

Edgar Filing: CONNS INC - Form 8-K

CONNS INC  
Form 8-K  
August 17, 2006

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 17, 2006

Conn's, Inc.  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 000-50421<br>(Commission File<br>Number) | 06-1672840<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 3295 College Street<br>Beaumont, Texas<br>(Address of principal executive offices) | 77701<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (409) 832-1696

Not applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 7.01 Regulation FD Disclosure.

During the next several weeks, Conn's, Inc. (the "Company") intends to disclose certain material non-public information to persons described in

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paragraph (b)(1) of Rule 100 of Regulation FD promulgated by the United States Securities and Exchange Commission. Presented below, in compliance with Regulation FD, is the material non-public information disclosed:

### "Composition of the Pool of Receivables

The following tables detail characteristics of the Installment Contract Receivables and Revolving Charge Receivables sold by subsidiaries of the Company to Conn Funding II, L.P., a qualified special purpose entity (the "QSPE") that the Company created in 2002 for the issuance of asset-backed and variable funding notes to third parties secured by certain of the Company's receivables sold to the QSPE, as of June 30, 2006:

Composition of Installment Contract Receivables of Issuer by Original Term  
as of June 30, 2006

| Original Term<br>in Months (1) | Number of<br>Installment<br>Contract<br>Receivables (3) | Percentage of<br>Total Number of<br>Installment<br>Contract<br>Receivables | Outstanding<br>Balance (2) (3) | Percentage of<br>Total<br>Outstanding<br>Balance | Average<br>Term |
|--------------------------------|---|--|--------------------------------|--|-----------------|
| -----                          | -----   | -----  | -----                          | -----  | -----           |
| 0 to 6                         | 8,744   | 2.32%  | \$ 2,172,455                   | 0.46%  |                 |
| 7 to 12                        | 39,556  | 10.48%   | 16,804,498                     | 3.58%  |                 |
| 13 to 18                       | 18,371  | 4.87%  | 12,650,147                     | 2.70%  |                 |
| 19 to 24                       | 42,864  | 11.36%   | 34,619,914                     | 7.38%  |                 |
| 25 to 30                       | 5,024   | 1.33%  | 3,945,603                      | 0.84%  |                 |
| 31 to 36                       | 217,776   | 57.69%   | 330,312,662                    | 70.40%   |                 |
| 37 to 48                       | 38,606  | 10.23%   | 58,268,969                     | 12.42%   |                 |
| 49 +                           | 6,541   | 1.73%  | 10,397,650                     | 2.22%  |                 |
| -----                          | -----   | -----  | -----                          | -----  | -----           |
| Totals                         | 377,482   | 100.00%  | \$469,171,898                  | 100.00%  |                 |
| =====                          | =====   | =====  | =====                          | =====  | =====           |

- (1) Upon structuring a new Installment Contract Receivable, Conn's limits the initial term to 48 months with no more than 5% of the number of accounts or Outstanding Principal Balance exceeding 36 months. Installment Contract Receivables can subsequently be extended beyond their initial term, subject to the Company's credit and collections policy. "Original Months" represents the total term of the Installment Contract Receivables, inclusive of extensions.
- (2) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes bankrupt accounts and accounts in repossession as of the end of the indicated period.
- (3) Included in these amounts are 1,555 accounts with credit balances totaling \$254,399, which had various Original Terms in Months. These credit balances are the result of customer overpayments or other credits (e.g., insurance proceeds, return of merchandise or cancellation of service maintenance agreements or insurance contracts) on which refunds or adjustments are due and have not yet been issued.

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Composition of Installment Contract Receivables of Issuer by Remaining Term  
as of June 30, 2006

| Remaining Terms<br>in Months (1) | Number of<br>Installment<br>Contract<br>Receivables | Percentage of<br>Total Number of<br>Installment<br>Contract<br>Receivables | Outstanding Balance<br>(2) | Percentage of<br>Total<br>Outstanding<br>Balance | Remaining<br>Term |
|----------------------------------|---|--|----------------------------|--|-------------------|
| -----                            | -----   | -----  | ---                        | -----  | -----             |
| Not (3)<br>Applicable            | 1,555   | 0.41%  | \$ (254,399)               | -0.05%   |                   |
| 1 to 6                           | 45,658  | 12.10%   | 10,821,987                 | 2.31%  |                   |
| 7 to 12                          | 63,331  | 16.78%   | 36,851,179                 | 7.85%  |                   |
| 13 to 18                         | 55,502  | 14.70%   | 53,429,132                 | 11.39%   |                   |
| 19 to 24                         | 64,440  | 17.07%   | 85,030,370                 | 18.12%   |                   |
| 25 to 30                         | 65,364  | 17.32%   | 114,232,198                | 24.35%   |                   |
| 31 to 36                         | 81,184  | 21.51%   | 167,880,873                | 35.78%   |                   |
| 37 +                             | 448   | 0.12%  | 1,180,558                  | 0.25%  |                   |
| Totals                           | 377,482   | 100.00%  | \$469,171,898              | 100.00%  |                   |
|                                  | =====   | =====  | =====                      | =====  |                   |

- (1) Upon structuring a new Installment Contract Receivable, Conn limits the initial term to 48 months with no more than 5% of the number of accounts or Outstanding Principal Balance exceeding 36 months. Installment Contract Receivables can subsequently be extended beyond their initial term, subject to the Credit and Collection Policies. "Remaining Months" represents the total remaining term of the Installment Contract Receivables, inclusive of such extensions.
- (2) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes bankrupt accounts and accounts in repossession as of the end of the indicated period.
- (3) These credit balances are the result of customer overpayments or other credits (e.g., insurance proceeds, return of merchandise or cancellation of service maintenance agreements or insurance contracts) on which refunds or adjustments are due and have not yet been issued.

Composition of Installment Contract Receivables of Issuer by Outstanding Balance Range  
as of June 30, 2006

| Outstanding<br>Balance Range | Number of<br>Installment<br>Contract<br>Receivables | Percentage of<br>Total Number<br>of Installment<br>Contract<br>Receivables | Outstanding<br>Balance (1) | Percentage of<br>Total<br>Outstanding<br>Balance |
|------------------------------|---|--|----------------------------|--|
| -----                        | -----   | -----  | -----                      | -----  |

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|                          |         |         |               |         |
|--------------------------|---------|---------|---------------|---------|
| Credit Balance (2)       | 1,555   | 0.41%   | \$ (254,399)  | -0.05%  |
| \$0.01 to \$500.00       | 103,014 | 27.29%  | 27,952,671    | 5.96%   |
| \$500.01 to \$1,000.00   | 90,732  | 24.04%  | 66,640,337    | 14.20%  |
| \$1,000.01 to \$2,000.00 | 110,592 | 29.30%  | 158,893,987   | 33.87%  |
| \$2,000.01 to \$3,000.00 | 44,525  | 11.80%  | 107,789,005   | 22.97%  |
| \$3,000.01 to \$4,000.00 | 17,265  | 4.57%   | 59,031,303    | 12.58%  |
| \$4,000.01 to \$5,000.00 | 6,316   | 1.67%   | 27,832,598    | 5.93%   |
| \$5,000.01 +             | 3,483   | 0.92%   | 21,286,396    | 4.54%   |
|                          | -----   | -----   | -----         | -----   |
| Totals                   | 377,482 | 100.00% | \$469,171,898 | 100.00% |
|                          | =====   | =====   | =====         | =====   |

(1) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes bankrupt accounts and accounts in repossession as of the end of the indicated period.

(2) These credit balances are the result of customer overpayments or other credits (e.g., insurance proceeds, return of merchandise or cancellation of service maintenance agreements or insurance contracts) on which refunds or adjustments are due and have not yet been issued.

The following tables detail the Revolving Charge Receivables, as of the June 30, 2006:

Composition of Revolving Charge Receivables of Issuer by Age as of June 30, 2006

| Age in Months (2) | Number of Revolving Charge Receivables (3) | Percentage of Total Number of Revolving Charge Receivables | Outstanding Balance (1) (3) | Percentage Total Outstanding Balance |
|-------------------|--|--|-----------------------------|--------------------------------------|
| -----             | -----                                      | -----  | -----                       | -----                                |
| 0 to 6            | 7,189                                      | 23.33%   | \$13,613,010                | 31.92%                               |
| 7 to 12           | 4,983                                      | 16.17%   | 7,684,554                   | 18.02%                               |
| 13 to 18          | 2,494                                      | 8.09%  | 3,297,344                   | 7.73%                                |
| 19 to 24          | 2,177                                      | 7.07%  | 2,502,931                   | 5.87%                                |
| 25 to 30          | 764  | 2.48%  | 742,203                     | 1.74%                                |
| 31 to 36          | 650  | 2.11%  | 607,308                     | 1.42%                                |
| 37 to 48          | 1,478                                      | 4.80%  | 1,517,838                   | 3.56%                                |
| 49 to 60          | 943  | 3.06%  | 968,215                     | 2.27%                                |
| 60+               | 10,133                                     | 32.89%   | 11,707,706                  | 27.46%                               |
|                   | -----                                      | -----  | -----                       | -----                                |
| Totals            | 30,811                                     | 100.00%  | \$42,641,109                | 100.00%                              |
|                   | =====                                      | =====  | =====                       | =====                                |

(1) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes

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bankrupt accounts and accounts in repossession as of the end of the indicated period.

- (2) Age in Months represents the number of months which have elapsed from the date the account was originally opened. The account may or may not have had balances outstanding in all such months. Only accounts with an Outstanding Balance not equal to zero as of the Statistical Calculation Date are reflected herein.
- (3) Included in these amounts are 313 accounts with credit balances totaling \$13,574, which had various Ages in Months. These credit balances are the result of customer overpayments or other credits (e.g., insurance proceeds, return of merchandise or cancellation of service maintenance agreements or insurance contracts) on which refunds or adjustments are due and have not yet been issued.

2

Composition of Revolving Charge Receivables of Issuer by Outstanding  
as of June 30, 2006

| Outstanding<br>Balance Range<br>----- | Number of<br>Revolving<br>Charge<br>Receivables<br>----- | Percentage of<br>Total Number of<br>Revolving Charge<br>Receivables<br>----- | Outstanding<br>Balance (1)<br>----- | Percentage of<br>Total<br>Outstanding<br>Balance<br>----- |
|---------------------------------------|--|--|-------------------------------------|---|
| Credit Balance(2)                     | 313  | 1.02%  | \$(13,574)                          | -0.03%  |
| \$0.01 to \$500.00                    | 7,806  | 25.34%   | 1,882,699                           | 4.42%   |
| \$500.01 to \$1,000.00                | 5,571  | 18.08%   | 4,119,970                           | 9.66%   |
| \$1,000.01 to \$2,000.00              | 9,517  | 30.89%   | 14,155,127                          | 33.20%  |
| \$2,000.01 to \$3,000.00              | 5,066  | 16.44%   | 12,272,915                          | 28.78%  |
| \$3,000.01 to \$4,000.00              | 1,666  | 5.41%  | 5,662,094                           | 13.28%  |
| \$4,000.01 to \$5,000.00              | 513  | 1.66%  | 2,255,770                           | 5.29%   |
| \$5,000.01+                           | 359  | 1.17%  | 2,306,106                           | 5.41%   |
|                                       | -----  | -----  | -----                               | -----   |
| Totals                                | 30,811   | 100.00%  | \$42,641,109                        | 100.00%   |
|                                       | =====  | =====  | =====                               | =====   |

- (1) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes bankrupt accounts and accounts in repossession as of the end of the indicated period.
- (2) These credit balances are the result of customer overpayments or other credits (e.g., insurance proceeds, return of merchandise or cancellation of service maintenance agreements or insurance contracts) on which refunds or adjustments are due and have not yet been issued.

Composition of Revolving Charge Receivables of Issuer by Credit  
as of June 30, 2006

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| Credit Limit Range       | Number of Revolving Charge Receivables(3) | Percentage of Total Number of Revolving Charge Receivables | Outstanding Balance (1) (3) | Percentage of Total Outstanding Balance |
|--------------------------|---|--|-----------------------------|---|
| Zero(2)                  | 2,227                                     | 7.23%  | \$2,132,719                 | 5.00%                                   |
| \$0.01 to \$500.00       | 3,000                                     | 9.74%  | 1,688,166                   | 3.96%                                   |
| \$500.01 to \$1,000.00   | 3,195                                     | 10.37%   | 2,367,093                   | 5.55%                                   |
| \$1,000.01 to \$2,000.00 | 7,494                                     | 24.32%   | 8,289,653                   | 19.44%                                  |
| \$2,000.01 to \$3,000.00 | 8,090                                     | 26.26%   | 13,389,516                  | 31.40%                                  |
| \$3,000.01 to \$4,000.00 | 3,772                                     | 12.24%   | 7,932,247                   | 18.60%                                  |
| \$4,000.01 to \$5,000.00 | 1,606                                     | 5.21%  | 3,379,192                   | 7.92%                                   |
| \$5,000.01+              | 1,427                                     | 4.63%  | 3,462,522                   | 8.12%                                   |
| Totals                   | 30,811                                    | 100.00%  | \$42,641,109                | 100.00%                                 |

- (1) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes bankrupt accounts and accounts in repossession as of the end of the indicated period.
- (2) Accounts with a zero balance credit limit are those set up for a single purchase and are required to go through a full credit review for each subsequent purchase or are accounts that have had an unacceptable payment history and the limit has been cancelled until such time as the payment history is acceptable.
- (3) Included in these amounts are 313 accounts with credit balances totaling \$13,574, which had various Credit Limit Ranges. These credit balances are the result of customer overpayments or other credits (e.g., insurance proceeds, return of merchandise or cancellation of service maintenance agreements or insurance contracts) on which refunds or adjustments are due and have not yet been issued.

Composition of Receivables of Issuer by Credit Score as of the June 30, 2006

| Credit Score Range(1) | Number of Receivables | Percentage of Total Number of Receivables | Outstanding Balance (2) | Percentage of Total Outstanding Balance |
|-----------------------|-----------------------|---|-------------------------|---|
| No Score              | 43,538                | 10.66%                                    | \$49,890,224            | 9.75%                                   |
| Less than 525         | 20,194                | 4.95%                                     | 26,873,830              | 5.25%                                   |
| 525 to 549            | 44,286                | 10.85%                                    | 57,785,262              | 11.29%                                  |
| 550 to 574            | 69,031                | 16.91%                                    | 89,074,596              | 17.40%                                  |
| 575 to 599            | 59,339                | 14.53%                                    | 75,676,574              | 14.79%                                  |
| 600 to 624            | 51,699                | 12.66%                                    | 65,843,584              | 12.86%                                  |

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|               |         |         |               |         |
|---------------|---------|---------|---------------|---------|
| 625 to 649    | 40,179  | 9.84%   | 49,963,342    | 9.76%   |
| 650 to 674    | 28,162  | 6.90%   | 34,118,382    | 6.67%   |
| 675 to 699    | 18,696  | 4.58%   | 22,676,703    | 4.43%   |
| 700 and above | 33,169  | 8.12%   | 39,910,511    | 7.80%   |
|               | -----   | -----   | -----         | -----   |
| Totals        | 408,293 | 100.00% | \$511,813,007 | 100.00% |
|               | =====   | =====   | =====         | =====   |

- (1) Credit Score is the credit score obtained for an Obligor in connection with such Obligor's most recent transaction and may not be the score obtained when the account was opened.
- (2) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes bankrupt accounts and accounts in repossession as of the end of the indicated period.
- (3) Total Weighted Average Credit Score excludes all "no score" accounts.

Loss, Delinquency, Revenue, Payment Rate and Dilution Experience

The following tables set forth the historical loss, delinquency, revenue, payment rate and dilution experience with respect to all receivables for each of the periods or at each of the dates shown, as applicable.

|  | Loss Experience<br>(Dollars in Thousands) |                               |                        |
|--|---|-------------------------------|------------------------|
|  | For the Five<br>Months ended<br>June 30,  | For the Twelve<br>Ended Janua |                        |
|  | -----<br>2006<br>-----                    | -----<br>2006<br>-----        | -----<br>2005<br>----- |
| Average Outstanding Principal Balance (1)  | \$507,857                                 | \$457,734                     | \$372,42               |
| Total Gross Losses (2)   | \$9,466                                   | \$14,518                      | \$12,93                |
| Total Gross Losses as a Percentage of<br>Average Outstanding Principal Balance (3) | 4.5%                                      | 3.2%                          | 3.                     |
| Total Net Losses (4)   | \$7,796                                   | \$11,240                      | \$9,63                 |
| Total Net Losses as a Percentage of Average<br>Outstanding Principal Balance (3)   | 3.7%                                      | 2.5%                          | 2.                     |

- (1) "Average Outstanding Principal Balance" is the average of the Outstanding Principal Balance of all Receivables for each month during the indicated period.
- (2) "Total Gross Losses" are the Outstanding Principal Balances of all Receivables that became Defaulted Receivables during the period indicated, reduced by the amount of payments by the Sellers in respect of service maintenance agreements and credit insurance premiums on such Defaulted

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Receivables but does not include the amount of any reductions in the Outstanding Principal Balance of any Receivable due to returned goods, customer disputes or other miscellaneous adjustments.

- (3) The percentages for the five-month period ended June 30, 2006 reflect annualized figures.
- (4) "Total Net Losses" are the Outstanding Principal Balances of all Receivables that became Defaulted Receivables during that period indicated, reduced by the amount of payments by the Sellers in respect of service maintenance agreements and credit insurance premiums on such Defaulted Receivables, less Recoveries (including, without limitation, fair market value of repossessed Merchandise), but does not include the amount of any reductions in the Outstanding Principal Balance of any Receivable due to returned goods, customer disputes or other miscellaneous adjustments.

|  | Delinquency Experience<br>(Dollars in Thousands) |        |                  |        |           |        |
|--|--|--------|------------------|--------|-----------|--------|
|  | As of June 30,                                   |        | As of January 31 |        |           |        |
|  | 2006   |        | 2006             |        | 2005      |        |
|  | Amount   | %      | Amount           | %      | Amount    | %      |
| Outstanding Balance (1) (2)            | \$511,813  | 100.0% | \$501,328        | 100.0% | \$413,558 | 100.0% |
| Delinquent Outstanding Balance (1) (2) |  |        |                  |        |           |        |
| 31-60 Days.....                        | 14,969   | 2.9%   | 12,311           | 2.5%   | 11,045    | 2.7%   |
| 61-90 Days.....                        | 7,761  | 1.5%   | 7,907            | 1.6%   | 5,900     | 1.4%   |
| 91-120 Days.....                       | 5,572  | 1.1%   | 5,057            | 1.0%   | 4,086     | 1.0%   |
| 121 Days or more...                    | 14,335   | 2.8%   | 17,707           | 3.5%   | 10,299    | 2.5%   |
|  | -----  | ---    | -----            | ---    | -----     | ---    |
| Total                                  | \$42,636   | 8.3%   | \$42,983         | 8.6%   | \$31,329  | 7.6%   |
|  | =====  | ===    | =====            | ===    | =====     | ===    |

- (1) "Outstanding Balance" consists of the Outstanding Principal Balance of the Receivables including accrued and unpaid finance charges, but excludes bankrupt accounts and accounts in repossession as of the end of the indicated period.
- (2) Included in these amounts are 1,868 accounts with credit balances totaling \$267,973. These credit balances are the result of customer overpayments or other credits (e.g., insurance proceeds, return of merchandise or cancellation of service maintenance agreements or insurance contracts) on which refunds or adjustments are due and have not yet been issued.

Revenue Experience  
(Dollars in Thousands)



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|   | For the Five<br>Months ended<br>June 30,<br>2006<br>---- | For the Twelve Months<br>Ended January 31,<br>----- |              |
|---|--|---|--------------|
|   |  | 2006<br>----  | 2005<br>---- |
| Average Outstanding Principal Balance (1) | \$507,857  | \$457,734   | \$372,425    |
| Finance Charge Collections(2)             | \$41,224   | \$92,069  | \$75,194     |
| Average Portfolio Yield (3)               | 19.5%  | 20.1%   | 20.2%        |

- (1) "Average Outstanding Principal Balance" is the average of the average Outstanding Principal Balance of all Receivables for each month during the indicated period.
- (2) "Finance Charge Collections" are comprised of Finance Charges and other fees billed on Revolving Charge Receivables and monthly interest accrued and other fees billed on Installment Contract Receivables.
- (3) The percentage for the five-month period ended June 30, 2006 reflects annualized figures.

Payment Rate Experience

|                           | For the Five<br>Months ended<br>June 30,<br>----- | For the Twelve Months<br>Ended January 31,<br>----- |              |
|---------------------------|---|---|--------------|
|                           | 2006<br>----                                      | 2006<br>----  | 2005<br>---- |
| Monthly Payment Rate: (1) |   |   |              |
| Lowest Month              | 6.65%   | 5.97%   | 6.43%        |
| Highest Month             | 7.87%   | 7.76%   | 7.60%        |
| Monthly Average (2)       | 7.25%   | 6.78%   | 6.89%        |

- (1) "Monthly Payment Rate" for any month is the aggregate amount collected on Receivables during the month, expressed as a percentage of the average Outstanding Principal Balance of such Receivables for such month.
- (2) "Monthly Average" reflects the arithmetic average of the Monthly Payment Rate for the period indicated.

Dilution Experience  
(Dollars in Thousands)

|  | For the Five<br>Months ended<br>June 30,<br>----- | For the Twelve Months<br>Ended January 31,<br>----- |              |
|--|---|---|--------------|
|  | 2006<br>----                                      | 2006<br>----  | 2005<br>---- |
| Average Outstanding Principal Balance(1) | \$507,857   | \$457,734   | \$372,425    |

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|   |         |         |         |
|---|---------|---------|---------|
| Total Dilution (2)                        | \$1,936 | \$6,904 | \$9,017 |
| Total Dilution as a percentage of         |         |         |         |
| Average Outstanding Principal Balance (3) | 0.9%    | 1.5%    | 2.4%    |

- (1) "Average Outstanding Principal Balance" is the average of the Outstanding Principal Balances of all Receivables for each month during the indicated period.
- (2) "Total Dilution" represents the amount of any reductions in the Outstanding Principal Balance of the Receivables due to returned goods, customer disputes or other miscellaneous adjustments.
- (3) The percentage for the five-month period ended June 30, 2006 reflects annualized figures."

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### SIGNATURE

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

CONN'S, INC.

Date: August 17, 2006

By: /s/ David L. Rogers

-----  
Name: David L. Rogers  
Title: Chief Financial Officer