SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q

(MARK ONE)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

FOR THE TRANSITION PERIOD FROM ______________ TO _____________

COMMISSION FILE NUMBER 000-19424

EZCORP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	74-2540145
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION	(IRS EMPLOYER IDENTIFICATION NO.)

1901 CAPITAL PARKWAY
AUSTIN, TEXAS 78746
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)
(ZIP CODE)

(512) 314-3400
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

NA
(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

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, 100% of which is owned by one record holder who is an affiliate of the registrant. There is no trading market for the Class B Voting Common Stock.

As of June 30, 2004, 11,171,168 shares of the registrant's Class A Non-voting Common Stock, par value $.01 per share and 1,190,057 shares of the registrant's Class B Voting Common Stock, par value $.01 per share were outstanding.

EZCORP, INC.
INDEX TO FORM 10-Q

PART I

ITEM 1. FINANCIAL STATEMENTS

Condensed Consolidated Balance Sheets

	June 30, 2004	June 30, 2003	September 30, 2003
	(In thousands)		
	(Unaudited)		
Assets:			
Current assets:			
Cash and cash equivalents	$ 1,692	$ 248	$ 2,496
Pawn loans	51,101	48,149	47,955
Payday loans	6,720	3,116	3,630
Pawn service charges receivable, net	8,557	8,806	8,990
Payday loan service charges receivable, net	1,336	611	735
Inventory, net	30,997	28,853	29,755
Deferred tax asset	8,163	6,418	8,163
Federal income tax receivable	253	683	328
Prepaid expenses and other assets	2,287	2,209	1,726
Total current assets	111,106	99,093	103,778
Investment in unconsolidated affiliates	15,734	15,113	14,700
Property and equipment, net	25,222	27,141	25,369
Note receivable from related party	1,500	1,500	1,500
Deferred tax asset, non-current	4,391	1,948	4,391
Other assets, net	4,102	3,848	3,952
Total assets	$ 162,055	$ 148,643	$ 153,690
Liabilities and stockholders' equity:			
Current liabilities:			
Accounts payable and other accrued expenses	$ 11,465	$ 9,186	$ 11,101
Customer layaway deposits	1,554	1,471	1,792
Total current liabilities	13,019	10,657	12,893
Long-term debt, less current maturities	31,200	33,000	31,000
Deferred gains and other long-term liabilities	4,048	4,408	4,319
Total long-term liabilities	35,248	37,408	35,319
Commitments and contingencies	-	-	-
Stockholders' equity:			
Preferred Stock, par value $.01 per share; Authorized 5,000,000 shares; none issued and outstanding	-	-	-
Class A Non-Voting Common Stock, par value $.01 per share; Authorized 40,000,000 shares; 11,180,201 issued and 11,171,168 outstanding at June 30, 2004; 11,006,864 issued and 10,997,831 outstanding at June 30, 2003 and September 30, 2003	112	110	110
Class B Voting Common Stock, convertible, par value $.01 per share; Authorized 1,198,990 shares; 1,190,057 issued and outstanding	12	12	12
Additional paid-in capital	116,680	114,796	115,580
Accumulated deficit	(2,911)	(13,724)	(9,161)
Less deferred compensation expense	(978)	-	(784)
	112,915	101,194	105,757
Treasury stock, at cost (9,033 shares)	(35)	(35)	(35)
Receivable from stockholder	-	(729)	(729)
Accumulated other comprehensive income	908	148	485
Total stockholders' equity	113,788	100,578	105,478
Total liabilities and stockholders' equity	$ 162,055	$ 148,643	$ 153,690

See Notes to Condensed Consolidated Financial Statements (unaudited).

Condensed Consolidated Statements of Operations (Unaudited)

	Three Months Ended June 30, 2004	Three Months Ended June 30, 2003	Nine Months Ended June 30, 2004	Nine Months Ended June 30, 2003
	(In thousands, except per share amounts)			
Revenues:				
Sales	$ 30,782	$ 30,012	$ 102,711	$ 99,980
Pawn service charges	13,835	13,619	43,875	43,576
Payday loan service charges	6,191	3,047	16,124	8,798
Other	333	225	1,034	770
Total revenues	51,141	46,903	163,744	153,124
Cost of goods sold	19,340	19,714	61,130	63,708
Net revenues	31,801	27,189	102,614	89,416
Operating expenses:				
Operations	21,830	19,700	64,382	60,495
Bad debt and other payday loan direct expenses	2,832	1,111	5,957	3,175
Administrative	4,614	4,021	16,854	12,711
Depreciation and amortization	1,858	2,179	5,638	6,636
Total operating expenses	31,134	27,011	92,831	83,017
Operating income	667	178	9,783	6,399
Interest expense, net	332	403	1,153	1,534
Equity in net income of unconsolidated affiliate	(430)	(333)	(1,291)	(1,062)
Loss on sale of assets	-	27	-	26
Income before income taxes and cumulative effect of adopting a new accounting principle	765	81	9,921	5,901
Income tax expense	512	28	3,671	2,065
Income before cumulative effect of adopting a new accounting principle	253	53	6,250	3,836
Cumulative effect of adopting a new accounting principle, net of tax	-	-	-	(8,037)
Net income (loss)	$ 253	$ 53	$ 6,250	$ (4,201)
Income (loss) per common share - basic:				
Income before cumulative effect of adopting a new accounting principle	$ 0.02	$ -	$ 0.51	$ 0.31
Cumulative effect of adopting a new accounting principle, net of tax	-	-	-	(0.65)
Net income (loss)	$ 0.02	$ -	$ 0.51	$ (0.34)
Income (loss) per common share - assuming dilution:				
Income before cumulative effect of adopting a new accounting principle	$ 0.02	$ -	$ 0.48	$ 0.31
Cumulative effect of adopting a new accounting principle, net of tax	-	-	-	(0.65)
Net income (loss)	$ 0.02	$ -	$ 0.48	$ (0.34)
Weighted average shares outstanding:				
Basic	12,275	12,188	12,221	12,178
Assuming dilution	13,221	12,528	13,138	12,474

See Notes to Interim Condensed Consolidated Financial Statements (unaudited).

Condensed Consolidated Statements of Cash Flows (Unaudited)

	Nine Months Ended June 30, 2004	Nine Months Ended June 30, 2003
	(In thousands)	
Operating Activities:		
Net income (loss)	$ 6,250	$ (4,201)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Cumulative effect of adopting a new accounting principle	-	8,037
Depreciation and amortization	5,638	6,636
Deferred taxes	-	(3,139)
Net loss on sale or disposal of assets	-	26
Impairment of receivable from stockholder	729	-
Deferred compensation expense	392	3
Income from investment in unconsolidated affiliate	(1,291)	(1,062)
Changes in operating assets and liabilities:		
Service charges receivable, net	(168)	(113)
Inventory	(1,242)	3,244
Notes receivable from related parties	-	22
Prepaid expenses, other current assets, and other assets, net	(364)	2,447
Accounts payable and accrued expenses	432	(2,399)
Customer layaway deposits	(238)	(695)
Deferred gains and other long-term liabilities	(271)	(274)
Federal income taxes	75	(324)
Net cash provided by operating activities	9,942	8,208
Investing Activities:		
Pawn loans forfeited and transferred to inventory	53,410	53,210
Pawn loans made, including loans renewed	(144,063)	(137,755)
Pawn loans repaid or renewed	87,507	85,644
Net (increase) decrease in pawn loans	(3,146)	1,099
Net increase in payday loans	(3,090)	(790)
Additions to property and equipment	(5,431)	(1,946)
Dividends from unconsolidated affiliate	681	523
Proceeds from sale of assets	-	907
Net cash used in investing activities	(10,986)	(207)
Financing Activities:		
Proceeds from exercise of stock options	446	-
Debt issuance costs	(406)	-
Net borrowings (payments) on bank borrowings	200	(9,245)
Net cash provided by (used in) financing activities	240	(9,245)
Change in cash and equivalents	(804)	(1,244)
Cash and equivalents at beginning of period	2,496	1,492
Cash and equivalents at end of period	$ 1,692	$ 248
Non-cash Investing and Financing Activities:		
Foreign currency translation adjustment	$ 423	$ 168
Deferred gain on sale-leaseback	$ -	$ 506
Issuance of common stock to 401(k) plan	$ 70	$ 63

See Notes to Interim Condensed Consolidated Financial Statements (unaudited).

NOTE A: BASIS OF PRESENTATION

The accompanying unaudited 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. In the opinion of management, all adjustments (consisting of normal recurring entries) considered necessary for a fair presentation have been included. The accompanying financial statements should be read with the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2003 ("Fiscal 2003"). The balance sheet at September 30, 2003 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.

The Company's business is subject to seasonal variations, and operating results for the three-month and nine-month periods ended June 30, 2004 are not necessarily indicative of the results of operations for the full fiscal year.

NOTE B: SIGNIFICANT ACCOUNTING POLICIES

PAWN LOAN REVENUE RECOGNITION: Pawn service charges are recorded using the interest method for all pawn loans the Company deems to be collectible. The Company bases its estimate of collectible loans on several factors, including recent redemption rates, historical trends in redemption rates, and the amount of loans due in the following three months. Unexpected variations in any of these factors could increase or decrease the Company's estimate of collectible loans, affecting the Company's earnings and financial condition.

PAYDAY LOAN REVENUE RECOGNITION: Payday loans and related service charges reported in the Company's consolidated financial statements reflect only the Company's participation interest in these loans. The Company accrues service charges on the percentage of loans the Company deems to be collectible using the interest method. Accrued service charges related to defaulted loans are deducted from service charge revenue upon loan default, and increase service charge revenue upon subsequent collection.

The Company considers a loan defaulted if the loan has not been repaid or refinanced by the maturity date. Although defaulted loans may be collected later, the Company charges defaulted loan principal to bad debt upon default, leaving only active loans in the reported balance. Subsequent collections of principal are recorded as a reduction of bad debt at the time of collection. The Company's payday loan net defaults, included in bad debt and other payday loan direct expenses, were $2.3 million and $5.0 million, representing 6.6% and 5.6% of loans made for the three-month and nine-month periods ended June 30, 2004 (the "Fiscal 2004 Third Quarter" and the "Fiscal 2004 Year-to-Date Period," respectively). In the comparable 2003 periods (the "Fiscal 2003 Third Quarter" and the "Fiscal 2003 Year-to-Date Period," respectively), payday loan net defaults were $0.8 million and $2.3 million, representing 4.8% and 4.7%, respectively, of loans made.

ALLOWANCE FOR LOSSES ON PAYDAY LOANS: The Company also provides an allowance for losses on active payday loans and related service charges receivable. Changes in the principal valuation allowance are charged to bad debt expense in the Company's statement of operations. Changes in the service charge receivable valuation allowance are charged to payday loan service charge revenue.

INVENTORY: If a pawn loan is not repaid, the forfeited collateral (inventory) is recorded at cost (pawn loan principal). The Company does not record loan loss allowances or charge-offs on the principal portion of pawn loans. In order to state inventory at the lower of cost (specific identification) or market (net realizable value), the Company provides an allowance for shrinkage and excess, obsolete, or slow-moving inventory. The allowance is based on the type and age of merchandise as well as recent sales trends and margins. At June 30, 2004, June 30, 2003, and September 30, 2003, the valuation allowance deducted from the carrying value of inventory was $1.7 million, $2.5

million, and $1.8 million (5.1%, 7.9%, and 5.8% of gross inventory), respectively. Changes in the inventory valuation allowance are recorded as cost of goods sold.

VALUATION OF TANGIBLE LONG-LIVED ASSETS: The Company assesses the impairment of tangible long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors which could trigger an impairment review include the following: significant underperformance relative to historical or projected future cash flows; significant changes in the manner of use of the assets or the strategy for the overall business; and significant negative industry trends. When management determines that the carrying value of tangible long-lived assets may not be recoverable, impairment is measured based on the excess of the assets' carrying value over the estimated fair value. No impairment of tangible long-lived assets has been recognized in the Fiscal 2004 or 2003 Year-to-Date Periods.

INCOME TAXES: The provision for federal income taxes has been calculated based on the Company's estimate of its effective tax rate for the full fiscal year. At June 30, 2004, the Company increased its estimate of the effective tax rate for its fiscal year ending September 30, 2004 from 34.5% to 37.0%, as more fully discussed in Note J, "Income Taxes." As part of the process of preparing the consolidated financial statements, the Company is required to estimate income taxes in each of the jurisdictions in which it operates. This process involves estimating the actual current tax liability together with assessing temporary differences in recognition of income for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in the Company's consolidated balance sheet. Management must then assess the likelihood that the deferred tax assets will be recovered from future taxable income. In the event the Company was to determine that it would not be able to realize all or part of its net deferred tax assets in the future, a valuation allowance would be charged to the income tax provision in the period such determination was made. Likewise, should the Company determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, a decrease to a valuation allowance would increase income in the period such determination was made. The Company evaluates the realizability of its deferred tax assets quarterly by assessing the need for a valuation allowance, if any. No adjustments have been made to the Company's valuation allowance in the Fiscal 2004 or 2003 Periods.

PROPERTY AND EQUIPMENT: Property and equipment is shown net of accumulated depreciation of $57.7 million, $63.6 million and $65.7 million at June 30, 2004, June 30, 2003, and September 30, 2003, respectively.

STOCK-BASED COMPENSATION: The Company accounts for its stock-based compensation plans in accordance with the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" and related interpretations ("APB 25"). Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation," as amended by SFAS No. 148, "Accounting for Stock-Based Compensation Transition and Disclosure," encourages expensing the fair value of employee stock options, but allows an entity to continue to account for stock-based compensation to employees under APB 25 with disclosures of the pro forma effect on net income had the fair value accounting provisions of SFAS No. 123 been adopted. The Company has calculated the fair value of options granted in these periods using the Black-Scholes option-pricing model and has determined the pro forma impact on net income. For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period.

The following table presents the effect on net income (loss) if the Company had applied the fair value recognition provisions of SFAS No. 123, as amended by SFAS No. 148, to stock-based compensation:

	Three Months Ended June 30		Nine Months Ended June 30	
	2004	2003	2004	2003
	(In thousands, except per share amounts)			
Net income (loss), as reported	$ 253	$ 53	$ 6,250	$ (4,201)
Add: stock-based employee compensation expense included in reported net income (loss), net of related tax effects	97	-	258	1
Deduct: total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(227)	(89)	(653)	(265)
Pro forma net income (loss)	$ 123	$(36)	$ 5,855	$ (4,465)
Earnings (loss) per share, basic:				
As reported	$ 0.02	$ -	$ 0.51	$ (0.34)
Pro forma	$ 0.01	$ -	$ 0.48	$ (0.37)
Earnings (loss) per share, assuming dilution:				
As reported	$ 0.02	$ -	$ 0.48	$ (0.34)
Pro forma	$ 0.01	$ -	$ 0.45	$ (0.36)

See Note H, "Common Stock, Warrants, and Options."

Certain prior year balances have been reclassified to conform to the Fiscal 2004 presentation.

NOTE C: EARNINGS (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2004	2003	2004	2003
	(In thousands, except per share amounts)			
Numerator				
Income before cumulative effect of adopting a new accounting principle	$ 253	$ 53	$ 6,250	$ 3,836
Cumulative effect of adopting a new accounting principle, net of tax	-	-	-	(8,037)
Net income (loss)	253	53	$ 6,250	$ (4,201)
Denominator				
Denominator for basic earnings per share: weighted average shares	12,275	12,188	12,221	12,178
Effect of dilutive securities:				
Options and warrants	866	340	860	296
Restricted common stock grants	80	-	57	-
Dilutive potential common shares	946	340	917	296
Denominator for diluted earnings per share: adjusted weighted average shares and assumed conversions	13,221	12,528	13,138	12,474
Basic earnings (loss) per share	$ 0.02	$ 0.00	$ 0.51	$ (0.34)
Diluted earnings (loss) per share	$ 0.02	$ 0.00	$ 0.48	$ (0.34)

The following table presents the weighted average shares subject to options outstanding during the periods indicated. Anti-dilutive options, warrants and restricted stock grants have been excluded from the computation of diluted earnings per share because the exercise price was greater than the average market price of the common shares and, therefore, the effect would be anti-dilutive.

	Three Months Ended June 30		Nine Months Ended June 30	
	2004	2003	2004	2003
Total options outstanding				
Weighted average shares subject to options	2,362,426	1,972,915	2,299,275	2,002,651
Average exercise price per share	$ 6.86	$ 6.12	$ 6.53	$ 6.14
Anti-dilutive options outstanding				
Weighted average shares subject to options	320,982	886,516	1,018,901	911,643
Average exercise price per share	$ 13.42	$ 10.74	$ 11.01	$ 10.70

During the nine months ended June 30, 2004, there were 37,007 weighted average shares of restricted stock outstanding that were anti-dilutive.

NOTE D: INVESTMENT IN UNCONSOLIDATED AFFILIATE

The Company owns 13,276,666 common shares of Albemarle & Bond Holdings, plc ("A&B"), approximately 29% of A&B's total outstanding shares. The Company accounts for its investment in A&B using the equity method. Since A&B's fiscal year ends three months prior to the Company's fiscal year, the income reported by the Company for its investment in A&B is on a three-month lag. In accordance with U.K. securities regulations, A&B files only semi-annual financial reports, for its fiscal periods ending December 31 and June 30. The Company estimates A&B's results of operations for the March 31 quarter for its financial statements. The income reported for the Company's Fiscal 2004 Year-to-Date Period represents its percentage interest in the results of A&B's operations from July 1, 2003 to March 31, 2004, as estimated.

Conversion of A&B's financial statements into US Generally Accepted Accounting Principles ("GAAP") resulted in no material differences from those reported by A&B following UK GAAP. Below is summarized financial information for A&B's most recently reported results (in thousands of U.S. dollars, using average exchange rates for the periods indicated):

	Six Months ended December 31,	
	2003	2002
Turnover (gross revenues)	$ 19,726	$ 16,655
Gross profit	13,164	11,047
Profit after tax (net income)	2,977	2,464

NOTE E: CONTINGENCIES

As previously announced on a Form 8-K filed on May 21, 2004 with the Securities and Exchange Commission, the Company received a subpoena on May 14, 2004 from the Securities and Exchange Commission relating to an investigation of certain jewelry companies. The subpoena requested the Company's documents concerning Morgan Schiff & Co., Inc. The Company believes it has responded fully to the subpoena. Since completing its response to the subpoena, the Company has received no further communication from the Securities and Exchange Commission regarding this matter.

From time to time, the Company is involved in litigation and regulatory actions arising from its normal business operations. Currently, the Company is a named party in several actions, some of which involve claims for substantial amounts. While the ultimate outcome of these actions cannot be determined, after consultation with counsel, the Company believes the resolution of these actions will not have a material adverse effect on the

Company's financial condition, results of operations, or liquidity. However, there can be no assurance as to the ultimate outcome of these actions.

NOTE F: COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss) includes net income (loss) and other revenues, expenses, gains and losses that are excluded from net income (loss) but are included as a component of total stockholders' equity. Comprehensive income for the Fiscal 2004 Third Quarter was $0.4 million and comprehensive income for the Fiscal 2004 Year-to-Date Period was $6.7 million. For the comparable 2003 periods, comprehensive loss was $0.1 million and comprehensive loss was $4.0 million, respectively. The difference between comprehensive income (loss) and net income (loss) results primarily from the effect of foreign currency translation adjustments determined in accordance with SFAS No. 52, "Foreign Currency Translation." The accumulated balance of foreign currency activity excluded from net income (loss) of $1.4 million is presented, net of tax of $0.5 million, in the Condensed Consolidated Balance Sheets as "Accumulated other comprehensive income."

NOTE G: LONG-TERM DEBT

At June 30, 2004, the Company's credit agreement provided for a $40.0 million revolving credit facility with an effective rate of 4.0% and a maturity date of April 1, 2007. Advances are secured by the Company's assets. The Company may choose either a Eurodollar rate or the agent bank's base rate. Interest accrues at the Eurodollar rate plus 150 to 275 basis points or the agent bank's base rate plus 0 to 125 basis points, depending on the leverage ratio computed at the end of each quarter. The Company also pays a commitment fee of 37.5 basis points on the unused amount of the revolving facility. Terms of the agreement require, among other things, that the Company meet certain financial covenants. Payment of dividends and additional debt are allowed but restricted.

NOTE H: COMMON STOCK, WARRANTS, AND OPTIONS

The Company accounts for its stock-based compensation plans as described in Note B, "Significant Accounting Policies."

On September 17, 2003, the Compensation Committee of the Board of Directors approved an award of 125,000 shares of restricted stock to the Chairman of the Board. The Company also agreed to reimburse the Chairman for the income tax consequences resulting from the award. The market value of the restricted stock on the award date was $0.8 million, which is being amortized over the two-year restriction period expiring September 17, 2005. During the Fiscal 2004 Third Quarter and the Fiscal 2004 Year-to-Date Period, $0.1 million and $0.3 million, respectively, of this cost was amortized to expense. In the quarter ended December 31, 2003, the Company also reimbursed $0.8 million for the Chairman's one-time taxes related to the award. The reimbursement was charged to administrative expense.

On January 15, 2004, the Compensation Committee of the Board of Directors approved an award of 60,000 shares of restricted stock to the Company's Chief Executive Officer. The shares will vest on January 1, 2009, provided he remains continuously employed by the Company through the vesting date. The shares are subject to earlier vesting based on the occurrence of certain objectives. The Company also agreed to reimburse him for the income tax consequences resulting from the award. The market value of the restricted stock on the award date was $0.6 million, which is being amortized over a three-year period based on the Company's expectation that earlier vesting objectives will be met. During the Fiscal 2004 Third Quarter and the Fiscal 2004 Year-to-Date Period, $0.05 million and $0.1 million, respectively, of this cost was amortized to expense. The Company expects to amortize an additional $0.05 million of stock compensation cost related to this award during the remaining three months of the fiscal year ending September 30, 2004. Additionally in the quarter ended March 31, 2004, the Company reimbursed $0.3 million for the Chief Executive Officer's one-time taxes related to the award. The reimbursement was charged to administrative expense.

Stock option exercises resulted in the issuance of 162,800 shares of Class A Common Stock for total proceeds of $442,000 during the Fiscal 2004 Third Quarter and 164,600 shares of Class A Common Stock for total proceeds of $446,000 during the Fiscal 2004 Year-to-Date Period. There were no stock option exercises during fiscal year ending September 30, 2003.

The Company issued 8,737 shares of Class A Common Stock during the Fiscal 2004 Year-to-Date Period and 21,189 shares of Class A Common Stock during the Fiscal 2003 Year-to-Date Period to the Company's 401(k) Plan and Trust representing the Company's match of employees' contributions.

NOTE I: CHANGE IN ACCOUNTING PRINCIPLE - GOODWILL AND OTHER INTANGIBLE ASSETS

The Company adopted SFAS No. 142, "Goodwill and Other Intangible Assets" effective October 1, 2002. Under the provisions of SFAS No. 142, goodwill and other intangible assets having indefinite lives are not subject to amortization but are tested for impairment annually, or more frequently if events or changes in circumstances indicate that the assets might be impaired. During the quarter ended December 31, 2002, the Company, with assistance of independent valuation specialists, completed impairment tests of its goodwill and pawn licenses; its indefinite lived intangible assets. The goodwill testing estimated enterprise value based on discounted cash flows and market capitalization and indicated an implied fair value of goodwill of $0 based on the allocation of enterprise value to all of the Company's assets and liabilities. This resulted in an $8.0 million, net of tax, impairment charge for goodwill, recorded as a cumulative effect of adopting a new accounting principle. Separately, the estimated fair value of pawn licenses was compared to their carrying value, indicating no impairment.

At each balance sheet date presented, the balance of pawn licenses - the only major class of indefinite lived intangible assets at each of these dates - was $1.5 million.

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

	June 30, 2004,		June 30, 2003,		September 30, 2003,	
	Carrying Amount	Accumulated Amortization	Carrying Amount	Accumulated Amortization	Carrying Amount	Accumulated Amortization
	(In thousands)					
License application fees	$ 345	$ 187	$ 742	$ 554	$ 742	$ 561
Real estate finders' fees	554	271	554	240	554	249
Non-compete agreements	388	233	388	214	388	219
Total	$ 1,287	$ 691	$ 1,684	$ 1,008	$ 1,684	$ 1,029

Total amortization expense from definite lived intangible assets for the Fiscal 2004 Third Quarter and the Fiscal 2004 Year-to-Date Period was approximately $18,500 and $59,000, respectively. In comparison, the amortization expense for the Fiscal 2003 Third Quarter and the Fiscal 2003 Year-to-Date Period was approximately $23,000 and $68,000, respectively. The following table presents the Company's estimate of amortization expense for definite lived intangible assets for each of the five succeeding full fiscal years ending September 30 (in thousands):

Fiscal Year	Amortization Expense
2004	$ 77
2005	68
2006	67
2007	67
2008	66

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

NOTE J: INCOME TAXES

The provision for federal income taxes has been calculated based on the Company's estimate of its effective tax rate for the full fiscal year. At June 30, 2004, the Company increased its estimate of the effective tax rate for its fiscal year ending September 30, 2004 from 34.5% to 37.0%. The increase resulted primarily from the determination in the current quarter that certain executive compensation would not be deductible for federal income tax purposes in 2004 and from an increase in expected state income taxes. The increase in the effective income tax rate lowered net income in the quarter ended June 30, 2004 by $248,000, or $0.02 per share (basic and assuming dilution).

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

The discussion in this section of this report contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those discussed herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this section and those discussed elsewhere in this report.

Third Quarter Ended June 30, 2004 vs. Third Quarter Ended June 30, 2003

The following table sets forth selected, unaudited, consolidated financial data with respect to the Company for the three-month periods ended June 30, 2004 and 2003 ("Fiscal 2004 Third Quarter" and "Fiscal 2003 Third Quarter," respectively):

	Three Months Ended June 30, (a) 2004	2003	% or Point Change(b)
Net revenues:			
Sales	$ 30,782	$ 30,012	2.6%
Pawn service charges	13,835	13,619	1.6%
Payday loan service charges	6,191	3,047	103.2%
Other	333	225	48.0%
Total revenues	51,141	46,903	9.0%
Cost of goods sold	19,340	19,714	(1.9)%
Net revenues	$ 31,801	$ 27,189	17.0%
Other data:			
Gross margin	37.2%	34.3%	2.9 pts.
Average annual inventory turnover	2.6x	2.7x	(0.1)x
Average inventory per pawn location at quarter end	$ 111	$ 103	7.8%
Average pawn loan balance per pawn location at quarter end	$ 183	$ 172	6.4%
Average yield on pawn loan portfolio	119%	122%	(3) pts.
Pawn loan redemption rate	77%	78%	(1) pt.
Average payday loan balance per location offering payday loans at quarter end	$ 24.5	$ 13.6	80.1%
Payday loan net defaults	6.6%	4.8%	1.8 pts.
Expenses and income as a percentage of net revenues (%):			
Store operating	68.6	72.5	(3.9) pts.
Bad debt and other payday loan direct expenses	8.9	4.1	4.8 pts.
Administrative	14.5	14.8	(0.3) pts.
Depreciation and amortization	5.8	8.0	(2.2) pts.
Interest, net	1.0	1.5	(0.5) pts.
Income before income taxes	2.4	0.3	2.1 pts.
Net income	0.8	0.2	0.6 pts.
Stores in operation:			
Beginning of period	335	280	
New openings	30	-	
End of period	365	280	
Composition of ending stores:			
EZPAWN locations	280	280	
EZMONEY payday loan locations adjoining EZPAWNs	69	-	
EZMONEY payday loan locations - free standing	16	-	
Total stores in operation	365	280	
EZPAWN locations offering payday loans	188	228	
Total locations offering payday loans	273	228	

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a In thousands, except percentages, inventory turnover and store count.

b In comparing the period differences between dollar amounts or per store counts, a percentage change is used. In comparing the period differences between two percentages, a percentage point (pt.) change is used.

Nine Months Ended June 30, 2004 vs. Nine Months Ended June 30, 2003

The following table sets forth selected, unaudited, consolidated financial data with respect to the Company for the nine-month periods ended June 30, 2004 and 2003 ("Fiscal 2004 Year-to-Date Period" and "Fiscal 2003 Year-to-Date Period," respectively):

	Nine Months Ended June 30, (a) 2004	2003	% or Point Change(b)
Net revenues:			
Sales	$102,711	$ 99,980	2.7%
Pawn service charges	43,875	43,576	0.7%
Payday loan service charges	16,124	8,798	83.3%
Other	1,034	770	34.3%
Total revenues	163,744	153,124	6.9%
Cost of goods sold	61,130	63,708	(4.0)%
Net revenues	$102,614	$ 89,416	14.8%
Other data:			
Gross margin	40.5%	36.3%	4.2 pts.
Average annual inventory turnover	2.6x	2.7x	(0.1)x
Average inventory per pawn location at quarter end	$ 111	$ 103	7.8%
Average pawn loan balance per pawn location at quarter end	$ 183	$ 172	6.4%
Average yield on pawn loan portfolio	128%	128%	-
Pawn loan redemption rate	77%	77%	-
Average payday loan balance per location offering payday loans at quarter end	$ 24.5	$ 13.6	80.1%
Payday loan net defaults	5.6%	4.7%	0.9 pts.
Expenses and income as a percentage of net revenues (%):			
Store operating	62.7	67.7	(5.0) pts.
Bad debt and other payday loan direct expenses	5.8	3.6	2.2 pts.
Administrative	16.4	14.2	2.2 pts.
Depreciation and amortization	5.5	7.4	(1.9) pts.
Interest, net	1.1	1.7	(0.6) pts.
Income before income taxes and cumulative effect	9.7	6.6	3.1 pts.
Income before cumulative effect	6.1	4.3	1.8 pts.
Stores in operation:			
Beginning of period	284	280	
New openings	81	-	
End of period	365	280	
Composition of ending stores:			
EZPAWN locations	280	280	
EZMONEY payday loan locations adjoining EZPAWNs	69	-	
EZMONEY payday loan locations - free standing	16	-	
Total stores in operation	365	280	
EZPAWN locations offering payday loans	188	228	
Total locations offering payday loans	273	228	

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a In thousands, except percentages, inventory turnover and store count.

b In comparing the period differences between dollar amounts or per store counts, a percentage change is used. In comparing the period differences between two percentages, a percentage point (pt.) change is used.

OVERVIEW

The Company meets the short-term cash needs of the cash and credit constrained consumer by offering convenient, non-recourse loans secured by tangible personal property, commonly known as pawn loans, and short-term non-collateralized loans, often referred to as payday loans. The Company makes pawn loans in its 280 EZPAWN locations and makes payday loans in 188 of its EZPAWN locations, 85 EZMONEY Payday Loans locations ("EZMONEY stores"), and through its Austin, Texas based call center.

The Company earns pawn service charge revenue on its pawn lending activity. While allowable service charges vary by state and by amount of the loan, a majority of the Company's pawn loans are in amounts that permit pawn service charges of 20% per month or 240% per annum. The Company's average pawn loan amount has historically averaged between $70 and $75, but varies depending on the valuation of each item pawned. The allowable term of pawn loans also differs by state, but is typically 30 days with a 60-day grace period.

The Company earns payday loan service charge revenue on its payday loans. In 214 locations and its call center, the Company markets and services payday loans made by County Bank of Rehoboth Beach ("County Bank"), a federally insured Delaware bank. After origination of the loans, the Company may purchase a 90% participation in the loans made by County Bank and marketed by the Company. In 59 of its locations, the Company makes payday loans in compliance with state law. The average payday loan amount is approximately $380 and the terms are generally less than 30 days, averaging about 17 days. The service charge per $100 loaned is typically $18 for a 7 to 23-day period, but varies in certain locations.

In its 280 EZPAWNs, the Company sells merchandise acquired primarily through pawn loan forfeitures and, to a lesser extent, through purchases of customer merchandise. The realization of gross profit on sales of inventory depends primarily on the Company's initial assessment of the property's resale value. Improper assessment of the resale value of the collateral in the lending function can result in reduced marketability of the property and the realization of a lower margin.

In the Fiscal 2004 Third Quarter, the Company's net income improved to $253,000 million compared to $53,000 in the Fiscal 2003 Third Quarter. Contributing to the earnings improvement was a significant growth in the Company's payday loan balances and related earnings contribution, as well as improvements in its gross margins on merchandise sales. Partially offsetting these factors was the incremental operating costs at the 85 new EZMONEY stores and an increase in same store labor costs.

RESULTS OF OPERATIONS

Third Quarter Ended June 30, 2004 vs. Third Quarter Ended June 30, 2003

The following discussion compares the results of operations for the Fiscal 2004 Third Quarter to the Fiscal 2003 Third Quarter. The discussion should be read in conjunction with the accompanying financial statements and related notes.

The Company's Fiscal 2004 Third Quarter pawn service charge revenue increased 1.6%, or $0.2 million, from the Fiscal 2003 Third Quarter to $13.8 million. This increase was due to a $1.8 million, or 3.9% increase in average pawn loans outstanding during the quarter, offset by a three percentage point decrease in loan yields to 119% in the Fiscal 2004 Third Quarter. The yield decrease in the Fiscal 2004 Third Quarter is primarily due to the higher level of loan forfeitures during the quarter and the higher level of loan forfeitures expected in the ending pawn loan balance. Variations in the annualized loan yield are due generally to changes in the level of loan forfeitures, a mix shift between loans with different yields, and changes in statutory fees that can be charged. The Company's average balance of pawn loans outstanding during the Fiscal 2004 Third Quarter was 3.9% higher and ending pawn loans outstanding were 6.1% higher than in the Fiscal 2003 Third Quarter.

In the Fiscal 2004 Third Quarter, 94.7%, or $13.1 million, of recorded pawn service charge revenue was collected in cash, and 5.3%, or $0.7 million resulted from an increase in accrued pawn service charges receivable. In the comparable Fiscal 2003 Third Quarter, 93.8%, or $12.8 million, of recorded pawn service charge revenue was collected in cash and 6.2% or $0.8 million was due to an increase in accrued pawn service charges receivable. This pattern is consistent with the seasonal nature of the pawn lending business. The accrual of pawn service charges is dependent on the Company's estimate of collectible loans in its portfolio at the end of each quarter. Consistent with prior year treatment, the Company decreased its estimate of collectible loans at June 30, 2004 in anticipation of lower loan redemptions during the summer lending season.

Sales increased $0.8 million in the Fiscal 2004 Third Quarter compared to the Fiscal 2003 Third Quarter, to $30.8 million. The increase was due to 4.0% higher same store merchandise sales ($1.0 million), offset by a decrease in jewelry scrapping sales ($0.2 million). Below is a summary of comparable sales data:

	Quarter Ended June 30,	
	2004	2003
	(Dollars in thousands)	
Merchandise sales	$ 25,845	$ 24,863
Jewelry scrapping sales	4,937	5,149
Total sales	30,782	30,012
Gross profit on merchandise sales	$ 10,279	$ 9,421
Gross profit on jewelry scrapping sales	1,163	877
Gross margin on merchandise sales	39.8%	37.9%
Gross margin on jewelry scrapping sales	23.6%	17.0%
Overall gross margin	37.2%	34.3%

The Fiscal 2004 Third Quarter overall gross margins on sales increased 2.9 percentage points from the Fiscal 2003 Third Quarter to 37.2%. This resulted from improved margins on same store merchandise sales and the effect higher gold prices had on jewelry scrapping. Margins on merchandise sales, excluding jewelry scrapping, increased 1.9 percentage points primarily due to less discounting, offset by an increase in the inventory valuation allowance. During the Fiscal 2004 Third Quarter, the Company increased its inventory valuation allowance $0.7 million as a result of the less efficient liquidation of aged general merchandise since the beginning of the quarter and the growth in overall inventory balances. In the comparable Fiscal 2003 Third Quarter, the inventory allowance was increased $0.1 million due to liquidation levels of aged merchandise during that quarter. Changes in the inventory valuation allowance are recorded in cost of goods sold, directly impacting the Company's gross margins. Inventory shrinkage, also included in cost of goods sold, was 1.6% of merchandise sales in the Fiscal 2004 Third Quarter compared to 2.8% in the Fiscal 2003 Third Quarter.

Payday loan data are as follows:

	Quarter Ended June 30,	
	2004	2003
	(Dollars in thousands)	
Service charge revenue	$ 6,191	$ 3,047
Bad debt (included in operating expense):		
Net defaults on loans	(2,297)	(821)
Change in valuation allowance and other related costs	(262)	(36)
Net bad debt	(2,559)	(857)
Incremental operating expenses at EZMONEY stores	(1,049)	-
Other direct expenses (included in operating expense)	(273)	(254)
Collection and call center costs (included in administrative expense)	(213)	(149)
Contribution to operating income	$ 2,097	$ 1,787
Average payday loan balance outstanding during quarter	$ 5,752	$ 2,678
Payday loan balance at end of quarter	$ 6,720	$ 3,116
Average loan balance per participating location at end of quarter	$ 24.5	$ 13.6
Participating locations at end of quarter (whole numbers)	273	228
Net default rate (defaults net of collections, measured as a percent of loans made)	6.6%	4.8%

The Contribution to operating income presented above is the incremental contribution only, including the effect of incremental operating expenses at EZMONEY stores, but excluding operating costs such as labor, rent, and other overhead costs at EZPAWN locations offering payday loans.

Payday loan service charge revenue increased from the Fiscal 2003 Third Quarter with the growth in the amount of loans made during the quarter. The maturing of the product in locations offering the product for more than twelve months and a growth in the number of locations offering the loans contributed to the increase in the loan balance. In the Fiscal 2004 Third Quarter, 93.4% or $5.8 million of recorded payday loan service charge revenue was collected in cash and 6.6% or $0.4 million resulted from an increase in accrued payday loan service charges receivable. In the comparable Fiscal 2003 Third Quarter, 94.4% or $2.8 million of recorded payday loan service charge revenue was collected in cash and 5.6% or $0.2 million resulted from an increase in accrued payday loan service charges receivable. This is consistent with the seasonal pattern expected in payday lending. The Company anticipates continued growth in payday loans as it continues the expansion of additional EZMONEY stores and the product matures in its current locations.

Bad debt expense on payday loans increased to $2.6 million in the Fiscal 2004 Third Quarter from $0.9 million in the Fiscal 2003 Third Quarter. Of the total increase, $0.9 million was due to the growth in the loan portfolio, and $0.8 million resulted from an increase in the net default rate from 4.8% in the Fiscal 2003 Third Quarter to 6.6% in the Fiscal 2004 Third Quarter. While the percentage of payday loans defaulting upon maturity during the Fiscal 2004 Third Quarter approximated that in the Fiscal 2003 Third Quarter, the percentage of collections of those defaulted loans decreased significantly. The Company believes it has taken the appropriate steps to return collection rates to levels experienced in prior periods.

The Company provides for a valuation allowance on both the principal and service charges receivable for payday loans. At June 30, 2004, the valuation allowance was $0.6 million, or 7.2% of the payday loan principal and service charges receivable, compared to $0.2 million, or 5.2% of payday loan principal and service charges receivable at June 30, 2003. Due to the short-term nature of these loans, the Company uses recent net default rates and anticipated seasonal changes in the rate of defaults as the basis for its valuation allowance, rather than reserving the annual or quarterly rate. Actual loan losses could vary from those estimated due to variance in any of these factors, as well as any national or regional economic downturn.

Store operating expenses increased 10.8% ($2.1 million), to $21.8 million in the Fiscal 2004 Third Quarter, representing a 3.9 percentage point decrease when measured as a percent of net revenues. This dollar increase was due primarily to $1.0 million in incremental operating expenses at the 85 new EZMONEY stores. Also contributing to the increase was a $0.4 million (4.5%) increase in same store labor and benefits and a $0.3 million increase in robbery losses.

While administrative expenses decreased 0.3 of a percentage point when measured as a percent of net revenue, it increased 14.7% ($0.6 million) from the Fiscal 2003 Third Quarter to $4.6 million. The primary cause of this was a $0.4 million increase in legal and professional services.

Depreciation and amortization expense decreased $0.3 million in the Fiscal 2004 Third Quarter to $1.9 million. This improvement is primarily due to assets that became fully depreciated over the past year, net of additional depreciation on assets placed in service in the last twelve months.

In the Fiscal 2004 Third Quarter, interest expense decreased by $0.1 million to $0.3 million as a result of lower average debt balances and lower effective interest rates. At June 30, 2004, the Company's total debt was $31.2 million compared to $33.0 million at June 30, 2003.

The Fiscal 2004 Third Quarter income tax provision was $0.5 million (66.9% of pretax income) compared to $28,000 (35% of pretax income) for the Fiscal 2003 Third Quarter. At June 30, 2004, the Company increased its estimate of the effective tax rate for its full fiscal year ending September 30, 2004 from the previously estimated 34.5% to 37.0%. The increase resulted primarily from the determination in the current quarter that certain executive compensation would not be deductible for federal income tax purposes in 2004 and from an increase in expected state income taxes. The increase in the effective income tax rate lowered net income in the Fiscal 2004 Third Quarter by $248,000.

Operating income for the Fiscal 2004 Third Quarter increased $0.5 million from the Fiscal 2003 Third Quarter to $0.7 million. The $1.1 million higher gross profit on sales and $0.9 million greater contribution from same store payday loan operations were partially offset by a $0.6 million operating loss from EZMONEY stores opened in the last 12 months, a $0.4 million increase in same store labor costs, and $0.5 million higher administrative costs. After a $0.5 million increase in income tax expense and smaller changes in other non-operating items, net income improved to $253,000 in the Fiscal 2004 Third Quarter from $53,000 in the Fiscal 2003 Third Quarter.

Nine Months Ended June 30, 2004 vs. Nine Months Ended June 30, 2003

The following discussion compares the results of operations for the Fiscal 2004 Year-to-Date Period to the Fiscal 2003 Year-to-Date Period. The discussion should be read in conjunction with the accompanying financial statements and related notes.

The Company's Fiscal 2004 Year-to-Date Period pawn service charge revenue increased 0.7%, or $0.3 million from the Fiscal 2003 Year-to-Date Period to $43.9 million. This increase was primarily due to a slightly higher loan yield of 128% in the Fiscal 2004 Year-to-Date Period. Variations in the annualized loan yield, as seen between these periods, are due generally to changes in the level of loan forfeitures, a mix shift between loans with different yields and changes in statutory fees that can be charged. The Company's average balance of pawn loans outstanding during the Fiscal 2004 Year-to-Date Period was 0.8% higher and ending pawn loans outstanding were 6.1% higher than in the Fiscal 2003 Year-to-Date Period.

In the Fiscal 2004 Year-to-Date Period, 101.0% or $44.3 million of recorded pawn service charge revenue was collected in cash offset by a $0.4 million decrease in accrued pawn service charges receivable. In the Fiscal 2003 Year-to-Date Period, 100.0% or $43.6 million of recorded pawn service charge revenue was collected in cash. The accrual of pawn service charges is dependent on the Company's estimate of collectible loans in its portfolio at the end of each quarter. Consistent with prior year treatment, the Company decreased its estimate of collectible loans at June 30, 2004 in anticipation of lower loan redemptions during the summer lending season.

Sales increased $2.7 million in the Fiscal 2004 Year-to-Date Period compared to the Fiscal 2003 Year-to-Date Period, to $102.7 million. The increase was due to higher same store merchandise sales ($2.1 million), coupled with an increase in jewelry scrapping sales ($0.6 million). Below is a summary of comparable sales data:

	Nine Months Ended June 30,	
	2004	2003
	(Dollars in thousands)	
Merchandise sales	$ 90,095	$ 87,994
Jewelry scrapping sales	12,616	11,986
Total sales	102,711	99,980
Gross profit on merchandise sales	$ 38,088	$ 34,614
Gross profit on jewelry scrapping sales	3,493	1,658
Gross margin on merchandise sales	42.3%	39.3%
Gross margin on jewelry scrapping sales	27.7%	13.8%
Overall gross margin	40.5%	36.3%

Overall gross margins on sales in the Fiscal 2004 Year-to-Date Period increased 4.2 percentage points from the Fiscal 2003 Year-to-Date Period to 40.5%. This resulted from improved margins on same store merchandise sales and the favorable effect higher gold prices had on jewelry scrapping. Margins on merchandise sales, excluding jewelry scrapping, increased 3.0 percentage points primarily due to the more efficient liquidation of aged general merchandise and less discounting in the Fiscal 2004 Year-to-Date Period. During the Fiscal 2004 Year-to-Date Period, the inventory valuation allowance was reduced $0.2 million as a result of the improved liquidation of aged merchandise. In the comparable Fiscal 2003 Year-to-Date Period, the inventory valuation allowance was increased $0.8 million due to less efficient liquidation of aged general merchandise during that period. Changes in the inventory valuation allowance are recorded in cost of goods sold, directly impacting the Company's gross margins. Inventory shrinkage, also included in cost of goods sold, was 1.6% of merchandise sales in the Fiscal 2004 Year-to-Date Period compared to 1.9% in the Fiscal 2003 Year-to-Date Period.

Payday loan data are as follows:

	Nine Months Ended June 30,	
	2004	2003
	(Dollars in thousands)	
Service charge revenue	$16,124	$ 8,798
Bad debt (included in operating expense):		
Net defaults on loans	(5,021)	(2,304)
Change in valuation allowance and other related costs	(195)	20
Net bad debt	(5,216)	(2,284)
Incremental operating expenses at EZMONEY stores	(1,735)	-
Other direct expenses (included in operating expense)	(741)	(891)
Collection and call center costs (included in administrative expense)	(590)	(482)
Contribution to operating income	$ 7,842	$ 5,141
Average payday loan balance outstanding during period	$ 5,061	$ 2,554
Payday loan balance at end of period	$ 6,720	$ 3,116
Average loan balance per participating location at end of period	$ 24.5	$ 13.6
Participating locations at end of period (whole numbers)	273	228
Net default rate (defaults net of collections, measured as a percent of loans made)	5.6%	4.7%

The Contribution to operating income presented above is the incremental contribution only, including the effect of incremental operating expenses at EZMONEY stores, but excluding operating costs such as labor, rent, and other overhead costs at EZPAWN locations offering payday loans.

Payday loan service charge revenue and bad debt expense each increased from the Fiscal 2003 Year-to-Date Period primarily due to an increase in the amount of loans made during the period. The maturing of the product and a growth in the number of locations offering the loans contributed to the increase in the loan balance. In the Fiscal 2004 Year-to-Date Period, 96.3% or $15.5 million of recorded payday loan service charge revenue was collected in cash, and 3.7% or $0.6 million resulted from an increase in accrued payday loan service charges receivable. In the comparable Fiscal 2003 Year-to-Date Period, 98.6% or $8.7 million of recorded payday loan service charge revenue was collected in cash, and 1.4% or $0.1 million resulted from an increase in accrued payday loan service charges receivable. The Company anticipates continued growth in payday loans as it continues the expansion of additional EZMONEY stores and the product matures in its current locations.

Bad debt expense on payday loans increased to $5.2 million in the Fiscal 2004 Year-to-Date Period from $2.3 million in the Fiscal 2003 Year-to-Date Period. Of the total increase, $2.1 million was due to the growth in the loan portfolio, and $0.8 million resulted from an increase in the net default rate from 4.7% in the Fiscal 2003 Year-to-Date Period to 5.6% in the Fiscal 2004 Year-to-Date Period. While the percentage of payday loans defaulting upon maturity during the Fiscal 2004 Year-to-Date Period approximated that in the Fiscal 2003 Year-to-Date Period, the percentage of collections of those defaulted loans decreased significantly. The Company believes it has taken the appropriate steps to return collection rates to levels experienced in prior periods.

Although store operating expenses decreased 5.0 percentage points when measured as a percentage of net revenues, it increased 6.4% ($3.9 million) in dollar terms, to $64.4 million. This was due primarily to $1.7 million in incremental operating expenses at the 85 new EZMONEY stores. Also contributing to the increase was a $1.8 million (5.7%) increase in same store labor and benefits.

Administrative expenses increased 32.6% ($4.1 million) from the Fiscal 2003 Year-to-Date Period to $16.9 million, representing a 2.2 percentage point increase when measured as a percent of net revenues. The primary causes of this were a $1.0 million increase in legal and professional fees, a $0.8 million increase in accrued incentive compensation related to the Company's improved performance and $1.5 million for restricted stock awarded to the Company's Chairman and its Chief Executive Officer. Also contributing to the increase was $0.7 million related to a valuation allowance placed on a note receivable from the Company's former Chief Executive Officer.

Depreciation and amortization expense decreased $1.0 million in the Fiscal 2004 Year-to-Date Period to $5.6 million. This improvement is primarily due to assets that became fully depreciated over the past year, net of additional depreciation on assets placed in service in the last twelve months.

In the Fiscal 2004 Year-to-Date Period, interest expense decreased by $0.4 million to $1.2 million as a result of lower average debt balances and lower effective interest rates. At June 30, 2004, the Company's total debt was $31.2 million compared to $33.0 million at June 30, 2003.

The Fiscal 2004 Year-to-Date Period income tax provision was $3.7 million (37.0% of pretax income) compared to $2.1 million (35% of pretax income) for the Fiscal 2003 Year-to-Date Period. At June 30, 2004, the Company increased its estimate of the effective tax rate for its full fiscal year ending September 30, 2004 from the previously estimated 34.5% to 37.0%. The increase resulted primarily from the determination in the current quarter that certain executive compensation would not be deductible for federal income tax purposes in 2004 and from an increase in expected state income taxes. The increase in the effective income tax rate lowered net income in the Fiscal 2004 Year-to-Date Period by $248,000.

On October 1, 2002, the Company adopted SFAS No. 142 regarding goodwill and other intangible assets. During the Fiscal 2003 Year-to-Date Period, the Company completed its transitional impairment tests, resulting in a non-cash $8.0 million, net of tax impairment charge for goodwill, recorded as a cumulative effect of adopting a new accounting principle.

Operating income for the Fiscal 2004 Year-to-Date Period increased $3.4 million from the Fiscal 2003 Year-to-Date Period to $9.8 million. This increase was primarily due to a $5.3 million increase in gross profit on sales and a $3.5 million greater contribution from same store payday loan operations. Somewhat offsetting these factors were a $4.1 million increase in labor and incentive compensation, a $1.0 million increase in professional fees, and a $0.8 million operating loss at EZMONEY stores opened in the last 12 months. After a $1.6 million increase in income tax expense and smaller changes in other non-operating items, income before the cumulative effect of adopting a new accounting principle improved 62.9% to $6.3 million in the Fiscal 2004 Year-to-Date Period from $3.8 million in the Fiscal 2003 Year-to-Date Period. The Company's net income for the Fiscal 2004 Year-to-Date Period was $6.3 million, compared to a net loss of $4.2 million after the cumulative effect of adopting a new accounting principle in the Fiscal 2003 Year-to-Date Period.

LIQUIDITY AND CAPITAL RESOURCES

During the Fiscal 2004 Year-to-Date Period, operating activities provided $9.9 million compared to $8.2 million in the Fiscal 2003 Year-to-Date Period. Payday loan service charges collected increased $6.8 million in the Fiscal 2004 Year-to-Date Period due primarily to the growth in the underlying loan portfolio, cash from sales of inventory increased $3.5 million in the Fiscal 2004 Year-to-Date Period compared to the Fiscal 2003 Year-to-Date Period, and pawn service charges collected in cash increased $0.7 million. Offsetting these improvements in cash flows were an increase of $4.2 million of labor, benefits, and incentive compensation paid to employees, the payment of $1.1 million in payroll taxes related to the restricted stock awards discussed above and $0.7 million paid to settle previously accrued workers' compensation claims. Among other smaller changes, the Company also used $1.5 million more in the Fiscal 2004 Year-to-Date Period for the direct purchase of customers' merchandise, and $1.2 million more was paid in income taxes during the Fiscal 2004 Year-to-Date Period.

The Company's financing activities provided $0.2 million of cash during the Fiscal 2004 Year-to-Date Period, comprised of $0.4 million proceeds from the exercise of employee stock options and $0.2 million additional bank borrowings, offset by $0.4 million paid in connection with the renewal of the Company's credit agreement.

The cash flows from operating and financing activities, as well as $0.8 million of cash on hand was used to fund $11.0 million of investments during the Fiscal 2004 Year-to-Date Period. These investments consisted of a $3.1 million increase in outstanding pawn loans, a $3.1 million increase in payday loans outstanding and $5.4 million invested in property and equipment, offset by $0.7 million of dividends received from the Company's investment in an unconsolidated affiliate.

Below is a summary of the Company's cash needs to meet its future aggregate contractual obligations in the full fiscal years ending September 30:

	Payments due by Period				
Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt obligations	$ 31,200	$ -	$ -	$ 31,200	$ -
Capital lease obligations	-	-	-	-	-
Operating lease obligations	79,741	12,828	22,297	15,012	29,604
Purchase obligations	-	-	-	-	-
Other long-term liabilities	-	-	-	-	-
Total	$ 110,941	$ 12,828	$ 22,297	$ 46,212	$ 29,604

In the remaining three months of the fiscal year ending September 30, 2004, the Company plans to open an additional 35 to 40 EZMONEY payday loan stores for an expected aggregate capital expenditure of approximately $1.2 million, plus the funding of working capital and start-up losses at these stores. The Company believes that these new stores will create a drag on earnings in their first six to nine months of operations before turning profitable.

Effective April 8, 2004, the Company amended and restated its credit agreement. The amendment extends the maturity date to April 1, 2007 and provides for a $40.0 million revolving credit facility. Under the terms of the amended agreement, the Company had the ability to borrow an additional $8.8 million at June 30, 2004. Advances are secured by the Company's assets. Terms of the agreement require, among other things, that the Company meet certain financial covenants. Payment of dividends and additional debt are allowed but restricted.

The Company anticipates that cash flow from operations and availability under its revolving credit facility will be adequate to fund its contractual obligations, planned store growth, capital expenditures, and working capital requirements during the coming year.

SEASONALITY

Historically, service charge revenues are highest in the Company's first fiscal quarter (October through December) due to improving loan redemption rates coupled with a higher average loan balance following the summer lending season. Sales generally are highest in the Company's first and second fiscal quarters (October through March) due to the holiday season and the impact of tax refunds. Sales volume can be heavily influenced by the timing of decisions to scrap excess jewelry inventory, which generally occurs during low jewelry sales periods (May through October). The net effect of these factors is that net revenues and net income typically are highest in the first and second fiscal quarters. The Company's cash flow is greatest in its second fiscal quarter primarily due to a high level of loan redemptions and sales in the income tax refund season.

USE OF ESTIMATES AND ASSUMPTIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information. The preparation of these financial statements requires management 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, management evaluates its estimates and judgments, including those related to revenue recognition, inventory, allowance for losses on payday loans, long-lived and intangible assets, income taxes, contingencies and litigation. Management bases its estimates on historical experience, observable trends, and various other assumptions that are believed to be reasonable under the circumstances. Management uses 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.

DISCLOSURE AND INTERNAL CONTROLS

Based on an assessment of the effectiveness of the Company's disclosure controls and procedures, accounting policies, and the underlying judgments and uncertainties affecting the application of those policies and procedures, management believes that the Company's condensed consolidated financial statements provide a meaningful and fair perspective of the Company in all material respects. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation. Management identified no significant deficiencies or material weaknesses in internal controls. Other risk factors, such as those discussed elsewhere in this interim report as well as changes in business strategies, could adversely impact the consolidated financial position, results of operations, and cash flows in future periods.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion about the Company's market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. The Company is exposed to market risk related to changes in interest rates, foreign currency exchange rates, and gold prices. The Company also is exposed to regulatory risk in relation to its payday loans. The Company does not use derivative financial instruments.

The Company's earnings and financial position may be affected by changes in gold prices and the resulting impact on pawn lending and jewelry sales. The proceeds of scrap sales and the Company's ability to liquidate excess jewelry inventory at an acceptable margin are dependent upon gold prices. The impact on the Company's financial position and results of operations of a hypothetical change in gold prices cannot be reasonably estimated.

The Company's earnings are affected by changes in interest rates due to the impact those changes have on its debt, all of which is variable-rate debt. If interest rates average 25 basis points more during the remaining three months of the fiscal year ending September 30, 2004 than they did in the comparable period of 2003, the Company's interest expense during those three months would increase by approximately $20,000. This amount is determined by considering the impact of the hypothetical interest rates on the Company's variable-rate debt at June 30, 2004.

The Company's earnings and financial position are affected by foreign exchange rate fluctuations related to the equity investment in A&B. A&B's functional currency is the U.K. pound. The U.K. pound exchange rate can directly and indirectly impact the Company's results of operations and financial position in several ways. For example, a devalued pound could result in an economic recession in the U.K., which in turn could impact A&B's and the Company's results of operations and financial position. The impact on the Company's results of operations and financial position of a hypothetical change in the exchange rate between the U.S. dollar and the U.K. pound cannot be reasonably estimated due to the interrelationship of operating results and exchange rates. The translation adjustment, net of tax, representing the strengthening in the U.K. pound during the quarter ended March 31, 2004 (included in the Company's June 30, 2004 results on a three-month lag as described above) was approximately a $154,000 increase to stockholders' equity. On June 30, 2004, the U.K. pound closed at 1.00 to 1.8074 U.S. dollars, a weakening from 1.8262 at March 31, 2004. No assurance can be given as to the future valuation of the U.K. pound and how further movements in the pound could affect future earnings or the financial position of the Company.

FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical information provided herein are forward-looking and may contain information about financial results, economic conditions, trends and known uncertainties. The Company cautions the reader that actual results could differ materially from those expected by the Company depending on the outcome of certain factors, including without limitation (i) fluctuations in the Company's inventory and loan balances, inventory turnover, average yields on loan portfolios, pawn redemption rates, payday loan default and collection rates, labor and employment matters, competition, operating risk, acquisition and expansion risk, changes in the number of expected store openings, changes in expected returns from new stores, liquidity, and capital requirements and the effect of government and environmental regulations, and (ii) adverse changes in the market for the Company's services. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligations to release publicly the results of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereon, including without limitation, changes in the Company's business strategy or planned capital expenditures, or to reflect the occurrence of unanticipated events.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

Within the 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive Officer and its Senior Vice President and Chief Financial Officer, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures," which are defined under SEC rules as controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods. Based upon that evaluation, the Company's President and Chief Executive Officer and Senior Vice President and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

(b) Changes in Internal Controls

There were no significant changes in the Company's internal controls or other factors that could significantly affect these controls subsequent to the date of their evaluation.

(c) Limitations on Controls

Notwithstanding the foregoing, 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, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Moreover, the design of any system of controls is also based in part upon certain assumptions about the likelihood of future events.

PART II

ITEM 1. LEGAL PROCEEDINGS

As previously announced on a Form 8-K filed on May 21, 2004 with the Securities and Exchange Commission, the Company received a subpoena on May 14, 2004 from the Securities and Exchange Commission relating to an investigation of certain jewelry companies. The subpoena requested the Company's documents concerning Morgan Schiff & Co., Inc. The Company believes it has responded fully to the subpoena. Since completing its response to the subpoena, the Company has received no further communication from the Securities and Exchange Commission regarding this matter.

From time to time, the Company is involved in litigation and regulatory actions arising from its normal business operations. Currently, the Company is a named party in several actions, some of which involve claims for substantial amounts. While the ultimate outcome of these actions cannot be determined, after consultation with counsel, the Company believes the resolution of these actions will not have a material adverse effect on the Company's financial condition, results of operation, or liquidity. There can be no assurance, however, as to the ultimate outcome of these actions.

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

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a)

Exhibit Number	Description	Incorporated by Reference to
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	

(b) Reports on Form 8-K

Filing	Date	Item Reported	Information Reported
8-K	5/14/04	Item 5 - Other Events and Regulation FD Disclosure	Announcement of subpoena from SEC pursuant to investigation of an affiliate of EZCORP, Inc.
8-K	7/20/04	Item 12 - Results of Operations and Financial Condition	Quarterly earnings announcement and related press release.

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.

EZCORP, INC.

(Registrant)

Date: July 30, 2004

By:/s/ DAN N. TONISSEN

(Signature)

Dan N. Tonissen
Senior Vice President,
Chief Financial Officer &
Director

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference to	Page
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		25
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		26
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		27
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		28

EXHIBIT 31.1

CERTIFICATION

I, Joseph L. Rotunda, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EZCORP, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2004

/s/ Joseph L. Rotunda

Joseph L. Rotunda
President, Chief Executive Officer
& Director

EXHIBIT 31.2

CERTIFICATION

I, Dan N. Tonissen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EZCORP, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2004

/s/ Dan N. Tonissen

Dan N. Tonissen
Senior Vice President,
Chief Financial Officer &
Director

EXHIBIT 32.1

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2004 (the "Report") by EZCORP, Inc. ("Registrant"), the undersigned hereby certifies that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Registrant.

Date: July 30, 2004

/s/ Joseph L. Rotunda

Joseph L. Rotunda
President, Chief Executive Officer
& Director

EXHIBIT 32.2

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2004 (the "Report") by EZCORP, Inc. ("Registrant"), the undersigned hereby certifies that:

3. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and

4. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Registrant.

Date: July 30, 2004

/s/ Dan N. Tonissen

Dan N. Tonissen
Senior Vice President,
Chief Financial Officer &
Director