

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of

**Aaron's Inc.,
a corporation.**

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) **File No. 191-0074**
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AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission") has initiated an investigation of certain acts and practices of Aaron's Inc. ("Aaron's" or "Proposed Respondent"), Rent-A-Center, Inc., and Buddy's Newco, LLC. The Commission's Bureau of Competition has prepared a draft administrative complaint ("Draft Complaint"). The Bureau of Competition and Proposed Respondent enter into this Agreement Containing Consent Order ("Consent Agreement") to cease and desist from engaging in such anticompetitive practices to resolve the allegations in the Draft Complaint through a proposed Decision and Order ("Decision and Order"), both of which are attached, to present to the Commission.

IT IS HEREBY AGREED by and between Proposed Respondent, by its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Aaron's, is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Georgia, with its headquarters and principal place of business located at 400 Galleria Parkway SE, Suite 300, Atlanta, Georgia.
2. Proposed Respondent admits all the jurisdictional facts set forth in the Draft Complaint.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order contain a statement of findings of fact and conclusions of law;

- c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in the Draft Complaint, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true.
 5. Proposed Respondent shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 60 days after the date on which Proposed Respondent executes this Consent Agreement and subsequent compliance reports every 30 days thereafter until the Decision and Order becomes final. After the Decision and Order becomes final, the reporting obligations contained in the Decision and Order shall control and the reporting obligations under this Consent Agreement shall cease. Each compliance report shall set forth in detail the manner in which Proposed Respondent has complied, has prepared to comply, is complying, and will comply with the Consent Agreement and the Decision and Order. Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with the Consent Agreement and the Decision and Order.
 6. Each compliance report submitted pursuant to Paragraph 5 shall be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or another officer or employee specifically authorized to perform this function. Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), requires that the Commission receive an original and 2 copies of each compliance report. Proposed Respondent shall file a paper original of each compliance report with the Secretary of the Commission and electronic copies of each compliance report with the Secretary at ElectronicFilings@ftc.gov, and with the Compliance Division at bccompliance@ftc.gov. In addition, Proposed Respondent shall provide a copy of each compliance report to the Monitor, if one has been appointed pursuant to the Decision and Order.
 7. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Draft Complaint, the proposed Decision and Order, an explanation of the provisions of the proposed Decision and Order, and any other information that may help interested persons understand the order on the public record for the receipt of comments for 30 days.

8. If the Commission accepts this Consent Agreement, the Commission may, without further notice to Proposed Respondent: (a) issue and serve its Complaint (in such form as the circumstances may require), and (b) issue and serve its Decision and Order containing injunctive relief in disposition of the proceeding. Further, at any time before the Commission issues and serves its Decision and Order, the Commission may withdraw its acceptance of this Consent Agreement pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34. If the Commission withdraws its acceptance of this Consent Agreement, the Commission will notify Proposed Respondent and take other actions it considers appropriate.
9. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), or by delivery to United States counsel for Proposed Respondent identified in this Consent Agreement, shall constitute service to Proposed Respondent. Proposed Respondent waives any rights it may have to any other manner of service. Proposed Respondent also waives any rights it may otherwise have to service of any appendices attached or incorporated by reference into the Decision and Order, if Proposed Respondent is already in possession of such appendices, and agrees that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of the appendices.
10. The Complaint may be used in construing the terms of the Decision and Order and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
11. By signing this Consent Agreement, Proposed Respondent represents and warrants that:
 - a. it can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order including, among other things, effectuating all required divestitures, assignments and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers; and
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement and the Decision and Order, or will be after the acquisition.
12. Proposed Respondent has read the Draft Complaint and the proposed Decision and Order. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date it signs this Consent Agreement. Proposed

Respondent understands that once the Commission has issued the Decision and Order, it will be required to file one or more compliance reports setting forth in detail the manner in which it has complied, has prepared to comply, is complying, and will comply with the Decision and Order. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order.

AARON'S INC.

By: John W. Robinson III
President and Chief Executive Officer
Aaron's Inc.

Dated: _____

Norman Armstrong, Jr.
King & Spalding LLP
Counsel for Aaron's Inc.

Dated: _____

FEDERAL TRADE COMMISSION

By: Joseph A. Lipinsky
Attorney
Northwest Region

Tina Kondo
Assistant Director
Northwest Region

Charles Harwood
Director
Northwest Region

Ian R. Conner
Deputy Director
Bureau of Competition

D. Bruce Hoffman
Director
Bureau of Competition

Dated: _____