

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **1996-12-30**  
SEC Accession No. **0000912057-96-030513**

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FILER

**RAC FINANCIAL GROUP INC**

CIK: **1000368** | IRS No.: **752561085** | State of Incorporation: **NV** | Fiscal Year End: **0930**  
Type: **424B3** | Act: **33** | File No.: **333-14171** | Film No.: **96688341**  
SIC: **6141** Personal credit institutions

Mailing Address

1250 WEST MOCKINGBIRD LN  
DALLAS TX 75247

Business Address

1250 WEST MOCKINGBIRD LN  
DALLAS TX 75247  
2146306006

FILE PURSUANT TO RULE 424(b) (3)  
REGISTRATION NO. 333-14171

6,434,970 SHARES OF COMMON STOCK  
\$100,000,000 7.25% CONVERTIBLE SUBORDINATED NOTES DUE 2003

RAC FINANCIAL GROUP, INC.

SECOND SUPPLEMENT DATED DECEMBER 30, 1996  
TO PROSPECTUS DATED DECEMBER 6, 1996

TERMS USED IN THIS SUPPLEMENT AND NOT OTHERWISE  
DEFINED ARE USED AS DEFINED IN THE PROSPECTUS

On December 13, 1996, RAC Financial Group, Inc. (the "Company") filed a prospectus (the "Prospectus") relating to, among other things, the resale of \$100,000,000 of 7.25% Convertible Subordinated Notes Due 2003 ("Notes"), and on December 17, 1996, the Company filed a supplement to the table appearing on page 85 of the Prospectus, listing certain persons and entities as Selling Holders (the "Selling Holders Table") of the Prospectus.

Since that time, Bear, Stearns Securities Corp, one of the beneficial owners of the Securities included in the Selling Holders Table, has notified the Company that its holdings of Notes should be increased by \$3,260,000. The Company has prepared this Second Supplement to amend the Selling Holders Table of the Prospectus by changing the listing for Bear, Stearns Securities Corp in the Selling Holders Table to appear in its entirety as follows:

Name of Selling Holder -----	Aggregate Principal Amount of Notes Owned That May be Sold -----	Number of Shares of Common Stock Issuable -----
Bear, Stearns Securities Corp	\$20,340,000	1,247,852