CASH AMERICA INTERNATIONAL INC
Form 10-Q
October 28, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

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 1-9733

(Exact name of registrant as specified in its charter)

Texas	**75-2018239**
(State or other jurisdiction of	(I.R.S. Employer
Incorporation or organization)	Identification No.)

1600 West 7th Street	
Fort Worth, Texas	**76102**
(Address of principal executive offices)	(Zip Code)

(817) 335-1100

(Registrant s telephone number, including area code)

NONE

(Former name, former address and former fiscal year, if changed since last report)

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 þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes þ 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer þ 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 þ

APPLICABLE ONLY TO CORPORATE ISSUERS:

28,101,782 of the Registrants common shares, $.10 par value, were issued and outstanding as of October 21, 2013.

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CAUTIONARY NOTE CONCERNING FACTORS THAT MAY AFFECT FUTURE RESULTS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You should not place undue reliance on these statements. These forward-looking statements give current expectations or forecasts of future events and reflect the views and assumptions of senior management of Cash America International, Inc. and its subsidiaries (the Company) with respect to the business, financial condition and prospects of the Company. When used in this report, terms such as believes, estimates, should, could, would, plans, expects, anticipates, may, forecast, project and similar expression relate to the Company or its management are intended to identify forward-looking statements. Forward-looking statements address matters that involve risks and uncertainties that are beyond the ability of the Company to control and, in some cases, predict. Accordingly, there are or will be important factors that could cause the Company s actual results to differ materially from those indicated in these statements. Key factors that could cause the Company s actual financial results, performance or condition to differ from the expectations expressed or implied in such forward-looking statements include, but are not limited to, the following:

- the effect of domestic and foreign pawn, consumer credit, tax and other laws and government rules and regulations, including changes in such laws, rules and regulations, applicable to the Company s business, or changes in the interpretation or enforcement thereof, and the regulatory and examination authority of the Consumer Financial Protection Bureau with respect to providers of consumer financial products and services in the United States and the Financial Conduct Authority in the United Kingdom;
- public perception of the Company s business, including its consumer loan business and its business practices;
- changes in the political, regulatory or economic environment in foreign countries where the Company operates or in the future may operate;
- the Company s ability to process or collect consumer loans through the Automated Clearing House system;
- fluctuations, including a sustained decrease, in the price of gold or a deterioration in economic conditions;
- the effect of any current or future litigation proceedings and any judicial decisions or rule-making that affect the Company, its products or the legality or enforceability of its arbitration agreements;
- the actions of third parties who provide, acquire or offer products and services to, from or for the Company;
- the ability of the Company to maintain an allowance or liability for estimated losses on consumer loans that are adequate to absorb credit losses;
- changes in demand for the Company s services and changes in competition in the Company s online channel;
- the ability of the Company to attract and retain qualified executive officers;
- a prolonged interruption in the Company s operations of its facilities, systems and business functions, including its information technology and other business systems;

- the ability of the Company to open new locations in accordance with plans or to successfully integrate newly acquired businesses into the Company s operations;
- interest rate and foreign currency exchange rate fluctuations;
- changes in the capital markets, including the debt and equity markets;
- changes in the Company s ability to satisfy its debt obligations or to refinance existing debt obligations or obtain new capital to finance growth;
- cyber attacks or security breaches;
- acts of God, war or terrorism, pandemics and other events;
- the effect of any of the above changes on the Company s business or the markets in which the Company operates; and
- other risks and uncertainties described in this report or from time to time in the Company s filings with the Securities and Exchange Commission (the SEC).

The foregoing list of factors is not exhaustive and new factors may emerge or changes to these factors may occur that would impact the Company s business. Additional information regarding these and other factors may be contained in the Company s filings with the SEC, especially on Forms 10-K, 10-Q and 8-K. If one or more events related to these or other risks or uncertainties materialize, or if management s underlying assumptions prove to be incorrect, actual results may differ materially from what the Company anticipates. The Company disclaims any intention or obligation to update or revise any forward-looking statements to reflect events or circumstances occurring after the date of this report. All forward-looking statements are expressly qualified in their entirety by the foregoing cautionary statements.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except per share data)

(Unaudited)

	September 30, 2013	September 30, 2012	December 31, 2012
Assets			
Current assets:			
Cash and cash equivalents	$ 84,096	$ 78,663	$ 63,134
Pawn loans	253,678	254,077	244,640
Consumer loans, net	328,281	256,825	289,418
Merchandise held for disposition, net	193,115	171,285	167,409
Pawn loan fees and service charges receivable	50,090	48,771	48,991
Income taxes receivable	10,931	684	
Prepaid expenses and other assets	28,840	36,912	35,605
Deferred tax assets	46,429	39,826	48,992
Total current assets	995,460	887,043	898,189
Property and equipment, net	257,787	258,214	261,771
Goodwill	670,037	599,337	608,216
Intangible assets, net	46,860	34,877	36,473
Other assets	21,185	12,936	13,609
Total assets	$ 1,991,329	$ 1,792,407	$ 1,818,258
Liabilities and Equity			
Current liabilities:			
Accounts payable and accrued expenses	$ 137,473	$ 109,986	$ 126,664
Customer deposits	15,123	12,944	11,420
Income taxes currently payable			5,922
Current portion of long-term debt	22,606	44,205	43,617
Total current liabilities	175,202	167,135	187,623
Deferred tax liabilities	96,286	102,048	101,711
Noncurrent income tax payable		2,697	2,703
Other liabilities	1,287	1,007	888
Long-term debt	660,243	545,258	534,713
Total liabilities	$ 933,018	$ 818,145	$ 827,638
Equity:			
Cash America International, Inc. equity:			
Common stock, $0.10 par value per share, 80,000,000 shares authorized, 30,235,164 shares issued and outstanding	3,024	3,024	3,024
Additional paid-in capital	152,872	157,874	157,613

Retained earnings	991,682	855,972	879,434
Accumulated other comprehensive income	2,614	4,366	3,128
Treasury shares, at cost (2,164,873 shares, 1,214,646 shares and 1,351,712 shares as of September 30, 2013 and 2012, and as of December 31, 2012, respectively)	(91,881)	(46,175)	(51,304)
Total Cash America International, Inc. shareholders equity	1,058,311	975,061	991,895
Noncontrolling interest		(799)	(1,275)
Total equity	1,058,311	974,262	990,620
Total liabilities and equity	$ 1,991,329	$ 1,792,407	$ 1,818,258

See notes to consolidated financial statements.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(dollars in thousands, except per share data)

(Unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Revenue				
Pawn loan fees and service charges	$ 79,298	$ 76,500	$ 227,940	$ 221,450
Proceeds from disposition of merchandise	128,660	153,493	438,909	517,832
Consumer loan fees	227,563	205,094	640,199	558,656
Other	2,280	4,607	9,832	10,888
Total Revenue	437,801	439,694	1,316,880	1,308,826
Cost of Revenue				
Disposed merchandise	91,101	106,918	301,397	350,878
Consumer loan loss provision	99,693	84,299	251,774	219,079
Total Cost of Revenue	190,794	191,217	553,171	569,957
Net Revenue	247,007	248,477	763,709	738,869
Expenses				
Operations and administration	199,705	181,215	554,042	515,560
Depreciation and amortization	18,783	27,074	54,314	56,882
Total Expenses	218,488	208,289	608,356	572,442
Income from Operations	28,519	40,188	155,353	166,427
Interest expense	(9,260)	(7,196)	(25,608)	(21,065)
Interest income	1	22	69	79
Foreign currency transaction (loss) gain	(741)	93	(1,053)	(72)
Loss on extinguishment of debt	(346)		(346)	
Equity in loss of unconsolidated subsidiary		(61)	(136)	(209)
Income before Income Taxes	18,173	33,046	128,279	145,160
(Benefit) provision for income taxes	(28,013)	25,116	12,727	67,487
Net Income	46,186	7,930	115,552	77,673
Net loss (income) attributable to the noncontrolling interest		3,773	(308)	5,317
Net Income Attributable to Cash America International, Inc.	$ 46,186	$ 11,703	$ 115,244	$ 82,990
Earnings Per Share:				
Net Income attributable to Cash America International, Inc. common shareholders:				
Basic	$ 1.62	$ 0.40	$ 4.01	$ 2.80

Diluted	$ 1.52	$ 0.37	$ 3.73	$ 2.62
Weighted average common shares outstanding:				
Basic	28,426	29,536	28,747	29,599
Diluted	30,379	31,375	30,857	31,643
Dividends declared per common share	$ 0.035	$ 0.035	$ 0.105	$ 0.105

See notes to consolidated financial statements.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(dollars in thousands)

(Unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Net income	$ 46,186	$ 7,930	$ 115,552	$ 77,673
Other comprehensive (loss) gain, net of tax:				
Unrealized derivatives gain[(a)]				12
Foreign currency translation gain (loss)[(b)]	2,976	7,664	(371)	10,038
Marketable securities gain (loss)[(c)]		767	(254)	1,311
Total other comprehensive gain (loss), net of tax	2,976	8,431	(625)	11,361
Comprehensive income	$ 49,162	$ 16,361	$ 114,927	$ 89,034
Net loss (income) attributable to the noncontrolling interest		3,773	(308)	5,317
Foreign currency translation (gain) loss, net of tax, attributable to the noncontrolling interest		(77)	111	(99)
Comprehensive loss (income) attributable to the noncontrolling interest		3,696	(197)	5,218
Comprehensive income attributable to Cash America International, Inc.	$ 49,162	$ 20,057	$ 114,730	$ 94,252

(a) Net of tax provision of $6 for the nine months ended September 30, 2012.

(b) Net of tax provision of $1,977 and $1,529 for the three months ended September 30, 2013 and 2012, respectively, and $238 and $1,581 for the nine months ended September 30, 2013 and 2012, respectively.

(c) Net of tax (provision) benefit of $(413) for the three months ended September 30, 2012 and $136 and $(705) for the nine months ended September 30, 2013 and 2012, respectively.

See notes to consolidated financial statements.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY

(dollars in thousands, except per share data)

(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Treasury shares, at cost Shares	Treasury shares, at cost Amount	Total share-holders equity	Non-controlling interest	Total Equity
Balance as of January 1, 2012	**30,235,164**	**$ 3,024**	**$ 167,683**	**$ 776,060**	**$ (6,896)**	**(1,011,356)**	**$ (37,419)**	**$ 902,452**	**$ 5,138**	**$ 907,590**
Shares issued under stock-based plans			(8,208)			250,470	9,459	1,251		1,251
Stock-based compensation expense			3,982					3,982		3,982
Income tax benefit from stock-based compensation			2,082					2,082		2,082
Net income attributable to Cash America International, Inc.				82,990				82,990		82,990
Dividends paid				(3,078)				(3,078)		(3,078)
Unrealized derivatives gain, net of tax					12			12		12
Foreign currency translation gain, net of tax					9,939			9,939	99	10,038
Marketable securities unrealized gain, net of tax					1,311			1,311		1,311
Purchases of treasury shares						(453,760)	(18,215)	(18,215)		(18,215)
Loss attributable to the noncontrolling interest									(5,317)	(5,317)
Purchase of noncontrolling interest			(7,665)					(7,665)	(719)	(8,384)
Balance as of September 30, 2012	**30,235,164**	**$ 3,024**	**$ 157,874**	**$ 855,972**	**$ 4,366**	**(1,214,646)**	**$ (46,175)**	**$ 975,061**	**$ (799)**	**$ 974,262**
Balance as of January 1, 2013	**30,235,164**	**$ 3,024**	**$ 157,613**	**$ 879,434**	**$ 3,128**	**(1,351,712)**	**$ (51,304)**	**$ 991,895**	**$ (1,275)**	**$ 990,620**
Shares issued under stock-based plans			(4,871)			127,087	4,871			
Stock-based compensation expense			3,899					3,899		3,899
Income tax benefit from stock-based compensation			595					595		595
Redemption of convertible debt			(4,573)					(4,573)		(4,573)
Net income attributable to Cash America International, Inc.				115,244				115,244		115,244
Dividends paid				(2,996)				(2,996)		(2,996)
Foreign currency translation loss, net of tax					(260)			(260)	(111)	(371)

Marketable securities, net of tax					(254)			(254)		(254)
Purchases of treasury shares						(940,248)	(45,448)	(45,448)		(45,448)
Income from noncontrolling interest									308	308
Purchase of noncontrolling interest			209					209	1,078	1,287
Balance as of September 30, 2013	**30,235,164**	**$ 3,024**	**$ 152,872**	**$ 991,682**	**$ 2,614**	**(2,164,873)**	**$ (91,881)**	**$ 1,058,311**	**$**	**$ 1,058,311**

See notes to consolidated financial statements.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

(Unaudited)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Cash Flows from Operating Activities		
Net Income	$ 115,552	$ 77,673
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expenses	54,314	56,882
Amortization of debt discount and issuance costs	4,665	2,835
Consumer loan loss provision	251,774	219,079
Stock-based compensation	3,899	3,982
Deferred income taxes, net	(2,963)	5,614
Excess income tax benefit from stock-based compensation	(595)	(2,082)
Other	1,267	3,985
Changes in operating assets and liabilities, net of assets acquired:		
Merchandise other than forfeited	7,011	8,216
Pawn loan fees and service charges receivable	1,025	979
Finance and service charges on consumer loans	(3,773)	(2,989)
Prepaid expenses and other assets	1,920	(681)
Accounts payable and accrued expenses	12,890	(6,680)
Current and noncurrent income taxes	(16,025)	(10,787)
Other operating assets and liabilities	2,335	1,820
Net cash provided by operating activities	433,296	357,846
Cash Flows from Investing Activities		
Pawn loans made	(552,280)	(573,465)
Pawn loans repaid	320,055	323,891
Principal recovered through dispositions of forfeited pawn loans	209,399	244,686
Consumer loans made or purchased	(1,512,668)	(1,375,293)
Consumer loans repaid	1,222,379	1,124,728
Acquisitions, net of cash acquired	(104,668)	(56,919)
Purchases of property and equipment	(43,006)	(58,566)
Proceeds from sale of marketable securities	6,616	
Other investing activities	1,182	(784)
Net cash used in investing activities	(452,991)	(371,722)
Cash Flows from Financing Activities		
Net payments under bank lines of credit	(180,786)	7,427
Issuance of long-term debt	300,000	52,000
Net proceeds from re-issuance of treasury shares		1,251
Debt issuance costs paid	(9,941)	(425)
Payments on/repurchases of notes payable	(21,787)	(9,585)
Excess income tax benefit from stock-based compensation	595	2,082
Treasury shares purchased	(45,448)	(17,832)
Dividends paid	(2,996)	(3,078)

Purchase of noncontrolling interest		(4)		(5,625)
Net cash provided by financing activities		39,633		26,215
Effect of exchange rates on cash		1,024		3,782
Net increase in cash and cash equivalents		20,962		16,121
Cash and cash equivalents at beginning of year		63,134		62,542
Cash and cash equivalents at end of period	$	84,096	$	78,663
Supplemental Disclosures				
Non-cash investing and financing activities				
Pawn loans forfeited and transferred to merchandise held for disposition	$	237,685	$	257,278
Pawn loans renewed	$	197,781	$	206,412
Consumer loans renewed	$	487,258	$	471,415

See notes to consolidated financial statements.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include all of the accounts of Cash America International, Inc. and its subsidiaries (the Company). All significant intercompany accounts and transactions have been eliminated in consolidation.

The financial statements as of September 30, 2013 and 2012 and for the three- and nine-month periods then ended are unaudited but, in management s opinion, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for such interim periods. The year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles in the United States of America (GAAP). Operating results for the three- and nine-month periods are not necessarily indicative of the results that may be expected for the full fiscal year.

These financial statements and related notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

Through April 2013, the Company had a contractual relationship with a third party entity, Huminal, S.A. de C.V., *a Mexican sociedad anónima de capital variable* (Huminal). The Company qualified as the primary beneficiary of Huminal in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 810, *Consolidation* (ASC 810). Therefore, the results and balances of Huminal were consolidated and allocated to net income attributable to noncontrolling interests. In May 2013, the Company acquired the remaining outstanding common stock of Huminal to increase its ownership to 100% of Huminal and, as a result, Huminal became a wholly-owned subsidiary of the Company as of that date. The Company accounted for this transaction as a change in ownership interests that does not result in a change in control.

Cash and Cash Equivalents

The Company considers cash on hand in operating locations, deposits in banks and short-term investments with original maturities of 90 days or less as cash and cash equivalents. Cash equivalents are principally invested in short-term money market funds.

Goodwill and Other Indefinite-Lived Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. In accordance with ASC 350-20-35, *Goodwill Subsequent Measurement*, the Company tests goodwill and intangible assets with an indefinite life for potential impairment annually as of June 30 and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

The Company uses the income approach to complete its annual goodwill assessment. The income approach uses future cash flows and estimated terminal values for each of the Company s reporting units that are discounted using a market participant perspective to determine the fair value of each reporting unit, which is then compared to the carrying value of that reporting unit to determine if there is impairment. The income approach includes assumptions about revenue growth rates, operating margins and terminal growth rates discounted by an estimated weighted-average cost of capital derived from other publicly-traded companies that are similar but not identical from an operational and economic standpoint. The Company completed its annual assessment of goodwill as of June 30, 2013 and determined that the fair value of its goodwill was in excess of carrying value, and, as a result, no impairment existed at that date.

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The Company performed its annual indefinite-lived intangible asset impairment test as of June 30, 2013. The Company elected to perform a qualitative assessment in accordance with Accounting Standards Update (ASU) No. 2012-02, *Intangibles Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment* (ASU 2012-02), and determined that it was not more likely than not that the indefinite-lived intangible assets were impaired. Therefore, no further quantitative assessment was required.

Adopted Accounting Standards

In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (ASU 2013-02), which improves the reporting of reclassifications out of accumulated other comprehensive income. ASU 2013-02 requires an entity to report the effect of significant reclassifications out of accumulated other comprehensive income by the respective line items on the consolidated statements of income that compose net income if the amount being reclassified is required under GAAP to be reclassified in its entirety to net income. For other amounts that are not required under GAAP to be reclassified in their entirety from accumulated other comprehensive income to net income in the same reporting period, an entity is required to cross-reference other disclosures required under GAAP that provide additional detail about those amounts. The Company adopted ASU 2013-02 on January 1, 2013, and the adoption did not have a material effect on its financial position, results of operations or other comprehensive income. See Note 7 for further discussion.

In July 2012, the FASB issued ASU 2012-02. ASU 2012-02 provides companies with the option to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not (a likelihood of more than 50 percent) that the indefinite-lived intangible asset is impaired. If a company concludes that it is more likely than not that the asset is impaired, it is required to determine the fair value of the intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying value in accordance with ASC 350, *Intangibles Goodwill and Other*. If a company concludes otherwise, no further quantitative assessment is required. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, although early adoption is permitted. The Company adopted ASU 2012-02 on January 1, 2013, and the adoption did not have a material effect on its financial position or results of operations.

In December 2011, the FASB issued ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities (Topic 210)* (ASU 2011-11). ASU 2011-11 requires a company to provide enhanced disclosures about financial instruments and derivative instruments that are either presented on a net basis on the balance sheet or are subject to an enforceable master netting or similar arrangement. In January 2013, the FASB issued ASU No. 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities* (ASU 2013-01), which limits the scope of ASU 2011-11 by requiring additional disclosure about financial instruments and derivative instruments that are either offset in the statement of financial position or subject to an enforceable master netting arrangement. ASU 2013-01 requires retrospective disclosure for all comparative periods. ASU 2011-11 and ASU 2013-01 are effective for annual and interim reporting periods beginning January 1, 2013. The Company adopted ASU 2011-11 and ASU 2013-01 on January 1, 2013, and the adoption of these standards did not have a material effect on its financial position or results of operations. See Note 13 for further discussion.

Accounting Standards to be Adopted in Future Periods

In July 2013, the FASB issued ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11), which provides guidance on the presentation of unrecognized tax benefits when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. The amendments in this update are effective for fiscal years (and interim periods within those years) beginning after December 15, 2013. Early adoption is permitted. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The Company does not expect ASU 2013-11 to have a material effect on the Company s financial condition or results of operations.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

In March 2013, the FASB issued ASU No. 2013-05, *Foreign Currency Matters (Topic 830): Parent s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity (a consensus of the FASB Emerging Issues Task Force)* (ASU 2013-05), which applies to the release of the cumulative translation adjustment into net income when a parent either sells all or a part of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights) within a foreign entity. ASU 2013-05 is effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. The Company does not expect ASU 2013-05 to have a material effect on the Company s financial condition or results of operations.

2. Acquisitions

Recent Acquisitions

For the acquisitions described below, the Company has made these acquisitions pursuant to its business strategy of expanding storefront operations for its pawn business in the United States. Goodwill arising from these acquisitions consists largely of the synergies and economies of scale expected from combining the operations of the Company and the pawn lending locations acquired through these acquisitions in the retail services segments. All goodwill associated with these acquisitions is expected to be deductible for tax purposes.

Acquisition of 41 Pawn Lending Locations in Texas

In August 2013, the Company completed the acquisition of a chain of pawn lending locations in Texas that included 41 operating locations and the rights to one additional Texas pawn lending location (that was under construction but not open for business at the time of the acquisition), all of which were acquired from TDP Superstores Corp. and operate primarily under the name Top Dollar Pawn. The aggregate consideration paid for the acquisition was approximately $103.7 million, including consideration for non-competition covenants. The acquisition price was paid in cash and funded by available cash and through the Company s line of credit. The Company incurred approximately $0.4 million of acquisition costs related to the acquisition, which were expensed. The activities and goodwill related to this acquisition are included in the results of the Company s retail services segment.

The allocation of the purchase price for this acquisition is as follows (dollars in thousands):

Pawn loans	$ 14,468
Merchandise acquired	8,024
Pawn loan fees and service charges receivable	2,094
Property and equipment	4,230
Goodwill	62,335
Intangible assets [(a)]	14,404
Other assets	383
Other liabilities	(829)
Customer deposits	(1,365)
Total consideration paid for acquisition, net of cash acquired	$ 103,744

(a)

Includes $11.9 million related to customer relationships being amortized over seven years and $2.5 million related to a non-competition agreement being amortized over 10 years.

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Pending Acquisition of 34 Pawn Lending Locations in Georgia and North Carolina

In August 2013, the Company signed an asset purchase agreement for the acquisition of substantially all of the assets of a 34-store chain of pawn lending locations in Georgia and North Carolina (31 locations in Georgia and three locations in North Carolina) owned by PawnMart, Inc. and operating primarily under the PawnMart brand in both markets. The Company estimates the aggregate purchase price of the acquisition to be approximately $62.0 million, including consideration for certain non-competition covenants. The purchase price is expected to be paid in cash and funded through borrowings under the Company s line of credit. The purchase price may be adjusted based on the aggregate value of the pawn loan balance and merchandise inventory balance held by the seller at closing. The closing of the transaction is subject to the satisfaction of certain closing conditions, such as the receipt of certain approvals to be obtained by the seller and its parent company, Xponential, Inc., licensing and the receipt of certain regulatory approvals. If all conditions are satisfied, the closing of the acquisition is expected to occur in the fourth quarter of 2013.

3. Credit Quality Information on Pawn Loans

The Company manages its pawn loan portfolio by monitoring the type and adequacy of collateral compared to historical gross profit margins. If a pawn loan defaults, the Company relies on the disposition of pawned property to recover the principal amount of an unpaid pawn loan, plus a yield on the investment, because the Company s pawn loans are non-recourse against the customer. In addition, the customer s creditworthiness does not affect the Company s financial position or results of operations. Generally, forfeited merchandise has historically sold for an amount in excess of the cost of goods sold (which is the lower of cost, or the cost basis in the loan or amount paid for purchased merchandise, or fair value). Goods pledged to secure pawn loans are tangible personal property items such as jewelry, tools, televisions and other electronics, musical instruments and other miscellaneous items. A pawn loan is considered delinquent if the customer does not repay or, where allowed by law, renew or extend the loan on or prior to its contractual maturity date plus any applicable grace period. Pawn loan fees and service charges do not accrue on delinquent pawn loans. When a pawn loan is considered delinquent, any accrued pawn loan fees and service charges are reversed and no additional pawn loan fees and service charges are accrued. As of September 30, 2013 and 2012 and December 31, 2012, the Company had current pawn loans outstanding of $245.5 million, $246.0 million and $235.3 million, respectively, and delinquent pawn loans outstanding of $8.2 million, $8.1 million and $9.3 million, respectively.

4. Consumer Loans, Credit Quality Information on Consumer Loans, Allowance and Liability for Estimated Losses on Consumer Loans and Guarantees of Consumer Loans

Consumer loan fee revenue generated from the Company s consumer loans for the three and nine months ended September 30, 2013 and 2012 was as follows (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	**2013**	2012
Interest and fees on short-term loans	**$ 118,775**	$ 145,857	**$ 385,548**	$ 420,439
Interest and fees on line of credit accounts	**50,504**	20,077	**102,021**	45,998
Interest and fees on installment loans	**58,284**	39,160	**152,630**	92,219
Total consumer loan revenue	**$ 227,563**	$ 205,094	**$ 640,199**	$ 558,656

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Current and Delinquent Consumer Loans

The Company classifies its consumer loans as either current or delinquent. Short-term loans are considered delinquent when payment of an amount due is not made as of the due date. If a line of credit account or installment loan customer misses one payment, that payment is considered delinquent. If a line of credit account or installment loan customer does not make two consecutive payments, the entire account or loan is classified as delinquent. The Company allows for normal payment processing time before considering a loan delinquent but does not provide for any additional grace period.

The Company generally does not accrue interest on delinquent consumer loans and does not resume accrual of interest unless a loan is returned to current status. In addition, generally delinquent consumer loans may not be renewed, and if, during its attempt to collect on a delinquent consumer loan, the Company allows additional time for payment through a payment plan or a promise to pay, it is still considered delinquent. All payments received are first applied against accrued but unpaid interest and fees and then against the principal balance of the loan.

Allowance and Liability for Estimated Losses on Consumer Loans

The Company monitors the performance of its consumer loan portfolio and maintains either an allowance or liability for estimated losses on consumer loans (including fees and interest) at a level estimated to be adequate to absorb credit losses inherent in the portfolio. The allowance for losses on the Company s owned consumer loans reduces the outstanding loan balance in the consolidated balance sheets. The liability for estimated losses related to loans guaranteed by the Company under its credit services organization programs (CSO programs), which approximates the fair value of the liability, is included in Accounts payable and accrued expenses in the consolidated balance sheets.

In determining the allowance or liability for estimated losses on consumer loans, the Company applies a documented systematic methodology. In calculating the allowance or liability for loan losses, outstanding loans are divided into discrete groups of short-term loans, line of credit accounts and installment loans and are analyzed as current or delinquent. Increases in either the allowance or the liability, net of charge-offs and recoveries, are recorded as a Consumer loan loss provision in the consolidated statements of income.

The allowance or liability for short-term loans classified as current is based on historical loss rates adjusted for recent default trends in current loans. For delinquent short-term loans, the allowance or liability for estimated losses is based on a six-month rolling average of loss rates by stage of collection. For line of credit accounts and installment loan portfolios, the Company uses a migration analysis to estimate losses inherent in the portfolio. The allowance or liability calculation under the migration analysis is based on historical charge-off experience and the loss emergence period, which represents the average amount of time between the first occurrence of a loss event to the charge-off of a loan. The factors the Company considers to assess the adequacy of the allowance or liability include past due performance, historical behavior of monthly vintages, underwriting changes and recent trends in delinquency in the migration analysis.

The Company fully reserves and generally charges off consumer loans once the loan or a portion of the loan has been classified as delinquent for 60 consecutive days. If a loan is deemed uncollectible before it is fully reserved, it is charged off at that point. Consumer loans classified as delinquent generally have an age of one to 59 days from the date any portion of the loan became delinquent, as defined above. Recoveries on loans previously charged to the allowance are credited to the allowance when collected.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The components of Company-owned consumer loan portfolio receivables as of September 30, 2013 and 2012 and December 31, 2012 were as follows (dollars in thousands):

	As of September 30, 2013			
	Short-term Loans	**Line of Credit Accounts**	**Installment Loans**	**Total**
Current loans	**$ 103,320**	**$ 87,554**	**$ 155,100**	**$ 345,974**
Delinquent loans	**41,706**	**12,052**	**18,505**	**72,263**
Total consumer loans, gross	**145,026**	**99,606**	**173,605**	**418,237**
Less: allowance for losses	**(34,829)**	**(21,934)**	**(33,193)**	**(89,956)**
Consumer loans, net	**$ 110,197**	**$ 77,672**	**$ 140,412**	**$ 328,281**

	As of September 30, 2012			
	Short-term Loans	Line of Credit Accounts	Installment Loans	Total
Current loans	$ 130,034	$ 33,724	$ 98,262	$ 262,020
Delinquent loans	52,438	4,879	16,734	74,051
Total consumer loans, gross	182,472	38,603	114,996	336,071
Less: allowance for losses	(43,852)	(8,163)	(27,231)	(79,246)
Consumer loans, net	$ 138,620	$ 30,440	$ 87,765	$ 256,825

	As of December 31, 2012			
	Short-term Loans	Line of Credit Accounts	Installment Loans	Total
Current loans	$ 146,732	$ 36,603	$ 117,641	$ 300,976
Delinquent loans	52,565	6,097	15,483	74,145
Total consumer loans, gross	199,297	42,700	133,124	375,121
Less: allowance for losses	(45,982)	(11,107)	(28,614)	(85,703)
Consumer loans, net	$ 153,315	$ 31,593	$ 104,510	$ 289,418

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Changes in the allowance for losses for the Company-owned loans and the liability for estimated losses on the Company s guarantees of third-party lender-owned loans during the three and nine months ended September 30, 2013 and 2012 were as follows (dollars in thousands):

	Three Months Ended September 30, 2013			
	Short-term Loans	**Line of Credit Accounts**	**Installment Loans**	**Total**
Allowance for losses for Company-owned consumer loans:				
Balance at beginning of period	**$ 42,068**	**$ 10,649**	**$ 27,146**	**$ 79,863**
Consumer loan loss provision	**42,032**	**25,140**	**32,738**	**99,910**
Charge-offs	**(58,862)**	**(15,414)**	**(30,762)**	**(105,038)**
Recoveries	**9,591**	**1,559**	**4,071**	**15,221**
Balance at end of period	**$ 34,829**	**$ 21,934**	**$ 33,193**	**$ 89,956**
Liability for third-party lender-owned consumer loans:				
Balance at beginning of period	**$ 2,439**	**$**	**608**	**$ 3,047**
(Decrease) increase in liability	**(226)**		**9**	**(217)**
Balance at end of period	**$ 2,213**	**$**	**617**	**$ 2,830**

	Three Months Ended September 30, 2012			
	Short-term Loans	Line of Credit Accounts	Installment Loans	Total
Allowance for losses for Company-owned consumer loans:				
Balance at beginning of period	$ 45,409	$ 5,243	$ 19,919	$ 70,571
Consumer loan loss provision	50,846	9,656	23,155	83,657
Charge-offs	(63,281)	(8,817)	(17,635)	(89,733)
Recoveries	10,878	2,081	1,792	14,751
Balance at end of period	$ 43,852	$ 8,163	$ 27,231	$ 79,246
Liability for third-party lender-owned consumer loans:				
Balance at beginning of period	$ 2,417	$	$ 378	$ 2,795
Increase in liability	618		24	642
Balance at end of period	$ 3,035	$	$ 402	$ 3,437

	Nine Months Ended September 30, 2013			
	Short-term Loans	**Line of Credit Accounts**	**Installment Loans**	**Total**

Allowance for losses for Company-owned consumer loans:				
Balance at beginning of period	**$ 45,982**	**$ 11,107**	**$ 28,614**	**$ 85,703**
Consumer loan loss provision	**130,624**	**41,612**	**80,206**	**252,442**
Charge-offs	**(172,504)**	**(35,490)**	**(86,237)**	**(294,231)**
Recoveries	**30,727**	**4,705**	**10,610**	**46,042**
Balance at end of period	**$ 34,829**	**$ 21,934**	**$ 33,193**	**$ 89,956**
Liability for third-party lender-owned consumer loans:				
Balance at beginning of period	**$ 2,934**	**$**	**$ 564**	**$ 3,498**
(Decrease) increase in liability	**(721)**		**53**	**(668)**
Balance at end of period	**$ 2,213**	**$**	**$ 617**	**$ 2,830**

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

	Nine Months Ended September 30, 2012			
	Short-term Loans	Line of Credit Accounts	Installment Loans	Total
Allowance for losses for Company-owned consumer loans:				
Balance at beginning of period	$ 46,406	$ 3,723	$ 12,943	$ 63,072
Consumer loan loss provision	146,156	18,259	54,289	218,704
Charge-offs	(178,095)	(16,572)	(44,178)	(238,845)
Recoveries	29,385	2,753	4,177	36,315
Balance at end of period	$ 43,852	$ 8,163	$ 27,231	$ 79,246
Liability for third-party lender-owned consumer loans:				
Balance at beginning of period	$ 2,617	$	$ 445	$ 3,062
Increase (decrease) in liability	418		(43)	375
Balance at end of period	$ 3,035	$	$ 402	$ 3,437

Guarantees of Consumer Loans

In connection with its CSO programs, the Company guarantees consumer loan payment obligations to unrelated third-party lenders and is required to purchase any defaulted loans it has guaranteed. The guarantee represents an obligation to purchase specific loans that go into default. Short-term loans that are guaranteed generally have terms of less than 90 days. Secured auto equity loans, which are included in the Company s installment loan portfolio, that are guaranteed typically have an average term of less than 24 months, with available terms of up to 42 months. As of September 30, 2013 and 2012 and December 31, 2012, the amount of consumer loans guaranteed by the Company was $50.1 million, $55.3 million and $64.7 million, respectively, representing amounts due under consumer loans originated by third-party lenders under the CSO programs. The estimated fair value of the liability for estimated losses on consumer loans guaranteed by the Company of $2.8 million, $3.4 million and $3.5 million, as of September 30, 2013 and 2012 and December 31, 2012, respectively, is included in Accounts payable and accrued expenses in the accompanying consolidated balance sheets.

5. Merchandise Held for Disposition

Merchandise held for disposition and the related allowance as of September 30, 2013 and 2012 and December 31, 2012 associated with the Company s domestic and foreign retail services operations were as follows (dollars in thousands):

	As of September 30,						As of December 31,		
	2013			2012			2012		
	Total	**Allowance**	**Net**	Total	Allowance	Net	Total	Allowance	Net
Domestic	**$ 187,718**	**$ (840)**	**$ 186,878**	$ 160,775	$ (700)	$ 160,075	$ 162,495	$ (840)	$ 161,655
Foreign	**6,345**	**(108)**	**6,237**	11,221	(11)	11,210	5,765	(11)	5,754
Total	**$ 194,063**	**$ (948)**	**$ 193,115**	$ 171,996	$ (711)	$ 171,285	$ 168,260	$ (851)	$ 167,409

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

6. Long-Term Debt

The Company s long-term debt instruments and balances outstanding as of September 30, 2013 and 2012 and December 31, 2012 were as follows (dollars in thousands):

	Balance as of		
	September 30,		December 31,
	2013	2012	2012
Domestic and multi-currency line of credit due 2018	**$ 120,225**	$ 288,266	$ 301,011
6.12% senior unsecured notes due 2012		13,333	
6.09% Series A senior unsecured notes due 2016	**28,000**	35,000	28,000
7.26% senior unsecured notes due 2017	**20,000**	25,000	25,000
Variable rate senior unsecured notes due 2018	**35,417**	43,750	41,667
5.75% senior unsecured notes due 2018	**300,000**		
6.00% Series A senior unsecured notes due 2019	**47,000**	47,000	47,000
6.21% Series B senior unsecured notes due 2021	**20,455**	22,727	20,455
6.58% Series B senior unsecured notes due 2022	**5,000**	5,000	5,000
5.25% convertible senior notes due 2029	**106,752**	109,387	110,197
Total debt	**$ 682,849**	$ 589,463	$ 578,330
Less current portion	**(22,606)**	(44,205)	(43,617)
Total long-term debt	**$ 660,243**	$ 545,258	$ 534,713

Domestic and Multi-Currency Line of Credit

The Company s domestic and multi-currency line of credit, which includes the ability to borrow up to $50.0 million in specified foreign currencies or U.S. dollars (the Domestic and Multi-currency Line of Credit), was amended by the Company on May 10, 2013. The primary provisions of the amendment to the Domestic and Multi-currency Line of Credit include an extension of the maturity date from March 31, 2015 to March 31, 2018 and a decrease in the total credit available from $380.0 million to $280.0 million, subject to an accordion feature whereby the revolving line of credit may be increased up to an additional $100.0 million with the consent of any increasing lenders. Interest on the Domestic and Multi-currency Line of Credit is charged, at the Company s option, at either the London Interbank Offered Rate for one-, two-, three- or six-month periods, as selected by the Company for the first interest rate period, and for subsequent interest rate periods, one week or two weeks or one-, two-, three- or six-month periods, as selected by the Company (LIBOR), plus a margin varying from 2.00% to 3.25% or at the agent s base rate plus a margin varying from 0.50% to 1.75%. The margin for the Domestic and Multi-currency Line of Credit is dependent on the Company s cash flow leverage ratios as defined in the credit agreement entered into in connection with the Domestic and Multi-currency Line of Credit. The Company also pays a fee on the unused portion of the Domestic and Multi-currency Line of Credit ranging from 0.25% to 0.50% (0.38% as of September 30, 2013) based on the Company s cash flow leverage ratios. The weighted average interest rate (including margin) on the Domestic and Multi-currency Line of Credit was 2.81%, 2.75% and 3.06% as of September 30, 2013 and 2012 and December 31, 2012, respectively.

As of September 30, 2013, borrowings under the Company s Domestic and Multi-currency Line of Credit consisted of three pricing tranches with maturity dates ranging from one to 31 days, and as of September 30, 2012, borrowings under the Company s Domestic and Multi-currency Line of Credit consisted of three pricing tranches with maturity dates ranging from two to 31 days. The Company routinely refinances borrowings pursuant to the terms of its Domestic and Multi-currency Line of Credit; therefore, these borrowings are reported as part of the applicable line of credit and as long-term debt.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Variable Rate Senior Unsecured Notes

When the Company amended its Domestic and Multi-currency Line of Credit, it also extended the maturity date of its $50.0 million variable rate term loan facility (the 2018 Variable Rate Notes) from March 31, 2015 to March 31, 2018. The 2018 Variable Rate Notes are payable in equal quarterly principal installments of $2.1 million with any outstanding principal remaining due at maturity on March 31, 2018. Interest on the 2018 Variable Rate Notes is charged, at the Company s option, at either LIBOR (as defined above) plus a margin of 3.50% or at the agent s base rate plus a margin of 2.00%. The weighted average interest rate (including margin) on the 2018 Variable Rate Notes was 3.69% for September 30, 2013 and 3.75% as of each of September 30, 2012 and December 31, 2012.

In connection with the amendment of the Domestic and Multi-currency Line of Credit and the 2018 Variable Rate Notes, the Company incurred debt issuance costs of approximately $1.8 million during the nine months ended September 30, 2013, which primarily consisted of commitment fees, legal and other professional expenses. These costs are being amortized over a period of five years and are included in Other assets in the Company s consolidated balance sheets.

$300.0 Million 5.75% Senior Unsecured Notes

On May 15, 2013, the Company issued and sold $300.0 million in aggregate principal amount of 5.75% Senior Notes due 2018 (the 2018 Senior Notes). The Company offered and sold the 2018 Senior Notes to initial purchasers in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended (the Securities Act). The initial purchasers then resold the 2018 Senior Notes pursuant to the exemptions from registration under the Securities Act in reliance on Rule 144A and Regulation S. The 2018 Senior Notes bear interest at a rate of 5.75% annually on the principal amount, payable semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2013. The 2018 Senior Notes will mature on May 15, 2018. The 2018 Senior Notes are senior unsecured debt obligations of the Company and are guaranteed by all of the Company s domestic subsidiaries.

The 2018 Senior Notes are redeemable at the Company s option, in whole or in part, at any time at 100% of the aggregate principal amount of 2018 Senior Notes redeemed plus the applicable make whole redemption price specified in the Indenture that governs the 2018 Senior Notes (the 2018 Senior Notes Indenture), plus accrued and unpaid interest, if any, to the redemption date. In addition, if a change of control occurs, as that term is defined in the 2018 Senior Notes Indenture, the holders of 2018 Senior Notes will have the right, subject to certain conditions, to require the Company to repurchase their 2018 Senior Notes at a purchase price equal to 101% of the aggregate principal amount of 2018 Senior Notes repurchased plus accrued and unpaid interest, if any, as of the date of repurchase.

In addition, on May 15, 2013 the Company entered into a registration rights agreement with the initial purchasers (the Registration Rights Agreement) of the 2018 Senior Notes, pursuant to which the Company agreed to use commercially reasonable efforts to issue in exchange for the 2018 Senior Notes, on or prior to the 270th day following the closing date of the issuance and sale of the 2018 Senior Notes, identical new notes registered under the Securities Act. In certain circumstances, the Company may be required to file a shelf registration statement to cover resales of the 2018 Senior Notes. If the Company does not comply with certain covenants set forth in the Registration Rights Agreement, it must pay liquidated damages to holders of the 2018 Senior Notes.

In connection with the issuance of the 2018 Senior Notes, the Company incurred debt issuance costs of approximately $8.1 million during the nine months ended September 30, 2013, which primarily consisted of underwriting fees, legal and other professional expenses. These costs are being amortized over a period of five years and are included in Other assets in the Company s consolidated balance sheets.

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Other

When the Company entered into its Domestic and Multi-currency Line of Credit, it also entered into a separate credit agreement for the issuance of up to $20.0 million in letters of credit (the Letter of Credit Facility). When the Company amended its Domestic and Multi-currency Line of Credit, it also extended the maturity date of its Letter of Credit Facility from March 31, 2015 to March 31, 2018. The Company had standby letters of credit of $16.3 million under its Letter of Credit Facility as of September 30, 2013.

The Company s debt agreements for its Domestic and Multi-currency Line of Credit and its senior unsecured notes require the Company to maintain certain financial ratios. As of September 30, 2013, the Company was in compliance with all covenants or other requirements set forth in its debt agreements.

7. Reclassification out of Accumulated Other Comprehensive Income

In accordance with ASU 2013-02, the reclassification adjustments from accumulated other comprehensive income (AOCI) to net income for the three and nine months ended September 30, 2013 were as follows (dollars in thousands):

	Three Months Ended September 30, 2013			Nine Months Ended September 30, 2013		
	Foreign currency translation gain (loss), net of tax	Marketable securities, net of tax	Total	Foreign currency translation gain (loss), net of tax	Marketable securities, net of tax	Total
Balance at the beginning of period	$ (362)	$	$ (362)	$ 2,874	$ 254	$ 3,128
Other comprehensive income before reclassifications	2,976		2,976	(260)	373	113
Amounts reclassified from AOCI[(a)]					(627)	(627)
Net change in AOCI	2,976		2,976	(260)	(254)	(514)
Balance at the end of period	$ 2,614	$	$ 2,614	$ 2,614	$	$ 2,614

(a) The gain on marketable securities reclassified out of AOCI for the nine months ended September 30, 2013 is composed of a $964 gain and income tax expense of $337. The gain and income tax expense are included in Other revenue and Provision for income taxes, respectively, in the consolidated statements of income.

8. Net Income Per Share

Basic net income per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is calculated by giving effect to the potential dilution that could occur if securities or other contracts to issue common shares were exercised and converted into common shares during the period. Restricted stock units issued under the Company s stock-based employee compensation plans are included in diluted shares upon the granting of the awards even though the vesting of shares will occur over time. Performance-based awards are included in diluted shares based on the level of performance that management estimates is the most probable outcome at the grant date. Throughout the requisite service period, management monitors the probability of achievement of the performance condition and, if material, adjusts the number of shares included in diluted shares accordingly.

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The following table sets forth the reconciliation of numerators and denominators of basic and diluted net income per share computations for the three and nine months ended September 30, 2013 and 2012 (dollars and shares in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	**2013**	2012
Numerator:				
Net income attributable to Cash America International, Inc.	**$ 46,186**	$ 11,703	**$ 115,244**	$ 82,990
Denominator:				
Total weighted average basic shares[(a)]	**28,426**	29,536	**28,747**	29,599
Shares applicable to stock-based compensation[(b)]	**102**	164	**92**	188
Convertible debt[(c)]	**1,851**	1,675	**2,018**	1,856
Total weighted average diluted shares[(d)]	**30,379**	31,375	**30,857**	31,643
Net income basic	**$ 1.62**	$ 0.40	**$ 4.01**	$ 2.80
Net income diluted	**$ 1.52**	$ 0.37	**$ 3.73**	$ 2.62

(a) Includes vested and deferred restricted stock units of 301 and 291, as well as 31 and 31 shares held in the Company s nonqualified deferred compensation plan for the three months ended September 30, 2013 and 2012, respectively, and vested and deferred restricted stock units of 308 and 285, as well as 31 and 31 shares held in the Company s nonqualified deferred compensation plan for the nine months ended September 30, 2013 and 2012, respectively.

(b) For the three and nine months ended September 30, 2013, includes shares related to unvested restricted stock unit awards. For the three and nine months ended September 30, 2012, includes shares related to outstanding option awards that were exercisable and shares related to unvested restricted stock unit awards.

(c) The shares issuable with respect to the Company s senior unsecured convertible notes due 2029 (the 2029 Convertible Notes) have been calculated using the treasury stock method. The Company intends to settle the principal portion of the convertible debt in cash; therefore, only the shares related to the conversion spread have been included in weighted average diluted shares.

(d) There were 25 anti-dilutive shares for the nine months ended September 30, 2013 and no anti-dilutive shares for the three months ended September 30, 2013 and three and nine months ended September 30, 2012.

9. Income Taxes

During 2012, the Company s Mexico-based pawn operations that operated under the name Prenda Fácil were owned by Creazione Estilo, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (Creazione). In January 2013, the Company s Mexico-based pawn operations were sold by Creazione to another wholly-owned subsidiary of the Company, CA Empeños Mexico, S. de R.L. de C.V., and began operating exclusively under the name Cash America casa de empeño. The Company is currently in the process of liquidating the remaining assets of Creazione, which are insignificant. In connection with the liquidation of Creazione, the Company intends to claim a deduction on its 2013 federal income tax return for its tax basis in the stock of Creazione and has recognized an income tax benefit of $33.2 million as a result of the deduction. The Company believes that it meets the requirements for this deduction and that it should be treated as an ordinary loss, which will reduce the Company s cash taxes paid in 2013, and the Company has obtained a Private Letter Ruling from the Internal Revenue Service with respect to one of the various factors that it considered in making this determination. As of December 31, 2012, the Company had recorded an income tax benefit of $9.3 million and an offsetting valuation allowance associated with the Company s excess tax basis over its basis for financial purposes in the stock of Creazione. During the three months ended March 31, 2013, the Company recorded an additional income tax benefit of $23.9 million associated with its remaining tax basis in the stock of Creazione. In addition, the Company released the valuation allowance recorded in 2012 of $9.3 million and recorded a $33.2 million liability for uncertain tax benefits. Following the receipt of a favorable Private Letter Ruling from the Internal Revenue Service in September of 2013, the Company determined that it met the more-likely-than-not threshold for recording a tax benefit related to the Creazione stock basis deduction and released the $33.2 million liability for uncertain tax benefits during the three months ended September 30, 2013.

CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

During 2013, the statute of limitations expired related to the Mexico tax returns of Creazione for periods before it was acquired by the Company (pre-2008). As a result, in the third quarter of 2013, the Company released reserves established for unrecognized tax benefits of $1.0 million and the related accrued interest and penalties of $1.9 million.

The Company recognized income tax (benefit) expense of ($28.0) million and $12.7 million for the three and nine months ended September 30, 2013, respectively, compared to income tax expense of $25.1 million and $67.5 million for the three and nine months ended September 30, 2012, respectively. The decrease in income tax expense and the effective tax rate of (154.1%) and 9.9% for the three and nine months ended September 30, 2013, respectively, is primarily due to the recognition of the $33.2 million tax benefit associated with the Creazione stock basis deduction and the $1.0 million release of the reserve for uncertain tax benefits related to the Creazione pre-acquisition Mexico tax returns noted above. In addition, the income tax expense for the three and nine months ended September 30, 2012 was negatively impacted by the recognition of a $12.6 million valuation allowance related to the Mexico deferred tax assets of Creazione.

10. Operating Segment Information

The Company has two reportable operating segments: retail services and e-commerce. The retail services segment includes all of the operations of the Company s Retail Services Division, which is composed of both domestic and foreign storefront locations that offer some or all of the following services: pawn loans, consumer loans, the purchase and sale of merchandise, check cashing and other ancillary services such as money orders, wire transfers, prepaid debit cards, tax filing services and auto insurance. Most of these ancillary services offered in the retail services segment are provided through third-party vendors. The e-commerce segment includes the operations of the Company s E-Commerce Division, which is composed of the Company s domestic and foreign online lending channels through which the Company offers consumer loans. In the e-commerce segment, certain administration expenses are allocated between the domestic and foreign components based on the amount of loans written and renewed. The Company reports corporate operations separately from its retail services and e-commerce segment information. Corporate operations primarily include corporate expenses, such as legal, occupancy, executive oversight, insurance and risk management, public and government relations, internal audit, treasury, payroll, compliance and licensing, finance, accounting, tax and information systems (except for online lending systems, which are included in the e-commerce segment). Corporate income includes miscellaneous income not directly attributable to the Company s segments. Corporate assets primarily include corporate property and equipment, nonqualified savings plan assets, marketable securities, foreign exchange forward contracts and prepaid insurance.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The following tables contain operating segment data for the three and nine months ended September 30, 2013 and 2012 by segment, for the Company s corporate operations and on a consolidated basis (dollars in thousands):

	Retail Services			E-Commerce				
	Domestic	Foreign	Total	Domestic	Foreign	Total	Corporate	Consolidated
Three Months Ended September 30, 2013								
Revenue								
Pawn loan fees and service charges	$ 77,532	$ 1,766	$ 79,298	$	$	$	$	$ 79,298
Proceeds from disposition of merchandise	124,352	4,308	128,660					128,660
Consumer loan fees	29,504		29,504	104,954	93,105	198,059		227,563
Other	1,731	66	1,797	249	69	318	165	2,280
Total revenue	233,119	6,140	239,259	105,203	93,174	198,377	165	437,801
Cost of revenue								
Disposed merchandise	87,530	3,571	91,101					91,101
Consumer loan loss provision	10,037		10,037	49,225	40,431	89,656		99,693
Total cost of revenue	97,567	3,571	101,138	49,225	40,431	89,656		190,794
Net revenue	135,552	2,569	138,121	55,978	52,743	108,721	165	247,007
Expenses								
Operations and administration	111,220	2,831	114,051	38,662	31,755	70,417	15,237	199,705
Depreciation and amortization	9,878	764	10,642	3,252	706	3,958	4,183	18,783
Total expenses	121,098	3,595	124,693	41,914	32,461	74,375	19,420	218,488
Income (loss) from operations	$ 14,454	$ (1,026)	$ 13,428	$ 14,064	$ 20,282	$ 34,346	$ (19,255)	$ 28,519
As of September 30, 2013								
Total assets	$ 1,102,152	$ 120,131	$ 1,222,283	$ 420,914	$ 216,341	$ 637,255	$ 131,791	$ 1,991,329
Goodwill			$ 459,669			$ 210,368		$ 670,037

	Retail Services			E-Commerce				
	Domestic	Foreign	Total	Domestic	Foreign	Total	Corporate	Consolidated
Three Months Ended September 30, 2012								
Revenue								
Pawn loan fees and service charges	$ 73,209	$ 3,291	$ 76,500	$	$	$	$	$ 76,500
Proceeds from disposition of merchandise	141,088	12,405	153,493					153,493
Consumer loan fees	31,445		31,445	89,342	84,307	173,649		205,094
Other	1,938	252	2,190	374	14	388	2,029	4,607
Total revenue	247,680	15,948	263,628	89,716	84,321	174,037	2,029	439,694
Cost of revenue								
Disposed merchandise	96,315	10,603	106,918					106,918
Consumer loan loss provision	8,061		8,061	42,877	33,361	76,238		84,299

Total cost of revenue	104,376	10,603	114,979	42,877	33,361	76,238		**191,217**
Net revenue	143,304	5,345	148,649	46,839	50,960	97,799	2,029	**248,477**
Expenses								
Operations and administration	84,874	14,205	99,079	33,397	31,051	64,448	17,688	**181,215**
Depreciation and amortization	7,808	12,264	20,072	3,037	342	3,379	3,623	**27,074**
Total expenses	92,682	26,469	119,151	36,434	31,393	67,827	21,311	**208,289**
Income (loss) from operations	**$ 50,622**	**$ (21,124)**	**$ 29,498**	**$ 10,405**	**$ 19,567**	**$ 29,972**	**$ (19,282)**	**$ 40,188**
As of September 30, 2012								
Total assets	$ 993,598	$ 111,610	$ 1,105,208	$ 382,459	$ 174,665	$ 557,124	$ 130,075	**$ 1,792,407**
Goodwill			$ 388,965			$ 210,372		**$ 599,337**

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	Retail Services			E-Commerce				
	Domestic	**Foreign**	**Total**	**Domestic**	**Foreign**	**Total**	**Corporate**	**Consolidated**
Nine Months Ended September 30, 2013								
Revenue								
Pawn loan fees and service charges	**$ 222,508**	**$ 5,432**	**$ 227,940**	**$**	**$**	**$**	**$**	**$ 227,940**
Proceeds from disposition of merchandise	**425,716**	**13,193**	**438,909**					**438,909**
Consumer loan fees	**84,473**		**84,473**	**283,097**	**272,629**	**555,726**		**640,199**
Other	**6,149**	**988**	**7,137**	**1,051**	**92**	**1,143**	**1,552**	**9,832**
Total revenue	**738,846**	**19,613**	**758,459**	**284,148**	**272,721**	**556,869**	**1,552**	**1,316,880**
Cost of revenue								
Disposed merchandise	**290,569**	**10,828**	**301,397**					**301,397**
Consumer loan loss provision	**23,927**		**23,927**	**112,391**	**115,456**	**227,847**		**251,774**
Total cost of revenue	**314,496**	**10,828**	**325,324**	**112,391**	**115,456**	**227,847**		**553,171**
Net revenue	**424,350**	**8,785**	**433,135**	**171,757**	**157,265**	**329,022**	**1,552**	**763,709**
Expenses								
Operations and administration	**291,409**	**10,003**	**301,412**	**99,906**	**101,200**	**201,106**	**51,524**	**554,042**
Depreciation and amortization	**27,579**	**1,593**	**29,172**	**10,885**	**2,101**	**12,986**	**12,156**	**54,314**
Total expenses	**318,988**	**11,596**	**330,584**	**110,791**	**103,301**	**214,092**	**63,680**	**608,356**
Income (loss) from operations	**$ 105,362**	**$ (2,811)**	**$ 102,551**	**$ 60,966**	**$ 53,964**	**$ 114,930**	**$ (62,128)**	**$ 155,353**

	Retail Services			E-Commerce				
	Domestic	Foreign	Total	Domestic	Foreign	Total	Corporate	**Consolidated**
Nine Months Ended September 30, 2012								
Revenue								
Pawn loan fees and service charges	$ 210,807	$ 10,643	$ 221,450	$	$	$	$	**$ 221,450**
Proceeds from disposition of merchandise	481,558	36,274	517,832					**517,832**
Consumer loan fees	89,396		89,396	232,268	236,992	469,260		**558,656**
Other	7,085	512	7,597	827	19	846	2,445	**10,888**
Total revenue	788,846	47,429	836,275	233,095	237,011	470,106	2,445	**1,308,826**
Cost of revenue								
Disposed merchandise	318,788	32,090	350,878					**350,878**
Consumer loan loss provision	19,130		19,130	95,474	104,475	199,949		**219,079**
Total cost of revenue	337,918	32,090	370,008	95,474	104,475	199,949		**569,957**
Net revenue	450,928	15,339	466,267	137,621	132,536	270,157	2,445	**738,869**
Expenses								
Operations and administration	264,337	30,221	294,558	82,986	85,552	168,538	52,464	**515,560**
Depreciation and amortization	22,454	14,513	36,967	8,376	905	9,281	10,634	**56,882**

Total expenses	286,791	44,734	331,525	91,362	86,457	177,819	63,098	**572,442**
Income (loss) from operations	**$ 164,137**	**$ (29,395)**	**$ 134,742**	**$ 46,259**	**$ 46,079**	**$ 92,338**	**$ (60,653)**	**$ 166,427**

11. Commitments and Contingencies
Litigation

On August 6, 2004, James E. Strong filed a purported class action lawsuit in the State Court of Cobb County, Georgia against Georgia Cash America, Inc., Cash America International, Inc. (together with Georgia Cash America, Inc., Cash America), Daniel R. Feehan, and several unnamed officers, directors, owners and stakeholders of Cash America. In August 2006, James H. Greene and Mennie Johnson were permitted to join the lawsuit as named plaintiffs, and in June 2009, the court agreed to the removal of James E. Strong as a named plaintiff. The lawsuit alleges many different causes of action, among the most significant of which is that Cash America made illegal short-term loans in Georgia in violation of Georgia s usury law, the Georgia Industrial Loan Act and Georgia s Racketeer Influenced and Corrupt Organizations Act (RICO). First National Bank of Brookings, South Dakota (FNB) and Community State Bank of Milbank, South Dakota (CSB) for some time made loans to Georgia residents through Cash America s Georgia operating locations. The complaint in this lawsuit claims that Cash America was the true lender with respect to the loans made to Georgia borrowers and that FNB and CSB s involvement in the process is a

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

mere subterfuge. Based on this claim, the suit alleges that Cash America was the de facto lender and was illegally operating in Georgia. The complaint seeks unspecified compensatory damages, attorney s fees, punitive damages and the trebling of any compensatory damages. In November 2009 the case was certified as a class action lawsuit.

This case was scheduled to go to trial in November 2013, but on October 9, 2013, the parties agreed to a memorandum of understanding (the Settlement Memorandum). Pursuant to the Settlement Memorandum, the parties filed a joint motion containing the full terms of the settlement (the Settlement Agreement) to the trial court for approval on October 24, 2013. The Settlement Agreement requires a minimum payment by the Company of $18.0 million and a maximum payment of $36.0 million, to cover class claims (including honorarium payments to the named plaintiffs) and the plaintiffs attorneys fees and costs (including the costs of claims administration) (the Class Claims and Costs), all of which will count towards the aggregate payment for purposes of determining whether the minimum payment has been made or the maximum payment has been reached. The actual payout will depend on the number of claimants who submit claims for payment. If the Company does not pay at least $18.0 million towards the Class Claims and Costs, the Settlement Agreement requires the Company to pay, into a cy pres (non-profit) fund approved by the court, an amount equal to $18.0 million less the aggregate amount the Company pays towards the Class Claims and Costs. In accordance with ASC 855-10-55 *Subsequent Events* and ASC-20-50, *Contingencies*, the Company recognized a liability during the third quarter of 2013 in the amount of $18.0 million, which it deems the most probable payment amount. The Company denies all of the material allegations of the lawsuit and denies any and all liability or wrongdoing in connection with the conduct described in the lawsuit. If the Settlement Agreement is not approved by the court, the Company cannot predict the outcome of this litigation.

The Company is also a defendant in certain routine litigation matters encountered in the ordinary course of its business. Certain of these matters are covered to an extent by insurance. In the opinion of management, the resolution of these matters is not expected to have a material adverse effect on the Company s financial position, results of operations or liquidity.

Consumer Financial Protection Bureau

The Company has been advised by the Enforcement Division of the Consumer Financial Protection Bureau (the CFPB) that it is contemplating an enforcement action against the Company related to the improper preparation of certain court documents in connection with collections lawsuits initiated by the Company in Ohio, which were previously disclosed by the Company and for which it implemented a voluntarily reimbursement program for affected customers at an originally estimated cost to the Company of approximately $13.4 million before taxes, and a limited number of other issues that arose during the CFPB s 2012 examination. The Company has fully cooperated with the CFPB and continues to do so. Currently, the Company is seeking to negotiate a settlement to resolve all pending issues. The Company anticipates that a settlement will require, among other things, the payment of a civil money penalty and the enhancement of various procedures and controls. There is no certainty that a settlement will be successfully negotiated, or that the consequences of a settlement or an unsettled action will not have a material adverse impact on the Company s business, results of operations or financial position. Based upon the Company s assessment of the matter in accordance with ASC 450-20-20, *Contingencies Loss Contingencies Glossary* as of the date of filing this report on Form 10-Q, the Company currently expects that the CFPB enforcement action, including any monetary penalties or changes to its business that result from such enforcement action, will not have a material adverse impact on its business, results of operations or financial position.

12. Fair Value Measurements
Recurring Fair Value Measurements

In accordance with ASC 820-10, *Fair Value Measurements and Disclosures* (ASC 820-10), certain of the Company s assets and liabilities, which are carried at fair value, are classified in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The Company s financial assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2013 and 2012 and December 31, 2012 are as follows (dollars in thousands):

	September 30, 2013	**Fair Value Measurements Using Level 1**	**Level 2**	**Level 3**
Financial assets (liabilities):				
Forward currency exchange contracts	**$ (790)**	**$**	**$ (790)**	**$**
Nonqualified savings plan assets[a]	**13,455**	**13,455**		
Total	**$ 12,665**	**$ 13,455**	**$ (790)**	**$**

	September 30, 2012	Fair Value Measurements Using Level 1	Level 2	Level 3
Financial assets (liabilities):				
Forward currency exchange contracts	$ (307)	$	$ (307)	$
Nonqualified savings plan assets[a]	10,990	10,990		
Marketable securities[b]	6,426	6,426		
Total	$ 17,109	$ 17,416	$ (307)	$

	December 31, 2012	Fair Value Measurements Using Level 1	Level 2	Level 3
Financial assets (liabilities):				
Forward currency exchange contracts	$ (406)	$	$ (406)	$
Nonqualified savings plan assets[a]	11,347	11,347		
Marketable securities[b]	6,042	6,042		
Total	$ 16,983	$ 17,389	$ (406)	$

(a) The nonqualified savings plan assets have an offsetting liability of equal amount, which is included in Accounts payable and accrued expenses in the Company s consolidated balance sheets.

(b) Cumulative unrealized total gains, net of tax, on these equity securities of $0.5 million and $0.3 million as of September 30, 2012 and December 31, 2012, respectively, are recorded in Accumulated other comprehensive income (loss) in the Company s consolidated statements of equity. These marketable securities were sold during the second quarter of 2013. See Note 7 for further discussion.

The Company measures the fair value of its forward currency exchange contracts under Level 2 inputs as defined by ASC 820-10. For these forward currency exchange contracts, current market rates are used to determine fair value. The significant inputs used in these models are derived from observable market rates. During the nine months ended September 30, 2013 and 2012, there were no transfers of assets in or out of Level 1 or Level 2 fair value measurements.

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CASH AMERICA INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Financial Assets and Liabilities Not Measured at Fair Value

The Company s financial assets and liabilities as of September 30, 2013 and 2012 and December 31, 2012 that are not measured at fair value in the consolidated balance sheets are as follows (dollars in thousands):

	Carrying Value September 30, 2013	Estimated Fair Value September 30, 2013	Fair Value Measurement Using Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents	**$ 84,096**	**$ 84,096**	**$ 84,096**	**$**	**$**
Pawn loans	**253,678**	**253,678**			**253,678**
Consumer loans, net	**328,281**	**328,281**			**328,281**
Pawn loan fees and service charges receivable	**50,090**	**50,090**			**50,090**
Total	**$ 716,145**	**$ 716,145**	**$ 84,096**	**$**	**$ 632,049**
Financial liabilities:					
Domestic and Multi-currency Line of credit	**$ 120,225**	**$ 126,260**	**$**	**$ 126,260**	**$**
Senior unsecured notes	**455,872**	**445,888**		**445,888**	
2029 Convertible Notes	**106,752**	**195,612**		**195,612**	
Total	**$ 682,849**	**$ 767,760**	**$**	**$ 767,760**	**$**

	Carrying Value September 30, 2012	Estimated Fair Value September 30, 2012	Fair Value Measurement Using Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents	$ 78,663	$ 78,663	$ 78,663	$	$
Pawn loans	254,077	254,077			254,077
Consumer loans, net	256,825	256,825			256,825
Pawn loan fees and service charges receivable	48,771	48,771			48,771
Total	$ 638,336	$ 638,336	$ 78,663	$	$ 559,673
Financial liabilities:					
Domestic and Multi-currency Line of credit	$ 288,266	$ 295,747	$	$ 295,747	$
Senior unsecured notes	191,810	190,574		190,574	
2029 Convertible Notes	109,387	184,431		184,431	
Total	$ 589,463	$ 670,752	$	$ 670,752	$

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

	Carrying Value December 31, 2012	Estimated Fair Value December 31, 2012	Fair Value Measurement Using Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents	$ 63,134	$ 63,134	$ 63,134	$	$
Pawn loans	244,640	244,640			244,640
Consumer loans, net	289,418	289,418			289,418
Pawn loan fees and service charges receivable	48,991	48,991			48,991
Total	$ 646,183	$ 646,183	$ 63,134	$	$ 583,049
Financial liabilities:					
Domestic and Multi-currency Line of credit	$ 301,011	$ 309,969	$	$ 309,969	$
Senior unsecured notes	167,122	165,961		165,961	
2029 Convertible Notes	110,197	186,300		186,300	
Total	$ 578,330	$ 662,230	$	$ 662,230	$

Cash and cash equivalents bear interest at market rates and have maturities of less than 90 days.

Pawn loans generally have maturity periods of less than 90 days. If a pawn loan defaults, the Company disposes of the collateral. Historically, collateral has sold for an amount in excess of the principal amount of the loan.

Consumer loans are carried in the consolidated balance sheet net of the allowance for estimated loan losses, which is calculated by applying historical loss rates combined with recent default trends to the gross consumer loan balance. The unobservable inputs used to calculate the carrying value of consumer loans include historical loss rates and recent default trends. Consumer loans have relatively short maturity periods that are generally 12 months or less.

Pawn loan fees and service charges receivable are accrued ratably over the term of the loan based on the portion of these pawn loans deemed collectible. The Company uses historical performance data to determine collectability of pawn loan fees and service charges receivable. Additionally, pawn loan fee and service charge rates are determined by regulations and bear no valuation relationship to the capital markets interest rate movements.

The Company measures the fair value of long-term debt instruments using Level 2 inputs. The fair values of the Company s long-term debt instruments are estimated based on market values for debt issues with similar characteristics or rates currently available for debt with similar terms. As of September 30, 2013, the Company s Domestic and Multi-currency Line of Credit had a higher fair market value than the carrying value due to the difference in yield when compared to recent issuances of similar lines of credit. As of September 30, 2013, the Company s senior unsecured notes had a lower fair market value than the carrying value due to the difference in yield when compared to recent issuances of similar senior unsecured notes. As of September 30, 2013, the 2029 Convertible Notes had a higher fair value than carrying value due to the Company s stock price as of September 30, 2013 exceeding the applicable conversion price for the 2029 Convertible Notes, thereby increasing the value of the instrument for noteholders.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

13. Derivative Instruments

The Company periodically uses derivative instruments to manage risk from changes in market conditions that may affect the Company s financial performance. The Company primarily uses derivative instruments to manage its primary market risks, which are interest rate risk and foreign currency exchange rate risk.

The Company uses forward currency exchange contracts to hedge foreign currency risk in the United Kingdom and Australia. The Company s forward currency exchange contracts are non-designated derivatives. Any gain or loss resulting from these contracts is recorded as income or loss and is included in Foreign currency transaction gain (loss) in the Company s consolidated statements of income.

The Company s derivative instruments are presented in its financial statements on a net basis. The following table presents information related to the Company s derivative instruments as of September 30, 2013 and 2012 and December 31, 2012 (dollars in thousands):

Assets	**As of September 30, 2013**			
Non-designated derivatives:	**Notional Amount**	**Gross Amounts of Recognized Assets**	**Gross Amounts Offset in the Consolidated Balance Sheet**[(a)]	**Net Amounts of Assets Presented in the Consolidated Balance Sheet**[(b)]
Forward currency exchange contracts	**$ 97,290**	**$**	**$ (790)**	**$ (790)**

Assets	As of September 30, 2012			
Non-designated derivatives:	Notional Amount	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheet[(a)]	Net Amounts of Assets Presented in the Consolidated Balance Sheet[(b)]
Forward currency exchange contracts	$ 93,642	$	$ (307)	$ (307)

Assets	As of December 31, 2012			
Non-designated derivatives:	Notional Amount	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheet[(a)]	Net Amounts of Assets Presented in the Consolidated Balance Sheet[(b)]
Forward currency exchange contracts	$ 93,813	$	$ (406)	$ (406)

(a)

As of September 30, 2013, the Company had no gross amounts of recognized derivative instruments that the Company makes an accounting policy election not to offset. In addition, there is no financial collateral related to the Company s derivatives. The Company has no liabilities that are subject to an enforceable master netting agreement or similar arrangement.

(b) Represents the fair value of forward currency exchange contracts, which is recorded in Prepaid expenses and other assets in the consolidated balance sheets.

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The following table presents information on the effect of derivative instruments on the consolidated results of operations and AOCI for the three and nine months ended September 30, 2013 and 2012 (dollars in thousands):

	Gains (Losses) Recognized in Income		Gains Recognized in AOCI		Gains (Losses) Reclassified From AOCI into Income	
	Three Months Ended September 30,		Three Months Ended September 30,		Three Months Ended September 30,	
	2013	2012	**2013**	2012	**2013**	2012
Non-designated derivatives:						
Forward currency exchange contracts[a]	**$ (5,432)**	$ (4,097)	**$**	$	**$**	$
Total	**$ (5,432)**	$ (4,097)	**$**	$	**$**	$

	Gains (Losses) Recognized in Income		Gains Recognized in AOCI		Gains (Losses) Reclassified From AOCI into Income	
	Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	**2013**	2012	**2013**	2012
Derivatives designated as hedges:						
Interest rate contracts	**$**	$	**$**	$ 12	**$**	$
Total	**$**	$	**$**	$ 12	**$**	$
Non-designated derivatives:						
Forward currency exchange contracts[a]	**$ (181)**	$ (5,118)	**$**	$	**$**	$
Total	**$ (181)**	$ (5,118)	**$**	$	**$**	$

[a] The gains/(losses) on these derivatives substantially offset the (losses)/gains on the hedged portion of foreign intercompany balances.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.
The following discussion of financial condition, results of operations, liquidity and capital resources and certain factors that may affect future results, including economic and industry-wide factors, of Cash America International, Inc. and its subsidiaries (the Company) should be read in conjunction with the Company s consolidated financial statements and accompanying notes included under Part I, Item 1 of this Quarterly Report on Form 10-Q, as well as with Management s Discussion and Analysis of Financial Condition and Results of Operations included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

GENERAL

The Company provides specialty financial services to individuals through retail services locations and through electronic distribution platforms known as e-commerce activities.

The Company offers secured non-recourse loans, commonly referred to as pawn loans. Pawn loans are short-term loans (generally 30 to 90 days) made on the pledge of tangible personal property. Pawn loan fees and service charges revenue is generated from the Company s pawn loan portfolio. A related activity of the pawn lending operations is the disposition of collateral from unredeemed pawn loans and the liquidation of a smaller volume of merchandise purchased directly from customers or from third parties.

The Company originates, guarantees or purchases consumer loans (collectively referred to as consumer loans throughout this discussion). Consumer loans provide customers with cash, typically in exchange for an obligation to repay the amount advanced plus fees and any applicable interest. Consumer loans include short-term loans (commonly referred to as payday loans), line of credit accounts and installment loans.

Short-term loans include unsecured short-term loans written by the Company or by a third-party lender through the Company s credit services organization programs (CSO programs as further described below) that the Company guarantees. Line of credit accounts include draws made through the Company s line of credit products. Installment loans are longer-term multi-payment loans that generally require the pay-down of portions of the outstanding principal balance in multiple installments and include unsecured loans and auto equity loans, which are secured by a customer s vehicle, that are written by the Company or by a third-party lender through the Company s CSO programs that the Company guarantees.

Through the Company s CSO programs, the Company provides services related to a third-party lender s consumer loan products in some markets by acting as a credit services organization or credit access business on behalf of consumers in accordance with applicable state laws. Services offered under the CSO programs include credit-related services such as arranging loans with independent third-party lenders and assisting in the preparation of loan applications and loan documents (CSO loans). Under the CSO programs, the Company guarantees consumer loan payment obligations to the third-party lender in the event that the customer defaults on the loan. CSO loans are not included in the Company s financial statements, but the Company has established a liability for the estimated losses in support of the guarantee on these loans in its consolidated balance sheets.

In addition, the Company provides check cashing and other ancillary services through many of its retail services locations and through its franchised check cashing centers. These ancillary services are described below.

The Company has two reportable operating segments: retail services and e-commerce. The retail services segment includes all of the operations of the Company s Retail Services Division, which is composed of both domestic and foreign storefront locations that offer some or all of the following services: pawn loans, consumer loans, the purchase and sale of merchandise, check cashing and other ancillary services such as money orders, wire transfers, prepaid debit cards, tax filing services and auto insurance. Most of these ancillary services offered in the retail services segment are provided through third-party vendors. The e-commerce segment includes the operations of the Company s E-Commerce Division, which is composed of the Company s domestic and foreign online lending channels through which the Company offers consumer loans. The Company reports corporate operations separately from its retail services and e-commerce segment information. Corporate operations primarily include corporate

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expenses, such as legal, occupancy, executive oversight, insurance and risk management, public and government relations, internal audit, treasury, payroll, compliance and licensing, finance, accounting, tax and information systems (except for online lending systems, which are included in the e-commerce segment). Corporate income includes miscellaneous income not directly attributable to the Company s segments. Corporate assets primarily include corporate property and equipment, nonqualified savings plan assets, marketable securities, foreign exchange forward contracts and prepaid insurance.

Retail Services Segment

The following table sets forth the number of domestic and foreign Company-owned and franchised locations in the Company s retail services segment offering pawn lending, consumer lending, and other ancillary services as of September 30, 2013 and 2012. The Company s domestic retail services locations operate under the names Cash America Pawn, SuperPawn, Cash America Payday Advance, Cashland and Mr. Payroll In addition, certain domestic retail services locations acquired in late 2012 and 2013 that operate under various names that are expected to be changed to Cash America Pawn during 2013. The Company s foreign retail services locations operate under the name Cash America casa de empeño.

	As of September 30,					
	2013			2012		
	Domestic[(a)]	**Foreign**	**Total**	Domestic[(a)(b)]	Foreign	Total
Retail services locations offering:						
Both pawn and consumer lending	**581**		**581**	577		577
Pawn lending only	**211**	**47**	**258**	155	160	315
Consumer lending only	**68**		**68**	83		83
Other [(c)]	**88**		**88**	99		99
Total retail services	**948**	**47**	**995**	914	160	1,074

(a) Except as described in (c) below, includes locations operating in 22 and 23 states in the United States as of September 30, 2013 and 2012, respectively.

(b) Includes one unconsolidated franchised location operating under the name Cash America Pawn as of September 30, 2012.

(c) As of September 30, 2013 and 2012, includes 88 and 93 unconsolidated franchised check cashing locations, respectively, and as of September 30, 2012, includes six consolidated Company-owned check cashing locations. As of September 30, 2013 and 2012, includes locations operating in 13 and 15 states in the United States, respectively.

E-Commerce Segment

As of September 30, 2013 and 2012, the Company s e-commerce segment operated in 32 states in the United States and in three foreign countries:

in the United States at http://www.cashnetusa.com and http://www.netcredit.com,

in the United Kingdom at http://www.quickquid.co.uk and http://www.poundstopocket.co.uk,

in Australia at http://www.dollarsdirect.com.au, and

in Canada at http://www.dollarsdirect.ca.

The Company s internet websites and the information contained therein or connected thereto are not intended to be incorporated by reference into this Quarterly Report on Form 10-Q.

Recent Developments

Acquisition of 41 Pawn Lending Locations in Texas

In August 2013, the Company completed the acquisition of a chain of pawn lending locations in Texas that included 41 operating locations and the rights to one additional Texas pawn lending location (that was under construction but not open for business at the time of the acquisition), all of which were acquired from TDP

Superstores Corp. and operate primarily under the name Top Dollar Pawn. The aggregate consideration paid for the acquisition was approximately $103.7 million, including consideration for non-competition covenants. The acquisition price was paid in cash and funded by available cash and through the Company s line of credit. The Company incurred approximately $0.4 million of acquisition costs related to the acquisition, which were expensed. The activities and goodwill related to this acquisition are included in the results of the Company s retail services segment.

Pending Acquisition of 34 Pawn Lending Locations in Georgia and North Carolina

In August 2013, the Company signed an asset purchase agreement for the acquisition of substantially all of the assets of a 34-store chain of pawn lending locations in Georgia and North Carolina (31 locations in Georgia and three locations in North Carolina) owned by PawnMart, Inc. and operating primarily under the PawnMart brand in both markets. The Company estimates the aggregate purchase price of the acquisition to be approximately $62.0 million, including consideration for certain non-competition covenants. The purchase price is expected to be paid in cash and funded through borrowings under the Company s line of credit. The purchase price may be adjusted based on the aggregate value of the pawn loan balance and merchandise inventory balance held by the seller at closing. The closing of the transaction is subject to the satisfaction of certain closing conditions, such as the receipt of certain approvals to be obtained by the seller and its parent company, Xponential, Inc., licensing and the receipt of certain regulatory approvals. If all conditions are satisfied, the closing of the acquisition is expected to occur in the fourth quarter of 2013.

2013 Litigation Settlement

On October 9, 2013, the Company entered into a memorandum of understanding (the Settlement Memorandum) to settle an outstanding class action lawsuit that has been ongoing since 2004. Pursuant to the Settlement Memorandum, the parties filed a joint motion containing the full terms of the settlement (the Settlement Agreement) to the trial court for approval on October 24, 2013. The Settlement Agreement requires a minimum payment by the Company of $18.0 million and a maximum payment of $36.0 million, to cover class claims (including honorarium payments to the named plaintiffs) and the plaintiffs attorneys fees and costs (including the costs of claims administration) (the Class Claims and Costs), all of which will count towards the aggregate payment for purposes of determining whether the minimum payment has been made or the maximum payment has been reached. The actual payout will depend on the number of claimants who submit claims for payment. If the Company does not pay at least $18.0 million towards the Class Claims and Costs, the Settlement Agreement requires the Company to pay, into a cy pres (non-profit) fund approved by the court, an amount equal to $18.0 million less the aggregate amount the Company pays towards the Class Claims and Costs. In accordance with Financial Accounting Standards Board Accounting Standards Codification (ASC) 855-10-55 *Subsequent Events* and ASC-20-50, *Contingencies*, the Company recognized a liability during the third quarter of 2013 in the amount of $18.0 million, which it deems the most probable payment amount. The Company denies all of the material allegations of the lawsuit and denies any and all liability or wrongdoing in connection with the conduct described in the lawsuit, but the Company has agreed to the settlement to eliminate the uncertainty, distraction, burden and expense of further litigation. If the Settlement Agreement is not approved by the trial court, the Company cannot predict the outcome of this lawsuit. This settlement is collectively referred to as the 2013 Litigation Settlement. See Note 11 of Part I, Item 1. Financial Statements for additional information regarding this lawsuit.

Income Taxes

During 2012, the Company s Mexico-based pawn operations that operated under the name Prenda Fácil were owned by Creazione Estilo, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (Creazione). In January 2013, the Company s Mexico-based pawn operations were sold by Creazione to another wholly-owned subsidiary of the Company, CA Empeños Mexico, S. de R.L. de C.V., and began operating exclusively under the name Cash America casa de empeño. The Company is currently in the process of liquidating the remaining assets of Creazione, which are insignificant. In connection with the liquidation of Creazione, the Company intends to claim a deduction on its 2013 federal income tax return for its tax basis in the stock of Creazione and has recognized an income tax benefit of $33.2 million as a result of the deduction (the Creazione Deduction). The Company believes that it meets the requirements for this deduction and that it should be treated as an ordinary loss, which will reduce the Company s cash taxes paid in 2013, and the

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Company has obtained a Private Letter Ruling from the Internal Revenue Service with respect to one of the various factors that it considered in making this determination. As of December 31, 2012, the Company had recorded an income tax benefit of $9.3 million and an offsetting valuation allowance associated with the Company s excess tax basis over its basis for financial purposes in the stock of Creazione. During the three months ended March 31, 2013, the Company recorded an additional income tax benefit of $23.9 million associated with its remaining tax basis in the stock of Creazione. Following the receipt of a favorable Private Letter Ruling from the Internal Revenue Service in September of 2013, the Company determined that it met the more-likely-than-not threshold for recording a tax benefit related to the Creazione stock basis deduction and released the $33.2 million liability for uncertain tax benefits during the three months ended September 30, 2013.

Closure of Retail Services Locations in Texas that Offer Only Short-term Consumer Loans

As a result of restrictive local City ordinances that have been passed since 2011 that have had the effect of reducing the profitability and the volume of short-term consumer loans the Company offers to customers in Texas and also as a result of a related decline in demand for consumer loans in many of the Company s Texas retail services locations that offer only this product, the Company decided to close a total of 36 retail services locations. During the three months ended September 30, 2013, eight locations were closed, and the remaining 28 locations are expected to be closed during the fourth quarter of 2013. The Company expects to incur charges of approximately $1.5 million in the fourth quarter of 2013 in connection with these closures.

Recent Regulatory Developments

Consumer Financial Protection Bureau

The Company has been advised by the Enforcement Division of the Consumer Financial Protection Bureau (the CFPB) that it is contemplating an enforcement action against the Company related to the improper preparation of certain court documents in connection with collections lawsuits initiated by the Company in Ohio, which were previously disclosed by the Company and for which it implemented a voluntarily reimbursement program for affected customers at an originally estimated cost to the Company of approximately $13.4 million before taxes, and a limited number of other issues that arose during the CFPB s 2012 examination. The Company has fully cooperated with the CFPB and continues to do so. Currently, the Company is seeking to negotiate a settlement to resolve all pending issues. The Company anticipates that a settlement will require, among other things, the payment of a civil money penalty and the enhancement of various procedures and controls. While there is no certainty that a settlement will be successfully negotiated, or that the consequences of a settlement or an unsettled action will not have a material adverse impact on the Company s business, results of operations or financial position, based upon the Company s assessment of the matter as of the date of filing this report on Form 10-Q, the Company currently expects that the CFPB enforcement action, including any monetary penalties or changes to its business that result from such enforcement action, will not have a material adverse impact on its business, results of operations or financial position.

Financial Conduct Authority

The Company offers consumer loans over the internet in the United Kingdom where it is currently subject to regulation by the Office of Fair Trading (the OFT). In December 2012, the U.K. Parliament passed the Financial Services Act of 2012 (the Act), which created a new regulatory framework for the supervision and management of the banking and financial services industry in the United Kingdom, including the consumer lending industry in which the Company operates. The Act mandates that the Financial Conduct Authority (the FCA) take over responsibility for regulating consumer credit from the OFT in April 2014.

On October 3, 2013, the FCA issued a consultation paper on a proposed rulebook of prescriptive regulations that includes more stringent requirements for lenders such as the Company, including mandatory affordability checks on borrowers, limiting the number of rollovers to two, restricting how lenders can advertise and proposing the power to ban advertisements it deems misleading, and introducing a limit of two unsuccessful attempts on the use of continuous payment authority to pay off a loan. If the FCA regulations are adopted as they are currently proposed, the Company would be required to make adjustments to its collections processes, which could possibly result in lower collections on loans made by the Company and a decrease in the number of customers that the Company is able to approve. The Company is still assessing the potential impact of the proposed changes and what effect such changes may have on its business, prospects, results of operations and financial condition. The FCA is expected to publish the finalized rulebook in early 2014, with certain provisions expected to take effect on April 1, 2014 and other provisions, such as the potential limits on rollovers, continuous payment authority and advertising, expected to take effect on July 1, 2014. See Part II. Other Information Item 1A. Risk Factors for additional information regarding the regulation in the United Kingdom.

CRITICAL ACCOUNTING POLICIES

Except as described below, since December 31, 2012, there have been no changes in critical accounting policies as described in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

Goodwill and Other Indefinite-Lived Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. In accordance with ASC 350-20-35, *Goodwill Subsequent Measurement*, the Company tests goodwill and intangible assets with an indefinite life for potential impairment annually as of June 30 and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

The Company uses the income approach to complete its annual goodwill assessment. The income approach uses future cash flows and estimated terminal values for each of the Company s reporting units that are discounted using a market participant perspective to determine the fair value of each reporting unit, which is then compared to the carrying value of that reporting unit to determine if there is impairment. The income approach includes assumptions about revenue growth rates, operating margins and terminal growth rates discounted by an estimated weighted-average cost of capital derived from other publicly-traded companies that are similar but not identical from an operational and economic standpoint. The Company completed its annual assessment of goodwill as of June 30, 2013 and determined that the fair value of its goodwill was in excess of carrying value, and, as a result, no impairment existed at that date. Although no goodwill impairment was noted, there can be no assurances that future goodwill impairments will not occur. However, a 10% decrease in the estimated fair values of any of the Company s reporting units for the June 2013 assessment would not have resulted in a goodwill impairment.

The Company performed its annual indefinite-lived intangible asset impairment test as of June 30, 2013. The Company elected to perform a qualitative assessment in accordance with Financial Accounting Standards Board Accounting Standards Update (ASU) No. 2012-02, *Intangibles Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment* (ASU 2012-02), and determined that it was not more likely than not that the indefinite-lived intangible assets are impaired. Therefore, no further quantitative assessment was required.

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RESULTS OF CONTINUING OPERATIONS

Overview and Highlights

The Company s financial results for the three months ended September 30, 2013 (the current quarter) are summarized below.

- Consolidated total revenue was $437.8 million, representing a slight decrease of $1.9 million, or 0.4%, for the current quarter compared to the three months ended September 30, 2012 (the prior year quarter).
- Consolidated net revenue decreased $1.5 million, or 0.6%, to $247.0 million for the current quarter from $248.5 million for the prior year quarter.
  - Net revenue from pawn-related activities, which is the sum of pawn loan fees and service charges and the net proceeds from the disposition of merchandise, decreased 5.1%, or $6.2 million, in the current quarter compared to the prior year quarter.
  - Consumer loan net revenue, which consists of consumer loan fees, net of consumer loan loss provision, increased 5.9%, or $7.1 million, in the current quarter compared to the prior year quarter.
- Consolidated income from operations decreased $11.7 million, or 29.0%, to $28.5 million in the current quarter compared to $40.2 million in the prior year quarter. The decrease in income from operations includes the effect of an $18.0 million expense related to the 2013 Litigation Settlement.
- Consolidated net income increased $34.5 million to $46.2 million in the current quarter compared to $11.7 million in the prior year quarter. The increase in net income includes a tax benefit of $33.2 million related to the Creazione Deduction, partially offset by expenses of $18.0 million related to the 2013 Litigation Settlement.
- Consolidated diluted net income per share increased $1.15 per share, to $1.52 in the current quarter compared to $0.37 in the prior year quarter. The increase in diluted net income per share includes a tax benefit of $1.09 per share related to the Creazione Deduction.

The consolidated net income and the consolidated diluted net income per share for the prior year quarter were reduced by unusual expenses, net of income taxes, of $1.9 million and $18.5 million related to the withdrawal in July 2012 of the proposed initial public offering of common stock of Enova International, Inc., a wholly owned subsidiary of the Company (the Enova IPO), and the reorganization of the Company s Mexico-based pawn lending operations during 2012 (the Mexico Reorganization), respectively. See Overview Non-GAAP Disclosure Adjusted Earnings and Adjusted Earnings Per Share for additional information regarding these items.

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OVERVIEW

Consolidated Net Revenue

Consolidated net revenue is composed of total revenue less cost of disposed merchandise and consumer loan loss provision. Net revenue is the income available to satisfy all remaining expenses and is the measure management uses to evaluate top-line performance.

The following tables show the components of net revenue for the current quarter and prior year quarter for the Company s retail services and e-commerce segments, for the Company s corporate operations and on a consolidated basis (dollars in thousands):

	Three Months Ended September 30, 2013							
	Retail Services		E-Commerce		Corporate		Consolidated	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
Pawn loan fees and service charges	$ 79,298	57.4%	$	%	$	%	$ 79,298	32.1%
Proceeds from disposition of merchandise, net of cost of disposed merchandise	37,559	27.2%		%		%	37,559	15.2%
Pawn related	$ 116,857	84.6%	$	%	$	%	$ 116,857	47.3%
Consumer loan fees, net of loss provision	$ 19,467	14.1%	$ 108,403	99.7%	$	%	$ 127,870	51.8%
Other revenue	1,797	1.3%	318	0.3%	165	100.0%	2,280	0.9%
Net revenue	$ 138,121	100.0%	$ 108,721	100.0%	$ 165	100.0%	$ 247,007	100.0%

	Three Months Ended September 30, 2012							
	Retail Services		E-Commerce		Corporate		Consolidated	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
Pawn loan fees and service charges	$ 76,500	51.5%	$	%	$	%	$ 76,500	30.8%
Proceeds from disposition of merchandise, net of cost of disposed merchandise	46,575	31.3%		%		%	46,575	18.7%
Pawn related	$ 123,075	82.8%	$	%	$	%	$ 123,075	49.5%
Consumer loan fees, net of loss provision	$ 23,384	15.7%	$ 97,411	99.6%	$	%	$ 120,795	48.6%
Other revenue	2,190	1.5%	388	0.4%	2,029	100.0%	4,607	1.9%
Net revenue	$ 148,649	100.0%	$ 97,799	100.0%	$ 2,029	100.0%	$ 248,477	100.0%

	Nine Months Ended September 30, 2013							
	Retail Services		E-Commerce		Corporate		Consolidated	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
Pawn loan fees and service charges	$ 227,940	52.6%	$	%	$	%	$ 227,940	29.8%

Proceeds from disposition of merchandise, net of cost of disposed merchandise	**137,512**	**31.8%**		**%**		**%**	**137,512**	**18.1%**
Pawn related	**$ 365,452**	**84.4%**	**$**	**%**	**$**	**%**	**$ 365,452**	**47.9%**
Consumer loan fees, net of loss provision	**$ 60,546**	**14.0%**	**$ 327,879**	**99.7%**	**$**	**%**	**$ 388,425**	**50.9%**
Other revenue	**7,137**	**1.6%**	**1,143**	**0.3%**	**1,552**	**100.0%**	**9,832**	**1.2%**
Net revenue	**$ 433,135**	**100.0%**	**$ 329,022**	**100.0%**	**$ 1,552**	**100.0%**	**$ 763,709**	**100.0%**

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	Nine Months Ended September 30, 2012							
	Retail Services		E-Commerce		Corporate		Consolidated	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
Pawn loan fees and service charges	$ 221,450	47.5%	$	%	$	%	$ 221,450	30.0%
Proceeds from disposition of merchandise net of cost of disposed merchandise	166,954	35.8%		%		%	166,954	22.6%
Pawn related	$ 388,404	83.3%	$	%	$	%	$ 388,404	52.6%
Consumer loan fees, net of loss provision	$ 70,266	15.1%	$ 269,311	99.7%	$	%	$ 339,577	45.9%
Other revenue	7,597	1.6%	846	0.3%	2,445	100.0%	10,888	1.5%
Net revenue	$ 466,267	100.0%	$ 270,157	100.0%	$ 2,445	100.0%	$ 738,869	100.0%

For the current quarter, consolidated net revenue decreased $1.5 million, or 0.6%, to $247.0 million from $248.5 million for the prior year quarter. Pawn-related net revenue accounted for 47.3% and 49.5% of total consolidated net revenue for the current quarter and prior year quarter, respectively. Pawn-related net revenue decreased $6.2 million, to $116.9 million during the current quarter from $123.1 million in the prior year quarter. The decrease in pawn-related net revenue was primarily attributable to lower commercial sales and a decrease in gross profit margin on the disposition of merchandise.

Consumer loan net revenue accounted for 51.8% and 48.6% of total consolidated net revenue for the current quarter and prior year quarter, respectively. Consumer loan net revenue increased $7.1 million, to $127.9 million during the current quarter, mainly due to an increase in consumer loan fees that resulted from an increase in consumer loan balances in the e-commerce segment, partially offset by an increase in the loss provision as a percentage of consumer loan fees.

For the nine-month period ended September 30, 2013 (the current nine-month period), consolidated net revenue increased $24.8 million, or 3.4%, to $763.7 million from $738.9 million for the same period in 2012 (the prior year nine-month period). Consumer loan net revenue accounted for 50.9% and 45.9% of total consolidated net revenue for the current nine-month period and prior year nine-month period, respectively. Consumer loan net revenue increased $48.8 million, to $388.4 million during the current nine-month period, mainly due to an increase in consumer loan fees that resulted from an increase in consumer loan balances in the e-commerce segment and a decrease in the loss provision as a percentage of consumer loan fees in the e-commerce segment.

Pawn-related net revenue accounted for 47.9% and 52.6% of consolidated net revenue for the current nine-month period and prior year nine-month period, respectively. Pawn-related net revenue decreased $22.9 million, to $365.5 million during the current nine-month period from $388.4 million in the prior year nine-month period. The decrease in pawn-related net revenue was primarily attributable to lower commercial sales and a decrease in gross profit margin on the disposition of merchandise.

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Non-GAAP Disclosure

In addition to the financial information prepared in conformity with generally accepted accounting principles in the United States of America (GAAP), the Company provides historical non-GAAP financial information. Management believes that presentation of non-GAAP financial information is meaningful and useful in understanding the activities and business metrics of the Company s operations. Management believes that these non-GAAP financial measures reflect an additional way of viewing aspects of the Company s business that, when viewed with its GAAP results, provide a more complete understanding of factors and trends affecting its business.

Management provides non-GAAP financial information for informational purposes and to enhance understanding of the Company s GAAP consolidated financial statements. Readers should consider the information in addition to, but not instead of or superior to, its financial statements prepared in accordance with GAAP. This non-GAAP financial information may be determined or calculated differently by other companies, limiting the usefulness of those measures for comparative purposes.

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Adjusted Earnings and Adjusted Earnings Per Share

In addition to reporting financial results in accordance with GAAP, the Company has provided adjusted earnings and adjusted earnings per share, which are non-GAAP measures. Management believes that the presentation of these measures provides investors with greater transparency and facilitates comparison of operating results across a broad spectrum of companies with varying capital structures, compensation strategies, derivative instruments and amortization methods, which provides a more complete understanding of the Company s financial performance, competitive position and prospects for the future. Management also believes that investors regularly rely on non-GAAP financial measures, such as adjusted earnings and adjusted earnings per share, to assess operating performance and that such measures may highlight trends in the Company s business that may not otherwise be apparent when relying on financial measures calculated in accordance with GAAP. In addition, management believes that the adjustments shown below, especially the adjustments related to the Creazione Deduction, the 2013 Litigation Settlement, the Mexico Reorganization and the Enova IPO, are useful to investors in order to allow them to more clearly compare the Company s financial results for the current quarter and current nine-month period with the prior year quarter and the prior year nine-month period, respectively.

The following table provides a reconciliation for the three and nine months ended September 30, 2013 and 2012 between net income attributable to the Company and diluted earnings per share calculated in accordance with GAAP to adjusted earnings and adjusted earnings per share, respectively, which are shown net of tax (dollars in thousands, except per share data):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2013		2012		**2013**		2012	
	$	**Per Diluted Share[(a)]**	$	Per Diluted Share[(a)]	**$**	**Per Diluted Share[(a)]**	$	Per Diluted Share[(a)]
Net income and diluted earnings per share attributable to Cash America International, Inc.	**$ 46,186**	**$ 1.52**	$ 11,703	$ 0.37	**$ 115,244**	**$ 3.73**	$ 82,990	$ 2.62
Adjustments (net of tax):								
Tax benefit related to Creazione Deduction[(b)]	**(33,201)**	(1.09)			(33,201)	(1.08)		
2013 Litigation Settlement[(c)]	**11,340**	0.37			11,340	0.37		
Charges related to withdrawn proposed Enova IPO[(d)]			1,941	0.06			2,461	0.08
Charges related to the Mexico Reorganization[(e)]			18,456	0.59			18,456	0.58
Subtotal	**24,325**	**0.80**	32,100	1.02	**93,383**	**3.02**	103,907	3.28
Other adjustments (net of tax):								
Intangible asset amortization	**1,014**	**0.03**	639	0.02	**2,675**	**0.10**	2,042	0.06
Non-cash equity-based compensation	**698**	**0.02**	564	0.02	**2,456**	**0.08**	2,481	0.08
Convertible debt non-cash interest and issuance cost amortization	**634**	**0.02**	601	0.02	**1,897**	**0.06**	1,766	0.06
Foreign currency transaction loss (gain)	**467**	**0.02**	(58)		**663**	**0.02**	45	
Adjusted earnings and adjusted earnings per share	**$ 27,138**	**$ 0.89**	$ 33,846	$ 1.08	**$ 101,074**	**$ 3.28**	$ 110,241	$ 3.48

(a) Diluted shares are calculated by giving effect to the potential dilution that could occur if securities or other contracts to issue common shares were exercised and converted into common shares during the period.

(b) Represents income benefit related to the Creazione Deduction. See Recent Developments Income Taxes section above for further discussion.

(c) Represents charges related to the 2013 Litigation Settlement of $18.0 million, net of tax benefit of $6.7 million. See Recent Developments 2013 Litigation Settlement section above for further discussion

(d) Represents charges directly related to the withdrawn Enova IPO. For the three months ended September 30, 2012, represents $3.1 million of charges, net of tax benefit of $1.2 million. For the nine months ended September 30, 2012, represents $3.9 million of charges, net of tax benefit of $1.5 million.

(e) Represents charges related to the Mexico Reorganization. For the three and nine months ended September 30, 2012, represents $21.9 million of charges, net of tax benefit of $1.2 million and noncontrolling interest of $2.3 million.

Adjusted EBITDA

The table below shows adjusted EBITDA, a non-GAAP measure that the Company defines as earnings excluding depreciation, amortization, interest, foreign currency transaction gains or losses, equity in earnings or loss of unconsolidated subsidiary and provision for income taxes and including the net income or loss attributable to noncontrolling interests. Management believes adjusted EBITDA is used by investors to analyze operating performance and evaluate the Company s ability to incur and service debt and its capacity for making capital expenditures. Adjusted EBITDA is also useful to investors to help assess the Company s liquidity and estimated enterprise value. In addition, management believes that the adjustments shown below, especially the adjustments related to the 2013 Litigation Settlement, the withdrawn Enova IPO, the Mexico Reorganization, and the voluntary reimbursements to Ohio customers (the Ohio Reimbursements) are useful to investors in order to allow them to compare the Company s financial results for the current and prior year trailing 12 months. The computation of adjusted EBITDA as presented below may differ from the computation of similarly-titled measures provided by other companies (dollars in thousands):

	Trailing 12 Months Ended September 30,	
	2013	2012
Net income attributable to Cash America International, Inc.	**$ 139,724**	$ 120,817
Adjustments:		
2013 Litigation settlement[a]	**18,000**	
Charges related to withdrawn proposed Enova IPO[b]		3,879
Charges related to Mexico Reorganization[c]	**6,965**	21,908
Charges related to Ohio Reimbursements[d]	**13,400**	
Depreciation and amortization expenses[e]	**71,377**	60,350
Interest expense, net	**33,540**	28,182
Foreign currency transaction loss	**1,294**	279
Loss on extinguishment of debt	**346**	
Equity in loss of unconsolidated subsidiary	**222**	243
Provision for income taxes[f]	**29,896**	83,409
Net loss attributable to the noncontrolling interest	**(181)**	(5,539)[g]
Adjusted EBITDA	**$ 314,583**	$ 313,528
Adjusted EBITDA margin calculated as follows:		
Total revenue	**$ 1,808,484**	$ 1,782,783
Adjusted EBITDA	**$ 314,583**	$ 313,528
Adjusted EBITDA as a percentage of total revenue	**17.4%**	17.6%

(a) Represents charges related to the 2013 Litigation Settlement of $18.0 million, before tax benefit of $6.7 million.

(b) Represents charges directly related to the withdrawn Enova IPO, before tax benefit of $1.5 million

(c) For the trailing twelve months ended September 30, 2013, represents charges related to the Mexico Reorganization, and includes $1.5 million of depreciation and amortization expense as noted in (e) below. For the trailing twelve months ended September 30, 2012, represents charges related to the Mexico Reorganization, before tax benefit of $1.2 million and noncontrolling interest of $2.3 million. Includes $11.1 million and $7.2 million of depreciation and amortization expenses and charges for the recognition of a deferred tax asset valuation allowance, respectively, as noted in (e) and (f) below.

(d) Represents charges related to the Ohio Reimbursements, before tax benefit of $5.0 million.

(e) Excludes $1.5 million and $11.1 million of depreciation and amortization expenses for the trailing twelve months ended September 30, 2013 and 2012, respectively, which are included in Charges related to the Mexico Reorganization in the table above.

(f) For the trailing twelve months ended September 30, 2013, includes income benefit of $33.2 million related to the Creazione Deduction. For the trailing twelve months ended September 30, 2012, excludes a $7.2 million charge for the recognition of a deferred tax asset valuation allowance which is included in Charges related to the Mexico Reorganization in the table above and includes an income tax benefit related to the Mexico Reorganization of $1.2 million.

(g) Includes $2.3 million of noncontrolling interests related to the Mexico Reorganization.

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QUARTER ENDED SEPTEMBER 30, 2013 COMPARED TO QUARTER ENDED SEPTEMBER 30, 2012

Pawn Lending Activities

Pawn lending activities consist of pawn loan fees and service charges from the retail services segment during the period and the profit on disposition of collateral from unredeemed pawn loans, as well as the sale of merchandise acquired from customers directly or from third parties.

The following table sets forth selected data related to the Company s pawn lending activities as of and for the three months ended September 30, 2013 and 2012 (dollars in thousands except where otherwise noted):

	As of September 30,			
	2013	2012	Change	% Change
Ending pawn loan balances				
Domestic retail services	**$ 248,427**	$ 241,261	$ 7,166	3.0%
Foreign retail services	**5,251**	12,816	(7,565)	(59.0)%
Consolidated pawn loan balances	**$ 253,678**	$ 254,077	$ (399)	(0.2)%
Ending merchandise balance, net				
Domestic retail services	**$ 186,878**	$ 160,075	$ 26,803	16.7%
Foreign retail services	**6,237**	11,210	(4,973)	(44.4)%
Consolidated merchandise balance, net	**$ 193,115**	$ 171,285	$ 21,830	12.7%

	Three Months Ended September 30,			
	2013	2012	Change	% Change
Pawn loan fees and service charges				
Domestic retail services	**$ 77,532**	$ 73,209	$ 4,323	5.9%
Foreign retail services	**1,766**	3,291	(1,525)	(46.3)%
Consolidated pawn loan fees and service charges	**$ 79,298**	$ 76,500	$ 2,798	3.7%
Average pawn loan balance outstanding				
Domestic retail services	**$ 241,785**	$ 232,027	$ 9,758	4.2%
Foreign retail services	**5,012**	11,870	(6,858)	(57.8)%
Consolidated average pawn loans outstanding	**$ 246,797**	$ 243,897	$ 2,900	1.2%
Amount of pawn loans written and renewed				
Domestic retail services	**$ 258,055**	$ 238,191	$ 19,864	8.3%
Foreign retail services	**14,043**	35,240	(21,197)	(60.2)%
Consolidated amount of pawn loans written and renewed	**$ 272,098**	$ 273,431	$ (1,333)	(0.5)%
Average amount per pawn loan (in ones)				
Domestic retail services	**$ 125**	$ 131	$ (6)	(4.6)%
Foreign retail services	**$ 86**	$ 84	$ 2	2.4%
Consolidated average amount per pawn loan (in ones)	**$ 122**	$ 122	$	%
Annualized yield on pawn loans				

Domestic retail services	**127.2%**	125.5%
Foreign retail services	**139.8%**	110.3%
Consolidated annualized yield on pawn loans	**127.5%**	124.8%
Gross profit margin on disposition of merchandise		
Domestic retail services	**29.6%**	31.7%
Foreign retail services	**17.1%**	14.5%
Gross profit margin on disposition of merchandise	**29.2%**	30.3%
Merchandise turnover		
Domestic retail services	**2.1**	2.6
Foreign retail services	**2.3**	3.7
Consolidated merchandise turnover	**2.1**	2.7

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Pawn Loan Fees and Service Charges

Consolidated pawn loan balances as of September 30, 2013 were $253.7 million, which was $0.4 million lower than the balances as of September 30, 2012, primarily due to the reduction in business activities in the Company s foreign pawn operations in 2012 as a result of the Mexico Reorganization and lower levels of seasonal growth in the domestic pawn operations, partially offset by an increase in pawn loan balances from acquisitions in the Company s domestic pawn operations.

Domestic Pawn Loan Balances

The average balance of domestic pawn loans outstanding during the current quarter increased by $9.8 million, or 4.2%, compared to the prior year quarter, primarily due to the addition of 46 domestic retail services locations, net of closures, through organic growth and acquisitions since the prior year quarter. The increase was partially offset by lower average pawn loan balances in same-store domestic retail services locations, which decreased 4.4% in the current quarter compared to the prior year quarter, primarily due to lower demand for pawn loans.

Domestic pawn loan fees and service charges increased $4.3 million, or 5.9%, to $77.5 million in the current quarter from $73.2 million in the prior year quarter. The increase was primarily due to an increase in the average domestic pawn loan balance and slightly higher annualized pawn loan yields during the current quarter. The increase in yield was primarily due to a greater mix of pawn loans in markets with higher statutory lending rates on pawn loans, mainly due to the addition of new domestic retail services locations acquired in late 2012.

Foreign Pawn Loan Balances

Pawn loan balances in foreign locations as of September 30, 2013 were $5.3 million, which was $7.6 million, or 59.0%, lower than as of September 30, 2012. The decrease was mainly due to the net closure of 148 pawn lending locations in 2012 as part of the Mexico Reorganization. Consequently, foreign pawn loan fees and service charges decreased $1.5 million, or 46.3%, to $1.8 million in the current quarter from $3.3 million in the prior year quarter.

Proceeds from Disposition of Merchandise

Profit from the disposition of merchandise represents the proceeds received from the disposition of merchandise in excess of the cost of disposed merchandise, which is the Company s cost basis in the pawn loan or the amount paid for purchased merchandise. The following table summarizes the proceeds from the disposition of merchandise and the related profit for the current quarter and the prior year quarter (dollars in thousands):

	Three Months Ended September 30,					
	2013			2012		
	Retail	**Commercial**	**Total**	Retail	Commercial	Total
Proceeds from disposition	**$ 94,169**	**$ 34,491**	**$ 128,660**	$ 81,947	$ 71,546	$ 153,493
Gross profit on disposition	**$ 33,452**	**$ 4,107**	**$ 37,559**	$ 30,023	$ 16,552	$ 46,575
Gross profit margin	**35.5%**	**11.9%**	**29.2%**	36.6%	23.1%	30.3%
Percentage of total gross profit	**89.1%**	**10.9%**	**100.0%**	64.5%	35.5%	100.0%

As the table above indicates, the Company is placing a greater emphasis on retail disposition of merchandise in its retail services locations and de-emphasizing the dispositions of commercial merchandise due to lower market prices for pure gold. Management expects this trend to continue and will focus on the aggregate profit on the disposition of merchandise. This shift is expected to result in higher levels of merchandise available for disposition and a decrease in inventory turnover ratio as more goods will be available for sale in retail services locations.

The total proceeds from disposition of merchandise decreased $24.8 million, or 16.2%, in the current quarter compared to the prior year quarter. Total gross profit from the disposition of merchandise decreased $9.0 million, or 19.4%, during the current quarter compared to the prior year quarter. The consolidated merchandise turnover decreased to 2.1 times during the current quarter compared to 2.7 times in the prior year quarter,

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primarily due to management s decision to emphasize retail disposition activity rather than the Company s recent practice of disposing of merchandise through commercial sales. Commercial merchandise typically has a higher turnover rate than retail merchandise.

Proceeds from retail dispositions of merchandise increased $12.2 million, or 14.9%, during the current quarter compared to the prior year quarter. Proceeds from retail dispositions in domestic retail operations increased $15.0 million, primarily due to management s emphasis on retail disposition activity and the addition of retail services locations through organic growth and acquisitions. Offsetting this increase was a $2.8 million decrease in retail sales proceeds from foreign retail operations, mainly due to the closure of pawn lending locations in Mexico as part of the Mexico Reorganization.

Consolidated gross profit from retail dispositions increased to 89.1% of total gross profit compared to 64.5% in the prior year quarter, primarily due to the shift to emphasize more retail disposition activity. Consolidated gross profit from retail dispositions increased $3.4 million, composed of a $4.3 million increase from domestic operations, offset by a decrease of $0.9 million from foreign operations. The consolidated gross profit margin on the retail disposition of merchandise decreased to 35.5% in the current quarter compared to 36.6% in the prior year quarter, mainly due to the discounting of merchandise prices to encourage retail sales activity.

Proceeds from commercial dispositions decreased $37.1 million, or 51.8%, during the current quarter compared to the prior year quarter. Proceeds from commercial dispositions at domestic operations decreased by $31.7 million, primarily due to a decrease in the volume of gold sold, mainly due to a shift to place a greater emphasis on retail disposition activity, a decrease in the market price of gold sold and fewer jewelry forfeitures of collateral and jewelry purchases directly from customers. Foreign operations contributed $5.4 million of the decrease, primarily due to the closure of pawn lending locations in Mexico as part of the Mexico Reorganization. Consolidated gross profit from commercial dispositions decreased $12.4 million, mainly due to lower gross profit in domestic operations and the factors noted above. The decrease in consolidated gross profit was mainly due to the decrease in the volume of gold sold as a result of fewer jewelry forfeitures of collateral and jewelry purchased directly from customers and lower market price per ounce of gold sold, which led to a lower gross profit margin. The consolidated gross profit margin on commercial sales decreased to 11.9% in the current quarter compared to 23.1% in the prior year quarter.

In future quarters, management expects the ratio of commercial sales to total sales to remain consistent with current levels as part of the Company s initiative to increase retail sales of jewelry in its retail services locations. Management expects to experience lower levels of gross profit margin on retail dispositions, particularly in some categories such as consumer electronics, which could reduce retail gross profit margins in future periods. Management also expects gross profit margin on commercial dispositions to be slightly lower than current levels in future periods, mainly due to lower prevailing market prices for gold compared to the prior year. The combination of these factors are expected to lead to lower overall gross profit margin in future periods.

The table below summarizes the age of merchandise held for disposition related to the Company s pawn lending operations before valuation allowance of $0.9 million and $0.7 million as of September 30, 2013 and 2012, respectively (dollars in thousands):

	As of September 30,			
	2013		2012	
	Amount	**%**	Amount	%
Jewelry - held for one year or less	**$ 105,583**	**54.4**	$ 101,464	59.0
Other merchandise - held for one year or less	**76,235**	**39.3**	62,268	36.2
Total merchandise held for one year or less	**181,818**	**93.7**	163,732	95.2
Jewelry - held for more than one year	**5,701**	**2.9**	2,827	1.6
Other merchandise - held for more than one year	**6,544**	**3.4**	5,437	3.2
Total merchandise held for more than one year	**12,245**	**6.3**	8,264	4.8
Total merchandise held for disposition	**$ 194,063**	**100.0**	$ 171,996	100.0

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Consumer Loan Activities

Consumer Loan Fees

Consumer loan fees increased $22.5 million, or 11.0%, to $227.6 million in the current quarter compared to $205.1 million in the prior year quarter. The increase in consumer loan fees is primarily due to growth in consumer loan balances in the e-commerce segment, with domestic e-commerce operations contributing $15.6 million and foreign e-commerce operations contributing $8.8 million of the consolidated increase. Offsetting the increase from the e-commerce segment was a $1.9 million decrease in consumer loan fees in the retail services segment, primarily due to a decrease in consumer loan demand in the Company s retail services locations.

Consumer loan fees from the foreign component of the e-commerce segment were 47.0% of consumer loan fees for the e-commerce segment and 40.9% of consolidated consumer loan fees in the current quarter, compared to 48.6% of consumer loan fees for the e-commerce segment and 41.1% of consolidated consumer loan fees in the prior year quarter.

Consumer Loan Loss Provision

The consumer loan loss provision increased by $15.4 million, or 18.3%, to $99.7 million in the current quarter from $84.3 million in the prior year quarter, primarily due to the growth and the composition of the consumer loan portfolio in the Company s domestic and foreign e-commerce operations. The loss provision as a percentage of consumer loan fees increased to 43.8% in the current quarter compared to 41.1% in the prior year quarter, primarily due to a greater mix of installment loans and line of credit accounts, which carry higher loss provision as a percentage of related fees than short-term loans.

Management expects that future loss rates will continue to be influenced by the mix of short-term, line of credit and installment loan products in the Company s domestic and foreign operations because of the higher loss provision for line of credit accounts and installment loans as a percentage of fees and management s emphasis on these products. The installment loan portfolio has a higher average loan amount relative to the other consumer loan products, and both line of credit accounts and installment loans have lower yields relative to other consumer loan products. These factors contributed to higher loan loss provision as a percentage of fees for the current quarter. Management expects the loss provision as a percentage of fees will continue to be higher for line of credit accounts and installment loans in future periods.

The following table sets forth consumer loan fees by segment, adjusted for the deduction of the consumer loan loss provision for the current quarter and the prior year quarter (dollars in thousands):

	Three Months Ended September 30,					
	2013			2012		
	Retail Services	**E-Commerce**	**Total**	Retail Services	E-Commerce	Total
Interest and fees on short-term loans	**$ 26,265**	**$ 92,510**	**$ 118,775**	$ 28,364	$ 117,493	$ 145,857
Interest and fees on line of credit accounts		**50,504**	**50,504**		20,077	20,077
Interest and fees on installment loans	**3,239**	**55,045**	**58,284**	3,081	36,079	39,160
Consumer loan fees	**$ 29,504**	**$ 198,059**	**$ 227,563**	$ 31,445	$ 173,649	$ 205,094
Consumer loan loss provision	**10,037**	**89,656**	**99,693**	8,061	76,238	84,299
Consumer loan fees, net of loss provision	**$ 19,467**	**$ 108,403**	**$ 127,870**	$ 23,384	$ 97,411	$ 120,795
Year-over-year change - $	**$ (3,917)**	**$ 10,992**	**$ 7,075**	$ (1,780)	$ 20,170	$ 18,390
Year-over-year change - %	**(16.8)%**	**11.3%**	**5.9%**	(7.1)%	26.1%	18.0%
Consumer loan loss provision as a % of consumer loan fees	**34.0%**	**45.3%**	**43.8%**	25.6%	43.9%	41.1%

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Combined Consumer Loans

In addition to reporting consumer loans owned by the Company and consumer loans guaranteed by the Company, which are either GAAP items or disclosures required by GAAP, the Company has provided combined consumer loans, which is a non-GAAP measure. In addition, the Company has reported consumer loans written and renewed, which is statistical data that is not included in the Company s financial statements. The Company also reports allowances and liabilities for estimated losses on consumer loans individually and on a combined basis, which are GAAP measures that are included in the Company s financial statements.

Management believes these measures, including ratios calculated using these measures, provide investors with important information needed to evaluate the magnitude of potential loan losses and the opportunity for revenue performance of the consumer loan portfolio on an aggregate basis. Management believes the comparison of the aggregate amounts from period to period is more meaningful than comparing only the residual amount on the Company s balance sheet since both revenue and the consumer loan loss provision are impacted by the aggregate amount of loans owned by the Company and those guaranteed by the Company as reflected in its financial statements.

Consumer Loan Balances

The outstanding combined portfolio balance of consumer loans, net of allowances and liability for estimated losses, increased $66.8 million, or 21.7%, to $375.5 million as of September 30, 2013 from $308.7 million as of September 30, 2012, primarily due to increased demand for the line of credit and installment loan products from the e-commerce segment in both domestic and foreign markets, partially offset by a decrease in short-term loans in the retail services and e-commerce segments.

The combined consumer loan balance includes $418.2 million and $336.1 million as of September 30, 2013 and 2012, respectively, of Company-owned consumer loan balances before the allowance for losses of $90.0 million and $79.2 million provided in the consolidated financial statements for September 30, 2013 and 2012, respectively. The combined consumer loan balance also includes $50.1 million and $55.3 million as of September 30, 2013 and 2012, respectively, of consumer loan balances that are guaranteed by the Company, which are not included in the Company s financial statements, before the liability for estimated losses of $2.8 million and $3.4 million provided in the consolidated financial statements for September 30, 2013 and 2012, respectively.

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The following table summarizes consumer loan balances outstanding as of September 30, 2013 and 2012 (dollars in thousands):

	As of September 30,					
	2013			2012		
	Company Owned[a]	**Guaranteed by the Company[a]**	**Combined[b]**	Company Owned[a]	Guaranteed by the Company[a]	Combined[b]
Ending consumer loan balances:						
Retail Services						
Short-term loans	**$ 47,824**	**$ 4,681**	**$ 52,505**	$ 49,079	$ 6,904	$ 55,983
Installment loans	**9,945**	**10,275**	**20,220**	9,899	6,707	16,606
Total Retail Services, gross	**57,769**	**14,956**	**72,725**	58,978	13,611	72,589
E-Commerce						
Domestic						
Short-term loans	**33,926**	**35,107**	**69,033**	36,832	37,952	74,784
Line of credit accounts	**59,341**		**59,341**	38,603		38,603
Installment loans	**62,460**		**62,460**	38,986		38,986
Total Domestic, gross	**155,727**	**35,107**	**190,834**	114,421	37,952	152,373
Foreign						
Short-term loans	**63,276**	**22**	**63,298**	96,561	3,708	100,269
Line of credit accounts	**40,265**		**40,265**			
Installment loans	**101,200**		**101,200**	66,111		66,111
Total Foreign, gross	**204,741**	**22**	**204,763**	162,672	3,708	166,380
Total E-Commerce, gross	**360,468**	**35,129**	**395,597**	277,093	41,660	318,753
Total ending loan balance, gross	**418,237**	**50,085**	**468,322**	336,071	55,271	391,342
Less: Allowance and liabilities for losses	**(89,956)**	**(2,830)**	**(92,786)**	(79,246)	(3,437)	(82,683)
Total ending loan balance, net	**$ 328,281**	**$ 47,255**	**$ 375,536**	$ 256,825	$ 51,834	$ 308,659
Allowance and liability for losses as a % of consumer loan balances, gross[c]	**21.5%**	**5.7%**	**19.8%**	23.6%	6.2%	21.1%

[a] GAAP measure. The consumer loan balances guaranteed by the Company represent loans originated by third-party lenders through the CSO programs, so these balances are not recorded in the Company s financial statements. However, the Company has established a liability for estimated losses in support of its guarantee of these loans, which is reflected in the table above and included in its consolidated balance sheets.

[b] Except for allowance and liability for estimated losses, amounts represent non-GAAP measures.

[c] Non-GAAP measure.

Consumer Loans Written and Renewed

The amount of combined consumer loans written and renewed was $898.7 million in the current quarter, an increase of $15.0 million, or 1.7%, from $883.7 million in the prior year quarter. The Company is experiencing a slower rate of growth in consumer loans written than historically reported, as a greater percentage of consumer loans are comprised of installment loans and line of credit balances. Management believes that consumer loans written is less meaningful than the increase in the balances of consumer loans outstanding, which will produce revenue going forward.

References throughout this discussion to renewed consumer loans include both renewals and extensions made by customers to their existing loans as discussed below. Where permitted by law and as long as a loan is not considered delinquent, a customer may choose to renew a short-term loan or installment loan or extend the due date on a short-term loan. In order to renew or extend a short-term loan, a customer must agree to pay the current finance charge for the right to make a later payment of the outstanding principal balance plus an additional finance charge. In some instances, customers agree to repay a new short-term loan in two or three payments, and in these cases the Company considers the obligation to make the first payment a new loan and the obligation to make the second and

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third payments renewals or extensions of that loan because the customer pays the finance charge due at the time of each payment, similar to a loan that has been renewed or extended. In order to renew an installment loan, the customer enters into a new installment loan contract and agrees to pay the principal balance and finance charge in accordance with the terms of the new loan contract.

	Three Months Ended September 30,					
	2013			2012		
	Company Owned[a]	**Guaranteed by the Company[a][b]**	**Combined[a]**	Company Owned[a]	Guaranteed by the Company[a][b]	Combined[a]
Amount of consumer loans written and renewed (dollars in thousands):						
Retail Services						
Short-term loans	**$ 185,238**	**$ 28,127**	**$ 213,365**	$ 191,332	$ 36,343	$ 227,675
Installment loans	**2,025**	**4,885**	**6,910**	2,026	4,457	6,483
Total Retail Services	**187,263**	**33,012**	**220,275**	193,358	40,800	234,158
E-Commerce						
Domestic						
Short-term loans	**78,771**	**182,698**	**261,469**	81,619	197,962	279,581
Line of credit accounts	**47,088**		**47,088**	35,166		35,166
Installment loans	**48,243**		**48,243**	29,987		29,987
Total Domestic	**174,102**	**182,698**	**356,800**	146,772	197,962	344,734
Foreign						
Short-term loans	**171,828**	**601**	**172,429**	251,787	17,676	269,463
Line of credit accounts	**58,746**		**58,746**			
Installment loans	**90,448**		**90,448**	35,380		35,380
Total Foreign	**321,022**	**601**	**321,623**	287,167	17,676	304,843
Total E-Commerce	**495,124**	**183,299**	**678,423**	433,939	215,638	649,577
Total amount of consumer loans written and renewed	**$ 682,387**	**$ 216,311**	**$ 898,698**	$ 627,297	$ 256,438	$ 883,735
Number of consumer loans written and renewed (in ones):						
Retail Services						
Short-term loans	**390,393**	**54,997**	**445,390**	408,886	68,960	477,846
Installment loans	**1,828**	**983**	**2,811**	1,772	662	2,434
Total Retail Services	**392,221**	**55,980**	**448,201**	410,658	69,622	480,280
E-Commerce						
Domestic						
Short-term loans	**251,404**	**263,650**	**515,054**	268,856	271,250	540,106
Line of credit accounts	**171,910**		**171,910**	119,794		119,794
Installment loans	**40,092**		**40,092**	31,444		31,444
Total Domestic	**463,406**	**263,650**	**727,056**	420,094	271,250	691,344
Foreign						

Short-term loans	**325,899**	**871**	**326,770**	434,578	23,146	457,724
Line of credit accounts	**164,200**		**164,200**			
Installment loans	**76,498**		**76,498**	30,336		30,336
Total Foreign	**566,597**	**871**	**567,468**	464,914	23,146	488,060
Total E-Commerce	**1,030,003**	**264,521**	**1,294,524**	885,008	294,396	1,179,404
Total number of consumer loans written and renewed	**1,422,224**	**320,501**	**1,742,725**	1,295,666	364,018	1,659,684

(a) The disclosure regarding the amount and number of consumer loans written and renewed is statistical data that is not included in the Company s financial statements.

(b) Loans guaranteed by the Company represent loans originated by third-party lenders through the CSO programs.

The average amount per consumer loan is calculated as the total amount of combined consumer loans written and renewed for the period divided by the total number of combined consumer loans written and renewed for the period. The following table shows the average amount per consumer loan by product for the current quarter compared to the prior year quarter:

	Three Months Ended September 30,	
	2013	2012
Average amount per consumer loan (in ones)[a]		
Retail Services		
Short-term loans	**$ 479**	$ 476
Installment loans	**2,458**	2,664
E-Commerce		
Domestic		
Short-term loans	**$ 508**	$ 518
Line of credit accounts	**274**	294
Installment loans	**1,203**	954
Foreign		
Short-term loans	**$ 528**	$ 589
Line of credit accounts	**358**	
Installment loans	**1,182**	1,166
Consolidated		
Short-term loans	**$ 503**	$ 526
Line of credit accounts	**315**	294
Installment loans	**1,219**	1,119
Total consumer loans	**516**	532

(a) The disclosure regarding the average amount per consumer loan is statistical data that is not included in the Company s financial statements.

The average amount per consumer loan decreased to $516 from $532 during the current quarter compared to the prior year quarter, mainly due to a decrease in the average amount per short-term loans as well as growth in the line of credit account portfolio. Line of credit accounts typically have a lower average loan amount than short-term loans or installment loans.

Consumer Loans Written to New and Existing Customers in the E-commerce Segment

For its e-commerce segment, the Company measures the amount and number of consumer loans written and renewed that are Company-owned or guaranteed by the Company, as well as the mix between transactions with new customers and existing customers with whom it has a previous relationship. The amount and number of loans written to new customers reflect the Company s ability to acquire customers through its marketing programs and by providing new products, in addition to its ability to enter new markets. The amount and number of loans written to existing customers reflect the Company s ability to retain its customer base through high levels of customer service and customer satisfaction with the products offered by the Company. Loans written to existing customers include both loans with customers who have borrowed from the Company s e-commerce segment before, either in the current year or in prior years (including customers who may have borrowed through different consumer loan products or brands offered by the e-commerce segment), and loan renewals.

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The following table shows, for the e-commerce segment, loans written and renewed to new customers and to existing customers for the current quarter and prior year quarter (dollars in thousands):

	Three Months Ended September 30,					
	2013			2012		
	Company Owned[(a)]	**Guaranteed by the Company[(a)(b)]**	**Combined[(a)]**	Company Owned[(a)]	Guaranteed by the Company[(a)(b)]	Combined[(a)]
Amount of consumer loans written and renewed to:						
New customers	**$ 75,724**	**$ 15,561**	**$ 91,285**	$ 68,942	$ 18,397	$ 87,339
% of total	**11.2%**	**2.3%**	**13.5%**	10.6%	2.8%	13.4%
Existing customers	**419,400**	**167,738**	**587,138**	364,997	197,241	562,238
% of total	**61.8%**	**24.7%**	**86.5%**	56.2%	30.4%	86.6%
Total amount of consumer loans written and renewed	**$ 495,124**	**$ 183,299**	**$ 678,423**	$ 433,939	$ 215,638	$ 649,577
Number of consumer loans written and renewed to (in ones):						
New customers	**142,152**	**27,832**	**169,984**	141,949	31,846	173,795
% of total	**11.0%**	**2.1%**	**13.1%**	12.0%	2.7%	14.7%
Existing customers	**887,851**	**236,689**	**1,124,540**	743,059	262,550	1,005,609
% of total	**68.6%**	**18.3%**	**86.9%**	63.0%	22.3%	85.3%
Total number of consumer loans written and renewed	**1,030,003**	**264,521**	**1,294,524**	885,008	294,396	1,179,404

[(a)] The disclosure regarding the amount and number of consumer loans written and renewed is statistical data that is not included in the Company s financial statements.

[(b)] Loans guaranteed by the Company represent loans originated by third-party lenders through the CSO programs.

Consumer Loan Loss Experience

The Company monitors the performance of its consumer loan portfolio and maintains either an allowance or liability for estimated losses on consumer loans (including fees and interest) at a level estimated to be adequate to absorb credit losses inherent in the portfolio. The allowance for losses on the Company s owned consumer loans reduces the outstanding loan balance in the consolidated balance sheets. The liability for estimated losses related to loans guaranteed by the Company under its CSO programs, which approximates the fair value of the liability, is included in Accounts payable and accrued expenses in the consolidated balance sheets.

The combined allowance and liability for estimated losses as a percentage of combined consumer loans and fees receivable decreased as of the end of the current quarter to 19.8% from 21.1% for the prior year quarter, primarily due to improved performance of the consumer loan portfolios, partially related to the maturing of newer product offerings, such as installment loans and line of credit accounts, to include a higher percentage of customers with established payment histories in the e-commerce segment. New customers tend to have a higher risk of default than customers with a history of successfully repaying loans.

The consumer loan loss provision in the current quarter was $99.7 million, which was composed of $99.9 million related to Company-owned consumer loans, partially offset by a $0.2 million decrease related to loans guaranteed by the Company through the CSO programs. The consumer loan loss provision in the prior year quarter was $84.3 million, which was composed of $83.7 million related to Company-owned consumer loans and $0.6 million related to loans guaranteed by the Company through the CSO programs. Consolidated charge-offs, net of recoveries, were $89.8 million and $75.0 million in the current quarter and prior year quarter, respectively.

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The following table shows consumer loan balances and fees and the relationship of the allowance for losses to the combined balances of consumer loans for each of the last five quarters (dollars in thousands):

	2012		2013		
	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	**Third Quarter**
Consumer loan balances and fees receivable:					
Gross - Company owned	$ 336,071	$ 375,121	$ 331,468	$ 366,990	**$ 418,237**
Gross - Guaranteed by the Company[(a)]	55,271	64,736	43,906	50,885	**50,085**
Combined consumer loans and fees receivable, gross[(b)]	$ 391,342	$ 439,857	$ 375,374	$ 417,875	**$ 468,322**
Allowance and liability for losses on consumer loans	82,683	89,201	79,762	82,910	**92,786**
Combined consumer loans and fees receivable, net[(b)]	$ 308,659	$ 350,656	$ 295,612	$ 334,965	**$ 375,536**
Allowance and liability for losses as a % of combined consumer loans and fees receivable, gross[(b)]	21.1%	20.3%	21.2%	19.8%	**19.8%**

(a) Represents loans originated by third-party lenders through the CSO programs, which are not included in the Company s financial statements.

(b) Non-GAAP measure.

Due to the nature of the short-term loan product and the high velocity of loans written and renewed, seasonal trends are evidenced in quarter-to-quarter performance. In the typical business cycle, and as evidenced in the table below, the combined short-term loan loss provision as a percentage of combined short-term loans written and renewed is usually lowest in the first quarter and increases throughout the year, with the final two quarters generally combining for the peak levels of loss provision expense.

Management evaluates losses as a percentage of consumer loans written for short-term loans to determine credit quality and evaluate trends. The following table shows the Company s loss experience relative to the volume of short-term loans for each of the last five quarters (dollars in thousands):

	2012		2013		
	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	**Third Quarter**
Short-term consumer loans written and renewed:[(a)]					
Company owned	$ 524,738	$ 553,744	$ 510,875	$ 489,356	**$ 435,837**
Guaranteed by the Company[(b)]	251,981	262,253	215,824	190,421	**211,426**
Combined consumer loans written and renewed	$ 776,719	$ 815,997	$ 726,699	$ 679,777	**$ 647,263**
Combined consumer loan loss provision as a % of combined consumer loans written and renewed[(a)]	6.6%	6.8%	6.1%	6.3%	**6.5%**
Charge-offs (net of recoveries) as a % of combined consumer loans written and renewed[(a)]	6.7%	6.6%	7.2%	6.3%	**7.6%**
Combined consumer loan loss provision as a % of consumer loan fees	35.3%	37.3%	31.8%	33.9%	**35.2%**
Allowance and liability for losses as a % of combined consumer loans and fees receivable, gross[(c)]	19.0%	18.1%	19.7%	20.1%	**18.8%**

(a) The disclosure regarding the amount of consumer loans written and renewed is statistical data that is not included in the Company s financial statements.

(b) Represents loans originated by third-party lenders through the CSO programs, which are not included in the Company s financial statements.

(c) Non-GAAP measure.

Management evaluates losses as a percentage of average consumer loan balances for installment loans and line of credit accounts to determine credit quality and evaluate trends. The tables below show that there is a normal quarterly seasonal trend in the combined consumer loan loss provision as a percentage of average consumer loan balance, which is typically lower in the first quarter and increases through the remainder of the year, peaking in the fourth quarter. Losses as a percentage of consumer loan fees are higher for line of credit accounts and the installment loan product because the loss provision is incurred upon loan origination, with earnings achieved in later periods. In addition, installment loans typically have a higher average amount per loan. As a result, particularly in periods of high growth in installment loan and line of credit account balances, the consumer loan loss provision as a percentage of consumer loan fees will be higher for these products than for the Company s other consumer loan products. Another factor contributing to the higher rate of losses as a percentage of fees for the line of credit accounts and installment portfolios is that the loan yield for line of credit accounts and installment loans is typically lower than other consumer loan products offered by the Company.

The following tables show the Company s loss experience relative to the average balance of line of credit accounts and installment loans, respectively for each of the last five quarters (dollars in thousands):

	2012			**2013**	
	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	**Third Quarter**
Line of credit accounts average balance:					
Company owned average line of credit accounts balance	$ 34,599	$ 40,652	$ 39,828	$ 47,513	**$ 78,839**
Consumer loan loss provision as a % of average consumer loan balance[(a)]	27.9%	40.7%	16.5%	20.9%	**31.9%**
Charge-offs (net of recoveries) as a % of average consumer loan balance[(a)]	19.5%	33.4%	24.1%	15.4%	**17.6%**
Consumer loan loss provision as a % of consumer loan fees	48.1%	60.0%	28.2%	35.1%	**49.8%**
Allowance and liability for losses as a % of average consumer loan balance	21.1%	26.0%	21.8%	18.3%	**22.0%**

(a) The average consumer loan balance is the simple average of the beginning and ending consumer loan balance.

	2012			**2013**	
	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	**Third Quarter**
Installment loan average loan balance:					
Company owned	$ 95,789	$ 116,009	$ 120,692	$ 124,143	**$ 146,980**
Guaranteed by the Company[(a)]	6,502	8,051	9,263	9,630	**10,203**
Combined average installment loan balance[(b)]	$ 102,291	$ 124,060	$ 129,955	$ 133,773	**$ 157,183**
Combined consumer loan loss provision as a % of combined average consumer loan balance[(b)(c)]	22.7%	20.1%	17.8%	18.2%	**20.8%**
Charge-offs (net of recoveries) as a % of combined average consumer loan balance[(b)(c)]	15.5%	18.8%	19.0%	18.1%	**17.0%**
Combined consumer loan loss provision as a % of consumer loan fees	59.2%	54.2%	49.5%	51.2%	**56.2%**
Allowance and liability for losses as a % of combined average consumer loan balance[(b)]	25.1%	23.1%	23.0%	20.8%	**20.3%**

(a) Represents loans originated by third-party lenders through the CSO programs, which are not included in the Company s financial statements.

(b) Non-GAAP measure.

(c) The average consumer loan balance is the simple average of the beginning and ending consumer loan balance.

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Total Expenses

The table below shows total expenses by segment, for corporate operations and by significant category for the current quarter and the prior year quarter (dollars in thousands):

	Three Months Ended September 30,							
	2013				2012			
	Retail Services	**E-Commerce**	**Corporate**	**Total**	Retail Services	E-Commerce	Corporate	Total
Operations and administration:								
Personnel	**$ 54,268**	**$ 20,610**	**$ 8,925**	**$ 83,803**	$ 52,737	$ 20,671	$ 12,310	$ 85,718
Occupancy	**29,861**	**2,770**	**790**	**33,421**	28,715	2,208	1,100	32,023
Marketing	**2,370**	**36,523**	**27**	**38,920**	2,918	30,079	45	33,042
Other	**27,552**	**10,514**	**5,495**	**43,561**	14,709	11,490	4,233	30,432
Total operations and administration	**114,051**	**70,417**	**15,237**	**199,705**	99,079	64,448	17,688	181,215
Depreciation and amortization	**10,642**	**3,958**	**4,183**	**18,783**	20,072	3,379	3,623	27,074
Total expenses	**$ 124,693**	**$ 74,375**	**$ 19,420**	**$ 218,488**	$ 119,151	$ 67,827	$ 21,311	$ 208,289
Year-over-year change - $								
Operations and administration	**$ 14,972**	**$ 5,969**	**$ (2,451)**	**$ 18,490**	$ 5,522	$ 16,825	$ 1,429	$ 23,776
Depreciation and amortization	**(9,430)**	**579**	**560**	**(8,291)**	11,494	527	203	12,224
Total expenses	**$ 5,542**	**$ 6,548**	**$ (1,891)**	**$ 10,199**	$ 17,016	$ 17,352	$ 1,632	$ 36,000
Year-over-year change - %	**4.7%**	**9.7%**	**(8.9%)**	**4.9%**	16.7%	34.4%	8.3%	20.9%

Consolidated total expenses increased $10.2 million, or 4.9%, to $218.5 million in the current quarter compared to $208.3 million in the prior year quarter. Total expenses for the retail services segment increased $5.5 million, or 4.7%, to $124.7 million during the current quarter compared to $119.2 million in the prior year quarter. Total expenses for the e-commerce segment increased $6.5 million, or 9.7%, to $74.4 million in the current quarter.

Operations and Administration Expenses

Operations and administration expenses for the retail services segment increased $15.0 million, or 15.1%, to $114.1 million during the current quarter compared to the prior year quarter. The increase was primarily due to the accrual of $18.0 million in the current quarter for the 2013 Litigation Settlement, which is included in other expenses. See Recent Developments 2013 Litigation Settlement. This increase in other expenses was partially offset by lower costs from foreign retail services locations due to the closure of locations in 2012 in connection with the Mexico Reorganization, decreased collection costs as a result of a decrease in loans written and lower processing charges that are related to the disposition of commercial merchandise. Personnel expenses for the retail services segment increased $1.5 million, or 2.9%, primarily due to the addition of retail services locations and personnel through organic growth and acquisitions, partially offset by the reduction in business activities in the Company s foreign pawn operations in 2012 as a result of the Mexico Reorganization. Occupancy expenses, which include rent, property taxes, insurance, utilities and maintenance, increased $1.1 million, or 4.0%, primarily due to normal rent increases, organic growth and the locations acquired during 2012 and 2013. During the prior year quarter, the retail services segment operations expenses included $3.0 million related to the Mexico Reorganization.

Operations and administration expenses for the e-commerce segment increased $6.0 million, or 9.3%, to $70.4 million during the current quarter compared to the prior year quarter, primarily due to an increase in marketing expenses of $6.4 million, or 21.4%, to $36.5 million in the current quarter compared to the prior year quarter, mainly as a result of the Company s efforts to expand its customer base in both domestic and foreign markets. Marketing expenses consist of online marketing costs, such as sponsored search and advertising on social networking sites, and other marketing costs such as television, radio and print advertising. In addition, marketing expenses include lead purchase costs paid to marketers in exchange for providing leads to potential customers interested in using the Company s services. The prior year quarter includes $3.1 million of expenses related to the withdrawal of the Enova IPO in the e-commerce segment.

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Corporate administration expenses decreased $2.5 million, or 13.9%, to $15.2 million in the current quarter, primarily due to lower short term incentives compared to the prior year quarter.

Depreciation and Amortization Expenses

Consolidated depreciation and amortization expenses decreased $8.3 million, or 30.6%, primarily due to a decrease in these expenses in the retail services segment. Depreciation and amortization expenses at the retail services segment decreased $9.4 million, or 47.0%, to $10.6 million, primarily due to the reduction in assets in the prior year quarter due to the Mexico Reorganization, partially offset by acquisitions in the fourth quarter of 2012 and in 2013. Depreciation and amortization expenses at the e-commerce segment increased $0.6 million, or 17.1%, to $4.0 million. Depreciation and amortization expenses for corporate operations increased $0.6 million, or 15.5%, to $4.2 million.

Interest Expense

Interest expense increased $2.1 million, or 28.7%, to $9.3 million in the current quarter as compared to $7.2 million in the prior year quarter. During the current quarter, the average amount of debt outstanding increased $109.2 million, to $632.5 million from $523.3 million during the prior year quarter, primarily due to pawn-related acquisitions that occurred during the fourth quarter of 2012 and 2013. In addition, the Company issued $300.0 million of 5.75% senior unsecured notes due 2018 (the 2018 Senior Notes) in May 2013. Following the issuance of the 2018 Senior Notes, the Company fully repaid the outstanding indebtedness under its domestic and multi-currency line of credit (the Domestic and Multi-currency Line of Credit), which was at a lower effective interest rate than the 2018 Senior Notes and had excess cash on its balance sheet. The Company s effective blended borrowing cost increased to 5.8% in the current quarter compared to 4.8% in the prior year quarter. Management expects that the issuance of the 2018 Senior Notes will result in an increase in the Company s effective blended borrowing cost for the remainder of 2013 as compared to 2012.

Income Taxes

In the current quarter, the Company recorded a tax credit that resulted in an effective tax rate of 154.1% compared to 76.0% for the prior year quarter, primarily due to the recognized income tax benefit of $33.2 million associated with the Creazione Deduction. For additional information see Recent Developments Income Taxes . In addition, during 2013 the statute of limitations expired related to the pre-2008 Mexico tax returns of Creazione, and as a result, in the third quarter of 2013, the Company released reserves established for unrecognized tax benefits of $1.0 million. In addition, in the third quarter of 2012, the Company recorded a $12.6 million valuation allowance related to the deferred tax assets of Creazione. Without the impact of these items, the Company s effective tax rate would have been 34.2% and 37.8% for the third quarter of 2013 and 2012, respectively. The effective tax rate of 37.8% for the prior year was negatively impacted by significant losses in the Company s Mexico-based pawn operations, which were taxed at a lower rate than the domestic operations.

Net Loss Attributable to the Noncontrolling Interest

The Company had a net loss attributable to the noncontrolling interest of $3.8 million for the prior year quarter with no corresponding amount in the current quarter. As of September 30, 2012, the Company s Mexico-based pawn operations were owned by Creazione. Prior to September 26, 2012, the Company owned 80% of the outstanding stock of Creazione. On September 26, 2012, the Company acquired all outstanding shares of Creazione that were held by minority shareholders (approximately 20% of the outstanding shares), and, as a result, Creazione became a wholly-owned subsidiary of the Company as of that date. The purchase of this minority interest in Creazione was the primary reason for the decrease in net loss attributable to the noncontrolling interest. The Company intends to liquidate the remaining assets of Creazione, which are insignificant, in 2013.

Through April 2013, the Company had a contractual relationship with a third party entity, Huminal, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (Huminal). The Company qualified as the primary beneficiary of Huminal in accordance ASC 810, *Consolidation* (ASC 810). Therefore, the results and balances of

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Huminal were consolidated and allocated to net income attributable to noncontrolling interests. In May 2013, the Company acquired the remaining outstanding common stock of Huminal to increase its ownership to 100% of Huminal and, as a result, Huminal became a wholly-owned subsidiary of the Company as of that date. The Company accounted for this transaction as a change in ownership interests that does not result in a change in control.

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NINE MONTHS ENDED SEPTEMBER 30, 2013 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2012

Pawn Lending Activities

The following table sets forth selected data related to the Company s pawn lending activities as of and for the nine-month periods ended September 30, 2013 and 2012 (dollars in thousands except where otherwise noted):

	Nine Months Ended September 30,			
	2013	2012	Change	% Change
Pawn loan fees and service charges				
Domestic retail services	**$ 222,508**	$ 210,807	$ 11,701	5.6 %
Foreign retail services	**5,432**	10,643	(5,211)	(49.0)%
Consolidated pawn loan fees and service charges	**$ 227,940**	$ 221,450	$ 6,490	2.9 %
Average pawn loan balance outstanding				
Domestic retail services	**$ 228,048**	$ 220,494	$ 7,554	3.4 %
Foreign retail services	**4,910**	13,843	(8,933)	(64.5)%
Consolidated average pawn loans outstanding	**$ 232,958**	$ 234,337	$ (1,379)	(0.6)%
Amount of pawn loans written and renewed				
Domestic retail services	**$ 707,758**	$ 675,000	$ 32,758	4.9 %
Foreign retail services	**42,303**	104,877	(62,574)	(59.7)%
Consolidated amount of pawn loans written and renewed	**$ 750,061**	$ 779,877	$ (29,816)	(3.8)%
Average amount per pawn loan (in ones)				
Domestic retail services	**$ 127**	$ 130	$ (3)	(2.3)%
Foreign retail services	**$ 87**	$ 89	$ (2)	(2.2)%
Consolidated average amount per pawn loan (in ones)	**$ 124**	$ 122	$ 2	1.6 %
Annualized yield on pawn loans				
Domestic retail services	**130.5%**	127.7%		
Foreign retail services	**147.9%**	102.7%		
Consolidated annualized yield on pawn loans	**130.8%**	126.2%		
Gross profit margin on disposition of merchandise				
Domestic retail services	**31.7%**	33.8%		
Foreign retail services	**17.9%**	11.5%		
Gross profit margin on disposition of merchandise	**31.3%**	32.2%		
Merchandise turnover				
Domestic retail services	**2.5**	3.0		
Foreign retail services	**2.5**	3.8		
Consolidated merchandise turnover	**2.5**	3.0		

Pawn Loan Fees and Service Charges

The average consolidated balance of pawn loans outstanding during the current nine-month period decreased by $1.4 million compared to the prior year nine-month period.

Domestic Pawn Loan Balances

The average balance of domestic pawn loans outstanding during the current nine-month period increased by $7.6 million, or 3.4%, compared to the prior year nine-month period, primarily due to an increase in the loan balances as a result of the addition of 46 domestic retail services locations, net of closures, through organic growth and acquisitions since the prior year nine-month period. The increase was partially offset by lower average pawn loan balances in same-store domestic retail services locations, which decreased 3.3% in the current nine-month period compared to the prior year nine-month period, primarily due to lower demand for pawn loans.

Domestic pawn loan fees and service charges increased $11.7 million, or 5.6%, to $222.5 million in the current nine-month period from $210.8 million in the prior year nine-month period. The increase is primarily due to higher average domestic pawn loan balances and higher annualized pawn loan yields during the current nine-month period. The increase in average pawn loan balances is primarily due to organic growth and acquisitions in the Company s domestic pawn operations. The increase in annualized yield was primarily due to a greater mix of pawn loans in markets with higher statutory lending rates on pawn loans.

Foreign Pawn Loan Balances

The average balance of foreign pawn loans outstanding during the current nine-month period decreased by $8.9 million, or 64.5%, compared to the prior year nine-month period. The substantial decrease was mainly due to the net closure of 148 pawn lending locations in 2012 as part of the Mexico Reorganization. Consequently, foreign pawn loan fees and service charges decreased $5.2 million, or 49.0%, to $5.4 million in the current nine-month period from $10.6 million in the prior year nine-month period.

Proceeds from Disposition of Merchandise

The following table summarizes the proceeds from the disposition of merchandise and the related profit for the current nine-month period and the prior year nine-month period (dollars in thousands):

	Nine Months Ended September 30,					
		2013			2012	
	Retail	**Commercial**	**Total**	Retail	Commercial	Total
Proceeds from disposition	**$ 296,415**	**$ 142,494**	**$ 438,909**	$ 277,602	$ 240,230	$ 517,832
Gross profit on disposition	**$ 108,827**	**$ 28,685**	**$ 137,512**	$ 103,470	$ 63,484	$ 166,954
Gross profit margin	**36.7%**	**20.1%**	**31.3%**	37.3%	26.4%	32.2%
Percentage of total gross profit	**79.1%**	**20.9%**	**100.0%**	62.0%	38.0%	100.0%

The total proceeds from disposition of merchandise decreased $78.9 million, or 15.2%, in the current nine-month period compared to the prior year nine-month period. Total gross profit from the disposition of merchandise decreased $29.4 million, or 17.6%, during the current nine-month period compared to the prior year nine-month period. The overall gross profit margin percentage decreased to 31.3% in the current nine-month period compared to 32.2% in the prior year nine-month period, primarily due to a decrease in gross profit margin on commercial sales. The consolidated merchandise turnover decreased to 2.5 times during the current nine-month period compared to 3.0 times in the prior year nine-month period, which is due to management s decision to emphasize retail dispositions. Commercial merchandise typically has a higher turnover rate than retail merchandise.

Proceeds from retail dispositions of merchandise increased $18.8 million, or 6.8%, during the current nine-month period compared to the prior year nine-month period. Proceeds from retail dispositions in domestic retail operations increased $24.5 million, primarily due to management s emphasis on retail disposition activity and the addition of retail services locations through organic growth and acquisitions. Offsetting this increase was a $5.7 million decrease in retail sales proceeds from foreign retail operations, mainly due to the closure of pawn lending locations in Mexico as part of the Mexico Reorganization. Consolidated gross profit from retail dispositions increased to 79.1% of total gross profit compared to 62.0% in the prior year nine-month period, primarily due to the shift to emphasize more retail disposition activity. Consolidated gross profit from retail dispositions increased $5.4 million, composed of a $6.9 million increase from domestic operations, offset by a $1.5 million decrease from foreign operations.

Proceeds from commercial dispositions decreased $97.7 million, or 40.7%, during the current nine-month period compared to the prior year nine-month period. Proceeds from commercial dispositions from domestic operations decreased by $80.4 million, primarily due to a decrease in the volume of gold sold, mainly due to the shift to place a greater emphasis on retail disposition activity, a decrease in the market price of gold sold and fewer jewelry forfeitures of collateral and jewelry purchased directly from customers. Foreign operations contributed $17.3 million of the decrease, primarily due to the closure of pawn lending locations in Mexico as part of the Mexico Reorganization. Consolidated gross profit from commercial dispositions decreased $34.8 million, mainly due to lower gross profit in domestic operations. The decrease in consolidated gross profit was mainly due to the factors noted above, which also led to a lower gross profit margin. The consolidated gross profit margin on commercial sales decreased to 20.1% in the current nine-month period compared to 26.4% in the prior year nine-month period, primarily due to the lower market value of gold sold.

Consumer Loan Activities

Consumer Loan Fees

Consumer loan fees increased $81.5 million, or 14.6%, to $640.2 million in the current nine-month period compared to $558.7 million in the prior year nine-month period. The increase in consumer loan fees was primarily due to growth in consumer loans written and renewed in the e-commerce segment, with domestic e-commerce operations contributing $50.8 million and foreign e-commerce operations contributing $35.6 million of the consolidated increase. Offsetting the increase from the e-commerce segment was a $4.9 million decrease in consumer loan fees in the retail services segment, primarily due to a decrease in consumer loan demand in the Company s retail services locations.

Consumer loan fees from the foreign component of the e-commerce segment were 49.1% of consumer loan fees for the e-commerce segment and 42.6% of consolidated consumer loan fees in the current nine-month period, compared to 50.5% of consumer loan fees for the e-commerce segment and 42.4% of consolidated consumer loan fees in the prior year nine-month period.

Consumer Loan Loss Provision

The consumer loan loss provision increased $32.7 million, or 14.9%, to $251.8 million in the current nine-month period from $219.1 million in the prior year nine-month period, primarily due to the growth and the composition of the consumer loan portfolio in the Company s domestic and foreign e-commerce operations. The loss provision as a percentage of consumer loan fees remained relatively flat at 39.3% in the current nine-month period compared to 39.2% in the prior year nine-month period.

The following table sets forth consumer loan fees by segment adjusted for the deduction of the loan loss provision for the current and the prior year nine-month periods (dollars in thousands):

	Nine Months Ended September 30,					
	2013			2012		
	Retail Services	**E-Commerce**	**Total**	Retail Services	E-Commerce	Total
Interest and fees on short-term loans	**$ 74,999**	**$ 310,549**	**$ 385,548**	$ 81,169	$ 339,270	$ 420,439
Interest and fees on line of credit accounts		**102,021**	**102,021**		45,998	45,998
Interest and fees on installment loans	**9,474**	**143,156**	**152,630**	8,227	83,992	92,219
Consumer loan fees	**$ 84,473**	**$ 555,726**	**$ 640,199**	$ 89,396	$ 469,260	$ 558,656
Consumer loan loss provision	**23,927**	**227,847**	**251,774**	19,130	199,949	219,079
Consumer loan fees, net of loss provision	**$ 60,546**	**$ 327,879**	**$ 388,425**	$ 70,266	$ 269,311	$ 339,577
Year-over-year change - $	**$ (9,720)**	**$ 58,568**	**$ 48,848**	$ (114)	$ 66,374	$ 66,260
Year-over-year change - %	**(13.8)%**	**21.7%**	**14.4%**	(0.2)%	32.7%	24.2%
Consumer loan loss provision as a % of consumer loan fees	**28.3%**	**41.0%**	**39.3%**	21.4%	42.6%	39.2%

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Combined Consumer Loans

Consumer Loans Written and Renewed

The amount of combined consumer loans written and renewed was $2.56 billion in the current nine-month period, an increase of $75.8 million, or 3.1%, from $2.48 billion in the prior year nine-month period, mainly due to an increase in demand for line of credit accounts and installment loan products in domestic and foreign markets in the e-commerce segment.

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The following table summarizes the consumer loans written and renewed for the current and the prior year nine-month periods (dollars in thousands):

	Nine Months Ended September 30,					
		2013			2012	
	Company Owned[(a)]	**Guaranteed by the Company[(a)(b)]**	**Combined[(a)]**	Company Owned[(a)]	Guaranteed by the Company[(a)(b)]	Combined[(a)]
Amount of consumer loans written and renewed (dollars in thousands):						
Retail Services						
Short-term loans	**$ 525,054**	**$ 82,899**	**$ 607,953**	$ 544,930	$ 109,005	$ 653,935
Installment loans	**5,522**	**13,871**	**19,393**	5,690	10,613	16,303
Total Retail Services	**530,576**	**96,770**	**627,346**	550,620	119,618	670,238
E-Commerce						
Domestic						
Short-term loans	**222,906**	**520,200**	**743,106**	248,307	541,364	789,671
Line of credit accounts	**113,543**		**113,543**	82,679		82,679
Installment loans	**104,299**		**104,299**	57,354		57,354
Total Domestic	**440,748**	**520,200**	**960,948**	388,340	541,364	929,704
Foreign						
Short-term loans	**688,108**	**14,572**	**702,680**	738,682	52,724	791,406
Line of credit accounts	**72,230**		**72,230**			
Installment loans	**195,698**		**195,698**	91,790		91,790
Total Foreign	**956,036**	**14,572**	**970,608**	830,472	52,724	883,196
Total E-Commerce	**1,396,784**	**534,772**	**1,931,556**	1,218,812	594,088	1,812,900
Total amount of consumer loans written and renewed:	**$ 1,927,360**	**$ 631,542**	**$ 2,558,902**	$ 1,769,432	$ 713,706	$ 2,483,138
Number of consumer loans written and renewed (in ones):						
Retail Services						
Short-term loans	**1,100,252**	**160,749**	**1,261,001**	1,159,449	200,636	1,360,085
Installment loans	**5,022**	**2,545**	**7,567**	5,252	1,506	6,758
Total Retail Services	**1,105,274**	**163,294**	**1,268,568**	1,164,701	202,142	1,366,843
E-Commerce						
Domestic						
Short-term loans	**737,269**	**726,828**	**1,464,097**	784,349	741,152	1,525,501
Line of credit accounts	**423,111**		**423,111**	290,879		290,879
Installment loans	**93,506**		**93,506**	57,255		57,255
Total Domestic	**1,253,886**	**726,828**	**1,980,714**	1,132,483	741,152	1,873,635
Foreign						
Short-term loans	**1,247,096**	**19,106**	**1,266,202**	1,359,841	69,645	1,429,486

Line of credit accounts	**194,948**		**194,948**			
Installment loans	**166,252**		**166,252**	80,539		80,539
Total Foreign	**1,608,296**	**19,106**	**1,627,402**	1,440,380	69,645	1,510,025
Total E-Commerce	**2,862,182**	**745,934**	**3,608,116**	2,572,863	810,797	3,383,660
Total number of consumer loans written and renewed	**3,967,456**	**909,228**	**4,876,684**	3,737,564	1,012,939	4,750,503

(a) The disclosure regarding the amount and number of consumer loans written and renewed is statistical data that is not included in the Company s financial statements.

(b) Loans guaranteed by the Company represent loans originated by third-party lenders through the CSO programs.

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The average amount per consumer loan is calculated as the total amount of combined consumer loans written and renewed for the period divided by the total number of combined consumer loans written and renewed for the period. The following table shows the average amount per consumer loan by product for the current nine-month period compared to the prior year nine-month period:

	Nine Months Ended September 30,	
	2013	2012
Average amount per consumer loan (in ones)[a]		
Retail Services		
Short-term loans	**$ 482**	$ 481
Installment loans	**2,563**	2,412
E-Commerce		
Domestic		
Short-term loans	**$ 508**	$ 518
Line of credit accounts	**268**	284
Installment loans	**1,115**	1,002
Foreign		
Short-term loans	**$ 555**	$ 554
Line of credit accounts	**371**	
Installment loans	**1,177**	1,140
Consolidated		
Short-term loans	**$ 515**	$ 518
Line of credit accounts	**301**	284
Installment loans	**1,195**	1,145
Total consumer loans	**525**	523

(a) The disclosure regarding the average amount per consumer loan is statistical data that is not included in the Company s financial statements.

The average amount per consumer loan increased to $525 from $523 during the current nine-month period compared to the prior year nine-month period, mainly due to a greater mix of longer-term multi-payment installment loans in the current nine-month period, which typically have a higher average loan amount than short-term loans.

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Consumer Loans Written to New and Existing Customers in the E-commerce Segment

The following table shows, for the e-commerce segment, loans written and renewed to new customers and to existing customers for the current and prior year nine-month period (dollars in thousands):

	Nine Months Ended September 30,					
	2013			2012		
	Company Owned[(a)]	**Guaranteed by the Company[(a)(b)]**	**Combined[(a)]**	Company Owned[(a)]	Guaranteed by the Company[(a)(b)]	Combined[(a)]
Amount of consumer loans written and renewed to:						
New customers	**$ 192,801**	**$ 37,849**	**$ 230,650**	$ 171,357	$ 46,669	$ 218,026
% of total	**10.0%**	**1.9%**	**11.9%**	9.4%	2.6%	12.0%
Existing customers	**1,203,983**	**496,923**	**1,700,906**	1,047,455	547,419	1,594,874
% of total	**62.4%**	**25.7%**	**88.1%**	57.8%	30.2%	88.0%
Total amount of consumer loans written and renewed	**$ 1,396,784**	**$ 534,772**	**$ 1,931,556**	$ 1,218,812	$ 594,088	$ 1,812,900
Number of consumer loans written and renewed to (in ones):						
New customers	**379,478**	**67,691**	**447,169**	372,541	82,287	454,828
% of total	**10.5%**	**1.9%**	**12.4%**	11.0%	2.4%	13.4%
Existing customers	**2,482,704**	**678,243**	**3,160,947**	2,200,322	728,510	2,928,832
% of total	**68.8%**	**18.8%**	**87.6%**	65.1%	21.5%	86.6%
Total number of consumer loans written and renewed	**2,862,182**	**745,934**	**3,608,116**	2,572,863	810,797	3,383,660

(a) The disclosure regarding the amount and number of consumer loans written and renewed is statistical data that is not included in the Company s financial statements.

(b) Loans guaranteed by the Company represent loans originated by third-party lenders through the CSO programs.

Consumer Loan Loss Experience

The consumer loan loss provision in the current nine-month period was $251.8 million, which was composed of $252.4 million related to Company-owned consumer loans, offset by $0.6 million related to loans guaranteed by the Company through the CSO programs. The consumer loan loss provision in the prior year nine-month period was $219.1 million, which was composed of $218.7 million related to Company-owned consumer loans and $0.4 million related to loans guaranteed by the Company through the CSO programs. Consolidated charge-offs, net of recoveries, were $248.2 million and $202.5 million in the current year nine-month period and prior year nine-month period, respectively.

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Total Expenses

The table below shows total expense by segment, for corporate operations and by significant category for the current nine-month period and the prior year nine-month period (dollars in thousands):

	Nine Months Ended September 30,							
	2013				2012			
	Retail Services	**E-Commerce**	**Corporate**	**Total**	Retail Services	E-Commerce	Corporate	Total
Operations and administration:								
Personnel	**$ 160,593**	**$ 69,055**	**$ 33,417**	**$ 263,065**	$ 164,359	$ 58,144	$ 33,767	$ 256,270
Occupancy	**84,362**	**8,168**	**2,461**	**94,991**	81,455	6,340	3,175	90,970
Marketing	**8,918**	**94,592**	**105**	**103,615**	9,612	76,904	110	86,626
Other	**47,539**	**29,291**	**15,541**	**92,371**	39,132	27,150	15,412	81,694
Total operations and administration	**301,412**	**201,106**	**51,524**	**554,042**	294,558	168,538	52,464	515,560
Depreciation and amortization	**29,172**	**12,986**	**12,156**	**54,314**	36,967	9,281	10,634	56,882
Total expenses	**$ 330,584**	**$ 214,092**	**$ 63,680**	**$ 608,356**	$ 331,525	$ 177,819	$ 63,098	$ 572,442
Year-over-year change - $								
Operations and administration	**$ 6,854**	**$ 32,568**	**$ (940)**	**$ 38,482**	$ 19,471	$ 47,057	$ 3,419	$ 69,947
Depreciation and amortization	**(7,795)**	**3,705**	**1,522**	**(2,568)**	13,149	707	3,426	17,282
Total expenses	**$ (941)**	**$ 36,273**	**$ 582**	**$ 35,914**	$ 32,620	$ 47,764	$ 6,845	$ 87,229
Year-over-year change - %	**(0.3%)**	**20.4%**	**0.9%**	**6.3%**	10.9%	36.7%	12.2%	18.0%

Consolidated total expenses increased $36.0 million, or 6.3%, to $608.4 million in the current nine-month period compared to $572.4 million in the prior year nine-month period. Total expenses for the retail services segment decreased $0.9 million to $330.6 million during the current nine-month period compared to $331.5 million in the prior year nine-month period. Total expenses for the e-commerce segment increased $36.3 million, or 20.4%, to $214.1 million in the current nine-month period.

Operations and Administration Expenses

Operations and administration expenses for the retail services segment increased $6.9 million, or 2.3%, to $301.4 million during the current nine-month period compared to the prior year nine-month period. The increase was primarily due to the accrual of $18.0 million in the current nine-month period for the 2013 Litigation Settlement, which is included in other expenses. See Recent Developments 2013 Litigation Settlement. This increase in other expenses was partially offset by lower costs as a result of the Mexico Reorganization, decreased collection costs as a result of a decrease in loans written, lower processing charges related to the disposition of commercial merchandise and lower underwriting costs related to a decrease in loans written in the current nine-month period. Personnel expenses for the retail services segment decreased $3.8 million, or 2.3%, primarily due to lower short-term incentives and the reduction in business activities in the Company s foreign pawn operations in 2012 as a result of the Mexico Reorganization, partially offset by the addition of retail services locations and personnel through organic growth and acquisitions. Occupancy expenses, which include rent, property taxes, insurance, utilities and maintenance, increased $2.9 million, or 3.6%, primarily due to normal rent increases, organic growth and the locations acquired during 2012 and 2013. During the prior year nine-month period, the retail services segment operations expenses included $3.0 million related to the Mexico Reorganization.

Operations and administration expenses for the e-commerce segment increased $32.6 million, or 19.3%, to $201.1 million during the current nine-month period compared to the prior year nine-month period. Personnel expenses increased $10.9 million, or 18.8%, primarily due to incentive accruals due to the strong performance of the e-commerce segment and the addition of new personnel to support the e-commerce segment s growth. Marketing expenses increased $17.7 million, or 23.0%, to $94.6 million in the current nine-month period compared to the prior year nine-month period, primarily due to the Company s efforts to expand its customer base in both domestic and foreign markets. The increase in other expenses was primarily due to increased software maintenance expenses and an increase in loan underwriting and processing expenses. The prior year nine-month period included $3.1 million of expenses related to the withdrawal of the Enova IPO in the e-commerce segment.

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Corporate administration expenses decreased $0.9 million, or 1.8%, to $51.5 million in the current nine-month period, primarily due to a decrease in other expenses related to an abandoned acquisition opportunity in the prior year nine-month period.

Depreciation and Amortization Expenses

Consolidated depreciation and amortization expenses decreased $2.6 million, or 4.5%, primarily due to a decrease in these expenses in the retail services segment. Depreciation and amortization expenses in the retail services segment decreased $7.8 million, or 21.1%, to $29.2 million, primarily due to the reduction in assets in the prior year nine-month period due to the Mexico Reorganization, partially offset by acquisitions in the third and fourth quarters of 2012 and in 2013. Depreciation and amortization expenses at the e-commerce segment increased $3.7 million, or 39.9%, to $13.0 million, primarily due to increased costs in the e-commerce segment mainly as a result of increased capitalized software and equipment to support this segment s growth and the acceleration of depreciation related to the phase-out of certain loan platforms in the current nine-month period. Depreciation and amortization expenses for corporate operations increased $1.5 million, or 14.3%, to $12.2 million.

Interest Expense

Interest expense increased $4.5 million, or 21.6%, to $25.6 million in the current nine-month period as compared to $21.1 million in the prior year nine-month period. During the current nine-month period, the average amount of debt outstanding increased $71.1 million, to $565.5 million from $494.4 million during the prior year nine-month period, primarily due to pawn-related acquisitions that occurred during the fourth quarters of 2012 and in 2013. In addition, the Company issued the 2018 Senior Notes in May 2013. Following the issuance of the 2018 Senior Notes, the Company decreased the outstanding indebtedness under its Domestic and Multi-currency Line of Credit, which was at a lower effective interest rate than the 2018 Senior Notes. As a result, the Company s effective blended borrowing cost increased to 5.5% in the current nine-month period compared to 4.9% in the prior year nine-month period. Also contributing to the increase in interest expense was $0.3 million of debt extinguishment costs in the current nine-month period related to amendments to the Domestic and Multi-currency Line of Credit and its $50.0 million variable rate term loan facility (the 2018 Variable Rate Notes).

Income Taxes

The Company s effective tax rate was 9.9% in the current nine-month period compared to 46.5% in the prior year nine-month period. The decrease in the overall effective tax rate in the current nine-month period was primarily due to the recognized income tax benefit of $33.2 million associated with the Creazione Deduction. For additional information see Recent Developments Income Taxes . In addition, during 2013 the statute of limitations expired related to the pre-2008 Mexico tax returns of Creazione and as a result, in the third quarter of 2013, the Company released reserves established for unrecognized tax benefits of $1.0 million. In addition, in the third quarter of 2012, the Company recorded a $12.6 million valuation allowance related to the deferred tax assets of Creazione. Without the impact of these items, the Company s effective tax rate would have been 36.6% and 37.8% for the current nine-month period and the prior year nine-month period, respectively. The effective tax rate of 37.8% for the prior year was negatively impacted by significant losses in the Company s Mexico-based pawn operations, which were taxed at a lower rate than the domestic operations.

Net (Income) Loss Attributable to the Noncontrolling Interest

Net (income) loss attributable to the noncontrolling interest improved by $5.6 million from the prior year nine-month period from a net loss attributable to the noncontrolling interest of $5.3 million in the prior year nine-month period to net income attributable to the noncontrolling interest of $0.3 million for the current year nine-month period, primarily due to the Company s purchase of the outstanding shares held by minority shareholders in Creazione in September 2012.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows Highlights

The Company s cash flows and other key indicators of liquidity are summarized as follows (dollars in thousands):

	Nine Months Ended September 30,	
	2013	2012
Cash flows provided by operating activities	**$ 433,296**	$ 357,846
Cash flows used in investing activities		
Pawn activities	**$ (22,826)**	$ (4,888)
Consumer loan activities	**(290,289)**	(250,565)
Acquisitions	**(104,668)**	(56,919)
Property and equipment additions	**(43,006)**	(58,566)
Proceeds from sale of marketable securities	**6,616**	
Other investing	**1,182**	(784)
Total cash flows used in investing activities	**$ (452,991)**	$ (371,722)
Cash flows provided by financing activities	**$ 39,633**	$ 26,215
Working capital	**$ 820,258**	$ 719,908
Current ratio	**5.7x**	5.3x
Merchandise turnover	**2.5x**	3.0x
Debt to Adjusted EBITDA ratio[(a)]	**2.5x**	1.9x

(a) Non-GAAP measure. See Overview Adjusted EBITDA section above for a reconciliation of adjusted EBITDA to net income attributable to the Company.

Cash Flows from Operating Activities

Net cash provided by operating activities increased $75.5 million, or 21.1%, from $357.8 million in the prior year nine-month period to $433.3 million in the current nine-month period. The significant components of the increase in net cash provided by operating activities included a $37.9 million increase in net income, a $32.7 million increase in the consumer loan loss provision, a non-cash expense, primarily as a result of growth in the e-commerce segment, and a $19.6 million increase in accounts payable and accrued expenses, mainly due to an $18.0 million accrual related to the 2013 Litigation Settlement.

Management believes that its expected cash flows from operations and available cash balances and borrowings will be sufficient to fund the Company s operating liquidity needs.

Cash Flows from Investing Activities

Net cash used in investing activities increased $81.3 million, or 21.9%, from $371.7 million in the prior year nine-month period to $453.0 million in the current nine-month period. During the current nine-month period, the Company used $104.7 million for acquisitions, which was $47.7 million greater than the prior year nine-month period. Also contributing to the increase in cash used was a $39.7 million increase in cash used for consumer loan activities, primarily as a result of growth in loans written from the Company s e-commerce segment. In addition, cash used by pawn lending activities increased by $17.9 million, primarily as a result of an increase in merchandise available for disposition in retail services locations, mainly due to lower cash received from sales of forfeited merchandise through commercial channels, offset by a decrease in loans written in foreign retail services operations as a result of the Mexico Reorganization during the third and fourth quarters of 2012. Offsetting these increases in the use of cash was a $15.6 million decrease in purchases of property and equipment, primarily due to lower systems development costs in both of the Company s segments, and a $6.6 million increase in cash from proceeds received from the sale of marketable securities during the current nine-month period.

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In August 2013, the Company completed the acquisition of a chain of pawn lending locations in Texas that included 41 operating locations and the rights to one additional Texas pawn lending location (that was under construction but not open for business at the time of the acquisition), all of which were acquired from TDP Superstores Corp. and operate primarily under the name Top Dollar Pawn. The aggregate consideration paid for the acquisition was approximately $103.7 million, including consideration for non-competition covenants. The acquisition price was paid in cash and funded by available cash and through the Company s line of credit. The Company incurred approximately $0.4 million of acquisition costs related to the acquisition, which were expensed. The activities and goodwill related to this acquisition are included in the results of the Company s retail services segment.

Management anticipates that expenditures for property and equipment related to its domestic and foreign operations for the remainder of 2013 will be between $15 million and $25 million, excluding acquisitions, primarily for the remodeling of stores, facility upgrades, technology infrastructure and for the establishment of approximately five new retail services locations.

In August 2013, the Company signed an asset purchase agreement for the acquisition of substantially all of the assets of a 34-store chain of pawn lending locations in Georgia and North Carolina (31 locations in Georgia and three locations in North Carolina) owned by PawnMart, Inc. and operating primarily under the PawnMart brand in both markets. The Company estimates the aggregate purchase price of the acquisition to be approximately $62.0 million, including consideration for certain non-competition covenants. The purchase price is expected to be paid in cash and funded through borrowings under the Company s line of credit. The purchase price may be adjusted based on the aggregate value of the pawn loan balance and merchandise inventory balance held by the seller at closing. The closing of the transaction is subject to the satisfaction of certain closing conditions, such as the receipt of certain approvals to be obtained by the seller and its parent company, Xponential, Inc., licensing and the receipt of certain regulatory approvals. If all conditions are satisfied, the closing of the acquisition is expected to occur in the fourth quarter of 2013.

Cash Flows from Financing Activities

Net cash provided by financing activities increased $13.4 million, or 51.2%, from $26.2 million in the prior year nine-month period to $39.6 million in the current nine-month period. The increase was primarily due to the issuance and sale of $300.0 million of 2018 Senior Notes, which is discussed in greater detail below. Offsetting this source of cash was a $209.9 million increase in cash used in the current nine-month period for payments of outstanding balances under the Company s Domestic and Multi-currency Line of Credit, for other existing indebtedness, including debt extinguishment costs of $6.1 million of the 2029 Convertible Notes, and for debt issuance costs incurred in conjunction with the issuance of the 2018 Senior Notes and the amendments to the Domestic and Multi-currency Line of Credit.

Additionally, the Company used $27.6 million more in the current nine-month period than in the prior year nine-month period for repurchases of shares of Company common stock through open market transactions pursuant to a 2013 authorization by the Company s Board of Directors. For the nine-month period the Company has repurchased $45.4 million of the Company s common shares, primarily through open market purchases. See Share Repurchases section below for additional information.

On May 15, 2013, the Company issued and sold the 2018 Senior Notes for an aggregate principal amount of $300.0 million. The Company offered and sold the 2018 Senior Notes to initial purchasers in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended (the Securities Act). The initial purchasers then resold the 2018 Senior Notes pursuant to the exemptions from registration under the Securities Act in reliance on Rule 144A and Regulation S. The 2018 Senior Notes bear interest at a rate of 5.75% per year on the principal amount, payable semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2013. The 2018 Senior Notes will mature on May 15, 2018. The 2018 Senior Notes are senior unsecured debt obligations of the Company. The 2018 Senior Notes are guaranteed by all of the Company s domestic subsidiaries.

In addition, on May 10, 2013, the Company entered into an agreement to amend the terms of its Domestic and Multi-currency Line of Credit. The primary provisions of the amendment to the Domestic and Multi-currency Line of Credit include an extension of the maturity date from March 31, 2015 to March 31, 2018 and a decrease in the total credit available from $380.0 million to $280.0 million, subject to an accordion feature whereby the revolving line of credit may be increased up to an additional $100.0 million with the consent of any increasing lenders. When the Company amended its Domestic and Multi-currency Line of Credit, it also extended the maturity date of its 2018 Variable Rate Notes and its letter of credit facility (each of which were entered into originally on the same date as the Domestic and Multi-currency Line of Credit) from March 31, 2015 to March 31, 2018.

The Company s debt agreements require the Company to maintain certain financial ratios. As of September 30, 2013, the Company was in compliance with all covenants and other requirements set forth in its debt agreements. As of September 30, 2013, the Company s available borrowings under its Domestic and Multi-currency Line of Credit were $159.8 million. Management believes that the borrowings available under the Company s Domestic and Multi-currency Line of Credit, anticipated cash generated from operations and current working capital of $820.3 million is sufficient to meet the Company s anticipated capital requirements for its business. Should the Company experience a significant decline in demand for the Company s products and services or other unexpected changes in financial condition, management would evaluate several alternatives to ensure that it is in a position to meet liquidity requirements. The Company s strategies to generate additional liquidity may include the sale of assets, reductions in capital spending, changes to the issuance of debt or equity securities and/or its management of its current assets. The characteristics of the Company s current assets, specifically the ability to rapidly liquidate gold jewelry inventory and adjust outflows of cash in its lending practices, gives the Company flexibility to quickly modify its business strategy to increase cash flow from its business, if necessary.

The Company had standby letters of credit of $16.3 million issued under its $20.0 million letter of credit facility as of September 30, 2013.

Share Repurchases

On January 24, 2013, the Board of Directors of the Company authorized a new share repurchase program for the repurchase of up to 2.5 million shares of its common stock and cancelled the Company s previous share repurchase authorization from January 2011. During the current nine-month period, the Company purchased 906,700 shares in open market transactions under this authorization for a total investment of $43.9 million, including commissions. Management anticipates that it will periodically purchase shares under this authorization based on its assessment of market characteristics, the liquidity position of the Company and alternative prospects for the investment of capital to expand the business and pursue strategic objectives.

Shelf Registration Statement

On August 24, 2012, the Company filed an automatic Shelf Registration Statement on Form S-3 (the Shelf Registration Statement) with the Securities and Exchange Commission (SEC) which permits the Company or its selling securityholders to offer from time to time shares of the Company s common stock, par value $0.10 per share, debt securities, depositary shares, warrants, stock purchase contracts, units, and subscription rights as described in the accompanying prospectus. Pursuant to Rule 462(e) of the Securities Act, the Shelf Registration Statement became effective automatically upon filing with the SEC. Management believes the Shelf Registration Statement will provide the Company with additional flexibility with regard to potential financings that it may undertake when market conditions permit or the Company s financial condition may require.

Off-Balance Sheet Arrangements

In certain markets, the Company arranges for consumers to obtain consumer loan products from one of several independent third-party lenders through the CSO programs. For consumer loan products originated by third-party lenders under the CSO programs, each lender is responsible for providing the criteria by which the consumer s application is underwritten and, if approved, determining the amount of the consumer loan. The Company in turn is responsible for assessing whether or not the Company will guarantee such loans. When a consumer executes an

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agreement with the Company under the CSO programs, the Company agrees, for a fee payable to the Company by the consumer, to provide certain services to the consumer, one of which is to guarantee the consumer s obligation to repay the loan received by the consumer from the third-party lender if the consumer fails to do so. The guarantee represents an obligation to purchase specific loans if they go into default. Short-term loans that are guaranteed generally have terms of less than 90 days. Secured auto equity loans, which are included in the Company s installment loan portfolio, that are guaranteed typically have an average term of less than 24 months, with available terms of up to 42 months. As of September 30, 2013 and 2012, the gross amount of active consumer loans originated by third-party lenders under the CSO programs were $50.1 million and $55.3 million, respectively, which were guaranteed by the Company. The estimated fair value of the liability for estimated losses on consumer loans guaranteed by the Company was $2.8 million and $3.4 million as of September 30, 2013 and 2012, respectively.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to the Company s operations result primarily from changes in interest rates, foreign exchange rates, and gold prices. The Company does not engage in speculative or leveraged transactions, nor does it hold or issue financial instruments for trading purposes. There have been no material changes to the Company s exposure to market risks since December 31, 2012.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of the Company s Chief Executive Officer and Chief Financial Officer, management of the Company has evaluated the effectiveness of the design and operation of the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, or the Exchange Act) as of September 30, 2013 (the Evaluation Date). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the Company s disclosure controls and procedures are effective and provide reasonable assurance (i) to ensure that information required to be disclosed in reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms; and (ii) to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to management, including the Company s Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

There was no change in the Company s internal control over financial reporting during the quarter ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

The Company s management, including its Chief Executive Officer and Chief Financial Officer, does not expect that the Company s disclosure controls and procedures or internal controls will prevent or detect all possible misstatements due to error or fraud. The Company s disclosure controls and procedures and internal controls are, however, designed to provide reasonable assurance of achieving their objectives, and the Company s Chief Executive Officer and Chief Financial Officer have concluded that the Company s disclosure controls and procedures are effective at that reasonable assurance level.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See Note 11 of Part I, Item 1 Financial Statements.

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ITEM 1A. RISK FACTORS

Except as set forth below and on Exhibit 99.1 to the Current Report on Form 8-K dated and filed on May 8, 2013 and incorporated herein by reference, there have been no material changes from the Risk Factors described in Part I Item 1A. Risk Factors of the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Significant changes in foreign laws or regulations or a deterioration of the political, regulatory or economic environment of Mexico, Australia, Canada or the United Kingdom could affect the Company s operations in these countries.

Significant changes in foreign laws or regulations or a deterioration of the political, regulatory or economic environment of Mexico, Australia, Canada or the United Kingdom could restrict the Company s ability to sustain or expand its operations in these countries, which could materially adversely affect its business, prospects, results of operations and financial condition and could impair its ability to continue operations in these countries.

In Mexico, restrictions and regulations affecting pawn services, including licensing restrictions, disclosure requirements and limits on interest rates have been and likely will in the future be proposed from time to time. The Company also maintains business relationships with third-party service providers. The failure of key service providers to fulfill their obligations as a result of regulatory, political, economic or other factors could disrupt the Company s operations in Mexico. The Company s business in Mexico is also subject to other potential risks and uncertainties that are beyond its control, such as violence, social unrest, enforcement of property rights and public safety and security, which could restrict or eliminate its ability to operate some or all of its locations in Mexico or significantly reduce customer traffic or demand.

In addition, the Company offers consumer loans over the Internet to customers in Australia, Canada and the United Kingdom. The United Kingdom and Australia have recently increased regulation of our industry and have demonstrated an increasing interest in considering legislation or regulations that could further regulate or restrict the consumer loan products offered by the Company.

In Australia, the Company must comply with the responsible lending guidelines under the National Consumer Credit Protection Act (2010), which has been recently amended. The amendment includes limitations on permissible fees charged on certain consumer loans, including consumer loans made by the Company. The Company recently altered the products it offers in Australia. The Company is still assessing the impact that the changes will have on the business in Australia, but expects the product offering will be less profitable. If the reduction in profitability is such that the Company s product offering is not sustainable, the Company may need to exit Australia if the product cannot be further modified in a way that retains its profitability in that country.

In the United Kingdom, the Company must comply with the European Union Consumer Credit Directive, the Irresponsible Lending Guidance of the Office of Fair Trading (the OFT), and the Consumer Credit Act of 1974 that was amended by the Consumer Credit Act of 2006 (the CCA), among other rules and regulations. In February 2012, the OFT announced that it had launched a review of the payday lending sector to assess the sector s compliance with the CCA, the Irresponsible Lending Guidelines and other relevant guidance and legal obligations. As part of this review, the OFT conducted examinations of a number of U.K. payday lenders, including the Company, to assess individual company compliance with these laws and guidelines. The OFT has announced that these inspections will be used to assess a licensee s fitness to hold a consumer credit license and could result in formal enforcement action, including potential license revocation or significant fines or penalties where appropriate.

The OFT announced the findings of its review of the payday lending sector s compliance during the first quarter of 2013 and enumerated a number of expectations it has for payday lenders related to affordability assessments, rollover practices, advertising, debt collection practices and consumer disclosures, among other expectations. Since that time, the OFT has been contacting the larger U.K. payday lenders to communicate the findings of its industry review and to conduct individual company examinations. On May 3, 2013, the OFT sent the Company a letter of findings related to its examination of the Company s U.K. payday lending business. In that letter, the OFT indicated that the Company may not be complying fully with all aspects of the Irresponsible Lending Guidelines, the CCA and other relevant laws and guidance. This letter indicated the OFT s general and specific concerns in the following categories: advertising and marketing, pre-contract information and explanations, affordability assessments, rollovers, including deferred refinance and extended loans, forbearance and debt collection, and regulatory and other compliance issues. The OFT asked the Company to provide an independent audit of its compliance in relation to each concern identified in the letter by July 29, 2013. The Company believes it has addressed the concerns identified by the OFT, and the Company has provided this audit to the OFT by the required date. This audit is intended to evidence how the Company has rectified the areas of concern identified by the OFT. Based upon its response to the OFT, the Company does not expect any of the changes that it has implemented in its business to have a material adverse effect on its future operations and financial condition. However, the Company can provide no assurance as to whether it will successfully resolve the concerns expressed by the OFT or whether, in addressing these concerns, the Company will need to change its business processes or payday lending products in the United Kingdom in a manner that could materially adversely affect the Company s future operations and financial condition.

In addition, in June 2013, the OFT referred the payday lending industry in the United Kingdom to the Competition Commission for review. The Competition Commission has begun gathering data from industry participants, including the Company, in connection with its review of the U.K. payday lending industry to determine whether certain features of the payday lending industry prevent, restrict or distort competition and, if so, what remedial action should be taken. The Competition Commission is required to complete its report by June 26, 2015, although it has stated that it aims to complete the investigation in a shorter period. If the investigation finds remedial action is necessary, the Competition Commission will decide whether to order such remedial action itself or whether it should recommend certain actions or remedies be taken by the industry regulator, which will be the Financial Conduct Authority (the FCA).

In December 2012, the U.K. Parliament passed the Financial Services Act of 2012 (the Act), which created a new regulatory framework for the supervision and management of the banking and financial services industry in the United Kingdom, including the consumer lending industry in which the Company operates. The Act mandates that the FCA take over responsibility for regulating consumer credit from the OFT in April 2014. Certain provisions of the Act took effect on April 1, 2013, and other provisions of the Act will take effect on April 1, 2014. The Act makes changes to the CCA and the Financial Services and Markets Act of 2000 (the FSMA), and gives the OFT the power to suspend consumer credit licenses with immediate effect or from a date specified. During the period of transition of regulatory responsibility over consumer credit from the OFT to the FCA, the OFT has continued and will continue to fully and rigorously regulate consumer credit, including the short-term loan market.

It appears that when the FCA takes over responsibility, it will regulate consumer credit pursuant to the guidance of the FSMA, which includes prescriptive regulations that currently govern the secured credit market while carrying across many of the standards set out in the CCA and its secondary legislation as well as OFT guidance. Prescriptive regulations, as contrasted with principles-based regulations that currently regulate the lending process in the United Kingdom, define what a lender may and may not do with a specific product, similar to U.S. law. On October 3, 2013, the FCA issued a consultation paper on a proposed rulebook of prescriptive regulations that includes more stringent requirements for lenders such as the Company, including mandatory affordability checks on borrowers, limiting the number of rollovers to two, restricting how lenders can advertise and proposing the power to ban advertisements it deems misleading, and introducing a limit of two unsuccessful attempts on the use of continuous payment authority to pay off a loan. If the FCA regulations are adopted as they are currently proposed, the Company would be required to make adjustments to its collections processes, which could possibly result in lower collections on loans it makes and a decrease in the number of customers that the Company is able to approve. The Company is still assessing the potential impact of the proposed changes and what effect such changes may have on its business, prospects, results of operations and financial condition. The FCA is expected to publish the finalized rulebook in early 2014, with certain provisions expected to take effect on April 1, 2014 and other provisions, such as the potential limits on rollovers, continuous payment authority and advertising, expected to take effect on July 1, 2014. If prescriptive regulations are adopted by the FCA, the Company expects that its compliance costs will be increased.

Any of these regulatory changes could have a material adverse effect on the Company s business, prospects, results of operations and financial conditions and could impair its ability to continue current operations in the United Kingdom.

An inability to disburse consumer loan proceeds or collect consumer loan payments through the Automated Clearing House (ACH) system would materially adversely affect the Company s consumer loan business.

When making consumer loans, the Company s online consumer loan business uses the ACH system to deposit loan proceeds into its customers bank accounts, and both its online and storefront consumer loan businesses, including loans made through the CSO programs, depend on the ACH system to collect amounts due to the Company by withdrawing funds from its customers bank accounts when it has obtained written authorization to do so from its customers. The Company s ACH transactions are processed by banks, and if these banks cease to provide ACH processing services to the Company, it would have to materially alter, or possibly discontinue, some or all of its consumer loan business if alternative ACH processors are not available.

It has been reported that recent actions by the U.S. Department of Justice (the Justice Department), the Federal Deposit Insurance Corporation (FDIC) and certain state regulators appear to be intended to discourage banks and ACH payment processors from providing access to the ACH system for certain short-term consumer loan (or payday loan) providers that they believe are operating illegally, cutting off their access to the ACH system to either debit or credit customer accounts (or both). According to published reports, the Justice Department has issued subpoenas to banks and payment processors, and the FDIC and other regulators are said to be using bank oversight examinations to discourage banks from providing access to the ACH system to certain online lenders. Recently, the Department of Financial Services of the State of New York (the NY DFS) sent letters to approximately 35 online short-term consumer loan companies (that did not include the Company as it does not offer consumer loans in New York) demanding that they cease and desist offering illegal payday loans to New York consumers and also sent letters to over 100 banks, as well as the National Automated Clearing House Association (NACHA) (which oversees the ACH network), requesting that they work with the NY DFS to cut off ACH system access to New York customer accounts for illegal payday lenders. NACHA, in turn, has requested that its participants review origination activity for these 35 online short-term consumer loan companies and to advise NACHA whether it has terminated these lenders access to the ACH system or, if not, the basis for not doing so. NACHA also requested that participants review ACH origination activities related to other online loan companies and to terminate any ACH system access that would violate NACHA rules, which would include, according to NACHA, any authorizations to use the ACH system to pay illegal loans that are unenforceable under state law. Maryland s Division of Financial Regulation has also been reported to have taken steps to stop banks in Maryland from processing illegal payday loans in its state, and the California Department of Business Oversight similarly directed state-licensed banks and credit unions to monitor transactions with any unlicensed lenders.

This heightened regulatory scrutiny by the Justice Department, the FDIC and other regulators has the potential to cause banks and ACH payment processors to cease doing business with consumer lenders who are operating legally, without regards to whether that lender is complying with applicable laws, simply to avoid the risk of heightened scrutiny or even litigation. There can be no assurance that our access to the ACH system will not be impaired as a result of this heightened scrutiny, and if this access is impaired, our consumer loan business will be materially adversely affected and we may find it difficult or impossible to continue some or all of our consumer loan business, which could have a material adverse effect on our business, prospects, and results of operations and financial condition.

Certain tax positions taken by the Company require the judgment of management and could be challenged by the Internal Revenue Service.

Management s judgment is required in determining the provision for income taxes, the deferred tax assets and liabilities and any valuation allowance recorded against deferred tax assets. Management s judgment is also required in evaluating whether tax benefits meet the more-likely-than-not threshold for recognition under ASC 740-10-25, *Income Taxes*. For example, in connection with the liquidation of the Company s subsidiary that formerly owned and operated its

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Mexico-based pawn operations, Creazione Estilo, S.A. de C.V., *a Mexican sociedad anónima de capital variable* (Creazione), the Company intends to claim a deduction on its 2013 federal income tax return for its tax basis in the stock of Creazione and has recognized a tax benefit of approximately $33.2 million as a result of the deduction. Management believes that the Company meets the requirements for this deduction and that it should be treated as an ordinary loss, which will reduce the Company s cash taxes paid in 2013, and the Company has obtained a Private Letter Ruling from the Internal Revenue Service (the IRS) with respect to one of the various factors that it considered in making this determination. Because there are a number of factors that must be considered in making this determination, some of which were not specifically addressed in the Private Letter Ruling, the Internal Revenue Service could challenge the availability and/or characterization of the loss. If the deduction is ultimately denied or is determined to be a capital loss by the IRS, the Company may be required to reverse the previously recognized tax benefit and may be required to make additional income tax payments.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides the information with respect to purchases made by the Company of shares of its common stock, par value $0.10 per share, during each of the months in the first nine months of 2013:

Period	Total Number of Shares Purchased[a]	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan [b]	Maximum Number of Shares that May Yet Be Purchased Under the Plan [b]
January 1 to January 31	10,608	$ 47.81	10,000	2,490,000
February 1 to February 28	302,147	$ 49.22	270,000	2,220,000
March 1 to March 31	155,000	$ 51.54	155,000	2,065,000
April 1 to April 30	20,000	$ 52.40	20,000	2,045,000
May 1 to May 31	185,023	$ 46.49	185,000	1,860,000
June 1 to June 30	206,700	$ 47.97	206,700	1,653,300
July 1 to July 31		$ 0.00		1,653,300
August 1 to August 31	60,770	$ 42.01	60,000	1,593,300
September 1 to September 30				