

FIRST CASH FINANCIAL SERVICES INC

Form 424B5

July 17, 2014

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Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-197081

PROSPECTUS

First Cash Financial Services, Inc.

Offer to Exchange

Up to \$200,000,000 aggregate principal amount of

6.75% Senior Notes due 2021

That have not been registered under the Securities Act of 1933

For

Up to \$200,000,000 aggregate principal amount of

6.75% Senior Notes due 2021

That have been registered under the Securities Act of 1933

We are offering to exchange \$200,000,000 aggregate principal amount of our outstanding, unregistered 6.75% Senior Notes due 2021 (the old notes) for an equivalent amount of registered 6.75% Senior Notes due 2021 (the new notes, and, together with the old notes, the notes).

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

Terms of the New Notes Offered in the Exchange Offer:

The terms of the new notes are identical to the terms of the old notes, except that the new notes will be registered under the Securities Act of 1933, as amended (the Securities Act), and will not contain restrictions on transfer, registration rights or provisions for payment of special interest.

Terms of the Exchange Offer:

We will exchange the new notes for all outstanding old notes that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offer.

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

Tenders of the old notes may be withdrawn at any time prior to the expiration of the exchange offer.

The exchange of the new notes for the old notes will not be a taxable event for U.S. federal income tax purposes.

The old notes are, and the new notes will be, guaranteed on a senior unsecured basis by each of our existing and future subsidiaries that incur or guarantee indebtedness under our revolving credit facility.

We will not receive any proceeds from the exchange offer.

We issued the old notes in a transaction not requiring registration under the Securities Act, and as a result their transfer is restricted. We are making the exchange offer to satisfy your registration rights as a holder of the old notes.

There is no established trading market for the new notes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal relating to the exchange offer states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for the old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed to make this prospectus available to any broker-dealer for use in connection with any such resale for such period of time as such broker-dealer must comply with the applicable prospectus delivery requirements of the Securities Act. See Plan of Distribution.

Investing in the new notes involves risks. See Risk Factors beginning on page 10 for a discussion of certain factors you should consider in connection with this exchange offer and an investment in the new notes.

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

The date of this prospectus is July 17, 2014.

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You should rely only on the information contained or incorporated by reference in this prospectus. We have not, and the trustee has not, authorized anyone to provide you information different from that contained or incorporated by reference in this prospectus. We are not, and the trustee is not, making an offer of these securities in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the new notes.

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This prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this document. Copies of this information are available without charge to any person to whom this prospectus is delivered, upon written or oral request. Written requests should be sent to:

First Cash Financial Services, Inc.

Attention: R. Douglas Orr

690 East Lamar Blvd., Suite 400

Arlington, Texas 76011

Oral requests should be made by telephoning (817) 460-3947.

In order to obtain timely delivery, you must request the information no later than Friday, August 29, 2014, which is five business days before the expiration date of the exchange offer.

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FORWARD-LOOKING INFORMATION

This prospectus contains forward-looking statements about our business, financial condition and prospects. Forward-looking statements can be identified by the use of forward-looking terminology such as anticipates, believes, could, estimates, expects, intends, may, plans, projects, should or targets, or the negative thereof, or thereon, or comparable terminology, or by discussions of strategy or objectives. Forward-looking statements can also be identified by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties. Forward-looking statements in this prospectus may include, without limitation, our expectations of earnings per share, earnings growth, expansion strategies, regulatory exposures, store openings, liquidity (including the availability of capital under existing credit facilities), cash flow, consumer demand for our products and services, income tax rates, currency exchange rates and the price of gold and the impacts thereof, earnings and related transaction expenses from acquisitions, the ability to successfully integrate acquisitions and other performance results.

We make forward-looking statements to provide management's current assessment of our business, but these statements are inherently subject to risks and uncertainties. Although we believe that the expectations reflected in our forward-looking statements are reasonable, there can be no assurances that such expectations will prove to be accurate. Various factors may cause results to differ materially from those anticipated by the forward-looking statements made in this prospectus. Such factors may include:

changes in regional, national or international economic conditions, including inflation rates, unemployment rates and energy prices;

changes in consumer demand, including purchasing, borrowing and repayment behaviors;

changes in pawn forfeiture rates and credit loss provisions;

changes in the market value of pawn collateral and merchandise inventories, including gold prices and the value of consumer electronics and other products;

changes or increases in competition;

the ability to locate, open and staff new stores and successfully integrate acquisitions;

the availability or access to sources of used merchandise inventory;

changes in credit markets, interest rates and the ability to establish, renew and/or extend our debt financing;

the ability to maintain banking relationships for treasury services and processing of certain consumer lending transactions;

the ability to hire and retain key management personnel;

new federal, state or local legislative initiatives or governmental regulations (or changes to existing laws and regulations) affecting pawn businesses, consumer loan businesses and credit services organizations (in both the United States and Mexico);

risks and uncertainties related to foreign operations in Mexico;

changes in import/export regulations and tariffs or duties;

changes in anti-money laundering and gun control regulations;

unforeseen litigation;

changes in tax rates or policies in the U.S. and Mexico;

changes in foreign currency exchange rates;

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inclement weather, natural disasters and public health issues;

security breaches, cyber attacks or fraudulent activity;

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

the implementation of new, or changes in the interpretation of existing, accounting principles or financial reporting requirements; and

future business decisions.

These and other risks, uncertainties and regulatory developments are further and more completely described under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013 and, to the extent applicable, any reports that we subsequently file with the Securities and Exchange Commission (the "SEC") which are incorporated by reference in this prospectus.

You should not place undue reliance on forward-looking statements, which speak only as of the dates they are made. We undertake no obligation to update or revise any of our forward-looking statements except as required by law.

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PROSPECTUS SUMMARY

*This section highlights information that appears elsewhere in this prospectus. Because this section is a summary, it may not contain all the information that may be important to you. You should read the following summary together with the more detailed information appearing elsewhere in or incorporated by reference in this prospectus, including the section titled **Risk Factors** and the financial statements and related notes incorporated by reference herein, before making an investment decision.*

*The terms **we**, **our**, **us**, **First Cash** and the **Company**, as used in this prospectus, refer to First Cash Financial Services, Inc. and its wholly-owned subsidiaries, except where otherwise stated or where it is clear that the terms mean only First Cash Financial Services, Inc. All references to the **notes** refer to both the old notes and the new notes, except as otherwise indicated.*

First Cash Financial Services, Inc.

We are a leading operator of retail-based pawn stores in the United States and Mexico based on revenue and number of store locations. As of March 31, 2014, we had 915 locations, consisting of 310 stores across 12 U.S. states and 605 stores across 26 states in Mexico. This reflects pawn store growth of 12% in the United States and 8% in Mexico since March 31, 2013. For the year ended December 31, 2013, we generated total revenue and EBITDA from continuing operations of \$660.8 million and \$138.7 million, respectively, representing an increase of 12% and 2%, respectively, over 2012 amounts.

Our primary business is the operation of large format, full-service pawn stores, which engage mainly in retail sales and the purchase of secondhand goods as well as offer consumer financial services products. These pawn stores generate significant retail sales from the merchandise acquired through collateral forfeitures and over-the-counter purchases from customers. The pawn stores are also a convenient source for small consumer loans to help customers meet their short-term cash needs. Personal property such as jewelry, consumer electronics, power tools, household appliances, sporting goods and musical instruments are pledged as collateral for the loans. In addition, some of our pawn stores offer small unsecured consumer loans or credit services products. Our strategy is to focus on growing our retail-based pawn operations in the United States and Mexico through new store openings and strategic acquisition opportunities as they arise.

In addition to our pawn stores, we operate a small number of stand-alone consumer finance stores in Texas and Mexico. These stores primarily provide consumer financial services products including credit services and small unsecured consumer loans. The product mix in these stores varies by market. We consider the credit services and consumer loan products generated through these locations to be non-core, non-growth revenue streams, representing less than 11% of our pawn and consumer loan balance, net of allowances for losses, as of December 31, 2013.

Our principal executive offices are located at 690 East Lamar Blvd., Suite 400, Arlington, Texas 76011. The telephone number at our principal executive offices is (817) 460-3947.

Risk Factors

You should carefully consider the information set forth in this prospectus, including the information and documents incorporated by reference, before participating in the exchange offer. In particular, before tendering any old notes, you should read the section entitled **Risk Factors** for an explanation of certain risks of investing in the new notes. For a description of risks related to our industry and business, you should also evaluate the risk factors set forth under the heading **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2013 and, to the extent

applicable, any subsequently filed reports, which are incorporated by reference in this prospectus.

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The Exchange Offer

On March 24, 2014, we completed a private offering of \$200.0 million aggregate principal amount of the old notes. As part of the private offering, we entered into a registration rights agreement with the initial purchasers in which we agreed, among other things, to deliver this prospectus to you and to use commercially reasonable efforts to consummate the exchange offer for the old notes. The following is a summary of the exchange offer.

| | |
|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Old Notes | 6.75% Senior Notes due 2021, which were issued on March 24, 2014. |
| New Notes | 6.75% Senior Notes due 2021. The terms of the new notes are substantially identical to those terms of the outstanding old notes, except that the transfer restrictions, registration rights and special interest provisions relating to the old notes will not apply to the new notes. |
| The Exchange Offer | <p>We are offering to exchange up to \$200.0 million aggregate principal amount of our new notes that have been registered under the Securities Act for an equal principal amount of our outstanding old notes that have not been registered under the Securities Act to satisfy our obligations under the registration rights agreement.</p> <p>The new notes will evidence the same debt as the corresponding old notes and will be issued under, and be entitled to the benefits of, the same indenture that governs the old notes. Holders of the old notes do not have any appraisal or dissenter's rights in connection with the exchange offer. Because the new notes will be registered, the new notes will not be subject to transfer restrictions, and holders of old notes that have tendered, and had their old notes accepted, in the exchange offer will have no registration rights. Old notes tendered in the exchange offer must be in denominations of principal amount of \$2,000 and integral multiples of \$1,000 in excess of \$2,000.</p> |
| Expiration Date | The exchange offer will expire at 5:00 p.m., New York City time, on Friday, September 5, 2014 unless we decide to extend it. |
| Conditions to the Exchange Offer | The exchange offer is subject to certain customary conditions, which we may waive. The registration rights agreement does not require us to accept old notes for exchange if the exchange offer or the making of any exchange by a holder of the old notes would violate any applicable law or interpretation of the staff of the SEC. A minimum aggregate principal amount of old notes being tendered is not a condition to the exchange offer. |

Procedures for Tendering Old Notes

Unless you comply with the procedures described under the heading "The Exchange Offer Exchange Offer Procedures," you must do one of the following on or prior to the expiration of the exchange offer to participate in the exchange offer:

tender your old notes by sending the certificates for your old notes, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature

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guarantees, and all other documents required by the letter of transmittal, to BOKF, NA dba Bank of Texas, as exchange agent, at one of the addresses listed below under the heading "The Exchange Offer - Exchange Agent;" or

tender your old notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an agent's message instead of the letter of transmittal, to the exchange agent. In order for a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, BOKF, NA dba Bank of Texas, as exchange agent, must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at The Depository Trust Company ("DTC") prior to the expiration of the exchange offer. For more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the heading "The Exchange Offer - Book-Entry Transfers."

Special Procedures for Beneficial Owners If you are a beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender on your behalf.

If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering the certificates for your old notes, you must either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the person in whose name the old notes are registered.

Withdrawal; Non-Acceptance

You may withdraw any old notes tendered in the exchange offer at any time prior to 5:00 p.m., New York City time, on Friday, September 5, 2014. If we decide for any reason not to accept any old notes tendered for exchange, the old notes will be returned to the registered holder at our expense promptly after the expiration or termination of the exchange offer. In the case of old notes tendered by book-entry transfer into the exchange agent's account at DTC, any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered old notes, please read "The Exchange Offer - Withdrawal Rights."

United States Federal Income Tax Considerations

The exchange of the old notes for new notes in the exchange offer will not be a taxable transaction for United States federal income tax purposes. See the discussion under the heading "Certain U.S. Federal Income Tax Considerations" for more information regarding the U.S. federal income tax consequences to you of the exchange offer.

Use of Proceeds

We will not receive any proceeds from the exchange offer.

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Fees and Expenses

We will pay our entire expenses incident to the exchange offer.

Exchange Agent

We have appointed BOKF, NA dba Bank of Texas, as exchange agent for the exchange offer. You can find the address, telephone number and fax number of the exchange agent under the heading The Exchange Offer Exchange Agent.

Resales of New Notes

Based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties that are not related to us, we believe that the new notes you receive in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act so long as:

you are acquiring the new notes in the exchange offer in the ordinary course of your business;

you have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the new notes you will receive in the exchange offer;

you are not our affiliate as defined in Rule 405 under the Securities Act; and

you are not a broker-dealer tendering old notes acquired directly from us for your account.

By tendering your old notes as described in The Exchange Offer Exchange Offer Procedures, you will be making representations to this effect. If you fail to satisfy any of these conditions, you cannot rely on the position of the SEC set forth in the no-action letters referred to above and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the new notes.

We base our belief on interpretations by the SEC staff in no-action letters issued to other issuers in exchange offers like ours. We cannot guarantee that the SEC would make a similar decision about our exchange offer. If our belief is wrong, you could incur liability under the Securities Act.

We will not protect you against any loss incurred as a result of this liability under the Securities Act.

Each broker-dealer that receives new notes for its own account in exchange for old notes, where such new notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the new notes. We have agreed that we will make this prospectus available to any broker-dealer for use in connection with any such resale for such period of time as such broker-dealer must comply with the applicable prospectus delivery requirements of the Securities Act. See Plan of Distribution.

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Consequences of Not Exchanging Your Old Notes

If you do not exchange your old notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer described in the legend on the certificate for your old notes. In such event, you generally may offer or sell your old notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the old notes under the Securities Act. Under some circumstances, however, holders of the old notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell new notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of old notes by these holders. For more information regarding the consequences of not tendering your old notes and our obligation to file a shelf registration statement, see [The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes](#) and [Description of the New Notes Registration Rights; Special Interest](#).

Terms of the New Notes

The terms of the new notes and those of the outstanding old notes are substantially identical, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes. As a result, the new notes will not bear legends restricting their transfer and will not have the benefit of the registration rights and special interest provisions contained in the old notes. The new notes represent the same debt as the old notes for which they are being exchanged.

The following is a summary of the terms of the new notes. It may not contain all the information that is important to you. For a more detailed description of the new notes, please read [Description of the New Notes](#).

Issuer

First Cash Financial Services, Inc.

Guarantors

The old notes are, and the new notes will be, guaranteed on a senior unsecured basis by all of our existing and future domestic subsidiaries that guarantee our revolving credit facility (the [2014 Credit Facility](#),)

which is unsecured subject to a limited pledge of 65% of the stock of certain of our non-U.S. subsidiaries in favor of the lenders. The note guarantees may be released under certain circumstances. See Description of the New Notes.

Notes Offered

\$200,000,000 aggregate principal amount of 6.75% Senior Notes due 2021.

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Maturity Date

April 1, 2021.

Interest

We will pay interest on the notes at the rate of 6.75% per year, payable semi-annually in arrears, on April 1 and October 1 of each year, beginning on October 1, 2014.

Optional Redemption

Beginning on April 1, 2017, we may on any one or more occasions redeem some or all of the notes at the redemption prices listed under Description of the New Notes Optional Redemption, together with any accrued and unpaid interest, if any, on the notes to but not including the date of redemption.

Prior to April 1, 2017, we may on any one or more occasions redeem some or all of the notes at a make-whole redemption price described under Description of the New Notes Optional Redemption, together with any accrued and unpaid interest, if any, to but not including the date of redemption.

In addition, on any one or more occasions prior to April 1, 2017, we may, at our option, redeem up to 35% of the notes with a cash amount equal to the net proceeds of certain equity offerings at a redemption price equal to 106.750% of the aggregate principal amount of the notes together with any accrued and unpaid interest, if any, to but not including the date of redemption.

Offer to Repurchase Upon Change of Control

If we experience certain kinds of changes of control, we will be required to offer to repurchase the notes for cash at 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest, if any, to but not including the date of repurchase.

Ranking

The new notes and the related guarantees will be our and the guarantors senior unsecured obligations and:

will be *pari passu* in right of payment with all of our and the guarantors existing and future unsecured senior indebtedness;

will be senior in right of payment to all of our and the guarantors existing and future subordinated indebtedness;

will be effectively subordinated to all of our and the guarantors existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness, including the limited pledge of the stock of certain of our non-U.S. subsidiaries in favor of the lenders under the 2014 Credit Facility; and

will be structurally subordinated to all obligations of our and the guarantors existing and future subsidiaries that are not guarantors of the notes.

For the year ended December 31, 2013, our non-guarantor subsidiaries represented approximately 59% of total revenue, 54% of store level operating income from continuing operations before taxes

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and 54% of store level EBITDA from continuing operations. In addition, as of December 31, 2013, our non-guarantor subsidiaries held approximately 53% of store level operating assets.

Certain Covenants

The indenture governing the notes will contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur more debt;

issue preferred stock;

pay dividends, redeem stock or make other distributions;

make certain investments;

create liens;

transfer or sell assets;

merge or consolidate; and

enter into transactions with our affiliates.

These covenants are subject to important exceptions and qualifications, which are described under [Description of the New Notes Certain Covenants](#) and [Description of the New Notes Merger and Consolidation](#).

Events of Default

If there is an event of default on the notes, all outstanding notes may be declared immediately due and payable in specified circumstances. Please read [Description of the New Notes Events of Default and Remedies](#).

Trustee

BOKF, NA dba Bank of Texas.

Governing Law

The notes and the indenture are governed by New York law.

Registration Rights

In the event we cannot effect the exchange offer within the time period required by the registration rights agreement and in other circumstances described in Description of the New Notes Registration Rights; Special Interest, we agree to use commercially reasonable efforts to cause a shelf registration statement for the resale of the old notes to become effective.

Transfer Restrictions; Absence of a Public Market for the Notes

The new notes generally will be freely transferable but will also be new securities for which there will not initially be a trading market. There can be no assurance as to the development or liquidity of any trading market for the new notes.

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RISK FACTORS

An investment in the new notes involves risks. Before you invest in the new notes, you should carefully consider the risk factors described below, together with the other information included or incorporated by reference in this prospectus, including the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2013 and, to the extent applicable, any subsequently filed reports. Additional risks and uncertainties not currently known to us or that we currently view as immaterial may also impair our business operations. Any of these risks could materially and adversely affect our business, financial condition, results of operations and cash flows. In that case, you may lose all or part of your investment.

Risks Related to the Exchange Offer and Holding the New Notes

If you do not properly tender your old notes, you will continue to hold unregistered outstanding notes subject to transfer restrictions and your ability to transfer outstanding notes will be adversely affected.

If you do not exchange your old notes for new notes in the exchange offer, you will continue to be subject to the restrictions on transfer of your old notes described in the legend on the certificates for your old notes. The restrictions on transfer of your old notes arise because we issued the old notes under exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the old notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold under an exemption from these requirements. Unless we cannot effect the exchange offer and in certain circumstances, we do not plan to register any sale of the old notes under the Securities Act. See Description of the New Notes Registration Rights; Special Interest. For further information regarding the consequences of failing to tender your old notes in the exchange offer, please read The Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes.

You must comply with the exchange offer procedures in order to receive freely tradable new notes.

Holders are responsible for complying with all exchange offer procedures. The issuance of new notes in exchange for old notes will only occur upon completion of the procedures described in this prospectus under The Exchange Offer. Therefore, holders of old notes who wish to exchange them for new notes should allow sufficient time for timely completion of the exchange offer procedures. Neither we nor the exchange agent are obligated to extend the exchange offer or notify you of any failure to follow the proper procedures or waive any defect if you fail to follow the proper procedures.

An active trading market may not develop for the new notes, and you may not be able to resell your new notes.

The new notes are new securities, and no trading market exists where you can resell them. We do not intend to apply to list the new notes on any securities exchange. We cannot assure you that any trading market for the new notes will develop or be sustained. If an active trading market does not develop or is not sustained, the market price and liquidity of the new notes may be adversely affected.

If you are a broker-dealer, your ability to transfer the new notes may be restricted.

A broker-dealer that purchased old notes for its own account as part of market-making or trading activities must comply with the prospectus delivery requirements of the Securities Act when it sells the new notes. Our obligation to make this prospectus available to broker-dealers is limited. Consequently, we cannot guarantee that a proper prospectus will be available to broker-dealers wishing to resell their new notes.

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Risks Related to the Notes

Our existing and future levels of indebtedness could adversely affect our financial health, our ability to obtain financing in the future, our ability to react to changes in our business and our ability to fulfill our obligations under the notes.

As of March 31, 2014, after giving effect to the issuance of the old notes and the entry into the 2014 Credit Facility, we had outstanding indebtedness of \$200,000,000 and availability of \$160,000,000 under the 2014 Credit Facility. Our level of indebtedness could have important consequences for holders of the notes. For example, it could:

make it more difficult for us to satisfy our obligations with respect to the notes and our other indebtedness, resulting in possible defaults on and acceleration of such indebtedness;

require us to dedicate a substantial portion of our cash flow from operations to the payment of principal and interest on our indebtedness, thereby reducing the availability of such cash flows to fund working capital, acquisitions, new store openings, capital expenditures and other general corporate purposes;

limit our ability to obtain additional financing for working capital, acquisitions, new store openings, capital expenditures, debt service requirements and other general corporate purposes;

restrict the ability of our subsidiaries to pay dividends or otherwise transfer assets to the Company, which could limit our ability to, among other things, make required payments on our debt;

increase our vulnerability to general adverse economic and industry conditions, including interest rate fluctuations (to the extent that a portion of our borrowings are at variable rates of interest); and

place us at a competitive disadvantage compared to other companies with proportionately less debt or comparable debt at more favorable interest rates who, as a result, may be better positioned to withstand economic downturns.

Any of the foregoing impacts of our level of indebtedness could have a material adverse effect on our business, financial condition and results of operations.

We and our subsidiaries may be able to incur substantially more debt, including secured debt, which could further exacerbate the risks associated with our level of indebtedness.

We and our subsidiaries may incur substantial additional indebtedness in the future. As of March 31, 2014, the 2014 Credit Facility provided us commitments for borrowings of up to approximately \$160 million. In addition, the indenture governing the notes allows us to incur substantial additional debt, including secured debt which would rank senior to the notes if incurred. If new debt is added to our current debt levels, the related risks that we face would increase, and we may not be able to meet all our debt obligations. In addition, the 2014 Credit Facility, as well as the indenture governing the notes, do not prevent us from incurring obligations that do not constitute indebtedness.

We will need to repay or refinance the 2014 Credit Facility prior to the maturity of the notes. Failure to do so could have a material adverse effect upon us.

The 2014 Credit Facility will mature in February 2019. Prior to the maturity of the notes, we will need to repay, refinance, replace or otherwise extend the maturity of the 2014 Credit Facility. Our ability to repay, refinance, replace or extend will depend on, among other things, business conditions, our financial performance and the general condition of the financial markets. If a financial disruption were to occur at the time we are required to repay indebtedness outstanding under the 2014 Credit Facility, we could be forced to undertake alternate financings, negotiate for an extension of the maturity of the 2014 Credit Facility or sell assets and delay capital expenditures in order to generate proceeds that could be used to repay indebtedness. We cannot assure you that we will be able to consummate any such transaction on terms that are commercially reasonable, or on terms acceptable to us or at all.

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The agreements and instruments governing our debt contain restrictions and limitations that could significantly impact our ability to operate our business.

The 2014 Credit Facility contains covenants that, among other things, restrict our and our subsidiaries' ability to:

incur more debt;

change our or their line of business;

make dividend payments, stock repurchases and other distributions;

engage in certain mergers, consolidations and transfers of all or substantially all of our or their assets;

make acquisitions of all of the business or assets of, or stock representing beneficial ownership of, any person;

dispose of certain assets; and

create or incur negative pledges.

In addition, the 2014 Credit Facility requires us to comply with various financial covenants. Our ability to comply with these covenants in future periods will depend on our ongoing financial and operating performance, which in turn will be subject to economic conditions and to financial, market and competitive factors, many of which are beyond our control. Our ability to comply with these covenants in future periods also will depend substantially on our ability to successfully implement our overall business strategy.

The indenture governing the notes offered hereby also contains restrictive covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur more debt;

issue preferred stock;

pay dividends, redeem stock or make other distributions;

make certain investments;

create liens;

transfer or sell assets;

merge or consolidate; and

enter into transactions with our affiliates.

The restrictions in the 2014 Credit Facility and the indenture governing the notes, as well as in agreements governing other indebtedness we currently have, may prevent us from taking actions that we believe would be in the best interest of our business and may make it difficult for us to successfully execute our business strategy or effectively compete with companies that are not similarly restricted. In addition, the restrictions in the 2014 Credit Facility and the indenture are subject to certain important exceptions and may not protect the lenders or the holders of the notes from certain significant transactions. We may also incur future debt obligations that might subject us to additional restrictive covenants that could affect our financial and operational flexibility.

We will require a significant amount of cash to service our indebtedness. Our ability to generate cash depends on many factors, some of which are beyond our control. We also depend on the business of our subsidiaries to satisfy our cash needs. If we cannot generate the required cash, we may not be able to make the necessary payments under the notes.

Our ability to make payments on our indebtedness, including the notes, and to fund working capital needs, acquisitions, new store openings and capital expenditures will depend on our ability to generate cash in the

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future. Our ability to generate cash, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Additionally, our historical financial results have been, and we anticipate that our future financial results will be, subject to fluctuations. We cannot assure you that our business will generate sufficient cash flow from our operations or that future borrowings will be available to us in an amount sufficient to enable us to pay our indebtedness, including the notes, or to fund our other liquidity needs and make necessary capital expenditures.

All of our store operations are conducted through our subsidiaries. As a result, our ability to service our debt and other obligations, including our obligations under the notes, depends in part on the earnings of our subsidiaries and the payment of those earnings to us in the form of dividends, loans or advances paid by our subsidiaries to us and repayment by subsidiaries of loans or advances from us. Our subsidiaries are separate and distinct legal entities and are not obligated to make funds available to us. Payments to us by our subsidiaries will be contingent upon our subsidiaries' earnings and business considerations. In addition, any payment of dividends, loans or advances by our subsidiaries could be subject to statutory or contractual restrictions. For example, the terms of the 2014 Credit Facility significantly restrict our subsidiaries from paying dividends and otherwise transferring assets to us. Furthermore, our subsidiaries will be permitted under the terms of the indenture to incur additional indebtedness that may severely restrict or prohibit the making of distributions, the payment of dividends or the making of loans by such subsidiaries to us. Dividends and payments to us from our foreign subsidiaries may be subject to foreign withholding taxes, and such dividends and payments may also be subject to changes in U.S. tax laws and fluctuations in currency exchange rates, which would reduce the amount of funds we receive from such foreign subsidiaries. Additionally, changes in the federal or state laws in Mexico may adversely affect the ability of our Mexican subsidiaries to repatriate funds to us, and any earnings repatriated from foreign subsidiaries likely would be subject to additional U.S. taxes.

If our cash flow and capital resources are insufficient to allow us to make scheduled payments on our debt, we may have to sell assets, seek additional capital or restructure or refinance our debt. We cannot assure you that the terms of our debt will allow for these alternative measures or that such measures would satisfy our scheduled debt service obligations.

If we cannot make scheduled payments on our debt:

the holders of our debt could declare all outstanding principal and interest to be due and payable;

the holders of our secured debt could commence foreclosure proceedings against our assets;

we could be forced into bankruptcy or liquidation; and

you could lose all or part of your investment in the notes.

If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the notes.

Any default under the agreements governing our indebtedness, including a default under the 2014 Credit Facility, which is not waived by the requisite percentage of the holders of such indebtedness could leave us unable to pay principal or interest on the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, or interest on indebtedness, or if we

otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, including the 2014 Credit Facility, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all of the funds borrowed thereunder to be due and payable, together with any accrued and unpaid interest, the lenders under the 2014 Credit Facility could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against the assets securing such facility, and we could be forced into bankruptcy or liquidation. Although we may in the future seek waivers from lenders of our indebtedness to avoid being in default, there is no guarantee that we will be able to obtain waivers from the lenders thereunder.

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An increase in interest rates would increase the cost of servicing our debt and could reduce our profitability.

A significant portion of our outstanding debt, including under the 2014 Credit Facility, bears interest at variable rates. As a result, an increase in interest rates, whether because of an increase in market interest rates or a decrease in our creditworthiness, would increase the cost of servicing our debt and could materially reduce our profitability and cash flows. The impact of such an increase would be more significant for us than it would be for competitors that have less variable rate debt.

The notes will be effectively subordinated to our and our guarantors' secured indebtedness to the extent of the value of the collateral securing such indebtedness.

The notes and the related guarantees will not be secured. In contrast, the 2014 Credit Facility is partially secured by a pledge of 65% of the equity interests in our foreign subsidiaries. We had no other secured indebtedness outstanding at March 31, 2014. However, the indenture governing the notes will allow us to incur substantial additional secured debt, and the notes will be effectively subordinated in right of payment to any of our secured indebtedness to the extent of the value of the collateral securing such indebtedness. Additionally, the guarantees will be effectively subordinated to any secured indebtedness, to the extent of the value of the collateral securing such indebtedness, incurred in the future by the guarantors. The effect of this subordination is that upon a default in payment on, or the acceleration of, any of our or any guarantor's secured indebtedness or in the event of a bankruptcy, insolvency, liquidation, dissolution, reorganization or similar proceeding involving us or any of the guarantors, the proceeds from the sale of assets securing our or any guarantor's secured indebtedness will be available to pay obligations on the notes or guarantees, as applicable, only after all of our or any guarantor's secured indebtedness has been paid in full.

The notes will be structurally subordinated to all indebtedness of those of our existing or future subsidiaries that are not, or do not become, guarantors of the notes, including all of our foreign subsidiaries.

The notes will not be guaranteed by our current and future subsidiaries that do not guarantee the 2014 Credit Facility, including our non-U.S. subsidiaries. Accordingly, claims of holders of the notes will be structurally subordinated to all indebtedness and the claims of creditors of any non-guarantor subsidiaries, including trade creditors. All indebtedness and obligations of any non-guarantor subsidiaries will have to be satisfied before any of the assets of such subsidiaries would be available for distribution upon liquidation or otherwise to us or to a guarantor of the notes. The indenture governing the notes will permit these non-guarantor subsidiaries to incur certain additional debt, including secured debt, and will not limit their ability to incur other liabilities that are not considered indebtedness under the indenture. For the year ended December 31, 2013, our non-guarantor subsidiaries represented approximately 59% of our total revenue, 54% of our store-level operating income from continuing operations before taxes and 54% of our store-level EBITDA from continuing operations. In addition, as of December 31, 2013, our non-guarantor subsidiaries held approximately 53% of our store-level operating assets. As of December 31, 2013, our non-guarantor subsidiaries had no material third party liabilities.

We may be unable to repay or repurchase the notes at maturity.

At maturity, the entire principal amount of the notes, together with accrued and unpaid interest, will become due and payable. We may not have the ability to repay or refinance these obligations. If the maturity date occurs at a time when other arrangements prohibit us from repaying the notes, we could try to obtain waivers of such prohibitions from the lenders and holders under those arrangements, or we could attempt to refinance the borrowings that contain the restrictions. If we could not obtain the waivers or refinance these borrowings, we would be unable to repay the notes.

We may not have the ability to raise the funds necessary to finance the change of control offer required by the indenture governing the notes. The change of control put right might not be enforceable.

Upon the occurrence of a change of control as defined in the indenture governing the notes, we must offer to buy back the notes at a price equal to 101% of the principal amount, together with accrued and unpaid interest,

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if any, to the date of the repurchase. Our failure to purchase, or give notice of purchase of, the notes offered hereby would be a default under the indenture governing the notes, which could also trigger a cross-default under our other outstanding indebtedness.

A change of control could also trigger a default under the 2014 Credit Facility or other indebtedness existing or incurred in the future. In order to satisfy our obligations, we could seek to refinance the indebtedness under the 2014 Credit Facility, other debt agreements or the indenture or obtain a waiver from the lenders of the 2014 Credit Facility or other indebtedness or you as a holder of the notes. We cannot assure you that we would be able to obtain a waiver or refinance our indebtedness on terms acceptable to us, if at all.

In addition, the change of control provisions in the indenture may not protect you from certain important corporate events, such as a leveraged recapitalization (which would increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the notes), reorganization, restructuring, merger, or other similar transaction. Such a transaction may not involve a change in voting power or beneficial ownership or, even if it does, may not involve a change of control as defined in the indenture that would trigger our obligation to repurchase the notes. If an event occurs that does not constitute a change of control as defined in the indenture, we will not be required to make an offer to repurchase the notes and you may be required to continue to hold your notes despite the event. See Description of the New Notes Repurchase at the Option of Holders Change of Control.

In addition, the change of control put right may not be enforceable. In a recent decision, the Chancery Court of Delaware raised the possibility that a change of control put right occurring as a result of a failure to have continuing directors comprising a majority of a board of directors may be unenforceable on public policy grounds. Therefore, in certain circumstances involving a significant change in the composition of our Board of Directors, holders of the notes may not be entitled to a change of control put right. See Description of the New Notes Repurchase at the Option of Holders Change of Control.

Holders of notes may not be able to determine when a change of control giving rise to their right to have the notes repurchased by us has occurred following a sale of substantially all of our assets.

A change of control, as defined below under Description of the New Notes Certain Definitions, will require us to make an offer to repurchase all outstanding notes. The definition of change of control includes a phrase relating to the sale, assignment, conveyance, transfer, lease or other disposition of all or substantially all of our assets. There is no precise established definition of the phrase substantially all under applicable law. Accordingly, the ability of a holder of notes to require us to repurchase its notes as a result of a sale, assignment, conveyance, transfer, lease or other disposition of less than all our assets to another individual, group or entity may be uncertain.

Federal and state statutes allow courts, under specific circumstances, to void guarantees and require noteholders to return payments received from guarantors.

We will incur substantial indebtedness under the notes. Our incurrence of indebtedness under the notes and the incurrence by some of our subsidiaries of indebtedness under their guarantees may be subject to review under federal and state fraudulent conveyance laws (and applicable equivalent foreign law concepts) if a bankruptcy, reorganization or rehabilitation case or lawsuit (including circumstances in which bankruptcy is not involved) were commenced by, or on behalf of, our unpaid creditors or unpaid creditors of our guarantors at some future date. Federal and state statutes may allow courts, under specific circumstances to void the notes and the guarantees and require noteholders to return payments received from us or the guarantors.

Under the federal bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee could be voided, or claims in respect of a guarantee could be subordinated to all other debts of that guarantor, if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

received less than reasonably equivalent value or fair consideration for the incurrence of such guarantee; and

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was insolvent or rendered insolvent by reason of such incurrence; or

was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital; or

intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature. In addition, any payment by that guarantor pursuant to its guarantee could be voided and required to be returned to the guarantor or to a fund for the benefit of the creditors of the guarantor.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets; or

if the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, we believe that each guarantor, after giving effect to the guarantee of the notes, will not be insolvent, will not have unreasonably small capital for the business in which it is engaged and will not have incurred debts beyond its ability to pay such debts as they mature. We cannot assure you, however, as to what standard a court would apply in making these determinations or that a court would agree with our conclusions in this regard.

Our credit ratings may not reflect all risks of your investment in the notes.

The credit ratings assigned to the notes are limited in scope and do not address all material risks relating to an investment in the notes but rather reflect only the view of each rating agency at the time the rating is issued. The credit rating agencies also evaluate our industry and may change their credit rating for us based on their overall view of our industry. There can be no assurance that the credit ratings assigned to the notes will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn entirely by the applicable rating agency if, in such rating agency's judgment, circumstances so warrant. Credit ratings are not a recommendation to buy, sell or hold any security. Each agency's rating should be evaluated independently of any other agency's rating. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the notes and increase our corporate borrowing costs.

The interests of our stockholders may be different than yours.

The interests of our stockholders could conflict with yours. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, the interests of the stockholders might conflict with your interests as a holder

of the notes. The stockholders might also have an interest in pursuing transactions that, in their judgment, could enhance their equity investments, even though such transactions might involve risks to you as a holder of the notes. In addition, the stockholders could cause us to make acquisitions that increase the amount of our indebtedness or sell assets, either of which may impair our ability to make payments under the notes.

An increase in interest rates could result in a decrease in the relative value of the notes.

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value because the premium, if any, over market interest rates will decline. Consequently, as market interest rates increase, the market value of your notes may decline. We cannot predict future levels of market interest rates.

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We may choose to repurchase or redeem a portion of the notes when prevailing interest rates are relatively low, including in open market purchases.

We may seek to repurchase or redeem a portion of the notes from time to time, especially when prevailing interest rates are lower than the rate borne by such notes. If prevailing rates are lower at the time of redemption, you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on such notes being redeemed. Our redemption right also may adversely impact your ability to sell such notes.

We may also from time to time repurchase the notes in the open market, privately negotiated transactions, tender offers or otherwise. Any such repurchases or redemptions and the timing and amount thereof would depend on prevailing market conditions, liquidity requirements, contractual restrictions and other factors. Such transactions could impact the market for such notes and negatively affect our liquidity.

Table of Contents**USE OF PROCEEDS**

The exchange offer is intended to satisfy our obligations under the registration rights agreement we entered into in connection with the private offering of the old notes. We will not receive any cash proceeds from the issuance of the new notes in the exchange offer. In consideration for issuing the new notes as contemplated in this prospectus, we will receive, in exchange, an equal principal amount of outstanding old notes. We will cancel all old notes properly surrendered in exchange for the new notes in the exchange offer. As a result, the issuance of the new notes will not result in any increase or decrease in our outstanding indebtedness.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratios of earnings to fixed charges for the five fiscal years ended December 31, 2013 and the three months ended March 31, 2014 are set forth below(1).

| | Three Months Ended | | Year Ended December 31, | | | | | |
|---------------------------------------|---------------------------|------------------|--------------------------------|------------------|------------------|------------------|------------------|------------------|
| | March 31, | | | | | | | |
| | Pro forma | Pro forma | Pro forma | Pro forma | Pro forma | Pro forma | Pro forma | Pro forma |
| | 2014 | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| Ratio of earnings to fixed charges(1) | 2.5x(2) | 2.9x | 4.0x(2) | 8.1x | 10.4x | 12.5x | 10.9 | 9.5x |

- (1) For purposes of computing these ratios, earnings represent income from continuing operations before income taxes plus fixed charges and amortization of capitalized interest, less capitalized interest. Fixed charges consist of interest expense, including capitalized interest, amortization of capitalized interest and one-third (the portion deemed representative of the interest factor) of rental expense on operating leases.
- (2) Because the net proceeds of the offering of the old notes were used to repay indebtedness and because the interest on the old notes is higher than the interest on the repaid indebtedness, our ratio of earnings to fixed charges changed by 10% or more.

Table of Contents**SELECTED FINANCIAL AND OTHER DATA**

The following table sets forth selected consolidated financial information and other data as of and for each of the three months ended March 31, 2014 and March 31, 2013 and as of and for each of the years in the five-year period ended December 31, 2013. The selected consolidated income statement data and statement of cash flows data for the years ended December 31, 2013, 2012 and 2011 and the selected consolidated balance sheet data as of December 31, 2013 and 2012 have been derived from, and are qualified by reference to, our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 and our Current Report on Form 8-K filed on June 27, 2014 and incorporated by reference in this prospectus. The selected consolidated income statement data and statement of cash flows data for the years ended December 31, 2010 and 2009 and the selected consolidated balance sheet data as of December 31, 2011, 2010 and 2009 have been derived from our consolidated financial statements that are not included or incorporated by reference in this prospectus. The selected consolidated financial information as of and for each of the three months ended March 31, 2014 and 2013 is derived from our unaudited condensed consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and our Current Report on Form 8-K filed on June 27, 2014 and incorporated by reference in this prospectus.

The unaudited consolidated financial information includes all adjustments which we consider necessary for a fair statement of our financial position and results of operations for those periods. The results for the three months ended March 31, 2014 are not necessarily indicative of the results that might be expected for the entire year ending December 31, 2014 or any other period. The consolidated financial information set forth below should be read in conjunction with our consolidated financial statements, related notes and other financial and operating information incorporated by reference in this prospectus.

| | Three Months Ended March 31, | | Year Ended December 31, | | | | |
|--------------------------------------------------|-----------------------------------------------------------------|----------------|--------------------------------|----------------|----------------|----------------|----------------|
| | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| | (in thousands, except ratios and certain operating data) | | | | | | |
| Income Statement Data: | | | | | | | |
| Revenue: | | | | | | | |
| Retail merchandise sales | \$ 98,708 | \$ 81,770 | \$ 367,187 | \$ 287,456 | \$ 236,797 | \$ 188,536 | \$ 150,942 |
| Pawn loan fees | 47,638 | 43,151 | 181,555 | 152,237 | 122,320 | 102,145 | 80,805 |
| Consumer loan and credit fees | 9,784 | 11,767 | 43,781 | 48,692 | 46,876 | 44,919 | 38,567 |
| Wholesale scrap jewelry revenue | 13,647 | 23,224 | 68,325 | 103,706 | 108,004 | 81,357 | 78,548 |
| Total revenue | 169,777 | 159,912 | 660,848 | 592,091 | 513,997 | 416,957 | 348,862 |
| Cost of revenue: | | | | | | | |
| Cost of retail merchandise sold | 60,490 | 48,039 | 221,361 | 167,144 | 142,106 | 109,149 | 87,080 |
| Consumer loan and credit services loss provision | 1,743 | 2,109 | 11,368 | 12,556 | 11,331 | 12,523 | 11,239 |
| Cost of wholesale scrap jewelry sold | 11,088 | 18,504 | 58,545 | 76,853 | 71,305 | 52,886 | 51,008 |

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| | | | | | | | |
|--------------------------------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Total cost of revenue | 73,321 | 68,652 | 291,274 | 256,553 | 224,742 | 174,558 | 149,327 |
| Net revenue | 96,456 | 91,260 | 369,574 | 335,538 | 289,255 | 242,399 | 199,535 |
| Expenses and other income: | | | | | | | |
| Store operating expenses | 48,492 | 42,805 | 181,321 | 148,879 | 126,107 | 112,398 | 94,961 |
| Administrative expenses | 13,329 | 13,092 | 49,530 | 50,211 | 45,259 | 40,195 | 33,769 |
| Depreciation and amortization | 4,272 | 3,625 | 15,361 | 12,939 | 10,944 | 10,341 | 9,862 |
| Interest expense, net | 1,355 | 572 | 3,170 | 1,272 | (142) | 294 | 698 |
| Total expenses and other income | 67,448 | 60,094 | 249,382 | 213,301 | 182,168 | 163,228 | 139,290 |
| Income from continuing operations before income tax | | | | | | | |
| | 29,008 | 31,166 | 120,192 | 122,237 | 107,087 | 79,171 | 60,245 |
| Provision for income taxes | 6,054 | 10,986 | 35,713 | 41,375 | 36,950 | 28,364 | 22,554 |
| Income from continuing operations | | | | | | | |
| | 22,954 | 20,180 | 84,479 | 80,862 | 70,137 | 50,807 | 37,691 |
| Income (loss) from discontinued operations, net of tax | | | | | | | |
| | (272) | 84 | (633) | (503) | 7,645 | 6,851 | 12,073 |
| Net income | \$ 22,682 | \$ 20,264 | \$ 83,846 | \$ 80,359 | \$ 77,782 | \$ 57,658 | \$ 49,764 |

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| | Three Months Ended March 31, | | | Year Ended December 31, | | | |
|----------------------------------------------------------|------------------------------------|------------|------------|-------------------------|------------|------------|------------|
| | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| (in thousands, except ratios and certain operating data) | | | | | | | |
| Balance Sheet Data (end of period): | | | | | | | |
| Net working capital | \$ 265,978 | \$ 199,299 | \$ 241,461 | \$ 210,280 | \$ 175,073 | \$ 170,376 | \$ 101,295 |
| Total assets | 687,189 | 505,732 | 658,973 | 506,692 | 357,096 | 342,446 | 256,285 |
| Long-term liabilities | 209,292 | 76,686 | 195,853 | 124,126 | 6,319 | 9,820 | 8,555 |
| Total liabilities | 249,853 | 110,753 | 244,614 | 155,276 | 41,724 | 44,442 | 43,846 |
| Stockholders equity | 437,336 | 394,979 | 414,359 | 352,416 | 315,372 | 298,004 | 212,439 |
| Statement of Cash Flows Data: | | | | | | | |
| Net cash flows provided by (used in): | | | | | | | |
| Operating activities | \$ 25,594 | \$ 25,194 | \$ 106,718 | \$ 88,792 | \$ 80,375 | \$ 73,645 | \$ 85,213 |
| Investing activities | (4,790) | (3,036) | (140,726) | (159,904) | (22,104) | (47,696) | (17,633) |
| Financing activities | 3,739 | (35,652) | 54,644 | 49,525 | (52,593) | 13,649 | (71,322) |
| Other Financial Data(1): | | | | | | | |
| EBITDA from continuing operations | | | | | | | |
| operations | \$ 34,635 | \$ 35,363 | \$ 138,723 | \$ 136,448 | \$ 117,889 | \$ 89,806 | \$ 70,805 |
| Free cash flow | 37,041 | 33,034 | 79,635 | 49,626 | 46,193 | 31,612 | 56,873 |
| Ratio of earnings to fixed charges (end of period)(2) | 2.9x | 9.0x | 8.1x | 10.4x | 12.5x | 10.9x | 9.5x |
| Location Counts(end of period)(3): | | | | | | | |
| Pawn stores | 830 | 737 | 821 | 715 | 570 | 488 | 383 |
| Credit services/consumer loan stores | 85 | 99 | 85 | 99 | 101 | 107 | 146 |
| | 915 | 836 | 906 | 814 | 671 | 595 | 529 |

- (1) We use certain financial calculations such as EBITDA from continuing operations and free cash flow as factors in the measurement and evaluation of our operating performance and period-over-period growth. We derive these financial calculations on the basis of methodologies other than generally accepted accounting principles in the U.S. (GAAP), primarily by excluding from a comparable GAAP measure certain items we do not consider to be representative of our actual operating performance. These financial calculations are non-GAAP financial measures as defined in SEC rules. We use these financial calculations in operating our business because we believe they are less susceptible to variances in actual operating performance that can result from the excluded items and other infrequent charges. We present these financial measures to investors because we believe they are useful to investors in evaluating the primary factors that drive our operating performance and because we believe they provide greater transparency into our results of operations. However, items that are excluded and other adjustments and assumptions that are made in calculating EBITDA from continuing operations and free cash flow are significant components in understanding and assessing our financial performance. These non-GAAP financial

measures should be evaluated in conjunction with, and are not a substitute for, our GAAP financial measures. Further, because these non-GAAP financial measures are not determined in accordance with GAAP and are thus susceptible to varying calculations, EBITDA from continuing operations and free cash flow as presented may not be comparable to other similarly titled measures of other companies.

Table of Contents*Earnings from Continuing Operations Before Interest, Taxes, Depreciation and Amortization*

We define EBITDA from continuing operations as net income (loss) before income (loss) from discontinued operations net of tax, incomes taxes, depreciation and amortization, interest expense and interest income. EBITDA from continuing operations is commonly used by investors to assess a company's leverage capacity, liquidity and financial performance. However, EBITDA from continuing operations has limitations as an analytical tool and should not be considered in isolation or as a substitute for net income (loss) or other statement of income data prepared in accordance with GAAP. The following table provides a reconciliation of net income to EBITDA from continuing operations (unaudited, in thousands):

| | Trailing Twelve Months | | Year Ended December 31, | | | | |
|-------------------------------------------------------------------------------------------|-------------------------------|-------------|--------------------------------|-------------|-------------|-------------|-------------|
| | Ended March 31, 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| Net income | \$ 86,264 | \$ 83,111 | \$ 83,846 | \$ 80,359 | \$ 77,782 | \$ 57,658 | \$ 49,764 |
| Loss (gain) from discontinued operations, net of tax | 989 | 556 | 633 | 503 | (7,645) | (6,851) | (12,073) |
| Income from continuing operations | 87,253 | 83,667 | 84,479 | 80,862 | 70,137 | 50,807 | 37,691 |
| Adjustments: | | | | | | | |
| Income taxes | 30,781 | 43,211 | 35,713 | 41,375 | 36,950 | 28,364 | 22,554 |
| Depreciation and amortization | 16,008 | 13,544 | 15,361 | 12,939 | 10,944 | 10,341 | 9,862 |
| Interest expense | 4,209 | 2,130 | 3,492 | 1,488 | 135 | 391 | 765 |
| Interest income | (256) | (282) | (322) | (216) | (277) | (97) | (67) |
| Earnings from continuing operations before interest, taxes, depreciation and amortization | \$ 137,995 | \$ 142,270 | \$ 138,723 | \$ 136,448 | \$ 117,889 | \$ 89,806 | \$ 70,805 |

Table of Contents*Free Cash Flow*

For purposes of our internal liquidity assessments, we consider free cash flow, which is defined as cash flow from the operating activities of continuing and discontinued operations reduced by purchases of property and equipment and net cash outflow from loan receivables. Free cash flow is commonly used by investors as a measure of cash generated by business operations that will be used to repay scheduled debt maturities and can be used to invest in future growth through new business development activities or acquisitions, repurchase stock, or repay debt obligations prior to their maturities. These metrics can also be used to evaluate our ability to generate cash flow from business operations and the impact that this cash flow has on our liquidity. However, free cash flow has limitations as an analytical tool and should not be considered in isolation or as a substitute for cash flow from operating activities, including discontinued operations, or other income statement data prepared in accordance with GAAP. The following table provides a reconciliation of cash flow from operating activities to free cash flow (unaudited, in thousands):

| | Trailing Twelve Months | | Year Ended December 31, | | | | |
|------------------------------------------------------------------------|-----------------------------------|-------------|--------------------------------|-------------|-------------|-------------|-------------|
| | Ended March 31, 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| Cash flow from operating activities, including discontinued operations | \$ 107,118 | \$ 84,885 | \$ 106,718 | \$ 88,792 | \$ 80,375 | \$ 73,645 | \$ 85,213 |
| Cash flow from investing activities: | | | | | | | |
| Loan receivables | 2,226 | (12,357) | (411) | (17,325) | (5,208) | (23,648) | (12,964) |
| Purchases of property and equipment | (27,642) | (22,319) | (26,672) | (21,841) | (28,974) | (18,385) | (15,376) |
| Free cash flow | \$ 81,702 | \$ 50,209 | \$ 79,635 | \$ 49,626 | \$ 46,193 | \$ 31,612 | \$ 56,873 |

- (2) The pro forma ratios of earnings to fixed charges for the three months ended March 31, 2014 and the year ended December 31, 2013 were 2.5x and 4.0x, respectively.
- (3) Includes locations where consumer loans are provided through our credit services organization program and excludes check cashing and consumer loan kiosks of a discontinued joint venture.

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THE EXCHANGE OFFER

Terms of the Exchange Offer; Period for Tendering Old Notes

Subject to terms and conditions detailed in this prospectus, we will accept for exchange old notes which are properly tendered on or prior to the expiration date and not withdrawn as permitted below. As used herein, the term "expiration date" means 5:00 p.m., New York City time, on Friday, September 5, 2014. We may, however, in our sole discretion, extend the period of time during which any exchange offer is open. The term "expiration date" means the latest time and date to which such exchange offer is extended.

As of the date of this prospectus, \$200.0 million aggregate principal amount of old notes are outstanding.

We expressly reserve the right, at any time, to extend the period of time during which the exchange offer is open, and to delay acceptance for exchange of any old notes, by giving oral or written notice of such extension to the holders thereof as described below. During any such extension, all old notes previously tendered will remain subject to that exchange offer and may be accepted for exchange by us. Any old notes not accepted for exchange for any reason will be returned without