

EZCORP INC
Form 10-Q
May 10, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2012

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 No. 0-19424

EZCORP, INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

74-2540145
(I.R.S. Employer
Identification No.)

1901 Capital Parkway

Austin, Texas
(Address of principal executive offices)

78746
(Zip Code)

(512) 314-3400

Registrant's telephone number, including area code:

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

The only class of voting securities of the registrant issued and outstanding is the Class B Voting Common Stock, par value \$.01 per share, all of which is owned by an affiliate of the registrant. There is no trading market for the Class B Voting Common Stock.

As of March 31, 2012, 48,002,116 shares of the registrant's Class A Non-voting Common Stock, par value \$.01 per share, and 2,970,171 shares of the registrant's Class B Voting Common Stock, par value \$.01 per share, were outstanding.

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EZCORP, INC.

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Condensed Consolidated Balance Sheets

| | March 31, 2012 <i>(Unaudited)</i> | March 31, 2011 <i>(Unaudited)</i> <i>(In thousands)</i> | September 30, 2011 |
|--|---|--|-----------------------|
| Assets: | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 47,499 | \$ 59,785 | \$ 23,969 |
| Pawn loans | 122,305 | 106,525 | 145,318 |
| Consumer loans, net | 23,998 | 11,948 | 14,611 |
| Pawn service charges receivable, net | 22,296 | 19,976 | 26,455 |
| Consumer loan fees receivable, net | 24,551 | 6,026 | 6,775 |
| Inventory, net | 87,891 | 70,275 | 90,373 |
| Deferred tax asset | 18,228 | 23,319 | 18,125 |
| Income tax receivable | 2,391 | 1,427 | |
| Prepaid expenses and other assets | 34,443 | 20,045 | 30,611 |
| Total current assets | 383,602 | 319,326 | 356,237 |
| Investments in unconsolidated affiliates | 120,056 | 112,364 | 120,319 |
| Property and equipment, net | 95,046 | 70,105 | 78,498 |
| Goodwill | 320,692 | 143,404 | 173,206 |
| Intangible assets, net | 38,904 | 16,122 | 19,790 |
| Non-current consumer loans, net | 52,740 | | |
| Other assets, net | 18,129 | 7,572 | 8,400 |
| Total assets | \$ 1,029,169 | \$ 668,893 | \$ 756,450 |
| Liabilities and stockholders' equity: | | | |
| Current liabilities: | | | |
| Current maturities of long-term debt | \$ 23,258 | \$ 10,000 | \$ |
| Accounts payable and other accrued expenses | 75,866 | 44,754 | 57,400 |
| Customer layaway deposits | 7,193 | 6,844 | 6,176 |
| Income taxes payable | | | 693 |
| Total current liabilities | 106,317 | 61,598 | 64,269 |
| Long-term debt, less current maturities | 109,096 | 10,000 | 17,500 |
| Deferred tax liability | 9,507 | 1,192 | 8,331 |
| Deferred gains and other long-term liabilities | 14,423 | 2,314 | 2,102 |
| Total liabilities | 239,343 | 75,104 | 92,202 |
| Commitments and contingencies | | | |
| Temporary equity: | | | |
| Redeemable noncontrolling interest | 34,108 | | |
| Stockholders' equity: | | | |
| Class A Non-voting Common Stock, par value \$.01 per share; authorized 54 million shares; issued and outstanding: 48,002,116 at March 31, 2012; 46,954,535 at March 31, 2011; and 47,228,610 at September 30, 2011 | 480 | 469 | 471 |
| Class B Voting Common Stock, convertible, par value \$.01 per share; 3 million shares authorized; issued and outstanding: 2,970,171 | 30 | 30 | 30 |

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| | | | |
|---|--------------|------------|------------|
| Additional paid-in capital | 258,343 | 231,263 | 242,398 |
| Retained earnings | 498,708 | 359,203 | 422,095 |
| Accumulated other comprehensive income (loss) | (1,843) | 2,824 | (746) |
| EZCORP, Inc. stockholders' equity | 755,718 | 593,789 | 664,248 |
| Total liabilities and stockholders' equity | \$ 1,029,169 | \$ 668,893 | \$ 756,450 |

See accompanying notes to interim condensed consolidated financial statements (unaudited).

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Condensed Consolidated Statements of Operations (Unaudited)

| | Three Months Ended | | Six Months Ended | |
|---|---|------------------|------------------|------------------|
| | March 31, | | March 31, | |
| | 2012 | 2011 | 2012 | 2011 |
| | <i>(In thousands, except per share amounts)</i> | | | |
| Revenues: | | | | |
| Sales | \$ 148,172 | \$ 125,768 | \$ 291,469 | \$ 248,313 |
| Pawn service charges | 56,444 | 46,769 | 116,236 | 96,579 |
| Consumer loan fees | 50,319 | 40,472 | 95,407 | 86,782 |
| Other revenues | 1,343 | 245 | 2,039 | 406 |
| Total revenues | 256,278 | 213,254 | 505,151 | 432,080 |
| Cost of goods sold | 88,190 | 76,564 | 172,010 | 150,130 |
| Consumer loan bad debt | 6,466 | 5,740 | 17,491 | 16,768 |
| Net revenues | 161,622 | 130,950 | 315,650 | 265,182 |
| Operating expenses: | | | | |
| Operations | 77,269 | 66,045 | 151,770 | 130,549 |
| Administrative | 21,353 | 15,733 | 41,064 | 41,871 |
| Depreciation and amortization | 7,259 | 4,466 | 12,514 | 8,645 |
| (Gain) loss on sale or disposal of assets | 27 | (178) | (174) | (171) |
| Total operating expenses | 105,908 | 86,066 | 205,174 | 180,894 |
| Operating income | 55,714 | 44,884 | 110,476 | 84,288 |
| Interest income | (314) | (11) | (353) | (14) |
| Interest expense | 2,560 | 300 | 3,150 | 600 |
| Equity in net income of unconsolidated affiliates | (4,577) | (4,691) | (8,738) | (8,058) |
| Other | 802 | 4 | (317) | (57) |
| Income before income taxes | 57,243 | 49,282 | 116,734 | 91,817 |
| Income tax expense | 19,870 | 17,444 | 40,009 | 32,550 |
| Net income | 37,373 | 31,838 | 76,725 | 59,267 |
| Net income attributable to redeemable noncontrolling interest | 112 | | 112 | |
| Net income attributable to EZCORP, Inc. | \$ 37,261 | \$ 31,838 | \$ 76,613 | \$ 59,267 |
| Net income per common share: | | | | |
| Basic | \$ 0.73 | \$ 0.64 | \$ 1.51 | \$ 1.19 |
| Diluted | \$ 0.73 | \$ 0.63 | \$ 1.51 | \$ 1.18 |
| Weighted average shares outstanding: | | | | |
| Basic | 50,794 | 49,924 | 50,573 | 49,810 |
| Diluted | 51,069 | 50,362 | 50,887 | 50,243 |

See accompanying notes to interim condensed consolidated financial statements (unaudited).

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Condensed Consolidated Statements of Comprehensive Income (Unaudited)

| | Three Months Ended March 31, | | Six Months Ended March 31, | |
|---|---------------------------------|-----------|-------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| | <i>(In thousands)</i> | | <i>(In thousands)</i> | |
| Net income | \$ 37,373 | \$ 31,838 | \$ 76,725 | \$ 59,267 |
| Other comprehensive income (loss): | | | | |
| Foreign currency translation adjustments | 6,394 | 3,111 | (2,374) | 12,888 |
| Unrealized holding gains (loss) arising during period | (179) | (253) | (738) | 238 |
| Income tax benefit (provision) | (75) | (687) | 2,511 | (3,927) |
| Other comprehensive income (loss), net of tax | 6,140 | 2,171 | (601) | 9,199 |
| Comprehensive income | \$ 43,513 | \$ 34,009 | \$ 76,124 | \$ 68,466 |
| Attributable to redeemable noncontrolling interest: | | | | |
| Net income | (112) | | (112) | |
| Foreign currency translation adjustments | (496) | | (496) | |
| Comprehensive income | (608) | | (608) | |
| Comprehensive income attributable to EZCORP, Inc. | \$ 42,905 | \$ 34,009 | \$ 75,516 | \$ 68,466 |

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Condensed Consolidated Statements of Cash Flows (Unaudited)

| | Six Months Ended March 31, | |
|---|-------------------------------|------------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Operating Activities: | | |
| Net income | \$ 76,725 | \$ 59,267 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 12,514 | 8,645 |
| Consumer loan loss provision | 6,761 | 6,897 |
| Deferred income taxes | (72) | 983 |
| Gain on sale or disposal of assets | (174) | (171) |
| Stock compensation | 3,238 | 10,028 |
| Income from investments in unconsolidated affiliates | (8,738) | (8,058) |
| Changes in operating assets and liabilities, net of business acquisitions: | | |
| Service charges and fees receivable, net | 6,551 | 3,642 |
| Inventory, net | 1,446 | 860 |
| Prepaid expenses, other current assets, and other assets, net | (3,281) | (2,648) |
| Accounts payable and accrued expenses | (821) | (5,082) |
| Customer layaway deposits | 206 | 628 |
| Deferred gains and other long-term liabilities | (851) | (112) |
| Excess tax benefit from stock compensation | (1,521) | (3,072) |
| Income taxes receivable/payable | (275) | (1,921) |
| Net cash provided by operating activities | 91,708 | 69,886 |
| Investing Activities: | | |
| Loans made | (360,354) | (292,525) |
| Loans repaid | 260,289 | 203,658 |
| Recovery of pawn loan principal through sale of forfeited collateral | 129,518 | 104,310 |
| Additions to property and equipment | (22,246) | (15,129) |
| Acquisitions, net of cash acquired | (83,160) | (31,461) |
| Dividends from unconsolidated affiliates | 4,788 | 4,218 |
| Net cash used in investing activities | (71,165) | (26,929) |
| Financing Activities: | | |
| Proceeds from exercise of stock options | 634 | 205 |
| Excess tax benefit from stock compensation | 1,521 | 3,072 |
| Taxes paid related to net share settlement of equity awards | (1,071) | (7,409) |
| Proceeds from revolving line of credit | 321,617 | 11,500 |
| Payments on revolving line of credit | (318,227) | (16,505) |
| Payments on bank borrowings | (1,056) | |
| Net cash provided by (used) in financing activities | 3,418 | (9,137) |
| Effect of exchange rate changes on cash and cash equivalents | (431) | 111 |
| Net increase in cash and cash equivalents | 23,530 | 33,931 |
| Cash and cash equivalents at beginning of period | 23,969 | 25,854 |
| Cash and cash equivalents at end of period | \$ 47,499 | \$ 59,785 |

Non-cash Investing and Financing Activities:

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| | | |
|---|------------|------------|
| Pawn loans forfeited and transferred to inventory | \$ 123,587 | \$ 102,145 |
| Foreign currency translation adjustment | \$ 733 | \$ (8,708) |
| Issuance of common stock due to acquisitions | \$ 11,615 | \$ |
| Contingent consideration | \$ 23,000 | \$ |
| Deferred consideration | \$ 5,785 | \$ |

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Consolidated Statements of Stockholders' Equity

| | Common Stock | | Additional | Retained | Accumulated | Total | Redeemable |
|---|-----------------------|-----------|------------|------------|---------------|---------------|----------------|
| | Shares | Par Value | Paid In | Earnings | Other | Shareholders' | Noncontrolling |
| | | | Capital | | Comprehensive | Equity | Interest |
| | <i>(In thousands)</i> | | | | | | |
| Balances at September 30, 2010 | 49,226 | \$ 493 | \$ 225,374 | \$ 299,936 | \$ (6,375) | \$ 519,428 | |
| Stock compensation | | | 10,028 | | | 10,028 | |
| Stock options exercised | 24 | 1 | 203 | | | 204 | |
| Release of restricted stock | 675 | 5 | 2,761 | | | 2,766 | |
| Excess tax benefit from stock compensation | | | 306 | | | 306 | |
| Taxes paid related to net share settlement of equity awards | | | (7,409) | | | (7,409) | |
| Unrealized gain on available-for-sale securities | | | | | 155 | 155 | |
| Foreign currency translation adjustment | | | | | 9,044 | 9,044 | |
| Net income attributable to EZCORP, Inc. | | | | 59,267 | | 59,267 | |
| Total comprehensive income | | | | | | 68,466 | |
| Balance at March 31, 2011 | 49,925 | \$ 499 | \$ 231,263 | \$ 359,203 | \$ 2,824 | \$ 593,789 | \$ |
| Balances at September 30, 2011 | 50,199 | \$ 501 | \$ 242,398 | \$ 422,095 | \$ (746) | \$ 664,248 | |
| Stock compensation | | | 3,238 | | | 3,238 | |
| Stock options exercised | 196 | 2 | 632 | | | 634 | |
| Issuance of common stock due to acquisitions | 427 | 5 | 11,625 | | | 11,630 | |
| Acquisition of redeemable noncontrolling interest | | | | | | | 33,500 |
| Release of restricted stock | 150 | 2 | 488 | | | 490 | |
| Excess tax benefit from stock compensation | | | 1,033 | | | 1,033 | |
| Taxes paid related to net share settlement of equity awards | | | (1,071) | | | (1,071) | |
| Unrealized (loss) on available-for-sale securities | | | | | (480) | (480) | |
| Foreign currency translation adjustment | | | | | (617) | (617) | 496 |
| Net income attributable to EZCORP, Inc. | | | | 76,613 | | 76,613 | |
| Net income attributable to redeemable noncontrolling interest | | | | | | | 112 |
| Total comprehensive income | | | | | | 75,516 | 34,108 |
| Balance at March 31, 2012 | 50,972 | \$ 510 | \$ 258,343 | \$ 498,708 | \$ (1,843) | \$ 755,718 | \$ 34,108 |

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EZCORP, INC. AND SUBSIDIARIES

Notes to Interim Condensed Consolidated Financial Statements (Unaudited)

March 31, 2012

Note A: Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Our management has included all adjustments it considers necessary for a fair presentation. These adjustments are of a normal, recurring nature except for those related to acquired businesses (described in Note B). The accompanying financial statements should be read with the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended September 30, 2011. The balance sheet at September 30, 2011 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Our business is subject to seasonal variations and operating results for the three and six-month periods ended March 31, 2012 (the current quarter and current six-month period) are not necessarily indicative of the results of operations for the full fiscal year.

The consolidated financial statements include the accounts of EZCORP, Inc. and its consolidated subsidiaries. All significant inter-company accounts and transactions have been eliminated in consolidation. We own 60% of the outstanding equity interests in Prestaciones Finmart, S.A.P.I. de C.V., SOFOM, E.N.R. (Crediamigo) and, therefore, include its results in our consolidated financial statements. We account for our investments in Albemarle & Bond Holdings, PLC and Cash Converters International Limited using the equity method.

With the exception of the policies described in the section below, there have been no changes in significant accounting policies as described in our Annual Report on Form 10-K for the year ended September 30, 2011.

Consumer Loans

We provide a variety of short-term consumer loans including payday loans, installment loans and auto title loans, and in Texas only, fee-based credit services to customers seeking loans. In Mexico, Crediamigo enters into agreements with employers that permit it to market long-term consumer loans to employees. Payments are withheld by the employers through payroll deductions and remitted to Crediamigo. With the exception of the incorporation of Crediamigo, there have been no changes to our consumer loans policy.

Revenue Recognition

We recognize consumer loan fees related to loans we directly originate in accordance with state and provincial laws on the percentage of consumer loans made that we believe to be collectible. We earn credit service fees when we assist customers in obtaining consumer loans from unaffiliated lenders, and we recognize the fee revenue ratably over the life of the related loans. We reserve the percentage of interest and credit service fees we expect not to collect. Accrued fees related to defaulted loans reduce fee revenue upon loan default and increase fee revenue upon collection.

Allowance for Losses and Bad Debt Expense

See note K **Allowance for Losses and Credit Quality of Financing Receivables** for a discussion of the Company's allowance for losses and bad debt expense on consumer loans.

Derivative Instruments and Hedging Activities

We record all derivative instruments according to Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 815-20-25, Derivatives and Hedging Recognition. Accounting for changes in the fair value of derivatives is determined by the intended use of the derivative, whether it is designated as a hedge and whether the hedging relationship is effective in achieving offsetting changes for the risk being hedged. Derivatives designated to hedge the changes in the fair value of an asset, liability or firm commitment due to an identified risk in

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the hedged item, such as interest rate risk or foreign currency exchange rate risk are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with

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the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain of our risks, even though hedge accounting does not apply or we elect not to apply hedge accounting.

We acquire significant amounts of gold either through purchases or from forfeited pawn loan collateral and sell it to refiners. In our first fiscal quarter of 2012, we began using derivative financial instruments in order to manage our commodity price risk associated with the forecasted sales of gold scrap. From time to time, we purchase put options related to the future market price of gold, and simultaneously, we sell a call option for the same future period for a premium to offset the cost of the put. The combined put and call options, or collar, has the effect of providing us protection from the future downward gold price movement but also limits the extent we can participate in future upward price movement. These collars are not designated as hedges as they do not meet the hedge accounting requirements FASB ASC 851-20-25. The fair value of the derivative instruments is recognized in Prepaid expenses and other assets in the consolidated balance sheets and changes in fair value are recognized in Other in our consolidated statements of operations.

Reclassifications

Previously, we reported segment information based primarily on product offerings. Beginning with the second quarter of fiscal 2012, we redefined our reportable operating segments based on geography as our company is increasingly being organized and managed along geographic lines, with product offerings and channels based on local custom and regulation. For this reason, we concluded that segment reporting based on geography more closely aligns with our management organization and strategic direction. In connection with the new segment structure, we have changed the accountability for, and reporting of, certain items including administrative expenses, depreciation and amortization, interest and our equity in the net income of unconsolidated affiliates. When practical, these items are allocated to segments. Interest is also allocated to operating segments when debt is incurred at the local country level and is non-recourse to EZCORP, Inc. These items are now included in the segment's measure of profit or loss (segment contribution). Expenses that cannot be allocated are included as corporate expenses.

In our second fiscal quarter of 2011, we reclassified fees from our Product Protection Plan and Jewelry VIP Program as well as layaway fees from Other revenue to Sales, as fees from these products are incidental to sales of merchandise. Prior year figures have been reclassified to conform to this presentation and margins have been recalculated accordingly throughout management's discussion and analysis.

Recently Issued Accounting Pronouncements

In December 2011, the FASB issued Accounting Standards Update (ASU) 2011-11, *Disclosures about Offsetting Assets and Liabilities*. This update, which amends FASB ASC 210 (Balance Sheet), requires entities to disclose information about offsetting and related arrangements and the effect of those arrangements on its financial position. The amendments in ASU 2011-11 enhance disclosures required by FASB ASC 210 by requiring improved information about financial instruments and derivative instruments that are either offset in accordance with FASB ASC 210-20-45 or 815-10-45 or are subject to an enforceable master netting arrangement or similar agreement. ASU 2011-11 is effective for interim and annual periods beginning on or after January 1, 2013. Disclosures are required retrospectively for all comparative periods presented. Currently, we do not enter into any right of offset arrangements and we do not anticipate that the adoption of ASU 2011-11 will have a material effect on our financial position, results of operations or cash flows.

In September 2011, the FASB issued ASU 2011-08, *Testing Goodwill for Impairment*. This update amends FASB ASC 350 (Intangibles Goodwill and Other) by allowing entities to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. The amendments in this update are effective for annual and interim goodwill impairment tests performed for fiscal years beginning on or after December 15, 2011. We do not anticipate the adoption of ASU 2011-08 will have a material effect on our financial position, results of operations or cash flows.

Recently Adopted Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards (IFRS)*. This update amends FASB ASC 820 (Fair Value Measurement) by providing common principles and requirements for measuring fair value, as well as similar disclosure requirements between U.S. GAAP and IFRS. It changes certain fair value measurement principles, clarifies the application of existing fair value concepts, and expands disclosure requirements, particularly for Level 3 fair value measurements. ASU 2011-04 is effective for interim and annual periods beginning on or after December 15, 2011. We adopted ASU 2011-04 in our interim period beginning January 1, 2012 with no material effect on our financial position, results of operations or cash flows.

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In December 2011, the FASB issued ASU 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU 2011-05*. This update supersedes certain content in ASU 2011-05 *Presentation of Comprehensive Income* that requires entities to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statements where the components of net income and the components of other comprehensive income are presented. This update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. All other requirements in ASU 2011-05, including the requirement to report comprehensive income in either a single continuous financial statement or in two separate but consecutive financial statements, were not affected by ASU 2011-12. This update is effective for fiscal years beginning on or after December 15, 2011. We early adopted this amended standard in our fiscal year beginning October 1, 2011 with no effect on our financial position, results of operations or cash flows.

In December 2010, the FASB issued ASU 2010-29, *Disclosure of Supplementary Pro Forma Information for Business Combinations*. The amendments in this update specify that, when presenting comparative financial statements, entities should disclose revenue and earnings of the combined entity as though the business combinations that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period. ASU 2010-29 also expands the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments are effective prospectively for material (on an individual or an aggregate basis) business combinations entered into in fiscal years beginning on or after December 15, 2010. We adopted this amended standard on October 1, 2011, resulting in no effect on our financial position, operations or cash flows.

Note B: Acquisitions

On January 30, 2012, we acquired a 60% interest in Crediamigo, a specialty consumer finance company, headquartered in Mexico City, with 45 locations throughout the country for total consideration of \$60.1 million, net of cash acquired. This amount includes contingent consideration related to two earn out payments. Annually, over the next two years, if certain financial performance targets are achieved, we will make a payment of \$12.0 million dollars, each year, for a total amount of \$24.0 million dollars. The purchase price above includes a fair value amount of \$23.0 million, attributable to the contingent consideration payments. This amount was calculated using a probability-weighted discounted cash flow approach, in which all outcomes were successful. The significant inputs used for the valuation are not observable in the market and thus represents a Level 3 measurement within the fair value hierarchy.

Pursuant to the Master Transaction Agreement, we agreed to provide to the sellers a put option with respect to their remaining shares of Crediamigo. Each seller has the right to sell their Crediamigo shares to EZCORP, Inc., during the exercise period of two to five years from the acquisition closing date, with no more than 50% of the seller's shares being sold within a consecutive 12 month period. Under the guidance in ASC 480-10-S99, securities that are redeemable for cash or other assets are to be classified outside of permanent equity; therefore, we have included the redeemable noncontrolling interest related to Crediamigo in temporary equity.

The fair value of the redeemable noncontrolling interest in Crediamigo was estimated by applying an income approach and a market approach. This fair value measurement is based on significant inputs that are not observable in the market and thus represents a Level 3 measurement. Key assumptions include discount rates ranging from 10% to 18%, representing discounts for lack of control and lack of marketability that market participants would consider when estimating the fair value of the noncontrolling interest. The fair market value of Crediamigo was determined using a multiple of future earnings that is consistent with other market participants.

The six-month period ended March 31, 2012, includes \$7.4 million in revenues and \$0.2 million in income related to the Crediamigo acquisition. The purchase price allocation is preliminary as we continue to receive information regarding the acquired assets. We have recorded provisional amounts for certain assets and liabilities for which we have not yet received all information necessary to finalize our assessment.

The six-month period ended March 31, 2012, includes the acquisition of 39 locations in the U.S. and one in Canada for total consideration of \$63.4 million, net of cash acquired. As these acquisitions were individually immaterial, we present their related information on a combined basis.

All acquisitions were made as part of our continuing strategy to enhance and diversify our earnings through acquisitions. The factors contributing to the recognition of goodwill were based on several strategic and synergistic benefits we expect to realize from the acquisitions. These benefits include our initial entry into several markets and a greater presence in others, as well as the ability to further leverage our expense structure through increased scale. The purchase price allocation of assets acquired in the most recent twelve months is preliminary as we continue to receive information regarding the acquired assets. Transaction related expenses for the six-month periods ended March 31, 2012 and 2011 of approximately \$1.7 million and \$0.4 million, respectively, were expensed as incurred and recorded as administrative expenses. These amounts exclude costs related to transactions that did not close and future acquisitions. The results of all acquisitions have been consolidated with our results since their respective closing. Pro forma results of operations have not been presented because it is impracticable to do so, as

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historical audited financial statements in U.S. GAAP are not readily available.

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The following table provides information related to the acquisitions of domestic and foreign retail and financial services locations during the six months ended March 31, 2012 and 2011:

| | XXXXXXXXXX | XXXXXXXXXX | XXXXXXXXXX |
|---------------------------------------|----------------------------|--------------------|------------|
| | Six Months Ended March 31, | | 2011 |
| | 2012 | 2012 | |
| | Crediamigo | Other Acquisitions | |
| Number of asset purchase acquisitions | | 6 | 4 |
| Number of stock purchase acquisitions | 1 | 2 | 2 |
| U.S. stores acquired | | 39 | 9 |
| Foreign stores acquired | 45 | 1 | |
| Total stores acquired | 45 | 40 | 9 |

| | XXXXXXXXXX | XXXXXXXXXX | XXXXXXXXXX |
|---|----------------------------|--------------------|------------|
| | Six Months Ended March 31, | | 2011 |
| | (In thousands) | | |
| | 2012 | 2012 | 2011 |
| | Crediamigo | Other Acquisitions | |
| Consideration: | | | |
| Cash | \$ 45,001 | \$ 53,466 | \$ 31,524 |
| Equity instruments | | 11,615 | |
| Deferred consideration | 5,785 | | |
| Contingent consideration | 23,000 | | |
| Fair value of total consideration transferred | 73,786 | 65,081 | 31,524 |
| Cash acquired | (13,657) | (1,650) | (63) |
| Total purchase price | \$ 60,129 | \$ 63,431 | \$ 31,461 |

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| | Six Months Ended March 31, (In thousands) | | |
|---|--|----------------------------|------------------|
| | Crediamigo | 2012 Other Acquisitions | 2011 |
| Current assets: | | | |
| Pawn loans, net | \$ | \$ 5,036 | \$ 3,066 |
| Consumer loans, net | 8,658 | 1,660 | |
| Service charges and fees receivable, net | 18,844 | 1,003 | 523 |
| Inventory, net | | 4,429 | 1,748 |
| Deferred tax asset | | 126 | 123 |
| Prepaid expenses and other assets | 3,513 | 26 | 10 |
| Total current assets | 31,015 | 12,280 | 5,470 |
| Property and equipment, net | 2,328 | 1,972 | 378 |
| Goodwill | 95,827 | 50,071 | 25,708 |
| Non-current consumer loans, net | 52,228 | | |
| Intangible assets | 16,500 | 880 | 145 |
| Other assets | 16,834 | 159 | 7 |
| Total assets | \$ 214,732 | \$ 65,362 | \$ 31,708 |
| Current liabilities: | | | |
| Accounts payable and other accrued expenses | \$ 6,830 | \$ 1,004 | \$ 49 |
| Customer layaway deposits | | 682 | 96 |
| Current maturities of long-term debt | 23,219 | | |
| Other current liabilities | 1,010 | 226 | 4 |
| Total current liabilities | 31,059 | 1,912 | 149 |
| Deferred gains and other long-term liabilities | 936 | | |
| Long-term debt, less current maturities | 87,885 | | |
| Deferred tax liability | 1,223 | 19 | 98 |
| Total liabilities | 121,103 | 1,931 | 247 |
| Redeemable noncontrolling interest | 33,500 | | |
| Net assets acquired | \$ 60,129 | \$ 63,431 | \$ 31,461 |
| Goodwill deductible for tax purposes | \$ | \$ 21,699 | \$ 16,117 |
| Goodwill recorded in U.S. & Canada segment | \$ | \$ 50,071 | \$ 25,708 |
| Goodwill recorded in Latin America segment | \$ 95,827 | \$ | \$ |
| Indefinite lived intangible assets acquired: | | | |
| Trade name | \$ 2,200 | \$ | \$ |
| Definite lived intangible assets acquired: | | | |
| Favorable lease asset | \$ | \$ 230 | \$ |
| Non-compete agreements | \$ 300 | \$ 200 | \$ 145 |
| Contractual relationship | \$ 14,000 | \$ 450 | \$ |

The amounts above for the six months ended March 31, 2012 include the acquisition of a decision science model for the underwriting of consumer loans, a contractual relationship with an income tax return preparer to facilitate refund anticipation loans, an online lending business in the U.K. and 15 financial services stores in Hawaii and Texas, from FS Management, 1st Money Centers, Inc. and 1429 Funding, Inc., companies owned partially by Brent Turner, the former President of our eCommerce and Card Services division and a former executive officer, for total consideration of \$3.0 million in cash and 387,924 shares of our Class A Non-Voting common stock. Mr. Turner received \$2.0 million in cash and 167,811 shares of stock in connection with these acquisitions. The basic terms of the acquisitions were agreed prior to the commencement of Mr. Turner's employment (and, thus, prior to Mr. Turner's becoming an executive officer), subject to our completion of

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appropriate due diligence and the execution of appropriate definitive documentation. Even though the terms of the acquisitions were agreed to prior to Mr. Turner's becoming an executive officer, we treated the transactions as related party transactions. Consequently, pursuant to our Policy for Review and Evaluation of Related Party Transactions, the Audit Committee reviewed and evaluated the terms of the acquisitions and concluded that the transactions were fair to, and in the best interest of, the company and its stockholders.

Note C: Earnings per Share

We compute basic earnings per share on the basis of the weighted average number of shares of common stock outstanding during the period. We compute diluted earnings per share on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options and restricted stock awards.

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Potential common shares are required to be excluded from the computation of diluted earnings per share if the assumed proceeds upon exercise or vest, as defined by FASB ASC 718-10-25, are greater than the cost to re-acquire the same number of shares at the average market price, and therefore the effect would be anti-dilutive.

Components of basic and diluted earnings per share and excluded anti-dilutive potential common shares are as follows:

| | Three Months Ended March 31, | | Six Months Ended March 31, | |
|---|---|-----------|-------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| | <i>(In thousands, except per share amounts)</i> | | | |
| Net income attributable to EZCORP, Inc. (A) | \$ 37,261 | \$ 31,838 | \$ 76,613 | \$ 59,267 |
| Weighted average outstanding shares of common stock (B) | 50,794 | 49,924 | 50,573 | 49,810 |
| Dilutive effect of stock options and restricted stock | 275 | 438 | 314 | 433 |
| Weighted average common stock and common stock equivalents (C) | 51,069 | 50,362 | 50,887 | 50,243 |
| Basic earnings per share (A/B) | \$ 0.73 | \$ 0.64 | \$ 1.51 | \$ 1.19 |
| Diluted earnings per share (A/C) | \$ 0.73 | \$ 0.63 | \$ 1.51 | \$ 1.18 |
| Potential common shares excluded from the calculation of diluted earnings per share | | 1 | | 2 |

Note D: Strategic Investments and Fair Value of Financial Instruments

At March 31, 2012, we owned 16,644,640 ordinary shares of Albemarle & Bond Holdings, PLC, representing almost 30% of its total outstanding shares. Our total cost for those shares was approximately \$27.6 million. Albemarle & Bond is primarily engaged in pawnbroking, retail jewelry sales, check cashing and lending in the United Kingdom. We account for the investment using the equity method. Since Albemarle & Bond's fiscal year ends three months prior to ours, we report the income from this investment on a three-month lag. Albemarle & Bond files semi-annual financial reports for its fiscal periods ending December 31 and June 30. The income reported for our year-to-date period ended March 31, 2012 represents our percentage interest in the results of Albemarle & Bond's operations from July 1, 2011 to December 31, 2011.

Conversion of Albemarle & Bond's financial statements into U.S. GAAP resulted in no material differences from those reported by Albemarle & Bond following IFRS.

In its functional currency of British pounds, Albemarle & Bond's total assets increased 12% from December 31, 2010 to December 31, 2011 and its net income for the six months ended December 31, 2011 improved 16%. Below is summarized financial information for Albemarle & Bond's most recently reported results after translation to U.S. dollars (using the exchange rate as of December 31 of each year for balance sheet items and average exchange rates for the income statement items for the periods indicated):

| | As of December 31, | |
|--------------------|-----------------------|------------|
| | 2011 | 2010 |
| | <i>(In thousands)</i> | |
| Current assets | \$ 134,387 | \$ 121,519 |
| Non-current assets | 65,354 | 56,755 |

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| | | |
|--|------------|------------|
| Total assets | \$ 199,741 | \$ 178,274 |
| Current liabilities | \$ 21,021 | \$ 25,801 |
| Non-current liabilities | 62,169 | 53,497 |
| Shareholders' equity | 116,551 | 98,976 |
| Total liabilities and shareholders' equity | \$ 199,741 | \$ 178,274 |

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| | Six Months Ended December 31, | |
|----------------------------------|-------------------------------|-----------|
| | 2011 | 2010 |
| | <i>(In thousands)</i> | |
| Gross revenues | \$ 99,804 | \$ 76,424 |
| Gross profit | 58,165 | 46,745 |
| Profit for the year (net income) | 14,208 | 12,088 |

At March 31, 2012, we owned 124,418,000 shares, or approximately 33% of the total ordinary shares of Cash Converters International Limited, which is a publicly traded company headquartered in Perth, Australia. We acquired the shares between November 2009 and May 2010 for approximately \$57.8 million. Cash Converters franchises and operates a worldwide network of over 600 specialty financial services and retail stores that provide pawn loans, short-term unsecured loans and other consumer finance products, and buy and sell second-hand goods. Cash Converters has significant store concentrations in Australia and the United Kingdom.

We account for our investment in Cash Converters using the equity method. Since Cash Converters' fiscal year ends three months prior to ours, we report the income from this investment on a three-month lag. Cash Converters files semi-annual financial reports for its fiscal periods ending December 31 and June 30. Due to the three-month lag, income reported for our year-to-date period ended March 31, 2012 represents our percentage interest in the results of Cash Converters' operations from July 1, 2011 to December 31, 2011.

Conversion of Cash Converters' financial statements into U.S. GAAP resulted in no material differences from those reported by Cash Converters following IFRS.

In its functional currency of Australian dollars, Cash Converters' total assets increased 17% from December 31, 2010 to December 31, 2011 and its net income decreased 7% for the six months ended December 31, 2011. Below is summarized financial information for Cash Converters' most recently reported results after translation to U.S. dollars (using the exchange rate as of December 31 of each year for balance sheet items and average exchange rates for the income statement items for the periods indicated):

| | As of December 31, | |
|---|-----------------------|-------------------|
| | 2011 | 2010 |
| | <i>(In thousands)</i> | |
| Current assets | \$ 128,289 | \$ 104,408 |
| Non-current assets | 121,835 | 109,336 |
| Total assets | \$ 250,124 | \$ 213,744 |
| Current liabilities | \$ 33,290 | \$ 30,844 |
| Non-current liabilities | 37,797 | 11,970 |
| Shareholders' equity | 179,037 | 170,930 |
| Total liabilities and shareholders' equity | \$ 250,124 | \$ 213,744 |

| | Six Months Ended December 31, | |
|----------------------------------|-------------------------------|-----------|
| | 2011 | 2010 |
| | <i>(In thousands)</i> | |
| Gross revenues | \$ 115,256 | \$ 82,343 |
| Gross profit | 76,405 | 57,038 |
| Profit for the year (net income) | 13,668 | 13,528 |

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The table below summarizes the recorded value and fair value of each of these strategic investments at the dates indicated. These fair values are considered Level 1 estimates within the fair value hierarchy of FASB ASC 820-10-50, and were calculated as (a) the quoted stock price on each company's principal market multiplied by (b) the number of shares we owned multiplied by (c) the applicable foreign currency exchange rate at the dates indicated. We included no control premium for owning a large percentage of outstanding shares.

| | March 31, 2012 | March 31, 2011 | September 30, 2011 |
|-------------------------------------|---------------------------------------|-------------------|-----------------------|
| | <i>(In thousands of U.S. dollars)</i> | | |
| <u>Albemarle & Bond:</u> | | | |
| Recorded value | \$ 49,175 | \$ 44,784 | \$ 48,361 |
| Fair value | 92,868 | 81,655 | 91,741 |
| <u>Cash Converters:</u> | | | |
| Recorded value | \$ 70,881 | \$ 67,580 | \$ 71,958 |
| Fair value | 85,277 | 102,610 | 53,600 |

In August 2011, legislation was proposed in Australia that would, among other things, limit the interest charged on certain consumer loans and prohibit loan extensions and refinancing. If this legislation is enacted in its currently proposed form, Cash Converters' consumer loan business in Australia may be adversely affected, which could have the effect of decreasing Cash Converters' revenues and earnings. As of September 30, 2011, the fair value of our investment in Cash Converters (based on the market price of Cash Converters' stock as of that date) was below our recorded value. In light of Cash Converters' statements at that time regarding its ability to mitigate the potential impact of the proposed legislation, we considered this loss in value to be temporary. Following a series of representations from Cash Converters, its customers and other industry executives, the Australian Parliament, referred the bill to the Senate Economics committee and to the Joint Committee on Corporations and Financial Services for review. The committees concluded that the proposed legislation did not achieve an appropriate balance between consumer protection and industry viability and recommended that the Australian government revisit key aspects of its reform package with further industry consultation. As of March 31, 2012, the fair value of our investment in Cash Converters was above our recorded value, further supporting our assessment of the loss in value of its stock to be temporary.

Note E: Goodwill and Other Intangible Assets

The following table presents the balance of each major class of indefinite-lived intangible asset at the specified dates:

| | March 31, 2012 | March 31, 2011 | September 30, 2011 |
|---------------|-----------------------|-------------------|-----------------------|
| | <i>(In thousands)</i> | | |
| Pawn licenses | \$ 8,836 | \$ 8,836 | \$ 8,836 |
| Trade name | 7,097 | 4,870 | 4,870 |
| Goodwill | 320,692 | 143,404 | 173,206 |
| Total | \$ 336,625 | \$ 157,110 | \$ 186,912 |

The following tables present the changes in the carrying value of goodwill, by segment, over the periods presented:

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| | U.S. & Canada | Latin America | Other International | |
|--|-----------------------|------------------|------------------------|------------|
| | <i>(In thousands)</i> | | | |
| Balance at September 30, 2011 | \$ 163,897 | \$ 9,309 | \$ | \$ 173,206 |
| Acquisitions | 50,071 | 95,827 | | 145,898 |
| Effect of foreign currency translation changes | (1) | 1,589 | | 1,588 |
| Balance at March 31, 2012 | \$ 213,967 | \$ 106,725 | \$ | \$ 320,692 |

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| | U.S. & Canada | Latin America | Other International | Consolidated |
|--|-----------------------|------------------|------------------------|--------------|
| | <i>(In thousands)</i> | | | |
| Balance at September 30, 2010 | \$ 110,255 | \$ 7,050 | \$ | \$ 117,305 |
| Acquisitions | 25,784 | | | 25,784 |
| Effect of foreign currency translation changes | | 315 | | 315 |
| Balance at March 31, 2011 | \$ 136,039 | \$ 7,365 | \$ | \$ 143,404 |

The following table presents the gross carrying amount and accumulated amortization for each major class of definite-lived intangible asset at the specified dates:

| | 2012 | | | March 31, 2011 | | | September 30, 2011 | | |
|--------------------------|-----------------------|-----------------------------|-------------------|--------------------|-----------------------------|----------------------|-----------------------|-----------------------------|----------------------|
| | Carrying Amount | Accumulated Amortization | Net Book Value | Carrying Amount | Accumulated Amortization | Net Book Value | Carrying Amount | Accumulated Amortization | Net Book Value |
| | <i>(In thousands)</i> | | | | | | | | |
| Real estate finders fees | \$ 1,327 | \$ (533) | \$ 794 | \$ 1,098 | \$ (442) | \$ 656 | \$ 1,157 | \$ (479) | \$ 678 |
| Non-compete agreements | 4,301 | (2,877) | 1,424 | 3,313 | (2,277) | 1,036 | 3,722 | (2,459) | 1,263 |
| Favorable lease | 985 | (381) | 604 | 644 | (264) | 380 | 755 | (322) | 433 |
| Franchise rights | 1,602 | (67) | 1,535 | | | | 1,547 | (32) | 1,515 |
| Deferred financing costs | 7,607 | (2,493) | 5,114 | 1,470 | (1,180) | 290 | 2,411 | (262) | 2,149 |
| Contractual relationship | 14,604 | (1,407) | 13,197 | | | | | | |
| Other | 323 | (20) | 303 | 63 | (9) | 54 | 58 | (12) | 46 |
| Total | \$ 30,749 | \$ (7,778) | \$ 22,971 | \$ 6,588 | \$ (4,172) | \$ 2,416 | \$ 9,650 | \$ (3,566) | \$ 6,084 |

The amortization of most definite-lived intangible assets is recorded as amortization expense. The favorable lease asset and other intangibles are amortized to operations expense (rent expense) over the related lease terms. The deferred financing costs are amortized to interest expense over the life of our credit agreement. The following table presents the amount and classification of amortization recognized as expense in each of the periods presented:

| | Three Months Ended March 31, | | Six Months Ended March 31, | |
|---|---------------------------------|--------|-------------------------------|--------|
| | 2012 | 2011 | 2012 | 2011 |
| | <i>(In thousands)</i> | | | |
| Amortization expense | \$ 1,697 | \$ 221 | \$ 1,924 | \$ 433 |
| Operations expense | 23 | 25 | 49 | 48 |
| Interest expense | 444 | 112 | 595 | 226 |
| Total expense from the amortization of definite-lived intangible assets | \$ 2,164 | \$ 358 | \$ 2,568 | \$ 707 |

The following table presents our estimate of amortization expense for definite-lived intangible assets:

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| Fiscal Years Ended September 30, | Amortization expense | Operations expense <i>(In thousands)</i> | Interest expense |
|----------------------------------|----------------------|---|------------------|
| 2012 | \$ 6,356 | \$ 129 | \$ 2,341 |
| 2013 | 8,665 | 119 | 2,031 |
| 2014 | 1,399 | 108 | 670 |
| 2015 | 277 | 96 | 370 |
| 2016 | 218 | 94 | |

As acquisitions and dispositions occur in the future, amortization expense may vary from these estimates.

Table of Contents**Note F: Long-term Debt**

The table presents our long-term debt instruments and balances outstanding at March 31, 2012 and 2011 and September 30, 2011 (in thousands):

| | March 31, 2012 Carrying Amount | March 31, 2012 Contractual Amount | March 31, 2011 | September 30, 2011 |
|--|--------------------------------------|---|-------------------|-----------------------|
| Recourse to EZCORP: | | | | |
| Domestic line of credit up to \$175,000 due 2015 | \$ 30,000 | \$ 30,000 | \$ | \$ 17,500 |
| Term debt due 2012 | | | 20,000 | |
| Non-recourse to EZCORP: | | | | |
| 10% unsecured notes due 2013 | \$ 1,820 | \$ 1,820 | \$ | \$ |
| 16% unsecured notes due 2013 | 5,404 | 5,141 | | |
| 20% unsecured notes due 2013 | 12,730 | 10,854 | | |
| 14% secured notes due 2013 | 3,327 | 3,079 | | |
| 17% secured notes due 2014 | 33,710 | 28,821 | | |
| 25% secured notes due 2015 | 6,675 | 5,125 | | |
| 18% secured notes due 2015 | 26,391 | 20,683 | | |
| 20% secured notes due 2015 | 10,783 | 7,335 | | |
| 10% unsecured notes due 2016 | 1,514 | 1,514 | | |
| Total debt | \$ 132,354 | \$ 114,372 | \$ 20,000 | \$ 17,500 |

On May 10, 2011, we entered into a new senior secured credit agreement with a syndicate of five banks, replacing our previous credit agreement. Among other things, the new credit agreement provides for a four year \$175 million revolving credit facility that we may, under the terms of the agreement, request to be increased to a total of \$225 million. Upon entering the new credit agreement, we repaid and retired our \$17.5 million outstanding debt. The new credit facility increases our available credit and provides greater flexibility to make investments and acquisitions both domestically and internationally.

Pursuant to the credit agreement, we may choose to pay interest to the lenders for outstanding borrowings at LIBOR plus 200 to 275 basis points or the bank's base rate plus 100 to 175 basis points, depending on our leverage ratio computed at the end of each calendar quarter. On the unused amount of the credit facility, we pay a commitment fee of 37.5 to 50 basis points depending on our leverage ratio calculated at the end of each quarter. From the closing date to approximately October 31, 2011, we paid a minimum interest rate of LIBOR plus 250 basis points or the bank's base rate plus 150 basis points, at our option, and a commitment fee of 50 basis points on the unused portion of the credit line. Terms of the credit agreement require, among other things, that we meet certain financial covenants. At March 31, 2012, we were in compliance with all covenants. We expect the recorded value of our debt to approximate its fair value as it is all variable rate debt and carries no pre-payment penalty.

Deferred financing costs related to our credit agreement are included in intangible assets, net on the balance sheet and are being amortized to interest expense over the term of the agreement.

On January 30, 2012, we acquired a 60% ownership interest in Crediamigo, a specialty consumer finance company headquartered in Mexico City. Non-recourse debt amounts in the table above represent Crediamigo's third party debt. All secured notes are guaranteed by the Crediamigo loan portfolio. The 14% secured notes require monthly payments of \$0.1 million with remaining principal due at maturity. Beginning September 30, 2012, the 18% secured notes require monthly payments of \$0.1 million increasing to \$0.7 million on November 30, 2012, with the remaining principal due at maturity. On November 30, 2012, the 17% secured notes require monthly payments of \$1.0 million, with remaining principal due at maturity. The difference between the carrying amount and contractual amount relates to premium on Crediamigo's debt recorded as part of the purchase accounting, which is being amortized as a reduction of interest expense over the life of the debt.

Included in the amounts above are notes due to Crediamigo's shareholders, which are presented in the table below (in thousands):

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| | March 31, 2012 |
|------------------------------|----------------|
| 16% unsecured notes due 2013 | \$ 5,141 |
| 17% secured notes due 2014 | 9,676 |
| 10% unsecured notes due 2016 | 963 |
| Total debt to stockholders | \$ 15,780 |

Table of Contents**Note G: Stock Compensation**

Our net income includes the following compensation costs related to our stock compensation arrangements:

| | Three Months Ended March 31, | | Six Months Ended March 31, | |
|--------------------------|---------------------------------|----------|-------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| | <i>(In thousands)</i> | | | |
| Gross compensation costs | \$ 1,725 | \$ 1,480 | \$ 3,238 | \$ 10,028 |
| Income tax benefits | (570) | (479) | (1,016) | (3,453) |
| Net compensation expense | \$ 1,155 | \$ 1,001 | \$ 2,222 | \$ 6,575 |

Included in the compensation cost for the six months ended March 31, 2011 is \$7.3 million for the accelerated vesting of restricted stock upon the retirement of our former Chief Executive Officer on October 31, 2010, and a related \$2.5 million income tax benefit. Stock option exercises resulted in the issuance of 195,898 shares in the current quarter for total proceeds of \$0.6 million. All options and restricted stock relate to our Class A Non-voting Common Stock.

Note H: Income Taxes

The current quarter's effective tax rate is 34.7% of pretax income compared to 35.4% for the prior year quarter. For the current six-month period, the effective tax rate is 34.3% compared to 35.5% in the prior six-month period. The decrease in effective tax rates is primarily due to the recognition of state net operating losses, as well as an increase in foreign tax credits on overseas earnings.

Note I: Contingencies

Currently and from time to time, we are defendants in various legal and regulatory actions. While we cannot determine the ultimate outcome of these actions, we believe their resolution will not have a material adverse effect on our financial condition, results of operations or liquidity. However, we cannot give any assurance as to their ultimate outcome.

Note J: Operating Segment Information

Segment information is prepared on the same basis that our management reviews financial information for operational decision-making purposes. Previously, we reported segment information based primarily on product offerings. Beginning with the second quarter of fiscal 2012, we redefined our reportable operating segments based on geography as our company is increasingly being organized and managed along geographic lines, with product offerings and channels based on local custom and regulation. As a result, we concluded that segment reporting based on geography more closely aligns with our management organization and strategic direction.

For periods ending after January 1, 2012, we will report segments as follows:

U.S. & Canada All business activities in the United States and Canada

Latin America All business activities in Mexico and other parts of Latin America

Other International All business activities in the rest of the world (currently consisting of consumer loans online in the U.K. and our equity interests in the net income of Albemarle & Bond and Cash Converters International)

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Concurrent with the change in reportable operating segments, we revised our prior period financial information to reflect comparable financial information for the new segment structure.

There are no inter-segment revenues, and the amounts below were determined in accordance with the same accounting principles used in our consolidated financial statements. The following tables present operating segment information for the three and six-month periods ending March 31, 2012 and 2011, including the reclassifications discussed in Note A Significant Accounting Policies.

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| | Three Months Ended March 31, 2012 | | | Consolidated |
|--|-----------------------------------|-----------------|---------------------|------------------|
| | U.S. & Canada | Latin America | Other International | |
| | <i>(In thousands)</i> | | | |
| Revenues: | | | | |
| Merchandise sales | \$ 85,498 | \$ 9,499 | \$ | \$ 94,997 |
| Jewelry scrapping sales | 49,414 | 3,761 | | 53,175 |
| Pawn service charges | 50,505 | 5,939 | | 56,444 |
| Consumer loan fees | 42,806 | 7,383 | 130 | 50,319 |
| Other revenues | 1,219 | 124 | | 1,343 |
| Total revenues | 229,442 | 26,706 | 130 | 256,278 |
| Merchandise cost of goods sold | 50,499 | 5,381 | | 55,880 |
| Jewelry scrapping cost of goods sold | 29,537 | 2,773 | | 32,310 |
| Consumer loan bad debt | 5,878 | 508 | 80 | 6,466 |
| Net revenues | 143,528 | 18,044 | 50 | 161,622 |
| Operating expenses: | | | | |
| Store operations | 68,890 | 8,211 | 168 | 77,269 |
| Administrative | 5,424 | 4,334 | 2 | 9,760 |
| Depreciation and amortization | 3,524 | 2,397 | 14 | 5,935 |
| Loss on sale or disposal of assets | 25 | 2 | | 27 |
| Interest, net | | 1,769 | | 1,769 |
| Equity in net income of unconsolidated affiliates | | | (4,577) | (4,577) |
| Other | 791 | 11 | | 802 |
| Segment contribution | \$ 64,874 | \$ 1,320 | \$ 4,443 | \$ 70,637 |
| Corporate expenses | | | | 13,394 |
| Income before taxes | | | | 57,243 |
| Income tax expense | | | | 19,870 |
| Net income | | | | 37,373 |
| Net income attributable to redeemable noncontrolling interest | | | | 112 |
| Net income attributable to EZCORP, Inc. | | | | \$ 37,261 |

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| | Three Months Ended March 31, 2011 | | | Consolidated |
|--|-----------------------------------|-----------------|---------------------|------------------|
| | U.S. & Canada | Latin America | Other International | |
| | <i>(In thousands)</i> | | | |
| Revenues: | | | | |
| Merchandise sales | \$ 72,420 | \$ 5,353 | \$ | \$ 77,773 |
| Jewelry scrapping sales | 44,351 | 3,644 | | 47,995 |
| Pawn service charges | 43,073 | 3,696 | | 46,769 |
| Consumer loan fees | 40,472 | | | 40,472 |
| Other revenues | 220 | 25 | | 245 |
| Total revenues | 200,536 | 12,718 | | 213,254 |
| Merchandise cost of goods sold | 41,484 | 3,155 | | 44,639 |
| Jewelry scrapping cost of goods sold | 28,848 | 3,077 | | 31,925 |
| Consumer loan bad debt | 5,740 | | | 5,740 |
| Net revenues | 124,464 | 6,486 | | 130,950 |
| Operating expenses: | | | | |
| Store operations | 61,196 | 4,849 | | 66,045 |
| Administrative | 4,407 | 1,079 | 27 | 5,513 |
| Depreciation and amortization | 2,885 | 678 | | 3,563 |
| Gain on sale or disposal of assets | (178) | | | (178) |
| Interest, net | | 1 | | 1 |
| Equity in net income of unconsolidated affiliates | | | (4,691) | (4,691) |
| Other | 3 | 1 | | 4 |
| Segment contribution | \$ 56,151 | \$ (122) | \$ 4,664 | \$ 60,693 |
| Corporate expenses | | | | 11,411 |
| Income before taxes | | | | 49,282 |
| Income tax expense | | | | 17,444 |
| Net income | | | | 31,838 |
| Net income attributable to redeemable noncontrolling interest | | | | |
| Net income attributable to EZCORP, Inc. | | | | \$ 31,838 |

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| | Six Months Ended March 31, 2012 | | | Consolidated |
|--|---------------------------------|-----------------|---------------------|-------------------|
| | U.S. & Canada | Latin America | Other International | |
| | <i>(In thousands)</i> | | | |
| Revenues: | | | | |
| Merchandise sales | \$ 162,050 | \$ 19,841 | \$ | \$ 181,891 |
| Jewelry scrapping sales | 102,280 | 7,298 | | 109,578 |
| Pawn service charges | 104,875 | 11,361 | | 116,236 |
| Consumer loan fees | 87,818 | 7,383 | 206 | 95,407 |
| Other revenues | 1,795 | 244 | | 2,039 |
| Total revenues | 458,818 | 46,127 | 206 | 505,151 |
| Merchandise cost of goods sold | 93,950 | 10,326 | | 104,276 |
| Jewelry scrapping cost of goods sold | 62,687 | 5,047 | | 67,734 |
| Consumer loan bad debt | 16,768 | 508 | 215 | 17,491 |
| Net revenues | 285,413 | 30,246 | (9) | 315,650 |
| Operating expenses: | | | | |
| Store operations | 137,215 | 14,209 | 346 | 151,770 |
| Administrative | 11,871 | 5,629 | 422 | 17,922 |
| Depreciation and amortization | 6,771 | 3,174 | 36 | 9,981 |
| (Gain) loss on sale or disposal of assets | (175) | 1 | | (174) |
| Interest, net | 4 | 1,733 | | 1,737 |
| Equity in net income of unconsolidated affiliates | | | (8,738) | (8,738) |
| Other | (269) | 16 | (64) | (317) |
| Segment contribution | \$ 129,996 | \$ 5,484 | \$ 7,989 | \$ 143,469 |
| Corporate expenses | | | | 26,735 |
| Income before taxes | | | | 116,734 |
| Income tax expense | | | | 40,009 |
| Net income | | | | 76,725 |
| Net income attributable to redeemable noncontrolling interest | | | | 112 |
| Net income attributable to EZCORP, Inc. | | | | \$ 76,613 |

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| | U.S. & Canada | Six Months Ended March 31, 2011 | | Consolidated |
|--|-------------------|---------------------------------|------------------------|-------------------|
| | | Latin America | Other International | |
| <i>(In thousands)</i> | | | | |
| Revenues: | | | | |
| Merchandise sales | \$ 138,725 | \$ 10,928 | \$ | \$ 149,653 |
| Jewelry scrapping sales | 91,554 | 7,106 | | 98,660 |
| Pawn service charges | 89,509 | 7,070 | | 96,579 |
| Consumer loan fees | 86,782 | | | 86,782 |
| Other revenues | 378 | 28 | | 406 |
| Total revenues | 406,948 | 25,132 | | 432,080 |
| Merchandise cost of goods sold | 79,681 | 6,269 | | 85,950 |
| Jewelry scrapping cost of goods sold | 58,465 | 5,715 | | 64,180 |
| Consumer loan bad debt | 16,768 | | | 16,768 |
| Net revenues | 252,034 | 13,148 | | 265,182 |
| Operating expenses: | | | | |
| Store operations | 121,422 | 9,127 | | 130,549 |
| Administrative | 9,810 | 2,016 | 52 | 11,878 |
| Depreciation and amortization | 5,602 | 1,281 | | 6,883 |
| (Gain) loss on sale or disposal of assets | (172) | 1 | | (171) |
| Interest, net | | 2 | | 2 |
| Equity in net income of unconsolidated affiliates | | | (8,058) | (8,058) |
| Other | 3 | 1 | (61) | (57) |
| Segment contribution | \$ 115,369 | \$ 720 | \$ 8,067 | \$ 124,156 |
| Corporate expenses | | | | 32,339 |
| Income before taxes | | | | 91,817 |
| Income tax expense | | | | 32,550 |
| Net income | | | | 59,267 |
| Net income attributable to redeemable noncontrolling interest | | | | |
| Net income attributable to EZCORP, Inc. | | | | \$ 59,267 |

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The following table presents separately identified segment assets:

| | U.S. & Canada | Latin America | Other International | Consolidated |
|--|-----------------------|------------------|------------------------|--------------|
| | <i>(In thousands)</i> | | | |
| Assets at March 31, 2012: | | | | |
| Pawn loans, net | \$ 108,804 | \$ 13,501 | \$ | \$ 122,305 |
| Consumer loans, net | 14,072 | 62,579 | 87 | 76,738 |
| Service charges and fees receivable, net | 25,886 | 20,933 | 28 | 46,847 |
| Inventory, net | 77,190 | 10,701 | | 87,891 |
| Property and equipment, net | 57,241 | 19,180 | | 76,421 |
| Goodwill | 213,967 | 106,725 | | 320,692 |
| | | | | |
| Total separately identified recorded segment assets | \$ 497,160 | \$ 233,619 | \$ 115 | \$ 730,894 |
| | | | | |
| Consumer loans outstanding from unaffiliated lenders | \$ 20,056 | \$ | \$ | \$ 20,056 |
| Assets at March 31, 2011: | | | | |
| Pawn loans, net | \$ 97,375 | \$ 9,150 | \$ | \$ 106,525 |
| Consumer loans, net | 11,948 | | | 11,948 |
| Service charges and fees receivable, net | 24,647 | 1,355 | | 26,002 |
| Inventory, net | 63,242 | 7,033 | | 70,275 |
| Property and equipment, net | 46,155 | 11,925 | | 58,080 |
| Goodwill | 136,039 | 7,365 | | 143,404 |
| | | | | |
| Total separately identified recorded segment assets | \$ 379,406 | \$ 36,828 | \$ | \$ 416,234 |
| | | | | |
| Consumer loans outstanding from unaffiliated lenders | \$ 21,504 | \$ | \$ | \$ 21,504 |
| Assets at September 30, 2011: | | | | |
| Pawn loans, net | \$ 134,457 | \$ 10,861 | \$ | \$ 145,318 |
| Consumer loans, net | 14,611 | | | 14,611 |
| Service charges and fees receivable, net | 31,567 | 1,663 | | 33,230 |
| Inventory, net | 81,859 | 8,514 | | 90,373 |
| Property and equipment, net | 51,469 | 12,769 | | 64,238 |
| Goodwill | 163,897 | 9,309 | | 173,206 |
| | | | | |
| Total separately identified recorded segment assets | \$ 477,860 | \$ 43,116 | \$ | \$ 520,976 |
| | | | | |
| Consumer loans outstanding from unaffiliated lenders | \$ 27,040 | \$ | \$ | \$ 27,040 |

Note: Property and equipment, net on the Condensed Consolidating Balance Sheet includes corporate amounts that are not shown in the tables above.

Note K: Allowance for Losses and Credit Quality of Financing Receivables

We offer a variety of loan products and credit services to customers who do not have cash resources or access to credit to meet their cash needs. Our customers are considered to be in a higher risk pool with regard to creditworthiness when compared to those of typical financial institutions. As a result, our receivables do not have a credit risk profile that can easily be measured by the normal credit quality indicators used by the financial markets. We manage the risk through closely monitoring the performance of the portfolio and through our underwriting process. This process includes review of customer information, such as making a credit reporting agency inquiry, evaluating and verifying income sources and levels, verifying employment and verifying a telephone number where customers may be contacted. For auto title loans, we additionally inspect the automobile, title and reference to market values of used automobiles.

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We consider consumer loans made by our wholly owned subsidiaries defaulted if they have not been repaid or renewed by the maturity date. If one payment of an installment loan is delinquent, that one payment is considered defaulted. If more than one installment payment is delinquent at any time, the entire installment loan is considered defaulted. Although defaulted loans may be collected later, we charge the loan principal to consumer loan bad debt upon default, leaving only active loans in the reported balance. Accrued fees related to defaulted loans reduce fee revenue upon loan default, and increase fee revenue upon collection.

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Based on historical collection experience, the age of past-due loans and amounts we expect to receive through the sale of repossessed vehicles, we provide an allowance for losses on auto title loans.

The Crediamigo acquisition marked our initial entry into unsecured consumer lending in Mexico. Crediamigo considers consumer loans defaulted if the customer is no longer employed, and therefore Crediamigo is no longer entitled to payments via payroll withholdings. Once Crediamigo receives notice that the customer's employment has been terminated, we charge the loan principal to consumer loan bad debt, leaving only active loans in the reported balance. Accrued fees related to defaulted loans reduce fee revenue upon default, and increase fee revenue upon collection.

The accuracy of our allowance estimates is dependent upon several factors, including our ability to predict future default rates based on historical trends and expected future events. We base our estimates on observable trends and various other assumptions that we believe to be reasonable under the circumstances.

The following table presents changes in the allowance for credit losses as well as the recorded investment in our financing receivables by portfolio segment for the periods presented:

| Description | Allowance Balance at Beginning of Period | Charge-offs | Recoveries | Provision | Allowance Balance at End of Period | Financing Receivable at End of Period |
|--|---|-------------|------------|-----------|--|--|
| <i>(In thousands)</i> | | | | | | |
| Allowance for loss on unsecured short-term consumer loans: | | | | | | |
| Three Months Ended March 31, 2012 | \$ 1,730 | \$ (4,275) | \$ 2,245 | \$ 1,741 | \$ 1,441 | \$ 12,892 |
| Three Months Ended March 31, 2011 | \$ 1,210 | \$ (3,985) | \$ 1,574 | \$ 2,311 | \$ 1,110 | \$ 11,036 |
| Six Months Ended March 31, 2012 | \$ 1,727 | \$ (8,954) | \$ 3,703 | \$ 4,965 | \$ 1,441 | \$ 12,892 |
| Six Months Ended March 31, 2011 | \$ 750 | \$ (8,245) | \$ 3,070 | \$ 5,535 | \$ 1,110 | \$ 11,036 |
| Allowance for losses on secured short-term consumer loans: | | | | | | |
| Three Months Ended March 31, 2012 | \$ 982 | \$ (4,427) | \$ 3,823 | \$ 330 | \$ 708 | \$ 3,418 |
| Three Months Ended March 31, 2011 | \$ 1,316 | \$ (3,437) | \$ 2,857 | \$ 74 | \$ 810 | \$ 2,832 |
| Six Months Ended March 31, 2012 | \$ 538 | \$ (7,767) | \$ 6,642 | \$ 1,295 | \$ 708 | \$ 3,418 |
| Six Months Ended March 31, 2011 | \$ 1,137 | \$ (6,882) | \$ 5,572 | \$ 983 | \$ 810 | \$ 2,832 |
| Allowance for losses on unsecured long-term consumer loans: | | | | | | |
| Three Months Ended March 31, 2012 | \$ 2,752* | \$ (661) | \$ 230 | \$ 508 | \$ 2,829 | \$ 65,405 |

* For presentation purposes, the beginning balance includes the Crediamigo allowance amount as of the acquisition date. The provisions presented in the table above include only principal and excludes items such as non-sufficient funds fees, repossession fees, auction fees and interest. In addition, all credit service expenses and fees related to loans made by our unaffiliated lenders are excluded, as we do not own the loans made in connection with our credit services and they are not recorded as assets on our balance sheets. Expected losses on credit services are accrued and reported in Accounts payable and other accrued expenses on our balance sheets.

Auto title loans are our only consumer loans made by our wholly owned subsidiaries that remain as recorded investments when in delinquent or nonaccrual status. We consider an auto title loan past due if it has not been repaid or renewed by the maturity date. Based on experience, we establish a reserve on all auto title loans. On auto title loans more than 90 days past due, we reserve the percentage we estimate will not be recoverable through auction and reserve 100% of loans for which we have not yet repossessed the underlying collateral. No fees are accrued on any auto title loans more than 90 days past due.

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Consumer loans made by Crediamigo remain on the balance sheet as recorded investments when in delinquent status. We consider a consumer loan past due if it has not been repaid or renewed by the maturity date; however, it is not unusual to have a lag in payments due to the time it takes the government agencies to setup the initial payroll withholding. Only those consumer loans made to customers that are no longer employed are considered in nonaccrual status. Crediamigo establishes a reserve on all consumer loans, based on historical experience. No fees are accrued on any consumer loans made to customers that are no longer employed.

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The following table presents an aging analysis of past due financing receivables by portfolio segment:

| | 1-30 | Days Past Due | | >90 | Total Past Due | Current Receivable | Total Financing Receivable | Recorded Investment > 90 Days & Accruing |
|--|-----------------------|---------------|--------|----------|-------------------|-----------------------|----------------------------------|---|
| | | 31-60 | 61-90 | | | | | |
| | <i>(In thousands)</i> | | | | | | | |
| Secured short-term consumer loans | | | | | | | | |
| March 31, 2012 | | | | | | | | |
| Consumer loans | \$ 530 | \$ 285 | \$ 252 | \$ 433 | \$ 1,500 | \$ 1,918 | \$ 3,418 | \$ |
| Reserve | \$ 73 | \$ 109 | \$ 87 | \$ 381 | \$ 650 | \$ 58 | \$ 708 | \$ |
| Reserve % | 14% | 38% | 35% | 88% | 43% | 3% | 21% | |
| March 31, 2011 | | | | | | | | |
| Consumer loans | \$ 324 | \$ 272 | \$ 368 | \$ 493 | \$ 1,457 | \$ 1,375 | \$ 2,832 | \$ |
| Reserve | \$ 82 | \$ 76 | \$ 151 | \$ 427 | \$ 736 | \$ 74 | \$ 810 | \$ |
| Reserve % | 25% | 28% | 41% | 87% | 51% | 5% | 29% | |
| September 30, 2011 | | | | | | | | |
| Consumer loans | \$ 840 | \$ 479 | \$ 283 | \$ 219 | \$ 1,821 | \$ 1,939 | \$ 3,760 | \$ |
| Reserve | \$ 117 | \$ 114 | \$ 67 | \$ 172 | \$ 470 | \$ 68 | \$ 538 | \$ |
| Reserve % | 14% | 24% | 24% | 79% | 26% | 4% | 14% | |
| Unsecured long-term consumer loans: | | | | | | | | |
| * | | | | | | | | |
| March 31, 2012 | | | | | | | | |
| Consumer loans | \$ 8,122 | \$ 14,354 | \$ 527 | \$ 5,516 | \$ 28,519 | \$ 36,886 | \$ 65,405 | \$ 5,516 |
| Reserve | \$ 351 | \$ 620 | \$ 23 | \$ 238 | \$ 1,232 | \$ 1,594 | \$ 2,826 | \$ 238 |
| Reserve % | 4% | 4% | 4% | 4% | 4% | 4% | 4% | 4% |

* Unsecured long-term consumer loans amounts are included for periods after the acquisition of Crediamigo.

Note L: Fair Value Measurements

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

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

Level 2: Other observable inputs other than quoted market prices.

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

The tables below present our financial assets that are measured at fair value on a recurring basis as of March 31, 2012 and 2011 and September 30, 2011:

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| Financial assets: | | Level 1 | Level 2 | Level 3 |
|------------------------------|----------|-----------------------|---------|---------|
| | | <i>(In thousands)</i> | | |
| Marketable equity securities | \$ 4,628 | \$ 4,628 | \$ | \$ |

| Financial assets: | March 31, 2011 | Fair Value Measurements Using | | |
|------------------------------|----------------|-------------------------------|---------|---------|
| | | Level 1 | Level 2 | Level 3 |
| | | <i>(In thousands)</i> | | |
| Marketable equity securities | \$ 4,674 | \$ 4,674 | \$ | \$ |

| Financial assets: | September 30, 2011 | Fair Value Measurements Using | | |
|------------------------------|--------------------|-------------------------------|---------|---------|
| | | Level 1 | Level 2 | Level 3 |
| | | <i>(In thousands)</i> | | |
| Marketable equity securities | \$ 5,366 | \$ 5,366 | \$ | \$ |

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We measure the value of our marketable equity securities under a Level 1 input. These assets are publicly traded equity securities for which market prices are readily available. There were no transfers of assets in or out of Level 1 fair value measurements in the periods presented.

Note M: Derivative Instruments and Hedging Activities

Our earnings and financial position are affected by changes in gold values. In fiscal year 2012, we began using derivative financial instruments in order to manage our commodity price risk associated with the forecasted sales of gold scrap. These derivatives are not designated as hedges, and according to FASB ASC 815-20-25, Derivatives and Hedging Recognition, changes in their fair value are recorded directly in earnings. As of March 31, 2012, we had no balance outstanding recorded on our balance sheet.

The table below presents the effect of our derivative financial instruments on the Condensed Consolidated Statements of Operations for three months and six months ended March 31, 2012 and 2011:

| Derivative Instrument | Location of (Gain) or Loss | (Gains) Losses Recognized in Income | | | |
|------------------------------------|----------------------------|-------------------------------------|------|---------------------------------|------|
| | | Three Months Ended March 31, 2012 | 2011 | Six Months Ended March 31, 2012 | 2011 |
| <i>(In thousands)</i> | | | | | |
| Non-designated derivatives: | | | | | |
| Gold Collar | Other (income) expense | \$ 922 | \$ | \$ (151) | \$ |

Note N: Condensed Consolidating Financial Information

On February 3, 2012, we filed with the United States Securities and Exchange Commission a shelf registration statement on Form S-3 registering the offer and sale of an indeterminate amount of a variety of securities, including debt securities. Unless otherwise indicated in connection with a particular offering of debt securities, each of our domestic subsidiaries will fully and unconditionally guarantee on a joint and several basis our payment obligations under such debt securities.

In accordance with Rule 3-10(d) of Regulation S-X, the following presents condensed consolidating financial information as of March 31, 2012 and 2011 and for the current and prior three and six-month periods then ended and as of September 30, 2011 for EZCORP, Inc. (the Parent), each of the Parent's domestic subsidiaries (the Subsidiary Guarantors) on a combined basis and each of the Parent's other subsidiaries (the Other Subsidiaries) on a combined basis. Eliminating entries presented are necessary to combine the groups of entities.

Table of Contents**Condensed Consolidating Balance Sheets**

| | March 31, 2012 (Unaudited) (In thousands) | | | | |
|--|---|--------------------------|-----------------------|---------------------|---------------------|
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Eliminations | Consolidated |
| Assets: | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | \$ 703 | \$ 28,899 | \$ 17,897 | \$ | \$ 47,499 |
| Pawn loans, net | | 108,804 | 13,501 | | 122,305 |
| Consumer loans, net | | 11,910 | 12,088 | | 23,998 |
| Pawn service charges receivable, net | | 20,210 | 2,086 | | 22,296 |
| Consumer loan fees receivable, net | | 5,523 | 19,028 | | 24,551 |
| Inventory, net | | 75,872 | 12,019 | | 87,891 |
| Deferred tax asset | 12,298 | 5,478 | 452 | | 18,228 |
| Receivable from affiliates | 286,603 | 83,648 | | (370,251) | |
| Federal income tax receivable | 1,172 | 415 | 804 | | 2,391 |
| Prepaid expenses and other assets | 4 | 29,440 | 4,999 | | 34,443 |
| Total current assets | 300,780 | 370,199 | 82,874 | (370,251) | 383,602 |
| Investments in unconsolidated affiliates | 70,882 | 49,174 | | | 120,056 |
| Investments in subsidiaries | 94,795 | 89,576 | | (184,371) | |
| Property and equipment, net | | 66,331 | 28,715 | | 95,046 |
| Goodwill | 42 | 213,894 | 106,756 | | 320,692 |
| Intangible assets, net | 1,848 | 16,028 | 21,028 | | 38,904 |
| Non-current consumer loans, net | | | 52,740 | | 52,740 |
| Other assets, net | | 6,822 | 11,307 | | 18,129 |
| Total assets | \$ 468,347 | \$ 812,024 | \$ 303,420 | \$ (554,622) | \$ 1,029,169 |
| Liabilities and stockholders' equity: | | | | | |
| Current liabilities: | | | | | |
| Current maturities of long-term debt | \$ | \$ | \$ 23,258 | \$ | \$ 23,258 |
| Accounts payable and other accrued expenses | 46 | 50,570 | 25,250 | | 75,866 |
| Customer layaway deposits | | 6,551 | 642 | | 7,193 |
| Intercompany payables | 19,791 | 305,685 | 44,775 | (370,251) | |
| Federal income taxes payable | 9,745 | (5,156) | (4,589) | | |
| Total current liabilities | 29,582 | 357,650 | 89,336 | (370,251) | 106,317 |
| Long-term debt, less current maturities | 30,000 | | 79,096 | | 109,096 |
| Deferred tax liability | 6,422 | 1,304 | 1,781 | | 9,507 |
| Deferred gains and other long-term liabilities | | 1,989 | 12,434 | | 14,423 |
| Total liabilities | 66,004 | 360,943 | 182,647 | (370,251) | 239,343 |
| Commitments and contingencies | | | | | |
| Temporary equity: | | | | | |
| Redeemable noncontrolling interest | | | 34,108 | | 34,108 |
| Stockholders' equity: | | | | | |

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| | | | | | |
|--|-------------------|-------------------|-------------------|---------------------|---------------------|
| Class A Non-voting Common Stock, par value \$.01 per share; | 468 | 12 | | | 480 |
| Class B Voting Common Stock, convertible, par value \$.01 per share; | 30 | | | | 30 |
| Additional paid-in capital | 234,233 | 112,661 | 95,820 | (184,371) | 258,343 |
| Retained earnings | 164,022 | 339,936 | (5,250) | | 498,708 |
| Accumulated other comprehensive income (loss) | 3,590 | (1,528) | (3,905) | | (1,843) |
| EZCORP, Inc. stockholders equity | 402,343 | 451,081 | 86,665 | (184,371) | 755,718 |
| Total liabilities and stockholders equity | \$ 468,347 | \$ 812,024 | \$ 303,420 | \$ (554,622) | \$ 1,029,169 |

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| | March 31, 2011 | | | | |
|--|-------------------|--------------------------|-----------------------|--------------------|-------------------|
| | (Unaudited) | | | | |
| | (In thousands) | | | | |
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Eliminations | Consolidated |
| Assets: | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | \$ | \$ 57,196 | \$ 2,589 | \$ | \$ 59,785 |
| Pawn loans, net | | 97,375 | 9,150 | | 106,525 |
| Consumer loans, net | | 10,224 | 1,724 | | 11,948 |
| Pawn service charges receivable, net | | 18,620 | 1,356 | | 19,976 |
| Consumer loan fees receivable, net | | 5,869 | 157 | | 6,026 |
| Inventory, net | | 63,169 | 7,106 | | 70,275 |
| Deferred tax asset | 18,258 | 5,060 | 1 | | 23,319 |
| Receivable from affiliates | 32,537 | (32,537) | | | |
| Income taxes receivable | 4,612 | (3,185) | | | 1,427 |
| Prepaid expenses and other assets | 19 | 16,435 | 3,591 | | 20,045 |
| Total current assets | 55,426 | 238,226 | 25,674 | | 319,326 |
| Investments in unconsolidated affiliates | 67,581 | 44,783 | | | 112,364 |
| Investments in subsidiaries | 76,999 | 9,145 | | (86,144) | |
| Property and equipment, net | | 53,529 | 16,576 | | 70,105 |
| Goodwill | | 136,039 | 7,365 | | 143,404 |
| Intangible assets, net | 22 | 15,032 | 1,068 | | 16,122 |
| Other assets, net | | 6,414 | 1,158 | | 7,572 |
| Total assets | \$ 200,028 | \$ 503,168 | \$ 51,841 | \$ (86,144) | \$ 668,893 |
| Liabilities and stockholders' equity: | | | | | |
| Current liabilities: | | | | | |
| Current maturities of long-term debt | \$ 10,000 | \$ | \$ | \$ | \$ 10,000 |
| Accounts payable and other accrued expenses | 95 | 40,101 | 4,558 | | 44,754 |
| Customer layaway deposits | | 6,509 | 335 | | 6,844 |
| Intercompany payables | (213,239) | 173,476 | 39,763 | | |
| Income taxes payable | 8,494 | (5,142) | (3,352) | | |
| Total current liabilities | (194,650) | 214,944 | 41,304 | | 61,598 |
| Long-term debt, less current maturities | 10,000 | | | | 10,000 |
| Deferred tax liability | (3) | 1,184 | 11 | | 1,192 |
| Deferred gains and other long-term liabilities | | 2,313 | 1 | | 2,314 |
| Total liabilities | (184,653) | 218,441 | 41,316 | | 75,104 |
| Commitments and contingencies | | | | | |
| Stockholders' equity: | | | | | |
| Class A Non-voting Common Stock, par value \$.01 per share; | 458 | 11 | | | 469 |
| Class B Voting Common Stock, convertible, par value \$.01 per share; | 30 | (1) | 1 | | 30 |
| Additional paid-in capital | 213,948 | 88,119 | 15,340 | (86,144) | 231,263 |
| Retained earnings | 165,493 | 197,880 | (4,170) | | 359,203 |
| Accumulated other comprehensive income (loss) | 4,752 | (1,282) | (646) | | 2,824 |
| Total stockholders' equity | 384,681 | 284,727 | 10,525 | (86,144) | 593,789 |
| Total liabilities and stockholders' equity | \$ 200,028 | \$ 503,168 | \$ 51,841 | \$ (86,144) | \$ 668,893 |

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| | September 30, 2011 (Unaudited) (In thousands) | | | | |
|--|---|-------------------|------------------|---------------------|-------------------|
| | Parent | Guarantors | Subsidiaries | Eliminations | Consolidated |
| Assets: | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | \$ | \$ 20,860 | \$ 3,109 | \$ | \$ 23,969 |
| Pawn loans, net | | 134,457 | 10,861 | | 145,318 |
| Consumer loans, net | | 12,526 | 2,085 | | 14,611 |
| Pawn service charges receivable, net | | 24,792 | 1,663 | | 26,455 |
| Consumer loan fees receivable, net | | 6,642 | 133 | | 6,775 |
| Inventory, net | | 81,277 | 9,096 | | 90,373 |
| Deferred tax asset | 12,728 | 5,397 | | | 18,125 |
| Receivable from affiliates | 66,450 | (66,450) | | | |
| Income taxes receivable | | | | | |
| Prepaid expenses and other assets | 29 | 25,976 | 4,606 | | 30,611 |
| Total current assets | 79,207 | 245,477 | 31,553 | | 356,237 |
| Investments in unconsolidated affiliates | 71,958 | 48,361 | | | 120,319 |
| Investments in subsidiaries | 84,303 | 44,323 | | (128,626) | |
| Property and equipment, net | | 59,434 | 19,064 | | 78,498 |
| Deferred tax asset, non-current | | | | | |
| Goodwill | | 163,897 | 9,309 | | 173,206 |
| Intangible assets, net | 2,147 | 15,183 | 2,460 | | 19,790 |
| Other assets, net | | 7,036 | 1,362 | 2 | 8,400 |
| Total assets | \$ 237,615 | \$ 583,711 | \$ 63,748 | \$ (128,624) | \$ 756,450 |
| Current liabilities: | | | | | |
| Accounts payable and other accrued expenses | \$ 13 | \$ 50,871 | \$ 6,516 | \$ | \$ 57,400 |
| Customer layaway deposits | | 5,711 | 465 | | 6,176 |
| Intercompany payables | (199,190) | 178,375 | 20,761 | 54 | |
| Income taxes payable | 9,552 | (5,150) | (3,709) | | 693 |
| Total current liabilities | (189,625) | 229,807 | 24,033 | 54 | 64,269 |
| Long-term debt, less current maturities | 17,500 | | | | 17,500 |
| Deferred tax liability | 5,940 | 1,563 | 828 | | 8,331 |
| Deferred gains and other long-term liabilities | | 2,102 | | | 2,102 |
| Total liabilities | (166,185) | 233,472 | 24,861 | 54 | 92,202 |
| Commitments and contingencies | | | | | |
| Stockholders' equity: | | | | | |
| Class A Non-voting Common Stock, par value \$.01 per share; | 461 | 12 | | (2) | 471 |
| Class B Voting Common Stock, convertible, par value \$.01 per share; | 30 | (1) | 1 | | 30 |
| Additional paid-in capital | 221,526 | 98,980 | 50,568 | (128,676) | 242,398 |
| Retained earnings | 174,860 | 251,418 | (4,183) | | 422,095 |
| Accumulated other comprehensive income (loss) | 6,923 | (170) | (7,499) | | (746) |
| Total stockholders' equity | 403,800 | 350,239 | 38,887 | (128,678) | 664,248 |
| Total liabilities and stockholders' equity | \$ 237,615 | \$ 583,711 | \$ 63,748 | \$ (128,624) | \$ 756,450 |

Table of ContentsCondensed Consolidating Statements of Operations

| | Three Months Ended March 31, 2012 | | | | |
|---|-----------------------------------|--------------------------|-----------------------|--------------|------------------|
| | <i>(Unaudited)</i> | | | | |
| | <i>(In thousands)</i> | | | | |
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Eliminations | Consolidated |
| Revenues: | | | | | |
| Sales | \$ | \$ 133,772 | \$ 14,400 | \$ | \$ 148,172 |
| Pawn service charges | | 50,505 | 5,939 | | 56,444 |
| Consumer loan fees | | 40,233 | 10,086 | | 50,319 |
| Other revenues | | 985 | 358 | | 1,343 |
| Total revenues | | 225,495 | 30,783 | | 256,278 |
| Cost of goods sold | | 79,390 | 8,800 | | 88,190 |
| Consumer loan bad debt | | 5,310 | 1,156 | | 6,466 |
| Net revenues | | 140,795 | 20,827 | | 161,622 |
| Operating expenses: | | | | | |
| Operations | | 65,259 | 12,010 | | 77,269 |
| Administrative | | 17,133 | 4,220 | | 21,353 |
| Depreciation and amortization | | 4,447 | 2,812 | | 7,259 |
| Loss on sale or disposal of assets | | 2 | 25 | | 27 |
| Total operating expenses | | 86,841 | 19,067 | | 105,908 |
| Operating income | | 53,954 | 1,760 | | 55,714 |
| Interest income | (3,525) | (376) | (119) | 3,706 | (314) |
| Interest expense | 3,129 | 1,065 | 2,072 | (3,706) | 2,560 |
| Equity in net income of unconsolidated affiliates | (2,142) | (2,435) | | | (4,577) |
| Other | | 803 | (1) | | 802 |
| Income before income taxes | 2,538 | 54,897 | (192) | | 57,243 |
| Income tax expense | 18,815 | | 1,055 | | 19,870 |
| Net income | (16,277) | 54,897 | (1,247) | | 37,373 |
| Net income attributable to redeemable noncontrolling interest | | | 112 | | 112 |
| Net income attributable to EZCORP, Inc. | \$ (16,277) | \$ 54,897 | \$ (1,359) | \$ | \$ 37,261 |

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| | Three Months Ended March 31, 2011 | | | | |
|---|-----------------------------------|--------------------------|-----------------------|-----------------|------------------|
| | <i>(Unaudited)</i> | | | | |
| | <i>(In thousands)</i> | | | | |
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Eliminations | Consolidated |
| Revenues: | | | | | |
| Sales | \$ | \$ 116,514 | \$ 9,254 | \$ | \$ 125,768 |
| Pawn service charges | | 43,073 | 3,696 | | 46,769 |
| Consumer loan fees | | 38,498 | 1,974 | | 40,472 |
| Other revenues | 17,437 | 206 | 39 | (17,437) | 245 |
| Total revenues | 17,437 | 198,291 | 14,963 | (17,437) | 213,254 |
| Cost of goods sold | | 70,196 | 6,368 | | 76,564 |
| Consumer loan bad debt | | 5,098 | 642 | | 5,740 |
| Net revenues | 17,437 | 122,997 | 7,953 | (17,437) | 130,950 |
| Operating expenses: | | | | | |
| Operations | | 59,016 | 7,029 | | 66,045 |
| Administrative | | 14,515 | 1,218 | | 15,733 |
| Depreciation and amortization | | 3,621 | 845 | | 4,466 |
| (Gain) loss on sale or disposal of assets | | (283) | 105 | | (178) |
| Total operating expenses | | 76,869 | 9,197 | | 86,066 |
| Operating income | 17,437 | 46,128 | (1,244) | (17,437) | 44,884 |
| Interest income | (5,023) | (74) | | 5,086 | (11) |
| Interest expense | 2,908 | 2,413 | 65 | (5,086) | 300 |
| Equity in net income of unconsolidated affiliates | (2,754) | (1,937) | | | (4,691) |
| Other | | (1) | 5 | | 4 |
| Income before income taxes | 22,306 | 45,727 | (1,314) | (17,437) | 49,282 |
| Income tax expense | 17,478 | 17,444 | (41) | (17,437) | 17,444 |
| Net income | \$ 4,828 | \$ 28,283 | \$ (1,273) | \$ | \$ 31,838 |

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| | Six Months Ended March 31, 2012 (Unaudited) (In thousands) | | | | |
|---|--|--------------------------|-----------------------|-----------------|------------------|
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Eliminations | Consolidated |
| Revenues: | | | | | |
| Sales | \$ | \$ 262,318 | \$ 29,151 | \$ | \$ 291,469 |
| Pawn service charges | | 104,875 | 11,361 | | 116,236 |
| Consumer loan fees | | 82,650 | 12,757 | | 95,407 |
| Other revenues | 20,139 | 1,835 | 676 | (20,611) | 2,039 |
| Total revenues | 20,139 | 451,678 | 53,945 | (20,611) | 505,151 |
| Cost of goods sold | | 155,511 | 16,499 | | 172,010 |
| Consumer loan bad debt | | 15,501 | 1,990 | | 17,491 |
| Net revenues | 20,139 | 280,666 | 35,456 | (20,611) | 315,650 |
| Operating expenses: | | | | | |
| Operations | | 130,268 | 21,502 | | 151,770 |
| Administrative | | 34,821 | 6,715 | (472) | 41,064 |
| Depreciation and amortization | | 8,594 | 3,920 | | 12,514 |
| (Gain) loss on sale or disposal of assets | | (222) | 48 | | (174) |
| Total operating expenses | | 173,461 | 32,185 | (472) | 205,174 |
| Operating income | 20,139 | 107,205 | 3,271 | (20,139) | 110,476 |
| Interest income | (3,525) | (385) | (157) | 3,714 | (353) |
| Interest expense | 1,256 | 3,527 | 2,081 | (3,714) | 3,150 |
| Equity in net income of unconsolidated affiliates | (4,478) | (4,260) | | | (8,738) |
| Other | | (334) | 17 | | (317) |
| Income before income taxes | 26,886 | 108,657 | 1,330 | (20,139) | 116,734 |
| Income tax expense | 37,724 | 20,139 | 2,285 | (20,139) | 40,009 |
| Net income | (10,838) | 88,518 | (955) | | 76,725 |
| Net income attributable to redeemable noncontrolling interest | | | 112 | | 112 |
| Net income attributable to EZCORP, Inc. | \$ (10,838) | \$ 88,518 | \$ (1,067) | \$ | \$ 76,613 |

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| | Six Months Ended March 31, 2011 (Unaudited) (In thousands) | | | | |
|---|--|--------------------------|-----------------------|-----------------|------------------|
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Eliminations | Consolidated |
| Revenues: | | | | | |
| Sales | \$ | \$ 229,867 | \$ 18,446 | \$ | \$ 248,313 |
| Pawn service charges | | 89,509 | 7,070 | | 96,579 |
| Consumer loan fees | | 83,210 | 3,572 | | 86,782 |
| Other revenues | 32,537 | 354 | 52 | (32,537) | 406 |
| Total revenues | 32,537 | 402,940 | 29,140 | (32,537) | 432,080 |
| Cost of goods sold | | 137,948 | 12,182 | | 150,130 |
| Consumer loan bad debt | | 15,564 | 1,204 | | 16,768 |
| Net revenues | 32,537 | 249,428 | 15,754 | (32,537) | 265,182 |
| Operating expenses: | | | | | |
| Operations | | 117,276 | 13,273 | | 130,549 |
| Administrative | | 39,718 | 2,153 | | 41,871 |
| Depreciation and amortization | | 7,048 | 1,597 | | 8,645 |
| (Gain) loss on sale or disposal of assets | | (289) | 118 | | (171) |
| Total operating expenses | | 163,753 | 17,141 | | 180,894 |
| Operating income | 32,537 | 85,675 | (1,387) | (32,537) | 84,288 |
| Interest income | (5,023) | (137) | | 5,146 | (14) |
| Interest expense | 597 | 5,023 | 126 | (5,146) | 600 |
| Equity in net income of unconsolidated affiliates | (4,432) | (3,626) | | | (8,058) |
| Other | | (61) | 4 | | (57) |
| Income before income taxes | 41,395 | 84,476 | (1,517) | (32,537) | 91,817 |
| Income tax expense | 32,231 | 32,550 | 306 | (32,537) | 32,550 |
| Net income | \$ 9,164 | \$ 51,926 | \$ (1,823) | \$ | \$ 59,267 |

Table of ContentsCondensed Consolidating Statement of Comprehensive Income

| | Three Months Ended March 31, 2012 | | | Consolidated |
|---|--------------------------------------|--------------------------|-----------------------|--------------|
| | Parent | Subsidiary Guarantors | Other Subsidiaries | |
| | <i>(In thousands)</i> | | | |
| Net income | \$ (16,277) | \$ 54,897 | \$ (1,247) | \$ 37,373 |
| Other comprehensive income (loss): | | | | |
| Foreign currency translation adjustments | 822 | (460) | 6,032 | 6,394 |
| Unrealized holding loss arising during period | | (179) | | (179) |
| Income tax benefit (provision) | (288) | 213 | | (75) |
| Other comprehensive income (loss), net of tax | 534 | (426) | 6,032 | 6,140 |
| Comprehensive income | \$ (15,743) | \$ 54,471 | \$ 4,785 | \$ 43,513 |
| Attributable to redeemable noncontrolling interest: | | | | |
| Net income | | | (112) | (112) |
| Foreign currency translation adjustments | | | (496) | (496) |
| Comprehensive income | | | (608) | (608) |
| Comprehensive income attributable to EZCORP, Inc. | \$ (15,743) | \$ 54,471 | \$ 4,177 | \$ 42,905 |

| | Three Months Ended March 31, 2011 | | | Consolidated |
|---|--------------------------------------|--------------------------|-----------------------|--------------|
| | Parent | Subsidiary Guarantors | Other Subsidiaries | |
| | <i>(In thousands)</i> | | | |
| Net income | \$ 4,828 | \$ 28,283 | \$ (1,273) | \$ 31,838 |
| Other comprehensive income (loss): | | | | |
| Foreign currency translation adjustments | 2,387 | (662) | 1,386 | 3,111 |
| Unrealized holding loss arising during period | | (253) | | (253) |
| Income tax provision | (835) | 148 | | (687) |
| Other comprehensive income (loss), net of tax | 1,552 | (767) | 1,386 | 2,171 |
| Comprehensive income | \$ 6,380 | \$ 27,516 | \$ 113 | \$ 34,009 |
| Attributable to redeemable noncontrolling interest: | | | | |
| Net income | | | | |
| Foreign currency translation adjustments | | | | |
| Comprehensive income | | | | |
| Comprehensive income attributable to EZCORP, Inc. | \$ 6,380 | \$ 27,516 | \$ 113 | \$ 34,009 |

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| | Parent | Six Months Ended March 31, 2012 | | Consolidated |
|---|--------------------|------------------------------------|-----------------------|------------------|
| | | Subsidiary Guarantors | Other Subsidiaries | |
| <i>(In thousands)</i> | | | | |
| Net income | \$ (10,838) | \$ 88,518 | \$ (955) | \$ 76,725 |
| Other comprehensive income (loss): | | | | |
| Foreign currency translation adjustments | (5,129) | (1,337) | 4,092 | (2,374) |
| Unrealized holding loss arising during period | | (738) | | (738) |
| Income tax benefit | 1,795 | 716 | | 2,511 |
| Other comprehensive income (loss), net of tax | (3,334) | (1,359) | 4,092 | (601) |
| Comprehensive income | \$ (14,172) | \$ 87,159 | \$ 3,137 | \$ 76,124 |
| Attributable to redeemable noncontrolling interest: | | | | |
| Net income | | | (112) | (112) |
| Foreign currency translation adjustments | | | (496) | (496) |
| Comprehensive income | | | (608) | (608) |
| Comprehensive income attributable to EZCORP, Inc. | \$ (14,172) | \$ 87,159 | \$ 2,529 | \$ 75,516 |
| | | | | |
| | Parent | Six Months Ended March 31, 2011 | | Consolidated |
| | | Subsidiary Guarantors | Other Subsidiaries | |
| <i>(In thousands)</i> | | | | |
| Net Income | \$ 9,164 | \$ 51,926 | \$ (1,823) | \$ 59,267 |
| Other comprehensive income (loss): | | | | |
| Foreign currency translation adjustments | 10,309 | 673 | 1,906 | 12,888 |
| Unrealized holding gains arising during period | | 238 | | 238 |
| Income tax provision | (3,608) | (319) | | (3,927) |
| Other comprehensive income, net of tax | 6,701 | 592 | 1,906 | 9,199 |
| Comprehensive income | \$ 15,865 | \$ 52,518 | \$ 83 | \$ 68,466 |
| Attributable to redeemable noncontrolling interest: | | | | |
| Net income | | | | |
| Foreign currency translation adjustments | | | | |
| Comprehensive income | | | | |
| Comprehensive income attributable to EZCORP, Inc. | \$ 15,865 | \$ 52,518 | \$ 83 | \$ 68,466 |

Table of Contents**Condensed Consolidating Statement of Cash Flows**

| | Six Months Ended March 31, 2012 | | | |
|---|---------------------------------|--------------------------|-----------------------|--------------------|
| | (In thousands) | | | |
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Consolidated |
| Operating Activities: | | | | |
| Net income (loss) | \$ (10,838) | \$ 88,518 | \$ (955) | \$ 76,725 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | |
| Depreciation and amortization | | 8,594 | 3,920 | 12,514 |
| Consumer loan loss provisions | | 4,771 | 1,990 | 6,761 |
| Deferred income taxes | 912 | (233) | (751) | (72) |
| Net (gain) loss on sale or disposal of assets | | (222) | 48 | (174) |
| Stock compensation | | 3,238 | | 3,238 |
| Income from investments in unconsolidated affiliates | (4,478) | (4,260) | | (8,738) |
| Changes in operating assets and liabilities, net of business acquisitions: | | | | |
| Service charges and fees receivable, net | | 6,704 | (153) | 6,551 |
| Inventory, net | | 2,056 | (610) | 1,446 |
| Prepaid expenses, other current assets, and other assets, net | 282 | (3,717) | 154 | (3,281) |
| Accounts payable and accrued expenses | (439) | (68,272) | 67,890 | (821) |
| Customer layaway deposits | | 62 | 144 | 206 |
| Deferred gains and other long-term liabilities | | (282) | (569) | (851) |
| Excess tax benefit from stock compensation | (1,521) | | | (1,521) |
| Income taxes receivable/payable | 979 | (2,379) | 1,125 | (275) |
| Net cash provided by (used in) operating activities | \$ (15,103) | \$ 34,578 | \$ 72,233 | \$ 91,708 |
| Investing Activities: | | | | |
| Loans made | | (293,161) | (67,193) | (360,354) |
| Loans repaid | | 212,065 | 48,224 | 260,289 |
| Recovery of pawn loan principal through sale of forfeited collateral | | 117,114 | 12,404 | 129,518 |
| Additions to property and equipment | | (13,749) | (8,497) | (22,246) |
| Acquisitions, net of cash acquired | | (51,374) | (31,786) | (83,160) |
| Dividends from unconsolidated affiliates | 2,222 | 2,566 | | 4,788 |
| Net cash provided by (used in) investing activities | \$ 2,222 | \$ (26,539) | \$ (46,848) | \$ (71,165) |
| Financing Activities: | | | | |
| Proceeds from exercise of stock options | 634 | | | 634 |
| Excess tax benefit from stock compensation | 1,521 | | | 1,521 |
| Taxes paid related to net share settlement of equity awards | (1,071) | | | (1,071) |
| Proceeds from revolving line of credit | 321,500 | | 117 | 321,617 |
| Payments on revolving line of credit | (309,000) | | (9,227) | (318,227) |
| Payments on bank borrowings | | | (1,056) | (1,056) |
| Net cash provided by (used in) financing activities | \$ 13,584 | \$ | \$ (10,166) | \$ 3,418 |
| Effect of exchange rate changes on cash and cash equivalents | | | (431) | (431) |
| Net increase in cash and cash equivalents | 703 | 8,039 | 14,788 | 23,530 |
| Cash and cash equivalents at beginning of period | | 20,860 | 3,109 | 23,969 |
| Cash and cash equivalents at end of period | \$ 703 | \$ 28,899 | \$ 17,897 | \$ 47,499 |

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| | Six Months Ended March 31, 2011 | | | |
|---|---------------------------------|--------------------------|-----------------------|--------------------|
| | <i>(In thousands)</i> | | | |
| | Parent | Subsidiary Guarantors | Other Subsidiaries | Consolidated |
| Operating Activities: | | | | |
| Net income | \$ 9,164 | \$ 51,926 | \$ (1,823) | 59,267 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | |
| Depreciation and amortization | | 7,048 | 1,597 | 8,645 |
| Consumer loan loss provisions | | 5,693 | 1,204 | 6,897 |
| Deferred income taxes | 983 | | | 983 |
| Net (gain) loss on sale or disposal of assets | | (289) | 118 | (171) |
| Stock compensation | | 10,028 | | 10,028 |
| Income from investments in unconsolidated affiliates | (4,432) | (3,626) | | (8,058) |
| Changes in operating assets and liabilities, net of business acquisitions: | | | | |
| Service charges and fees receivable, net | | 3,956 | (314) | 3,642 |
| Inventory, net | | 1,291 | (431) | 860 |
| Prepaid expenses, other current assets, and other assets, net | 182 | (1,739) | (1,091) | (2,648) |
| Accounts payable and accrued expenses | 8,190 | (24,261) | 10,989 | (5,082) |
| Customer layaway deposits | | 473 | 155 | 628 |
| Deferred gains and other long-term liabilities | | (153) | 41 | (112) |
| Excess tax benefit from stock compensation | (3,072) | | | (3,072) |
| Income taxes receivable/payable | (3,694) | 2,807 | (1,034) | (1,921) |
| Net cash provided by operating activities | \$ 7,321 | \$ 53,154 | \$ 9,411 | \$ 69,886 |
| Investing Activities: | | | | |
| Loans made | | (250,574) | (41,951) | (292,525) |
| Loans repaid | | 176,168 | 27,490 | 203,658 |
| Recovery of pawn loan principal through sale of forfeited collateral | | 94,788 | 9,522 | 104,310 |
| Additions to property and equipment | | (11,143) | (3,986) | (15,129) |
| Acquisitions, net of cash acquired | | (31,461) | | (31,461) |
| Dividends from unconsolidated affiliates | 1,811 | 2,407 | | 4,218 |
| Net cash provided by (used in) investing activities | \$ 1,811 | \$ (19,815) | \$ (8,925) | \$ (26,929) |
| Financing Activities: | | | | |
| Proceeds from exercise of stock options | 205 | | | 205 |
| Excess tax benefit from stock compensation | 3,072 | | | 3,072 |
| Taxes paid related to net share settlement of equity awards | (7,409) | | | (7,409) |
| Proceeds on revolving line of credit | 11,500 | | | 11,500 |
| Payments on revolving line of credit | (16,500) | (5) | | (16,505) |
| Net cash provided by (used in) financing activities | \$ (9,132) | \$ (5) | \$ | \$ (9,137) |
| Effect of exchange rate changes on cash and cash equivalents | | | 111 | 111 |
| Net (decrease) increase in cash and cash equivalents | | 33,334 | 597 | 33,931 |
| Cash and cash equivalents at beginning of period | | 23,862 | 1,992 | 25,854 |
| Cash and cash equivalents at end of period | \$ | \$ 57,196 | \$ 2,589 | \$ 59,785 |

Table of Contents**Note O. Supplemental Consolidated Financial Information****Supplemental Consolidated Statements of Financial Position Information:**

The following table provides information on amounts included in pawn service charges receivable, net, consumer loan fees, net, inventories, net and property and equipment, net:

| | XXXXXX 2012 | XXXXXX March 31, 2011 | XXXXXX September 30, 2011 |
|---|-----------------------|-----------------------------|---------------------------------|
| | <i>(In thousands)</i> | | |
| Pawn service charges receivable: | | | |
| Gross pawn service charges receivable | \$ 30,534 | \$ 27,151 | \$ 37,175 |
| Allowance for uncollectible pawn service charges receivable | (8,238) | (7,175) | (10,720) |
| Pawn service charges receivable, net | \$ 22,296 | \$ 19,976 | \$ 26,455 |
| Consumer loan fees receivable: | | | |
| Gross consumer loan fees receivable | \$ 28,376 | \$ 6,369 | \$ 7,346 |
| Allowance for uncollectible consumer loan fees receivable | (3,825) | (343) | (571) |
| Consumer loan fees receivable, net | \$ 24,551 | \$ 6,026 | \$ 6,775 |
| Inventory: | | | |
| Inventory, gross | \$ 94,027 | \$ 77,297 | \$ 99,854 |
| Inventory reserves | (6,136) | (7,022) | (9,481) |
| Inventory, net | \$ 87,891 | \$ 70,275 | \$ 90,373 |
| Property and Equipment: | | | |
| Property and Equipment, gross | \$ 234,840 | \$ 191,492 | \$ 207,392 |
| Accumulated Depreciation | (139,794) | (121,387) | (128,894) |
| Property and Equipment, net | \$ 95,046 | \$ 70,105 | \$ 78,498 |

Other Supplemental Information:

| | XXXXXX 2012 | XXXXXX March 31, 2011 | XXXXXX September 30, 2011 |
|---------------------------------|-----------------------|-----------------------------|---------------------------------|
| | <i>(In thousands)</i> | | |
| Consumer loans: | | | |
| Expected LOC losses | \$ 1,402 | \$ 947 | \$ 1,795 |
| Maximum exposure for LOC losses | \$ 21,727 | \$ 26,509 | \$ 30,268 |

Note P. Subsequent Events

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On April 13, 2012, we completed the acquisition of nine pawn stores in the Minneapolis metropolitan area for total consideration of approximately \$11.4 million paid in cash. This acquisition represents our initial entry into the state of Minnesota and we now operate pawn shops in 19 states in the United States.

On April 14, 2012, we acquired a 72% ownership interest in Ariste Holding Limited which provides online loans in the U.K. under the name Cash Genie. The transaction includes the acquisition of 72% of Twyford Developments Limited, a consumer debt collection company. Under the terms of the definitive agreement, we paid \$16.9 million in cash and issued 207,000 shares of stock, valued at \$5.5 million to the existing shareholders.

The purchase price allocation for these acquisitions is incomplete as we continue to receive information regarding the acquired assets. As a result, we are unable to provide at this time a breakout between net tangible assets, intangible assets and goodwill.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion in this section contains forward-looking statements that are based on our current expectations. Actual results could differ materially from those expressed or implied by the forward-looking statements due to a number of risks, uncertainties and other factors, including those identified in Part II, Item 1A Risk Factors of this report.

Critical Accounting Policies

With the exception of the derivative instruments and hedging activities and consumer loan policies as described in the section below, there have been no changes in critical accounting policies as described in our Annual Report on Form 10-K for the year ended September 30, 2011.

Consumer Loans

We provide a variety of short-term consumer loans including payday loans, installment loans and auto title loans, and in Texas only, fee-based credit services to customers seeking loans. In Mexico, Crediamigo enters into agreements with employers that permit it to market long-term consumer loans to employees. Payments are withheld by the employers through payroll deductions and remitted to Crediamigo. With the exception of the incorporation of Crediamigo, there have been no changes to our consumer loans revenue recognition, allowance for losses and bad debt expense policies.

Revenue Recognition

We recognize consumer loan fees related to loans we directly originate in accordance with state and provincial laws on the percentage of consumer loans made that we believe to be collectible. We earn credit service fees when we assist customers in obtaining consumer loans from unaffiliated lenders, and we recognize the fee revenue ratably over the life of the related loans. We reserve the percentage of interest and credit service fees we expect not to collect. Accrued fees related to defaulted loans reduce fee revenue upon loan default and increase fee revenue upon collection.

Bad Debt Expense

We consider a consumer loan defaulted if it has not been repaid or renewed, when applicable, by the maturity date. If one payment of an installment loan is delinquent, that one payment is considered defaulted. If more than one installment payment is delinquent at any time, the entire installment loan is considered defaulted. We charge loan principal of loans we directly originate to consumer loan bad debt. In Texas, we issue letters of credit to enhance the creditworthiness of our customers, which assure the lenders that if borrowers default on the loans, we will pay the lenders, upon demand, the principal and accrued interest owed to the lenders by the borrowers plus any insufficient fund fees. We charge amounts paid under letters of credit to consumer loan bad debt. In Mexico, we consider consumer loans defaulted if the customer is no longer employed and therefore Crediamigo is no longer entitled to receive payments via payroll withholdings. Once Crediamigo receives notice that the customer's employment has been terminated, we charge the loan principal to consumer loan bad debt, leaving only active loans in the reported balance. We record recoveries of defaulted loans as a reduction of bad debt at the time of collection. After attempting collection of bad debts internally, we occasionally sell them to an unaffiliated company as another method of recovery, and record the proceeds from such sales as a reduction of bad debt at the time of the sale.

Allowance for Losses

We provide an allowance for losses on consumer loans that have not yet matured and related fees receivable, based on recent loan default experience adjusted for seasonal variations, and if applicable, the age of past-due loans and amounts we expect to receive through the sale of repossessed vehicles. The allowance for losses we expect to incur under letters of credit includes all amounts we expect to pay to the lenders upon loan default, including loan principal, accrued interest and insufficient funds fees. We charge any changes in the principal valuation allowance to consumer loan bad debt. We record changes in the fee receivable valuation allowance to consumer loan fee revenue.

Derivative Instruments and Hedging Activities

We record all derivative instruments according to Financial Accounting Standards Board (FASB) ASC 815-20-25, Derivatives and Hedging Recognition. Accounting for changes in the fair value of derivatives is determined by the intended use of the derivative, whether it is designated as a hedge and whether the hedging relationship is effective in achieving offsetting changes for the risk being hedged. Derivatives designated to hedge the changes in the fair value of an asset, liability, or firm commitment due to an identified risk in the hedged item, such as interest rate risk or foreign currency exchange rate risk are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to

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variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain of our risks, even though hedge accounting does not apply or we elect not to apply hedge accounting.

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We acquire significant amounts of gold either through purchases or from forfeited pawn loan collateral and sell it to refiners. In our first fiscal quarter of 2012, we began using derivative financial instruments in order to manage our commodity price risk associated with the forecasted sales of gold scrap. From time to time, we purchase put options related to the future market price of gold, and simultaneously, we sell a call option for the same future period for a premium to offset the cost of the put. The combined put and call options, or collar, has the effect of providing us protection from the future downward gold price movement but also limits the extent we can participate in future upward price movement. These collars are not designated as hedges as they do not meet the hedge accounting requirements FASB ASC 851-20-25. The fair value of the derivative instruments is recognized in Prepaid expenses and other assets in the consolidated balance sheets and changes in fair value are recognized in Other in our consolidated statements of operations.

Reclassifications

Previously, we reported segment information based primarily on product offerings. Beginning with the second quarter of fiscal 2012, we redefined our reportable operating segments based on geography as our company is increasingly being organized and managed along geographic lines, with product offerings and channels based on local custom and regulation. For this reason, we concluded that segment reporting based on geography more closely aligns with our management organization and strategic direction. In connection with the new segment structure, we have changed the accountability for, and reporting of, certain costs including administrative, depreciation and amortization. When practical, these costs are allocated to segments. Interest is also allocated to operating segments when debt is incurred at the local country level and is non-recourse to EZCORP. Expenses that cannot be allocated are included as corporate expenses.

In our second fiscal quarter of 2011, we reclassified fees from our Product Protection Plan and Jewelry VIP Program as well as layaway fees from Other revenue to Sales, as fees from these products are incidental to sales of merchandise. Prior year figures have been reclassified to conform to this presentation and margins have been recalculated accordingly throughout management's discussion and analysis.

Three Months Ended March 31, 2012 vs. Three Months Ended March 31, 2011

The following table presents selected, unaudited, consolidated financial data for our three-month periods ended March 31, 2012 and 2011 (the current quarter and prior quarter," respectively):

| | Three Months Ended March 31, | | Percentage |
|--|-------------------------------------|------------------|-------------------|
| | 2012 | 2011 | Change |
| | <i>(In thousands)</i> | | |
| Revenues: | | | |
| Sales | \$ 148,172 | \$ 125,768 | 17.8% |
| Pawn service charges | 56,444 | 46,769 | 20.7% |
| Consumer loan fees | 50,319 | 40,472 | 24.3% |
| Other | 1,343 | 245 | 448.2% |
| Total revenues | 256,278 | 213,254 | 20.2% |
| Cost of goods sold | 88,190 | 76,564 | 15.2% |
| Consumer loan bad debt | 6,466 | 5,740 | 12.6% |
| Net revenues | \$ 161,622 | \$ 130,950 | 23.4% |
| Net income attributable to EZCORP, Inc. | \$ 37,261 | \$ 31,838 | 17.0% |

Table of Contents**Six Months Ended March 31, 2012 vs. Six Months Ended March 31, 2011**

The following table presents selected, unaudited, consolidated financial data for our six-month periods ended March 31, 2012 and 2011 (the current six-month period and prior six-month period, respectively):

| | Six Months Ended March, 31 | | Percentage |
|--|----------------------------|------------------|--------------|
| | 2012 | 2011 | Change |
| | <i>(In thousands)</i> | | |
| Revenues: | | | |
| Sales | \$ 291,469 | \$ 248,313 | 17.4% |
| Pawn service charges | 116,236 | 96,579 | 20.4% |
| Consumer loan fees | 95,407 | 86,782 | 9.9% |
| Other | 2,039 | 406 | 402.2% |
| | | | |
| Total revenues | 505,151 | 432,080 | 16.9% |
| Cost of goods sold | 172,010 | 150,130 | 14.6% |
| Consumer loan bad debt | 17,491 | 16,768 | 4.3% |
| | | | |
| Net revenues | \$ 315,650 | \$ 265,182 | 19.0% |
| | | | |
| Net income attributable to EZCORP, Inc. | \$ 76,613 | \$ 59,267 | 29.3% |

Overview

We are a leading provider of instant cash solutions. We provide collateralized, non-recourse loans, commonly known as pawn loans, and a variety of short-term consumer loans including payday loans, installment loans and auto title loans, and in Texas only, fee-based credit services to customers seeking loans. The acquisition of a 60% interest in Crediamigo marks our initial entry into the unsecured lending market in Mexico. Crediamigo has approximately 170 payroll withholding agreements with Mexican employers, primarily government and state agencies, and it provides long-term consumer loans to the agencies' employees.

At March 31, 2012, we operated a total of 1,220 locations, consisting of 455 U.S. pawn stores (operating primarily as EZPAWN or Value Pawn) and seven retail stores (operating as Cash Converters), 205 pawn stores in Mexico (operating as Empeño Fácil or Empeñe su Oro), 441 U.S. financial services stores (operating primarily as EZMONEY), 32 financial services stores in Canada (operating as CASHMAX), 35 financial and retail services stores in Canada (operating as Cash Converters) and 45 Crediamigo locations in Mexico. In addition, we are the franchisor for 12 franchised Cash Converters stores in Canada. We also own almost 30% of Albemarle & Bond Holdings, PLC, one of the U.K.'s largest pawnbroking businesses with over 150 stores, and almost 33% of Cash Converters International Limited, which franchises and operates a worldwide network of over 600 locations that buy and sell second-hand merchandise and offer financial services.

Our business consists of three reportable segments: The U.S. & Canada segment, which includes all business activities in the United States and Canada; Latin America, which includes our Empeño Fácil Pawn operations and Crediamigo financial services operations in Mexico; and Other International segment, which currently includes our consumer loans online business in the U.K. and our equity interests in the net income of Albemarle & Bond and Cash Converters International)

The following tables present stores by segment:

| | Three Months Ended March 31, 2012 | | | | |
|----------------------|-----------------------------------|------------------|------------------------|--------------|------------|
| | Company-owned Stores | | | | |
| | U.S. & Canada | Latin America | Other International | Consolidated | Franchises |
| Stores in operation: | | | | | |
| Beginning of period | 950 | 192 | | 1,142 | 12 |

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| | | | | |
|---------------------------|-----|-----|-------|----|
| De novo | 8 | 13 | 21 | |
| Acquired | 15 | 45 | 60 | |
| Sold, combined, or closed | (3) | | (3) | |
| End of period | 970 | 250 | 1,220 | 12 |

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| | Six Months Ended March 31, 2012 | | | | Franchises |
|---------------------------|---------------------------------|------------------|------------------------|--------------|------------|
| | Company-owned Stores | | | | |
| | U.S. & Canada | Latin America | Other International | Consolidated | |
| Stores in operation: | | | | | |
| Beginning of period | 933 | 178 | | 1,111 | 13 |
| De novo | 8 | 27 | | 35 | |
| Acquired | 40 | 45 | | 85 | |
| Sold, combined, or closed | (11) | | | (11) | (1) |
| End of period | 970 | 250 | | 1,220 | 12 |

| | Three Months Ended March 31, 2011 | | | | Franchises |
|---------------------------|-----------------------------------|------------------|------------------------|--------------|------------|
| | Company-owned Stores | | | | |
| | U.S. & Canada | Latin America | Other International | Consolidated | |
| Stores in operation: | | | | | |
| Beginning of period | 900 | 132 | | 1,032 | |
| De novo | 7 | 15 | | 22 | |
| Acquired | 5 | | | 5 | |
| Sold, combined, or closed | (2) | | | (2) | |
| End of period | 910 | 147 | | 1,057 | |

| | Six Months Ended March 31, 2011 | | | | Franchises |
|---------------------------|---------------------------------|------------------|------------------------|--------------|------------|
| | Company-owned Stores | | | | |
| | U.S. & Canada | Latin America | Other International | Consolidated | |
| Stores in operation: | | | | | |
| Beginning of period | 891 | 115 | | 1,006 | |
| De novo | 15 | 32 | | 47 | |
| Acquired | 9 | | | 9 | |
| Sold, combined, or closed | (5) | | | (5) | |
| End of period | 910 | 147 | | 1,057 | |

Pawn and Retail Activities

We earn pawn service charge revenues on our pawn lending. While allowable service charges vary by state and loan size, a majority of our U.S. pawn loans earn 20% per month. Our average U.S. pawn loan amount typically ranges between \$135 and \$145 but varies depending on the valuation of each item pawned. The total U.S. loan term ranges between 60 and 120 days, consisting of the primary term and grace period. In Mexico, pawn service charges range from 15% to 21% per month, including applicable taxes, with the majority of loans earning 21%. The total Mexico pawn loan term is 40 days, consisting of the primary term and grace period. Individual loans are made in Mexican pesos and vary depending on the valuation of each item pawned, but typically average \$60 U.S. dollars.

In our pawn stores, retail stores in Pennsylvania and Virginia and certain financial services stores in Canada, we acquire inventory for retail sales through pawn loan forfeitures, purchases of customers' second hand merchandise or purchases of new or refurbished merchandise from third party vendors. The gross profit on sales of inventory depends primarily on our assessment of the loan or purchase value at the time the property is either accepted as loan collateral or purchased. Margins achieved upon sale of inventory are a function of the assessment of value at the time the pawn loan was originated or, in the case of purchased merchandise, the purchase price.

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We record a valuation allowance for obsolete or slow-moving inventory based on the type and age of merchandise. We generally establish a higher allowance percentage on general merchandise, as it is more susceptible to obsolescence, and establish a lower allowance percentage on jewelry, as it generally has greater inherent commodity value. At March 31, 2012, our total allowance was 6.5% of gross inventory compared to 9.1% at March 31, 2011 and 9.5% at September 30, 2011. Changes in the valuation allowance are charged to merchandise cost of goods sold.

Table of Contents**Consumer Loan Activities**

At March 31, 2012, 288 of our U.S. financial services stores and 25 of our U.S. pawn stores in Texas offered credit services to customers seeking short-term consumer loans from unaffiliated lenders. We do not participate in any of the loans made by the lenders, but earn a fee for helping customers obtain credit and for enhancing customers' creditworthiness by providing letters of credit to the unaffiliated lenders. Customers may obtain two types of signature loans from the unaffiliated lenders. In all stores offering signature loan credit services, customers can obtain payday loans, with principal amounts up to \$1,500 but averaging about \$510. Terms of these loans are generally less than 30 days, averaging about 16 days, with due dates corresponding with the customers' next payday. We typically earn a fee of 22% of the loan amount for our credit services offered in connection with payday loans. In the financial services stores offering credit services, customers can obtain longer-term unsecured installment loans from the unaffiliated lenders. There are two types of installment loans offered in connection with our credit services. All installment loans typically carry terms of about five months with ten equal installment payments, including principal amortization, due on customers' paydays. Traditional installment loan principal amounts range from \$1,525 to \$3,000, but average about \$2,085, and with each semi-monthly or bi-weekly installment payment, we earn a fee of 11% of the initial loan amount. Low dollar installment loan principal amounts range from \$100 to \$1,500, but average about \$650. With each semi-monthly or bi-weekly installment payment, we earn a fee of 13-14% of the initial loan amount. At March 31, 2012, payday loans comprised 91% of the balance of signature loans brokered through our credit services, and installment loans comprised the remaining 9%.

Outside of Texas, we earn loan fee revenue on our consumer loans. In 15 U.S. pawn stores, 79 U.S. financial services stores and 66 Canadian financial services stores we offer payday loans subject to state or provincial law. The average payday loan amount is approximately \$440 and the term is generally less than 30 days, averaging about 16 days. We typically charge a fee of 15% to 22% of the loan amount. In 115 of our U.S. financial services stores and three U.S. pawn stores, we offer installment loans subject to state law. These installment loans carry a term of four to seven months, with a series of equal installment payments including principal amortization, due monthly, semi-monthly or on the customers' paydays. Total interest and fees on these loans vary in accordance with state law and loan terms, but over the entire loan term, total approximately 45% to 130% of the original principal amount of the loan. We began offering installment loans rather than payday loans in Colorado in August 2010, in Wisconsin in January 2011 and in Missouri in June 2011. Installment loan principal amounts range from \$100 to \$3,000, but average approximately \$550.

At March 31, 2012, 397 of our U.S. financial services stores and 44 of our U.S. pawn stores offered auto title loans or, in Texas, credit services to assist customers in obtaining auto title loans from unaffiliated lenders. Auto title loans are 30-day loans secured by the titles to customers' automobiles. Loan principal amounts range from \$100 to \$10,000, but average about \$830. We earn a fee of 12.5% to 25% of auto title loan amounts.

In Mexico, Crediamigo offers installment consumer loans with typical annual yields of around 85% and collects interest and principal through payroll deductions. The average loan is approximately \$1,200 with a term of 27 months.

Acquisitions

In the current quarter, we acquired 15 financial services stores located in the states of Hawaii and Texas for total consideration of \$3.0 million in cash and the issuance of approximately 388,000 shares of EZCORP, Inc. stock valued at approximately \$10.5 million. We also acquired a 60% interest in Crediamigo, a specialty consumer finance company headquartered in Mexico City, with 45 locations throughout the country for approximately \$60.1 million. In the prior year quarter, we acquired five pawn stores located in Central and South Florida for approximately \$17.8 million in cash. The results of all acquired stores have been consolidated with our results since their acquisition.

Other

Included in the results for the six-month period ended March 31, 2011 is a pre-tax administrative expense charge of \$10.9 million related to the October 2010 retirement of our former Chief Executive Officer, including \$3.4 million attributable to a cash payment and \$7.5 million attributable to the vesting of restricted stock. The prior year quarter income tax expense reflects a \$3.8 million tax benefit related to this charge.

Table of Contents**Results of Operations****Three Months Ended March 31, 2012 vs. Three Months Ended March 31, 2011**

The following discussion compares our results of operations for the quarter ended March 31, 2012 to the quarter ended March 31, 2011. It should be read with the accompanying unaudited financial statements and related notes.

In the current quarter, consolidated total revenues increased 20%, or \$43.0 million, to \$256.3 million, compared to the prior year quarter. Same store total revenues increased \$9.1 million, or 4%, and new and acquired stores contributed \$33.9 million. In the current quarter, segment contribution increased \$9.9 million due to the \$8.7 million and \$1.4 million increases in contribution from the U.S. & Canada and Latin America segments, partially offset by a \$0.2 million decrease in contribution from the Other International segment. After a \$1.4 million increase in administrative expenses, \$0.4 million increase in depreciation and amortization, a \$0.2 million increase in interest, and the \$0.1 million in net income attributable to the noncontrolling interest, net income attributable to EZCORP, Inc. increased 17% to \$37.3 million.

U.S. & Canada

The following table presents selected financial data for the U.S. & Canada segment:

| | Three Months Ended March 31, | |
|--|-------------------------------------|-------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Merchandise sales | \$ 85,498 | \$ 72,420 |
| Jewelry scrapping sales | 49,414 | 44,351 |
| Pawn service charges | 50,505 | 43,073 |
| Consumer loan fees | 42,806 | 40,472 |
| Other revenues | 1,219 | 220 |
| | | |
| Total revenues | 229,442 | 200,536 |
| Merchandise cost of goods sold | 50,499 | 41,484 |
| Jewelry scrapping cost of goods sold | 29,537 | 28,848 |
| Consumer loan bad debt | 5,878 | 5,740 |
| | | |
| Net revenues | 143,528 | 124,464 |
| Operations expense: | | |
| Store operations | 68,890 | 61,196 |
| Administrative | 5,424 | 4,407 |
| Depreciation and amortization | 3,524 | 2,885 |
| (Gain) loss on sale or disposal of assets | 25 | (178) |
| Other | 791 | 3 |
| | | |
| Segment contribution | \$ 64,874 | \$ 56,151 |
| | | |
| Other data: | | |
| Gross margin on merchandise sales | 40.9% | 42.7% |
| Gross margin on jewelry scrapping sales | 40.2% | 35.0% |
| Gross margin on total sales | 40.7% | 39.8% |
| Average pawn loan balance per pawn store at period end | \$ 236 | \$ 242 |
| Average yield on pawn loan portfolio (a) | 163% | 163% |
| Pawn loan redemption rate | 83% | 83% |
| Consumer loan bad debt as a percentage of consumer loan fees | 14% | 14% |

- (a) Average yield on pawn loan portfolio is calculated as pawn service charge revenues for the period divided by the average pawn loan balance during the period.

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The U.S. & Canada segment total revenues increased \$28.9 million, or 14%, from the prior year quarter to \$229.4 million. Same store total revenues increased \$8.0 million, or 4%, and new and acquired stores net of closed stores contributed \$20.9 million. In the current quarter, we acquired 15 financial services stores in the U.S. for \$12.9 million. As part of this acquisition, we began operations in the state of Hawaii, bringing the total number of states in which we operate to 23 at March 31, 2012.

Our current quarter pawn service charge revenue increased 17%, or \$7.4 million, from the prior year quarter to \$50.5 million. Same store pawn service charges increased \$3.8 million, or 9%, with new and acquired stores net of closed stores contributing \$3.6 million. The same store improvement was due to a 6% increase in average same store pawn loan balance.

The current quarter merchandise sales gross profit increased \$4.1 million, or 13%, from the prior year quarter to \$35.0 million. This was due to \$11.1 million in sales from new and acquired stores net of closed stores, a 3%, or \$2.0 million increase in same store sales, partially offset by a 1.8 percentage point decrease in gross margins. The decrease in gross margins is due to a shift in sales mix from jewelry sales to general merchandise. On a same store basis, general merchandise sales were up 11% while jewelry sales were down 14%.

Gross profit on jewelry scrapping sales increased \$4.4 million, or 28%, from the prior year quarter to \$19.9 million. Jewelry scrapping revenues increased \$5.1 million, or 11%, due to a 21% increase in proceeds realized per gram of gold jewelry scrapped partially offset by a 15% decrease in gold volume. Same store jewelry scrapping sales remained relatively constant at \$44.8 million and new and acquired stores contributed \$4.6 million. Jewelry scrapping sales include the sale of approximately \$4.0 million of loose diamonds removed from scrap jewelry in the current quarter and \$0.7 million in the prior year quarter. Scrap cost of goods increased \$0.7 million, or 2% as a result of the higher average cost per gram of jewelry scrapped, partially offset by the decrease in volume.

Declining volume in both gold purchases and forfeited collateral from pawn loans resulted in the decline in gold scrapping volume in the quarter, continuing a trend that started in the third quarter of fiscal 2011. Within our US Pawn business, customers are increasingly using general merchandise rather than gold jewelry to satisfy their immediate cash needs. An increase in general merchandise forfeited collateral has the effect of slowing inventory turns and placing downward pressure on margins because, unlike gold jewelry, it cannot be cycled quickly through scrapping.

The current quarter's consumer loan fees increased 6%, or \$2.3 million. Same store consumer loan fees increased \$1.2 million, or 3%, with new and acquired stores net of closed stores contributing \$1.1 million. Consumer loan bad debt as a percentage of fees remained flat at 14%.

Total operations expense increased to \$78.7 million (34% of revenues) in the current quarter from \$68.3 million (34% of revenues). The dollar increase was due to a 13%, or \$7.7 million, increase in store operations expenses due to higher operating costs resulting from new and acquired stores, a 23%, or \$1.0 million increase in administrative expenses from the prior year quarter to \$5.4 million mainly due to increased labor, benefits and additional investments made in infrastructure to support our growth, a 22%, or \$0.6 million increase in depreciation and amortization from the prior year quarter to \$3.5 million, mainly due to assets placed in service at new and acquired stores, a \$0.9 million loss on the gold collar and other minor items.

In the current quarter, the \$8.4 million increase in total sales gross profit, the \$7.4 million increase in pawn service charges, the \$2.2 million higher consumer loan contribution, a \$1.0 million increase in other revenues and the \$10.3 million higher operations expense, resulted in an \$8.7 million overall increase in contribution from the U.S. & Canada segment. Contribution margin for the current quarter remained flat at 28%.

Table of Contents**Latin America**

The following table presents selected financial data for the Latin America segment after translation to U.S. dollars from its functional currency of the Mexican peso:

| | Three Months Ended March 31, | |
|--|-------------------------------------|-----------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Merchandise sales | \$ 9,499 | \$ 5,353 |
| Jewelry scrapping sales | 3,761 | 3,644 |
| Pawn service charges | 5,939 | 3,696 |
| Consumer loan fees | 7,383 | |
| Other revenues | 124 | 25 |
| Total revenues | 26,706 | 12,718 |
| Merchandise cost of goods sold | 5,381 | 3,155 |
| Jewelry scrapping cost of goods sold | 2,773 | 3,077 |
| Consumer loan bad debt | 508 | |
| Net revenues | 18,044 | 6,486 |
| Operations expense: | | |
| Store operations | 8,211 | 4,849 |
| Administrative | 4,334 | 1,079 |
| Depreciation and amortization | 2,397 | 678 |
| Loss on sale or disposal of assets | 2 | |
| Interest, net | 1,769 | 1 |
| Other | 11 | 1 |
| Segment contribution | \$ 1,320 | \$ (122) |
| Other data: | | |
| Gross margin on merchandise sales | 43.4% | 41.1% |
| Gross margin on jewelry scrapping sales | 26.3% | 15.6% |
| Gross margin on total sales | 38.5% | 30.7% |
| Average pawn loan balance per pawn store at period end | \$ 66 | \$ 62 |
| Average yield on pawn loan portfolio (a) | 203% | 186% |
| Pawn loan redemption rate | 77% | 73% |
| Consumer loan bad debt as a percentage of consumer loan fees | 7% | N/A |

- (a) Average yield on pawn loan portfolio is calculated as pawn service charge revenues for the period divided by the average pawn loan balance during the period.

The average exchange rate used to translate Latin America's current quarter results from Mexican pesos to U.S. dollars was 13.0:1, 8% weaker than the prior year quarter's rate of 12.1:1. Total revenues increased 110% in U.S. dollars and 120% in peso terms. Operating expenses increased 153% in U.S. dollars and 172% increase in peso terms. In the current quarter, we opened 13 de novo stores and on January 30, 2012, we acquired 60% interest in Crediamigo, a specialty consumer finance company headquartered in Mexico City, with 45 locations throughout Mexico for approximately \$60.1 million. Crediamigo was included in our results for two months of the current quarter.

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The Latin America segment total revenues increased \$14.0 million, or 110%, in the current quarter to \$26.7 million. Same store total revenues increased \$1.2 million, or 9%, and new and acquired stores contributed \$12.8 million. The overall increase in total revenues was mostly due to a \$4.3 million increase in merchandise and jewelry scrapping sales, a \$2.2 million increase in pawn service charges and the inclusion of \$7.4 million Crediamigo consumer loan fees.

Latin America's pawn service charge revenues increased \$2.2 million, or 61%, in the current quarter to \$5.9 million. Same store pawn service charges increased approximately \$0.7 million, or 20%, and new and acquired stores contributed \$1.5 million. The increase was due to a 47% increase in the average pawn loan balance during the current quarter coupled with a 17 percentage point increase in the pawn yield. The yield increased primarily due to a 4 percentage point increase in the loan redemption rate as we continued to focus on loan values.

Merchandise gross profit increased \$1.9 million, or 87%, from the prior year quarter to \$4.1 million. The increase was due to a \$1.2 million, or 23%, same store sales increase and \$2.9 million in sales from new and acquired stores coupled with a 2.3 percentage point increase in gross margins to 43.4%.

Gross profit on jewelry scrapping sales increased \$0.4 million, or 74%, from the prior year quarter to \$1.0 million. Jewelry scrapping revenues stayed relatively constant at \$3.7 million, as the 19% decrease in gold volume was mostly offset by a 23% increase in proceeds realized per gram of gold jewelry scrapped. Same store jewelry scrapping sales decreased \$0.8 million, or 23%, and new and acquired stores contributed \$0.9 million. Scrap cost of goods decreased \$0.3 million or 10%.

The Crediamigo acquisition marks our initial entry into the non-secured loan business in Mexico. In the current quarter, bad debt as a percentage of consumer loan fees was 7%.

Total operations expense increased to \$16.7 million (63% of revenues) in the current quarter from \$6.6 million (63% of revenues). The dollar increase was due to a 69%, or \$3.4 million, increase in store operations expenses due to higher operating costs resulting from the addition of 58 Empeño Fácil stores since the prior year quarter and \$1.3 million related to Crediamigo commissions, a \$3.3 million increase in administrative expenses from the prior year quarter to \$4.3 million mainly due to Crediamigo administrative expenses and other acquisition costs, a \$1.7 million increase in depreciation and amortization from the prior year quarter to \$2.4 million, mainly due to depreciation of assets placed in service at new stores and amortization of acquisition related intangible assets, and \$1.8 million of interest expense related to Crediamigo's debt.

In the current quarter, the \$11.5 million greater net revenues were mostly offset by the \$10.1 million higher operations expense, resulting in a \$1.4 million increase in contribution for the Latin America segment. Contribution margin increased 6.0 percentage points to 5% from the prior quarter.

Table of Contents**Other International**

The following table presents selected financial data for the Other International segment:

| | Three Months Ended March 31, | |
|---|-------------------------------------|-------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Consumer loan fees | \$ 130 | \$ |
| Total revenues | 130 | |
| Consumer loan bad debt | 80 | |
| Net revenues | 50 | |
| Operations expense: | | |
| Store operations | 168 | |
| Administrative | 2 | 27 |
| Depreciation and amortization | 14 | |
| Equity in net income of unconsolidated affiliates | (4,577) | (4,691) |
| Segment contribution | \$ 4,443 | \$ 4,664 |
| Other data: | | |
| Consumer loan bad debt as a percent of consumer loan fees | 62% | N/A |

In the first quarter of 2012, we began offering consumer loans online in the U.K. In the current quarter, consumer loan fees were \$0.1 million with bad debt as a percentage of fees at 62%.

Our equity in the net income of unconsolidated affiliates decreased 2% from the prior year quarter to \$4.6 million, reflecting a relatively strong first half from Albemarle & Bond offset by a slightly weaker first half from Cash Converters International due to a series of one-time costs.

In the current quarter, operations expenses were \$0.2 million, mainly due to fees paid for the generation of online leads.

Other Items

The following table reconciles our consolidated store operating income discussed above to net income, including items that affect our consolidated financial results but are not allocated among segments:

| | Three Months Ended March 31, | |
|--|-------------------------------------|-------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Segment contribution | \$ 70,637 | \$ 60,693 |
| Administrative expenses | 11,593 | 10,220 |
| Depreciation and amortization | 1,324 | 903 |
| Interest, net | 477 | 288 |
| Consolidated income before income taxes | 57,243 | 49,282 |
| Income tax expense | 19,870 | 17,444 |
| Net income | 37,373 | 31,838 |
| Net income attributable to noncontrolling interest | 112 | |

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| | | |
|---|-----------|-----------|
| Net income attributable to EZCORP, Inc. | \$ 37,261 | \$ 31,838 |
|---|-----------|-----------|

Corporate expenses increased \$2.0 million, or 17%, to \$13.4 million as a result of a 66% increase in interest expense due to greater utilization of our revolver and a 13% increase in administrative expenses primarily due to higher professional fees.

Consolidated income before taxes increased \$8.0 million, or 16%, to \$57.2 million due to an \$8.7 million and \$1.4 million increase in contribution from the U.S. & Canada and Latin America segments, partially offset by a small decrease in contribution

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from the Other International segment and a \$2.0 million increase in corporate expenses. After a \$2.4 million, or 14%, increase in income taxes and a \$0.1 million of net income attributable to the noncontrolling interest, net income attributable to EZCORP, Inc. increased \$5.4 million, or 17%, to \$37.3 million.

Six Months Ended March 31, 2012 vs. Six Months Ended March 31, 2011

The following discussion compares our results of operations for the six-month period ended March 31, 2012 to the six-month period ended March 31, 2011. It should be read with the accompanying unaudited financial statements and related notes.

In the current six-month period, consolidated total revenues increased 17%, or \$73.1 million, to \$505.2 million, compared to the prior six-month period. Same store total revenues increased \$12.6 million, or 3%, and new and acquired stores contributed \$60.5 million. Net income attributable to EZCORP, Inc. increased 29% to \$76.6 million.

U.S. & Canada

The following table presents selected financial data for the U.S. & Canada segment:

| | Six Months Ended March 31, | |
|--|-----------------------------------|-------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Merchandise sales | \$ 162,050 | \$ 138,725 |
| Jewelry scrapping sales | 102,280 | 91,554 |
| Pawn service charges | 104,875 | 89,509 |
| Consumer loan fees | 87,818 | 86,782 |
| Other revenues | 1,795 | 378 |
| | | |
| Total revenues | 458,818 | 406,948 |
| Merchandise cost of goods sold | 93,950 | 79,681 |
| Jewelry scrapping cost of goods sold | 62,687 | 58,465 |
| Consumer loan bad debt | 16,768 | 16,768 |
| | | |
| Net revenues | 285,413 | 252,034 |
| Operations expense: | | |
| Store operations | 137,215 | 121,422 |
| Administrative | 11,871 | 9,810 |
| Depreciation and amortization | 6,771 | 5,602 |
| Gain on sale or disposal of assets | (175) | (172) |
| Interest, net | 4 | |
| Other | (269) | 3 |
| | | |
| Segment contribution | \$ 129,996 | \$ 115,369 |
| | | |
| Other data: | | |
| Gross margin on merchandise sales | 42.0% | 42.6% |
| Gross margin on jewelry scrapping sales | 38.7% | 36.1% |
| Gross margin on total sales | 40.7% | 40.0% |
| Average pawn loan balance per pawn store at period end | \$ 236 | \$ 242 |
| Average yield on pawn loan portfolio (a) | 162% | 163% |
| Pawn loan redemption rate | 82% | 82% |
| Consumer loan bad debt as a percentage of consumer loan fees | 19% | 19% |

- (a) Average yield on pawn loan portfolio is calculated as pawn service charge revenues for the period divided by the average pawn loan balance during the period.

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The U.S. & Canada segment total revenues increased \$51.9 million, or 13%, from the prior six-month period to \$458.8 million. Same store total revenues increased \$9.6 million, or 2%, and new and acquired stores net of closed stores contributed \$42.3 million. In the current six-month period, we acquired 17 pawn stores and seven retail stores in the U.S. and 15 financial services stores in the U.S. and one retail store in Canada for \$62.2 million. As part of these acquisitions, we began operations in the states of Pennsylvania, Virginia and Hawaii, bringing the total number of states in which we operate at March 31, 2012 to 23.

Our current six-month period pawn service charge revenue increased 17%, or \$15.4 million, from the prior six-month period to \$104.9 million. Same store pawn service charges increased \$7.1 million, or 8%, with new and acquired stores net of closed stores contributing \$8.3 million. The same store improvement was due to an 8% increase in average same store pawn loan balance.

The current six-month period merchandise sales gross profit increased \$9.1 million, or 15%, from the prior six-month period to \$68.1 million. This was due to \$21.9 million in sales from new and acquired stores net of closed stores, a 1%, or \$1.4 million increase in same store sales, partially offset by a 0.6 percentage point decrease in gross margins. The decrease in gross margins is primarily due to a shift in sales mix from jewelry sales to general merchandise. On a same store basis, general merchandise sales were up 7% while jewelry sales were down 14%.

Gross profit on jewelry scrapping sales increased \$6.5 million, or 20%, from the prior six-month period to \$39.6 million. Jewelry scrapping revenues increased \$10.7 million, or 12%, due to a 19% increase in proceeds realized per gram of gold jewelry scrapped partially offset by an 11% decrease in gold volume. Same store jewelry scrapping sales remained relatively constant at \$91.9 million and new and acquired stores contributed \$10.4 million. Jewelry scrapping sales include the sale of approximately \$5.6 million of loose diamonds removed from scrap jewelry in the current period and \$1.4 million in the prior year period. Scrap cost of goods increased \$4.2 million, or 7% as a result of the higher average cost per gram of jewelry scrapped, partially offset by the decrease in volume.

The current six-month period's consumer loan fees increased 1%, or \$1.0 million. Same store consumer loan fees remained relatively flat, with new and acquired stores net of closed stores contributing \$1.3 million. Consumer loan bad debt as a percentage of fees remained flat at 19%.

Total operations expense increased to \$155.4 million (34% of revenues) in the current six-month period from \$136.7 million (34% of revenues) in the prior six-month period. The dollar increase was due to a 13%, or \$15.8 million, increase in store operations expenses due to higher operating costs resulting from new and acquired stores, a 21%, or \$2.1 million increase in administrative expenses from the prior year period to \$11.9 million mainly due to increased labor, benefits and additional investments made in infrastructure to support our growth, a 21%, or \$1.2 million increase in depreciation and amortization from the prior year period to \$6.8 million, mainly due to assets placed in service at new and acquired stores, and a \$0.2 million gain on the gold collar and other minor items.

In the current six-month period, the \$15.6 million increase in total sales gross profit, the \$15.4 million increase in pawn service charges, the \$1.0 million higher consumer loan contribution, a \$1.4 million increase in other revenues and the \$18.8 million higher operations expense, resulted in an \$14.6 million overall increase in contribution from the U.S. & Canada segment. Contribution margin remained constant at 28%.

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The following table presents selected financial data for the Latin America segment after translation to U.S. dollars from its functional currency of the Mexican peso:

| | Six Months Ended March 31, | |
|--|-----------------------------------|---------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Merchandise sales | \$ 19,841 | \$ 10,928 |
| Jewelry scrapping sales | 7,298 | 7,106 |
| Pawn service charges | 11,361 | 7,070 |
| Consumer loan fees | 7,383 | |
| Other revenues | 244 | 28 |
| Total revenues | 46,127 | 25,132 |
| Merchandise cost of goods sold | 10,326 | 6,269 |
| Jewelry scrapping cost of goods sold | 5,047 | 5,715 |
| Consumer loan bad debt | 508 | |
| Net revenues | 30,246 | 13,148 |
| Operations expense: | | |
| Store operations | 14,209 | 9,127 |
| Administrative | 5,629 | 2,016 |
| Depreciation and amortization | 3,174 | 1,281 |
| Loss on sale or disposal of assets | 1 | 1 |
| Interest, net | 1,733 | 2 |
| Other | 16 | 1 |
| Segment contribution | \$ 5,484 | \$ 720 |
| Other data: | | |
| Gross margin on merchandise sales | 48.0% | 42.6% |
| Gross margin on jewelry scrapping sales | 30.8% | 19.6% |
| Gross margin on total sales | 43.4% | 33.5% |
| Average pawn loan balance per pawn store at period end | \$ 66 | \$ 62 |
| Average yield on pawn loan portfolio (a) | 198% | 182% |
| Pawn loan redemption rate | 77% | 73% |
| Consumer loan bad debt as a percentage of consumer loan fees | 7% | N/A |

(a) Average yield on pawn loan portfolio is calculated as pawn service charge revenues for the period divided by the average pawn loan balance during the period.

The average exchange rate used to translate Latin America's current quarter results from Mexican pesos to U.S. dollars was 13.3 to 1, 10% weaker than the prior year's rate of 12.1 to 1. Total revenues increased 84% in U.S. dollars and 96% in peso terms. Operating expenses increased 99% in U.S. dollars and 119% increase in peso terms. In the current six-month period, we opened 27 de novo stores and on January 30, 2012 acquired 60% interest in Crediamigo, a specialty consumer finance company headquartered in Mexico City, with 45 locations throughout the country for approximately \$60.1 million. Crediamigo was included in our results for two months of the six-month period.

The Latin America segment total revenues increased \$21.0 million, or 84%, in the current six-month period to \$46.1 million. Same store total revenues increased \$3.0 million, or 12%, and new and acquired stores contributed \$18.0 million. The overall increase in total revenues was mostly due to a \$9.1 million increase in merchandise and jewelry scrapping sales, a \$4.3 million increase in pawn service charges and the \$7.4 million Crediamigo consumer loan fees.

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Latin America's pawn service charge revenues increased \$4.3 million, or 61%, in the current six-month period to \$11.4 million. Same store pawn service charges increased approximately \$1.4 million, or 20%, and new and acquired stores contributed \$2.9 million. The increase was due to a 48% increase in the average pawn loan balance during the period coupled with a 16 percentage point increase in the pawn yield. The yield increased primarily due to a 4 percentage point increase in the loan redemption rate as we continued to focus on loan values.

Merchandise gross profit increased \$4.9 million, or 104%, from the prior year period to \$9.5 million. The increase was due to a \$3.0 million, or 28%, same store sales increase and \$5.9 million in sales from new and acquired stores coupled with a 5.4 percentage point increase in gross margins to 48.0%.

Gross profit on jewelry scrapping sales increased \$0.9 million, or 62%, from the prior year six-month period to \$2.3 million. Jewelry scrapping revenues increased slightly to \$7.3 million, as the 19% decrease in gold volume was offset by a 23% increase in proceeds realized per gram of gold jewelry scrapped. Same store jewelry scrapping sales decreased \$1.6 million, or 22%, and new and acquired stores contributed \$1.8 million. As a result of the lower volume, scrap cost of goods decreased \$0.7 million or 12%.

The Crediamigo acquisition marks our initial entry into the non-secure loan business in Mexico. In the current six-month period, consumer loan fees were \$7.4 million with bad debt as a percentage of consumer loan fees at 7%.

Total operations expense increased to \$24.8 million (54% of revenues) in the current six-month period from \$12.4 million (49% of revenues). The dollar increase was due to a 56%, or \$5.1 million, increase in store operations expenses due to higher operating costs resulting from the addition of 58 Empeño Fácil stores since the end of the prior six-month period and \$1.3 million related to Crediamigo commissions, a \$3.6 million increase in administrative expenses from the prior year quarter to \$5.6 million mainly due to Crediamigo administrative expenses and other acquisition costs, a \$1.9 million increase in depreciation and amortization from the prior year quarter to \$3.2 million, mainly due to depreciation of assets placed in service at new stores and amortization of acquisition related intangible assets and a \$1.7 million increase in net interest expense related to Crediamigo's debt. The decrease as a percentage of revenues is due to expense management improvements as stores mature and become profitable.

In the current six-month period, the \$17.1 million greater net revenues were greatly offset by the \$12.3 million higher operations expense, resulting in a \$4.8 million increase in contribution for the Latin America segment. Contribution margin increased 9.0 percentage points to 12%.

Other International

The following table presents selected financial data for the Other International segment:

| | Six Months Ended March 31, | |
|---|-----------------------------------|-------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Consumer loan fees | \$ 206 | \$ |
| Total revenues | 206 | |
| Consumer loan bad debt | 215 | |
| Net revenues | (9) | |
| Operations expense: | | |
| Store operations | 346 | |
| Administrative | 422 | 52 |
| Depreciation and amortization | 36 | |
| Equity in net income of unconsolidated affiliates | (8,738) | (8,058) |
| Other | (64) | (61) |
| Segment contribution | \$ 7,989 | \$ 8,067 |
| Other data: | | |
| Consumer loan bad debt as a percent of consumer loan fees | 104% | N/A |

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In the first quarter of 2012, we began offering consumer loans online in the U.K. In the current six-month period, consumer loan fees were \$0.2 million with bad debt as a percentage of fees at 104.4%.

Our equity in the net income of unconsolidated affiliates increased \$0.7 million, or 8%, from the prior six-month period to \$8.7 million, reflecting a relatively strong first half from Albermarle & Bond offset by a slightly weaker first half from Cash Converters International due to a series of one-time costs.

In the current six-month period, operations expenses were \$0.7 million, mainly due to fees paid for the generation of online leads and acquisition related costs.

Other Items

The following table reconciles our consolidated store operating income discussed above to net income, including items that affect our consolidated financial results but are not allocated among segments:

| | Six Months Ended March 31, | |
|--|-----------------------------------|-------------|
| | 2012 | 2011 |
| | <i>(In thousands)</i> | |
| Segment contribution | \$ 143,469 | \$ 124,156 |
| Administrative expenses | 23,142 | 29,993 |
| Depreciation and amortization | 2,533 | 1,762 |
| Interest, net | 1,060 | 584 |
| Consolidated income before income taxes | 116,734 | 91,817 |
| Income tax expense | 40,009 | 32,550 |
| Net income | 76,725 | 59,267 |
| Net income attributable to noncontrolling interest | 112 | |
| Net income attributable to EZCORP, Inc. | \$ 76,613 | \$ 59,267 |

Corporate expenses decreased \$5.6 million, or 17%, to \$26.7 million as a result of a \$6.9 million decrease in administrative expenses to \$23.1 million. This decrease is primarily due to a pre-tax charge of \$10.9 million related to the retirement of our Chief Executive officer in the prior six-month period. This charge included \$3.4 million attributable to a cash payment and \$7.5 million attributable to the accelerated vesting of restricted stock. Excluding this charge, administrative expenses increased \$4.0 million. In the current six-month period interest expense increased 82% increase due to greater utilization of our revolver and depreciation and amortization increased 44% due to assets placed in service as we continue to invest in the infrastructure to support our growth.

Consolidated income before taxes increased \$24.9 million, or 27%, to \$116.7 million due to a \$14.6 million and \$4.8 million increase in contribution from the U.S. & Canada and Latin America segments, a \$5.6 million decrease in corporate expenses, partially offset by a small decrease in contribution from the other international segment. After a \$7.5 million, or 23%, increase in income taxes and a \$0.1 million of net income attributable to the noncontrolling interest, net income attributable to EZCORP, Inc. increased \$17.3 million, or 29%, to \$76.6 million.

Liquidity and Capital Resources

In the current six-month period, our \$89.8 million cash flow from operations consisted of (i) net income plus several non-cash items, aggregating to \$90.1 million, net of (ii) \$0.3 million of normal, recurring changes in operating assets and liabilities. In the prior year six-month period, our \$69.9 million cash flow from operations consisted of (i) net income plus several non-cash items, aggregating to \$77.6 million, net of (ii) \$7.7 million of normal, recurring changes in operating assets and liabilities. The primary differences in cash flow from operations between the current and prior years were the contribution from acquisitions and organic growth throughout our other operations and revenue streams, net of higher taxes paid.

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The \$71.1 million of net cash used in investing activities during the current quarter was funded by cash flow from operations, cash on hand and borrowings on our line of credit facility. We received \$4.8 million in dividends from our unconsolidated affiliates. We invested \$83.2 million in cash to acquire 39 stores in the U.S., one store in Canada, a 60% interest in Crediamigo and a decision science model for the underwriting of consumer loan. Other significant investments in the period were the \$22.2 million in additions property and equipment. Partially offsetting these investments was the \$29.5 million of loans made in excess of customer loan repayments and the recovery of principal through the sale of forfeited pawn loan collateral. We also paid \$1.1 million of withholding tax upon the net share settlement of restricted stock vesting, net of related tax benefits.

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The net effect of these and other smaller cash flows was a \$23.5 million increase in cash on hand, providing a \$47.5 million ending cash balance.

Below is a summary of our cash needs to meet future aggregate contractual obligations (in thousands):

| Contractual Obligations | Total | Less than 1 year | Payments due by Period | | More than 5 years |
|--|------------|---------------------|------------------------|-----------|----------------------|
| | | | 1-3 years | 3-5 years | |
| | | | <i>(In thousands)</i> | | |
| Long-term debt obligations | \$ 114,372 | \$ 20,533 | \$ 81,824 | \$ 12,015 | \$ |
| Interest on long-term debt obligations | 37,671 | 19,936 | 16,430 | 1,305 | |
| Operating lease obligations | 191,296 | 50,404 | 75,735 | 39,735 | 25,422 |
| Total | \$ 343,339 | \$ 90,873 | \$ 173,989 | \$ 53,055 | \$ 25,422 |

In addition to the contractual obligations in the table above, we are obligated under letters of credit issued to unaffiliated lenders as part of our credit service operations. At March 31, 2012, our maximum exposure for losses on letters of credit, if all brokered loans defaulted and none was collected, was \$21.7 million. Of that total, \$4.3 million was secured by titles to customers' automobiles. These amounts include principal, interest and insufficient funds fees.

In addition to the operating lease obligations in the table above, we are responsible for the maintenance, property taxes and insurance at most of our locations. In the fiscal year ended September 30, 2011, these collectively amounted to \$17.4 million.

The operating lease obligations in the table above include expected rent for all our store locations through the end of their current lease terms. Of the 441 U.S. EZMONEY financial services stores, 157 adjoin an EZPAWN store. The lease agreements at approximately 95% of the remaining 284 free-standing EZMONEY stores contain provisions that limit our exposure for additional rent to only a few months if laws were enacted that had a significant negative effect on our operations at these stores.

In the remaining six months of the fiscal year ending September 30, 2012, we plan to open approximately 56 new stores for an aggregate investment of \$9.4 million of capital expenditures plus the funding of working capital and start-up losses related to these store openings. We believe new stores will create a drag on earnings and liquidity until their second year of operations.

On May 10, 2011, we entered into a new senior secured credit agreement with a syndication of five banks, replacing our previous credit agreement. Among other things, the new credit agreement provides for a four year \$175 million revolving credit facility that we may, under the terms of the agreement, request to be increased to a total of \$225 million. Upon entering the new credit agreement, we repaid and retired all other outstanding debt. The new credit facility increases our available credit and provides greater flexibility to make investments and acquisitions both domestically and internationally. Terms of the credit agreement require, among other things, that we meet certain financial covenants. We were in compliance with all covenants at March 31, 2012 and expect to remain in compliance based on our expected future performance. At March 31, 2012, we had borrowed \$30.0 million, leaving \$145.0 million available on the facility.

We anticipate that cash flow from operations, cash on hand and availability under our revolving credit facility will be adequate to fund our contractual obligations, planned store growth, capital expenditures and working capital requirements during the coming year.

We have an effective shelf Registration Statement on Form S-4 covering an aggregate of 2.0 million shares of our Class A Common Stock that we may offer from time to time in connection with future acquisitions of businesses, assets or securities. We have issued an aggregate of approximately 843,000 shares of Class A Common Stock in connection with several acquisitions of pawn stores, leaving approximately 1.2 million shares covered by the registration statement and available for issuance in future acquisitions.

On February 3, 2012, we filed with the United States Securities and Exchange Commission a shelf registration statement on Form S-3 registering the offer and sale of an indeterminate amount of a variety of securities, including debt securities (and related guarantees), equity securities, warrants to purchase debt or equity securities, stock purchase contracts and stock purchase units. The proceeds of any offering and sale under that registration statement will be used for general corporate purposes, including debt reduction or refinancing, acquisitions, capital expenditures and working capital. Unless otherwise indicated in connection with a particular offering of debt securities, each of our domestic subsidiaries will fully and unconditionally guarantee on a joint and several basis our payment obligations under such debt securities.

Table of Contents***Off-Balance Sheet Arrangements***

We issue letters of credit (LOCs) to enhance the creditworthiness of our credit service customers seeking signature loans and auto title loans from unaffiliated lenders. The LOCs assure the lenders that if borrowers default on the loans, we will pay the lenders, upon demand, the principal and accrued interest owed them by the borrowers plus any insufficient funds fees or late fees. We do not record on our balance sheet the loans related to our credit services as the loans are made by unaffiliated lenders. We do not consolidate the unaffiliated lenders' results with our results as we do not have any ownership interest in the lenders, do not exercise control over them and do not otherwise meet the criteria for consolidation as prescribed by FASB ASC 810-10-25 regarding variable interest entities.

We include an allowance for Expected LOC Losses in Accounts payable and other accrued expenses on our balance sheet. At March 31, 2012, the allowance for Expected LOC Losses was \$1.4 million. At that date, our maximum exposure for losses on letters of credit, if all brokered loans defaulted and none were collected, was \$21.7 million. This amount includes principal, interest and insufficient funds fees.

We have no other off-balance sheet arrangements.

Seasonality

Historically, pawn service charges are highest in our fourth fiscal quarter (July through September) due to a higher average loan balance during the summer lending season. Merchandise sales are highest in the first and second fiscal quarters (October through March) due to the holiday season, jewelry sales surrounding Valentine's Day and the impact of tax refunds in the United States. Jewelry scrapping sales are heavily influenced by the timing of decisions to scrap excess jewelry inventory. Jewelry scrapping sales generally are greatest during our fourth fiscal quarter (July through September). This results from relatively low jewelry merchandise sales in that quarter and the higher loan balance, leading to a higher dollar amount of loan forfeitures in the summer lending season providing more inventory available for sale.

Signature loan fees are generally highest in our third and fourth fiscal quarters (April through September) due to a higher average loan balance during the summer lending season. Signature loan bad debt, both in dollar terms and as a percentage of related fees, is highest in the third and fourth fiscal quarters and lowest in the second fiscal quarter due primarily to the impact of tax refunds.

The net effect of these factors is that net revenues and net income typically are strongest in the fourth fiscal quarter and weakest in the third fiscal quarter. Our cash flow typically is greatest in the second fiscal quarter due to a high level of loan redemptions and sales in the U.S. income tax refund season.

Use of Estimates and Assumptions

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which have been prepared according to accounting principles generally accepted in the United States for interim financial information. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates and judgments, including those related to revenue recognition, inventory, loan loss allowances, long-lived and intangible assets, income taxes, contingencies and litigation. We base our estimates on historical experience, observable trends and various other assumptions that we believe are reasonable under the circumstances. We use this information to make judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from the estimates under different assumptions or conditions.

Table of Contents**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risk related to interest rates, gold values and changes in foreign currency exchange rates.

Our earnings are affected by changes in interest rates as our debt has a variable rate. If interest rates average 50 basis points more than our current rate in the remaining six months of the fiscal year ending September 30, 2012, our interest expense during that period would increase by approximately \$75,000. This amount is determined by considering the impact of the hypothetical interest rate change on our variable-rate debt at March 31, 2012.

Our earnings and financial position are affected by changes in gold values and the resulting impact on pawn lending, jewelry sales and jewelry cost of goods sold. The proceeds of scrap sales and our ability to sell jewelry inventory at an acceptable margin depend on gold values. The impact on our financial position and results of operations of a hypothetical change in gold values cannot be reasonably estimated. In the first quarter of fiscal 2012, we began using derivative financial instruments, in order to manage our commodity price risk associated with the forecasted sales of gold scrap. These derivatives are not designated as hedges as they do not meet the hedge accounting requirements of the Derivatives and Hedging topic of the FASB codification, and changes in their fair value are recorded directly in earnings. For further discussion, you should read Part I, Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended September 30, 2011.

Our earnings and financial position are affected by foreign exchange rate fluctuations related to our equity investments in Albemarle & Bond and Cash Converters International, our Empeño Fácil pawn operations and Crediamigo operations in Mexico, and our operations in Canada. Albemarle & Bond's functional currency is the British pound, Cash Converters International functional currency is the Australian dollar, Empeño Fácil and Crediamigo's functional currency is the Mexican peso and our Canada operations functional currency is the Canadian dollar. The impact on our results of operations and financial position of hypothetical changes in foreign currency exchange rates cannot be reasonably estimated due to the interrelationship of operating results and exchange rates.

The translation adjustment from Albemarle & Bond representing the weakening in the British pound during the quarter ended December 31, 2011 (included in our March 31, 2012 results on a three-month lag) was a \$0.3 million decrease to stockholders' equity. On March 31, 2012, the British pound strengthened to £1.00 to \$1.5987 U.S. from \$1.5453 at December 31, 2011.

The translation adjustment from Cash Converters International representing the strengthening in the Australian dollar during the quarter ended December 31, 2011 (included in our March 31, 2012 results on a three-month lag) was a \$0.5 million increase to stockholders' equity. On March 31, 2012, the Australian dollar strengthened to \$1.00 Australian dollar to \$1.0385 U.S. from \$1.0174 at December 31, 2011.

The translation adjustment from Latin America representing the weakening of the Mexican peso during the quarter ended March 31, 2012 was a \$5.2 million increase to stockholders' equity. We have currently assumed permanent reinvestment of earnings and capital in Mexico. Accumulated translation gains or losses related to any future repatriation of earnings or capital would impact our earnings in the period of repatriation. On March 31, 2012, the peso strengthened to \$1.00 Mexican peso to \$0.0778 U.S. from \$0.0715 at December 31, 2011.

The translation adjustment from our Canadian operations representing the strengthening of the Canadian dollar during the quarter ended March 31, 2012 was a \$0.3 million increase to stockholders' equity. On March 31, 2012, the Canadian dollar strengthened to \$1.00 Canadian dollar to \$1.0027 U.S. from \$0.9804 at December 31, 2011.

We cannot predict the future valuation of foreign currencies or how further movements in them could affect our future earnings or financial position.

Forward-Looking Information

This Quarterly Report on Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations, includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We intend that all forward-looking statements be subject to the safe harbors created by these laws. All statements, other than statements of historical facts, regarding our strategy, future operations, financial position, future revenues, projected costs, prospects, plans and objectives are forward-looking statements. These statements are often, but not always, made with words or phrases like may, should, could, will, predict, anticipate, believe, estimate, expect, intend, plan, projection and similar expressions. Such statements are only predictions of future outcome and timing of future events based on our current expectations and currently available information and, accordingly, are subject to substantial risks, uncertainties and assumptions. Actual results could differ materially from those expressed in the

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forward-looking statements due to a number of risks and uncertainties, many of which are beyond our control. In addition, we cannot predict all of the risks and uncertainties that could cause our actual results to differ from those expressed in the forward-looking statements. Accordingly, you should not regard any forward-looking statements as a representation that the expected results will be achieved. Important risk factors that could cause results or events to differ from current expectations are identified and described in Part II, Item 1A Risk Factors of this Quarterly Report and Part I, Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended September 30, 2011.

We specifically disclaim any responsibility to publicly update any information contained in a forward-looking statement except as required by law. All forward-looking statements attributable to us are expressly qualified in their entirety by this cautionary statement.

Item 4. Controls and Procedures

This report includes the certifications of our Chief Executive Officer and Chief Financial Officer required by Rule 13a-14 of the Securities Exchange Act of 1934 (the Exchange Act). See Exhibits 31.1 and 31.2. This Item 4 includes information concerning the controls and control evaluations referred to in those certifications.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2012. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2012.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the first quarter of fiscal 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Internal Controls

Notwithstanding the foregoing, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be met. Limitations inherent in any control system include the following:

Judgments in decision-making can be faulty, and control and process breakdowns can occur because of simple errors or mistakes.

Controls can be circumvented by individuals, acting alone or in collusion with others, or by management override.

The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures.

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The design of a control system must reflect the fact that resources are constrained, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

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PART II

Item 1. Legal Proceedings

Currently and from time to time, we are defendants in various legal and regulatory actions. While we cannot determine the ultimate outcome of these actions, we believe their resolution will not have a material adverse effect on our financial condition, results of operations or liquidity. However, we cannot give any assurance as to their ultimate outcome.

Item 1A. Risk Factors

Important risk factors that could affect our operations and financial performance, or that could cause results or events to differ from current expectations, are described in Part I, Item 1A, *Risk Factors* of our Annual Report on Form 10-K for the year ended September 30, 2011. These factors are supplemented by those discussed under *Quantitative and Qualitative Disclosures about Market Risk* in Part I, Item 3 of this report and in Part II, Item 7A of our Annual Report on Form 10-K for the year ended September 30, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On April 2, 2012, we issued 108,402 of our Class A Non-voting common stock, par value of \$0.01 per share, valued at \$3.6 million to the Halbert Group, LLC, as partial compensation for a multi-year consulting arrangement involving our information technology systems. The shares are subject to transfer and vesting restrictions. The shares will vest, and those restrictions will lapse, pro rata on the first, second and third anniversaries of the date of grant, subject to the achievement of performance goals consistent with the IT multi-year plan. These securities were issued in an exempt private placement pursuant to regulation D (Rule 506) under the Securities Act of 1933, as well as pursuant to Section 4(5) of such Act.

Table of Contents***Item 6. Exhibits***

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 31.1 | Certification of Paul E. Rothamel, Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Stephen A. Stamp, Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certifications of Paul E. Rothamel, Chief Executive Officer, and Stephen A. Stamp, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema Document |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB* | XBRL Taxonomy Label Linkbase Document |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document |

* Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets at March 31, 2012, March 31, 2011 and September 30, 2011; (ii) Consolidated Statements of Income for the three and six months ended March 31, 2012 and March 31, 2011; (iii) Consolidated Statements of Comprehensive Income for three and six months ended March 31, 2012 and March 31, 2011 (iv) Consolidated Statements of Cash Flows for the six months ended March 31, 2012 and March 31, 2011; and (v) Notes to Consolidated Financial Statements.

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SIGNATURE

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.

Date: May 10, 2012

EZCORP, INC.

/s/ Stephen A. Stamp
Stephen A. Stamp

Senior Vice President and

Chief Financial Officer

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