

AEL NET OF MISSOURI, LLC
Form 424B5
January 13, 2014
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Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-192279

PROSPECTUS

**Offer to Exchange up to \$300,000,000 aggregate principal amount of new
5.75% Senior Notes due 2018,
which have been registered under the Securities Act,
for any and all of its outstanding unregistered 5.75% Senior Notes due 2018**

Subject to the Terms and Conditions described in this Prospectus

The Exchange Offer will expire at 5:00 p.m. New York City time on February 13, 2014, unless extended

The Notes

We are offering to exchange, upon the terms and subject to the conditions of this prospectus and the accompanying letter of transmittal, our new registered 5.75% Senior Notes due 2018 for all of our outstanding unregistered 5.75% Senior Notes due 2018. We refer to our outstanding unregistered 5.75% Senior Notes due 2018 as the old notes and to the new 5.75% Senior Notes due 2018 issued in this exchange offer as the Notes. We refer to the offer to exchange the old notes for the Notes as the exchange offer in this prospectus. The Notes are substantially identical to the old notes that we issued on May 15, 2013, except for certain transfer restrictions and registration rights provisions relating to the old notes.

Material Terms of The Exchange Offer

The exchange offer expires at 5:00 p.m., New York City time, on February 13, 2014, unless extended.

You will receive an equal principal amount of Notes for all old notes that you validly tender and do not validly withdraw before the exchange offer expires.

The exchange will not be a taxable exchange for U.S. federal income tax purposes.

There has been no public market for the old notes and we cannot assure you that any public market for the Notes will develop. We do not intend to list the Notes on any securities exchange or to arrange for them to be quoted on any automated quotation system.

The terms of the Notes are substantially identical to the old notes, except for transfer restrictions and registration rights provisions relating to the old notes.

If you fail to tender your old notes for the Notes, you will continue to hold unregistered securities and it may be difficult for you to transfer them.

The old notes are, and the Notes will be, fully, jointly, severally and unconditionally guaranteed, subject to certain customary release provisions described under **Description of the Notes Guarantors**, on a senior unsecured basis by each of our U.S. subsidiaries and one of our foreign subsidiaries.

Each broker-dealer that receives Notes for its own account in the exchange offer must acknowledge that it acquired the old notes for its own account as a result of market-making or other trading activities and must agree that it will deliver a prospectus meeting the requirements of the Securities Act of 1933, as amended, or the Securities Act, in connection with any resale of the Notes. A participating broker-dealer may use this prospectus, as it may be amended or supplemented from time to time, in connection with resales of Notes received in exchange for old notes where such old notes were acquired as a result of market-making activities or other trading activities.

Consider carefully the **Risk Factors beginning on page 15 of this prospectus.**

We are not making this exchange offer in any state where it is not permitted.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is January 13, 2014.

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. This prospectus is an offer to exchange only the Notes offered by this prospectus and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is accurate only as of its date.

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WHERE YOU CAN FIND MORE INFORMATION

We have filed with the Securities and Exchange Commission, or the SEC, a registration statement on Form S-4 under the Securities Act that registers the Notes that will be offered in exchange for the old notes. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the Notes. The rules and regulations of the SEC allow us to omit from this document certain information included in the registration statement.

We file annual, quarterly and other reports and information with the SEC. You may read and download our filings over the Internet from several commercial document retrieval services, as well as the SEC's website at *www.sec.gov*. You may also read and copy our SEC filings at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information concerning the public reference room and any applicable copy charges.

In addition, our SEC filings are available on our website at *www.cashamerica.com* at no cost as soon as reasonably practicable after our electronic filing or furnishing thereof with the SEC. Please note that any Internet addresses provided in this prospectus are for informational purposes only and are not intended to be hyperlinks. Accordingly, no information found and/or provided at such Internet addresses is intended or deemed to be incorporated by reference herein. With the exception of the filings specifically incorporated by reference in this prospectus as set forth below, material contained on or accessible through our websites is specifically not incorporated into this prospectus. See Incorporation of Documents by Reference.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. We will provide without charge to each person to whom a copy of this prospectus has been delivered, who makes a written or oral request, a copy of this information and any and all of the documents referred to herein, including the Registration Rights Agreement and indenture for the Notes, which are summarized in this prospectus, by request directed to:

Cash America International, Inc.

1600 West 7th Street

Fort Worth, Texas 76102

Attention: Investor Relations

Telephone: (817) 335-1100

In order to ensure timely delivery, you must make such request no later than five business days before the expiration of the exchange offer, or February 6, 2014.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and our filings with the SEC that are incorporated by reference in this prospectus may contain forward-looking statements. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words believe, anticipate, expect, estimate, intend, project, will be, will likely continue, will likely result, or words or phrases of similar meaning. These forward-looking statements are based largely on the expectations of management and are subject to a

number of risks and uncertainties including, but not limited to, the following:

the effect of domestic and foreign pawn, consumer credit, tax and other laws and government rules and regulations applicable to our business, including changes in such laws, rules and regulations, 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 our business, including our consumer loan business and our business practices;

the deterioration of the political, regulatory or economic environment in foreign countries where we operate or in the future may operate;

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 affects us, our products or the legality or enforceability of our arbitration agreements;

the actions of third parties who provide, acquire or offer products and services to, from or for us;

our ability to process or collect consumer loans through the Automated Clearing House system;

our ability to maintain an allowance or liability for estimated losses on consumer loans that are adequate to absorb credit losses;

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changes in demand for our services and changes in competition;

our ability to attract and retain qualified executive officers;

a prolonged interruption in our operations of our facilities, systems and business functions, including our information technology and other business systems;

our ability to open new locations in accordance with plans or to successfully integrate newly acquired businesses into our operations;

interest rate and foreign currency exchange rate fluctuations;

changes in the capital markets, including the debt and equity markets;

changes in our ability to satisfy our debt obligations or to refinance existing debt obligations or obtain new capital to finance growth;

compliance with laws and regulations applicable to international operations, including anti-corruption laws such as the Foreign Corrupt Practices Act and the U.K. Bribery Act of 2010 and international trade and economic sanctions laws;

cyber-attacks or security breaches;

acts of God, war or terrorism, pandemics and other events;

the effect of any of the above changes on our business or the markets in which we operate; and

other risks and uncertainties described in this prospectus or from time to time in our filings with the SEC. The foregoing risks and uncertainties, as well as those risks in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 28, 2013, or our 10-K, and Exhibit 99.1 to our Current Report on Form 8-K dated and filed with the SEC on May 8, 2013, both of which are incorporated by reference into this prospectus, may cause actual results to differ materially from any of such forward-looking statements. You should refer to the Risk Factors section for specific risks that would cause actual results to be significantly different from those expressed or implied by these forward-looking statements. The information included herein is given as of the date of this prospectus and future events or circumstances could differ significantly from these forward-looking statements. We do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. It is not possible to identify all of the risks, uncertainties and other

factors that may affect future results. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Accordingly, readers of this prospectus are cautioned not to place undue reliance on the forward-looking statements.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We are incorporating by reference in this prospectus information filed with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus and information that we file later with the SEC will automatically update and supersede previously filed information, including information contained in this document.

We incorporate by reference the documents listed below (but excluding any portions thereof that are furnished and not filed):

our Annual Report on Form 10-K for the year ended December 31, 2012 filed on February 28, 2013, including information specifically incorporated by reference into our 10-K from our definitive proxy statement for our 2013 Annual Meeting of Shareholders, as filed on Schedule 14A with the SEC on April 11, 2013;

our Current Report on Form 8-K filed on September 28, 2012, as amended on February 21, 2013;

our Current Report on Form 8-K filed on January 24, 2013;

our Current Report on Form 8-K filed on January 31, 2013;

our Current Report on Form 8-K filed on February 20, 2013;

our Current Report on Form 8-K filed on April 3, 2013;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed on April 26, 2013;

our Current Report on Form 8-K filed on May 9, 2013;

our Current Report on Form 8-K filed on May 15, 2013;

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our Current Report on Form 8-K filed on May 24, 2013;

our Current Report on Form 8-K filed on June 24, 2013;

our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 filed on July 26, 2013;

our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed on October 28, 2013;

our Current Report on Form 8-K filed on November 12, 2013;

our Current Report on Form 8-K filed on November 20, 2013;

our Current Report on Form 8-K filed on December 18, 2013; and

our Current Report on Form 8-K filed on January 8, 2014.

All documents that we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, after the date of the initial registration statement of which this prospectus is a part and prior to effectiveness of the registration statement will be deemed to be incorporated by reference into this prospectus. We also incorporate by reference into this prospectus all documents that we may file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination or expiration of the exchange offer made hereby. These documents include periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Unless expressly incorporated into this prospectus, information furnished under Items 2.02 and 7.01 on a Current Report on Form 8-K, and the exhibits furnished pursuant thereto, shall not be incorporated by reference into this prospectus. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this prospectus, except as so modified or superseded.

MARKET AND INDUSTRY DATA

We obtained the industry, market and competitive position data included and incorporated by reference in this prospectus from our own internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. Industry publications, research, surveys and studies generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that each of these publications, studies and surveys is reliable, we have not

independently verified industry, market and competitive position data from third-party sources. While we believe our internal business research is reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source. Accordingly, investors should not place undue weight on the industry and market share data presented in this prospectus.

Except as otherwise indicated or as the context otherwise requires, all references in this prospectus to:

Adjusted EBITDA means our earnings excluding depreciation, amortization, interest, foreign currency transaction gains or losses, equity in earnings or loss of unconsolidated subsidiary, provision for income taxes and including the net income or loss attributable to non-controlling interests. Adjusted EBITDA is a financial measure that is not in conformity with generally accepted accounting principles in the United States, or GAAP, which we refer to as non-GAAP financial information. Management believes Adjusted EBITDA is used by investors to analyze operating performance and evaluate our ability to incur and service debt and our capacity for making capital expenditures. Adjusted EBITDA is also useful to investors to help assess our liquidity and estimated enterprise value. A reconciliation of Adjusted EBITDA to the nearest GAAP measure is contained in note (3) to the tabular presentation appearing under Summary Historical Consolidated Financial Data in this prospectus;

the Company, we, us, and our mean Cash America International, Inc. and our subsidiaries except where the context otherwise requires or as otherwise indicated; and

the Credit Agreement means our Credit Agreement, dated as of March 30, 2011, by and among Cash America International, Inc., as borrower, the guarantors party thereto, a syndicate of financial institutions as lenders, Wells Fargo Bank, National Association, as administrative agent, and KeyBank, National Association, as documentation agent, as amended, for our domestic and multi-currency line of credit.

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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus and in our filings with the SEC that are incorporated by reference into this prospectus. This summary sets forth the material terms of this exchange offer, but it does not contain all of the information that you should consider before deciding whether to exchange your old notes for the Notes. You should read this entire prospectus carefully before deciding whether to exchange your old notes for the Notes, especially the risks of investing in our Notes discussed under Risk Factors.

The Exchange Offer

On May 15, 2013, we completed the private offering of \$300,000,000 of 5.75% Senior Notes due 2018. We entered into a registration rights agreement with the initial purchasers in the private offering of the old notes in which we agreed, among other things, to file a registration statement with the SEC on or before the 180th day following May 15, 2013, to use our commercially reasonable efforts to cause a registration statement relating to an offer to exchange the old notes for the Notes to become effective on or prior to the 270th day following May 15, 2013, to keep such registration statement effective until the consummation of the exchange offer, and to consummate the exchange offer. You are entitled to exchange in this exchange offer old notes that you hold for registered Notes with substantially identical terms. If we fail to timely file the registration statement, the registration statement is not timely declared effective or we fail to timely complete this exchange offer, we must pay liquidated damages to the holders of the old notes until these actions are completed. You should read the discussion under the headings Prospectus Summary, Description of the Notes and Description of the Old Notes for further information regarding the Notes and the old notes.

We believe that the Notes to be issued in this exchange offer may be resold by you without compliance with the registration and prospectus delivery provisions of the Securities Act, subject to certain conditions. You should read the discussion under the headings Prospectus Summary The Exchange Offer and The Exchange Offer for further information regarding this exchange offer and resale of the Notes.

Our Company

We are a leading provider of alternative financial services to unbanked and underbanked individuals. We were incorporated in Texas in 1984 and have been providing alternative financial services to our customers for approximately 29 years. Throughout our history, we have been focused on developing new ways to make it easier for our customers to obtain alternative financial services. We offer our alternative financial services through our retail lending locations and through our websites on the Internet. We believe we are the nation's largest provider of pawn loans and one of the largest operators of pawn shops in the world. In addition, our wholly owned subsidiary, Enova International, Inc., or Enova, is a leading provider of online financial services to alternative credit consumers in 32 states in the United States and in the United Kingdom, Australia and Canada.

For the year ended December 31, 2012 and the nine month period ended September 30, 2013, we generated total revenue of \$1.8 billion and \$1.3 billion, respectively. Adjusted EBITDA for the year ended December 31, 2012 and the nine month period ended September 30, 2013 was \$317.8 million and \$227.7 million, respectively. As of September 30, 2013, our total pawn and consumer loan balances were \$582.0 million, composed of \$253.7 million of pawn loans and \$382.3 million of consumer loans, net of allowance for losses. As of September 30, 2013, we operated 995 retail locations offering specialty financial services to consumers, including 907 lending locations in 22 states in the United States, 47 pawn lending locations in Mexico and 88 unconsolidated franchised check cashing locations in 13 states in the United States. A reconciliation of Adjusted EBITDA to the nearest GAAP measure is contained in note (3) to the tabular presentation appearing under Summary Historical Consolidated Financial Data in this

prospectus.

Our Industry

We operate in a segment of the financial services industry that serves unbanked and underbanked consumers in need of convenient and quick access to cash and other financial products and services, often referred to as alternative financial services. Our industry provides services to an estimated 68 million unbanked and underbanked consumers in the United States. Products and services offered by this industry segment include various types of short-term loans (including pawn loans, payday loans, small installment loans, lines of credit and title loans), check cashing, prepaid card products, rent-to-own products, bill payment services, money orders and money transfers. We offer many, but not all, of these products and services. Consumers who use these services are often underserved by banks and other traditional financial institutions and are frequently referred to as unbanked or underbanked consumers.

We believe that consumers seek our industry's services for numerous reasons, including because they often:

prefer the simplicity, transparency and convenience of these products;

may have a dislike or distrust of banks due to confusing and complicated fee structures that are not uncommon for traditional bank products;

require access to financial services outside of normal banking hours;

have an immediate need for cash for financial challenges and unexpected expenses;

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have been rejected for or are unable to access traditional banking or other credit services;

seek an alternative to the high cost of bank overdraft fees, credit card and other late payment fees and utility late payment fees or disconnect and reconnection fees; and

wish to avoid potential negative credit consequences of missed payments with traditional creditors.

Demand in our industry has been fueled by several demographic and socioeconomic trends, including an overall increase in the population and stagnant to declining growth in the household income for working-class individuals. In addition, many banks have reduced or eliminated services that working-class consumers require, due to the higher costs associated with serving these consumers and increased regulatory and compliance costs. The necessity for alternative financial services was highlighted by a recent report from The National Bureau of Economic Research, which identified that half of the Americans surveyed reported that it is unlikely that they would be able to gather \$2,000 to cover a financial emergency, even if given a month to obtain funds. Additionally, according to a 2011 Federal Deposit Insurance Corporation, or FDIC, National Survey of Unbanked and Underbanked Households published in September 2012, 29% of American households do not have a savings account to meet any financial emergency. As a result of these trends, a significant number of retailers in other industries have begun to offer financial services to these consumers. The providers of these services are fragmented and range from specialty finance stores and online alternative financial services providers to retail stores in other industries that offer ancillary financial services.

Our Customers

We serve a large and growing demographic group of customers by providing services to help manage their day-to-day financial needs. Our products are designed to provide our customers with a convenient means of obtaining small loans and ancillary financial services. Depending on their individual needs and circumstances, our customers can choose between pawn loans and consumer loans to bridge their liquidity gaps.

Our large and growing customer base generally represents the working middle class individual. The following chart sets forth industry information about a typical pawn loan customer:

Average Age	36
Household Income	\$ 29,000
Employed	80%
Homeownership	33%
High School Diploma/GED	82%
Bank Account	Not required

Source: National Pawnbrokers Association.

The following chart sets forth industry information about a typical cash advance customer:

Average Age	Under 45
Household Income	\$ 25,000 to \$50,000

Homeownership	32%
High School Diploma/GED	90%
Bank Account	Required

Source: The Community Financial Services Association of America.

Our Products and Services

Our primary products and services are small loans offered to individuals. These loans take the form of pawn loans secured by tangible property and consumer loans, which include short-term loans (commonly referred to as payday loans), line of credit accounts and installment loans.

Pawn Loans

We offer 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 our pawn loan portfolio. A related activity of our 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. As of September 30, 2013,

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we operated 792 pawn lending locations in the United States and 47 pawn lending locations in Mexico. In August 2013, we completed the acquisition of substantially all of the assets 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 under the name Top Dollar Pawn. In addition, in December 2013, we completed the acquisition of substantially all of the assets of a 34-store chain of pawn lending locations in the states of Georgia and North Carolina that were owned by PawnMart, Inc. and operate primarily under the name PawnMart.

When receiving a pawn loan from us, our customer pledges personal property to us as security for the loan. Because pawn loans are non-recourse against the customer, the customer's credit worthiness is not a significant factor in the loan decision. The amount we are willing to lend in our pawn lending operations is generally assessed as a percentage of the pawned property's estimated disposition value. We rely solely on the disposition of pawned property to recover the principal amount of an unpaid pawn loan plus a yield on the investment. If the customer does not repay the loan, we either become the owner of the pawned property or become the party responsible for the disposition of the collateral in satisfaction of the loan and unpaid fees, and the merchandise becomes available for disposition through either retail or commercial sales. Our gross profit margin on disposition of merchandise was 32.1% in 2012 and 31.3% for the nine month period ended September 30, 2013.

Pawn-related activity, which is the sum of pawn loan fees and service charges and the net proceeds from the disposition of merchandise, generated \$526.5 million of net revenue in 2012 and \$365.5 million of net revenue in the nine month period ended September 30, 2013, representing 52.3% and 47.9% of consolidated net revenue, respectively. As of September 30, 2013, our pawn loan balance was \$253.7 million, which represented 43.6% of our consolidated loan portfolio.

Consumer Loans

We also originate, guarantee or purchase consumer loans (collectively referred to as consumer loans). 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, line of credit accounts and installment loans.

Short-term loans are unsecured short-term loans written by us or by a third-party lender through our credit services organization programs, which we refer to as our CSO programs, that we guarantee. Line of credit accounts consist of draws made through our line of credit products, and, from 2008 through October 2010, included micro line of credit, or MLOC, receivables, which are participation interests in receivables acquired from a third-party lender in connection with certain MLOC services we offered. 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 us or by a third-party lender through our CSO programs that we guarantee.

We offer consumer loans in many of our retail services locations. We also offer consumer loans over the Internet through our websites that operate under the names CashNetUSA and NetCredit in the United States, under the names QuickQuid and Pounds to Pocket in the United Kingdom and under the name DollarsDirect in Australia and Canada.

Through our CSO programs, we provide 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 our 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, or CSO loans. Under our CSO programs, we guarantee 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 our consolidated financial statements, but we have established a liability for the estimated losses in support of the guarantee on these loans in our consolidated balance sheets.

Consumer loan fees, net of consumer loan loss provision, generated \$465.2 million of net revenue in 2012 and \$388.4 million of net revenue in the nine month period ended September 30, 2013, representing 46.3% and 50.9% of consolidated net revenue, respectively. As of September 30, 2013, our consumer loan balance, net of allowance for losses, was \$328.3 million, which represented 56.4% of our consolidated loan portfolio.

Other Services

In addition, we provide check cashing and other ancillary services through many of our retail services locations and through our franchised check cashing locations. The ancillary services provided mainly include money orders, wire transfers, prepaid debit cards, tax filing services and auto insurance. Most of these ancillary services are provided through third-party vendors.

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The chart below represents our net revenue composition by areas of operation:

Our Operating Segments

We have two reportable operating segments: retail services and e-commerce. Our retail services segment includes all of the operations of our 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 other ancillary services offered in our retail services segment are provided through third-party vendors. Our e-commerce segment includes the operations of our E-Commerce Division, which is composed of our domestic and foreign online lending channels through which we offer consumer loan products and is referred to as Enova.

Retail Services Segment

The following table sets forth the number of domestic and foreign company-owned and franchised locations in our retail services segment offering pawn lending, consumer lending, and other services as of September 30, 2013 and December 31, 2012 and 2011. Our domestic retail services locations operate under the names Cash America Pawn, SuperPawn, Cash America Payday Advance, Cashland and Mr. Payroll. In addition, some recently acquired domestic retail services locations operate under various names that we expect to change to Cash America Pawn during 2013 and 2014. In January 2013, our retail services locations in Mexico began operating exclusively under the name Cash America casa de empeño (and previously operated under the name Prenda Fácil).

	AS OF			AS OF DECEMBER 31,					
	SEPTEMBER 30, 2013,			2012		2011			
	DOMESTIC	FOREIGN	TOTAL	DOMESTIC	FOREIGN	TOTAL	DOMESTIC	FOREIGN	TOTAL
Retail services locations offering:									
Both pawn and consumer lending	581		581	581		581	572		572
Pawn lending only	211	47	258	167	47	214	126	190	316
Consumer lending only	68		68	83		83	86		86
Other ⁽³⁾	88		88	91		91	110		110
Total retail services locations	948	47	995	922	47	969	894	190	1,084

(1) Except as described in note (3) below, includes locations that operate in 22 states in the United States as of September 30, 2013 and December 31, 2012, and 23 states as of December 31, 2011. In 2011, includes five retail

- services locations that we operated under management agreements with a former franchisee.
- (2) Includes one unconsolidated franchised location operating under the name Cash America Pawn as of December 31, 2011.

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- (3) As of September 30, 2013 and December 31, 2012 and 2011, includes 88, 91 and 104 unconsolidated franchised check cashing locations, respectively. As of December 31, 2011, includes six consolidated Company-owned check cashing locations. As of September 30, 2013 and December 31, 2012 and 2011, includes locations that operate in 13, 15 and 18 states in the United States, respectively.

E-Commerce Segment

We offer consumer loans through our websites on the Internet. As of September 30, 2013, our e-commerce segment operated in 32 states in the United States and in three foreign countries through our websites:

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>.

Our Internet websites and the information contained therein or connected thereto are not incorporated by reference into this prospectus.

Retail Services Expansion Strategy

Historically, we have expanded our retail services business by acquiring existing retail services locations and by establishing new start-up locations. We intend to continue to expand our retail services business within our existing geographic markets and into other markets that meet our investment criteria. We believe that such expansion will continue to provide economies of scale in supervision, purchasing, administration and marketing by decreasing the overall average cost of such functions per unit owned. By concentrating multiple lending locations in regional and local markets, we seek to expand market penetration, enhance name recognition and reinforce our marketing programs.

As a part of our lending location expansion strategy, in 2013 we acquired 76 pawn lending locations. In August 2013, we 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, and in December 2013, we completed the acquisition of a chain of pawn lending locations that included 31 locations in Georgia and three locations in North Carolina. In 2012, we acquired a chain of nine pawn lending locations in Arizona and a 25-store chain of pawn lending locations in Kentucky, North Carolina and Tennessee. In addition to these transactions, we acquired 11 pawn lending locations during 2012 and 2011. In addition to making strategic acquisitions, we have expanded our retail services operations by opening new pawn lending locations in key markets. We opened 14 and nine new domestic pawn lending locations in 2012 and 2011, respectively, and we have opened two additional new pawn lending locations, net of closures, during the nine-month period ended September 30, 2013.

Consistent with the goal of providing additional credit products, we began offering auto equity and installment loans to customers in certain of our lending locations in 2010. Through the addition of these services, we expanded our customers' available credit alternatives while providing an opportunity for increased revenue and earnings at our

lending locations. We plan to continue our efforts to develop and deliver ancillary financial products to our diverse customer base.

We may also consider lending location expansion internationally in Mexico and other Latin American countries. Within Mexico and many of the countries in Latin America, a significant customer base exists that is unbanked/underbanked and in need of short-term liquidity. Additionally, these markets remain highly fragmented and present growth opportunities for an established large scale operator such as us.

E-Commerce Growth Strategy

Since acquiring our e-commerce consumer loan business in 2006, which we conduct through our e-commerce segment, or Enova, we have been actively exploring strategies to increase and enhance our Internet presence, with the goal of becoming the premier online consumer loan provider. We now offer an array of consumer credit products over the Internet through our websites that operate under the names CashNetUSA and NetCredit in the United States, QuickQuid and Pounds to Pocket in the United Kingdom and DollarsDirect, in Australia and Canada. We continue to evaluate new markets in which to establish our Internet presence, similar to our entry into the United Kingdom during 2007 and Australia and Canada during 2009.

During 2008 in the United States and during 2010 in the United Kingdom, we introduced longer-term installment loan products over the Internet, which typically have terms ranging from four to 12 months, but may also be available with terms of up to 36 months. Our installment loan products are designed to meet the needs of customers who desire a more flexible, longer-term loan product and to fill a gap in the marketplace created by the tightening of credit terms by traditional banks.

In 2010 and 2013, we also began offering line of credit products over the Internet in the United States and the United Kingdom, respectively. We intend to continue to evaluate and offer new products and services that complement our Internet specialty financial services in order to meet the growing financial services needs of our consumers, both in the United States and internationally.

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Competitive Strengths

Established, Leading Global Provider of Alternative Financial Services

We believe we are the nation's largest provider of pawn loans and one of the largest operators of pawn shops in the world. As of September 30, 2013, we operated 860 lending locations in 22 states in the United States and 47 pawn lending locations in Mexico. In addition, we believe Enova is a leading provider of online financial services to alternative credit consumers in the United States, United Kingdom, Australia and Canada. We believe we have created strong customer loyalty and brand recognition through our ability to help our customers meet their needs through our broad range of alternative financial services products and by providing convenient means of access through our extensive lending locations and growing online platform. As a result, we believe we have established strong relationships with our customer base over our extensive history of providing alternative financial services for approximately 29 years.

Consistently Performing and Stable Retail Services Segment

We have offered pawn loans to consumers through our retail services segment in the United States since 1984 and in Mexico since 2008. Our domestic storefront operations where we offer pawn loans or a combination of pawn and consumer loans has grown to 792 lending locations as of September 30, 2013, an increase of 58.1% since December 31, 2008. We have developed our domestic pawn operations over our extensive operating history, resulting in a predictable process that leads to redemption on approximately 70% of our pawn loans. On the high proportion of redeemed pawn loans, we are able to drive repeat business with the consumer and continue to generate significant and stable yields on pawn loans. On our unredeemed pawn loans, we are able to generate significant yields on merchandise sold. Domestic sales of merchandise, including forfeited merchandise and merchandise purchased directly from customers or third parties, generated approximately a 150.3% yield in 2012 (representing aggregate sales proceeds of merchandise during the period divided by our carrying cost, which is the amount loaned or the amount paid for the purchased merchandise, of such merchandise), and averaged 155.6% from 2008 to 2012.

Highly Scalable and Growing E-Commerce Segment

Our proprietary technology platform employed in our e-commerce segment is designed to be powerful enough to handle the large volume of data required to evaluate customer applications and flexible enough to capitalize on changing customer preferences, market trends and regulatory changes. The platform has enabled us to achieve significant growth since we acquired our online business as we have expanded both our product offerings and the geographic markets we serve. We are able to enter new markets and launch new products quickly, often within three to six months from conception to launch. We began offering installment loans through our e-commerce segment in the United States and United Kingdom in 2008 and 2010, respectively, and have experienced significant growth in those products, resulting in a compound annual growth rate of 241.2% in installment loan net revenue from 2010 through 2012. Net revenue contribution from foreign e-commerce operations has increased from \$20.9 million, or 14.3% of the net revenue of our e-commerce segment in 2009, to \$182.8 million, or 48.9% of net revenue from our e-commerce segment in 2012. We expect our advanced technology and underwriting platform to help continue to drive significant growth in our e-commerce segment.

Diligent Focus on Regulatory Compliance

Our products and services are subject to various federal, state, local and foreign laws and regulations. We have extensive experience in regulatory compliance. Regulatory compliance involves complying with the specific requirements of each of the jurisdictions in which we operate, including laws and regulations relating to, among other

things, fees, loan durations, loan amounts and required disclosures. We have a team of employees who assist with regulatory compliance monitoring and enforcement activities. Our extensive experience and customized technology platform allow us to launch new products and to enter new geographic regions with a focus upon compliance with applicable laws and regulations. We are members of industry trade groups, including the Community Financial Services Association of America in the United States, the Online Lenders Alliance in the United States and the Consumer Finance Association in the United Kingdom, which have promulgated best practices for our industry that we have adopted. These practices primarily relate to the nature of disclosures, transparent fees and proper customer interactions. Additionally, with approximately 47.9% of our net revenue for the nine month period ended September 30, 2013 related to pawn activities, we operate a significant portion of our business within an established pawn regulatory environment.

Experienced Management Team with Proven Track Record

We are led by an experienced management team. Our team of executive officers has an average of over 15 years of industry experience. Daniel R. Feehan, our Chief Executive Officer and President, has served as a member of our Board of Directors since 1984 and as our Chief Executive Officer since 2000. Thomas A. Bessant, Jr., our Executive Vice President and Chief Financial Officer, joined us in 1993 and has served as our Chief Financial Officer since 1997. Our team of executive officers also consists of: our Chief Executive Officer of Enova, who joined us in 2013; and our Executive Vice President, General Counsel and Secretary, who has been employed by us since 1995. We have achieved significant growth in loan balances, total revenue and Adjusted EBITDA under their management.

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The Exchange Offer

The exchange offer relates to the exchange of up to \$300,000,000 aggregate principal amount of outstanding old notes for an equal aggregate principal amount of Notes. The form and terms of the Notes are identical in all material respects to the form and terms of the corresponding outstanding old notes, except that the Notes will be registered under the Securities Act, and therefore they will not bear legends restricting their transfer.

Securities to be Exchanged

On May 15, 2013, we issued \$300,000,000 aggregate principal amount of old notes to the initial purchasers in a transaction exempt from the registration requirements of the Securities Act. The terms of the Notes are substantially identical to the terms of the old notes, except that provisions relating to transfer restrictions, registration rights, and rights to increased interest in addition to the stated interest rate on the old notes will not apply to the Notes. See Description of the Notes and Description of the Old Notes.

The Exchange Offer

We are offering to exchange a like amount of Notes for our old notes in denominations of \$2,000 in principal amount and integral multiples of \$1,000 in excess thereof. As of the date of this prospectus, old notes representing \$300,000,000 aggregate principal amount are outstanding.

Based on interpretations by the staff of the SEC, as detailed in a series of no-action letters issued by the SEC to third parties unrelated to us, we believe that the Notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

you are not an affiliate of ours;

you are acquiring the Notes in the ordinary course of your business;

you have no arrangement or understanding with any person to participate in the distribution of the Notes issued to you in the exchange offer;

if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, a distribution of the Notes issued in the exchange offer; and

if you are a broker-dealer, you will receive the Notes for your own account, the old notes were acquired by you as a result of market-making or other trading activities, and you will deliver a prospectus when you resell or transfer any Notes issued in the exchange offer. See Plan of Distribution for a description of the prospectus delivery obligations of broker-dealers in the exchange offer.

If you fail to satisfy any of the foregoing conditions, you will not be permitted to tender your old notes in the exchange offer and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or other transfer of your old notes unless such sale is made pursuant to an exemption from such requirements.

Registration Rights

We sold the old notes on May 15, 2013 in a private placement in reliance on Section 4(2) of the Securities Act. The old notes were immediately resold by the initial purchasers in reliance on Rule 144A and Regulation S promulgated under the Securities Act. In connection with the sale, we, together with the guarantors, entered into a registration rights agreement, dated May 15, 2013, with the initial purchasers of the old notes, or the Registration Rights Agreement, requiring us to make the exchange offer. The Registration Rights Agreement further provides that we must:

file a registration statement with the SEC on or before the 180th day following May 15, 2013;

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use our commercially reasonable efforts to cause a registration statement relating to an offer to exchange the old notes for the Notes to become effective on or before the 270th day following May 15, 2013, and to keep such registration statement effective until the consummation of the exchange offer; and

to consummate the exchange offer.

If we are not in compliance with our obligations under the Registration Rights Agreement, liquidated damages will accrue on the old notes in addition to the interest that otherwise is due on the old notes. If the exchange offer is completed on the terms and within the time period contemplated by this prospectus, no liquidated damages will be payable on the old notes. The Notes will not contain any provisions regarding the payment of liquidated damages. See Description of the Old Notes Registration Rights and Additional Interest.

Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, February 13, 2014 or a later date and time if we extend it, or the expiration date.
Withdrawal	The tender of the old notes pursuant to the exchange offer may be withdrawn at any time prior to the expiration date. Any old notes not accepted for exchange for any reason will be returned without expense promptly after the expiration or termination of the exchange offer.
Interest on the Notes and the Old Notes	Interest on the Notes will accrue from May 15, 2013 or from the date of the last payment of interest on the old notes (or if the Note is authenticated between a record date and interest payment date, from such interest payment date), whichever is later. If your old notes are accepted for exchange, then you will receive interest on the Notes and not on the old notes.
Procedures for Tendering Old Notes	Each holder of the old notes wishing to accept the exchange offer must complete, sign and date the letter of transmittal, or a copy thereof, in accordance with the instructions contained herein and therein, and mail or otherwise deliver the letter of transmittal, or the copy, together with the old notes and any other required documentation, to the exchange agent at the address set forth herein. Persons holding the old notes through the Depository Trust Company, or DTC, and wishing to accept the exchange offer must do so pursuant to DTC's Automated Tender Offer Program, by which each tendering participant will agree to be bound by the letter of transmittal.

We will accept for exchange any and all old notes which are properly tendered (and not withdrawn) in the exchange offer prior to the expiration date. The Notes will be delivered promptly following the expiration date. See The Exchange Offer Procedures for Tendering Old Notes.

Exchange Agent	Wells Fargo Bank, National Association is serving as exchange agent in connection with the exchange offer. For additional information, see The Exchange Offer Exchange Agent and the accompanying letter of transmittal.
Federal Income Tax Considerations	We believe the exchange of old notes for Notes pursuant to the exchange offer will not constitute a sale or an exchange for federal income tax purposes. See Certain United States Federal Income Tax Considerations.
Appraisal or Dissenters Rights	You will not have appraisal or dissenters rights in connection with the exchange offer.

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Consequences of Not Exchanging Old Notes

If you do not exchange your old notes for Notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer contained in the legend on the old notes. In general, the old notes may not be offered or sold unless they are registered under the Securities Act. However, you may offer or sell your old notes under an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws.

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