
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 31, 1999

OR

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

For the transition period from _____ to _____

Commission File Number 1-9733

Cash America International, Inc.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

75-2018239
(I.R.S. Employer
Identification No.)

1600 West 7th Street
Fort Worth, Texas
(Address of principal executive offices)

76102-2599
(Zip Code)

Registrant's telephone number, including area code: (817) 335-1100

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$.10 par value per share	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:

Common Stock Purchase Rights

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of 24,213,052 shares of the registrant's common stock held by nonaffiliates on March 8, 2000 was approximately \$284,503,400.

At March 8, 2000 there were 25,259,601 shares of the registrant's Common Stock, \$.10 par value, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant's Annual Report to Shareholders for the year ended December 31, 1999 and the definitive Proxy Statement pertaining to the 2000 Annual Meeting of Shareholders are incorporated herein by reference into Parts II and IV, and Part III, respectively.

CASH AMERICA INTERNATIONAL, INC.

YEAR ENDED DECEMBER 31, 1999

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INTRODUCTION

Cash America International, Inc. (the "Company") was incorporated in Texas on October 4, 1984, to succeed to the business, assets and liabilities of a predecessor corporation formed one year earlier to engage in the pawnshop business. As of December 31, 1999, the Company owns pawnshops through wholly-owned subsidiaries in sixteen states and the United Kingdom and Sweden. The Company also provides check cashing services in nineteen states through its subsidiary Mr. Payroll Corporation and rental of tires and wheels in one state through its subsidiary Rent-A-Tire, Inc. The Company's principal executive offices are located at 1600 West Seventh Street, Fort Worth, Texas 76102, and its telephone number is (817) 335-1100. As used herein, the "Company" includes Cash America International, Inc. and its subsidiaries.

PART I

ITEM 1. BUSINESS

GENERAL

The Company is a specialty financial services enterprise principally engaged in acquiring, establishing and operating pawnshops which advance money on the security of pledged tangible personal property. Pawnshops function as convenient sources of consumer loans and as sellers primarily of previously-owned merchandise acquired when customers do not redeem their pawned goods. One convenient aspect of a pawn transaction is that the customer has no legal obligation to repay the amount advanced. Instead, the Company relies on the value of the pawned property as security. As a result, the creditworthiness of the customer is not a factor, and a decision not to redeem pawned property has no effect on the customer's personal credit status. (Although pawn transactions can take the form of an advance of funds secured by the pledge of property or a "buy-sell agreement" involving the actual sale of the property with an option to repurchase it, the transactions are referred to throughout this report as "loans" for convenience.)

The Company contracts for a finance and service charge to compensate it for the use of the funds advanced. The finance and service charge is typically calculated as a percentage of the loan amount based on the size and duration of the transaction, in a manner similar to which interest is charged on a loan, and has generally ranged from 12% to 300% annually, as permitted by applicable state pawnshop laws. The pledged property is held through the term of the transaction, which, in the Company's domestic operations, is generally one month with an automatic sixty day redemption period unless otherwise earlier repaid, renewed or extended. (For finance and service charges and transaction periods applicable to the Company's foreign operations, see "Business-- Regulation."). A majority of the amounts advanced by the Company are paid in full, together with accrued finance and service charges, or are renewed or extended through payment of accrued finance and service charges. For the years 1997, 1998, and 1999, loans repaid or renewed as a percentage of loans made were 67.9%, 66.9%, and 67.4% respectively. In the event that the borrower does not redeem his pawned goods, the unredeemed collateral is forfeited and becomes merchandise available for disposition by the Company.

The Company's growth has been the result of its business strategy of acquiring existing pawnshops and establishing new pawnshops that can benefit from the Company's centralized management and standardized operations. The Company intends to continue its business strategy of acquiring and establishing pawnshops, increasing its share of consumer loan business, and concentrating multiple pawnshops in regional and local markets in order to expand market penetration, enhance name recognition and reinforce marketing programs. Studies indicate to the Company that a large portion of its customers consists of individuals who do not regularly transact loan business with banks. (See, for example, John P. Caskey, Fringe Banking - Check

Cashing Outlets, Pawnshops and the Poor, 1994.) These generally are persons who may not have checking accounts and conduct as many of their transactions as possible on a cash basis.

Pursuant to the Company's business expansion strategy, the Company added a net 19 lending locations in 1997, a net 63 lending locations in 1998, and a net 2 lending locations in 1999. Of these net 84 lending locations added, 76 were acquisitions in individual purchase transactions and 24 were start-ups, while 16 locations were either combined, closed or sold. As of December 31, 1999, the Company had 413 domestic and 53 foreign operating locations. The Company plans to continue to expand its operating locations through new start-ups and acquisitions.

Franchising. The Company offers and sells franchises to third parties for their independent ownership and operation of "Cash America" pawnshops. The Company added one franchise lending location in 1997, four franchise lending locations in 1998, and six franchise lending locations in 1999. Three of the six franchises added in 1999 were previously company-owned locations. The Company plans to continue to expand its franchise locations through new franchise sales.

While the Company's primary business involves the acquisition, establishment and operation of pawnshops, it also provides manned check cashing services through its subsidiary, Mr. Payroll Corporation ("Mr. Payroll"), and tire and wheel rental services through its subsidiary, Rent-A-Tire, Inc. ("Rent-A-Tire").

During 1999, the Company restructured its check cashing operations. In January 1999, the Company transferred its manned check cashing operations into Mr. Payroll. Mr. Payroll earns franchise fees from the sale of manned check cashing franchises, royalties from franchisees based on a percentage of the gross revenue from a franchisee's manned check cashing business, and check cashing fees from its owned manned centers. As of December 31, 1999, Mr. Payroll operated 127 franchised and 10 company owned manned check cashing centers in 19 states and it had 25 employees.

The restructuring transactions were designed to isolate and accelerate the development and deployment of the Company's automated check cashing machine ("CCM") that was first placed in service in June 1997. Since then, the CCM has been marketed and sold to a variety of end users, including financial institutions and retailers. In March 1999, Wells Fargo Cash Centers, Inc. ("Cash Centers"), a wholly owned subsidiary of Wells Fargo Bank, N.A., contributed cash and assets to the Company's CCM subsidiary (now known as "innoVentry") and received newly issued senior convertible Series A voting preferred stock of innoVentry. In addition, certain members of the newly constituted management of innoVentry subscribed for newly issued shares of common stock of innoVentry. The Company assigned 10% of its voting interest in innoVentry, represented by its shares of newly issued senior convertible Series A voting preferred stock, to the former owners of innoVentry's predecessor in consideration for the termination of an option issued in conjunction with the Company's original acquisition of innoVentry's predecessor. As a result of these transactions, the Company no longer controlled the operations of innoVentry. innoVentry was de-consolidated from the Company's consolidated financial statements and the Company began accounting for its investment and its share of the results of innoVentry's operations after March 9, 1999, by the equity method of accounting, whereby the Company records its proportionate share of earnings or losses in its consolidated financial statements. During the remainder of 1999, additional shares of innoVentry common stock were sold to members of innoVentry's management and other advisors, and in October 1999, the Company, Cash Centers, and a third party each contributed an equal amount of cash for shares of innoVentry's newly issued senior convertible Series B voting preferred stock. As of December 31, 1999, the Company's voting interest in innoVentry was 38.4% and Cash Centers voting interest in innoVentry was 42.2%. See Note 3 of Notes to Consolidated Financial Statements in the Annual Report that is incorporated herein by reference.

At December 31, 1999, Rent-A-Tire owned and operated 24 tire and wheel rental stores and managed an additional 15 tire and wheel rental stores, all of which are located in Texas. Rent-A-Tire leases all of its rental stores and its corporate headquarters. At December 31, 1999, Rent-A-Tire employed 237 employees. For additional information concerning Rent-A-Tire and the relation of its financial condition and results of operations to that of the Company, see Note 4 and Note 12 of Notes to Consolidated Financial Statements in the Annual Report that is incorporated herein by reference.

LENDING FUNCTION

The Company is engaged primarily in the business of lending money on the security of pledged goods. The pledged goods in the Company's domestic operations are generally tangible personal property other than securities or printed evidences of indebtedness and generally consist of jewelry, tools, televisions and stereos, musical instruments, firearms, and other miscellaneous items. In the Company's foreign operations, the pledged goods predominately consist of jewelry. Pawn loans are made without personal liability to the borrower. Because the loan is made without the borrower's personal liability, the Company does not investigate the creditworthiness of the borrower, but relies on the pledged personal property, and the possibility of its forfeiture, as a basis for its lending decision. The pledged tangible personal property is intended to provide security to the Company for the repayment of the amount advanced. The Company contracts for a finance and service charge as compensation for the use of the funds advanced. Finance and service charges contributed approximately 59% of the Company's net revenue (total revenue less costs of revenue) in 1997, 58% in 1998, and 58% in 1999.

At the time a pawn transaction is entered into, a pawn transaction agreement, commonly referred to as a pawn ticket, is delivered to the borrower (pledgor) that sets forth, among other items, the name and address of the pawnshop and the pledgor, the pledgor's identification number from his or her driver's license or other approved identification, the date, the identification and description of the pledged goods, including applicable serial numbers, the amount financed, the finance and service charge, the maturity date, the total amount that must be paid to redeem the pledged goods on the maturity date and the annual percentage rate.

With regard to domestic operations, the amount that the Company is willing to finance is typically based on a percentage of the pledged personal property's estimated disposition value. The sources for the Company's determination of the estimated disposition value are numerous and include the Company's automated product valuation system as well as catalogues, blue books, newspapers and previous similar pawn loan transactions. These sources, together with the employees' experience in disposing of similar items of merchandise in particular pawnshops, influence the determination of the estimated disposition value of such items. The Company does not utilize a standard or mandated percentage of estimated disposition value in determining the amount to be financed. Rather, the employees have the authority to set the percentage for a particular item and determine the ratio of loan amount to estimated disposition value with the expectation that, if the item is forfeited to the pawnshop, its subsequent disposition would yield a gross profit margin consistent with the Company's historical experience. The pledged property is held through the term of the transaction, which generally is one month with an automatic sixty day redemption period (see "Regulation" for exceptions in certain states), unless earlier repaid, renewed or extended. A majority of the amounts advanced by the Company are paid in full with accrued finance and service charges or are renewed or extended through payment of accrued finance and service charges. In the event the pledgor does not repay, renew or extend his loan, the unredeemed collateral is forfeited to the Company and then becomes merchandise available for disposition. The Company does not record loan losses or charge-offs inasmuch as, if the pledged goods are not redeemed, the amount advanced becomes the carrying cost of the forfeited collateral that is to be recovered through the merchandise disposition function described below.

With regard to the Company's foreign operations, the amount that the pawnshop is willing to finance in a pledge of jewelry is typically based on a fixed amount per gram of the gold or silver content of the pledged property plus additional amounts for diamonds and other features which, in the unit management's assessment, enhance the market value of the pledged property. Declines in gold and silver prices historically have resulted in a reduction of the amount that the pawnshop is willing to lend against an item, which reduces the amount of the pawnshop's loan portfolio and related finance and service charge revenue. The pawn loans are made for a term of six months with an approximate annual blended yield on average foreign pawn loans outstanding in 1999 of 52%. The collateral is held through the term of the loan, and, in the event that the loan is not repaid or renewed on or before maturity, the unredeemed collateral is disposed of at auction or privately (or in some cases at the pawnshop premises).

The recovery of the amount advanced, as well as realization of a profit on disposition of merchandise, is dependent on the Company's initial assessment of the property's estimated disposition value. Improper assessment of the disposition value of the collateral in the lending function could result in the disposition of the merchandise for an amount less than the amount advanced. However, the Company historically has experienced profits from the disposition of such merchandise. Declines in gold and silver prices generally will also reduce the disposition value of jewelry items acquired in pawn transactions and could adversely affect the Company's ability to recover the carrying cost of the acquired collateral. For 1997, 1998 and 1999, the Company experienced gross profit margins on dispositions of merchandise of 36%, 36%, and 32%, respectively.

At December 31, 1999, the Company had approximately 1,192,000 outstanding loans totaling \$125,349,000, for an average of \$105 per loan.

Presented below is information with respect to pawn loans made, acquired, repaid and forfeited for the years ended December 31, 1997, 1998 and 1999:

<TABLE>
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	Year Ended December 31,		
	1997	1998	1999
	(\$ in thousands)		
<S>	<C>	<C>	<C>
Loans made	\$ 391,216	\$ 435,341	\$ 439,970
Loans acquired, net of loans sold	1,520	7,178	558
Loans repaid	(227,114)	(249,752)	(255,927)
Loans renewed	(38,548)	(41,619)	(40,561)
Loans forfeited:			
Available for disposition	(109,318)	(124,415)	(135,027)
Disposed of at auction	(8,945)	(9,999)	(10,636)
Effect of exchange rate translation	(4,250)	(337)	(1,665)
Net increase (decrease) in pawn loans outstanding at end of period ...	\$ 4,561	\$ 16,397	\$ (3,288)
Loans repaid or renewed as a percent of loans made	67.9%	66.9%	67.4%

</TABLE>

MERCHANDISE DISPOSITION FUNCTION

The Company engages in the disposition of merchandise acquired when a pawn loan is not repaid, when used goods are purchased from the general public and when new merchandise is acquired from vendors. New goods consist primarily of accessory merchandise which enhances the marketability of existing merchandise, such as tools, consumer electronics and jewelry. For the year ended December 31, 1999, \$158,604,000 of merchandise was added to merchandise held for disposition, of which \$135,027,000 was from loans not repaid and \$23,577,000 was purchased from customers and vendors and through acquisitions of pawnshops.

The Company does not provide its customers with warranties on used merchandise purchased from the Company. The Company permits its customers to purchase merchandise on a layaway plan whereby the customer agrees to purchase an item by making an initial cash deposit representing a small part of the disposition price and making additional, non-interest bearing payments of the balance of the disposition price in accordance with a specified schedule. The Company then segregates the item and holds it until the disposition price is paid in full. Should the customer fail to make a required payment, the item is placed with the other merchandise held for disposition. At December 31, 1999, the Company held approximately \$4,131,000 in customer layaway deposits.

The Company provides an allowance for shrinkage and valuation of its merchandise based on management's evaluation. Management's evaluation takes into consideration historical shrinkage, the quantity and age of slow-moving merchandise on hand and markdowns necessary to liquidate slow-moving merchandise. At December 31, 1999, total lending operations merchandise on hand was \$64,419,000, after deducting an allowance for shrinkage and valuation of merchandise of \$2,008,000.

OPERATIONS

Unit Management

Each location has a unit manager who is responsible for supervising its personnel and assuring that it is managed in accordance with Company guidelines and established policies and procedures. Each unit manager reports to a Market Manager who typically oversees approximately ten unit managers. As of December 31, 1999, the Company has two operating divisions in the United States, each of which is managed by a Division Executive Vice President. Each operating division has three geographic operating regions, each of which is managed by a Region Vice President. Each Market Manager reports to a Region Vice President. The Harvey & Thompson and Svensk Pantbelaning chains follow a similar management organization, with a Managing Director overseeing each of these operations.

Trade Name

The Company operates its pawnshops under the trade name "Cash America Pawn" in the U.S., "Harvey & Thompson Pawnbrokers" in the U.K., and "Svensk Pantbelaning" in Sweden. The Company has registered the "Cash America" mark and descriptive logos and phrases with the United States Patent and Trademark Office.

Personnel

At December 31, 1999, the Company employed 3,061 persons in its lending operations in 16 states, the United Kingdom and Sweden. Of the total employees, approximately 218 were in executive and administrative functions.

The Company has an established training program that provides a combination of classroom instruction, video presentation and on-the-job loan and merchandise disposition experience. The new employee is introduced to the business through an orientation program and through a three-month training program that includes classroom and on-the-job training in loans, layaways, merchandise and general administration of unit operations.

The experienced employee receives training and an introduction to the fundamentals of management to acquire the skills necessary to move into management positions within the organization. Manager training involves a twelve month program and includes additional management principles and more extensive training in income maximization, recruitment, merchandise control and cost efficiency.

FUTURE EXPANSION

The Company's objective is to continue to expand the number of pawnshops it owns and operates through acquisitions and by establishing new units. Management believes that such anticipated expansion will continue to provide economies of scale in supervision, purchasing, administration and marketing by decreasing the overall average cost of such functions per unit owned. The primary pawnshop acquisition criteria include evaluation of the volume of annual loan transactions, outstanding loan balances, merchandise on hand, disposition history, and location and condition of the facility, including lease terms or fair market value of the facility if it is to be purchased. The primary pawnshop start-up criteria include the facility-related items noted above and conditions in the surrounding community indicating a sufficient level of potential customers.

The Company's business strategy is to continue expanding its pawnshop business within its existing geographic markets and into other markets which meet the risk/reward considerations of the Company.

The Company's expansion has not only been in acquiring previously owned pawnshops, but also in establishing new locations. After a suitable location has been found and a lease and license are obtained, the new location can be ready for business within four to six weeks, with completion of counters, vaults and security system and transfer of merchandise from other locations. The approximate start-up costs, defined as the investment in property and equipment, for recently established pawnshops have ranged from \$98,000 to \$213,000, with an average cost per location of approximately \$162,000 in 1999. This amount does not include merchandise transferred from other locations, funds to advance on pawn loans and operating expenses.

The Company's expansion program is subject to numerous factors which cannot be predicted, such as the availability of attractive acquisition candidates or sites on suitable terms and general economic conditions. Further, there can be no assurance that future expansion can be continued on a profitable basis. Among other factors, the following factors will impact the Company's future planned expansion.

Statutory Requirements. The Company's ability to add newly-established locations in Texas counties having a population of more than 250,000 is limited by a law that became effective September 1, 1999, which restricts the establishment of new pawnshops within a certain distance of existing pawnshops. In addition, the present statutory and regulatory environment of some states renders expansion into those states impractical. See "Business -- Regulation."

Competition. The Company faces competition in its expansion program. Several competing pawnshop companies have implemented expansion and acquisition programs. A number of smaller companies have also entered the market. While the Company believes that it is the largest pawnshop operator in the United States, there can be no assurance that the Company will be more successful than its competitors in pursuing acquisition opportunities and leases for attractive start-up locations. Increased competition could also increase prices for attractive acquisition candidates.

Capital Requirements. In some states, the Company is required by law to maintain a minimum amount of certain unencumbered net assets (currently \$150,000 in Texas) for each pawnshop location. The Company's expansion plans will therefore be limited in these states to the extent the Company is unable to maintain these required levels of unencumbered net assets.

Availability of Qualified Unit Management Personnel. The Company's ability to expand may also be limited by the availability of qualified unit management personnel. While the Company seeks to train its existing personnel to enable those capable of doing so to assume management positions and to create attractive compensation packages to retain existing management personnel, there can be no assurance that sufficient qualified personnel will be available to satisfy the Company's needs with respect to its planned expansion.

COMPETITION

The Company encounters significant competition in connection with its lending and merchandise disposition operations. Some competitors may have greater financial resources than the Company. Several competing pawnshop companies have implemented expansion and acquisition programs. See "Business -- Future Expansion." These competitive conditions may adversely affect the Company's revenues and profitability.

The Company, in connection with the lending of money, competes with other pawnshops and other forms of financial institutions such as consumer finance companies, which generally lend on an unsecured as well as a secured basis. Other lenders may lend money on terms more favorable than the Company. The pawnshop industry is characterized by a large number of independent owner-operators, some of whom own and operate multiple pawnshops.

REGULATION

The Company's pawnshop operations are subject to extensive regulation, supervision and licensing under various federal, state and local statutes, ordinances and regulations in the sixteen states and two foreign countries in which it operates. (For a geographic breakdown of operating locations, see "Properties.") Set forth below is a summary of the state pawnshop regulations in those states containing a preponderance of the Company's domestic operating locations.

Texas Pawnshop Regulations. Pursuant to the terms of the Texas Pawnshop Act, the Texas Consumer Credit Commissioner has primary responsibility for the regulation of pawnshops and enforcement of laws relating to pawnshops in Texas. The Company is required to furnish the Texas Consumer Credit Commissioner with copies of information, documents and reports which are required to be filed by it with the Securities and Exchange Commission.

The Texas Pawnshop Act prescribes the stratified loan amounts and the maximum allowable rates of pawn service charge that pawnbrokers in Texas may charge for the lending of money within each stratified range of loan amounts. That is, the Texas law establishes the maximum allowable pawn service charge rates based on the amount financed per pawn loan. The maximum allowable rates under the Texas Pawnshop Act for the various stratified loan amounts for the fiscal years ended June 30, 1998, 1999 and 2000 are as follows:

<TABLE>

<CAPTION>

Year Ended June 30, 1998			Year Ended June 30, 1999			Year Ended June 30, 2000		
Amount Financed Per Pawn Loan		Maximum Allowable Annual Percentage Rate	Amount Financed Per Pawn Loan		Maximum Allowable Annual Percentage Rate	Amount Financed Per Pawn Loan		Maximum Allowable Annual Percentage Rate
<S> \$ 1 to \$ 135	.....	<C> 240%	<C> \$ 1 to \$ 138	.....	<C> 240%	<C> \$ 1 to \$ 141	.....	<C> 240%
136 to 450	.....	180	139 to 460	.....	180	142 to 470	.....	180
451 to 1,350	.....	30	461 to 1,380	.....	30	471 to 1,410	.....	30
1,351 to 11,250	.....	12	1,381 to 11,500	.....	12	1,411 to 11,750	.....	12

These rates are reviewed and established annually. The maximum allowable service charge rates were established and have not been revised since 1971 when the Texas Pawnshop Act was enacted. Since 1981, the ceiling amounts for stratification of the loan amounts to which these rates apply have been revised each July 1 in relation to the Consumer Price Index. The Texas Pawnshop Act also prescribes the maximum allowable pawn loan. Under current Texas law, a pawn loan may not exceed \$11,750. In addition to establishing maximum allowable service charge rates and loan ceilings, the Texas Pawnshop Act also provides for the licensing of pawnshops and pawnshop employees. To be eligible for a pawnshop license in Texas, an applicant must (i) be of good moral character, (ii) have net assets of at least \$150,000 readily available for use in conducting the business of each licensed pawnshop, (iii) show that the pawnshop will be operated lawfully and fairly in accordance with the Texas Pawnshop Act, (iv) show that the applicant has the financial responsibility, experience, character, and general fitness to command the confidence of the public in its operations, and (v) in the case of a business entity, the good moral character requirement shall apply to each officer, director and holder of 5% or more of the entity's outstanding shares.

As part of the license application process, any existing pawnshop licensee who would be affected by the granting of the proposed application may request a public hearing at which to appear and present evidence for or against the application. For an application for a new license in a county with a population of 250,000 or more, the proposed facility must not be located within two miles of an existing licensed pawnshop.

The Texas Consumer Credit Commissioner may, after notice and hearing, suspend or revoke any license for a Texas pawnshop upon finding, among other things, that (i) any fees or charges have not been paid; (ii) the licensee violates (whether knowingly or unknowingly without due care) any provisions of the Texas Pawnshop Act or any regulation or order thereunder; or (iii) any fact or condition exists which, if it had existed at the time the original application was filed for a license, would have justified the Commissioner in refusing such license.

Under the Texas Pawnshop Act, a pawnbroker may not accept a pledge from a person under the age of 18 years; make any agreement requiring the personal liability of the borrower; accept any waiver of any right or protection accorded to a pledgor under the Texas Pawnshop Act; fail to exercise reasonable care to protect pledged goods from loss or damage; fail to return pledged goods to a pledgor upon payment of the full amount due; make any charge for insurance in connection with a pawn transaction; enter into any pawn transaction that has a maturity date of more than one month; display for disposition in storefront windows or sidewalk display cases, pistols, swords, canes, blackjacks and similar weapons; operate a pawnshop between the hours of 9:00 p.m. and 7:00 a.m.; or purchase used or secondhand personal property or certain building construction materials unless a record is established containing the name, address and identification of the seller, a complete

description of the property, including serial number, and a signed statement that the seller has the right to sell the property.

Florida Pawnshop Regulations. The Florida Pawnbroking Act, adopted in 1996, provides for the licensing and bonding of pawnbrokers in Florida and for the Department of Agriculture and Consumer Services' Division of Consumer Services to investigate the general fitness of applicants and generally to regulate pawnshops in the state. The statute limits the pawn service charge that a pawnbroker may collect to a maximum of 25% of the amount advanced in the pawn for each 30 day period of the transaction. The law also requires pawnbrokers to maintain detailed records of all transactions and to deliver such records to the appropriate local law enforcement officials. Among other things, the statute prohibits pawnbrokers from falsifying or failing to make entries in pawn transaction forms, refusing to allow appropriate law enforcement officials to inspect their records, failing to maintain records of pawn transactions for at least two years, making any agreement requiring the personal liability of a pledgor, failing to return pledged goods upon payment in full of the amount due (unless the pledged goods had been taken into custody by a court or law enforcement officer or otherwise lost or damaged), or engaging in title loan transactions at licensed pawnshop locations. It also prohibits pawnbrokers from entering into pawn transactions with a person who is under the influence of alcohol or controlled substances, a person who is under the age of eighteen, or a person using a name other than his own name or the registered name of his business.

Tennessee Pawnshop Regulations. Tennessee state law provides for the licensing of pawnbrokers in that state. It also (i) requires that pawn transactions be reported to local law enforcement agencies, (ii) requires pawnbrokers to maintain insurance coverage on the property held on pledge for the benefit of the pledgor, (iii) establishes certain hours during which pawnshops may be open for business and (iv) requires that certain bookkeeping records be maintained. Tennessee law prohibits pawnbrokers from selling, redeeming or disposing of any goods pledged or pawned to or with them within 48 hours after making their report to local law enforcement agencies. The Tennessee statute establishes a maximum allowable interest rate of 24% per annum; however, the pawnshop operator may charge an additional fee of up to one-fifth of the amount of the loan per month for investigating the title, storing and insuring the security and various other expenses.

Georgia Pawnshop Regulations. Georgia state law requires pawnbrokers to maintain detailed permanent records concerning pawn transactions and to keep them available for inspection by duly authorized law enforcement authorities. The Georgia statute prohibits pawnbrokers from failing to make entries of material matters in their permanent records; making false entries in their records; falsifying, obliterating, destroying, or removing permanent records from their places of business; refusing to allow duly authorized law enforcement officers to inspect their records; failing to maintain records of each pawn transaction for at least four years; accepting a pledge or purchase from a person under the age of eighteen or who the pawnbroker knows is not the true owner of the property; making any agreement requiring the personal liability of the pledgor or seller or waiving any of the provisions of the Georgia statute; or failing to return or replace pledged goods upon payment of the full amount due (unless the pledged goods have been taken into custody by a court or a law enforcement officer). In the event pledged goods are lost or damaged while in the possession of the pawnbroker, the pawnbroker must replace the lost or damaged goods with like kinds of merchandise. Under Georgia law, total interest and service charges may not, during each thirty-day period of the loan, exceed 25% of the principal amount advanced in the pawn transaction (except that after ninety days from the original date of the loan, the maximum rate declines to 12.5% for each subsequent thirty-day period). The statute provides that municipal authorities may license pawnbrokers, define their powers and privileges by ordinance, impose taxes upon them, revoke their licenses, and exercise such general supervision as will ensure fair dealing between the pawnbroker and his customers.

Oklahoma Pawnshop Regulations. The Company's Oklahoma operations are subject to the Oklahoma Pawnshop Act. Following substantially the same statutory scheme as the Texas Pawnshop Act, the Oklahoma Pawnshop Act provides for the licensing and bonding of pawnbrokers in Oklahoma and provides for the Oklahoma Administrator of Consumer Credit to investigate the general fitness of the applicant and generally regulate pawnshops in that state. The Administrator has broad rule-making authority with respect to Oklahoma pawnshops.

In general, the Oklahoma Pawnshop Act prescribes the stratified loan amounts and the maximum rates of service charges which pawnbrokers in Oklahoma may charge for lending money in Oklahoma within each stratified range of loan amounts. The regulations provide for a graduated rate structure similar to that utilized in federal income tax computations. For example, under this method of calculation a \$500 pawn loan earns interest as follows: (a) the first \$150 at 240%, annually, (b) the next \$100 at 180%, annually and (c) the remaining \$250 at 120%, annually. The maximum allowable pawn service charges for the various stratified loan amounts under the Oklahoma statute are as follows:

<TABLE>
<CAPTION>

Amount Financed Per Pawn Loan -----	Maximum Allowable Annual Percentage Rate -----
<S>	<C>
\$ 1 to \$ 150	240%
151 to 250	180
251 to 500	120
501 to 1,000	60
1,001 to 25,000	36

</TABLE>

A pawn loan in Oklahoma may not exceed \$25,000.

Louisiana Pawnshop Regulations. Louisiana law provides for the licensing and bonding of pawnbrokers in that state. In addition, the act requires that pawn transactions be reported to local law enforcement agencies, establishes hours during which pawnbrokers may be open for business and requires certain bookkeeping practices. Under the Louisiana statute, no pawnbroker may sell any jewelry pledged as collateral until the lapse of six months from the time the loan was made or extended by payment of accrued interest. All other unredeemed collateral from loans can be sold after the lapse of three months. Louisiana state law establishes maximum allowable rates of interest on pawn loans of 10% per month. In addition, Louisiana law provides that the pawnbroker may also charge a one-time fee not to exceed 10% for all other services. Various municipalities and parishes in the state of Louisiana have promulgated additional ordinances and regulations pertaining to pawnshops.

Although pawnshop regulations vary from state to state to a considerable degree, the regulations summarized above are representative of the regulatory frameworks affecting the Company in the various states in which its operating units are located.

United Kingdom Regulations. Pawnshops in the United Kingdom conduct pawn operations in a manner that is similar to the Company's domestic operations, except that pawnshops generally lend money only on the security of jewelry and gold and silver items. The Consumer Credit Act 1974 in the United Kingdom requires that the pawnbroker notify the customer following the expiration of the six month loan term and before the pledged items are sold by the pawnbroker. Unredeemed items are generally sold at auction. For loans exceeding 75 pounds sterling, any amounts received on the auction sale in excess of the principal amount of the loan, accrued finance and service charge and disposition expenses must be held by the pawnbroker to be

reclaimed by the customer. If the pawnbroker is the highest bidder at the auction, it reclaims the merchandise for later disposition from its pawnshop premises and may realize gross profit on resale. For loans of 75 pounds sterling or less, unredeemed merchandise is automatically forfeited to the pawnbroker, and the pawnbroker may dispose of such merchandise to the public from the pawnshop premises and retain any excess sales proceeds.

Pawnbrokers in the United Kingdom are licensed and regulated by the Office of Fair Trading (the "OFT") pursuant to the Consumer Credit Act 1974. Licenses are valid for five years, subject to possible revocation, suspension, or variance by the OFT. Unlike most state statutes in the United States governing pawnbrokers, the Consumer Credit Act 1974 and the regulations promulgated thereunder do not specify a maximum allowable interest rate chargeable by pawnbrokers in the United Kingdom. Rather, the statute prohibits pawnbrokers from entering into "extortionate credit bargains" with customers. Currently, the Company typically charges a rate of six percent (6%) per month.

Sweden Regulations. The regulatory environment for pawnshops in Sweden is very similar to that in the United Kingdom. Sweden's 1949 statute governing pawnbroking was repealed and replaced with a new pawnbroking act effective January 1, 1996. The new act provides that the loan term may not exceed one year, that the pawnbroker is entitled to default interest on arrears for a maximum of four months from the due date, and that the pawnbroker may not dispose of unredeemed merchandise less than two months after the due date. The disposition must take place at a public auction, and the original customer is entitled to any excess disposition proceeds.

Like Sweden's previous pawnbroking statute, the new act provides for licensing and supervision of pawnshops by the local County Administrative Boards. The act does not specify a maximum allowable interest rate for pawn loans, and, unlike the previous statute, it does not authorize the local County Administrative Boards to regulate the rates that pawnbrokers may charge. Currently, the Company typically charges a rate of between 2.75% and 3.75% per month. Also, the act grants Swedish pawnbrokers the new authority to purchase unredeemed merchandise at the public auction and then dispose of the merchandise to the public from the pawnshop premises.

Other Regulatory Matters, Etc. With respect to firearm sales, each of the pawnshops must comply with the Brady Handgun Violence Prevention Act (the "Brady Act"), which took effect on February 28, 1994. The Brady Act imposes a background check requirement in connection with the disposition of firearms by federally licensed firearms dealers. In addition, the Company must continue to comply with the longstanding regulations promulgated by the Department of the Treasury, Bureau of Alcohol, Tobacco and Firearms which require each pawnshop dealing in guns to maintain a permanent written record of all receipts and dispositions of firearms.

In addition to the state statutes and regulations described above, many of the Company's pawnshops are subject to municipal ordinances, which may require, for example, local licenses or permits and specified recordkeeping procedures, among other things. Each of the Company's pawnshops voluntarily or pursuant to municipal ordinance provides to the police department having jurisdiction copies of all daily transactions involving pawn loans and over-the-counter purchases. These daily transaction reports are designed to provide the local police with a detailed description of the goods involved including serial numbers, if any, and the name and address of the owner obtained from a valid identification card.

A copy of the transaction ticket is provided to local law enforcement agencies for processing by the National Crime Investigative Computer to determine conflicting claims of rightful ownership. Goods held to secure pawn loans or goods purchased which are determined to belong to an owner other than the borrower or seller are subject to recovery by the rightful owner. However, the Company historically has not experienced

a material number of claims of this sort, and the claims experienced have not had a material adverse effect on the Company's results of operations.

Casualty insurance, including burglary coverage, is maintained for each of the Company's pawnshops, and fidelity coverage is maintained on each of the Company's employees.

Management of the Company believes its operations are conducted in material compliance with all federal, state and local laws and ordinances applicable to its business.

EXECUTIVE OFFICERS

The following sets forth, as of March 11, 2000, certain data concerning the executive officers of the Company, all of whom are elected on an annual basis. There is no family relationship between any of the executive officers.

<TABLE>
<CAPTION>

	Name	Age	Position
	----	---	-----
<S>		<C>	<C>
	Daniel R. Feehan	49	Chief Executive Officer, President and Director
	Thomas A. Bessant, Jr.	41	Executive Vice President - Chief Financial Officer
	Robert D. Brockman	45	Executive Vice President - Administration
	Jerry D. Finn	53	Executive Vice President - U.S. Operations - Western Division
	Michael D. Gaston	55	Executive Vice President - Business Development
	William R. Horne	57	Executive Vice President - Information Technology
	Hugh A. Simpson	40	Executive Vice President - General Counsel and Secretary
	Gregory W. Trees	56	Executive Vice President - U.S. Operations - Eastern Division
	James H. Kauffman	55	Executive Vice President - Foreign Operations; Chief Executive Officer - Rent-A-Tire, Inc.

</TABLE>

Daniel R. Feehan has been Chief Executive Officer and President since February 2000. He has served as President and Chief Operating Officer since January 1990. He served as Chairman and Co-Chief Executive Officer of Mr. Payroll Corporation from February 1998 to February 1999 before returning to the position of President and Chief Operating Officer of the Company.

Thomas A. Bessant, Jr. joined the Company in May 1993 as Vice President - Finance and Treasurer. He was elected Senior Vice President - Chief Financial Officer in July 1997 and has served as Executive Vice President - Chief Financial Officer since July 1998. Prior to joining the Company, Mr. Bessant was a Senior Manager in the Corporate Finance Consulting Services Group of Arthur Andersen & Co., S. C. in Dallas, Texas from June 1989. Prior to that time, Mr. Bessant was Vice President in the Corporate Banking Division of NCNB Texas, N.A., and its predecessor banking corporations, beginning in 1981.

Robert D. Brockman joined the Company in July 1995 as Executive Vice President-Administration. Prior to that, he served as Vice President - Human Resources of THORN Americas, Inc., the operator of the Rent-A- Center chain of rent-to-own stores, from December 1986 to June 1995.

Jerry D. Finn joined the Company in August 1994 and has served in various operations management positions since then, including Division Vice President from January 1995 to July 1997, Division Senior Vice President from July 1997 to April 1998, and Executive Vice President since April 1998. Prior to joining the Company, he served as District Supervisor for Kelly-Moore Paint Co. from March 1981 to August 1994.

Michael D. Gaston joined the Company in April 1997 as Executive Vice President - Business Development. Prior to joining the Company, Mr. Gaston served as President of the Gaston Corporation, a private consulting firm, from 1984 to April 1997, and Executive Vice President of Barkley & Evergreen, an advertising and consulting agency, from 1991 to April 1997.

William R. Horne joined the Company in February 1991 as Vice President-MIS. He was elected Senior Vice President-Information Technology in July 1997 and has served as Executive Vice President-Information Technology since October 1999.

Hugh A. Simpson joined the Company in December 1990 as Vice President and General Counsel and was elected Vice President - General Counsel and Secretary in April 1991. He was elected Senior Vice President - General Counsel and Secretary in July 1997 and has served as Executive Vice President - General Counsel and Secretary since July 1998.

Gregory W. Trees joined the Company in March 1992 as Vice President - Marketing and Merchandising. Mr. Trees served as Division Vice President from April 1996 to July 1997 and Division Senior Vice President from July 1997 to April 1998. He has served as Executive Vice President since April 1998.

James H. Kauffman joined the Company in July 1996 as Executive Vice President - Chief Financial Officer. He served as President - Cash America Pawn from July 1997 to July 1998, and since then has served as Chief Executive Officer of Rent-A-Tire, Inc. He has also served as Executive Vice President-Foreign Operations since October 1999. Prior to joining the Company, Mr. Kauffman served as President of Keystone Steel & Wire Company, a wire products manufacturer, from July 1991 to June 1996.

ITEM 2. PROPERTIES

During 1999, the Company sold to an unaffiliated party and leased back the real estate and buildings for 11 of its pawnshop locations. The locations are being leased under non-cancelable operating leases with terms of 15 years. The Company also sold the real estate and building for one pawnshop location to a franchisee. As of March 11, 2000, the Company owns the real estate and buildings for four of its pawnshop locations in the United Kingdom. Since May 1992, the Company's headquarters have been located in a nine-story building adjacent to downtown Fort Worth, Texas. The Company purchased the building in January 1992. On March 28, 2000, a tornado severely damaged the building. Headquarters operations have been relocated to temporary facilities, and the Company's operating locations were not affected. Management will evaluate all of its alternatives relating to the restoration of the building. The Company's insurance coverage provides proceeds for the loss of the building; replacement of furniture, improvements, and equipment; recovery of losses resulting from business interruption; and recovery of other general expenses that will be incurred. All of the Company's other locations are leased from unaffiliated parties under non-cancelable operating leases with terms ranging from 3 to 10 years.

The following table sets forth, as of March 11, 2000, the geographic markets served by the Company and the number of lending locations in such markets in which it presently operates.

<TABLE>
<CAPTION>

	Number of Locations in Area

<S>	<C>
TEXAS:	
Houston.....	44
Central/South Texas.....	59
Dallas/Fort Worth.....	35
West Texas.....	23
Rio Grande Valley.....	10

Total Texas.....	171
	===

</TABLE>

<TABLE>		
<S>		<C>
FLORIDA:		
	Tampa/St. Petersburg.....	15
	Orlando.....	14
	Jacksonville.....	10
	Other.....	23

	Total Florida.....	62

TENNESSEE:		
	Memphis.....	23
	Nashville.....	5

	Total Tennessee.....	28
		--
GEORGIA:		
	Atlanta.....	14
	Savannah.....	5
	Other.....	2

	Total Georgia.....	21

OKLAHOMA:		
	Oklahoma City.....	14
	Tulsa.....	6
	Other.....	1

	Total Oklahoma.....	21

LOUISIANA:		
	New Orleans.....	9
	Baton Rouge.....	3
	Other.....	8

	Total Louisiana.....	20

MISSOURI:		
	Kansas City.....	11
	St. Louis.....	5

	Total Missouri.....	16

INDIANA:		
	Indianapolis.....	9
	Fort Wayne.....	3
	Other.....	1

	Total Indiana.....	13

NORTH CAROLINA:		
	Charlotte.....	7
	Greensboro/Winston Salem.....	3
	Other.....	1

	Total North Carolina.....	11

</TABLE>		

<TABLE>		
<S>		<C>
ALABAMA:	Mobile.....	4
	Birmingham.....	4
	Other.....	1

	Total Alabama.....	9

KENTUCKY:	Louisville.....	9

SOUTH CAROLINA:	Charleston.....	4
	Greenville.....	3

	Total South Carolina.....	7

OHIO:	Cincinnati.....	6

UTAH:	Salt Lake City.....	7

COLORADO:	Colorado Springs.....	3
	Denver.....	1
	Other.....	1

	Total Colorado.....	5

ILLINOIS:	Chicago.....	3
	Other.....	3

	Total Illinois	6

	Total United States.....	412

UNITED KINGDOM:	London.....	28
	Other.....	14

	Total United Kingdom.....	42

SWEDEN:	Stockholm.....	4
	Other.....	7

	Total Sweden.....	11

	GRAND TOTAL.....	465
		===
</TABLE>		

The Company considers its equipment, furniture and fixtures and owned buildings to be in good condition. The Company has its own construction supervisors who engage local contractors to selectively remodel and upgrade its domestic pawnshop facilities throughout the year.

The Company's leases typically require the Company to pay all maintenance costs, insurance costs and property taxes. For additional information concerning the Company's leases see Note 15 of Notes to Consolidated Financial Statements in the Annual Report which is incorporated herein by reference.

ITEM 3. LEGAL PROCEEDINGS

The Company is a defendant in certain lawsuits encountered in the ordinary course of its business. Certain of these matters are covered to an extent by insurance. In the opinion of management, the resolution of these matters will not have a material adverse effect on the Company's financial position, results of operations or liquidity.

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

There were no matters submitted to the Company's security holders during the fourth quarter ended December 31, 1999.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Information contained under the caption "Common Stock Data" in the Annual Report is incorporated herein by reference in response to this Item 5.

ITEM 6. SELECTED FINANCIAL DATA

Information contained under the caption "Eight Year Summary of Selected Financial Data" in the Annual Report is incorporated herein by reference in response to this Item 6.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Information contained under the caption "Management's Discussion and Analysis of Results of Operations and Financial Condition" in the Annual Report is incorporated herein by reference in response to this Item 7.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Information contained under the captions "Consolidated Financial Statements," "Notes to Consolidated Financial Statements," and "Income Statement Quarterly Data" in the Annual Report is incorporated herein by reference in response to this Item 8.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Company had no disagreements on accounting or financial disclosure matters with its independent public accountants to report under this Item 9.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information contained under the caption "Election of Directors" in the Company's Proxy Statement is incorporated herein by reference in response to this Item 10. See Item 1, "Executive Officers" for information concerning executive officers.

ITEM 11. EXECUTIVE COMPENSATION

Information contained under the caption "Executive Compensation" in the Company's Proxy Statement is incorporated herein by reference in response to this Item 11.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information contained under the caption "Security Ownership of Certain Beneficial Owners and Management" in the Company's Proxy Statement is incorporated herein by reference in response to this Item 12.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information contained under the caption "Executive Compensation" in the Company's Proxy Statement is incorporated herein by reference in response to this Item 13.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

- (1) The following financial statements of the Company and Report of Independent Accountants are contained in the Annual Report and are incorporated herein by reference.

CONSOLIDATED FINANCIAL STATEMENTS:

Consolidated Balance Sheets as of December 31, 1999 and 1998.

Consolidated Statements of Income for the years ended December 31, 1999, 1998 and 1997.

Consolidated Statements of Stockholders' Equity for the years ended December 31, 1999, 1998 and 1997.

Consolidated Statements of Cash Flows for the years ended December 31, 1999, 1998 and 1997.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT ACCOUNTANTS

- (2) The following financial statement schedule of the Company, as well as the following financial statements of innoVentry Corp. and its predecessor, Mr. Payroll Corporation, are included herein.

Schedule II -- Allowance for Valuation of Inventory.

Report of Independent Accountants on Financial Statement Schedule.

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions, are inapplicable, or the required information is included elsewhere in the financial statements.

Separate Financial Statements of Fifty Percent or Less Owned Persons-
FINANCIAL STATEMENTS OF INNOVENTRY CORP.:

[The audited financial statements of innoVentry Corp. ("innoVentry") as of December 31, 1999 and for the year then ended, including the accompanying Notes to Financial Statements and Report of Independent Auditors, are in the possession of innoVentry. The Company has requested innoVentry to furnish the financial statements for inclusion herein in accordance with the requirements of Regulation S-X, but innoVentry has not yet done so. If and when innoVentry furnishes the financial statements, the Company will include them herein by amendment.]

FINANCIAL STATEMENTS OF MR. PAYROLL CORPORATION:

Consolidated Balance Sheet as of December 31, 1998

Consolidated Statements of Operations for the Years Ended December 31, 1998 and 1997

Consolidated Statements of Shareholder's Equity (Deficit) for the Years Ended December 31, 1998 and 1997

Consolidated Statements of Cash Flows for the Years Ended December 31, 1998 and 1997

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT ACCOUNTANTS

- (3) The exhibits filed in response to Item 601 of Regulation S-K are listed in the Exhibit Index.
- (4) During the fourth quarter ended December 31, 1999, the Company did not file any reports on Form 8-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 29, 2000.

CASH AMERICA INTERNATIONAL, INC.

By: /s/ DANIEL R. FEEHAN

Daniel R. Feehan
Chief Executive Officer
and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on March 29, 2000 on behalf of the registrant and in the capacities indicated.

<TABLE>
<CAPTION>

Signature -----	Title -----	Date ----
<S> /s/ JACK R. DAUGHERTY ----- Jack R. Daugherty	<C> Chairman of the Board of Directors	<C> March 29, 2000
/s/ DANIEL R. FEEHAN ----- Daniel R. Feehan	Chief Executive Officer, President and Director (Principal Executive Officer)	March 29, 2000
/s/ THOMAS A. BESSANT, JR. ----- Thomas A. Bessant, Jr.	Executive Vice President - Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2000
/s/ A. R. DIKE ----- A. R. Dike	Director	March 29, 2000

</TABLE>

<TABLE> <S>	<C>	<C>
/s/ JAMES H. GRAVES ----- James H. Graves	Director	March 29, 2000
/s/ B. D. HUNTER ----- B. D. Hunter	Director	March 29, 2000
/s/ TIMOTHY J. McKIBBEN ----- Timothy J. McKibben	Director	March 29, 2000
/s/ ALFRED M. MICALLEF ----- Alfred M. Micallef	Director	March 29, 2000
/s/ CLIFTON H. MORRIS, JR. ----- Clifton H. Morris, Jr.	Director	March 29, 2000
/s/ CARL P. MOTHERAL ----- Carl P. Motheral	Director	March 29, 2000
/s/ SAMUEL W. RIZZO ----- Samuel W. Rizzo	Director	March 29, 2000
/s/ ROSALIN ROGERS ----- Rosalin Rogers	Director	March 29, 2000

</TABLE>

REPORT OF INDEPENDENT ACCOUNTANTS ON THE FINANCIAL STATEMENT SCHEDULE

To the Board of Directors and Stockholders
Cash America International, Inc.

Our audits of the consolidated financial statements referred to in our report dated January 27, 2000, appearing in the 1999 Annual Report to Shareholders of Cash America International, Inc. (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedule listed in Item 14.(2.) of this Form 10-K. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

PRICEWATERHOUSECOOPERS LLP

Fort Worth, Texas
January 27, 2000

CASH AMERICA INTERNATIONAL, INC.

SCHEDULE II--ALLOWANCE FOR VALUATION OF INVENTORY

For the Three Years Ended December 31, 1999

<TABLE>
<CAPTION>

Description ----- <S>	Balance at Beginning of Period ----- <C>	Additions -----		Deductions (a) ----- <C>	Balance at End of Period ----- <C>
		Charged to Expense ----- <C>	Charged to Other ----- <C>		
Year Ended:					
December 31, 1999.....	\$ 2,163 =====	\$ 1,358 =====	\$-0- =====	\$ 1,513 =====	\$ 2,008 =====
December 31, 1998.....	\$ 2,158 =====	\$ 1,338 =====	\$-0- =====	\$ 1,333 =====	\$ 2,163 =====
December 31, 1997.....	\$ 2,078 =====	\$ 1,359 =====	\$-0- =====	\$ 1,279 =====	\$ 2,158 =====

</TABLE>

(a) Deducted from allowance for write-off or other disposition of inventory.

MR. PAYROLL CORPORATION
CONSOLIDATED BALANCE SHEET
DECEMBER 31, 1998
(In thousands, except share data)

ASSETS

<TABLE>	
<S>	<C>
Current assets:	
Cash and cash equivalents	\$ 4,303
Accounts receivable	869
Inventories	2,588
Prepaid expenses	98
Advances to parent	1,787

Total current assets	9,645

Property and equipment, net	13,510
Intangible assets, net	4,258
Other assets	266

Total assets	\$ 27,679
	=====

LIABILITIES AND SHAREHOLDER'S EQUITY

Current liabilities:	
Accounts payable and accrued expenses	\$ 3,375
Deferred revenue	575
Current portion of capital lease obligations payable	79

Total current liabilities	4,029

Capital lease obligations payable, net of current portion	7
Deferred income tax liability	3,251
Commitments and contingencies (Note 9)	
Shareholder's equity:	
Preferred stock -	
Series A, \$1 par value per share; 1,500 shares authorized, issued and outstanding	2
Series B, \$1 par value per share; 48,500 shares authorized, 8,500 shares issued and outstanding	8
Common stock, no par value per share; 100,000,000 shares authorized, 10,000,000 shares issued and outstanding	2,000
Additional paid-in capital	34,165
Accumulated deficit	(9,146)
Due from parent company	(6,637)

Total shareholder's equity	20,392

Total liabilities and shareholder's equity	\$ 27,679
	=====

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF
THE CONSOLIDATED FINANCIAL STATEMENTS.

MR. PAYROLL CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED DECEMBER 31
(In thousands)

<TABLE>
<CAPTION>

	1998	1997
	-----	-----
<S>	<C>	<C>
Revenue		
Royalties and check cashing fees	\$ 3,186	\$ 2,168
Check cashing machine sales	2,044	750
Franchise sales	47	332
	-----	-----
Total Revenue	5,277	3,250
Operating expenses and costs:		
Cost of machines sold	1,885	668
Operations	4,904	1,215
Selling and administration	6,978	2,490
Depreciation and amortization	911	560
	-----	-----
Total operating expenses and costs	14,678	4,933
	-----	-----
Loss from operations	(9,401)	(1,683)
Interest expense, net	25	35
Other expense	72	38
	-----	-----
Loss before income taxes	(9,498)	(1,756)
Income tax benefit	(3,126)	(260)
	-----	-----
Net loss	\$ (6,372)	\$ (1,496)
	=====	=====

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF
THE CONSOLIDATED FINANCIAL STATEMENTS.

MR. PAYROLL CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDER'S EQUITY (DEFICIT)
YEARS ENDED DECEMBER 31
(In thousands, except share data)

<TABLE>
<CAPTION>

	Preferred Stock				Common Stock		Additional Paid-in Capital	Accumulated Deficit	Due From Parent Company
	Series A		Series B		Shares	Amount			
	Shares	Amount	Shares	Amount	Shares	Amount			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance, December 31, 1996	1,500	\$ 2	2,150	\$ 2	10,000,000	\$2,000	\$ 3,646	\$ (1,278)	\$ --
Preferred stock issued			6,350	6			6,974		
Net loss								(1,496)	
Due from parent company									(1,822)
Balance, December 31, 1997	1,500	2	8,500	8	10,000,000	2,000	10,620	(2,774)	(1,822)
Preferred stock issued			--	--			23,545		
Net loss								(6,372)	
Due from parent company									(4,815)
Balance, December 31, 1998	1,500	\$ 2	8,500	\$ 8	10,000,000	\$2,000	\$34,165	\$ (9,146)	\$ (6,637)

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART
OF THE CONSOLIDATED FINANCIAL STATEMENTS.

MR. PAYROLL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31
(In thousands)

<TABLE>
<CAPTION>

	1998	1997
<S>	<C>	<C>
Cash flows from operating activities:		
Reconciliation of net loss to net cash used by operating activities--		
Net loss	\$ (6,372)	\$(1,496)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	911	560
Loss on disposal of property and equipment	89	72
Changes in assets and liabilities--		
Accounts receivable	(414)	(388)
Inventories	(458)	(2,130)
Prepaid expenses and other	(262)	20
Accounts payable and accrued expenses	1,070	1,339
Deferred revenue	(391)	850
Deferred income taxes, net	1,689	1,562
Net cash (used in) provided by operating activities	(4,138)	389
Cash flows from investing activities:		
Acquisitions	(1,400)	--
Purchases of property and equipment	(7,454)	(4,579)
Proceeds from disposal of property and equipment	30	13
Increase in intangible assets	(86)	--
Net cash used in investing activities	(8,910)	(4,566)
Cash flows from financing activities:		
Sale of preferred stock	23,545	6,980
Payments on capital lease obligations and other long-term liabilities	(96)	(518)
Advances to parent	(1,787)	--
Due from parent company	(4,815)	(1,822)
Net cash provided by financing activities	16,847	4,640
Net change in cash and cash equivalents	3,799	463
Cash and cash equivalents at beginning of year	504	41
Cash and cash equivalents at end of year	\$ 4,303	\$ 504
Cash paid during the period for interest	\$ 26	\$ 211

</TABLE>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART
OF THE CONSOLIDATED FINANCIAL STATEMENTS.

MR. PAYROLL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF BUSINESS ACTIVITY

Mr. Payroll Corporation, now known as innoVentry Corp., (the "Company") was incorporated in the State of Texas in August 1990, and began operations as a check cashing service. In 1994, Cash America International, Inc. ("Cash America") paid \$2,000,000 for a 49% interest in the Company. Effective at the close of business on December 31, 1996, Cash America acquired, in a purchase transaction, the remaining 51% interest in the Company. The aggregate purchase price of the additional 51% interest was to be paid in 3 annual installments in an amount equal to .9775 times the defined after-tax net income of the Company for the 1996, 1997 and 1998 fiscal years, respectively. Cash America paid no additional consideration based on the Company's results of operations in 1996, 1997 and 1998, respectively. The purchase transaction established a new basis of accounting for purchased assets and liabilities, that has been reflected in these financial statements.

At December 31, 1998, the Company operated 127 franchised and 10 company owned check cashing centers. The Company collects an initial franchise fee, as well as a royalty based on a percentage of the check cashing fees earned by franchised centers and check cashing fees earned by its company owned centers. The Company provides training to franchisees and their employees and support services ranging from computer equipment problem resolution, marketing techniques and construction of equipment, to current issues affecting the industry. During 1997, the Company developed an automated check cashing machine ("CCM") that combines facial biometrics imaging, for customer identification purposes, with proprietary check cashing technology and a cash-dispensing machine. The Company receives check cashing fees from its company owned CCMs. The Company also sells CCMs to third parties and receives fees for providing initial customer identification, as well as subsequent check cashing verification and guarantee services from a central service center. At December 31, 1998, the Company operated 84 CCMs, including 38 that were company owned.

In May, 1998, the Company and Wells Fargo Bank, N.A. ("Wells Fargo") entered into a joint venture, named innoVisions, LLC ("innoVisions"), to develop and distribute a new generation of financial services vending machines targeting the gaming industry. The machines would combine ATM functions with automated check cashing, credit card cash advances, debit withdrawals, multimedia advertising and distribution of event tickets. Wells Fargo contributed the gaming-related assets of its wholly owned subsidiary, Wells Fargo Cash Centers, Inc. ("Cash Centers"), including approximately 200 ATMs operating in gaming establishments; an initial \$1,000,000 working capital line of credit, and cash for use in its ATMs in specified markets at negotiated rates. The Company agreed to contribute transaction services and technology support, including a royalty-free license of its intellectual property rights in the technology to operate the machines. The Company also agreed to provide CCMs to innoVisions at cost. In order to test the viability of the new machines, the agreement called for a pilot placement of 10 CCMs at two casinos in Las Vegas and Reno, Nevada.

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

1. SUMMARY OF BUSINESS ACTIVITY, CONTINUED

In order to fund ongoing operations, the Company is dependent on a significant increase in revenue from some combination of sales of CCMs, verification fees, check cashing fees, franchise royalties and sales of franchises. Should those revenues not increase as anticipated, the Company would require additional sources of capital. The Company received additional equity contributions in March 1999. See Note 10.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The consolidated financial statements include the accounts of the Company's wholly owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation. The Company uses the equity method of accounting for its investment in innoVisions.

innoVisions is in the development stage and has incurred losses since its inception. The Company has not recorded its equity in the losses of innoVisions since the carrying value of its investment is zero and the Company has neither guaranteed obligations of innoVisions nor does it have any obligation to provide financial support to innoVisions.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist primarily of cash on hand and cash on deposit.

ACCOUNTS RECEIVABLE

The Company considers accounts receivable to be fully collectible. No allowance for doubtful accounts is maintained nor is a credit evaluation performed on customers. Amounts deemed uncollectible are immediately charged to operations.

INVENTORIES

Inventories, which consist of sub-assembly components for CCMs and of CCMs available for sale, are stated at the lower of cost (specific identification) or market.

PROPERTY AND EQUIPMENT AND DEPRECIATION

Property and equipment are recorded at cost less accumulated depreciation. Equipment held under capital leases is recorded at the lower of the net present value of the minimum lease payments or its fair value at the inception of the lease. The cost of assets sold or retired, as well as any accumulated depreciation, is removed from the accounts at the time of disposal, with recognition of any resulting gain or loss.

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Depreciation expense is provided on a straight-line basis using estimated useful lives of 5 to 7 years for furniture and equipment, 7 years for check cashing machines, 25 years for store booths and 3 to 5 years for software. Amortization of capital leases is included in depreciation expense.

SOFTWARE DEVELOPMENT COSTS

The Company develops computer software for internal use. Internal and external costs incurred for the development of computer applications, as well as for upgrades and enhancements that result in additional functionality of the applications, are capitalized. Internal and external training and maintenance costs are charged to expense as incurred. When an application is placed in service, the Company begins amortizing the related capitalized software costs using the straight-line method over 3 years.

INTANGIBLE ASSETS

Intangible assets, consisting principally of excess purchase price over net assets acquired, are being amortized on a straight-line basis over their expected periods of benefit, generally 28.5 years. Management assesses the recoverability of intangible assets by comparing the intangible assets to the undiscounted cash flows expected to be generated by the acquired operations during the anticipated period of benefit.

Accumulated amortization of intangible assets was \$449,000 at December 31, 1998.

INCOME TAXES

The Company is included in the 1998 consolidated federal income tax return of Cash America. Pursuant to the terms of the Company's tax matters agreement (the "Tax Matters Agreement") with Cash America, any reduction of consolidated federal income tax liability that Cash America may realize as a result of the Company's net operating losses will not be treated as a benefit payable from Cash America to the Company. Accordingly, such benefits are recorded as a reduction of stockholder's equity.

The Company utilizes the liability method to account for income taxes. This method requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of existing temporary differences between the financial reporting and tax reporting basis of assets and liabilities and operating loss and tax credit carryforwards for tax purposes.

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

REVENUE RECOGNITION

The Company collects a royalty based on a percentage of check cashing fees earned by the franchisee.

The Company recognizes franchise sales when the Company has substantially performed all of its material obligations under the franchise agreement. Under the terms of a typical franchise agreement, the Company is under no obligation to refund franchise fees once a location has opened for business.

The Company sells CCMs and recognizes sales revenue when a CCM is delivered to a purchaser, installed, and title is transferred. Thereafter, the Company records check cashing verification fee revenue in the period in which the service is provided.

The Company also owns and operates CCMs which generate check cashing fee revenue that is recorded in the period in which the service is provided.

ADVERTISING COSTS

Costs of advertising are expensed at the time of first occurrence. Advertising expenses were \$617,000 and \$548,000 for the years ended December 31, 1998 and 1997, respectively.

YEAR 2000 EXPENSES

Costs of identifying, correcting, reprogramming and testing computer systems for Year 2000 compliance are charged to expense when incurred.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NEW ACCOUNTING STANDARDS

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133 "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133") that, as amended, is required to be adopted in years beginning after June 15, 2000. The future adoption of SFAS 133 is not expected to have a material effect on the Company's consolidated financial position or results of operations.

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

RECLASSIFICATIONS

Certain amounts in the financial statements for 1997 have been reclassified to conform with the presentation format adopted in 1998. These reclassifications have no significant effect on net loss, shareholder's equity, or total assets as previously reported.

3. ACQUISITIONS

Effective June 1, 1998, the Company repurchased 10 check cashing franchises and terminated options for the franchisee to open 10 additional franchises for an aggregate cash consideration of \$1,400,000. The transaction has been accounted for as a purchase. The acquired goodwill of \$1,390,000 is being amortized on a straight-line basis utilizing a period of 28.5 years. The assets acquired and the results of operations have been included in the financial statements since the date of acquisition.

4. PROPERTY AND EQUIPMENT, NET

Major classifications of property and equipment at December 31, 1998 were as follows (in thousands):

<S>	<C>
Furniture and equipment	\$ 3,528
Check cashing machines	2,011
Store booths	1,973
Software	799
Software systems in process	7,097

	15,408
Less accumulated depreciation	1,898

Property and equipment, net	\$13,510
	=====

</TABLE>

Furniture and equipment includes \$312,000 of cost and accumulated depreciation of \$251,000 at December 31, 1998 relating to assets held under capital leases.

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

5. CAPITAL LEASE OBLIGATIONS PAYABLE

The Company leases computer equipment under capital leases. The typical lease has an original maturity of 5 years and contains options to extend the lease or purchase the assets at market or a predetermined value. The Company's capital lease obligations payable at December 31, 1998 consisted of (in thousands):

<u><TABLE></u>		<u><C></u>
<u><S></u>	Interest from 16.01% to 19.34%, due in monthly installments through January 2000	\$ 86
	Less current portion of capital lease obligations	(79)

	Long-term liabilities	\$ 7
		=====

</TABLE>

The net present values of minimum lease payments on capital leases are determined using appropriate interest rates at the inception of each lease. Future minimum lease payments for capitalized lease obligations at December 31, 1998 are as follows (in thousands):

<u><TABLE></u>		<u><C></u>
<u><S></u>	1999	\$ 86
	2000	7

	Total minimum lease payments	93
	Less amount representing interest	(7)

	Present value of minimum lease payments	\$ 86
		=====

</TABLE>

6. INCOME TAXES

Income tax benefit for the years ended December 31, 1998 and 1997 is as follows (in thousands):

<u><TABLE></u>		<u>1998</u>	<u>1997</u>
<u><CAPTION></u>		-----	-----
<u><S></u>	Current	<u><C></u> \$(4,815)	<u><C></u> \$(1,822)
	Deferred federal	1,689	1,562
		-----	-----
	Income tax benefit	\$(3,126)	\$ (260)
		=====	=====

</TABLE>

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

6. INCOME TAXES, CONTINUED

The effective income tax rate differs from the federal statutory income tax rate for the following reasons (in thousands):

<TABLE>
<CAPTION>

	1998	1997
	-----	-----
<S>	<C>	<C>
Tax benefit computed at the statutory federal income tax rate	\$(3,324)	\$(615)
Benefits realized at a rate less than the statutory federal income tax rate	142	--
Non-deductible amortization of intangible assets	42	42
Valuation allowance	--	310
Other	14	3
	-----	-----
Total income tax benefit	\$(3,126)	\$(260)
	=====	=====

</TABLE>

The significant components of deferred tax assets and liabilities as of December 31, 1998 are as follows (in thousands):

<TABLE>

<S>	<C>
Deferred income tax liabilities:	
Property and equipment	\$ 3,258
	=====
Deferred income tax assets:	
Net operating loss carryforward	\$ 1,110
Other, net	7

Total deferred income tax assets	1,117
Valuation allowance for deferred tax assets	(1,110)

Net deferred income tax assets	\$ 7

Net deferred income tax liabilities	\$ 3,251
	=====

</TABLE>

The Company annually re-evaluates the potential for realization of its deferred income tax assets.

As of December 31, 1998, the Company has net operating loss carryforwards of \$3,170,000 for federal income tax purposes. These carryforwards may only be used to reduce future taxable income of the Company and expire from 2009 through 2011.

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

7. SHAREHOLDER'S EQUITY

On July 21, 1998, the Company's sole shareholder approved an increase in the number of authorized common shares from 1,000,000 to 100,000,000, approved an increase in the number of authorized preferred shares from 10,000 to 35,000,000, reserved 1,000,000 common shares for issuance of stock options, and declared an 8,000-for-one stock split effective July 23, 1998. Shares outstanding have been restated to reflect the conversion.

On July 21, 1998, the Board of Directors authorized an increase in the number of authorized Series B preferred shares from 8,500 to 48,500.

8. RELATED PARTY TRANSACTIONS

The Company paid \$72,000 annually to Cash America for legal services in 1998 and 1997, respectively. (See also Note 9.)

Pursuant to terms of the Tax Matters Agreement with Cash America, the Company recorded a \$6,637,000 and \$1,822,000 reduction to stockholder's equity in 1998 and 1997, respectively, for the cumulative current federal income tax benefits of the Company's net operating losses. Such amounts will not be paid to the Company by Cash America.

9. COMMITMENTS AND CONTINGENCIES

LEASE COMMITMENTS

The Company leases its primary office space from Cash America pursuant to an operating lease expiring in December 2000. Minimum annual rental commitments under non-cancelable leases including leases with initial or remaining terms of one year or more as of December 31, 1998, are as follows (in thousands):

<TABLE>
<CAPTION>

	NON-RELATED PARTIES	RELATED PARTIES	TOTAL
	-----	-----	-----
<S>	<C>	<C>	<C>
1999	\$ 54	\$ 161	\$ 215
2000	36	161	197
	-----	-----	-----
Total	\$ 90	\$ 322	\$ 412
	=====	=====	=====

</TABLE>

During 1998 and 1997, rent expense for operating leases was \$180,000 and \$137,000, respectively, of which \$139,000 and \$95,000, respectively, was to related parties.

MR. PAYROLL CORPORATION
NOTES TO FINANCIAL STATEMENTS, CONTINUED

9. COMMITMENTS AND CONTINGENCIES, CONTINUED:

The Company leases many of the spaces that franchisees occupy in various retail outlets. Monthly lease rentals are typically based on a percentage of the gross fees collected by the franchisee each month. The Company pays all lease rentals accruing under such leases.

LITIGATION

The Company is involved in certain legal actions and claims arising in the ordinary course of business from time to time. It is the opinion of management, based upon the advice of legal counsel, that such litigation and claims will be resolved without a material effect on the Company's financial position and results of operations.

10. SUBSEQUENT EVENTS

DISTRIBUTION OF MANNED CHECK CASHING BUSINESS

On January 1, 1999, the Company distributed the net assets of its manned check cashing business, valued at its historical cost of \$7,733,000, to Cash America.

CONTRIBUTION OF PREFERRED STOCK

On January 1, 1999, Cash America contributed 1,500 shares of Series A, \$1 par value per share preferred stock, and 8,500 shares of Series B, \$1 par value per share preferred stock, representing all of the issued and outstanding preferred stock of the Company, as additional capital paid on the common stock held by Cash America. No additional shares of common stock were issued.

CHANGES TO PREFERRED STOCK

On March 9, 1999, the Board of Directors eliminated the existing designations of Series A and Series B preferred stock, and the Company's sole shareholder approved an increase from 35,000,000 to 54,000,000 in the authorized shares of \$1 par value per share preferred stock and the designation of a new Series A Preferred Stock. Each share of the new Series A Preferred Stock is convertible at the option of its holder immediately after its date of issuance into common stock of the Company on a one-for-one basis subject to adjustment for subsequent common stock splits, dividends, distributions or subdivisions. The new Series A Preferred Stock will automatically convert into common stock, on the same basis as a voluntary conversion, upon the occurrence of the earlier of an initial public offering yielding gross proceeds to the Company in excess of \$25,000,000; the liquidation, winding up or dissolution of the Company whereby the proceeds are \$75,000,000 or more; or the date specified by agreement of the holders of at least 60% of the voting power of the then outstanding shares of the new Series A Preferred Stock. The holders of the new Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of common stock into which such shares of new Series A Preferred Stock could then be converted and may vote along with the

10. SUBSEQUENT EVENTS, CONTINUED:

holders of common stock as a single class on all matters on which the common stockholders shall be entitled to vote.

DISSOLUTION OF INNOVISIONS

On March 9, 1999, pursuant to the terms of the operating agreement, the Company, Cash Centers and the Board of Directors of innoVisions dissolved and terminated the joint venture. The business activities formerly conducted by innoVisions will be integrated into the operations of the Company.

ADDITIONAL COMMON AND PREFERRED STOCK TRANSACTIONS

On March 9, 1999, the Company issued 27,000,000 shares of new Series A Preferred Stock in exchange for 10 million shares of no par value common stock, representing all of the then currently issued and outstanding common stock of the Company. On the same date, Cash Centers purchased 27,000,000 shares of new Series A Preferred Stock for cash consideration of \$20,975,000 and certain net assets having a value of approximately \$6,025,000. Additionally on March 9, 1999, the Company received subscriptions from certain members of management of the Company to purchase 6,000,000 shares of common stock.

In October 1999, the Company sold 8,241,759 shares of new Series B convertible preferred stock for cash consideration of \$30,000,000. The Series A and Series B convertible preferred stockholders are entitled to the same voting and conversion rights.

REINCORPORATION AND NAME CHANGE

On July 19, 1999, the Company was reorganized and reincorporated in the State of Delaware. The name of the Company was changed to innoVentry Corp.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Shareholders of Mr. Payroll Corporation (innoVentry Corp.) and
Board of Directors of
Cash America International, Inc.

In our opinion, the consolidated balance sheet as of December 31, 1998 and the related consolidated statements of operations, shareholder's equity (deficit) and cash flows, for each of the two years in the period ended December 31, 1998, present fairly, in all material respects, the financial position, results of operations and cash flows of Mr. Payroll Corporation (innoVentry Corp.) at December 31, 1998 and for each of the two years in the period ended December 31, 1998, in conformity with accounting principles generally accepted in the United States. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States, which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above. We have not audited the consolidated financial statements of Mr. Payroll Corporation (innoVentry Corp.) for any period subsequent to December 31, 1998.

PricewaterhouseCoopers LLP
Fort Worth, Texas
April 22, 1999, except as to the information presented in Note 10,
for which the dates are July 19, 1999 and October 29, 1999

EXHIBIT INDEX

The following documents are filed as a part of this report. Those exhibits previously filed and incorporated herein by reference are identified below. Exhibits not required for this report have been omitted.

<TABLE>
<CAPTION>
EXHIBIT
NUMBER

DESCRIPTION

<S>	<C>
3.1	--Articles of Incorporation of Cash America Investments, Inc. filed in the office of the Secretary of State of Texas on October 4, 1984.(a) (Exhibit 3.1)
3.2	--Articles of Amendment to the Articles of Incorporation of Cash America Investments, Inc. filed in the office of the Secretary of State of Texas on October 26, 1984.(a) (Exhibits 3.2)
3.3	--Articles of Amendment to the Articles of Incorporation of Cash America Investments, Inc. filed in the office of the Secretary of State of Texas on September 24, 1986.(a) (Exhibit 3.3)
3.4	--Articles of Amendment to the Articles of Incorporation of Cash America Investments, Inc. filed in the office of the Secretary of State of Texas on September 30, 1987.(b) (Exhibit 3.4)
3.5	--Articles of Amendment to the Articles of Incorporation of Cash America Investments, Inc. filed in the office of the Secretary of State of Texas on April 23, 1992 to change the Company's name to "Cash America International, Inc." (c) (Exhibit 3.5)
3.6	--Articles of Amendment to the Articles of Incorporation of Cash America International, Inc. filed in Office of the Secretary of State of Texas on May 21, 1993. (d) (Exhibit 3.6)
3.7	--Bylaws of Cash America International, Inc.(e) (Exhibit 3.5)
3.8	--Amendment to Bylaws of Cash America International, Inc. dated effective September 26, 1990.(f) (Exhibit 3.6)
3.9	--Amendment to Bylaws of Cash America International, Inc. dated effective April 22, 1992.(c) (Exhibit 3.8)
4.1	--Form of Stock Certificate.(c) (Exhibit 4.1)
10.1	--1989 Non-Employee Director Stock Option Plan.(g) (Exhibit 10.47)
10.2	--Amendment to 1989 Non-Employee Director Stock Option Plan dated April 24, 1996. (h) (Exhibit 10.4)
10.3	--1989 Key Employee Stock Option Plan.(g) (Exhibit 10.48)
10.4	--Amendment to 1989 Key Employee Stock Option Plan dated January 21, 1997. (h) (Exhibit 10.6)
10.5	--1994 Long-Term Incentive Plan.(i) (Exhibit 10.5)
10.6	--Amendment to 1994 Long-Term Incentive Plan dated July 22, 1997. (j) (Exhibit 10.1)
10.7	--Amended and Restated Executive Employment Agreement between the Company and Mr. Feehan dated as of August 1, 1997. (j) (Exhibit 10.2)
10.8	--Consultation Agreements between the Company and Messrs. Dike, Hunter, Motheral, and Rizzo, each dated April 25, 1990.(k) (Exhibit 10.49)
10.9	--Note Agreement between the Company and Teachers Insurance and Annuity Association of America dated as of May 6, 1993.(l) (Exhibit 10.1)
10.10	--First Supplement to Note Agreement between the Company and Teachers Insurance and Annuity Association of America dated

as of September 20, 1994.(i) (Exhibit 10.11)

- 10.11 --Second Supplement (May 12, 1995), Third Supplement (July 7, 1995), and Fourth Supplement (November 10, 1995) to 1993 Note Agreement between the Company and Teachers Insurance and Annuity Association of America.(m) (Exhibit 10.1)
- 10.12 --Fifth Supplement (December 30, 1996) to 1993 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (h) (Exhibit 10.13)
- 10.13 --Sixth Supplement (December 30, 1997) to 1993 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (n) (Exhibit 10.16)

</TABLE>

<TABLE>

<S>

<C>

10.14 --Seventh Supplement (December 31, 1998) to 1993 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (o) (Exhibit 10.18)

10.15 --Eighth Supplement (September 29, 1999) to 1993 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (p) (Exhibit 10.3)

10.16 --Note Agreement between the Company and Teachers Insurance and Annuity Association of America dated as of July 7, 1995.(q) (Exhibit 10.1)

10.17 --First Supplement (November 10, 1995) to 1995 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (m) (Exhibit 10.2)

10.18 --Second Supplement (December 30, 1996) to 1995 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (h) (Exhibit 10.16)

10.19 --Third Supplement (December 30, 1997) to 1995 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (n) (Exhibit 10.20)

10.20 --Fourth Supplement (December 31, 1998) to 1995 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (o) (Exhibit 10.23)

10.21 --Fifth Supplement (September 29, 1999) to 1995 Note Agreement between the Company and Teachers Insurance and Annuity Association of America. (p) (Exhibit 10.2)

10.22 --Amended and Restated Senior Revolving Credit Facility Agreement among the Company, certain lenders named therein, and NationsBank of Texas, N.A., as Administrative Agent dated as of June 19, 1996. (r) (Exhibit 10.1)

10.23 --First Amendment (December 11, 1997) to Amended and Restated Senior Revolving Credit Facility Agreement dated as of June 19, 1996. (n) (Exhibit 10.22)

10.24 --Second Amendment (June 24, 1998) to Amended and Restated Senior Revolving Credit Facility Agreement dated as of June 19, 1996. (s) (Exhibit 10.1)

10.25 --Third Amendment (December 11, 1998) and Fourth Amendment (December 31, 1998) to Amended and Restated Senior Revolving Credit Facility Agreement dated as of June 19, 1996. (o) (Exhibit 10.27)

10.26 --Fifth Amendment (September 29, 1999) to Amended and Restated Senior Revolving Credit Facility Agreement dated as of June 19, 1996. (p) (Exhibit 10.4)

10.27 --Note Agreement dated as of December 1, 1997 among the Company and the Purchasers named therein for the issuance of the Company's 7.10% Senior Notes due January 2, 2008 in the aggregate principal amount of \$30,000,000. (n) (Exhibit 10.23)

10.28 --First Supplement (December 31, 1998) to Note Agreement dated as of December 1, 1997 among the Company and the Purchasers named therein. (o) (Exhibit 10.29)

10.29 --Second Supplement (September 29, 1999) to Note Agreement dated as of December 1, 1997 among the Company and the Purchasers named therein. (p) (Exhibit 10.1)

13 --1999 Annual Report to Stockholders of the Company and 2000 Proxy Statement.

21 --Subsidiaries of Cash America International, Inc.

23 --Consent of PricewaterhouseCoopers LLP.

27 --Financial Data Schedule.

</TABLE>

Certain Exhibits are incorporated by reference to the Exhibits shown in

parenthesis contained in the Company's following filings with the Securities and Exchange Commission:

- (a) Registration Statement Form S-1, File No. 33-10752.
- (b) Amendment No. 1 to its Registration Statement on Form S-4, File No. 33-17275.
- (c) Annual Report on Form 10-K for the year ended December 31, 1992.
- (d) Annual Report on Form 10-K for the year ended December 31, 1993.
- (e) Post-Effective Amendment No. 1 to its Registration Statement on Form S-4, File No. 33-17275.
- (f) Annual Report on Form 10-K for the year ended December 31, 1990.
- (g) Annual Report on Form 10-K for the year ended December 31, 1989.
- (h) Annual Report on Form 10-K for the year ended December 31, 1996.
- (i) Annual Report on Form 10-K for the year ended December 31, 1994.
- (j) Quarterly Report on Form 10-Q for the quarter ended September 30, 1997.
- (k) Post-Effective Amendment No. 4 to its Registration Statement on Form S-4, File No. 33-17275.
- (l) Quarterly Report on Form 10-Q for the quarter ended March 31, 1993.
- (m) Quarterly Report on Form 10-Q for the quarter ended September 30, 1995.
- (n) Annual Report on Form 10-K for the year ended December 31, 1997.
- (o) Annual Report on Form 10-K for the year ended December 31, 1998.
- (p) Quarterly Report on Form 10-Q for the quarter ended September 30, 1999.
- (q) Quarterly Report on Form 10-Q for the quarter ended June 30, 1995.
- (r) Quarterly Report on Form 10-Q for the quarter ended June 30, 1996.
- (s) Quarterly Report on Form 10-Q for the quarter ended June 30, 1998.