
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

Commission file number: 001-14116

CONSUMER PORTFOLIO SERVICES, INC.

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation or organization)

33-0459135

(I.R.S. Employer Identification No.)

3800 Howard Hughes Pkwy, Las Vegas, NV

(Address of principal executive offices)

89169

(Zip Code)

Registrant's telephone number, including area code: (949) 753-6800

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock, no par value

Name of Each Exchange on Which Registered

The Nasdaq Stock Market LLC (Global Market)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes [] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No []

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [] Accelerated filer [X] Non-accelerated filer [] Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [] No [X]

The aggregate market value of the 16,187,112 shares of the registrant's common stock held by non-affiliates as of the date of filing of this report, based upon the closing price of the registrant's common stock of \$3.80 per share reported by Nasdaq as of June 30, 2019, was approximately \$61,511,026. For purposes of this computation, a registrant sponsored pension plan and all directors and executive officers are deemed to be affiliates. Such determination is not an admission that such plan, directors and executive officers are, in fact, affiliates of the registrant. The number of shares of the registrant's Common Stock outstanding on March 10, 2020 was 22,558,918.

DOCUMENTS INCORPORATED BY REFERENCE

The proxy statement for registrant's 2020 annual shareholders meeting is incorporated by reference into Part III hereof.

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PART I

Item 1. Business

Overview

We are a specialty finance company. Our primary business is to purchase and service retail automobile contracts originated primarily by franchised automobile dealers and select independent dealers in the United States in the sale of new and used automobiles, light trucks and passenger vans. Through our automobile contract purchases, we provide indirect financing to the customers of dealers who have limited credit histories or past credit problems, who we refer to as sub-prime customers. We serve as an alternative source of financing for dealers, facilitating sales to customers who otherwise might not be able to obtain financing from traditional sources, such as commercial banks, credit unions and the captive finance companies affiliated with major automobile manufacturers. In addition to purchasing installment purchase contracts directly from dealers, we have also acquired installment purchase contracts in four merger and acquisition transactions. We also offer financing directly to sub-prime consumers to facilitate their purchase of a new or used automobile, light truck or passenger van. In this report, we refer to all of such contracts and loans as "automobile contracts" and all such purchases or acquisitions as "originations" or "acquisitions".

We were incorporated and began our operations in March 1991. We consist of Consumer Portfolio Services, Inc. and subsidiaries (collectively, "we," "us," "CPS" or "the Company"). From inception through December 31, 2019, we have purchased a total of approximately \$16.2 billion of automobile contracts from dealers. In addition, we acquired a total of approximately \$822.3 million of automobile contracts in mergers and acquisitions in 2002, 2003, 2004 and, most recently in September 2011. Contract purchase volumes and managed portfolio levels for the five years ended December 31, 2019 are shown in the table below. Managed portfolio comprises both contracts we owned and those we were servicing for non-affiliates.

Contract Purchases and Outstanding Managed Portfolio (*\$ in thousands*)

Year	Contracts Purchased in Period	Managed Portfolio at Period End
2015	1,060,538	2,031,136
2016	1,088,785	2,308,070
2017	859,069	2,333,530
2018	902,416	2,380,847
2019	1,002,782	2,416,042

Our principal executive offices are in Las Vegas, Nevada. Most of our operational and administrative functions take place in Irvine, California. Credit and underwriting functions are performed primarily in our California branch with certain of these functions also performed in our Florida and Nevada branches. We service our automobile contracts from our California, Nevada, Virginia, Florida and Illinois branches.

The majority of our contract acquisitions volume results from our purchases of retail installment sales contracts from franchised or independent automobile dealers. We establish relationships with dealers through our employee sales representatives, who contact prospective dealers to explain our automobile contract purchase programs, and thereafter provide dealer training and support services. Our sales representatives represent us exclusively. They may be located in our Irvine branch, in our Las Vegas branch, or in the field, in which case they work from their homes and support dealers in their geographic area. Our sales representatives present dealers with a sales package, which includes our promotional material containing the terms offered by us for the purchase of automobile contracts, a copy of our standard-form dealer agreement, and required documentation relating to automobile contracts. As of December 31, 2019, we had 70 sales representatives, and in that month, we received applications from 6,439 dealers in 46 states. As of December 31, 2019, approximately 78% of our active dealers were franchised new car dealers that sell both new and used vehicles, and the remainder were independent used car dealers.

We also solicit credit applications directly from prospective automobile consumers through the internet under a program we refer to as our direct lending platform. For qualified applicants we offer terms similar to those that we offer through dealers, though without a down payment requirement and with more restrictive loan-to-value and credit score requirements. Applicants approved in this fashion are free to shop for and purchase a vehicle from a dealer of their choosing, after which we enter into a note and security agreement directly with the consumer. During the year ended December 31, 2019 automobile contracts originated under the direct lending platform represented 3.2% of our total acquisitions and represented 2.2% of our outstanding managed portfolio as of December 31, 2019.

Regardless of whether an automobile contract is originated from one of our dealers or through our direct lending platform, the discussion that follows regarding our acquisitions guidelines, procedures and demographic statistics applies to all of our originated contracts.

For the year ended December 31, 2019, approximately 76% of the automobile contracts originated under our programs consisted of financing for used cars and 24% consisted of financing for new cars, as compared to 74% financing for used cars and 26% for new cars in the year ended December 31, 2018.

We originate automobile contracts with the intention of financing them on a long-term basis through securitizations. Securitizations are transactions in which we sell a specified pool of automobile contracts to a special purpose subsidiary of ours. The subsidiary in turn issues (or contributes to a trust that issues) asset-backed securities, which are purchased by institutional investors. Since 1994, we have completed 84 term securitizations of approximately \$14.4 billion in automobile contracts. We depend upon the availability of short-term warehouse credit facilities as interim financing for our contract purchases prior to the time we pool those contracts for a securitization. As of December 31, 2019 we have three such short-term warehouse facilities, each with a maximum borrowing amount of \$100 million.

Sub-Prime Auto Finance Industry

Automobile financing is the second largest consumer finance market in the United States. The automobile finance industry can be considered a continuum where participants choose to provide financing to consumers in various segments of the spectrum of creditworthiness depending on each participant's business strategy. We operate in a segment of the spectrum that is frequently referred to as sub-prime since we provide financing to less credit-worthy borrowers at higher rates of interest than more credit-worthy borrowers are likely to obtain.

Traditional automobile finance companies, such as banks, their subsidiaries, credit unions and captive finance subsidiaries of automobile manufacturers, generally lend to the most creditworthy, or so-called prime, borrowers, although some traditional lenders are significant participants in the sub-prime segment in which we operate. Historically, independent companies specializing in sub-prime automobile financing and subsidiaries of larger financial services companies have competed in the sub-prime segment which we believe remains highly fragmented, with no single company having a dominant position in the market.

Our automobile financing programs are designed to serve sub-prime customers, who generally have limited credit histories or past credit problems. Because we serve customers who are unable to meet certain credit standards, we incur greater risks, and generally receive interest rates higher than those charged in the prime credit market. We also sustain a higher level of credit losses because of the higher risk customers we serve.

Contract Acquisitions

When a retail automobile buyer elects to obtain financing from a dealer, the dealer takes a credit application to submit to its financing sources. Typically, a dealer will submit the buyer's application to more than one financing source for review. We believe the dealer's decision to choose a financing source is based primarily on: (i) the interest rate and monthly payment made available to the dealer's customer; (ii) any fees to be charged to (or paid to) the dealer by the financing source; (iii) the timeliness, consistency and predictability of response; (iv) funding turnaround time; (v) any conditions to purchase; and (vi) the financial stability of the financing source. Dealers can send credit applications to us by entering the necessary data on our website or through one of two third-party application aggregators. We also have a pass-through arrangement with another lender who sends us applications from their dealers in cases where that lender chooses not to approve those applications. For the year ended December 31, 2019, we received approximately 59% of all applications through DealerTrack (the industry leading dealership application aggregator), 15% through pass-through arrangements we have with other lenders, 24% via another aggregator, Route One and 2% via our website. Our automated application decisioning system produced our initial decision within seconds on approximately 99% of those applications.

Upon receipt an application, if the application meets certain minimum criteria, we immediately order two credit reports to document the buyer's credit history. If, upon review by our proprietary automated decisioning system, or in some cases, one of our credit analysts, we determine that the automobile contract meets our underwriting criteria, we advise the dealer of our decision to approve the contract and the terms under which we will purchase it. In some cases where we don't grant an approval, we may discuss with the dealer alternatives from the terms proposed or request and review further information from the dealer.

Dealers with which we do business are under no obligation to submit any automobile contracts to us, nor are we obligated to purchase any automobile contracts from them. During the year ended December 31, 2019, no dealer accounted for as much as 1% of the total number of automobile contracts we purchased.

Under our direct lending platform, the applicant submits a credit application directly to us via our website, or in some cases, through a third-party who accepts such applications and refers them to us for a fee. In either case, we order two credit reports and process the application with the same automated application decisioning process as described above for applications from dealers. We then advise the applicant as to whether or not we would grant them credit and on what terms.

The following table sets forth the geographical sources of the automobile contracts we originated (based on the addresses of the customers as stated on our records) during the years ended December 31, 2019 and 2018.

	Contracts Purchased During the Year Ended			
	December 31, 2019		December 31, 2018	
	Number	Percent (1)	Number	Percent (1)
California	7,056	12.6%	4,581	8.7%
Ohio	6,067	10.8%	4,641	8.8%
Indiana	3,524	6.3%	2,720	5.2%
North Carolina	3,016	5.4%	3,293	6.2%
Florida	2,739	4.9%	3,157	6.0%
Kentucky	2,612	4.7%	2,329	4.4%
Texas	2,371	4.2%	2,689	5.1%
Other States	28,534	51.0%	29,321	55.6%
Total	<u>55,919</u>	<u>100.0%</u>	<u>52,731</u>	<u>100.0%</u>

(1) Percentages may not total to 100.0% due to rounding.

The following table sets forth the geographic concentrations of our outstanding managed portfolio as of December 31, 2019 and 2018.

	Outstanding Managed Portfolio as of			
	December 31, 2019		December 31, 2018	
	Amount	Percent (1)	Amount	Percent (1)
		(\$ in millions)		
California	\$ 250.2	10.4%	\$ 202.9	8.5%
Ohio	203.0	8.4%	170.4	7.2%
Texas	144.6	6.0%	166.1	7.0%
North Carolina	139.9	5.8%	137.8	5.8%
Florida	133.9	5.5%	138.5	5.8%
All others	1,544.4	63.9%	1,565.1	65.7%
Total	<u>\$ 2,416.0</u>	<u>100.0%</u>	<u>\$ 2,380.8</u>	<u>100.0%</u>

(1) Percentages may not total to 100.0% due to rounding.

We purchase automobile contracts from dealers at a price generally computed as the total amount financed under the automobile contracts, adjusted for an acquisition fee, which may either increase or decrease the automobile contract purchase price we pay. The amount of the acquisition fee, and whether it results in an increase or decrease to the automobile contract purchase price, is based on the perceived credit risk of and, in some cases, the interest rate on the automobile contract. The following table summarizes the average net acquisition fees we charged dealers and the weighted average annual percentage rate on our purchased contracts for the periods shown:

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Average net acquisition fee charged (paid) to dealers (1)	\$ (25)	\$ (238)	\$ (34)	\$ 15	\$ 56
Average net acquisition fee as % of amount financed (1)	-0.1%	-1.4%	-0.2%	0.1%	0.3%
Weighted average annual percentage interest rate	19.2%	18.3%	19.1%	19.2%	19.3%

(1) Not applicable to direct lending platform

Our pricing strategy is driven by our objectives for new contract purchase quantities and yield. We believe that levels of acquisition fees are determined primarily by competition in the marketplace, which has been robust over the periods presented, and also by our pricing strategy. The competitive environment in 2017 and 2018 has resulted in generally higher fees paid to dealers in conjunction with our contract acquisitions, compared to the years 2016 and earlier when dealers were generally paying us fees. In the fourth quarter of 2018, we recalibrated our risk-based

scoring and pricing model which contributed to higher contract interest rates and lower fees paid to dealers in 2019 compared to 2018. Paying fees to dealers increases our capital requirements for acquiring contracts.

We have offered eight different financing programs, and price each program according to the relative credit risk. Our programs cover a wide band of the sub-prime credit spectrum and are labeled as follows:

Bravo - this program accommodated an applicant with significant past non-performing credit including recent derogatory credit. Advance rates were the lowest of all of our programs to offset the greater risk. To offset the low up-front advance to the dealer, we agreed to pay the dealer a portion of future payments we receive from the obligor, depending on loan performance. The Bravo program was introduced in November of 2015 and was terminated in November of 2018.

First Time Buyer – This program accommodates an applicant who has limited significant past credit history, such as a previous auto loan. Since the applicant has limited credit history, the contract interest rate and dealer acquisition fees tend to be higher, and the loan amount, loan-to-value ratio, down payment and payment-to-income ratio requirements tend to be more restrictive compared to our other programs.

Mercury / Delta – This program accommodates an applicant who may have had significant past non-performing credit including recent derogatory credit. As a result, the contract interest rate and dealer acquisition fees tend to be higher, and the loan amount, loan-to-value ratio, down payment, and payment-to-income ratio requirements tend to be more restrictive compared to our other programs.

Standard – This program accommodates an applicant who may have significant past non-performing credit, but who has also exhibited some performing credit in their history. The contract interest rate and dealer acquisition fees are comparable to the First Time Buyer and Mercury/Delta programs, but the loan amount and loan-to-value ratio requirements are somewhat less restrictive.

Alpha – This program accommodates applicants who may have a discharged bankruptcy, but who have also exhibited performing credit. In addition, the program allows for homeowners who may have had other significant non-performing credit in the past. The contract interest rate and dealer acquisition fees are lower than the Standard program, down payment and payment-to-income ratio requirements are somewhat less restrictive.

Alpha Plus – This program accommodates applicants with past non-performing credit, but with a stronger history of recent performing credit, such as auto or mortgage related credit, and higher incomes than the Alpha program. Contract interest rates and dealer acquisition fees are lower than the Alpha program.

Super Alpha – This program accommodates applicants with past non-performing credit, but with a somewhat stronger history of recent performing credit, including auto or mortgage related credit, and higher incomes than the Alpha Plus program. Contract interest rates and dealer acquisition fees are lower, and the maximum loan amount is somewhat higher, than the Alpha Plus program.

Preferred - This program accommodates applicants with past non-performing credit, but who demonstrate a somewhat stronger history of recent performing credit than the Super Alpha program. Contract interest rates and dealer acquisition fees are lower, and the maximum loan amount is somewhat higher than the Super Alpha program.

Our upper credit tier products, which are our Preferred, Super Alpha, Alpha Plus and Alpha programs, accounted for approximately 76% of our new contract acquisitions in 2019, 79% in 2018, and 73% in 2017, measured by aggregate amount financed.

The following table identifies the credit program, sorted from highest to lowest credit quality, under which we originated automobile contracts during the years ended December 31, 2019 and 2018.

<u>Program</u>	<u>December 31, 2019</u>		<u>December 31, 2018</u>	
	<u>(dollars in thousands)</u>			
	<u>Amount</u> <u>Financed</u>	<u>Percent (1)</u>	<u>Amount</u> <u>Financed</u>	<u>Percent (1)</u>
Preferred	\$ 82,722	8.2%	\$ 52,774	5.8%
Super Alpha	125,113	12.5%	93,581	10.4%
Alpha Plus	221,125	22.1%	196,555	21.8%
Alpha	337,814	33.7%	372,156	41.2%
Standard	149,531	14.9%	103,642	11.5%
Mercury / Delta	58,119	5.8%	55,745	6.2%
First Time Buyer	28,358	2.8%	23,569	2.6%
Bravo	-	0.0%	4,394	0.5%
	<u>\$ 1,002,782</u>	<u>100.0%</u>	<u>\$ 902,416</u>	<u>100.0%</u>

(1) Percentages may not total to 100.0% due to rounding.

We attempt to control misrepresentation regarding the customer's credit worthiness by carefully screening the automobile contracts we originate, by establishing and maintaining professional business relationships with dealers, and by including certain representations and warranties by the dealer in the dealer agreement. Pursuant to the dealer agreement, we may require the dealer to repurchase any automobile contract in the event that the dealer breaches its representations or warranties. There can be no assurance, however, that any dealer will have the willingness or the financial resources to satisfy its repurchase obligations to us.

Underwriting

For automobile contracts that we purchase from dealers, we require that the contract be originated by a dealer that has entered into a dealer agreement with us. Under our direct lending platform, we require the customer to sign a note and security agreement. In each case, the contract is secured by a first priority lien on a new or used automobile, light truck or passenger van and must meet our underwriting criteria. In addition, each automobile contract requires the customer to maintain physical damage insurance covering the financed vehicle and naming us as a loss payee. We may, nonetheless, suffer a loss upon theft or physical damage of any financed vehicle if the customer fails to maintain insurance as required by the automobile contract and is unable to pay for repairs to or replacement of the vehicle.

We believe that our underwriting criteria enable us to evaluate effectively the creditworthiness of sub-prime customers and the adequacy of the financed vehicle as security for an automobile contract. The underwriting criteria include standards for price, term, amount of down payment, installment payment and interest rate; mileage, age and type of vehicle; principal amount of the automobile contract in relation to the value of the vehicle; customer income level, employment and residence stability, credit history and debt service ability, as well as other factors. Specifically, our underwriting guidelines generally limit the maximum principal amount of a purchased automobile contract to 115% of wholesale book value in the case of used vehicles or to 115% of the manufacturer's invoice in the case of new vehicles, plus, in each case, sales tax, licensing and, when the customer purchases such additional items, a service contract or a product to supplement the customer's casualty policy in the event of a total loss of the related vehicle. We generally do not finance vehicles that are more than 11 model years old or have in excess of 150,000 miles. The maximum term of a purchased contract is 72 months, although we consider the loan to value and mileage as significant factors in determining the maximum term of a contract. Automobile contract purchase criteria are subject to change from time to time as circumstances may warrant. Prior to purchasing an automobile contract, our underwriters verify the customer's employment, income, residency, insurance coverage, and credit information by contacting various parties noted on the customer's application, credit information bureaus and other sources. In addition, we contact each customer by telephone to confirm that the customer understands and agrees to the terms of the related automobile contract. During this "welcome call," we also ask the customer a series of open ended questions about his application and the contract, which may uncover potential misrepresentations.

Credit Scoring. We use proprietary scoring models to assign each automobile contract two internal "credit scores" at the time the application is received and the customer's credit information is retrieved from the credit reporting agencies. These proprietary scores are used to help determine whether or not we want to approve the application and, if so, the program and pricing we will offer either to the dealer, or in the case of our direct lending platform, directly to the customer. Our internal credit scores are based on a variety of parameters including the customer's credit history, data derived from alternative sources such as utilities, telecom, and social media, length of employment, residence stability and total income. Once a vehicle is selected by the customer and a proposed deal structure is provided to us, our scores will then consider various deal structure parameters such as down payment

amount, loan to value and the make and mileage of the vehicle. We have developed our credit scores utilizing statistical risk management techniques and historical performance data from our managed portfolio. We believe this improves our allocation of credit evaluation resources, enhances our competitiveness in the marketplace and manages the risk inherent in the sub-prime market.

Characteristics of Contracts. All of the automobile contracts we purchase are fully amortizing and provide for level payments over the term of the automobile contract. All automobile contracts may be prepaid at any time without penalty. The table below compares certain characteristics, at the time of origination, of our contract purchases for the years ended December 31, 2019 and 2018:

	Contracts Purchased During the Year Ended	
	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Average Original Amount Financed	\$17,933	\$17,114
Average Original Term	68 months	69 months
Average Down Payment Percent	7.9%	9.1%
Average Vehicle Purchase Price	\$17,257	\$16,184
Average Age of Vehicle	4 years	4 years
Average Age of Customer	42 years	43 years
Average Time in Current Job	5 years	5 years
Average Household Annual Income	\$58,000	\$56,000

Dealer Compliance. The dealer agreement and related assignment contain representations and warranties by the dealer that an application for state registration of each financed vehicle, naming us as secured party with respect to the vehicle, was effected by the time of sale of the related automobile contract to us, and that all necessary steps have been taken to obtain a perfected first priority security interest in each financed vehicle in favor of us under the laws of the state in which the financed vehicle is registered. To the extent that we do not receive such state registration within three months of purchasing the automobile contract, our dealer compliance group will work with the dealer in an attempt to rectify the situation. If these efforts are unsuccessful, we generally will require the dealer to repurchase the automobile contract.

Servicing and Collection

We currently service all automobile contracts that we own as well as those automobile contracts that are included in portfolios that we have sold in securitizations or service for third parties. We organize our servicing activities based on the tasks performed by our personnel. Our servicing activities consist of mailing monthly billing statements; collecting, accounting for and posting of all payments received; responding to customer inquiries; taking all necessary action to maintain the security interest granted in the financed vehicle or other collateral; investigating delinquencies; communicating with the customer to obtain timely payments; repossessing and liquidating the collateral when necessary; collecting deficiency balances; and generally monitoring each automobile contract and the related collateral. We are typically entitled to receive a base monthly servicing fee equal to 2.5% per annum computed as a percentage of the declining outstanding principal balance of the non-charged-off automobile contracts in the securitization pools. The servicing fee is included in interest income for contracts that are pledged to a warehouse credit facility or a securitization transaction.

Collection Procedures. We believe that our ability to monitor performance and collect payments owed from sub-prime customers is primarily a function of our collection approach and support systems. We believe that if payment problems are identified early and our collection staff works closely with customers to address these problems, it is possible to correct many problems before they deteriorate further. To this end, we utilize pro-active collection procedures, which include making early and frequent contact with delinquent customers; educating customers as to the importance of maintaining good credit; and employing a consultative and customer service approach to assist the customer in meeting his or her obligations, which includes attempting to identify the underlying causes of delinquency and cure them whenever possible. In support of our collection activities, we maintain a computerized collection system specifically designed to service automobile contracts with sub-prime customers.

We attempt to make telephonic contact with delinquent customers from one to 20 days after their monthly payment due date, depending on our assessment of the customer's likelihood of payment during early stages of delinquency. If a customer has authorized us to do so, we may also send automated text message reminders at various stages of delinquency and our collectors may also choose to contact a customer via text message instead of, or in addition to, via telephone. Our customers can contact us via a toll-free number where they may choose to

speak with a collector or to use our automated voice response system to access information about their account or to make a payment. They may respond to our collector's text messages or chat with one of our collectors while logged into our website. Our contact priorities may be based on the customers' physical location, stage of delinquency, size of balance or other parameters. Our collectors inquire of the customer the reason for the delinquency and when we can expect to receive the payment. The collector will attempt to get the customer to make an electronic payment over the phone or a promise for the payment for a time generally not to exceed one week from the date of the call. If the customer makes such a promise, the account is routed to a promise queue and is not contacted until the outcome of the promise is known. If the payment is made by the promise date and the account is no longer delinquent, the account is routed out of the collection system. If the payment is not made, or if the payment is made, but the account remains delinquent, the account is returned to a collector's queue for subsequent contacts.

If a customer fails to make or keep promises for payments, or if the customer is uncooperative or attempts to evade contact or hide the vehicle, a supervisor will review the collection activity relating to the account to determine if repossession of the vehicle is warranted. Generally, such a decision will occur between the 60th and 90th day past the customer's payment due date, but could occur sooner or later, depending on the specific circumstances. At the time the vehicle is repossessed we will stop accruing interest on this automobile contract, and reclassify the remaining automobile contract balance to other assets. In addition we will apply a specific reserve to this automobile contract so that the net balance represents the estimated fair value less costs to sell.

If we elect to repossess the vehicle, we assign the task to an independent national repossession service. Such services are licensed and/or bonded as required by law. Upon repossession it is stored until it is picked up by a wholesale auction that we designate, where it is kept until sold. Prior to sale, the customer has the right to redeem the vehicle by paying the contract in full. In some cases, we may return the vehicle to the customer if they pay all, or what we deem to be a sufficient amount, of the past due amount. Financed vehicles that have been repossessed are generally resold through unaffiliated automobile auctions, which are attended principally by car dealers. Net liquidation proceeds are applied to the customer's outstanding obligation under the automobile contract. Such proceeds usually are insufficient to pay the customer's obligation in full, resulting in a deficiency. In most cases we will continue to contact our customers to recover all or a portion of this deficiency for up to several years after charge-off. From time to time, we sell certain charged off accounts to unaffiliated purchasers who specialize in collecting such accounts.

Once an automobile contract becomes greater than 90 days delinquent, we do not recognize additional interest income until the borrower makes sufficient payments to be less than 90 days delinquent. Any payments received by a borrower that are greater than 90 days delinquent are first applied to accrued interest and then to principal reduction.

We generally charge off the balance of any contract by the earlier of the end of the month in which the automobile contract becomes five scheduled installments past due or, in the case of repossessions, the month after we receive the proceeds from the liquidation of the financed vehicle or if the vehicle has been in repossession inventory for more than three months. In the case of repossession, the amount of the charge-off is the difference between the outstanding principal balance of the defaulted automobile contract and the net repossession sale proceeds.

Credit Experience

Our primary method of monitoring ongoing credit quality of our portfolio is to closely review monthly delinquency, default and net charge off activity and the related trends. Our internal credit performance data consistently show that new receivables have lower levels of delinquency and losses early in their lives, with delinquencies increasing throughout their lives and losses gradually increasing to a peak between 36 and 42 months, after which they gradually decrease. The weighted average seasoning of our total owned portfolio, represented in the tables below, was 23 months, 23 months and 21 months as of December 31, 2019, December 31, 2018, and December 31, 2017, respectively. Our financial results are dependent on the performance of the automobile contracts in which we retain an ownership interest. Broad economic factors such as recession and significant changes in unemployment levels influence the credit performance of our portfolio, as does the weighted average age of the receivables at any given time. The tables below document the delinquency, repossession and net credit loss experience of all such automobile contracts that we were servicing as of the respective dates shown. The tables do not include the experience of third party servicing portfolios, because we do not bear the credit risk on such portfolios.

Delinquency, Repossession and Extension Experience

Delinquency and Extension Experience (1) Total Owned Portfolio

	December 31, 2019		December 31, 2018		December 31, 2017	
	Number of Contracts	Amount	Number of Contracts	Amount	Number of Contracts	Amount
Delinquency Experience						
Gross servicing portfolio (1).....	177,604	\$ 2,416,042	176,042	\$ 2,380,847	173,998	\$ 2,333,524
Period of delinquency (2)						
31-60 days.....	13,737	189,214	13,182	183,974	10,163	138,395
61-90 days.....	6,695	91,675	5,577	74,485	4,741	63,081
91+ days.....	3,530	46,516	2,858	35,520	2,295	27,515
Total delinquencies (2).....	23,962	327,405	21,617	293,979	17,199	228,991
Amount in repossession (3).....	3,779	46,144	2,840	36,480	2,630	33,679
Total delinquencies and amount in repossession (2).....	27,741	\$ 373,549	24,457	\$ 330,459	19,829	\$ 262,670
Delinquencies as a percentage of gross servicing portfolio.....	13.5 %	13.6 %	12.3 %	12.3 %	9.9 %	9.8 %
Total delinquencies and amount in repossession as a percentage of gross servicing portfolio.....	15.6 %	15.5 %	13.9 %	13.9 %	11.4 %	11.3 %
Extension Experience						
Contracts with one extension, accruing (4)	27,677	\$ 385,673	27,192	\$ 364,575	31,708	\$ 430,801
Contracts with two or more extensions, accruing (4).....	54,440	673,918	61,977	828,573	55,203	756,561
	82,117	1,059,591	89,169	1,193,148	86,911	1,187,362
Contracts with one extension, non-accrual (4)	1,130	14,528	798	9,518	1,032	12,241
Contracts with two or more extensions, non-accrual (4).....	4,441	55,436	3,946	51,912	2,701	35,626
	5,571	69,964	4,744	61,430	3,733	47,867
Total accounts with extensions.....	87,688	\$ 1,129,555	93,913	\$ 1,254,578	90,644	\$ 1,235,229

- (1) All amounts and percentages are based on the amount remaining to be repaid on each automobile contract. The information in the table represents the gross principal amount of all automobile contracts we purchased, including automobile contracts we subsequently sold in securitization transactions that we continue to service. The table does not include certain contracts we have serviced for third-parties on which we earn servicing fees only, and have no credit risk.
- (2) We consider an automobile contract delinquent when an obligor fails to make at least 90% of a contractually due payment by the following due date, which date may have been extended within limits specified in the servicing agreements. The period of delinquency is based on the number of days payments are contractually past due. Automobile contracts less than 31 days delinquent are not included. The delinquency aging categories shown in the tables reflect the effect of extensions.
- (3) Amount in repossession represents the contract balance on financed vehicles that have been repossessed but not yet liquidated.
- (4) We do not recognize interest income on accounts past due more than 90 days.

Net Credit Loss Experience (1)
Total Owned Portfolio

Finance Receivables Portfolio (2)			
Year Ended December 31,			
	2019	2018	2017
(Dollars in thousands)			
Average portfolio outstanding.....	\$ 1,192,484	\$ 1,895,131	\$ 2,334,008
Net charge-offs as a percentage of average portfolio (3).....	12.2 %	9.3 %	7.7 %

Fair Value Receivables Portfolio (4)			
Year Ended December 31,			
	2019	2018	2017
(Dollars in thousands)			
Average portfolio outstanding.....	\$ 1,212,226	\$ 442,823	n/a
Net charge-offs as a percentage of average portfolio (3).....	3.8 %	1.3 %	n/a

Total Managed Portfolio			
Year Ended December 31,			
	2019	2018	2017
(Dollars in thousands)			
Average portfolio outstanding.....	\$ 2,404,710	\$ 2,341,954	2,334,008
Net charge-offs as a percentage of average portfolio (3).....	8.0 %	7.7 %	7.7

- (1) All amounts and percentages are based on the principal amount scheduled to be paid on each automobile contract contracts. The information in the table represents all automobile contracts we service, excluding certain contracts we have serviced for third-parties on which we earn servicing fees only, and have no credit risk.
- (2) The finance receivables portfolio is comprised of contracts we originated prior to January 2018.
- (3) Net charge-offs include the remaining principal balance, after the application of the net proceeds from the liquidation of the vehicle (excluding accrued and unpaid interest) and amounts collected subsequent to the date of charge-off, including some recoveries which have been classified as other income in the accompanying financial statements.
- (4) The fair value portfolio is comprised of contracts we have originated since January 2018.

Extensions

In certain circumstances we will grant obligors one-month payment extensions to assist them with temporary cash flow problems. In general, an obligor will not be permitted more than two such extensions in any 12-month period and no more than six over the life of the contract. The only modification of terms is to advance the obligor's next due date, generally by one month, though in some cases we may permit a longer extension, and in any case an advance in the maturity date corresponding to the advance of the due date. There are no other concessions such as a reduction in interest rate, forgiveness of principal or of accrued interest. Accordingly, we consider such extensions to be insignificant delays in payments rather than troubled debt restructurings.

The basic question in deciding to grant an extension is whether or not we will (a) be delaying an inevitable repossession and liquidation or (b) risk losing the vehicle as a result of not being able to locate the obligor and vehicle. In both of those situations, the loss would likely be higher than if the vehicle had been repossessed without the extension. The benefits of granting an extension include minimizing current losses and delinquencies, minimizing lifetime losses, getting the obligor's account current (or close to it) and building goodwill with the obligor so that he might prioritize us over other creditors on future payments. Our servicing staff are trained to identify when a past due obligor is facing a temporary problem that may be resolved with an extension. In most

cases, the extension will be granted in conjunction with our receiving a past due payment or partial payment from the obligor, thereby indicating an additional monetary and psychological commitment to the contract on the obligor's part.

The credit assessment for granting an extension is initially made by our collector, who bases the recommendation on the collector's discussions with the obligor. In such assessments the collector will consider, among other things, the following factors: (1) the reason the obligor has fallen behind in payments; (2) whether or not the reason for the delinquency is temporary, and if it is, have conditions changed such that the obligor can begin making regular monthly payments again after the extension; (3) the obligor's past payment history, including past extensions if applicable; and (4) the obligor's willingness to communicate and cooperate on resolving the delinquency. If the collector believes the obligor is a good candidate for an extension, he must obtain approval from his supervisor, who will review the same factors stated above prior to offering the extension to the obligor. After receiving an extension, an account remains subject to our normal policies and procedures for interest accrual, reporting delinquency and recognizing charge-offs. We believe that a prudent extension program is an integral component to mitigating losses in our portfolio of sub-prime automobile receivables. The table below summarizes the status, as of December 31, 2019, for accounts that received extensions from 2008 through 2018:

<u>Period of Extension</u>	<u># of Extensions Granted</u>	<u>Active or Paid Off at</u>	<u>% Active or Paid Off at</u>	<u>Charged Off > 6 Months After Extension</u>	<u>% Charged Off > 6 Months After Extension</u>	<u>Charged Off <= 6 Months After Extension</u>	<u>% Charged Off <= 6 Months After Extension</u>	<u>Avg Months to Charge Off Post Extension</u>
		<u>December 31, 2019</u>	<u>December 31, 2019</u>					
2008	35,588	10,710	30.1%	20,059	56.4%	4,819	13.5%	19
2009	32,226	10,274	31.9%	16,168	50.2%	5,783	17.9%	17
2010	26,167	12,165	46.5%	12,003	45.9%	1,999	7.6%	19
2011	18,786	10,975	58.4%	6,879	36.6%	932	5.0%	19
2012	18,783	11,329	60.3%	6,658	35.4%	796	4.2%	18
2013	23,398	11,265	48.1%	11,157	47.7%	976	4.2%	22
2014	25,773	10,966	42.5%	13,981	54.2%	826	3.2%	23
2015	53,319	24,793	46.5%	27,444	51.5%	1,082	2.0%	22
2016	80,897	44,105	54.5%	34,859	43.1%	1,933	2.4%	19
2017	133,881	79,941	59.7%	46,980	35.1%	6,926	5.2%	14
2018	121,531	89,876	74.0%	25,648	21.1%	6,007	4.9%	9

We view these results as a confirmation of the effectiveness of our extension program. We consider accounts that have had extensions and were active or paid off at December 31, 2019 to be successful. Successful extensions result in continued payments of interest and principal (including payment in full in many cases). Without the extension, however, the account may have defaulted and we would have likely incurred a substantial loss and no additional interest revenue.

For extension accounts that ultimately charged off, we consider accounts that charged off more than six months after the extension to be at least partially successful. In such cases, in spite of the ultimate loss, we received additional payments of principal and interest that otherwise we would not have received.

Additional information about our extensions is provided in the tables below:

	<u>For the Year Ended</u>		
	<u>December 31, 2019</u>	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Average number of extensions granted per month	5,962	10,128	11,157
Average number of outstanding accounts	177,256	174,738	173,137
Average monthly extensions as % of average outstandings	3.4%	5.8%	6.4%

	December 31, 2019		December 31, 2018		December 31, 2017	
	Number of Contracts	Amount	Number of Contracts	Amount	Number of Contracts	Amount
	(Dollars in thousands)					
Contracts with one extension	28,807	\$ 400,202	27,991	\$ 374,116	32,740	\$ 443,042
Contracts with two extensions	17,895	229,555	20,789	277,497	24,375	335,643
Contracts with three extensions	14,423	181,896	17,210	231,905	16,378	227,980
Contracts with four extensions	12,367	153,170	13,583	185,114	9,506	129,795
Contracts with five extensions	8,742	103,989	9,189	121,836	5,096	67,703
Contracts with six extensions	5,454	60,743	5,152	64,134	2,549	31,067
	<u>87,688</u>	<u>\$ 1,129,555</u>	<u>93,914</u>	<u>\$ 1,254,602</u>	<u>90,644</u>	<u>\$ 1,235,230</u>
Gross servicing portfolio	177,604	\$ 2,416,042	176,042	\$ 2,380,847	173,998	\$ 2,333,524

Non-Accrual Receivables

It is not uncommon for our obligors to fall behind in their payments. However, with the diligent efforts of our servicing staff and systems for managing our collection efforts, we regularly work with our customers to resolve delinquencies. Our staff is trained to employ a counseling approach to assist our customers with their cash flow management skills and help them to prioritize their payment obligations in order to avoid losing their vehicle to repossession. Through our experience, we have learned that once a contract becomes greater than 90 days past due, it is more likely than not that the delinquency will not be resolved and will ultimately result in a charge-off. As a result, for contracts originated prior to January 2018 that are not accounted for under the fair value method, we do not recognize any interest income for contracts that are greater than 90 days past due.

If an obligor exceeds the 90 days past due threshold at the end of one period, and then makes the necessary payments such that it becomes equal to or below 90 days delinquent at the end of a subsequent period, the related contract would be restored to full accrual status for our financial reporting purposes. At the time a contract is restored to full accrual in this manner, there can be no assurance that full repayment of interest and principal will ultimately be made. However, we monitor each obligor's payment performance and are aware of the severity of his delinquency at any time. The fact that the delinquency has been reduced below the 90-day threshold is a positive indicator. Should the contract again exceed the 90-day delinquency level at the end of any reporting period, it would again be reflected as a non-accrual account.

Our policy for placing a contract on non-accrual status is independent of our policy to grant an extension. In practice, it would be an uncommon circumstance where an extension was granted and the account remained in a non-accrual status, since the goal of the extension is to bring the contract current (or nearly current).

Securitization of Automobile Contracts

Throughout the period for which information is presented in this report, we have purchased automobile contracts with the intention of financing them on a long-term basis through securitizations, and on an interim basis through warehouse credit facilities. All such financings have involved identification of specific automobile contracts, sale of those automobile contracts (and associated rights) to one of our special-purpose subsidiaries, and issuance of asset-backed securities to be purchased by institutional investors. Depending on the structure, these transactions may be accounted for under generally accepted accounting principles as sales of the automobile contracts or as secured financings.

When structured to be treated as a secured financing for accounting purposes, the subsidiary is consolidated with us. Accordingly, the sold automobile contracts and the related debt appear as assets and liabilities, respectively, on our consolidated balance sheet. We then periodically (i) recognize interest and fee income on the contracts, (ii) recognize interest expense on the securities issued in the transaction and (iii) record as expense a provision for credit losses on the contracts. Effective January 1, 2018, we adopted the fair value method of accounting for finance receivables acquired on or after that date. For these receivables, we recognize interest income on a level yield basis using that internal rate of return as the applicable interest rate. We do not record an expense for provision for credit losses on these receivables because such credit losses are included in our computation of the appropriate level yield.

Since 1994 we have conducted 84 term securitizations of automobile contracts that we originated under our regular programs. As of December 31, 2019, 21 of those securitizations are active and all are structured as secured

financings. We have generally conducted our securitizations on a quarterly basis, near the end of each calendar quarter, resulting in four securitizations per calendar year. In recent years, we have found that the securitizations we conducted in December of those years, had a tendency toward less investor demand in the related bonds than the securitizations we conducted in other times of the year. As a result, in 2015, we elected to defer what would have been our December securitization in favor of a securitization in January 2016, and since then have conducted our securitizations near the beginning of each calendar quarter.

Our history of term securitizations, over the most recent ten years, is summarized in the table below:

Recent Asset-Backed Securitizations

Period	Number of Term Securitizations	Amount of Receivables
		<i>\$ in thousands</i>
2010	1	103,772
2011	3	335,593
2012	4	603,500
2013	4	778,000
2014	4	923,000
2015	3	795,000
2016	4	1,214,997
2017	4	870,000
2018	4	883,452
2019	4	1,014,124

From time to time we have also completed financings of our residual interests in other securitizations that we and our affiliates previously sponsored. On May 16, 2018, we completed a \$40.0 million securitization of residual interests from previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased \$40.0 million of asset-backed notes secured by residual interests in thirteen CPS securitizations consecutively conducted from September 2013 through December 2016, and an 80% interest in a CPS affiliate that owns the residual interests in the four CPS securitizations conducted in 2017. The sold notes (“2018-1 Notes”), issued by CPS Auto Securitization Trust 2018-1, consist of a single class with a coupon of 8.595%.

Generally, prior to a securitization transaction we fund our automobile contract acquisitions primarily with proceeds from warehouse credit facilities. Our current short-term funding capacity is \$300 million, comprising three credit facilities. The first \$100 million credit facility was established in May 2012. This facility was most recently renewed in September 2018, extending the revolving period to September 2020, and adding an amortization period through September 2021. In April 2015, we entered into a second \$100 million facility. This facility was renewed in April 2017 and again in February 2019, extending the revolving period to February 2021, followed by an amortization period to February 2023. In November 2015, we entered into a third \$100 million facility. This facility was renewed in November 2017 and again in December 2019, extending the revolving period to December 2021, followed by an amortization period to December 2023.

In a securitization and in our warehouse credit facilities, we are required to make certain representations and warranties, which are generally similar to the representations and warranties made by dealers in connection with our purchase of the automobile contracts. If we breach any of our representations or warranties, we may be required to repurchase the automobile contract at a price equal to the principal balance plus accrued and unpaid interest. We may then be entitled under the terms of our dealer agreement to require the selling dealer to repurchase the contract at a price equal to our purchase price, less any principal payments made by the customer. Subject to any recourse against dealers, we will bear the risk of loss on repossession and resale of vehicles under automobile contracts that we repurchase.

Whether a securitization is treated as a secured financing or as a sale for financial accounting purposes, the related special purpose subsidiary may be unable to release excess cash to us if the credit performance of the securitized automobile contracts falls short of pre-determined standards. Such releases represent a material portion of the cash that we use to fund our operations. An unexpected deterioration in the performance of securitized automobile contracts could therefore have a material adverse effect on both our liquidity and results of operations, regardless of whether such automobile contracts are treated as having been sold or as having been financed.

Certain of our securitization transactions and our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain securitization and non-

securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility. As of December 31, 2019 we were in compliance with all such covenants.

Competition

The automobile financing business is highly competitive. We compete with a number of national, regional and local finance companies with operations similar to ours. In addition, competitors or potential competitors include other types of financial services companies, such as banks, leasing companies, credit unions providing retail loan financing and lease financing for new and used vehicles, and captive finance companies affiliated with major automobile manufacturers. Many of our competitors and potential competitors possess substantially greater financial, sales, technical, personnel and other resources than we do. Moreover, our future profitability will be directly related to the availability and cost of our capital in relation to the availability and cost of capital to our competitors. Our competitors and potential competitors include far larger, more established companies that have access to capital markets for unsecured commercial paper and investment grade-rated debt instruments and to other funding sources that may be unavailable to us. Many of these companies also have long-standing relationships with dealers and may provide other financing to dealers, including floor plan financing for the dealers' purchase of automobiles from manufacturers, which we do not offer.

We believe that the principal competitive factors affecting a dealer's decision to offer automobile contracts for sale to a particular financing source are the monthly payment amount made available to the dealer's customer, the purchase price offered for the automobile contracts, the timeliness of the response to the dealer upon submission of the initial application, the amount of required documentation, the consistency and timeliness of purchases and the financial stability of the funding source. While we believe that we can obtain from dealers sufficient automobile contracts for purchase at attractive prices by consistently applying reasonable underwriting criteria and making timely purchases of qualifying automobile contracts, there can be no assurance that we will do so.

Regulation

Numerous federal and state consumer protection laws, including the federal Truth-In-Lending Act, the federal Equal Credit Opportunity Act, the federal Fair Debt Collection Practices Act and the Federal Trade Commission Act, regulate consumer credit transactions. These laws mandate certain disclosures with respect to finance charges on automobile contracts and impose certain other restrictions. In most states, a license is required to engage in the business of purchasing automobile contracts from dealers. In addition, laws in a number of states impose limitations on the amount of finance charges that may be charged by dealers on credit sales. The so-called Lemon Laws enacted by various states provide certain rights to purchasers with respect to automobiles that fail to satisfy express warranties. The application of Lemon Laws or violation of such other federal and state laws may give rise to a claim or defense of a customer against a dealer and its assignees, including us and those who purchase automobile contracts from us. The dealer agreement contains representations by the dealer that, as of the date of assignment of automobile contracts, no such claims or defenses have been asserted or threatened with respect to the automobile contracts and that all requirements of such federal and state laws have been complied with in all material respects. Although a dealer would be obligated to repurchase automobile contracts that involve a breach of such warranty, there can be no assurance that the dealer will have the financial resources to satisfy its repurchase obligations. Certain of these laws also regulate our servicing activities, including our methods of collection.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was enacted in July 2010, and many of its provisions became effective in July 2011. The Dodd-Frank Act restructured the regulation and supervision of the financial services industry and created the Consumer Financial Protection Bureau (the "CFPB"). The CFPB has rulemaking, supervisory and enforcement authority over "non-banks," including us. The CFPB is specifically authorized, among other things, to take actions to prevent companies from engaging in "unfair, deceptive or abusive" acts or practices in connection with consumer financial products and services, and to issue rules requiring enhanced disclosures for consumer financial products or services. The CFPB also has authority to interpret, enforce and issue regulations implementing enumerated consumer laws, including certain laws that apply to us. Further, the CFPB has general supervisory and examination authority over non-depository "larger participants" in the market for automotive finance companies. We are subject to such supervision and examination.

The Dodd-Frank Act and related regulations are likely to affect our cost of doing business, may limit or expand our permissible activities, may affect the competitive balance within our industry and market areas and could have a material adverse effect on us. We continue to assess the Dodd-Frank Act's probable effect on our business, financial condition and results of operations, and to monitor developments involving the entities charged with promulgating regulations. However, the ultimate effect of the Dodd-Frank Act on the financial services industry in general, and on us in particular, is uncertain at this time.

In addition to the CFPB, other state and federal agencies have the ability to regulate aspects of our business. For example, the Dodd-Frank Act provides a mechanism for state Attorneys General to investigate us. In addition, the Federal Trade Commission has jurisdiction to investigate aspects of our business. We expect that regulatory investigation by both state and federal agencies will continue, and there can be no assurance that the results of such investigations will not have a material adverse effect on us.

We believe that we are currently in material compliance with applicable statutes and regulations; however, there can be no assurance that we are correct, nor that we will be able to maintain such compliance. The past or future failure to comply with applicable statutes and regulations could have a material adverse effect on us. Furthermore, the adoption of additional statutes and regulations, changes in the interpretation and enforcement of current statutes and regulations or the expansion of our business into jurisdictions that have adopted more stringent regulatory requirements than those in which we currently conduct business could have a material adverse effect on us. In addition, due to the consumer-oriented nature of our industry and the application of certain laws and regulations, industry participants are regularly named as defendants in litigation involving alleged violations of federal and state laws and regulations and consumer law torts, including fraud. Many of these actions involve alleged violations of consumer protection laws. A significant judgment against us or within the industry in connection with any such litigation could have a material adverse effect on our financial condition, results of operations or liquidity.

Employees

As of December 31, 2019, we had 1,010 employees. The breakdown of the employees is as follows: 10 were senior management personnel; 612 were servicing personnel; 202 were automobile contract origination personnel; 122 were sales personnel and program development (70 of whom were sales representatives); 64 were various administration personnel including human resources, legal, accounting and systems. We believe that our relations with our employees are good. We are not a party to any collective bargaining agreement.

Item 1A.

RISK FACTORS

Our business, operating results and financial condition could be adversely affected by any of the following specific risks. The trading price of our common stock could decline due to any of these risks and other industry risks. This listing of risks by its nature cannot be exhaustive, and the order in which the risks appear is not intended as an indication of their relative weight or importance. In addition to the risks described below, we may encounter risks that we do not currently recognize or that we currently deem immaterial, which may also impair our business operations and the value of our common stock.

Risks Related to Our Business

We Require a Substantial Amount of Cash to Service Our Substantial Debt.

To service our existing substantial indebtedness, we require a significant amount of cash. Our ability to generate cash depends on many factors, including our successful financial and operating performance. Our financial and operational performance depends upon a number of factors, many of which are beyond our control. These factors include, without limitation:

- the economic and competitive conditions in the asset-backed securities market;
- the performance of our current and future automobile contracts;
- the performance of our residual interests from our securitizations and warehouse credit facilities;
- any operating difficulties or pricing pressures we may experience;
- our ability to obtain credit enhancement for our securitizations;
- our ability to establish and maintain dealer relationships;
- the passage of laws or regulations that affect us adversely;
- our ability to compete with our competitors; and
- our ability to acquire and finance automobile contracts.

Depending upon the outcome of one or more of these factors, we may not be able to generate sufficient cash flow from operations or obtain sufficient funding to satisfy all of our obligations. Such factors may result in our being unable to pay our debts timely or as agreed. If we were unable to pay our debts, we would be required to pursue one or more alternative strategies, such as selling assets, refinancing or restructuring our indebtedness or selling additional equity capital. These alternative strategies might not be feasible at the time, might prove inadequate, or could require the prior consent of our lenders. If executed, these strategies could reduce the earnings available to our shareholders.

We Need Substantial Liquidity to Operate Our Business.

We have historically funded our operations principally through internally generated cash flows, sales of debt and equity securities, including through securitizations and warehouse credit facilities, borrowings under senior secured debt agreements and sales of subordinated notes. However, we may not be able to obtain sufficient funding for our future operations from such sources. During 2008, 2009 and much of 2010, our access to the capital markets was impaired with respect to both short-term and long-term funding. While our access to such funding has improved since then, our results of operations, financial condition and cash flows have been and may continue to be materially and adversely affected. We require a substantial amount of cash liquidity to operate our business. Among other things, we use such cash liquidity to:

- acquire automobile contracts;
- fund overcollateralization in warehouse credit facilities and securitizations;
- pay securitization fees and expenses;
- fund spread accounts in connection with securitizations;
- satisfy working capital requirements and pay operating expenses;
- pay taxes; and
- pay interest expense.

Historically we have matched our liquidity needs to our available sources of funding by reducing our acquisition of new automobile contracts, at times to merely nominal levels. There can be no assurance that we will continue to be successful with that strategy.

Periods of Significant Losses.

From time to time throughout our history we have incurred net losses, most recently over the period beginning with the quarter ended September 30, 2008 and ending with the quarter ended September 30, 2011. We were adversely affected by the economic recession affecting the United States as a whole, for a time by increased financing costs and decreased availability of capital to fund our purchases of automobile contracts, and by a decrease in the overall level of sales of automobiles and light trucks. Similar periods of losses began in the quarter ended March 31, 1999 through the quarter ended December 31, 2000 and also from the quarter ended September 30, 2003 through the quarter ended March 31, 2005.

We expect to earn quarterly profits during 2020; however, there can be no assurance as to that expectation. Our expectation of profitability is a forward-looking statement. We discuss the assumptions underlying that expectation under the caption “Forward-Looking Statements” in this report. We identify important factors that could cause actual results to differ, generally in the “Risk Factors” section of this report, and also under the caption “Forward-Looking Statements.” One reason for our expectation is that we have had positive net income in each of the eight years fiscal ended December 31, 2019, although not in every quarter within that period.

Our Results of Operations Will Depend on Our Ability to Secure and Maintain Adequate Credit and Warehouse Financing on Favorable Terms.

Our business strategy requires that warehouse credit facilities be available in order to purchase significant volumes of receivables.

Historically, our primary sources of day-to-day liquidity have been our warehouse credit facilities, in which we sell and contribute automobile contracts, as often as twice a week, to special-purpose subsidiaries, where they are “warehoused” until they are financed on a long-term basis through the issuance and sale of asset-backed notes. Upon sale of the notes, funds advanced under one or more warehouse credit facilities are repaid from the proceeds. Our current short-term funding capacity is \$300 million, comprising three credit facilities, each with a maximum credit limit of \$100 million. Each of the three warehouse credit facilities includes a revolving period during which we may receive advances secured by contributed automobile contracts, followed by an amortization period during which no further advances may be made, but prior to which outstanding advances are due and payable. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Liquidity”.

If we are unable to maintain warehouse financing on acceptable terms, we might curtail or cease our purchases of new automobile contracts, which could lead to a material adverse effect on our results of operations, financial condition and cash flows.

Our Results of Operations Will Depend on Our Ability to Securitize Our Portfolio of Automobile Contracts.

We depend upon our ability to obtain permanent financing for pools of automobile contracts by conducting term securitization transactions. By "permanent financing" we mean financing that extends to cover the full term during which the underlying automobile contracts are outstanding and requires repayment as the underlying automobile contracts are repaid or charged off. By contrast, our warehouse credit facilities permit us to borrow against the value of such receivables only for limited periods of time. Our past practice and future plan has been and is to repay loans made to us under our warehouse credit facilities with the proceeds of securitizations. There can be no assurance that any securitization transaction will be available on terms acceptable to us, or at all. The timing of any securitization transaction is affected by a number of factors beyond our control, any of which could cause substantial delays, including, without limitation:

- market conditions;
- the approval by all parties of the terms of the securitization;
- our ability to acquire a sufficient number of automobile contracts for securitization.

During 2008 and 2009 we observed adverse changes in the market for securitized pools of automobile contracts, which made permanent financing in the form of securitization transactions difficult to obtain and more costly than in prior periods. These changes included reduced liquidity and reduced demand for asset-backed securities, particularly for securities carrying a financial guaranty or for securities backed by sub-prime automobile receivables. Although we have seen improvements in the capital markets from 2010 and thereafter, as compared to 2008 and 2009, if the market conditions for asset-backed securitizations should reverse, we could expect a material adverse effect on our results of operations.

Our Results of Operations Will Depend on Cash Flows from Our Residual Interests in Our Securitization Program and Our Warehouse Credit Facilities.

When we finance our automobile contracts through securitizations and warehouse credit facilities, we receive cash and retain a residual interest in the assets financed. Those financed assets are owned by the special-purpose subsidiary that is formed for the related securitization. This residual interest represents the right to receive the future cash flows to be generated by the automobile contracts in excess of (i) the interest and principal paid to investors or lenders on the indebtedness issued in connection with the financing, (ii) the costs of servicing the automobile contracts and (iii) certain other costs incurred in connection with completing and maintaining the securitization or warehouse credit facility. We sometimes refer to these future cash flows as "excess spread cash flows."

Under the financial structures we have used to date in our securitizations and warehouse credit facilities, excess spread cash flows that would otherwise be paid to the holder of the residual interest are first used to increase overcollateralization or are retained in a spread account within the securitization trusts or the warehouse facility to provide liquidity and credit enhancement for the related securities.

While the specific terms and mechanics vary among transactions, our securitization and warehousing agreements generally provide that we will receive excess spread cash flows only if the amount of overcollateralization and spread account balances have reached specified levels and/or the delinquency, defaults or net losses related to the automobile contracts in the automobile contract pools are below certain predetermined levels. In the event delinquencies, defaults or net losses on automobile contracts exceed these levels, the terms of the securitization or warehouse credit facility:

- may require increased credit enhancement, including an increase in the amount required to be on deposit in the spread account to be accumulated for the particular pool; and
- in certain circumstances, may permit affected parties to require the transfer of servicing on some or all of the securitized or warehoused contracts from us to an unaffiliated servicer.

We typically retain residual interests or use them as collateral to borrow cash. In any case, the future excess spread cash flow received in respect of the residual interests is integral to the financing of our operations. The amount of cash received from residual interests depends in large part on how well our portfolio of securitized and warehoused automobile contracts performs. If our portfolio of securitized and warehoused automobile contracts has higher delinquency and loss ratios than expected, then the amount of money realized from our retained residual interests, or the amount of money we could obtain from the sale or other financing of our residual interests, would be reduced. Such higher than expected losses occurred in 2008 through 2010, which had an adverse effect on our operations,

financial condition and cash flows. Should significant increases in losses reoccur, such recurrence might have material adverse effects on our future results of operations, financial condition and cash flows.

If We Are Unable to Obtain Credit Enhancement for Our Securitizations Upon Favorable Terms, Our Results of Operations Would Be Impaired.

In our securitizations from 1994 through 2008, we utilized credit enhancement in the form of one or more financial guaranty insurance policies issued by financial guaranty insurance companies. Each of these policies unconditionally and irrevocably guaranteed timely interest and ultimate principal payments on the senior classes of the securities issued in those securitizations. These guarantees enabled those securities to achieve the highest credit rating available. This form of credit enhancement reduced the costs of our securitizations relative to alternative forms of credit enhancement available to us at the time. Due to significantly reduced investor demand for securities carrying such a financial guaranty, this form of credit enhancement may not be economical for us in the future. The 31 securitization transactions we executed from 2010 through 2018 did not utilize financial guaranty insurance policies. Prior to the second quarter of 2014, none of the securities issued in those transactions received the highest possible credit rating from any rating agency. As we pursue future securitizations, we may not be able to obtain:

- credit enhancement in any form on terms acceptable to us, or at all; or
- similar highest available credit ratings for senior classes of securities to be issued in future securitizations.

The credit spread between the interest rates payable on our securitization trust debt and the rates payable on risk-free investments has varied. As of the date of this report, it is the consensus of market observers that interest rates on risk-free debt will rise within the next year. If interest rates on risk-free debt do increase, or if our spread above risk-free rates should increase, or both, we would expect increased interest expense, which would adversely affect our results of operations.

If We Are Unable to Compete Successfully with our Competitors, Our Results of Operations May Be Impaired.

The automobile financing business is highly competitive. We compete with a number of national, regional and local finance companies. In addition, competitors or potential competitors include other types of financial services companies, such as commercial banks, savings and loan associations, leasing companies, credit unions providing retail loan financing and lease financing for new and used vehicles and captive finance companies affiliated with major automobile manufacturers, such as Ford Motor Credit Company, LLC and General Motors Financial Company, Inc. Many of our competitors and potential competitors possess substantially greater financial, sales, technical, personnel and other resources than we do, including greater access to capital markets for unsecured commercial paper and investment grade rated debt instruments, and to other funding sources which may be unavailable to us. Moreover, our future profitability will be directly related to the availability and cost of our capital relative to that of our competitors. Many of these companies also have long-standing relationships with automobile dealers and may provide other financing to dealers, including floor plan financing for the dealers' purchases of automobiles from manufacturers, which we do not offer. There can be no assurance that we will be able to continue to compete successfully and, as a result, we may not be able to purchase automobile contracts from dealers at a price acceptable to us, which could result in reductions in our revenues or the cash flows available to us.

If Our Dealers Do Not Submit a Sufficient Number of Suitable Automobile Contracts to Us for Purchase, Our Results of Operations May Be Impaired.

We are dependent upon establishing and maintaining relationships with a large number of unaffiliated automobile dealers to supply us with automobile contracts. During the years ended December 31, 2019 and 2018, no single dealer accounted for as much as 1% of the automobile contracts we purchased. The agreements we have with dealers to purchase automobile contracts do not require dealers to submit a minimum number of automobile contracts for purchase. The failure of dealers to submit automobile contracts that meet our underwriting criteria could result in reductions in our revenues or the cash flows available to us, and, therefore, could have an adverse effect on our results of operations.

If a Significant Number of Our Automobile Contracts Experience Defaults, Our Results of Operations May Be Impaired.

We specialize in the purchase and servicing of automobile contracts to finance automobile purchases by sub-prime customers, those who have limited credit history, low income, or past credit problems. Such automobile contracts entail a higher risk of non-performance, higher delinquencies and higher losses than automobile contracts with more

creditworthy customers. While we believe that our pricing of the automobile contracts and the underwriting criteria and collection methods we employ enable us to control, to a degree, the higher risks inherent in automobile contracts with sub-prime customers, no assurance can be given that such pricing, criteria and methods will afford adequate protection against such risks.

If automobile contracts that we purchase and hold experience defaults to a greater extent than we have anticipated, this could materially and adversely affect our results of operations, financial condition, cash flows and liquidity. Our results of operations, financial condition, cash flows and liquidity, depend, to a material extent, on the performance of automobile contracts that we purchase, warehouse and securitize. A portion of the automobile contracts that we acquire will default or prepay. In the event of payment default, the collateral value of the vehicle securing an automobile contract realized by us in a repossession will generally not cover the outstanding principal balance on that automobile contract and the related costs of recovery. We maintain an allowance for credit losses on automobile contracts held on our balance sheet, which reflects our estimates of probable credit losses that can be reasonably estimated for securitizations that are accounted for as financings and warehoused automobile contracts. If the allowance is inadequate, then we would recognize the losses in excess of the allowance as an expense and our results of operations could be adversely affected. In addition, under the terms of our warehouse credit facilities, we are not able to borrow against defaulted automobile contracts, including automobile contracts that are, at the time of default, funded under our warehouse credit facilities, which will reduce the overcollateralization of those warehouse credit facilities and possibly reduce the amount of cash flows available to us.

If We Lose Servicing Rights on Our Portfolio of Automobile Contracts, Our Results of Operations Would Be Impaired.

We are entitled to receive servicing fees only while we act as servicer under the applicable sale and servicing agreements governing our warehouse credit facilities and securitizations. Under such agreements, we may be terminated as servicer upon the occurrence of certain events, including:

- our failure generally to observe and perform our responsibilities and other covenants;
- certain bankruptcy events; or
- the occurrence of certain events of default under the documents governing the facilities.

The loss of our servicing rights could materially and adversely affect our results of operations, financial condition and cash flows. Our results of operations, financial condition and cash flow, would be materially and adversely affected if we were to be terminated as servicer with respect to a material portion of our managed portfolio.

If We Lose Key Personnel, Our Results of Operations May Be Impaired.

Our senior management team averages over 20 years of service with us. Charles E. Bradley, Jr., our President and CEO, has been our President since our formation in 1991. Our future operating results depend in significant part upon the continued service of our key senior management personnel, none of whom is bound by an employment agreement. Our future operating results also depend in part upon our ability to attract and retain qualified management, technical, sales and support personnel for our operations. Competition for such personnel is intense. We cannot assure you that we will be successful in attracting or retaining such personnel. Conversely, adverse general economic conditions may have had a countervailing effect. The loss of any key employee, the failure of any key employee to perform in his or her current position or our inability to attract and retain skilled employees, as needed, could materially and adversely affect our results of operations, financial condition and cash flow.

If We Fail to Comply with Regulations, Our Results of Operations May Be Impaired.

Failure to materially comply with all laws and regulations applicable to us could materially and adversely affect our ability to operate our business. Our business is subject to numerous federal and state consumer protection laws and regulations, which, among other things:

- require us to obtain and maintain certain licenses and qualifications;
- limit the interest rates, fees and other charges we are allowed to charge;
- limit or prescribe certain other terms of our automobile contracts;
- require specific disclosures to our customers;
- define our rights to repossess and sell collateral; and
- maintain safeguards designed to protect the security and confidentiality of customer information.

Our industry is also at times investigated by regulators and offices of state attorneys general, which could lead to enforcement actions, fines and penalties, or the assertion of private claims and law suits against us. The Federal

Trade Commission (“FTC”) has the authority to investigate consumer complaints against us, to conduct inquiries at its own instance, and to recommend enforcement actions and seek monetary penalties. The FTC has conducted and concluded an inquiry into our practices, and proposed remedial action against us in 2014, to which we consented. The CFPB has adopted regulations that place us and other companies similar to us under its supervision. Our industry has also been under investigation by the United States Department of Justice, which has conducted and may continue to conduct an inquiry that appears to be focused on securitization practices. In that inquiry, we received a subpoena in January 2015, which required that we produce specified documents. We have been advised by the Department of Justice that we have provided such information as is required, and that no enforcement action against us is recommended. Although the inquiry commenced January 2015 is thus completed as to us, no assurance can be given as to whether some other government agency may commence inquiries into or actions against us, nor as to whether the DOJ may recommence its investigation, any of which hypothetical proceedings might materially and adversely affect us.

If we fail to comply with applicable laws and regulations, such failure could result in penalties, litigation losses and expenses, damage to our reputation, or the suspension or termination of our licenses to conduct business, which would materially adversely affect our results of operations, financial condition and stock price. In addition, new federal and state laws or regulations or changes in the ways that existing rules or laws are interpreted or enforced could limit our activities in the future or significantly increase the cost of compliance. Furthermore, judges or regulatory bodies could interpret current rules or laws differently than the way we do, leading to such adverse consequences as described above. The resolution of such matters may require considerable time and expense, and if not resolved in our favor, may result in fines or damages, and possibly an adverse effect on our financial condition.

We believe that we are in compliance in all material respects with all such laws and regulations, and that such laws and regulations have had no material adverse effect on our ability to operate our business. However, we may be materially and adversely affected if we fail to comply with:

- applicable laws and regulations;
- changes in existing laws or regulations;
- changes in the interpretation of existing laws or regulations; or
- any additional laws or regulations that may be enacted in the future.

Changes in Law and Regulations May Have an Adverse Effect on Our Business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”), adopted in 2010, made numerous changes to the laws applicable to the consumer financial services industry. Among other things, Dodd-Frank created the CFPB, which is authorized to promulgate and enforce consumer protection regulations relating to financial products and mandated that other federal agencies adopt rules implementing risk retention requirements in securitizations.

We are also subject to regulation by each state in which we operate, and such states’ laws and regulations, and the interpretations thereof, also change from time to time.

Compliance with new laws and regulations may be or likely will be costly and can affect operating results. Compliance requires forms, processes, procedures, controls and the infrastructure to support these requirements. Compliance may create operational constraints and place limits on pricing. Laws in the financial services industry are designed primarily for the protection of consumers. The failure to comply could result in significant statutory civil and criminal penalties, monetary damages, attorneys’ fees and costs, possible revocation of licenses and damage to reputation, brand and valued customer relationships.

At this time, it is difficult to predict the extent to which new regulations or amendments will affect our business. However, compliance with these new laws and regulations may result in additional cost and expenses, which may adversely affect our results of operations, financial condition or liquidity.

Risk Retention Rules May Limit Our Liquidity and Increase Our Capital Requirements.

Securitizations of automobile receivables after December 2016 are subject to risk retention requirements, which generally require that sponsors of asset-backed securities (ABS), such as us, retain not less than five percent of the credit risk of the assets collateralizing the ABS issuance. The rule also sets forth prohibitions on transferring or hedging the credit risk that the sponsor is required to retain. Similar but not identical risk retention requirements are applicable after December 2018 to securitization transactions where purchasers of the ABS have sufficient contacts with the European Union. Because the rules place an upper limit on the degree to which we may use financial

leverage in our securitization structures may require more capital of us, or may release less cash to us, than might be the case in the absence of such rules.

If We Experience Unfavorable Litigation Results, Our Results of Operations May Be Impaired.

We operate in a litigious society and currently are, and may in the future be, named as defendants in litigation, including individual and class action lawsuits under consumer credit, consumer protection, theft, privacy, data security, automated dialing equipment, debt collections and other laws. Many of these cases present novel issues on which there is no clear legal precedent, which increases the difficulty in predicting both the potential outcomes and costs of defending these cases. We are subject to regulatory examinations, investigations, inquiries, litigation, and other actions by licensing authorities, state attorneys general, the Federal Trade Commission, the Consumer Financial Protection Bureau and other governmental bodies relating to our activities. The litigation and regulatory actions to which we are or may become subject involve or may involve potential compensatory or punitive damage claims, fines, sanctions or injunctive relief that, if granted, could require us to pay damages or make other expenditures in amounts that could have a material adverse effect on our financial position and our results of operations. We have recorded loss contingencies in our financial statements only for matters on which losses are probable and can be reasonably estimated. Our assessments of these matters involve significant judgments, and may change from time to time. Actual losses incurred by us in connection with judgments or settlements of these matters may be more than our associated reserves. Furthermore, defending lawsuits and responding to governmental inquiries or investigations, regardless of their merit, could be costly and divert management's attention from the operation of our business. Unfavorable outcomes in any such current or future proceedings could materially and adversely affect our results of operations, financial conditions and cash flows. As a consumer finance company, we are subject to various consumer claims and litigation seeking damages and statutory penalties based upon, among other things, disclosure inaccuracies and wrongful repossession, which could take the form of a plaintiff's class action complaint. We, as the assignee of finance contracts originated by dealers, may also be named as a co-defendant in lawsuits filed by consumers principally against dealers. We are also subject to other litigation common to the automobile industry and to businesses in general. The damages and penalties claimed by consumers and others in these types of matters can be substantial. The relief requested by the plaintiffs varies but includes requests for compensatory, statutory and punitive damages.

While we intend to vigorously defend ourselves against such proceedings, there is a chance that our results of operations, financial condition and cash flows could be materially and adversely affected by unfavorable outcomes.

Negative publicity associated with litigation, governmental investigations, regulatory actions, and other public statements could damage our reputation.

From time to time there are negative news stories about the "sub-prime" credit industry. Such stories may follow the announcements of litigation or regulatory actions involving us or others in our industry. Negative publicity about our alleged or actual practices or about our industry generally could adversely affect our stock price and our ability to retain and attract employees.

If We Experience Problems with Our Originations, Accounting or Collection Systems, Our Results of Operations May Be Impaired.

We are dependent on our receivables originations, accounting and collection systems to service our portfolio of automobile contracts. Such systems are vulnerable to damage or interruption from natural disasters, power loss, telecommunication failures, terrorist attacks, computer viruses and other events. A significant number of our systems are not redundant, and our disaster recovery planning is not sufficient for every eventuality. Our systems are also subject to break-ins, sabotage and intentional acts of vandalism by internal employees and contractors as well as third parties. Despite any precautions we may take, such problems could result in interruptions in our services, which could harm our reputation and financial condition. We do not carry business interruption insurance sufficient to compensate us for losses that may result from interruptions in our service as a result of system failures. Such systems problems could materially and adversely affect our results of operations, financial conditions and cash flows.

A breach in the security of our systems could result in the disclosure of confidential information or subject us to liability

We hold in our systems confidential financial and other personal data with respect to our customers, which may be of value to identity thieves and others if revealed. Although we endeavor to protect the security of our computer

systems and the confidentiality of customer information entrusted to us, there can be no assurance that our security measures will provide adequate security.

It is possible that we may not be able to anticipate, detect or recognize threats to our systems or to implement effective preventive measures against all security breaches, especially because the techniques used change frequently or are not recognized until launched, and because cyberattacks can originate from a wide variety of sources, including third parties outside the Company such as persons who are associated with external service providers or who are or may be involved in organized crime or linked to terrorist organizations.

Such persons may also attempt to fraudulently induce employees or other users of our systems to disclose sensitive information in order to gain access to our data or that of our customers.

These risks may increase in the future as we continue to increase our mobile-payment and other internet-based product offerings and expands our use of web-based products and applications.

A successful penetration of the security of our systems could cause serious negative consequences, including disruption of our operations, misappropriation of confidential information, or damage to our computers or systems, and could result in violations of applicable privacy and other laws, financial loss to us or to our customers, customer dissatisfaction, significant litigation exposure and harm to our reputation, any or all of which could have a material adverse effect on us.

We Have Substantial Indebtedness.

We currently have and will continue to have a substantial amount of indebtedness. At December 31, 2019, we had approximately \$2,289.5 million of debt outstanding. Such debt consisted primarily of \$2,097.7 million of securitization trust debt, and also included \$134.8 million of warehouse lines of credit, \$39.5 million of residual interest financing debt and \$17.5 million in subordinated renewable notes. We are also currently offering the subordinated renewable notes to the public on a continuous basis, and such notes have maturities that range from three months to 10 years.

Our substantial indebtedness could adversely affect our financial condition by, among other things:

- increasing our vulnerability to general adverse economic and industry conditions;
- requiring us to dedicate a substantial portion of our cash flows from operations to payments on our indebtedness, thereby reducing amounts available for working capital, capital expenditures and other general corporate purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- placing us at a competitive disadvantage compared to our competitors that have less debt; and
- limiting our ability to borrow additional funds.

Although we believe we are able to service and repay such debt, there is no assurance that we will be able to do so. If we do not generate sufficient operating profits, our ability to make required payments on our debt would be impaired. Failure to pay our indebtedness when due would give rise to various remedies in favor of any unpaid creditors, and creditors' exercise of such remedies could have a material adverse effect on our earnings.

Because We Are Subject to Many Restrictions in Our Existing Credit Facilities and Securitization Transactions, Our Ability to Pay Dividends or Engage in Specified Transactions May Be Impaired.

The terms of our existing credit facilities, term securitizations and our other outstanding debt impose significant operating and financial restrictions on us and our subsidiaries and require us to meet certain financial tests. These restrictions may have an adverse effect on our business activities, results of operations and financial condition. These restrictions may also significantly limit or prohibit us from engaging in certain transactions, including the following:

- incurring or guaranteeing additional indebtedness;
- making capital expenditures in excess of agreed upon amounts;
- paying dividends or other distributions to our shareholders or redeeming, repurchasing or retiring our capital stock or subordinated obligations;
- making investments;
- creating or permitting liens on our assets or the assets of our subsidiaries;
- issuing or selling capital stock of our subsidiaries;
- transferring or selling our assets;

- engaging in mergers or consolidations;
- permitting a change of control of our company;
- liquidating, winding up or dissolving our company;
- changing our name or the nature of our business, or the names or nature of the business of our subsidiaries; and
- engaging in transactions with our affiliates outside the normal course of business.

These restrictions may limit our ability to obtain additional sources of capital, which may limit our ability to generate earnings. In addition, the failure to comply with any of the covenants of one or more of our debt agreements could cause a default under other debt agreements that may be outstanding from time to time. A default, if not waived, could result in acceleration of the related indebtedness, in which case such debt would become immediately due and payable. A continuing default or acceleration of one or more of our credit facilities or any other debt agreement, would likely cause a default under other debt agreements that otherwise would not be in default, in which case all such related indebtedness could be accelerated. If this occurs, we may not be able to repay our debt or borrow sufficient funds to refinance our indebtedness. Even if any new financing is available, it may not be on terms that are acceptable to us or it may not be sufficient to refinance all of our indebtedness as it becomes due.

In addition, the transaction documents for our securitizations restrict our securitization subsidiaries from declaring or making payment to us of (i) any dividend or other distribution on or in respect of any shares of their capital stock, or (ii) any payment on account of the purchase, redemption, retirement or acquisition of any option, warrant or other right to acquire shares of their capital stock unless (in each case) at the time of such declaration or payment (and after giving effect thereto) no amount payable under any transaction document with respect to the related securitization is then due and owing, but unpaid. These restrictions may limit our ability to receive distributions in respect of the residual interests from our securitization facilities, which may limit our ability to generate earnings.

Risks Related to Fair Value Accounting

Receivables we've acquired since January 1, 2018 are accounted for based on the fair value method of accounting.

If Actual Results for Our Receivables Materially Deviate from Our Estimates, We May Be Required to Reduce the Interest Income We Recognize for Some or All of the Receivables Measured at Fair Value.

We recognize interest income on receivables accounted under fair value based on a level yield internal rate of return that we calculate based the terms of the receivables and our estimates [at the time of acquisition of the future performance of those receivables]. Such estimates include the timing and severity of future credit losses and the rates of amortization and of prepayments. If actual credit losses were to exceed our estimates, or if the actual amortization and prepayments of the receivables were to be materially different from our estimates, we might be required to change our estimates, which could result in a reduced interest income for those receivables in subsequent periods.

If Actual Results for Our Receivables Materially Deviate from Our Estimates, We May Be Required to Reduce the Carrying Value for Some or All of the Receivables Measured at Fair Value.

We re-evaluate the carrying value of receivables measured at fair value at the close of each quarter. If the re-evaluation were to yield a value materially different from the previous carrying value, an adjustment would be required. If actual credit losses were to exceed our estimates, or if the actual amortization and prepayments of the receivables were to be materially different from our estimates, we might be required to adjust the carrying value of such receivables. A downward readjustment in carrying value would correspondingly reduce our income and book value for and as of the end of the related quarter.

If Actual Market Conditions Indicate That the Amount a Market Participant Would Pay for Our Receivables is Materially Lower Than Our Carrying Value, We May Be Required to Reduce the Carrying Value for Some or All of the Receivables Measured at Fair Value.

The fair value of an asset is, by definition, the exchange price in an orderly transaction between market participants. Receivables such as ours are not regularly traded on exchanges where we can observe prices for exchanges of similar assets. We may therefore rely on estimates of what a market participant would pay for our receivables. If such estimated value were to be materially different from our carrying value, we might be required to adjust the carrying value of our receivables. A downward readjustment in carrying value would correspondingly reduce our income and book value.

Risks Related to General Factors

If The Economy of All or Certain Regions of the United States Falls into Recession, Our Results of Operations May Be Impaired.

Our business is directly related to sales of new and used automobiles, which are sensitive to employment rates, prevailing interest rates and other domestic economic conditions. Delinquencies, repossessions and losses generally increase during economic slowdowns or recessions. Because of our focus on sub-prime customers, the actual rates of delinquencies, repossessions and losses on our automobile contracts could be higher under adverse economic conditions than those experienced in the automobile finance industry in general, particularly in the states of California, Ohio, Texas, North Carolina, and Florida, states in which our automobile contracts are geographically concentrated. Any sustained period of economic slowdown or recession could adversely affect our ability to acquire suitable automobile contracts, or to securitize pools of such automobile contracts. The timing of any economic changes is uncertain, and weakness in the economy could have an adverse effect on our business and that of the dealers from which we purchase automobile contracts and result in reductions in our revenues or the cash flows available to us.

Our Results of Operations May Be Impaired as a Result of Natural Disasters.

Our automobile contracts are geographically concentrated in the states of California and Texas. Such states may be particularly susceptible to natural disasters: earthquake in the case of California, and hurricanes and flooding in Texas. Natural disasters, in those states or others, could cause a material number of our vehicle purchasers to lose their jobs, or could damage or destroy vehicles that secure our automobile contracts. In either case, such events could result in our receiving reduced collections on our automobile contracts, and could thus result in reductions in our revenues or the cash flows available to us.

The Emergence of a Pandemic and Other Adverse External Events Could Negatively Impact Our Business.

Pandemics or concern about a possible pandemic, and other adverse external events, like natural disasters, could have a significant impact on the Company's ability to conduct business or upon third parties who perform operational services for the Company or its customers. Such events could affect the stability of the Company's customer base, impair the ability of borrowers to repay outstanding loans, cause significant property damage, disrupt the infrastructure that supports our business and the communities we are located in, negatively impact financial markets and interest rates result in lost revenue or cause the Company to incur additional expenses.

If an Increase in Interest Rates Results in a Decrease in Our Cash Flows from Excess Spread, Our Results of Operations May Be Impaired.

Our profitability is largely determined by the difference, or "spread," between the effective interest rate we receive on the automobile contracts that we acquire and the interest rates payable under warehouse credit facilities and on the asset-backed securities issued in our securitizations. In the past, disruptions in the market for asset-backed securities resulted in an increase in the interest rates we paid on asset-backed securities. Should similar disruptions take place in the future, we may pay higher interest rates on asset-backed securities issued in the future. Although we have the ability to partially offset increases in our cost of funds by increasing fees we charge to dealers when purchasing automobile contracts, or by demanding higher interest rates on automobile contracts we purchase, there is no assurance that such actions will materially offset increases in interest we pay to finance our managed portfolio. As a result, an increase in prevailing interest rates could cause us to receive less excess spread cash flows on automobile contracts, and thus could adversely affect our earnings and cash flows. See "Quantitative and Qualitative Disclosures About Market Risk - Interest Rate Risk."

Risks Related to Our Common Stock

Our Common Stock Is Thinly-Traded.

Our stock is thinly-traded, which means investors will have limited opportunities to sell their shares of common stock in the open market. Limited trading of our common stock also contributes to more volatile price fluctuations. Because there historically has been low trading volume in our common stock, there can be no assurance that our stock price will not decline as additional shares are sold in the public market. As of December 31, 2019, our directors and executive officers collectively owned 5.4 million shares of our common stock, or approximately 24%.

We Do Not Intend to Pay Dividends on Our Common Stock.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain any future earnings and do not expect to pay any dividends in the foreseeable future. See "Dividend Policy".

Forward-Looking Statements

Discussions of certain matters contained in this report may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act, and as such, may involve risks and uncertainties. These forward-looking statements relate to, among other things, expectations of the business environment in which we operate, projections of future performance, perceived opportunities in the market and statements regarding our mission and vision. You can generally identify forward-looking statements as statements containing the words "will," "would," "believe," "may," "could," "expect," "anticipate," "intend," "estimate," "assume" or other similar expressions. Our actual results, performance and achievements may differ materially from the results, performance and achievements expressed or implied in such forward-looking statements. The discussion under "Risk Factors" identifies some of the factors that might cause such a difference, including the following:

- changes in general economic conditions;
- changes in performance of our automobile contracts;
- increases in interest rates;
- our ability to generate sufficient operating and financing cash flows;
- competition;
- level of losses incurred on contracts in our managed portfolio; and
- adverse decisions by courts or regulators

Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Actual results may differ from expectations due to many factors beyond our ability to control or predict, including those described herein, and in documents incorporated by reference in this report. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

We undertake no obligation to publicly update any forward-looking information. You are advised to consult any additional disclosure we make in our periodic reports filed with the SEC. See "Where You Can Find More Information" and "Documents Incorporated by Reference."

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

Our principal executive offices are located in Las Vegas, Nevada, where we currently lease approximately 45,000 square feet of general office space from an unaffiliated lessor. The annual base rent is approximately \$1.5 million, increasing to approximately \$1.7 million through 2022.

Our operating headquarters are located in Irvine, California, where we currently lease approximately 129,000 square feet of general office space from an unaffiliated lessor. The annual base rent is approximately \$4.0 million, increasing to approximately \$4.5 million through 2022.

The remaining three regional servicing centers occupy a total of approximately 59,000 square feet of leased space in Chesapeake, Virginia; Maitland, Florida; and Lombard, Illinois. The termination dates of such leases range from 2019 to 2025. The annual base rent for these facilities total approximately \$1.4 million increasing to approximately \$1.6 million through 2025.

Item 3. Legal Proceedings

Consumer Litigation. We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Consumers can and do initiate lawsuits against us alleging violations of law applicable to collection of receivables, and such lawsuits sometimes allege that resolution as a class action is appropriate.

For the most part, we have legal and factual defenses to consumer claims, which we routinely contest or settle (for immaterial amounts) depending on the particular circumstances of each case.

Wage and Hour Claim. On September 24, 2018, a former employee filed a lawsuit against us in the Superior Court of Orange County, California, alleging that we incorrectly classified our sales representatives as outside salespersons exempt from overtime wages, mandatory break periods and certain other employee protective provisions of California and federal law. The complaint seeks injunctive relief, an award of unpaid wages, liquidated damages, and attorney fees and interest. The plaintiff purports to act on behalf of a class of similarly situated employees and ex-employees. As of the date of this report, no motion for class certification has been filed or granted.

We believe that our compensation practices with respect to our sales representatives are compliant with applicable law. Accordingly, we have defended and intend to continue to defend this lawsuit. We have not recorded a liability with respect to this claim on the accompanying consolidated financial statements.

In General. There can be no assurance as to the outcomes of the matters described or referenced above. We record at each measurement date, most recently as of December 31, 2019, our best estimate of probable incurred losses for legal contingencies, including each of the matters described or referenced above. The amount of losses that may ultimately be incurred cannot be estimated with certainty. However, based on such information as is available to us, we believe that the total of probable incurred losses for legal contingencies as of December 31, 2019 is immaterial, and that the range of reasonably possible losses for the legal proceedings and contingencies we face, including those described or referenced above, as of December 31, 2019 does not exceed \$3 million.

Accordingly, we believe that the ultimate resolution of such legal proceedings and contingencies should not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the uncertainties inherent in contested proceedings there can be no assurance that the ultimate resolution of these matters will not be material to our operating results for a particular period, depending on, among other factors, the size of the loss or liability imposed and the level of our income for that period.

Executive Officers of the Registrant

Charles E. Bradley, Jr., 60, has been our President and a director since our formation in March 1991, and was elected Chairman of the Board of Directors in July 2001. In January 1992, Mr. Bradley was appointed Chief Executive Officer. From April 1989 to November 1990, he served as Chief Operating Officer of Barnard and Company, a private investment firm. From September 1987 to March 1989, Mr. Bradley, Jr. was an associate of The Harding Group, a private investment banking firm. Mr. Bradley does not currently serve on the board of directors of any other publicly-traded companies.

Jeffrey P. Fritz, 60, has been Executive Vice President and Chief Financial Officer since March 2014. Prior to that, he was Senior Vice President and Chief Financial Officer since April 2006. He was Senior Vice President of Accounting from August 2004 through March 2006 and served as a consultant to us from May 2004 to August 2004. He also served as our Chief Financial Officer from our inception through May 1999. He is a licensed Certified Public Accountant and has previously practiced public accounting.

Michael T. Lavin, 47, has been Executive Vice President and Chief Operating Officer since February 2019, and our Chief Legal Officer since March 2014. Prior to that, he was our Senior Vice President – General Counsel since March 2013, Senior Vice President and Corporate Counsel since May 2009 and our Vice President- Legal since joining the Company in November of 2001. Mr. Lavin was previously engaged as a law clerk and an associate with the San Diego based large law firm (now defunct) of Edwards, Sooy & Byron from 1996 through 2000 and then as an associate with the Orange County based firm of Trachtman & Trachtman from 2000 through 2001. Mr. Lavin also clerked for the San Diego District Attorney’s office and Orange County Public Defender’s office.

Curtis K. Powell, 63, has been Senior Vice President – Product Development since May 2010. Previously he was our Senior Vice President – Sales from March 2007 to May 2010. Prior to that, he was our Senior Vice President of Originations from June 2001 to March 2007. Prior to that, he was our Senior Vice President – Marketing, from April 1995 to June 2001. He joined us in January 1993 as an independent marketing representative until being appointed Regional Vice President of Marketing for Southern California in November 1994. From June 1985 through January 1993, Mr. Powell was in the retail automobile sales and leasing business.

Mark A. Creatura, 60, has been Senior Vice President – General Counsel since October 1996. From October 1993 through October 1996, he was Vice President and General Counsel at Urethane Technologies, Inc., a polyurethane chemicals formulator. Mr. Creatura was previously engaged in the private practice of law with the Los Angeles law firm of Troy & Gould Professional Corporation, from October 1985 through October 1993.

Christopher Terry, 52, has been Senior Vice President of Risk Management since May 2017. Prior to that he was our Senior Vice President of Servicing from May 2005 to August 2013. He was Senior Vice President of Asset Recovery from August 2013 to May 2017 and from January 2003 to May 2005. He joined us in January 1995 as a loan officer, held a series of successively more responsible positions, and was promoted to Vice President - Asset Recovery in June 1999. Mr. Terry was previously a branch manager with Norwest Financial from 1990 to October 1994.

Teri L. Robinson, 57, has been Senior Vice President of Originations since April 2007. Prior to that, she held the position of Vice President of Originations since August 1998. She joined the Company in June 1991 as an Operations Specialist, and held a series of successively more responsible positions. Previously, Ms. Robinson held an administrative position at Greco & Associates.

Laurie A. Straten, 53, has been Senior Vice President of Servicing since August 2013. Prior to that, she was our Senior Vice President of Asset Recovery since April 2013, and before that she held the position of Vice President of Asset Recovery starting in April 2005. She started with the Company in March 1996 as a bankruptcy specialist and took on more responsibility within Asset Recovery over time. Prior to joining CPS she worked for the FDIC and served in the United States Marine Corps.

John P. Harton, 55, has been Senior Vice President - Sales since March 2014. Prior to that, he held the position of Vice President – Marketing since April 2010. He joined the Company in April 1996 as a loan officer, held a series of successively more responsible positions, and was promoted to Vice President - Originations in June 2007. Mr. Harton was previously a branch manager with American General Finance from 1990 to March 1996.

Danny Bharwani, 52, has been Senior Vice President – Finance since April 2016. Previously, he was our Vice President – Finance from June 2002. He joined us as Assistant Controller in August 1997. Mr. Bharwani was previously employed as Assistant Controller at The Todd-AO Corporation, from 1989 to 1997.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

The Company's Common Stock is traded on the Nasdaq Global Market, under the symbol "CPSS." The following table sets forth the high and low sale prices as reported by Nasdaq for our Common Stock for the periods shown.

	<u>High</u>	<u>Low</u>
January 1 - March 31, 2018.....	4.69	3.67
April 1 - June 30, 2018.....	4.48	3.27
July 1 - September 30, 2018.....	4.22	3.18
October 1 - December 31, 2018.....	4.06	2.99
January 1 - March 31, 2019.....	4.65	3.01
April 1 - June 30, 2019.....	3.97	3.25
July 1 - September 30, 2019.....	3.82	3.29
October 1 - December 31, 2019.....	3.60	3.06

As of January 1, 2020, there were 28 holders of record of the Company's Common Stock. To date, we have not declared or paid any dividends on our Common Stock. The payment of future dividends, if any, on our Common Stock is within the discretion of the Board of Directors and will depend upon our income, capital requirements and financial condition, and other relevant factors. The instruments governing our outstanding debt place certain restrictions on the payment of dividends. We do not intend to declare any dividends on our Common Stock in the foreseeable future, but instead intend to retain any cash flow for use in our operations.

The table below presents information regarding outstanding options to purchase our Common Stock as of December 31, 2019:

<u>Plan category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans</u>
Equity compensation plans approved by security holders.....	15,347,949	\$ 4.59	1,457,581
Equity compensation plans not approved by security holders.....	-	-	-
Total	15,347,949	\$ 4.59	1,457,581

Issuer Purchases of Equity Securities in the Fourth Quarter

<u>Period(1)</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under The Plans or Programs</u>
October 2019.....	-	\$ -	-	\$ 6,144,520
November 2019....	-	-	-	6,144,520
December 2019....	-	-	-	6,144,520
Total	-	\$ -	-	

(1) Each monthly period is the calendar month.

(2) Through December 31, 2019, our board of directors had authorized the purchase of up to \$74.5 million of our outstanding securities, which program was first announced in our annual report for the year 2002, filed on March 26, 2003. All purchases described in the table above were under the plan announced in March 2003, which has no fixed expiration date. As of December 31, 2019, we have purchased \$5.0 million in principal amount of debt securities and \$63.4 million of our common stock representing 17,696,200 shares.

Item 6. Selected Financial Data

The following table presents our selected consolidated financial data and operating data as of and for the dates indicated. The data under the captions "Statement of Income Data" and "Balance Sheet Data" have been derived from our audited consolidated financial statements. The remainder is derived from other records of ours. You should read the selected consolidated financial data together with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited and unaudited consolidated financial statements and notes thereto that are included in this report, and in our quarterly and periodic filings.

(in thousands, except per share data)	As of and For the Year Ended December 31,				
	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Statement of Income Data					
Revenues:					
Interest income	\$ 337,096	\$ 380,297	\$ 424,174	\$ 408,996	\$ 349,912
Other income	8,704	9,478	10,209	13,286	13,738
Total revenues	<u>345,800</u>	<u>389,775</u>	<u>434,383</u>	<u>422,282</u>	<u>363,650</u>
Expenses:					
Employee costs	80,877	79,318	72,967	65,549	59,556
General and administrative	59,460	57,208	50,287	48,620	42,349
Interest expense	110,528	101,466	92,345	79,941	57,745
Provision for credit losses	85,773	133,080	186,713	178,511	142,618
Total expenses	<u>336,638</u>	<u>371,072</u>	<u>402,312</u>	<u>372,621</u>	<u>302,268</u>
Income before income tax expense	9,162	18,703	32,071	49,661	61,382
Income tax expense	3,756	3,841	28,306	20,361	26,701
Net income	<u>\$ 5,406</u>	<u>\$ 14,862</u>	<u>\$ 3,765</u>	<u>\$ 29,300</u>	<u>\$ 34,681</u>
Earnings per share-basic	\$ 0.24	\$ 0.68	\$ 0.17	\$ 1.20	\$ 1.34
Earnings per share-diluted	\$ 0.22	\$ 0.59	\$ 0.14	\$ 1.01	\$ 1.10
Pre-tax income per share-basic (1)	\$ 0.41	\$ 0.85	\$ 1.41	\$ 2.04	\$ 2.37
Pre-tax income per share-diluted (2)	\$ 0.38	\$ 0.75	\$ 1.18	\$ 1.71	\$ 1.94
Weighted average shares outstanding-basic	22,416	21,989	22,687	24,356	25,935
Weighted average shares outstanding-diluted	24,064	24,988	27,214	29,035	31,584
Balance Sheet Data					
Total assets	\$ 2,539,249	\$ 2,485,680	\$ 2,424,841	\$ 2,410,402	\$ 2,128,925
Cash and cash equivalents	5,295	12,787	12,731	13,936	19,322
Restricted cash and equivalents	135,537	117,323	111,965	112,754	106,054
Finance receivables, net	885,890	1,454,709	2,195,797	2,172,365	1,909,490
Finance receivables measured at fair value.....	1,444,038	821,066	-	4	61
Warehouse lines of credit	134,791	136,847	112,408	103,358	194,056
Residual interest financing	39,478	39,106	-	-	9,042
Securitization trust debt	2,097,728	2,063,627	2,083,215	2,080,900	1,720,021
Long-term debt	17,534	17,290	16,566	14,949	15,138
Shareholders' equity	202,641	197,118	183,937	186,218	161,159

- (1) *Income before income tax expense divided by weighted average shares outstanding-basic. Included for illustrative purposes because some of the periods presented include significant income tax expense or benefit.*
- (2) *Income before income tax expense divided by weighted average shares outstanding-diluted. Included for illustrative purposes because some of the periods presented include significant income tax expense or benefit.*

(in thousands)	As of and For the Year Ended December 31,				
	2019	2018	2017	2016	2015
Contract Originations / Securitizations					
Automobile contract originations.....	\$ 1,002,782	\$ 902,416	\$ 859,069	\$ 1,088,785	\$ 1,060,538
Automobile contracts securitized.....	1,014,124	883,452	870,000	1,214,997	795,000
Managed Portfolio Data					
Contracts associated with the allowance for finance credit losses.....	\$ 923,239	\$ 1,551,797	\$ 2,333,497	\$ 2,307,956	\$ 2,030,652
Contracts measured at fair value	1,492,803	829,039	-	-	-
Contracts held by consolidated subsidiaries.....	\$ 2,416,042	\$ 2,380,836	\$ 2,333,497	\$ 2,307,956	\$ 2,030,652
Fireside portfolio.....	-	-	-	3	61
Contracts held by non-consolidated subsidiaries.....	-	-	-	9	40
Third party portfolios (1).....	-	11	33	102	383
Total managed portfolio.....	\$ 2,416,042	\$ 2,380,847	\$ 2,333,530	\$ 2,308,070	\$ 2,031,136
Average managed portfolio.....	2,404,710	2,341,957	2,334,015	2,226,073	1,847,945
Weighted average fixed effective interest rate					
(total managed portfolio) (2).....	18.9%	18.9%	19.2%	19.4%	19.5%
Core operating expenses					
(% of average managed portfolio) (3).....	7.8%	5.8%	5.3%	5.1%	5.5%
Allowance for finance credit losses.....	\$ 11,640	\$ 67,376	\$ 109,187	\$ 95,578	\$ 75,603
Allowance for finance credit losses (% of total contracts associated with the allowance).....					
	1.3%	4.3%	4.7%	4.1%	3.7%
Aggregate allowance for finance credit losses and repossessions in inventory.....					
	\$ 33,029	\$ 91,940	\$ 133,211	\$ 124,503	\$ 102,557
Aggregate allowance for finance credit losses (% of repossessions in inventory and contracts associated with the allowance).....					
	3.6%	5.9%	5.7%	5.4%	5.1%
Total delinquencies (2) (4)	13.6%	12.3%	9.8%	9.2%	7.6%
Total delinquencies and repossessions in inventory (2) (4)	15.5%	13.9%	11.2%	11.0%	9.5%
Net charge-offs, finance receivables portfolio (2) (5) (6).....	12.2%	9.3%	7.7%	7.0%	6.4%
Net charge-offs, fair value receivables portfolio (2) (5) (6).....	3.8%	1.3%	n/a	n/a	n/a
Net charge-offs (2) (5)	7.9%	7.7%	7.7%	7.0%	6.4%

(1) Receivables related to the third party portfolios, on which we earn only a servicing fee.

(2) Excludes receivables related to the third party portfolios.

(3) Total expenses excluding provision for credit losses, provision for contingent liabilities, interest expense, loss on sale of receivables and impairment loss on residual assets.

(4) For further information regarding delinquencies and the managed portfolio, see the table captioned "Delinquency Experience," in Item I, Part I of this report and the notes to that table.

(5) Net charge-offs include the remaining principal balance, after the application of the net proceeds from the liquidation of the vehicle (excluding accrued and unpaid interest) and amounts collected subsequent to the date of the charge-off, including some recoveries which have been classified as other income in the accompanying consolidated financial statements. For further information regarding charge-offs, see the table captioned "Net Charge-Off Experience," in Item I, Part I of this report and the notes to that table.

(6) The finance receivables portfolio is comprised of contracts we acquired prior to January 2018. The fair value receivables portfolio is comprised of contracts we have acquired since January 2018.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our consolidated financial statements and notes thereto and other information included or incorporated by reference herein.

Overview

We are a specialty finance company. Our business is to purchase and service retail automobile contracts originated primarily by franchised automobile dealers and, to a lesser extent, by select independent dealers in the United States in the sale of new and used automobiles, light trucks and passenger vans. Through our automobile contract purchases, we provide indirect financing to the customers of dealers who have limited credit histories or past credit problems, who we refer to as sub-prime customers. We serve as an alternative source of financing for dealers, facilitating sales to customers who otherwise might not be able to obtain financing from traditional sources, such as commercial banks, credit unions and the captive finance companies affiliated with major automobile manufacturers. In addition to purchasing installment purchase contracts directly from dealers, we also originate vehicle purchase money loans by lending directly to consumers and have (i) acquired installment purchase contracts in four merger and acquisition transactions, and (ii) purchased immaterial amounts of vehicle purchase money loans from non-affiliated lenders. In this report, we refer to all of such contracts and loans as "automobile contracts."

We were incorporated and began our operations in March 1991. From inception through September 30, 2019, we have originated a total of approximately \$16.0 billion of automobile contracts, primarily by purchasing retail installment sales contracts from dealers, and to a lesser degree, by originating loans secured by automobiles directly with consumers. In addition, we acquired a total of approximately \$822.3 million of automobile contracts in mergers and acquisitions in 2002, 2003, 2004 and 2011. Recent contract purchase volumes and managed portfolio levels are shown in the table below:

Year	Contracts Purchased in Period	Managed Portfolio at Period End
2010	\$ 113,023	\$ 756,203
2011	284,236	794,649
2012	551,742	897,575
2013	764,087	1,231,422
2014	944,944	1,643,920
2015	1,060,538	2,031,136
2016	1,088,785	2,308,070
2017	859,069	2,333,530
2018	902,416	2,380,847
2019	1,002,782	2,416,042

Our principal executive offices are in Las Vegas, Nevada. Most of our operational and administrative functions take place in Irvine, California. Credit and underwriting functions are performed primarily in that California branch with certain of these functions also performed in our Florida and Nevada branches. We service our automobile contracts from our California, Nevada, Virginia, Florida and Illinois branches.

The programs we offer to dealers and consumers are intended to serve a wide range of sub-prime customers, primarily through franchised new car dealers. We originate automobile contracts with the intention of financing them on a long-term basis through securitizations. Securitizations are transactions in which we sell a specified pool of contracts to a special purpose subsidiary of ours, which in turn issues asset-backed securities to fund the purchase of the pool of contracts from us.

Securitization and Warehouse Credit Facilities

Throughout the period for which information is presented in this report, we have purchased automobile contracts with the intention of financing them on a long-term basis through securitizations, and on an interim basis through warehouse credit facilities. All such financings have involved identification of specific automobile contracts, sale of those automobile contracts (and associated rights) to one of our special-purpose subsidiaries, and issuance of asset-backed securities to be purchased by institutional investors. Depending on the structure, these transactions may be

accounted for under generally accepted accounting principles as sales of the automobile contracts or as secured financings. All of our active securitizations are structured as secured financings.

When structured to be treated as a secured financing for accounting purposes, the subsidiary is consolidated with us. Accordingly, the sold automobile contracts and the related debt appear as assets and liabilities, respectively, on our consolidated balance sheet. We then periodically (i) recognize interest and fee income on the contracts, and (ii) recognize interest expense on the securities issued in the transaction. For automobile contracts acquired before 2018, we also periodically record as expense a provision for credit losses on the contracts; for automobile contracts acquired after 2017 we take account of estimated credit losses in our computation of a level yield used to determine recognition of interest on the contracts.

Since 1994 we have conducted 84 term securitizations of automobile contracts that we originated. As of December 31, 2019, 21 of those securitizations are active and all are structured as secured financings. Since September 2010 we have utilized senior subordinated structures without any financial guarantees. We have generally conducted our securitizations on a quarterly basis, near the end of each calendar quarter, resulting in four securitizations per calendar year. However, in 2015, we elected to defer what would have been our December securitization in favor of a securitization in January 2016, and since that time have generally conducted our securitizations near the beginning of each calendar quarter.

Our history of term securitizations, over the most recent ten years, is summarized in the table below:

Recent Asset-Backed Term Securitizations		
<i>\$ in thousands</i>		
Period	Number of Term Securitizations	Amount of Receivables
2010	1	103,772
2011	3	335,593
2012	4	603,500
2013	4	778,000
2014	4	923,000
2015	3	795,000
2016	4	1,214,997
2017	4	870,000
2018	4	883,452
2019	4	1,014,124

Generally, prior to a securitization transaction we fund our automobile contract acquisitions primarily with proceeds from warehouse credit facilities. Our current short-term funding capacity is \$300 million, comprising three credit facilities. The first \$100 million credit facility was established in May 2012. This facility was most recently renewed in September 2018, extending the revolving period to September 2020, with an optional amortization period through September 2021. In April 2015, we entered into a second \$100 million facility. This facility was renewed in April 2017 and again in February 2019, extending the revolving period to February 2021, followed by an amortization period to February 2023. In November 2015, we entered into a third \$100 million facility. This facility was renewed in November 2017 and again in December 2019, extending the revolving period to December 2021, followed by an amortization period to December 2023.

In a securitization and in our warehouse credit facilities, we are required to make certain representations and warranties, which are generally similar to the representations and warranties made by dealers in connection with our purchase of the automobile contracts. If we breach any of our representations or warranties, we will be obligated to repurchase the automobile contract at a price equal to the principal balance plus accrued and unpaid interest. We may then be entitled under the terms of our dealer agreement to require the selling dealer to repurchase the contract at a price equal to our purchase price, less any principal payments made by the customer. Subject to any recourse against dealers, we will bear the risk of loss on repossession and resale of vehicles under automobile contracts that we repurchase.

In a securitization, the related special purpose subsidiary may be unable to release excess cash to us if the credit performance of the securitized automobile contracts falls short of pre-determined standards. Such releases represent a material portion of the cash that we use to fund our operations. An unexpected deterioration in the performance of securitized automobile contracts could therefore have a material adverse effect on both our liquidity and results of operations.

Critical Accounting Policies

We believe that our accounting policies related to (a) Finance Receivables at Fair Value, (b) Allowance for Finance Credit Losses, (c) Amortization of Deferred Origination Costs and Acquisition Fees, (d) Term Securitizations, (e) Accrual for Contingent Liabilities and (f) Income Taxes are the most critical to understanding and evaluating our reported financial results. Such policies are described below.

Allowance for Finance Credit Losses

In order to estimate an appropriate allowance for losses incurred on finance receivables, we use a loss allowance methodology commonly referred to as "static pooling," which stratifies our finance receivable portfolio into separately identified pools based on the period of origination. Using analytical and formula driven techniques, we estimate an allowance for finance credit losses, which we believe is adequate for probable incurred credit losses that can be reasonably estimated in our portfolio of automobile contracts. Net losses incurred on finance receivables are charged to the allowance. We evaluate the adequacy of the allowance by examining current delinquencies, the characteristics of the portfolio, prospective liquidation values of the underlying collateral and general economic and market conditions. As circumstances change, our level of provisioning and/or allowance may change as well. Receivables acquired after 2017, are accounted for using fair value and will have no allowance for finance credit losses in accordance with the fair value method of accounting for finance receivables.

Broad economic factors such as recession and significant changes in unemployment levels influence the credit performance of our portfolio, as does the weighted average age of the receivables at any given time. Our internal credit performance data consistently show that new receivables have lower levels of delinquency and losses early in their lives, with delinquencies increasing throughout their lives and losses gradually increasing to a peak between 36 and 42 months, after which they gradually decrease.

The credit performance of our portfolio is also significantly influenced by our underwriting guidelines and credit criteria we use when evaluating contracts for purchase from dealers. We regularly evaluate our portfolio credit performance and modify our purchase criteria to maximize the credit performance of our portfolio, while maintaining competitive programs and levels of service for our dealers.

We generally do not lower the contractual interest rate or waive or forgive principal when our borrowers incur financial difficulty on either a temporary or permanent basis. An exception to this policy is when a court order mandates the terms of the contract to be modified, such as in a Chapter 13 bankruptcy proceeding. In such cases, which represent an immaterial portion of our portfolio of finance receivables, we have estimated the amount of impairment that results from such modification and established an appropriate allowance within our Allowance for Finance Credit Losses.

Finance Receivables Measured at Fair Value

Effective January 1, 2018, we adopted the fair value method of accounting for finance receivables acquired on or after that date. For each finance receivable acquired after 2017, we consider the price paid on the purchase date as the fair value for such receivable. We estimate the cash to be received in the future with respect to such receivables, based on our experience with similar receivables acquired in the past. We then compute the internal rate of return that results in the present value of those estimated cash receipts being equal to the purchase date fair value. Thereafter, we recognize interest income on such receivables on a level yield basis using that internal rate of return as the applicable interest rate. Cash received with respect to such receivables is applied first against such interest income, and then to reduce the carrying value of the receivables.

We re-evaluate the fair value of such receivables at the close of each measurement period. If the reevaluation were to yield a value materially different from the carrying value, an adjustment would be required. In the twelve-month period ended December 31, 2019, the net present value of the forecasted cash flows for the receivables acquired in the first and second quarter of 2018 exceeded the carrying value of that pool by \$2.1 million, which we have recorded as a mark to market value of that pool of receivables.

Anticipated credit losses are included in our estimation of cash to be received with respect to receivables. Because such credit losses are included in our computation of the appropriate level yield, we do not thereafter make periodic

provision for credit losses, as our best estimate of the lifetime aggregate of credit losses is included in that initial computation. Also because we include anticipated credit losses in our computation of the level yield, the computed level yield is materially lower than the average contractual rate applicable to the receivables. Because our initial carrying value is fixed as the price we pay for the receivable, rather than as the contractual principal balance, we do not record acquisition fees as an amortizing asset related to the receivables, nor do we capitalize costs of acquiring the receivables. Rather we recognize the costs of acquisition as expenses in the period incurred.

Amortization of Deferred Originations Costs and Acquisition Fees

Upon purchase of a contract from a dealer, we generally either charge or advance the dealer an acquisition fee. In addition, we incur certain direct costs associated with acquisitions of our contracts. All such acquisition fees and direct costs are applied to the carrying value of finance receivables and are accreted into earnings as an adjustment to the yield over the estimated life of the contract using the interest method. Receivables acquired after 2017 are accounted for using fair value. In accordance with the fair value method of accounting for finance receivables, any dealer acquisition fees will be incorporated into acquisition price of the receivables and no direct costs will be deferred.

Term Securitizations

Our term securitization structure has generally been as follows:

We sell automobile contracts we acquire to a wholly-owned special purpose subsidiary, which has been established for the limited purpose of buying and reselling our automobile contracts. The special-purpose subsidiary then transfers the same automobile contracts to another entity, typically a statutory trust. The trust issues interest-bearing asset-backed securities, in a principal amount equal to or less than the aggregate principal balance of the automobile contracts. We typically sell these automobile contracts to the trust at face value and without recourse, except that representations and warranties similar to those provided by the dealer to us are provided by us to the trust. One or more investors purchase the asset-backed securities issued by the trust; the proceeds from the sale of the asset-backed securities are then used to purchase the automobile contracts from us. We may retain or sell subordinated asset-backed securities issued by the trust or by a related entity.

We structure our securitizations to include internal credit enhancement for the benefit the investors (i) in the form of an initial cash deposit to an account ("spread account") held by the trust, (ii) in the form of overcollateralization of the senior asset-backed securities, where the principal balance of the senior asset-backed securities issued is less than the principal balance of the automobile contracts, (iii) in the form of subordinated asset-backed securities, or (iv) some combination of such internal credit enhancements. The agreements governing the securitization transactions require that the initial level of internal credit enhancement be supplemented by a portion of collections from the automobile contracts until the level of internal credit enhancement reaches specified levels, which are then maintained. The specified levels are generally computed as a percentage of the principal amount remaining unpaid under the related automobile contracts. The specified levels at which the internal credit enhancement is to be maintained will vary depending on the performance of the portfolios of automobile contracts held by the trusts and on other conditions, and may also be varied by agreement among us, our special purpose subsidiary, the insurance company, if any, and the trustee. Such levels have increased and decreased from time to time based on performance of the various portfolios, and have also varied from one transaction to another. The agreements governing the securitizations generally grant us the option to repurchase the sold automobile contracts from the trust when the aggregate outstanding balance of the automobile contracts has amortized to a specified percentage of the initial aggregate balance.

Upon each transfer of automobile contracts in a transaction structured as a secured financing for financial accounting purposes, we retain on our consolidated balance sheet the related automobile contracts as assets and record the asset-backed notes or loans issued in the transaction as indebtedness.

We receive periodic base servicing fees for the servicing and collection of the automobile contracts. Under our securitization structures treated as secured financings for financial accounting purposes, such servicing fees are included in interest income from the automobile contracts. In addition, we are entitled to the cash flows from the trusts that represent collections on the automobile contracts in excess of the amounts required to pay principal and interest on the asset-backed securities, base servicing fees, and certain other fees and expenses (such as trustee and custodial fees). Required principal payments on the asset-backed notes are generally defined as the payments sufficient to keep the principal balance of such notes equal to the aggregate principal balance of the related automobile contracts (excluding those automobile contracts that have been charged off), or a pre-determined percentage of such balance. Where that percentage is less than 100%, the related securitization agreements require accelerated payment of principal until the principal balance of the asset-backed securities is reduced to the specified percentage. Such accelerated principal payment is said to create overcollateralization of the asset-backed notes.

If the amount of cash required for payment of fees, expenses, interest and principal on the senior asset-backed notes exceeds the amount collected during the collection period, the shortfall is withdrawn from the spread account, if any. If the cash collected during the period exceeds the amount necessary for the above allocations plus required principal payments on the subordinated asset-backed notes, and there is no shortfall in the related spread account or the required overcollateralization level, the excess is released to us. If the spread account and overcollateralization is not at the required level, then the excess cash collected is retained in the trust until the specified level is achieved. Although spread account balances are held by the trusts on behalf of our special-purpose subsidiaries as the owner of the residual interests (in the case of securitization transactions structured as sales for financial accounting purposes) or the trusts (in the case of securitization transactions structured as secured financings for financial accounting purposes), we are restricted in use of the cash in the spread accounts. Cash held in the various spread accounts is invested in high quality, liquid investment securities, as specified in the securitization agreements. The interest rate payable on the automobile contracts is significantly greater than the interest rate on the asset-backed notes. As a result, the residual interests described above historically have been a significant asset of ours.

In all of our term securitizations and warehouse credit facilities, whether treated as secured financings or as sales, we have sold the automobile contracts (through a subsidiary) to the securitization entity. The difference between the two structures is that in securitizations that are treated as secured financings we report the assets and liabilities of the securitization trust on our consolidated balance sheet. Under both structures, recourse to us by holders of the asset-backed securities and by the trust, for failure of the automobile contract obligors to make payments on a timely basis, is limited to the automobile contracts included in the securitizations or warehouse credit facilities, the spread accounts and our retained interests in the respective trusts.

Accrual for Contingent Liabilities

We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Our legal counsel has advised us on such matters where, based on information available at the time of this report, there is an indication that it is both probable that a liability has been incurred and the amount of the loss can be reasonably determined.

We have recorded a liability as of December 31, 2019, which represents our best estimate of probable incurred losses for legal contingencies at that date. The amount of losses that may ultimately be incurred cannot be estimated with certainty. However, based on such information as is available to us, we believe that the range of reasonably possible losses for the legal proceedings and contingencies described or referenced above, as of December 31, 2019, and in excess of the liability we have recorded, does not exceed \$3 million.

Accordingly, we believe that the ultimate resolution of such legal proceedings and contingencies, after taking into account our current litigation reserves, should not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the uncertainties inherent in contested proceedings, there can be no assurance that the ultimate resolution of these matters will not significantly exceed the reserves we have accrued; as a result, the outcome of a particular matter may be material to our operating results for a particular period, depending on, among other factors, the size of the loss or liability imposed and the level of our income for that period.

Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

Deferred tax assets are recognized subject to management's judgment that realization is more likely than not. A valuation allowance is recognized for a deferred tax asset if, based on the weight of the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In making such judgements, significant weight is given to evidence that can be objectively verified.

In determining the possible future realization of deferred tax assets, we have considered future taxable income from the following sources: (a) reversal of taxable temporary differences; and (b) forecasted future net earnings from operations. Based upon those considerations, we have concluded that it is more likely than not that the U.S. and state net operating loss carryforward periods provide enough time to utilize the deferred tax assets pertaining to the existing net operating loss carryforwards and any net operating loss that would be created by the reversal of the future net deductions which have not yet been taken on a tax return. Our estimates of taxable income are forward-looking

statements, and there can be no assurance that our estimates of such taxable income will be correct. Factors discussed under "Risk Factors," and in particular under the subheading "Risk Factors -- Forward-Looking Statements" may affect whether such projections prove to be correct.

We recognize interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying consolidated statements of operations. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheets.

Uncertainty of Capital Markets and General Economic Conditions

We depend upon the availability of warehouse credit facilities and access to long-term financing through the issuance of asset-backed securities collateralized by our automobile contracts. Since 1994, we have completed 84 term securitizations of approximately \$14.4 billion in contracts. From the fourth quarter of 2007 through the end of 2009, we observed unprecedented adverse changes in the market for securitized pools of automobile contracts. These changes included reduced liquidity, and reduced demand for asset-backed securities, particularly for securities carrying a financial guaranty and for securities backed by sub-prime automobile receivables. Moreover, during that period many of the firms that previously provided financial guarantees, which were an integral part of our securitizations, suspended offering such guarantees. These adverse changes caused us to conserve liquidity by significantly reducing our purchases of automobile contracts. However, since September 2009 we have established new funding facilities and gradually increased our contract purchases and the frequency and amount of our term securitizations.

Financial Covenants

Certain of our securitization transactions and our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility. As of December 31, 2019 we were in compliance with all such financial covenants.

Results of Operations

Comparison of Operating Results for the year ended December 31, 2019 with the year ended December 31, 2018

Revenues. During the year ended December 31, 2019, our revenues were \$345.8 million, a decrease of \$44.0 million, or 11.3%, from the prior year revenues of \$389.8 million. The primary reason for the decrease in revenues is a decrease in interest income. Interest income for the year ended December 31, 2019 decreased \$43.2 million, or 11.4%, to \$337.1 million from \$380.3 million in the prior year. The primary reason for the decrease in interest income is the lower interest yield on the receivables measured at fair value. The interest yield on receivables measured at fair value is reduced to take account of expected losses and is therefore less than the yield on other finance receivables. The table below shows the outstanding and average balances of our portfolio held by consolidated subsidiaries for the year months ended December 31, 2019 and 2018:

	Year Ended December 31,					
	2019			2018		
	(Dollars in thousands)					
	Average Balance	Interest	Interest Yield	Average Balance	Interest	Interest Yield
<u>Interest Earning Assets</u>						
Finance receivables.....	\$ 1,192,484	\$ 214,037	17.9%	\$ 1,860,388	\$ 336,434	18.1%
Finance receivables measured at fair value.....	1,212,226	123,059	10.2%	447,167	43,863	9.8%
Total.....	<u>\$ 2,404,710</u>	<u>\$ 337,096</u>	<u>14.0%</u>	<u>\$ 2,307,555</u>	<u>\$ 380,297</u>	<u>16.5%</u>

Other income decreased by \$730,000, or 7.2%, to \$9.5 million in the year ended December 31, 2018 from \$10.2 million during the prior year. The decrease in other income resulted from a decrease of \$1.2 million in revenues associated with direct mail and other related products and services that we offer to our dealers. This decrease was partially offset by an increase of \$740,000 in payments from third-party providers of convenience fees paid by our customers for web based and other electronic payments.

Expenses. Our operating expenses consist largely of interest expense, provision for credit losses, employee costs, sales and general and administrative expenses. Provision for credit losses is affected by the balance and credit performance of our portfolio of finance receivables (other than our portfolio of finance receivables measured at fair value, as to which expected credit losses have the effect of reducing the interest rate applicable to such receivables). Interest expense is significantly affected by the volume of automobile contracts we purchased during the trailing 12-month period and the use of our warehouse facilities and asset-backed securitizations to finance those contracts. Employee costs and general and administrative expenses are incurred as applications and automobile contracts are received, processed and serviced. Factors that affect margins and net income include changes in the automobile and automobile finance market environments, and macroeconomic factors such as interest rates and changes in the unemployment level.

Employee costs include base salaries, commissions and bonuses paid to employees, and certain expenses related to the accounting treatment of outstanding stock options, and are one of our most significant operating expenses. These costs (other than those relating to stock options) generally fluctuate with the level of applications and automobile contracts processed and serviced.

Other operating expenses consist largely of facilities expenses, telephone and other communication services, credit services, computer services, sales and advertising expenses, and depreciation and amortization.

Total operating expenses were \$336.6 million for the year ended December 31, 2019, compared to \$371.1 million for the prior year, a decrease of \$34.4 million, or 9.3%. The decrease is primarily due to a decrease in provision for credit losses, offsetting increases in interest expense, employee costs, and general and administrative expenses.

Employee costs increased by \$1.6 million or 2.0%, to \$80.9 million during the year ended December 31, 2019, representing 24.0% of total operating expenses, from \$79.3 million for the prior year, or 24.5% of total operating expenses. The table below summarizes our employees by category as well as contract purchases and units in our managed portfolio as of, and for the years ended, December 31, 2019 and 2018:

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
	<u>Amount</u>	<u>Amount</u>
	(\$ in millions)	
Contracts purchased (dollars).....	\$ 1,002.8	\$ 902.4
Contracts purchased (units).....	55,919	52,731
Managed portfolio outstanding (dollars)	\$ 2,416.0	\$ 2,380.8
Managed portfolio outstanding (units)	181,498	176,042
Number of Originations staff	202	215
Number of Marketing staff	122	132
Number of Servicing staff	612	610
Number of other staff	74	75
Total number of employees	<u>1,010</u>	<u>1,032</u>

General and administrative expenses include costs associated with purchasing and servicing our portfolio of finance receivables, including expenses for facilities, credit services, and telecommunications. General and administrative expenses were \$33.0 million, an increase of \$2.0 million, or 6.3%, compared to the previous year and represented 9.8% of total operating expenses.

Interest expense for the year ended December 31, 2019 increased by \$9.1 million to \$110.5 million, or 8.9%, compared to \$101.5 million in the previous year. Interest expense represented 32.8% of total operating expenses in 2019.

Interest on securitization trust debt increased by \$6.9 million, or 7.7%, for the year ended December 31, 2019 compared to the prior year. The average balance of securitization trust debt increased 1.9% to \$2,181.5 million for the year ended December 31, 2019 compared to \$2,140.1 million for the year ended December 31, 2018. The cost of securitization debt during the year ended December 31, 2019 also increased to 4.4% from 4.2% in the prior year period. For any particular quarterly securitization transaction, the blended cost of funds is ultimately the result of

many factors including the market interest rates for benchmark swaps of various maturities against which our bonds are priced and the margin over those benchmarks that investors are willing accept, which in turn, is influenced by investor demand for our bonds at the time of the securitization. The cost of funds had moved up in 2018 before trending downward in 2019. The blended interest rates of our recent securitizations are summarized in the table below:

**Blended Cost of Funds on Recent Asset-Backed
Term Securitizations**

Period	Blended Cost of Funds
January 2017	3.91%
April 2017	3.45%
July 2017	3.52%
October 2017	3.39%
January 2018	3.46%
April 2018	3.98%
July 2018	4.18%
October 2018	4.25%
January 2019	4.22%
April 2019	3.95%
July 2019	3.36%
October 2019	2.95%

The annualized average rate on our securitization trust debt was 4.4% for the year ended December 31, 2019 compared to 4.2% in the prior year. The annualized average rate is influenced by the manner in which the underlying securitization trust bonds are repaid. The rate tends to increase over time on any particular securitization since the structures of our securitization trusts generally provide for sequential repayment of the shorter term, lower interest rate bonds before the longer term, higher interest rate bonds.

Interest expense on our subordinated renewable notes decreased by \$11,000, or 0.8%, for the year ended December 31, 2019 compared to the prior year. The average balance of the notes decreased from \$16.5 million in the prior year to \$15.0 million for the year ended December 31, 2019. However, the average interest rate on our subordinated notes increased to 9.6% for the year ended December 31, 2019 from 8.7% for the year ended December 31, 2018.

Interest expense on residual interest financing was \$3.8 million in the year ended December 31, 2019 compared to \$2.3 million in the prior year. This transaction closed in May 2018 and was not outstanding for the full year in 2018.

Interest expense on warehouse lines of credit increased by \$650,000, or 8.4% for the year ended December 31, 2019 compared to the prior year. The increase in interest expense was due to the higher utilization of our warehouse lines in 2019 compared to 2018. This increase was partially offset by a decrease in the average interest rate on our warehouse credit line debt from 11.6% in 2018 to 9.7% in 2019.

The following table presents the components of interest income and interest expense and a net interest yield analysis for the years ended December 31, 2019 and 2018:

	2019			2018		
	(Dollars in thousands)					
	Average Balance (1)	Interest	Annualized Average Yield/Rate	Average Balance (1)	Interest	Annualized Average Yield/Rate
<u>Interest Earning Assets</u>						
Finance receivables gross (2).....	\$ 1,157,910	\$ 214,037	18.5%	\$ 1,860,388	\$ 336,434	18.1%
Finance receivables at fair value.....	1,212,226	123,059	10.2%	447,167	43,863	9.8%
	<u>2,370,136</u>	<u>337,096</u>	14.2%	<u>2,307,555</u>	<u>380,297</u>	16.5%
<u>Interest Bearing Liabilities</u>						
Warehouse lines of credit.....	\$ 86,200	8,402	9.7%	\$ 66,984	7,752	11.6%
Residual interest financing.....	40,000	3,822	9.6%	25,000	2,343	9.4%
Securitization trust debt.....	2,181,545	96,870	4.4%	2,140,093	89,926	4.2%
Subordinated renewable notes.....	14,982	1,434	9.6%	16,533	1,445	8.7%
	<u>\$ 2,322,727</u>	<u>110,528</u>	4.8%	<u>\$ 2,248,610</u>	<u>101,466</u>	4.5%
Net interest income/spread.....		<u>\$ 226,568</u>			<u>\$ 278,831</u>	
Net interest margin (3).....			9.6%			12.1%
Ratio of average interest earning assets to average interest bearing liabilities	102%			103%		

(1) Average balances are based on month end balances except for warehouse lines of credit, which are based on daily balances.

(2) Net of deferred fees and direct costs.

(3) Net interest income divided by average interest earning assets.

	Year Ended December 31, 2019 Compared to December 31, 2018		
	Total Change	Change Due to Volume	Change Due to Rate
(In thousands)			
<u>Interest Earning Assets</u>			
Finance receivables gross.....	\$ (122,397)	\$ (127,037)	\$ 4,640
Finance receivables at fair value.....	79,196	75,045	4,151
	<u>(43,201)</u>	<u>(51,992)</u>	<u>8,791</u>
<u>Interest Bearing Liabilities</u>			
Warehouse lines of credit.....	650	2,224	(1,574)
Residual interest financing.....	1,479	1,406	73
Securitization trust debt.....	6,944	1,742	5,202
Subordinated renewable notes.....	(11)	(136)	125
	<u>9,062</u>	<u>5,236</u>	<u>3,826</u>
Net interest income/spread.....	<u>\$ (52,263)</u>	<u>\$ (57,228)</u>	<u>\$ 4,965</u>

The reduction in the annualized yield on our finance receivables for the year ended December 31, 2019 compared to the prior year period is the result of the lower interest yield on the receivables measured at fair value. The interest yield on receivables measured at fair value is reduced to take account of expected losses and is therefore less than the yield on other finance receivables. The average balance of these receivables was \$1,212.2 million for the twelve months ended December 31, 2019 compared to \$447.2 million in the prior year period.

Provision for credit losses was \$85.8 million for the year ended December 31, 2019, a decrease of \$47.3 million, or 35.5% compared to the prior year and represented 25.5% of total operating expenses. The provision for credit losses maintains the allowance for finance credit losses at levels that we feel are adequate for probable incurred credit losses that can be reasonably estimated. Our approach for establishing the allowance requires greater amounts of provision for credit losses early in the terms of our finance receivables. In addition, we monitor the delinquency and net charge off rates in our portfolio to consider how such rates may affect the allowance for finance credit losses. The allowance

applies only to our finance receivables originated through December 2017, which we refer to as our legacy portfolio. Since no receivables have been added to the legacy portfolio since December 2017, it has seasoned to the point where its weighted age is 42 months at December 31, 2019. We have also observed that receivables originated in 2017 have incurred credit losses at a significantly lower rate than receivables we originated in 2015 and 2016. The age of the legacy portfolio, its continuously declining balance and the significant variance of the relative credit performance of the vintage pools that make up the legacy portfolio have contributed to lower provisions for credit losses and lower levels of the allowance for finance credit losses. Finance receivables that we have originated since January 2018 are accounted for at fair value. Under the fair value method of accounting, we recognize interest income under the interest method on a level yield basis based on forecasted future cash flows net of expected credit losses. Thus, no provision for credit loss expense is recorded for finance receivables measured at fair value.

Sales expenses consist primarily of commission-based compensation paid to our employee sales representatives. Our sales representatives earn a salary plus commissions based on volume of contract purchases and sales of ancillary products and services that we offer our dealers, such as training programs, internet lead sales, and direct mail products. Sales expenses increased by \$321,000, or 1.8%, to \$17.9 million during the year ended December 31, 2019, compared to \$17.6 million in the prior year, and represented 5.3% of total operating expenses. For the year ended December 31, 2019, we purchased 55,919 contracts representing \$1,002.8 million in receivables compared to 52,731 contracts representing \$902.4 million in receivables in the prior year.

Occupancy expenses decreased by \$120,000 or 1.6%, to \$7.5 million compared to \$7.6 million in the previous year and represented 2.2% of total operating expenses.

Depreciation and amortization expenses increased by \$84,000 or 8.5%, to \$1,076,000 compared to \$992,000 in the previous year and represented 0.2% of total operating expenses.

For the year ended December 31, 2019, we recorded income tax expense of \$3.8 million, representing an effective income tax rate of 41.0%. For the year ended December 31, 2018, we recorded income tax expense of \$3.8 million, representing an effective income tax rate of 20.5%. This includes \$2.1 million of income tax benefit related to certain tax planning strategies and other adjustments. Excluding the impact of the tax benefit, the effective tax rate for 2018 would have been 31.8%.

Comparison of Operating Results for the year ended December 31, 2018 with the year ended December 31, 2017

Revenues. During the year ended December 31, 2018, our revenues were \$389.8 million, a decrease of \$44.6 million, or 10.3%, from the prior year revenues of \$434.4 million. The primary reason for the decrease in revenues is a decrease in interest income. Interest income for the year ended December 31, 2018 decreased \$43.9 million, or 10.3%, to \$380.3 million from \$424.2 million in the prior year. The primary reason for the decrease in interest income is the lower interest yield on the receivables measured at fair value. The interest yield on receivables measured at fair value is reduced to take account of expected losses and is therefore less than the yield on other finance receivables. The table below shows the outstanding and average balances of our portfolio held by consolidated subsidiaries for the year months ended December 31, 2018 and 2017:

	Year Ended December 31,					
	2018			2017		
	(Dollars in thousands)					
	Average Balance	Interest	Interest Yield	Average Balance	Interest	Interest Yield
Interest Earning Assets						
Finance receivables.....	\$ 1,860,388	\$ 336,434	18.1%	\$ 2,299,218	\$ 424,174	18.4%
Finance receivables measured at fair value.....	447,167	43,863	9.8%	-	-	-
Total.....	<u>\$ 2,307,555</u>	<u>\$ 380,297</u>	<u>16.5%</u>	<u>\$ 2,299,218</u>	<u>\$ 424,174</u>	<u>18.4%</u>

Other income decreased by \$774,000, or 8.2%, to \$8.7 million in the year ended December 31, 2018 from \$9.5 million during the prior year. The decrease in other income resulted from a decrease of \$600,000 in revenues associated with direct mail and other related products and services that we offer to our dealers, and a decrease of \$200,000 in payments from third-party providers of convenience fees paid by our customers for web based and other electronic payments.

Expenses. Our operating expenses consist largely of provision for credit losses, interest expense, employee costs and general and administrative expenses. Provision for credit losses and interest expense are significantly affected by the volume of automobile contracts we purchased during the trailing 12-month period and by the outstanding balance of finance receivables held by consolidated subsidiaries (other than our portfolio of finance receivables measured at fair value, as to which expected credit losses have the effect of reducing the interest rate applicable to such receivables). Employee costs and general and administrative expenses are incurred as applications and automobile contracts are received, processed and serviced. Factors that affect margins and net income include changes in the automobile and automobile finance market environments, and macroeconomic factors such as interest rates and changes in the unemployment level.

Employee costs include base salaries, commissions and bonuses paid to employees, and certain expenses related to the accounting treatment of outstanding stock options, and are one of our most significant operating expenses. These costs (other than those relating to stock options) generally fluctuate with the level of applications and automobile contracts processed and serviced.

Other operating expenses consist largely of facilities expenses, telephone and other communication services, credit services, computer services, sales and advertising expenses, and depreciation and amortization.

Total operating expenses were \$371.1 million for the year ended December 31, 2018, compared to \$402.3 million for the prior year, a decrease of \$31.2 million, or 7.8%. The decrease is primarily due to a decrease in provision for credit losses, offsetting increases in employee costs, interest expense, sales and general and administrative expenses.

Employee costs increased by \$6.4 million or 8.7%, to \$79.3 million during the year ended December 31, 2018, representing 21.4% of total operating expenses, from \$73.0 million for the prior year, or 18.1% of total operating expenses. Employee costs for the prior year period were net of \$5.4 million of direct employee costs associated with the originations of contracts during that period. Such deferred costs are then recognized over the life of the related receivables using the interest method. The table below summarizes our employees by category as well as contract purchases and units in our managed portfolio as of, and for the years ended, December 31, 2018 and 2017:

	<u>December 31, 2018</u>		<u>December 31, 2017</u>
	<u>Amount</u>		<u>Amount</u>
	(\$ in millions)		
Contracts purchased (dollars).....	\$ 902.4	\$	859.1
Contracts purchased (units).....	52,731		52,643
Managed portfolio outstanding (dollars)	\$ 2,380.8	\$	2,333.5
Managed portfolio outstanding (units)	176,042		177,760
Number of Originations staff	215		212
Number of Marketing staff	132		120
Number of Servicing staff	610		597
Number of other staff	75		70
Total number of employees	<u>1,032</u>		<u>999</u>

General and administrative expenses include costs associated with purchasing and servicing our portfolio of finance receivables, including expenses for facilities, credit services, and telecommunications. General and administrative expenses were \$31.0 million, an increase of \$4.5 million, or 16.8%, compared to the previous year and represented 8.4% of total operating expenses.

Interest expense for the year ended December 31, 2018 increased by \$9.1 million to \$101.5 million, or 9.9%, compared to \$92.3 million in the previous year.

Interest on securitization trust debt increased by \$6.8 million, or 8.2%, for the year ended December 31, 2018 compared to the prior year. The average balance of securitization trust debt decreased 1.5% to \$2,140.1 million for the year ended December 31, 2018 compared to \$2,172.1 million for the year ended December 31, 2017. In addition, the blended interest rates on our term securitizations have generally increased since June 2014. As a result, the cost of securitization debt during the year ended December 31, 2018 was 4.2%, compared to 3.8% in the prior year period. For any particular quarterly securitization transaction, the blended cost of funds is ultimately the result of many factors

including the market interest rates for benchmark swaps of various maturities against which our bonds are priced and the margin over those benchmarks that investors are willing accept, which in turn, is influenced by investor demand for our bonds at the time of the securitization. These and other factors have resulted in a general trend toward higher securitization trust debt interest costs in 2018 compared to 2017. The blended interest rates of our recent securitizations are summarized in the table below:

Blended Cost of Funds on Recent Asset-Backed Term Securitizations	
<u>Period</u>	<u>Blended Cost of Funds</u>
January 2017	3.91%
April 2017	3.45%
July 2017	3.52%
October 2017	3.39%
January 2018	3.46%
April 2018	3.98%
July 2018	4.18%
October 2018	4.22%

The annualized average rate on our securitization trust debt was 4.2% for the year ended December 31, 2018 compared to 3.8% in the prior year. The annualized average rate is influenced by the manner in which the underlying securitization trust bonds are repaid. The rate tends to increase over time on any particular securitization since the structures of our securitization trusts generally provide for sequential repayment of the shorter term, lower interest rate bonds before the longer term, higher interest rate bonds.

Interest expense on our subordinated debt increased by \$117,000, or 8.8%, for the year ended December 31, 2018 compared to the prior year. The increase was the result of an increase in the average interest rate on our subordinated renewable notes to 8.7% for the year ended December 31, 2018 from 8.3% for the year ended December 31, 2017. This increase was also the result of an increase in the average balance of the notes from \$16.0 million in the prior year to \$16.5 million for the year ended December 31, 2018.

Interest expense on residual interest financing was \$2.3 million in the year ended December 31, 2018. There was no residual interest financing debt outstanding during 2017.

Interest expense on warehouse lines of credit decreased by \$181,000, or 2.3% for the year ended December 31, 2018 compared to the prior year. The decrease is due primarily to a decrease in the average interest rate on our warehouse credit line debt from 12.7% in 2017 to 11.6% in 2018. However, most of the decrease in interest expense was offset by higher utilization of our warehouse lines in 2018 compared to 2017.

The following table presents the components of interest income and interest expense and a net interest yield analysis for the years ended December 31, 2018 and 2017:

	Year Ended December 31,					
	2018			2017		
	(Dollars in thousands)					
	Average Balance (1)	Interest	Annualized Average Yield/Rate	Average Balance (1)	Interest	Annualized Average Yield/Rate
Interest Earning Assets						
Finance receivables gross (2).....	\$ 1,860,388	\$ 336,434	18.1%	\$ 2,299,218	\$ 424,174	18.4%
Finance receivables at fair value.....	447,167	43,863	9.8%	-	-	-
	<u>2,307,555</u>	<u>380,297</u>	16.5%	<u>2,299,218</u>	<u>424,174</u>	
Interest Bearing Liabilities						
Warehouse lines of credit.....	\$ 66,984	7,752	11.6%	\$ 62,353	7,933	12.7%
Residual interest financing.....	25,000	2,343	9.4%	-	-	-
Securitization trust debt.....	2,140,093	89,926	4.2%	2,172,145	83,084	3.8%
Subordinated renewable notes.....	16,533	1,445	8.7%	16,028	1,328	8.3%
	<u>\$ 2,248,610</u>	<u>101,466</u>	4.5%	<u>\$ 2,250,526</u>	<u>92,345</u>	4.1%
Net interest income/spread.....		<u>\$ 278,831</u>			<u>\$ 331,829</u>	
Net interest margin (3).....			12.1%			14.4%
Ratio of average interest earning assets to average interest bearing liabilities	103%			102%		

(1) Average balances are based on month end balances except for warehouse lines of credit, which are based on daily balances.

(2) Net of deferred fees and direct costs.

(3) Net interest income divided by average interest earning assets.

	Year Ended December 31, 2018 Compared to December 31, 2017		
	Total Change	Change Due to Volume	Change Due to Rate
	(In thousands)		
Interest Earning Assets			
Finance receivables gross.....	\$ (87,740)	\$ (80,958)	\$ (6,782)
Finance receivables at fair value.....	43,863	43,863	-
	<u>(43,877)</u>	<u>(37,095)</u>	<u>(6,782)</u>
Interest Bearing Liabilities			
Warehouse lines of credit.....	(181)	589	(770)
Residual interest financing.....	2,343	2,343	-
Securitization trust debt.....	6,842	(1,226)	8,068
Subordinated renewable notes.....	117	42	75
	<u>9,121</u>	<u>1,748</u>	<u>7,373</u>
Net interest income/spread.....	<u>\$ (52,998)</u>	<u>\$ (38,843)</u>	<u>\$ (14,155)</u>

Provision for credit losses was \$133.1 million for the year ended December 31, 2018, a decrease of \$53.6 million, or 28.7% compared to the prior year and represented 35.9% of total operating expenses. The provision for credit losses maintains the allowance for finance credit losses at levels that we feel are adequate for probable incurred credit losses that can be reasonably estimated. Finance receivables that we have originated since January 2018 are accounted for at fair value. Under the fair value method of accounting, we recognize interest income under the interest method on a level yield basis based on forecasted future cash flows net of expected credit losses. Thus, no provision for credit loss expense is recorded for finance receivables measured at fair value. This is the primary reason for the reduction in provision for credit losses in 2018.

Sales expenses consist primarily of commission-based compensation paid to our employee sales representatives. Our sales representatives earn a salary plus commissions based on volume of contract purchases and sales of ancillary products and services that we offer our dealers, such as training programs, internet lead sales, and direct mail products. Sales expenses increased by \$2.0 million, or 12.5%, to \$17.6 million during the year ended

December 31, 2018, compared to \$15.6 million in the prior year, and represented 4.7% of total operating expenses. For the year ended December 31, 2018, we purchased 52,731 contracts representing \$902.4 million in receivables compared to 52,643 contracts representing \$859.1 million in receivables in the prior year.

Occupancy expenses increased by \$445,000 or 6.2%, to \$7.6 million compared to \$7.2 million in the previous year and represented 2.1% of total operating expenses.

Depreciation and amortization expenses increased by \$58,000 or 6.2%, to \$992,000 compared to \$934,000 in the previous year and represented 0.3% of total operating expenses.

For the year ended December 31, 2018, we recorded income tax expense of \$3.8 million, representing an effective income tax rate of 20.5%. This includes \$2.1 million of income tax benefit related to certain tax planning strategies and other adjustments. Excluding the impact of the tax benefit, the effective tax rate for 2018 would have been 31.8%. For the year ended December 31, 2017, we recorded income tax expense of \$28.3 million, representing an effective income tax rate of 88.3%. This includes \$15.1 million of income tax expense related to the effects of the Tax Act, which are required to be recorded in the period of enactment. Excluding the impact of the Tax Act, the effective tax rate for 2017 would have been 41.1%.

Liquidity and Capital Resources

Liquidity

Our business requires substantial cash to support our purchases of automobile contracts and other operating activities. Our primary sources of cash have been cash flows from the proceeds from term securitization transactions and other sales of automobile contracts, amounts borrowed under various revolving credit facilities (also sometimes known as warehouse credit facilities), customer payments of principal and interest on finance receivables, fees for origination of automobile contracts, and releases of cash from securitization transactions and their related spread accounts. Our primary uses of cash have been the purchases of automobile contracts, repayment of amounts borrowed under lines of credit, securitization transactions and otherwise, operating expenses such as employee, interest, occupancy expenses and other general and administrative expenses, the establishment of spread accounts and initial overcollateralization, if any, the increase of credit enhancement to required levels in securitization transactions, and income taxes. There can be no assurance that internally generated cash will be sufficient to meet our cash demands. The sufficiency of internally generated cash will depend on the performance of securitized pools (which determines the level of releases from those pools and their related spread accounts), the rate of expansion or contraction in our managed portfolio, and the terms upon which we are able to acquire and borrow against automobile contracts.

Net cash provided by operating activities for the years ended December 31, 2019, 2018 and 2017 was \$216.8 million, \$216.2 million and \$215.6 million, respectively. Net cash from operating activities is generally provided by net income from operations adjusted for significant non-cash items such as our provision for credit losses and interest accretion on fair value receivables.

Net cash used in investing activities for the years ended December 31, 2019, 2018 and 2017 was \$229.4 million, \$242.2 million and \$210.6 million, respectively. Cash provided by investing activities primarily results from principal payments and other proceeds received on finance receivables. Cash used in investing activities generally relates to purchases of automobile contracts. Purchases of finance receivables were \$1,004.2 million (includes acquisition fees paid), \$914.9 million and \$859.1 million in 2019, 2018 and 2017, respectively.

Net cash provided by financing activities for the years ended December 31, 2019 and 2018 was \$23.3 million and \$31.4 million, respectively. Net cash used in financing activities for the year ended December 31, 2017 was \$7.0 million. Cash used or provided by financing activities is primarily related to the issuance of securitization trust debt, reduced by the amount of repayment of securitization trust debt and net proceeds or repayments on our warehouse lines of credit and other debt. We issued \$1,000.5 million in new securitization trust debt in 2019 compared to \$855.8 million in 2018 and \$852.6 million in 2017. Repayments of securitization debt were \$966.1 million, \$876.1 million and \$851.2 million in 2019, 2018 and 2017, respectively.

We purchase automobile contracts from dealers for a cash price approximately equal to their principal amount, adjusted for an acquisition fee which may either increase or decrease the automobile contract purchase price. Those automobile contracts generate cash flow, however, over a period of years. We have been dependent on warehouse credit facilities to purchase automobile contracts and our securitization transactions for long term financing of our contracts. In addition, we have accessed other sources, such as residual financings and subordinated debt in order to finance our continuing operations.

The acquisition of automobile contracts for subsequent financing in securitization transactions, and the need to fund spread accounts and initial overcollateralization, if any, and increase credit enhancement levels when those transactions take place, results in a continuing need for capital. The amount of capital required is most heavily dependent on the rate of our automobile contract purchases, the required level of initial credit enhancement in securitizations, and the extent to which the previously established trusts and their related spread accounts either release cash to us or capture cash from collections on securitized automobile contracts. Of those, the factor most subject to our control is the rate at which we purchase automobile contracts.

We are and may in the future be limited in our ability to purchase automobile contracts due to limits on our capital. As of December 31, 2019, we had unrestricted cash of \$5.3 million and \$163.2 million aggregate available borrowings under our three warehouse credit facilities (assuming the availability of sufficient eligible collateral). As of December 30, 2019, we had approximately \$12.9 million of such eligible collateral. During 2019 we completed four securitizations aggregating \$1,000.5 million of notes sold. Our plans to manage our liquidity include maintaining our rate of automobile contract purchases at a level that matches our available capital, and, as appropriate, minimizing our operating costs. If we are unable to complete such securitizations, we may be unable to increase our rate of automobile contract purchases, in which case our interest income and other portfolio related income could decrease.

Our liquidity will also be affected by releases of cash from the trusts established with our securitizations. While the specific terms and mechanics of each spread account vary among transactions, our securitization agreements generally provide that we will receive excess cash flows, if any, only if the amount of credit enhancement has reached specified levels and the delinquency or net losses related to the automobile contracts in the pool are below certain predetermined levels. In the event delinquencies or net losses on the automobile contracts exceed such levels, the terms of the securitization may require increased credit enhancement to be accumulated for the particular pool. There can be no assurance that collections from the related trusts will continue to generate sufficient cash.

Our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain of our debt agreements other than our term securitizations contain cross-default provisions. Such cross-default provisions would allow the respective creditors to declare a default if an event of default occurred with respect to other indebtedness of ours, but only if such other event of default were to be accompanied by acceleration of such other indebtedness. As of December 31, 2019, we were in compliance with all such financial covenants.

We have and will continue to have a substantial amount of indebtedness. At December 31, 2019, we had approximately \$2,289.5 million of debt outstanding. Such debt consisted primarily of \$2,097.7 million of securitization trust debt and \$134.8 million of debt from warehouse lines of credit. Since 2005, we have offered renewable subordinated notes to the public on a continuous basis, and such notes have maturities that range from six months to 10 years. We had \$17.5 million in subordinated renewable notes outstanding at December 31, 2019. On May 16, 2018, we completed a \$40.0 million securitization of residual interests from previously issued securitizations. At December 31, 2019, \$40.0 million of this residual interest financing debt remains outstanding (\$39.5 million net of deferred financing costs).

Although we believe we are able to service and repay our debt, there is no assurance that we will be able to do so. If our plans for future operations do not generate sufficient cash flows and earnings, our ability to make required payments on our debt would be impaired. If we fail to pay our indebtedness when due, it could have a material adverse effect on us and may require us to issue additional debt or equity securities.

Contractual Obligations

The following table summarizes our material contractual obligations as of December 31, 2019 (dollars in thousands):

	Payment Due by Period (1)				
	Total	Less than 1 Year	2 to 3 Years	4 to 5 Years	More than 5 Years
Long Term Debt (2).....	\$ 17,534	\$ 6,006	\$ 6,907	\$ 2,946	\$ 1,675
Operating Leases.....	\$ 23,342	\$ 7,757	13,507	1,800	278

(1) *Securitization trust debt, in the aggregate amount of \$2,097.7 million as of December 31, 2019, is omitted from this table because it becomes due as and when the related receivables balance is reduced by payments and*

charge-offs. Expected payments, which will depend on the performance of such receivables, as to which there can be no assurance, are \$806.7 million in 2020, \$583.8 million in 2021, \$358.1 million in 2022, \$261.8 million in 2023, \$57.5 million in 2024, and \$29.9 million in 2025.

(2) *Long-term debt represents subordinated renewable notes.*

We anticipate repaying debt due in 2019 with a combination of cash flows from operations and the potential issuance of new debt.

Warehouse Credit Facilities

The terms on which credit has been available to us for purchase of automobile contracts have varied in recent years, as shown in the following summary of our warehouse credit facilities:

Facility Established in May 2012. On May 11, 2012, we entered into a \$100 million one-year warehouse credit line with Citibank, N.A. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Eight Funding, LLC. The facility provides for effective advances up to 87.0% of eligible finance receivables. The loans under the facility accrue interest at one-month LIBOR plus 3.00% per annum, with a minimum rate of 3.75% per annum. In September 2018, this facility was amended to extend the revolving period to September 2020 and to include an amortization period through September 2021 for any receivables pledged to the facility at the end of the revolving period. At December 31, 2019 there was \$96.2 million outstanding under this facility.

Facility Established in April 2015. On April 17, 2015, we entered into an additional \$100 million one-year warehouse credit line with Fortress Investment Group. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Six Funding, LLC. The facility provides for effective advances up to 88.0% of eligible finance receivables. The loans under the facility accrue interest at one-month LIBOR plus 5.50% per annum, with a minimum rate of 6.50% per annum. In February 2019, this facility was amended to extend the revolving period to February 2021 followed by an amortization period through February 2023. At December 31, 2019 there was \$40.6 million outstanding under this facility.

Facility Established in November 2015. On November 24, 2015, we entered into an additional \$100 million one-year warehouse credit line with affiliates of Credit Suisse Group and Ares Management LP. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Nine Funding, LLC. The facility provides for effective advances up to 88.0% of eligible finance receivables. The loans under the facility accrue interest at a commercial paper rate plus 4.00% per annum, with a minimum rate of 5.00% per annum. In December 2019, this facility was amended to extend the revolving period to December 2021 followed by an amortization period through December 2023 for any receivables pledged to the facility at the end of the revolving period. At December 31, 2019 there was no amount outstanding under this facility.

Capital Resources

Securitization trust debt is repaid from collections on the related receivables, and becomes due in accordance with its terms as the principal amount of the related receivables is reduced. Although the securitization trust debt also has alternative final maturity dates, those dates are significantly later than the dates at which repayment of the related receivables is anticipated, and at no time in our history have any of our sponsored asset-backed securities reached those alternative final maturities.

The acquisition of automobile contracts for subsequent transfer in securitization transactions, and the need to fund spread accounts and initial overcollateralization, if any, when those transactions take place, results in a continuing need for capital. The amount of capital required is most heavily dependent on the rate of our automobile contract purchases, the required level of initial credit enhancement in securitizations, and the extent to which the trusts and related spread accounts either release cash to us or capture cash from collections on securitized automobile contracts. We plan to adjust our levels of automobile contract purchases and the related capital requirements to match anticipated releases of cash from the trusts and related spread accounts.

Capitalization

Over the period from January 1, 2017 through December 31, 2019 we have managed our capitalization by issuing and refinancing debt as summarized in the following table:

	Year Ended December 31,		
	2019	2018	2017
	(Dollars in thousands)		
RESIDUAL INTEREST FINANCING:			
Beginning balance.....	\$ 39,106	\$ -	\$ -
Issuances.....	-	40,000	-
Payments.....	-	-	-
Capitalization of deferred financing costs.....	-	(1,081)	-
Amortization of deferred financing costs.....	372	187	-
Ending balance.....	<u>\$ 39,478</u>	<u>\$ 39,106</u>	<u>\$ -</u>
SECURITIZATION TRUST DEBT:			
Beginning balance.....	\$ 2,063,627	\$ 2,083,215	\$ 2,080,900
Issuances.....	1,000,501	855,828	852,615
Payments.....	(966,144)	(876,094)	(851,193)
Amortization of discount.....	-	-	-
Reclassification of deferred financing costs.....	-	-	-
Capitalization of deferred financing costs.....	(6,808)	(6,198)	(6,104)
Amortization of deferred financing costs.....	6,552	6,876	6,997
Ending balance.....	<u>\$ 2,097,728</u>	<u>\$ 2,063,627</u>	<u>\$ 2,083,215</u>
SUBORDINATED RENEWABLE NOTES:			
Beginning balance.....	\$ 17,290	\$ 16,566	\$ 14,949
Issuances.....	5,764	3,175	4,083
Payments.....	(5,520)	(2,451)	(2,466)
Ending balance.....	<u>\$ 17,534</u>	<u>\$ 17,290</u>	<u>\$ 16,566</u>

Residual Interest Financing.

On May 16, 2018, we completed a \$40.0 million securitization of residual interests from previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased \$40.0 million of asset-backed notes secured by residual interests in thirteen CPS securitizations consecutively conducted from September 2013 through December 2016, and an 80% interest in a CPS affiliate that owns the residual interests in the four CPS securitizations conducted in 2017. The sold notes (“2018-1 Notes”), issued by CPS Auto Securitization Trust 2018-1, consist of a single class with a coupon of 8.595%. As of December 31, 2019, \$40.0 million of residual interest financing debt remains outstanding. This amount does not exclude \$522,000 in unamortized debt issuance costs. These debt issuance costs are presented as a direct deduction to the carrying amount of the debt on our consolidated balance sheets.

The agreed valuation of the collateral for the 2018-1 Notes is the sum of the amounts on deposit in the underlying spread accounts for each related securitization and the over-collateralization of each related securitization, which is the difference between the outstanding principal balances of the related receivables less the principal balance of the outstanding notes issued in the related securitization. With respect to the securitizations conducted by CPS in 2017, only 80% of such amounts are included in the collateral. On each monthly payment date, the 2018-1 Notes are entitled to interest at the coupon rate and, if necessary, a principal payment necessary to maintain a specified minimum collateral ratio.

Securitization Trust Debt. Since 2011, we treated all 34 of our securitizations of automobile contracts as secured financings for financial accounting purposes, and the asset-backed securities issued in such securitizations remain on our consolidated balance sheet as securitization trust debt. We had \$2,097.7 million of securitization trust debt outstanding at December 31, 2019.

Subordinated Renewable Notes Debt. In June 2005, we began issuing registered subordinated renewable notes in an ongoing offering to the public. Upon maturity, the notes are automatically renewed for the same term as the maturing notes, unless we repay the notes or the investor notifies us within 15 days after the maturity date of his note that he wants it repaid. Renewed notes bear interest at the rate we are offering at that time to other investors with similar note maturities. Based on the terms of the individual notes, interest payments may be required monthly, quarterly, annually or upon maturity. At December 31, 2019 there were \$17.5 million of such notes outstanding.

We must comply with certain affirmative and negative covenants related to debt facilities, which require, among other things, that we maintain certain financial ratios related to liquidity, net worth, capitalization, investments, acquisitions, restricted payments and certain dividend restrictions. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare default if a default occurred under a different facility. As of December 31, 2019, we were in compliance with all such covenants.

Forward-looking Statements

This report on Form 10-K includes certain "forward-looking statements". Forward-looking statements may be identified by the use of words such as "anticipates," "expects," "plans," "estimates," or words of like meaning. As to the specifically identified forward-looking statements, factors that could affect charge-offs and recovery rates include changes in the general economic climate, which could affect the willingness or ability of obligors to pay pursuant to the terms of contracts, changes in laws respecting consumer finance, which could affect our ability to enforce rights under contracts, and changes in the market for used vehicles, which could affect the levels of recoveries upon sale of repossessed vehicles. Factors that could affect our revenues in the current year include the levels of cash releases from existing pools of contracts, which would affect our ability to purchase contracts, the terms on which we are able to finance such purchases, the willingness of dealers to sell contracts to us on the terms that it offers, and the terms on which we are able to complete term securitizations once contracts are acquired. Factors that could affect our expenses in the current year include competitive conditions in the market for qualified personnel, investor demand for asset-backed securities and interest rates (which affect the rates that we pay on asset-backed securities issued in our securitizations). The statements concerning structuring securitization transactions as secured financings and the effects of such structures on financial items and on future profitability also are forward-looking statements. Any change to the structure of our securitization transaction could cause such forward-looking statements to be inaccurate. Both the amount of the effect of the change in structure on our profitability and the duration of the period in which our profitability would be affected by the change in securitization structure are estimates. The accuracy of such estimates will be affected by the rate at which we purchase and sell contracts, any changes in that rate, the credit performance of such contracts, the financial terms of future securitizations, any changes in such terms over time, and other factors that generally affect our profitability.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We are subject to interest rate risk during the period between when contracts are purchased from dealers and when such contracts become part of a term securitization. Specifically, the interest rate due on our warehouse credit facilities are adjustable while the interest rates on the contracts are fixed. Therefore, if interest rates increase, the interest we must pay to our lenders under warehouse credit facilities is likely to increase while the interest we receive from warehoused automobile contracts remains the same. As a result, excess spread cash flow would likely decrease during the warehousing period. Additionally, automobile contracts warehoused and then securitized during a rising interest rate environment may result in less excess spread cash flow to us. Historically, our securitization facilities have paid fixed rate interest to security holders set at prevailing interest rates at the time of the closing of the securitization, which may not take place until several months after we purchased those contracts. Our customers, on the other hand, pay fixed rates of interest on the automobile contracts, set at the time they purchase the underlying vehicles. A decrease in excess spread cash flow could adversely affect our earnings and cash flow.

To mitigate, but not eliminate, the short-term risk relating to interest rates payable under the warehouse facilities, we have historically held automobile contracts in the warehouse credit facilities for less than four months. To mitigate, but not eliminate, the long-term risk relating to interest rates payable by us in securitizations, we have structured our term securitization transactions to include pre-funding structures, whereby the amount of notes issued exceeds the amount of contracts initially sold to the trusts. We expect to continue to use pre-funding structures in our securitizations. In pre-funding, the proceeds from the pre-funded portion are held in an escrow account until we sell the additional contracts to the trust. In pre-funded securitizations, we lock in the borrowing costs with respect to the contracts we subsequently deliver to the securitization trust. However, we incur an expense in pre-funded securitizations equal to the difference between the money market yields earned on the proceeds held in escrow prior to subsequent delivery of contracts and the interest rate paid on the notes outstanding. The amount of such expense may vary. Despite these mitigation strategies, an increase in prevailing interest rates would cause us to receive less excess spread cash flows on automobile contracts, and thus could adversely affect our earnings and cash flows.

Item 8. Financial Statements and Supplementary Data

This report includes Consolidated Financial Statements, notes thereto and an Independent Auditors' Report, at the pages indicated below, in the "Index to Financial Statements."

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures. Under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, management of the Company has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act") as of December 31, 2018 (the "Evaluation Date"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective (i) to ensure that information required to be disclosed by us in reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission; and (ii) to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to our management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. The certifications of our Chief Executive Officer and Chief Financial Officer required under Section 302 of the Sarbanes-Oxley Act have been filed as Exhibits 31.1 and 31.2 to this report.

Internal Control. Management's Report on Internal Control over Financial Reporting is included in this Annual Report, immediately below. During the fiscal quarter ended December 31, 2019, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting. We are responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation.

Management, with the participation of the Chief Executive and Chief Financial Officers, assessed the effectiveness of our internal control over financial reporting as of December 31, 2019. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 2013 Internal Control — Integrated Framework. Based on this assessment, management, with the participation of the Chief Executive and Chief Financial Officers, believes that, as of December 31, 2019, our internal control over financial reporting is effective based on those criteria.

Our internal control over financial reporting as of December 31, 2019, has been audited by Crowe LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Item 9B. Other Information

Not Applicable.

PART III

Item 10. Directors and Executive Officers and Corporate Governance

Information regarding directors of the registrant is incorporated by reference to the registrant's definitive proxy statement for its annual meeting of shareholders to be held in 2020 (the "2020 Proxy Statement"). The 2020 Proxy Statement will be filed not later than April 19, 2020. Information regarding executive officers of the registrant appears in Part I of this report, and is incorporated herein by reference.

Item 11. Executive Compensation

Incorporated by reference to the 2020 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Incorporated by reference to the 2020 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Incorporated by reference to the 2020 Proxy Statement.

Item 14. Principal Accountant Fees and Services

Incorporated by reference to the 2020 Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The financial statements listed below under the caption "Index to Financial Statements" are filed as a part of this report. No financial statement schedules are filed as the required information is inapplicable or the information is presented in the Consolidated Financial Statements or the related notes. Separate financial statements of the Company have been omitted as the Company is primarily an operating company and its subsidiaries are wholly owned and do not have minority equity interests held by any person other than the Company in amounts that together exceed 5% of the total consolidated assets as shown by the most recent year-end Consolidated Balance Sheet.

The exhibits listed below are filed as part of this report, whether filed herewith or incorporated by reference to an exhibit filed with the report identified in the parentheses following the description of such exhibit. Unless otherwise indicated, each such identified report was filed by or with respect to the registrant.

Exhibit

<i>Number</i>	<i>Description ("**" indicates compensatory plan or agreement.)</i>
3.1	Restated Articles of Incorporation (Exhibit 3.1 to Form 10-K filed March 31, 2009)
3.1.1	Certificate of Designation re Series B Preferred (Exhibit 3.1.1 to Form 8-K filed by the registrant on December 30, 2010)
3.2	Amended and Restated Bylaws (Exhibit 3.2 to Form 8-K filed October 21, 2019)
4.	Instruments defining the rights of holders of long-term debt of certain consolidated subsidiaries of the registrant are omitted pursuant to the exclusion set forth in subdivisions (b)(iv)(iii)(A) and (b)(v) of Item 601 of Regulation S-K (17 CFR 229.601). The registrant agrees to provide copies of such instruments to the United States Securities and Exchange Commission upon request.
4.1	Form of Indenture re Renewable Unsecured Subordinated Notes ("RUS Notes"). (Exhibit 4.1 to Form S-2, no. 333-121913)
4.2.1	Form of RUS Notes (Exhibit 4.2 to Form S-2, no. 333-121913)
4.3	Form of Indenture re additional Renewable Unsecured Subordinated Notes ("ARUS Notes") (Exhibit 4.1 to Form S-1, no. 333-168976)
4.3.1	Form of ARUS Notes (Exhibit 4.2 to Form S-1, no. 333-168976)
4.4	Supplement dated December 7, 2010 to Indenture re ARUS Notes (Exhibit 4.3 to Form S-1, no. 333-168976)

- 4.4 Supplement dated January 22, 2014 to Indenture re ARUS Notes (Exhibit 4.4 to Form S-1, no. 333-190766)
- 4.61 Indenture re Notes issued by CPS Auto Receivables Trust 2015-B (exhibit 4.61 to Form 8-K/A filed by the registrant on June 26, 2015)
- 4.62 Sale and Servicing Agreement dated as of June 1, 2015, related to notes issued by CPS Auto Receivables Trust 2015-B (exhibit 4.62 to Form 8-K/A filed by the registrant on June 26, 2015)
- 4.63 Indenture re Notes issued by CPS Auto Receivables Trust 2015-C (exhibit 4.63 to Form 8-K filed by the registrant on September 22, 2015)
- 4.64 Sale and Servicing Agreement dated as of September 1, 2015, related to notes issued by CPS Auto Receivables Trust 2015-C (exhibit 4.64 to Form 8-K filed by the registrant on September 22, 2015)
- 4.65 Indenture re Notes issued by CPS Auto Receivables Trust 2016-A (exhibit 4.65 to Form 10-Q filed by the registrant on May 4, 2016)
- 4.66 Sale and Servicing Agreement dated as of September 1, 2015, related to notes issued by CPS Auto Receivables Trust 2016-A (exhibit 4.66 to Form 10-Q filed by the registrant on May 4, 2016)
- 4.67 Indenture re Notes issued by CPS Auto Receivables Trust 2016-B (exhibit 4.67 to Form 10-Q filed by the registrant on May 4, 2016)
- 4.68 Sale and Servicing Agreement dated as of September 1, 2015, related to notes issued by CPS Auto Receivables Trust 2016-B (exhibit 4.68 to Form 10-Q filed by the registrant on May 4, 2016)
- 4.69 Indenture re Notes issued by CPS Auto Receivables Trust 2016-C (exhibit 4.69 to Form 8-K filed by the registrant on July 27, 2016)
- 4.70 Sale and Servicing Agreement dated as of September 1, 2016, related to notes issued by CPS Auto Receivables Trust 2016-C (exhibit 4.70 to Form 8-K filed by the registrant on July 27, 2016)
- 10.2 1997 Long-Term Incentive Stock Plan ("1997 Plan") (Exhibit 10.20 to Form S-2, no. 333-121913) **
- 10.2.1 Form of Option Agreement under 1997 Plan (Exhibit 10.2.1 to Form 10-K filed March 13, 2006) **
- 10.14 2006 Long-Term Equity Incentive Plan as amended May 18, 2015 (Incorporated by reference to pages A-1 through A-10 of the definitive proxy statement filed by the registrant on April 27, 2015)**
- 10.14.1 Form of Option Agreement under the 2006 Long-Term Equity Incentive Plan (Exhibit 10.14.1 to registrant's Form 10-K filed March 9, 2007)**
- 10.14.2 Form of Option Agreement under the 2006 Long-Term Equity Incentive Plan (Exhibit 99.(D)(2) to registrant's Schedule TO filed November 12, 2009)**
- 10.14.2 Form of Option Agreement under the 2006 Long-Term Equity Incentive Plan (Exhibit 99.(D)(3) to registrant's Schedule TO filed November 12, 2009)**
- 10.23 Warrant dated July 10, 2008, issued to Citigroup Global Markets Inc. (Exhibit 10.23 to registrant's Form 10-Q filed August 11, 2008)
- 10.61 Revolving Credit Agreement dated April 17, 2015 among the registrant, its subsidiary Page Six Funding, LLC, and Fortress Credit Co LLC ("Fortress") (Exhibit 10.61 to registrant's Form 8-K filed April 23, 2015)
- 10.62 Receivables Purchase Agreement dated April 17, 2015 between the registrant and its subsidiary Page Six Funding, LLC (Exhibit 10.62 to registrant's Form 8-K filed April 23, 2015)
- 14 Registrant's Code of Ethics for Senior Financial Officers (Exhibit 14 to Form 10-K filed March 13, 2006)
- 21 List of subsidiaries of the registrant (filed herewith)
- 23.1 Consent of Crowe LLP (filed herewith)
- 31.1 Rule 13a-14(a) certification by Chief Executive Officer (filed herewith)
- 31.2 Rule 13a-14(a) certification by Chief Financial Officer (filed herewith)
- 32 Section 1350 certification (filed herewith)

SIGNATURES

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

CONSUMER PORTFOLIO SERVICES, INC. (registrant)

March 16, 2020 By: /s/ CHARLES E. BRADLEY, JR.
Charles E. Bradley, Jr., *President*

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

March 16, 2020 /s/ CHARLES E. BRADLEY, JR.
Charles E. Bradley, Jr., *Director,*
President and Chief Executive Officer
(Principal Executive Officer)

March 16, 2020 /s/ CHRIS A. ADAMS
Chris A. Adams, *Director*

March 16, 2020 /s/ LOUIS M. GRASSO
Lou Grasso, *Director*

March 16, 2020 /s/ BRIAN J. RAYHILL
Brian J. Rayhill, *Director*

March 16, 2020 /s/ WILLIAM B. ROBERTS
William B. Roberts, *Director*

March 16, 2020 /s/ GREGORY S. WASHER
Gregory S. Washer, *Director*

March 16, 2020 /s/ DANIEL S. WOOD
Daniel S. Wood, *Director*

March 16, 2020 /s/ JEFFREY P. FRITZ
Jeffrey P. Fritz, *Executive Vice President and Chief*
Financial Officer
(Principal Accounting Officer)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
Consumer Portfolio Services, Inc. and Subsidiaries
Las Vegas, Nevada

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Consumer Portfolio Services, Inc. and Subsidiaries (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally

accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ CROWE LLP
Los Angeles, California
March 16, 2020

We have served as the Company's auditor since 2008.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	December 31, 2019	December 31, 2018
ASSETS		
Cash and cash equivalents	\$ 5,295	\$ 12,787
Restricted cash and equivalents	135,537	117,323
Finance receivables	897,530	1,522,085
Less: Allowance for finance credit losses	(11,640)	(67,376)
Finance receivables, net	885,890	1,454,709
Finance receivables measured at fair value	1,444,038	821,066
Furniture and equipment, net	1,512	1,837
Deferred tax assets, net	15,480	19,188
Accrued interest receivable	11,645	31,969
Other assets	39,852	26,801
	\$ 2,539,249	\$ 2,485,680
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 47,077	\$ 31,692
Warehouse lines of credit	134,791	136,847
Residual interest financing	39,478	39,106
Securitization trust debt	2,097,728	2,063,627
Subordinated renewable notes	17,534	17,290
	2,336,608	2,288,562
COMMITMENTS AND CONTINGENCIES		
Shareholders' Equity		
Preferred stock, \$1 par value; authorized 4,998,130 shares; none issued	-	-
Series A preferred stock, \$1 par value; authorized 5,000,000 shares; none issued	-	-
Series B preferred stock, \$1 par value; authorized 1,870 shares; none issued	-	-
Common stock, no par value; authorized 75,000,000 shares; 22,530,918 and 22,421,688 shares issued and outstanding at December 31, 2019 and December 31, 2018, respectively	71,257	70,273
Retained earnings	139,805	134,399
Accumulated other comprehensive loss	(8,421)	(7,554)
	202,641	197,118
	\$ 2,539,249	\$ 2,485,680

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

	Year Ended December 31,		
	2019	2018	2017
Revenues:			
Interest income	\$ 337,096	\$ 380,297	\$ 424,174
Other income	8,704	9,478	10,209
	345,800	389,775	434,383
Expenses:			
Employee costs	80,877	79,318	72,967
General and administrative	33,004	31,037	26,578
Interest	110,528	101,466	92,345
Provision for credit losses	85,773	133,080	186,713
Sales	17,893	17,572	15,613
Occupancy	7,487	7,607	7,162
Depreciation and amortization	1,076	992	934
	336,638	371,072	402,312
Income before income tax expense	9,162	18,703	32,071
Income tax expense	3,756	3,841	28,306
Net income	\$ 5,406	\$ 14,862	\$ 3,765
Earnings per share:			
Basic	\$ 0.24	\$ 0.68	\$ 0.17
Diluted	0.22	0.59	0.14
Number of shares used in computing earnings per share:			
Basic	22,416	21,989	22,687
Diluted	24,064	24,988	27,214

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Year Ended December 31,		
	2019	2018	2017
Net income	\$ 5,406	\$ 14,862	\$ 3,765
Other comprehensive income (loss); change in funded status of pension plan, net of \$508, \$173 and \$232 in tax for 2019, 2018 and 2017, respectively	(867)	(372)	(500)
Comprehensive income	\$ 4,539	\$ 14,490	\$ 3,265

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands)

	Common Stock		Retained Earnings	Accumulated	Total
	Shares	Amount		Other Comprehensive Loss	
Balance at January 1, 2017	23,587	\$ 77,128	\$ 115,772	\$ (6,682)	\$ 186,218
Common stock issued upon exercise of options and warrants	647	1,085	-	-	1,085
Repurchase of common stock	(2,745)	(12,346)	-	-	(12,346)
Pension benefit obligation	-	-	-	(500)	(500)
Stock-based compensation	-	5,715	-	-	5,715
Net income	-	-	3,765	-	3,765
Balance at December 31, 2017	<u>21,489</u>	<u>\$ 71,582</u>	<u>\$ 119,537</u>	<u>\$ (7,182)</u>	<u>\$ 183,937</u>
Common stock issued upon exercise of options and warrants	2,315	483	-	-	483
Repurchase of common stock	(1,382)	(5,307)	-	-	(5,307)
Pension benefit obligation	-	-	-	(372)	(372)
Stock-based compensation	-	3,515	-	-	3,515
Net income	-	-	14,862	-	14,862
Balance at December 31, 2018	<u>22,422</u>	<u>\$ 70,273</u>	<u>\$ 134,399</u>	<u>\$ (7,554)</u>	<u>\$ 197,118</u>
Common stock issued upon exercise of options and warrants	488	352	-	-	352
Repurchase of common stock	(379)	(1,440)	-	-	(1,440)
Pension benefit obligation	-	-	-	(867)	(867)
Stock-based compensation	-	2,072	-	-	2,072
Net income	-	-	5,406	-	5,406
Balance at December 31, 2019	<u>22,531</u>	<u>\$ 71,257</u>	<u>\$ 139,805</u>	<u>\$ (8,421)</u>	<u>\$ 202,641</u>

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Year Ended December 31,		
	2019	2018	2017
<i>Cash flows from operating activities:</i>			
Net income	\$ 5,406	\$ 14,862	\$ 3,765
Adjustments to reconcile net income to net cash provided by operating activities:			
Accretion of deferred acquisition fees and origination costs	1,757	2,655	1,305
Net interest income accretion on fair value receivables	90,383	26,162	-
Depreciation and amortization	1,076	992	934
Amortization of deferred financing costs	8,281	8,453	8,738
Mark to fair value of finance receivables measured at fair value	(2,109)	-	-
Provision for credit losses	85,773	133,080	186,713
Stock-based compensation expense	2,072	3,515	5,715
Changes in assets and liabilities:			
Accrued interest receivable	20,324	14,784	(10,520)
Other assets	7,464	(4,161)	5,361
Deferred tax assets, net	3,708	13,258	10,399
Accounts payable and accrued expenses	(7,351)	2,605	3,238
Net cash provided by operating activities	<u>216,784</u>	<u>216,205</u>	<u>215,648</u>
<i>Cash flows from investing activities:</i>			
Originations of finance receivables held for investment	-	-	(859,069)
Payments received on finance receivables held for investment	481,289	605,353	647,619
Purchases of finance receivables measured at fair value	(1,004,194)	(914,949)	-
Payments on receivables portfolio at fair value	292,948	67,721	4
Change in repossessions held in inventory	1,354	757	1,490
Purchase of furniture and equipment	(751)	(1,077)	(669)
Net cash used in investing activities	<u>(229,354)</u>	<u>(242,195)</u>	<u>(210,625)</u>
<i>Cash flows from financing activities:</i>			
Proceeds from issuance of securitization trust debt	1,000,501	855,828	852,615
Proceeds from issuance of subordinated renewable notes	5,764	3,175	4,083
Payments on subordinated renewable notes	(5,520)	(2,451)	(2,466)
Net proceeds from (repayments of) warehouse lines of credit	(1,300)	23,809	9,309
Net advances of residual interest financing debt	-	40,000	-
Repayment of securitization trust debt	(966,144)	(876,094)	(851,193)
Payment of financing costs	(8,921)	(8,039)	(8,104)
Repurchase of common stock	(1,440)	(5,307)	(12,346)
Exercise of options and warrants	352	483	1,085
Net cash provided by (used in) financing activities	<u>23,292</u>	<u>31,404</u>	<u>(7,017)</u>
Increase (decrease) in cash and cash equivalents	10,722	5,414	(1,994)
Cash and cash equivalents at beginning of year	130,110	124,696	126,690
Cash and cash equivalents at end of year	<u>\$ 140,832</u>	<u>\$ 130,110</u>	<u>\$ 124,696</u>
<i>Supplemental disclosure of cash flow information:</i>			
Cash paid (received) during the period for:			
Interest	\$ 101,812	\$ 92,405	\$ 83,110
Income taxes	(5,156)	417	9,319
Non-cash financing activities:			
Right-of-use asset, net	(21,869)	-	-
Lease liability	23,327	-	-
Deferred office rent	(1,458)	-	-

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

Description of Business

Consumer Portfolio Services, Inc. ("CPS") was incorporated in California on March 8, 1991. CPS and its subsidiaries (collectively, the "Company") specialize in purchasing and servicing retail automobile installment sale contracts ("Contracts") originated by licensed motor vehicle dealers ("Dealers") located throughout the United States. Dealers located in California, Ohio, Indiana, North Carolina, Florida and represented 12.6%, 10.8%, 6.3%, 5.4% and 4.9%, respectively, of contracts purchased during 2019 compared with 8.7%, 8.8%, 5.2%, 6.2% and 6.0% respectively in 2018. No other state had a concentration in excess of 4.9% in 2019. We specialize in contracts with vehicle purchasers who generally would not be expected to qualify for traditional financing provided by commercial banks or automobile manufacturers' captive finance companies.

We are subject to various regulations and laws as they relate to the extension of credit in consumer credit transactions. Failure to comply with such laws and regulations could have a material adverse effect on the Company.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of Consumer Portfolio Services, Inc. and its wholly-owned subsidiaries, certain of which are special purpose subsidiaries ("SPS"), formed to accommodate the structures under which we purchase and securitize our contracts. The Consolidated Financial Statements also include the accounts of CPS Leasing, Inc., an 80% owned subsidiary. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

For purposes of the statements of cash flows, we consider all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. Cash equivalents consist of cash on hand and due from banks and money market accounts. Substantially all of our cash is deposited at three financial institutions. We maintain cash due from banks in excess of the banks' insured deposit limits. We do not believe we are exposed to any significant credit risk on these deposits. As part of certain financial covenants related to debt facilities, we are required to maintain a minimum unrestricted cash balance. As of December 31, 2019, our unrestricted cash balance was \$5.3 million, which exceeded the minimum amounts required by our financial covenants.

Finance Receivables

Finance receivables, which we have the intent and ability to hold for the foreseeable future or until maturity or payoff, are presented at cost. All finance receivable contracts are held for investment. Interest income is accrued on the unpaid principal balance. Origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the interest method without anticipating prepayments. Generally, payments received on finance receivables are restricted to certain securitized pools, and the related contracts cannot be resold. Finance receivables are charged off pursuant to the controlling documents of certain securitized pools, generally as described below under Charge Off Policy. Management may authorize an extension of payment terms if collection appears likely during the next calendar month.

Our portfolio of finance receivables consists of small-balance homogeneous contracts that are collectively evaluated for impairment on a portfolio basis. We report delinquency on a contractual basis. Once a Contract becomes greater than 90 days delinquent, we do not recognize additional interest income until the obligor under the Contract makes sufficient payments to be less than 90 days delinquent. Any payments received on a Contract that is greater than 90 days delinquent are first applied to accrued interest and then to principal reduction.

Finance Receivables Measured at Fair Value

Effective January 1, 2018, we adopted the fair value method of accounting for finance receivables acquired on or after that date. For each finance receivable acquired after 2017, we consider the price paid on the purchase date as the fair value for such receivable. We estimate the cash to be received in the future with respect to such receivables, based on our experience with similar receivables acquired in the past. We then compute the internal rate of return that results in the present value of those estimated cash receipts being equal to the purchase date fair value. Thereafter, we recognize interest income on such receivables on a level yield basis using that internal rate of return

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as the applicable interest rate. Cash received with respect to such receivables is applied first against such interest income, and then to reduce the carrying value of the receivables.

We re-evaluate the fair value of such receivables at the close of each measurement period. If the reevaluation were to yield a value materially different from the carrying value, an adjustment would be required. In the three-month period ended December 31, 2019, the net present value of the forecasted cash flows for the receivables acquired in the first and second quarter of 2018 exceeded the carrying value of that pool by \$2.1 million, which we have recorded as a mark to market value of that pool of receivables.

Anticipated credit losses are included in our estimation of cash to be received with respect to receivables. Because such credit losses are included in our computation of the appropriate level yield, we do not thereafter make periodic provision for credit losses, as our best estimate of the lifetime aggregate of credit losses is included in that initial computation. Also because we include anticipated credit losses in our computation of the level yield, the computed level yield is materially lower than the average contractual rate applicable to the receivables. Because our initial carrying value is fixed as the price we pay for the receivable, rather than as the contractual principal balance, we do not record acquisition fees as an amortizing asset related to the receivables, nor do we capitalize costs of acquiring the receivables. Rather we recognize the costs of acquisition as expenses in the period incurred.

Allowance for Finance Credit Losses

In order to estimate an appropriate allowance for losses likely incurred on finance receivables, we use a loss allowance methodology commonly referred to as "static pooling," which stratifies the finance receivable portfolio into separately identified pools based on their period of origination, then uses historical performance of seasoned pools to estimate future losses on current pools. Historical loss experience is adjusted as necessary for current economic conditions. We consider our portfolio of finance receivables to be relatively homogenous and consequently we analyze credit performance primarily in the aggregate rather than stratification by any particular credit quality indicator. Using analytical and formula driven techniques, we estimate an allowance for finance credit losses, which we believe is adequate for probable incurred credit losses that can be reasonably estimated in our portfolio of finance receivable contracts. For each monthly pool of contracts that we purchase, we begin establishing the allowance in the month of acquisition and increase it over the subsequent 11 months, through a provision for credit losses charged to our Consolidated Statement of Income. Net losses incurred on finance receivables are charged to the allowance. We evaluate the adequacy of the allowance by examining current delinquencies, the characteristics of the portfolio, the value of the underlying collateral and historical loss trends. As conditions change, our level of provisioning and/or allowance may change.

Charge Off Policy

Delinquent contracts for which the related financed vehicle has been repossessed are generally charged off at the earliest of (1) the month in which the proceeds from the sale of the financed vehicle are received, (2) the month in which 90 days have passed from the date of repossession or (3) the month in which the Contract becomes seven scheduled payments past due (see *Repossessed and Other Assets* below). The amount charged off is the remaining principal balance of the Contract, after the application of the net proceeds from the liquidation of the financed vehicle. With respect to delinquent contracts for which the related financed vehicle has not been repossessed, the remaining principal balance is generally charged off no later than the end of the month that the Contract becomes five scheduled payments past due.

Contract Acquisition Fees and Origination Costs

Upon purchase of a Contract from a Dealer, we generally either charge or advance the Dealer an acquisition fee. Dealer acquisition fees and deferred origination costs are applied to the carrying value of finance receivables and are accreted into earnings as an adjustment to the yield over the estimated life of the Contract using the interest method. However, for receivables measured at fair value, we do not record acquisition fees as an amortizing asset related to the receivables, nor do we capitalize costs of acquiring the receivables. Rather we recognize the costs of acquisition as expenses in the period incurred.

Repossessed and Other Assets

If a Contract obligor fails to make or keep promises for payments, or if the obligor is uncooperative or attempts to evade contact or hide the vehicle, a supervisor will review the collection activity relating to the account to determine if repossession of the vehicle is warranted. Generally, such a decision is made between the 60th and 90th day past the obligor's payment due date, but could occur sooner or later, depending on the specific circumstances. At the time

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

the vehicle is repossessed we stop accruing interest on the Contract, and reclassify the remaining Contract balance to the line item "Other Assets" on our Consolidated Balance Sheet at its estimated fair value less costs to sell. Included in other assets in the accompanying Consolidated Balance Sheets are repossessed vehicles pending sale of \$7.5 million and \$8.9 million at December 31, 2019 and 2018, respectively.

Treatment of Securitizations

Our term securitization structure has generally been as follows:

We sell contracts we acquire to a wholly-owned SPS, which has been established for the limited purpose of buying and reselling our contracts. The SPS then transfers the same contracts to another entity, typically a statutory trust ("Trust"). The Trust issues interest-bearing asset-backed securities ("Notes"), in a principal amount equal to or less than the aggregate principal balance of the contracts. We typically sell these contracts to the Trust at face value and without recourse, except representations and warranties that we make to the Trust that are similar to those provided to us by the Dealer. One or more investors (the "Noteholders") purchase the Notes issued by the Trust; the proceeds from the sale of the Notes are then used to purchase the contracts from us. We may retain or sell subordinated Notes issued by the Trust. In addition, we have provided "Credit Enhancement" for the benefit of the Noteholders in three forms: (1) an initial cash deposit to a bank account (a "Spread Account") held by the Trust, (2) overcollateralization of the Notes, where the principal balance of the Notes issued is less than the principal balance of the contracts, and (3) in the form of subordinated Notes. The agreements governing the securitization transactions (collectively referred to as the "Securitization Agreements") require that the initial level of Credit Enhancement be supplemented by a portion of collections from the contracts until the level of Credit Enhancement reaches specified levels, which are then maintained. The specified levels are generally computed as a percentage of the principal amount remaining unpaid under the related contracts. The specified levels at which the Credit Enhancement is to be maintained will vary depending on the performance of the portfolios of contracts held by the Trusts and on other conditions. Such levels have increased and decreased from time to time based on performance of the various portfolios, and have also varied from one Trust to another.

Our warehouse securitization structures are similar to the above, except that (i) the SPS that purchases the contracts pledges the contracts to secure promissory notes or loans that it issues, and (ii) no increase in the required amount of Credit Enhancement is contemplated. Upon each sale of contracts in a securitization structured as a secured financing, we retain as assets on our Consolidated Balance Sheet the securitized contracts and record as indebtedness the Notes issued in the transaction.

We have the power to direct the most significant activities of the SPS. In addition, we have the obligation to absorb losses and the rights to receive benefits from the SPS, both of which could be potentially significant to the SPS. These types of securitization structures are treated as secured financings, in which the receivables remain on our Consolidated Balance Sheet, and the debt issued by the SPS is shown as a securitization trust debt on our Consolidated Balance Sheet.

We receive periodic base servicing fees for the servicing and collection of the contracts. In addition, we are entitled to the cash flows from the Trusts that represent collections on the contracts in excess of the amounts required to pay principal and interest on the Notes, the base servicing fees, and certain other fees (such as trustee and custodial fees). Required principal payments on the Notes are generally defined as the payments sufficient to keep the principal balance of the Notes equal to the aggregate principal balance of the related contracts (excluding those contracts that have been charged off), or a pre-determined percentage of such balance. Where that percentage is less than 100%, the related Securitization Agreements require accelerated payment of principal until the principal balance of the Notes is reduced to the specified percentage. Such accelerated principal payment is said to create "overcollateralization" of the Notes.

If the amount of cash required for payment of fees, interest and principal on the senior Notes exceeds the amount collected during the collection period, the shortfall is generally withdrawn from the Spread Account, if any. If the cash collected during the period exceeds the amount necessary for the above allocations plus required principal payments on the subordinated Notes, if any, and there is no shortfall in the related Spread Account or other form of Credit Enhancement, the excess is released to us. If the total Credit Enhancement amount is not at the required level, then the excess cash collected is retained in the Trust until the specified level is achieved. Cash in the Spread Accounts is restricted from our use. Cash held in the various Spread Accounts is invested in high quality, liquid investment securities, as specified in the Securitization Agreements. In all of our term securitizations we have transferred the receivables (through a subsidiary) to the securitization Trust. We report the assets and liabilities of

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the securitization Trust on our Consolidated Balance Sheet. The Noteholders' and the related securitization Trusts' recourse against us for failure of the contract obligors to make payments on a timely basis is limited, in general, to our Finance Receivables, and Spread Accounts.

Servicing

We consider the contractual servicing fee received on our managed portfolio held by non-consolidated subsidiaries to be equal to adequate compensation. Additionally, we consider that these fees would fairly compensate a substitute servicer, should one be required. As a result, no servicing asset or liability has been recognized. Servicing fees received on the managed portfolio held by non-consolidated subsidiaries are reported as income when earned. Servicing fees received on the managed portfolio held by consolidated subsidiaries are included in interest income when earned. Servicing costs are charged to expense as incurred. Servicing fees receivable, which are included in Other Assets in the accompanying Consolidated Balance Sheets, represent fees earned but not yet remitted to us by the trustee.

Furniture and Equipment

Furniture and equipment are stated at cost net of accumulated depreciation. We calculate depreciation using the straight-line method over the estimated useful lives of the assets, which range from three to five years. Assets held under capital leases and leasehold improvements are amortized over the lesser of the estimated useful lives of the assets or the related lease terms. Amortization expense on assets acquired under capital lease is included with depreciation expense on owned assets.

Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed Of

Long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Other Income

The following table presents the primary components of Other Income:

	Year Ended December 31,		
	2019	2018	2017
	(In thousands)		
Direct mail revenues.....	\$ 4,659	\$ 5,829	\$ 6,432
Convenience fee revenue.....	2,440	1,700	1,900
Recoveries on previously charged-off contracts.....	158	248	563
Sales tax refunds.....	1,239	887	866
Other.....	208	814	448
Other income for the period	<u>\$ 8,704</u>	<u>\$ 9,478</u>	<u>\$ 10,209</u>

On January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") Topic 606, "Revenue from Contracts with Customers". The majority of the Company's revenues come from interest income which is outside the scope of ASC 606. The Company's services that fall within the scope of ASC 606 are presented within Other Income and are recognized as revenue as the Company satisfies its obligation to the customer. Services within the scope of ASC 606 include revenue associated with direct mail and other related products and services that we offer to our dealers.

Earnings Per Share

Earnings per share were calculated using the weighted average number of shares outstanding for the related period. The following table illustrates the computation of basic and diluted earnings per share:

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	Year Ended December 31,		
	2019	2018	2017
	(In thousands, except per share data)		
Numerator:			
Numerator for basic and diluted earnings per share.....	\$ 5,406	\$ 14,862	\$ 3,765
Denominator:			
Denominator for basic earnings per share			
- weighted average number of common shares			
outstanding during the year.....	22,416	21,989	22,687
Incremental common shares attributable to exercise			
of outstanding options and warrants.....	1,648	2,999	4,527
Denominator for diluted earnings per share.....	24,064	24,988	27,214
Basic earnings per share.....	\$ 0.24	\$ 0.68	\$ 0.17
Diluted earnings per share.....	\$ 0.22	\$ 0.59	\$ 0.14

Incremental shares of 11.3 million, 10.3 million and 7.5 million related to stock options and warrants have been excluded from the diluted earnings per share calculation for the years ended December 31, 2019, 2018 and 2017, respectively, because the effect is anti-dilutive.

Deferral and Amortization of Debt Issuance Costs

Costs related to the issuance of debt are deferred and amortized using the interest method over the contractual or expected term of the related debt. Unamortized debt issuance costs are presented as a direct deduction to the carrying amount of the related debt on our Consolidated Balance Sheets.

Income Taxes

The Company and its subsidiaries file a consolidated federal income tax return and combined or stand-alone state franchise tax returns for certain states. We utilize the asset and liability method of accounting for income taxes, under which deferred income taxes are recognized for the future tax consequences attributable to the differences between the financial statement values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. We estimate a valuation allowance against that portion of the deferred tax asset whose utilization in future periods is not more than likely.

Purchases of Company Stock

We record purchases of our own common stock at cost and treat the shares as retired.

Stock Option Plan

We recognize compensation costs in the financial statements based on the grant date fair value estimated in accordance with the provisions of ASC 718 "Stock Compensation". Compensation cost is recognized over the required service period, generally defined as the vesting period.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of income and expenses during the reported periods. These material estimates that could be susceptible to changes in the near term and, accordingly, actual results could differ from those estimates.

Reclassification

Certain amounts for the prior year have been reclassified to conform to the current year's presentation with no effect on previously reported earnings or shareholders' equity.

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Financial Covenants

Certain of our securitization transactions, our residual interest financing and our warehouse credit facilities contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility. As of December 31, 2019 we were in compliance with all such financial covenants.

Provision for Contingent Liabilities

We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Our legal counsel has advised us on such matters where, based on information available at the time of this report, there is an indication that it is both probable that a liability has been incurred and the amount of the loss can be reasonably determined.

We have recorded a liability as of December 31, 2019, which represents our best estimate of the immaterial aggregate probable incurred losses for legal contingencies. The amount of losses that may ultimately be incurred, over and above such losses as are probable, cannot be estimated with certainty.

Recently Issued Accounting Standards

In June 2016, the FASB issued Accounting Standards Update ("ASU") 2016-13 - Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The revised accounting guidance changes the criteria under which credit losses are measured. The amendment introduces a new credit reserving model known as the Current Expected Credit Loss (CECL) model, which replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to establish credit loss estimates. ASU 2016-13 was initially scheduled to become effective for interim and annual reporting periods beginning after December 15, 2019, however on October 16, 2019, the FASB changed the effective date for smaller reporting companies to interim and annual reporting periods beginning after December 15, 2022. Early adoption would still be permitted for interim and annual reporting periods beginning after December 15, 2019. The Company is currently evaluating whether to early adopt the provisions of ASU 2016-13, however, it is expected that the new CECL model will alter the assumptions used in calculating the Company's credit losses for receivables acquired prior to 2018, given the change to estimated losses for the estimated life of the financial asset, and will likely result in a material effect on the Company's financial position and results of operations.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"), which modifies lease accounting for lessees to increase transparency and comparability by recording lease assets and liabilities for operating leases and disclosing key information about leasing arrangements. Effective January 1, 2019, the Company adopted guidance Accounting Standards Update ("ASU 2016-02") Topic 842, "Leases" using the modified retrospective transition method. Prior comparable periods are presented accordance with previous guidance under Accounting Standards Codification ("ASC") Topic 840, "Leases." The Company also elected the package of practical expedients, ASU 2018-11. This election allowed the Company to not reassess if expired or existing contracts contain leases, to not reassess lease classifications for any expired or existing leases and to not reassess existing leases initial direct costs.

(2) Restricted Cash

Restricted cash consists of cash and cash equivalent accounts relating to our outstanding securitization trusts and credit facilities. The amount of restricted cash on our Consolidated Balance Sheets was \$135.5 million and \$117.3 million as of December 31, 2019 and 2018, respectively.

Our securitization transactions and one of our warehouse credit facilities require that we establish cash reserves, or spread accounts, as additional credit enhancement. These cash reserves, which are included in restricted cash, were \$54.8 million and \$48.5 million as of December 31, 2019 and 2018, respectively.

(3) Finance Receivables

Our portfolio of finance receivables consists of small-balance homogeneous contracts comprising a single segment and class that is collectively evaluated for impairment on a portfolio basis according to delinquency status. Our contract purchase guidelines are designed to produce a homogenous portfolio. We report delinquency on a

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contractual basis. Once a contract becomes greater than 90 days delinquent, we do not recognize additional interest income until the obligor under the contract makes sufficient payments to be less than 90 days delinquent. Any payments received on a contract that is greater than 90 days delinquent are first applied to accrued interest and then to principal reduction.

In January 2018 the Company adopted the fair value method of accounting for finance receivables acquired after 2017. Finance receivables measured at fair value are recorded separately on the Company's Balance Sheet and are excluded from all tables in this footnote.

The following table presents the components of finance receivables, net of unearned interest:

	December 31,	
	2019	2018
	(In thousands)	
Finance receivables		
Automobile finance receivables, net of unearned interest.....	\$ 895,566	\$ 1,518,395
Unearned acquisition fees, discounts and deferred origination costs, net.....	1,964	3,690
Finance receivables.....	\$ 897,530	\$ 1,522,085

We consider an automobile contract delinquent when an obligor fails to make at least 90% of a contractually due payment by the following due date, which date may have been extended within limits specified in the servicing agreements. The period of delinquency is based on the number of days payments are contractually past due, as extended where applicable. Automobile contracts less than 31 days delinquent are not reported as delinquent. In certain circumstances we will grant obligors one-month payment extensions. The only modification of terms is to advance the obligor's next due date by one month and extend the maturity date of the receivable by one month. In certain limited cases, a two-month extension may be granted. There are no other concessions, such as a reduction in interest rate, forgiveness of principal or of accrued interest. Accordingly, we consider such extensions to be insignificant delays in payments rather than troubled debt restructurings. The following table summarizes the delinquency status of finance receivables as of December 31, 2019 and 2018:

	December 31,	
	2019	2018
	(In thousands)	
Delinquency Status		
Current	\$ 698,870	\$ 1,262,730
31 - 60 days.....	107,951	157,688
61 - 90 days.....	57,395	66,134
91 + days.....	31,350	31,843
	\$ 895,566	\$ 1,518,395

Finance receivables totaling \$31.4 million and \$31.8 million at December 31, 2019 and 2018, respectively, have been placed on non-accrual status as a result of their delinquency status.

We use a loss allowance methodology commonly referred to as "static pooling," which stratifies our finance receivable portfolio into separately identified pools based on the period of origination. Using analytical and formula driven techniques, we estimate an allowance for finance credit losses, which we believe is adequate for probable incurred credit losses that can be reasonably estimated in our portfolio of automobile contracts. The estimate for probable incurred credit losses is reduced by our estimate for future recoveries on previously incurred losses. Provision for credit losses is charged to our consolidated statement of income. Net losses incurred on finance receivables are charged to the allowance.

The following table presents a summary of the activity for the allowance for finance credit losses, for the years ended December 31, 2019, 2018 and 2017:

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	December 31,		
	2019	2018	2017
	(In thousands)		
Balance at beginning of year.....	\$ 67,376	\$ 109,187	\$ 95,578
Provision for credit losses.....	85,773	133,080	186,713
Charge-offs.....	(184,449)	(220,523)	(211,948)
Recoveries.....	42,940	45,632	38,844
Balance at end of year.....	\$ 11,640	\$ 67,376	\$ 109,187

Excluded from finance receivables are contracts that were previously classified as finance receivables but were reclassified as other assets because we have repossessed the vehicle securing the Contract. The following table presents a summary of such repossessed inventory together with the allowance for losses on repossessed inventory:

	December 31,	
	2019	2018
	(In thousands)	
Gross balance of repossessions in inventory.....	\$ 28,933	\$ 33,462
Allowance for losses on repossessed inventory.....	(21,389)	(24,564)
Net repossessed inventory included in other assets.....	\$ 7,544	\$ 8,898

(4) Furniture and Equipment

The following table presents the components of furniture and equipment:

	December 31,	
	2019	2018
	(In thousands)	
Furniture and fixtures.....	\$ 1,648	\$ 1,647
Computer and telephone equipment.....	6,803	6,203
Leasehold improvements.....	1,507	1,507
	9,958	9,357
Less: accumulated depreciation and amortization.....	(8,446)	(7,520)
	\$ 1,512	\$ 1,837

Depreciation expense totaled \$1,076,000, \$992,000 and \$934,000 for the years ended December 31, 2019, 2018 and 2017, respectively.

(5) Securitization Trust Debt

We have completed numerous term securitization transactions that are structured as secured borrowings for financial accounting purposes. The debt issued in these transactions is shown on our Consolidated Balance Sheets as “Securitization trust debt,” and the components of such debt are summarized in the following table:

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Series	Final Scheduled Payment Date (1)	Receivables Pledged at December 31, 2019 (2)	Initial Principal	Outstanding Principal at December 31, 2019	Outstanding Principal at December 31, 2018	Weighted Average Contractual Interest Rate at December 31, 2019
(Dollars in thousands)						
CPS 2014-A	June 2021	-	180,000	-	15,328	-
CPS 2014-B	September 2021	-	202,500	-	24,051	-
CPS 2014-C	December 2021	-	273,000	19,758	40,896	5.24%
CPS 2014-D	March 2022	24,090	267,500	23,755	46,489	5.53%
CPS 2015-A	June 2022	28,533	245,000	26,713	52,448	5.31%
CPS 2015-B	September 2022	35,509	250,000	36,338	64,591	5.10%
CPS 2015-C	December 2022	52,624	300,000	53,579	90,639	5.77%
CPS 2016-A	March 2023	69,830	329,460	71,599	119,444	6.10%
CPS 2016-B	June 2023	84,403	332,690	82,667	135,688	6.40%
CPS 2016-C	September 2023	85,473	318,500	83,696	136,114	6.42%
CPS 2016-D	April 2024	66,807	206,325	65,021	104,645	4.74%
CPS 2017-A	April 2024	73,549	206,320	71,450	113,527	4.81%
CPS 2017-B	December 2023	89,706	225,170	76,201	127,726	4.14%
CPS 2017-C	September 2024	91,672	224,825	80,315	131,845	4.08%
CPS 2017-D	June 2024	93,992	196,300	83,801	132,919	3.70%
CPS 2018-A	March 2025	100,639	190,000	91,258	142,643	3.61%
CPS 2018-B	December 2024	118,234	201,823	111,188	167,809	4.01%
CPS 2018-C	September 2025	140,405	230,275	130,064	204,418	4.09%
CPS 2018-D	June 2025	164,200	233,730	149,470	224,189	4.08%
CPS 2019-A	March 2026	202,830	254,400	186,900	-	3.95%
CPS 2019-B	June 2026	193,284	228,275	184,308	-	3.58%
CPS 2019-C	December 2026	223,764	243,513	216,650	-	3.02%
CPS 2019-D	March 2027	267,750	274,313	265,035	-	2.60%
		<u>\$ 2,207,294</u>	<u>\$ 5,613,919</u>	<u>\$ 2,109,766</u>	<u>\$ 2,075,409</u>	

(1) The Final Scheduled Payment Date represents final legal maturity of the securitization trust debt. Securitization trust debt is expected to become due and to be paid prior to those dates, based on amortization of the finance receivables pledged to the Trusts. Expected payments, which will depend on the performance of such receivables, as to which there can be no assurance, are \$806.7 million in 2020, \$583.8 million in 2021, \$358.1 million in 2022, \$261.8 million in 2023, \$57.5 million in 2024, and \$29.9 million in 2025.

(2) Includes repossessed assets that are included in Other Assets on our Consolidated Balance Sheets.

Debt issuance costs of \$12.0 million and \$11.8 million as of December 31, 2019 and December 31, 2018, respectively, have been excluded from the table above. These debt issuance costs are presented as a direct deduction to the carrying amount of the Securitization trust debt on our Consolidated Balance Sheets.

All of the securitization trust debt was issued in private placement transactions to qualified institutional investors. The debt was issued by our wholly-owned, bankruptcy remote subsidiaries and is secured by the assets of such subsidiaries, but not by any of our other assets.

The terms of the various securitization agreements related to the issuance of the securitization trust debt require that certain delinquency and credit loss criteria be met with respect to the collateral pool, and require that we maintain minimum levels of liquidity and net worth and not exceed maximum leverage levels. We were in compliance with all such covenants as of December 31, 2019.

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We are responsible for the administration and collection of the contracts. The securitization agreements also require certain funds be held in restricted cash accounts to provide additional credit enhancement for the Notes or to be applied to make payments on the securitization trust debt. As of December 31, 2019, restricted cash under the various agreements totaled approximately \$135.5 million. Interest expense on the securitization trust debt is composed of the stated rate of interest plus amortization of additional costs of borrowing. Additional costs of borrowing include facility fees, insurance premiums, amortization of deferred financing costs, and amortization of discounts required on the notes at the time of issuance. Deferred financing costs related to the securitization trust debt are amortized using the interest method. Accordingly, the effective cost of borrowing of the securitization trust debt is greater than the stated rate of interest.

Our wholly-owned, bankruptcy remote subsidiaries were formed to facilitate the above asset-backed financing transactions. Similar bankruptcy remote subsidiaries issue the debt outstanding under our warehouse line of credit. Bankruptcy remote refers to a legal structure in which it is expected that the applicable entity would not be included in any bankruptcy filing by its parent or affiliates. All of the assets of these subsidiaries have been pledged as collateral for the related debt. All such transactions, treated as secured financings for accounting and tax purposes, are treated as sales for all other purposes, including legal and bankruptcy purposes. None of the assets of these subsidiaries are available to pay any of our other creditors.

(6) Debt

The terms of our debt outstanding at December 31, 2019 and 2018 are summarized below:

<u>Description</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>December 31,</u>	<u>December 31,</u>
			<u>2019</u>	<u>2018</u>
(In thousands)				
Warehouse lines of credit	5.50% over one month Libor (Minimum 6.50%)	February 2021	\$ 40,558	\$ 38,198
	3.00% over one month Libor (Minimum 3.75%)	September 2020	96,225	99,885
	4.00% over a commercial paper rate (Minimum 5.00%)	December 2021	-	-
Residual interest financing	8.60%	January 2026	40,000	40,000
Subordinated renewable notes	Weighted average rate of 9.75% and 8.53% at December 31, 2019 and December 31, 2018, respectively	Weighted average maturity of April 2022 and January 2021 at December 31, 2019 and December 31, 2018, respectively	17,534	17,290
			\$ 194,317	\$ 195,373

Debt issuance costs of \$2.0 million and \$1.2 million as of December 31, 2019 and December 31, 2018, respectively, have been excluded from the table above. These debt issuance costs are presented as a direct deduction to the carrying amount of the Warehouse lines of credit and residual interest financing on our Consolidated Balance Sheets.

On May 11, 2012, we entered into a \$100 million one-year warehouse credit line with Citibank, N.A. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Eight Funding, LLC. The facility provides for effective advances up to 87.0% of eligible finance receivables. The loans under the facility accrue interest at one-month LIBOR plus 3.00%

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per annum, with a minimum rate of 3.75% per annum. In September 2018, this facility was amended to extend the revolving period to September 2020 and to include an amortization period through September 2021 for any receivables pledged to the facility at the end of the revolving period. At December 31, 2019 there was \$96.2 million outstanding under this facility.

On April 17, 2015, we entered into an additional \$100 million one-year warehouse credit line with Fortress Investment Group. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Six Funding, LLC. The facility provides for effective advances up to 88.0% of eligible finance receivables. The loans under the facility accrue interest at one-month LIBOR plus 5.50% per annum, with a minimum rate of 6.50% per annum. In February 2019, this facility was amended to extend the revolving period to February 2021 followed by an amortization period through February 2023 for any receivables pledged to the facility at the end of the revolving period. At December 31, 2019 there was \$40.6 million outstanding under this facility.

On November 24, 2015, we entered into an additional \$100 million one-year warehouse credit line with affiliates of Credit Suisse Group and Ares Management LP. The facility is structured to allow us to fund a portion of the purchase price of automobile contracts by borrowing from a credit facility to our consolidated subsidiary Page Nine Funding, LLC. The facility provides for effective advances up to 88.0% of eligible finance receivables. The loans under the facility accrue interest at a commercial paper rate plus 4.00% per annum, with a minimum rate of 5.00% per annum. In December 2019, this facility was amended to extend the revolving period to December 2021 followed by an amortization period through December 2023 for any receivables pledged to the facility at the end of the revolving period. At December 31, 2019 there was no amount outstanding under this facility.

The total outstanding debt on our three warehouse lines of credit was \$136.8 million as of December 31, 2019, compared to \$138.1 million outstanding as of December 31, 2018.

The costs incurred in conjunction with the above debt are recorded as deferred financing costs on the accompanying Consolidated Balance Sheets and are more fully described in Note 1.

On May 16, 2018, we completed a \$40.0 million securitization of residual interests from previously issued securitizations. In this residual interest financing transaction, qualified institutional buyers purchased \$40.0 million of asset-backed notes secured by residual interests in thirteen CPS securitizations consecutively conducted from September 2013 through December 2016, and an 80% interest in a CPS affiliate that owns the residual interests in the four CPS securitizations conducted in 2017. The sold notes ("2018-1 Notes"), issued by CPS Auto Securitization Trust 2018-1, consist of a single class with a coupon of 8.595%.

The agreed valuation of the collateral for the 2018-1 Notes is the sum of the amounts on deposit in the underlying spread accounts for each related securitization and the over-collateralization of each related securitization, which is the difference between the outstanding principal balances of the related receivables less the principal balance of the outstanding notes issued in the related securitization. With respect to the securitizations conducted by CPS in 2017, only 80% of such amounts are included in the collateral. On each monthly payment date, the 2018-1 Notes are entitled to interest at the coupon rate and, if necessary, a principal payment necessary to maintain a specified minimum collateral ratio.

Unamortized debt issuance costs of \$522,000 have been excluded from the amount reported above for residual interest financing. These debt issuance costs are presented as a direct deduction to the carrying amount of the debt on our Consolidated Balance Sheets.

We must comply with certain affirmative and negative covenants related to debt facilities, which require, among other things, that we maintain certain financial ratios related to liquidity, net worth and capitalization. Further covenants include matters relating to investments, acquisitions, restricted payments and certain dividend restrictions. See the discussion of financial covenants in Note 1.

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The following table summarizes the contractual and expected maturity amounts of long term debt as of December 31, 2019:

Contractual maturity date	Subordinated renewable notes
(In thousands)	
2020	\$ 6,006
2021.....	4,316
2022.....	2,591
2023.....	2,121
2024.....	825
Thereafter.....	1,675
Total.....	<u>\$ 17,534</u>

(7) Shareholders' Equity

Common Stock

Holders of common stock are entitled to such dividends as our board of directors, in its discretion, may declare out of funds available, subject to the terms of any outstanding shares of preferred stock and other restrictions. In the event of liquidation of the Company, holders of common stock are entitled to receive, *pro rata*, all of the assets of the Company available for distribution, after payment of any liquidation preference to the holders of outstanding shares of preferred stock. Holders of the shares of common stock have no conversion or preemptive or other subscription rights and there are no redemption or sinking fund provisions applicable to the common stock.

Stock Purchases

For the year ending December 31, 2019, we purchased 378,470 shares of our common stock at an average price of \$3.97. In October 2017 our board of directors authorized the repurchase of up to \$10 million of our common stock. There is approximately \$6.1 million of board authorization remaining under such plans, which have no expiration date. The table below describes the purchase of our common stock for the twelve-month periods ended December 31, 2019 and 2018:

	Twelve Months Ended			
	December 31, 2019		December 31, 2018	
	Shares	Avg. Price	Shares	Avg. Price
Open market purchases.....	335,546	\$ 3.95	1,258,797	\$ 3.77
Shares redeemed upon net exercise of stock options...	18,424	3.76	33,604	4.37
Other.....	24,500	4.20	90,000	4.13
Total stock purchases.....	<u>378,470</u>	<u>\$ 3.97</u>	<u>1,382,401</u>	<u>\$ 3.81</u>

Options and Warrants

In 2006, the Company adopted and its shareholders approved the CPS 2006 Long-Term Equity Incentive Plan (the "2006 Plan") pursuant to which our Board of Directors, or a duly-authorized committee thereof, may grant stock options, restricted stock, restricted stock units and stock appreciation rights to our employees or employees of our subsidiaries, to directors of the Company, and to individuals acting as consultants to the Company or its subsidiaries. In June 2008, May 2012, April 2013, May 2015 and again in July 2018, the shareholders of the Company approved an amendment to the 2006 Plan to increase the maximum number of shares that may be subject to awards under the 2006 Plan to 5,000,000, 7,200,000, 12,200,000, 17,200,000 and 19,200,000, respectively, in each case plus shares authorized under prior plans and not issued. Options that have been granted under the 2006 Plan and a previous plan approved in 1997 have been granted at an exercise price equal to (or greater than) the stock's fair value at the date of the grant, with terms generally of 7-10 years and vesting generally over 4-5 years.

The per share weighted-average fair value of stock options granted during the years ended December 31, 2019, 2018 and 2017 was \$1.11, \$1.06 and \$1.32, respectively. That fair value was estimated using a binomial option pricing model using the weighted average assumptions noted in the following table. We use historical data to estimate the expected term of each option. The volatility estimate is based on the historical and implied volatility of

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our stock over the period that equals the expected life of the option. Volatility assumptions ranged from 37% to 39% for 2019, 31% to 34% for 2018, and 35% to 37% for 2017. The risk-free interest rate is based on the yield on a U.S. Treasury bond with a maturity comparable to the expected life of the option. The dividend yield is estimated to be zero based on our intention not to issue dividends for the foreseeable future.

	Year Ended December 31,		
	2019	2018	2017
Expected life (years).....	4.02	3.99	4.02
Risk-free interest rate.....	1.53 %	2.74 %	1.59 %
Volatility.....	37 %	34 %	36 %
Expected dividend yield.....	-	-	-

For the years ended December 31, 2019, 2018 and 2017, we recorded stock-based compensation costs in the amount of \$2.1 million, \$3.5million and \$5.7 million, respectively. As of December 31, 2019, the unrecognized stock-based compensation costs to be recognized over future periods was equal to \$3.1 million. This amount will be recognized as expense over a weighted-average period of 2.1 years.

At December 31, 2019 and 2018, options outstanding had intrinsic values of \$4.8 million and \$4.9 million, respectively. At December 31, 2019 and 2018, options exercisable had intrinsic values of \$4.8 million and \$4.9 million, respectively. The total intrinsic value of options exercised was \$1.4 million and \$869,000 for the years ended December 31, 2019 and 2018, respectively. New shares were issued for all options exercised during the year ended December 2019 and cash of \$422,000 was received. At December 31, 2019, there were a total of 1,458,000 additional shares available for grant under the 2006 Plan.

Stock option activity for the year ended December 31, 2019 for stock options under the 2006 and 1997 plans is as follows:

	Number of Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Options outstanding at the beginning of period.....	14,421	\$ 4.57	N/A
Granted.....	1,490	3.53	N/A
Exercised.....	(488)	0.86	N/A
Forfeited/Expired.....	(75)	4.00	N/A
Options outstanding at the end of period.....	15,348	\$ 4.59	3.34 years
Options exercisable at the end of period.....	11,717	\$ 4.87	2.69 years

We did not issue any stock options with an exercise price above or below the market price of the stock on the grant date for the years ended December 31, 2019, 2018 and 2017.

In connection with the amendment to and partial repayment of our residual interest financing in July 2008, we issued warrants exercisable for 2,500,000 common shares, and allocated \$4,071,429 of the aggregate consideration received in that transaction to the issuance of the warrants. The warrants represented the right to purchase CPS common shares at a nominal exercise price. In March 2010 we repurchased the warrants for 500,000 of these shares for \$1.0 million. Warrants to purchase 2,000,000 shares were exercised on July 10, 2018 and 1,999,995 net shares were issued to the holder, following surrender of five shares in payment of the exercise price.

(8) Interest Income and Interest Expense

The following table presents the components of interest income:

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	Year Ended December 31,		
	2019	2018	2017
	(In thousands)		
Interest on finance receivables.....	\$ 211,138	\$ 334,634	\$ 423,567
Interest on finance receivables at fair value.....	123,059	43,863	
Other interest income.....	2,899	1,800	607
Interest income.....	\$ 337,096	\$ 380,297	\$ 424,174

The following table presents the components of interest expense:

	Year Ended December 31,		
	2019	2018	2017
	(In thousands)		
Securitization trust debt.....	\$ 96,870	\$ 89,926	\$ 83,084
Warehouse lines of credit.....	8,402	7,752	7,933
Residual interest financing.....	3,822	2,343	-
Subordinated renewable notes.....	1,434	1,445	1,328
Interest expense.....	\$ 110,528	\$ 101,466	\$ 92,345

(9) Income Taxes

Income taxes consist of the following:

	Year Ended December 31,		
	2019	2018	2017
	(In thousands)		
Current federal tax expense	\$ (574)	\$ (7,526)	\$ 14,369
Current state tax expense	105	(2,064)	3,305
Deferred federal tax expense	2,759	9,074	10,131
Deferred state tax expense.....	1,466	4,357	501
Income tax expense.....	\$ 3,756	\$ 3,841	\$ 28,306

Income tax expense for the years ended December 31, 2019, 2018 and 2017 differs from the amount determined by applying the statutory federal rate to income before income taxes as follows:

	Year Ended December 31,		
	2019	2018	2017
	(In thousands)		
Expense at federal tax rate.....	\$ 1,924	\$ 3,928	\$ 11,225
State taxes, net of federal income tax effect.....	1,027	1,718	1,831
Stock-based compensation.....	169	238	682
Non-deductible expenses.....	856	824	171
Effect of change in tax rate.....	-	-	15,117
Accounting method change	-	(2,100)	-
Other.....	(220)	(767)	(720)
	\$ 3,756	\$ 3,841	\$ 28,306

For the year ended December 31, 2018, we recorded income tax expense of \$3.8 million which include a \$2.1 million net tax benefit related to certain tax planning strategies and other adjustments. Without the benefit, income tax expense for 2018 would have been \$5.9 million.

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The tax effected cumulative temporary differences that give rise to deferred tax assets and liabilities as of December 31, 2019 and 2018 are as follows:

	December 31,	
	2019	2018
	(In thousands)	
Deferred Tax Assets:		
Finance receivables.....	-	\$ 1,867
Accrued liabilities.....	307	256
NOL carryforwards.....	17,240	7,736
Built in losses.....	4,008	4,651
Pension accrual.....	1,927	1,552
Stock compensation.....	4,385	4,161
Lease liability	5,232	-
Other.....	164	356
Total deferred tax assets.....	33,263	20,579
Deferred Tax Liabilities:		
Finance receivables.....	\$ (12,180)	\$ -
Deferred loan costs.....	(542)	(1,137)
Lease right-of-use assets	(4,855)	-
Furniture and equipment.....	(206)	(254)
Total deferred tax liabilities.....	(17,783)	(1,391)
Net deferred tax asset.....	\$ 15,480	\$ 19,188

We acquired certain net operating losses and built-in loss assets as part of our acquisitions of MFN Financial Corp. (“MFN”) in 2002 and TFC Enterprises, Inc. (“TFC”) in 2003. Moreover, both MFN and TFC have undergone an ownership change for purposes of Internal Revenue Code (“IRC”) Section 382. In general, IRC Section 382 imposes an annual limitation on the ability of a loss corporation (that is, a corporation with a net operating loss (“NOL”) carryforward, credit carryforward, or certain built-in losses (“BILs”)) to utilize its pre-change NOL carryforwards or BILs to offset taxable income arising after an ownership change.

In determining the possible future realization of deferred tax assets, we have considered future taxable income from the following sources: (a) reversal of taxable temporary differences; and (b) tax planning strategies that, if necessary, would be implemented to accelerate taxable income into years in which net operating losses might otherwise expire.

Deferred tax assets are recognized subject to management’s judgment that realization is more likely than not. A valuation allowance is recognized for a deferred tax asset if, based on the weight of the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. In making such judgements, significant weight is given to evidence that can be objectively verified. Although realization is not assured, we believe that the realization of the recognized net deferred tax asset of \$15.5 million as of December 31, 2019 is more likely than not based on forecasted future net earnings. Our net deferred tax asset of \$15.5 million consists of approximately \$11.5 million of net U.S. federal deferred tax assets and \$4.0 million of net state deferred tax assets. The major components of the deferred tax asset are \$21.2 million in net operating loss carryforwards and built in losses.

As of December 31, 2019, we had net operating loss carryforwards for state income tax purposes of \$70.5 million. These state net operating losses begin to expire in 2024.

We recognize a tax position as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. We recognize potential interest and penalties related to unrecognized tax benefits as income tax expense. At December 31, 2019, we had no unrecognized tax benefits for uncertain tax positions.

We are subject to taxation in the US and various state jurisdictions. With few exceptions, we are no longer subject to U.S. federal, state, or local examinations by tax authorities for years before 2016.

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(10) Related Party Transactions

In December 2007, one of our directors purchased a \$4.0 million subordinated renewable note pursuant to our ongoing program of issuing such notes to the public. The note was purchased through the registered agent and under the same terms and conditions, including the interest rate, that were offered to other purchasers at the time the note was issued. The note was redeemed at par plus accrued interest in February 2019.

(11) Commitments and Contingencies

Leases

The Company has operating leases for corporate offices, equipment, software and hardware. The Company has entered into operating leases for the majority of its real estate locations, primarily office space. These leases are generally for periods of three to seven years with various renewal options. The depreciable life of leased assets is limited by the expected lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet and the related lease expense is recognized on a straight-line basis over the lease term.

We determine if a contract contains a lease at contract inception. Right-of-use assets and liabilities are recognized based on the present value of lease payments over the lease term. In determining the present value of lease payments, we use the Company's incremental borrowing rate. Right-of-use assets are included in other assets and lease liabilities are included in accounts payable and accrued expenses in our Condensed Consolidated Balance Sheet at December 31, 2019.

The following table presents the supplemental balance sheet information related to leases:

	Year Ended, December 31, 2019 (In thousands)	
Operating Leases		
Operating lease right-of-use assets.....	\$	23,735
Less: Accumulated amortization right-of-use assets.....		<u>(6,600)</u>
Operating lease right-of-use assets, net.....	\$	<u>17,135</u>
Operating lease liabilities		(18,527)
Finance Leases		
Property and equipment, at cost.....	\$	876
Less: Accumulated depreciation		<u>(150)</u>
Property and equipment, net.....	\$	<u>726</u>
Finance lease liabilities	\$	(718)
 Weighted Average Discount Rate		
Operating lease		5.0%
Finance lease		6.4%
 Maturities of lease liabilities were as follows:		
(In thousands)		
Year Ending December 31,	Operating Lease	Finance Lease
2020.....	\$ 7,757	\$ 309
2021.....	7,449	305
2022.....	6,058	127
2023.....	1,389	27
2024.....	411	13
Thereafter.....	<u>278</u>	<u>-</u>
Total undiscounted lease payments.....	23,342	781
Less amounts representing interest.....	<u>(4,815)</u>	<u>(63)</u>
Lease Liability	<u>\$ 18,527</u>	<u>\$ 718</u>

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The following table presents the leases expense included in Occupancy, General and administrative on our Condensed Consolidated Statement of Operations:

	Year Ended December 31,		
	2019	2018	2017
	(In thousands)		
Operating lease cost.....	\$ 7,521	\$ 7,124	\$ 6,266
Finance lease cost.....	160	-	-
Total lease cost.....	<u>\$ 7,681</u>	<u>\$ 7,124</u>	<u>\$ 6,266</u>

The following table presents the supplemental cash flow information related to leases:

	Year Ended December 31,		
	2019	2018	2017
	(In thousands)		
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases.....	\$ 7,584	\$ 6,809	\$ 6,053
Operating cash flows from finance leases.....	133	37	73
Financing cash flows from finance leases.....	27	9	17

Legal Proceedings

Consumer Litigation. We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. Consumers can and do initiate lawsuits against us alleging violations of law applicable to collection of receivables, and such lawsuits sometimes allege that resolution as a class action is appropriate.

For the most part, we have legal and factual defenses to consumer claims, which we routinely contest or settle (for immaterial amounts) depending on the particular circumstances of each case.

Wage and Hour Claim. On September 24, 2018, a former employee filed a lawsuit against us in the Superior Court of Orange County, California, alleging that we incorrectly classified our sales representatives as outside salespersons exempt from overtime wages, mandatory break periods and certain other employee protective provisions of California and federal law. The complaint seeks injunctive relief, an award of unpaid wages, liquidated damages, and attorney fees and interest. The plaintiff purports to act on behalf of a class of similarly situated employees and ex-employees. As of the date of this report, no motion for class certification has been filed or granted.

We believe that our compensation practices with respect to our sales representatives are compliant with applicable law. Accordingly, we have defended and intend to continue to defend this lawsuit. We have not recorded a liability with respect to this claim on the accompanying consolidated financial statements.

In General. There can be no assurance as to the outcomes of the matters described or referenced above. We record at each measurement date, most recently as of December 31, 2019, our best estimate of probable incurred losses for legal contingencies, including each of the matters described or referenced above. The amount of losses that may ultimately be incurred cannot be estimated with certainty. However, based on such information as is available to us, we believe that the total of probable incurred losses for legal contingencies as of December 31, 2019 is immaterial, and that the range of reasonably possible losses for the legal proceedings and contingencies we face, including those described or referenced above, as of December 31, 2019 does not exceed \$3 million.

Accordingly, we believe that the ultimate resolution of such legal proceedings and contingencies should not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the uncertainties inherent in contested proceedings there can be no assurance that the ultimate resolution of these matters will not be material to our operating results for a particular period, depending on, among other factors, the size of the loss or liability imposed and the level of our income for that period.

(12) Employee Benefits

We sponsor a pretax savings and profit sharing plan (the “401(k) Plan”) qualified under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, eligible employees are able to contribute up to the maximum

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allowed under the law. We may, at our discretion, match 100% of employees' contributions up to \$2,000 per employee per calendar year. Our matching contributions to the 401(k) Plan were \$1.6 million, \$1.5 million, and \$1.2 million, respectively, for the years ended December 31, 2019, 2018 and 2017.

We also sponsor a defined benefit plan, the MFN Financial Corporation Pension Plan (the "Plan"). The Plan benefits were frozen on June 30, 2001.

The following tables represents a reconciliation of the change in the plan's benefit obligations, fair value of plan assets, and funded status at December 31, 2019 and 2018:

	December 31,	
	2019	2018
	(In thousands)	
Change in Projected Benefit Obligation		
Projected benefit obligation, beginning of year.....	\$ 20,085	\$ 22,562
Service cost.....	-	-
Interest cost.....	808	775
Assumption changes.....	3,047	(1,867)
Actuarial (gain) loss.....	141	(361)
Settlements.....	-	-
Benefits paid.....	(1,084)	(1,024)
Projected benefit obligation, end of year.....	\$ 22,997	\$ 20,085
Change in Plan Assets		
Fair value of plan assets, beginning of year.....	\$ 14,368	\$ 16,446
Return on assets.....	3,017	(1,806)
Employer contribution.....	-	1,000
Expenses.....	(391)	(248)
Settlements.....	-	-
Benefits paid.....	(1,084)	(1,024)
Fair value of plan assets, end of year.....	\$ 15,910	\$ 14,368
Funded Status at end of year.....	\$ (7,087)	\$ (5,717)

Additional Information

Weighted average assumptions used to determine benefit obligations and cost at December 31, 2019 and 2018 were as follows:

	December, 31	
	2019	2018
Weighted average assumptions used to determine benefit obligations		
Discount rate.....	3.07%	4.11%
Weighted average assumptions used to determine net periodic benefit cost		
Discount rate.....	4.11%	3.50%
Expected return on plan assets.....	7.25%	7.25%

Our overall expected long-term rate of return on assets is 7.25% per annum as of December 31, 2019. The expected long-term rate of return is based on the weighted average of historical returns on individual asset categories, which are described in more detail below.

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		December 31,	
	2019	2018	2017
	(In thousands)		
Amounts recognized on Consolidated Balance Sheet			
Other assets.....	\$ -	\$ -	\$ -
Other liabilities.....	(7,087)	(5,717)	(6,116)
Net amount recognized.....	\$ (7,087)	\$ (5,717)	\$ (6,116)
Amounts recognized in accumulated other comprehensive loss consists of:			
Net loss.....	\$ 13,092	\$ 11,896	\$ 11,350
Unrecognized transition asset.....	-	-	-
Net amount recognized.....	\$ 13,092	\$ 11,896	\$ 11,350
Components of net periodic benefit cost			
Interest cost.....	\$ 808	\$ 775	\$ 855
Expected return on assets.....	(1,012)	(1,163)	(1,149)
Amortization of transition asset.....	-	-	-
Amortization of net loss.....	376	443	405
Net periodic benefit cost.....	172	55	111
Settlement (gain)/loss.....	-	-	-
Total.....	\$ 172	\$ 55	\$ 111
Benefit Obligation Recognized in Other Comprehensive Loss (Income)			
Net loss (gain).....	\$ 1,197	\$ 545	\$ 732
Prior service cost (credit).....	-	-	-
Amortization of prior service cost.....	-	-	-
Net amount recognized in other comprehensive loss (income).....	\$ 1,197	\$ 545	\$ 732

The estimated net loss that will be amortized from accumulated other comprehensive income into net periodic benefit cost in 2020 is \$382,000.

The weighted average asset allocation of our pension benefits at December 31, 2019 and 2018 were as follows:

	December 31,	
Weighted Average Asset Allocation at Year-End	2019	2018
Asset Category		
Equity securities.....	82%	78%
Debt securities.....	18%	22%
Cash and cash equivalents.....	0%	0%
Total.....	100%	100%

Our investment policies and strategies for the pension benefits plan utilize a target allocation of 75% equity securities and 25% fixed income securities (excluding Company stock). Our investment goals are to maximize returns subject to specific risk management policies. We address risk management and diversification by the use of a professional investment advisor and several sub-advisors which invest in domestic and international equity securities and domestic fixed income securities. Each sub-advisor focuses its investments within a specific sector of the equity or fixed income market. For the sub-advisors focused on the equity markets, the sectors are differentiated by the market capitalization, the relative valuation and the location of the underlying issuer. For the sub-advisors focused on the fixed income markets, the sectors are differentiated by the credit quality and the maturity of the underlying fixed income investment. The investments made by the sub-advisors are readily marketable and can be sold to fund benefit payment obligations as they become payable.

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Cash Flows

Estimated Future Benefit Payments (In thousands)

2020.....	\$	870
2021.....		906
2022.....		943
2023.....		966
2024.....		997
Years 2025 - 2029.....		5,592
Anticipated Contributions in 2020.....	\$	1,052

The fair value of plan assets at December 31, 2019 and 2018, by asset category, is as follows:

Investment Name:	December 31, 2019			Total
	Level 1 (1)	Level 2 (2)	Level 3 (3)	
	(in thousands)			
Company Common Stock.....	\$ 2,950	\$ -	\$ -	\$ 2,950
Large Cap Value.....	-	2,370	-	2,370
Mid Cap Index.....	-	658	-	658
Small Cap Growth.....	-	655	-	655
Small Cap Value.....	-	674	-	674
Large Cap Blend.....	-	683	-	683
Growth.....	-	2,342	-	2,342
International Growth.....	-	2,667	-	2,667
Core Bond.....	-	1,909	-	1,909
High Yield.....	-	386	-	386
Inflation Protected Bond.....	-	509	-	509
Money Market.....	-	107	-	107
Total.....	<u>\$ 2,950</u>	<u>\$ 12,960</u>	<u>\$ -</u>	<u>\$ 15,910</u>

Investment Name:	December 31, 2018			Total
	Level 1 (1)	Level 2 (2)	Level 3 (3)	
	(in thousands)			
Company Common Stock.....	\$ 2,635	\$ -	\$ -	\$ 2,635
Large Cap Value.....	-	1,983	-	1,983
Mid Cap Index.....	-	563	-	563
Small Cap Growth.....	-	559	-	559
Small Cap Value.....	-	558	-	558
Large Cap Blend.....	-	587	-	587
Growth.....	-	2,031	-	2,031
International Growth.....	-	2,301	-	2,301
Core Bond.....	-	1,921	-	1,921
High Yield.....	-	364	-	364
Inflation Protected Bond.....	-	510	-	510
Money Market.....	-	356	-	356
Total.....	<u>\$ 2,635</u>	<u>\$ 11,733</u>	<u>\$ -</u>	<u>\$ 14,368</u>

- (1) Company common stock is classified as level 1 and valued using quoted prices in active markets for identical assets.
- (2) All other plan assets in stock, bond and money market funds are classified as level 2 and valued using significant observable inputs.
- (3) There are no plan assets classified as level 3 in the fair value hierarchy as a result of having significant unobservable inputs.

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(13) Fair Value Measurements

ASC 820, "Fair Value Measurements" clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under the standard, fair value measurements are separately disclosed by level within the fair value hierarchy.

ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The three levels are defined as follows: level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets; level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument; and level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Effective January 2018 we have elected to use the fair value method to value our portfolio of finance receivables acquired in January 2018 and thereafter.

Our valuation policies and procedures have been developed by our Accounting department in conjunction with our Risk department and with consultation with outside valuation experts. Our policies and procedures have been approved by our Chief Executive and our Board of Directors and include methodologies for valuation, internal reporting, calibration and back testing. Our periodic review of valuations includes an analysis of changes in fair value measurements and documentation of the reasons for such changes. There is little available third-party information such as broker quotes or pricing services available to assist us in our valuation process.

Our level 3, unobservable inputs reflect our own assumptions about the factors that market participants use in pricing similar receivables and are based on the best information available in the circumstances. They include such inputs as estimates for the magnitude and timing of net charge-offs and the rate of amortization of the portfolio of finance receivable. Significant changes in any of those inputs in isolation would have a significant impact on our fair value measurement.

The table below presents a reconciliation of the finance receivables measured at fair value on a recurring basis using significant unobservable inputs:

	Twelve Months Ended	
	December 31,	
	2019	2018
	(In thousands)	
Balance at beginning of period.....	\$ 821,066	\$ -
Finance receivables at fair value acquired during period.....	1,004,194	914,949
Payments received on finance receivables at fair value.....	(292,948)	(67,720)
Net interest income accretion on fair value receivables.....	(90,383)	(26,163)
Mark to fair value.....	2,109	-
Balance at end of period.....	<u>\$ 1,444,038</u>	<u>\$ 821,066</u>

The table below compares the fair values of these finance receivables to their contractual balances for the periods shown:

	December 31, 2019		December 31, 2018	
	Contractual Balance	Fair Value	Contractual Balance	Fair Value
	(In thousands)			
Finance receivables measured at fair value.....	\$ 1,492,803	\$ 1,444,038	\$ 829,039	\$ 821,066

The following table provides certain qualitative information about our level 3 fair value measurements:

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<u>Financial Instrument</u>	<u>Fair Values as of</u> <u>December 31,</u>		<u>Unobservable Inputs</u>	<u>Inputs as of</u> <u>December 31,</u>	
	<u>2019</u>	<u>2018</u>		<u>2019</u>	<u>2018</u>
Assets:					
Finance receivables measured at fair value.....	\$ 1,444,038	\$ 821,066	Discount rate Cumulative net losses	8.9% - 11.1% 15.0% - 16.1%	8.9% - 9.9% 15% - 16%

The following table summarizes the delinquency status using the contractual balance of these finance receivables measured at fair value as of December 31, 2019 and December 31, 2018:

	<u>December 31,</u>	
	<u>2019</u>	<u>2018</u>
(In thousands)		
Delinquency Status		
Current	\$ 1,344,883	\$ 790,707
31 - 60 days.....	81,262	26,285
61 - 90 days.....	34,280	8,350
91 + day s.....	15,167	3,677
Repo.....	17,211	3,020
	<u>\$ 1,492,803</u>	<u>\$ 832,039</u>

Repossessed vehicle inventory, which is included in Other assets on our consolidated balance sheet, is measured at fair value using level 2 assumptions based on our actual loss experience on sale of repossessed vehicles. At December 31, 2019, the finance receivables related to the repossessed vehicles in inventory totaled \$28.9 million. We have applied a valuation adjustment, or loss allowance, of \$21.4 million, which is based on a recovery rate of approximately 26%, resulting in an estimated fair value and carrying amount of \$7.5 million. The fair value and carrying amount of the repossessed inventory at December 31, 2018 was \$8.9 million after applying a valuation adjustment of \$24.6 million.

There were no transfers in or out of level 1 or level 2 assets and liabilities for 2019 and 2018. We have no level 3 assets or liabilities that are measured at fair value on a non-recurring basis.

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The estimated fair values of financial assets and liabilities at December 31, 2019 and 2018, were as follows:

<u>Financial Instrument</u>	As of December 31, 2019				
	(In thousands)				
	Carrying Value	Fair Value Measurements Using:			Total
	Level 1	Level 2	Level 3		
Assets:					
Cash and cash equivalents.....	\$ 5,295	\$ 5,295	\$ -	\$ -	\$ 5,295
Restricted cash and equivalents.....	135,537	135,537	-	-	135,537
Finance receivables, net.....	885,890	-	-	841,160	841,160
Accrued interest receivable.....	11,645	-	-	11,645	11,645
Liabilities:					
Warehouse lines of credit.....	\$ 134,791	\$ -	\$ -	\$ 134,791	\$ 134,791
Accrued interest payable.....	5,254	-	-	5,254	5,254
Securitization trust debt.....	2,097,728	-	-	2,116,520	2,116,520
Subordinated renewable notes.....	17,534	-	-	17,534	17,534

<u>Financial Instrument</u>	As of December 31, 2018				
	(In thousands)				
	Carrying Value	Fair Value Measurements Using:			Total
	Level 1	Level 2	Level 3		
Assets:					
Cash and cash equivalents.....	\$ 12,787	\$ 12,787	\$ -	\$ -	\$ 12,787
Restricted cash and equivalents.....	117,323	117,323	-	-	117,323
Finance receivables, net.....	1,454,709	-	-	1,434,631	1,434,631
Accrued interest receivable.....	31,969	-	-	31,969	31,969
Liabilities:					
Warehouse lines of credit.....	\$ 136,847	\$ -	\$ -	\$ 136,847	\$ 136,847
Accrued interest payable.....	4,819	-	-	4,819	4,819
Securitization trust debt.....	2,063,627	-	-	2,051,920	2,051,920
Subordinated renewable notes.....	17,290	-	-	17,290	17,290

(14) Subsequent Events

On January 15, 2020 we executed our first securitization of 2020. In the transaction, qualified institutional buyers purchased \$260.0 million of asset-backed notes secured by \$260.0 million in automobile receivables originated by CPS. The sold notes, issued by CPS Auto Receivables Trust 2020-A, consist of six classes. Ratings of the notes were provided by Moody's and DBRS, and were based on the structure of the transaction, the historical performance of similar receivables and CPS's experience as a servicer. The weighted average yield on the notes is approximately 3.08%.

The 2020-A transaction has initial credit enhancement consisting of a cash deposit equal to 1.00% of the original receivable pool balance. The transaction agreements require accelerated payment of principal on the notes to reach overcollateralization of the lesser of 4.00% of the original receivable pool balance, or 11.00% of the then outstanding pool balance. The transaction utilized a pre-funding structure, in which CPS sold approximately \$170.9 million of receivables at inception and approximately \$89.1 million of additional receivables in February 2020. The transaction was a private offering of securities, not registered under the Securities Act of 1933, or any state securities law.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A Amendment No. 1

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

Commission file number: 001-14116

CONSUMER PORTFOLIO SERVICES, INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of incorporation or organization)

33-0459135
(I.R.S. Employer Identification No.)

3800 Howard Hughes Pkwy, Las Vegas, NV
(Address of principal executive offices)

89169
(Zip Code)

Registrant's telephone number, including area code: (949) 753-6800

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	CPSS	The Nasdaq Stock Market LLC (Global Market)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of the close of business on April 27, 2020, there were 22,728,109 common shares of the registrant outstanding. The aggregate market value of the 17,931,572 shares of the registrant's common stock held by non-affiliates as of the date of filing of this report, based upon the closing price of the registrant's common stock of \$3.80 per share reported by Nasdaq as of June 28, 2019, was approximately \$68,139,974. For purposes of this computation, a registrant sponsored pension plan and all directors are deemed to be affiliates. Such determination is not an admission that such plan and directors are in fact affiliates of the registrant.

EXPLANATORY NOTE

On March 16, 2020, Consumer Portfolio Services, Inc. (the “Company” or “CPS”) filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (the “2019 Form 10-K”). This Amendment No. 1 (the “Amendment”) amends Part III, Items 10 through 14, of the 2019 Form 10-K to include information previously omitted from the 2019 Form 10-K, as permitted by regulation.

Except as stated herein, this Amendment does not reflect events occurring after the filing of the 2019 Form 10-K on March 16, 2020 and no attempt has been made in this Amendment to modify or update other disclosures contained in the 2019 Form 10-K.

Item 10. Directors, Executive Officers and Corporate Governance.

Directors

The names of the Company’s directors, their principal occupations, and certain other information regarding them are set forth below. None of the Company’s directors currently serves on the board of directors of any other publicly-traded companies.

Charles E. Bradley, Jr., 60, has been the President and a director of the Company since its formation in March 1991, and was elected Chairman of the Board of Directors in July 2001. Mr. Bradley has been the Company's Chief Executive Officer since January 1992. From April 1989 to November 1990, he served as Chief Operating Officer of Barnard and Company, a private investment firm. From September 1987 to March 1989, Mr. Bradley, Jr. was an associate of The Harding Group, a private investment banking firm. Having been with the Company since its inception, Mr. Bradley brings comprehensive knowledge of the Company’s business, structure, history and culture to the Board and the Chairman position.

Chris A. Adams, 71, has been a director of the Company since August 2007. Since 1982 he has been the owner and chief executive of Latrobe Pattern Company and K Castings Inc., which are firms engaged in the business of fabricating metal parts. With his experience as chief executive of manufacturing companies, Mr. Adams contributes to the Company’s Board significant organizational and operational management skills.

Louis M. Grasso, 74, was the founder and majority owner of PFC Corporation until his retirement in November 2011, upon sale of PFC’s portfolio of assets to Capstone Realty Advisors. Over a period of 35 years, PFC Corporation originated over \$1.8 billion of mortgage loans, and issued \$1.8 billion of mortgage-backed securities.

Brian J. Rayhill, 57, has been a director of the Company since August 2006. Mr. Rayhill has been a practicing attorney in New York State since 1988. As an experienced advocate, counselor and litigator, Mr. Rayhill brings legal knowledge and perspective to the Company’s Board.

William B. Roberts, 82, has been a director of the Company since its formation in March 1991. Since 1981, he has been the President of Monmouth Capital Corp., an investment firm that specializes in management buyouts. Having spent decades in the business of finance, Mr. Roberts brings to the Company’s Board his perspective and judgment regarding means of financing its business.

Gregory S. Washer, 58, has been a director of the Company since June 2007. He was the president and owner of Clean Fun Promotional Marketing, a promotional marketing company, from its founding in 1986 through its sale in September 2014. He continued to act as president of Clean Fun through August 2017, and is now retired. With his experience in promotions and marketing, Mr. Washer contributes to the Board significant organizational and operational management skills, combined with a wealth of experience in promotion and marketing of services.

Daniel S. Wood, 61, has been a director of the Company since July 2001. Mr. Wood was president of Carclo Technical Plastics, a manufacturer of custom injection moldings, from September 2000 until his retirement in April 2007. Previously, from 1988 to September 2000, he was the chief operating officer and co-owner of Carrera Corporation, the predecessor to the business of Carclo Technical Plastics. As president of Carclo, Mr. Wood was responsible for the overall operation of that company and for the quality and integrity of its financial statements. He brings to the Board the knowledge and perspective useful in evaluating the Company’s financial statements, and broad organizational and management skills.

Executive Officers

The information regarding the Company’s executive officers set forth in Part I of this report under the caption “Executive Officers of the Registrant” is incorporated herein by reference.

Section 16(a) Beneficial Ownership Compliance

Directors, executive officers and holders of in excess of 10% of the Company's common stock are required to file reports concerning their transactions in and holdings of equity securities of the Company. Based on a review of reports filed by each such person, and inquiry of each regarding holdings and transactions, the Company believes that all reports required with respect to the year 2019 were timely filed, except that the initial report of our newly-elected director, Mr. Grasso, which reported holdings of zero, was filed late.

Code of Ethics

The Company has adopted a Code of Ethics for Senior Financial Officers, which applies to the Company's chief executive officer, chief financial officer, controller and others. A copy of the Code of Ethics may be obtained at no charge by written request to the Corporate Secretary at the Company's principal executive offices.

Audit and Other Committees

The Board of Directors has established an Audit Committee, a Compensation Committee, and a Nominating Committee. Each of these three committees operates under a written charter, adopted by the Board of Directors. The charters are available on the Company's website, www.consumerportfolio.com/charters.html. The Board of Directors has concluded that each member of these three committees (every director other than Mr. Bradley, the Company's chief executive officer), is independent in accordance with the director independence standards prescribed by Nasdaq, and has determined that none of them have a material relationship with the Company that would impair their independence from management or otherwise compromise the ability to act as an independent director.

The members of the Audit Committee are Mr. Wood (chairman), Mr. Rayhill and Mr. Washer.

The Audit Committee is empowered by the Board of Directors to review the financial books and records of the Company in consultation with the Company's accounting and auditing staff and its independent auditors and to review with the accounting staff and independent auditors any questions that may arise with respect to accounting and auditing policy and procedure.

The Board of Directors has further determined that Mr. Wood has the qualifications and experience necessary to serve as an "audit committee financial expert" as such term is defined in Item 407 of Regulation S-K promulgated by the SEC. Mr. Wood, as president of Carclo Technical Plastics, was responsible for the preparation and evaluation of the audited financial statements of that company.

Item 11. Executive Compensation.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee comprises non-employee directors Chris Adams (chairman), William Roberts and Daniel Wood. From December 2007 through January 2019, Mr. Roberts held \$4,000,000 of subordinated notes issued by the Company. The board of directors considered whether such holdings would reasonably be expected to impair Mr. Roberts' exercise of independent judgment, and concluded that his independence was not impaired. In coming to that conclusion, the board noted that the Company's repayment obligation was subordinated to all other debt of the Company, creating a near-alignment of interest with the holders of common stock, and also noted Mr. Roberts' substantial beneficial ownership of Company common stock.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this report. Based on such review and discussions and relying thereon, we have recommended to the Company's Board of Directors that the Compensation Discussion and Analysis set forth below be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

THE COMPENSATION COMMITTEE

Chris A. Adams (chairman) William B. Roberts Daniel S. Wood

Compensation Discussion and Analysis

2019 Say-on-Pay Advisory Vote Outcome

The Compensation Committee annually considers the results of the most recent advisory vote by shareholders to approve executive officer compensation. In the 2019 advisory vote, a majority of the voted shares (56%) approved the compensation of our named executive officers. The Compensation Committee has noted the substantial negative vote, but has determined to retain the existing design, purposes and structure of our executive compensation programs. The Compensation Committee will

continue to consider the results from future shareholder advisory votes regarding executive officer compensation in its future administration of executive compensation.

Compensation Objectives

The Company's objectives with respect to compensation are several. The significant objectives are to cause compensation (i) to be sufficient in total amount to provide reasonable assurance of retaining key executives, (ii) to include a significant contingent component, so as to provide strong incentives to meet designated Company objectives, and (iii) to include a significant component tied to the price of the Common Stock, so as to align management's incentives with shareholder interests. The compensation committee ("Committee") of the Company's Board of Directors is charged with administering the Company's compensation plans to meet those objectives. To the extent that elements of compensation would not advance such objectives, or would do so less effectively than would other elements, the Committee seeks to avoid paying compensation in those forms.

Role of the Compensation Committee and the chief executive officer

Our Board of Directors has authorized the Compensation Committee, which is composed solely of independent directors, to make all decisions regarding executive compensation, including administration of our compensation plans. In that regard, the Compensation Committee:

- Reviews and discusses with management the factors underlying our compensation policies and decisions, including overall compensation objectives;
- Reviews and approves all company goals and objectives (both financial and non-financial) relevant to the compensation of the chief executive officer;
- Evaluates, together with the other independent directors, the performance of the chief executive officer in light of these goals and objectives and that individual's overall effectiveness;
- Fixes and approves directors each element of the compensation of the chief executive officer;
- Reviews the performance evaluations of all other members of executive management (the chief executive officer prepares and presents to the Compensation Committee the performance evaluations of the other executive officers);
- Reviews and approves each element of compensation, as well as the terms and conditions of employment, of those other executive officers;
- Grants awards under our equity compensation plans and oversees the administration of those plans; and
- Reviews the costs and structure of our key employee benefit and fringe-benefit plans and programs.

The Compensation Committee is authorized to form subcommittee(s) and to retain experts and consultants to assist in the discharge of its responsibilities. To date it has not done so.

The chief executive officer, who attends meetings of the Compensation Committee by invitation of the Committee's chairman, assists the Committee in determining the compensation of our other executive officers by, among other things:

- Proposing annual merit increases to the base salaries of the other executive officers;
- Establishing annual individual performance objectives for the other executive officers and evaluating their performance against such objectives (the Committee reviews these performance evaluations); and
- Making recommendations, from time to time, for special stock option and restricted stock grants (*e.g.*, for motivational or retention purposes) to other executive officers.

The other executive officers do not have a role in determining their own compensation, other than to discuss their annual individual performance objectives and results achieved with the chief executive officer.

Our Overall Approach

The Committee has put into place a compensation system consisting of three key components: base salary, an annual cash bonus pursuant to an incentive plan, and long-term equity incentives in the form of stock options.

The table below provides comparative information regarding the components of our year 2019 executive compensation program. We are applying the same elements in our executive compensation program for the year 2020.

<i>Element</i>	<i>Form</i>	<i>Objectives and Basis</i>
Base Salary	Cash	<ul style="list-style-type: none"> • Attract and retain high quality personnel • Targeted to be superior to compensation offered by our competitors
Annual Incentive Bonus	Cash	<ul style="list-style-type: none"> • Achieve objectives set annually • Annual bonus amount is set and computed as a percentage of base salary • Actual payout determined by Company and individual performance • Target total cash (base salary + target bonus) designed to be superior to compensation offered by our competitors
Long-Term Incentive Compensation	Stock options	<ul style="list-style-type: none"> • Align interests of executives with those of shareholders; • Target long-term incentive award size designed to retain executives through long-term vesting and the potential for wealth accumulation, contingent on benefit to the shareholders

The Committee has from time to time considered providing additional elements of executive compensation. It has considered elements such as restricted stock awards, restricted stock units, compensation contingent on a change in control, defined benefit pension plans, deferred cash compensation, and supplemental retirement plans (supplemental in the sense that they exceed the limits for tax advantaged treatment). To date, the Committee has elected not to pay compensation in such forms, having determined that the Company's objectives are better met by one or more of the elements of compensation that it does pay.

Regarding restricted stock and restricted stock units, the Committee has noted that any form of equity equivalent to or closely tied to common stock does serve to meet the objective of aligning officers' personal interest with that of the shareholders generally. The Committee believes, however, that the objective is better met by grants of stock options than by grants of share equivalents, because recipients of the grants will face the same degree of variance in results at a lesser cost to the Company, when option grants are compared to grants of restricted stock units. Further, unlike restricted stock, option grants will not provide a reward to the holder absent an improvement over time in the Company's stock price. The committee has elected not to provide material perquisites as compensation, having determined that cash is a better medium of exchange.

Regarding compensation that would be payable contingent on a change in control of the Company, the Committee believes that there are certain legitimate objectives to be met by such contingent compensation. As of the date of this proxy statement, however, no such contingent compensation plans are in place. Regarding defined benefit pension plans, deferred cash compensation and supplemental retirement plans, the Committee believes that the Company's retention objective is better met by straight cash payments, whether in the form of base salary or in the form of bonus compensation. In particular with respect to plans for deferred compensation, the Committee believes those make sense for the Company and for the recipient only on the basis of assumptions regarding future tax rates payable by each. Having no assurance that such assumptions would be correct, the Committee has chosen not to put into place any special deferred compensation programs for the company's executive officers. Those officers do participate in a company-sponsored tax-deferred savings plan, commonly known as a 401(k) plan, on the same terms available to company employees generally.

The Committee may in the future revisit its conclusions as to any of the components discussed above, or may consider other forms of compensation.

The Base Salary Element

With respect to the retention objective, the Committee considers an executive's base salary to be the most critical component. Acting primarily on the basis of recommendations of the chief executive officer, the Committee determines whether to adjust other officers' base salaries annually, with typical adjustments ranging from zero (applicable to most of the Company's executive officers from 2017 to the present) to as much as a 10% increase from the prior year's rate. Where exceptional circumstances apply, such as recruitment of a new executive officer, a promotion to executive officer status or a special need to retain an individual officer, the chief executive officer may recommend, and the Committee may approve, a larger increase.

The Company's general approach in setting the annual compensation of its named executive officers is to set those officers' base compensation by reference to their base rates for the preceding year. During the year ended December 2019, the Company's chief executive officer, Charles E. Bradley, Jr., received \$995,000 in base salary. In setting that rate in the first quarter of 2019, the Committee considered the base salary rate that the Company had paid in the prior year (\$995,000), the desirability of ensuring retention of the services of the Company's incumbent chief executive officer, the Company's financial performance, and the levels of chief executive officer compensation prevailing among other financial services companies. The Committee considered whether to adjust officers' base compensation for 2019, and determined not to increase the base rate for the chief executive officer or the other named executive officers.

The Annual Incentive Bonus (EMB) element

To encourage executive officers and key management personnel to exercise their best efforts and management skills toward causing the Company to meet its overall objective, and toward achieving designated specific individual objectives, the Company has implemented an Executive Management Bonus Plan, with annual payouts. Under the Company's bonus plan as applied to the year ended December 2019, the Company's two executive vice presidents (each of whom is among the named executive officers) were eligible to receive a cash bonus of up to 160% of their base salaries, and the Company's senior vice presidents (two of whom is among the named executive officers) were eligible to receive a cash bonus of up to 120% of their base salaries. The chief executive officer was eligible to receive a cash bonus of up to 600% of his base salary. The implementation of this element for the year 2019 is discussed below.

The Long-Term Incentive Compensation Element

The Committee also awards incentive and non-qualified stock options under the Company's stock option plans. Such awards are designed to assist in the retention of key executives and management personnel and to create an incentive to create shareholder value over a sustained period of time. The Company believes that stock options are a valuable tool in compensating and retaining employees. During the year ended December 31, 2019, the Committee granted stock options to the Company's executive officers. All such grants were awarded in August 2019, and all carry exercise prices equal to the market price for the Company's common stock at the date of grant. The terms of such options are described below, under the caption "Grants of Plan-Based Awards in Last Fiscal Year." The numbers of shares made subject to each of the option grants were based on various factors relating to the responsibilities of the individual officers and to the extent of previous grants to such individuals.

Because the exercise price of all options granted is equal to or above the fair market value of the Company's common stock on the date of grant, the option holders may realize value only if the stock price appreciates from the price on the date the options were granted. This design is intended to focus executives on the enhancement of shareholder value over the long term.

Other Elements

The Company also maintains certain broad-based employee benefit plans, such as medical and dental insurance, and a qualified defined contribution retirement savings plan (401(k) plan), in which executive officers are permitted to participate. Such officers participate on the same terms as non-executive personnel who meet applicable eligibility criteria, and are subject to any legal limitations on the amounts that may be contributed or the benefits that may be payable under the plans. The Company does not maintain any form of defined benefit pension or retirement plan in which executive officers may participate, nor does it maintain any form of supplemental retirement savings or supplemental deferred compensation plan.

Exercise of Discretion

In exercising its discretion as to the level of executive compensation and its components, the Committee considers a number of factors. Members of the Committee conduct informal surveys of compensation paid to comparable executives within and without the consumer finance industry. The Committee finds these data useful primarily in evaluating the overall level of compensation paid or to be paid to the Company's executive officers. The Committee noted that the Company met and exceeded its budget objectives for the year. Operational factors considered included individual and group management goals; indicators of the performance and credit quality of the Company's servicing portfolio, including levels of delinquencies and charge-offs; and indicators of successful management of personnel, including employee stability. All of such factors are assessed with reference to the judgment of the Committee as to the degree of difficulty of achieving desired outcomes. With respect to payment of annual bonuses and grants of stock options, the Committee also takes note of factors relating to the degree of the Company's success over the most recent year.

Specific Objectives and Evaluation

In the first quarter of 2019 the compensation committee designated specific objectives with respect to the chief executive officer to be accomplished within the year 2019, and fixed weights to be associated with each such objective. The chief executive officer proposed to the committee specific annual objectives with respect to each other executive officer of the company, which the committee, after making certain modifications, approved. These objectives and the Committee's administration of the annual incentive bonus element of compensation are discussed in detail below, under the heading " - Grants of Plan-Based Awards in Last Fiscal Year - Executive Management Bonus Plan."

Grants of Options

The Committee's award of stock options to the Company's officers in August 2019 included option grants to the chief executive officer and the other named executive officers. In determining the appropriate level of such grant, the Committee considered the long-term performance of the chief executive officer and the desirability of providing significant incentive for future performance, as well as the desirability of ensuring that officer's continued retention by the Company, and the various factors noted above with respect to option grants generally. These grants and the Committee's administration of the long-term

incentive element of compensation are discussed in detail below, under the heading “-Grants of Plan-Based Awards in Last Fiscal Year – Equity Incentives.”

Stock Ownership, Hedging and Pledging. Our board of directors and compensation committee have considered whether to establish a minimum stock ownership goal for members of our senior management. We have elected not to do so, considering that such a policy would either be strict and mandatory, in which case it would undermine the compensatory objectives of our equity compensation plans, or would be merely hortatory, in which case it could be expected to have little effect. We’ve also noted that the multiyear vesting terms of the equity incentives granted under our plans have the effect of aligning our executives’ individual personal financial incentives with the future price performance of the Company’s stock.

As part of our comprehensive compliance policy, we remind all company executive officers of the mandatory legal prohibition on selling short company shares. We also prohibit company executive officers from entering into transactions that would have the effect of causing those individuals to benefit from a decline in the price of the company stock, such as the purchase of “put” options. We prohibit such “hedging” transactions but we do not find it appropriate to prohibit our executive officers from pledging their shares of company stock as security for a loan. We believe that the beneficial incentives of owning company stock remain substantially the same with or without such a pledge.

Summary of Compensation

The following table summarizes all compensation earned during the three fiscal years ended December 31, 2019 by the Company's chief executive officer, its chief financial officer, and the other three most highly compensated individuals (such five individuals, the "named executive officers") who were serving in such position or as executive officers at any time in 2019. It lists their names, the principal positions in which they served in those years, and each component of compensation paid with respect to those years.

Summary Compensation Table

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Non-Equity Incentive Plan Compensation</u>	<u>Option Awards (1)</u>	<u>All Other Compensation (2)</u>	<u>Total</u>
Charles E. Bradley, Jr.	2019	\$ 995,000	\$ 2,600,000	\$ 334,290	\$ 480	3,929,770
President & Chief Executive Officer	2018	995,000	2,700,000	327,000	600	4,022,600
	2017	995,000	2,850,000	402,000	600	4,247,600
Jeffrey P Fritz	2019	411,000	233,000	100,287	480	744,767
Executive Vice President & Chief Financial Officer	2018	411,000	452,000	98,100	600	961,700
	2017	411,000	417,000	120,600	600	949,200
Michael T. Lavin	2019	411,000	461,000	100,287	480	972,767
Executive Vice President & Chief Operating Officer	2018	411,000	506,000	98,100	600	1,015,700
	2017	411,000	496,000	120,600	600	949,200
Teri L. Robinson	2019	368,000	328,000	66,858	480	763,338
Senior Vice President - Originations	2018	368,000	354,000	65,400	600	788,000
	2017	368,000	341,000	80,400	600	790,000
Laurie A. Straten	2019	362,000	328,000	66,858	480	757,338
Senior Vice President - Servicing	2018	362,000	340,000	65,400	600	768,000
	2017	362,000	339,375	80,400	600	782,375

(1) Represents the dollar value of accrued for financial accounting purposes in connection with the grant of such options, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 and SFAS 123R. Value was estimated using a Black-Scholes model for the year 2019, and using a binomial option pricing model for 2018 and 2017. For the year 2019 the weighted average fair value per option was \$1.11, based on assumptions of 4.11 years expected life, expected volatility of 37.13%, and a risk-free rate of 1.53%. For the year 2018 the weighted average fair value per option was \$1.09, based on assumptions of 4.11 years expected life, expected volatility of 33.93%, and a risk-free rate of 2.75%. For the year 2017 the weighted average fair value per option was \$1.40, based on assumptions of 4.11 years expected life, expected volatility of 51.23%, and a risk-free rate of 1.10%. In all cases, we assumed a dividend yield of 0.0%.

(2) Amounts in this column represent premiums paid by the Company for group life insurance.

Grants of Plan-Based Awards in Last Fiscal Year

Equity Incentives

In the year ended December 31, 2019, we did not grant any stock awards or stock appreciation rights to any of our named executive officers. We granted options to substantially all of our management level employees on August 8, 2019. The option grants noted in the tables above and below were awarded to the named executive officers as part of those grants. We also granted awards under our Executive Management Bonus Plan, which were evaluated after the end of the year. The amounts paid are shown in the table above (Summary Compensation Table) as “Non-Equity Incentive Plan Compensation.”

In the August 2019 grant, the chief executive officer received an option to purchase 300,000 shares of the Company's common stock at the market closing price (\$3.53 per share) on the date of grant, with such right to purchase to become exercisable in increments of 25% on each of the first through fourth anniversaries of the grant date, and to expire on the seventh anniversary. Each of the other executive officers of the Company received a grant at that time on the same terms. Mr. Fritz and Mr. Lavin received such a grant with respect to 90,000 shares, and the other executive officers of the Company each received such a grant with respect to 60,000 shares.

The table below provides information regarding the awards granted to the named executive officers in 2019.

Grants of Plan-Based Awards

Name	Estimated future payouts under non-equity incentive plan awards			Grant Date	Number of Shares Underlying Options	Exercise Price	Grant Date Fair Value
	Threshold	Target	Maximum				
Mr. Bradley	–	–	–	8/08/2019	300,000	\$ 3.53	\$ 334,290
	\$ –	\$ 5,970,000	\$ 5,970,000	–	–	–	–
Mr. Fritz	–	–	–	8/08/2019	90,000	\$ 3.53	100,287
	\$ –	657,600	657,600	–	–	–	–
Mr. Lavin	–	–	–	8/08/2019	90,000	\$ 3.53	100,287
	\$ –	657,600	657,600	–	–	–	–
Ms. Robinson	–	–	–	8/08/2019	60,000	\$ 3.53	66,258
	\$ –	441,600	441,600	–	–	–	–
Ms. Straten	–	–	–	8/08/2019	60,000	\$ 3.53	66,258
	\$ –	434,400	434,400	–	–	–	–

The “target” and “maximum” figures appearing in the table above represent the *maximum* cash payout under the individual executives’ Executive Management Bonus Plan awards as of the date the incentive was fixed. The actual payout to each individual named in the table above has been determined and paid prior to the date of this proxy statement. That amount was in each case materially less than the maximum (approximately 44% of the maximum, in the case of the chief executive). The respective actual payments are described below, and appear above in the Summary Compensation Table under the heading “Non-Equity Plan Compensation.” Because each non-equity incentive plan award has been settled and paid, the future payout under such awards as of the date of this report is in each case zero. The “grant date fair value” figures appearing in the table above, which are the computed fair values of stock option awards, are computed as described in note 1 to the Summary Compensation Table.

Executive Management Bonus Plan

The Executive Management Bonus Plan award granted to the chief executive officer, Mr. Bradley, called for him to meet as many as possible of seven separate operational and financial objectives within the year 2019. The Compensation Committee assigned to each of those objectives a value as a percentage of base salary. The objectives and their weightings were as follows: to meet the Company’s quarterly budgeted earnings (25% each quarter, total of 100%), to raise \$70 million or more of new capital (50%), to renew or replace each of two designated existing warehouse credit facilities on terms equal to or better than those pre-renewal (50%), to acquire a material new servicing portfolio (100%), to execute three rated securitization transactions after the first quarter of 2019 (40% each, 120% total), to achieve annual originations of receivables exceeding each of five targets (100% in the aggregate, creditable in increments of 20% for reaching aggregate amounts of \$800 million, \$850 million, \$900 million, \$950 million, and \$1.0 billion), and to cause the Company’s common stock to trade in excess of each of four targets (80% in the aggregate, creditable in increments of 20% for reaching prices of \$5.00, \$5.50, \$6.00 and \$6.50 per share).

The total of the seven weightings is 600%; accordingly, the target and maximum possible value to that officer of the award was 600% of his base salary for 2019.

In a series of meetings, the committee evaluated the chief executive's performance in comparison to the goals. The Compensation Committee determined that the budget objective was met in one of the four quarters of 2019, and credited the chief executive with one increment, or 25%. The Company was not successful in raising new capital during the year, and no credit was given.

The Committee noted the successful renewal of both of the two designated warehouse lines, in February and December, and determined that each renewal was on terms that met the stated objective. The Committee therefore credited the chief executive with the full 50% possible. No new portfolio was acquired in 2019, and the Committee found no credit was earned in that respect.

The Committee noted that the Company had executed four rated securitizations during the year, three of them after the objective was set, representing creditable performance of 120%. It determined that our originations volume exceeded \$1.0 billion for the year while maintaining credit quality, representing creditable performance in the amount of 100%. None of the stock price objectives were fulfilled.

The aggregate valuation of all creditable performance for the chief executive officer was thus 295%, which would imply a bonus payment under our Executive Management Bonus Plan of \$2,935,000. The committee elected to pay a bonus of somewhat less than the maximum creditable percentage, in the amount of \$2,600,000, representing 261% of our chief executive's base salary.

The Executive Management Bonus Plan awards granted to the named executive officers other than the chief executive officer are evaluated on a more subjective basis, and were set by the Compensation Committee in consultation with and on the recommendation of the chief executive officer. Factors used in determining the amount of bonus for the two named executive officers who are executive vice presidents of the Company are these: (I) an evaluation of the executive's skills and performance, 26.7%, (II) whether the executive has met three individual objectives approved by the compensation committee, 32% in aggregate, (III) whether the Company as a whole has met or exceeded budget targets, 13.3%, (IV) a subjective evaluation of the officer's performance, 53.3%, and (V) a discretionary allocation recommended by the chief executive officer and approved by the compensation committee, 34.7%.

Numerical scores are assigned to each of these factors, up to the maximum percentages stated above, and can result in a maximum bonus of 160% of base compensation.

Similar factors are applied in determining the amount of annual bonus for executive officers who are senior vice presidents of the Company: (I) skills and performance, 20%, (II) three individual objectives, 24%, (III) Company budget, 10%, (IV) subjective evaluation of that executive's department, 40%, and (V) discretionary allocation, 26%, resulting in a maximum bonus of 120% of base compensation.

Following the end of the year 2019, our compensation committee evaluated each named executive officer's performance in relation to these standards and goals. In two quarters out of four, the Company met its overall budget target, and each officer accordingly received 50% credit with respect to that target.

With respect to the individual factors, the compensation committee, acting in part on the advice of our chief executive officer, determined that creditable performance for 2019 for each named executive officer other than the chief executive officer was as set forth below:

	<i>Maximum percentage</i>		<i>Creditable percentage</i>		<i>Base Salary</i>	<i>Result (rounded to nearest \$1000)</i>
Mr. Fritz	160	%	56.6	%	\$ 411,000	\$ 233,000
Mr. Lavin	160		112.1		411,000	461,000
Ms. Robinson	120		86.1		368,000	328,000
Ms. Straten	120		90.8		362,000	328,000

On that basis, the Compensation Committee approved payments to these named executive officers in the amounts shown in the rightmost column.

Outstanding Equity Awards at Fiscal Year-end

The following table sets forth as of December 31, 2019 the number of unexercised options held by each of the named executive officers, the number of shares subject to then exercisable and unexercisable options held by such persons and the exercise price and expiration date of each such option. Each option referred to in the table was granted at an option price per share no less than the fair market value per share on the date of grant. None of such individuals holds a stock award; accordingly, only information concerning option awards is presented.

<i>Name</i>	<i>Number of securities underlying unexercised options (exercisable)</i>	<i>Number of securities underlying unexercised options (unexercisable)</i>	<i>Option exercise price</i>	<i>Option expiration date</i>
Charles E. Bradley, Jr.	50,000	–	\$ 1.81	4/27/2020
	200,000	–	\$ 1.19	12/31/2020
	100,000	–	\$ 1.03	6/3/2021
	250,000	–	\$ 1.75	11/23/2021
	83,333	–	\$ 1.75	11/23/2021
	166,666	–	\$ 1.50	11/23/2021
	100,000	–	\$ 0.95	11/23/2021
	140,000	–	\$ 1.20	4/3/2022
	60,000	–	\$ 1.94	7/16/2022
	100,000	–	\$ 3.72	11/8/2022
	250,000	–	\$ 6.86	2/1/2023
	250,000	–	\$ 7.97	5/7/2023
	300,000	–	\$ 6.59	7/28/2021
	300,000	–	\$ 6.11	5/19/2022
	225,000	75,000 (1)	\$ 3.48	5/12/2023
	150,000	150,000 (2)	\$ 4.35	5/17/2024
75,000	225,000 (3)	\$ 3.48	5/9/2025	
–	300,000 (4)	\$ 3.53	8/8/2026	
Jeffrey P. Fritz	25,000	–	\$ 1.81	4/27/2020
	50,000	–	\$ 1.03	6/3/2021
	36,000	–	\$ 1.20	4/3/2022
	14,000	–	\$ 1.94	7/16/2022
	60,000	–	\$ 6.86	2/1/2023
	60,000	–	\$ 7.97	5/7/2023
	180,000	–	\$ 6.59	7/28/2021
	90,000	–	\$ 6.11	5/19/2022
	67,500	22,500 (1)	\$ 3.48	5/12/2023
	45,000	45,000 (2)	\$ 4.35	5/17/2024
	22,500	67,500 (3)	\$ 3.48	5/9/2025
–	90,000 (4)	\$ 3.53	8/8/2026	
Michael T. Lavin	5,000	–	\$ 1.81	4/27/2020
	20,000	–	\$ 1.03	6/3/2021
	30,000	–	\$ 0.95	11/23/2021
	21,600	–	\$ 1.20	4/3/2022
	8,400	–	\$ 1.94	7/16/2022
	75,000	–	\$ 6.86	2/1/2023
	60,000	–	\$ 7.97	5/7/2023
	130,000	–	\$ 6.59	7/28/2021
	90,000	–	\$ 6.11	5/19/2022
	67,500	22,500 (1)	\$ 3.48	5/12/2023
	45,000	45,000 (2)	\$ 4.35	5/17/2024
	22,500	67,500 (3)	\$ 3.48	5/9/2025
–	90,000 (4)	\$ 3.53	8/8/2026	

<u>Name</u>	<u>Number of securities underlying unexercised options (exercisable)</u>	<u>Number of securities underlying unexercised options (unexercisable)</u>	<u>Option exercise price</u>	<u>Option expiration date</u>
Teri L. Robinson	25,000	–	\$ 1.81	4/27/2020
	50,000	–	\$ 1.03	6/3/2021
	5,000	–	\$ 1.75	11/23/2021
	5,000	–	\$ 1.50	11/23/2021
	5,000	–	\$ 1.50	11/23/2021
	36,000	–	\$ 1.20	4/3/2022
	14,000	–	\$ 1.94	7/16/2022
	60,000	–	\$ 6.86	2/1/2023
	60,000	–	\$ 7.97	5/7/2023
	60,000	–	\$ 6.59	7/28/2021
	60,000	–	\$ 6.11	5/19/2022
	45,000	15,000 (1)	\$ 3.48	5/12/2023
	30,000	30,000 (2)	\$ 4.35	5/17/2024
	15,000	45,000 (3)	\$ 3.48	5/9/2025
	–	60,000 (4)	\$ 3.53	8/8/2026
Laurie A. Straten	12,000	–	\$ 1.81	4/27/2020
	25,000	–	\$ 1.03	6/3/2021
	9,000	–	\$ 1.95	11/23/2021
	1,250	–	\$ 1.75	11/23/2021
	1,250	–	\$ 1.50	11/23/2021
	1,250	–	\$ 1.50	11/23/2021
	18,000	–	\$ 1.20	4/3/2022
	7,000	–	\$ 1.94	7/16/2022
	25,000	–	\$ 6.86	2/1/2023
	90,000	–	\$ 7.97	5/7/2023
	60,000	–	\$ 6.59	7/28/2021
	60,000	–	\$ 6.11	5/19/2022
	45,000	15,000 (1)	\$ 3.48	5/12/2023
	30,000	30,000 (2)	\$ 4.35	5/17/2024
	15,000	45,000 (3)	\$ 3.48	5/9/2025
	–	60,000 (4)	\$ 3.53	8/8/2026

- (1) Becomes exercisable as to the unexercisable portion on May 12, 2020.
- (2) Becomes exercisable as to additional cumulative increments of one-half of the unexercisable portion on May 17, 2020 and 2021.
- (3) Becomes exercisable as to cumulative increments of one third of the unexercisable portion on May 9, 2020, 2021 and 2022.
- (4) Becomes exercisable as to cumulative increments of 25% of the unexercisable portion on August 8, 2020, 2021, 2022 and 2023.

Option Exercises in Last Fiscal Year

Four of the five named executive officers exercised stock options during 2019. The table below shows the realized value and the number of options exercised for those four individuals. None of our officers hold stock awards; accordingly, no stock awards vested during 2019.

Option Exercises and Stock Vested	Value realized	Number of shares
	on exercise (1)	acquired on exercise
Mr. Bradley	\$ 338,400	120,000
Mr. Fritz	171,600	60,000
Mr. Lavin	–	–
Ms. Robinson	167,400	60,000
Ms. Straten	96,000	30,000

(1) The value realized is the difference between the fair market value of the Company's common stock on the date of exercise (the closing price reported by Nasdaq) and the exercise price of the option.

Executive Management Bonus Plan (Non-equity Incentive Plan)

The salary and cash bonus of the named executive officers are determined by the Compensation Committee. The compensation appearing in the Summary Compensation Table above under the caption "Non-Equity Incentive Plan Compensation" is paid pursuant to an executive management bonus plan (the "EMB Plan"). The EMB Plan is administered by the Compensation Committee. Among other things, the Compensation Committee selects participants in the EMB Plan from among the Company's executive officers and determines the performance goals, target amounts and other terms and conditions of awards under the EMB Plan. With respect to officers other than the chief executive officer, determinations of base salary and of criteria relating to the EMB Plan are based in part on evaluations of such officers prepared by the chief executive officer, which are furnished to and discussed with the Compensation Committee.

Director Compensation

Throughout 2019, we paid our non-employee directors a retainer of \$5,167 per month, with an additional fee of \$500 per month for service on a board committee (\$1,000 for a committee chairman). Non-employee directors also received *per diem* fees of \$1,000 for attendance in person at meetings of the board of directors, or \$500 for attendance by telephone. No *per diem* fees are paid for attendance at committee meetings. The Board in August 2019 approved issuance to each non-employee director of options to purchase an aggregate of 30,000 shares. The exercise prices of all such options are the closing price of the Company's common stock on the date of grant, which was \$3.53 per share. The following table summarizes compensation received by our directors for the year 2019:

Name of Director	Fees Earned	Option	Total
	or Paid in Cash (1)	Awards (2)	
Chris A. Adams	\$ 82,004	\$ 30,813	\$ 112,817
Charles E. Bradley, Jr. (3)	–	–	–
Louis M. Grasso (4)	10,334	–	10,334
Brian J. Rayhill	90,004	30,813	120,817
William B. Roberts	71,004	30,813	101,817
Gregory S. Washer	90,004	30,813	108,817
Daniel S. Wood	90,000	30,813	120,817

(1) This column reports cash compensation earned in 2019 for Board and committee service.

(2) This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2019 fiscal year for the fair value of stock options granted to the directors in 2019. The fair value was estimated using a binomial option-pricing model in accordance with SFAS 123R. The fair value per option was \$1.03, based on assumptions of 3.24 years expected life, expected volatility of 38.77%, expected dividend yield of 0.0%, and a risk-free rate of 1.53%. In addition to the stock option awards granted in 2019, our directors other than Mr. Grasso held at December 31, 2019 option awards granted in previous years. The total options held at December 31, 2019 represent the right to purchase shares as follows: Mr. Bradley, 3,549,999 shares; Mr. Adams, 300,000 shares; Mr. Rayhill, 417,000 shares; Mr. Roberts, 150,000 shares; Mr. Washer, 300,000 shares; and Mr. Wood, 315,000 shares.

(3) Mr. Bradley's compensation as chief executive officer of the Company is described elsewhere in this report. He received no additional compensation for service on the Company's Board of Directors.

(4) Mr. Grasso joined our Board in October 2019.

Pension Plans

The Company's officers do not participate in any pension or retirement plan, other than a tax-qualified defined contribution plan (commonly known as a 401(k) plan).

Potential Payments Upon Termination or Change of Control

This section provides information regarding payments and benefits to the named executive officers that would be triggered by termination of the officer's employment (including resignation, or voluntary termination; severance, or involuntary termination; and retirement) or a change of control of the Company.

Each of the named executive officers is an at-will employee and, as such, does not have an employment contract. In addition, if the officer's employment terminates for any reason other than a change of control of the Company, any unvested stock options are terminated, and vested options become subject to accelerated expiration: ordinarily three months following separation from service, or twelve months in the case of disability, retirement or death. Accordingly, there are no payments or benefits that are triggered by any termination event (including resignation and severance) other than in connection with a change of control of the Company.

Benefits Triggered by Change of Control or Termination after Change of Control

Our stock option plans provide that each employee of ours who holds outstanding unexpired options under our stock option may have the right to exercise such options following a change of control of the Company, without regard to the date such option would first be exercisable. Each of the named executive officers holds such options. The "acceleration" of options is mandatory following certain changes of control, and subject to the discretion of the Compensation Committee following certain others. Acceleration is mandatory in the event of (i) the sale, or other disposition of substantially all of the Company's assets, or (ii) a merger or similar transaction in which shareholders of the Company hold less than 50% of the shares of the surviving entity; provided, however, that acceleration following a merger or similar transaction is mandatory only if the holder suffers a Qualifying Termination (defined below) within one year following the transaction, or if the surviving entity does not provide the holder with an equivalent award. Acceleration is also mandatory if a holder suffers a Qualifying Termination within one year following (iii) a change within a three-year period in the membership of a majority of the board of directors (excluding changes recommended by the board), or (iv) a person's acquisition of outstanding voting securities of the Company, other than directly from the Company and without approval of the board, resulting in that person's having beneficial ownership of greater than 25% of the Company.

Under our stock option plans, the Compensation Committee may exercise its discretion to provide for acceleration under other circumstances than those described above with respect to any particular stock option or class of stock options. The committee would expect to exercise its discretion with the intention of preserving the value of the stock option award. To date, such discretion has not been exercised. A "Qualifying Termination" is a termination of the holder's employment by the Company other than for cause, disability or death, or by the holder for "good reason" (principally relating to a material diminution in the holder's authority, compensation or responsibilities, or a relocation of greater than 50 miles). The preceding description applies to options held by officers and employees. Options issued to non-employee directors accelerate without the exercise of discretion upon any of the four categories of change of control described above.

As of December 31, 2019, no named executive officers would realize a benefit if unvested stock options were to become immediately exercisable upon a change in control, based on the value of the shares underlying such options at the closing market price on December 31, 2019, which was \$3.37 per share).

Management Structure

The board of directors is responsible for overseeing the management of the Company. Its oversight is aimed at seeing to it that the company's business is managed to meet our goals, and that the interests of the shareholders are served.

Charles E. Bradley currently serves as both the chairman of the board and our chief executive officer, and is the only member of our board who is not independent of the Company. Largely because of the small number of directors (seven members in total), our board has chosen not to designate any individual formally as the lead independent director. Each director retains his full oversight responsibility.

Our board structure supports the independence of our non-management directors. Our audit committee, compensation committee and nominating committee are each composed solely of independent directors. Our bylaws provide that any two directors have the authority to call meetings of the board of directors, as do specified officers, including the president and the secretary. To enhance the possible use of that authority by independent directors, the corporate secretary is under standing instructions to call a meeting at the instance of any one director.

The board believes that combining the chairman and chief executive officer positions is currently the most effective leadership structure given Mr. Bradley's in-depth knowledge of our business and industry and his demonstrated ability to formulate and implement strategic initiatives. Mr. Bradley is continuously involved in developing and implementing our strategies, working closely with the company's other senior executives to seek continued disciplined growth and excellence in operations. His close involvement in management places Mr. Bradley in the best position to decide which business issues require consideration by the independent directors of the board. In addition, having a combined chairman and chief executive officer enables us to speak with a unified voice to shareholders, customers and others concerned with our company. The board believes that combining the chief executive and chairman roles, as part of a governance structure that includes oversight of management responsibilities by independent directors, provides the preferred system for meeting the requirement that the Company be managed in the best interest of our shareholders.

Risk Oversight

The board's overall responsibility for directing the management of the company includes risk oversight. The risk oversight function is performed at the board level, and by the Audit and Compensation Committees.

The board of directors as a whole in its regular meetings discusses and considers the risk inherent in the existing business of the Company and in proposed initiatives. Because the Company's business consists of extending consumer credit to individuals believed to be of higher risk than others (sub-prime credit), the assessment of the risk assumed in such extensions of credit is a primary consideration on the part of the board. Risk oversight is also a key function of the Audit and Compensation Committees.

The principal risk management function performed by the Audit Committee is the ongoing assessment of the credit estimates and allowances periodically recorded in the Company's books. The committee reviews that assessment regularly. Other risk assessments performed by the Audit Committee include assessments of contingent liabilities, and of other reserves and allowances.

The principal risk management functions performed by the Compensation Committee are its setting and evaluation of objectives for the chief executive officer, in connection with its administration of the executive management bonus plan. The committee recognizes that the company's business of extending subprime credit inherently includes a conflict between growing the business and managing the risk of credit losses: one means to increase the company's business is to offer credit on terms that are priced too low for the risk assumed. The Compensation Committee manages that risk by insisting that objectives to grow the business are qualified by a mandate that credit quality be maintained at appropriate levels. To some extent, such risk management is shared with the Audit Committee, which performs the primary oversight of whether credit risk assumed is reflected with adequate allowances in the company's financial statements.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The table below sets forth the number and percentage of shares of the our Common Stock (our only class of voting securities) owned beneficially as of April 27, 2020 (the latest practicable date) by (i) each person known to us to own beneficially more than 5% of the outstanding Common Stock, (ii) each director and each named executive officer, and (iii) all of our directors and executive officers, as a group. Except as otherwise indicated, and subject to applicable community property and similar laws, each of the persons named has sole voting and investment power with respect to the shares shown as beneficially owned by such persons. Percent of class is calculated by reference to 22,728,109 shares outstanding on April 27, 2020. Except as otherwise noted, each person named in the table has a mailing address at 3800 Howard Hughes Parkway, Suite 1400, Las Vegas, Nevada 89169.

<i>Name and Address of Beneficial Owner</i>	<i>Amount and Nature of Beneficial Ownership (1)</i>	<i>Percent of Class</i>
Charles E. Bradley, Jr.	5,678,108	22.1%
Chris A. Adams	412,213	1.8%
Louis M. Grasso	3,000	<1%
Brian J. Rayhill	432,168	1.9%
William B. Roberts	900,978	3.9%
Gregory S. Washer	654,201	2.8%
Daniel S. Wood	481,165	2.1%
Jeffrey P. Fritz	692,500	4.2%
Michael T. Lavin	637,500	4.0%
Teri L. Robinson	490,000	3.4%
Laurie A. Straten	432,750	2.5%
All directors and executive officers combined (16 persons)	15,114,132(2)	47.9%
Black Diamond Capital Management, L.L.C., One Sound Shore Drive, Suite 200, Greenwich CT 06830	3,456,363(3)	15.2%
Citigroup Inc., 388 Greenwich Street, New York, New York 10013	1,999,995(4)	8.8%
Dimensional Fund Advisors LP, Building One, 6300 Bee Cave Road, Austin, Texas, 78746	1,810,635(5)	8.0%
Continental Advisors LLC, 227 W Monroe Street, Suite 5050 Chicago, IL 60606	778,505(6)	6.5%

- (1) Includes certain shares that may be acquired within 60 days after April 27, 2020 from the Company upon exercise of options, as follows: Mr. Bradley, 2,974,999 shares; Mr. Adams, 300,000 shares; Mr. Rayhill, 405,000 shares; Mr. Roberts, 150,000 shares; Mr. Washer, 300,000 shares; Mr. Wood, 315,000 shares; Mr. Fritz, 717,500 shares; Mr. Lavin, 642,500 shares; Ms. Robinson, 490,000 shares; and Ms. Straten, 432,750 shares. Of Mr. Bradley's shares, 1,419,906 are pledged to secure loan(s) to him. The calculation of beneficial ownership also includes, in the case of the executive officers, an approximate number of shares each executive officer could be deemed to hold through contributions made to the Company's Employee 401(k) Plan (the "401(k) Plan"). The 401(k) Plan provides an option for all participating employees to purchase stock in the Company indirectly by buying units in a mutual fund. Each "unit" in the mutual fund represents an interest in Company stock, cash and cash equivalents.
- (2) Includes 8,871,399 shares that are not outstanding as of the date of this report, but which may be acquired within 60 days after April 27, 2020 upon exercise of options.
- (3) Based on a report on Schedule 13G/A filed by the named person and an individual on February 14, 2020.
- (4) Based on a report on Schedule 13G/A filed by the named person and certain subsidiaries on February 8, 2019.
- (5) Based on a report on Schedule 13G filed by the named person on February 12, 2020.
- (6) Based on a report on Schedule 13G/A filed by the named person and an individual on February 14, 2020.

Equity Compensation Plan Information

The table below presents information regarding securities authorized for issuance under equity compensation plans, including the CPS 2006 Long-Term Equity Incentive Plan, as of December 31, 2019.

<u>Plan Category</u>	<u>Outstanding Options</u>	<u>Weighted average exercise price of Outstanding Options</u>	<u>Number of securities remaining available for future issuance under equity compensation plans</u>
Plans approved by shareholders	15,347,949	\$4.59	1,457,581
Plans not approved by shareholders	None	N/A	N/A
Total	15,347,949	\$4.59	1,457,581

CEO Pay Ratio

The Dodd-Frank Reform and Consumer Protection Act includes a mandate that public companies disclose the ratio of the compensation of their CEO to their median employee. Our CEO-median employee pay ratio calculation for 2019 is 77:1. We determined the pay ratio by dividing the total 2019 compensation of the CEO as disclosed in the Summary Compensation Table by the total 2019 compensation of the median employee, using the same components of compensation as used in the Summary Compensation Table for the CEO.

There have been no changes to our employee population or compensation arrangements that we believe would result in a significant change in the pay ratio. Accordingly, we have computed the ratio by reference to the same employee who we identified as our median employee for the year 2017, who was determined using the compensation of employees who were actively employed on December 31, 2017. The total compensation of our median employee in 2019, using the same methodology we use for Mr. Bradley's Summary Compensation Table compensation, was \$51,116. The total compensation of the CEO Charles Bradley in 2019 was \$3,929,770.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Citigroup. On July 10, 2008, CPS and its wholly owned subsidiary Folio Funding II, LLC, as borrower, agreed with Citigroup Financial Products Inc. ("CGFP"), an affiliate of Citigroup Inc. ("Citigroup"), to amend and restate the agreements governing a pre-existing revolving residual credit facility. CGFP was the note purchaser in and administrative agent of that credit facility. The amendments included the issuance to an affiliate of CGFP of a ten-year warrant to purchase (for nominal consideration) 2,500,000 shares of Company common stock, which warrant was subsequently transferred to CGFP. Upon issuance of such warrant, CGFP became a person with beneficial ownership of greater than 5% of the Company's common stock. On March 10, 2010, the Company repurchased a portion of the warrant, representing 500,000 of the 2,500,000 shares available for purchase upon exercise of such warrant. On July 10, 2018, CGFP exercised the remaining warrant, receiving 1,999,995 shares after surrender of shares equal in value to the nominal exercise price.

In September 2011, and approximately quarterly thereafter, CGMI acted as a placement agent of asset-backed notes issued by securitization trusts sponsored by CPS. The issuances of investment-grade and below investment-grade notes, and the placement compensation to CGMI, from January 1, 2016 to the present, are set forth in the table below. In each case, one or more other placement agents also received compensation for placing such notes, as well as CGMI.

	<u>Investment-grade notes issued</u>	<u>Below investment-grade notes issued</u>	<u>Fees paid to CGMI</u>
January 2017	\$ 186,270,000	\$ 20,050,000	\$ 869,283
April 2017	202,515,000	22,655,000	386,098
July 2017	199,525,000	25,300,000	663,608
October 2017	175,600,000	20,700,000	336,210
January 2018	169,964,000	20,036,000	557,922
April 2018	179,478,000	22,345,000	347,397
July 2018	207,967,000	22,308,000	667,150
October 2018	207,515,000	26,215,000	400,709
January 2019	228,695,000	25,705,000	739,269
April 2019	196,650,000	32,625,000	384,106
July 2019	213,242,000	30,271,000	756,072
October 2019	240,075,000	34,238,000	457,261
January 2020	227,240,000	32,760,000	787,117

On May 11, 2012, the Company entered into a one-year revolving credit agreement (the "Citi Warehouse Agreement") and related agreements with affiliates of Citigroup and others, under which the lenders have agreed to lend up to a maximum of \$100 million, to be secured by automobile receivables. In connection with the Citi Warehouse Agreement, the Company paid a closing fee of \$1,000,000. The Company first incurred indebtedness under the Citi Warehouse Agreement in the amount of \$9.1 million on May 14, 2012. The Company used the proceeds of that draw for working capital.

Following earlier extensions in 2013, 2014 and 2016, the Company and the lenders agreed on September 21, 2018 to extend the revolving term of the Citi Warehouse Agreement to September 21, 2020. At the conclusion of the revolving period, at the election of either the borrower or the lender, the loans are to amortize for an additional one year, and then become due in full. Loans under the Citi Warehouse Agreement bear interest during the revolving period at a floating rate equal to one-month LIBOR plus 3.00%, but in all events no less than 3.75% per year, and during the amortization period (if any) at a floating rate equal to one-month LIBOR plus 4.00%, but in all events no less than 4.75% per year. The loans are subject to acceleration upon the occurrence of certain defined events of default. In connection with the 2018 renewal of the Citi Warehouse Agreement, we paid a closing fee of \$730,000.

The maximum principal amount of indebtedness under the Citi Warehouse Agreement during 2019 was \$100 million. During 2019, the Company paid \$502.6 million of principal and \$2.5 million of interest on such debt. As of April 27, 2020, the principal amount owed was \$63.8 million. The Company intends to incur additional indebtedness under the Citi Warehouse Agreement from time to time as it purchases motor vehicle receivables from dealers

CPS Leasing. The Company holds 80% of the outstanding shares of the capital stock of CPS Leasing, Inc. ("CPSL"). The remaining 20% of CPSL is held by Charles E. Bradley, Jr., who is the chief executive officer and chairman of the board of directors of the Company. CPSL engaged in the equipment leasing business, and is currently in the process of liquidation as its leases come to term. The Company financed the operations of CPSL by making operating advances and by advancing to CPSL the fraction of the purchase prices of its leased equipment that CPSL did not borrow under its lines of credit. The aggregate amounts of the advances made by the Company and outstanding to CPSL as of December 31, 2017, 2018 and 2019, were approximately \$186,000, \$153,000, and \$122,000, respectively.

Subordinated Notes. Director William Roberts on December 3, 2007 purchased \$4,000,000 of unsecured subordinated three-year notes directly from the Company. The interest rate was determined by negotiation, and Mr. Roberts and the Company have agreed to a series of successive extensions of such indebtedness, with interest paid at 10% per annum throughout the years 2016 through 2018. The Company in the years 2017 and 2018 paid interest of \$400,000 per year on such notes, and in 2019 paid interest of \$33,333, in accordance with those terms. The Company repaid the notes in full on February 1, 2019.

Policy on Related Party Transactions and Director Independence. The agreements and transactions described above, other than those described under the caption "Citigroup," were entered into by the Company with parties who personally benefited from such transactions and who had a control or fiduciary relationship with the Company. It is the Company's policy that any such transactions with persons having a control or fiduciary relationship with the Company may take place only if approved by the Audit Committee or by the members of the Company's Board of Directors who are disinterested with respect to the transaction, and independent in accordance with the standards for director independence prescribed by Nasdaq. Such policy is maintained in writing in the charter of the Audit Committee. The agreements and transactions above were reviewed and approved by the members of the Company's Board of Directors who were disinterested with respect to the transaction, except that the subordinated notes transaction was reviewed and approved by the Audit Committee.

The seven directors of the Company are Charles E. Bradley, Jr., Chris A. Adams, Louis M. Grasso, Brian J. Rayhill, William B. Roberts, Gregory S. Washer, and Daniel S. Wood, of whom Messrs. Wood, Rayhill and Washer compose the Audit Committee. The Board of Directors has concluded that other than Mr. Bradley (who is the Company's chief executive officer), each of the other six directors is independent in accordance with the director independence standards prescribed by Nasdaq, and has determined that none of them has a material relationship with the Company that would impair his independence from management or otherwise compromise his ability to act as an independent director.

Item 14. Principal Accounting Fees and Services

Fees Paid to Auditors

The following table sets forth the fees accrued or paid to the Company's independent registered public accounting firms for the years ended December 31, 2019 and 2018. Crowe has served as the Company's independent registered public accounting firm since February 2009, and reported on the Company's financial statements for the years ended December 31, 2008 through 2019.

Audit and Non-Audit Fees	2019	2018
Audit Fees (1)	\$ 850,000	\$ 850,000
Audit-Related Fees (2)	188,550	184,700
Tax Fees (3)	287,635	345,550
All Other Fees	—	—
TOTAL	\$ 1,326,185	\$ 1,380,250

(1) Audit fees relate to professional services rendered in connection with the audit of the Company's annual financial statements and internal control over financial reporting, quarterly review of financial statements included in the Company's Quarterly Reports on Form 10-Q, and audit services provided in connection with other statutory and regulatory filings.

(2) Audit-related fees comprise fees for professional services that are reasonably related to the performance of the audit or review of the Company's financial statements.

(3) The 2019 and 2018 tax fees represent services rendered in connection with preparation of state and federal tax returns for the Company and its subsidiaries.

Audit Committee Supervision of Principal Accountant

The Audit Committee acts pursuant to a written charter adopted by the Board of Directors. Pursuant to the charter, the Audit Committee pre-approves the audit and permitted non-audit fees to be paid to the independent auditor, and authorizes on behalf of the Company the payment of such fees, or refuses such authorization. The Audit Committee has delegated to its chairman and its vice-chairman the authority to approve performance of services on an interim basis. In the fiscal years ended December 31, 2019 and December 31, 2018, all services for which audit fees or audit related fees were paid were preapproved by the Audit Committee as a whole, or pursuant to such delegated authority.

In the course of its meetings, the Audit Committee has considered whether the provision of the non-audit fees outlined above is compatible with maintaining the independence of the respective audit firms, and has concluded that such independence is not and was not impaired.

PART IV

SIGNATURE

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

CONSUMER PORTFOLIO SERVICES, INC. (registrant)

April 29, 2020

By: /s/ CHARLES E. BRADLEY, JR.
Charles E. Bradley, Jr., *President*