

Edgar Filing: FIRST CASH FINANCIAL SERVICES INC - Form 10-Q

FIRST CASH FINANCIAL SERVICES INC  
Form 10-Q  
August 04, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2006, 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 0-19133

FIRST CASH FINANCIAL SERVICES, INC.  
(Exact name of registrant as specified in its charter)

Delaware 75-2237318  
(state or other jurisdiction (IRS Employer Identification No.)  
of incorporation or organization)

690 East Lamar Blvd., Suite 400  
Arlington, Texas 76011  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (817) 460-3947

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. Large accelerated filer  Accelerated filer  Non-accelerated filer

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

As of August 2, 2006 there were 30,816,904 shares of Common Stock outstanding.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FIRST CASH FINANCIAL SERVICES, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS

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	June 30,		December 31,
	----- 2006	2005	----- 2005
	-----		
	(unaudited)		
	(in thousands, except share data)		
ASSETS			
Cash and cash equivalents.....	\$ 28,770	\$ 19,092	\$ 42,741
Service fees receivable.....	4,499	4,776	4,176
Pawn receivables.....	30,713	26,924	27,314
Short-term advance receivables, net of allowance of \$198, \$505 and \$242, respectively.....	5,352	14,068	6,488
Inventories.....	21,439	18,451	21,987
Prepaid expenses and other current assets	6,651	3,964	5,430
	-----	-----	-----
Total current assets .....	97,424	87,275	108,136
Property and equipment, net.....	27,004	21,367	23,565
Goodwill.....	53,237	53,237	53,237
Other.....	1,132	905	1,016
	-----	-----	-----
Total assets .....	\$ 178,797	\$ 162,784	\$ 185,954
	=====	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
Accounts payable.....	\$ 902	\$ 1,346	\$ 908
Accrued liabilities.....	10,725	6,969	13,722
	-----	-----	-----
Total current liabilities .....	11,627	8,315	14,630
Deferred income taxes payable.....	9,035	8,913	8,616
	-----	-----	-----
Total liabilities .....	20,662	17,228	23,246
	-----	-----	-----
Stockholders' equity:			
Preferred stock; \$.01 par value; 10,000,000 shares authorized .....	-	-	-
Common stock; \$.01 par value; 90,000,000 shares authorized .....	345	334	340
Additional paid-in capital .....	89,123	80,010	83,065
Retained earnings .....	116,940	88,732	102,823
Common stock held in treasury .....	(48,273)	(23,520)	(23,520)
	-----	-----	-----
Total stockholders' equity .....	158,135	145,556	162,708
	-----	-----	-----
Total liabilities and stockholders' equity .....	\$ 178,797	\$ 162,784	\$ 185,954
	=====	=====	=====

The accompanying notes are an integral part of these condensed consolidated financial statements.

FIRST CASH FINANCIAL SERVICES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

Three Months Ended

Six Months Ended

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	June 30,		June 30,	
	----- 2006 -----	----- 2005 -----	----- 2006 -----	----- 2005 -----
	(unaudited, in thousands, except per share amounts)			
Revenues:				
Merchandise sales .....	\$ 29,353	\$ 22,544	\$ 58,862	\$ 46,781
Pawn service fees .....	11,334	9,569	22,400	18,523
Short-term advance and credit services fees.....	14,766	13,262	28,806	25,931
Check cashing fees .....	748	691	1,634	1,517
Other .....	174	262	373	575
	-----	-----	-----	-----
	56,375	46,328	112,075	93,327
	-----	-----	-----	-----
Cost of revenues:				
Cost of goods sold.....	17,017	13,380	34,533	27,970
Short-term advance and credit services loss provision ...	3,755	3,018	4,539	4,599
Check cashing returned items expense.....	96	48	190	134
	-----	-----	-----	-----
	20,868	16,446	39,262	32,703
	-----	-----	-----	-----
Gross profit.....	35,507	29,882	72,813	60,624
	-----	-----	-----	-----
Expenses and other income:				
Store operating expenses.....	18,648	16,164	36,767	31,925
Administrative expenses.....	5,064	4,209	10,770	8,425
Depreciation.....	1,895	1,370	3,600	2,662
Interest income .....	(329)	(87)	(550)	(171)
	-----	-----	-----	-----
	25,278	21,656	50,587	42,841
	-----	-----	-----	-----
Income before income taxes.....	10,229	8,226	22,226	17,783
Provision for income taxes.....	3,734	3,003	8,109	6,491
	-----	-----	-----	-----
Net income.....	\$ 6,495	\$ 5,223	\$ 14,117	\$ 11,292
	=====	=====	=====	=====
Net income per share:				
Basic.....	\$ 0.20	\$ 0.17	\$ 0.44	\$ 0.36
	=====	=====	=====	=====
Diluted.....	\$ 0.20	\$ 0.16	\$ 0.43	\$ 0.34
	=====	=====	=====	=====

The accompanying notes are an integral part of these condensed consolidated financial statements.

FIRST CASH FINANCIAL SERVICES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	----- 2006 -----	----- 2005 -----
	(unaudited, in thousands)	
Cash flows from operating activities:		
Net income .....	\$ 14,117	\$ 11,292
Adjustments to reconcile net income to net cash flows from operating activities:		

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Depreciation .....	3,600	2,662
Share-based compensation .....	522	-
Short-term advance loss provision .....	494	4,599
Stock option and warrant income tax benefit..	-	666
Changes in operating assets and liabilities:		
Service fees receivable .....	(323)	(264)
Inventories .....	192	(315)
Prepaid expenses and other assets .....	(459)	(459)
Accounts payable and accrued liabilities ....	(2,533)	(1,227)
Current and deferred income taxes .....	(929)	196
	-----	-----
Net cash flows from operating activities ..	14,681	17,150
	-----	-----
Cash flows from investing activities:		
Pawn receivables, net .....	(3,043)	(3,987)
Short-term advance receivables, net .....	642	(3,202)
Purchases of property and equipment .....	(7,039)	(6,653)
	-----	-----
Net cash flows from investing activities ..	(9,440)	(13,842)
	-----	-----
Cash flows from financing activities:		
Purchase of treasury stock .....	(24,753)	(11,404)
Proceeds from exercise of stock options and warrants .....	3,284	956
Stock option and warrant income tax benefit ...	2,257	-
	-----	-----
Net cash flows from financing activities ..	(19,212)	(10,448)
	-----	-----
Change in cash and cash equivalents.....	(13,971)	(7,140)
Cash and cash equivalents at beginning of the period.....	42,741	26,232
	-----	-----
Cash and cash equivalents at end of the period..	\$ 28,770	\$ 19,092
	=====	=====
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes .....	\$ 8,418	\$ 6,086
	=====	=====
Supplemental disclosure of non-cash investing activity:		
Non-cash transactions in connection with pawn receivables settled through forfeitures of collateral transferred to inventories .....	\$ 22,090	\$ 17,554
	=====	=====

The accompanying notes are an integral part of these condensed consolidated financial statements.

FIRST CASH FINANCIAL SERVICES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

Note 1 - Basis of Presentation

The accompanying unaudited condensed consolidated financial statements, including the notes thereto, include the accounts of First Cash Financial Services, Inc. (the "Company"), and its wholly-owned subsidiaries. In addition, the accompanying consolidated financial statements include the

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accounts of Cash & Go, Ltd., a Texas limited partnership that operates financial services kiosks inside convenience stores, in which the Company has a 50% ownership interest. All significant intercompany accounts and transactions have been eliminated.

Such unaudited consolidated financial statements are condensed and do not include all disclosures and footnotes required by generally accepted accounting principles in the United States of America for complete financial statements. Such interim period financial statements should be read in conjunction with the Company's consolidated financial statements, which are included in the Company's December 31, 2005 Annual Report on Form 10-K. The condensed consolidated financial statements as of June 30, 2006 and for the three and six-month periods ended June 30, 2006 and 2005, are unaudited, but in management's opinion, include all adjustments (consisting of only normal recurring adjustments) considered necessary to present fairly the financial position, results of operations and cash flows for such interim periods. Operating results for the periods ended June 30, 2006 are not necessarily indicative of the results that may be expected for the full fiscal year.

Certain amounts in prior year comparative presentations have been reclassified in order to conform to the 2006 presentation.

### Note 2 - Stock Split

In January 2006, the Company's Board of Directors approved a two-for-one stock split in the form of a stock dividend to shareholders of record on February 6, 2006. The additional shares were distributed on February 20, 2006. Common stock and all share and per share amounts (except authorized shares and par value) have been retroactively adjusted to reflect the split.

### Note 3 - Revolving Credit Facility

The Company maintains a long-term line of credit with two commercial lenders (the "Credit Facility"). The Credit Facility provides a \$25,000,000 long-term line of credit that matures on April 15, 2007, and bears interest at the prevailing LIBOR rate (which was approximately 5.3% at June 30, 2006) plus a fixed interest rate margin of 1.375%. Amounts available under the Credit Facility are limited to 300% of the Company's earnings before income taxes, interest, and depreciation for the trailing twelve months. At June 30, 2006, no amounts were outstanding under the Credit Facility and the Company had \$25,000,000 available for borrowings. Under the terms of the Credit Facility, the Company is required to maintain certain financial ratios and comply with certain technical covenants. The Company was in compliance with the requirements and covenants of the Credit Facility as of June 30, 2006, and August 2, 2006. The Company is required to pay an annual commitment fee of 1/8 of 1% on the average daily unused portion of the Credit Facility commitment. The Company's Credit Facility contains provisions that allow the Company to repurchase stock and/or pay cash dividends within certain parameters. Substantially all of the unencumbered assets of the Company have been pledged as collateral against indebtedness under the Credit Facility.

### Note 4 - Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

	Three Months Ended	Six Months Ended
	June 30,	June 30,

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	2006	2005	2006	2005
-----				
Numerator:				
Net income for calculating basic and diluted earnings per share	\$ 6,495	\$ 5,223	\$14,117	\$11,292
	=====	=====	=====	=====
Denominator:				
Weighted-average common shares for calculating basic earnings per share	31,758	31,358	31,802	31,742
Effect of dilutive securities:				
Stock options and warrants	1,451	1,476	1,356	1,688
	-----	-----	-----	-----
Weighted-average common shares for calculating diluted earnings per share	33,209	32,834	33,158	33,430
	=====	=====	=====	=====
Basic earnings per share	\$ 0.20	\$ 0.17	\$ 0.44	\$ 0.36
	=====	=====	=====	=====
Diluted earnings per share	\$ 0.20	\$ 0.16	\$ 0.43	\$ 0.34
	=====	=====	=====	=====

Note 5 - Share-Based Compensation Expense

Under the Company's equity compensation plans, including the board-approved 1990 Stock Option Plan, the shareholder-approved 1999 Stock Option Plan and the shareholder-approved 2004 Long-Term Incentive Plan (collectively described as the "Plans"), it has granted qualified and non-qualified stock options to officers, directors and other key employees. At June 30, 2006, 214,000 shares of unissued common stock of the Company were available for granting under the Plans. In addition, the Company has issued warrants to purchase shares of common stock to certain key members of management, directors and other third parties.

Prior to January 1, 2006, the Company applied the recognition and measurement principles of APB 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for awards of stock options and warrants, whereby at the date of grant, no compensation expense was reflected in income, as all stock options and warrants granted had an exercise price equal to or greater than the market value of the underlying common stock on the date of grant. Pro forma information regarding net income and earnings per share was provided in accordance with Statement of Financial Accounting Standards ("SFAS") 148, Accounting for Stock-Based Compensation - Transition and Disclosure, as if the fair value method defined by SFAS 123, Accounting for Stock-Based Compensation had been applied to stock-based compensation. For purposes of the pro forma disclosures, the estimated fair value of stock options was amortized to expense over the options' vesting period.

Effective January 1, 2006, the Company adopted SFAS No. 123(R), Share-Based Payments, which replaces SFAS 123 and supersedes APB 25. SFAS 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The Company adopted SFAS 123(R) using the modified-prospective transition method, which requires the Company, beginning January 1, 2006 and thereafter, to expense the grant-date fair value of all share-based awards over their remaining vesting periods to the extent the awards were not fully vested as of the date of adoption and to expense the fair value of all share-based awards granted subsequent to December 31, 2005 over their requisite service periods. Stock-based compensation expense for all share-

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based payment awards granted after January 1, 2006 is based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R). The Company recognizes compensation cost net of a forfeiture rate and recognizes the compensation cost for only those awards expected to vest on a straight-line basis over the requisite service period of the award, which is generally the vesting term. The Company estimated the forfeiture rate based on its historical experience and its expectations of future forfeitures. As required under the modified-prospective transition method, prior periods have not been restated. In March 2005, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") 107 regarding the SEC's interpretation of SFAS 123(R) and the valuation of share-based payments for public companies. The Company has applied the provisions of SAB 107 in its adoption of SFAS 123(R). The Company records share-based compensation cost as an administrative expense.

Historically, stock options and warrants have been granted to purchase the Company's common stock at an exercise price equal to or greater than the fair market value at the date of grant and generally have a maximum duration of ten years. Stock options and warrants granted prior to January 1, 2005 were either fully vested and exercisable on the date grant, or vested and become exercisable ratably over a five year period beginning five years from the date of grant. In addition, certain of the options with vesting provisions granted prior to January 1, 2005 included accelerated vesting provisions tied to increases in the market value of the Company's stock. All stock options granted during fiscal 2005 were fully vested on the date of grant, of which 594,000 options were granted with an exercise price equal to the market price of the stock on the date of grant and 5,264,000 options were granted with an exercise price that exceeded the market price on the date of grant ("premium-priced options"). The options granted in fiscal 2005 at market price had a weighted-average exercise price of \$12.50 and a weighted-average fair value of \$3.46. The premium-priced options granted in fiscal 2005 had a weighted-average exercise price of \$19.89 and a weighted-average fair value price of \$3.75. No options or warrants were granted during the six-month period ended June 30, 2006.

As a result of adopting SFAS 123(R) on January 1, 2006, the Company's income before income taxes and net income for the three months ended June 30, 2006 were \$16,000 and \$10,000, respectively, less than if it had continued to account for share-based compensation under the recognition and measurement provisions of APB 25, and related interpretations, as permitted by SFAS 123. Basic and diluted net income per share for the three months ended June 30, 2006 would not have been affected if the Company had not adopted SFAS 123(R). The Company's income before income taxes and net income for the six months ended June 30, 2006 were \$522,000 and \$340,000, respectively, less than if it had continued to account for share-based compensation under the recognition and measurement provisions of APB 25. Basic and diluted net income per share for the six months ended June 30, 2006 would have each increased by \$0.01, to \$0.45 and \$0.44, respectively, if the Company had not adopted SFAS 123(R). SFAS 123(R) requires that cash flows from tax benefits resulting from tax deductions in excess of the compensation cost recognized for stock-based awards (excess tax benefits) be classified as financing cash flows prospectively from January 1, 2006. Prior to the adoption of SFAS 123(R), such excess tax benefits were presented as operating cash flows. Accordingly, \$2,257,000 of excess tax benefits has been classified as a financing cash inflow in the 2006 year-to-date Consolidated Statement of Cash Flows. For the six months ended June 30, 2005, such excess tax benefits amounted to \$666,000 and was classified as a operating activity cash inflow.

Of the total share-based compensation expense (before tax benefit) of \$522,000 for the six months ended June 30, 2006, approximately \$490,000 related to accelerated vesting of previously issued options as a result of

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an increase in the market value of the Company's common stock during the first quarter of 2006. As of June 30, 2006, there are no outstanding, unvested options with accelerated vesting features. The Company anticipates that it will record an additional \$16,000 of share-based compensation expense in each remaining quarter of fiscal 2006. Total share-based compensation expense, before tax benefit, for fiscal 2006 is anticipated to be \$556,000. As of June 30, 2006, total future unrecognized share-based compensation cost related to stock options and warrants of \$176,000, before tax benefit, is expected to be recognized over a weighted-average period of 1.7 years.

A summary of stock option and warrant activity during the six months ended June 30, 2006 is presented below:

	Underlying Shares (thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (thousands)
	-----	-----	-----	-----
Outstanding at December 31, 2005	6,631	\$12.04	8.5	\$ 26,099
Granted	-	-	-	-
Exercised	(577)	5.70	7.4	6,550
Canceled or forfeited	-	-	-	-
	-----			
Outstanding at June 30, 2006	6,054	12.65	8.1	43,130
	=====			
Vested and expected to vest at June 30, 2006	6,054	12.65	8.1	43,130
	=====			
Exercisable at June 30, 2006	5,877	12.57	8.2	40,146
	=====			

The aggregate intrinsic value in the above table reflects the total pretax intrinsic value (the difference between the Company's closing stock price on the last trading day of the period and the exercise price of the options and warrants, multiplied by the number of in-the-money options and warrants) that would have been received by the option and warrants holders had all option and warrant holders exercised their options and warrants on June 30, 2006. The intrinsic value of the stock options and warrants exercised are based on the closing price of the Company's stock on the date of exercise. The total intrinsic value of options and warrants exercised for the six months ended June 30, 2005 was \$1,980,000. The Company typically issues shares of common stock to satisfy option and warrant exercises.

Prior to the adoption of SFAS 123(R), the Company accounted for share-based compensation plans under the provisions of APB 25, Accounting for Stock Issued to Employees, and related interpretations. If compensation cost for stock-based compensation plans had been determined based on the fair value method (estimated using the Black-Scholes option pricing model) recognized over the vesting period in accordance with SFAS 123, pro forma net income and earnings per share for the three and six-month periods ended June 30, 2005, would have been as follows:

Three Months Ended	Six Months Ended
June 30, 2005	June 30, 2005



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Net income, as reported	\$ 5,223	\$11,292
Less: Pro forma stock-based employee compensation determined under the fair value requirements of SFAS 123, net of income tax benefits	46	7,438
	-----	-----
Adjusted net income (loss)	\$ 5,177	\$ 3,854
	=====	=====
Earnings (loss) per share:		
Basic, as reported	\$ 0.17	\$ 0.36
	=====	=====
Basic, adjusted	\$ 0.17	\$ 0.12
	=====	=====
Diluted, as reported	\$ 0.16	\$ 0.34
	=====	=====
Diluted, adjusted	\$ 0.16	\$ 0.12
	=====	=====

The estimated per share weighted-average grant-date fair value of stock options granted during the three and six-month periods ended 2005, was \$15.13, as determined using the Black-Scholes option pricing model based on the following assumptions:

Dividend yield	-
Volatility	45.0%
Risk-free interest rate	3.5%
Expected life	5.0 years

On November 10, 2005, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position No. SFAS 123(R)-3, Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards ("FSP 123(R)-3"). The alternative transition method includes simplified methods to establish the beginning balance of the additional paid-in capital pool ("APIC pool") related to the tax effects of employee stock-based compensation, and to determine the subsequent impact on the APIC pool and Consolidated Statements of Cash Flows of the tax effects of employee stock-based compensation awards that are outstanding upon adoption of SFAS 123(R). The Company has until January 1, 2007 to make a one-time election to adopt the transition method described in FSP 123(R)-3. The Company is currently evaluating FSP 123(R)-3; however, if the Company were to make the one-time election, it is not expected to affect operating income or net income.

### Note 6 - Guarantees

Effective July 1, 2005, First Cash Credit, Ltd. ("FCC"), a wholly-owned subsidiary of the Company, began offering a fee-based credit services program ("CSO program") to assist consumers in its Texas markets in obtaining credit. Under the CSO program, FCC assists customers in applying for a short-term loan from an independent, non-bank, consumer lending company (the "Independent Lender") and issues the Independent Lender a letter of credit to guarantee the repayment of the loan. The loans made by the Independent Lender to credit services customers of FCC range in amount from \$100 to \$1,000, have terms of 7 to 31 days and bear interest at a rate of less than 10% on an annualized basis.

These letters of credit constitute a guarantee for which the Company is required to recognize, at the inception of the guarantee, a liability for the fair value of the obligation undertaken by issuing the letters of credit. The Independent Lender may present the letter of credit to FCC for payment if the customer fails to repay the full amount of the loan and

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accrued interest after the due date of the loan. Each letter of credit expires within 60 days from the inception of the associated lending transaction. FCC's maximum loss exposure under all of the outstanding letters of credit issued on behalf of its customers to the Independent Lender as of June 30, 2006 was \$11,529,000. There were no outstanding letters of credit at June 30, 2005. According to the letter of credit, if the borrower defaults on the loan, the Company will pay the Independent Lender the principal, accrued interest, insufficient funds fee, and late fees, all of which the Company records as bad debt in the short-term advance and credit services loss provision. FCC is entitled to seek recovery directly from its customers for amounts it pays the Independent Lender in performing under the letters of credit. The Company records the estimated fair value of the liability under the letters of credit in accrued liabilities.

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

#### GENERAL

The Company's pawn store revenues are derived primarily from service fees on pawns, service fees from short-term advances, also known as payday loans, credit services fees and the sale of unredeemed goods (merchandise sales). The Company accrues pawn service charge revenue on a constant-yield basis over the life of the pawn for all pawns that the Company deems collection to be probable based on historical pawn redemption statistics. If a pawn is not repaid prior to the expiration of the automatic extension period, if applicable, the property is forfeited to the Company and transferred to inventory at a value equal to the principal amount of the loan, exclusive of accrued interest.

The Company's payday advance store revenues are derived primarily from fees on short-term/payday advances, credit services fees, check cashing fees and fees from the sale of money orders, money transfers and prepaid card products. The Company recognizes service fee income on short-term advances on a constant-yield basis over the life of the advance, which is generally thirty-one days or less. The net defaults on short-term advances and changes in the short-term advance valuation reserve are charged to the short-term advance loss provision.

Effective July 1, 2005, First Cash Credit, Ltd., a wholly-owned subsidiary of the Company, began offering a fee-based credit services organization program to assist consumers in its Texas markets in obtaining credit. Under the CSO program, FCC assists customers in applying for a short-term loan from an independent, non-bank, consumer lending company and issues the Independent Lender a letter of credit to guarantee the repayment of the loan. The Company recognizes credit services fees, which are collected from the customer at the inception of the loan, ratably over the life of the loan made by the Independent Lender. The loans made by the Independent Lender to credit services customers of FCC have terms of seven to thirty-one days. The Company records a liability for collected, but unearned, credit services fees received from its customers.

#### OPERATIONS AND LOCATIONS

As of June 30, 2006, the Company had 370 locations in twelve U.S. states and eight states in Mexico. Included in this total, the Company has 244 pawn shops of which 95 are located in the U.S. and 149 are located in Mexico. In addition, the Company has 126 payday advance stores, all of which are located in the U.S. Approximately 68 of the U.S. pawn stores also

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offer the payday advance or credit services products in addition to pawn loans and retail sales. The following table details store counts for the three and six-month periods ended June 30, 2006:

	Three Months Ended June 30, 2006			Six Months Ended June 30, 2006		
	Pawn Stores	Payday Advance Stores	Total Stores	Pawn Stores	Payday Advance Stores	Total Stores
Beginning of period count	235	113	348	226	102	328
New stores opened	10	13	23	19	24	43
Stores closed or consolidated	(1)	-	(1)	(1)	-	(1)
End of period count	244	126	370	244	126	370

For the six months ended June 30, 2006, all of the new pawn stores opened were located in Mexico, while all of the new payday stores opened were located in the U.S. During the three months ended June 30, 2006, the Company opened its first payday advance locations in the state of Michigan and its first pawn store locations in the state of Jalisco, Mexico. The Company's 50% owned joint venture, Cash & Go, Ltd., operates a total of 40 kiosks located inside convenience stores in the state of Texas, which are not included in the above table. No kiosks were opened or closed during the three months ended June 30, 2006.

While the Company has had significant increases in revenues due to new store openings in 2005 and 2006, the Company has also incurred increases in operating expenses attributable to the additional stores. Operating expenses consist of all items directly related to the operation of the Company's stores, including salaries and related payroll costs, rent, utilities, equipment, advertising, property taxes, licenses, supplies and security. Administrative expenses consist of items relating to the operation of the corporate office, including the compensation and benefit costs of corporate management, area supervisors and other operations management personnel, accounting and administrative costs, information technology costs, liability and casualty insurance, outside legal and accounting fees and stockholder-related expenses.

Stores included in the same-store revenue calculations are those stores that were opened prior to the beginning of the prior year comparative fiscal period and are still open. Also included are stores that were relocated during the year within a specified distance serving the same market, where there is not a significant change in store size and where there is not a significant overlap or gap in timing between the opening of the new store and the closing of the existing store. During the periods reported, the Company has not had store expansions that involved a significant change in the size of retail showrooms, and accordingly, no expanded stores have been excluded from the same-store calculations. Non-retail sales of scrap jewelry are included in same-store revenue calculations.

### CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, related revenues and expenses, and

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disclosure of gain and loss contingencies at the date of the financial statements. Such estimates and assumptions are subject to a number of risks and uncertainties, which may cause actual results to differ materially from the Company's estimates. Both the significant accounting policies that management believes are the most critical to aid in fully understanding and evaluating the reported financial results and the effects of recent accounting pronouncements have been reported in the Company's 2005 Annual Report on Form 10-K.

Effective January 1, 2006, the Company adopted Financial Accounting Standards Board Statement No. 123(R), Share-Based Payments ("SFAS 123(R)"). SFAS 123(R) establishes the accounting required for share-based compensation, and requires companies to measure and recognize compensation expense for all share-based payments at the grant date based on the fair value of the award, as defined in SFAS 123(R), and include such costs as an expense in their statements of operations over the requisite service (vesting) period. The Company elected to adopt SFAS 123(R) using a modified-prospective application, whereby the provisions of the statement will apply going forward only from the date of adoption to new stock option awards (issued subsequent to December 31, 2005) and for the portion of any previously issued and outstanding stock option awards for which the requisite service is rendered after the date of adoption. Thus, the Company recognizes as expense the fair value of stock options issued prior to January 1, 2006, but vesting after January 1, 2006, over the remaining vesting period. In addition, compensation expense must be recognized for any awards modified, repurchased, or canceled after the date of adoption. Under the modified-prospective application, no restatement of previously issued results is required. The Black-Scholes option pricing model is used to measure fair value, which is the same method used in prior years for disclosure purposes.

Effective July 1, 2005, First Cash Credit, Ltd. ("FCC"), a wholly-owned subsidiary of the Company, began offering a fee-based credit services program ("CSO program") to assist consumers in its Texas markets in obtaining credit. Under the CSO program, FCC assists customers in applying for a short-term loan from an independent, non-bank, consumer lending company (the "Independent Lender") and issues the Independent Lender a letter of credit to guarantee the repayment of the loan. The loans made by the Independent Lender to credit services customers of FCC range in amount from \$100 to \$1,000, have terms of 7 to 31 days and bear interest at a rate of less than 10% on an annualized basis.

In accordance with the provisions of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, the Company has determined that the letters of credit issued by FCC to the Independent Lender as part of the CSO program constitute a guarantee for which the Company is required to recognize, at the inception of the guarantee, a liability for the fair value of the obligation undertaken by issuing the letters of credit. Each letter of credit is issued at the time that a FCC credit services customer enters into a loan agreement with the Independent Lender. The Independent Lender may present the letter of credit to FCC for payment if the customer fails to repay the full amount of the loan and accrued interest after the due date of the loan. Each letter of credit expires within 60 days from the inception of the associated lending transaction. FCC is entitled to seek recovery directly from its customers for amounts it pays the Independent Lender in performing under the letters of credit. The Company records the estimated fair value of the liabilities under the letters of credit in accrued liabilities.

### RESULTS OF OPERATIONS

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Three months ended June 30, 2006, compared to the three months ended June 30, 2005

The following table (amounts shown in thousands) details the components of revenues for the three months ended June 30, 2006 (the "Second Quarter of 2006"), as compared to the three months ended June 30, 2005 (the "Second Quarter of 2005"):

	Three Months Ended June 30,			
	2006	2005	Increase/Decrease	
	-----	-----	-----	-----
Domestic revenues:				
Retail merchandise sales	\$13,562	\$13,183	\$ 379	3%
Scrap jewelry sales	2,678	1,335	1,343	101%
Pawn service fees	6,381	5,995	386	6%
Short-term advance and credit services fees	14,766	13,262	1,504	11%
Check cashing fees	748	691	57	8%
Other	174	262	(88)	(34%)
	-----	-----	-----	-----
	38,309	34,728	3,581	10%
	-----	-----	-----	-----
Foreign revenues:				
Retail merchandise sales	7,607	5,394	2,213	41%
Scrap jewelry sales	5,506	2,632	2,874	109%
Pawn service fees	4,953	3,574	1,379	39%
	-----	-----	-----	-----
	18,066	11,600	6,466	56%
	-----	-----	-----	-----
Total revenues:				
Retail merchandise sales	21,169	18,577	2,592	14%
Scrap jewelry sales	8,184	3,967	4,217	106%
Pawn service fees	11,334	9,569	1,765	18%
Short-term advance and credit services fees	14,766	13,262	1,504	11%
Check cashing fees	748	691	57	8%
Other	174	262	(88)	(34%)
	-----	-----	-----	-----
	\$56,375	\$46,328	\$10,047	22%
	=====	=====	=====	=====

Year-over-year revenue increases for retail merchandise sales, pawn service fees and short-term advance/credit service fees were due to a combination of same-store revenue growth and the addition of new stores. Same-store revenues (stores that were in operation during all of the Second Quarter of both 2005 and 2006) increased 15% or \$6,854,000 for the Second Quarter of 2006 as compared to the same quarter last year. Revenues generated by the 44 new pawn stores and the 34 new payday advance stores opened since April 1, 2005 increased by \$3,394,000, compared to the same quarter last year.

The increase in scrap jewelry sales during the Second Quarter of 2006, as compared to the Second Quarter of 2005, was due to both higher selling prices of gold and a 49% increase in the volume-weight of scrap jewelry sold in the Second Quarter of 2006, compared to the prior-year quarter. The increase in scrap volume was primarily related to the Company's foreign operations. Aggregate short-term advance and credit services fees increased 11% over the same period, although revenues in the Company's ten Illinois locations decreased due to new payday advance regulations in that state. Excluding the Illinois locations, revenues from short-term advances and

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credit services increased by 22% compared to the prior year quarter. The implementation of new payday regulations in Illinois caused second quarter revenues and gross profit to decrease compared to the prior year by \$1,035,000 and \$883,000, respectively, in the Company's ten locations in that state. Effective July 2006, the Company introduced an installment loan product in Illinois through which it plans to recapture a portion of the affected customer base. The Company introduced its credit services program in its Texas locations in July 2005. Credit services fees, which are included in reported short-term advance and credit services fees, totaled \$9,829,000 for the Second Quarter of 2006.

The following table (amounts shown in thousands) details pawn receivables, short-term advance receivables and active CSO loans outstanding from an independent third-party lender as of June 30, 2006, as compared to June 30, 2005:

	Balance at June 30,			
	2006	2005	Increase/Decrease	
Domestic receivables & CSO loans outstanding:				
Pawn receivables	\$19,870	\$17,852	\$2,018	11%
Short-term advance receivables	5,352	14,068	(8,716)	(62%)
CSO loans held by independent third-party lender (1)	10,305	-	10,305	-
	35,527	31,920	3,607	11%
Foreign receivables:				
Pawn receivables	10,843	9,072	1,771	20%
Total receivables & CSO loans outstanding:				
Pawn receivables	30,713	26,924	3,789	14%
Short-term advance receivables	5,352	14,068	(8,716)	(62%)
CSO loans held by independent third-party lender (1)	10,305	-	10,305	-
	\$46,370	\$40,992	\$ 5,378	13%
	=====	=====	=====	=====

(1) CSO loans outstanding are comprised of the principal portion of active CSO loans outstanding from an independent third-party lender, which are not included on the Company's balance sheet.

Of the \$3,789,000 total increase in pawn receivables, \$2,671,000 was attributable to growth at stores that were in operation as of June 30, 2006 and 2005, and \$1,118,000 was attributable to the 35 new pawn stores opened since June 30, 2005. The decrease in short-term advance receivables was due primarily to the introduction of the credit services program in the Company's Texas locations in July 2005. As a result, the Company had no short-term advance receivables in its Texas locations, including the Cash & Go, Ltd, joint venture kiosks, at June 30, 2006, compared to \$7,773,000 at June 30, 2005. Short-term advance receivables in the Company's non-Texas locations decreased from \$6,295,000 at June 30, 2005, to \$5,352,000 at June 30, 2006, primarily due to the introduction of more restrictive payday advance regulations in Illinois, which negatively affected short-term advance receivables in the Company's ten Illinois locations. The Company's loss reserve on short-term advance receivables decreased from \$505,000 at June 30, 2005, to \$198,000 at June 30, 2006 as a result of the decrease in outstanding short-term advance receivables. The estimated fair value of the

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liabilities under the letters of credit, net of anticipated recoveries from customers, was \$394,000 at June 30, 2006, which is included as a component of the Company's accrued liabilities. There were no outstanding letters of credit or related liabilities at June 30, 2005.

The gross profit margin on total merchandise sales was 42.0% during the Second Quarter of 2006, compared to 40.6% during the Second Quarter of 2005, due to increased margins on both retail sales and scrap jewelry sales. The retail merchandise margin, which excludes scrap jewelry sales, was 45.5% during the Second Quarter of 2006, compared to 44.6% in the Second Quarter of 2005. Gross margin on sales of scrap jewelry increased from 22.3% in the Second Quarter of 2005 to 33.1% in the Second Quarter of 2006 due to increased selling prices of gold.

The Company's payday advance and credit services loss provision increased from 22.8% of short-term advance and credit services fee revenues during the Second Quarter of 2005 to 25.4% during the Second Quarter of 2006. The increase in the provision was primarily related to an increased proportion of new stores, which typically have greater early credit losses and higher charge-offs associated with new customers and employees, and to increased credit losses in the Illinois locations related to the transition to the new payday advance regulations effective in 2006. During the Second Quarter of 2006, the Company sold certain bad debt portfolios generated from short-term advances and credit services agreements for an aggregate price of \$349,000, compared to \$445,000 in the prior year quarter. The sales were recorded as a credit to the short-term advance and credit services loss provision.

Store operating expenses increased 15% to \$18,648,000 during the Second Quarter of 2006, compared to \$16,164,000 during the Second Quarter of 2005, primarily as a result of the net addition of 73 pawn and check cashing/short-term advance stores since April 1, 2005, which is a 25% increase in the store count. Administrative expenses increased 20% to \$5,064,000 during the Second Quarter of 2006 compared to \$4,209,000 during the Second Quarter of 2005, which is primarily attributable to increased management and supervisory compensation expense and to additional administrative expenses related to new store openings. Interest income increased from \$87,000 in the Second Quarter of 2005 to \$329,000 in the Second Quarter of 2006, due primarily to greater levels of invested cash and to higher interest rates.

For both the Second Quarter of 2006 and 2005, the Company's effective federal income tax rate of 36.5% differed from the federal statutory tax rate of 35%, primarily as a result of state income taxes.

Six months ended June 30, 2006, compared to the six months ended June 30, 2005

The following table (amounts shown in thousands) details the components of revenues for the six months ended June 30, 2006 (the "Six-Month 2006 Period"), as compared to the six months ended June 30, 2005 (the "Six-Month 2005 Period"):

	Six Months Ended June 30,			
	2006	2005	Increase/Decrease	
	-----	-----	-----	
Domestic revenues:				
Retail merchandise sales	\$29,378	\$27,742	\$1,636	6%
Scrap jewelry sales	4,998	3,192	1,806	57%
Pawn service fees	13,127	12,048	1,079	9%
Short-term advance and credit				

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services fees	28,806	25,931	2,875	11%
Check cashing fees	1,634	1,517	117	8%
Other	373	575	(202)	(35%)
	-----	-----	-----	----
	78,316	71,005	7,311	10%
	-----	-----	-----	----
Foreign revenues:				
Retail merchandise sales	14,393	9,803	4,590	47%
Scrap jewelry sales	10,093	6,044	4,049	67%
Pawn service fees	9,273	6,475	2,798	43%
	-----	-----	-----	----
	33,759	22,322	11,437	51%
	-----	-----	-----	----
Total revenues:				
Retail merchandise sales	43,771	37,545	6,226	17%
Scrap jewelry sales	15,091	9,236	5,855	63%
Pawn service fees	22,400	18,523	3,877	21%
Short-term advance and credit				
services fees	28,806	25,931	2,875	11%
Check cashing fees	1,634	1,517	117	8%
Other	373	575	(202)	(35%)
	-----	-----	-----	----
	\$112,075	\$93,327	\$18,748	20%
	=====	=====	=====	=====

Year-over-year revenue increases for retail merchandise sales, pawn service fees and short-term advance/credit service fees were due to a combination of same-store revenue growth and the addition of new stores. Same-store revenues (stores that were in operation during all of the first six months of both 2005 and 2006) increased 13% or \$11,640,000 for the Six-Month 2006 Period as compared to the same period last year. Revenues generated by the 54 new pawn stores and the 39 new payday advance stores which have opened since January 1, 2005 increased by \$7,596,000, compared to the same period last year.

The increase in scrap jewelry sales during the Six-Month 2006 Period, as compared to the Six-Month 2005 Period, was due to both higher selling prices of gold and a 21% increase in the volume-weight of scrap jewelry sold in the Six-Month 2006 Period, compared to the prior-year period.

Aggregate short-term advance and credit services fees increased 11% over the same period, although revenues in the Company's ten Illinois locations decreased due to new payday advance regulations in that state. Excluding the Illinois locations, revenues from short-term advances and credit services increased by 20% compared to the prior year period. The implementation of new payday regulations in Illinois caused year-to-date revenues and gross profit to decrease compared to the prior year by \$1,752,000 and \$1,600,000, respectively, in the Company's ten locations in that state. Effective July 2006, the Company introduced an installment loan product in Illinois through which it plans to recapture a portion of the affected customer base. The Company introduced its credit services program in its Texas locations in July 2005. Credit services fees, which are included in reported short-term advance and credit services fees, totaled \$18,866,000 for the Six-Month 2006 Period.

The gross profit margin on total merchandise sales was 41.3% during the Six-Month 2006 Period, compared to 40.2% during the Six-Month 2005 Period, primarily due to increased margin on scrap jewelry sales. The retail merchandise margin, which excludes scrap jewelry sales, was 44.4% during the Six-Month 2006 Period, compared to 44.3% during the Six-Month 2005 Period. Gross margin on sales of scrap jewelry increased from 23.8% in the Six-Month 2005 Period to 32.5% in the Six-Month 2006 Period due to increased selling



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prices of gold.

The Company's payday advance and credit services loss provision decreased from 17.7% of short-term advance and credit services fee revenues during the Six-Month 2005 Period to 15.8% during the Six-Month 2006 Period. During the Six-Month 2006 Period, the Company sold bad debt portfolios generated from short-term advances and credit services agreements for an aggregate price of \$1,444,000, compared to \$445,000 in the prior year period. The sales were recorded as a credit to the short-term advance and credit services loss provision.

Store operating expenses increased 15% to \$36,767,000 during the Six-Month 2006 Period, compared to \$31,925,000 during the Six-Month 2005 Period, primarily as a result of the net addition of 86 pawn and check cashing/short-term advance stores since January 1, 2005, which is a 30% increase in the store count. Administrative expenses increased 28% to \$10,770,000 during the Six-Month 2006 Period compared to \$8,425,000 during the Six-Month 2005 Period, which is primarily attributable to increased management and supervisory compensation expense, additional administrative expenses related to new store openings and a non-cash charge of approximately \$522,000 for share-based compensation expense as a result of the adoption of SFAS 123(R), effective January 1, 2006. Interest income increased from \$171,000 in the Six-Month 2005 Period to \$550,000 in the Six-Month 2006 Period, due primarily to greater levels of invested cash and to higher interest rates.

For both the Six-Month 2006 Period and Six-Month 2005 Period, the Company's effective federal income tax rate of 36.5% differed from the federal statutory tax rate of 35%, primarily as a result of state income taxes.

### LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2006, the Company's primary sources of liquidity were \$28,770,000 in cash and cash equivalents, \$40,564,000 in receivables, \$21,439,000 in inventories and \$25,000,000 of available and unused funds under the Company's Credit Facility. The Company had working capital of \$85,797,000 as of June 30, 2006, and total equity exceeded total liabilities by a ratio of 8 to 1. The Company's operations and store openings have been financed with funds generated primarily from operations.

The Company maintains a long-term line of credit with two commercial lenders (the "Credit Facility"). The Credit Facility provides a \$25,000,000 long-term line of credit that matures on April 15, 2007, and bears interest at the prevailing LIBOR rate (which was approximately 5.3% at June 30, 2006) plus a fixed interest rate margin of 1.375%. Amounts available under the Credit Facility are limited to 300% of the Company's earnings before income taxes, interest, depreciation and amortization for the trailing twelve months. At June 30, 2006, the Company had no amounts outstanding under the Credit Facility and \$25,000,000 available for borrowings. Under the terms of the Credit Facility, the Company is required to maintain certain financial ratios and comply with certain technical covenants. The Company was in compliance with the requirements and covenants of the Credit Facility as of June 30, 2006, and August 2, 2006. The Company is required to pay an annual commitment fee of 1/8 of 1% on the average daily unused portion of the Credit Facility commitment. The Company's Credit Facility contains provisions that allow the Company to repurchase stock and/or pay cash dividends within certain parameters. Substantially all of the unencumbered assets of the Company have been pledged as collateral against indebtedness under the Credit Facility.

Net cash provided by operating activities of the Company during the

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Six-Month 2006 Period, was \$14,681,000, consisting primarily of net income of \$14,117,000 plus non-cash adjustments for depreciation, share-based compensation, and the short-term advance loss provision of \$3,600,000, \$522,000, and \$494,000 respectively. Net changes in operating assets and liabilities reduced cash used by operating activities in the amount of \$4,052,000. Net cash used by investing activities during the six months ended June 30, 2006, was \$9,440,000, which was primarily comprised of net cash outflows from pawn receivables activity of \$3,043,000, net cash inflows from short-term advance receivables activity of \$642,000, net of cash paid for fixed asset additions of \$7,039,000. Net inflows from short-term advance activity were due to the reduction in outstanding short-term advances in the Company's Texas locations resulting from the introduction of the credit services program in July 2005. The opening of 43 new stores during the Six-Month 2006 Period contributed significantly to the volume of fixed asset additions. Net cash used by financing activities was \$19,212,000 during the Six-Month 2006 Period, which consisted of purchases of treasury stock in the amount of \$24,753,000, net of proceeds from exercises of stock options and warrants and the tax benefit from the exercise of employee stock options of \$3,284,000 and \$2,257,000, respectively.

During the second quarter of 2006, the Company completed its 3.2 million share repurchase plan authorized in July 2004 at an average repurchase price of \$12.32 per share. The Board of Directors subsequently authorized an additional 2.0 million share repurchase. For the quarter ended June 30, 2006, the Company utilized excess cash flows to repurchase approximately \$25 million of common stock for a total of 1.3 million shares under the two authorizations.

For purposes of its internal liquidity assessments, the Company considers net cash changes in pawn receivables and short-term advance receivables to be closely related to operating cash flows. For the Six-Month 2006 Period, net cash flows from operations were \$14,681,000, while net cash outflows related to pawn receivables activity was \$3,043,000 and net cash inflows from short-term advance receivables activity was \$642,000. The combined net cash flows from operations and pawn and short-term advance receivables totaled \$12,280,000 for the Six-Month 2006 Period. For the comparable prior year period, net cash flows from operations were \$17,150,000, and net cash outflows related to pawn receivables and short-term advance receivables were \$3,987,000 and \$3,202,000, respectively. The combined net cash flows from operations and pawn and short-term advance receivables totaled \$9,961,000 for the Six-Month 2005 Period.

The profitability and liquidity of the Company is affected by the amount of pawn receivables outstanding, which is controlled in part by the Company's pawn lending decisions. The Company is able to influence the frequency of pawn redemptions by increasing or decreasing the amount advanced in relation to the resale value of the pawned property. Tighter credit decisions generally result in smaller pawn advances in relation to the estimated resale value of the pledged property and can thereby decrease the Company's aggregate pawn receivables balance and, consequently, decrease pawn service fees. Additionally, small advances in relation to the pledged property's estimated resale value tend to increase pawn redemptions and improve the Company's liquidity. Conversely, providing larger pawns in relation to the estimated resale value of the pledged property can result in an increase in the Company's pawn service charge income. Also, larger average pawn balances can result in an increase in pawn forfeitures, which increases the quantity of goods on hand, and unless the Company increases inventory turnover, reduces the Company's liquidity. The Company's renewal policy allows customers to renew pawns by repaying all accrued interest on such pawns, effectively creating a new pawn transaction.

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The amount of short-term advances outstanding and credit services activity and the related loss provisions also affect the profitability and liquidity of the Company. An allowance for losses is provided on active short-term advances and service fees receivable, based upon expected default rates, net of estimated future recoveries of previously defaulted short-term advances and service fees receivable. The Company considers short-term advances to be in default if they are not repaid on the due date, and writes off the principal amount and service fees receivable as of the default date, leaving only active receivables in the reported balances. Net defaults and changes in the short-term advance allowance are charged to the short-term advance and credit services loss provision.

In addition to these factors, merchandise sales and the pace of store expansions affect the Company's liquidity. Management believes that the Credit Facility and cash generated from operations will be sufficient to accommodate the Company's current operations for fiscal 2006. The Company has no significant capital commitments. The Company currently has no written commitments for additional borrowings or future acquisitions; however, the Company intends to continue to grow and may seek additional capital to facilitate expansion. The Company will evaluate acquisitions, if any, based upon opportunities, acceptable financing, purchase price, strategic fit and qualified management personnel.

The Company currently intends to continue to engage in a plan of expansion primarily through new store openings. With 43 stores opened year-to-date, the Company is on track to equal or exceed its target of 60 to 70 new store openings, comprised of both payday advance locations, located primarily in Texas and Michigan, and pawn shops, located primarily in Mexico. All capital expenditures, working capital requirements and start-up losses related to this expansion are expected to be funded through operating cash flows. While the Company continually looks for, and is presented with potential acquisition opportunities, the Company currently has no definitive plans or commitments for acquisitions. The Company will evaluate potential acquisitions, if any, based upon growth potential, purchase price, strategic fit and quality of management personnel, among other factors. If the Company encounters an attractive acquisition opportunity in the near future, the Company may seek additional financing, the terms of which will be negotiated on a case-by-case basis.

Earnings before interest, taxes, depreciation and amortization ("EBITDA") for the trailing twelve month period ended June 30, 2006 totaled \$50,167,000, an increase of 24% compared to \$40,446,000 for the trailing twelve month period ended June 30, 2005. The EBITDA margin, which is EBITDA as a percentage of revenues, for the trailing twelve month period ended June 30, 2006 was 22%, compared to 21% for the comparable prior year period.

EBITDA is commonly used by investors to assess a company's leverage capacity, liquidity and financial performance. EBITDA is not considered a measure of financial performance under U.S. generally accepted accounting principles ("GAAP"), and the items excluded from EBITDA are significant components in understanding and assessing the Company's financial performance. Since EBITDA is not a measure determined in accordance with GAAP and is thus susceptible to varying calculations, EBITDA, as presented, may not be comparable to other similarly titled measures of other companies. EBITDA should not be considered as an alternative to net income, cash flows provided by or used in operating, investing or financing activities or other financial statement data presented in the Company's consolidated financial statements as an indicator of financial performance or liquidity. Non-GAAP measures should be evaluated in conjunction with, and are not a substitute for, GAAP financial measures.

The following table provides a reconciliation of net income to EBITDA

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(amounts in thousands):

	Trailing Twelve Months Ended June 30,	
	2006	2005
Net income	\$ 28,208	\$ 22,574
Adjustments:		
Interest income, net of interest expense	(696)	(176)
Depreciation	6,742	4,926
Income taxes	15,913	13,122
	-----	-----
Earnings before interest, income taxes, depreciation and amortization	\$ 50,167	\$ 40,446
	=====	=====

### CAUTIONARY STATEMENT REGARDING RISKS AND UNCERTAINTIES THAT MAY AFFECT FUTURE RESULTS

#### Forward-Looking Information

This quarterly report may contain forward-looking statements about the business, financial condition and prospects of First Cash Financial Services, Inc. ("First Cash" or the "Company"). Forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995, can be identified by the use of forward-looking terminology such as "believes," "projects," "expects," "may," "estimates," "should," "plans," "intends," "could," or "anticipates," or the negative thereof, or other variations thereon, or comparable terminology, or by discussions of strategy. Forward-looking statements can also be identified by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties. Forward-looking statements in this quarterly report include, without limitation, the Company's expectations of earnings per share, expansion strategy, store openings, loss provisions, future liquidity, option-based compensation expense and cash flows. These statements are made to provide the public with management's current assessment of the Company's business. Although the Company believes that the expectations reflected in forward-looking statements are reasonable, there can be no assurances that such expectations will prove to be accurate. Security holders are cautioned that such forward-looking statements involve risks and uncertainties. The forward-looking statements contained in this quarterly report speak only as of the date of this statement, and the Company expressly disclaims any obligation or undertaking to report any updates or revisions to any such statement to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based. Certain factors may cause results to differ materially from those anticipated by some of the statements made in this quarterly report. Such factors are difficult to predict and many are beyond the control of the Company and may include changes in regional, national or international economic conditions, changes in consumer borrowing and repayment behaviors, changes or increases in competition, the ability to locate, open and integrate new stores, the ability to operate as a credit services organization in Texas, the ability to successfully refer credit services customers to an independent lender who can provide credit to these customers, new legislative initiatives or governmental regulations, or changes to existing laws and regulations

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affecting payday advance businesses, credit services organizations and pawn businesses in both the U.S. and Mexico, unforeseen litigation, changes in interest rates, changes in tax rates or policies, changes in gold prices, changes in foreign currency exchange rates, future business decisions, and other uncertainties. These and other risks and uncertainties are indicated in the Company's 2005 Annual Report on Form 10-K (see "Item 1A. Risk Factors").

### Regulatory Developments

The Company is subject to extensive regulation of its pawnshop, short-term advance/payday lending, credit services and check-cashing operations in most jurisdictions in which it operates. These regulations are provided through numerous laws, ordinances and regulatory pronouncements from various federal, state and local governmental entities in the United States and Mexico. In many jurisdictions, the Company must obtain and maintain regulatory operating licenses. In addition, many statutes and regulations prescribe, among other things, the general terms of the Company's loan and credit services agreements and the maximum service fees and/or interest rates that may be charged. These regulatory agencies have broad discretionary authority. The Company is also subject to U.S. federal and state regulations relating to the reporting and recording of certain currency transactions. The Company's pawnshop operations in Mexico are also subject to, and must comply with pawnshop and other general business, tax, employment and consumer protection regulations from various federal, state and local governmental agencies in Mexico.

Existing regulations and recent regulatory developments are described in greater detail in the Company's Annual Report of Form 10-K for the year ended December 31, 2005. Subsequent to the filing of the 2005 Form 10-K, the State of Oregon has enacted legislation that provides for significantly more restrictive regulation of the payday advance industry beginning in July 2007. The implementation of these more restrictive regulations, as currently enacted, is expected to have a significant negative effect on the revenues and profitability of the Company's operations in Oregon, beginning in July 2007. The Company currently has seven payday advance stores located in Oregon. In Mexico, certain aspects of the Company's lending and retail operations have historically been regulated by PROFECO, a federal government consumer protection agency. Recent federal legislation has expanded PROFECO's regulatory authority over the pawn industry, although resulting regulatory changes, if any, have not been developed or implemented at the current time. While the Company does not anticipate any significant effect on its operations due to expanded regulation, such effect, if any, cannot be determined at the current time.

There can be no assurance that additional local, state or federal statutes or regulations in either the United States or Mexico will not be enacted or that existing laws and regulations will not be amended at some future date that could inhibit the ability of the Company to offer pawn loans, short-term advances and credit services, significantly decrease the service fees for lending money, or prohibit or more stringently regulate the sale of certain goods, any of which could cause a significant, adverse effect on the Company's future results. If legislative or regulatory actions that had negative effects on the pawn, payday advance or credit services industries were taken at a federal level in the United States or Mexico, or in U.S. or Mexican states or municipalities where the Company has a significant number of stores, those actions could have a materially adverse effect on the Company's lending, credit services and retail activities and revenues. There can be no assurance that additional federal, state or local legislation in the U.S. or Mexico will not be enacted, or that existing laws and regulations will not be amended, which would have a materially adverse impact on the Company's operations and financial condition.

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### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to the Company's operations result primarily from changes in interest rates, gold prices and foreign currency exchange rates and are described in detail in the Company's 2005 Annual Report on Form 10-K. 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, 2005.

### ITEM 4. CONTROLS AND PROCEDURES

#### (a) Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) as of the end of our second fiscal quarter of 2006. Based on such evaluation, such officers have concluded that the Company's disclosure controls and procedures are effective.

#### (b) Changes in Internal Control Over Financial Reporting

There has been no significant change in the Company's internal control over financial reporting that was identified in connection with our evaluation that occurred during the quarter ended June 30, 2006, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

There have been no material developments in the litigation previously reported in the Company's 2005 Annual Report on Form 10-K.

### ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors previously reported in the Company's 2005 Annual Report on Form 10-K.

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

In January 2006, the Company's Board of Directors approved a two-for-one stock split in the form of a stock dividend to shareholders of record on February 6, 2006. The additional shares were distributed on February 20, 2006 and stock began trading at the split-adjusted price on February 22, 2006. All share and per share amounts (except authorized shares and par value) have been retroactively adjusted to reflect the split.

During the period from January 1, 2006, through June 30, 2006, the Company issued 240,000 shares of common stock relating to the exercise of outstanding stock options for an aggregate exercise price of \$2,913,000

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(including income tax benefit). During the period from January 1, 2006, through June 30, 2006, the Company issued 337,000 shares of common stock relating to the exercise of outstanding stock warrants for an aggregate exercise price of \$2,657,000 (including income tax benefit).

The transactions set forth in the above paragraphs were completed pursuant to either Section 4(2) of the Securities Act or Rule 506 of Regulation D of the Securities Act. With respect to issuances made pursuant to Section 4(2) of the Securities Act, the transactions did not involve any public offering and were sold to a limited group of persons. Each recipient either received adequate information about the Company or had access, through employment or other relationships, to such information, and the Company determined that each recipient had such knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in the Company. With respect to issuances made pursuant to Rule 506 of Regulation D of the Securities Act, the Company determined that each purchaser was an "accredited investor" as defined in Rule 501(a) under the Securities Act. All sales of the Company's securities were made by officers of the Company who received no commission or other remuneration for the solicitation of any person in connection with the respective sales of securities described above. The recipients of securities represented their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were affixed to the share certificates and other instruments issued in such transactions.

In July 2004, the Company's Board of Directors authorized an open-ended stock repurchase plan, with no dollar limitation, to permit future repurchases of up to 3,200,000 shares of the Company's outstanding common stock. During the second quarter of 2006, First Cash repurchased approximately 802,000 shares to close out the 2004-authorized program. The weighted average repurchase price of 3,200,000 repurchased under this plan was \$39,425,000 or \$12.32 per share.

In June 2006, the Company's Board of Directors authorized a new program for the repurchase of up to 2,000,000 additional shares of First Cash's outstanding common stock. During the Second Quarter of 2006, the Company repurchased a total of 461,000 common shares under the new stock repurchase plan for an aggregate purchase price of \$8,848,000 or \$19.21 per share.

The following table provides the information with respect to purchases made by the Company of shares of its common stock during each month that the programs were in effect during the Second Quarter of 2006:

	Total Number Of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number Of Shares that May Yet Be Purchased Under the Plans
	-----	-----	-----	-----
April 1 through April 30, 2006	-	-	-	801,612
May 1 through May 31, 2006	475,200	\$19.89	475,200	326,412
June 1 through June 30, 2006	787,068	\$19.44	787,068	1,539,344
	-----		-----	
Total	1,262,268	\$19.61	1,262,268	
	=====		=====	

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

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Not Applicable

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

On June 7, 2006, the Company held the annual meeting of its stockholders. Of the 32,052,172 issued and outstanding common shares entitled to vote at the meeting, 26,005,182 of the common shares voted in person or by proxy. The shareholders voted affirmatively on the following two proposals:

1. The stockholders ratified the re-election of three directors:

	FOR	%	WITHHELD	%
	-----	---	-----	---
Rick Wessel	24,718,455	95.1	1,286,727	4.9
Richard Burke	24,074,214	92.6	1,930,968	7.4
Joe Love	23,681,250	91.1	2,323,932	8.9

2. The stockholders ratified the selection of Hein & Associates LLP as independent auditors of the Company for the year ended December 31, 2006:

FOR	%	AGAINST	%	ABSTAIN	%
-----	---	-----	---	-----	---
25,894,596	99.6	55,939	0.2	54,647	0.2

## ITEM 5. OTHER INFORMATION

None

## ITEM 6. EXHIBITS

Exhibits:

- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act provided by J. Alan Barron, Chief Executive Officer
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act provided by R. Douglas Orr, Chief Financial Officer
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 provided by J. Alan Barron, Chief Executive Officer and R. Douglas Orr, Chief Financial Officer

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 2, 2006

FIRST CASH FINANCIAL SERVICES, INC.

-----  
(Registrant)

/s/ J. ALAN BARRON



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-----  
J. Alan Barron  
Chief Executive Officer  
(Principal Executive Officer)

/s/ R. DOUGLAS ORR  
-----

R. Douglas Orr  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
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