

GET IT NOW LLC
Form S-4
January 26, 2011

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As filed with the Securities and Exchange Commission on January 25, 2011

Registration No. 333-

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

**Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**Rent-A-Center, Inc.
and Other Registrants**

(see Table of Additional Registrants below)

(Exact name of registrant as specified in its charter)

Delaware

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

7359

*(Primary Standard Industrial
Classification Code Number)*

45-0491516

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

**5501 Headquarters Drive
Plano, Texas 75024
(972) 801-1100**

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

**Dawn M. Wolverton, Esq.
Vice President Associate General Counsel and Assistant Secretary
5501 Headquarters Drive
Plano, Texas 75024
(972) 801-1100**

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copy to:

**Thomas W. Hughes, Esq.
James R. Griffin, Esq.
Fulbright & Jaworski L.L.P.
2200 Ross Ave, Suite 2800
Dallas, Texas 75201
(214) 855-8000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer Accelerate filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
6.625% Senior Notes due 2020	\$300,000,000	100%	\$300,000,000	\$34,830
Subsidiary guarantees of 6.625% Senior Notes due 2020(3)	N/A	N/A	N/A	N/A

- (1) Pursuant to Rule 457(f)(2), represents the book value of the outstanding Senior Notes due 2020 for which the registered securities will be exchanged. Estimated solely for the purpose of calculating the registration fee.
- (2) Calculated pursuant to Rule 457(f)(2). Pursuant to Rule 457(n), no additional registration fee is required for the registration of the subsidiary guarantees.
- (3) No separate consideration will be received for the guarantees. The guarantees are not traded separately.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter/Constituent Documents	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Number	I.R.S. Employer Identification No.
ColorTyme, Inc.	Texas	7359	75-2651408
ColorTyme Finance, Inc.	Texas	7359	20-5732299
Rainbow Rentals, Inc.	Ohio	7359	34-1512520
RAC National Product Service, LLC	Delaware	7359	42-1626381
Remco America, Inc.	Delaware	7359	76-0195669
Rent-A-Center Addison, L.L.C.	Delaware	7359	81-0642504
Rent-A-Center East, Inc.	Delaware	7359	48-1024367
Rent-A-Center International Inc.	Delaware	7359	81-0642507
Rent-A-Center Texas, L.P.	Texas	7359	45-0491512
Rent-A-Center Texas, L.L.C.	Nevada	7359	45-0491520
Rent-A-Center West, Inc.	Delaware	7359	48-1156618
Get It Now, LLC	Nevada	7359	16-1628325
RAC East Ohio, LLC	Delaware	7359	27-3437862
The Rental Store, Inc.	Arizona	7359	86-0449010

The address, including zip code, and telephone number, including area code, of each additional registrant's principal executive offices is shown on the cover page of this Registration Statement on Form S-4.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 25, 2011

Rent-A-Center, Inc.

**Offer to Exchange
\$300,000,000 Outstanding
6.625% Senior Notes due 2020
for
\$300,000,000 Registered
6.625% Senior Notes due 2020**

The Exchange Offer

The exchange offer expires at 5:00 p.m., New York City time, on , 2011, unless extended.

The exchange offer is not conditioned upon the tender of any minimum aggregate amount of the outstanding unregistered 6.625% Senior Notes due 2020, which we refer to in this prospectus as the outstanding notes.

All of the outstanding notes tendered according to the procedures set forth in this prospectus and not withdrawn will be exchanged for an equal principal amount of registered 6.625% Senior Notes due 2020, which we refer to in this prospectus as the exchange notes.

The exchange offer is not subject to any condition other than that it does not violate applicable laws or any applicable interpretation of the staff of the Securities and Exchange Commission.

We urge you to carefully review the risk factors beginning on page 10 of this prospectus, which you should consider before participating in the exchange offer.

The Exchange Notes

The terms of the exchange notes to be issued in the exchange offer are substantially identical to the outstanding notes, except that we have registered the issuance of the exchange notes with the Securities and Exchange Commission. In addition, the exchange notes will not be subject to the transfer restrictions applicable to the outstanding notes or contain provisions relating to additional interest, will bear a different CUSIP or ISIN number from the outstanding notes and will not entitle the holder to registration rights. We will not apply for listing of the exchange notes on any securities exchange or arrange for them to be quoted on any quotation system. The outstanding notes and the exchange notes are referred to in this prospectus as the notes.

The Guarantees

The exchange notes will be jointly and severally guaranteed on a senior unsecured basis by all of our existing and future direct and indirect domestic subsidiaries that guarantee our indebtedness or indebtedness of our subsidiary

guarantors.

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

The date of this prospectus is _____, 2011.

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We have not authorized anyone to give you any information or to make any representations about anything we discuss in this prospectus other than those contained in the prospectus. If you are given any information or representation about these matters that is not discussed in this prospectus, you must not rely on that information.

We are not making an offer to sell, or a solicitation of an offer to buy, the exchange notes or the outstanding notes in any jurisdiction where, or to any person to or from whom, the offer or sale is not permitted.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offer, including the merits and risks involved. These securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not

confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense.

We are not making any representation to any holder of the outstanding notes regarding the legality of an investment in the exchange notes under any legal investment or similar laws or regulations. We are not providing you with any legal, business, tax or other advice in this prospectus. You should consult your own attorney, business advisor and tax advisor to assist you in making your investment decision and to advise you whether you are legally permitted to invest in the exchange notes.

In connection with the exchange offer, we have filed with the U.S. Securities and Exchange Commission, or the SEC, a registration statement on Form S-4, under the Securities Act of 1933, as amended, relating to the exchange notes to be issued in the exchange offer. As permitted by the SEC, this prospectus omits information included in the registration statement. For a more complete understanding of the exchange offer, you should refer to the registration statement, including its exhibits.

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WHERE YOU CAN FIND ADDITIONAL INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934 (the Exchange Act) and in accordance therewith file annual, quarterly and other reports and information with the SEC. For further information regarding us, you may desire to review reports and other information filed under the Exchange Act, including the reports and other information incorporated by reference into this prospectus. Such reports and other information may be read and copied at the public reference room maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies can be obtained by mail at prescribed rates by writing to the public reference room mentioned above. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. **To obtain timely delivery of any requested information, holders of outstanding notes must make any request no later than at least five business days prior to the expiration of the exchange offer.** You can also find our filings at the SEC s website at <http://www.sec.gov> and on our website at <http://www.rentacenter.com>.

INCORPORATION OF DOCUMENTS BY REFERENCE

Certain information that we have filed with the SEC is incorporated by reference into this prospectus. The process of incorporation by reference allows us to disclose important business and financial information to you without duplicating that information in this prospectus. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede the information in this prospectus. We incorporate by reference the document(s) listed below that we have previously filed with the SEC (excluding any information furnished to the SEC pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K) and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial registration statement and prior to the effectiveness of the registration statement or prior to the termination of the exchange offer, except that we are not incorporating any information included in a Current Report on Form 8-K that has been or will be furnished to the SEC pursuant to Item 2.02 of Item 7.01 on any Current Report on Form 8-K (and not filed) with the SEC, unless such information is expressly incorporated herein by a reference in a furnished Current Report on Form 8-K or other furnished document:

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2009;

Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010, June 30, 2010, and September 30, 2010;

Our Current Reports on Form 8-K, dated October 25, 2010, October 28, 2010, November 2, 2010, and December 22, 2010; and

The portions of our definitive proxy statement on Schedule 14A relating to Executive Compensation and Related Person Transactions, filed with the SEC on April 5, 2010, incorporated by reference in Item 11 and Item 12 of our Annual Report on Form 10-K for the year ended December 31, 2009.

You may request a copy of these filings at no cost, by writing or telephoning us at the following address:

Rent-A-Center, Inc.
Attention: Investor Relations
5501 Headquarters Dr.
Plano, Texas 75024
(972) 801-1100

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FORWARD-LOOKING STATEMENTS

This prospectus includes and incorporates by reference forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are included throughout this prospectus, including in the sections entitled Summary and Risk Factors, and relate to, among other things, expectations regarding revenues, cash flows, capital expenditures and other financial items. These statements also relate to our business strategy, goals and expectations concerning our market position, future operations, margins and profitability. We have used the words anticipate, believe, could, estimate, expect, intend, may, plan, predict, project, will and similar to identify forward-looking statements in this prospectus and in the documents incorporated by reference in this prospectus.

Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Our operations involve risks and uncertainties, many of which are outside our control, and any one of which, or a combination of which, could materially affect our results of operations and whether the forward-looking statements ultimately prove to be correct. Accordingly, these forward-looking statements are qualified in their entirety by reference to the factors described in Risk Factors and included or incorporated by reference elsewhere in this prospectus.

Actual results and trends in the future may differ materially from those suggested or implied by the forward-looking statements depending on a variety of factors including, but not limited to:

- uncertainties regarding the ability to open new rent-to-own stores;
- our ability to acquire additional rent-to-own stores or customer accounts on favorable terms;
- our ability to control costs and increase profitability;
- our ability to identify and successfully enter new lines of business offering products and services that appeal to our customer demographic;
- our ability to enhance the performance of acquired stores;
- our ability to retain the revenue associated with acquired customer accounts;
- our ability to identify and successfully market products and services that appeal to our customer demographic;
- our ability to enter into new and collect on our rental purchase agreements;
- the passage of legislation adversely affecting the rent-to-own industries;
- our failure to comply with statutes or regulations governing the rent-to-own industries;
- interest rates;
- changes in the unemployment rate;

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economic pressures, such as high fuel and utility costs, affecting the disposable income available to our targeted consumers;

changes in our stock price, the number of shares of common stock that we may or may not repurchase, and future dividends, if any;

changes in estimates relating to self-insurance liabilities and income tax and litigation reserves;

changes in our effective tax rate;

our ability to maintain an effective system of internal controls;

changes in the number of share-based compensation grants, methods used to value future share-based payments and changes in estimated forfeiture rates with respect to share-based compensation;

conditions affecting consumer spending and the impact, depth, and duration of current economic conditions;

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the resolution of any litigation; and

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

Because such statements are subject to risks, contingencies and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. Many of these factors are described in greater detail in our filings with the SEC. You are cautioned not to place undue reliance on such statements which speak only as of the date on which they are made. Unless otherwise required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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SUMMARY

This summary highlights selected information contained elsewhere in this prospectus and is qualified in its entirety by and should be read in conjunction with the detailed information and financial statements and related notes contained or incorporated by reference in this prospectus, including the matters discussed under the caption Risk Factors. The terms Rent-A-Center, the Company, we, our, us and similar terms refer to Rent-A-Center, Inc. and its subsidiaries except as otherwise indicated.

Company Overview

We are the largest operator in the United States rent-to-own industry with an approximate 37% market share based on our company-owned and franchised store count with a focus on consumer electronics, furniture, computers, household appliances and accessories. At September 30, 2010, we operated 3,001 company-owned stores nationwide, in Canada and Puerto Rico, including 41 retail installment sales stores under the names Get It Now and Home Choice, and 18 rent-to-own stores located in Canada under the names Rent-A-Centre and Better Living. In addition, our subsidiary, ColorTyme, is a national franchisor of rent-to-own stores. At September 30, 2010, ColorTyme had 206 independently owned, franchised rent-to-own stores in 34 states. These franchise stores represent 2% of our overall market share based on store count as of September 30, 2010.

We offer well known brands such as Sony, Philips, LG, Hitachi, Toshiba and Mitsubishi home electronics; Whirlpool appliances; Toshiba, Sony, Hewlett-Packard, Dell, Acer and Compaq computers; and Ashley, England, Standard, Albany and Klaussner furniture. For the year ended December 31, 2009, consumer electronic products accounted for approximately 36% of our store rental revenue, furniture and accessories for 31%, appliances for 17% and computers for 16%. For the twelve months ended September 30, 2010, consumer electronic products accounted for approximately 34% of our store rental revenue, furniture and accessories for 31%, appliances for 18% and computers for 17%. We also offer a broad portfolio of customer services, including repair, pickup and delivery, generally at no additional charge.

We previously offered financial services products, such as short-term secured and unsecured loans, debit cards, check cashing, tax preparation and money transfer services, in some of our existing stores under the trade names RAC Financial Services and Cash AdvantEdge. On October 25, 2010, we announced that, in connection with our analysis of available growth initiatives, we were exploring strategic alternatives with respect to our financial services business. On December 22, 2010, we announced that, in connection with the evaluation of strategic alternatives with respect to our financial services business, we sold a majority of our customer accounts at approximately 207 financial services store locations. On December 31, 2010, we also closed seven financial services store locations in Montana as a result of state law changes.

Industry overview

According to the Association of Progressive Rental Organizations (APRO), as of December 31, 2009, the rent-to-own industry in the United States and Canada is a \$7.0 billion market, consisting of approximately 8,600 stores. We estimate that the two largest rent-to-own industry participants account for approximately 4,900 of the total number of stores. Although the top two players have a substantial market share, the rest of the industry remains highly fragmented, consisting mainly of operations with less than 100 stores. The rent-to-own industry has experienced significant consolidation and we believe this trend will continue, presenting opportunities for us to continue to acquire additional stores or customer accounts on favorable terms.

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The rent-to-own industry serves a highly diverse customer base. According to APRO, approximately 76% of rent-to-own customers have household incomes between \$15,000 and \$50,000 per year. The rent-to-own industry is able to serve a wide variety of consumers by allowing them to obtain merchandise that they might otherwise be unable to obtain due to insufficient cash resources or a lack of access to credit. We believe the number of consumers lacking access to credit is increasing. According to a report issued by the Fair Isaac Corporation on July 13, 2010, consumers in the subprime category (those with credit scores below 650) made up 35% of the population.

According to an April 2000 Federal Trade Commission study, 75% of rent-to-own customers were satisfied with their experience with rent-to-own transactions. The study noted that customers gave a wide variety of reasons

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for their satisfaction, including the ability to obtain merchandise they otherwise could not; the low payments; the lack of a credit check; the convenience and flexibility of the transaction; the quality of the merchandise; the quality of the maintenance, delivery, and other services; the friendliness and flexibility of the store employees; and the lack of any problems or hassles.

Over the past 25 years the rent-to-own industry using the collective resources of APRO has proactively sought state and federal legislation defining the rent-to-own transaction. Currently, 46 states, the District of Columbia and Puerto Rico have legislation that recognize and regulate rental purchase transactions as separate and distinct from credit sales. We believe this existing legislation is generally favorable to Rent-A-Center. Most related state legislation requires the lessor to make prescribed disclosures to customers about the rental purchase agreement and transaction, and provides time periods during which customers may reinstate agreements despite having failed to make a timely payment. However, in Minnesota, the rental purchase transaction is treated as a credit sale subject to consumer lending restrictions pursuant to judicial decision. Courts in Wisconsin and New Jersey have also rendered decisions which classify rental purchase transactions as credit sales subject to consumer lending restrictions. In North Carolina, the retail installment sales statute provides that lease transactions which provide for more than a nominal purchase price at the end of the agreed rental period are not credit sales under the statute.

No comprehensive federal legislation has been enacted regulating the rental purchase transaction, although Rent-A-Center does comply with the Federal Trade Commission recommendations for disclosure in rental purchase transactions. The recently adopted Dodd Frank Wall Street Reform and Consumer Protection Act does not regulate leases with terms of 90 days or less. The rent-to-own transaction is for a term of week-to-week, or, at most, month-to-month.

Our strengths

We believe our core strengths include the following:

Leading market share in a fragmented marketplace. According to APRO, we are the market leader in the rent-to-own industry with a 37% market share, based on our company-owned and franchised store count. We have operations in all 50 states, Puerto Rico, Canada and Mexico and are continually implementing strategies to further increase our name recognition, including the use of television and radio commercials, print, direct response and in-store signage. The next largest competitor has a 20% market share as of September 30, 2010, based on store count. No other competitor operates more than 100 stores nationwide.

Broad geographic footprint. At September 30, 2010, we operated 3,001 stores nationwide and in Canada and Puerto Rico. In addition, our subsidiary, ColorTyme, franchised 206 stores in 34 states. We also operated 151 RAC Acceptance kiosks locations at September 30, 2010. We believe this broad geographic footprint limits our exposure to local or regional adverse economics and diversifies our regulatory risk inasmuch as rent-to-own legislation is implemented largely on a state by state basis.

Financial strength generates consistent operating cash flow. We generate substantial free cash flow because of our profitability, limited capital expenditures and minimal required working capital investment. In addition, a large percentage of our monthly revenues are recurring and produce financial results that are generally more predictable than those typical of other retailers. Historically, our operations have generated strong cash flow, averaging \$227.1 million in operating cash flow per year since 1999. As a result, we believe we are able to invest in store acquisitions and complementary business opportunities, such as our RAC Acceptance program, while maintaining a strong balance sheet.

Conservative financial policy resulting in meaningful deleveraging. Consistent operating results and the relatively low capital expenditure requirements of our business have enabled us to generate significant free cash flow for debt repayment. Since the acquisition of Rent-Way in 2006 through September 30, 2010, we repaid \$681.4 million of debt.

Experienced management team with distinguished track record. Our senior management team averages over 20 years of rent-to-own or similar retail experience and has successfully grown and enhanced our business, including the successful integration of approximately 3,300 stores acquired through approximately 270 acquisition transactions. Our senior management team has an aggregate of over 100 years of service with

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Rent-A-Center, Inc. as well as extensive industry experience. In addition, our management depth goes beyond the corporate office. Our regional and general managers have long tenures with us, and we have a track record for promoting management personnel from within. We believe our management's experience at all levels has allowed us to continue to grow our revenue and store base while improving operations and driving efficiencies.

Our strategy

Our strategies include the following:

Enhance the operations, revenue and profitability of our store locations. We continue to focus our operational personnel on prioritizing store profit growth, including increasing store revenue and managing store level operating expenses. We believe we will be positioned to achieve gains in revenues and operating margins in both existing and newly acquired stores by continuing to:

- focus on our customer's in-store experience;

- attract customers with targeted advertising campaigns;

- create compelling product values for our customers through the use of strategic merchandise purchases;

- expand the offering of product lines to appeal to more customers to increase the number of transactions and grow our customer base; and

- improve operational efficiencies.

Seek additional distribution channels for our products and services. We believe there are opportunities for us to obtain new customers through sources other than our existing rent-to-own stores. Recent initiatives include:

- offering the rent-to-own transaction to consumers who do not qualify for financing from a traditional retailer by maintaining a presence inside such retailer's store locations through our RAC Acceptance program;

- making the rent-to-own transaction more attractive and convenient to consumers by locating kiosks inside destination retailers such as grocers or mass merchandise retailers;

- altering the footprint and product mix for stores in urban locations;

- expanding our retail store operations; and

- expanding our operations in Canada and into Mexico and seeking to identify other international markets in which we believe our products and services would be in demand.

Leveraging our financial strength. We believe we can leverage our financial strength by investing significantly in people, processes and technology to increase revenue and reduce our cost infrastructure through our investments in the following:

- a new centralized purchasing system which allows us to better manage our rental merchandise at the store level while expanding availability of our most popular products;

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centralized procurement of all non-merchandise categories of supplies and services, including the development of an on-line procurement tool and a commitment to add dedicated resources at our home office to professionally manage our expenses; and

an enhanced point of sale system which will provide visibility and efficiency in all aspects of our store operations.

Strengthen customer relationships through community involvement. We seek to further strengthen relationships with our customers through community involvement both at the local store level and as a company through corporate donations and initiatives. We encourage the management of each of our stores to involve themselves with their respective local communities. In addition, we participate in various programs,

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including the following: North Texas Food Bank, Big Brothers Big Sisters of America, Make a Difference Scholarship, Boys & Girls Clubs, Junior Achievement and Random Acts of Caring.

Recent developments

On October 25, 2010, we announced that, in connection with our analysis of available growth initiatives, we were exploring strategic alternatives with respect to our financial services business. On December 22, 2010 we announced that, in connection with the evaluation of strategic alternatives with respect to our financial services business, we sold a majority of our customer accounts at approximately 207 financial services store locations. On December 31, 2010, we closed seven financial services store locations in Montana as a result of state law changes.

In connection with the expansion of our RAC Acceptance growth initiative, on December 22, 2010, we announced the acquisition of The Rental Store, Inc. (TRS), a leading provider of consumer lease-purchase financing through third-party retail furniture and electronics retailers, operating approximately 145 kiosk locations. We acquired TRS for \$75.5 million on a debt free basis, primarily with cash on hand.

Corporate Offices

Our principal executive offices are located at 5501 Headquarters Dr., Plano, Texas 75024, and our telephone number at that address is (972) 801-1100. Our website address is www.rentacenter.com. The information on our website is not incorporated by reference into, and does not constitute part of, this prospectus.

The Exchange Offer

Background of the Outstanding Notes Rent-A-Center, Inc. issued \$300 million aggregate principal amount of the outstanding notes to J.P. Morgan Securities LLC, Banc of America Securities LLC, Goldman, Sachs & Co., Citigroup Global Markets Inc., and BB&T Capital Markets, a division of Scott & Stringfellow, LLC, as the initial purchasers, on November 2, 2010. The initial purchasers then sold the outstanding notes to qualified institutional buyers and certain non-U.S. investors in reliance on Rule 144A and Regulation S under the Securities Act of 1933 (the Securities Act). Because they were sold pursuant to exemptions from registration, the outstanding notes are subject to transfer restrictions.

In connection with the issuance of the outstanding notes, we entered into a registration rights agreement in which we agreed to deliver to you this prospectus and to use our commercially reasonable best efforts to complete the exchange offer and to file and cause to become effective a registration statement covering the resale of the exchange notes.

The Exchange Offer

We are offering to exchange up to \$300 million principal amount of the exchange notes for an identical principal amount of the outstanding notes. The outstanding notes may be exchanged only in a principal amount of \$2,000 or an integral multiple of \$1,000 in excess thereof. The terms of the exchange notes are identical in all material respects to the outstanding notes except that the exchange notes will be registered under the Securities Act and will not be subject to provisions relating to additional interest. Because we have registered the exchange notes, the exchange

notes generally will not be subject to transfer restrictions and holders of exchange notes will have no registration rights.

Resale of Exchange Notes

We believe you may offer, sell or otherwise transfer the exchange

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notes you receive in the exchange offer without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

you acquire the exchange notes you receive in the exchange offer in the ordinary course of your business;

you are not participating in, and have no understanding with any person to participate in, the distribution of the exchange notes issued to you in the exchange offer; and

you are not an affiliate of ours.

Expiration Date

5:00 p.m., New York City time, on _____, 2011 unless we extend the exchange offer. It is possible that we will extend the exchange offer until all of the outstanding notes are tendered. You may withdraw the outstanding notes you tendered at any time before 5:00 p.m., New York City time, on the expiration date. See The Exchange Offer Expiration Date; Extensions; Amendments.

Withdrawal Rights

You may withdraw the outstanding notes you tender by furnishing a notice of withdrawal to the exchange agent or by complying with applicable Automated Tender Offer Program (ATOP) procedures of The Depository Trust Company (DTC) at any time before 5:00 p.m., New York City time on the expiration date. See The Exchange Offer Withdrawal of Tenders.

Accrual of Interest on the Outstanding Notes and the Exchange Notes

The exchange notes will bear interest from November 2, 2010 or, if later, from the most recent date of payment of interest on the outstanding notes.

Condition to the Exchange Offer

We will not be required to accept for exchange, or to issue exchange notes, any outstanding notes if we determine that the exchange offer would violate any applicable law or applicable interpretations of the staff of the SEC. In addition, we will not accept for exchange any outstanding notes tendered, and no exchange notes will be issued in exchange for any such outstanding notes:

at any time the stop order is threatened or in effect with respect to the registration statement of which this prospectus constitutes a part; or

at any time any stop order is threatened or in effect with respect to the qualification of the indenture governing the notes under the Trust Indenture Act of 1939.

See The Exchange Offer Conditions. The exchange offer is not conditioned on a minimum aggregate principal amount of outstanding notes being tendered. We reserve the right to terminate or amend the exchange offer at any time prior to the applicable expiration date upon the

occurrence of any of the foregoing events.

Representations and Warranties

By participating in the exchange offer, you represent to us that, among other things:

you will acquire the exchange notes you receive in the exchange offer in the ordinary course of your business;

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you are not participating in, and have no agreement or understanding with any person to participate in, the distribution of the exchange notes issued to you in the exchange offer;

you are not an affiliate of ours or, if you are an affiliate, you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;

if you are not a broker-dealer, that you are not engaged in and do not intend to engage in the distribution of the exchange notes; and

if you are a broker-dealer that will receive exchange notes for your own account in exchange for outstanding notes that were acquired as a result of market-making or other trading activities, that you will deliver a prospectus, as required by law, in connection with any resale of those exchange notes.

Procedures for Tendering Our Outstanding Notes

To participate in the exchange offer, you must follow the procedures established by the DTC for tendering notes held in book-entry form. These procedures require that (i) the exchange agent receive, prior to the expiration date of the exchange offer, a computer generated message known as an agent's message that is transmitted through DTC's automated tender offer program, which we call ATOP, and (ii) DTC confirms that:

DTC has received your instructions to exchange your notes, and

you agree to be bound by the terms of the letter of transmittal.

For more information, see *The Exchange Offer Procedures for Tendering*.

Tenders by Beneficial Owners

If you are a beneficial owner whose outstanding notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and wish to tender those outstanding notes in the exchange offer, please contact the registered holder as soon as possible and instruct that holder to tender on your behalf and comply with the instructions in this prospectus.

Acceptance of the Outstanding Notes an