

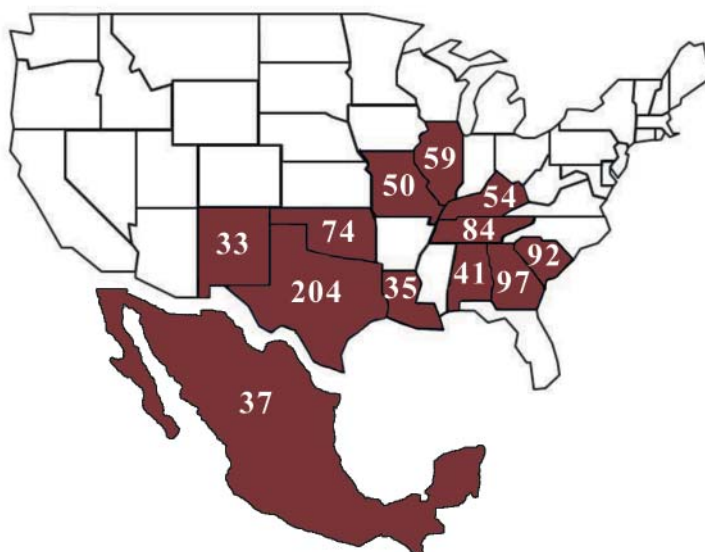
COMPANY PROFILE

WORLD ACCEPTANCE CORPORATION, founded in 1962, is one of the largest small-loan consumer finance companies in the United States and Mexico. It offers short-term small loans, medium-term larger loans, related credit insurance products, ancillary products and services to individuals who have limited access to other sources of consumer credit. It also offers income tax return preparation services and access to refund anticipation loans (through a third party bank) to its customer base and to others.

World emphasizes quality customer service and the building of strong personal relationships with its customers. As a result, a substantial portion of the Company's business is repeat business from the renewal of loans to existing customers and the origination of new loans to former customers. During fiscal 2008, the Company loaned \$1.7 billion in the aggregate in 1.8 million transactions. At March 31, 2008, World had approximately 684,000 customers. The Company's loans generally are under \$3,000 and have maturities of less than 24 months. World's average loan made in fiscal 2008 was \$959, and the average contractual maturity was approximately nine months.

The Company also markets computer software and related services to financial services companies through its ParaData Financial Systems subsidiary. The ParaData system is currently used in approximately 1,493 consumer loan offices, including the Company's branch offices, and ParaData services over 113 customers.

As of June 13, 2008, World operated 860 offices in South Carolina, Georgia, Texas, Oklahoma, Louisiana, Tennessee, Missouri, Illinois, New Mexico, Kentucky, Alabama and Mexico.



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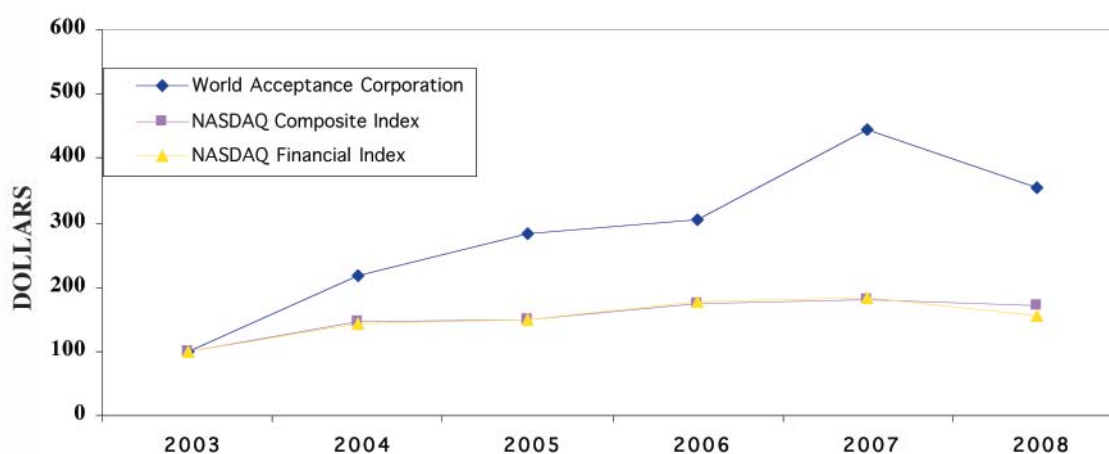
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FINANCIAL HIGHLIGHTS

(Dollars in thousands, except per share data)

Selected Statement of Operations Data:	Years Ended March 31,		Change
	2008	2007	
Total revenues	\$ 346,047	292,318	18.4%
Net income	52,996	47,896	10.6%
Diluted earnings per share	3.05	2.60	17.3%
Selected Balance Sheet Data:			
Gross loans receivable	\$ 599,509	505,788	18.5%
Total assets	486,110	411,116	18.2%
Total debt.....	214,900	171,200	25.5%
Total shareholders' equity	234,305	215,493	8.7%
Selected Ratios:			
Return on average assets	11.4%	12.5%	(8.8%)
Return on average shareholders' equity	23.6%	22.3%	6.3%
Shareholders' equity to assets.....	48.2%	52.4%	(8.0%)
Statistical Data:			
Number of customers	683,635	603,950	13.2%
Number of loans made	1,808,161	1,562,785	14.4%
Number of offices	838	732	14.5%

Comparison of Cumulative Total Return Between World



	<u>3/31/03</u>	<u>3/31/04</u>	<u>3/31/05</u>	<u>3/31/06</u>	<u>3/31/07</u>	<u>3/31/08</u>
World Acceptance Corporation	100.00	217.89	283.56	304.44	443.89	353.89
NASDAQ Composite Index	100.00	147.60	148.59	175.22	181.75	169.51
NASDAQ Financial Index	100.00	143.78	149.55	175.70	183.91	155.26

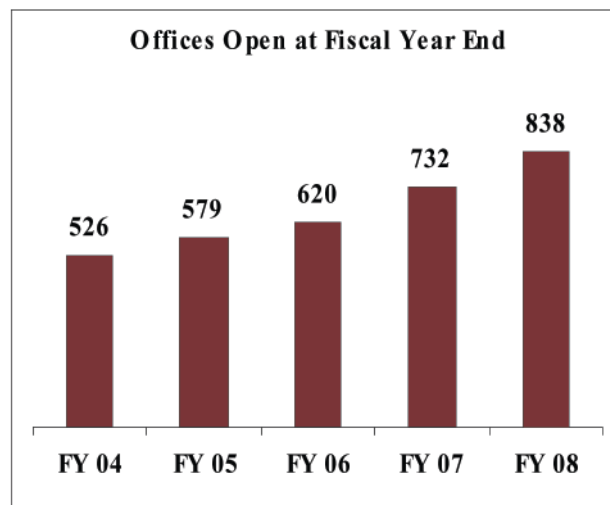
To Our Shareholders

World Acceptance Corporation, once again, set new records in fiscal 2008. We are extremely pleased with our performance during the year compared with the difficult year experienced by many financial institutions. The chart below highlights several key areas that showed very strong trends over the past five years, and our excellent performance during the most recent fiscal year:

<u>Key Indicators</u>	<u>Value at Fiscal Year End or For Fiscal 2008</u> (dollars in thousands except per share amounts)	<u>Five Year Annual Compounded Growth Rate</u>	<u>Fiscal 2008 Growth Rate</u>
Total Revenues	\$346,047	17.3%	18.4%
Net Earnings	\$52,996	18.3%	10.6%
Earnings Per Share (diluted)	\$3.05	19.5%	17.3%
Gross Loans	\$599,509	17.6%	18.5%
Number of Offices	838	12.3%	14.5%
Stock Price Per Share	\$31.85	28.8%	(20.3%)

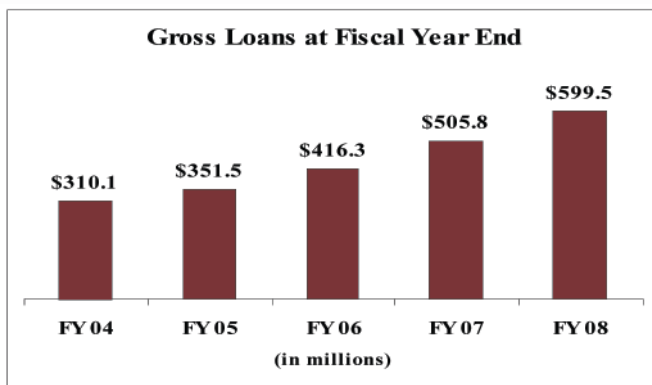
Although our stock price declined during the fiscal year, primarily due to an erroneous association of the Company with the subprime mortgage industry and other dissimilar financial services companies, our excellent performance has been rewarded with substantial stock appreciation since the end of the fiscal year.

At the beginning of fiscal 2007, we made a strategic decision to accelerate our branch office openings. We believe that this more aggressive office expansion was necessary to maintain the growth in loans necessary to provide excellent shareholder returns. We opened an average of 22 offices per year over the previous five years, excluding acquisitions. This included 42 new offices in fiscal 2006. This decision resulted in the opening of 74 new offices during fiscal year 2007 and 95 new offices in fiscal 2008. While the additional expenses associated with these new offices have had a negative affect on earnings in the short term; as the new offices reach a mature size, we believe our accelerated branch openings will greatly enhance our earnings potential in the future. We plan to continue this strategy and expect to open 95 additional offices (including new offices in Mexico) during fiscal 2009.



We continue to be very pleased with our progress in Mexico. At the end of the fiscal year, we had 35 offices open there, with 30,326 accounts and approximately \$14.1 million in gross loans outstanding. We have had approximately \$314,000 in charge-offs during the current fiscal year, which amounts to 5.4% of average net loans, with delinquencies substantially below US levels. During the year, our Mexican operations incurred a net loss of approximately \$713,000, which we consider to be very good given the rapid growth in a new and expanding market. We believe Mexico offers tremendous potential and we expect to open 25 additional offices there during fiscal 2009 and become profitable during this period.

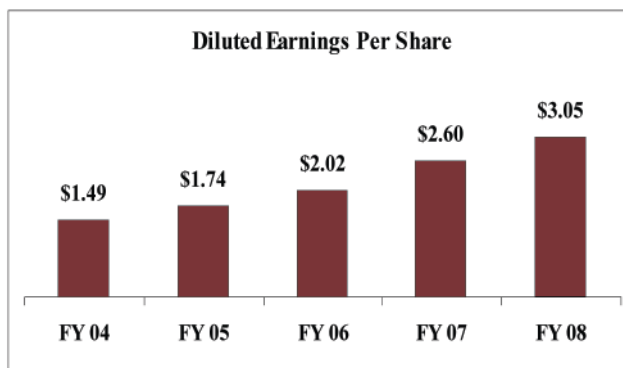
Gross loans receivable, the Company's primary earning asset, increased to \$599.5 million at March 31, 2008, up 18.5% over the \$505.8 million outstanding at the end of fiscal 2007. Total loan volume grew to \$1.7 billion during the most recent year, a 19.1% increase over fiscal 2007. At the end of the fiscal year, the Company had open loan relationships with approximately 684,000 customers. This compares to 604,000 customers at March 31, 2007.



We are pleased that the majority of our loan growth was generated through the opening of new accounts, as opposed to an increase in our average balance per account. During fiscal 2008, the 18.5% growth in gross loans consisted of a 13.7% increase in accounts and a 4.9% increase in average balances. We believe that our expanding customer base provides an excellent opportunity for additional growth in the coming year. We also believe that because our loan portfolio is our primary earning asset, loan growth is a good indicator of future trends in revenue and earnings for World Acceptance.

Acquisitions also continue to be a very important part of our overall growth strategy; however, growth through acquisitions is inherently less predictable due to the timing of the availability of attractive purchase opportunities. We are very pleased that we achieved excellent loan growth with relatively fewer acquisitions. During the most recent fiscal year, we completed the purchase of 25 offices in 11 separate transactions. Of these, 12 offices were merged into existing Company offices and 13 became new office locations. These acquisitions contributed approximately 8,700 accounts and \$4.5 million in gross loan balances. Over the previous five years, we acquired an average of \$20.8 million in gross loans and an average of 25,800 accounts per year. We continue to review potential acquisition candidates in existing and contiguous markets for future growth opportunities.

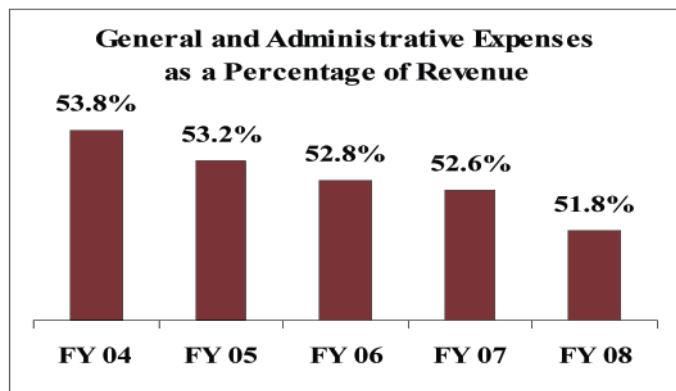
Net earnings for the year rose to \$53.0 million, or \$3.05 per diluted share, compared with \$47.9 million, or \$2.60 per diluted share, during fiscal 2007. Earnings grew 10.6% and earnings per share rose 17.3% compared with fiscal 2007. Both our net earnings and earnings per share were decreased due to the establishment of an additional tax reserve in the third fiscal quarter for some disputed state income tax issues. Without this addition to our tax provision, net income and earnings per share would have been \$1.5 million and \$.09 greater, respectively.



Our growth rate in earnings per share has benefited from our stock repurchase programs. During the last 14 fiscal years, we have repurchased 8.1 million shares of World Acceptance's common stock for an aggregate purchase price of \$157.7 million. In fiscal 2008, we repurchased 1,375,100 shares under our share repurchase program at an average share price of \$30.44. This was partially offset by shares issued under stock option exercises and grants of restricted stock. We believe our stock continues to represent an excellent investment and expect our stock repurchase program to be an important part of our strategy to build shareholder value in the future.

An important component of our profitability relates to our active management of credit quality and the control of loan losses. We continue to balance returns and losses in an attempt to maximize total profits. If our underwriting is too strict, we may reduce our losses, but at the same time, decline profitable business. Generally,

loan losses have been stable over the last several years. During the most recent fiscal year, we experienced an increase in our charge-off ratios, as expected. Loss ratios in fiscal 2007 were dramatically lower than historical averages, primarily due to the change in bankruptcy laws, which became effective in October 2005. Charge-offs as a percent of average loans increased to 14.5% in fiscal 2008, compared with 13.3% in 2007. This was more in line with previous years' loss ratios, which were 14.8% in 2006, 14.6% in 2005 and 14.7% in 2004. As individuals adjust to rising energy and food prices and cope with other economic difficulties, our charge-off may continue to increase.



Control over our operating expenses has continued to contribute to our earnings growth and is closely monitored by management. We have reduced general and administrative expenses as a percentage of total revenue in each of the past eight years. In fiscal 2008, they decreased to 51.8%, from 52.6% during fiscal 2007. Improved expense ratios were offset somewhat by higher interest rate costs in fiscal 2008 due to the funds used to support our growth in loans as well as our stock repurchases. Interest expense as a percent of total revenue, however, remained level at 3.3% in fiscal 2008.

The Company's income tax return preparation and electronic filing business continued to be a profitable program in fiscal 2008. The number of returns prepared has grown from approximately 50,000 in fiscal 2004 to approximately 65,000 during the most recent fiscal year. The net revenues generated annually from the business were approximately \$9.7 million, \$8.1 million, \$7.6 million, \$6.8 million and \$5.5 million in fiscal 2008, 2007, 2006, 2005 and 2004, respectively. This has become a very competitive business due to the large increase in the number of preparers during the last few years; however, we remain optimistic about the continued growth of this product due to the excellent fit with our customer base, increased experience in preparing returns by our branch staff, and the timing of the program. The majority of this business is conducted during the six-week period from mid-January to the end of February, seasonally the slowest time for our traditional loan business.

Overall, we are very happy with our operating performance in fiscal 2008 and are very optimistic with our prospects in fiscal 2009. On behalf of the directors, management and all of our more than 2,700 dedicated and loyal employees, many of whom are shareholders, we thank you for your support and continued interest in World Acceptance Corporation.

Sincerely,

A. A. McLean III
Chairman and
Chief Executive Officer

SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

(Dollars in thousands, except per share amounts)

	Years Ended March 31,				
	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Statement of Operations Data:					
Interest and fee income	\$ 292,457	\$ 247,007	\$204,450	\$177,582	\$151,499
Insurance commissions and other income	53,590	45,311	38,822	33,176	27,653
Total revenues.....	346,047	292,318	243,272	210,758	179,152
Provision for loan losses	67,542	51,925	46,026	40,037	33,481
General and administrative expenses.....	179,219	153,627	128,514	112,223	96,313
Interest expense	11,569	9,596	7,137	4,640	3,943
Total expenses	258,330	215,148	181,677	156,900	133,737
Income before income taxes	87,717	77,170	61,595	53,858	45,415
Income taxes	34,721	29,274	23,080	19,868	16,650
Net income.....	\$ 52,996	\$ 47,896	\$ 38,515	\$ 33,990	\$ 28,765
Net income per common share (diluted)	\$ 3.05	\$ 2.60	\$ 2.02	\$ 1.74	\$ 1.49
Diluted weighted average shares.....	17,375	18,394	19,098	19,558	19,347
Balance Sheet Data (end of period):					
Loans receivable, net of unearned and deferred fees	\$ 445,091	\$378,038	\$312,746	\$267,024	\$236,528
Allowance for loan losses.....	(33,526)	(27,840)	(22,717)	(20,673)	(17,261)
Loans receivable, net.....	411,565	350,198	290,029	246,351	219,267
Total assets	486,110	411,116	332,784	293,507	261,969
Total debt.....	214,900	171,200	100,600	83,900	95,032
Shareholders' equity	234,305	215,493	210,430	189,711	156,580
Other Operating Data:					
As a percentage of average loans receivable:					
Provision for loan losses	15.8%	14.5%	15.4%	15.3%	15.1%
Net charge-offs	14.5%	13.3%	14.8%	14.6%	14.7%
Number of offices open at year-end.....	838	732	620	579	526

General

The Company's financial performance continues to be dependent in large part upon the growth in its outstanding loans receivable, the ongoing introduction of new products and services for marketing to its customer base, the maintenance of loan quality and acceptable levels of operating expenses. Since March 31, 2003, gross loans receivable have increased at a 16.3% annual compounded rate from \$266.8 million to \$599.5 million at March 31, 2008. The increase reflects both the higher volume of loans generated through the Company's existing offices and the contribution of loans generated from new offices opened or acquired over the period. During this same five-year period, the Company has grown from 470 offices to 838 offices as of March 31, 2008. During fiscal 2009, the Company plans to open or acquire approximately 70 new offices in the United States and 25 new offices in Mexico.

The Company attempts to identify new products and services for marketing to its customer base. In addition to new insurance-related products, which have been introduced in selected states over the last several years, the Company sells and finances electronic items and appliances to its existing customer base in many states where it operates. This program is called the "World Class Buying Club." Total loan volume under this program was \$16.2 million during fiscal 2008, a 12.6% increase from the prior fiscal year. While this represents less than 1% of the Company's total loan volume, it remains a very profitable program, which the Company plans to continue to emphasize in fiscal 2009 and beyond.

The Company's ParaData Financial Systems subsidiary provides data processing systems to 113 separate finance companies, including the Company, and currently supports approximately 1,493 individual branch offices in 45 states and Mexico. ParaData's revenue is highly dependent upon its ability to attract new customers, which often requires substantial lead time, and as a result its revenue may fluctuate greatly from year to year. Its net revenues from system sales and support amounted to \$2.2 million, \$2.5 million and \$2.3 million in fiscal 2008, 2007 and 2006, respectively. ParaData's pretax income (loss) to the Company also can fluctuate greatly. It was \$(255,000), \$112,000 and \$308,000, in fiscal 2008, fiscal 2007 and fiscal 2006, respectively. ParaData's net revenue and resulting net income (loss) to the Company will continue to fluctuate on a year to year basis. While ParaData may or may not remain profitable, it will continue to provide state-of-the-art data processing support for the Company's in-house integrated computer system at a substantially reduced cost to the Company.

Since fiscal 1997, the Company has expanded its product line to include larger balance, lower risk, and lower yielding individual consumer loans. These loans typically average \$1,000 to \$3,000, with terms of generally 18 to 24 months, compared to smaller loans, which average \$300 to \$1,000, with terms of generally 8 to 12 months. The Company offers the larger loans in all states except Texas, where they are not profitable under our lending criteria and strategy. Additionally, the Company has purchased over the years numerous larger loan offices and has made several bulk purchases of larger loans receivable. As of March 31, 2008, the larger loan category accounted for approximately \$156.0 million of gross loans receivable, a 17.0% increase over the balance outstanding at March 31, 2007. At the end of the current fiscal year, this portfolio was 26.0% of the total loan balances, a slight decrease from the previous year mix of 26.4%. Management believes that these loans provide lower expense and loss ratios, and thus provide positive contributions. While the Company does not intend to change its primary lending focus from its small-loan business, it does intend to continue expanding the larger loan product line as part of its ongoing growth strategy.

In fiscal 1999, the Company tested an income tax return preparation and refund anticipation loan program in 40 of its offices. Based on the results of this test, the Company expanded this program in fiscal 2000 into substantially all of its offices. The Company prepared approximately 65,000, 60,000 and 57,000 returns in each of the fiscal years 2008, 2007 and 2006, respectively. Net revenue generated by the Company from this program during fiscal 2008 amounted to approximately \$9.7 million. The Company believes that this profitable business provides a beneficial service to its existing customer base and plans to continue to promote and expand the program in the future

Management's Discussion And Analysis

The following table sets forth certain information derived from the Company's consolidated statements of operations and balance sheets, as well as operating data and ratios, for the periods indicated:

	Years Ended March 31,		
	2008	2007	2006
	(Dollars in thousands)		
Average gross loans receivable ⁽¹⁾	\$ 576,050	480,120	396,582
Average net loans receivable ⁽²⁾	426,524	358,047	298,267
Expenses as a percentage of total revenue:			
Provision for loan losses	19.5%	17.8%	18.9%
General and administrative	51.8%	52.6%	52.8%
Total interest expense	3.3%	3.3%	2.9%
Operating margin ⁽³⁾	28.7%	29.7%	28.3%
Return on average assets	11.3%	12.5%	11.9%
Offices opened and acquired, net	106	112	41
Total offices (at period end)	838	732	620

(1) Average gross loans receivable have been determined by averaging month-end gross loans receivable over the indicated period.

(2) Average loans receivable have been determined by averaging month-end gross loans receivable less unearned interest and deferred fees over the indicated period.

(3) Operating margin is computed as total revenues less provision for loan losses and general and administrative expenses as a percentage of total revenues.

Comparison of Fiscal 2008 Versus Fiscal 2007

Net income was \$53.0 million during fiscal 2008, a 10.6% increase over the \$47.9 million earned during fiscal 2007. This increase resulted from an increase in operating income (revenues less provision for loan losses and general and administrative expenses) of \$12.5 million, or 14.4%, offset by an increase in interest expense and income taxes.

Total revenues increased to \$346.0 million in fiscal 2008, a \$53.7 million, or 18.4%, increase over the \$292.3 million in fiscal 2007. Revenues from the 645 offices open throughout both fiscal years increased by 8.9%. At March 31, 2008, the Company had 838 offices in operation, an increase of 106 offices from March 31, 2007.

Interest and fee income during fiscal 2008 increased by \$45.5 million, or 18.4%, over fiscal 2007. This increase resulted from an increase of \$68.5 million, or 19.1%, in average net loans receivable between the two fiscal years. The increase in average loans receivable was attributable to the Company acquiring approximately \$3.1 million in net loans and internal growth. During fiscal 2008, internal growth increased because the Company opened 95 new offices and the average loan balance increased from \$837 to \$877.

Insurance commissions and other income increased by \$8.3 million, or 18.3%, over the two fiscal years. Insurance commissions increased by \$6.0 million, or 24.5%, as a result of the increase in loan volume in states where credit insurance is sold. Other income increased by \$2.3 million, or 11.0%, over the two years, primarily due to an increase in fees received from income tax return preparation of \$1.5 million, an increase in motor club product sales of \$1.1 million and an \$0.8 million increase in World Class Buying Club sales. This increase was offset by a \$1.8 million loss related to our interest rate swap.

The provision for loan losses during fiscal 2008 increased by \$15.6 million, or 30.1%, from the previous year. This increase resulted from a combination of increases in both the allowance for loan losses and the amount of loans charged off. Net charge-offs for fiscal 2008 amounted to \$62.0 million, a 29.8% increase over the \$47.7 million charged off during fiscal 2007. Net charge-offs as a percentage of average loans increased from 13.3% to 14.5% when comparing the two annual periods. The 1.2 percentage point increase is a continuation of the trend the Company has seen during each of the quarters during the fiscal year. The current trend is more in line with historical losses of 14.8% in 2006, 14.6% in 2005, 14.7% in 2004 and 14.6% in 2003. Delinquencies on a recency basis increased from 2.2% to 2.6% and on a contractual basis increased from 3.6% to 4.0% at March 31, 2007 and March 31, 2008, respectively.

Management's Discussion And Analysis

General and administrative expenses during fiscal 2008 increased by \$25.6 million, or 16.7%, over the previous fiscal year. This increase was due primarily to costs associated with the new offices opened or acquired during the fiscal year. General and administrative expenses, when divided by average open offices, decreased by 0.6% when comparing the two fiscal years and, overall, general and administrative expenses as a percent of total revenues decreased from 52.6% in fiscal 2007 to 51.8% during fiscal 2008. This decrease resulted from a higher growth in revenue than in expenses.

Interest expense increased by \$2.0 million, or 20.6%, during fiscal 2008, as compared to the previous fiscal year as a result of an increase in average debt outstanding of 40.2%. Average interest rates decreased from 6.3% in fiscal 2007 to 5.4% in fiscal 2008.

Income tax expense increased \$5.4 million, or 18.6%, primarily from an increase in pre-tax income and a charge of \$1.5 million related to a tax examination. A state jurisdiction has completed its examinations and issued a proposed assessment for tax years 2001 through 2006. The Company is in the very initial process of responding to the state taxing authority. In consideration of the proposed assessment, net income for this year was reduced by this charge of \$1.5 million and the total gross unrecognized tax benefits has increased by \$2.3 million as a result of this examination. At this time, it is too early to predict the outcome on this tax issue and any future recoverability of this charge. Until the tax issue is resolved, the Company expects to accrue approximately \$40,000 per quarter for interest and penalties. As a result, the Company's effective income tax rate increased to 39.6% for the year ended March 31, 2008 from 37.9% for the prior year.

Comparison of Fiscal 2007 Versus Fiscal 2006

Net income was \$47.9 million during fiscal 2007, a 24.4% increase over the \$38.5 million earned during fiscal 2006. This increase resulted from an increase in operating income of \$18.0 million, or 26.2%, offset by an increase in interest expense and income taxes.

Total revenues increased to \$292.3 million in fiscal 2007, a \$49.0 million, or 20.2%, increase over the \$243.3 million in fiscal 2006. Revenues from the 566 offices open throughout both fiscal years increased by 12.5%. At March 31, 2007, the Company had 732 offices in operation, an increase of 112 offices from March 31, 2006.

Interest and fee income during fiscal 2007 increased by \$42.6 million, or 20.8%, over fiscal 2006. This increase resulted from an increase of \$59.8 million, or 20.0%, in average net loans receivable between the two fiscal years. The increase in average loans receivable was attributable to the Company acquiring approximately \$16.1 million in net loans, of which \$12.5 million related to one acquisition, and internal growth. During fiscal 2007, internal growth increased because the Company opened 68 new offices and the average loan balance increased from \$804 to \$837.

Insurance commissions and other income increased by \$6.5 million, or 16.7%, over the two fiscal years. Insurance commissions increased by \$4.6 million, or 23.2%, as a result of the increase in loan volume in states where credit insurance may be sold. Other income increased by \$1.9 million, or 9.9%, over the two years, primarily due to an increase in fees received from income tax return preparation of \$570,000, an increase in motor club product sales of \$1.3 million and a \$1.3 million increase in World Class Buying Club sales. This increase was offset by a \$400,000 loss related to our interest rate swap. Comparative results were also affected by the Company recording a \$393,000 gain from a life insurance claim in fiscal 2006, while no similar gain was recorded in fiscal 2007.

The provision for loan losses during fiscal 2007 increased by \$5.9 million, or 12.8%, from the previous year. This increase resulted from a combination of increases in both the allowance for loan losses and the amount of loans charged off. Net charge-offs for fiscal 2007 amounted to \$47.8 million, a 7.5% increase over the \$44.4 million charged off during fiscal 2006, however, net charge-offs as a percentage of average loans decreased from 14.8% to 13.3% when comparing the two annual periods. The decrease in the charge-off ratio was mainly attributable to a decrease in bankruptcy related charge-offs from \$8.8 million in fiscal 2006 to \$5.0 million in fiscal 2007. The Company does not expect the charge-off ratio to remain at its current levels because it believes that bankruptcy trends will begin to rise in fiscal 2008. Delinquencies on a recency basis increased from 2.1% to 2.2% and on a contractual basis increased from 3.4% to 3.5% at March 31, 2006 and March 31, 2007, respectively.

General and administrative expenses during fiscal 2007 increased by \$25.1 million, or 19.5%, over the previous fiscal year. This increase was due primarily to costs associated with the new offices opened or acquired during the fiscal year. General and administrative expenses, when divided by average open offices, increased by 5.2% when comparing the two fiscal years and, overall, general and administrative expenses as a percent of total revenues decreased from 52.8% in fiscal 2006 to 52.6% during fiscal 2007. This decrease resulted from a higher growth in revenue than in expenses.

Interest expense increased by \$2.5 million, or 34.5%, during fiscal 2007, as compared to the previous fiscal year as a result of an increase in average debt outstanding of 33.3%. Average interest rates increased slightly from 6.27% in fiscal 2006 to 6.33% in fiscal 2007.

Management's Discussion And Analysis

The Company's effective income tax rate increased to 37.9% during fiscal 2007 from 37.5% during the previous fiscal year. This increase resulted primarily from increased state income taxes.

Critical Accounting Policies

The Company's accounting and reporting policies are in accordance with U.S. generally accepted accounting principles and conform to general practices within the finance company industry. The significant accounting policies used in the preparation of the consolidated financial statements are discussed in Note 1 to the consolidated financial statements. Certain critical accounting policies involve significant judgment by the Company's management, including the use of estimates and assumptions which affect the reported amounts of assets, liabilities, revenues, and expenses. As a result, changes in these estimates and assumptions could significantly affect the Company's financial position and results of operations. The Company considers its policies regarding the allowance for loan losses and share-based compensation, to be its most critical accounting policies due to the significant degree of management judgment involved.

Allowance for Loan Losses

The Company has developed policies and procedures for assessing the adequacy of the allowance for loan losses that take into consideration various assumptions and estimates with respect to the loan portfolio. The Company's assumptions and estimates may be affected in the future by changes in economic conditions, among other factors. For additional discussion concerning the allowance for loan losses, see "Credit Quality" below.

Share-Based Compensation

The Company measures compensation cost for share-based awards at fair value and recognizes compensation over the service period for awards expected to vest. The fair value of restricted stock is based on the number of shares granted and the quoted price of our common stock, and the fair value of stock options is determined using the Black-Scholes valuation model. The Black-Scholes model requires the input of highly subjective assumptions, including expected volatility, risk-free interest rate and expected life, changes to which can materially affect the fair value estimate. In addition, the estimation of share-based awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. The Company considers many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience. Actual results, and future changes in estimates, may differ substantially from our current estimates.

Credit Quality

The Company's delinquency and net charge-off ratios reflect, among other factors, changes in the mix of loans in the portfolio, the quality of receivables, the success of collection efforts, bankruptcy trends and general economic conditions.

Delinquency is computed on the basis of the date of the last full contractual payment on a loan (known as the recency method) and on the basis of the amount past due in accordance with original payment terms of a loan (known as the contractual method). Management closely monitors portfolio delinquency using both methods to measure the quality of the Company's loan portfolio and the probability of credit losses.

The following table classifies the gross loans receivable of the Company that were delinquent on a recency and contractual basis for at least 61 days at March 31, 2008, 2007, and 2006:

	At March 31,		
	<u>2008</u>	<u>2007</u>	<u>2006</u>
	(Dollars in thousands)		
Recency basis:			
61-90 days past due	\$ 10,414	7,732	5,886
91 days or more past due.....	<u>5,003</u>	<u>3,495</u>	<u>2,672</u>
Total	\$ <u>15,417</u>	<u>11,227</u>	<u>8,558</u>
Percentage of period-end gross loans receivable	<u>2.6%</u>	<u>2.2%</u>	<u>2.1%</u>
Contractual basis:			
61-90 days past due	\$ 12,838	9,684	7,664
91 days or more past due.....	<u>11,123</u>	<u>8,209</u>	<u>6,654</u>
Total	\$ <u>23,961</u>	<u>17,893</u>	<u>14,318</u>
Percentage of period-end gross loans receivable.....	<u>4.0%</u>	<u>3.5%</u>	<u>3.4%</u>

Management's Discussion And Analysis

Loans are charged off at the earlier of when such loans are deemed to be uncollectible or when six months have elapsed since the date of the last full contractual payment. The Company's charge-off policy has been consistently applied and no significant changes have been made to the policy during the periods reported. Management considers the charge-off policy when evaluating the appropriateness of the allowance for loan losses.

The Company experienced an increase in contractual delinquency from 3.5% at March 31, 2007 to 4.0% at March 31, 2008. The delinquency rate on a recency basis also increased from 2.2% at the end of fiscal 2007 to 2.6% at the end of the current fiscal year. Charge-offs as a percent of average loans increased from 13.3% in fiscal 2007 to 14.5% in fiscal 2008.

In fiscal 2008, approximately 83.0% of the Company's loans were generated through renewals of outstanding loans and the origination of new loans to previous customers. A renewal represents a new loan transaction with a present customer in which a portion of the new loan proceeds is used to repay the balance of an existing loan and the remaining portion is advanced to the customer. For fiscal 2008, 2007, and 2006, the percentages of the Company's loan originations that were renewals of existing loans were 73.3%, 74.3% and 75.6%, respectively. The Company's renewal policies, while limited by state regulations, in all cases consider our customer's payment history and require that our customer have made at least one payment on the loan being considered for renewal. A renewal is considered a current renewal if the customer is no more than 45 days delinquent on a contractual basis. Delinquent renewals may be extended to customers that are more than 45 days past due on a contractual basis if the customer completes a new application and the manager believes that the customer's ability and intent to repay has improved. It is the Company's policy to not renew delinquent loans in amounts greater than the original amounts financed. In all cases, a customer must complete a new application every two years. During fiscal 2008, delinquent renewals represented 1.9% of the Company's total loan volume compared to 1.9% in fiscal 2007.

Charge-offs, as a percentage of loans made by category, are greatest on loans made to new borrowers and less on loans made to former borrowers and renewals. This is as expected due to the payment history experience available on repeat borrowers. However, as a percentage of total loans charged off, renewals represent the greatest percentage due to the volume of loans made in this category. The following table depicts the charge-offs as a percent of loans made by category and as a percent of total charge-offs during fiscal 2008:

	<u>Loan Volume by Category</u>	<u>Percent of Total Charge-offs</u>	<u>Percent of Total Loans Made by Category</u>
Renewals	73.3%	71.6%	4.7%
Former borrowers	9.7%	5.9%	3.2%
New borrowers	<u>17.0%</u>	<u>22.5%</u>	9.6%
	<u>100.0%</u>	<u>100.0%</u>	

The Company maintains an allowance for loan losses in an amount that, in management's opinion, is adequate to cover losses inherent in the existing loan portfolio. The Company charges against current earnings, as a provision for loan losses, amounts added to the allowance to maintain it at levels expected to cover probable losses of principal. When establishing the allowance for loan losses, the Company takes into consideration the growth of the loan portfolio, the mix of the loan portfolio, current levels of charge-offs, current levels of delinquencies, and current economic factors. In accordance with Statement of Accounting Standards No. 5 "Accounting for Contingencies" (SFAS No. 5), the Company accrues an estimated loss if it is probable and can be reasonably estimated. It is probable that there are losses in the existing portfolio. To estimate the losses, the Company uses historical information for net charge-offs and average loan life. This method is based on the fact that many customers renew their loans prior to the contractual maturity. Average contractual loan terms are approximately nine months and the average loan life is approximately four months. Based on this method, the Company had an allowance for loan losses that approximated six months of average net charge-offs at March 31, 2008, 2007, and 2006. Therefore, at each year end the Company had an allowance for loan losses that covered estimated losses for its existing loans based on historical charge-offs and average lives. In addition, the entire loan portfolio turns over approximately 3 times during a typical twelve-month period. Therefore, a large percentage of loans that are charged off during any fiscal year are not on the Company's books at the beginning of the fiscal year. The Company believes that it is not appropriate to provide for losses on loans that have not been originated, that twelve months of net charge-offs are not needed in the allowance, and that the method employed is in accordance with generally accepted accounting principles.

The Company records acquired loans at fair value based on current interest rates, less an allowance for uncollectible accounts and collection costs.

Statement of Position No. 03-3 (SOP 03-3), "Accounting for Certain Loans or Debt Securities Acquired in a Transfer," was adopted by the Company on April 1, 2005. SOP 03-3 prohibits carryover or creation of valuation allowances in the initial accounting of all loans acquired in a transfer that are within the scope of the SOP. Management believes that a loan has

Management's Discussion And Analysis

shown deterioration if it is over 60 days delinquent. The Company believes that loans acquired since the adoption of SOP 03-3 have not shown evidence of deterioration of credit quality since origination, and therefore, are not within the scope of SOP 03-3 because there is no consideration paid for acquired loans over 60 days delinquent. For the years ended March 31, 2008, 2007 and 2006, the Company recorded adjustments of approximately \$0.1 million, \$0.9 million and \$0.4 million, respectively, to the allowance for loan losses in connection with acquisitions in accordance generally accepted accounting principles. These adjustments represent the allowance for loan losses on acquired loans which are not within the scope of SOP 03-3.

The Company believes that its allowance for loan losses is adequate to cover losses in the existing portfolio at March 31, 2008.

The following is a summary of the changes in the allowance for loan losses for the years ended March 31, 2008, 2007, and 2006:

	<u>2008</u>	<u>March 31, 2007</u>	<u>2006</u>
Balance at the beginning of the year.....	\$ 27,840,239	22,717,192	20,672,740
Provision for loan losses.....	67,541,805	51,925,080	46,025,912
Loan losses.....	(68,985,269)	(53,979,375)	(49,267,992)
Recoveries.....	6,989,297	6,227,742	4,849,244
Allowance on acquired loans.....	140,075	949,600	437,288
Balance at the end of the year.....	\$ 33,526,147	27,840,239	22,717,192
Allowance as a percentage of loans receivable, net of unearned and deferred fees.....	7.5%	7.4%	7.3%
Net charge-offs as a percentage of average loans receivable ⁽¹⁾	14.5%	13.3%	14.8%

(1) Average loans receivable have been determined by averaging month-end gross loans receivable less unearned interest and deferred fees over the indicated period.

Quarterly Information and Seasonality

The Company's loan volume and corresponding loans receivable follow seasonal trends. The Company's highest loan demand typically occurs from October through December, its third fiscal quarter. Loan demand has generally been the lowest and loan repayment highest from January to March, its fourth fiscal quarter. Loan volume and average balances typically remain relatively level during the remainder of the year. This seasonal trend affects quarterly operating performance through corresponding fluctuations in interest and fee income and insurance commissions earned and the provision for loan losses recorded, as well as fluctuations in the Company's cash needs. Consequently, operating results for the Company's third fiscal quarter generally are significantly lower than in other quarters and operating results for its fourth fiscal quarter are significantly higher than in other quarters.

The following table sets forth, on a quarterly basis, certain items included in the Company's unaudited consolidated financial statements and shows the number of offices open during fiscal years 2008 and 2007.

	At or for the Three Months Ended							
	2008				2007			
	First,	Second,	Third,	Fourth,	First,	Second,	Third,	Fourth,
	(Dollars in thousands)							
Total revenues.....	\$ 76,389	80,198	88,043	101,417	63,837	67,208	74,103	87,170
Provision for loan losses.....	14,217	18,416	23,224	11,685	11,167	13,813	18,365	8,580
General and administrative expenses.....	42,191	41,930	47,470	47,628	34,847	35,289	41,460	42,031
Net income.....	10,850	10,466	7,288	24,392	9,987	9,861	7,011	21,037
Gross loans receivable ..	\$ 544,964	571,319	663,217	599,509	447,840	470,275	560,741	505,788
Number of offices open	782	817	831	838	641	678	730	732

Recently Issued Accounting Pronouncements

Business Combinations

In December 2007, the Financial Accounting Standards Board issued SFAS No. 141 (revised 2007), *Business Combinations*, which replaces SFAS No. 141, *Business Combinations*. SFAS No. 141R requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions. SFAS No. 141R also requires acquisition-related costs and restructuring costs that the acquirer expected, but was not obligated to incur at the acquisition date, to be recognized separately from the business combination. In addition, SFAS No. 141R amends SFAS No. 109, *Accounting for Income Taxes*, to require the acquirer to recognize changes in the amount of its deferred tax benefits that are recognizable because of a business combination either in income from continuing operations in the period of the combination or directly in contributed capital. SFAS No. 141R applies prospectively to business combinations in fiscal years beginning on or after December 15, 2008 and would therefore impact our accounting for future acquisitions beginning in fiscal 2010.

Fair Value Measurements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 provides a common definition of fair value and a framework for measuring assets and liabilities at fair values when a particular standard prescribes it. In addition, the Statement prescribes a more enhanced disclosure of fair value measures, and requires a more expanded disclosure when non-market data is used to assess fair values.

The provisions of SFAS 157 for financial assets and liabilities, as well as any other assets and liabilities that are carried at fair value on a recurring basis in financial statements, are effective for the first fiscal period beginning after November 15, 2007. The provisions for non-financial assets and liabilities are effective for the first fiscal period beginning after November 15, 2008. We are required to adopt SFAS 157 for financial assets and liabilities in the first quarter of fiscal 2009 and are currently assessing the impact on our Consolidated Financial Statements.

Noncontrolling Interest in consolidated Financial Statements

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements, an Amendment of ARB No. 51" ("SFAS 160"). SFAS 160 clarifies the accounting for noncontrolling interests and establishes accounting and reporting standards for the noncontrolling interest in a subsidiary, including classification as a component of equity. SFAS 160 is effective for fiscal years beginning after December 15, 2008, our fiscal 2010. The Company is in the process of determining the effect, if any, that the adoption of SFAS 160 will have on our Consolidated Financial Statements.

Disclosures about Derivative Instruments and Hedging Activities

Statement 161, which amends FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities, requires companies with derivative instruments to disclose information about how and why a company uses derivative instruments, how derivative instruments and related hedged items are accounted for under Statement 133, and how derivative instruments and related hedged items affect a company's financial position, financial performance, and cash flows. The required disclosures include the fair value of derivative instruments and their gains or losses in tabular format, information about credit-risk-related contingent features in derivative agreements, counterparty credit risk, and the company's strategies and objectives for using derivative instruments. The Statement expands the current disclosure framework in Statement 133. Statement 161 is effective prospectively for periods beginning on or after November 15, 2008.

Fair Value Option for Financial Assets and Financial Liabilities

On February 15, 2007, the FASB issued SFAS No. 159 ("SFAS 159"), "The Fair Value Option for Financial Assets and Financial Liabilities," which allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. Subsequent changes in fair value of these financial assets and liabilities would be recognized in earnings when they occur. SFAS 159 further establishes certain additional disclosure requirements. SFAS 159 is effective for the first fiscal period beginning after November 15, 2007. We do not expect the adoption of this standard to have a material impact on our Consolidated Financial Statements.

Convertible Debt Instruments

On May 9, 2008, the FASB issued FASB Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("FSP APB 14-1"). FSP APB 14-1 applies to any convertible debt instrument that at conversion may be settled wholly or partly with cash, requires cash-settleable convertibles to be separated into their debt and equity components at issuance and prohibits the use of the fair-value option for such instruments. FSP APB 14-1 is effective for the first fiscal period beginning after December 15, 2008 and must be applied retrospectively to all periods presented with a cumulative effect adjustment being made as of the earliest period presented. We will be required to adopt FSP APB 14-1 in the first quarter of fiscal 2010 and are currently assessing the impact on our Consolidated Financial Statements.

Useful Life of Intangible Assets

In April 2008, the FASB issued FASB Staff Position No. FAS 142-3, "Determination of the Useful Life of Intangible Assets" ("FSP FAS 142-3"). FSP FAS 142-3 applies to all recognized intangible assets and its guidance is restricted to estimating the useful life of recognized intangible assets. FSP FAS 142-3 is effective for the first fiscal period beginning after December 15, 2008 and must be applied prospectively to intangible assets acquired after the effective date. We will be required to adopt FSP FAS 142-3 to intangible assets acquired beginning with the first quarter of fiscal 2010.

Liquidity and Capital Resources

The Company has financed and continues to finance its operations, acquisitions and office expansion through a combination of cash flow from operations and borrowings from its institutional lenders. The Company has generally applied its cash flow from operations to fund its increasing loan volume, fund acquisitions, repay long-term indebtedness, and repurchase its common stock. As the Company's gross loans receivable increased from \$226.3 million at March 31, 2002 to \$599.5 million at March 31, 2008, net cash provided by operating activities for fiscal years 2006, 2007 and 2008 was \$98.0 million, \$110.1 million and \$136.0 million, respectively.

The Company's primary ongoing cash requirements relate to the funding of new offices and acquisitions, the overall growth of loans outstanding, the repayment of long-term indebtedness and the repurchase of its common stock. In November 2007 and February 2008, the Board of Directors authorized the Company to increase its share repurchase program by an additional \$10 million, respectively. As of March 31, 2008, 6,165,444 shares have been repurchased since 2000 for respective aggregate purchase price of approximately \$141.8 million. During fiscal 2008 the Company repurchased 1,375,100 shares for \$41.9 million. The Company believes stock repurchases to be a viable component of the Company's long-term financial strategy and an excellent use of excess cash when the opportunity arises. In addition, the Company plans to open or acquire approximately 70 branches in the United States and 25 branches in Mexico. Expenditures by the Company to open and furnish new offices generally averaged approximately \$25,000 per office during fiscal 2008. New offices have also required from \$100,000 to \$400,000 to fund outstanding loans receivable originated during their first 12 months of operation.

The Company acquired a net of 13 offices and a number of loan portfolios from competitors in 5 states in 11 separate transactions during fiscal 2008. Gross loans receivable purchased in these transactions were approximately \$4.5 million in the aggregate at the dates of purchase. The Company believes that attractive opportunities to acquire new offices or receivables from its competitors or to acquire offices in communities not currently served by the Company will continue to become available as conditions in local economies and the financial circumstances of owners change.

The Company has a \$187.0 million base credit facility with a syndicate of banks. In addition to the base revolving credit commitment, there is a \$30 million seasonal revolving credit commitment available November 15 of each year through March 31 of the immediately succeeding year to cover the increase in loan demand during this period. The credit facility will expire on September 30, 2009. Funds borrowed under the revolving credit facility bear interest, at the Company's option, at either the agent bank's prime rate per annum or the LIBOR rate plus 1.80% per annum. At March 31, 2008, the interest rate on borrowings under the revolving credit facility was 5.25%. The Company pays a commitment fee equal to 0.375% per annum of the daily unused portion of the revolving credit facility. Amounts outstanding under the revolving credit facility may not exceed specified percentages of eligible loans receivable. On March 31, 2008, \$104.5 million was outstanding under this facility, and there was \$82.5 million of unused borrowing availability under the borrowing base limitations, excluding the seasonal line which expires each March 31.

Management's Discussion And Analysis

The Company's credit agreements contain a number of financial covenants including minimum net worth and fixed charge coverage requirements. The credit agreements also contain certain other covenants, including covenants that impose limitations on the Company with respect to (i) declaring or paying dividends or making distributions on or acquiring common or preferred stock or warrants or options; (ii) redeeming or purchasing or prepaying principal or interest on subordinated debt; (iii) incurring additional indebtedness; and (iv) entering into a merger, consolidation or sale of substantial assets or subsidiaries. The Company was in compliance with these agreements at March 31, 2008 and does not believe that these agreements will materially limit its business and expansion strategy.

On October 2, 2006, the Company amended its senior credit facility in connection with the issuance of \$110 million in aggregate principal amount of its 3% convertible senior subordinated notes due October 1, 2011. See Note 7 to the Consolidated Financial Statements included in this report for more information regarding this transaction.

The following table summarizes the Company's contractual cash obligations by period (in thousands):

	<u>Fiscal Year Ended March 31,</u>						
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>Thereafter</u>	<u>Total</u>
Convertible Senior Subordinated Notes Payable.....	\$ -	\$ -	\$ -	\$110,000	\$ -	\$ -	\$110,000
Maturities of Notes Payable.....	200	104,700	-	-	-	-	104,900
Interest Payments on Convertible Senior Subordinated Notes Payable.....	3,300	3,300	3,300	3,300	-	-	13,200
Interest Payments on Notes Payable.....	5,525	2,744	-	-	-	-	8,269
Minimum Lease Payments.....	<u>11,305</u>	<u>7,464</u>	<u>3,473</u>	<u>978</u>	<u>272</u>	<u>-</u>	<u>23,492</u>
Total	<u>\$ 20,330</u>	<u>\$118,208</u>	<u>\$ 6,773</u>	<u>\$114,278</u>	<u>\$ 272</u>	<u>\$ -</u>	<u>\$ 259,861</u>

On April 1, 2007, the Company adopted FIN No. 48. As of March 31, 2008, the Company's contractual obligations relating to FIN 48 included unrecognized tax benefits of \$8.8 million which are expected to be settled in greater than one year. While the settlement of the obligation is expected to be in excess of one year, the precise timing of the settlement is indeterminable.

The Company believes that cash flow from operations and borrowings under its revolving credit facility will be adequate for the next twelve months, and for the foreseeable future thereafter, to fund the expected cost of opening or acquiring new offices, including funding initial operating losses of new offices and funding loans receivable originated by those offices and the Company's other offices. Management is not currently aware of any trends, demands, commitments, events or uncertainties that it believes will result in, or are reasonably likely to result in, the Company's liquidity increasing or decreasing in any material way. From time to time, the Company has needed and obtained, and expects that it will continue to need on a periodic basis, an increase in the borrowing limits under its revolving credit facility. The Company has successfully obtained such increases in the past and anticipates that it will be able to do so in the future as the need arises; however, there can be no assurance that this additional funding will be available (or available on reasonable terms) if and when needed.

Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

The Company's financial instruments consist of the following: cash, loans receivable, senior notes payable, convertible senior subordinated notes payable, an other note payable, an interest rate swap and a foreign currency option. Fair value approximates carrying value for all of these instruments, except the convertible senior subordinated notes payable, for which the fair value represents the quoted market price. Loans receivable are originated at prevailing market rates and have an average life of approximately four months. Given the short-term nature of these loans, they are continually repriced at current market rates. The Company's outstanding debt under its revolving credit facility was \$104.5 million at March 31, 2008. Interest on borrowings under this facility is based, at the Company's option, on the prime rate or LIBOR plus 1.80%.

Based on the outstanding balance at March 31, 2008, a change of 1% in the interest rates would cause a change in interest expense of approximately \$745,000 on an annual basis.

In October 2005, the Company entered into an interest rate swap to economically hedge the variable cash flows associated with \$30 million of its LIBOR-based borrowings. This swap converted the \$30 million from a variable rate of one-month LIBOR to a fixed rate of 4.755% for a period of five years. In accordance with SFAS 133, the Company records derivatives at fair value, as other assets or liabilities, on the consolidated balance sheets. Since the Company is not utilizing hedge accounting under SFAS 133, changes in the fair value of the derivative instrument are included in other income. As of March 31, 2008 the fair value of the interest rate swap was a liability of \$1.7 million and included in other liabilities. The change in fair value from the beginning of the year, recorded as an unrealized loss in other income, was approximately \$1.8 million.

On October 10, 2006, the Company issued \$110 million convertible senior subordinated notes due October 1, 2011 (the "Convertible Notes") to qualified institutional brokers in accordance with Rule 144A of the Securities Act of 1933. Interest on the Convertible Notes is fixed at 3% and is payable semi-annually in arrears on April 1 and October 1 of each year, commencing April 1, 2007.

The Company has another note payable which has a balance of \$400,000 at March 31, 2008, and carries an interest rate equal to LIBOR + 2.00%.

Foreign Currency Exchange Rate Risk

In September 2005 the Company began opening offices in Mexico, where local businesses utilize the Mexican peso as their functional currency. The consolidated financial statements of the Company are denominated in U.S. dollars and are therefore subject to fluctuation as the U.S. dollar and Mexican peso foreign exchange rate changes. International revenues were less than 2% of total revenues for the year ended March 31, 2008 and net loans denominated in Mexican pesos were approximately \$9.1 million (USD) at March 31, 2008.

The Company's foreign currency exchange rate exposures may change over time as business practices evolve and could have a material effect on its financial results. There have been, and there may continue to be, period-to-period fluctuations in the relative portions of Mexican revenues.

On May 9, 2007, we hedged our foreign exchange risk by purchasing a \$3 million foreign exchange currency option with a strike rate of 11.18 Mexican peso per US dollar. This option expires on May 9, 2008. Changes in the fair value of this option are recorded as a component of earnings since the Company did not apply hedge accounting under SFAS 133. The fair value of the option at March 31, 2008, and the change in the fair value of the option in fiscal 2008 was less than \$100,000.

Because earnings are affected by fluctuations in the value of the U.S. dollar against foreign currencies, an analysis was performed assuming a hypothetical 10% increase or decrease in the value of the U.S. dollar relative to the Mexican peso in which the Company's transactions in Mexico are denominated. At March 31, 2008, the analysis indicated that such market movements would not have had a material effect on the consolidated financial statements. The actual effects on the consolidated financial statements in the future may differ materially from results of the analysis for the year ended March 31, 2008. The Company will continue to monitor and assess the effect of currency fluctuations and may institute further hedging alternatives.

Inflation

The Company does not believe that inflation has a material adverse effect on its financial condition or results of operations. The primary impact of inflation on the operations of the Company is reflected in increased operating costs. While increases in operating costs would adversely affect the Company's operations, the consumer lending laws of two of the eleven states in which the Company operates allow indexing of maximum loan amounts to the Consumer Price Index. These provisions will allow the Company to make larger loans at existing interest rates in those states, which could partially offset the potential increase in operating costs due to inflation.

Legal Matters

As of March 31, 2008, the Company and certain of its subsidiaries have been named as defendants in various legal actions arising from their normal business activities in which damages in various amounts are claimed. Although the amount of any ultimate liability with respect to such matters cannot be determined, the Company believes that any such liability will not have a material adverse effect on the Company's consolidated financial condition or results of operations taken as a whole.

CONSOLIDATED BALANCE SHEETS

	March 31,	
	<u>2008</u>	<u>2007</u>
Assets		
Cash and cash equivalents	\$ 7,589,575	5,779,032
Gross loans receivable	599,508,969	505,788,440
Less:		
Unearned interest and deferred fees	(154,418,105)	(127,750,015)
Allowance for loan losses	<u>(33,526,147)</u>	<u>(27,840,239)</u>
Loans receivable, net	411,564,717	350,198,186
Property and equipment, net.....	18,654,010	14,310,458
Deferred income taxes	22,134,066	14,507,000
Other assets, net.....	10,818,057	10,221,562
Goodwill	5,352,675	5,039,630
Intangible assets, net	<u>9,997,327</u>	<u>11,060,139</u>
	\$ <u>486,110,427</u>	<u>411,116,007</u>
Liabilities and Shareholders' Equity		
Liabilities:		
Senior notes payable.....	104,500,000	60,600,000
Convertible senior subordinated notes payable	110,000,000	110,000,000
Other notes payable	400,000	600,000
Income taxes payable	18,039,242	8,015,514
Accounts payable and accrued expenses.....	<u>18,865,913</u>	<u>16,407,846</u>
Total liabilities.....	<u>251,805,155</u>	<u>195,623,360</u>
Shareholders' equity:		
Preferred stock, no par value		
Authorized 5,000,000 shares, no shares issued or outstanding.....	-	-
Common stock, no par value		
Authorized 95,000,000 shares; issued and outstanding 16,278,684		
and 17,492,521 shares at March 31, 2008 and 2007, respectively.....	-	-
Additional paid-in capital.....	1,323,001	5,770,665
Retained earnings	232,812,768	209,769,808
Accumulated other comprehensive income (loss), net of tax	<u>169,503</u>	<u>(47,826)</u>
Total shareholders' equity	<u>234,305,272</u>	<u>215,492,647</u>
Commitments and contingencies		
	\$ <u>486,110,427</u>	<u>411,116,007</u>

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended March 31,		
	2008	2007	2006
Revenues:			
Interest and fee income	\$ 292,457,259	247,007,668	204,450,428
Insurance commissions and other income	<u>53,589,595</u>	<u>45,310,752</u>	<u>38,821,587</u>
Total revenues	<u>346,046,854</u>	<u>292,318,420</u>	<u>243,272,015</u>
Expenses:			
Provision for loan losses	<u>67,541,805</u>	<u>51,925,080</u>	<u>46,025,912</u>
General and administrative expenses:			
Personnel.....	119,483,185	102,824,945	84,817,025
Occupancy and equipment.....	21,554,655	17,397,672	14,166,977
Data processing	2,112,399	2,159,712	2,108,740
Advertising	12,647,576	10,277,796	8,592,492
Amortization of intangible assets	2,505,465	2,885,202	2,860,555
Other	<u>20,915,465</u>	<u>18,081,517</u>	<u>15,968,496</u>
	179,218,745	153,626,844	128,514,285
Interest expense	<u>11,569,110</u>	<u>9,596,116</u>	<u>7,136,853</u>
Total expenses.....	<u>258,329,660</u>	<u>215,148,040</u>	<u>181,677,050</u>
Income before income taxes	87,717,194	77,170,380	61,594,965
Income taxes	<u>34,721,036</u>	<u>29,274,000</u>	<u>23,080,000</u>
Net income.....	\$ <u>52,996,158</u>	<u>47,896,380</u>	<u>38,514,965</u>
Net income per common share:			
Basic	\$ <u>3.11</u>	<u>2.66</u>	<u>2.08</u>
Diluted	\$ <u>3.05</u>	<u>2.60</u>	<u>2.02</u>
Weighted average shares outstanding:			
Basic	<u>17,044,122</u>	<u>18,018,370</u>	<u>18,493,389</u>
Diluted	<u>17,374,746</u>	<u>18,393,728</u>	<u>19,098,087</u>

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND COMPREHENSIVE INCOME

	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss), Net	Total Shareholders' Equity	Total Comprehensive Income
Balances at March 31, 2005	\$ 11,964,056	177,747,137	-	189,711,193	
Proceeds from exercise of stock options (190,397 shares), including tax benefits of \$1,205,288	3,045,527	-	-	3,045,527	
Common stock repurchases (800,400 shares)	(13,800,225)	(6,991,249)	-	(20,791,474)	
Other comprehensive loss	-	-	(50,092)	(50,092)	(50,092)
Net income	-	<u>38,514,965</u>	-	<u>38,514,965</u>	<u>38,514,965</u>
Total comprehensive income	-	-	-	-	<u>38,464,873</u>
Balances at March 31, 2006	\$ 1,209,358	209,270,853	(50,092)	210,430,119	
Proceeds from exercise of stock options (331,870 shares), including tax benefits of \$2,937,122	6,423,279	-	-	6,423,279	
Common stock repurchases (1,209,395 shares)	(6,698,538)	(47,397,425)	-	(54,095,963)	
Issuance of restricted common stock under stock option plan (33,442 shares)	449,331	-	-	449,331	
Stock option expense	3,481,617	-	-	3,481,617	
Tax benefit from Convertible note	9,359,000	-	-	9,359,000	
Proceeds from sale of warrants associated with convertible notes	16,155,823	-	-	16,155,823	
Purchase of call option associated with convertible notes	(24,609,205)	-	-	(24,609,205)	
Other comprehensive income	-	-	2,266	2,266	2,266
Net income	-	<u>47,896,380</u>	-	<u>47,896,380</u>	<u>47,896,380</u>
Total comprehensive income	-	-	-	-	<u>47,898,646</u>
Balances at March 31, 2007	\$ 5,770,665	209,769,808	(47,826)	215,492,647	
Proceeds from exercise of stock options (116,282 shares), including tax benefits of \$1,110,598	2,724,938	-	-	2,724,938	
Common stock repurchases (1,375,100 shares)	(12,458,946)	(29,403,198)	-	(41,862,144)	
Issuance of restricted common stock under stock option plan (44,981 shares)	1,348,419	-	-	1,348,419	
Stock option expense	3,937,925	-	-	3,937,925	
Cumulative effect of FIN 48	-	(550,000)	-	(550,000)	
Other comprehensive income	-	-	217,329	217,329	217,329
Net income	-	<u>52,996,158</u>	-	<u>52,996,158</u>	<u>52,996,158</u>
Total comprehensive income	-	-	-	-	<u>53,213,487</u>
Balances at March 31, 2008	<u>\$ 1,323,001</u>	<u>232,812,768</u>	<u>169,503</u>	<u>234,305,272</u>	

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended March 31,		
	2008	2007	2006
Cash flows from operating activities:			
Net income	\$ 52,996,158	47,896,380	38,514,965
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of intangible assets	2,505,465	2,885,202	2,860,555
Amortization of loan costs and discounts	763,262	379,634	25,000
Provision for loan losses	67,541,805	51,925,080	46,025,912
Depreciation	3,760,461	3,057,658	2,371,857
Deferred tax expense (benefit).....	(3,127,924)	(1,250,000)	6,792,000
Compensation related to stock option and restricted stock plans..	5,286,344	3,930,948	-
Tax benefit from exercise of stock options	-	-	1,205,288
Gain/loss on interest rate swap	1,762,662	400,000	(492,000)
Change in accounts:			
Other assets, net	(1,134,756)	(262,450)	(251,024)
Income taxes payable	4,973,728	1,237,238	5,154,207
Accounts payable and accrued expenses.....	695,405	(111,497)	(4,204,452)
Net cash provided by operating activities.....	<u>136,022,610</u>	<u>110,088,193</u>	<u>98,002,308</u>
Cash flows from investing activities:			
Increase in loans receivable, net.....	(125,822,271)	(95,963,365)	(82,962,171)
Net assets acquired from office acquisitions, primarily loans.....	(3,220,879)	(16,269,811)	(6,800,032)
Increase in intangible assets from acquisitions	(1,755,698)	(2,123,853)	(2,363,168)
Purchases of property and equipment, net.....	(7,976,013)	(6,189,997)	(3,546,815)
Net cash used in investing activities	<u>(138,774,861)</u>	<u>(120,547,026)</u>	<u>(95,672,186)</u>
Cash flows from financing activities:			
Net change in bank overdraft	-	1,544,231	908,324
Proceeds (repayment) of senior revolving notes payable, net.....	43,900,000	(39,200,000)	16,900,000
Proceeds from convertible senior subordinated notes.....	-	110,000,000	-
Repayment of other notes payable	(200,000)	(200,000)	(200,000)
Proceeds from exercise of stock options.....	1,614,340	3,486,157	1,840,239
Repurchase of common stock.....	(41,862,144)	(54,095,963)	(20,791,474)
Tax benefit from exercise of stock options.....	1,110,598	2,937,122	-
Proceeds from sale of warrants associated with convertible notes ...	-	16,155,823	-
Loan cost associated with note convertible	-	(3,814,188)	-
Purchase of call options associated with convertible notes	-	(24,609,205)	-
Net cash provided by (used in) financing activities.....	<u>4,562,794</u>	<u>12,203,977</u>	<u>(1,342,911)</u>
Increase in cash and cash equivalents.....	<u>1,810,543</u>	<u>1,745,144</u>	<u>987,211</u>
Cash and cash equivalents at beginning of year.....	<u>5,779,032</u>	<u>4,033,888</u>	<u>3,046,677</u>
Cash and cash equivalents at end of year	<u>\$ 7,589,575</u>	<u>5,779,032</u>	<u>4,033,888</u>

See accompanying notes to consolidated financial statements.

(1) Summary of Significant Accounting Policies

The Company's accounting and reporting policies are in accordance with U.S. generally accepted accounting principles and conform to general practices within the finance company industry. The following is a description of the more significant of these policies used in preparing the consolidated financial statements.

Nature of Operations

The Company is a small-loan consumer finance company headquartered in Greenville, South Carolina, that offers short-term small loans, medium-term larger loans, related credit insurance products and ancillary products and services to individuals who have limited access to other sources of consumer credit. It also offers income tax return preparation services and access to refund anticipation loans (through a third party bank) to its customer base and to others.

The Company also markets computer software and related services to financial services companies through its ParaData Financial Systems ("ParaData") subsidiary.

As of March 31, 2008, the Company operated 803 offices in South Carolina, Georgia, Texas, Oklahoma, Louisiana, Tennessee, Missouri, Illinois, New Mexico, Kentucky, and Alabama. The Company also operated 35 offices in Mexico. The Company is subject to numerous lending regulations that vary by jurisdiction.

Principles of Consolidation

The consolidated financial statements include the accounts of World Acceptance Corporation and its wholly owned subsidiaries (the "Company"). Subsidiaries consist of operating entities in various states and Mexico, ParaData (a software company acquired during fiscal 1994), WAC Insurance Company, Ltd. (a captive reinsurance company established in fiscal 1994) and Servicios World Acceptance Corporation de Mexico (a service company established in fiscal 2006). All significant intercompany balances and transactions have been eliminated in consolidation.

The financial statements of the Company's foreign subsidiaries in Mexico are prepared using the local currency as the functional currency. Assets and liabilities of these subsidiaries are translated into US dollars at the current exchange rate and income and expense are translated at an average exchange rate for the period. The resulting translation gains and losses are recognized as a component of equity in "Accumulated Other Comprehensive Income (Loss)."

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with U.S. generally accepted accounting principals requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant item subject to such estimates and assumptions that could materially change in the near term is the allowance for loan losses. Actual results could differ from those estimates.

Business Segments

The Company reports operating segments in accordance with SFAS No. 131, "*Disclosures about Segments of an Enterprise and Related Information*" ("SFAS 131"). Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and assess performance. SFAS 131 requires that a public enterprise report a measure of segment profit or loss, certain specific revenue and expense items, segment assets, information about the way that the operating segments were determined and other items.

The Company has one reportable segment, which is the consumer finance company. The other revenue generating activities of the Company, including the sale of insurance products, income tax preparation, buying club and the automobile club, are done in the existing branch network in conjunction with or as a compliment to the lending operation. There is no discrete financial information available for these activities and they do not meet the criteria under SFAS 131 to be reported separately.

ParaData provides data processing systems to 113 separate finance companies, including the Company. At March 31, 2008 and 2007, ParaData had total assets of \$1.7 million and \$2.7 million, respectively, which represented less than 1% of total consolidated assets at each fiscal year end. Total net revenues (system sales and support) for ParaData for the years ended March 31, 2008, 2007 and 2006 were \$2.2 million, \$2.5 million and \$2.3 million, respectively, which represented approximately 1% of consolidated revenue for each year. For the years ended March 31, 2008, 2007 and 2006, ParaData had income (loss) before income taxes of \$(255,000), \$112,000 and \$308,000, respectively. Although ParaData is an operating segment under SFAS 131, it does not meet the criteria to require separate disclosure.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less from the date of original issuance to be cash equivalents.

Loans and Interest Income

The Company is licensed to originate direct cash consumer loans in the states of Georgia, South Carolina, Texas, Oklahoma, Louisiana, Tennessee, Missouri, Illinois, New Mexico, Kentucky, and Alabama. In addition, the Company also originated direct cash consumer loans in Mexico. During fiscal 2008 and 2007, the Company originated loans generally ranging up to \$3,000, with terms of 24 months or less. Experience indicates that a majority of the direct cash consumer loans are renewed, and the Company accounts for the refinancing as a new loan. Generally a customer must make a payment in order to qualify for a renewal. Furthermore, our lending policy has predetermined lending amounts, so that in most cases a renewal will result in advancing additional funds. The Company believes that the advancement of additional funds constitutes more than a minor modification to the terms of the existing loan, as the present value of the cash flows under the terms of the new loan will be 10% or more of the present value of the remaining cash flows under the terms of the original loan.

Fees received and direct costs incurred for the origination of loans are deferred and amortized to interest income over the contractual lives of the loans. Unamortized amounts are recognized in income at the time that loans are renewed or paid in full.

Loans are carried at the gross amount outstanding, reduced by unearned interest and insurance income, net deferred origination fees and direct costs, and an allowance for loan losses. The Company generally calculates interest revenue on its loans using the rule of 78's, and recognizes the interest revenue using the collection method, which is a cash method of recognizing the revenue. The Company believes that the combination of these two methods does not differ materially from the interest method, which is an accrual method for recognizing the revenue. Charges for late payments are credited to income when collected.

The Company generally offers its loans at the prevailing statutory rates for terms not to exceed 24 months. Management believes that the carrying value approximates the fair value of its loan portfolio.

Allowance for Loan Losses

The Company maintains an allowance for loan losses in an amount that, in management's opinion, is adequate to cover losses inherent in the existing loan portfolio. The Company charges against current earnings, as a provision for loan losses, amounts added to the allowance to maintain it at levels expected to cover probable losses of principal. When establishing the allowance for loan losses, the Company takes into consideration the growth of the loan portfolio, the mix of the loan portfolio, current levels of charge-offs, current levels of delinquencies, and current economic factors. The allowance for loan losses has an allocated and an unallocated component. The Company uses historical information for net charge-offs by loan type and average loan life by loan type to estimate the allocated component of the allowance for loan losses.

This method is based on the fact that many customers renew their loans prior to the contractual maturity. Average contractual loan terms are approximately nine months and the average loan life is approximately four months. The allowance for loan loss model also reserves 100% of the principal on loans greater than 90 days past due on a recency basis. Loans are charged off at the earlier of when such loans are deemed to be uncollectible or when six months have elapsed since the date of the last full contractual payment. The Company's charge-off policy has been consistently applied and no significant changes have been made to the policy during the periods reported. Management considers the charge-off policy when evaluating the appropriateness of the allowance for loan losses.

Statement of Position No. 03-3 (SOP 03-3), "*Accounting for Certain Loans or Debt Securities Acquired in a Transfer*," prohibits carryover or creation of valuation allowances in the initial accounting of all loans acquired in a transfer that are within the scope of the SOP. The Company believes that loans acquired since the adoption of SOP 03-3 have not shown evidence of deterioration of credit quality since origination, and therefore, are not within the scope of SOP 03-3. Therefore, the Company records acquired loans (not within the scope of SOP 03-3) at fair value based on current interest rates, less an allowance for uncollectible accounts.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is recorded using the straight-line method over the estimated useful life of the related asset as follows: building, 40 years; furniture and fixtures, 5 to 10 years; equipment, 3 to 7 years; and vehicles, 3 years. Amortization of leasehold improvements is recorded using the straight-line method over the lesser of the estimated useful life of the asset or the term of the lease. Additions to premises and equipment and major replacements or improvements are added at cost. Maintenance, repairs, and minor replacements are charged to operating expense as incurred. When assets are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statement of operations.

Other Assets

Other assets include cash surrender value of life insurance policies, prepaid expenses, debt issuance cost and other deposits.

Derivatives and Hedging Activities

The Company currently uses an interest rate swap and a foreign currency option to economically hedge the variable cash flows associated with \$30 million of its LIBOR-based borrowings and Mexican peso expenditures. The interest rate swap agreement and foreign currency option are carried at fair value. Changes to fair value are recorded each period as a component of the statement of operations.

Intangible Assets and Goodwill

Intangible assets include the cost of acquiring existing customers, and the value assigned to non-compete agreements. Customer lists are amortized on a straight line or accelerated basis over an estimated weighted average useful life of 9 years and non-compete agreements are amortized on a straight line basis over the term of the agreement.

We evaluate goodwill annually for impairment in the fourth quarter of a fiscal year using the market value-based approach. We have one reporting unit, the consumer finance company, and we have multiple components, the lowest level of which are individual offices. Our components are aggregated for impairment testing because they have similar economic characteristics. We write-off goodwill when we close an office that has goodwill assigned to it. As of March 31, 2008, we had 79 offices with recorded goodwill.

Impairment of Long-Lived Assets

We assess impairment of long-lived assets, including property and equipment and intangible assets, whenever changes or events indicate that the carrying amount may not be recoverable. We assess impairment of these assets generally at the office level based on the operating cash flows of the office and our plans for office closings. We write down such assets to fair value if, based on an analysis, the sum of the expected future undiscounted cash flows is less than the carrying amount of the assets. We did not record any material impairment charges for the fiscal years 2008, 2007 and 2006.

Fair Value of Financial Instruments

SFAS No. 107, "Disclosures about the Fair Value of Financial Instruments," requires disclosures about the fair value of all financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. The Company's financial instruments consist of the following: cash, loans receivable, senior notes payable, convertible senior subordinated notes payable, other note payable, foreign currency options and interest rate swaps. Fair value approximates carrying value for all of these instruments, except the convertible subordinated notes payable. Loans receivable are originated at prevailing market rates and have an average life of approximately four months. Given the short-term nature of these loans, they are continually repriced at current market rates. The Company's revolving credit facility and other note payable have a variable rate based on a margin over LIBOR and reprice with any changes in LIBOR. The convertible subordinated notes payable fair value is based on the current quoted market price which was \$88,385,000 and \$103,537,500 as of March 31, 2008 and 2007, respectively. The carrying value of the convertible subordinated notes payable was \$110,000,000 at March 31, 2008 and 2007. The swap and option are valued based on information from a third party broker.

Insurance Premiums

Insurance premiums for credit life, accident and health, property and unemployment insurance written in connection with certain loans, net of refunds and applicable advance insurance commissions retained by the Company, are remitted monthly to an insurance company. All commissions are credited to unearned insurance commissions and recognized as income over the life of the related insurance contracts using a method similar to that used for the recognition of interest income.

Non-file Insurance

Non-file premiums are charged on certain loans at inception and renewal in lieu of recording and perfecting the Company's security interest in the assets pledged on certain loans and is remitted to a third-party insurance company for non-file insurance coverage. Such insurance and the related insurance premiums, claims, and recoveries are not reflected in the accompanying consolidated financial statements except as a reduction in loan losses (see Note 9).

Certain losses related to such loans, which are not recoverable through life, accident and health, property, or unemployment insurance claims are reimbursed through non-file insurance claims subject to policy limitations. Any remaining losses are charged to the allowance for loan losses.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Supplemental Cash Flow Information

For the years ended March 31, 2008, 2007, and 2006, the Company paid interest of \$10,788,530, \$9,686,128 and \$6,958,983, respectively.

For the years ended March 31, 2008, 2007, and 2006, the Company paid income taxes of \$32,018,340, \$26,478,254 and \$9,928,505, respectively.

Supplemental non-cash financing activities for the years ended March 31, 2008, 2007, and 2006, consist of:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Tax benefit from convertible note.....	\$ <u>-</u>	<u>9,359,000</u>	<u>-</u>

Earnings Per Share

Earnings per share (“EPS”) are computed in accordance with SFAS No. 128, “*Earnings per Share*.” Basic EPS includes no dilution and is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of securities that could share in the earnings of the Company. Potential common stock included in the diluted EPS computation consists of stock options, restricted stock and warrants, which are computed using the treasury stock method. Potential common stock related to convertible senior notes are included in the diluted EPS computation using the method prescribed by EITF 04-8 “The Effect of Contingently Convertible Instruments on Dilutive Earnings Per Share.”

Reclassifications

Certain reclassification entries have been made for fiscal 2007 and 2006 to conform with fiscal 2008 presentation. There was no impact on shareholders’ equity or net income previously reported as a result of these reclassifications.

Stock-Based Compensation

In December 2004, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 123R (“SFAS 123R”), “Share-Based Payment,” which requires companies to recognize in the income statement the grant-date fair value of stock options and other equity-based compensation issued to employees. SFAS 123R is an amendment of SFAS No. 123 (“SFAS 123”), “Accounting for Stock-Based Compensation,” and its related implementation guidance. SFAS 123R does not change the accounting guidance for share-based payment transactions with parties other than employees provided in SFAS 123. Under SFAS 123R, the way an award is classified will affect the measurement of compensation cost. Liability-classified awards are remeasured to fair value at each balance-sheet date until the award is settled. Equity-classified awards are measured at grant-date fair value, amortized over the subsequent vesting period, and are not subsequently remeasured. The fair value of non-vested stock awards for the purposes of recognizing stock-based compensation expense is the market price of the stock on the grant date. The fair value of options is estimated on the grant date using the Black-Scholes option pricing model (see Note 13).

At March 31, 2008, the Company had several share-based employee compensation plans, which are described more fully in Note 13. Prior to April 1, 2006, the Company accounted for its option plans under the recognition and measurement principles of APB Opinion 25, “Accounting for Stock Issued to Employees,” and related Interpretations (“APB Opinion 25”), as permitted by SFAS 123. No stock-based employee compensation cost was recognized in net income related to these stock options for the year ended March 31, 2006, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. Effective April 1, 2006, the Company adopted SFAS 123R using the modified prospective transition method. Under that method of transition, compensation cost recognized in 2007 and 2008 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of April 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123, and (b) compensation cost for all share-based payments granted subsequent to April 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of Statement 123R. Since this compensation cost is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Prior to the adoption of SFAS 123R, the Company recorded forfeitures as they occurred. The results of this change were not material. The Company has elected to expense future grants of awards with graded vesting on a graded vesting basis over the requisite service period of the entire award. Results for prior periods have not been restated.

Prior to the adoption of SFAS 123R, the Company presented all tax benefits resulting from share-based compensation as cash flows from operating activities in the consolidated statements of cash flows. SFAS 123R requires cash flows resulting from tax deductions in excess of the grant-date fair value of share-based awards to be included in cash flows from financing activities.

The following table provides pro forma net income and earnings per share information, as if the Company had applied the fair value recognition provisions of SFAS 123R to stock-based employee compensation option plans for the year ended March 31, 2006 (dollars in thousands, except per share data). Disclosures for the years ended March 31, 2008 and 2007 are not presented because the amounts are recognized in the consolidated financial statements.

(Dollars in thousands except per share amounts)	<u>2006</u>
Net income	
As reported.....	\$ 38,515
Deduct:	
Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effect.....	<u>1,253</u>
Pro forma net income	<u>\$ 37,262</u>
Basic earnings per share	
As reported.....	<u>\$ 2.08</u>
Pro forma.....	<u>\$ 2.01</u>
Diluted earnings per share	
As reported.....	<u>\$ 2.02</u>
Pro forma	<u>\$ 1.95</u>

See Note 13 for a summary of the Company’s assumptions used to estimate the grant date per share fair value of options in the above table.

Comprehensive Income

Total comprehensive income consists of net income and other comprehensive income (loss). The Company’s other comprehensive income (loss) and accumulated other comprehensive income (loss) are comprised of foreign currency translation adjustments.

Concentration of Risk

During the year ended March 31, 2008, the Company operated in 11 states in the United States as well as in Mexico. For the years ended March 31, 2006, 2007 and 2008, total revenues within the Company's four largest states (measured by total revenues) accounted for approximately 61%, 62% and 62%, respectively, of the Company's total revenues.

Recently Issued Accounting Pronouncements

Convertible Debt Instruments

On May 9, 2008, the FASB issued FASB Staff Position No. APB 14-1, “Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)” (“FSP APB 14-1”). FSP APB 14-1 applies to any convertible debt instrument that at conversion may be settled wholly or partly with cash, requires cash-settleable convertibles to be separated into their debt and equity components at issuance and prohibits the use of the fair-value option for such instruments. FSP APB 14-1 is effective for the first fiscal period beginning after December 15, 2008 and must be applied retrospectively to all periods presented with a cumulative effect adjustment being made as of the earliest period presented. We will be required to adopt FSP APB 14-1 in the first quarter of fiscal 2010 and are currently assessing the impact on our Consolidated Financial Statements.

Recently Adopted Accounting Pronouncements

Accounting for Uncertainty in Income Taxes

In July 2006, FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109” (“FIN 48”), was issued. It clarifies the accounting for uncertainty in income taxes recognized in an entity’s financial statements in accordance with Statement of Financial Accounting Standards No. 109, “Accounting for Income Taxes,” by prescribing the minimum recognition threshold and measurement

attribute a tax position taken or expected to be taken on a tax return is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition.

In May 2007, the FASB issued FSP FIN No. 48-1, "Definition of Settlement in FASB Interpretation No. 48." FSP FIN No. 48-1 provides guidance on how a company should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. FSP FIN No. 48-1 is effective upon initial adoption of FIN No. 48, which the Company adopted in the first quarter of fiscal 2008, as discussed in footnote 11 to the Consolidated Financial Statements.

Accounting for Purchases of Life Insurance

In September 2006, the FASB ratified the consensus reached by the EITF on Issue No. 06-5, "Accounting for Purchases of Life Insurance - Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance." FASB Technical Bulletin No. 85-4 requires that the amount that could be realized under the insurance contract as of the date of the statement of financial position should be reported as an asset. Since the issuance of FASB Technical Bulletin No. 85-4, there has been diversity in practice in the calculation of the amount that could be realized under insurance contracts. Issue No. 06-5 concludes that the Company should consider any additional amounts (e.g., cash stabilization reserves and deferred acquisition cost taxes) included in the contractual terms of the insurance policy other than the cash surrender value in determining the amount that could be realized in accordance with FASB Technical Bulletin No. 85-4. The adoption of this Interpretation had no material impact on the Company's Consolidated Financial Statements.

(2) **Accumulated Other Comprehensive Loss**

The Company applies the provision of FASB Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income." The following summarizes accumulated other comprehensive loss as of March 31, 2008, 2007 and 2006:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Balance at beginning of year	\$ (47,826)	\$ (50,092)	-
Unrealized gain (loss) from foreign exchange translation adjustment	<u>217,329</u>	<u>2,266</u>	<u>(50,092)</u>
Total accumulated other comprehensive loss	\$ <u>169,503</u>	\$ <u>(47,826)</u>	<u>(50,092)</u>

(3) **Allowance for Loan Losses**

The following is a summary of the changes in the allowance for loan losses for the years ended March 31, 2008, 2007, and 2006:

	<u>March 31,</u>		
	<u>2008</u>	<u>2007</u>	<u>2006</u>
Balance at the beginning of the year	\$ 27,840,239	22,717,192	20,672,740
Provision for loan losses	67,541,805	51,925,080	46,025,912
Loan losses	(68,985,269)	(53,979,375)	(49,267,992)
Recoveries	6,989,297	6,227,742	4,849,244
Allowance on acquired loans	<u>140,075</u>	<u>949,600</u>	<u>437,288</u>
Balance at the end of the year	\$ <u>33,526,147</u>	<u>27,840,239</u>	<u>22,717,192</u>

The Company follows Statement of Position No. 03-3 ("SOP 03-3"), "Accounting for Certain Loans or Debt Securities Acquired in a Transfer," which prohibits carry over or creation of valuation allowances in the initial accounting of all loans acquired in a transfer that are within the scope of this SOP. Management believes that a loan has shown deterioration if it is over 60 days delinquent. The Company believes that loans acquired have not shown evidence of deterioration of credit quality since origination, and therefore, are not within the scope of SOP 03-3 because the Company did not pay consideration for, or record, acquired loans over 60 days delinquent. Loans acquired that are more than 60 days past due are included in the scope of SOP 03-3 and, therefore, subsequent refinances or restructures of these loans would not be accounted for as a new loan.

For the years ended March 31, 2008, 2007 and 2006, the Company recorded adjustments of approximately \$0.1 million, \$0.9 million and \$0.4 million, respectively, to the allowance for loan losses in connection with its acquisitions in accordance generally accepted accounting principles. These adjustments represent the allowance for loan losses on acquired loans that do not meet the scope of SOP 03-3 (also see Note 1).

(4) Property and Equipment

Property and equipment consist of:

	March 31,	
	<u>2008</u>	<u>2007</u>
Land.....	\$ 250,443	250,443
Buildings and leasehold improvements	9,584,129	6,633,095
Furniture and equipment.....	<u>27,971,656</u>	<u>24,105,006</u>
	37,806,228	30,988,544
Less accumulated depreciation and amortization.....	<u>(19,152,218)</u>	<u>(16,678,086)</u>
Total.....	\$ <u>18,654,010</u>	<u>14,310,458</u>

Depreciation expense was \$3,760,000, \$3,058,000 and \$2,372,000 for the years ended March 31, 2008, 2007 and 2006, respectively.

(5) Intangible Assets

Intangible assets, net of accumulated amortization, consist of:

	March 31,	
	<u>2008</u>	<u>2007</u>
Cost of acquiring existing customers.....	\$ 9,547,348	10,417,848
Value assigned to non-compete agreements.....	<u>449,979</u>	<u>642,291</u>
Total	\$ <u>9,997,327</u>	<u>11,060,139</u>

The estimated amortization expense for intangible assets for the years ended March 31 is as follows: \$2.3 million for 2009; \$2.0 million for 2010, \$1.6 million for 2011; \$1.3 million for 2012; \$1.0 million for 2013; and an aggregate of \$1.8 million for the years thereafter.

(6) Goodwill

The following summarizes the changes in the carrying amount of goodwill for the year ended March 31, 2008 and 2007:

	March 31,	
	<u>2008</u>	<u>2007</u>
Balance at beginning of year	\$ 5,039,630	4,715,110
Goodwill acquired during the year.....	313,045	359,658
Goodwill impaired during the year.....	-	<u>(35,138)</u>
Balance at March 31, 2008.....	\$ <u>5,352,675</u>	<u>5,039,630</u>

In August 2006 and January 2007, the Company closed its San Antonio, Texas and Tallassee, Alabama branches, respectively, at which time the goodwill associated with these branches was determined to be impaired and was subsequently written off.

The Company performed an annual impairment test as of March 31, 2008, and determined that none of the recorded goodwill was impaired.

(7) **Notes Payable**

The Company's notes payable consist of:

Senior Notes Payable

\$187,000,000 Revolving Credit Facility

This facility provides for borrowings of up to \$187 million, with \$104.5 million outstanding at March 31, 2008, subject to a borrowing base formula. An additional \$30 million is available as a seasonal revolving credit commitment from November 15 of each year through March 31 of the immediately succeeding year to cover the increase in loan demand during this period. The Company may borrow, at its option, at the rate of prime or LIBOR plus 1.80%. At March 31, 2008, the Company's interest rate was 5.25% and the unused amount available under the revolver was \$82.5 million, excluding the \$30 million dollar seasonal line which expires each March 31. The revolving credit facility has a commitment fee of 0.375% per annum on the unused portion of the commitment. Borrowings under the revolving credit facility mature on September 30, 2009.

A member of the Company's Board of Directors served as a Director of The South Financial Group, which is the parent of Carolina First Bank. As of March 31, 2008, Carolina First Bank had committed to fund up to \$25.9 million under the credit facility, including \$3.6 million for the seasonal line.

Substantially all of the Company's assets are pledged as collateral for borrowings under the revolving credit agreement.

Second Amendment to Amended and Restated Credit Agreement

The Company entered into a Second Amendment to the Amended and Restated Credit Agreement dated as of October 2, 2006 (the "Amendment"), which amends the Company's Amended and Restated Revolving Credit Agreement, dated as of July 20, 2005, as amended (the "Credit Agreement") among the Company, the banks party thereto (the "Banks"), JPMorgan Chase Bank as Co-Agent and Harris N.A. as Agent for the Banks.

The Amendment permitted the Company to incur up to \$110,000,000 in aggregate principal amount of indebtedness under the Convertible Notes (as defined in the Convertible Senior Notes section below) on the terms, including subordination terms, set forth in the offering memorandum for the Convertible Notes dated as of October 3, 2006, (and as also described in the Company's registration statement on Form S-3 filed December 18, 2006 (SEC File No. 333-139445)) and confirmed that the Notes constitute subordinated indebtedness as defined in the Credit Agreement. In addition, the Amendment modified the consolidated net worth and fixed charge coverage ratio financial covenants in the Credit Agreement and adjusted an indebtedness negative covenant in the Credit Agreement that, as amended, prohibits the incurrence of (i) senior debt as defined in the Credit Agreement, on a consolidated basis that exceeds 375% of the sum of consolidated adjusted net worth and the aggregate unpaid principal amount of subordinated debt, and (ii) subordinated debt that exceeds 150% of consolidated adjusted net worth.

The Amendment eliminated the restricted payments negative covenant in the Credit Agreement and replaced it with a covenant (i) requiring all obligations under the Credit Agreement to constitute senior debt under any agreement covering subordinated debt (and all such obligations to constitute designated senior debt under the indenture for the Convertible Notes), (ii) restricting amendments to subordinated debt (other than amendments with respect to interest rates, deferral of repayments or other matters not adverse to the senior lenders), and (iii) restricting voluntary prepayments and redemptions and cash payments upon conversion of any subordinated debt except for any such payments that on a pro forma basis do not create a default or event of default as defined in the Credit Agreement.

The Amendment also permitted the convertible note hedge and warrant transactions, described in the Convertible Senior Notes section below, and provided that a default by the Company under such convertible note hedge and warrant transactions will also constitute an event of default under the Credit Agreement.

Convertible Senior Notes

On October 10, 2006, the Company issued \$110 million aggregate principal amount of its 3.0% convertible senior subordinated notes due October 1, 2011 (the "Convertible Notes") to qualified institutional brokers in accordance with Rule 144A of the Securities Act of 1933. Interest on the Convertible Notes is payable semi-annually in arrears on April 1 and October 1 of each year, commencing April 1, 2007. The Convertible Notes are the Company's direct, senior subordinated, unsecured obligations and rank equally in right of payment with all existing and future unsecured senior subordinated debt of the Company, senior in right of payment to all of the Company's existing and future subordinated debt and junior to all of the Company's existing and future senior debt. The Convertible Notes are structurally junior to the liabilities of the Company's subsidiaries. The Convertible Notes are convertible prior to maturity, subject to certain conditions described below, at an initial conversion rate of 16.0229 shares per \$1,000 principal amount of notes, which represents an initial conversion price of approximately \$62.41 per share, subject to adjustment. Upon conversion, the Company will pay cash up to the principal amount of notes converted and deliver shares of its common stock to the extent the daily conversion value exceeds the proportionate principal amount based on a 30 trading-day observation period.

Holders may convert the Convertible Notes prior to July 1, 2011 only if one or more of the following conditions are satisfied:

- During any fiscal quarter commencing after December 31, 2006, if the last reported sale price of the common stock for at least 20 trading days during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 120% of the applicable conversion price on such last trading day;
- During the five business day period after any ten consecutive trading day period in which the trading price per note for each day of such ten consecutive trading day period was less than 98% of the product of the last reported sale price of the Company's common stock and the applicable conversion rate on each such day; or
- The occurrence of specified corporate transactions.

If the Convertible Notes are converted in connection with certain fundamental changes that occur prior to October 1, 2011, the Company may be obligated to pay an additional make-whole premium with respect to the Convertible Notes converted. If the Company undergoes certain fundamental changes, holders of Convertible Notes may require the Company to purchase the Convertible Notes at a price equal to 100% of the principal amount of the Convertible Notes purchased plus accrued interest to, but excluding, the purchase date.

Holders may also surrender their Convertible Notes for conversion anytime on or after July 1, 2011 until the close of business on the third business day immediately preceding the maturity date, regardless of whether any of the foregoing conditions have been satisfied.

The contingent conversion feature was not required to be bifurcated and accounted for separately under the provisions of FAS 133 "Accounting for Derivative Instruments and Hedging Activities."

The aggregate underwriting commissions and other debt issuance costs incurred with respect to the issuance of the Convertible Notes were approximately \$3.6 million and are being amortized over the period the convertible senior notes are outstanding.

Convertible Notes Hedge Strategy

Concurrent and in connection with the sale of the Convertible Notes, the Company purchased call options to purchase shares of the Company's common stock equal to the conversion rate as of the date the options are exercised for the Convertible Notes, at a price of \$62.41 per share. The cost of the call options totaled \$24.6 million. The Company also sold warrants to the same counterparties to purchase from the Company an aggregate of 1,762,519 shares of the Company's common stock at a price of \$73.97 per share and received net proceeds from the sale of increasing these warrants of \$16.2 million. Taken together, the call option and warrant agreements increased the effective conversion price of the Convertible Notes to \$73.97 per share. The call options and warrants must be settled in net shares. On the date of settlement, if the market price per share of the Company's common stock is above \$73.97 per share, the Company will be required to deliver shares of its common stock representing the value of the call options and warrants in excess of \$73.97 per share.

The warrants have a strike price of \$73.97 and are generally exercisable at anytime. The Company issued and sold the warrants in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended, by virtue of section 4(2) thereof. There were no underwriting commissions or discounts in connection with the sale of the warrants.

In accordance with EITF. No. 00-19 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, the Company's Own Stock", the Company accounted for the call options and warrants as a net reduction in additional paid in capital, and is not required to recognize subsequent changes in fair value of the call options and warrants in its consolidated financial statements.

Other Note Payable

The Company also has a \$400,000 note payable to Carolina First Bank, bearing interest of LIBOR plus 2.00% payable monthly, which is to be repaid in two remaining annual installments of \$200,000 ending on May 1, 2009.

Debt Covenants

The various debt agreements contain restrictions on the amounts of permitted indebtedness, investments, working capital, repurchases of common stock and cash dividends. At March 31, 2008, \$22.4 million was available under these covenants for the payment of cash dividends, or the repurchase of the Company's common stock. In addition, the agreements restrict liens on assets and the sale or transfer of subsidiaries. The Company was in compliance with the various debt covenants for all periods presented.

The aggregate annual maturities of the notes payable for each of the fiscal years subsequent to March 31, 2008, are as follows: 2009, \$200,000; 2010, \$104,700,000; 2011, \$0; 2012, \$110,000,000; and none thereafter.

(8) Derivative Financial Instruments

On October 5, 2005, the Company entered into an interest rate swap with a notional amount of \$30 million to economically hedge a portion of the cash flows from its floating rate revolving credit facility. Under the terms of the interest rate swap, the Company will pay a fixed rate of 4.755% on the \$30 million notional amount and receive payments from a counterparty based on the 1 month LIBOR rate for a term ending October 5, 2010. Interest rate differentials paid or received under the swap agreement are recognized as adjustments to interest expense.

At March 31, 2008, the Company recorded a liability related to the interest rate swap of \$1.7 million, which represented the fair value of the interest rate swap at that date. The corresponding unrealized loss of \$1.8 million was recorded as a reduction to other income for the year ended March 31, 2008. During the year ended March 31, 2008, interest expense was decreased by approximately \$39,000, as a result of net disbursements under the terms of the interest rate swap.

On May 9, 2007, the Company entered into a \$3 million foreign exchange currency option to economically hedge its foreign exchange risk relative to the Mexican peso. Under the terms of the option contract, the Company can exchange \$3 million U.S. dollars at a rate of 11.18 Mexican pesos on May 9, 2008. The fair value of the option at March 31, 2008 was immaterial.

The Company does not enter into derivative financial instruments for trading or speculative purposes. The purpose of these instruments is to reduce the exposure to variability in future cash flows attributable to a portion of its LIBOR-based borrowings and to reduce variability in foreign cash flows. The fair value of the interest rate swap and option is recorded on the consolidated balance sheets as an other asset or other liability. The Company is currently not accounting for these derivative instruments using the cash flow hedge accounting provisions of SFAS 133; therefore, the changes in fair value of the swap and option are included in earnings as other income or expenses.

By using derivative instruments, the Company is exposed to credit and market risk. Credit risk, which is the risk that a counterparty to a derivative instrument will fail to perform, exists to the extent of the fair value gain in a derivative. Credit risk is created when the fair value of a derivative contract is positive, since this generally indicates that the counterparty owes the Company. When the fair value of a derivative is negative, no credit risk exists since the Company would owe the counterparty. Market risk is the adverse effect on the financial instruments from a change

in interest rates or implied volatility of exchange rates. The Company manages the market risk associated with interest rate contracts and currency options by establishing and monitoring limits as to the types and degree of risk that may be undertaken. The market risk associated with derivatives used for interest rate and foreign currency risk management activities is fully incorporated in the Company's market risk sensitivity analysis.

(9) Non-file Insurance

The Company maintains non-file insurance coverage with an unaffiliated insurance company. The following is a summary of the non-file insurance activity for the years ended March 31, 2008, 2007 and 2006:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Insurance premiums written.....	\$ 5,885,108	5,356,161	5,229,598
Recoveries on claims paid.....	\$ 553,035	503,986	403,445
Claims paid	\$ 5,987,181	5,451,094	4,948,136

(10) Leases

The Company conducts most of its operations from leased facilities, except for its owned corporate office building. The Company's leases typically have a lease term of three years and contain lessee renewal options. A majority of the leases provide that the lessee pays property taxes, insurance, and common area maintenance costs. It is expected that in the normal course of business, expiring leases will be renewed at the Company's option or replaced by other leases or acquisitions of other properties. All of the Company's leases are operating leases.

The future minimum lease payments under noncancelable operating leases as of March 31, 2008, are as follows:

2009	11,305,444
2010	7,463,670
2011	3,473,112
2012	977,791
2013	271,969
Thereafter	-
Total future minimum lease payments	<u>\$23,491,956</u>

Rental expense for cancelable and noncancelable operating leases for the years ended March 31, 2008, 2007 and 2006, was \$12,198,271, \$9,555,103 and \$7,730,647, respectively.

(11) Income Taxes

Income tax expense (benefit) consists of:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Year ended March 31, 2008:			
U.S. Federal.....	\$ 33,113,415	(2,280,364)	30,833,051
State and local.....	4,149,913	(847,560)	3,302,353
Foreign.....	585,632	-	585,632
	<u>\$ 37,848,960</u>	<u>(3,127,924)</u>	<u>34,721,036</u>
Year ended March 31, 2007:			
U.S. Federal	\$ 26,532,000	(1,256,000)	25,276,000
State and local	3,947,000	39,000	3,986,000
Foreign	45,000	(33,000)	12,000
	<u>\$ 30,524,000</u>	<u>(1,250,000)</u>	<u>29,274,000</u>
Year ended March 31, 2006:			
U.S. Federal.....	\$ 14,475,000	6,059,000	20,534,000
State and local.....	1,813,000	733,000	2,546,000
	<u>\$ 16,288,000</u>	<u>6,792,000</u>	<u>23,080,000</u>

Notes to Consolidated Financial Statements

Income tax expense was \$34,721,036, \$29,274,000 and \$23,080,000, for the years ended March 31, 2008, 2007 and 2006, respectively, and differed from the amounts computed by applying the U.S. federal income tax rate of 35% to pretax income from continuing operations as a result of the following:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Expected income tax.....	\$ 30,701,018	27,010,000	21,558,000
Increase (reduction) in income taxes resulting from:			
State tax, net of federal benefit.....	2,146,587	2,591,000	1,655,000
Change in valuation allowance.....	(335,361)	207,000	19,000
Insurance income exclusion.....	(117,834)	(167,000)	(75,000)
Proceeds from life insurance.....	-	-	(145,000)
Uncertain tax positions.....	1,408,734	-	-
Other, net	<u>917,892</u>	<u>(367,000)</u>	<u>68,000</u>
	<u>\$ 34,721,036</u>	<u>29,274,000</u>	<u>23,080,000</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at March 31, 2008 and 2007 are presented below:

	<u>2008</u>	<u>2007</u>
Deferred tax assets:		
Allowance for doubtful accounts	\$ 12,533,595	10,587,000
Unearned insurance commissions.....	7,794,408	6,549,000
Accounts payable and accrued expenses primarily related to employee benefits	4,223,506	2,565,000
Accrued interest receivable.....	2,450,352	2,277,000
Convertible notes.....	7,367,233	9,359,000
Unrealized losses.....	625,164	-
Other	<u>172,944</u>	<u>857,000</u>
Gross deferred tax assets	35,167,202	32,194,000
Less valuation allowance.....	<u>(406,639)</u>	<u>(742,000)</u>
Net deferred tax assets	34,760,563	31,452,000
Deferred tax liabilities:		
Fair value adjustment for loans.....	(6,906,863)	(11,255,000)
Property and equipment.....	(1,926,228)	(1,031,000)
Intangible assets.....	(1,940,150)	(2,942,000)
Unrealized gains.....	-	(35,000)
Deferred net loan origination fees.....	(1,267,454)	(1,068,000)
Prepaid expenses	<u>(585,802)</u>	<u>(614,000)</u>
Gross deferred liabilities.....	<u>(12,626,497)</u>	<u>(16,945,000)</u>
Net deferred tax assets	<u>\$ 22,134,066</u>	<u>14,507,000</u>

As of March 31, 2008, the deferred tax asset included \$4,500,000 related to uncertain tax positions that were identified during the adoption of FIN 48.

The valuation allowance for deferred tax assets as of March 31, 2008 and 2007 was \$406,639 and \$742,000, respectively. The valuation allowance against the total deferred tax assets as of March 31, 2008 and 2007 relates to state net operating losses. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. In order to fully realize the deferred tax asset, the Company will need to generate future taxable income prior to the expiration of the deferred tax assets governed by the tax code. Based upon the level of historical taxable income and projections for future

taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not the Company will realize the benefits of these deductible differences, net of the existing valuation allowances at March 31, 2008. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

The Company adopted the provision of Financial Standards Accounting Board Interpretation No. 48 Accounting for Uncertainty in Income Taxes ("FIN 48"), an interpretation of FASB Statement No. 109 on April 1, 2007. As a result of the implementation of Interpretation 48, the Company recognized a charge of approximately \$550,000 to the April 1, 2007 balance of retained earnings. As of April 1, 2007 and March 31, 2008, the Company had \$5,530,703 and \$8,764,255 of total gross unrecognized tax benefits including interest, respectively. Of this total, approximately \$800,000 and \$2,208,734, respectively, represents the amount of unrecognized tax benefits that are permanent in nature and, if recognized, would affect the annual effective tax rate.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Unrecognized tax benefits balance at April 1, 2007	\$ 5,174,703
Gross increases for tax positions of prior years	1,942,169
Gross decreases for tax positions of prior years.....	-
Gross increases for tax positions of current year	981,151
Gross decreases for tax positions of current year.....	-
Settlements.....	(61,333)
Lapse of statute of limitations	<u>(511,770)</u>
Unrecognized tax benefits balance at March 31, 2008.....	\$ <u>7,524,920</u>

The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. As of March 31, 2008, the Company had \$1,239,335 accrued for gross interest, of which \$883,335 was a current period expense. The Company has determined that it is possible that the total amount of unrecognized tax benefits related to various state examinations will significantly increase or decrease within twelve months of the reporting date. However, at this time, a reasonable estimate of the range of possible change cannot be made until further correspondence has been conducted with the state taxing authorities.

The Company is subject to U.S. and Mexican income taxes, as well as various other state and local jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2003, although carryforward attributes that were generated prior to 2003 may still be adjusted upon examination by the taxing authorities if they either have been or will be used in a future period. The federal income tax returns (2005, 2006 and 2007) are currently under examination by the taxing authorities. In addition, the income tax returns (2001 through 2006) are under examination by a state authority which has completed its examinations and issued a proposed assessment for tax years 2001 and 2006. The Company is in the very initial process of responding to the Jurisdiction. In consideration of the proposed assessment, the total gross unrecognized tax benefit was increased by \$2.3 million. At this time, it is too early to predict the final outcome on this tax issue and any future recoverability of this charge. Until the tax issue is resolved, the Company expects to accrue approximately \$40,000 per quarter for interest.

Notes to Consolidated Financial Statements

(12) Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted EPS calculations.

	For the year ended March 31, 2008		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Income available to common shareholders	\$ 52,996,158	17,044,122	\$ <u>3.11</u>
Effect of Dilutive Securities			
Options and restricted stock	-	<u>330,624</u>	
Diluted EPS			
Income available to common shareholders plus assumed exercises of stock options	<u>\$ 52,996,158</u>	<u>17,374,746</u>	<u>\$ 3.05</u>
	For the year ended March 31, 2007		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Income available to common shareholders	\$ 47,896,380	18,018,370	\$ <u>2.66</u>
Effect of Dilutive Securities			
Options and restricted stock	-	<u>375,358</u>	
Diluted EPS			
Income available to common shareholders plus assumed exercises of stock options	<u>\$ 47,896,380</u>	<u>18,393,728</u>	<u>\$ 2.60</u>
	For the year ended March 31, 2006		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Income available to common shareholders	\$ 38,514,965	18,493,389	\$ <u>2.08</u>
Effect of Dilutive Securities			
Options	-	<u>604,698</u>	
Diluted EPS			
Income available to common shareholders plus assumed exercises of stock options	<u>\$ 38,514,965</u>	<u>19,098,087</u>	<u>\$ 2.02</u>

Options to purchase 183,030, 77,556 and 133,000 shares of common stock at various prices were outstanding during the years ended March 31, 2008, 2007 and 2006, respectively, but were not included in the computation of diluted EPS because the option exercise price was greater than the average market price of the common shares. The shares related to the convertible senior notes payable (1,762,519) and related warrants were not included in the computation of diluted EPS because the effect of such instruments was antidilutive.

(13) Benefit Plans

Retirement Plan

The Company provides a defined contribution employee benefit plan (401(k) plan) covering full-time employees, whereby employees can invest up to the maximum designated for that year. The Company makes a matching contribution equal to 50% of the employees' contributions for the first 6% of gross pay. The Company's expense under this plan was \$1,078,896, \$948,519 and \$619,433, for the years ended March 31, 2008, 2007 and 2006, respectively.

Supplemental Executive Retirement Plan

The Company has instituted a Supplemental Executive Retirement Plan (“SERP”), which is a non-qualified executive benefit plan in which the Company agrees to pay the executive additional benefits in the future, usually at retirement, in return for continued employment by the executive. The Company selects the key executives who participate in the SERP. The SERP is an unfunded plan, which means there are no specific assets set aside by the Company in connection with the establishment of the plan. The executive has no rights under the agreement beyond those of a general creditor of the Company. For the years ended March 31, 2008, 2007 and 2006, contributions of \$836,977, \$474,865 and \$454,165, respectively were charged to operations related to the SERP. The unfunded liability was \$4,000,000, \$2,989,000 and \$2,707,000, as of March 31, 2008, 2007 and 2006, respectively.

For the three years presented, the unfunded liability was estimated using the following assumptions; an annual salary increase of 3.5% for all 3 years; a discount rate of 6% for all 3 years; and a retirement age of 65.

Executive Deferred Compensation Plan

The Company has an Executive Deferral Plan. Eligible executives may elect to defer all or a portion of their incentive compensation to be paid under the Executive Incentive Plan. As of March 31, 2008 and 2007, the balance outstanding was \$101,123 and \$217,480, respectively, under this plan.

Stock Option Plans

The Company has a 1992 Stock Option Plan, a 1994 Stock Option Plan, a 2002 Stock Option Plan and a 2005 Stock Option Plan for the benefit of certain directors, officers, and key employees. Under these plans, 4,350,000 shares of authorized common stock have been reserved for issuance pursuant to grants approved by the Compensation and Stock Option Committee of the Board of Directors. Stock options granted under these plans have a maximum duration of 10 years, may be subject to certain vesting requirements, which are generally one year for directors and five years for officers and key employees, and are priced at the market value of the Company's common stock on the date of grant of the option. At March 31, 2008, there were 234,123 shares available for grant under the plans.

The fair value of the Company’s stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them, the estimated volatility of our common stock price over the expected term and the number of options that ultimately will not complete their vesting requirements. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Accordingly, while management believes that the Black-Scholes option-pricing model provides a reasonable estimate of fair value, the model does not necessarily provide the best single measure of fair value for the Company’s employee stock options.

The weighted-average fair value at the grant date for options issued during the years ended March 31, 2008, 2007 and 2006 was \$14.41, \$26.44 and \$14.93 per share, respectively. The following is a summary of the Company’s weighted-average assumptions used to estimate the weighted-average per share fair value of options granted on the date of grant using the Black-Scholes option-pricing model:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Dividend yield	0%	0%	0%
Expected volatility	43.0%	43.4%	48.2%
Average risk-free interest rate	4.00%	4.69%	4.70%
Expected life	6.9 years	7.5 years	7.5 years
Vesting period	5 years	5 years	1 to 5 years

The expected stock price volatility is based on the historical volatility of the Company’s stock for a period approximating the expected life. The expected life represents the period of time that options are expected to be outstanding after their grant date. The risk-free interest rate reflects the interest rate at grant date on zero-coupon U.S. governmental bonds that have a remaining life similar to the expected option term.

Notes to Consolidated Financial Statements

Option activity for the year ended March 31, 2008, was as follows:

	<u>2008</u>			
	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Options outstanding, beginning of year	1,139,949	\$ 23.41		
Granted	286,250	28.55		
Exercised	(116,282)	13.88		
Forfeited	<u>(35,700)</u>	<u>27.19</u>		
Options outstanding, end of year	<u>1,274,217</u>	<u>25.33</u>	<u>6.98</u>	<u>\$11,929,017</u>
Options exercisable, end of year	<u>556,667</u>	<u>\$ 17.07</u>	<u>5.00</u>	<u>\$ 8,939,454</u>

The aggregate intrinsic value reflected in the table above represents the total pre-tax intrinsic value (the difference between the closing stock price on March 31, 2008 and the exercise price, multiplied by the number of in-the-money options) that would have been received by option holders had all option holders exercised their options as of March 31, 2008. This amount will change as the market price per share changes. The total intrinsic value of options exercised during the periods ended March 31, 2008, 2007 and 2006 were as follows:

<u>2008</u>	<u>2007</u>	<u>2006</u>
\$ 2,503,399	\$ 8,078,143	\$ 3,348,020

As of March 31, 2008, total unrecognized stock-based compensation expense related to non-vested stock options amounted to approximately \$6.2 million which is expected to be recognized over a weighted-average period of approximately 3.1 years.

The following table summarizes information regarding stock options outstanding at March 31, 2008:

<u>Range of Exercise Price</u>	<u>Options Outstanding</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Weighted Average Exercise Price</u>	<u>Options Exercisable</u>	<u>Weighted Average Exercise Price</u>
\$ 4.90 - \$ 5.99	134,517	1.33	\$ 5.28	134,517	\$ 5.28
\$ 6.00 - \$ 7.99	18,500	3.00	\$ 6.75	18,500	\$ 6.75
\$ 8.00 - \$ 9.99	94,300	3.97	\$ 8.46	87,800	\$ 8.43
\$11.00 - \$ 11.99	31,500	5.13	\$ 11.44	31,500	\$ 11.44
\$15.00 - \$ 16.99	95,900	5.70	\$ 16.27	70,100	\$ 16.16
\$23.00 - \$ 23.99	97,900	6.58	\$ 23.53	44,900	\$ 23.53
\$25.00 - \$ 25.99	193,700	7.87	\$ 25.07	86,300	\$ 25.09
\$28.00 - \$ 28.99	390,850	9.05	\$ 28.22	40,800	\$ 28.29
\$43.00 - \$ 43.99	7,000	9.15	\$ 43.00	-	\$ 43.00
\$46.00 - \$ 49.00	<u>210,050</u>	<u>8.62</u>	<u>\$ 48.73</u>	<u>42,250</u>	<u>\$ 48.74</u>
\$ 4.90 - \$ 49.00	<u>1,274,217</u>	<u>6.98</u>	<u>\$ 25.33</u>	<u>556,667</u>	<u>\$ 17.07</u>

Restricted Stock

On November 28, 2007, the Company granted 20,800 shares of restricted stock (which are equity classified), with a grant date fair value of \$30.94 per share, to certain executive officers. One-third of the restricted stock vested immediately and one-third will vest on the first and second anniversary of grant. The Company granted an additional 15,150 shares of restricted stock (which are equity classified), with a grant date fair value of \$30.94 per share, to the same executive officers. The 15,150 shares will vest in three years based on the Company's compounded annual EPS growth according to the following schedule:

<u>Vesting Percentage</u>	<u>Compounded Annual EPS Growth</u>
100%	15% or higher
67%	12% - 14.99%
33%	10% - 11.99%
0%	Below 10%

On November 12, 2007, the Company granted 8,000 shares of restricted stock (which are equity classified), with a grant date fair value of \$28.19 per share, to certain officers. One-third of the restricted stock vested immediately and one-third will vest on the first and second anniversary of grant.

On April 30, 2007, the Company granted 8,000 shares of restricted stock (which are equity classified), with a grant date fair value of \$42.93 per share, to its independent directors. One-half of the restricted stock vested immediately and the other half will vest on the first anniversary of grant.

Compensation expense related to restricted stock is based on the number of shares expected to vest and the fair market value of the common stock on the grant date. The Company recognized \$1.6 million and \$1.1 million of compensation expense for the years ended March 31, 2008 and 2007, respectively, related to restricted stock, which is included as a component of general and administrative expenses in the Consolidated Statements of Operations. All shares are expected to vest.

As of March 31, 2008, there was approximately \$1.0 million of unrecognized compensation cost related to unvested restricted stock awards granted, which is expected to be recognized over the next two years.

A summary of the status of the Company's restricted stock as of March 31, 2008, and changes during the year ended March 31, 2008, are presented below:

	<u>Number of Shares</u>	<u>Weighted Average Fair Value at Grant Date</u>
Outstanding at March 31, 2007	29,442	\$ 43.87
Granted during the period	51,950	32.36
Vested during the period, net	(23,323)	40.83
Cancelled during the period	<u>(6,969)</u>	<u>29.92</u>
Outstanding at March 31, 2008	<u>51,100</u>	<u>\$ 35.46</u>

Total share-based compensation included as a component of net income during the years ended March 31, were as follows:

	<u>2008</u>	<u>2007</u>
Share-based compensation related to equity classified units:		
Share-based compensation related to stock options	\$3,937,925	3,399,763
Share-based compensation related to restricted stock units	<u>1,556,902</u>	<u>1,088,387</u>
Total share-based compensation related to equity classified awards	<u>\$5,494,827</u>	<u>4,488,150</u>

(14) **Acquisitions**

The following table sets forth the acquisition activity of the Company for the last three fiscal years:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
	(\$ in thousands)		
Number of offices purchased	25	86	25
Merged into existing offices	12	50	22
Purchase Price	\$ 4,977	18,394	9,163
Tangible assets:			
Net loans	3,086	16,131	6,742
Furniture, fixtures & equipment	128	139	58
Other	7	-	-
	<u>3,221</u>	<u>16,270</u>	<u>6,800</u>
Excess of purchase prices over carrying value of net tangible assets	\$ <u>1,756</u>	<u>2,124</u>	<u>2,363</u>
Customer lists	1,327	1,696	2,063
Non-compete agreements	116	68	97
Goodwill	<u>313</u>	<u>360</u>	<u>203</u>
Total intangible assets	\$ <u>1,756</u>	<u>2,124</u>	<u>2,363</u>

The Company evaluates each acquisition to determine if the transaction meets the definition of a business combination. Those transactions that meet the definition of a business combination are accounted for as such under SFAS No. 141 and all other acquisitions are accounted for as asset purchases. All acquisitions have been with independent third parties.

Titan Acquisition

On October 13, 2006 the Company purchased assets, consisting primarily of loans receivable, from Titan Financial Group, II, LLC and certain of its affiliated companies for approximately \$13.5 million in cash. The assets included approximately \$12.5 million in net loan receivable portfolios and \$117,000 of fixed assets. This acquisition was recorded as a business combination. Management determined that the fair value of the customer list exceeded the excess of the purchase price paid over the fair value of the tangible assets; therefore the excess was recorded as a customer list. No goodwill was recorded. Titan office locations were across Georgia and South Carolina. The Company kept open 39 of the 69 Titan offices and consolidated the remaining Titan offices into existing operations.

The results of this acquisition have been included in the Company's Consolidated Financial Statements since the acquisition date. The pro forma impact of this purchase as though it had been acquired at the beginning of the periods presented would not have a material effect on the results of the operations as reported.

Other Acquisitions

When the acquisition results in a new office, the Company records the transaction as a business combination, since the office acquired will continue to generate loans. The Company typically retains the existing employees and the office location. The purchase price is allocated to the estimated fair value of the tangible assets acquired and to the estimated fair value of the identified intangible assets acquired (generally non-compete agreements and customer lists). The remainder is allocated to goodwill. During the nine months ended March 31, 2008, 13 acquisitions were recorded as business combinations.

When the acquisition is of a portfolio of loans only, the Company records the transaction as an asset purchase. In an asset purchase, no goodwill is recorded. The purchase price is allocated to the estimated fair value of the tangible and intangible assets acquired. During the nine months ended March 31, 2008, twelve acquisitions were recorded as asset acquisitions.

The Company's acquisitions include tangible assets (generally loans and furniture and equipment) and intangible assets (generally non-compete agreements, customer lists, and goodwill), both of which are recorded at their fair values, which are estimated pursuant to the processes described below.

Acquired loans are valued at the net loan balance. Given the short-term nature of these loans, generally four months, and that these loans are subject to continual repricing at current rates, management believes the net loan balances approximate their fair value.

Furniture and equipment are valued at the specific purchase price as agreed to by both parties at the time of acquisition, which management believes approximates their fair values.

Non-compete agreements are valued at the stated amount paid to the other party for these agreements, which the Company believes approximates the fair value. The fair value of the customer lists is based on a valuation model that utilizes the Company's historical data to estimate the value of any acquired customer lists. In a business combination the remaining excess of the purchase price over the fair value of the tangible assets, customer list, and non-compete agreements is allocated to goodwill. The offices the Company acquires are small, privately owned offices, which do not have sufficient historical data to determine attrition. The Company believes that the customers acquired have the same characteristics and perform similarly to its customers. Therefore, the Company utilized the attrition patterns of its customers when developing the method. This method is re-evaluated periodically.

Customer lists are allocated at an office level and are evaluated for impairment at an office level when a triggering event occurs, in accordance with SFAS 144. If a triggering event occurs, the impairment loss to the customer list is generally the remaining unamortized customer list balance. In most acquisitions, the original fair value of the customer list allocated to an office is generally less than \$100,000, and management believes that in the event a triggering event were to occur, the impairment loss to an unamortized customer list would be immaterial.

The results of all acquisitions have been included in the Company's consolidated financial statements since the respective acquisition dates. The pro forma impact of these purchases as though they had been acquired at the beginning of the periods presented would not have a material effect on the results of operations as reported.

(15) Quarterly Information (Unaudited)

The following sets forth selected quarterly operating data:

	<u>2008</u>				<u>2007</u>			
	<u>First</u>	<u>Second</u>	<u>Third</u>	<u>Fourth</u>	<u>First</u>	<u>Second</u>	<u>Third</u>	<u>Fourth</u>
	(Dollars in thousands, except earnings per share data)							
Total revenues	\$ 76,389	80,198	88,043	101,417	63,837	67,208	74,103	87,170
Provision for loan losses	14,217	18,416	23,224	11,685	11,167	13,813	18,365	8,580
General and administrative expenses	42,191	41,930	47,470	47,628	34,847	35,289	41,460	42,031
Interest expense	2,336	2,932	3,338	2,963	1,901	2,270	2,823	2,602
Income tax expense	<u>6,795</u>	<u>6,454</u>	<u>6,723</u>	<u>14,749</u>	<u>5,935</u>	<u>5,975</u>	<u>4,444</u>	<u>12,920</u>
Net income	\$ <u>10,850</u>	<u>10,466</u>	<u>7,288</u>	<u>24,392</u>	<u>9,987</u>	<u>9,861</u>	<u>7,011</u>	<u>21,037</u>
Earnings per share:								
Basic	\$ <u>.62</u>	<u>.61</u>	<u>.43</u>	<u>1.46</u>	<u>.54</u>	<u>.53</u>	<u>.40</u>	<u>1.20</u>
Diluted	\$ <u>.61</u>	<u>.60</u>	<u>.43</u>	<u>1.44</u>	<u>.53</u>	<u>.52</u>	<u>.39</u>	<u>1.17</u>

(16) Litigation

At March 31, 2008, the Company and certain of its subsidiaries have been named as defendants in various legal actions arising from their normal business activities in which damages in various amounts are claimed. Although the amount of any ultimate liability with respect to such matters cannot be determined, the Company believes that any such liability will not have a material adverse effect on the Company's results of operations or financial condition taken as a whole.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

We are responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a – 15(f) under the Securities Exchange Act of 1934. We have assessed the effectiveness of internal control over financial reporting as of March 31, 2008. Our assessment was based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO, Internal Control-Integrated Framework.

Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of the assets;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and board of directors; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, any assumptions regarding internal control over financial reporting in future periods based on an evaluation of effectiveness in a prior period are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on using the COSO criteria, we believe our internal control over financial reporting as of March 31, 2008 was effective.

Our independent registered public accounting firm has audited the consolidated financial statements included in this Annual Report and has issued an attestation report on the effectiveness of our internal control over financial reporting, as stated in their report.



A. A. McLean III
Chairman and Chief Executive Officer



Kelly M. Malson
Vice President and Chief Financial Officer

REPORT ON INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
World Acceptance Corporation:

We have audited the accompanying consolidated balance sheets of World Acceptance Corporation and subsidiaries (the "Company") as of March 31, 2008 and 2007, and the related consolidated statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended March 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of World Acceptance Corporation and subsidiaries as of March 31, 2008 and 2007, and the results of their operations and their cash flows for each of the years in the three-year period ended March 31, 2008, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1, the Company adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* effective April 1, 2007 and Statement of Financial Accounting Standard No. 123 (revised 2004) *Share-Based Payment* effective April 1, 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), World Acceptance Corporation's internal control over financial reporting as of March 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated May 30, 2008 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

KPMG LLP

Greenville, South Carolina
May 30, 2008

REPORT ON INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
World Acceptance Corporation

We have audited World Acceptance Corporation and subsidiaries' (the "Company's") internal control over financial reporting as of March 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control, based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of March 31, 2008 and 2007, and the related consolidated statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended March 31, 2008, and our report dated May 30, 2008 expressed an unqualified opinion on those consolidated financial statements.

KPMG LLP

Greenville, South Carolina
May 30, 2008

BOARD OF DIRECTORS

Ken R. Bramlett Jr.
Attorney
COMSYS IT Partners, Inc.

James R. Gilreath
Attorney
The Gilreath Law Firm, P.A.

William S. Hummers III
Retired

A. Alexander McLean III
Chairman of the Board and Chief Executive Officer
World Acceptance Corporation

Darrell E. Whitaker
President and Chief Operating Officer
IMI Resort Holdings, Inc.

Charles D. Way
Retired

Mark C. Roland
President and Chief Operating Officer
World Acceptance Corporation

COMPANY OFFICERS

A. Alexander McLean III
Chairman of the Board and Chief Executive Officer

Mark C. Roland
President and Chief Operating Officer

Kelly M. Malson
Vice President and Chief Financial Officer

James D. Walters
Senior Vice President, Southern Division

D. Clinton Dyer
Senior Vice President, Central Division

Jeff L. Tinney
Senior Vice President, Western Division

Francisco Javier Sauza Del Pozo
Senior Vice President, Mexico

Jeffrey W. Ohly
Senior Vice President, Treasurer and Assistant Secretary

James J. Rosenauer
President, ParaData Financial Systems

Judson K. Chapin III
Vice President, Secretary and General Counsel

Marilyn Messer
Vice President of Human Resources

Iris E. Snow
Vice President and Assistant Secretary

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Vice President, Internal Audit

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Yvette Drake
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Vice President of Operations, Georgia

Stephen A. Bifano
Vice President of Operations, Illinois

Zack K. Green
Vice President of Operations, New Mexico

Delia A. Brigman
Vice President of Operations, Southwest Texas

Rodney D. Ernest
Vice President of Operations, East Texas

Rudolph R. Cruz
Vice President of Operations, West Texas

Jackie C. Willyard
Vice President of Operations, Kentucky

James W. Littlepage
Vice President of Operations, Tennessee

Steven E. Holt
Vice President of Operations, Alabama

D. Scott Phillips
Vice President of Operations, South Carolina

Erik T. Brown
Vice President of Operations, Missouri

Rodney Owens
Vice President of Operations, Oklahoma

Fidencio Reyna
Vice President of Operations, Mexico

William C. Gibson, Jr.
Vice President of Operations, Louisiana

John W. Burnett, Sr.
Assistant Vice President, Pilot

CORPORATE INFORMATION

Common Stock

World Acceptance Corporation's common stock trades on The Nasdaq Stock Market under the symbol: WRLD. As of June 13, 2008, there were 84 shareholders of record and the Company believes there are a significant number of persons or entities who hold their stock in nominee or "street" names through various brokerage firms. On this date there were 16,359,010 shares of common stock outstanding.

The table below reflects the stock prices published by Nasdaq by quarter for the last two fiscal years. The last reported sale price on June 13, 2008, was \$40.81.

Market Price of Common Stock

Fiscal 2008		
<u>Quarter</u>	<u>High</u>	<u>Low</u>
First	\$45.74	\$39.27
Second	43.16	27.76
Third	35.59	26.40
Fourth	35.50	19.89

Fiscal 2007		
<u>Quarter</u>	<u>High</u>	<u>Low</u>
First	\$36.90	\$25.12
Second	47.30	33.90
Third	50.81	43.60
Fourth	49.10	37.00

The Company has never paid a dividend on its Common Stock. The Company presently intends to retain its earnings to finance the growth and development of its business and does not expect to pay cash dividends in the foreseeable future. The Company's debt agreements also contain certain limitations on the Company's ability to pay dividends. See note 7 to the Company's Consolidated Financial Statements.

Executive Offices

World Acceptance Corporation
Post Office Box 6429 (29606)
108 Frederick Street (29607)
Greenville, South Carolina
(864) 298-9800

Transfer Agent

American Stock Transfer & Trust Company
10150 Mallard Creek Drive, Suite 307
Charlotte, North Carolina 28262
(718) 921-8522

Legal Counsel

Robinson, Bradshaw, & Hinson, P.A.
1900 Independence Center
101 North Tryon Street
Charlotte, North Carolina 28246

Independent Registered Public Accounting Firm

KPMG LLP
55 Beattie Place, Suite 900
Greenville, South Carolina 29601

Annual Report

A copy of the Company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, may be obtained without charge by writing to the Corporate Secretary at the executive offices of the Company. The Form 10-K also can be reviewed or downloaded from the Company's website: <http://www.worldacceptance.com>.

For Further Information

A. Alexander McLean III
Chief Executive Officer
World Acceptance Corporation
(864) 298-9800

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