are calculated on a pro-rata basis when pre-tax profits fall between the levels shown above. Pre-tax profits for purposes of the bonus in fiscal year 2008 were calculated excluding any effect of gain or loss from fair value adjustments recorded related to our interest in securitized assets.

	Fiscal Year 2009 Pre-Tax Profit Goals (as adjusted)			
	$ 60,328,886	$ 63,345,330	$ 66,361,775	$ 69,378,219
Name	(1)	(1)	(1)	(1)
Thomas J. Frank, Sr.	228,519	266,605	304,691	342,778

(1) Bonuses are calculated on a pro-rata basis when pre-tax profits fall between the levels shown above. Pre-tax profits for purposes of the bonus in fiscal year 2009 were calculated excluding:

a. any effect of gain or loss from fair value adjustments recorded related to our interest in securitized assets;

b. any effect of the increase in allowance for doubtful accounts due to the increase in receivables funded under our asset-based loan facility.

Additionally, the actual pre-tax profit, goal and bonus payout were adjusted due to the financial impacts of the hurricanes which occurred during the month of September, 2008.

The Incentive Compensation award for any year may not exceed $1,920,000. The Compensation Committee evaluated and took into account each of the above listed criteria in determining the performance goals for fiscal 2009 and took into account the same criteria in determining the performance goals for fiscal 2010. Due to our financial performance, our Chief Executive Officer received a cash bonus based on achievement of financial results between the third and fourth levels, as reflected in the Summary Compensation Table. The other components of our Chief Executive Officer's compensation package are also reflected in the Summary Compensation Table and the footnotes following.

Other Named Executive Officers' Compensation

Each of the other named executive officer's compensation was determined in accordance with our policies and procedures for all executive officers, including bonus, stock option and other benefits. Each of the components is addressed in the Summary Compensation Table and the footnotes following for each Named Executive Officer.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis and discussed it with the Company's Management. Based on its review and discussions with management, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K for fiscal year ended January 31, 2009 and the Company's 2009 Proxy Statement on Schedule 14A related to the 2009 Annual Meeting of Stockholders, for filing with the Securities and Exchange Commission. This report is provided by the following independent directors, who comprise the Compensation Committee.

Jon E.M. Jacoby, Chairman
William T. Trawick
Theodore M. Wright

Compensation Tables

Summary Compensation

(a) Name and Principal Position	(b) Fiscal Year	(c) Salary ($)	(d) Bonus ($) (8)	(e) Stock Awards ($)	(f) Option Awards ($) (1)	(g) Non-Equity Incentive Plan Compen-sation ($)	(h) Change in Pension Value and Nonqualified Deferred Compen-sation Earnings ($)	(i) All Other Compens-ation ($)	(j) Total ($)
Thomas J. Frank, Sr.	2007	441,000	500,000	-	191,945	-	-	8,800	1,141,745
Chairman and CEO	2008	400,000	665,681	-	283,101	-	-	8,600	1,357,382
	2009	280,000	497,187	-	290,448	-	-	8,800	1,076,435
								(2)	
David L. Rogers	2007	240,000	147,916	-	148,026	-	-	11,800	547,742
Former CFO	2008	240,000	164,399	-	215,137	-	-	12,480	632,016
								(3)	
Michael J. Poppe	2009	250,000	317,278	-	154,340	-	-	9,417	731,035
CFO								(4)	
William C. Nylin, Jr.	2007	350,000	313,147	-	162,479	-	-	13,800	839,426
Executive Vice	2008	285,000	414,220	-	253,634	-	-	13,700	966,554
Chairman	2009	210,000	369,278	-	265,893	-	-	13,900	859,071
								(5)	
Timothy L. Frank	2007	180,000	168,416	-	59,252	-	-	11,000	418,668
President and COO	2008	220,000	268,532	-	109,094	-	-	10,037	607,663
	2009	270,000	452,989	-	175,690	-	-	8,921	907,600
								(6)	
David W. Trahan	2007	204,000	168,416	-	59,252	-	-	10,800	442,468
Executive Vice	2008	228,000	255,032	-	107,425	-	-	11,120	601,577
President	2009	256,667	308,000	-	159,140	-	-	5,834	729,641
								(7)	

(1) Amount recognized in the financial statements during the fiscal year in accordance Statement of Financial Accounting Standards (FAS) No. 123R, "Share-based Payment." Information regarding the assumptions used in calculating the fair value under FAS 123R can be found in Note 7 to the financial statements contained in the Company's annual report on Form 10-K filed with the SEC on March 26, 2009.

(2) Company matched 401K contributions $8,800, $8,600 and $8,800 for fiscal years 2007, 2008 and 2009, respectively.

(3) Company matched 401K contributions of $8,800 and $9,480, and use of automobile (including fuel) of $3,000 and $3,000 for fiscal years 2007 and 2008, respectively.

(4) Company matched 401K contributions of $9,417 for fiscal year 2009.

(5) Company matched 401K contributions of $8,800, $8,700 and $8,900, and use of automobile (including fuel) of $5,000, $5,000 and $5,000 for fiscal years 2007, 2008 and 2009, respectively.

(6) Company matched 401K contributions of $8,800, $7,837 and $6,721, and use of automobile (including fuel) of $2,200, $2,200 and $2,200 for fiscal years 2007, 2008 and 2009, respectively.

(7) Company matched 401K contributions of $8,800, $9,120 and $3,834, and use of automobile (including fuel) of $2,000, $2,000 and $2,000 for fiscal years 2007, 2008 and 2009, respectively.

(8) The executives shown above receive a base bonus amount based on the pre-tax performance goals shown above under "Elements of Compensation". The executives can also receive discretionary funds that are approved by the Compensation Committee. The table below shows the composition of bonus payments made for the fiscal years 2007, 2008 and 2009.

Name		Base bonus earned ($)	Discretionary funds ($)	Total bonus paid ($)
Thomas J. Frank, Sr.	2007	500,000	-	500,000
	2008	592,681	73,000	665,681
	2009	308,214	188,973	497,187
David L. Rogers	2007	118,416	29,500	147,916
	2008	150,399	14,000	164,399
Michael J. Poppe	2009	191,295	125,983	317,278
William C. Nylin, Jr.	2007	263,147	50,000	313,147
	2008	334,220	80,000	414,220
	2009	191,295	177,983	369,278
Timothy L. Frank	2007	118,416	50,000	168,416
	2008	200,532	68,000	268,532
	2009	267,814	185,175	452,989
David W. Trahan	2007	118,416	50,000	168,416
	2008	200,532	54,500	255,032
	2009	229,555	78,445	308,000

Grants of Plan-Based Awards

		Estimated Future payouts under non-equity incentive plan awards			Estimated future payouts under equity incentive plan awards						
Name	Grant Date	Thres-hold ($)	Target ($)	Maxi-mum ($)	Thres-hold (#)	Target (#)	Maxi-mum (#)	All other stock awards; Number of shares of stock or units (#)	All other option awards; Number of securities under-lying options (#)	Exercise or base price of option awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Thomas J. Frank, Sr.	11/25/2008	N/A	N/A	N/A	N/A	N/A	N/A	N/A	15,000	$ 6.33	44,850
Michael J. Poppe	11/25/2008	N/A	N/A	N/A	N/A	N/A	N/A	N/A	30,000	$ 6.33	98,100
William C. Nylin, Jr.	11/25/2008	N/A	N/A	N/A	N/A	N/A	N/A	N/A	15,000	$ 6.33	44,850
Timothy L. Frank	11/25/2008	N/A	N/A	N/A	N/A	N/A	N/A	N/A	40,000	$ 6.33	130,800
David W. Trahan	11/25/2008	N/A	N/A	N/A	N/A	N/A	N/A	N/A	30,000	$ 6.33	98,100

Outstanding Equity Awards at Fiscal Year End

	Option Awards						Stock Awards			
Name	Number of Securities Underlying Unexercised Options-Exercisable (#)	Number of Securities Underlying Unexercised Options-Unexercisable (#)		Equity Incentive Plan Awards: Number of Securities Underlying Unexcercised Unearned Options (#)	Option Exercised Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Been Vested (#)	Market Value of shares or Units of Stock That Have Not Been Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
(a)	(b)	(c)		(d)	(e)	(f)	(g)	(h)	(i)	(j)
Thomas J. Frank, Sr.	56,500	0		N/A	$14.00	11/25/2013	N/A	N/A	N/A	N/A
Chairman and CEO	35,000	0		N/A	$17.73	11/30/2014	N/A	N/A	N/A	N/A
	25,000	0		N/A	$33.88	11/30/2015	N/A	N/A	N/A	N/A
	16,667	8,333	(4)	N/A	$22.68	12/4/2016	N/A	N/A	N/A	N/A
	10,000	0		N/A	$19.99	11/27/2017	N/A	N/A	N/A	N/A
	0	15,000	(7)	N/A	$6.33	11/25/2018	N/A	N/A	N/A	N/A
Michael J. Poppe	12,000	3,000	(1)	N/A	$14.48	10/7/2014	N/A	N/A	N/A	N/A
CFO	12,000	3,000	(2)	N/A	$17.73	11/30/2014	N/A	N/A	N/A	N/A
	6,000	4,000	(3)	N/A	$33.88	11/30/2015	N/A	N/A	N/A	N/A
	8,000	12,000	(5)	N/A	$22.68	12/4/2016	N/A	N/A	N/A	N/A
	4,000	16,000	(6)	N/A	$19.99	11/27/2017	N/A	N/A	N/A	N/A
	0	30,000	(8)	N/A	$6.33	11/25/2018	N/A	N/A	N/A	N/A
William C. Nylin, Jr.	44,947	0		N/A	$14.00	11/25/2013	N/A	N/A	N/A	N/A
Executive Vice	35,000	0		N/A	$17.73	11/30/2014	N/A	N/A	N/A	N/A
Chairman	15,000	0		N/A	$33.88	11/30/2015	N/A	N/A	N/A	N/A
	16,667	8,333	(4)	N/A	$22.68	12/4/2016	N/A	N/A	N/A	N/A
	10,000	0		N/A	$19.99	11/27/2017	N/A	N/A	N/A	N/A
	0	15,000	(7)	N/A	$6.33	11/25/2018	N/A	N/A	N/A	N/A
Timothy L. Frank	11,228	0		N/A	$8.21	7/26/2011	N/A	N/A	N/A	N/A
President and COO	8,000	0		N/A	$14.00	11/25/2013	N/A	N/A	N/A	N/A
	8,000	2,000	(2)	N/A	$17.73	11/30/2014	N/A	N/A	N/A	N/A
	9,000	6,000	(3)	N/A	$33.88	11/30/2015	N/A	N/A	N/A	N/A
	8,000	12,000	(5)	N/A	$22.68	12/4/2016	N/A	N/A	N/A	N/A
	5,000	20,000	(6)	N/A	$19.99	11/27/2017	N/A	N/A	N/A	N/A
	0	40,000	(8)	N/A	$6.33	11/25/2018	N/A	N/A	N/A	N/A
David W. Trahan	8,000	0		N/A	$14.00	11/25/2013	N/A	N/A	N/A	N/A
Executive Vice	8,000	2,000	(2)	N/A	$17.73	11/30/2014	N/A	N/A	N/A	N/A
President	9,000	6,000	(3)	N/A	$33.88	11/30/2015	N/A	N/A	N/A	N/A
	8,000	12,000	(5)	N/A	$22.68	12/4/2016	N/A	N/A	N/A	N/A
	4,000	16,000	(6)	N/A	$19.99	11/27/2017	N/A	N/A	N/A	N/A
	0	30,000	(8)	N/A	$6.33	11/25/2018	N/A	N/A	N/A	N/A

(1) – Options vest ratably at 20% per year for five years with final vesting on 10/6/2009.
(2) – Options vest ratably at 20% per year for five years with final vesting on 11/30/2009.
(3) – Options vest ratably at 20% per year for five years with final vesting on 11/30/2010.
(4) – Options vest ratably at 33.33% per year for three years with final vesting on 12/4/2009.
(5) – Options vest ratably at 20% per year for five years with final vesting on 12/4/2011.
(6) – Options vest ratably at 20% per year for five years with final vesting on 11/27/2012.

(7) – Options are fully vested after one year with that vesting occurring on 11/25/2009.
(8) – Options vest ratably at 20% per year for five years with final vesting on 11/25/2013.

Option Exercises and Stock Vested

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
(a)	(b)	(c)	(d)	(e)
Thomas J. Frank, Sr.	0	0	N/A	N/A
Michael J. Poppe	0	0	N/A	N/A
William C. Nylin, Jr.	0	0	N/A	N/A
Timothy L. Frank	0	0	N/A	N/A
David W. Trahan	0	0	N/A	N/A

Termination of Employment and Change of Control Arrangements

The following table indicated the quantitative disclosure of the estimated payments that would have been provided to our named executive officers if they were terminated without cause or if their employment agreement is not renewed, as of January 31, 2009:

The following table also indicated the quantitative disclosure of the estimated benefit of the acceleration of each named executive officer's unvested options had a change of control occurred on January 31, 2009 and is calculated based on the closing price of the Company's common stock on January 31, 2009:

Termination/Change in Control Benefits

(a) Named Excutive Officer	(b) Vesting acceleration of options upon change in control (# of shares)	(c) Compensa-tion in lieu of salary/bonus upon termination not for cause ($)
Thomas J. Frank, Sr.	23,333	240,000
William C. Nylin, Jr.	23,333	360,000
Michael J. Poppe	68,000	-
Timothy L. Frank	80,000	-
David W. Trahan	66,000	-

(b) Assumes vesting would accelerate on all unvested options per the employee stock option plan:

"1. Acceleration of Vesting and Exercise Dates. The other provisions of this Agreement notwithstanding and pursuant to Paragraph 12 of the Plan:

(a) In the event of a proposed dissolution or liquidation of the Company and at the discretion of the Administrator, this Option may be immediately exercised for the entire number of Shares covered hereby until fifteen (15) days prior to such dissolution or liquidation;

(b) In the event of a Merger Transaction in which this Option shall not be assumed or an equivalent option issued as a substitute by a successor entity, the Administrator shall notify the Optionee in writing that this Option shall be exercisable for the entire number of Shares covered hereunder for a period of fifteen (15) days from the date of such notice; or

In the event of a Merger Transaction that constitutes a Change of Control in which this Option is assumed or an equivalent option is issued by a successor entity, an Involuntary Termination of the Optionee within one (1) year after the effective date of the Change of Control shall cause this Option or the equivalent substitute option to be immediately exercisable for the full number of Shares covered hereunder."

(c) These amounts would be paid in equal installment in such intervals as the base salary would have been paid, i.e., semi-monthly. Assumes termination occurred on February 1, 2009 and that termination satisfies the following language from the employment agreements in force:

"1. In the event (i) Conn's exercises its right of termination other than for Cause or (ii) this Agreement is not renewed by Conn's when it expires, Conn's shall be obligated to pay Executive's Base Salary and Incentive Compensation, if any, earned and accrued but unpaid through the date of termination. In addition, Conn's shall pay as severance pay one (1) year of Executive's current Base Salary. Such payments shall be made in equal installments in such intervals as the Base Salary was paid at the time of such termination or expiration."

Compensation of Non-Employee Directors

Each non-employee director of the board in respect of his or her service on the board receives:

- an annual retainer of $25,000 through the 2009 annual meeting;
- $2,500 for each board meeting attended;
- $1,000 for each audit committee meeting attended by a member of the audit committee (excluding the chair of the audit committee) on the same day as a board meeting;
- $1,500 for each audit committee meeting attended by the chair of the audit committee on the same day as a board meeting;
- $2,500 for each audit committee meeting attended by a member of the audit committee (excluding the chair of the audit committee) on a day other than the day of the board meeting;
- $3,500 for each audit committee meeting attended by the chair of the audit committee meeting on a day other than the day of the board meeting;
- $500 per meeting for participation in a telephonic meeting of the board;
- $750 for each compensation committee meeting attended by a member of the compensation committee on the same day as a board meeting;
- $1,250 for each compensation committee meeting attended by a member of the compensation committee on a day other than the day of a board meeting;
- $750 for each transition committee meeting attended by a member of the transition committee on the same day as a board meeting;
- $1,250 for each transition committee meeting attended by a member of the transition committee on a day other than the day of a board meeting;
- $750 for each nominating and corporate governance committee meeting attended by a member of the nominating and corporate governance committee on the same day as a board meeting; and
- $1,250 for each nominating and corporate governance committee meeting attended by a member of the nominating and corporate governance committee on a day other than the day of a board meeting.

In addition our non-employee directors (i) are allowed to participate in the Company’s medical plan at the same contributories with all the benefits of full-time active employees, (ii) receive a merchandise discount in the same amount as the discount our employees receive; and (iii) are reimbursed for their expenses in attending board and committee meetings.

We adopted the 2003 Non-Employee Director Stock Option Plan in February 2003 in connection with our initial public offering, and amended the Plan by vote of shareholders at our 2006 annual meeting of shareholders. The plan is administered by the board of directors. Only non-employee directors are eligible grantees. Upon the closing of the initial public offering, we granted each of our then-current non-employee directors the option to purchase 40,000 shares of our common stock, and we have and will grant an option to purchase 40,000 shares of our common stock to any new board member. We will also grant our non-employee directors an option to purchase an additional 10,000 shares following each annual stockholders meeting on and after the fourth anniversary of each non-employee director's initial election or appointment to the board of directors. The initial options to purchase 40,000 shares of our common stock issued to non-employee directors vest equally over a three year period, and the additional options to purchase 10,000 shares of our common stock issued to non-employee directors vests on the first annual anniversary date of the date of the grant. The exercise price of each option is equal to the price per share of our common stock at the close of market on the date the option is granted. The options have a term of up to ten years. Upon a change in control or sale of the company, optionees have special vesting and exercise rights.

Accordingly, if reelected at the 2009 annual meeting, all of the nominated non-employee directors, Messrs. Brailsford, Jacoby, Bob L. Martin, Douglas H. Martin, Thompson, Trawick and Wright, shall each be granted an option to purchase an additional 10,000 shares of our common stock, with the option vesting on the annual anniversary date of the date of grant.

Director Compensation

Name	Fees earned or paid in cash $	Stock Awards ($)	Option Awards ($)	Non-equity incentive plan compensation ($)	Change in pension value and nonqualified deferred compensation earnings $	All Other Compensation ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
			(1)				
Thomas J. Frank, Sr.	-	-	-	-	-	-	-
William C. Nylin, Jr.	-	-	-	-	-	-	-
Marvin D. Brailsford	46,000	-	120,742	-	-	-	166,742
Jon E. M. Jacoby	41,750	-	120,742	-	-	-	162,492
Bob L. Martin	29,750	-	120,742	-	-	-	150,492
Douglas H. Martin	38,250	-	120,742	-	-	-	158,992
Scott L. Thompson	39,000	-	45,092	-	-	-	84,092
William T. Trawick	41,750	-	120,742	-	-		162,492
Theodore M. Wright	53,500	-	120,742	-	-	-	174,242

(1) Amount recognized in the financial statements during the fiscal year in accordance with FAS 123R. Information regarding the assumptions used in calculating the fair value under FAS 123R can be found in Note 7 to the financial statements contained in the Company's annual report on Form 10-K filed with the SEC on March 26, 2009. Messrs. Brailsford, Jacoby, Bob L. Martin, Douglas H. Martin, Trawick and Wright were each issued 10,000 options on July 2, 2007. Those awards fully vest after one year. Messrs. Brailsford, Jacoby, Bob L. Martin, Douglas H. Martin, Thompson, Trawick and Wright were each issued 10,000 options on June 3, 2008. Those awards fully vest after one year. The total number of options outstanding at January 31, 2009 was 293,000.

Indemnification Arrangements

As permitted by the Delaware General Corporation Law, we have adopted provisions in our certificate of incorporation and bylaws that provide for the indemnification of our directors and certain executive officers, including the named executive Officers, to the fullest extent permitted by applicable law. These provisions, among other things, indemnify each of our directors and certain officers for certain expenses, including judgments, fines and amounts paid in settling or otherwise disposing of actions or

threatened actions, incurred by reason of the fact that such person was a director or officer of Conn's or of any other corporation which such person served in any capacity at the request of Conn's.

In addition, we have entered into indemnification agreements with each of our directors pursuant to which we will indemnify them against judgments, claims, damages, losses and expenses incurred as a result of the fact that any director, in his capacity as a director, is made or threatened to be made a party to any suit or proceeding. The indemnification agreements also provide for the advancement of certain expenses (such as attorney's fees, witness fees, damages, judgments, fines and settlement costs) to our directors in connection with any such suit or proceeding.

We maintain a directors' and officers' liability insurance policy to insure our directors and officers against certain losses resulting from acts committed by them in their capacities as our directors and officers, including liabilities arising under the Securities Act of 1933.

CORPORATE GOVERNANCE

Code of Ethics

Our board has adopted a code of business conduct and ethics for our employees, a code of ethics for our chief executive officer and senior financial professionals and a code of business conduct and ethics for our board of directors. A copy of these codes is published on our website at www.conns.com under "Investor Relations." We intend to make all required disclosures concerning any amendments to, or waivers from, these codes on our website.

Stockholder Communications with the Board

We have adopted a policy that allows stockholders to communicate directly with the board of directors. Stockholders may contact the board or any committee of the board by any one of the following methods:

By telephone:	By mail:	By e-mail:
(409) 832-1696 Ext. 3218	Board of Directors 3295 College Street Beaumont, Texas 77701	Conns1890tf@aol.com

All communications submitted under this policy will be compiled by our Compliance Officer and submitted to the board or the requisite board committee on a periodic basis. Complaints or concerns relating to accounting, internal accounting controls or auditing matters will be referred to the Audit Committee under the policy adopted by the Audit Committee. This policy and procedure is posted on our website at www.conns.com under "Investor Relations".

AUDIT COMMITTEE REPORT

The Committee

The company's board of directors established the Audit Committee to recommend the appointment of our independent auditors and to oversee the company's (i) financial reporting process; (ii) internal audits, internal control policies and procedures implementation and compliance with Sarbanes-Oxley Section 404 requirements; and (iii) financial, tax, and risk management policies. The Audit Committee is composed of three members and operates under a written charter, a copy of which is published on our website at www.conns.com under "Investor Relations." The Audit Committee has prepared the following report on its activities with respect to the company's financial statements for the fiscal year ended January 31, 2009.

Review and Discussion

Management is responsible for the company's financial reporting process including its system of internal controls, and for the preparation of the company's consolidated financial statements in accordance with generally accepted accounting principles. Ernst & Young, LLP, the company's independent auditors, is responsible for auditing those financial statements and for attesting to the effectiveness of the company's internal control over financial reporting. It is the Audit Committee's responsibility to monitor and review these processes. The members of the Audit Committee are not employees of the company and do not represent themselves to be or to serve as, accountants or auditors by profession or experts in the field of accounting or auditing.

In connection with the preparation of the company's audited financial statements for the fiscal year ended January 31, 2009, the Audit Committee:

- reviewed and discussed the company's annual report on Form 10-K, including the audited consolidated financial statements of the company and Management's Report on Internal Control over Financial Reporting for the year ended January 31, 2009 with management;
- discussed with Ernst & Young the matters required to be discussed by Statement on Auditing Standards No. 61;
- received the written disclosures and the letter from Ernst & Young required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and discussed with Ernst & Young its independence from the company, including whether Ernst & Young's provision of non-audit services to the company is compatible with the auditors' independence.

The Audit Committee meets with the company's independent auditors to discuss the results of their examinations, their evaluations of the company's internal controls and the overall quality of the company's financial reporting. The Audit Committee held four regularly scheduled meetings and during the fiscal year ended January 31, 2009 and took action by unanimous written consent one time during the fiscal year ended January 31, 2009.

Recommendation

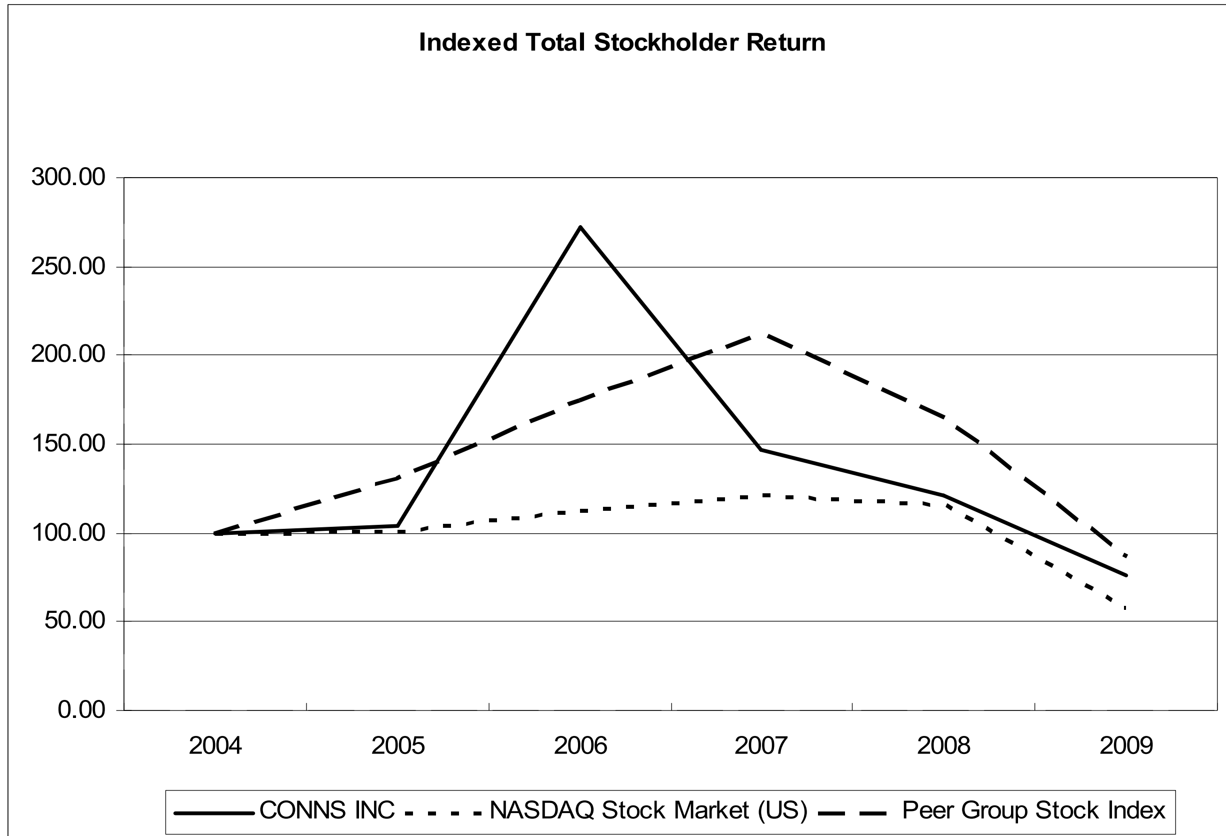
Based on the review and discussion referred to above, the Audit Committee recommended to the board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2009, for filing with the Securities and Exchange Commission.

AUDIT COMMITTEE:

Theodore M. Wright, Chairman
Marvin D. Brailsford
Scott L. Thompson

PERFORMANCE GRAPH

The following graph provides a comparison of the cumulative total stockholder return on our common stock against the Nasdaq U.S. Stock Market Index and the average of a peer group index comprised of five publicly traded consumer electronic and/or appliance retailers[(1)] since January 31, 2004. The graph reflects the value of a $100 investment as of January 31, 2004 in either our stock or the indices presented at the dates of measurement, including reinvestment of dividends. The corresponding index values and common stock price values are summarized in the table below by measurement date.



Trade Date	Conn's Index	NASDAQ US Stock Market Index	Peer Group Stock Index[1]	Conn's Closing Stock Price
January 31, 2004	$ 100.00	$ 100.00	$ 100.00	$ 16.00
January 31, 2005	103.44	100.19	131.22	16.55
January 31, 2006	271.80	112.71	174.85	43.48
January 31, 2007	146.70	120.88	211.81	23.47
January 31, 2008	120.65	116.09	165.31	19.30
January 31, 2009	76.01	57.69	86.34	12.16

[1] The peer group index consists of the simple average of the indices of Sears Holding Co., Best Buy Co., Inc., Aaron Rents, Inc., Rent-A-Center Inc., Rex Stores Corp. and hhgregg, Inc..

EXECUTIVE OFFICERS

Biographical Information

The board appoints our executive officers at the first board meeting following our annual meeting of stockholders and updates the executive officer positions as necessary. Our executive officers serve at the discretion of the board and until their successors are elected and qualified or until the earlier of their death, resignation or removal.

The following sets forth certain biographical information regarding our executive officers, including service with Conn Appliances, Inc., our predecessor company. For our executive officers who are also directors, you may find their biographies under Board of Director Nominees above:

Name	Age	Positions	Years of Service with Conn's
Thomas J. Frank, Sr.	69	Chairman of the Board and Chief Executive Officer	49
William C. Nylin, Jr.	66	Executive Vice Chairman of the Board	16
Michael J. Poppe	41	Chief Financial Officer	5
Timothy L. Frank	41	Chief Executive Officer Elect, Chief Operating Officer and President	13
David W. Trahan	48	President – Retail Division	21
Reymundo de la Fuente, Jr.	48	President – Credit Division	10
David R. Atnip	61	Senior Vice President and Treasurer	16
Walter M. Broussard	49	Senior Vice President – Recruiting	23
Clinton W. Harwood	52	Senior Vice President – Information Technology	15

Michael J. Poppe. Our board of directors appointed Michael J. Poppe as our Chief Financial Officer effective February 1, 2008. Mr. Poppe, 41, served as our Controller and Assistant Chief Financial Officer and Assistant Treasurer since he joined us in September 2004. In the 14 years prior to his joining us, Mr. Poppe served in various accounting and finance management positions in public accounting at Arthur Andersen LLP and in automotive retail companies, most recently as Vice President and Corporate Controller of Group 1 Automotive, Inc. Mr. Poppe spent from January 1997 until May 2004 at Group 1, a New York Stock Exchange listed, Fortune 500 retail company, and was a member of the founding management team. Mr. Poppe is a certified public accountant and obtained his B.B.A in accounting and finance from Texas A&M University

David W. Trahan was elected President – Retail Division by our board of directors on June 3, 2008. Mr. Trahan has previously served as our Executive Vice President – Retail from June 1, 2007, as our Senior Vice President – Retail from April 1, 2006 and as our Senior Vice President – Merchandising from October 2001. He has been employed by us since 1986 in various capacities, including sales, store operations and merchandising. He has been directly responsible for our merchandising and product purchasing functions, as well as product display and pricing operations, for the last four years. Mr. Trahan has completed special study programs at Harvard University, Rice University and Lamar University.

Reymundo de la Fuente, Jr. was elected President – Credit Division by our board of directors on June 3, 2008. Mr. de la Fuente has previously served as our Executive Vice President – Credit from June 1, 2007, and as our Senior Vice President – Credit since October 2001. Since joining us in 1998, he has served in positions that involve direct responsibility for credit underwriting, customer service inbound operations, collections, recovery of charge-offs and legal activities. Mr. de la Fuente has worked in the credit receivables industry since 1986 with national credit organizations. His responsibilities included the strategic direction and development of large credit portfolios. Mr. de la Fuente obtained his B.B.A. in finance from The University of Texas at San Antonio and holds an M.B.A. from Our Lady of the Lake in San Antonio.

David R. Atnip has served as our Senior Vice President since October 2001 and as our Treasurer since 1997. He joined us in 1992 and served as Chief Financial Officer from 1994 to 1997 and as our Secretary from 1997 to 2005. In 1995, he joined our board of directors and served in that capacity

until September 2003. Mr. Atnip holds a B.B.A. in accounting from The University of Texas at Arlington and has over 20 years of financial experience in the savings and loan industry.

Walter M. Broussard has served as our Senior Vice President – Recruiting since June 3, 2008, as our Senior Vice President – Sales since 2005, and previously served as our Senior Vice President – Store Operations from October 2001. Mr. Broussard has served us in numerous retail capacities since 1985, including working on the sales floor as a sales consultant, store manager and district manager. He has over 25 years of retail sales experience. He attended Lamar University and has completed special study programs at Harvard University, Rice University and the University of Notre Dame.

Clinton W. Harwood has served as our Senior Vice President – Information Technology since being appointed by our board of directors effective June 1, 2007. He previously served as our Vice President – Information Technology since August 2000. Mr. Harwood joined Conn's in April 1994 as Manager of Computer Operations, and has served the Company in all aspects of information technology since that time. Prior to joining the Company, he served in various information technology positions un utility, academic and petrochemical industries. Mr. Harwood holds both a Bachelor (1979) and Master (1988) of Science degrees in Computer Science from Lamar University, and completed a special study program at Harvard University.

Equity Incentive Plans

Amended and Restated 2003 Incentive Stock Option Plan

In February 2003, we adopted our Amended and Restated 2003 Incentive Stock Option Plan, and amended the Plan in June 2004 and May 2006. The plan is administered by the Compensation Committee of our board of directors. Our employees and employees of our subsidiaries, subject to certain exclusions, are eligible to participate in the plan. Option grants are made within the discretion of the Compensation Committee. Options may be granted for such terms as the Compensation Committee may determine, but not for terms greater than ten years from the date of grant. The maximum number of shares of our common stock that may be issued under this plan is 3,859,767 shares, subject to adjustment. All options issued vest equally over five-year term or less, as per the grant. At January 31, 2009, there were options to purchase 1,984,475 shares of our common stock issued and outstanding under the plan and 936,459 shares remaining for future issuance under the plan.

Employee Stock Purchase Plan

In February 2003, we adopted our Employee Stock Purchase Plan. The plan is administered by the Compensation Committee of our board of directors. Our employees and employees of our subsidiaries, subject to certain exclusions, are eligible to participate in the plan. Eligible employees are able to purchase shares of our common stock without brokerage commissions and at a discount from market prices. The maximum number of shares of our common stock that may be issued under this plan is 1,267,085 shares, subject to adjustment.

2003 Non-Employee Director Stock Option Plan

We also have the 2003 Non-Employee Director Stock Option Plan, which we adopted in February 2003 and is discussed on page 20. The maximum number of shares of our common stock that may be issued under this plan is 600,000 shares, subject to adjustment. All options issued to a director when he or she becomes a director currently vest equally over a three-year term, while those issued to a director on his fourth anniversary date of becoming a director vest on the first anniversary date of the grant. At January 31, 2009, there were options to purchase 293,000 shares of our common stock issued and outstanding under the plan and 190,000 shares remaining for future issuance under the plan.

The following table provides information regarding the number of shares of our common stock that may be issued on exercise of outstanding stock options and warrants under our existing equity compensation plans as of January 31, 2009. These plans are as follows:

- the Amended and Restated 2003 Incentive Stock Option Plan;
- the Non-Employee Director Stock Option Plan; and
- the Employee Stock Purchase Program.

Plan Category	(A) Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights		(B) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A))	
Equity Compensation Plans Approved by Stockholders	2,277,475	(1)	$16.30	1,126,459	(1)
Equity Compensation Plans Not Approved by Stockholders	-		-	-	
Total	2,277,475		$16.30	1,126,459	

(1) Includes 293,000 outstanding options and 190,000 options available for future issue applicable to the Non-Employee Director Stock Option Plan.

STOCK OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS AND PRINCIPAL STOCKHOLDERS

The following table sets forth information regarding the beneficial ownership of our common stock for each person who is known by us to be the beneficial owner of more than 5% of our voting securities, for each director and named executive officer, and for all directors and executive officers as a group. Unless otherwise indicated in the footnotes, each person named below has sole voting and investment power over the shares indicated. For purposes of this table, a person is deemed to be the "beneficial owner" of the number of shares of common stock that such person has the right to acquire within 60 days of April 17, 2009 through the exercise of any option, warrant or right, through the conversion of any security, through the power to revoke a trust, discretionary account, or similar arrangement, or through the automatic termination of a trust, discretionary account or similar arrangement.

Name	Common Stock Owned		Percent of Common Stock Owned
Conn's Voting Trust (1)	5,279,660		22.82%
Warren A. Stephens	2,493,570	(2)	10.78%
Stephens Investments Holdings LLC	2,192,539	(3)	9.48%
Curtis F. Bradbury, Jr.	1,382,970	(4)	5.98%
Douglas H. Martin	342,471	(5)	1.48%
SG-1890, LLC	5,767,060		24.92%
W.R. Stephens, Jr.	5,767,484	(6)	24.93%
Jon E.M. Jacoby	63,588	(7)	0.27%
Thomas J. Frank, Sr.	851,946	(8)	3.68%
William C. Nylin, Jr.	332,499	(9)	1.44%
David W. Trahan	158,530	(10)	0.69%
Michael J. Poppe	43,000	(11)	0.19%
Timothy L. Frank	143,400	(12)	0.62%
Marvin D. Brailsford	65,000	(13)	0.28%
Bob L. Martin	20,000	(14)	0.09%
William T. Trawick	20,000	(15)	0.09%
Theodore M. Wright	35,000	(16)	0.15%
Scott L. Thompson	38,000	(17)	0.16%
Directors and officers (12 persons)	2,113,434	(18)	9.13%

[(1)] These shares have been contributed to a voting trust and are held and voted by an independent third party as voting trustee. The voting trust will vote the shares held in the voting trust in the same proportion as votes cast “for” or “against” any proposals by all other stockholders. The voting trust agreement imposes substantial limitations on the sale or other disposition of the shares subject to the voting trust. The voting trust agreement will expire in November 2013 or such earlier time as Stephens Inc. ceases to be an affiliate of ours or a market maker of our common stock.

[(2)]. Includes 149,199 shares owned by Stephens Inc. which have been contributed to the Voting Trust and as to which Mr. Stephens, as President of Stephens Inc., has no voting power and sole dispositive power. Also includes 7,827 shares held in discretionary trading accounts on behalf of Stephens Inc. clients as to which Stephens Inc. has shared voting power and shared dispositive power. Also includes 424 shares beneficially owned directly by Warren A. Stephens Trust. Also includes 4,356 shares owned by each of Warren Miles Amerine Stephens Trust, John Calhoun Stephens Trust, and Laura Whitaker Stephens Trust, which have been contributed to the Voting Trust and as to which Mr. Stephens, as sole trustee of the trusts, has no voting power and sole dispositive power. Also includes 2,192,210 shares owned by Stephens Investments Holdings LLC which have been contributed to the Voting Trust and as to which Mr. Stephens, as Manager of the LLC, has no voting power and sole dispositive power. Also includes 22,808 shares beneficially owned by Jackson T. Stephens Trust No. One which have been contributed to the Voting Trust and as to which Mr. Stephens, as trustee of the Jackson T. Stephens Trust No. One, has no voting power and sole dispositive power. Also includes 329 shares owned directly by Stephens Investments Holdings LLC as to which Mr. Stephens has sole voting power and sole dispositive power. Also includes 107,705 shares owned by Stephens Investment Partners 2000 LLC as to which Mr. Stephens, as a Co-Manager of the LLC, has shared voting power and shared dispositive power.

[(3)] Includes 2,192,210 shares which have been contributed to the Voting Trust and as to which Stephens Investments Holdings LLC has no voting power and sole dispositive power, and 329 shares held directly as to which the LLC has sole voting power and sole dispositive power.

[(4)] Includes 203,296 which have been contributed to the Voting Trust and as to which Mr. Bradbury has no voting power and sole dispositive power. Also includes 107,705 shares owned by Stephens Investment Partners 2000 LLC as to which Mr. Bradbury, as a Co-Manager of the LLC, has shared voting power and shared dispositive power. Also includes 51,282 shares beneficially owned by each of John Calhoun Stephens 95 Trust, Laura Whitaker Stephens 95 Trust and Warren Miles Amerine Stephens 95 Trust, as to which Mr. Bradbury, as sole trustee of the trusts, has no voting power and sole dispositive power. Also includes 918,123 shares beneficially owned by Warren and Harriet Stephens Children’s Trust which have been contributed to the Voting Trust and as to which Mr. Bradbury, as co-trustee, has no voting power and shared dispositive power.

[(5)] Includes 10,009 shares owned by Douglas H. Martin IRA as to which Mr. Martin has sole voting power and sole dispositive power, 154,414 shares owned individually which have been contributed to the Voting Trust and as to which Mr. Martin has no voting power and sole dispositive power, and 10,343 shares owned individually which have not been contributed to the Voting Trust as to which Mr. Martin has sole voting power and sole dispositive power. Also includes 107,705 shares owned by Stephens Investment Partners 2000 LLC as to which Mr. Martin, as a Co-Manager of the LLC, has shared voting power and shared dispositive power. Also includes 60,000 shares which Mr. Martin has the right to receive upon the exercise of options exercisable on or within 60 days of April 17, 2009.

[(6)] Includes 424 shares owned directly by W.R. Stephens, Jr. Revocable Trust as to which Mr. Stephens, as sole trustee, has sole voting power and sole dispositive power. Also includes 5,767,060 shares owned by SG-1890, LLC as to which Mr. Stephens, as CEO of The Stephens Group, LLC, Manager of the LLC, has voting power and dispositive power.

[(7)] Includes 3,588 shares owned individually as to which Mr. Jacoby has sole voting power and sole dispositive power. Also includes 60,000 shares which Mr. Jacoby has the right to receive upon the exercise of options exercisable on or within 60 days of April 17, 2009.

[(8)] Includes 300,279 shares owned by a trust over which Mr. Frank is the trustee and exercises sole voting power and sole dispositive power but over which Mr. Frank has no pecuniary interest and for which Mr. Frank disclaims beneficial ownership and includes options to purchase 143,167 shares of common stock. .

[(9)] Includes options to purchase 121,614 shares of common stock.

[(10)] Includes options to purchase 37,000 shares of common stock.

[(11)] Includes options to purchase 42,000 shares of common stock.

[(12)] Includes options to purchase 49,228 shares of common stock.

[(13)] Includes options to purchase 60,000 shares of common stock.

[(14)] Includes options to purchase 20,000 shares of common stock.

[(15)] Includes options to purchase 20,000 shares of common stock.

[(16)] Includes options to purchase 35,000 shares of common stock.

[17] Includes options to purchase 38,000 shares of common stock.

[18] Includes options to purchase 686,009 shares of common stock.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review and Approval of Related Person Transactions

The Board has adopted a statement of policy with respect to all relationships and transactions in which the Company and our directors and executive officers or their immediate family members are participants. Under this policy, we review all related party relationships and transactions to determine whether such persons have a direct or indirect material interest, and if so, if the transactions are at arms length and are acceptable to the Board of Directors. Each related transaction must be entered into on terms that are comparable to those that could be obtained as a result of arm's length dealings with an unrelated third party to be approved and accepted by the Board. As required under SEC rules, transactions that are determined to be directly or indirectly material to the Company or a related person are disclosed in our proxy statement. In addition, the Audit Committee reviews any related person transaction that is required to be disclosed. In the course of its review of these relationships, the Audit Committee observes, and how each relates to a potential conflict of interest with the company:

- the nature of the related person's interest in the transaction;
- the material terms of the transaction, including, without limitation, the amount and type of transaction, and the timing of the entering of such transaction;
- the importance of the transaction to the related person;
- the importance of the transaction to the Company;
- whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the Company; and
- any other matters the committee deems appropriate.

Lease Arrangement

Since 1996, we have leased one of our Houston, Texas store locations containing approximately 19,150 square feet from Thomas J. Frank, Sr., our Chairman of the Board and Chief Executive Officer. The lease provides for base monthly rental payments of $17,235 plus escrow for taxes, insurance and common area maintenance expenses, which escalate annually, per month through January 31, 2011. We also have an option to renew the lease for two additional five-year terms. Mr. Frank received total payments under this lease of $206,820 in each of fiscal years 2007, 2008 and 2009. Based on current market lease rates for comparable retail space in the area, we believe that the terms of this lease were at or better than fair market value at the date of the lease commencement.

Indirect Ownership in Service Provider

During fiscal year 2009, we engaged the services of Direct Marketing Solutions, Inc., or DMS, for a substantial portion of our direct mailing advertising. Direct Marketing Solutions, Inc. is partially owned (less than 50%) by the SF Holding Corp., members of the Stephens family, Jon E.M. Jacoby and Douglas H. Martin. SF Holding Corp. and the members of the Stephens family are significant shareholders of our company, and Messrs. Jacoby and Martin are members of our Board of Directors. The fees we paid to DMS during fiscal 2007, 2008 and 2009 amounted to approximately $3.6 million, $2.5 million and $4.0 million, respectively. When DMS was initially engaged to perform direct marketing services for us, a competitive analysis was performed from submissions by various marketing groups, with DMS presenting the low price point in these analyses. During fiscal 2008 and 2009, additional competitive analyses have been performed which continually support that DMS offers us the lowest cost for this service. We, at least annually, seek competitive bids for the services performed by DMS.

Stock repurchase services

The Company engaged the services of Stephens Inc. to act as its broker under its stock repurchase program. Stephens Inc. is a shareholder of the Company, and Doug Martin, an Executive Vice President of Stephens Inc., is a member of the Company's Board of Directors. During the years ended January 31, 2007 and 2008, the Company incurred fees payable to Stephens Inc. of $5,040 and $46,644 related to the purchase of 168,000 and 1,555,205 shares of its common stock, respectively. Based on a review of

competitive bids received from various broker candidates, the Company believes the terms of this arrangement are no less favorable than it could have obtained in an arms' length transaction. The Company has terminated its stock repurchase program, and no shares were repurchased during fiscal 2009, and therefore, no fees were paid to Stephens Inc.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires that our directors, executive officers and other persons who own more than 10% of our outstanding common stock file initial reports of ownership and reports of changes in ownership of our common stock with the SEC. Officers, directors and other stockholders who own more than 10% of our outstanding common stock are required by the SEC to furnish us with copies of all Section 16(a) reports they file.

To our knowledge, based on a review of reports and information furnished to us by those persons who were directors, executive officers and/or the beneficial holders of 10% or more of our common stock at any time during the fiscal year ended January 31, 2009 and upon representations from such persons, we believe that all stock ownership reports required to be filed under section 16(a) by such reporting persons during the fiscal year ended January 31, 2009 were timely made.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP served as our independent registered public accounting firm for the fiscal year ended January 31, 2009. The Audit Committee has appointed Ernst & Young as our independent registered public accounting firm for the fiscal year ending January 31, 2010, subject to shareholder ratification. Representatives of Ernst & Young will attend the 2009 annual meeting of stockholders and will be available to respond to appropriate questions that may be asked by stockholders. These representatives will also have an opportunity to make a statement at the meeting if they desire to do so.

We were billed the following fees by Ernst & Young for professional and other services rendered by them related to fiscal 2008 and 2009:

	Years Ended January 31,	
	2008	**2009**
Audit Fees	$ 723,089	$ 651,472
Audit-Related Fees	115,136	108,669
Tax Fees	-	-
All Other Fees	-	12,705

Audit fees include fees for the annual audit, reviews of the Company's Quarterly Reports on Form 10-Q, work performed to support the Company's debt issuances, accounting consultations, and separate audit related to the Company's qualified special purposes entity. Audit-related fees principally include separate agreed upon procedures not required by statute or regulation. Other Fees include those items unrelated to those specific audit or audit-related services described above.

Our Audit Committee Charter requires pre-approval of all services to be rendered by our independent auditors. It was determined that no services rendered by our outside auditors in fiscal 2009 were prohibited under the requirements of the Sarbanes-Oxley Act of 2002. Fees associated with the audit for fiscal 2009 were approved in advance of services being rendered. In addition, the Audit Committee has considered whether Ernst & Young's provision of services, other than services rendered in connection with the audit of our annual financial statements and reviews of our financial statements included in our Forms 10-Q for the most recent fiscal year, is compatible with maintaining Ernst & Young's independence and has determined that such services rendered met the requirements of independence.