Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ACE CASH EXPRESS, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1994

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ACE CASH EXPRESS, INC.

1231 GREENWAY DRIVE
SUITE 800
IRVING, TX 75038

2b Employer Identification Number (EIN) 75-2142963

2c Sponsor's telephone number 972-550-5000

2d Business code (see instructions) 522300

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	JODY DIAZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	JODY DIAZ
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4544
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	3830
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	856
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4686
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	4686
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2842
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	361
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ACE CASH EXPRESS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACE CASH EXPRESS, INC.

D Employer Identification Number (EIN)
75-2142963

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	41892	4686	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	1866288
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	227110		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	22682		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	2028108		
	▶ LOAN REPAYMENTS TRANSFERS IN, MISCELLANEOUS IN FORFEITURE CREDITS, PLAN ROLLOVER				
	(6) Total additions			7c(6)	2277900
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2277900
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	198723		
	(2) Administration charge made by carrier	7e(2)	1637		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	211252		
	▶ LOAN INITIATIONS MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	411612
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1866288

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ACE CASH EXPRESS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACE CASH EXPRESS, INC.

D Employer Identification Number (EIN)
75-2142963

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	44950	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORKEEPER	6092	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 4/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRU JENN MD CP GRW A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ACE CASH EXPRESS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACE CASH EXPRESS, INC.

D Employer Identification Number (EIN)
75-2142963

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	30
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	80603	24936
(2) Participant contributions	1b(2)	20151	100714
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1720295	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	997855	1003469
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	13482486	15269417
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	1866288
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	16301390	18264854
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	16301390	18264854

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	544619	
(B) Participants	2a(1)(B)	2785718	
(C) Others (including rollovers)	2a(1)(C)	229562	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3559899
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	42	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	37893	
(F) Other	2b(1)(F)	22682	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		60617
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	207746	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		207746
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1642020
c Other income	2c		16814
d Total income. Add all **income** amounts in column (b) and enter total	2d		5487096
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3323689	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		3323689
f Corrective distributions (see instructions)	2f		91689
g Certain deemed distributions of participant loans (see instructions)	2g		54939
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	53315	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		53315
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3523632
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1963464
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON **(2)** EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ACE CASH EXPRESS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACE CASH EXPRESS, INC.

D Employer Identification Number (EIN)
75-2142963

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-1211670 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and Report of Independent Certified Public Accountants

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

December 31, 2012 and 2011

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

I N D E X

	Page
Report of Independent Certified Public Accountants	1
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012	4
Notes to Financial Statements	5
Supplemental Schedules	
Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012	16
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012	17

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 not included herein have been omitted as there were no transactions or assets of the type required to be disclosed in such schedules.

Grant Thornton

Report of Independent Certified Public Accountants

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Plan Administrator and Participants
ACE Cash Express, Inc. 401(k) Profit Sharing Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of ACE Cash Express, Inc. 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note E, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Grant Thornton

Supplementary information

The supplemental schedules, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 and Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note E, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Dallas, Texas
October 10, 2013

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2012	2011
Assets		
Investments, at fair value:		
Mutual funds	$15,269,417	$13,482,487
Money market accounts	-	1,720,295
Guaranteed Income Fund	1,866,318	-
Total investments, at fair value	17,135,735	15,202,782
Receivables:		
Employee contributions receivable	100,714	80,603
Employer contributions receivable	24,936	20,151
Notes receivable from participants	1,003,469	1,019,102
Total receivables	1,129,119	1,119,856
Total assets	18,264,854	16,322,638
Liabilities		
Excess contributions payable	93,959	61,829
Net assets available for benefits	$18,170,895	$16,260,809

The accompanying notes are an integral part of these statements.

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 2012

Additions:	
Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 1,646,290
Interest and dividend income	230,469
Net investment income	1,876,759
Interest income on notes receivable from participants	38,129
Contributions:	
Participants' contributions	2,725,266
Employer contributions	603,930
Rollovers from qualified plans	228,145
	3,557,341
Total additions	5,472,229
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	3,346,935
Deemed distributions	157,512
Other	25,404
Administrative expenses	32,292
Total deductions	3,562,143
Net increase	1,910,086
Net assets available for benefits	
Beginning of year	16,260,809
End of year	$18,170,895

The accompanying notes are an integral part of this statement.

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

The following description of the ACE Cash Express, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, established by ACE Cash Express, Inc. ("Company" or "Employer"), under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and is available to employees who are 21 years of age or older. Until July 31, 2011, employees were eligible to participate in the Plan after completing 11 months of service, and effective August 1, 2011, employees are eligible to participate in the Plan on the first day of the month following 30 days of service.

Contributions

Each year, participants can defer up to 50% of their eligible compensation, as defined in the Plan, on a pre-tax basis subject to the IRC's contribution limitation. The maximum allowable participant deferral was $17,000 for 2012. Pursuant to IRC Section 414(v), the Plan permits participants 50 years of age or older to make an additional "catch-up" contributions. These participants can contribute an additional $5,500 in 2012. Catch-up contributions are not subject to Company matching contributions. Participants may also roll over funds from other qualified plans into the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 2% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Plan permits the Company to make discretionary matching contributions, the amount of which is determined annually by the Board of Directors. During 2012, they elected to match 25% of the employee's deferral of salary. Additional profit sharing amounts may be contributed at the option of the Company's board of directors and are invested in a portfolio of investments as directed by the Company. During the year ended December 31, 2012 the Company did not make a profit sharing contribution to the Plan. Contributions are subject to certain Internal Revenue Service ("IRS") limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN - Continued

The participant determines the investment fund allocation of elective and matching contributions. Contributions may be allocated entirely to one fund or to a combination of funds or accounts. Participants may change their investment options daily.

Vesting

Participants are vested immediately in their voluntary contributions and the investment earnings thereon. Until July 31, 2011, employer contributions and any investment earnings thereon vested 100% after 11 months of credited service. Effective August 1, 2011 employer contributions and any investment earnings thereon vest 100% after two years of credited service.

Payment of Benefits

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to receive the value of the participant's vested account interest. The form of payment is a lump sum distribution.

Upon demonstrated immediate and heavy financial need, as defined in the Plan document, hardship withdrawals are permitted.

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their vested account balance. The loan must be repaid within five years, unless the loan is taken for the purchase of a primary residence, in which case the repayment period can be up to ten years. The loans are secured by the remaining balance in the participant's account. The loans bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through payroll deductions.

Forfeited Accounts

The forfeited nonvested portion of the employers' contributions and related earnings of terminated employees is used to reduce future employer matching contributions and to pay other fees in accordance with the Plan document. Forfeitures applied toward employer matching contributions and administrative expenses were $64,724 and $0, respectively, for the year ended December 31, 2012. Plan assets included unallocated forfeitures of $3,931 and $2,272 at December 31, 2012 and 2011, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting as required by accounting principles generally accepted in the United States of America ("U.S. GAAP"). Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. At December 31, 2012, the Plan invested in one fund that was considered a fully benefit-responsive investment, the Prudential Guaranteed Income Fund.

Use of Estimates

The preparation of the Plan's financial statements in conformity U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents net appreciation or depreciation in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation or depreciation on investments, in the statement of changes in net assets available for benefits.

Guaranteed Income Fund

The contract value of the Prudential Guaranteed Income Fund ("Guaranteed Income Fund") represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The fair value of traditional guaranteed investment contracts ("GIC") are based on the present value of future cash flows using the current discount rate. However, the Guaranteed Income Fund is not considered a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, the fair value is equal to the contract value.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis. Certain factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account are used to establish interest crediting rates. These rates are established without the use of a specific formula. The minimum crediting rate under the contract is 1.50%. The Guaranteed Income Fund's average yield earned and credited to participants was 1.80% for 2012.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent loans are reclassified as deemed distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain costs and expenses incurred with regard to the purchase, sale or transfer of investments and initiation of loans are paid by the Plan. Investment advisory fees for portfolio management are paid directly from fund earnings; they are included in mutual fund expense ratios. All other administrative expenses are generally paid by the Company and are excluded from these financial statements.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ("ASU 2011-04"). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles or requirements for measuring fair value, or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurements. ASU 2011-04 is effective for interim and annual periods beginning after December 15, 2011 and early application is not permitted. The adoption of this ASU during the year ended December 31, 2012 did not have a material impact on the Plan's financial statements.

NOTE C - INVESTMENTS

Investments that individually represent 5% or more of the Plan's net assets are separately identified as follows:

	December 31,	
	2012	2011
Investments at fair value		
JPMorgan Core Bond Class A Fund	$2,873,716	$ -
Prudential Guaranteed Income Fund	1,866,288	-
Prudential Jennison Mid Cap Growth A Fund	1,420,988	-
Eagle Funds Small Cap Growth Fund	1,198,560	-
American Funds Fundamental Investors Fund	1,150,798	-
Fidelity Advisor New Insights Class A Fund	1,099,422	-
JPMorgan Mid Cap Value A Fund	1,085,886	-
Thornburg International Value A Fund	1,037,089	1,027,178
Fidelity Advisor Strategic Income Fund	-	2,548,366
Fidelity Prime Fund	-	1,720,295
Fidelity Advisor Leveraged Company Stock Fund	-	1,576,098
Fidelity Advisor Small Cap Fund	-	1,351,543
Fidelity Advisor Dividend Growth Fund	-	1,193,957

NOTE D - FAIR VALUE MEASUREMENTS

The Plan utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for instruments measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds: The fair value of these investments is determined by the closing price as reported by the fund. Shares held in mutual funds traded on national securities exchanges are valued at the net asset value (NAV) as of December 31, 2012. The mutual funds held by the Plan are deemed to be actively traded.

Money Market Accounts: Investments in money market accounts are treated as cash equivalents, which approximate fair value.

Guaranteed Income Fund. Valued based on book value which is the same as fair value of the fund at December 31, 2012, which was calculated by adding deposits made with earnings at guaranteed crediting rates, less withdrawals and fees.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at fair value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Blended funds	$ 1,318,366	$ -	$ -	$ 1,318,366
Growth funds	9,371,729	-	-	9,371,729
Value funds	1,705,636	-	-	1,705,636
Bonds	2,873,686	-	-	2,873,686
Total mutual funds	15,269,417	-	-	15,269,417
Guaranteed Income Fund	-	-	1,866,318	1,866,318
Total assets at fair value	$15,269,417	$ -	$1,866,318	$17,135,735

NOTE D - FAIR VALUE MEASUREMENTS - Continued

	Assets at fair value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Blended funds	$ 6,420,610	$ -	$ -	$ 6,420,610
Growth funds	2,163,701	-	-	2,163,701
Value funds	1,958,288	-	-	1,958,288
Bonds	2,939,888	-	-	2,939,888
Total mutual funds	13,482,487	-	-	13,482,487
Money market accounts	1,720,295	-	-	1,720,295
Total assets at fair value	$15,202,782	$ -	$ -	$15,202,782

The following table sets forth the Plan's assets that are carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the year ended December 31, 2012:

	Guaranteed Income Fund
Beginning balance	$ -
Contributions, net exchanges	2,021,690
Interest income	22,682
Sales, repayments, settlements, net	(178,054)
Ending balance	$1,866,318

The fair value of the Guaranteed Income Fund is based on significant unobservable inputs, including the credit worthiness of the issuer, Prudential Retirement Insurance and Annuity Company. Significant fluctuations in any of the inputs in isolation could result in a significantly different fair value measurement.

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Mutual Funds	$15,269,417	None	Daily	None
December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Mutual Funds	$13,482,487	None	Daily	None

NOTE E - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company ("Trustee"), has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.
- Schedule H, Part IV, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

During 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	2012
Blended fund investments	$ 979,494
Growth fund investments	316,937
Value fund investments	120,771
Bond investments	118,964
Balance investments	110,124
	$1,646,290

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE F - RELATED PARTY TRANSACTIONS

Certain Plan investments are mutual funds managed by Prudential Investments LLC and a guaranteed income fund issued by the Prudential Retirement and Annuity Company which qualify as party-in-interest transactions. In addition, certain fees paid to the Plan Trustee for investment management services are incorporated into the expense ratios of the individual mutual funds.

NOTE G - TAX STATUS

The Plan operates under a prototype plan document and has received a favorable opinion letter, dated January 31, 2006, from the Internal Revenue Service ("IRS") stating that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code ("the Code"). The Plan has been amended since that date, however, the Plan administrator believes the Plan is currently being operated in compliance with the applicable requirements of the Code, and therefore believes the Plan is qualified and tax exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H - PLAN TERMINATION

While the Employer has not expressed any intent to terminate the Plan, it has the right to discontinue contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, no further contributions will be made to the Plan and participants would become 100% vested in their employer contribution.

NOTE I - RISK AND UNCERTAINTIES

The Plan provides for various investment securities that are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$18,170,895	$16,260,809
Add (less):		
Excess contribution refundable	93,959	61,829
Deemed distributions	-	(21,247)
Net assets available for benefits per Form 5500	$18,264,854	$16,301,391

The following is a reconciliation of net increase in net assets available for plan benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

Net increase in net assets available for plan benefits per the financial statements	$1,910,086
Less:	
Change in excess contribution refundable	32,130
Change in deemed distributions	21,247
Net increase in net assets available for plan benefits per Form 5500	$1,963,463

NOTE K - PROHIBITED TRANSACTIONS

During 2012, the Company failed to remit to the Plan's trustee certain employee contributions, totaling $49,526 within the period prescribed by the Department of Labor regulations. Delays in remitting contributions to the Trustee were due to administrative errors, and the Company will make contributions (including lost earnings) to the affected participants' accounts to compensate those participants for potential lost income due to delays.

NOTE L - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 10, 2013, the date the financial statements were available to be issued, and noted no other events requiring recognition or disclosure.

SUPPLEMENTAL SCHEDULES

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Year Ended December 31, 2012

EIN: 75-2142963
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	$49,526	$ -	$ -	$ -

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 75-2142963
Plan Number: 001

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment	(e) Current value
Mutual Funds			
	J.P. Morgan Funds	JPMorgan Core Bond Class A Fund	$ 2,873,716
*	Prudential Investments	Prudential Jennison Mid Cap Growth A Fund	1,420,988
	Eagle Asset Management	Eagle Funds Small Cap Growth Fund	1,198,560
	American Funds	American Funds Fundamental Investors Fund	1,150,798
	Fidelity Investments	Fidelity Advisor New Insights Class A Fund	1,099,422
	J.P. Morgan Funds	JPMorgan Mid Cap Value A Fund	1,085,886
	Thornburg Funds	Thornburg International Value A Fund	1,037,089
	J.P. Morgan Funds	JPMorgan SmartRetirement 2020 Institutional Class A	836,638
	J.P. Morgan Funds	JPMorgan SmartRetirement 2030 Institutional Class A	710,609
	J.P. Morgan Funds	JPMorgan SmartRetirement 2040 Institutional Class A	662,622
	J.P. Morgan Funds	JPMorgan SmartRetirement 2015 Institutional Class A	597,069
	J.P. Morgan Funds	JPMorgan SmartRetirement 2035 Institutional Class A	586,060
	MFS	MFS Value Fund Class R3	492,307
	J.P. Morgan Funds	JPMorgan SmartRetirement 2045 Institutional Class A	358,827
	J.P. Morgan Funds	JPMorgan SmartRetirement 2050 Institutional Class A	332,782
	J.P. Morgan Funds	JPMorgan SmartRetirement 2025 Institutional Class A	317,644
	American Funds	American Funds EuroPacific Growth Fund Class R3	153,307
	Victory Funds	Victory Small Company Opportunity Fund	127,443
	J.P. Morgan Funds	JPMorgan SmartRetirement Income Fund	109,788
	J.P. Morgan Funds	JPMorgan SmartRetirement 2010 Institutional Class A	103,631
	Columbia Management	Columbia Large Cap Index Fund Class A	14,231
	Total mutual funds		15,269,417
Guaranteed Income Fund			
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	1,866,318
	Total investments		$17,135,735
*	Participants	Notes receivable from participants, interest rates ranging from 4.25% to 5.50% with varying maturities through February 2017.	$ 1,003,469

* Indicates a party-in-interest.

Note: Information on cost (column d) of the investments is excluded, as all investments are participant directed.

Financial Statements and Report of Independent Certified Public Accountants

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

December 31, 2012 and 2011

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

I N D E X

	Page
Report of Independent Certified Public Accountants	1
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012	4
Notes to Financial Statements	5
Supplemental Schedules	
Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012	16
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012	17

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 not included herein have been omitted as there were no transactions or assets of the type required to be disclosed in such schedules.

Grant Thornton

Report of Independent Certified Public Accountants

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Plan Administrator and Participants
ACE Cash Express, Inc. 401(k) Profit Sharing Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of ACE Cash Express, Inc. 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note E, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Grant Thornton

Supplementary information

The supplemental schedules, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 and Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note E, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Dallas, Texas
October 10, 2013

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2012	2011
Assets		
Investments, at fair value:		
Mutual funds	$15,269,417	$13,482,487
Money market accounts	-	1,720,295
Guaranteed Income Fund	1,866,318	-
Total investments, at fair value	17,135,735	15,202,782
Receivables:		
Employee contributions receivable	100,714	80,603
Employer contributions receivable	24,936	20,151
Notes receivable from participants	1,003,469	1,019,102
Total receivables	1,129,119	1,119,856
Total assets	18,264,854	16,322,638
Liabilities		
Excess contributions payable	93,959	61,829
Net assets available for benefits	$18,170,895	$16,260,809

The accompanying notes are an integral part of these statements.

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 2012

Additions:	
Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 1,646,290
Interest and dividend income	230,469
Net investment income	1,876,759
Interest income on notes receivable from participants	38,129
Contributions:	
Participants' contributions	2,725,266
Employer contributions	603,930
Rollovers from qualified plans	228,145
	3,557,341
Total additions	5,472,229
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	3,346,935
Deemed distributions	157,512
Other	25,404
Administrative expenses	32,292
Total deductions	3,562,143
Net increase	1,910,086
Net assets available for benefits	
Beginning of year	16,260,809
End of year	$18,170,895

The accompanying notes are an integral part of this statement.

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

The following description of the ACE Cash Express, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, established by ACE Cash Express, Inc. ("Company" or "Employer"), under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and is available to employees who are 21 years of age or older. Until July 31, 2011, employees were eligible to participate in the Plan after completing 11 months of service, and effective August 1, 2011, employees are eligible to participate in the Plan on the first day of the month following 30 days of service.

Contributions

Each year, participants can defer up to 50% of their eligible compensation, as defined in the Plan, on a pre-tax basis subject to the IRC's contribution limitation. The maximum allowable participant deferral was $17,000 for 2012. Pursuant to IRC Section 414(v), the Plan permits participants 50 years of age or older to make an additional "catch-up" contributions. These participants can contribute an additional $5,500 in 2012. Catch-up contributions are not subject to Company matching contributions. Participants may also roll over funds from other qualified plans into the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 2% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Plan permits the Company to make discretionary matching contributions, the amount of which is determined annually by the Board of Directors. During 2012, they elected to match 25% of the employee's deferral of salary. Additional profit sharing amounts may be contributed at the option of the Company's board of directors and are invested in a portfolio of investments as directed by the Company. During the year ended December 31, 2012 the Company did not make a profit sharing contribution to the Plan. Contributions are subject to certain Internal Revenue Service ("IRS") limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN - Continued

The participant determines the investment fund allocation of elective and matching contributions. Contributions may be allocated entirely to one fund or to a combination of funds or accounts. Participants may change their investment options daily.

Vesting

Participants are vested immediately in their voluntary contributions and the investment earnings thereon. Until July 31, 2011, employer contributions and any investment earnings thereon vested 100% after 11 months of credited service. Effective August 1, 2011 employer contributions and any investment earnings thereon vest 100% after two years of credited service.

Payment of Benefits

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to receive the value of the participant's vested account interest. The form of payment is a lump sum distribution.

Upon demonstrated immediate and heavy financial need, as defined in the Plan document, hardship withdrawals are permitted.

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their vested account balance. The loan must be repaid within five years, unless the loan is taken for the purchase of a primary residence, in which case the repayment period can be up to ten years. The loans are secured by the remaining balance in the participant's account. The loans bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through payroll deductions.

Forfeited Accounts

The forfeited nonvested portion of the employers' contributions and related earnings of terminated employees is used to reduce future employer matching contributions and to pay other fees in accordance with the Plan document. Forfeitures applied toward employer matching contributions and administrative expenses were $64,724 and $0, respectively, for the year ended December 31, 2012. Plan assets included unallocated forfeitures of $3,931 and $2,272 at December 31, 2012 and 2011, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting as required by accounting principles generally accepted in the United States of America ("U.S. GAAP"). Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. At December 31, 2012, the Plan invested in one fund that was considered a fully benefit-responsive investment, the Prudential Guaranteed Income Fund.

Use of Estimates

The preparation of the Plan's financial statements in conformity U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents net appreciation or depreciation in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation or depreciation on investments, in the statement of changes in net assets available for benefits.

Guaranteed Income Fund

The contract value of the Prudential Guaranteed Income Fund ("Guaranteed Income Fund") represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The fair value of traditional guaranteed investment contracts ("GIC") are based on the present value of future cash flows using the current discount rate. However, the Guaranteed Income Fund is not considered a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, the fair value is equal to the contract value.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis. Certain factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account are used to establish interest crediting rates. These rates are established without the use of a specific formula. The minimum crediting rate under the contract is 1.50%. The Guaranteed Income Fund's average yield earned and credited to participants was 1.80% for 2012.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent loans are reclassified as deemed distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain costs and expenses incurred with regard to the purchase, sale or transfer of investments and initiation of loans are paid by the Plan. Investment advisory fees for portfolio management are paid directly from fund earnings; they are included in mutual fund expense ratios. All other administrative expenses are generally paid by the Company and are excluded from these financial statements.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ("ASU 2011-04"). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles or requirements for measuring fair value, or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurements. ASU 2011-04 is effective for interim and annual periods beginning after December 15, 2011 and early application is not permitted. The adoption of this ASU during the year ended December 31, 2012 did not have a material impact on the Plan's financial statements.

NOTE C - INVESTMENTS

Investments that individually represent 5% or more of the Plan's net assets are separately identified as follows:

	December 31,	
	2012	2011
Investments at fair value		
JPMorgan Core Bond Class A Fund	$2,873,716	$ -
Prudential Guaranteed Income Fund	1,866,288	-
Prudential Jennison Mid Cap Growth A Fund	1,420,988	-
Eagle Funds Small Cap Growth Fund	1,198,560	-
American Funds Fundamental Investors Fund	1,150,798	-
Fidelity Advisor New Insights Class A Fund	1,099,422	-
JPMorgan Mid Cap Value A Fund	1,085,886	-
Thornburg International Value A Fund	1,037,089	1,027,178
Fidelity Advisor Strategic Income Fund	-	2,548,366
Fidelity Prime Fund	-	1,720,295
Fidelity Advisor Leveraged Company Stock Fund	-	1,576,098
Fidelity Advisor Small Cap Fund	-	1,351,543
Fidelity Advisor Dividend Growth Fund	-	1,193,957

NOTE D - FAIR VALUE MEASUREMENTS

The Plan utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for instruments measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds: The fair value of these investments is determined by the closing price as reported by the fund. Shares held in mutual funds traded on national securities exchanges are valued at the net asset value (NAV) as of December 31, 2012. The mutual funds held by the Plan are deemed to be actively traded.

Money Market Accounts: Investments in money market accounts are treated as cash equivalents, which approximate fair value.

Guaranteed Income Fund. Valued based on book value which is the same as fair value of the fund at December 31, 2012, which was calculated by adding deposits made with earnings at guaranteed crediting rates, less withdrawals and fees.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at fair value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Blended funds	$ 1,318,366	$ -	$ -	$ 1,318,366
Growth funds	9,371,729	-	-	9,371,729
Value funds	1,705,636	-	-	1,705,636
Bonds	2,873,686	-	-	2,873,686
Total mutual funds	15,269,417	-	-	15,269,417
Guaranteed Income Fund	-	-	1,866,318	1,866,318
Total assets at fair value	$15,269,417	$ -	$1,866,318	$17,135,735

NOTE D - FAIR VALUE MEASUREMENTS - Continued

	Assets at fair value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Blended funds	$ 6,420,610	$ -	$ -	$ 6,420,610
Growth funds	2,163,701	-	-	2,163,701
Value funds	1,958,288	-	-	1,958,288
Bonds	2,939,888	-	-	2,939,888
Total mutual funds	13,482,487	-	-	13,482,487
Money market accounts	1,720,295	-	-	1,720,295
Total assets at fair value	$15,202,782	$ -	$ -	$15,202,782

The following table sets forth the Plan's assets that are carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the year ended December 31, 2012:

	Guaranteed Income Fund
Beginning balance	$ -
Contributions, net exchanges	2,021,690
Interest income	22,682
Sales, repayments, settlements, net	(178,054)
Ending balance	$1,866,318

The fair value of the Guaranteed Income Fund is based on significant unobservable inputs, including the credit worthiness of the issuer, Prudential Retirement Insurance and Annuity Company. Significant fluctuations in any of the inputs in isolation could result in a significantly different fair value measurement.

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Mutual Funds	$15,269,417	None	Daily	None
December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Mutual Funds	$13,482,487	None	Daily	None

NOTE E - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company ("Trustee"), has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.
- Schedule H, Part IV, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

During 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	2012
Blended fund investments	$ 979,494
Growth fund investments	316,937
Value fund investments	120,771
Bond investments	118,964
Balance investments	110,124
	$1,646,290

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE F - RELATED PARTY TRANSACTIONS

Certain Plan investments are mutual funds managed by Prudential Investments LLC and a guaranteed income fund issued by the Prudential Retirement and Annuity Company which qualify as party-in-interest transactions. In addition, certain fees paid to the Plan Trustee for investment management services are incorporated into the expense ratios of the individual mutual funds.

NOTE G - TAX STATUS

The Plan operates under a prototype plan document and has received a favorable opinion letter, dated January 31, 2006, from the Internal Revenue Service ("IRS") stating that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code ("the Code"). The Plan has been amended since that date, however, the Plan administrator believes the Plan is currently being operated in compliance with the applicable requirements of the Code, and therefore believes the Plan is qualified and tax exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H - PLAN TERMINATION

While the Employer has not expressed any intent to terminate the Plan, it has the right to discontinue contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, no further contributions will be made to the Plan and participants would become 100% vested in their employer contribution.

NOTE I - RISK AND UNCERTAINTIES

The Plan provides for various investment securities that are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$18,170,895	$16,260,809
Add (less):		
Excess contribution refundable	93,959	61,829
Deemed distributions	-	(21,247)
Net assets available for benefits per Form 5500	$18,264,854	$16,301,391

The following is a reconciliation of net increase in net assets available for plan benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

Net increase in net assets available for plan benefits per the financial statements	$1,910,086
Less:	
Change in excess contribution refundable	32,130
Change in deemed distributions	21,247
Net increase in net assets available for plan benefits per Form 5500	$1,963,463

NOTE K - PROHIBITED TRANSACTIONS

During 2012, the Company failed to remit to the Plan's trustee certain employee contributions, totaling $49,526 within the period prescribed by the Department of Labor regulations. Delays in remitting contributions to the Trustee were due to administrative errors, and the Company will make contributions (including lost earnings) to the affected participants' accounts to compensate those participants for potential lost income due to delays.

NOTE L - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 10, 2013, the date the financial statements were available to be issued, and noted no other events requiring recognition or disclosure.

SUPPLEMENTAL SCHEDULES

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Year Ended December 31, 2012

EIN: 75-2142963
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	$49,526	$ -	$ -	$ -

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 75-2142963
Plan Number: 001

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment	(e) Current value
Mutual Funds			
	J.P. Morgan Funds	JPMorgan Core Bond Class A Fund	$ 2,873,716
*	Prudential Investments	Prudential Jennison Mid Cap Growth A Fund	1,420,988
	Eagle Asset Management	Eagle Funds Small Cap Growth Fund	1,198,560
	American Funds	American Funds Fundamental Investors Fund	1,150,798
	Fidelity Investments	Fidelity Advisor New Insights Class A Fund	1,099,422
	J.P. Morgan Funds	JPMorgan Mid Cap Value A Fund	1,085,886
	Thornburg Funds	Thornburg International Value A Fund	1,037,089
	J.P. Morgan Funds	JPMorgan SmartRetirement 2020 Institutional Class A	836,638
	J.P. Morgan Funds	JPMorgan SmartRetirement 2030 Institutional Class A	710,609
	J.P. Morgan Funds	JPMorgan SmartRetirement 2040 Institutional Class A	662,622
	J.P. Morgan Funds	JPMorgan SmartRetirement 2015 Institutional Class A	597,069
	J.P. Morgan Funds	JPMorgan SmartRetirement 2035 Institutional Class A	586,060
	MFS	MFS Value Fund Class R3	492,307
	J.P. Morgan Funds	JPMorgan SmartRetirement 2045 Institutional Class A	358,827
	J.P. Morgan Funds	JPMorgan SmartRetirement 2050 Institutional Class A	332,782
	J.P. Morgan Funds	JPMorgan SmartRetirement 2025 Institutional Class A	317,644
	American Funds	American Funds EuroPacific Growth Fund Class R3	153,307
	Victory Funds	Victory Small Company Opportunity Fund	127,443
	J.P. Morgan Funds	JPMorgan SmartRetirement Income Fund	109,788
	J.P. Morgan Funds	JPMorgan SmartRetirement 2010 Institutional Class A	103,631
	Columbia Management	Columbia Large Cap Index Fund Class A	14,231
	Total mutual funds		15,269,417
Guaranteed Income Fund			
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	1,866,318
	Total investments		$17,135,735
*	Participants	Notes receivable from participants, interest rates ranging from 4.25% to 5.50% with varying maturities through February 2017.	$ 1,003,469

* Indicates a party-in-interest.

Note: Information on cost (column d) of the investments is excluded, as all investments are participant directed.

Financial Statements and Report of Independent Certified Public Accountants

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

December 31, 2012 and 2011

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

I N D E X

	Page
Report of Independent Certified Public Accountants	1
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012	4
Notes to Financial Statements	5
Supplemental Schedules	
Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012	16
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012	17

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 not included herein have been omitted as there were no transactions or assets of the type required to be disclosed in such schedules.

Grant Thornton

Report of Independent Certified Public Accountants

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Plan Administrator and Participants
ACE Cash Express, Inc. 401(k) Profit Sharing Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of ACE Cash Express, Inc. 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note E, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Grant Thornton

Supplementary information

The supplemental schedules, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 and Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note E, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Dallas, Texas
October 10, 2013

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2012	2011
Assets		
Investments, at fair value:		
Mutual funds	$15,269,417	$13,482,487
Money market accounts	-	1,720,295
Guaranteed Income Fund	1,866,318	-
Total investments, at fair value	17,135,735	15,202,782
Receivables:		
Employee contributions receivable	100,714	80,603
Employer contributions receivable	24,936	20,151
Notes receivable from participants	1,003,469	1,019,102
Total receivables	1,129,119	1,119,856
Total assets	18,264,854	16,322,638
Liabilities		
Excess contributions payable	93,959	61,829
Net assets available for benefits	$18,170,895	$16,260,809

The accompanying notes are an integral part of these statements.

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 2012

Additions:	
Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 1,646,290
Interest and dividend income	230,469
Net investment income	1,876,759
Interest income on notes receivable from participants	38,129
Contributions:	
Participants' contributions	2,725,266
Employer contributions	603,930
Rollovers from qualified plans	228,145
	3,557,341
Total additions	5,472,229
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	3,346,935
Deemed distributions	157,512
Other	25,404
Administrative expenses	32,292
Total deductions	3,562,143
Net increase	1,910,086
Net assets available for benefits	
Beginning of year	16,260,809
End of year	$18,170,895

The accompanying notes are an integral part of this statement.

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

The following description of the ACE Cash Express, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, established by ACE Cash Express, Inc. ("Company" or "Employer"), under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and is available to employees who are 21 years of age or older. Until July 31, 2011, employees were eligible to participate in the Plan after completing 11 months of service, and effective August 1, 2011, employees are eligible to participate in the Plan on the first day of the month following 30 days of service.

Contributions

Each year, participants can defer up to 50% of their eligible compensation, as defined in the Plan, on a pre-tax basis subject to the IRC's contribution limitation. The maximum allowable participant deferral was $17,000 for 2012. Pursuant to IRC Section 414(v), the Plan permits participants 50 years of age or older to make an additional "catch-up" contributions. These participants can contribute an additional $5,500 in 2012. Catch-up contributions are not subject to Company matching contributions. Participants may also roll over funds from other qualified plans into the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 2% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Plan permits the Company to make discretionary matching contributions, the amount of which is determined annually by the Board of Directors. During 2012, they elected to match 25% of the employee's deferral of salary. Additional profit sharing amounts may be contributed at the option of the Company's board of directors and are invested in a portfolio of investments as directed by the Company. During the year ended December 31, 2012 the Company did not make a profit sharing contribution to the Plan. Contributions are subject to certain Internal Revenue Service ("IRS") limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN - Continued

The participant determines the investment fund allocation of elective and matching contributions. Contributions may be allocated entirely to one fund or to a combination of funds or accounts. Participants may change their investment options daily.

Vesting

Participants are vested immediately in their voluntary contributions and the investment earnings thereon. Until July 31, 2011, employer contributions and any investment earnings thereon vested 100% after 11 months of credited service. Effective August 1, 2011 employer contributions and any investment earnings thereon vest 100% after two years of credited service.

Payment of Benefits

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to receive the value of the participant's vested account interest. The form of payment is a lump sum distribution.

Upon demonstrated immediate and heavy financial need, as defined in the Plan document, hardship withdrawals are permitted.

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their vested account balance. The loan must be repaid within five years, unless the loan is taken for the purchase of a primary residence, in which case the repayment period can be up to ten years. The loans are secured by the remaining balance in the participant's account. The loans bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through payroll deductions.

Forfeited Accounts

The forfeited nonvested portion of the employers' contributions and related earnings of terminated employees is used to reduce future employer matching contributions and to pay other fees in accordance with the Plan document. Forfeitures applied toward employer matching contributions and administrative expenses were $64,724 and $0, respectively, for the year ended December 31, 2012. Plan assets included unallocated forfeitures of $3,931 and $2,272 at December 31, 2012 and 2011, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting as required by accounting principles generally accepted in the United States of America ("U.S. GAAP"). Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. At December 31, 2012, the Plan invested in one fund that was considered a fully benefit-responsive investment, the Prudential Guaranteed Income Fund.

Use of Estimates

The preparation of the Plan's financial statements in conformity U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents net appreciation or depreciation in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation or depreciation on investments, in the statement of changes in net assets available for benefits.

Guaranteed Income Fund

The contract value of the Prudential Guaranteed Income Fund ("Guaranteed Income Fund") represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The fair value of traditional guaranteed investment contracts ("GIC") are based on the present value of future cash flows using the current discount rate. However, the Guaranteed Income Fund is not considered a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, the fair value is equal to the contract value.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis. Certain factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account are used to establish interest crediting rates. These rates are established without the use of a specific formula. The minimum crediting rate under the contract is 1.50%. The Guaranteed Income Fund's average yield earned and credited to participants was 1.80% for 2012.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent loans are reclassified as deemed distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain costs and expenses incurred with regard to the purchase, sale or transfer of investments and initiation of loans are paid by the Plan. Investment advisory fees for portfolio management are paid directly from fund earnings; they are included in mutual fund expense ratios. All other administrative expenses are generally paid by the Company and are excluded from these financial statements.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ("ASU 2011-04"). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles or requirements for measuring fair value, or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurements. ASU 2011-04 is effective for interim and annual periods beginning after December 15, 2011 and early application is not permitted. The adoption of this ASU during the year ended December 31, 2012 did not have a material impact on the Plan's financial statements.

NOTE C - INVESTMENTS

Investments that individually represent 5% or more of the Plan's net assets are separately identified as follows:

	December 31,	
	2012	2011
Investments at fair value		
JPMorgan Core Bond Class A Fund	$2,873,716	$ -
Prudential Guaranteed Income Fund	1,866,288	-
Prudential Jennison Mid Cap Growth A Fund	1,420,988	-
Eagle Funds Small Cap Growth Fund	1,198,560	-
American Funds Fundamental Investors Fund	1,150,798	-
Fidelity Advisor New Insights Class A Fund	1,099,422	-
JPMorgan Mid Cap Value A Fund	1,085,886	-
Thornburg International Value A Fund	1,037,089	1,027,178
Fidelity Advisor Strategic Income Fund	-	2,548,366
Fidelity Prime Fund	-	1,720,295
Fidelity Advisor Leveraged Company Stock Fund	-	1,576,098
Fidelity Advisor Small Cap Fund	-	1,351,543
Fidelity Advisor Dividend Growth Fund	-	1,193,957

NOTE D - FAIR VALUE MEASUREMENTS

The Plan utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for instruments measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds: The fair value of these investments is determined by the closing price as reported by the fund. Shares held in mutual funds traded on national securities exchanges are valued at the net asset value (NAV) as of December 31, 2012. The mutual funds held by the Plan are deemed to be actively traded.

Money Market Accounts: Investments in money market accounts are treated as cash equivalents, which approximate fair value.

Guaranteed Income Fund. Valued based on book value which is the same as fair value of the fund at December 31, 2012, which was calculated by adding deposits made with earnings at guaranteed crediting rates, less withdrawals and fees.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011.

	Assets at fair value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Blended funds	$ 1,318,366	$ -	$ -	$ 1,318,366
Growth funds	9,371,729	-	-	9,371,729
Value funds	1,705,636	-	-	1,705,636
Bonds	2,873,686	-	-	2,873,686
Total mutual funds	15,269,417	-	-	15,269,417
Guaranteed Income Fund	-	-	1,866,318	1,866,318
Total assets at fair value	$15,269,417	$ -	$1,866,318	$17,135,735

NOTE D - FAIR VALUE MEASUREMENTS - Continued

	Assets at fair value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Blended funds	$ 6,420,610	$ -	$ -	$ 6,420,610
Growth funds	2,163,701	-	-	2,163,701
Value funds	1,958,288	-	-	1,958,288
Bonds	2,939,888	-	-	2,939,888
Total mutual funds	13,482,487	-	-	13,482,487
Money market accounts	1,720,295	-	-	1,720,295
Total assets at fair value	$15,202,782	$ -	$ -	$15,202,782

The following table sets forth the Plan's assets that are carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the year ended December 31, 2012:

	Guaranteed Income Fund
Beginning balance	$ -
Contributions, net exchanges	2,021,690
Interest income	22,682
Sales, repayments, settlements, net	(178,054)
Ending balance	$1,866,318

The fair value of the Guaranteed Income Fund is based on significant unobservable inputs, including the credit worthiness of the issuer, Prudential Retirement Insurance and Annuity Company. Significant fluctuations in any of the inputs in isolation could result in a significantly different fair value measurement.

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Mutual Funds	$15,269,417	None	Daily	None
December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Mutual Funds	$13,482,487	None	Daily	None

NOTE E - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company ("Trustee"), has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.
- Schedule H, Part IV, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

During 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	2012
Blended fund investments	$ 979,494
Growth fund investments	316,937
Value fund investments	120,771
Bond investments	118,964
Balance investments	110,124
	$1,646,290

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE F - RELATED PARTY TRANSACTIONS

Certain Plan investments are mutual funds managed by Prudential Investments LLC and a guaranteed income fund issued by the Prudential Retirement and Annuity Company which qualify as party-in-interest transactions. In addition, certain fees paid to the Plan Trustee for investment management services are incorporated into the expense ratios of the individual mutual funds.

NOTE G - TAX STATUS

The Plan operates under a prototype plan document and has received a favorable opinion letter, dated January 31, 2006, from the Internal Revenue Service ("IRS") stating that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code ("the Code"). The Plan has been amended since that date, however, the Plan administrator believes the Plan is currently being operated in compliance with the applicable requirements of the Code, and therefore believes the Plan is qualified and tax exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE H - PLAN TERMINATION

While the Employer has not expressed any intent to terminate the Plan, it has the right to discontinue contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, no further contributions will be made to the Plan and participants would become 100% vested in their employer contribution.

NOTE I - RISK AND UNCERTAINTIES

The Plan provides for various investment securities that are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	$18,170,895	$16,260,809
Add (less):		
Excess contribution refundable	93,959	61,829
Deemed distributions	-	(21,247)
Net assets available for benefits per Form 5500	$18,264,854	$16,301,391

The following is a reconciliation of net increase in net assets available for plan benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

Net increase in net assets available for plan benefits per the financial statements	$1,910,086
Less:	
Change in excess contribution refundable	32,130
Change in deemed distributions	21,247
Net increase in net assets available for plan benefits per Form 5500	$1,963,463

NOTE K - PROHIBITED TRANSACTIONS

During 2012, the Company failed to remit to the Plan's trustee certain employee contributions, totaling $49,526 within the period prescribed by the Department of Labor regulations. Delays in remitting contributions to the Trustee were due to administrative errors, and the Company will make contributions (including lost earnings) to the affected participants' accounts to compensate those participants for potential lost income due to delays.

NOTE L - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 10, 2013, the date the financial statements were available to be issued, and noted no other events requiring recognition or disclosure.

SUPPLEMENTAL SCHEDULES

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Year Ended December 31, 2012

EIN: 75-2142963
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	$49,526	$ -	$ -	$ -

ACE Cash Express, Inc. 401(k) Profit Sharing Plan

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 75-2142963
Plan Number: 001

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment	(e) Current value
Mutual Funds			
	J.P. Morgan Funds	JPMorgan Core Bond Class A Fund	$ 2,873,716
*	Prudential Investments	Prudential Jennison Mid Cap Growth A Fund	1,420,988
	Eagle Asset Management	Eagle Funds Small Cap Growth Fund	1,198,560
	American Funds	American Funds Fundamental Investors Fund	1,150,798
	Fidelity Investments	Fidelity Advisor New Insights Class A Fund	1,099,422
	J.P. Morgan Funds	JPMorgan Mid Cap Value A Fund	1,085,886
	Thornburg Funds	Thornburg International Value A Fund	1,037,089
	J.P. Morgan Funds	JPMorgan SmartRetirement 2020 Institutional Class A	836,638
	J.P. Morgan Funds	JPMorgan SmartRetirement 2030 Institutional Class A	710,609
	J.P. Morgan Funds	JPMorgan SmartRetirement 2040 Institutional Class A	662,622
	J.P. Morgan Funds	JPMorgan SmartRetirement 2015 Institutional Class A	597,069
	J.P. Morgan Funds	JPMorgan SmartRetirement 2035 Institutional Class A	586,060
	MFS	MFS Value Fund Class R3	492,307
	J.P. Morgan Funds	JPMorgan SmartRetirement 2045 Institutional Class A	358,827
	J.P. Morgan Funds	JPMorgan SmartRetirement 2050 Institutional Class A	332,782
	J.P. Morgan Funds	JPMorgan SmartRetirement 2025 Institutional Class A	317,644
	American Funds	American Funds EuroPacific Growth Fund Class R3	153,307
	Victory Funds	Victory Small Company Opportunity Fund	127,443
	J.P. Morgan Funds	JPMorgan SmartRetirement Income Fund	109,788
	J.P. Morgan Funds	JPMorgan SmartRetirement 2010 Institutional Class A	103,631
	Columbia Management	Columbia Large Cap Index Fund Class A	14,231
	Total mutual funds		15,269,417
Guaranteed Income Fund			
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	1,866,318
	Total investments		$17,135,735
*	Participants	Notes receivable from participants, interest rates ranging from 4.25% to 5.50% with varying maturities through February 2017.	$ 1,003,469

* Indicates a party-in-interest.

Note: Information on cost (column d) of the investments is excluded, as all investments are participant directed.