

RENTRAK CORP

FORM 10-Q (Quarterly Report)

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 000-15159

RENTRAK CORPORATION

(Exact name of registrant as specified in its charter)

Oregon
(State or other jurisdiction of
incorporation or organization)

93-0780536
(I.R.S. Employer
Identification No.)

**7700 NE Ambassador Place,
Portland, Oregon**
(Address of principal executive offices)

97220
(Zip Code)

Registrant's telephone number, including area code: 503-284-7581

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 No

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 definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock \$0.001 par value
(Class)

10,547,339
(Outstanding at November 4, 2008)

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FORM 10-Q
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Rentrak Corporation and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)
(In thousands, except per share amounts)

	September 30,	March 31,
	<u>2008</u>	<u>2008</u>
Assets		
Current Assets:		
Cash and cash equivalents	\$ 6,887	\$26,862
Marketable securities	29,878	4,986
Accounts receivable, net of allowances for doubtful accounts of \$589 and \$572	16,998	15,032
Note receivable	448	396
Advances to program suppliers, net of program supplier reserves of \$22 and \$17	97	95
Taxes receivable and prepaid taxes	1,008	1,455
Deferred income tax assets	352	253
Other current assets	953	1,296
Total Current Assets	56,621	50,375
Property and equipment, net of accumulated depreciation of \$8,523 and \$7,731	6,275	6,145
Other assets	584	629
Total Assets	<u>\$ 63,480</u>	<u>\$57,149</u>
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	\$ 10,359	\$ 6,768
Accrued liabilities	460	671
Deferred rent, current portion	90	90
Accrued compensation	992	930
Deferred revenue	1,621	873
Total Current Liabilities	13,522	9,332
Deferred rent, long-term portion	959	989
Deferred income tax liabilities	426	226
Taxes payable, long-term	2,012	1,965
Notes payable	748	965
Total Liabilities	17,667	13,477
Commitments and Contingencies	—	—
Stockholders' Equity:		
Preferred stock, \$0.001 par value; 10,000 shares authorized; none issued	—	—
Common stock, \$0.001 par value; 30,000 shares authorized; shares issued and outstanding: 10,621 and 10,605	11	11
Capital in excess of par value	47,584	47,189
Accumulated other comprehensive income	38	170
Accumulated deficit	(1,820)	(3,698)
Total Stockholders' Equity	45,813	43,672
Total Liabilities and Stockholders' Equity	<u>\$ 63,480</u>	<u>\$57,149</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

Rentrak Corporation and Subsidiaries
Condensed Consolidated Income Statements
(Unaudited)
(In thousands, except per share amounts)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2008	2007	2008	2007
Revenue	\$ 24,327	\$ 22,777 (1)	\$ 49,680	\$ 47,015(1)
Cost of sales	16,351	14,926	33,163	30,890
Gross margin	7,976	7,851	16,517	16,125
Selling and administrative	6,697	6,278	13,557	12,717
Income from operations	1,279	1,573 (1)	2,960	3,408(1)
Other income (expense):				
Interest income	206	410	376	817
Interest expense	—	(2)	(2)	(4)
	206	408	374	813
Income before income taxes	1,485	1,981 (1)	3,334	4,221(1)
Provision for income taxes	643	871(1)	1,456	1,863(1)
Net income	<u>\$ 842</u>	<u>\$ 1,110 (1)</u>	<u>\$ 1,878</u>	<u>\$ 2,358(1)</u>
Basic net income per share	<u>\$ 0.08</u>	<u>\$ 0.10 (1)</u>	<u>\$ 0.18</u>	<u>\$ 0.22(1)</u>
Diluted net income per share	<u>\$ 0.08</u>	<u>\$ 0.10 (1)</u>	<u>\$ 0.17</u>	<u>\$ 0.21(1)</u>
Shares used in per share calculations:				
Basic	<u>10,614</u>	<u>10,759</u>	<u>10,611</u>	<u>10,743</u>
Diluted	<u>11,166</u>	<u>11,260</u>	<u>11,153</u>	<u>11,271</u>

(1) Revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

See accompanying Notes to Condensed Consolidated Financial Statements.

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Rentrak Corporation and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	For the Six Months Ended September 30,	
	2008	2007
Cash flows from operating activities:		
Net income	\$ 1,878	\$ 2,358(1)
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Tax benefit (shortfall) from stock-based compensation	(2)	336
Depreciation and amortization	799	648
Loss on disposal of fixed assets	74	13
Accrued interest on notes payable	—	5
Adjustment to allowance for doubtful accounts	17	(108)
Stock-based compensation	260	538
Excess tax benefits from stock-based compensation	2	(179)
Deferred income taxes	101	(129)
(Increase) decrease in:		
Accounts receivable	(1,975)	3,195(1)
Note receivable issued to customer	(52)	(11)
Advances to program suppliers	2	89
Interest and dividends receivable	(67)	—
Taxes receivable and prepaid taxes	450	—
Other assets	448	(539)
Increase (decrease) in:		
Accounts payable	3,590	(3,957)
Taxes payable	47	475(1)
Accrued liabilities and compensation	(149)	(688)
Deferred rent	(30)	(31)
Deferred revenue and other liabilities	749	574
Net cash provided by operating activities	<u>6,142</u>	<u>2,589</u>
Cash flows from investing activities:		
Maturity of marketable securities	4,986	2,406
Purchase of marketable securities	(30,006)	—
Purchase of property and equipment	(1,220)	(1,310)
Proceeds from sales of assets	1	—
Net cash provided by (used in) investing activities	<u>(26,239)</u>	<u>1,096</u>
Cash flows from financing activities:		
Issuance of common stock	137	680
Excess tax benefits from stock-based compensation	(2)	179
Repurchase of common stock	—	(1,223)
Net cash provided by (used in) financing activities	<u>135</u>	<u>(364)</u>
Effect of foreign exchange translation on cash	(13)	(10)
Increase (decrease) in cash and cash equivalents	(19,975)	3,311
Cash and cash equivalents:		
Beginning of period	<u>26,862</u>	<u>11,351</u>
End of period	<u>\$ 6,887</u>	<u>\$14,662</u>
Supplemental cash flow information:		
Cash paid during the period for income taxes, net	\$ 778	\$ 1,181
Deferred gain related to forgiven loan for capital assets	219	—
Unrealized losses on investments	190	—
Supplemental non-cash information		
Common stock withheld in payment of exercise price for stock options	\$ —	\$ 19

(1) Revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

See accompanying Notes to Condensed Consolidated Financial Statements.

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Rentrak Corporation and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(In thousands, except per share amounts)

	Common Stock		Capital In Excess of Par Value	Cumulative Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount		Income	Deficit	Equity
Balance at March 31, 2006	10,697,336	\$ 11	\$48,069	\$ 181	\$ (12,850)(1)	\$ 35,411(1)
Net income	—	—	—	—	5,887(1)	5,887(1)
Unrealized loss on foreign currency translation	—	—	—	(49)	—	(49)
Comprehensive income						5,838(1)
Common stock issued pursuant to stock plans	321,359	—	465	—	—	465
Common stock used to pay for option exercises and taxes	(114,172)	—	(131)	—	—	(131)
Common stock issued pursuant to warrant exercise	12,705	—	—	—	—	—
Deferred stock units granted to Board of Directors	—	—	358	—	—	358
Stock-based compensation expense - options	—	—	498	—	—	498
Common stock repurchased	(193,500)	—	(1,948)	—	—	(1,948)
Income tax benefit from stock option and warrant exercises	—	—	844	—	—	844
Balance at March 31, 2007	10,723,728	11	48,155	132	(6,963)(1)	41,335(1)
Net income	—	—	—	—	4,594	4,594
Reclassification adjustment relating to substantial liquidation of foreign investment				(181)		(181)
Unrealized gain on foreign currency translation	—	—	—	219	—	219
Comprehensive income						4,632
Common stock issued pursuant to stock plans	170,563	—	1,027	—	—	1,027
Common stock used to pay for option exercises and taxes	(15,828)	—	(208)	—	—	(208)
Common stock issued in exchange for deferred stock units	9,000	—	—	—	—	—
Deferred stock units granted to Board of Directors, net	—	—	650	—	—	650
Stock-based compensation expense - options	—	—	325	—	—	325
Common stock repurchased	(282,799)	—	(3,253)	—	—	(3,253)
Cumulative effect of adoption of FIN 48	—	—	—	—	(1,329)	(1,329)
Income tax benefit from stock-based compensation	—	—	493	—	—	493
Balance at March 31, 2008	10,604,664	11	47,189	170	(3,698)	43,672
Net income	—	—	—	—	1,878	1,878
Unrealized loss on foreign currency translation	—	—	—	(24)	—	(24)
Unrealized loss on investments, net of tax	—	—	—	(108)	—	(108)
Comprehensive income						1,746
Common stock issued pursuant to stock plans	16,375	—	137	—	—	137
Deferred stock units granted to Board of Directors	—	—	97	—	—	97
Stock-based compensation expense - options	—	—	163	—	—	163
Income tax effect from stock-based compensation	—	—	(2)	—	—	(2)
Balance at September 30, 2008	<u>10,621,039</u>	<u>\$ 11</u>	<u>\$47,584</u>	<u>\$ 38</u>	<u>\$ (1,820)</u>	<u>\$ 45,813</u>

(1) Revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

See accompanying Notes to Condensed Consolidated Financial Statements.

RENTRAK CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of Rentrak Corporation have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with the accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. The results of operations for the three and six-month periods ended September 30, 2008 are not necessarily indicative of the results to be expected for the entire fiscal year ending March 31, 2009. The Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and footnotes thereto included in our 2008 Annual Report to Shareholders.

The Condensed Consolidated Financial Statements reflect, in the opinion of management, all material adjustments (which include only normal recurring adjustments) necessary to present fairly our financial position, results of operations and cash flows. Certain reclassifications have been made to the prior period financial statements to conform to the current period presentation.

Note 2. Net Income Per Share

Basic net income per share (“EPS”) and diluted EPS are computed using the methods prescribed by Statement of Financial Accounting Standards (“SFAS”) No. 128, “Earnings per Share.” Following is a reconciliation of the shares used for the basic EPS and diluted EPS calculations (in thousands):

	<u>Three Months Ended Sept. 30,</u>		<u>Six Months Ended Sept. 30,</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Basic EPS:				
Weighted average number of shares of common stock outstanding	10,614	10,759	10,611	10,743
Diluted EPS:				
Effect of dilutive deferred stock units, stock options and warrants	<u>552</u>	<u>501</u>	<u>542</u>	<u>528</u>
	<u>11,166</u>	<u>11,260</u>	<u>11,153</u>	<u>11,271</u>
Options not included in diluted EPS because the exercise price of the options was greater than the average market price of the common shares for the period	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

Note 3. Business Segments, Significant Suppliers and Major Customers

We operate in two business segments, our Pay-Per-Transaction (“PPT”) Division and Advanced Media and Information (“AMI”) Division, and, accordingly, we report certain financial information by individual segment under this structure. The PPT Division focuses on managing our business operations that facilitate the delivery of home entertainment content products and related rental and sales information for that content to our Participating Retailers on a revenue sharing basis. The AMI Division concentrates on the management and growth of our Essentials Suite™ of business information services, primarily offered on a recurring subscription basis, which are no longer in the early stages. Effective July 1, 2008, our Multi-Screen Essentials line of business was moved from the Other Division to the AMI Division. Prior period information has been reclassified to conform to the current presentation.

We did not have any revenues from our Other Division in the fiscal 2009 or fiscal 2008 periods.

Assets are not specifically identified by segment as the information is not used by the chief operating decision maker to measure the segments’ performance.

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Certain information by segment was as follows (in thousands):

	PPT	AMI	Other ⁽¹⁾	Total
Three Months Ended September 30, 2008				
Sales to external customers	\$21,240	\$3,087	\$ —	\$24,327
Depreciation and amortization	26	243	143	412
Income (loss) from operations	3,521	282	(2,524)	1,279
Three Months Ended September 30, 2007				
Sales to external customers ⁽²⁾	\$20,264	\$2,513	\$ —	\$22,777
Depreciation and amortization	20	167	137	324
Income (loss) from operations ⁽²⁾	3,898	253	(2,578)	1,573
Six Months Ended September 30, 2008				
Sales to external customers	\$43,550	\$6,130	\$ —	\$49,680
Depreciation and amortization	54	453	292	799
Income (loss) from operations	7,440	560	(5,040)	2,960
Six Months Ended September 30, 2007				
Sales to external customers ⁽²⁾	\$42,149	\$4,866	\$ —	\$47,015
Depreciation and amortization	37	328	283	648
Income (loss) from operations ⁽²⁾	8,412	554	(5,558)	3,408

(1) Includes revenue and expenses relating to products and/or services which are still in early stages, as well as corporate expenses and other expenses which are not allocated to a specific segment.

(2) Amounts revised. See Note 8.

Additional results of operations information by segment was as follows:

	Three Months Ended September 30, ⁽¹⁾			
	2008		2007 ⁽²⁾	
	Dollars	% of revenues	Dollars	% of revenues
(Dollars in thousands)				
PPT Division				
Revenues	\$21,240	100.0%	\$20,264	100.0%
Cost of sales	15,697	73.9	14,466	71.4
Gross margin	\$ 5,543	26.1%	\$ 5,798	28.6%
AMI Division				
Revenues	\$ 3,087	100.0%	\$ 2,513	100.0%
Cost of sales	654	21.2	460	18.3
Gross margin	\$ 2,433	78.8%	\$ 2,053	81.7%
Six Months Ended September 30, ⁽¹⁾				
(Dollars in thousands)				
PPT Division				
Revenues	\$43,550	100.0%	\$42,149	100.0%
Cost of sales	31,903	73.3	30,013	71.2
Gross margin	\$11,647	26.7%	\$12,136	28.8%
AMI Division				
Revenues	\$ 6,130	100.0%	\$ 4,866	100.0%
Cost of sales	1,260	20.6	877	18.0
Gross margin	\$ 4,870	79.4%	\$ 3,989	82.0%

(1) Percentages may not add due to rounding.

(2) Amounts revised. See Note 8.

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Revenue by service activity was as follows (in thousands):

	<u>Three Months Ended Sept. 30,</u>		<u>Six Months Ended Sept. 30,</u>	
	<u>2008</u>	<u>2007 ⁽¹⁾</u>	<u>2008</u>	<u>2007 ⁽¹⁾</u>
Order processing fees	\$ 2,225	\$ 1,697	\$ 4,623	\$ 3,453
Transaction fees	14,260	13,536	28,681	27,756
Sell-through fees	3,175	3,446	6,784	7,466
DRS fees	1,424	1,441	3,168	3,174
Essentials Suite™	3,087	2,513	6,130	4,866
Other	156	144	294	300
	<u>\$ 24,327</u>	<u>\$ 22,777</u>	<u>\$ 49,680</u>	<u>\$ 47,015</u>

(1) Amounts revised. See Note 8.

During the three and six-month periods ended September 30, 2008 and 2007, we had Program Suppliers that supplied product to our PPT Division which generated in excess of 10% of our total revenues as follows:

	<u>Three Months Ended Sept. 30,</u>		<u>Six Months Ended Sept. 30,</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Program Supplier 1	16%	19%	15%	17%
Program Supplier 2	15%	13%	19%	15%
Program Supplier 3	13%	18%	13%	17%
Program Supplier 4	12%	11%	11%	13%

There were no other Program Suppliers who provided product to our PPT Division that accounted for 10% or more of our total revenues for the three or six-month periods ended September 30, 2008 or 2007. Although management does not believe that the relationships with our significant Program Suppliers will be terminated in the near term, a loss of any one of these suppliers could have an adverse effect on our financial condition and results of operations.

There were no customers that accounted for 10% or more of our total revenue in the three or six-month periods ended September 30, 2008 or 2007.

Note 4. Stock-Based Compensation

We account for stock-based compensation pursuant to SFAS No. 123R, "Share-Based Payment." Stock option activity for the first six months of fiscal 2009 was as follows:

	<u>Options Outstanding</u>	<u>Weighted Average</u>
		<u>Exercise Price</u>
Outstanding at March 31, 2008	1,044,276	\$ 6.26
Granted	—	—
Exercised	(16,375)	8.36
Forfeited	—	—
Outstanding at September 30, 2008	<u>1,027,901</u>	6.23

As of September 30, 2008, unrecognized stock-based compensation related to outstanding, but unvested options was \$0.2 million, which will be recognized over the weighted average remaining vesting period of 3.5 years.

Deferred stock unit ("DSU") activity for the first six months of fiscal 2009 was as follows:

	<u>Units Outstanding</u>	<u>Weighted Average</u>
		<u>Grant Date Fair Value</u>
Outstanding at March 31, 2008	72,000	\$ 12.75
Granted	55,500	12.58
Issued	—	—
Forfeited	—	—
Outstanding at September 30, 2008	<u>127,500⁽¹⁾</u>	12.67

(1) Of the 127,500 DSUs outstanding at September 30, 2008, 72,000 were vested. However, the DSUs are not issued until the director holding such DSUs retires from the Board.

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During the first quarter of fiscal 2009, 45,000 DSUs were issued. The total value of these DSUs was \$0.5 million and is being recognized over the three-year vesting period. During the second quarter of fiscal 2009, 10,500 DSUs were issued to two new Board members. The total value of these DSUs was \$0.2 million and is being recognized over the three-year vesting period.

As of September 30, 2008, the unrecognized compensation expense related to unvested DSUs was \$0.6 million, which will be recognized over the weighted average remaining vesting period of 2.6 years.

Note 5. Marketable Securities and Fair Market Value Disclosures

During the second quarter of fiscal 2009, we purchased \$30.0 million of short-term marketable securities, which we have classified as “available for sale” securities. Pursuant to SFAS No. 115, “Accounting for Certain Investments in Debt and Equity Securities,” our marketable securities are marked to market on a quarterly basis, with unrealized gains and losses being excluded from earnings and reflected as a component of other comprehensive income.

Effective April 1, 2008, we adopted the provisions of SFAS No. 157, “Fair Value Measurements,” for our financial assets and liabilities. The adoption of this portion of SFAS No. 157 did not have any effect on our financial position or results of operations and we do not expect the adoption of the provisions of SFAS No. 157 related to non-financial assets and liabilities to have an effect on our financial position or results of operations. Although the adoption of SFAS No. 157 did not impact our results of operations, we are now required to provide additional disclosures as part of our financial statements.

SFAS No. 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring the fair value of our financial assets and liabilities and are summarized into three broad categories:

- Level 1—quoted prices in active markets for identical securities;
- Level 2—other significant observable inputs, including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.; and
- Level 3—significant unobservable inputs, including our own assumptions in determining fair value.

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

Following are the disclosures related to our financial assets pursuant to SFAS No. 157 (in thousands):

	September 30, 2008	
	Fair Value	Input Level
Available for sale marketable securities:		
Municipal tax exempt bond fund	\$ 29,878	Level 1

The fair value of our available for sale securities is determined based on quoted market prices for identical securities on a quarterly basis.

Note 6. Forgiveness of State of Oregon Loan

In June 2008, the State of Oregon forgave in full our outstanding \$0.2 million note payable related to our fiscal 2007 corporate headquarters renovations. The related \$0.2 million gain was deferred and is being amortized against lease expense over the remaining lease term at the rate of approximately \$6,000 per quarter.

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Note 7. Multi-Screen Contract—Deferred Revenue

During the fourth quarter of fiscal 2008, we entered into a long-term agreement with a customer/supplier relating to our Essentials™ line of business, in which we will develop reporting tools specifically relating to their unique business requirements. We recognize revenue in accordance with Statement of Position 81-1, “Accounting for Performance of Construction-Type and Certain Production-Type Contracts,” applying the completed-contract method. As of September 30, 2008, we had received payments totaling \$1.0 million and incurred related costs of \$0.1 million, both of which have been deferred. We will recognize the revenue and related costs when the development project is completed.

Note 8. Prior Period Corrections

During the third quarter of fiscal 2008, we discovered an error in our process relating to the accrual for guaranteed minimum revenues from our customers which caused revenues and the related income tax expense to be overstated in the prior eight fiscal quarters by a total of \$576,000 and \$240,000, respectively. Accordingly, our accumulated deficit through the second quarter of fiscal 2008 was understated by \$336,000. This error had no impact on previously reported cash flows from operating, financing or investing activities and was considered to be immaterial to the previously reported results of operations as well as our financial position. Since the cumulative impact of this error would be material to the results of the third quarter of fiscal 2008 ended December 31, 2007, we applied the guidance of Staff Accounting Bulletin No. 108 (“SAB 108”). This guidance required that the prior period financial statements be corrected, even though such revision previously was, and continues to be, immaterial to the prior period financial statements. Accordingly, our Form 10-Q for the quarter ended December 31, 2007 included a reconciliation of the eight quarters affected as well as a reconciliation of the March 31, 2007 balance sheet. Following is a reconciliation of consolidated income statement information for the three and six-month periods ended September 30, 2007 (in thousands, except per share amounts):

	Three Months Ended September 30, 2007				
	Provision for Income		Net Income	Basic Net Income Per Share	Diluted Net Income Per Share
	Revenue	Taxes			
Reported	\$22,866	\$ 910	\$1,160	\$ 0.11	\$ 0.10
Adjustment	(89)	(39)	(50)	(0.01)	—
Revised	<u>\$22,777</u>	<u>\$ 871</u>	<u>\$1,110</u>	<u>\$ 0.10</u>	<u>\$ 0.10</u>

	Six Months Ended September 30, 2007				
	Provision for Income		Net Income	Basic Net Income Per Share	Diluted Net Income Per Share
	Revenue	Taxes			
Reported	\$47,203	\$ 1,946	\$2,463	\$ 0.23	\$ 0.22
Adjustment	(188)	(83)	(105)	(0.01)	(0.01)
Revised	<u>\$47,015</u>	<u>\$ 1,863</u>	<u>\$2,358</u>	<u>\$ 0.22</u>	<u>\$ 0.21</u>

Note 9. New Accounting Pronouncements

SFAS No. 162

In May 2008, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 162, “The Hierarchy of Generally Accepted Accounting Principles,” which identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. SFAS No. 162 is effective 60 days following the Securities and Exchange Commission’s approval of the Public Company Accounting Oversight Board amendments to AU Section 4311, “The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles.” We believe that our accounting principles and practices are

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consistent with the guidance in SFAS No. 162, and, accordingly, we do not expect the adoption of SFAS No. 162 to have a material effect on our financial position or results of operations.

SFAS No. 161

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities,” which requires certain disclosures related to derivative instruments. SFAS No. 161 is effective prospectively for interim periods and fiscal years beginning after November 15, 2008. We do not have any derivative instruments that fall under the guidance of SFAS No. 161 and, accordingly, we do not expect the adoption of SFAS No. 161 to have any effect on our financial position or results of operations.

SFAS No. 141R and SFAS No. 160

In December 2007, the FASB issued SFAS No. 141R, “Business Combinations,” and SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements.” SFAS Nos. 141R and 160 require most identifiable assets, liabilities, noncontrolling interests and goodwill acquired in a business combination to be recorded at “full fair value” and require noncontrolling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. Both statements are effective for periods beginning on or after December 15, 2008 and earlier adoption is prohibited. SFAS No. 141R will be applied to business combinations occurring after the effective date and SFAS No. 160 will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. We are currently evaluating what impact, if any, the adoption of SFAS Nos. 141R and 160 will have on our financial position or results of operations. We believe that the impact, if any, will be immaterial.

EITF 07-3

In June 2007, the Emerging Issues Task Force (“EITF”) issued EITF 07-3, “Accounting for Advance Payments for Goods or Services to Be Used in Future Research and Development Activities,” which states that non-refundable advance payments for services that will be consumed or performed in a future period in conducting research and development activities on behalf of the company should be recorded as an asset when the advance payment is made and then recognized as an expense when the research and development activities are performed. EITF 07-3 is applicable prospectively to new contractual arrangements entered into in fiscal years beginning after December 15, 2007. The adoption of EITF 07-3 effective April 1, 2008 did not have a material effect on our financial position or results of operations.

SFAS No. 159

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities,” which permits entities to choose to measure many financial instruments and certain other items at fair value. SFAS No. 159 is effective as of the beginning of an entity’s first fiscal year that begins after November 15, 2007. The adoption of SFAS No. 159 effective April 1, 2008 did not have any effect on our financial position or results of operations.

SFAS No. 157

Effective April 1, 2008, we adopted the provisions of SFAS No. 157, “Fair Value Measurements,” for our financial assets and liabilities. The adoption of this portion of SFAS No. 157 did not have any effect on our financial position or results of operations and we do not expect the adoption of the provisions of SFAS No. 157 related to non-financial assets and liabilities to have an effect on our financial position or results of operations.

Note 10. Subsequent Events

Stock Appreciation Rights Plan

In October 2008, we adopted the Rentrak Corporation Stock Appreciation Rights Plan (the “SAR Plan”), pursuant to which up to a total of 500,000 stock appreciation rights (“SARs”) may be awarded to our key employees. Upon vesting, each SAR gives the holder the right to receive, in cash, an amount equal to the increase in the value of a share of our common stock over the base price. The base price will be equal to the closing sale price of a share of our common stock as quoted on The Nasdaq Stock Market on the grant date.

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On October 10, 2008, we granted a total of 267,625 SARs to 42 employees. The base price of the SARs is \$11.10. Vesting of the SAR awards is subject to performance goals based on the achievement of minimum amounts of operating income by various lines of business. The performance goals relate to the two-year period ending March 31, 2011. Each individual SAR award is subject to a performance goal selected by the relevant line of business, with about 70% of the awards tied to combined operating results for Multi-Screen and OnDemand Essentials™ and the remaining awards to operating results for our PPT Division, Box Office Essentials™, Home Entertainment Essentials™ or Supply Chain Essentials™. We will determine whether the performance goals have been met by no later than June 15, 2011 and vested SARs will be settled in cash based on the closing sale price of our common stock on August 30, 2011 and paid no later than September 30, 2011. The SARs will vest in full if a change in control occurs before the performance criteria are met.

Stock Option Grants

Also on October 10, 2008, we granted nonqualified stock options exercisable for a total of 334,875 shares of our common stock pursuant to our 2005 Stock Incentive Plan to 15 employees. The options have an exercise price of \$11.10 per share. The options are subject to vesting provisions based on attaining performance goals comparable to those applicable to the SAR awards discussed above and will expire on August 30, 2011 to the extent not previously exercised or terminated. Vesting will be accelerated if a change in control occurs before the performance criteria are met.

Stock Repurchases

During October and November 2008 through the date of the filing of this Form 10-Q, we repurchased a total of 73,700 shares of our common stock at an average price of \$11.77 per share, which totaled approximately \$0.9 million. The stock repurchase plan, approved by our Board of Directors in January 2006, authorizes the purchase of up to 1,000,000 shares of our common stock and does not have an expiration date. Following these repurchases, a total of 549,999 shares had been repurchased pursuant to this plan at an average price of \$11.04 per share and 450,001 shares remained available for repurchase under this plan.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward Looking Statements

Certain information included in this Quarterly Report on Form 10-Q (including Management's Discussion and Analysis of Financial Condition and Results of Operations regarding revenue growth, gross profit margin and liquidity) constitute forward looking statements that involve a number of risks and uncertainties. Forward looking statements may be identified by the use of forward looking words such as "may," "will," "expects," "intends," "anticipates," "estimates" or "continues" or the negative thereof or variations thereon or comparable terminology. The following factors are among the factors that could cause actual results to differ materially from the forward looking statements: our ability to retain and grow our customer base of retailers participating in the Pay-Per-Transaction system (the "PPT System") ("Participating Retailers") and customers for our business intelligence software and services; the financial stability of the Participating Retailers and their performance of their obligations under our PPT System; business conditions and growth in the video industry and general economic conditions, both domestic and international; customer demand for movies in various media formats; competitive factors, including increased competition, expansion of revenue sharing programs other than the PPT System by motion picture studios or other licensees or owners of the rights to certain video programming content ("Program Suppliers") and new technology; the continued availability of home entertainment content products (DVDs, Blue-ray Discs, etc.) (collectively "Units") leased/licensed to home video specialty stores and other retailers from Program Suppliers; the loss of significant Program Suppliers; our ability to successfully develop and market new services, including our business intelligence services, to create new revenue streams; and the development of similar business intelligence services by competitors with substantially greater financial and marketing resources than our company. This Quarterly Report on Form 10-Q further describes some of these factors. In addition, some of the important factors that could cause actual results to differ from our expectations are discussed in Item

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1A to our fiscal 2008 Form 10-K, which was filed with the Securities and Exchange Commission on June 13, 2008. These risk factors have not significantly changed since the filing of the fiscal 2008 Form 10-K.

Business Trends

Our corporate structure includes separate Pay-Per-Transaction (“PPT”) and Advanced Media and Information (“AMI”) operating divisions and, accordingly, we report certain financial information by individual segment under this structure.

Our PPT Division focuses on managing our business operations that facilitate the delivery of home entertainment content products (DVDs, Blu-ray Discs, etc.) and related rental and sales information for the content to home video specialty stores and other retailers, on a revenue sharing basis. We lease product from various suppliers, typically motion picture studios. Under our PPT System, retailers sublease that product from us and rent it to consumers. Retailers then share a portion of the revenue from each retail rental transaction with us and we share a portion of the revenue with the studio. Since we collect, process and analyze rental and sales information at the title level, we report that information to both the studio and the respective retailers.

Our PPT Division also includes our Direct Revenue Sharing (“DRS”) services, which collects, tracks, audits and reports the results of DRS retailers, such as Blockbuster Entertainment, Movie Gallery and Netflix, to the respective DRS client under established agreements on a fee for service basis.

Our AMI Division concentrates on the management and growth of our Essentials Suite™ of business information services. Our Essentials Suite™ software and services, offered on a recurring subscription basis, provide unique data collection, management, analysis and reporting functions, resulting in business information valuable to our clients.

The PPT Division

The financial results from the PPT Division continue to be affected by the changing dynamics in the home video rental market. This market is highly competitive and influenced greatly by consumer spending patterns and behaviors. The end consumer has a wide variety of choices from which to select their entertainment content. Some examples include renting Units of product from our Participating Retailers or other Retailers, purchasing previously viewed Units from our Participating Retailers or other Retailers, ordering product via online subscriptions and/or online distributors, subscribing to at-home movie channels, purchasing and owning the Unit directly, or selecting an at-home “pay-per-view” or “on-demand” option. Our PPT system focuses on the traditional “brick and mortar” retailer. We believe that our system successfully addresses the many choices available to consumers and affords our Participating Retailers the opportunity to stock their stores with a wider selection of titles and a greater supply of popular box office releases. Many of our arrangements are structured so that the Participating Retailers pay minimal upfront fees and lower per transaction fees in exchange for ordering Units of all titles offered by a particular Program Supplier (referred to as “output” programs). Since these programs usually result in more overall Units rented, our Participating Retailers’ revenue and the corresponding share with the studios also increase.

In an effort to further stabilize and grow our overall PPT revenue and earnings streams, we have implemented strategies to obtain new Participating Retailers, as well as assist in the growth of our current Participating Retailers.

We continue to be in good standing with our Program Suppliers and we make on-going efforts to enhance those business relationships through improvement of current services offered and the development of new service offerings.

We are also continually seeking to develop business relationships with new Program Suppliers. Our relationships with Program Suppliers typically may be terminated without cause upon thirty days’ written notice by either party.

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AMI and Other Divisions

We are also allocating significant resources towards our business information service offerings, both those services that are currently operational as well as those that are in various stages of development. Our suite of business information services has been well received in the various targeted markets to date, as our offerings fit well with the needs identified by those market participants. Our Essentials™ business information service offerings which are fully operational and no longer in significant stages of development, realized a revenue increase of 26.0% in the first six months of fiscal 2009 compared to the first six months of fiscal 2008. We intend to continue to invest in our existing, as well as new, business information services in the near-term as we expand the markets we serve and our service lines. The cost of these investments will likely lower our earnings in the short-term. Longer-term, we believe these services will provide significant future revenue and earnings streams and contribute to our overall success.

Sources of Revenue

Revenue by segment includes the following:

PPT Division

- order processing fees generated when Units are ordered by, and distributed to, retailers;
- transaction fees generated when retailers rent Units to consumers; additionally, certain arrangements include guaranteed minimum revenues from our customers; we recognize the guaranteed minimum revenue on the street (release) date in accordance with Statement of Position 00-2, "Accounting by Producers or Distributors of Films," ("SOP 00-2") provided all other revenue recognition criteria are met;
- sell-through fees generated when retailers sell previously-viewed rental Units to consumers;
- buy-out fees generated when retailers purchase Units at the end of the lease term; and
- DRS fees from data tracking and reporting services provided to Program Suppliers.

AMI Division

Subscription fee revenues from:

- Box Office Essentials™;
- Home Entertainment Essentials™;
- Supply Chain Essentials™;
- OnDemand Essentials™; and
- Multi-Screen Essentials™.

Other Division

- revenue relating to other products and/or services which are still in the development stage, including AdEssentials™, which will capture census-level data regarding viewing patterns of on-demand advertising for reporting to marketers and advertising agencies.

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Results of Operations

(Dollars in thousands)	Three Months Ended September 30, ⁽¹⁾			
	2008		2007 ⁽²⁾	
	Dollars	% of revenues	Dollars	% of revenues
Revenues:				
PPT	\$21,240	87.3%	\$20,264	89.0%
AMI	3,087	12.7	2,513	11.0
	24,327	100.0	22,777	100.0
Cost of sales	16,351	67.2	14,926	65.5
Gross margin	7,976	32.8	7,851	34.5
Selling and administrative	6,697	27.5	6,278	27.6
Income from operations	1,279	5.3	1,573	6.9
Other income (expense):				
Interest income	206	0.8	410	1.8
Interest expense	—	—	(2)	—
	206	0.8	408	1.8
Income before income tax provision	1,485	6.1	1,981	8.7
Income tax provision	643	2.6	871	3.8
Net income	\$ 842	3.5%	\$ 1,110	4.9%

(Dollars in thousands)	Six Months Ended September 30, ⁽¹⁾			
	2008		2007 ⁽²⁾	
	Dollars	% of revenues	Dollars	% of revenues
Revenues:				
PPT	\$43,550	87.7%	\$42,149	89.7%
AMI	6,130	12.3	4,866	10.3
	49,680	100.0	47,015	100.0
Cost of sales	33,163	66.8	30,890	65.7
Gross margin	16,517	33.2	16,125	34.3
Selling and administrative	13,557	27.3	12,717	27.0
Income from operations	2,960	6.0	3,408	7.2
Other income (expense):				
Interest income	376	0.8	817	1.7
Interest expense	(2)	—	(4)	—
	374	0.8	813	1.7
Income before income tax provision	3,334	6.7	4,221	9.0
Income tax provision	1,456	2.9	1,863	4.0
Net income	\$ 1,878	3.8%	\$ 2,358	5.0%

(1) Percentages may not add due to rounding.

(2) Amounts revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

Certain information by segment was as follows (in thousands):

	PPT	AMI	Other ⁽¹⁾	Total
Three Months Ended September 30, 2008				
Sales to external customers	\$21,240	\$3,087	\$ —	\$24,327
Depreciation and amortization	26	243	143	412
Income (loss) from operations	3,521	282	(2,524)	1,279
Three Months Ended September 30, 2007				
Sales to external customers ⁽²⁾	\$20,264	\$2,513	\$ —	\$22,777
Depreciation and amortization	20	167	137	324
Income (loss) from operations ⁽²⁾	3,898	253	(2,578)	1,573
Six Months Ended September 30, 2008				
Sales to external customers	\$43,550	\$6,130	\$ —	\$49,680
Depreciation and amortization	54	453	292	799

Income (loss) from operations	7,440	560	(5,040)	2,960
Six Months Ended September 30, 2007				
Sales to external customers ⁽²⁾	\$42,149	\$4,866	\$ —	\$47,015
Depreciation and amortization	37	328	283	648
Income (loss) from operations ⁽²⁾	8,412	554	(5,558)	3,408

(1) Includes revenue and expenses relating to products and/or services which are still in early stages, as well as corporate expenses and other expenses which are not allocated to a specific segment.

(2) Amounts revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

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Additional results of operations information by segment was as follows:

(Dollars in thousands)	Three Months Ended September 30, ⁽¹⁾			
	2008		2007 ⁽²⁾	
	Dollars	% of revenues	Dollars	% of revenues
PPT Division				
Revenues	\$21,240	100.0%	\$20,264	100.0%
Cost of sales	15,697	73.9	14,466	71.4
Gross margin	<u>\$ 5,543</u>	<u>26.1%</u>	<u>\$ 5,798</u>	<u>28.6%</u>
AMI Division				
Revenues	\$ 3,087	100.0%	\$ 2,513	100.0%
Cost of sales	654	21.2	460	18.3
Gross margin	<u>\$ 2,433</u>	<u>78.8%</u>	<u>\$ 2,053</u>	<u>81.7%</u>

(Dollars in thousands)	Six Months Ended September 30, ⁽¹⁾			
	2008		2007 ⁽²⁾	
	Dollars	% of revenues	Dollars	% of revenues
PPT Division				
Revenues	\$43,550	100.0%	\$42,149	100.0%
Cost of sales	31,903	73.3	30,013	71.2
Gross margin	<u>\$11,647</u>	<u>26.7%</u>	<u>\$12,136</u>	<u>28.8%</u>
AMI Division				
Revenues	\$ 6,130	100.0%	\$ 4,866	100.0%
Cost of sales	1,260	20.6	877	18.0
Gross margin	<u>\$ 4,870</u>	<u>79.4%</u>	<u>\$ 3,989</u>	<u>82.0%</u>

(1) Percentages may not add due to rounding.

(2) Amounts revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

Revenue by service activity was as follows (in thousands):

	Three Months Ended Sept. 30,		Six Months Ended Sept. 30,	
	2008	2007 ⁽¹⁾	2008	2007 ⁽¹⁾
Order processing fees	\$ 2,225	\$ 1,697	\$ 4,623	\$ 3,453
Transaction fees	14,260	13,536	28,681	27,756
Sell-through fees	3,175	3,446	6,784	7,466
DRS fees	1,424	1,441	3,168	3,174
Essentials Suite™	3,087	2,513	6,130	4,866
Other	156	144	294	300
	<u>\$ 24,327</u>	<u>\$ 22,777</u>	<u>\$ 49,680</u>	<u>\$ 47,015</u>

(1) Amounts revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

Revenue

Revenue increased \$1.5 million, or 6.8%, to \$24.3 million in the three-month period ended September 30, 2008 (the “second quarter of fiscal 2009”) compared to \$22.8 million in the three-month period ended September 30, 2007 (the “second quarter of fiscal 2008”). Revenue increased \$2.7 million, or 5.7%, to \$49.7 million in the six-month period ended September 30, 2008 compared to \$47.0 million in the six-month period ended September 30, 2007. The increases in revenue were primarily due to increases in order processing fees, transaction fees and Essentials™ revenue, as described more fully below.

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PPT Division

PPT Division revenues increased \$1.0 million, or 4.8%, in the second quarter of fiscal 2009 compared to the same period of the prior fiscal year and increased \$1.4 million, or 3.3%, in the six-month period ended September 30, 2008 compared to the same period of the prior fiscal year as detailed below (in thousands):

	Three Months Ended Sept. 30,		Six Months Ended Sept. 30,	
	2008	2007 ⁽¹⁾	2008	2007 ⁽¹⁾
Order processing fees	\$ 2,225	\$ 1,697	\$ 4,623	\$ 3,453
Transaction fees	14,260	13,536	28,681	27,756
Sell-through fees	3,175	3,446	6,784	7,466
DRS	1,424	1,441	3,168	3,174
Other	156	144	294	300
	<u>\$ 21,240</u>	<u>\$ 20,264</u>	<u>\$ 43,550</u>	<u>\$ 42,149</u>

(1) Amounts revised. See Note 8 of Notes to Condensed Consolidated Financial Statements.

Order processing fees increased \$0.5 million, or 31.1%, and \$1.2 million, or 33.9%, respectively, in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year primarily due to an increase in the quantity of Units shipped as well as an increase in the rate per Unit. Order processing fees were affected by the following:

	Three Months Ended Sept. 30,		Six Months Ended Sept. 30,	
	2008	2007	2008	2007
Units shipped (in thousands)	1,560	1,455	3,379	2,942
Fee per Unit	\$ 1.43	\$ 1.17	\$ 1.37	\$ 1.17

	Three-month period ended September 30, 2008 compared to three-month period ended September 30, 2007	Six-month period ended September 30, 2008 compared to six-month period ended September 30, 2007
	Percentage increase in Units shipped	7.2%
Effect of increase in Units shipped on revenue	\$ 0.1 million	\$ 0.5 million
Increase in fee per Unit	\$ 0.26	\$ 0.20
Effect of increase in fee per Unit on revenue	\$ 0.4 million	\$ 0.7 million

The increases in volume in the fiscal 2009 periods compared to the same periods of fiscal 2008 were due to more theatrical releases in the current periods compared to the prior fiscal year periods. The timing of new releases tends to fluctuate from studio to studio.

Fees per Unit are affected by our mix of Units received from Program Suppliers with varying rates of upfront fees and tend to fluctuate from period to period.

Transaction fees increased \$0.7 million, or 5.3%, and \$0.9 million, or 3.3%, respectively, in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year. The increases were primarily due to increases in Units shipped compared to the prior fiscal year periods, partially offset by a reduction in rental transactions. Rental transactions at our Participating Retailers decreased 13% and 10%, respectively, in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year, while the rate per transaction increased \$0.05, excluding the impact of minimum guarantees. Rental transactions have declined due to a high concentration of theatrical titles released at the end of the period and a temporary shift in consumer behavior towards viewing televised events, such as the Olympics and election year politics (conventions and debates). We expect rental transactions to fluctuate in the months ahead based on product flow. Historically, consumers have continued to rent movies during economic downturns, so we expect a stable flow of rental transactions in the future. However, since this is highly dependent on consumer behavior, there can be no assurance regarding transaction activity in the future.

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Sell-through fees decreased \$0.3 million, or 7.9%, and \$0.7 million, or 9.1%, respectively, in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year primarily due to a 6% and a 10% decrease, respectively, in the number of sell-through transactions as a result of an overall decline in Units available for sale on average, taking release dates into account over the preceding six-month period.

DRS fees were flat in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year primarily due to a change in mix of titles released and made available to retailers by our clients (Program Suppliers).

AMI Division

Revenues from our AMI division increased \$0.6 million, or 22.8%, and \$1.3 million, or 26.0%, respectively, in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year. Revenues related to our Essentials™ business information service offerings have increased primarily due to our continued investment in, and marketing of, these offerings.

During the fourth quarter of fiscal 2008, we entered into a long-term agreement with a customer/supplier relating to our Essentials™ line of business, in which we will develop reporting tools specifically relating to their unique business requirements. We will recognize revenue in accordance with Statement of Position 81-1, "Accounting for Performance of Construction-Type and Certain Production-Type Contracts," applying the completed-contract method. As of September 30, 2008, we had received payments totaling \$1.0 million and incurred related costs of \$0.1 million, both of which have been deferred. We will recognize the revenue and related costs when the development project is completed.

Other Division

We did not have any revenues from our Other Division in the first six months of fiscal 2009 or fiscal 2008. New revenue streams, including AdEssentials™, are still in development and we have not recognized any revenue to date.

Cost of Sales

Cost of sales consists of order processing costs, transaction costs, sell-through costs, handling and freight costs in the PPT Division and costs in the AMI Division associated with certain Essentials™ business information service offerings. These expenditures represent the direct costs to produce revenues.

In the PPT Division, order processing costs, transaction costs and sell through costs represent the amounts due to the Program Suppliers that hold the distribution rights to the Units. Freight costs represent the cost to pick, pack and ship orders of Units to the Participating Retailers. Our cost of sales can also be impacted by the release dates of Units with guarantees. We recognize the guaranteed minimum costs on the release date. The terms of some of our agreements result in 100% cost of sales on titles in the first month in which the Unit is released, which results in lower margins during the initial portion of the revenue sharing period. Once the Unit's rental activity exceeds the required amount for these guaranteed minimums, margins generally expand during the second and third months of the Unit's revenue sharing period. However, since these factors are highly dependent upon the quality, timing and release dates of new products, margins may not expand to any significant degree during any period. As a result, it is difficult to predict the impact these Program Supplier Revenue Sharing programs with guaranteed minimums will have on future results of operations in any reporting period.

In the AMI Division, a portion of the Essentials™ business information service offerings costs represent costs associated with the operation of a call center for our Box Office Essentials™ services, as well as costs associated with amortizing capitalized internally developed software used to provide the corresponding services and direct costs incurred to obtain, cleanse and process data and maintain our systems.

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Cost of sales increased \$1.4 million, or 9.5%, and \$2.3 million, or 7.4%, respectively, in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year. Cost of sales as a percentage of revenue was 67.2% and 66.8%, respectively, in the three and six-month periods ended September 30, 2008 compared to 65.5% and 65.7%, respectively, in the same periods of the prior fiscal year.

The increases in cost of sales were primarily due to the increases in revenue, as well as the increases in cost of sales as a percentage of revenue. The increases in cost of sales as a percentage of revenue were primarily due to the timing and magnitude of Units shipped with minimum guarantees, partially offset by a larger percentage of our revenue coming from our AMI Division. We achieve higher gross margins on our AMI Division revenue than on our PPT Division revenue.

Selling and Administrative

Selling and administrative expenses consist primarily of compensation and benefits, development, marketing and advertising costs, legal and professional fees, communications costs, depreciation and amortization of tangible fixed assets and software, real and personal property leases, as well as other general corporate expenses.

Selling and administrative expenses increased \$0.4 million, or 6.7%, to \$6.7 million in the second quarter of fiscal 2009 compared to \$6.3 million in the second quarter of fiscal 2008 and increased \$0.9 million, or 6.6%, to \$13.6 million in the six-month period ended September 30, 2008 compared to \$12.7 million in the same period of the prior fiscal year.

The increases in selling and administrative expenses in the three and six-month periods ended September 30, 2008 compared to the same periods of the prior fiscal year were primarily due to the continued expansion of our Essentials™ line of business. As a percentage of revenues, selling and administrative expenses were 27.5% and 27.3%, respectively, in the three and six-month periods ended September 30, 2008 compared to 27.6% and 27.0%, respectively, for the comparable periods of fiscal 2008.

Interest Income

Interest income was \$0.2 million and \$0.4 million, respectively, for the three and six-month periods ended September 30, 2008 compared to \$0.4 million and \$0.8 million, respectively, for the same periods of the prior fiscal year. The decreases in interest income primarily related to lower interest rates in the current fiscal year periods compared to the same periods of the prior fiscal year, resulting from changes in market conditions and lower investments in marketable securities. Our average combined cash and investment balance was \$35.1 million and \$34.5 million for the six-month periods ended September 30, 2008 and 2007, respectively.

Income Taxes

Our effective tax rate was 43.7% and 44.1% in the six-month periods ended September 30, 2008 and 2007, respectively. Our effective tax rate differs from the federal statutory tax rate primarily due to state income taxes.

Liquidity and Capital Resources

Our sources of liquidity include our cash and cash equivalents, cash expected to be generated from future operations and investment income and our \$15.0 million line of credit. Based on our current financial projections and projected cash needs, we believe that our available sources of liquidity will be sufficient to fund our current operations, the continued current development of our business information services and other cash requirements through at least September 30, 2009.

Cash and cash equivalents and marketable securities increased \$4.9 million to \$36.8 million at September 30, 2008 compared to \$31.8 million at March 31, 2008. This increase resulted primarily from \$6.2 million provided by operating activities, partially offset by \$1.2 million used for the purchase of equipment and capitalized IT costs. Our current ratio was 4.2:1.0 at September 30, 2008 and 5.4:1.0 at March 31, 2008.

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Accounts receivable, net of allowances, increased \$2.0 million to \$17.0 million at September 30, 2008 compared to \$15.0 million at March 31, 2008, primarily due to the \$2.0 million of increased revenues during the quarter ended September 30, 2008, compared to the last quarter of fiscal 2008.

During the first six months of fiscal 2009, we spent \$1.2 million on property and equipment, including \$1.0 million for the capitalization of internally developed software for our business information service offerings. We anticipate spending a total of approximately \$3.2 million on property and equipment in fiscal 2009, including approximately \$2.5 million for the capitalization of internally developed software, primarily for our business information service offerings. The remaining capital expenditures in fiscal 2009 will be primarily for computer equipment.

Accounts payable increased \$3.6 million to \$10.4 million at September 30, 2008 compared to \$6.8 million at March 31, 2008, primarily due to the timing of payments due to Program Suppliers.

Deferred revenue increased \$0.7 million to \$1.6 million at September 30, 2008 compared to \$0.9 million at March 31, 2008, primarily due to a long-term agreement with a customer/supplier relating to our Essentials™ line of business, in which we will develop reporting tools specifically relating to their unique business requirements. As of September 30, 2008, we had received payments totaling \$1.0 million and incurred related costs of \$0.1 million, both of which have been deferred. We will recognize the revenue and related costs when the development project is completed, which is anticipated to be in the third or fourth quarter of fiscal 2009.

Taxes payable, net of taxes receivable and prepaid taxes, increased \$0.5 million to \$1.0 million at September 30, 2008 compared to \$0.5 million at March 31, 2008 primarily due to the timing of payments and the provision for the current quarter.

Deferred rent, current and long-term, of \$1.1 million at September 30, 2008 represents amounts received for qualified renovations on our corporate headquarters and free rent for the first three months of the lease term. The deferred rent is being amortized against rent expense over the term of the related lease at the rate of approximately \$22,000 per quarter.

Notes payable at September 30, 2008 represents a \$0.7 million loan from the Portland Development Commission (“PDC”) and a \$58,000 conditional grant from the PDC related to our fiscal 2007 corporate headquarters renovations. The \$0.7 million loan from the PDC does not bear interest until it becomes due, which is January 1, 2009, and contains provisions relating to forgiveness if we meet certain requirements. If the loan is not forgiven, it will accrue interest at the rate of 8.5% per annum beginning January 1, 2009. Similar terms apply to the conditional grant of \$58,000. We are currently in compliance with these agreements. The previously outstanding \$0.2 million loan from the State of Oregon was forgiven in June 2008. The related \$0.2 million gain was deferred and is being amortized against lease expense over the remaining lease term of approximately 8.5 years.

In January 2006, our board of directors adopted a share repurchase program authorizing the purchase of up to 1.0 million shares of our common stock. We did not repurchase any shares during the first or second quarters of fiscal 2009. Through September 30, 2008, 476,299 shares had been repurchased under this plan at an average price of \$10.92 per share and 523,701 shares remained available for purchase. This plan does not have an expiration date. See Note 10 of Notes to Condensed Consolidated Financial Statements for shares repurchased subsequent to September 30, 2008.

We currently have a secured revolving line of credit for \$15.0 million, with a maturity of December 1, 2008. Interest on the line of credit is at our choice of either the bank’s prime interest rate minus 0.5 percent or LIBOR plus 1.5 percent. The credit line is secured by substantially all of our assets. The line of credit includes certain financial covenants requiring: (1) a consolidated pre-tax income to be achieved each fiscal quarter of a minimum of \$1.00, and consolidated after-tax income not less than \$1.00 on an annual basis, determined at fiscal year end; (2) a minimum current ratio of 1.5:1.0, measured quarterly; and (3) a maximum debt-to-tangible net worth ratio of 1.5:1.0, measured quarterly. Based upon the financial results reported as of, and for the quarter ended September 30, 2008, we determined that we were in compliance

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with the financial covenants at September 30, 2008. At September 30, 2008, we had no outstanding borrowings under this agreement.

Critical Accounting Policies and Estimates

We reaffirm the critical accounting policies and estimates as reported in our fiscal 2008 Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on June 13, 2008.

New Accounting Pronouncements

See Note 9 of Notes to Condensed Consolidated Financial Statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK.

There have been no material changes in our reported market risks since the filing of our fiscal 2008 Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on June 13, 2008.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (Exchange Act). Based on that evaluation our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during our last fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1A. RISK FACTORS

Our Annual Report on Form 10-K for the fiscal year ended March 31, 2008 includes a detailed discussion of our risk factors. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K. Accordingly, the information in this Form 10-Q should be read in conjunction with the risk factors and information disclosed in our fiscal 2008 Form 10-K, which was filed with the Securities and Exchange Commission on June 13, 2008.

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

Our annual meeting of shareholders was held on August 21, 2008, at which time the shareholders elected seven nominees for director to our Board of Directors.

The seven directors elected, along with the voting results, were as follows:

<u>Name</u>	<u>No. of Shares Voting For</u>	<u>No. of Shares Withheld From Voting</u>
Judith G. Allen	9,223,532	132,856
Thomas D. Allen	9,231,532	124,856
Cecil D. Andrus	9,157,860	198,528
George H. Kuper	9,136,360	220,028
Paul A. Rosenbaum	9,232,325	124,063
Brent Rosenthal	9,245,832	110,556
Ralph R. Shaw	9,246,032	110,356

ITEM 6. EXHIBITS

The following exhibits are filed herewith and this list is intended to constitute the exhibit index:

- 3.1 Bylaws of Rentrak Corporation as amended through August 21, 2008. Incorporated by reference to Form 8-K as filed with the Securities and Exchange Commission on August 27, 2008.
- 10.1 Rentrak Corporation Stock Appreciation Rights Plan. Incorporated by reference to Amendment No. 1 on Form 8-K/A as filed with the Securities and Exchange Commission on October 14, 2008.
- 10.2 Form of Award Agreement for Non-Qualified Stock Option Agreement for awards made on October 10, 2008.
- 10.3 Form of Award Agreement for Stock Appreciation Rights Agreement for awards made on October 10, 2008.
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 5, 2008

RENTRAK CORPORATION

By: /s/ Mark L. Thoenes

Mark L. Thoenes

Executive Vice President and Chief Financial Officer

Form of
AWARD AGREEMENT
for
NON-QUALIFIED STOCK OPTION

THIS AWARD AGREEMENT, effective as of October 10, 2008, is made by and between **RENTRAK CORPORATION**, an Oregon corporation ("Corporation"), and [**Name of Employee**], an employee of Corporation ("Employee"):

RECITALS

A. Corporation wishes to afford Employee the opportunity to purchase shares of its \$.001 par value Common Stock.

B. Corporation has adopted the 2005 Stock Incentive Plan of Rentrak Corporation (the "Plan").

C. The Committee appointed to administer the Plan has determined that it would be to the advantage and best interest of Corporation and its shareholders to grant the Non-Qualified Stock Option Award (the "Option") provided for in this Agreement to Employee as an inducement to remain in the service of Corporation and as an incentive for increased efforts during such service;

NOW, THEREFORE, in consideration of the mutual covenants in this Agreement and other good and valuable consideration, receipt of which is acknowledged, the parties agree as follows:

1. GRANT OF OPTION

1.1 Grant of Option. In consideration of Employee's agreement to remain in the employ of Corporation or its Subsidiaries and for other good and valuable consideration, effective as of the date of this Agreement, Corporation irrevocably grants to Employee an Option to purchase any part or all of an aggregate of _____ shares of its \$.001 par value Common Stock upon the terms and conditions set forth in this Agreement and the Plan.

1.2 Purchase Price. The purchase price of the shares of Common Stock covered by the Option is \$11.10 per share, without commission or other charge, subject to adjustment as provided in Section 13 of the Plan.

1.3 Consideration to Corporation. In consideration of the granting of this Option by Corporation, Employee agrees to render faithful and efficient services to Corporation or any Subsidiary, with such duties and responsibilities as set forth in Employee's employment agreement with Corporation, if any. Nothing in this Agreement or in the Plan confers upon Employee any right to continue in the employ of Corporation or any Subsidiary or will interfere with or restrict in any way the rights of Corporation and its Subsidiaries, which are expressly reserved, to discharge Employee at any time for any reason whatsoever, with or without cause, except as provided in Employee's employment agreement with Corporation, if any.

1.4 Cause. For purposes of this Agreement, "Cause" for termination of employment has the meaning set forth in the Employee's employment agreement, if any, or otherwise means any discharge for material or flagrant violation of the policies and procedures of Corporation or for other performance or conduct which is materially detrimental to the best interests of Corporation, as determined by the Board.

1.5 Adjustments in Option. The Option is subject to adjustment as provided in Section 13 of the Plan.

2. PERIOD OF EXERCISABILITY

2.1 Commencement of Exercisability.

(a) Subject to Sections 2.1(b), 2.1(c) and 2.3, the Option will vest and become exercisable if the performance criteria set forth in Exhibit A are attained as of March 31, 2011. The actual date of vesting will be the date the Committee determines such criteria have been attained, which shall occur, if at all, no

later than June 15, 2011. The performance criteria relate to the period from April 1, 2009, through March 31, 2011. The determination of whether the performance criteria have been met will be made by the Committee in its sole discretion. For purposes of this determination, the expense associated with the grant, vesting, and settlement of nonqualified stock options and stock appreciation rights granted on October 10, 2008, will not be included in the computation of operating income. The Committee has the authority to make any appropriate adjustments, determined in its sole discretion, to the performance criteria upon the occurrence of a significant corporate event, including, but not limited to, the acquisition of one or more businesses, the disposition of assets outside the ordinary course of business, impairments of long-lived assets, the correction of an accounting error, or restatement of Corporation's financial statements.

(b) No portion of the Option which is unexercisable upon termination of Employee's employment with Corporation or any Subsidiary will subsequently become exercisable.

(c) Notwithstanding Section 2.1(a), the Option will become fully and immediately exercisable if an event occurs that constitutes a Change in Control of Corporation before the Option expires pursuant to Section 2.3. For purposes of this Agreement, "Change in Control" is defined as the first occurrence of any of the following:

(i) Any person (including any individual, corporation, limited liability company, partnership, trust, group, association, or other "person," as such term is used in Section 13(d)(3) or 14(d) of the Exchange Act) other than a trustee or other fiduciary holding securities under an employee benefit plan of Corporation, is or becomes a beneficial owner (within the meaning of Rule 13d-3 promulgated under the Exchange Act), directly or indirectly, of securities of Corporation representing more than 50 percent of the combined voting power of Corporation's then outstanding securities;

(ii) A majority of the directors elected at any annual or special meeting of shareholders are not individuals nominated by Corporation's then incumbent Board; or

(iii) The shareholders of Corporation approve (i) a merger or consolidation of Corporation with any other corporation, other than a merger or consolidation which would result in the Voting Securities (defined as all issued and outstanding securities ordinarily having the right to vote at elections of Corporation's directors) of Corporation outstanding immediately prior to such transaction continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) 50 percent or more of the combined voting power of the Voting Securities of Corporation or of such surviving entity outstanding immediately after such merger or consolidation, (ii) a plan of complete liquidation of Corporation, or (iii) an agreement for the sale or disposition by Corporation of all or substantially all of its assets.

2.2 Duration of Exercisability. Once the Option becomes exercisable pursuant to Section 2.1, it will remain exercisable until it becomes unexercisable under Section 2.3.

2.3 Expiration of Option. The Option may not be exercised to any extent by anyone after the first to occur of the following events:

(a) The determination of the Committee that the performance criteria set forth in Exhibit A have not been attained;

(b) August 30, 2011;

(c) Immediately upon termination of Employee's employment with Corporation or any Subsidiary for Cause; or

(d) On the date specified in Section 2.4(b) in connection with a Terminating Event (as that term is defined in Section 2.4(b)).

2.4 Adjustments to and/or Cancellation of the Option.

(a) Neither (i) the issuance of additional shares of stock of Corporation in exchange for adequate consideration (including services), nor (ii) the conversion of outstanding preferred shares of Corporation into Common Stock, will be deemed to require an adjustment in the shares covered by the Option or in the purchase price of shares subject to the Option pursuant to Section 13 of the Plan. In the event the Committee determines that an event has occurred affecting Corporation such that an adjustment to the Option under Section 13 of the Plan should be made but that it is not practical or feasible to make such an adjustment, such event will be deemed a Terminating Event subject to the following paragraph.

(b) Subject to Section 13 of the Plan, in the event of a Change in Control of Corporation or the occurrence of an event in accordance with the last sentence of the previous paragraph (any of such events is herein referred to as a "Terminating Event"), the Committee will determine whether a provision will be made in connection with the Terminating Event for an appropriate assumption of the Option by, or substitution of appropriate new options covering stock of, a successor corporation employing Employee or stock of an affiliate of such successor employer corporation. If the Committee determines that such an appropriate assumption or substitution will be made, the Committee will give notice of the determination to Employee and the terms of such assumption or substitution, and any adjustments made (i) to the number and kind of shares subject to the Option outstanding under the Plan (or to options issued in substitution therefor), (ii) to the Option purchase price, and (iii) to the terms and conditions of the Option, will be binding upon Employee. If the Committee determines that no assumption or substitution will be made, the Committee will give notice of this determination to Employee, whereupon Employee will have the right for a period of 30 days following the notice to exercise in full or in part the unexercised and unexpired portion of this Option, all of which will become fully and immediately vested without regard to the limitation on exercisability specified in Section 2.1(a) above. Upon the expiration of this 30-day period, the Option will expire to the extent not earlier exercised.

(c) The Committee will exercise its discretion in connection with the determinations under this Section 2.4 in good faith and in a uniform and nondiscriminatory manner with respect to all participants under the Plan.

3. EXERCISE OF OPTION

3.1 Partial Exercise. Any exercisable portion of the Option or the entire Option, if then wholly exercisable, may be exercised in whole or in part at any time prior to the time when the Option or portion thereof becomes unexercisable under Section 2.3; provided, however, that each partial exercise will be for not less than 100 shares and must be for whole shares only.

3.2 Manner of Exercise. The Option, or any exercisable portion thereof, may be exercised solely by delivery to Corporation's Secretary or his office of all of the following prior to the time when the Option or such portion becomes unexercisable under Section 2.3:

(a) A written notice complying with the applicable rules established by the Committee stating that the Option, or a portion thereof, is exercised. The notice must be signed by Employee or other person then entitled to exercise the Option or such portion.

(b) Full payment to Corporation for the shares with respect to which such Option or portion is exercised, which must be:

(i) In cash; or

(ii) In shares of Corporation's Common Stock owned by Employee, duly endorsed for transfer to Corporation, with a Fair Market Value on the date of delivery equal to the aggregate purchase price of the shares as to which the Option is exercised; or

(iii) In shares of Corporation's Common Stock issuable to Employee upon exercise of the Option, with a Fair Market Value on the date of delivery equal to the aggregate purchase price of the shares as to which the Option is exercised; or

(iv) By delivery of a notice that Employee has placed a market sell order with a broker with respect to shares of Corporation's Common Stock then issuable upon exercise of the

Option, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to Corporation in satisfaction of the purchase price of the shares as to which the Option is exercised.

(c) A bona fide written representation and agreement, in a form satisfactory to the Committee, signed by Employee or other person then entitled to exercise such Option or portion as the Committee in its discretion, determines is necessary or appropriate to effect compliance with the Securities Act of 1933 and any other federal or state securities laws or regulations.

(d) Full payment to Corporation (or other employer corporation) of all amounts which, under federal, state or local tax law, it is required to withhold upon exercise of the Option. Such payment may be, in whole or in part, in (i) cash, (ii) shares of Corporation's Common Stock owned by Employee, duly endorsed for transfer, with a Fair Market Value equal to the sums required to be withheld, or (iii) shares of Corporation's Common Stock issuable to Employee upon exercise of the Option with a Fair Market Value equal to the sums required to be withheld.

(e) In the event the Option or portion is exercised pursuant to Section 4.1 by any person or persons other than Employee, appropriate proof of the right of such person or persons to exercise the Option.

3.3 Rights as Shareholder. The holder of the Option is not, and does not have any of the rights or privileges of, a shareholder of Corporation in respect of any shares purchasable upon the exercise of any part of the Option unless and until certificates representing such shares have been issued by Corporation to such holder.

4. OTHER PROVISIONS

4.1 Option Not Transferable. Neither the Option nor any interest or right therein or part thereof may be sold, pledged, assigned, or transferred in any manner other than by will or the laws of descent and distribution, unless and until such Option has been exercised, or the shares underlying such Option have been issued, and all restrictions applicable to such shares have lapsed. Neither the Option nor any interest or right in the Option or part thereof will be liable for the debts, contracts or engagements of Employee or his successors in interest or will be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof will be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence.

4.2 Shares to Be Reserved. Corporation will at all times during the term of the Option reserve and keep available such number of shares of Common Stock as will be sufficient to satisfy the requirements of this Agreement.

4.3 Notices. Any notice to be given under the terms of this Agreement to Corporation must be addressed to Corporation in care of its Secretary, and any notice to be given to Employee will be addressed to him at the address given beneath his signature. By a notice given pursuant to this Section 4.3, either party may designate a different address for notices to be given. Any notice which is required to be given to Employee will, if Employee is then deceased, be given to Employee's personal representative if such representative has previously informed Corporation of his status and address by written notice under this Section 4.3. Any notice will be deemed duly given when enclosed in a properly sealed envelope or wrapper addressed as pursuant to this Section, and deposited (with postage prepaid) in a post office or branch post office regularly maintained by the United States Postal Service.

4.4 Titles. Titles are provided in this Agreement for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

4.5 Construction. This Agreement will be administered, interpreted and enforced under the internal laws of the State of Oregon without regard to conflicts of laws thereof.

4.6 Conformity to Securities Laws. Employee acknowledges that the Plan is intended to conform to the extent necessary with all provisions of the Securities Act of 1933 and the Exchange Act and any and all

regulations and rules promulgated by the Securities and Exchange Commission thereunder, including without limitation Rule 16b-3. Notwithstanding anything herein to the contrary, the Plan will be administered, and the Option is granted and may be exercised, only in such a manner as to conform to such laws, rules and regulations. To the extent permitted by applicable law, the Plan and this Agreement will be deemed amended to the extent necessary to conform to such laws, rules and regulations.

4.7 Definition of Terms. All capitalized terms used in this Agreement without definition have the meanings ascribed to such terms in the Plan.

RENTRAK CORPORATION

By _____
Chief Executive Officer

[Name of Employee]

Address:

Employee's Taxpayer Identification Number: _____

Form of
AWARD AGREEMENT
for
STOCK APPRECIATION RIGHTS

THIS AWARD AGREEMENT, effective as of October 10, 2008, is made by and between **RENTRAK CORPORATION**, an Oregon corporation ("Corporation"), and **[Name of Employee]**, an employee of Corporation ("Employee"):

RECITALS

A. Corporation has adopted the Rentrak Corporation Stock Appreciation Rights Plan (the "Plan").

B. The Committee appointed to administer the Plan has determined that it would be to the advantage and best interest of Corporation and its shareholders to grant the Stock Appreciation Right Award ("SAR Award") provided for in this Agreement to Employee as an inducement to remain in the service of Corporation and as an incentive for increased efforts during such service;

NOW, THEREFORE, in consideration of the mutual covenants in this Agreement and other good and valuable consideration, receipt of which is acknowledged, the parties agree as follows:

1. **AWARD OF SARs**

1.1 Award of SARs. In consideration of Employee's agreement to remain in the employ of Corporation or its subsidiaries and for other good and valuable consideration, effective as of the date of this Agreement, Corporation irrevocably grants to Employee _____ SARs upon the terms and conditions set forth in this Agreement and the Plan.

1.2 Initial Measurement Value. The Initial Measurement Value of each SAR shall be \$11.10, subject to adjustment as provided in Section 11 of the Plan.

1.3 Consideration to Corporation. In consideration of the granting of the SARs by Corporation, Employee agrees to render faithful and efficient services to Corporation or a subsidiary, with such duties and responsibilities as set forth in Employee's employment agreement with Corporation, if any. Nothing in this Agreement or in the Plan confers upon Employee any right to continue in the employ of Corporation or any subsidiary or will interfere with or restrict in any way the rights of Corporation and its subsidiaries, which are expressly reserved, to discharge Employee at any time for any reason whatsoever, with or without cause, except as provided in Employee's employment agreement with Corporation, if any.

1.4 Adjustments in SAR. The Committee may make adjustments with respect to the SAR Award in accordance with the provisions of Section 11 of the Plan.

2. **VESTING AND SETTLEMENT**

2.1 Vesting.

(a) Subject to Sections 2.1(b), 2.1(c), and 2.2, the SAR Award will vest if the performance criteria set forth in Exhibit A are attained as of March 31, 2011. The actual date of vesting will be the date the Committee determines such criteria have been attained, which shall occur, if at all, no later than June 15, 2011. The performance criteria relate to the period from April 1, 2009, through March 31, 2011. The determination of whether the performance criteria have been met will be made by the Committee in its sole discretion. For purposes of this determination, the expense associated with the grant, vesting, and settlement of nonqualified stock options and stock appreciation rights granted on October 10, 2008, will not be included in the computation of operating income. The Committee has the authority to make any appropriate adjustments, determined in its sole discretion, to the performance criteria upon the occurrence of a significant corporate event, including, but not limited to, the acquisition of one or more businesses, the disposition of assets outside the ordinary course of business, impairments of long-lived assets, the correction of an accounting error, or restatement of Corporation's financial statements.

(b) No portion of the SAR Award which is unvested as of termination of Employee's employment with Corporation or a subsidiary will subsequently become vested.

(c) Notwithstanding Section 2.1(a), the SAR Award will become fully and immediately vested if an event occurs that constitutes a Change in Control of Corporation before the SAR Award expires under Section 2.2.

2.2 Expiration of SAR Award. The SAR Award will expire on the first to occur of the following events:

- (a) The determination of the Committee that the performance criteria set forth in Exhibit A have not been attained;
- (b) On August 30, 2011, if the Final Measurement Value for each SAR does not exceed the Initial Measurement Value; or
- (c) Immediately upon termination of Employee's employment with Corporation or a subsidiary for Cause.

2.3 Change in Control. In the event of a Change in Control, the SAR Award will be settled in accordance with Section 6.4 of the Plan.

2.4 Settlement. Unless otherwise provided in this Agreement, all vested SARs that have not otherwise been terminated, forfeited, or settled will be settled as follows:

- (a) The Settlement Date will be August 30, 2011; and
- (b) The Employee will receive payment of the full Settlement Value, less any required withholding, no later than September 30, 2011.

3. OTHER PROVISIONS

3.1 SARs Not Transferable. Neither the SAR Award nor any interest or right therein or part thereof may be sold, pledged, assigned, or transferred in any manner other than by will or the laws of descent and distribution, unless and until such SAR Award has been settled. Neither the SAR Award nor any interest or right in the SAR Award or part thereof will be liable for the debts, contracts or engagements of Employee or his successors in interest or will be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof will be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence.

3.2 Notices. Any notice to be given under the terms of this Agreement to Corporation must be addressed to Corporation in care of its Secretary, and any notice to be given to Employee will be addressed to him at the address given beneath his signature. By a notice given pursuant to this Section 3.2, either party may designate a different address for notices to be given. Any notice which is required to be given to Employee will, if Employee is then deceased, be given to Employee's personal representative if such representative has previously informed Corporation of his status and address by written notice under this Section 3.2. Any notice will be deemed duly given when enclosed in a properly sealed envelope or wrapper addressed as pursuant to this Section, and deposited (with postage prepaid) in a post office or branch post office regularly maintained by the United States Postal Service.

3.3 Titles. Titles are provided in this Agreement for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

3.4 Construction. This Agreement will be administered, interpreted and enforced under the internal laws of the State of Oregon without regard to conflicts of laws thereof.

3.5 Definition of Terms. All capitalized terms used in this Agreement without definition have the meanings ascribed to such terms in the Plan.

RENTRAK CORPORATION

By _____
Chief Executive Officer

[Name of Employee]

Address:

Employee's Taxpayer Identification Number: _____

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a)**

I, Paul A. Rosenbaum, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rentrak Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2008

By: /s/ Paul A. Rosenbaum
Paul A. Rosenbaum
Chairman of the Board and
Chief Executive Officer
Rentrak Corporation

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a)**

I, Mark L. Thoenes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rentrak Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2008

By: /s/ Mark L. Thoenes
Mark L. Thoenes
Executive Vice President
And Chief Financial Officer
Rentrak Corporation

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Rentrak Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul A. Rosenbaum, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Paul A. Rosenbaum

Paul A. Rosenbaum
Chairman of the Board and
Chief Executive Officer
Rentrak Corporation
November 5, 2008

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Rentrak Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark L. Thoenes, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Mark L. Thoenes

Mark L. Thoenes
Executive Vice President
and Chief Financial Officer
Rentrak Corporation
November 5, 2008